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I, David Wentworth, declare as follows:

1. I am an individual over the age of 18 who resides in Walnut Creek, California. I have personal knowledge of the matters stated herein and, if called upon, I could and would competently testify thereto.

2. I am a named plaintiff and class representative in *In re Animation Workers Antitrust Litigation*, No. 14-CV-4062-LHK, filed on September 8, 2014, in the United States District Court for the Northern District of California. I submit this affidavit, on behalf of myself and the settlement class, in support of Plaintiffs' Motion for Attorneys' Fees, Expenses, and Service Awards.

3. As a class representative, I understand that it is my responsibility to be apprised of the work done by my attorneys on the case and make my own judgment about the fairness of any settlement proposed by the lawyers. In evaluating the fairness of the settlement, I am required to consider the interests of all members of the Class. I am free to disagree with my attorneys about the merits of a settlement and make my views known to the Court.

4. I have reviewed the terms of the settlements with Defendants The Walt Disney Company, Pixar, Lucasfilm Ltd., LLC, and Two Pic MC LLC (collectively, the "Disney Defendants"), and with Defendant DreamWorks Animation SKG, Inc. ("DreamWorks"), discussed those terms with my attorneys, and I am aware of and approve all terms of the proposed settlement, as it affects me and the members of the Class. Based upon this reading and my discussions with counsel, I understand that the Disney Defendants have agreed to pay \$100,000,000 into a Settlement Fund, and DreamWorks agreed to pay \$50,000,000 into a Settlement Fund, and further understand that if the settlement is approved, class members nationwide will receive payments from this Settlement Fund. I understand that the costs of notice and settlement administration, attorneys' fees, litigation expenses, and participation awards will be deducted from the Settlement Fund, and that class members who do not opt out will release the Disney Defendants, DreamWorks, and related entities from claims related to this lawsuit.

- 5. I believe that the proposed settlements achieve significant relief for the Class and are a good result compared to the risks and delay associated with a complex and costly trial. In addition,
 - WENTWORTH'S DECL. ISO PLAINTIFFS' MTN FOR FEES, EXPENSES, AND SERVICE AWARDS – 1 Case No. No: 14-cv-4062-LHK

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I recognize that if a trial were held, there is no guarantee that the Class would succeed on the claim presented in this litigation. Thus, the proposed settlements permit an immediate recovery to class members without the risk, delay, and expense of trial. Based upon my understanding of the class claims asserted in this litigation, and my understanding of the terms of the settlement agreements, I believe the proposed settlements are fair, adequate and reasonable, and in the best interests of class members, and should therefore be granted final approval.

6. Over the past two and a half years, I have diligently performed my duty to assist Class Counsel in prosecuting this case, investing a significant effort to complete specific tasks to benefit the lawsuit and fulfill my role as a class representative.

7. 10 I responded to Defendants' discovery requests by searching my digital and paper files 11 for responsive documents. This included searching my personal computer and email accounts. I then 12 worked with my attorneys to harvest those documents and have them produced to Defendants. In addition, I assisted in preparing and verifying my responses to interrogatories for at least 61 hours 13 14 and updated those responses when needed. I also spent time consulting with Class Counsel on 15 multiple occasions to assist them in understanding my responsive documents. I estimate that I have 16 spent at least 26 hours communicating with counsel by phone, email and in person about the 17 document requests, and spent at least 34 hours collecting documents, including searching for 18 information and documents for the litigation, and discussing and reviewing settlements and litigation 19 updates.

8. I spent time preparing for my deposition by reviewing documents and meeting with my attorneys for eight hours. On February 12, 2016, I spent about eight hours at my deposition being questioned by Defendants. To ensure the accuracy of my deposition transcript, I spent about six hours reviewing it for errors.

9. I have been responsive to Class Counsel's requests for information throughout the
case and remained in regular contact by phone and email to discuss various aspects of the litigation,
including updates on progression of the litigation and material events in the case. I have reviewed
and commented on documents, read case updates, asked questions, and provided information,
assistance and documentation as needed.

WENTWORTH'S DECL. ISO PLAINTIFFS' MTN FOR FEES, EXPENSES, AND SERVICE AWARDS – 2 Case No. No: 14-cv-4062-LHK litigation, including updates on progression of the litigation and material events in the case. I have reviewed and commented on documents, read case updates, asked questions, and provided information, assistance and documentation as needed.

10. The burden from this case has not been limited to the time spent on discovery and reviewing settlements. Animation and visual effects is a small industry, both with few employers and few employees. The Defendants are major employers in this industry, either as a direct employer or as the studio from whom an employer subcontracts. Reputation is a large factor in seeking employment in this industry, especially for more senior and specialized employees such as myself. Jobs in this industry typically are short-term (tied to the length of a film production), which results in having to find work frequently across multiple employers. Given those factors and how closely my name has been associated with this high-profile case, my reputation is quite important to my job prospects, and I put my reputation at risk through my involvement in this lawsuit.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed this 6th day of April, 2017, in San Francisco, California.

A Warnowski

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