

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF CALIFORNIA**

LOU BAKER, individually and on behalf of all others  
similarly situated,

Plaintiff,

vs.

SEAWORLD ENTERTAINMENT, INC., et al.,

Defendants.

Case No.: 3:14-cv-2129-MMA-AGS

**CLASS ACTION**

**NOTICE OF PENDENCY OF CLASS ACTION**

**TO: ALL PERSONS AND ENTITIES WHO PURCHASED OR OTHERWISE ACQUIRED THE PUBLICLY TRADED COMMON STOCK OF SEAWORLD ENTERTAINMENT, INC. BETWEEN AUGUST 29, 2013 AND AUGUST 12, 2014, WHO DID NOT SELL SUCH ACQUIRED SECURITIES BEFORE AUGUST 13, 2014, AND WERE DAMAGED (THE “CLASS”)**

*A federal court has authorized this notice. This is not a solicitation from a lawyer.*

**PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY.  
YOU MAY BE A MEMBER OF THE CLASS DESCRIBED HEREIN. AS SUCH, YOUR RIGHTS MAY BE AFFECTED BY A PENDING CLASS ACTION LAWSUIT. THIS NOTICE ADVISES YOU OF YOUR OPTIONS REGARDING THE CLASS ACTION.**

**PLEASE DO NOT CALL OR WRITE THE COURT.  
IF YOU HAVE ANY QUESTIONS AFTER READING THIS NOTICE,  
YOU SHOULD CONTACT CLASS COUNSEL OR THE ADMINISTRATOR,  
AS DISCUSSED FURTHER BELOW.**

This Notice is being sent pursuant to Rule 23 of the Federal Rules of Civil Procedure and an Order of the United States District Court for the Southern District of California (“Court”) to inform you: (a) of a class action lawsuit that is now pending in the Court under the above caption (the “Action”) against SeaWorld Entertainment, Inc. (“SeaWorld” or the “Company”), The Blackstone Group L.P., James Atchison, James M. Heaney, and Marc Swanson (collectively, “Defendants”); and (b) that the Action has been certified by the Court to proceed as a class action on behalf of the Class, as defined in paragraph 1 below. **This Notice is not a settlement notice and you are not being asked to submit a claim.**

1. By Order Granting Plaintiffs’ Motion for Class Certification dated November 29, 2017, the Court certified the following Class:

All persons and entities who purchased or otherwise acquired the publicly traded common stock of SeaWorld between August 29, 2013 and August 12, 2014 (the “Class Period”), who did not sell such acquired securities before August 13, 2014, and were damaged.

Excluded from the Class are: (i) Defendants; (ii) present or former executive officers of SeaWorld, members of SeaWorld’s Board of Directors, and members of their immediate families; (iii) any of the foregoing persons’ legal representatives, heirs, successors or assigns; and (iv) any entity in which Defendants have or had a controlling interest or any affiliate of SeaWorld.

2. This Notice is directed to you because you may be a member of the Class. If you are a member of the Class, your rights will be affected by this Action. If you do not meet the Class definition, this Notice does not apply to you. If you are uncertain whether you are a member of the Class, contact Class Counsel listed in paragraph 21 below, or your own attorney.

3. This Notice is not an admission by Defendants or an expression of any opinion by the Court as to the merits of the Action, or a finding by the Court that the claims asserted by the Class Representatives<sup>1</sup> in this Action are valid. This Notice is intended solely to inform you of the pendency of this Action and of your rights in connection with it, including the right to request exclusion from the Class. There is no judgment, settlement, or monetary recovery at this time. Defendants have denied Class Representatives' claims and contend that they are not liable for the harm alleged by Class Representatives.

4. The Class definition may be subject to change by the Court pursuant to Rule 23 of the Federal Rules of Civil Procedure.

## DESCRIPTION AND STATUS OF THE LAWSUIT

5. This is a securities class action against Defendants for alleged violations of the federal securities laws during the Class Period. Class Representatives allege that certain Defendants issued a series of false and misleading statements and omissions during the Class Period in which they denied that the 2013 documentary *Blackfish* had any impact on the attendance at SeaWorld's amusement parks or the Company's business. Defendants deny the allegations of wrongdoing asserted in the Action and deny any liability whatsoever to any members of the Class.

6. In September 2014, the initial complaint was filed in this Court against SeaWorld, The Blackstone Group L.P., and certain of SeaWorld's officers and directors, asserting violations of Sections 10(b) and 20(a) of the Securities Exchange Act of 1934, 15 U.S.C. §§ 78j(b) and 78t(a) ("Exchange Act"), and Rule 10b-5, promulgated thereunder, 17 C.F.R. § 240.10b-5, as well as Sections 11 and 15 of the Securities Act of 1933, 15 U.S.C. §§ 77k and 77(o) ("Securities Act").

7. By Order entered December 11, 2014, the Court appointed Arkansas Public Employees Retirement System and Pensionskassen For Børne-Og Ungdomspædagoger as Lead Plaintiffs, pursuant to the Private Securities Litigation Reform Act of 1995 ("PSLRA"), and approved Lead Plaintiffs' selection of Kessler Topaz Meltzer & Check, LLP and Nix Patterson & Roach, LLP (n/k/a Nix Patterson, LLP) as Co-Lead Counsel and Kirby Noonan Lance & Hoge LLP (n/k/a Noonan Lance Boyer & Banach LLP) as Liaison Counsel.

8. On February 27, 2015, Lead Plaintiffs filed their Consolidated Amended Class Action Complaint. Defendants moved to dismiss the Consolidated Amended Class Action Complaint on May 29, 2015. Defendants' motions were fully briefed, and by Order dated March 31, 2016, the Court granted the motions and dismissed the Consolidated Amended Class Action Complaint without prejudice. By the same Order, the Court granted Lead Plaintiffs leave to file an amended complaint addressing the deficiencies noted by the Court. On May 31, 2016, Lead Plaintiffs filed their Second Amended Consolidated Class Action Complaint ("Second Amended Complaint"), which dropped certain defendants and the Securities Act claims, and asserted violations of Sections 10(b) and 20(a) of the Exchange Act, and Rule 10b-5 promulgated thereunder, against Defendants. The Second Amended Complaint is the operative complaint in this Action.

9. On June 29, 2016, Defendants moved to dismiss the Second Amended Complaint for failure to state a claim under Rules 9(b) and 12(b)(6), as well as the PSLRA. Defendants' motion was fully briefed, and following oral argument, the Court denied Defendants' motion to dismiss on September 30, 2016. On October 28, 2016, Defendants filed their Answer to the Second Amended Complaint, denying the surviving allegations and asserting certain defenses. Please note that this Notice does not describe all claims and defenses asserted by the parties. The section entitled "Where You Can Find Additional Information" describes the process by which you can obtain additional information about the Action and the claims and defenses asserted.

10. On May 19, 2017, Lead Plaintiffs filed their motion for class certification, which Defendants opposed on July 27, 2017. Lead Plaintiffs' motion was fully briefed and, following oral argument, the Court, by Order dated November 29, 2017, granted Lead Plaintiffs' motion, certifying the Class, appointing Lead Plaintiffs Arkansas Public Employees Retirement System and Pensionskassen For Børne-Og Ungdomspædagoger as Class Representatives, and appointing Kessler Topaz Meltzer & Check, LLP and Nix Patterson & Roach, LLP (n/k/a Nix Patterson, LLP) as Class Counsel. The Court's Order certifying the Class does not guarantee Class Members will receive money or benefits; that will be decided later in the lawsuit.

11. On December 13, 2017, Defendants filed a petition with the Court of Appeals for the Ninth Circuit ("Ninth Circuit") seeking permission to appeal the Court's Order granting class certification. Class Representatives opposed the petition. The Ninth Circuit denied the petition on June 28, 2018.

<sup>1</sup> Lead Plaintiffs Arkansas Public Employees Retirement System and Pensionskassen For Børne-Og Ungdomspædagoger have been appointed by the Court as the representatives for the Class.

12. The litigation is ongoing. The parties completed fact discovery on December 19, 2018 and are currently conducting expert discovery.

13. No court has made a ruling on the merits of Class Representatives' allegations or on Defendants' denials and defenses.

## YOUR RIGHTS AS A CLASS MEMBER

14. A class action is a type of lawsuit in which one or several individuals or entities prosecute claims on behalf of all members of a group of similarly situated persons and entities to obtain monetary or other relief for the benefit of the entire group. Class actions avoid the necessity of each member of a class having to file his, her, or its own separate lawsuit to obtain relief. Class actions are used to decide legal and factual issues that are common to all members of a class.

15. If you purchased or otherwise acquired the common stock of SeaWorld between August 29, 2013 and August 12, 2014, and did not sell such acquired securities before August 13, 2014, and were damaged, and you are not excluded by definition from the Class, you are a member of the Class. If you are a member of the Class, you have the right to decide whether to remain a member of the Class. If you are a member of the Class and wish to be excluded from the Class, you must request exclusion in accordance with the procedures set forth in paragraph 17 below. ***If you want to remain a member of the Class, you do not need to do anything at this time other than to retain your documentation reflecting your transactions in SeaWorld common stock during the Class Period as discussed below in paragraph 16.*** Your decision is important for the following reasons:

- a. **If you choose to remain a member of the Class**, you will be bound by all past, present and future orders and judgments in the Action, whether favorable or unfavorable. If any money is awarded to the Class, either through a settlement with Defendants or a judgment of the Court after a trial and appeal, you may be eligible to receive a share of that award. However, if you remain a member of the Class, you may not pursue a lawsuit on your own behalf with regard to any of the issues in this Action. Pursuant to Rule 23(e)(4) of the Federal Rules of Civil Procedure, it is within the Court's discretion whether to allow a second opportunity to request exclusion from the Class if there is a settlement or judgment in the Action after a trial and appeal. Please note that if you remain a member of the Class, you will not be personally responsible for Class Counsel's attorneys' fees or costs. Class Counsel have agreed to represent the Class on a contingent fee basis, which means that they will be awarded fees and costs to be approved by the Court only if they succeed in obtaining a recovery from one or more Defendants. Any attorneys' fees for Class Counsel will be awarded by the Court from the settlement or judgment, if any, obtained on behalf of the Class. As a member of the Class you will be represented by Class Counsel. Alternatively, you may remain a member of the Class and elect to be represented by counsel of your own choosing. If you do retain separate counsel, you will be responsible for that attorney's fees and expenses and that attorney must enter an appearance on your behalf by filing a Notice of Appearance with the Court and mailing it to Class Counsel at the addresses set forth in paragraph 21 below on or before **April 9, 2019**.
- b. **If you choose to be excluded from the Class**, you will not be bound by any orders or judgments in this Action, nor will you be eligible to share in any recovery that might be obtained in this Action. You will retain any right you have to individually pursue any legal rights that you may have against any Defendants with respect to the claims asserted in the Action. ***Please note, if you decide to exclude yourself from the Class, you may be time-barred from asserting the claims covered by the Action by a statute of repose.*** Please refer to paragraphs 17–20 below if you would like to request exclusion from the Class.

16. Members of the Class will be eligible to participate in any recovery that might be obtained in the Action. While this Notice is not intended to suggest any likelihood that Class Representatives or members of the Class will obtain any recovery, should there be a recovery, members of the Class will be required to support their requests to participate in the distribution of the recovery by demonstrating their membership in the Class and documenting their purchases, acquisitions, and sales of SeaWorld common stock, and their resulting damages. ***For this reason, please be sure to keep all records of your transactions in this security. DO NOT mail them to Class Counsel or the Administrator at this time.***

## HOW TO BE EXCLUDED FROM THE CLASS

17. To exclude yourself from the Class, you must send a letter by first-class mail stating that you “request exclusion from the Class in *Baker v. SeaWorld Entertainment, Inc., et al.*, Case No.: 3:14-cv-2129-MMA-AGS.” Your request must state your full name, address and telephone number and be signed. If you are signing on behalf of a Class Member (such as an estate, corporation or partnership), please indicate your full name and the basis of your authority to act on behalf of the Class Member. Your request for exclusion must also state the amount of SeaWorld common stock purchased, acquired, and/or sold during the Class Period, as well as the dates and prices of each such purchase, acquisition and/or sale. You must mail your exclusion request, *postmarked no later than April 9, 2019*, to:

***Baker v. SeaWorld Entertainment, Inc., et al.***  
**c/o Epiq Class Action & Claims Solutions, Inc.**  
**P.O. Box 3170**  
**Portland, OR 97208-3170**

18. You cannot exclude yourself from the Class by telephone, facsimile or e-mail. Requests for exclusion that do not comply with the above requirements will be invalid, unless otherwise accepted by the Court, subject to any objections of the parties to be resolved by the Court.

19. Do not request exclusion if you wish to participate in this Action as a member of the Class.

20. If you properly request exclusion from the Class, you will not be bound by any orders or judgments in this Action, but you also will not be eligible to share in any recovery that might be obtained in this Action. If you properly request exclusion from the Class, you will be entitled to pursue an individual lawsuit, claim or remedy, if available, which you may have, at your own expense. Please note, if you decide to exclude yourself from the Class, you may be time-barred from asserting the claims covered by the Action by a statute of repose.

## CLASS COUNSEL

21. The Court appointed the law firms of Kessler Topaz Meltzer & Check, LLP and Nix Patterson, LLP as Class Counsel. If you have any questions concerning the matters raised in this Notice, you may contact Class Counsel, as follows:

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| <p>Gregory M. Castaldo, Esq.<br/>Eric L. Zagar, Esq.<br/>Joshua E. D’Ancona, Esq.<br/><b>KESSLER TOPAZ MELTZER &amp; CHECK, LLP</b><br/>280 King of Prussia Road<br/>Radnor, PA 19087<br/>Telephone: (610) 667-7706<br/>Facsimile: (610) 667-7056<br/><a href="http://www.ktmc.com">www.ktmc.com</a></p> | <p>Jeffrey J. Angelovich, Esq.<br/>Bradley E. Beckworth, Esq.<br/><b>NIX PATTERSON, LLP</b><br/>3600 N. Capital of Texas Hwy.<br/>Suite 350<br/>Austin, TX 78746<br/>Telephone: (512) 328-5333<br/>Facsimile: (512) 328-5332<br/>-and-<br/>Susan Whatley, Esq.<br/>205 Linda Drive<br/>Daingerfield, TX 75638<br/>Telephone: (903) 215-8310<br/><a href="http://www.nixlaw.com">www.nixlaw.com</a></p> |
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22. As noted above, unless you elect to retain your own personal lawyer, if you remain in the Class, you will not have any direct obligations to pay the costs of the litigation. If there is a recovery by the Class in this Action, all costs and expenses of the Action, including Class Counsel’s attorneys’ fees, will be paid from that recovery in an amount approved by the Court.

23. If you want to be represented by your own lawyer, you may hire one at your own expense. If you do retain your own lawyer, such counsel must enter an appearance on your behalf by filing a Notice of Appearance with the Clerk of the Court at the United States District Court for the Southern District of California, Edward J. Schwartz U.S. Courthouse, 221 West Broadway, San Diego, CA 92101, **on or before April 9, 2019**. Your Notice of Appearance must also be mailed to Class Counsel at the addresses set forth in paragraph 21 above, **on or before April 9, 2019**.

**PLEASE KEEP YOUR ADDRESS CURRENT**

24. To assist the Court and the parties in maintaining accurate lists of Class Members, you are requested to mail notice of any changes in your address to:

***Baker v. SeaWorld Entertainment, Inc., et al.***  
**c/o Epiq Class Action & Claims Solutions, Inc.**  
**P.O. Box 3170**  
**Portland, OR 97208-3170**

25. If this Notice was forwarded to you by the postal service, or if it was otherwise sent to you at an address that is not current, you should immediately contact the Administrator, Epiq Class Action & Claims Solutions, Inc., at the address above or toll free at (877) 893-2672 and provide them with your correct address. If the Administrator does not have your correct address, you may not receive notice of important developments in this Action.

**WHERE YOU CAN FIND ADDITIONAL INFORMATION**

26. This Notice gives only a summary of the lawsuit and the claims asserted by Class Representatives. For more detailed information regarding the Action, you may contact Class Counsel or visit [www.SeaWorldSecuritiesLitigation.com](http://www.SeaWorldSecuritiesLitigation.com).

27. Complete copies of the pleadings, orders, and other documents filed in this Action are available at <http://www.pacer.gov> or at the office of the Clerk of the Court, United States District Court for the Southern District of California, Edward J. Schwartz U.S. Courthouse, 221 West Broadway, San Diego, CA 92101, under Case No.: 3:14-cv-2129-MMA-AGS.

**PLEASE DO NOT CALL OR WRITE THE COURT OR CLERK OF THE COURT  
REGARDING THIS NOTICE.**

**NOTICE TO SECURITIES BROKERS AND OTHER NOMINEES**

28. If, for the beneficial interest of any person or entity other than yourself, you purchased or otherwise acquired the publicly traded common stock of SeaWorld between August 29, 2013 and August 12, 2014, you MUST EITHER: (i) WITHIN SEVEN (7) CALENDAR DAYS of receipt of this Notice, request from the Administrator sufficient copies of the Notice to forward to all such beneficial owners and WITHIN SEVEN (7) CALENDAR DAYS of receipt of those Notices forward them to all such beneficial owners; or (ii) WITHIN SEVEN (7) CALENDAR DAYS of receipt of this Notice, provide a list of the names and last known addresses of all such beneficial owners to the Administrator at *Baker v. SeaWorld Entertainment, Inc., et al.*, c/o Epiq Class Action & Claims Solutions, Inc., P.O. Box 3170, Portland, OR 97208-3170. If you choose the first option, YOU MUST send a statement to the Administrator confirming that the mailing was made and YOU MUST retain your mailing records for use in connection with any further notices that may be provided in the Action. If you choose the second option, the Administrator will send a copy of the Notice to the beneficial owners. Upon FULL AND TIMELY compliance with these directions, such nominees may seek reimbursement of their reasonable expenses actually incurred by providing the Administrator with proper documentation supporting the expenses for which reimbursement is sought.

DATED: December 6, 2018

BY ORDER OF THE COURT  
UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF CALIFORNIA