



**IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE**

IN RE GOLDEN NUGGET ONLINE  
GAMING, INC. STOCKHOLDERS  
LITIGATION

C.A. No. 2022-0797-JTL

**LEAD PLAINTIFFS' UNOPPOSED  
MOTION FOR ADMINISTRATIVE ORDER**

Lead plaintiffs Steven Eschbach and Anthony Franchi (together, “Lead Plaintiffs”), on behalf of themselves and the Class,<sup>1</sup> hereby move the Court for an order authorizing: (1) an initial distribution (“Initial Distribution”) of the Net Settlement Fund to former stockholders of Golden Nugget Online Gaming, Inc. (“GNOG”), consistent with the approach outlined in this motion (“Motion”) and the Ewashko Affidavit (defined below); and (2) the payment of \$127,757.57 from the Account to the Settlement Administrator for all Notice Costs and Administrative Costs, including (a) \$110,582.53 for all Notice Costs and Administrative Costs already incurred; and (b) \$17,175.04 for anticipated Administrative Costs in connection with the Initial Distribution. In support of the Motion, Lead Plaintiffs state as follows:

---

<sup>1</sup> Unless otherwise defined herein, all capitalized terms shall have the same meaning as set forth in the Stipulation and Agreement of Settlement, Compromise, and Release, dated November 27, 2024 (Trans. ID 75108191) (“Stipulation”).

## **The Settlement**

1. This Motion relates to the settlement of a class action brought on behalf of former public stockholders of GNOG challenging the 2021 sale of GNOG to DraftKings Inc.

2. The Court approved the Settlement on July 9, 2024.

3. Pursuant to the Settlement, Defendants or their insurers caused \$22,000,000 in cash to be deposited into the Account. Stipulation ¶II.2(a)(i)(b). After deducting the Fee and Expense Award, Notice Costs and Administrative Costs, and Taxes, and after accruing interest, approximately \$18,119,492.18 remains in the Account (“Net Settlement Fund”). *See* Affidavit of Jack Ewashko in Support of Lead Plaintiffs’ Unopposed Motion for Administrative Order (“Ewashko Affidavit” or “Ewashko Aff.”) ¶¶10-11.

4. The Settlement requires Class Counsel to distribute the Net Settlement Fund to the Class of all record holders and beneficial owners of shares of GNOG common stock whose shares were exchanged for or who had the right to receive in exchange 0.365 shares of New DraftKings Class A common stock for each GNOG share they owned at the Closing of the Transaction, but excluding the Excluded Persons as defined in the Stipulation (“Eligible Class Members”). Stipulation ¶II.2(b).

5. Class Counsel retained A.B. Data, Ltd. (“A.B. Data” or the “Settlement Administrator”) to provide notice to the Class and administer the Settlement, including distribution of the Net Settlement Fund. Jack Ewashko, a Director of Case Management for A.B. Data, has submitted the Ewashko Affidavit in support of this motion, which describes in more detail the Settlement administration process and the proposed plan for distribution of the Net Settlement Fund.<sup>2</sup>

### **Identification of Eligible Class Members**

6. The Settlement does not entail a claims process. The Net Settlement Fund will be distributed directly, on a pro rata basis, to Eligible Class Members identified by the Settlement Administrator.

7. The Settlement Administrator has identified Eligible Class Members as follows.

8. In connection with the Settlement, Class Counsel provided a stockholder register, identifying each stockholder of record as of the Closing. Ewashko Aff. ¶5.

9. On May 3, 2024, A.B. Data requested a DTC Allocation Report from the DTC identifying each DTC Participant’s holdings of GNOG common stock as of the Closing. *Id.* ¶6.

---

<sup>2</sup> The Ewashko Affidavit is filed simultaneously herewith.

10. Finally, pursuant to the Settlement, Defendants' Counsel provided information regarding the shareholdings of Excluded Stockholders as of the Closing. This information includes the number of Excluded Shares of GNOG common stock held by each Excluded Stockholder and the accounts where such Excluded Shares reside. *Id.* ¶8.

### **The Proposed Initial Distribution**

11. Each Eligible Class Member is entitled to his, her, or its pro rata share of the Net Settlement Fund. Stipulation Ex. B (Notice of Settlement) ¶36.

12. The Settlement Fund, less the Fee and Expense Award, is presently invested in the Account. At the time of the Initial Distribution, the Net Settlement Fund is expected to be approximately \$18,119,492.18. *Ewashko Aff.* ¶11.

13. There were 78,674,342 shares of GNOG common stock outstanding as of the Closing. *Id.* ¶7.

14. Accounting for the 37,377,042 Excluded Shares held by Excluded Stockholders, Eligible Class Members held 41,297,300 shares of GNOG common stock as of the Closing ("Eligible Shares"). *Id.* ¶9. Each Eligible Class Member will receive a pro rata share of the Net Settlement Fund calculated by dividing each Eligible Class Member's number of shares by the 41,297,300 Eligible Shares ("Per Eligible Share Amount"). Therefore, the Initial Distribution should consist of a payment of approximately \$0.43 per Eligible Share. *Id.* ¶¶9, 12.

15. Subject to Court approval, the Settlement Administrator will provide each DTC Participant the number of Eligible Shares that, according to the DTC Allocation Report, the institution's customers held as of the Closing. If the DTC Participant held shares on behalf of an Excluded Stockholder, the Settlement Administrator will provide the Excluded Stockholder's shareholdings and account information. *Id.* ¶¶14-15.

16. The Settlement Administrator will direct the DTC Participant to pay the Per Eligible Share Amount to Eligible Class Members and similarly direct that no shares held by Excluded Stockholders be paid the Per Eligible Share Amount. The Settlement Administrator will provide each DTC Participant its share of the Net Settlement Fund by check or wire transfer. *Id.* ¶15.

17. For Eligible Class Members whose Eligible Shares were *not* held of record by Cede & Co., as nominee for DTC, the Settlement Administrator will send checks or wire funds to the record holders as identified on the stockholder register. The Settlement Administrator will instruct that, in the event the record holder is not also the beneficial holder of Eligible Shares, it is the responsibility of that record holder to distribute the Per Eligible Share Amount to the beneficial holder(s) of such shares.

18. Subject to Court approval, Class Counsel and A.B. Data are prepared to implement the proposed plan of distribution for the Net Settlement Fund.

WHEREFORE, Lead Plaintiffs respectfully request that the Court enter an Order, a form of which is submitted herewith, authorizing: (1) the Initial Distribution of the Net Settlement Fund to Eligible Class Members and (2) the payment from the Account to the Settlement Administrator for its incurred and anticipated Notice Costs and Administrative Costs.

Dated: May 5, 2025

**BLOCK & LEVITON LLP**

*Of Counsel:*

Jason Leviton  
**BLOCK & LEVITON LLP**  
260 Franklin Street, Suite 1860  
Boston, MA 02110  
(617) 398-5600

Jeremy Friedman  
David Tejtcl  
Lindsay La Marca  
**FRIEDMAN OSTER  
& TEJTEL PLLC**  
493 Bedford Center Road, Suite 2D  
Bedford Hills, NY 10507  
(888) 529-1108

Douglas E. Julie  
W. Scott Holleman  
**JULIE & HOLLEMAN LLP**  
157 East 86th Street, 4th Floor  
New York, NY 10028  
(929) 415-1020

/s/ Kimberly A. Evans  
Kimberly A. Evans (#5888)  
Lindsay K. Faccenda (#5772)  
Robert Erikson (#7099)  
222 Delaware Avenue, Suite 1120  
Wilmington, DE 19801  
(302) 499-3600  
kim@blockleviton.com  
lindsay@blockleviton.com  
robby@blockleviton.com

Ned Weinberger (#5256)  
Brendan Sullivan (#5810)  
**LABATON KELLER  
SUCHAROW LLP**  
222 Delaware Avenue, Suite 1510  
Wilmington, DE 19801  
(302) 573-2540

Christine M. Mackintosh (#5085)  
**GRANT & EISENHOFER P.A.**  
123 Justison Street  
Wilmington, DE 19801  
(302) 622-7000

D. Seamus Kaskela  
**KASKELA LAW LLC**  
18 Campus Boulevard, Suite 100  
Newtown Square, PA 19073  
(484) 258-1585

Peter B. Andrews (#4623)  
Craig J. Springer (#5529)  
David M. Sborz (#6203)  
Jackson E. Warren (#6957)  
**ANDREWS & SPRINGER LLC**  
4001 Kennett Pike, Suite 250  
Wilmington, DE 19807  
(302) 504-4957

*Counsel for Plaintiffs*

WORDS:1,004 of 3,000