

**APPENDIX TO WRIT PETITION
VOLUME III
PGS. 378-627**

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MCOM
Mark G. Krum (SBN 10913)
Lewis Roca Rothgerber Christie LLP
3993 Howard Hughes Pkwy, Suite 600
Las Vegas, NV 89169-5996
Tel: 702-949-8200
Fax: 702-949-8398
E-mail:mkrum@lrrc.com

Attorneys for Plaintiff
James J. Cotter, Jr.

DISTRICT COURT
CLARK COUNTY, NEVADA

JAMES J. COTTER, JR., derivatively on behalf
of Reading International, Inc.,

Plaintiff,

vs.

MARGARET COTTER, ELLEN COTTER,
GUY ADAMS, EDWARD KANE, DOUGLAS
McEACHERN, TIMOTHY STOREY,
WILLIAM GOULD, and DOES 1 through 100,
inclusive,

Defendants.

and

READING INTERNATIONAL, INC., a
Nevada corporation,

Nominal Defendant.

CASE NO.: A-15-719860-B
DEPT. NO. XI

Coordinated with:

Case No. P-14-082942-E
Dept. No. XI

Jointly Administered

**JAMES J. COTTER, JR.'S MOTION TO
COMPEL PRODUCTION OF
DOCUMENTS AND COMMUNICATIONS
RELATED TO ADVICE OF COUNSEL
DEFENSE ON ORDER SHORTENING
TIME**

Pursuant to N.R.C.P. 26, 34, 37 and EDCR 2.34, plaintiff James J. Cotter ("Plaintiff")
hereby submits this motion to compel defendants Margaret Cotter, Ellen Cotter, Guy Adams
("Adams"), Edward Kane ("Kane") and Douglas McEachern (collectively, the "Interested Director
Defendants") and nominal defendant Reading International, Inc. ("RDI") to produce all documents
and communications pertaining to attorney advice and opinions defendants Adams and Kane
testified they relied on as members of the RDI Board of Directors Compensation Committee in
deciding to authorize EC's and MC's exercise of James Cotter, Sr.'s supposed option to purchase
100,000 shares of Class B voting stock. First, the Interested Defendants have prevented discovery

1 into the advice and opinions, even though they waived any privilege by their testimony placing the
2 advice and opinions directly at issue in this litigation. Because a privilege may not be invoked as
3 both a sword and a shield, discovery must be permitted. Second, because Plaintiff satisfies the
4 prerequisites applied in Delaware under the so-called *Garner* Doctrine to determine whether
5 claims of privilege should be sustained in cases such as this, even if there was no waiver, the
6 documents and information should be produced.

7 This Motion is based upon the pleadings and papers on file, including the declaration of
8 Mark G. Krum, the exhibits attached hereto, the following memorandum of points and authorities,
9 and any oral argument.

10 DATED this 11th day of August, 2016.

11
12 LEWIS ROCA ROTHGERBER CHRISTIE LLP

13
14 By: /s/ Mark G. Krum

15 Mark G. Krum (SBN 10913)

16 3993 Howard Hughes Pkwy, Suite 600

17 Las Vegas, NV 89169-5958

18 Attorneys for Plaintiff

19 *James J. Cotter, Jr.*

ORDER SHORTENING TIME

It appearing to the satisfaction of the Court and good cause appearing therefor,

IT IS HEREBY ORDERED, that the hearing on "James J. Cotter, Jr.'s Motion to Compel Production of Documents and Communications Related to Advice of Counsel Defense on Order Shortening Time" shall be heard before the above-entitled Court in Department XI, before Judge Elizabeth Gonzalez on the 30th day of Aug, 2016, at 8:30 a.m./p.m., or as soon thereafter as counsel may be heard, at the Regional Justice Center, 200 Lewis Avenue, Las Vegas, Nevada 89155.

DATED this 12th day of August, 2016.


DISTRICT COURT JUDGE

Respectfully submitted:

LEWIS ROCA ROTHGERBER CHRISTIE LLP

/s/ Mark G. Krum

Mark G. Krum (10913)
3993 Howard Hughes Pkwy, Suite 600
Las Vegas, NV 89169-5958
Attorneys for Plaintiff
James J. Cotter, Jr.

**DECLARATION OF MARK G. KRUM IN SUPPORT OF
ORDER SHORTENING TIME ON JAMES J. COTTER, JR.'S
MOTION TO COMPEL PRODUCTION OF DOCUMENTS AND COMMUNICATIONS
RELATED TO ADVICE OF COUNSEL DEFENSE**

I, Mark G. Krum, Esq., being duly sworn, deposes and says that:

1. I am a partner with the law firm of Lewis Roca Rothgerber Christie LLP, attorneys for James J. Cotter, Jr., plaintiff in the captioned action ("Plaintiff").

2. I make this declaration based upon personal knowledge, except where stated to be upon information and belief, and as to that information, I believe it to be true. If called upon to testify as to the contents of this Declaration, I am legally competent to testify to the contents of this Declaration in a court of law.

Reason for Order Shortening Time

3. The accompanying motion to compel (the "Motion") is brought because counsel for defendants Margaret Cotter ("MC"), Ellen Cotter ("EC"), Guy Adams ("Adams"), Ed Kane ("Kane") and Doug McEachern ("McEachern") (collectively, the "Interested Director Defendants") and counsel for nominal defendant Reading International, Inc. ("RDI" or the "Company") have taken the position that they will assert privilege and instruct defendant Adams—at his yet to be scheduled resumed deposition—not to disclose the advice of counsel on which he has testified he relied in making one of the decisions which is claimed to give rise to a breach of fiduciary duty in this case. The issue needs to be resolved promptly for such reasons.

4. Plaintiff respectfully submits that this Motion should be heard on an order shortening time because, of the stage of these proceedings, including impending expert dates, deadlines for motions for summary judgment and even trial. Plaintiff respectfully submits that the Motion should be heard on an order shortening time rather than in the ordinary course.

5. This Declaration is made in good faith and not for the purpose of delay.

Discovery Disputes and EDCR 2.34 Conference

6. In view of the instruction(s) of counsel for Adams and Kane to not disclose in deposition the substance of the advice on which each claims to have relied in deciding as

1 members of the RDI Board of Directors Compensation Committee to authorize the exercise of a
2 supposed option to acquire 100,000 shares of RDI Class B voting stock, I wrote counsel for the
3 Interested Director Defendants and the Company on July 26, 2016 and asked that we speak about
4 whether they would stand by those claims of privilege. By email dated July 28, 2016, counsel for
5 Interested Director Defendants responded affirmatively, meaning he asserted that no waiver had
6 occurred. (See Exhibit 7 to the accompanying "Appendix of Exhibits to: James J. Cotter, Jr.'s
7 Motion to Compel Production of Documents and Communications Related to Advice of Counsel
8 Defense on Order Shortening Time" (the "Appendix").) Counsel for the Company takes the same
9 position, as confirmed at the deposition of former director Tim Storey on August 3, 2016, at which
10 they asserted privilege with respect to some of the attorney advice and/or opinions which are the
11 subject of this Motion. I believe that the foregoing efforts, made in good faith to resolve these
12 matters without Court intervention, satisfy the party's obligations required by EDCR 2.34.

13 Executed this 11th day of August, 2016.

14 

15
16 Mark G. Krum, Esq.

MEMORANDUM OF POINTS AND AUTHORITIES

I. INTRODUCTION

By this motion, Plaintiff James J. Cotter, Jr. (“Plaintiff”) seeks an order compelling production of attorney-client communications and advice certain defendants in this action have placed at issue by asserting advice of counsel. As the Court knows, this is a derivative action by which Plaintiff has sued individuals, including Ellen Cotter (“EC”), Margaret Cotter (“MC”), Ed Kane (“Kane”), Guy Adams (“Adams”), and Doug McEachern (collectively, the “Interested Director Defendants”) and other director defendants, for breaches of fiduciary duty on account of actions taken by them as directors of nominal defendant Reading International, Inc. (“RDI” or the “Company”).

As set forth in Plaintiff’s First Amended Verified Complaint, at least 44% of RDI’s class B voting stock is held in the name of the James J. Cotter Living Trust (the “Trust”), which became revocable on the death of James J. Cotter, Sr. [First Amended Verified Complaint, filed October 22, 2015, at ¶ 123 (“FAC”)] While the Trust was the subject of litigation in California, EC and MC as executors of the estate of their deceased father, James J. Cotter, Sr. (the “Estate”), acted to exercise a supposed option to acquire 100,000 shares of RDI class B voting stock (“the 100,000 share option”) held in the name of James J. Cotter, Sr.. [*Id.* at ¶ 127] Adams and Kane, acting as directors and two of the three members of the RDI Board of Directors Compensation Committee, on or about September 21, 2015 authorized the request of EC and MC to exercise the 100,000 share option. [*Id.* at ¶ 132] For reasons set out in the FAC, Plaintiff claims that this (and other) conduct of Adams and Kane constitutes breaches of their fiduciary duties as RDI directors. [*Id.* at ¶¶ 132, 133]

Adams and Kane both testified in deposition that in making their decision to authorize the exercise of the 100,000 share option, they relied on the advice of counsel. By asserting reliance upon advice of counsel as a defense to a breach of fiduciary duty claim, however, Adams and Kane have waived any privilege that attaches to that advice. Plaintiff therefore submits that they should be compelled to produce of that advice and those communications.

1 Independent of whether Adams and Kane have waived any claim of privilege, neither they
2 nor the nominal defendant should be allowed to withhold such information based on such claims
3 of privilege in a case such as this, in which they are defending derivative claims and are alleged to
4 have acted, including with respect to the matters as to which they invoke privilege, in derogation
5 of their fiduciary duties. As explained hereinafter, under the so-called *Garner* Doctrine, which has
6 been adopted in Delaware to which this state looks with respect to corporate law matters, in
7 circumstances such as those present here a derivative plaintiff is entitled to discovery of legal
8 advice provided by the corporation's counsel. That is true independent of the fact that the advice
9 on which Adams and Kane claimed to have relied was not "adequate," according to the testimony
10 of former RDI director and Compensation Committee member Tim Storey at his deposition in this
11 case on August 3, 2016. [Deposition of Timothy Storey taken August 3, 2016, attached as Exhibit
12 1 to the Appendix, at pp. 49:9-57:4]

13 For each of the foregoing reasons, Plaintiff respectfully submits that this Motion should be
14 granted.

15 **II. STATEMENT OF FACTS AND PROCEDURAL HISTORY**

16 This lawsuit arises out of the Interested Director Defendants' actions to wrongfully seize
17 and control of RDI and their misuse its corporate governance structures to entrench themselves, in
18 furtherance of their personal interests and in derogation of their fiduciary obligations. First, they
19 threatened to terminate Plaintiff as President and CEO if he did not resolve litigation related to the
20 Trust on terms satisfactory to EC and MC. When they understood that he had agreed to do so, the
21 threat was withdrawn. When Plaintiff did not consummate a deal with EC and MC, he was
22 summarily terminated as President and CEO. Thereafter, the Interested Director Defendants
23 systematically acted to entrench themselves in control of the Company. Among other things, they
24 forcibly "retired" director Storey; added family friends with no relevant experience to RDI's
25 Board of Directors; systemically failed to provide timely and accurate disclosures to the Securities
26 and Exchange Commission; and looted the Company, among other things. As noted above,
27 Adams and Kane also authorized the exercise of the 100,000 share option which, Plaintiff

1 contends, was done so that EC and MC could prevail in the event non-Cotter shareholders
2 challenged them at RDI's 2015 Annual Stockholder Meeting ("ASM").

3 During this time period, defendants Adams and Kane sought advice and counsel from
4 Craig Tompkins ("Tompkins"), an "outside consultant" to RDI who is an attorney, Bill Ellis
5 ("Ellis"), RDI's General Counsel, and attorneys from the law firm of Greenberg Traurig, outside
6 corporate (and now litigation) counsel to RDI, in determining whether to approve (as two of three
7 members of the RDI Board of Directors Compensation Committee) a request by EC and MC as
8 executors of the Estate to exercise this supposed 100,000 share option. The Interested Defendants
9 have submitted privilege logs with numerous communications with Tompkins, Ellis, and
10 Greenberg Traurig that appear to relate to the supposed 100,000 share option.¹

11 Adams testified at deposition that the Compensation Committee (Adams and Kane) based
12 the decision to authorize EC and MC to exercise the supposed 100,000 share option upon the
13 advice of counsel, in particular Tompkins, Ellis, and attorneys at Greenberg Traurig:

14 Q. Did you ask her -- well, what did you do to ascertain [the
15 100,000 share option] was her asset?

16 A. I informed myself through legal counsel.

17 MR. TAYBACK: Don't -- don't disclose the communications with
18 legal counsel. You can simply say you conferred with legal
19 counsel.

20 THE WITNESS: I conferred with legal counsel.

21 BY MR. KRUM:

22 Q. Who?

23 A. Craig Tompkins, Greenberg Traurig and Bill Ellis.

24 ¹ [Kane Privilege Log excerpts, attached as Exhibit 2 to the Appendix, entries 5-20, 24-29, 49-56, 59, 64-67,
25 69-86, 88-92, 94-96, 106-111, 117, 119-124, 126-127, 129-134, 138, 140-144, 147-168, 170-171, 175-185, 188-189,
26 195-196, 202-204, 206, 211, 214-251, 254-268, 271-279, 281-286, 289-296, 303, 306-309, 318, 320; Adams Privilege
27 Log excerpts, attached as Exhibit 3 to the Appendix, entries 194-197, 202, 205, 209, 211-212, 215, 218-219, 227, 229,
28 231-233, 237-243, 246-258, 260-264, 267, 271-274, 673, 692-693, 696, 699, 701, 707, 715-719; Ellen Cotter
Privilege Log excerpts, attached as Exhibit 4 to the Appendix, entries 625-631, 635, 640, 722, 732, 1291-1292, 1339,
1343, 1347, 1351, 1578-1580, 1582, 1603, 1613-1614, 1617, 1846, 1858, 1894, 1928, 2061, 2072]

The privilege logs are not a model of specificity, especially with respect to designating the subject matter of
the communications. As a result, the referenced reflect Plaintiff's best attempt to identify the communications related
to the 100,000 share option given the information provided.

1 Q. When did you confer with each of them?

2 A. There were emails about this particular thing, and Tim Storey
3 wanted -- if I -- as I recall, he wanted a legal written opinion or
4 something like that. And I didn't think there was a question that the
5 shares were within the estate, and anyway, Ed Kane agreed, we
6 should -- we should make sure we're on a firm basis that they have it
7 and can do -- can exercise this.

8 So I inquired, and to my knowledge, Ed Kane inquired, and we both
9 became of the opinion that it was an asset of the estate and they
10 could exercise this transaction.

11 * * *

12 Q. Mr. Adams, referring to your testimony a few minutes ago that
13 you consulted with Greenberg Traurig, with whom did you speak or
14 communicate?

15 A. I didn't speak to anyone. It was a written communication.

16 Q. From Greenberg Traurig?

17 A. Yes.

18 Q. To you?

19 * * *

20 THE WITNESS: No, it wasn't to me. I'm not -- I don't -- at the top,
21 I don't know who it was to.

22 BY MR. KRUM:

23 Q. How did you come to have it?

24 A. It was given to me by -- the counsel of the company gave it to
25 me.

26 Q. Mr. Ellis or Mr. Tompkins?

27 A. I don't know -- one of them, yes, gave it to me.

28 Q. Okay. And what was the subject matter of this document?

MR. TAYBACK: General subject matter.

THE WITNESS: Ownership of the voting stock.

* * *

Q. Okay. But you relied on this particular Greenberg Traurig memo
in connection with making the decision to vote as a member of the
compensation committee to allow Ellen and Margaret Cotter, as

1 executors, to exercise the supposed option to acquire 100,000 shares
2 of Class B voting stock; is that right?

3 * * *

4 THE WITNESS: Yes, in addition to Craig Tompkins and Bill Ellis.
5 [Deposition of Guy Adams, April 28, 2016, attached as Exhibit 5 to the Appendix, at 215:24-
6 216:22, 218:3-219:2 & 220:9-20]

7 Kane has likewise testified that the decision was based upon advice of counsel:

8 Q. Was anyone else party or privy to that communication?

9 A. I think Guy Adams was. That's -- he would have been if I was,
10 because it was a compensation committee question. And Tim
11 Storey may well have been.

12 * * *

13 It was a particular event having to do with the exercise of voting
14 share options by Margaret and Ellen Cotter.

15 * * *

16 Well, there was a fight between Jimmy and his sisters, and I did not
17 on behalf of the committee want to get in the middle of it. So, I
18 required -- I required an opinion of counsel.

19 I didn't care who won. It's just that we wanted to do the right thing,
20 the committee did.

21 Q. The compensation committee?

22 A. Right.

23 Q. With respect to requests by Ellen and Margaret to exercise
24 options?

25 A. That was one issue, yes.

26 Q. What were the other issues?

27 A. There was the issue of exercising the options that were granted to
28 Jim Cotter, Sr.

Q. What was the issue there or what were the issues, as best you can
recall?

A. Mr. Cotter, Jr., was saying those options belong to the trust, that
they had been transferred to the living trust, and that they could not
exercise that option on behalf of the estate.

* * *

Q. Well, as to you personally, Mr. Kane, what did you do to reach a conclusion with respect to the question of whether Ellen and Margaret Cotter as executors of the estate of Jim Cotter, Sr., had the right to exercise the 100,000 share option?

A. I asked for a legal opinion.

Q. And I don't want to repeat everything you've already told me. You're referring to the Greenberg Traurig opinion you discussed earlier?

A. I believe that's correct, yes.

[Deposition of Edward Kane, May 2, 2016, attached as Exhibit 6 to the Appendix, at 94:19-95:20, 100:23-102:21 & 104:13-23]

Despite that both Adams and Kane – the Interested Director Defendants who authorized EC and MC to exercise the 100,000 share option – unequivocally testified that the action relied upon advice of counsel, their attorneys and counsel for the Company have taken the position that no privilege has been waived. [See generally Exhibits 5 & 6 to the Appendix]

III. ARGUMENT

A. The Claimed Privilege Has Been Waived

“[T]he attorney-client privilege was intended as a shield, not a sword.” *Wardleigh v. Second Judicial Dist. Court in and for the County of Washoe*, 111 Nev. 345, 354, 891 P.2d 1180, 1186 (1995) (quotation and citation omitted). Thus, “the attorney-client privilege is waived when a litigant places information protected by it in issue through some affirmative act for his own benefit, and to allow the privilege to protect against the disclosure of such information would be manifestly unfair to the opposing party.” *Id.* at 354-55, 891 P.2d at 1186; *see also Aspex Eyewear, Inc. v. E'Lite Optik, Inc.*, 276 F. Supp. 2d 1084, 1092 (D. Nev. 2003) (“Fundamental fairness compels the conclusion that a litigant may not use reliance on advice of counsel to support a claim or defense as a sword in litigation, and also deprive the opposing party the opportunity to test the legitimacy of that claim by asserting the attorney-client privilege or work-product doctrine as a shield.”). Use of the privilege to shield against disclosure of advice and communications is

1 manifestly unfair when, as in this case, the privileged advice and communications constitute the
2 reason why a corporate director or fiduciary acted in the manner he did:

3 Where the fiduciary has conflicting interests of its own, to allow the
4 attorney-client privilege to block access to the information and bases
5 of its decisions as to the persons to whom the obligation is owed
6 would allow the perpetration of frauds. A fiduciary owes the
obligation to his beneficiaries to go about his duties without
obscuring his reasons from the legitimate inquiries of the
beneficiaries.

7 *Valente v. Pepsico, Inc.*, 68 F.R.D. 361, 368-9 (D. Del. 1975); accord *Deutsch v. Cogan*, 580 A.2d
8 100, 108 (Del. Ch. 1990) (good cause to avoid application of attorney client privilege attaches
9 where lawyer-client communications demonstrated reasons for transaction upon which of breach
10 of fiduciary duty claim is based).

11 Adams and Kane are entitled to claim reliance on the reasonable advice of counsel in
12 fulfilling their fiduciary obligations. N.R.S. 78.138(2)(b). However, in asserting that reliance,
13 both Adams and Kane have waived any privilege with respect to advice of counsel concerning EC
14 and MC exercising the 100,000 share option. Waiver of the privilege may be deemed to occur
15 “once a party indicates an intention of relying upon privileged evidence during trial.” *Wardleigh*,
16 111 Nev. at 355, 891 P.2d at 1186.

17 Both Adams and Kane testified that they relied upon advice from Tompkins, Ellis, and
18 Greenberg Traurig when they authorized the exercise of the 100,000 share option.² Having
19 thereby indicated their intention of relying upon that advice, they have placed the advice and
20 communications at issue and waived any privilege concerning the advice and communications.

21 Once a defendant has “waived the privilege by asserting the advice of counsel defense,
22 [he] must produce not only attorney-client communications, but also all documents relied upon or
23 considered by counsel in rendering the opinions relied upon.” *Aspex Eyewear*, 276 F.Supp.2d at
24 1092-93.

25
26 ² Adams and Kane are current directors of RDI, and therefore have authority to waive the privilege on behalf
27 of RDI as holders of the privilege. See *Las Vegas Sands Corp. v. Eighth Judicial District Court*, 331 P.3d 905, 912-
28 13 (Nev. 2014). Plaintiff’s request here is therefore distinguishable from that in *Sands* because he does not seek to use
privileged communications based solely on his status as a former officer of the company; rather, this Motion is based
upon the waiver effected by current directors Kane and Adams.

1 Plaintiff is therefore entitled to discovery of any and all communications between the
2 members of the Compensation Committee and Tompkins, Ellis, and Greenberg Traurig
3 concerning matters related to the exercise of the 100,000 share option (and EC's and MC's right or
4 ability as executors of the Estate to exercise the option), along with any and all documents relied
5 upon or considered by Tompkins, Ellis, and Greenberg Traurig in rendering their advice or
6 opinions. Production of those documents, things, and information therefore should be compelled.

7 **B. The Privilege Claims Should Not Be Sustained in This Case**

8 Following the decision of the Fifth Circuit in *Garner v. Wolfenbarger*, 430 F.2d 1093 (5th
9 Cir. 1970), *cert denied*, 401 U.S. 974 (1971), court after court, including courts in Delaware, has
10 adopted and employed the so-called *Garner* Doctrine. That doctrine holds that where a
11 shareholder plaintiff in a derivative action shows a "mutuality of interest" with a nominal
12 defendant corporation, the plaintiff is entitled to discovery of legal advice provided to the
13 corporation if the shareholder shows "good cause" why the attorney-client privilege should not bar
14 the discovery. Delaware courts consistently have followed *Garner*. *Deutsch v. Cogan*, 588 P.2d
15 100, 105 (Del. Ch. 1990). This is because "the more general and important right of those who
16 look to fiduciaries to safeguard their interests, to be able to determine the proper functioning of the
17 fiduciary, outweighs the need for privilege and its base of attorney-client confidence." *In re*
18 *Fuqua Indus., Inc. Shareholder Litig.*, 2002 Del. Ch. LEXIS 52, at *6-7, 2002 WL 991666, at *2
19 (quoting *Zirn v. VLI Corp.*, 621 A.2d 773, 781 (Del. 1993)); *Deutsch*, 580 A.2d at 108. The
20 shareholder plaintiff bears the burden of showing good cause why the attorney-client privilege
21 should be put aside. *In re Fuqua Indus., Inc. Shareholder Litig.*, 1999 Del. Ch. LEXIS 190, at *7,
22 1999 WL 959182, at *3 (Del. Ch. September 17, 1999).

23 First, the shareholder must establish that a "mutuality of interests" existed between the
24 parties at the time of the subject communication. *Fuqua*, 2002 Del. Ch. LEXIS 52, at *11, 2002
25 WL 991666, at *3. This mutuality of interests exists where the corporate director as a fiduciary
26 seeks legal advice in connection with actions taken by him or her in his or her role as a fiduciary.
27 *Fuqua*, 2002 Del. Ch. LEXIS 52, at *11-12, 2002 WL 991666, at *3.

1 Here, the clear testimony of each of Adams and Kane is that they made their decisions as
2 members of the RDI Board of Directors Compensation Committee to authorize the exercise of the
3 100,000 share option by relying on the advice of counsel. Plaintiff in this case claims that that
4 action, like many others taken by the director defendants, was taken in derogation of their
5 fiduciary duties to further the interests of EC and MC to entrench themselves in control of the
6 Company. To the point, however, the testimony of Adams and Kane establishes that they sought
7 the legal advice which is the subject of this Motion in their role as members of the RDI Board of
8 Directors Compensation Committee.

9 Second, the shareholder plaintiff seeking privileged attorney-client communications also
10 must make a showing of good cause. In Delaware, the critical factors of determining good cause
11 are (i) the colorability of the claims; (ii) the extent to which the communication is identified versus
12 the extent to which the shareholder plaintiff is blindly fishing; and (iii) the apparent necessity or
13 desirability of shareholders having the information and the availability of it from other sources.
14 *Fuqua*, 2002 Del. Ch. LEXIS 52, at *15, 2002 WL 991666, at *4.

15 Here, the Court twice has denied motions to dismiss, thereby confirming the colorability of
16 the breach of fiduciary duty claims brought in this case. These claims include particularized
17 allegations regarding Adams and Kane authorizing the exercise of the 100,000 share option.
18 (FAC ¶¶ 123-133.) Here, the attorney communications have been identified by Adams and Kane
19 (and Storey) in their testimony, as well as by Plaintiff from reviewing the privilege logs of the
20 Company, Adams and Kane. This is no fishing expedition, it is a motion directed at particularized
21 information that has been identified by testimony and in privilege logs. Finally, the information is
22 not available from other sources because, notwithstanding their prior agreement to provide such
23 documents to Plaintiff because he was an officer and director at the time and remains a director of
24 the Company, the Company has not done so. The information obviously is necessary to assess
25 whether Adams and Kane, in acting as they did, made informed, good faith decisions in the best
26 interests of the Company and, separately, made those decisions based on the interests of the

1 Company and its shareholders, rather than the interests of the purported controlling shareholders,
2 EC and MC.

3 The foregoing is true independent of the fact that Tim Storey, a former RDI Board of
4 Directors Compensation Committee member, testified at deposition on August 3, 2016 that he
5 found the advice on which Adams and Kane relied to not be “adequate.” (See Exhibit 1 to the
6 Appendix). It also is true independent of the fact that Kane at deposition explained that the words
7 “according to Ellen, Craig is also on the ‘team’” as used by him in an email meant that Tompkins
8 “was [with] Ellen and Margaret versus Jim.” (See Exhibit 6 to the Appendix (Kane Deposition
9 Transcript at 176:18-177:1).)

10 Given that Plaintiff’s pending complaint alleges repeatedly that defendants EC and MC
11 with the assistance of Adams and Kane (and McEachern) terminated Plaintiff in order to seize
12 control of RDI and thereafter repeatedly breached their fiduciary obligations in order to perpetuate
13 their control of RDI for their personal interests, Storey’s testimony and Kane’s contemporaneous
14 email in deposition testimony explaining that Tompkins was on their “team” clearly calls into
15 question whether the “advice” as to which Adams and Kane have claimed privilege is advice on
16 which fiduciaries such as Adams and Kane were entitled to rely.

17 For these reasons, independent of the clear waiver of any claim of privilege, Plaintiff
18 respectfully submits that the communications which are the subject of this Motion should be
19 produced and that Adams (whose deposition otherwise has not been completed) and Kane both
20 should be required to answer questions at deposition with respect to these matters.

21 **V. CONCLUSION**

22 For the foregoing reasons, Plaintiff respectfully submits that the Court should enter an
23 order compelling Defendants to describe, produce and disclose:

- 24 • Any and all documents or communications to or from Tompkins concerning the
25 100,000 share option, and EC’s and MC’s right or ability as executors of the Estate
26 to exercise the option;

- Any and all communications to or from and Ellis concerning the 100,000 share option, and EC's and MCs right or ability as executors of the Estate to exercise the option;
- Any and all communications to or from any attorney or employee of Greenberg Traurig concerning the 100,000 share option, and EC's and MC's right or ability as executors of the Estate to exercise the option;
- Any and all documents, communications, materials, or information relied upon or referred to in any advice, opinion, or communication from Tompkins concerning the 100,000 share option, and EC's and MC's right or ability as executors of the Estate to exercise the option;
- Any and all documents, communications, materials, or information relied upon or referred to in any advice, opinion, or communication from Ellis concerning the 100,000 share option, and EC's and MC's right or ability as executors of the Estate to exercise the option; and
- Any and all documents, communications, materials, or information relied upon or referred to in any advice, opinion, or communication from any attorney or employee of Greenberg Traurig concerning the 100,000 share option, and EC's and MC's right or ability as executors of the Estate to exercise the option.

In addition, in light of counsel's instructions to Adams and Kane to not testify concerning communications with Tompkins, Ellis, and Greenberg Traurig about these subjects, Plaintiff should be permitted further time to depose Adams (whose deposition otherwise remains unfinished) and Kane.

DATED this 11th day of August, 2016.

LEWIS ROCA ROTHGERBER CHRISTIE LLP

By: /s/ Mark G. Krum

Mark G. Krum (10913)

3993 Howard Hughes Pkwy, Suite 600

Las Vegas, NV 89169-5958

Attorneys for Plaintiff

James J. Cotter, Jr.

3993 Howard Hughes Pkwy, Suite 600
Las Vegas, NV 89169-5996

Lewis Roca
ROTHGERBER CHRISTIE

CERTIFICATE OF SERVICE

I hereby certify that on this 12th day of August, 2016, I caused a true and correct copy of the foregoing **JAMES J. COTTER, JR.'S MOTION TO COMPEL PRODUCTION OF DOCUMENTS AND COMMUNICATIONS RELATED TO ADVICE OF COUNSEL DEFENSE ON ORDER SHORTENING TIME** to be electronically served to all parties of record via this Court's electronic filing system to all parties listed on the E-Service Master List.

DATED this 12th day of August, 2016.

/s/ Judy Estrada
An employee of Lewis Roca Rothgerber Christie LLP

1 **APEN**
2 Mark G. Krum (SBN 10913)
3 Lewis Roca Rothgerber Christie LLP
4 3993 Howard Hughes Pkwy, Suite 600
5 Las Vegas, NV 89169-5996
6 Tel: 702-949-8200
7 Fax: 702-949-8398
8 E-mail: mkrum@lrrc.com

Attorneys for Plaintiff
James J. Cotter, Jr.

DISTRICT COURT

CLARK COUNTY, NEVADA

9 JAMES J. COTTER, JR., individually and
10 derivatively on behalf of Reading International,
11 Inc.,

Plaintiff,

12 vs.

13 MARGARET COTTER, ELLEN COTTER,
14 GUY ADAMS, EDWARD KANE, DOUGLAS
15 McEACHERN, TIMOTHY STOREY,
16 WILLIAM GOULD, and DOES 1 through 100,
17 inclusive,

Defendants.

18 and

19 READING INTERNATIONAL, INC., a
20 Nevada corporation,

Nominal Defendant.

22 T2 PARTNERS MANAGEMENT, LP, a
23 Delaware limited partnership, doing business as
24 KASE CAPITAL MANAGEMENT, et al.,

Plaintiffs,

25 vs.

26 MARGARET COTTER, ELLEN COTTER,
27 GUY ADAMS, EDWARD KANE, DOUGLAS
28 McEACHERN, WILLIAM GOULD, JUDY
CODDING, MICHAEL WROTONIAK, CRAIG
TOMPKINS, and DOES 1 through 100,
inclusive,

CASE NO.: A-15-719860-B
DEPT. NO. XI

Coordinated with:

Case No. P-14-082942-E
Dept. No. XI

Case No. A-16-735305-B
Dept. No. XI

Jointly Administered

Business Court

**APPENDIX OF EXHIBITS TO:
JAMES J. COTTER, JR.'S MOTION TO
COMPEL PRODUCTION OF
DOCUMENTS AND COMMUNICATIONS
RELATED TO ADVICE OF COUNSEL
DEFENSE ON ORDER SHORTENING
TIME**

Defendants.

and

READING INTERNATIONAL, INC., a
Nevada corporation,

Nominal Defendant.

TABLE OF CONTENTS TO APPENDIX

Ex.	Document	Pages
1	August 3, 2016 Timothy Storey Deposition Excerpts	1-12
2	May 24, 2016 Edward Kane Privilege Log Excerpts	13-55
3	May 24, 2016 and October 14, 2015 Guy Adams Privilege Log Excerpts	56-73
4	May 24, 2016 Ellen Cotter Privilege Log Excerpts	74-92
5	April 28, 2016 Guy Adams Deposition Excerpts	93-100
6	May 2, 2016 Edward Kane Deposition Excerpts	101-112
7	July 28, 2016 Email Exchange	109-115

DATED this 11th day of August, 2016.

LEWIS ROCA ROTHGERBER CHRISTIE LLP

By: /s/ Mark G. Krum

Mark G. Krum (SBN 10913)
3993 Howard Hughes Pkwy, Suite 600
Las Vegas, NV 89169-5958
(702) 949-8200
Attorneys for Plaintiff
James J. Cotter, Jr.

CERTIFICATE OF SERVICE

I hereby certify that on this 12th day of August, 2016, I caused a true and correct copy of the foregoing **APPENDIX OF EXHIBITS TO: JAMES J. COTTER, JR.'S MOTION TO COMPEL PRODUCTION OF DOCUMENTS AND COMMUNICATIONS RELATED TO ADVICE OF COUNSEL DEFENSE** to be electronically served to all parties of record via this Court's electronic filing system to all parties listed on the E-Service Master List.

DATED this 12th day of August, 2016.

/s/ Judy Estrada

An employee of Lewis Roca Rothgerber Christie LLP

EXHIBIT 1

1	DISTRICT COURT		
2	CLARK COUNTY, NEVADA		
3	JAMES J. COTTER, JR.,)	
4	individually and derivatively)	
5	on behalf of Reading)	
6	International, Inc.,)	
)	
6	Plaintiff,	)	Case No.
		)	A-15-719860-B
7	VS.)	
		)	Coordinated with:
8	MARGARET COTTER, ELLEN COTTER,)	
	GUY ADAMS, EDWARD KANE, DOUGLAS	)	Case No.
9	McEACHERN, TIMOTHY STOREY,	)	P-14-082942-E
	WILLIAM GOULD, and DOES 1	)	Case No.
10	through 100, inclusive,	)	A-16-735305-B
)	
11	Defendants.)	
)	
12	and)	
)	
13	_____ READING INTERNATIONAL, INC., a)	
14	Nevada corporation,)	
)	
15	Nominal Defendant.		
16	_____ (Caption continued on next		
17	page.)		
18			
19	VIDEOTAPED DEPOSITION OF TIMOTHY STOREY		
20	Wednesday, August 3, 2016		
21	Wednesday, California		
22			
23	REPORTED BY:		
24	GRACE CHUNG, CSR No. 6426, RMR, CRR, CLR		
25	Job No.: 323867		

1 A. Yes.

2 Q. So in the -- in the e-mail below on the
3 first page of Exhibit 73 in the second paragraph,
4 you refer to obtaining separate legal advice with
5 respect to the subject of a request by Ellen and
6 Margaret to exercise an option to acquire RDI Class
7 B stock. Do you see that?

8 A. I do.

9 Q. Were you or to your knowledge, either both
10 Mr. Adams and Mr. Kane, as members of the RDI
11 compensation committee, ever provided legal advice
12 in connection with making the decision whether to
13 authorize, with the exercise of an option to
14 acquire a thousand shares of RDI stock sought by
15 Ellen and Margaret?

16 MR. SEARCY: I'm going to just object to
17 the extent that that calls for attorney-client
18 privileged information.

19 You should only answer that as a yes or
20 no.

21 MR. RHOW: Do you understand that
22 instruction?

23 THE WITNESS: Yes, I do.

24 A. Yes.

25 MS. HENDRICKS: Objection.

1 BY MR. KRUM:

2 Q. From whom? I mean, from what lawyer or
3 lawyers?

4 A. I always forget the name. Green --

5 Q. Greenberg Traurig?

6 A. Thank you.

7 Well, I will take a step back. I was very
8 concerned throughout about the importance of the
9 shareholder and the options, who held them, how
10 they could be exercised, that whole suite of
11 issues. I had sought clarification as to who held
12 what shares and where, so we had some
13 understanding. And it was my view throughout that
14 we needed to step through these issues very
15 carefully because they could well affect other
16 litigation, but also the position of the company,
17 and that we needed to be very certain of what are
18 the steps we took. And so earlier in the process,
19 I requested an opinion from internal counsel, and
20 from recollection, also requested the external
21 counsel opinion to support that.

22 So I think the opinion from external
23 counsel was --

24 MR. SEARCY: Well, hold on, Mr. Storey, I
25 don't want you to give the substance of --

1 THE WITNESS: No, no. I've been deposed
2 enough times --

3 MR. SEARCY: Very good.

4 A. But my recollection is that that external
5 opinion was obtained sometime earlier. But the
6 same issues came in the remuneration committee a
7 couple of times, compensation committee, a couple
8 of times.

9 BY MR. KRUM:

10 Q. And by the external opinion, are you
11 referring to a written document prepared by
12 Greenberg Traurig?

13 A. I am.

14 Q. Was there one or more than one?

15 A. I only recollect one.

16 Q. To what use, if any, did you put that?

17 MR. SEARCY: Objection. Vague.

18 A. I read the opinion and was of the view
19 that it didn't adequately clarify matters for me.
20 And I requested further advice so that I could be
21 comfortable that what we were doing was clearly
22 correct.

23 BY MR. KRUM:

24 Q. When you say you requested further advice,
25 to whom did you make that request?

1 A. From recollection, it came up in
2 looking -- well, probably when it came -- certainly
3 I had responses -- I had a response from Craig
4 Tompkins as internal counsel. I don't recollect
5 Bill Ellis was involved in that, but he was also
6 internal counsel at the time.

7 Q. Did Mr. Tompkins provide advice to you or,
8 to your knowledge, either Mr. Adams and Mr. Kane,
9 with respect to the requests by Ellen and Margaret
10 Cotter to exercise a supposed option to acquire
11 100,000 shares of RDI Class B stock?

12 THE REPORTER: I'm sorry. Ellen and
13 Margaret Cotter to exercise?

14 BY MR. KRUM:

15 Q. A supposed option to acquire 100,000
16 shares of RDI Class B stock?

17 MR. RHOW: Objection. Vague. Also calls
18 for speculation.

19 Sorry. Go ahead.

20 A. There were a number of occasions where we
21 looked at the exercise options and rights, so I
22 don't specifically recollect which particular
23 instance we are talking about here. But certainly
24 towards the end of the period, so I assume at this
25 point -- you can confirm this. This particular

1 line of comment, I mean, not being able to
2 participate in the compensation committee
3 deliberations for the reasons that I was
4 unavailable businesswise, but I had requested
5 clarity as to what the opinion said -- what I
6 received did not satisfy me, that there was a clear
7 legal answer to the issue.

8 BY MR. KRUM:

9 Q. The -- the time frame, Mr. Storey, to
10 which you are referring, was September 2015;
11 correct?

12 A. Yeah, it wasn't a -- it was obviously a
13 later occasion than this.

14 Q. And --

15 A. Well --

16 Q. I'm sorry. Go ahead.

17 A. I was going to say the principle remains.
18 The concern for me, with the knowledge that there
19 was significant litigation going on about who and
20 what stock and who can take what. It was a matter,
21 in my view, that we should be very careful in
22 looking at and exercising a decision making.

23 Q. When you said that the opinion you
24 received did not satisfy you, to what opinion were
25 you referring?

1 A. My recollection is that it had been an
2 earlier view expressed by Craig Tompkins and then
3 subsequently it had been an opinion received from
4 Greenberg. So I suspect, at that point, I had
5 received that.

6 Q. In the compensation committee meeting in
7 which you were unable to attend, was one in
8 September of 2015 for which you received
9 approximately two days' notice; correct?

10 A. That's my recollection.

11 Q. What communications did you have with
12 either Mr. Kane and/or Mr. Adams regarding any
13 opinion or opinions for Mr. Tompkins with respect
14 to the exercise of options?

15 MR. SEARCY: Objection. Vague and also to
16 the extent that it calls for substance of any
17 attorney-client communications, I would ask you not
18 to disclose those in giving your answer.

19 MR. RHOW: So I think to the extent there
20 was a discussion, I assume this is the position of
21 the company, that there was a discussion among the
22 directors about legal opinions, that would remain
23 privileged.

24 MS. HENDRICKS: Yes, that is the company's
25 position. I want that clear on the record.

1 MR. RHOW: So that's the instruction based
2 on that. Do you understand that?

3 A. So my recollection is that this issue of
4 exercising some of these options had come up a
5 couple of weeks prior to that. It was -- it was an
6 issue that was there. And I think, at that earlier
7 point, I had seen along the lines that I still
8 wasn't -- I wasn't comfortable we had adequate
9 advice. My recollection is that things went quiet,
10 nothing was heard. And as you say -- my
11 recollection is that this -- this went over a
12 weekend for me, and it suddenly became a major --
13 very significant issue, from memory, on Friday. As
14 I mentioned earlier, we had a bit of difficulty
15 with New Zealand, because you've got a different
16 time frame to here. But sometime around that
17 weekend it became a major issue.

18 I wasn't satisfied that I had enough
19 information or that the committee had enough
20 information to make decision. Then there was
21 considerable pressure brought to bear to just
22 simply have maintain, I think on Monday, L.A. time,
23 and I -- I didn't have enough information to make
24 the decision. But more importantly, I think I was
25 in the middle of a major transaction and just

1 simply didn't have -- I was already engaged at that
2 time.

3 BY MR. KRUM:

4 Q. When you communicated to -- well, strike
5 that.

6 Did you communicate to Mr. Kane or
7 Mr. Adams or Mr. Tompkins or some combination of them
8 that you thought the advice provided was not
9 sufficient for you to make a decision?

10 A. I'm sure I did.

11 Q. To all of them?

12 A. I don't recollect.

13 Q. Okay.

14 A. I think I communicated -- I would have
15 communicated with the committee members.

16 Q. Meaning Adams and Kane?

17 A. Yes. And myself.

18 Q. I'm sorry?

19 A. And obviously myself.

20 Q. Sorry.

21 And did either of Mr. Adams or Kane
22 respond to you, and tell you that they agreed or
23 disagreed with your assessment of the accuracy of
24 the advice?

25 MR. SEARCY: Objection. Vague. Compound.

1 A. I recollect that there was some exchange
2 of e-mails about the matter. My recollection is
3 that essentially it was indicated to me that a
4 decision would be made and just get on with it.

5 BY MR. KRUM:

6 Q. Who indicated that to you?

7 A. I'd have -- it's my recollection. I would
8 have go to back. I recollect there was some
9 e-mails about the subject matter.

10 Q. Was one of the subjects -- strike that.

11 MS. HENDRICKS: We've been going over an
12 hour. When you get to a good breaking point, can
13 we take a break?

14 MR. KRUM: We can take a break.

15 Let's go off the record.

16 THE VIDEOGRAPHER: The time is 11:02.

17 (Recess taken from 11:02 a.m. to
18 11:17 a.m.)

19 THE VIDEOGRAPHER: We are on the record.
20 The time is 11:17 a.m. This is the beginning of
21 media number 2 in the continuing deposition of
22 Timothy Storey, Volume 1.

23 BY MR. KRUM:

24 Q. Mr. Storey, what communications, if any,
25 have you had with Ellen Cotter since your last

1 STATE OF CALIFORNIA)
2 COUNTY OF LOS ANGELES) SS.
3

4 I, GRACE CHUNG, RMR, CRR, CSR No. 6246, a
5 Certified Shorthand Reporter in and for the County
6 of Los Angeles, the State of California, do hereby
7 certify:

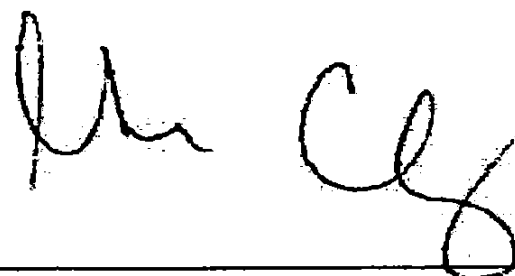
8 That, prior to being examined, the witness
9 named in the foregoing deposition was by me duly
10 sworn to testify the truth, the whole truth, and
11 nothing but the truth;

12 That said deposition was taken down by me
13 in shorthand at the time and place therein named,
14 and thereafter reduced to typewriting by
15 computer-aided transcription under my direction.

16 I further certify that I am not interested
17 in the event of the action.

18 In witness whereof, I have hereunto subscribed my
19 name.

20 Dated: August 10, 2016



21
22
23 GRACE CHUNG, CSR NO. 6246
24 RMR, CRR, CLR
25

EXHIBIT 2

**James Cotter, Jr. v. Margaret Cotter, et al., A-15-719880-B
Privilege Log for Edward Kane - May 24, 2016**

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
1 5/22/2014	Mail	James Cotter JR <james.j.cotter@readingrdi.com>	'Kane (elkane@san.rr.com)'			A/C Priv	Communication transmitting legal advice regarding corporate restructuring originating from Craig Tompkins.
2 5/22/2014	Attachment					A/C Priv	Attachment to attorney-client privileged communication.
3 5/22/2014	Mail	James Cotter JR <james.j.cotter@readingrdi.com>	'Kane (elkane@san.rr.com)'			A/C Priv	Communication transmitting legal advice related to corporate restructuring originating from Craig Tompkins.
4 5/22/2014	Attachment					A/C Priv	Attachment to attorney-client privileged communication.
5 4/13/2015	Mail	Kane <elkane@san.rr.com>	Alvarez Jorge <Jorge.Alvarez@readingrdi.com>			A/C Priv	Correspondence transmitting legal advice regarding stock options originating from Craig Tompkins.
6 4/18/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Kane <elkane@san.rr.com>			A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding exercise of stock options.
7 4/18/2015	Mail	Kane <elkane@san.rr.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>			A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding stock options.
8 4/18/2015	Mail	Susan Villeda <susan.villeda@readingrdi.com>	Kane (elkane@san.rr.com); Craig Tompkins <Craig.Tompkins@readingrdi.com>	Andrzej Matyczynski <Andrzej.Matyczynski@readingrdi.com>		A/C Priv	Correspondence at the direction of counsel for the purposes of providing legal advice related to exercise of Reading stock options.
9 4/18/2015	Attachment					A/C Priv	Document reflecting communication at the direction of counsel related to exercise of Reading stock options.
10 4/18/2015	Attachment					A/C Priv	Document reflecting communication at the direction of counsel related to exercise of Reading stock options.

**James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Edward Kane - May 24, 2016**

	Date	Document Type	From	To	CC	BCC	Privilege Type	Description
11	4/16/2015	Attachment					A/C Priv	Document reflecting communication at the direction of counsel related to exercise of Reading stock options.
12	4/16/2015	Attachment					A/C Priv	Document reflecting communication at the direction of counsel related to exercise of Reading stock options.
13	4/16/2015	Attachment					A/C Priv	Document reflecting communication at the direction of counsel related to exercise of Reading stock options.
14	4/16/2015	Attachment					A/C Priv	Document reflecting communication at the direction of counsel related to exercise of Reading stock options.
15	4/16/2015	Attachment					A/C Priv	Document reflecting communication at the direction of counsel related to exercise of Reading stock options.
16	4/16/2015	Mail	Kane <elkane@san.rr.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>			A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
17	4/16/2015	Mail	Kane <elkane@san.rr.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>			A/C Priv	Communication with counsel in connection with rendering legal advice related to exercise of stock options.
18	4/17/2015	Mail	Andrzej Matyczynski <Andrzej.Matyczynski@readingrdi.com>	Kane <elkane@san.rr.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Craig Tompkins <Craig.Tompkins@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
19	4/17/2015	Mail	Kane <elkane@san.rr.com>	Tompkins Craig <Craig.Tompkins@readingrdi.com>; Cotter Ellen <ellen.cotter@readingrdi.com>; Cotter Margaret <margaret.cotter@readingrdi.com>	Storey Tim <tim.storey@prolex.co.nz>; Adams Guy <GAdams@gwacap.com>		A/C Priv	Communication with counsel in connection with rendering of legal advice related to exercise of stock options.

**James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Edward Kane - May 24, 2016**

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
20	4/18/2015	Mail	Kane <elkane@san.rr.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Cotter Margaret <margaret.cotter@readingrdi.com>; Adams Guy <GAdams@gwacap.com>; Storey Tim <tim.storey@prolex.co.nz>; Gould Bill <wgould@troygould.com>	Cotter Jr. James <james.j.cotter@readingrdi.com>; McEachern Doug (US - Retired) <dmceachern@deloitte.com>	A/C Priv Communication with counsel in connection with rendering of legal advice related to exercise of stock options.
21	4/21/2015	Mail	Short, Dale E. <DShort@troygould.com>	Tim Storey <tim.storey@prolex.co.nz>; William Ellis <William.Ellis@readingrdi.com>; Guy Adams <GAdams@gwacap.com>; Gould, William D. <WGould@troygould.com>; Kane <elkane@san.rr.com>; McEachern Doug (US - Retired) <dmceachern@deloitte.com>	Andrzej Matyczynski <Andrzej.Matyczynski@readingrdi.com>; Craig Tompkins <Craig.Tompkins@readingrdi.com>; James Cotter JR <james.j.cotter@readingrdi.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>; Margaret Cotter <margaret.cotter@readingrdi.com>	A/C Priv Communication with counsel in connection with rendering legal advice regarding draft proxy statement.	
22	4/21/2015	Mail	Short, Dale E. <DShort@troygould.com>	William Ellis <William.Ellis@readingrdi.com>; Tim Storey <tim.storey@prolex.co.nz>; Guy Adams <GAdams@gwacap.com>; Gould, William D. <WGould@troygould.com>; Kane <elkane@san.rr.com>; McEachern Doug (US - Retired) <dmceachern@deloitte.com>	Andrzej Matyczynski <Andrzej.Matyczynski@readingrdi.com>; Craig Tompkins <Craig.Tompkins@readingrdi.com>; James Cotter JR <james.j.cotter@readingrdi.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>; Margaret Cotter <margaret.cotter@readingrdi.com>	A/C Priv Communication with in-house counsel in connection with rendering legal advice regarding draft proxy statement.	
23	4/21/2015	Mail	Short, Dale E. <DShort@troygould.com>	William Ellis <William.Ellis@readingrdi.com>; Tim Storey <tim.storey@prolex.co.nz>; Guy Adams <GAdams@gwacap.com>; Gould, William D. <WGould@troygould.com>; Kane <elkane@san.rr.com>; McEachern Doug (US - Retired) <dmceachern@deloitte.com>	Andrzej Matyczynski <Andrzej.Matyczynski@readingrdi.com>; Craig Tompkins <Craig.Tompkins@readingrdi.com>; James Cotter JR <james.j.cotter@readingrdi.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>; Margaret Cotter <margaret.cotter@readingrdi.com>	A/C Priv Communication with counsel in connection with rendering of legal advice regarding proxy statement.	

**James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Edward Kane - May 24, 2016**

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
24 4/22/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	William Ellis <William.Ellis@readingrdi.com>	Kane (elkane@san.rr.com); Gould Bill <wgould@troygould.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
25 4/22/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	William Ellis <William.Ellis@readingrdi.com>	Kane (elkane@san.rr.com); Gould Bill <wgould@troygould.com>		A/C Priv	Communication with counsel in connection with rendering legal advice related to exercise of stock options.
26 4/22/2015	Mail	Kane <elkane@san.rr.com>	William Ellis <William.Ellis@readingrdi.com>			A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
27 4/28/2015	Mail	William Ellis <William.Ellis@readingrdi.com>	James Cotter JR <james.j.cotter@readingrdi.com>; Margaret Cotter <margaret.cotter@readingrdi.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>	Gould, William D. <WGould@troygould.com>; Guy Adams <GAdams@gwacap.com>; McEachern, Doug (US - Retired) <dmcEachern@deloitte.com>; Kane <elkane@san.rr.com>; Tim Storey <tim.storey@prolex.co.nz>; Short, Dale E. <DShort@troygould.com>; Craig Tompkins <Craig.Tompkins@readingrdi.com>; Brockmeyer, Neal H. <NBrockmeyer@lockelord.com>		A/C Priv; Work Product	Communication with counsel in connection with rendering of legal advice regarding trust and estate litigation.
28 4/28/2015	Attachment					A/C Priv	Attachment to attorney-client privileged communication.
29 4/28/2015	Mail	Kane <elkane@san.rr.com>	Tompkins Craig <Craig.Tompkins@readingrdi.com>			A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
30 5/1/2015	Mail	Kane <elkane@san.rr.com>	McEachern Doug (US - Retired) <dmcEachern@deloitte.com>			A/C Priv	Correspondence transmitting legal advice regarding RDI properties originating from Carey Ramos.
31 5/2/2015	Mail	William Ellis <William.Ellis@readingrdi.com>	Kane <elkane@san.rr.com>			A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding draft Form 10-K/A.

**James Cotter, Jr. v. Margaret Cotter, et al., A-16-719860-B
Privilege Log for Edward Kane - May 24, 2016**

Date	Document Type	From	To	CC	BCC	Package Type	Description
42	5/21/2015	Mail	Ellen Cotter <Ellen.Cotter@readingrdi.com>	dmceachern@deloitte.com; Tim Storey <tim.storey@prolex.co.nz>; wgould@troygould.com; Guy Adams (GAdams@gwacap.com); James Cotter JR <james.j.cotter@readingrdi.com>; Margaret Cotter <margaret.cotter@readingrdi.com>; Kane (elkane@san.rr.com)	William Ellis <William.Ellis@readingrdi.com>	A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding D and O insurance.
43	5/21/2015	Attachment				A/C Priv	Attachment to attorney-client privileged communication with in-house counsel relating to D and O insurance.
44	5/21/2015	Mail	Brockmeyer, Neal H. <NBrockmeyer@lockelord.com>	Kane <elkane@san.rr.com>		A/C Priv; Work Product	Communication with counsel in connection with rendering legal advice regarding potential derivative litigation.
45	5/21/2015	Attachment				A/C Priv	Attachment to attorney-client privileged communication.
46	5/22/2015	Mail	Kane <elkane@san.rr.com>	Brockmeyer, Neal H. <NBrockmeyer@lockelord.com>		A/C Priv; Work Product	Communication with counsel in connection with rendering of legal advice related to potential derivative litigation.
47	6/23/2015	Mail	Kane <elkane@san.rr.com>	William Ellis <William.Ellis@readingrdi.com>		A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding derivative litigation.
48	6/24/2015	Mail	William Ellis <William.Ellis@readingrdi.com>	Kane <elkane@san.rr.com>		A/C Priv	Communication with RDI counsel conveying legal advice regarding potential derivative litigation and director removal.
49	7/1/2015	Mail	William Ellis <William.Ellis@readingrdi.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Kane (elkane@san.rr.com); Dev Ghose <Dev.Ghose@readingrdi.com>	A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding exercise of stock options.

**James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Edward Kane - May 24, 2016**

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
50	7/1/2015	Craig Tompkins <Craig.Tompkins@readingrdi.com>	William Ellis <William.Ellis@readingrdi.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Kane (elkane@san.rr.com); Dev Ghose <Dev.Ghose@readingrdi.com>		A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding stock options.
51	7/1/2015	Dev Ghose <Dev.Ghose@readingrdi.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>	William Ellis <William.Ellis@readingrdi.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>; Kane (elkane@san.rr.com)		A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding stock options.
52	7/1/2015	Dev Ghose <Dev.Ghose@readingrdi.com>	Kane (elkane@san.rr.com)			A/C Priv	Communication transmitting legal advice related to exercise of stock options originating from Martin Goldblum.
53	7/1/2015	Attachment				A/C Priv	Attachment to attorney-client privileged communication.
54	7/1/2015	Attachment				A/C Priv	Attachment to attorney-client privileged communication.
55	7/1/2015	Kane <elkane@san.rr.com>	Adams Guy <GAdams@gwacap.com>; Storey Tim <tim.storey@prolex.co.nz>	Cotter Ellen <ellen.cotter@readingrdi.com>		A/C Priv	Correspondence transmitting legal advice regarding exercising stock options originating from Marty Goldblum.
56	7/1/2015	Kane <elkane@san.rr.com>	Tompkins Craig <Craig.Tompkins@readingrdi.com>	Ellis William <William.Ellis@readingrdi.com>		A/C Priv	Correspondence transmitting legal advice regarding stock options originating from Marty Goldblum.
57	7/2/2015	McEachern, Doug (US - Retired) <dmcachern@deloitte.com>	Kane <elkane@san.rr.com>			A/C Priv	Correspondence transmitting legal advice regarding removal originating from Neal Brockmeyer.
58	7/5/2015	Kane <elkane@san.rr.com>	McEachern Doug (US - Retired) <dmcachern@deloitte.com>			A/C Priv	Correspondence transmitting legal advice regarding derivative litigation originating from Marshall Searcy.
59	7/8/2015	McEachern, Doug (US - Retired) <dmcachern@deloitte.com>	Kane <elkane@san.rr.com>			A/C Priv	Correspondence transmitting information for purpose of obtaining legal advice regarding stock buy- backs.

**James Cotter, Jr. v. Margaret Cotter, et al., A-15-719880-B
Privilege Log for Edward Kane - May 24, 2016**

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
60	7/6/2015	Kane <ekane@san.rr.com>	McEachern, Doug (US - Retired) <dmcEachern@deloitte.com>			A/C Priv	Communication with and from RDI counsel for purposes of obtaining and providing legal advice regarding SEC filing obligations and Cotter estate litigation.
61	7/6/2015	Kane <ekane@san.rr.com>	McEachern Doug (US - Retired) <dmcEachern@deloitte.com>			A/C Priv	Communication transmitting correspondence with Marshall Searcy in connection with rendering of legal advice related to derivative litigation.
62	7/6/2015	Kane <ekane@san.rr.com>	McEachern, Doug (US - Retired) <dmcEachern@deloitte.com>			A/C Priv; Work Product; Redacted	Communication with counsel in connection with rendering of legal advice related to derivative litigation.
63	7/7/2015	Kane <ekane@san.rr.com>	Gould, William D. <WGould@troygould.com>			A/C Priv	Communication relating correspondence with counsel in connection with rendering legal advice regarding termination and in anticipation of litigation.
64	7/15/2015	William Ellis <William.Ellis@readingrdi.com>	Kane <ekane@san.rr.com>; dmcEachern@deloitte.com; Guy Adams <GAdams@gwacap.com>; wgould@troygould.com; Tim Storey <tim.storey@prolex.co.nz>; Ellen Cotter <Ellen.Cotter@readingrdi.com>; Margaret Cotter <margaret.cotter@readingrdi.com>; James J. Cotter <jcotterprivate@gmail.com>			A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
65	7/15/2015	Attachment				A/C Priv	Attached document providing information for purposes of the above communication with counsel.
66	7/28/2015	Kane <ekane@san.rr.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>	Tompkins Craig <Craig.Tompkins@readingrdi.com>		A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding exercise of stock options.

**James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Edward Kane - May 24, 2016**

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
67	7/28/2015	Mail	William Ellis <William.Ellis@readingrdi.com>	elkane@san.rr.com; dmceachern@deloitte.com; wgould@troygould.com; Ellen Cotter <Ellen.Cotter@readingrdi.com>; James J. Cotter <jcotterprivate@gmail.com>; Margaret Cotter <margaret.cotter@readingrdi.com>; Guy Adams <GAdams@gwacap.com>; Tim Storey <tim.storey@prolex.co.nz>	Kenneth Tucker <Kenneth.Tucker@readingrdi.com>; Dev Ghose <Dev.Ghose@readingrdi.com>; Crystal Huang <Crystal.Huang@readingrdi.com>	A/C Priv	Communication with counsel in connection with rendering legal advice related to exercise of stock options.
68	7/28/2015	Attachment				A/C Priv	Attachment to attorney-client privileged communication with counsel relating to board resolution.
69	7/29/2015	Mail	Kenneth Tucker <Kenneth.Tucker@readingrdi.com>	elkane@san.rr.com; tim.storey@prolex.co.nz	William Ellis <William.Ellis@readingrdi.com>	A/C Priv	Communication with counsel in connection with rendering of legal advice related to purchase of stock.
70	7/29/2015	Attachment				A/C Priv	Attachment to attorney-client privileged communication.
71	7/29/2015	Mail	Kane <elkane@san.rr.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
72	7/30/2015	Mail	Guy Adams <GAdams@gwacap.com>	Kane <elkane@san.rr.com>; Tim Storey <tim.storey@prolex.co.nz>; William Ellis <William.Ellis@readingrdi.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>	A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding exercise of stock options.
73	7/30/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Kane <elkane@san.rr.com>; William Ellis <William.Ellis@readingrdi.com>	Adams Guy <GAdams@gwacap.com>; Storey Tim <tim.storey@prolex.co.nz>	A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding exercise of stock options.
74	7/30/2015	Mail	Tim Storey <tim.storey@prolex.co.nz>	Guy Adams <GAdams@gwacap.com>; Kane <elkane@san.rr.com>; William Ellis <William.Ellis@readingrdi.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>	A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding exercise of stock options.

**James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Edward Kane - May 24, 2016**

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
75	7/30/2015	Mail	Tim Storey <tim.storey@prolex.co.nz>	Kane <elkane@san.rr.com>; William Ellis <William.Ellis@readingrdi.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>; Adams Guy <GAdams@gwacap.com>	A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding exercise of stock options.
76	7/30/2015	Mail	Kane <elkane@san.rr.com>	William Ellis <William.Ellis@readingrdi.com>		A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding exercise of stock options.
77	7/30/2015	Mail	William Ellis <William.Ellis@readingrdi.com>	Kane <elkane@san.rr.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>; Adams Guy <GAdams@gwacap.com>; Storey Tim <tim.storey@prolex.co.nz>	A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding exercise of stock options.
78	7/30/2015	Mail	Dev Ghose <Dev.Ghose@readingrdi.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>	William Ellis <William.Ellis@readingrdi.com>; Kane <elkane@san.rr.com>	A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding exercise of stock options.
79	7/30/2015	Mail	William Ellis <William.Ellis@readingrdi.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>; Kane <elkane@san.rr.com>	Adams Guy <GAdams@gwacap.com>; Storey Tim <tim.storey@prolex.co.nz>	A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding exercise of stock options.
80	7/30/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Tim Storey <tim.storey@prolex.co.nz>; Guy Adams <GAdams@gwacap.com>; Kane <elkane@san.rr.com>; William Ellis <William.Ellis@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
81	7/31/2015	Mail	William Ellis <William.Ellis@readingrdi.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Kane <elkane@san.rr.com>; Tim Storey <tim.storey@prolex.co.nz>; Guy Adams <GAdams@gwacap.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>; Kenneth Tucker <Kenneth.Tucker@readingrdi.com>	A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding exercise of stock options.

**James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Edward Kane - May 24, 2016**

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
62 7/31/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	William Ellis <William.Ellis@readingrdi.com>	Kane <ekane@san.rr.com>; Tim Storey <tim.storey@prolex.co.nz>; Guy Adams <GAdams@gwacap.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>		A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding exercise of stock options.
63 7/31/2015	Mail	William Ellis <William.Ellis@readingrdi.com>	Kane <ekane@san.rr.com>; Craig Tompkins <Craig.Tompkins@readingrdi.com>; Tim Storey <tim.storey@prolex.co.nz>; Guy Adams <GAdams@gwacap.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>		A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding exercise of stock options.
64 7/31/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Kane <ekane@san.rr.com>; Tim Storey <tim.storey@prolex.co.nz>; Guy Adams <GAdams@gwacap.com>; William Ellis <William.Ellis@readingrdi.com>			A/C Priv	Communication with counsel in connection with rendering legal advice related to exercise of stock options.
65 7/31/2015	Mail	Kane <ekane@san.rr.com>	William Ellis <William.Ellis@readingrdi.com>; Craig Tompkins <Craig.Tompkins@readingrdi.com>	Tim Storey <tim.storey@prolex.co.nz>; Guy Adams <GAdams@gwacap.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>; Kenneth Tucker <Kenneth.Tucker@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
66 7/31/2015	Mail	Kane <ekane@san.rr.com>	Tompkins Craig <Craig.Tompkins@readingrdi.com>	Adams Guy <GAdams@gwacap.com>; Ellis William <William.Ellis@readingrdi.com>; Storey Tim <tim.storey@prolex.co.nz>	Cotter Ellen <ellen.cotter@readingrdi.com>	A/C Priv	Communication reflecting legal advice from counsel for purposes of providing legal advice regarding proxy statement and stock options.
67 8/1/2015	Mail	Kane <ekane@san.rr.com>	Cotter Ellen <ellen.cotter@readingrdi.com>			Work Product; Redacted	Communication regarding issues on which to seek legal advice in anticipation of litigation.

**James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Edward Kane - May 24, 2016**

Date	Document Type	From	To	CC	BCC	Prehep Type	Description
8/2/2015	Mail	Tim Storey <tim.storey@prolex.co.nz>	Kane <ekane@san.rr.com>; William Ellis <William.Ellis@readingrdi.com>; Craig Tompkins <Craig.Tompkins@readingrdi.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>	Guy Adams <GAdams@gwacap.com>; Tucker <Kenneth.Tucker@readingrdi.com>		A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding exercise of stock options.
8/2/2015	Mail	Kane <ekane@san.rr.com>	Tim Storey <tim.storey@prolex.co.nz>; William Ellis <William.Ellis@readingrdi.com>; Craig Tompkins <Craig.Tompkins@readingrdi.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>; Cotter Margaret <margaret.cotter@readingrdi.com>; McEachern Doug (US - Retired) <dmcEachern@deloitte.com>; Gould Bill <wgould@troygould.com>	Guy Adams <GAdams@gwacap.com>; Tucker <Kenneth.Tucker@readingrdi.com>; Cotter Jr. James <james.j.cotter@readingrdi.com>		A/C Priv	Correspondence transmitting legal advice regarding stock options originating from Craig Tompkins.
8/2/2015	Mail	Kane <ekane@san.rr.com>	McEachern, Doug (US - Retired) <dmcEachern@deloitte.com>			A/C Priv	Correspondence transmitting legal advice regarding stock options originating from Craig Tompkins.
8/2/2015	Mail	Kane <ekane@san.rr.com>	Tim Storey <tim.storey@prolex.co.nz>; William Ellis <William.Ellis@readingrdi.com>; Craig Tompkins <Craig.Tompkins@readingrdi.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>	Guy Adams <GAdams@gwacap.com>; Tucker <Kenneth.Tucker@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice related to exercise of stock options.
8/2/2015	Mail	Kane <ekane@san.rr.com>	Jcoterprivate@gmail.com			A/C Priv	Correspondence transmitting legal advice regarding stock options originating from Craig Tompkins.

**James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Edward Kane - May 24, 2016**

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
8/3/2015	Mail	James J. Cotter <jcotterprivate@gmail.com>	'William Ellis' <William.Ellis@readingrdi.com>	'Ellen Cotter' <Ellen.Cotter@readingrdi.com>; 'Margaret Cotter' <margaret.cotter@readingrdi.com>; 'Guy Adams' <GAdams@gwscap.com>; 'McEachern, Doug (US - Retired)' <dmcachern@deloitte.com>; 'Kane' <ekane@san.rr.com>; 'William David Gould' <wdgould@troygould.com>; 'Tim Storey' <tim.storey@prolex.co.nz>		A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding draft board minutes.
8/3/2015	Mail	James J. Cotter <jcotterprivate@gmail.com>	'William Ellis' <William.Ellis@readingrdi.com>	'Ellen Cotter' <Ellen.Cotter@readingrdi.com>; Dev Ghose <Dev.Ghose@readingrdi.com>; 'Kane' <ekane@san.rr.com>		A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding exercise of stock options.
8/3/2015	Attachment					A/C Priv	Attachment to attorney-client privileged communication with in-house counsel relating to exercise of stock options.
8/3/2015	Mail	Kane <ekane@san.rr.com>	'William Ellis' <William.Ellis@readingrdi.com>			A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding exercise of stock options.
8/4/2015	Mail	Kane <ekane@san.rr.com>	Cotter Ellen <ellen.cotter@readingrdi.com>			A/C Priv	Correspondence transmitting legal advice regarding derivative litigation originating from Marshall Searcy.
8/4/2015	Attachment					A/C Priv; Work Product	Document from litigation counsel attached to attorney-client privileged communication.
8/4/2015	Mail	Kane <ekane@san.rr.com>	Tompkins Craig <Craig.Tompkins@readingrdi.com>			A/C Priv	Communication with counsel in connection with rendering of legal advice related to executive committee.
8/4/2015	Attachment					A/C Priv	Attachment to attorney-client privileged communication.

**James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Edward Kane - May 24, 2016**

Date	Document Type	From	To	BCC	Privilege Type	Description
101 8/4/2015	Mail	Kane <ekane@san.rr.com>	Cotter Ellen <ellen.cotter@readingrdi.com>		A/C Priv; Work Product	Correspondence transmitting legal advice regarding derivative litigation originating from Marshall Searcy.
102 8/4/2015	Attachment				A/C Priv	Attachment to attorney-client privileged communication.
103 8/4/2015	Attachment				A/C Priv	Attachment to attorney-client privileged communication.
104 8/5/2015	Mail	Kane <ekane@san.rr.com>	Cotter Ellen <ellen.cotter@readingrdi.com>		A/C Priv; Work Product	Correspondence transmitting legal advice regarding derivative litigation originating from Marshall Searcy.
105 8/5/2015	Attachment				A/C Priv	Attachment to attorney-client privileged communication.
106 8/7/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Kane (ekane@san.rr.com)		A/C Priv	Correspondence communicating legal counsel regarding the exercise of Reading stock options.
107 8/10/2015	Mail	Kane <ekane@san.rr.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Guy Adams <GAdams@gwacap.com>; Tim Storey <tim.storey@prolex.co.nz>; Kenneth Tucker <Kenneth.Tucker@readingrdi.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>	A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding exercise of stock options.
108 8/11/2015	Mail	Kane <ekane@san.rr.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>; Kenneth Tucker <Kenneth.Tucker@readingrdi.com>	Guy Adams <GAdams@gwacap.com>; Tim Storey <tim.storey@prolex.co.nz>; Ellen Cotter <Ellen.Cotter@readingrdi.com>	A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding stock options.
109 8/11/2015	Mail	Tim Storey <tim.storey@prolex.co.nz>	Craig Tompkins <Craig.Tompkins@readingrdi.com>; Kane <ekane@san.rr.com>	Guy Adams <GAdams@gwacap.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>	A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding exercise of stock options.
110 8/12/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Kane (ekane@san.rr.com); Tim Storey <tim.storey@prolex.co.nz>; Guy Adams <GAdams@gwacap.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; William Ellis <William.Ellis@readingrdi.com>; Dev Ghose <Dev.Ghose@readingrdi.com>	A/C Priv	Communication reflecting legal advice from counsel related to exercise of stock options.

**James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Edward Kane - May 24, 2016**

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
111 8/12/2015	Attachment					A/C Priv	Attachment to attorney-client privileged communication with counsel related to exercise of stock options.
112 8/13/2015	Mail	Kane <ekane@san.rr.com>	Tompkins Craig <Craig.Tompkins@readingrdi.com>	Cotter Ellen <ellen.cotter@readingrdi.com>; Adams Guy <GAdams@gwscap.com>		A/C Priv	Communication in connection with advice conveyed by RDI counsel, regarding SEC filings and Cotter estate litigation.
113 8/14/2015	Mail	McEachern, Doug (US - Retired) <dmcEachern@deloitte.com>	Ed Kane <ekane@san.rr.com>			A/C Priv; Work Product	Correspondence transmitting legal advice regarding discovery originating from Marshall Searcy.
114 8/14/2015	Attachment					A/C Priv	Attachment to attorney-client privileged communication with counsel relating to discovery.
115 8/15/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Kane <ekane@san.rr.com>; McEachern, Doug (US - Retired) <dmcEachern@deloitte.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; William Ellis <William.Ellis@readingrdi.com>		A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding blackout period.
116 8/15/2015	Mail	McEachern, Doug (US - Retired) <dmcEachern@deloitte.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>; Ed Kane <ekane@san.rr.com>			A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding blackout period.
117 8/15/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Kane <ekane@san.rr.com>			A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding selling shares.

James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Edward Kane - May 24, 2018

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
118 8/15/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Margaret Cotter <margaret.cotter@readingrdi.com>; Guy Adams <GAdams@gwacap.com>; jcotterprivate@gmail.com; Kane (elkane@san.rr.com); McEachern, Doug (US - Retired) <dmceachern@deloitte.com>; Tim Storey <tim.storey@prolex.co.nz>; Dev Ghose <Dev.Ghose@readingrdi.com>; Robert Smerling <robert.smerling@readingrdi.com>; William Ellis <William.Ellis@readingrdi.com>; Andrzej Matyczynski <Andrzej.Matyczynski@readingrdi.co m>; Wayne Smith <wayne.smith@readingrdi.com>			A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding blackout trading period.
119 8/15/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Kane <elkane@san.rr.com>; William Ellis <William.Ellis@readingrdi.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; McEachern Doug (US - Retired) <dmceachern@deloitte.com>		A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding sale of shares.
120 8/15/2015	Mail	Kane <elkane@san.rr.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>			A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
121 8/15/2015	Mail	Kane <elkane@san.rr.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>; William Ellis <William.Ellis@readingrdi.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; McEachern Doug (US - Retired) <dmceachern@deloitte.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding stock options.
122 8/15/2015	Mail	Kane <elkane@san.rr.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>; McEachern, Doug (US - Retired) <dmceachern@deloitte.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; William Ellis <William.Ellis@readingrdi.com>		A/C Priv	Communication reflecting communication with RDI counsel for the purposes of seeking legal advice regarding the RDI board of directors and stock option exercise.

**James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Edward Kane - May 24, 2016**

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
123	8/15/2015	Mail	Kane <elkane@san.rr.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
124	8/15/2015	Mail	Kane <elkane@san.rr.com>	Tompkins Craig <Craig.Tompkins@readingrdi.com>; Ellis William <William.Ellis@readingrdi.com>	Cotter Ellen <ellen.cotter@readingrdi.com>; McEachern Doug (US - Retired) <dmcachern@deloitte.com>	A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
125	8/16/2015	Mail	Tim Storey <tim.storey@prolex.co.nz>	William Ellis <William.Ellis@readingrdi.com>; Kane <elkane@san.rr.com>	McEachern, Doug (US - Retired) <dmcachern@deloitte.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>; Craig Tompkins <Craig.Tompkins@readingrdi.com>	A/C Priv	Correspondence transmitting legal advice regarding committee meeting originating from Bill Ellis
126	8/16/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Kane <elkane@san.rr.com>; Tim Storey <tim.storey@prolex.co.nz>; Guy Adams <GAdams@gwacap.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; William Ellis <William.Ellis@readingrdi.com>; Dev Ghose <Dev.Ghose@readingrdi.com>	A/C Priv	Communication with counsel in connection with rendering legal advice regarding stock option exercise.
127	8/16/2015	Attachment				A/C Priv	Attachment to attorney-client privileged communication with counsel regarding restricted stock grants.
128	8/16/2015	Mail	Kane <elkane@san.rr.com>	Cotter Ellen <ellen.cotter@readingrdi.com>		A/C Priv	Communication from counsel in connection with rendering legal advice regarding insider trading policy.
129	8/17/2015	Mail	Kane <elkane@san.rr.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>; Tim Storey <tim.storey@prolex.co.nz>; Guy Adams <GAdams@gwacap.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; William Ellis <William.Ellis@readingrdi.com>; Dev Ghose <Dev.Ghose@readingrdi.com>	A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding exercise of stock options.
130	8/17/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Kane <elkane@san.rr.com>		A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding exercise of stock options.

James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Edward Kane - May 24, 2016

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
131	8/17/2015	Mail	James J. Cotter <jcotterprivate@gmail.com>	'Craig Tompkins' <Craig.Tompkins@readingrdi.com>	'Kane' <ekane@san.rr.com>; 'Ellen Cotter' <Ellen.Cotter@readingrdi.com>; 'William Ellis' <William.Ellis@readingrdi.com>	A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding exercise of stock options.
132	8/17/2015	Mail	Tim Storey <tim.storey@prolex.co.nz>	Craig Tompkins <Craig.Tompkins@readingrdi.com>; Kane <ekane@san.rr.com>; Guy Adams <GAdams@gwacap.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; William Ellis <William.Ellis@readingrdi.com>; Dev Ghose <Dev.Ghose@readingrdi.com>	A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding exercise of stock options.
133	8/17/2015	Attachment				A/C Priv	Attachment to attorney-client privileged communication with in-house counsel regarding exercise of stock options.
134	8/17/2015	Mail	James J. Cotter <jcotterprivate@gmail.com>	'Craig Tompkins' <Craig.Tompkins@readingrdi.com>	'Kane' <ekane@san.rr.com>; 'Ellen Cotter' <Ellen.Cotter@readingrdi.com>; 'William Ellis' <William.Ellis@readingrdi.com>	A/C Priv	Communication with counsel in connection with rendering of legal advice related to exercise of stock options.
135	8/21/2015	Mail	William Ellis <William.Ellis@readingrdi.com>	Kane <ekane@san.rr.com>	Erin Shull <Erin.Shull@readingrdi.com>	A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding insider trading policy.

**James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Edward Kane - May 24, 2016**

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
136 8/21/2015	Mail	William Ellis <William.Ellis@readingrdi.com>	Andrzej Matczynski <Andrzej.Matczynski@readingrdi.com>; Dev Ghose <Dev.Ghose@readingrdi.com>; Robert Smerling <Robert.smerling@readingrdi.com>; Linda Hogarty <linda.hogarty@readingrdi.com>; Wayne Smith <wayne.smith@readingrdi.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>; Margaret Cotter <margaret.cotter@readingrdi.com>; James J. Cotter <jcotterprivate@gmail.com>; Guy Adams <GAdams@gwacap.com>; wgould@troygould.com; McEachern, Doug (US - Retired) <dmcEachern@deloitte.com>; Kane <ekane@san.rr.com>; Tim Storey <tim.storey@prolex.co.nz>	Craig Tompkins <Craig.Tompkins@readingrdi.com>; Erin Shull <Erin.Shull@readingrdi.com>		A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding insider trading policy.
137 8/21/2015	Attachment					A/C Priv	Attachment to attorney-client privileged communication with in-house counsel regarding insider trading policy.
138 8/24/2015	Mail	Ellen Cotter <Ellen.Cotter@readingrdi.com>	Kane (ekane@san.rr.com)			A/C Priv	Communication relating correspondence with Craig Tompkins for the purpose of obtaining legal advice regarding stock options.
139 8/25/2015	Mail	Kane <ekane@san.rr.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>			A/C Priv; Redacted	Communication with counsel in connection with rendering of legal advice related to compensation.
140 8/26/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Susan Villeda <susan.villeda@readingrdi.com>	Jorge E. Alvarez <jorge.alvarez@readingrdi.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>; Kane (ekane@san.rr.com)		A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding exercise of stock options.

**James Cotter, Jr. v. Margaret Cotter, et al., A-16-719860-B
Privilege Log for Edward Kane - May 24, 2016**

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
141 8/28/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Susan Villeda <susan.villeda@readingrdi.com>	Margaret Cotter <margaret.cotter@readingrdi.com>; Kane (elkane@san.rr.com); Jorge E. Alvarez <jorge.alvarez@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering of legal advice regarding exercise of stock options.
142 8/28/2015	Attachment					A/C Priv	Attachment to attorney-client privileged communication.
143 8/28/2015	Attachment					A/C Priv	Attachment to attorney-client privileged communication.
144 8/28/2015	Mail	James J. Cotter <jcotterprivate@gmail.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>	'Kane' <elkane@san.rr.com>; 'Ellen Cotter' <Ellen.Cotter@readingrdi.com>; 'William Ellis' <William.Ellis@readingrdi.com>		A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding exercise of stock options.
145 8/28/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Susan Villeda <susan.villeda@readingrdi.com>	Kane (elkane@san.rr.com); Ellen Cotter <Ellen.Cotter@readingrdi.com>		A/C Priv	Communication from counsel regarding draft audit committee minutes.
146 8/28/2015	Attachment					A/C Priv	Draft audit committee minutes sent by counsel.
147 8/28/2015	Mail	Guy Adams <GAdams@gwacap.com>	Kane <elkane@san.rr.com>; Storey Tim <tim.storey@prolex.co.nz>	Tompkins Craig <Craig.Tompkins@readingrdi.com>		A/C Priv	Correspondence transmitting legal advice regarding stock options originating from Craig Tompkins.
148 8/28/2015	Mail	Kane <elkane@san.rr.com>	Adams Guy <GAdams@gwacap.com>; Storey Tim <tim.storey@prolex.co.nz>	Tompkins Craig <Craig.Tompkins@readingrdi.com>	Cotter Ellen <ellen.cotter@readingrdi.com>; Cotter Margaret <margaret.cotter@readingrdi.com>	A/C Priv	Communication with counsel in connection with rendering legal advice relating to exercise of stock options.
149 8/28/2015	Mail	Kane <elkane@san.rr.com>	Adams Guy <GAdams@gwacap.com>; Storey Tim <tim.storey@prolex.co.nz>	Tompkins Craig <Craig.Tompkins@readingrdi.com>; Cotter Ellen <ellen.cotter@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
150 8/28/2015	Mail	Kane <elkane@san.rr.com>	Guy Adams <GAdams@gwacap.com>			A/C Priv; Redacted	Communication with counsel in connection with rendering of legal advice related to exercise of stock options.

**James Cotter, Jr. v. Margaret Cotter, et al., A-16-719860-B
Privilege Log for Edward Kane - May 24, 2016**

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
151 8/27/2015	Mail	Jorge E. Alvarez <jorge.alvarez@readingrdi.com>	Susan Villeda <susan.villeda@readingrdi.com>; Craig Tompkins <Craig.Tompkins@readingrdi.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Kane (elkane@san.rr.com); Dev Ghose <Dev.Ghose@readingrdi.com>; Andrzej Matyczynski <Andrzej.Matyczynski@readingrdi.co m>; Kenneth Tucker <Kenneth.Tucker@readingrdi.com>		A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding exercise of stock options.
152 8/27/2015	Attachment					A/C Priv	Attachment to attorney-client privileged communication with in- house counsel regarding exercise of stock options.
153 8/27/2015	Mail	Susan Villeda <susan.villeda@readingrdi.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Margaret Cotter <margaret.cotter@readingrdi.com>; Kane (elkane@san.rr.com); Jorge E. Alvarez <jorge.alvarez@readingrdi.com>; Dev Ghose <Dev.Ghose@readingrdi.com>; Andrzej Matyczynski <Andrzej.Matyczynski@readingrdi.co m>; Kenneth Tucker <Kenneth.Tucker@readingrdi.com>		A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding exercise of stock options.
154 8/27/2015	Mail	Susan Villeda <susan.villeda@readingrdi.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Margaret Cotter <margaret.cotter@readingrdi.com>; Kane (elkane@san.rr.com); Jorge E. Alvarez <jorge.alvarez@readingrdi.com>; Dev Ghose <Dev.Ghose@readingrdi.com>; Andrzej Matyczynski <Andrzej.Matyczynski@readingrdi.co m>; Kenneth Tucker <Kenneth.Tucker@readingrdi.com>		A/C Priv	Correspondence at the direction of counsel for the purposes of providing legal advice related to exercise of Reading stock options.
155 8/27/2015	Mail	Margaret Cotter <margaret.cotter@readingrdi.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Susan Villeda <susan.villeda@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.

**James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Edward Kane - May 24, 2016**

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
156	8/27/2015	Margaret Cotter <margaret.cotter@readingrdi.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Susan Villeda <susan.villeda@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
157	8/28/2015	Tim Storey <tim.storey@prolex.co.nz>	Kane <ekane@san.rr.com>			A/C Priv	Communication transmitting legal advice relating to exercise of share options from Craig Tompkins.
158	8/28/2015	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Susan Villeda <susan.villeda@readingrdi.com>; Jorge E. Alvarez <jorge.alvarez@readingrdi.com>; Andrzej Matyczynski <Andrzej.Matyczynski@readingrdi.com>; Dev Ghose <Dev.Ghose@readingrdi.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Kane (ekane@san.rr.com)		A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding exercise of stock options.
159	8/28/2015	Jorge E. Alvarez <jorge.alvarez@readingrdi.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>; Susan Villeda <susan.villeda@readingrdi.com>; Andrzej Matyczynski <Andrzej.Matyczynski@readingrdi.com>; Dev Ghose <Dev.Ghose@readingrdi.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Kane (ekane@san.rr.com)		A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding exercise of stock options.
160	8/28/2015	Jorge E. Alvarez <jorge.alvarez@readingrdi.com>	Kane <ekane@san.rr.com>			A/C Priv	Correspondence transmitting legal advice regarding exercise of stock options originating from Craig Tompkins.
161	8/28/2015	Jorge E. Alvarez <jorge.alvarez@readingrdi.com>	Kane <ekane@san.rr.com>			A/C Priv; Redacted	Communication with counsel in connection with rendering of legal advice related to exercise of stock options.
162	8/28/2015	Dev Ghose <Dev.Ghose@readingrdi.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Jorge E. Alvarez <jorge.alvarez@readingrdi.com>; Susan Villeda <susan.villeda@readingrdi.com>; Andrzej Matyczynski <Andrzej.Matyczynski@readingrdi.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>; Kane (ekane@san.rr.com)		A/C Priv	Communication with counsel in connection with rendering legal advice related to exercise of stock options.

**James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Edward Kane - May 24, 2016**

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
163 8/28/2015	Mail	Jorge E. Alvarez <jorge.alvarez@readingrdi.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>; Susan Villeda <susan.villeda@readingrdi.com>; Andrzej Matyczynski <Andrzej.Matyczynski@readingrdi.com>; Dev Ghose <Dev.Ghose@readingrdi.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Kane (elkane@san.rr.com)		A/C Priv	Communication to RDI counsel reflecting legal advice in connection with the exercise of RDI stock options and SEC filings.
164 8/28/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Jorge E. Alvarez <jorge.alvarez@readingrdi.com>; Susan Villeda <susan.villeda@readingrdi.com>; Andrzej Matyczynski <Andrzej.Matyczynski@readingrdi.com>; Dev Ghose <Dev.Ghose@readingrdi.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Kane (elkane@san.rr.com)		A/C Priv	Communication from RDI counsel for purposes of providing legal advice regarding RDI stock option exercise.
165 8/28/2015	Mail	Kane <elkane@san.rr.com>	Tim Storey <tim.storey@prolex.co.nz>	Tompkins Craig <Craig.Tompkins@readingrdi.com>; Dev Ghose <Dev.Ghose@readingrdi.com>	Adams Guy <GAdams@gwacap.com>; Cotter Ellen <ellen.cotter@readingrdi.com>; Cotter Margaret <margaret.cotter@readingrdi.com>	A/C Priv	Communication with counsel in connection with rendering legal advice relating to exercise of stock options.
166 8/28/2015	Mail	Kane <elkane@san.rr.com>	Storey Tim <tim.storey@prolex.co.nz>		Cotter Ellen <ellen.cotter@readingrdi.com>; Cotter Margaret <margaret.cotter@readingrdi.com>; Adams Guy <GAdams@gwacap.com>	A/C Priv; Redacted	Communication with counsel in connection with rendering of legal advice related to exercise of stock options.
167 8/28/2015	Mail	Kane <elkane@san.rr.com>	Jorge E. Alvarez <jorge.alvarez@readingrdi.com>			A/C Priv; Redacted	Communication with counsel in connection with rendering of legal advice related to exercise of stock options.

**James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Edward Kane - May 24, 2016**

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
168 8/28/2015	Mail	Kane <ekane@san.rr.com>	Cotter Ellen <ellen.cotter@readingrdi.com>; Cotter Margaret <margaret.cotter@readingrdi.com>			A/C Priv	Correspondence transmitting legal advice regarding stock options originating from Craig Tompkins.
169 8/29/2015	Mail	Kane <ekane@san.rr.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>		Adams Guy <GAdams@gwacap.com>; Cotter Ellen <ellen.cotter@readingrdi.com>; Cotter Margaret <margaret.cotter@readingrdi.com>	A/C Priv	Communication with counsel in connection with rendering legal advice regarding strategy of Cotter estate litigation.
170 8/28/2015	Mail	Kane <ekane@san.rr.com>	Storey Tim <tim.storey@prolex.co.nz>			A/C Priv	Correspondence transmitting legal advice regarding exercising stock options originating from Craig Tompkins.
171 8/28/2015	Mail	Kane <ekane@san.rr.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Cotter Ellen <ellen.cotter@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice related to exercise of stock options.
172 8/29/2015	Mail	Kane <ekane@san.rr.com>	Ellis William <William.Ellis@readingrdi.com>			A/C Priv	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
173 8/28/2015	Mail	Kane <ekane@san.rr.com>	Laura Batista <Laura.Batista@readingrdi.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>; Margaret Cotter <margaret.cotter@readingrdi.com>; Guy Adams <GAdams@gwacap.com>; Craig Tompkins <Craig.Tompkins@readingrdi.com>			A/C Priv	Communication with counsel in connection with rendering of legal advice related to executive committee minutes.

**James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Edward Kane - May 24, 2016**

Date	Document Type	From	To	CC	BCC	Privilege Type	Description	
174	8/28/2015	Mail	Kane <ekane@san.rr.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>; Laura Batista <Laura.Batista@readingrdi.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>; Margaret Cotter <margaret.cotter@readingrdi.com>; Guy Adams <GAdams@gwacap.com>			A/C Priv	Correspondence transmitting legal advice regarding SEC filings originating from Craig Tompkins.
175	8/30/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Kane <ekane@san.rr.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
176	8/30/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Kane <ekane@san.rr.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Adams Guy <GAdams@gwacap.com>		A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding exercise of stock options.
177	8/30/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>	Kane (ekane@san.rr.com); Adams Guy <GAdams@gwacap.com>		A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding stock options.
178	8/30/2015	Attachment				A/C Priv, Work Product	Attachment to attorney-client privileged communication with in-house counsel relating to stock options.	
179	8/30/2015	Mail	Ellen Cotter <Ellen.Cotter@readingrdi.com>	Kane <ekane@san.rr.com>; Craig Tompkins <Craig.Tompkins@readingrdi.com>			A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding exercise of stock options.
180	8/30/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Kane <ekane@san.rr.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Adams Guy <GAdams@gwacap.com>		A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding exercise of stock options.

**James Cotter, Jr. v. Margaret Cotter, et al., A-15-719880-B
Privilege Log for Edward Kane - May 24, 2016**

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
181 8/30/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Kane <ekane@san.rr.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Adams Guy <GAdams@gwacap.com>		A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding exercise of stock options.
182 8/30/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>	Kane (ekane@san.rr.com); Adams Guy <GAdams@gwacap.com>		A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding stock options.
183 8/30/2015	Mail	Kane <ekane@san.rr.com>	Ellis William <William.Ellis@readingrdi.com>		Cotter Ellen <ellen.cotter@readingrdi.com>	A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
184 8/30/2015	Attachment					A/C Priv	Attachment to attorney-client privileged communication.
185 8/30/2015	Attachment					A/C Priv	Attachment to attorney-client privileged communication.
186 8/30/2015	Mail	Kane <ekane@san.rr.com>	Adams Guy <GAdams@gwacap.com>; McEachern Doug (US - Retired) <dmcachern@deloitte.com>			A/C Priv	Correspondence transmitting legal advice regarding estate litigation originating from Craig Tompkins.
187 8/30/2015	Mail	Kane <ekane@san.rr.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Adams Guy <GAdams@gwacap.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
188 8/30/2015	Mail	Kane <ekane@san.rr.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Adams Guy <GAdams@gwacap.com>		A/C Priv	Communication with counsel in connection with rendering of legal advice related to exercise of stock options.
189 8/31/2015	Mail	William Ellis <William.Ellis@readingrdi.com>	Kane <ekane@san.rr.com>			A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding stock options.
190 8/31/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Kane (ekane@san.rr.com)			A/C Priv	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.

**James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Edward Kane - May 24, 2016**

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
191	8/31/2015	Attachment					
192	8/31/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Margaret Cotter <margaret.cotter@readingrdi.com>; James J. Cotter <jcotterprivate@gmail.com>; Kane (elkane@san.rr.com); Adams Guy <GAdams@gwacap.com>; Tim Storey <tim.storey@prolex.co.nz>; William Ellis <William.Ellis@readingrdi.com>; wgould@troygould.com; dmceachern@deloitte.com	Laura Batista <Laura.Batista@readingrdi.com>		Attachment to attorney-client privileged communication. Communication with counsel in connection with rendering of legal advice related to executive committee minutes.
193	8/31/2015	Attachment				A/C Priv	Document reflecting legal advice from Craig Tompkins related to executive committee minutes.
194	8/31/2015	Attachment				A/C Priv	Document reflecting legal advice from Craig Tompkins related to executive committee minutes.
195	8/31/2015	Mail	Tim Storey <tim.storey@prolex.co.nz>	Kane <elkane@san.rr.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
196	8/31/2015	Mail	Kane <elkane@san.rr.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Adams Guy <GAdams@gwacap.com>; McEachern Doug (US - Retired) <dmceachern@deloitte.com>	A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
197	8/31/2015	Mail	Kane <elkane@san.rr.com>	Tompkins Craig <Craig.Tompkins@readingrdi.com>; Cotter Ellen <ellen.cotter@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding Cotter estate litigation.
198	8/31/2015	Mail	Kane <elkane@san.rr.com>	Adams Guy <GAdams@gwacap.com>		A/C Priv	Correspondence transmitting legal advice regarding estate litigation originating from Craig Tompkins and Greenberg Traurig.

James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Edward Kane - May 24, 2016

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
199	8/31/2015	Mail	Kane <elkane@san.rr.com>	Tim Storey <tim.storey@prolex.co.nz>	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Cotter Ellen <ellen.cotter@readingrdi.com>	A/C Priv Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
200	8/31/2015	Mail	Kane <elkane@san.rr.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>			A/C Priv Communication with counsel in connection with rendering legal advice related to trust and estate litigation.
201	8/31/2015	Mail	Kane <elkane@san.rr.com>	William Ellis <William.Ellis@readingrdi.com>		Cotter Ellen <ellen.cotter@readingrdi.com>	A/C Priv Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
202	8/31/2015	Mail	Kane <elkane@san.rr.com>	Tompkins Craig <Craig.Tompkins@readingrdi.com>; Cotter Ellen <ellen.cotter@readingrdi.com>			A/C Priv Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
203	9/1/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Kane <elkane@san.rr.com>			A/C Priv Communication with in-house counsel in connection with rendering legal advice regarding stock options.
204	9/1/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Kane <elkane@san.rr.com>			A/C Priv Communication with in-house counsel in connection with rendering legal advice regarding exercise of stock options.
205	9/1/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Kane (elkane@san.rr.com)			A/C Priv Communication with in-house counsel in connection with rendering legal advice regarding draft minutes.
206	9/1/2015	Attachment					A/C Priv Attachment to attorney-client privileged communication with in-house counsel regarding stock options.
207	9/1/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Kane <elkane@san.rr.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Adams Guy <GAdams@gwacap.com>		A/C Priv Communication with counsel in connection with rendering of legal advice related to trust and estate litigation.
208	9/1/2015	Attachment					A/C Priv Attachment to attorney-client privileged communication.

James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Edward Kane - May 24, 2016

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
209 9/1/2015	Mail	Kane <ekane@san.rr.com>	McEachern Doug (US - Retired) <dmeachern@deloitte.com>			A/C Priv	Correspondence transmitting legal advice regarding estate litigation originating Craig Tompkins.
210 9/1/2015	Mail	Kane <ekane@san.rr.com>	Cotter Ellen <ellen.cotter@readingrdi.com>	Tompkins Craig <Craig.Tompkins@readingrdi.com>; Adams Guy <GAdams@gwacap.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
211 9/1/2015	Mail	Kane <ekane@san.rr.com>	McEachern Doug (US - Retired) <dmeachern@deloitte.com>			A/C Priv	Communication transmitting communication with counsel, including Craig Tompkins, Mark Ferrario, Lance Coburn, Kara Hendricks, Michael Bonner, and Leslie Godfrey, in connection with legal advice related to trust and estate litigation and reflecting legal advice related to exercise of stock options from Craig Tompkins.
212 9/1/2015	Mail	Kane <ekane@san.rr.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Adams Guy <GAdams@gwacap.com>; Cotter Ellen <ellen.cotter@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
213 9/1/2015	Mail	Kane <ekane@san.rr.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Adams Guy <GAdams@gwacap.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
214 9/1/2015	Mail	Kane <ekane@san.rr.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>			A/C Priv; Work Product	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
215 9/8/2015	Mail	Kane <ekane@san.rr.com>	Ellis William <William.Ellis@readingrdi.com>			A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
216 9/8/2015	Mail	Kenneth Tucker <Kenneth.Tucker@readingrdi.com>	McEachern, Doug (US - Retired) <dmeachern@deloitte.com>; Kane <ekane@san.rr.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Craig Tompkins <Craig.Tompkins@readingrdi.com>; Susan Villeda <susan.villeda@readingrdi.com>		A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding exercise of stock options.

**James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Edward Kane - May 24, 2016**

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
217	9/8/2015	Mail Kenneth Tucker <Kenneth.Tucker@readingrdi.com>	McEachern Doug (US - Retired) <dmceachern@deloitte.com>; Kane <elkane@san.rr.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Craig Tompkins <Craig.Tompkins@readingrdi.com>		A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding exercise of stock options.
218	9/8/2015	Attachment				A/C Priv	Attachment to attorney-client privileged communication with in-house counsel relating to stock options.
219	9/8/2015	Mail McEachern, Doug (US - Retired) <dmceachern@deloitte.com>	Kenneth Tucker <Kenneth.Tucker@readingrdi.com>; Kane <elkane@san.rr.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Craig Tompkins <Craig.Tompkins@readingrdi.com>		A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding exercise of stock options.
220	9/8/2015	Mail Craig Tompkins <Craig.Tompkins@readingrdi.com>	Kane (elkane@san.rr.com); McEachern Doug (US - Retired) <dmceachern@deloitte.com>	Kenneth Tucker <Kenneth.Tucker@readingrdi.com>		A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding exercise of stock options.
221	9/8/2015	Mail Craig Tompkins <Craig.Tompkins@readingrdi.com>	McEachern, Doug (US - Retired) <dmceachern@deloitte.com>; Kenneth Tucker <Kenneth.Tucker@readingrdi.com>; Kane <elkane@san.rr.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>		A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding exercise of stock options.
222	9/8/2015	Attachment				A/C Priv	Attachment to attorney-client privileged communication with in-house counsel regarding stock options.
223	9/8/2015	Mail Susan Villeda <susan.villeda@readingrdi.com>	Kenneth Tucker <Kenneth.Tucker@readingrdi.com>; McEachern, Doug (US - Retired) <dmceachern@deloitte.com>; Kane <elkane@san.rr.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Craig Tompkins <Craig.Tompkins@readingrdi.com>		A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding exercise of stock options.
224	9/8/2015	Mail Craig Tompkins <Craig.Tompkins@readingrdi.com>	Kane <elkane@san.rr.com>	McEachern Doug (US - Retired) <dmceachern@deloitte.com>		A/C Priv	Communication with counsel in connection with rendering legal advice related to exercise of stock options.

**James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Edward Kane - May 24, 2016**

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
225	9/8/2015	Mail	Kane <elkane@san.rr.com>	Tompkins Craig <Craig.Tompkins@readingrdi.com>	McEachern Doug (US - Retired) <dmceachern@deloitte.com>	Cotter Ellen <ellen.cotter@readingrdi.com>	A/C Priv Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
226	9/8/2015	Mail	Kane <elkane@san.rr.com>	Cotter Ellen <ellen.cotter@readingrdi.com>; Tompkins Craig <Craig.Tompkins@readingrdi.com>			A/C Priv Communication with counsel in connection with rendering legal advice related to exercise of stock options.
227	9/8/2015	Mail	Kane <elkane@san.rr.com>	Ellis William <William.Ellis@readingrdi.com>			A/C Priv Correspondence transmitting legal advice regarding exercising stock options originating from Craig Tompkins.
228	9/8/2015	Mail	Kane <elkane@san.rr.com>	Tompkins Craig <Craig.Tompkins@readingrdi.com>	McEachern Doug (US - Retired) <dmceachern@deloitte.com>	Cotter Ellen <ellen.cotter@readingrdi.com>	A/C Priv Communication with counsel in connection with rendering legal advice related to exercise of stock options.
229	9/8/2015	Mail	Kane <elkane@san.rr.com>	Tim Storey <tim.storey@prolex.co.nz>		Cotter Ellen <ellen.cotter@readingrdi.com>; Guy <GAdams@gwacap.com>	A/C Priv Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
230	9/8/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Kane (elkane@san.rr.com); McEachern Doug (US - Retired) <dmceachern@deloitte.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>		A/C Priv Communication with in-house counsel in connection with rendering legal advice regarding stock options.
231	9/9/2015	Mail	Tim Storey <tim.storey@prolex.co.nz>	Cotter Ellen <ellen.cotter@readingrdi.com>; Kane <elkane@san.rr.com>; Adams Guy <GAdams@gwacap.com>; Cotter Margaret <margaret.cotter@readingrdi.com>; Gould Bill <wgould@troygould.com>; McEachern Doug (US - Retired) <dmceachern@deloitte.com>			A/C Priv Correspondence communicating legal advice regarding exercise of stock options originating from Craig Tompkins.

James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Edward Kane - May 24, 2018

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
232 9/9/2015	Mail	Andrzej Matyczynski <Andrzej.Matyczynski@readingrdi.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Edward L. Kane (elkane@san.rr.com)	Craig Tompkins <Craig.Tompkins@readingrdi.com>; Dev Ghose <Dev.Ghose@readingrdi.com>; William Ellis <William.Ellis@readingrdi.com>; Kenneth Tucker <Kenneth.Tucker@readingrdi.com>		A/C Priv	Communication with in-house counsel in connection with obtaining legal advice regarding exercise of stock options.
233 9/9/2015	Attachment					A/C Priv	Attachment to attorney-client privileged communication with in-house counsel regarding exercise of stock options.
234 9/9/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Kane <elkane@san.rr.com>			A/C Priv	Communication with in-house counsel in connection with rendering legal advice regarding exercise of stock options.
235 9/9/2015	Mail	Dev Ghose <Dev.Ghose@readingrdi.com>	Kane <elkane@san.rr.com>	Andrzej Matyczynski <Andrzej.Matyczynski@readingrdi.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>		A/C Priv	Communication to RDI counsel reflecting legal advice in connection with the exercise of RDI stock options and SEC filings.
236 9/9/2015	Mail	Kane <elkane@san.rr.com>	Ellis William <William.Ellis@readingrdi.com>			A/C Priv	Communication reflecting legal advice regarding RDI stock option exercise.
237 9/9/2015	Mail	Kane <elkane@san.rr.com>	Adams Guy <GAdams@gwacap.com>; Storey Tim <tim.storey@prolex.co.nz>	Cotter Ellen <ellen.cotter@readingrdi.com>; Cotter Margaret <margaret.cotter@readingrdi.com>; Gould Bill <wgould@troygould.com>; McEachern Doug (US - Retired) <dmcEachern@deloitte.com>		A/C Priv	Correspondence transmitting legal advice regarding stock options originating from Craig Tompkins and Akin Gump.

**James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Edward Kane - May 24, 2016**

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
238	9/9/2015	Mail	Kane <ekane@san.rr.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Adams Guy <GAdams@gwacap.com>; Cotter Ellen <ellen.cotter@readingrdi.com>; Cotter Margaret <margaret.cotter@readingrdi.com>; Gould Bill <wgould@troygould.com>; McEachern Doug (US - Retired) <dmcEachern@deloitte.com>; Storey Tim <tim.storey@prolex.co.nz>; Ellis William <William.Ellis@readingrdi.com>	A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
239	9/9/2015	Mail	Kane <ekane@san.rr.com>	Adams Guy <GAdams@gwacap.com>; Storey Tim <tim.storey@prolex.co.nz>		A/C Priv	Correspondence transmitting legal advice regarding stock options originating from Craig Tompkins.
240	9/9/2015	Mail	Kane <ekane@san.rr.com>	Adams Guy <GAdams@gwacap.com>; Storey Tim <tim.storey@prolex.co.nz>		A/C Priv	Correspondence transmitting legal advice regarding exercising stock options originating from Craig Tompkins.
241	9/9/2015	Mail	Kane <ekane@san.rr.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>; McEachern Doug (US - Retired) <dmcEachern@deloitte.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Adams Guy <GAdams@gwacap.com>; Storey Tim <tim.storey@prolex.co.nz>	A/C Priv	Communication with counsel in connection with rendering legal advice related to exercise of stock options.
242	9/9/2015	Mail	Kane <ekane@san.rr.com>	Dev Ghose <Dev.Ghose@readingrdi.com>; Matyczynski Andrzej <Andrzej.matyczynski@readingrdi.com>	Cotter Ellen <ellen.cotter@readingrdi.com>	A/C Priv; Redacted	Communication with counsel in connection with rendering of legal advice related to stock options.
243	9/9/2015	Mail	Kane <ekane@san.rr.com>	Gould Bill <wgould@troygould.com>; Cotter Margaret <margaret.cotter@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.

**James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Edward Kane - May 24, 2016**

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
244	9/10/2015	Mail	Kane <elkane@san.rr.com>	Jorge E. Alvarez <jorge.alvarez@readingrdi.com>	Cotter Ellen <ellen.cotter@readingrdi.com>; Cotter Margaret <margaret.cotter@readingrdi.com>	A/C Priv	Correspondence transmitting legal advice regarding stock options originating from Marty Goldblum.
245	9/11/2015	Mail	Jorge E. Alvarez <jorge.alvarez@readingrdi.com>	MGGoldblum@troygould.com	Ed Kane <elkane@san.rr.com>	A/C Priv	Communication with counsel in connection with obtaining legal advice regarding stock options.
246	9/11/2015	Mail	Goldblum, Martin T. <MGGoldblum@troygould.com>	Jorge E. Alvarez <jorge.alvarez@readingrdi.com>; Kane <elkane@san.rr.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Margaret Cotter <margaret.cotter@readingrdi.com>	A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
247	9/11/2015	Mail	Jorge E. Alvarez <jorge.alvarez@readingrdi.com>	Ed Kane <elkane@san.rr.com>		A/C Priv	Correspondence transmitting legal advice regarding exercise of stock options originating from Martin Goldblum.
248	9/11/2015	Mail	Goldblum, Martin T. <MGGoldblum@troygould.com>	Jorge E. Alvarez <jorge.alvarez@readingrdi.com>	Ed Kane <elkane@san.rr.com>	A/C Priv	Communication with counsel in connection with rendering legal advice regarding stock options.
249	9/11/2015	Mail	Jorge E. Alvarez <jorge.alvarez@readingrdi.com>	Goldblum, Martin T. <MGGoldblum@troygould.com>; Kane <elkane@san.rr.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Margaret Cotter <margaret.cotter@readingrdi.com>	A/C Priv	Communication with counsel in connection with rendering legal advice regarding stock option exercise.
250	9/11/2015	Mail	Kane <elkane@san.rr.com>	Alvarez Jorge <Jorge.Alvarez@readingrdi.com>; Martin T. Goldblum, <mgoldblum@troygould.com>	Cotter Ellen <ellen.cotter@readingrdi.com>; Cotter Margaret <margaret.cotter@readingrdi.com>	A/C Priv	Communication with counsel in connection with rendering of legal advice related to exercise of stock options.
251	9/12/2015	Mail	Kane <elkane@san.rr.com>	Jorge E. Alvarez <jorge.alvarez@readingrdi.com>	Cotter Ellen <ellen.cotter@readingrdi.com>	A/C Priv	Correspondence transmitting legal advice regarding stock options originating from Martin Goldblum.

**James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Edward Kane - May 24, 2016**

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
252	9/18/2015	Mail	Kane <ekane@san.rr.com>	Storey Tim <tim.storey@prolex.co.nz>; Adams Guy <GAdams@gwacap.com>	Cotter Ellen <ellen.cotter@readingrdi.com>; Tompkins Craig <Craig.Tompkins@readingrdi.com>	A/C Priv	Communication with counsel in connection with rendering of legal advice related to executive committee meeting.
253	9/17/2015	Mail	Ellen Cotter <Ellen.Cotter@readingrdi.com>	Kane (ekane@san.rr.com); Guy Adams (GAdams@gwacap.com); Margaret Cotter <margaret.cotter@readingrdi.com>		A/C Priv; Work Product	Communication reflecting legal advice from counsel related to supplemental policy
254	9/17/2015	Mail	Tim Storey <tim.storey@prolex.co.nz>	Kane <ekane@san.rr.com>; Adams Guy <GAdams@gwacap.com>	Cotter Ellen <ellen.cotter@readingrdi.com>; Tompkins Craig <Craig.Tompkins@readingrdi.com>	A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
255	9/17/2015	Mail	Guy Adams <GAdams@gwacap.com>	Kane <ekane@san.rr.com>; Tim Storey <tim.storey@prolex.co.nz>	Cotter Ellen <ellen.cotter@readingrdi.com>; Tompkins Craig <Craig.Tompkins@readingrdi.com>	A/C Priv	Communication with counsel in connection with rendering of legal advice regarding exercise of stock options.
256	9/17/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Kane <ekane@san.rr.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
257	9/17/2015	Mail	Tim Storey <tim.storey@prolex.co.nz>	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Kane (ekane@san.rr.com), Adams Guy <GAdams@gwacap.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>; Dev Ghose <Dev.Ghose@readingrdi.com>; Laura Batista <Laura.Batista@readingrdi.com>; Gould William <wgould@troygould.com>	A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
258	9/17/2015	Mail	Guy Adams <GAdams@gwacap.com>	Kane <ekane@san.rr.com>; Tim Storey <tim.storey@prolex.co.nz>	Cotter Ellen <ellen.cotter@readingrdi.com>; Tompkins Craig <Craig.Tompkins@readingrdi.com>	A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.

**James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Edward Kane - May 24, 2016**

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
259 9/17/2015	Mail	Tim Storey <tim.storey@prolex.co.nz>	Kane <elkane@san.rr.com>; Guy Adams (gadams@gwacap.com)	'William David Gould' <wgould@troygould.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
260 9/17/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Kane <elkane@san.rr.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>			A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
261 9/17/2015	Mail	Guy Adams <GAdams@gwacap.com>	Kane <elkane@san.rr.com>; Tim Storey <tim.storey@prolex.co.nz>	Cotter Ellen <ellen.cotter@readingrdi.com>; Tompkins Craig <Craig.Tompkins@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
262 9/17/2015	Mail	Margaret Cotter <margaret.cotter@readingrdi.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>	Kane (elkane@san.rr.com); Guy Adams (GAdams@gwacap.com)		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
263 9/17/2015	Mail	Tim Storey <tim.storey@prolex.co.nz>	Kane <elkane@san.rr.com>; Adams Guy <GAdams@gwacap.com>	Cotter Ellen <ellen.cotter@readingrdi.com>; Tompkins Craig <Craig.Tompkins@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
264 9/17/2015	Mail	Tim Storey <tim.storey@prolex.co.nz>	Kane <elkane@san.rr.com>; Adams Guy <GAdams@gwacap.com>	Cotter Ellen <ellen.cotter@readingrdi.com>; Tompkins Craig <Craig.Tompkins@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
265 9/17/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Kane (elkane@san.rr.com); Adams Guy <GAdams@gwacap.com>; Tim Storey <tim.storey@prolex.co.nz>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Dev Ghose <Dev.Ghose@readingrdi.com>; Laura Batista <Laura.Batista@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
266 9/17/2015	Attachment					A/C Priv; Work Product	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
267 9/17/2015	Attachment					A/C Priv; Work Product	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.

James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Edward Kane - May 24, 2016

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
268	9/17/2015	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Kane <ekane@san.rr.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>			A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
269	9/17/2015	Susan Villeda <susan.villeda@readingrdi.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Margaret Cotter <margaret.cotter@readingrdi.com>; James Cotter (jcotterprivate@gmail.com); Guy Adams <GAdams@gwacap.com>; 'Kane' <ekane@san.rr.com>; 'wgould@troygould.com'; 'McEachern, Doug (US - Retired)' <dmcEachern@deloitte.com>; 'Tim Storey' <tim.storey@prolex.co.nz>	Andrzej Matyczynski <Andrzej.Matyczynski@readingrdi.com>; Craig Tompkins <Craig.Tompkins@readingrdi.com>; Dev Ghose <Dev.Ghose@readingrdi.com>; William Ellis <William.Ellis@readingrdi.com>; Laura Batista <Laura.Batista@readingrdi.com>		A/C Priv; Work Product	Communication with counsel in connection with rendering legal advice regarding STOMP litigation
270	9/17/2015	Attachment				A/C Priv; Work Product	Communication reflecting legal advice from counsel related to STOMP litigation.
271	9/17/2015	Kane <ekane@san.rr.com>	Tim Storey <tim.storey@prolex.co.nz>; Adams Guy <GAdams@gwacap.com>	Cotter Ellen <ellen.cotter@readingrdi.com>; Tompkins Craig <Craig.Tompkins@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice related to exercise of stock options.
272	9/17/2015	Kane <ekane@san.rr.com>	Cotter Ellen <ellen.cotter@readingrdi.com>; Tompkins Craig <Craig.Tompkins@readingrdi.com>			A/C Priv	Communication with counsel in connection with rendering legal advice related to exercise of stock options.
273	9/17/2015	Kane <ekane@san.rr.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>			A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
274	9/17/2015	Kane <ekane@san.rr.com>	Storey Tim <tim.storey@prolex.co.nz>; Adams Guy <GAdams@gwacap.com>	Cotter Ellen <ellen.cotter@readingrdi.com>; Tompkins Craig <Craig.Tompkins@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.

James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Edward Kane - May 24, 2016

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
275	9/17/2015	Mail	Kane <ekane@san.rr.com>	Tompkins Craig <Craig.Tompkins@readingrdi.com>; Cotter Ellen <ellen.cotter@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
276	9/17/2015	Mail	Kane <ekane@san.rr.com>	Tim Storey <tim.storey@prolex.co.nz>; Adams Guy <GAdams@gwacap.com>	Cotter Ellen <ellen.cotter@readingrdi.com>; Tompkins Craig <Craig.Tompkins@readingrdi.com>	A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
277	9/17/2015	Mail	Kane <ekane@san.rr.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>; Adams Guy <GAdams@gwacap.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
278	9/17/2015	Mail	Kane <ekane@san.rr.com>	Tompkins Craig <Craig.Tompkins@readingrdi.com>; Cotter Ellen <ellen.cotter@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice relating to exercise of share options.
279	9/17/2015	Mail	Kane <ekane@san.rr.com>	Tim Storey <tim.storey@prolex.co.nz>; Adams Guy <GAdams@gwacap.com>	Cotter Ellen <ellen.cotter@readingrdi.com>; Tompkins Craig <Craig.Tompkins@readingrdi.com>	A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
280	9/18/2015	Mail	Tim Storey <tim.storey@prolex.co.nz>	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Kane (ekane@san.rr.com); Adams Guy <GAdams@gwacap.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>	A/C Priv; Work Product	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
281	9/18/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Tim Storey <tim.storey@prolex.co.nz>	Kane (ekane@san.rr.com); Adams Guy <GAdams@gwacap.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>; Dev Ghose <Dev.Ghose@readingrdi.com>; Laura Batista <Laura.Batista@readingrdi.com>; Gould William <wgould@troygould.com>	A/C Priv	Communication with counsel in connection with rendering legal advice related to exercise of stock options.
282	9/18/2015	Attachment				A/C Priv	Attachment to attorney-client privileged communication.

**James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Edward Kane - May 24, 2016**

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
283	9/18/2015	Mail	Tim Storey <tim.storey@prolex.co.nz>	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Kane (elkane@san.rr.com); Adams Guy <GAdams@gwacap.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>; Dev Ghose <Dev.Ghose@readingrdi.com>; Laura Batista <Laura.Batista@readingrdi.com>; Gould William <wgould@troygould.com>	A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
284	9/18/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Kane (elkane@san.rr.com)	Adams Guy <GAdams@gwacap.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>	A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
285	9/18/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Tim Storey <tim.storey@prolex.co.nz>	Kane (elkane@san.rr.com); Adams Guy <GAdams@gwacap.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>; Dev Ghose <Dev.Ghose@readingrdi.com>; Laura Batista <Laura.Batista@readingrdi.com>; Gould William <wgould@troygould.com>	A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
286	9/18/2015	Attachment				A/C Priv	Attachment to attorney-client privileged communication.
287	9/18/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Tim Storey <tim.storey@prolex.co.nz>	Kane (elkane@san.rr.com); Adams Guy <GAdams@gwacap.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>	A/C Priv	Communication with counsel in connection with rendering of legal advice related to trust and estate litigation and derivative litigation.
288	9/18/2015	Attachment				A/C Priv	Attachment to attorney-client privileged communication.
289	9/18/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Kane (elkane@san.rr.com)	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Laura Batista <Laura.Batista@readingrdi.com>	A/C Priv	Correspondence transmitting legal advice regarding compensation and stock options originating from Craig Tompkins

**James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Edward Kane - May 24, 2016**

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
280	9/18/2015	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Tim Storey <tim.storey@prolex.co.nz>	Kane (elkane@san.rr.com); Adams Guy <GAdams@gwacap.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>; Dev Ghose <Dev.Ghose@readingrdi.com>; Laura Batista <Laura.Batista@readingrdi.com>; Gould William <wgould@troygould.com>		A/C Priv	Communication with counsel in connection with rendering legal advice related to exercise of stock options.
281	9/18/2015	Guy Adams <GAdams@gwacap.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Ed Kane <elkane@san.rr.com>			A/C Priv	Communication with counsel in connection with rendering legal advice related to exercise of stock options.
282	9/18/2015	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Kane <elkane@san.rr.com>	Adams Guy <GAdams@gwacap.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
283	9/18/2015	Guy Adams <GAdams@gwacap.com>	Kane <elkane@san.rr.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>; Cotter Ellen <ellen.cotter@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
284	9/18/2015	Kane <elkane@san.rr.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Adams Guy <GAdams@gwacap.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
285	9/18/2015	Kane <elkane@san.rr.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Adams Guy <GAdams@gwacap.com>; Cotter Ellen <ellen.cotter@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
286	9/18/2015	Kane <elkane@san.rr.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Laura Batista <Laura.Batista@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options and compensation
287	9/18/2015	Kane <elkane@san.rr.com>	Tim Storey <tim.storey@prolex.co.nz>; Craig Tompkins <Craig.Tompkins@readingrdi.com>	Adams Guy <GAdams@gwacap.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>; Matyczynski Andrzej <Andrzej.matyczynski@readingrdi.co m>		A/C Priv	Communication with counsel in connection with rendering of legal advice related to trust and estate litigation and derivative litigation.

**James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Edward Kane - May 24, 2018**

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
298	9/19/2015	Mail	Tim Storey <tim.storey@prolex.co.nz>	Kane <ekane@san.rr.com>; Craig Tompkins <Craig.Tompkins@readingrdi.com>	Adams Guy <GAdams@gwacap.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>; Matczynski Andrzej <Andrzej.matczynski@readingrdi.co m>	A/C Priv	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
299	9/19/2015	Mail	William Ellis <William.Ellis@readingrdi.com>	Kane <ekane@san.rr.com>		A/C Priv	Communication reflecting legal advice related to interpleader and litigation.
300	9/19/2015	Mail	Kane <ekane@san.rr.com>	Tim Storey <tim.storey@prolex.co.nz>; Cotter Ellen <ellen.cotter@readingrdi.com>	Adams Guy <GAdams@gwacap.com>	A/C Priv	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
301	9/19/2015	Mail	Kane <ekane@san.rr.com>	William Ellis <William.Ellis@readingrdi.com>	Storey Tim <tim.storey@prolex.co.nz>	A/C Priv	Communication reflecting legal advice related to interpleader and litigation.
302	9/21/2015	Mail	Tim Storey <tim.storey@prolex.co.nz>	Kane <ekane@san.rr.com>	Adams Guy <GAdams@gwacap.com>; Cotter Ellen <ellen.cotter@readingrdi.com>; Tompkins Craig <Craig.Tompkins@readingrdi.com>	A/C Priv	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
303	9/21/2015	Mail	Ellen Cotter <Ellen.Cotter@readingrdi.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>; Kane <ekane@san.rr.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
304	9/21/2015	Mail	Tim Storey <tim.storey@prolex.co.nz>	Kane <ekane@san.rr.com>	Adams Guy <GAdams@gwacap.com>; Cotter Ellen <ellen.cotter@readingrdi.com>; Tompkins Craig <Craig.Tompkins@readingrdi.com>	A/C Priv	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
305	9/21/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Tim Storey <tim.storey@prolex.co.nz>; Kane <ekane@san.rr.com>	Adams Guy <GAdams@gwacap.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>	A/C Priv	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.

**James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Edward Kane - May 24, 2016**

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
306	9/22/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Kane (elkane@san.rr.com)		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
307	9/22/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Dev Ghose <Dev.Ghose@readingrdi.com>; William Ellis <William.Ellis@readingrdi.com>	Kane (elkane@san.rr.com); Adams Guy <GAdams@gwacap.com>; Tim Storey <tim.storey@prolex.co.nz>; Susan Villeda <susan.villeda@readingrdi.com>	A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
308	9/22/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Dev Ghose <Dev.Ghose@readingrdi.com>; William Ellis <William.Ellis@readingrdi.com>	Kane (elkane@san.rr.com); Adams Guy <GAdams@gwacap.com>; Tim Storey <tim.storey@prolex.co.nz>; Susan Villeda <susan.villeda@readingrdi.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>	A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
309	9/22/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Dev Ghose <Dev.Ghose@readingrdi.com>; William Ellis <William.Ellis@readingrdi.com>	Kane (elkane@san.rr.com); Adams Guy <GAdams@gwacap.com>; Tim Storey <tim.storey@prolex.co.nz>; Susan Villeda <susan.villeda@readingrdi.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>	A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
310	9/22/2015	Mail	Kane <elkane@san.rr.com>	McEachern Doug (US - Retired) <dmeeachern@deloitte.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
311	9/23/2015	Mail	Erin Shull <Erin.Shull@readingrdi.com>	elkane@san.rr.com		A/C Priv	Communication with counsel in connection with rendering legal advice related to director and officer questionnaire.
312	9/23/2015	Attachment				A/C Priv	Attachment to attorney-client privileged communication.
313	9/23/2015	Mail	William Ellis <William.Ellis@readingrdi.com>	Kane <elkane@san.rr.com>; Erin Shull <Erin.Shull@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice related to director and officer questionnaire.

**James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Edward Kane - May 24, 2016**

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
314 9/23/2015	Mail	Kane <ekane@san.rr.com>	William Ellis <William.Ellis@readingrdi.com>			A/C Priv	Communication with counsel in connection with rendering legal advice related to director and officer questionnaire.
315 9/23/2015	Mail	Kane <ekane@san.rr.com>	Erin Shull <Erin.Shull@readingrdi.com>; Ellis William <William.Ellis@readingrdi.com>			A/C Priv	Communication with counsel in connection with rendering legal advice related to director and officer questionnaire.
316 9/23/2015	Mail	Kane <ekane@san.rr.com>	William Ellis <William.Ellis@readingrdi.com>			A/C Priv	Communication with counsel in connection with rendering legal advice related to director and officer questionnaire.
317 9/24/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Kane <ekane@san.rr.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice related to board action
318 9/24/2015	Mail	Kane <ekane@san.rr.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>			A/C Priv	Communication with counsel in connection with rendering legal advice related to exercise of stock options.
319 9/24/2015	Mail	Kane <ekane@san.rr.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>			A/C Priv	Communication to counsel in order to obtain legal advice regarding RDI officer termination and confidential meeting minutes
320 9/24/2015	Mail	Kane <ekane@san.rr.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>			A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
321 9/24/2015	Mail	Kane <ekane@san.rr.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>			A/C Priv	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
322 9/28/2015	Mail	Ellen Cotter <Ellen.Cotter@readingrdi.com>	Kane <ekane@san.rr.com>; Guy Adams <GAdams@gwacap.com>; Doug McEachern (US - Retired) <dmcachern@delcitteretired.com>; Margaret Cotter <margaret.cotter@readingrdi.com>			A/C Priv; Work Product	Communication transmitting legal advice regarding derivative litigation originating from Lance Coburn.
323 9/28/2015	Attachment					A/C Priv	Attachment to attorney-client privileged communication.

EXHIBIT 3

James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Guy Adams - May 24, 2016

Date	Document Type	From	To	BCC	Privilege Type	Description
190 5/15/2015	Mail	Guy Adams	'Levien, Lawrence' <llevien@AKINGUMP.COM>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
191 5/15/2015	Mail	Guy Adams	Larry Levien <LLevien@akingump.com>		A/C Priv	Communication to counsel in order to obtain legal advice regarding RDI officer termination
192 5/15/2015	Attachment				Work Product	Attachment to attorney-client privileged communication.
193 5/15/2015	Mail	Guy Adams	'McLaughlin, Gary' <gmclaughlin@AkinGump.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding RDI bylaws
194 5/18/2015	Mail	Guy Adams	Reddick, C.N. Franklin III <fredrick@AkinGump.com>		A/C Priv	Communication to counsel in order to obtain legal advice regarding RDI officer termination
195 5/18/2015	Attachment				A/C Priv	Attachment to attorney-client privileged communication.
196 5/18/2015	Mail	Guy Adams	'Levien, Lawrence' <llevien@AKINGUMP.COM>		A/C Priv	Communication to counsel in order to obtain legal advice regarding RDI officer termination
197 5/18/2015	Attachment				A/C Priv	Attachment to attorney-client privileged communication.
198 5/18/2015	Mail	Guy Adams	Kane <ekane@san.rr.com>		A/C Priv	Communication to counsel in order to obtain legal advice regarding RDI officer termination
199 5/19/2015	Mail	Guy Adams	Frank Reddick (fredrick@AkinGump.com)		A/C Priv	Communication with counsel in connection with rendering legal advice regarding Exec committee charter
200 5/19/2015	Attachment				A/C Priv; Work Product	Attachment to attorney-client privileged communication.
201 5/20/2015	Mail	Guy Adams	Reddick, C.N. Franklin III <fredrick@AkinGump.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding Board meetings
202 5/21/2015	Mail	Guy Adams	Reddick, C.N. Franklin III <fredrick@AkinGump.com>; Larry Levien <LLevien@akingump.com>; Gary McLaughlin <Gmclaughlin@akingump.com>		A/C Priv; Work Product	Communication with counsel in connection with rendering of legal advice related to potential derivative litigation.

James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Guy Adams - May 24, 2016

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
203	5/21/2015	Attachment				A/C Priv	Attachment to attorney-client privileged communication.
204	5/21/2015	Attachment				A/C Priv	Attachment to attorney-client privileged communication.
205	5/27/2015	Mail	Guy Adams	Reddick, C.N. Franklin III <freddick@AkinGump.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
206	5/27/2015	Attachment				A/C Priv	Attachment to attorney-client privileged communication.
207	5/28/2015	Mail	Guy Adams	Reddick, C.N. Franklin III <freddick@AkinGump.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
208	5/28/2015	Mail	Guy Adams	Chris Tayback (Chris.Tayback@quinnemanuel.com)		A/C Priv; Work Product	Communication with counsel in connection with obtaining legal advice related to potential derivative litigation.
209	5/28/2015	Mail	Guy Adams	'William Ellis' <William.Ellis@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding director and officer policy.
210	5/28/2015	Mail	Guy Adams	Chris Tayback (Chris.Tayback@quinnemanuel.com)		A/C Priv; Work Product	Communication with counsel in connection with obtaining legal advice related to potential derivative litigation.
211	5/28/2015	Attachment				A/C Priv	Attachment to attorney-client privileged communication.
212	5/28/2015	Attachment				A/C Priv	Attachment to attorney-client privileged communication.
213	5/29/2015	Mail	Guy Adams	Chris Tayback (Chris.Tayback@quinnemanuel.com)		A/C Priv; Work Product	Communication with counsel in connection with obtaining legal advice related to potential derivative litigation.
214	5/29/2015	Attachment				A/C Priv	Attachment to attorney-client privileged communication.
215	6/1/2015	Mail	Guy Adams	'Christopher Tayback' <christayback@quinnemanuel.com>		A/C Priv; Work Product	Communication with counsel in connection with rendering of legal advice related to potential derivative litigation.

**James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Guy Adams - May 24, 2016**

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
216	6/4/2015	Mail	Guy Adams	'Christopher Tayback' <christayback@quinnemanuel.com>		A/C Priv; Work Product	Communication with counsel in connection with rendering of legal advice related to potential derivative litigation.
217	6/10/2015	Mail	Guy Adams	'Christopher Tayback' <christayback@quinnemanuel.com>		A/C Priv; Work Product	Communication with counsel in connection with rendering of legal advice related to potential derivative litigation.
218	6/12/2015	Mail	Guy Adams	William Ellis <William.Ellis@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering of legal advice related to exercise of stock options.
219	6/12/2015	Attachment				A/C Priv	Attachment to attorney-client privileged communication.
220	6/12/2015	Mail	Guy Adams	William Ellis <William.Ellis@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
221	6/16/2015	Mail	Guy Adams	'nelle1438@gmail.com'		A/C Priv	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
222	7/3/2015	Mail	Guy Adams	'Kane' <elkane@san.rr.com>		A/C Priv	Communication reflecting legal advice from Frank Reddick related to termination.
223	7/3/2015	Mail	Guy Adams	Kane <elkane@san.rr.com>		A/C Priv	Communication to counsel in order to obtain legal advice regarding RDI officer termination.
224	7/21/2015	Mail	Guy Adams	Reddick, C.N. Franklin III <freddick@AkinGump.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
225	7/21/2015	Mail	Guy Adams	Reddick, C.N. Franklin III <freddick@AkinGump.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
226	7/27/2015	Mail	Guy Adams	'Reddick, C.N. Franklin III' <freddick@AkinGump.com>	Larry Levien <LLevien@akingump.com>	A/C Priv; Work Product	Communication with counsel in connection with rendering of legal advice related to board minutes.

James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Guy Adams - May 24, 2016

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
227	7/30/2015	Guy Adams	Kane <elkane@san.rr.com>; Tim Storey <tim.storey@prolex.co.nz>; William Ellis <William.Ellis@readingrdi.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
228	8/5/2015	Guy Adams	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Margaret Cotter <margaret.cotter@readingrdi.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>; William Ellis <William.Ellis@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering of legal advice related to derivative litigation.
229	8/12/2015	Guy Adams	'Kane' <elkane@san.rr.com>; Craig Tompkins <Craig.Tompkins@readingrdi.com>; Tim Storey <tim.storey@prolex.co.nz>			A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
230	8/12/2015	Margaret Cotter <margaret.cotter@readingrdi.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>	Kane (elkane@san.rr.com); Guy Adams <GAdams@gwacap.com>; Craig Tompkins <Craig.Tompkins@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding Committee meeting
231	8/18/2015	Guy Adams	Craig Tompkins <Craig.Tompkins@readingrdi.com>; Susan Villeda (susan.villeda@readingrdi.com)	William Ellis <William.Ellis@readingrdi.com>; Kane <elkane@san.rr.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
232	8/18/2015	Attachment				A/C Priv	Attachment to attorney-client privileged communication.
233	8/26/2015	Guy Adams	Kane <elkane@san.rr.com>; Storey <tim.storey@prolex.co.nz>	Tompkins Craig <Craig.Tompkins@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
234	8/28/2015	Guy Adams	Craig Tompkins <Craig.Tompkins@readingrdi.com>			A/C Priv	Communication with counsel in connection with rendering legal advice regarding Shadow view
235	8/28/2015	Guy Adams	Craig Tompkins <Craig.Tompkins@readingrdi.com>			A/C Priv	Communication with counsel in connection with rendering legal advice regarding Shadow view

**James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Guy Adams - May 24, 2016**

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
236 8/30/2015	Mail	Dev Ghose <Dev.Ghose@readingrdi.com>	Andrzej Matyczynski <Andrzej.Matyczynski@readingrdi.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>; William Ellis <William.Ellis@readingrdi.com>; Guy Adams <GAdams@gwacap.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding Shadow view
237 9/9/2015	Mail	Kane <elkane@san.rr.com>	Andrzej Matyczynski <Andrzej.Matyczynski@readingrdi.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>; Dev Ghose <Dev.Ghose@readingrdi.com>; William Ellis <William.Ellis@readingrdi.com>; Kenneth Tucker <Kenneth.Tucker@readingrdi.com>; Guy Adams <GAdams@gwacap.com>; Storey Tim <tim.storey@prolex.co.nz>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
238 9/9/2015	Mail	Kane <elkane@san.rr.com>	Guy Adams <GAdams@gwacap.com>; Storey Tim <tim.storey@prolex.co.nz>	Cotter Ellen <ellen.cotter@readingrdi.com>; Cotter Margaret <margaret.cotter@readingrdi.com>; Gould Bill <wgould@troygould.com>; McEachern Doug (US - Retired) <dmceachern@deloitte.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
239 9/9/2015	Mail	Kane <elkane@san.rr.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Guy Adams <GAdams@gwacap.com>; Cotter Ellen <ellen.cotter@readingrdi.com>; Cotter Margaret <margaret.cotter@readingrdi.com>; Gould Bill <wgould@troygould.com>; McEachern Doug (US - Retired) <dmceachern@deloitte.com>; Storey Tim <tim.storey@prolex.co.nz>; Ellis William <William.Ellis@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.

**James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Guy Adams - May 24, 2016**

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
240 9/9/2015	Mail	Kane <elkane@san.rr.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>; McEachern Doug (US - Retired) <dmcEachern@deloitte.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Guy Adams <GAdams@gwacap.com>; Storey Tim <tim.storey@prolex.co.nz>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
241 9/9/2015	Mail	Kane <elkane@san.rr.com>	Guy Adams <GAdams@gwacap.com>; Storey Tim <tim.storey@prolex.co.nz>			A/C Priv; Redacted	Communication with counsel in connection with rendering of legal advice related to stock options.
242 9/9/2015	Mail	Kane <elkane@san.rr.com>	Guy Adams <GAdams@gwacap.com>; Storey Tim <tim.storey@prolex.co.nz>			A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
243 9/17/2015	Mail	Tim Storey <tim.storey@prolex.co.nz>	Ellen Cotter (Ellen.Cotter@readingrdi.com)	Margaret Cotter <margaret.cotter@readingrdi.com>; James Cotter (private) <jcottonprivate@gmail.com>; Kane <elkane@san.rr.com>; William David Gould <wgould@troygould.com>; 'McEachern, Doug (US - Retired) (dmcEachern@deloitte.com)'; Guy Adams <GAdams@gwacap.com>; Dev Ghose (Dev.Ghose@readingrdi.com); Andrzej Matyczynski <Andrzej.Matyczynski@readingrdi.co m>; William Ellis <William.Ellis@readingrdi.com>; Craig Tompkins <Craig.Tompkins@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering of legal advice related to potential acquisition.

**James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Guy Adams - May 24, 2016**

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
244	9/17/2015	Susan Villeda <susan.villeda@readingrdi.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Margaret Cotter <margaret.cotter@readingrdi.com>; James Cotter (jcotterprivate@gmail.com); Guy Adams <GAdams@gwacap.com>; 'Kane' <elkane@san.rr.com>; 'w Gould@troygould.com'; 'McEachern, Doug (US - Retired) <dmcEachern@deloitte.com>; Tim Storey' <tim.storey@prolex.co.nz>	Andrzej Matyczynski <Andrzej.Matyczynski@readingrdi.co m>; Craig Tompkins <Craig.Tompkins@readingrdi.com>; Dev Ghose <Dev.Ghose@readingrdi.com>; William Ellis <William.Ellis@readingrdi.com>; Laura Batista <Laura.Batista@readingrdi.com>		A/C Priv; Work Product	Communication transmitting legal advice related to STOMP litigation originating from Carey Ramos.
245	9/17/2015	Attachment				A/C Priv; Work Product	Attachment to attorney-client privileged communication.
246	9/17/2015	Tim Storey <tim.storey@prolex.co.nz>	Kane <elkane@san.rr.com>; Guy Adams <GAdams@gwacap.com>	Cotter Ellen <ellen.cotter@readingrdi.com>; Tompkins Craig <Craig.Tompkins@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
247	9/17/2015	Tim Storey <tim.storey@prolex.co.nz>	Kane <elkane@san.rr.com>; Guy Adams <GAdams@gwacap.com>	Cotter Ellen <ellen.cotter@readingrdi.com>; Tompkins Craig <Craig.Tompkins@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
248	9/17/2015	Tim Storey <tim.storey@prolex.co.nz>	Kane <elkane@san.rr.com>; Guy Adams <GAdams@gwacap.com>	Cotter Ellen <ellen.cotter@readingrdi.com>; Tompkins Craig <Craig.Tompkins@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.

**James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Guy Adams - May 24, 2018**

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
249 9/17/2015	Mail	Tim Storey <tim.storey@prolex.co.nz>	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Kane (elkane@san.rr.com); Guy Adams <GAdams@gwacap.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>; Dev Ghose <Dev.Ghose@readingrdi.com>; Laura Batista <Laura.Batista@readingrdi.com>; Gould William <wgould@troygould.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
250 9/17/2015	Mail	Margaret Cotter <margaret.cotter@readingrdi.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>	Kane (elkane@san.rr.com); Guy Adams <GAdams@gwacap.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
251 9/17/2015	Mail	Kane <elkane@san.rr.com>	Tim Storey <tim.storey@prolex.co.nz>; Guy Adams <GAdams@gwacap.com>	Cotter Ellen <ellen.cotter@readingrdi.com>; Tompkins Craig <Craig.Tompkins@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
252 9/17/2015	Mail	Kane <elkane@san.rr.com>	Tim Storey <tim.storey@prolex.co.nz>; Guy Adams <GAdams@gwacap.com>	Cotter Ellen <ellen.cotter@readingrdi.com>; Tompkins Craig <Craig.Tompkins@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
253 9/17/2015	Mail	Guy Adams	'Kane' <elkane@san.rr.com>; Tim Storey <tim.storey@prolex.co.nz>	Cotter Ellen <ellen.cotter@readingrdi.com>; Tompkins Craig <Craig.Tompkins@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
254 9/17/2015	Mail	Guy Adams	'Kane' <elkane@san.rr.com>; Tim Storey <tim.storey@prolex.co.nz>	Cotter Ellen <ellen.cotter@readingrdi.com>; Tompkins Craig <Craig.Tompkins@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
255 9/17/2015	Mail	Ellen Cotter <Ellen.Cotter@readingrdi.com>	Kane (elkane@san.rr.com); Guy Adams <GAdams@gwacap.com>; Margaret Cotter <margaret.cotter@readingrdi.com>			A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.

**James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Guy Adams - May 24, 2016**

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
256 9/17/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Kane (elkane@san.rr.com); Guy Adams <GAdams@gwacap.com>; Tim Storey <tim.storey@prolex.co.nz>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Dev Ghose <Dev.Ghose@readingrdi.com>; Laura Batista <Laura.Batista@readingrdi.com>		A/C Priv; Work Product	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
257 9/17/2015	Attachment					A/C Priv; Work Product	Attachment to attorney-client privileged communication.
258 9/17/2015	Attachment					A/C Priv; Work Product	Attachment to attorney-client privileged communication.
259 9/18/2015	Mail	Tim Storey <tim.storey@prolex.co.nz>	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Kane (elkane@san.rr.com); Guy Adams <GAdams@gwacap.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
260 9/18/2015	Mail	Kane <elkane@san.rr.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Guy Adams <GAdams@gwacap.com>; Cotter Ellen <ellen.cotter@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
261 9/18/2015	Mail	Kane <elkane@san.rr.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Guy Adams <GAdams@gwacap.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
262 9/18/2015	Mail	Guy Adams	Kane <elkane@san.rr.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>; Cotter Ellen <ellen.cotter@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
263 9/18/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Tim Storey <tim.storey@prolex.co.nz>	Kane (elkane@san.rr.com); Guy Adams <GAdams@gwacap.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>; Dev Ghose <Dev.Ghose@readingrdi.com>; Laura Batista <Laura.Batista@readingrdi.com>; Gould William <wgould@troygould.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
264 9/18/2015	Attachment					Work Product	Attachment to attorney-client privileged communication.

James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Guy Adams - May 24, 2016

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
265 9/18/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Tim Storey <tim.storey@prolex.co.nz>	Kane (elkane@san.rr.com); Guy Adams <GAdams@gwacap.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>		A/C Priv; Work Product	Communication with counsel in connection with rendering of legal advice related to trust and estate litigation and derivative litigation.
266 9/18/2015	Attachment					A/C Priv	Attachment to attorney-client privileged communication.
267 9/18/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Kane <elkane@san.rr.com>	Guy Adams <GAdams@gwacap.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
268 9/18/2015	Document					Work Product	Document prepared for purposes of obtaining legal advice related to derivative litigation.
269 9/19/2015	Mail	Tim Storey <tim.storey@prolex.co.nz>	Kane <elkane@san.rr.com>; Craig Tompkins <Craig.Tompkins@readingrdi.com>	Guy Adams <GAdams@gwacap.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>; Matczynski Andrzej <Andrzej.matczynski@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
270 9/19/2015	Mail	Kane <elkane@san.rr.com>	Tim Storey <tim.storey@prolex.co.nz>	Guy Adams <GAdams@gwacap.com>; Cotter Ellen <ellen.cotter@readingrdi.com>; Tompkins Craig <Craig.Tompkins@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
271 9/22/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Dev Ghose <Dev.Ghose@readingrdi.com>; William Ellis <William.Ellis@readingrdi.com>	Kane (elkane@san.rr.com); Guy Adams <GAdams@gwacap.com>; Tim Storey <tim.storey@prolex.co.nz>; Susan Villeda <susan.villeda@readingrdi.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.

**James Cotter, Jr. v. Margaret Cotter, et al., A-16-719860-B
Privilege Log for Guy Adams - May 24, 2016**

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
272 9/22/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Dev Ghose <Dev.Ghose@readingrdi.com>; William Ellis <William.Ellis@readingrdi.com>	Kane (elkane@san.rr.com); Guy Adams <GAdams@gwacap.com>; Tim Storey <tim.storey@prolex.co.nz>; Susan Villeda <susan.villeda@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
273 9/22/2015	Mail	Ellen Cotter <Ellen.Cotter@readingrdi.com>	Guy Adams <GAdams@gwacap.com>			A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
274 9/22/2015	Mail	Ellen Cotter <Ellen.Cotter@readingrdi.com>	Guy Adams <GAdams@gwacap.com>			A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
275 9/28/2015	Mail	Susan Villeda <susan.villeda@readingrdi.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Margaret Cotter <margaret.cotter@readingrdi.com>; James Cotter (jcotterprivate@gmail.com); Guy Adams <GAdams@gwacap.com>; 'Kane' <elkane@san.rr.com>; 'wgould@troygould.com'; 'McEachern, Doug (US - Retired) <dmcEachern@deloitte.com>; 'Tim Storey' <tim.storey@prolex.co.nz>	Andrzej Matyczynski <Andrzej.Matyczynski@readingrdi.co m>; Craig Tompkins <Craig.Tompkins@readingrdi.com>; Dev Ghose <Dev.Ghose@readingrdi.com>; William Ellis <William.Ellis@readingrdi.com>; Robert Smerling <Robert.smerling@readingrdi.com>; Linda Hogarty <linda.hogarty@readingrdi.com>; Laura Batista <Laura.Batista@readingrdi.com>		Not Privileged	N/A
276 9/28/2015	Attachment					A/C Priv; Redacted	Document reflecting legal advice, including from William Ellis, related to potential acquisition.

James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Guy Adams - October 14, 2015

Date	Document Type	Exemption Code	Exemption Basis	Production Number	Production Description
8/17/2015	Mail	GA000006056	GA000006058	Tim Storey <tim.storey@prolex.co.nz>; Kane <elkane@san.rr.com>; Guy Adams <GAdams@gwacap.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; >; William Ellis* <William.Ellis@readingrdi.com>; >; Dev Ghose <Dev.Ghose@readingrdi.com>
8/17/2015	Mail			Guy Adams <GAdams@gwacap.com>	
8/17/2015	Mail			Ellen Cotter <Ellen.Cotter@readingrdi.com>; >; Margaret Cotter <margaret.cotter@readingrdi.com>; >; Guy Adams <GAdams@gwacap.com>; dmcachem@deloitte.com; elkane@san.rr.com; wdgould@troygould.com; tim.storey@prolex.co.nz; jcotterprivate@gmail.com	William Ellis* <William.Ellis@readingrdi.com>; >; Craig Tompkins* <Craig.Tompkins@readingrdi.com>
8/17/2015	Attachment				
8/18/2015	Mail	GA000006022	GA000006024	Guy Adams <Guy.Adams@readingrdi.com>; Susan Villeda (susan.villeda@readingrdi.com)	William Ellis* <William.Ellis@readingrdi.com>; >; Kane <elkane@san.rr.com>
8/19/2015	Attachment	GA000006025	GA000006025		
8/19/2015	Mail	GA000006059	GA000006061	Guy Adams <GAdams@gwacap.com>; Susan Villeda <susan.villeda@readingrdi.com>	William Ellis* <William.Ellis@readingrdi.com>; >; Kane <elkane@san.rr.com>

James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Guy Adams - October 14, 2015

Date	Document Type	Beginning Bates Number	Ending Bates Number	CC	BCC	Privilege Type	Description
688	Attachment					A/C Priv	Communication containing confidential information regarding attorney client communications and draft meeting minutes.
689	Attachment					A/C Priv	Communication containing confidential information regarding attorney client communications and draft meeting minutes.
690	Mail	8/28/2015				A/C Priv	Communication reflecting legal advice from counsel regarding RDI stock option exercise and RDI derivative litigation.
691	Mail	8/28/2015				A/C Priv	Communication reflecting legal advice from counsel regarding RDI stock option exercise and RDI derivative litigation.
692	Mail	8/29/2015				A/C Priv	Communication to counsel for purposes of obtaining legal advice regarding the exercise of RDI stock options.
693	Mail	8/30/2015				A/C Priv	Communication reflecting correspondence with RDI counsel for purposes of conveying legal advice regarding Cotter stock option exercise.
694	Mail	8/30/2015				A/C Priv	Communication reflecting correspondence with RDI counsel for purposes of conveying confidential information about derivative litigation strategy.

* Indicates counsel

James Cotter, Jr. v. Margaret Cotter, et al., A-15-719880-B
Privilege Log for Guy Adams - October 14, 2015

Date	Exemption Type	Beginning Date	Ending Date	To	CC	BCC	Package Type	Description
695	8/30/2015	Mail		Craig Tompkins* <Craig.Tompkins@readingrdi.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>	Kane (elkane@san.rr.com); Guy Adams <GAdams@gwacap.com>	A/C Priv	Communication reflecting correspondence with RDI counsel for purposes of conveying confidential information about derivative litigation strategy.
696		Attachment					Work Product	Document prepared by RDI counsel regarding derivative litigation strategy and stock options of RDI.
697	8/30/2015	Mail		Kane (elkane@san.rr.com)	Craig Tompkins* <Craig.Tompkins@readingrdi.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Guy Adams <GAdams@gwacap.com>	A/C Priv	Communication reflecting legal advice from outside counsel regarding the exercise of RDI stock options and estate litigation between Cotters.
698	8/30/2015	Mail		Kane (elkane@san.rr.com)	Craig Tompkins* <Craig.Tompkins@readingrdi.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Guy Adams <GAdams@gwacap.com>	A/C Priv	Communication reflecting legal advice from outside counsel regarding the exercise of RDI stock options and estate litigation between Cotters.
699	8/30/2015	Mail		Craig Tompkins* <Craig.Tompkins@readingrdi.com>	Kane (elkane@san.rr.com)	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Guy Adams <GAdams@gwacap.com>	A/C Priv	Communication from RDI counsel for purposes of providing legal advice regarding RDI stock option exercise and corporate fiduciary duties.
700	8/30/2015	Mail		Craig Tompkins* <Craig.Tompkins@readingrdi.com>	Kane (elkane@san.rr.com)	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Guy Adams <GAdams@gwacap.com>	A/C Priv	Communication from RDI counsel for purposes of providing legal advice regarding RDI stock option exercise and corporate fiduciary duties.
701	8/30/2015	Mail		Craig Tompkins* <Craig.Tompkins@readingrdi.com>	Kane (elkane@san.rr.com)	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Guy Adams <GAdams@gwacap.com>	A/C Priv	Communication from RDI counsel for purposes of providing legal advice regarding RDI stock option exercise and corporate fiduciary duties.
702	8/30/2015	Mail		Ellen Cotter <Ellen.Cotter@readingrdi.com>	Kane (elkane@san.rr.com); Guy Adams <GAdams@gwacap.com>; Margaret Cotter <margaret.cotter@readingrdi.com>	Craig Tompkins* <Craig.Tompkins@readingrdi.com>	A/C Priv	Communication reflecting legal advice and services from RDI counsel regarding RDI confidential meeting minutes and derivative litigation.
703		Attachment					A/C Priv	Document reflecting legal advice regarding derivative litigation involving RDI.
704		Attachment					A/C Priv	Document reflecting legal advice regarding derivative litigation involving RDI.

* indicates counsel

James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Guy Adams - October 14, 2015

Date	Document Type	Beginning Date	Ending Date	From	To	CC	EC	Privilege Type	Description
705	8/31/2015	Mail			Kane <ekane@san.rr.com>	Craig Tompkins* <Craig.Tompkins@readingrdi.com>	Cotter Ellen <ellen.cotter@readingrdi.com>	A/C Priv	Communication reflecting legal advice from outside counsel regarding the exercise of RDI stock options and estate litigation between Cotter.
706	8/31/2015	Mail			Kane <ekane@san.rr.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Guy Adams <GAdams@gwacap.com>; Margaret Cotter <margaret.cotter@readingrdi.com>	Craig Tompkins* <Craig.Tompkins@readingrdi.com>	A/C Priv	Communication from RDI counsel containing confidential RDI information regarding derivative litigation.
707	8/31/2015	Mail			Kane <ekane@san.rr.com>	Guy Adams <GAdams@gwacap.com>		A/C Priv	Communication reflecting legal advice from outside counsel regarding the exercise of RDI stock options and estate litigation between Cotter.
708	8/31/2015	Mail			Margaret Cotter <margaret.cotter@readingrdi.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Ed Kane <ekane@san.rr.com>; Guy Adams <GAdams@gwacap.com>	Craig Tompkins* <Craig.Tompkins@readingrdi.com>	A/C Priv	Communication reflecting legal advice regarding derivative litigation and draft meeting minutes.
709	8/31/2015	Mail			Guy Adams	Ellen Cotter <Ellen.Cotter@readingrdi.com>	Kane (ekane@san.rr.com); Margaret Cotter <margaret.cotter@readingrdi.com>; Craig Tompkins* <Craig.Tompkins@readingrdi.com>	A/C Priv	Communication reflecting legal advice from RDI counsel regarding derivative litigation and confidential meeting minutes.
710	8/31/2015	Mail			Ellen Cotter <Ellen.Cotter@readingrdi.com>	Guy Adams <GAdams@gwacap.com>	Kane (ekane@san.rr.com); Margaret Cotter <margaret.cotter@readingrdi.com>; Craig Tompkins* <Craig.Tompkins@readingrdi.com>	A/C Priv	Communication reflecting legal advice and services from RDI counsel regarding RDI confidential meeting minutes and derivative litigation.
711	8/31/2015	Mail			Ellen Cotter <Ellen.Cotter@readingrdi.com>	Kane <ekane@san.rr.com>; Guy Adams <GAdams@gwacap.com>; Margaret Cotter <margaret.cotter@readingrdi.com>	Craig Tompkins* <Craig.Tompkins@readingrdi.com>	A/C Priv	Communication reflecting legal advice and services from RDI counsel regarding RDI confidential meeting minutes and derivative litigation.

* indicates counsel

James Cotter, Jr. v. Margaret Cotter, et al., A-15-719880-B
Privilege Log for Guy Adams - October 14, 2015

Date	Document Type	Beginning Bates Number	Ending Bates Number	To	CC	BCC	Privilege Type	Description
712	8/31/2015	Mail		Craig Tompkins* <Craig.Tompkins@readingrdi.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Margaret Cotter <margaret.cotter@readingrdi.com>; James J. Cotter <jcotterprivate@gmail.com>; Kane (elkane@san.rr.com); Guy Adams <GAdams@gwacap.com>; Tim Storey <tim.storey@prolex.co.nz>; William Ellis <William.Ellis@readingrdi.com>; wpgould@troygould.com; dmceachern@deloitte.com	Laura Ballata <Laura.Ballata@readingrdi.com>	A/C Priv	Communication from counsel for purposes of providing legal advice regarding RDI board meetings and derivative litigation.
713		Attachment					A/C Priv	Communication from counsel for purposes of providing legal advice regarding RDI board meetings and derivative litigation.
714		Attachment					A/C Priv	Communication from counsel for purposes of providing legal advice regarding RDI board meetings and derivative litigation.
715	9/1/2015	Mail		Kane <elkane@san.rr.com>	Cotter Ellen <ellen.cotter@readingrdi.com>	Tompkins Craig* <Craig.Tompkins@readingrdi.com>; Guy Adams <GAdams@gwacap.com>	A/C Priv	Communication reflecting correspondence with outside RDI counsel for the purposes of obtaining legal advice regarding the exercise of RDI stock options and derivative litigation
716	9/1/2015	Mail		Kane <elkane@san.rr.com>	Craig Tompkins* <Craig.Tompkins@readingrdi.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Guy Adams <GAdams@gwacap.com>	A/C Priv	Communication reflecting correspondence with outside RDI counsel for the purposes of obtaining legal advice regarding the exercise of RDI stock options and derivative litigation
717	9/1/2015	Mail		Kane <elkane@san.rr.com>	Craig Tompkins* <Craig.Tompkins@readingrdi.com>	Guy Adams <GAdams@gwacap.com>; Cotter Ellen <ellen.cotter@readingrdi.com>	A/C Priv	Communication reflecting correspondence with outside RDI counsel for the purposes of obtaining legal advice regarding the exercise of RDI stock options and derivative litigation

* Indicates counsel

James Cotter, Jr. v. Margaret Cotter, et al., A-16-71980-B
Privilege Log for Guy Adams - October 14, 2015

Date	Document Type	Exempting Exemption Code	Exempting Exemption Code	To	CC	BU	Privilege Type	Description
718	9/1/2015	Mail			Craig Tompkins* <Craig.Tompkins@readingrdl.com>	Kane <ekane@san.rr.com>	Elen Cotter <Elen.Cotter@readingrdl.com> > Guy Adams <GAdams@gwacap.com>	A/C Priv Communication with counsel in connection with rendering legal advice regarding stock option exercise.
719		Attachment						A/C Priv Attachment to attorney-client privileged communication with counsel regarding stock option exercise.
720	9/1/2015	Mail			William Ellis* <William.Ellis@readingrdl.com>	Guy Adams <GAdams@gwacap.com>		A/C Priv Communication from RDI counsel reflecting legal advice regarding derivative litigation.
721	9/1/2015	Mail			William Ellis* <William.Ellis@readingrdl.com>	Guy Adams <GAdams@gwacap.com>		A/C Priv Communication from RDI counsel regarding derivative litigation strategy.
722	9/1/2015	Mail			William Ellis* <William.Ellis@readingrdl.com>	Guy Adams <GAdams@gwacap.com>		A/C Priv Communication from RDI counsel regarding derivative litigation strategy.
723	9/1/2015	Mail			Guy Adams	William Ellis* <William.Ellis@readingrdl.com>		A/C Priv Communication to RDI counsel reflecting legal services and advice provided by counsel regarding RDI derivative litigation.
724	9/1/2015	Mail			Guy Adams	William Ellis* <William.Ellis@readingrdl.com>		A/C Priv Communication with counsel in connection with rendering legal advice regarding discovery.

* indicates counsel

EXHIBIT 4

James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Ellen Cotter - May 24, 2016

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
618 4/17/2015	Document					A/C Priv	Document reflecting legal advice from Dale Short related to proxy statement.
619 4/17/2015	Document					A/C Priv	Document prepared by Kenneth Tucker at the direction of counsel related to written consent.
620 4/17/2015	Document					Work Product	Document collected for purposes of obtaining legal advice related to trust and estate litigation.
621 4/18/2015	Mail	nelle1438@gmail.com		Harry Susman <hsusman@susmangodfrey.com>; mlodie@trustlitigation.la; Alan Freer <afrer@sdfnvw.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
622 4/18/2015	Attachment					A/C Priv	Attachment to attorney-client privileged communication related to trust and estate litigation.
623 4/18/2015	Mail	Ellen Cotter <Ellen.Cotter@readingrdi.com>	nelle1438@gmail.com			A/C Priv	Correspondence transmitting request for legal advice regarding trust and estate litigation from William Ellis.
624 4/18/2015	Mail	Ellen Cotter <nelle1438@gmail.com>	hsusman@Harry Susman <HSUSMAN@susmangodfrey.com>; mlodie@trustlitigation.la; Alan Freer <afrer@sdfnvw.com>; retocmar@gmail.com			A/C Priv	Communication with counsel in connection with rendering legal advice regarding stock options.
625 4/19/2015	Mail	Ellen Cotter <Ellen.Cotter@readingrdi.com>	Ellen Cotter <nelle1438@gmail.com>			A/C Priv	Correspondence transmitting legal advice regarding exercise of stock options originating from Craig Tompkins.
626 4/19/2015	Mail	Ellen Cotter <Ellen.Cotter@readingrdi.com>	Ellen Cotter <nelle1438@gmail.com>			A/C Priv	Correspondence transmitting legal advice regarding exercise of stock options originating from Craig Tompkins and William Ellis.
627 4/19/2015	Mail	Ellen Cotter <Ellen.Cotter@readingrdi.com>	Ellen Cotter <nelle1438@gmail.com>			A/C Priv	Correspondence transmitting legal advice regarding exercise of options originating from Craig Tompkins.

**James Cotter, Jr. v. Margaret Cotter, et al., A-16-719860-B
Privilege Log for Ellen Cotter - May 24, 2016**

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
628	4/20/2015	Mail	Ellen Cotter <Ellen.Cotter@readingrdi.com>	Ellen Cotter <nelle1438@gmail.com>		A/C Priv	Correspondence transmitting legal advice regarding exercise of stock options originating from Craig Tompkins.
629	4/20/2015	Mail	Ellen Cotter <Ellen.Cotter@readingrdi.com>	Ellen Cotter <nelle1438@gmail.com>		A/C Priv	Correspondence transmitting legal advice regarding exercise of stock options originating from Craig Tompkins.
630	4/20/2015	Attachment				A/C Priv	Attachment to attorney-client privileged communication related to exercise of options.
631	4/20/2015	Attachment				A/C Priv	Attachment to attorney-client privileged communication related to exercise of options.
632	4/20/2015	Mail	Alan Freer <afrer@sdfnvlaw.com> Harry Susman <HSUSMAN@susmangodfrey.com>; nelle1438@gmail.com; miodise@trustlitigation.la; John M. Olivieri <jolivieri@whitecase.com>; David M. Johansen <djohansen@whitecase.com>			A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
633	4/20/2015	Mail	Harry Susman <HSUSMAN@susmangodfrey.com>	Ellen Cotter <nelle1438@gmail.com> miodise@trustlitigation.la; Alan Freer <afrer@sdfnvlaw.com>; reitocmar@gmail.com		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
634	4/20/2015	Mail	nelle1438@gmail.com	Alan Freer <afrer@sdfnvlaw.com> Harry Susman <HSUSMAN@susmangodfrey.com>; miodise@trustlitigation.la; John M. Olivieri <jolivieri@whitecase.com>; David M. Johansen <djohansen@whitecase.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
635	4/20/2015	Mail	Ellen Cotter <Ellen.Cotter@readingrdi.com>	Ellen Cotter <nelle1438@gmail.com>		A/C Priv	Correspondence transmitting legal advice regarding exercise of stock options originating from Craig Tompkins.
636	4/20/2015	Mail	nelle1438@gmail.com	Harry Susman <hausman@susmangodfrey.com>; miodise@trustlitigation.la; Alan Freer <afrer@sdfnvlaw.com>		A/C Priv; Work Product	Communication with counsel in connection with rendering legal advice regarding exercising stock options.

**James Cotter, Jr. v. Margaret Cotter, et al., A-15-719880-B
Privilege Log for Ellen Cotter - May 24, 2016**

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
837 4/20/2015	Mail	nelle1438@gmail.com	Harry Susman <hsusman@susmangodfrey.com>; m lodise@trustlitigation.la; John M. Olivieri <jolivieri@whitecase.com>; David M. Johansen <djohansen@whitecase.com>; Alan Freer <afrer@sdfnlaw.com>			A/C Priv; Work Product	Communication with counsel in connection with rendering legal advice regarding exercise of stock option.
838 4/20/2015	Mail	nelle1438@gmail.com	John M. Olivieri <jolivieri@whitecase.com>			A/C Priv; Work Product	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
839 4/20/2015	Mail	Harry Susman <HSUSMAN@SusmanGodfrey.com>	nelle1438@gmail.com; m lodise@trustlitigation.la; John M. Olivieri <jolivieri@whitecase.com>; David M. Johansen <djohansen@whitecase.com>; Alan Freer <afrer@sdfnlaw.com>			A/C Priv	Communication from counsel for purposes of obtaining information in order to render legal advice regarding exercise of stock options.
840 4/20/2015	Mail	Ellen Cotter <Ellen.Cotter@readingrdi.com>	Ellen Cotter <nelle1438@gmail.com>			A/C Priv	Correspondence transmitting legal advice regarding exercise of stock options originating from Craig Tompkins.
841 4/20/2015	Document					A/C Priv	Communication from John Olivieri (White & Case) reflecting legal advice relating to securities owned by James J. Cotter, Sr.
842 4/21/2015	Mail	Margaret Cotter <margaret.cotter@readingrdi.com>	nelle1438@gmail.com <nelle1438@gmail.com>			A/C Priv	Correspondence transmitting legal advice regarding proxy statement originating from Craig Tompkins and William Ellis.
843 4/21/2015	Mail	Harry Susman <HSUSMAN@SusmanGodfrey.com>	Mag Lodise <m lodise@trustlitigation.la>	Alan Freer <afrer@sdfnlaw.com>; Lori Livingston <LLivingston@vclaw.com>; nelle1438@gmail.com; retocmar@gmail.com; Ken Glazier <kgiazier@trustlitigation.la>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.

James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Ellen Cotter - May 24, 2016

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
722 4/28/2015	Mail	Ellen Cotter <Ellen.Cotter@readingrdi.com>	Ellen Cotter <nelle1438@gmail.com>			A/C Priv	Correspondence transmitting legal advice regarding exercise of stock options originating from William Ellis and Craig Tompkins.
723 4/28/2015	Mail	Ellen Cotter <Ellen.Cotter@readingrdi.com>	Ellen Cotter <nelle1438@gmail.com>			A/C Priv	Correspondence transmitting legal advice regarding Cotter probate litigation originating from William Ellis.
724 4/28/2015	Mail	Harry Susman <HSUSMAN@SusmanGodfrey.com>	Alan Freer <afreer@adfnvlaw.com>; Bryan J. Caforio <bcaforio@SusmanGodfrey.com>; Ellen Cotter <nelle1438@gmail.com>; Harry Susman <HSUSMAN@SusmanGodfrey.com>; Jeff McLaren <JMcLAREN@SusmanGodfrey.com>; Jill McCrary <JMcCrory@SusmanGodfrey.com>; Lori Livingston <llivingston@vclaw.com>; Margaret Cotter <rettoomar@gmail.com>; Meg Lodise <mloдие@trustlitigation.ia>			A/C Priv	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
725 4/28/2015	Mail	Lori Livingston <LLivingston@vclaw.com>	nelle1438@gmail.com			A/C Priv	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
726 4/28/2015	Mail	nelle1438@gmail.com	hsusman@Harry Susman <HSUSMAN@SusmanGodfrey.com>; mloдие@trustlitigation.ia; Alan Freer <afreer@adfnvlaw.com>; Lori Livingston <LLivingston@vclaw.com>	rettoomar@gmail.com		A/C Priv	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.

James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Ellen Cotter - May 24, 2016

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
732 4/28/2015	Mail	Ellen Cotter <Ellen.Cotter@readingrdi.com>	Ellen Cotter <nelle1438@gmail.com>			A/C Priv	Correspondence transmitting legal advice regarding stock options originating from Craig Tompkins.
733 4/28/2015	Mail	Lori Livingston <LLivingston@vclaw.com>	Harry Susman <HSUSMAN@SusmanGodfrey.com>	nelle1438@gmail.com; Meg Lodise <mtlodise@trustlitigation.la>; Margaret Cotter <rettoomar@gmail.com>; Alan Freer <alfreer@ednvlaw.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding stock assignment.
734 4/28/2015	Document					A/C Priv; Work Product	Document reflecting legal advice from Alan Freer related to trust and estate litigation.
735 4/28/2015	Document					A/C Priv; Work Product	Communication from J. Scot Kirkpatrick reflecting legal advice regarding trust and estate litigation.
736 4/28/2015	Document					A/C Priv	Document from Susman Godfrey reflecting legal advice regarding trust and estate litigation.
737 4/28/2015	Document					A/C Priv; Work Product	Document collected in support of trust and estate litigation and reflecting communications with counsel, including Charles Lawson.
738 4/28/2015	Document					Work Product	Document prepared for counsel providing information for purposes of obtaining legal advice related to trust and estate litigation.
739 4/29/2015	Mail	Ellen Cotter <Ellen.Cotter@readingrdi.com>	Ellen Cotter <nelle1438@gmail.com>			A/C Priv	Correspondence transmitting legal advice regarding Form 10-K originating from William Ellis.
740 4/29/2015	Attachment					A/C Priv	Attachment to attorney-client privileged communication related to Form 10-K.
741 4/29/2015	Mail	Ellen Cotter <Ellen.Cotter@readingrdi.com>	Ellen Cotter <nelle1438@gmail.com>			A/C Priv	Correspondence transmitting legal advice regarding Cotter probate litigation originating from William Ellis.

James Cotter, Jr. v. Margaret Cotter, et al., A-16-719860-B
Privilege Log for Ellen Cotter - May 24, 2016

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
1286 6/28/2015	Attachment					A/C Priv	Attachment to attorney-client privileged communication with counsel relating to potential RDI board actions.
1287 6/28/2015	Attachment					A/C Priv	Attachment to attorney-client privileged communication with counsel relating to potential RDI board actions.
1288 6/28/2015	Attachment					A/C Priv	Attachment to attorney-client privileged communication with counsel relating to potential RDI board actions.
1289 6/28/2015	Attachment					A/C Priv	Attachment to attorney-client privileged communication with counsel relating to potential RDI board actions.
1290 6/28/2015	Attachment					A/C Priv	Attachment to attorney-client privileged communication with counsel relating to potential RDI board actions.
1291 6/28/2015	Mail	nelle1438@gmail.com <nelle1438@gmail.com>	craig.tompkins@readingrdi.com <craig.tompkins@readingrdi.com>			A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
1292 6/28/2015	Attachment					A/C Priv	Attachment to attorney-client privileged communication related to exercise of options.
1293 6/28/2015	Mail	nelle1438@gmail.com <nelle1438@gmail.com>	usa0593@fedex.com <usa0593@fedex.com>			A/C Priv; Work Product	Communication relating correspondence with counsel in connection with legal advice related to shareholder derivative litigation.
1294 6/28/2015	Attachment					A/C Priv; Work Product	Attachment to attorney-client privileged communication related to shareholder derivative litigation.
1295 6/28/2015	Attachment					A/C Priv; Work Product	Attachment to attorney-client privileged communication related to shareholder derivative litigation.

James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Ellen Cotter - May 24, 2016

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
1339 7/6/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	nelle1438@gmail.com <nelle1438@gmail.com>			A/C Priv	Communication from counsel rendering legal advice regarding potential litigation and exercise of stock options.
1340 7/6/2015	Mail	Harry Susman <HSUSMAN@SusmanGodfrey.com>	Margaret Cotter <rettocmar@gmail.com>	nelle1438@gmail.com		A/C Priv	Communication with counsel in connection with rendering legal advice regarding potential litigation.
1341 7/6/2015	Mail	Margaret Cotter <rettocmar@gmail.com>	Harry Susman <HSUSMAN@susmangodfrey.com> nelle1438@gmail.com			A/C Priv	Communication from counsel in connection with rendering legal advice regarding trust and estate litigation.
1342 7/6/2015	Mail	Alan Freer <a.freer@edfnvlaw.com>	'hsusman@susmangodfrey.com' (hsusman@susmangodfrey.com); Ken Glazier (kglazier@trustlitigation.la); miodise@trustlitigation.la; Lori Livingston (LLivingston@vclaw.com)	Ann Margaret Cotter (rettocmar@gmail.com); Ellen Marie Cotter (nelle1438@gmail.com); Sherry Keast <skeast@sdfnlaw.com>		A/C Priv	Communication from counsel in connection with rendering legal advice regarding trust and estate litigation.
1343 7/6/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	nelle1438@gmail.com			A/C Priv	Communication from RDI counsel in connection with rendering legal advice regarding stock options and case management and interpleader.
1344 7/6/2015	Mail	Margaret Cotter <rettocmar@gmail.com>	Harry Susman <HSUSMAN@susmangodfrey.com>	nelle1438@gmail.com		A/C Priv	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
1345 7/6/2015	Mail	Ken Glazier <kglazier@trustlitigation.la>	'nelle1438@gmail.com'	Meg Lodise <miodise@trustlitigation.la>; Margaret Cotter (rettocmar@gmail.com); Harry Susman <HSUSMAN@SusmanGodfrey.com> (HSUSMAN@SusmanGodfrey.com); lori@lclvet.com		A/C Priv	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.

James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Ellen Cotter - May 24, 2016

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
1346 7/6/2015	Mail	Ken Glazier <kgiazier@trustlitigation.la>	nelle1438@gmail.com	Meg Lodise <mlodise@trustlitigation.la>; Harry Susman <HSUSMAN@SusmanGodfrey.com> (HSUSMAN@SusmanGodfrey.com); Margaret Cotter (retocmar@gmail.com)		A/C Priv	Communication with counsel in connection with rendering legal advice regarding discovery.
1347 7/7/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	nelle1438@gmail.com <nelle1438@gmail.com>; Margaret Cotter <margaret.cotter@readingrdi.com>			A/C Priv	Communication from counsel rendering legal advice regarding exercise of stock options and other potential board actions.
1348 7/7/2015	Mail	Tara King <Tara.King@readingrdi.com>	nelle1438@gmail.com			A/C Priv; Work Product	Correspondence transmitting legal advice regarding derivative litigation originating from Marshall Searcy and William Ellis.
1349 7/7/2015	Attachment					A/C Priv; Work Product	Attachment to attorney-client privileged communication related to derivative litigation.
1350 7/7/2015	Mail	Harry Susman <HSUSMAN@SusmanGodfrey.com>	Alan Freer <aafreer@ednvlaw.com>; Lori Livingston (LLivingston@vclaw.com); Ken Glazier (kgiazier@trustlitigation.la); mlodise@trustlitigation.la	Ellen Marie Cotter (nelle1438@gmail.com); Ann Margaret Cotter (retocmar@gmail.com)		A/C Priv; Work Product	Communication with counsel in connection with rendering of legal advice related to derivative litigation.
1351 7/7/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	nelle1438@gmail.com; Margaret Cotter <margaret.cotter@readingrdi.com>			A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
1352 7/7/2015	Mail	Harry Susman <HSUSMAN@SusmanGodfrey.com>	nelle1438@gmail.com; mlodise@trustlitigation.la; Alan Freer <aafreer@ednvlaw.com>; Lori Livingston <LLivingston@vclaw.com>; Kenneth M. Glazier <kgiazier@trustlitigation.la>			A/C Priv	Communication with counsel in connection with rendering legal advice regarding employment agreement.

James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Ellen Cotter - May 24, 2016

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
1577 8/3/2015	Mail	nelle1438@gmail.com <nelle1438@gmail.com>	Lawrence Levien <llevien@akingump.com>			A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
1578 8/3/2015	Mail	Reddick, C.N. Franklin III <freddick@AkinGump.com>	nelle1438@gmail.com	Craig Tompkins (Craig.Tompkins@readingrdi.com); Levien, Lawrence <llevien@AKINGUMP.COM>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
1579 8/3/2015	Mail	Levien, Lawrence <llevien@AKINGUMP.COM>	nelle1438@gmail.com			A/C Priv	Correspondence transmitting legal advice regarding exercise of stock options originating from William Ellis and Craig Tompkins.
1580 8/3/2015	Mail	Reddick, C.N. Franklin III <freddick@AkinGump.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>	nelle1438@gmail.com; Levien, Lawrence <llevien@AKINGUMP.COM>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
1581 8/3/2015	Mail	nelle1438@gmail.com	Lawrence Levien <llevien@akingump.com>			A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
1582 8/3/2015	Mail	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Reddick, C.N. Franklin III <freddick@AkinGump.com>	nelle1438@gmail.com; Levien, Lawrence <llevien@AKINGUMP.COM>		A/C Priv; Work Product	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
1583 8/3/2015	Mail	Reddick, C.N. Franklin III <freddick@AkinGump.com>	nelle1438@gmail.com			A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
1584 8/3/2015	Mail	Havey, Karen <Karen.Kurtz@CHAMBERLAINLAW.COM>	nelle1438@gmail.com	Kirkpatrick, Scot <Scot.Kirkpatrick@CHAMBERLAINLAW.COM>		A/C Priv	Communication from counsel providing legal advice regarding bylaws.
1585 8/3/2015	Mail	nelle1438@gmail.com	Craig Tompkins <craig.tompkins@readingrdi.com>			A/C Priv	Communication with counsel in connection with rendering legal advice regarding derivative litigation.

**James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Ellen Cotter - May 24, 2016**

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
1801 8/5/2015	Mail	nelle1438@gmail.com	Lori Livingston <LLivingston@vclaw.com>	Harry Susman <HSUSMAN@SusmanGodfrey.com>; Alan Freer <aifreer@edlnlaw.com>; Bryan J. Caforio <bcaforio@SusmanGodfrey.com>; Jeff McLaren <JMcLAREN@SusmanGodfrey.com>; Jill McCrary <JMcCrar@SusmanGodfrey.com>; Kenneth M. Glazier <kglazier@trustlitigation.la>; Margaret Cotter <retocmar@gmail.com>; Meg Lodise <mlodise@trustlitigation.la>			Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
1802 8/5/2015	Mail	Meg Lodise <mlodise@trustlitigation.la>	'Kirkpatrick, Scot' <Scot.Kirkpatrick@CHAMBERLAINLAW.COM>; Harry Susman (HSUSMAN@SusmanGodfrey.com); Lori Livingston (LLivingston@vclaw.com)	Ellen Cotter (nelle1438@gmail.com); amcotter1@aol.com		A/C Priv	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
1803 8/6/2015	Mail	nelle1438@gmail.com <nelle1438@gmail.com>	Levien, Lawrence <llevien@AKINGUMP.COM>	Reddick, C.N. Franklin III <reddick@AkinGump.com>; Craig Tompkins <craig.tompkins@readingrdl.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
1804 8/6/2015	Mail	Havey, Karen <Karen.Kurtz@CHAMBERLAINLAW.COM>	nelle1438@gmail.com	Retocmar@gmail.com		A/C Priv; Work Product	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
1805 8/6/2015	Mail	Kirkpatrick, Scot <Scot.Kirkpatrick@CHAMBERLAINLAW.COM>	'Meg Lodise' <mlodise@trustlitigation.la>; Harry Susman (HSUSMAN@SusmanGodfrey.com); Lori Livingston (LLivingston@vclaw.com)	Ellen Cotter (nelle1438@gmail.com); amcotter1@aol.com; Havey, Karen <Karen.Kurtz@CHAMBERLAINLAW.COM>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.

James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Ellen Cotter - May 24, 2016

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
1606	8/6/2015	Mail	Harry Susman <HSUSMAN@SusmanGodfrey.com>	nelle1438@gmail.com; miodise@trustlitigation.la; Lori Livingston <LLivingston@vctlaw.com>; Bryan J. Caforio <bcatorio@SusmanGodfrey.com>	Margaret Cotter <retocmar@gmail.com>	A/C Priv	Communication with counsel in connection with rendering legal advice regarding production of documents.
1607	8/6/2015	Mail	Deborah Watson <dowatsoncpa@aol.com>	Karen Kurtz@CHAMBERLAINLAW.COM	nelle1438@gmail.com; Scott.Kirkpatrick@CHAMBERLAINLAW.COM	A/C Priv; Work Product	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
1608	8/6/2015	Mail	nelle1438@gmail.com	miodise@trustlitigation.la; Harry Susman <hsusman@susmangodfrey.com>; Lori Livingston <LLivingston@vctlaw.com>	Margaret Cotter <retocmar@gmail.com>	A/C Priv	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
1609	8/6/2015	Mail	Havey, Karen <Karen.Kurtz@CHAMBERLAINLAW.COM>	'Deborah Watson' <dowatsoncpa@aol.com>	nelle1438@gmail.com; Kirkpatrick, Scott <Scott.Kirkpatrick@CHAMBERLAINLAW.COM>	A/C Priv; Work Product	Communication from counsel in connection with rendering legal advice regarding trust and estate litigation.
1610	8/6/2015	Mail	Deborah Watson <dowatsoncpa@aol.com>	James Vandever <jamesvandever@gmail.com>	Ellen Marie Cotter <nelle1438@gmail.com>	A/C Priv	Communication with counsel in connection with rendering legal advice regarding trust taxes.
1611	8/6/2015	Mail	Havey, Karen <Karen.Kurtz@CHAMBERLAINLAW.COM>	'Deborah Watson' <dowatsoncpa@aol.com>	nelle1438@gmail.com; Kirkpatrick, Scott <Scott.Kirkpatrick@CHAMBERLAINLAW.COM>	A/C Priv	Communication from counsel in connection with rendering legal advice regarding trust accounts.
1612	8/6/2015	Mail	James Vandever <jamesvandever@gmail.com>	Deborah Watson <dowatsoncpa@aol.com>	Ellen Marie Cotter <nelle1438@gmail.com>	A/C Priv	Communication with counsel in connection with rendering legal advice regarding trust accounting.
1613	8/6/2015	Mail	Levien, Lawrence <llevien@AKINGUMP.COM>	nelle1438@gmail.com; Reddick, C.N. Franklin III <freddick@AkinGump.com>	Craig Tompkins <craig.tompkins@readingrdl.com>	A/C Priv	Communication with counsel in connection with rendering legal advice regarding sale of stock.
1614	8/6/2015	Mail	Reddick, C.N. Franklin III <freddick@AkinGump.com>	Levien, Lawrence <llevien@AKINGUMP.COM>	nelle1438@gmail.com; Craig Tompkins <craig.tompkins@readingrdl.com>	A/C Priv	Communication with counsel in connection with rendering legal advice regarding sale of stock.

James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Ellen Cotter - May 24, 2016

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
1615 8/6/2015	Mail	Meg Lodise <miodise@trustlitigation.la>	'nelle1438@gmail.com'; Harry Susman <hsusman@susmangodfrey.com>; Lori Livingston <LLivingston@vclaw.com>	Margaret Cotter <retocmar@gmail.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
1616 8/8/2015	Mail	Harry Susman <HSUSMAN@SusmanGodfrey.com>	Margaret Cotter <retocmar@gmail.com>; Alan Freer <afrer@adnlvaw.com>; Ellen Cotter <nelle1438@gmail.com>			A/C Priv; Work Product	Communication with counsel in connection with rendering of legal advice related to derivative litigation.
1617 8/8/2015	Mail	Reddick, C.N. Franklin III <reddick@AKINGUMP.COM>	nelle1438@gmail.com	Levien, Lawrence <llevien@AKINGUMP.COM>; Craig Tompkins <craig.tompkins@readingrdi.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding stock.
1618 8/7/2015	Mail	Harry Susman <HSUSMAN@SusmanGodfrey.com>	Ellen Cotter <nelle1438@gmail.com>			A/C Priv	Communication with counsel in connection with rendering legal advice regarding potential litigation.
1619 8/7/2015	Mail	nelle1438@gmail.com	Jim Vandever <jvandever@decunon.com>; Scot Kirkpatrick <Scot.Kirkpatrick@CHAMBERLAINLAW.COM>; John Lewis <jlewis@lewispcas.com>; Karen Havey <Karen.Kurtz@CHAMBERLAINLAW.COM>	Margaret Cotter <retocmar@gmail.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
1620 8/7/2015	Mail	Harry Susman <HSUSMAN@SusmanGodfrey.com>	Meg Lodise <miodise@trustlitigation.la>; 'Lori Livingston' <LLivingston@vclaw.com>	nelle1438@gmail.com; Margaret Cotter <retocmar@gmail.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding derivative action related to Cotter estate litigation.
1621 8/7/2015	Mail	nelle1438@gmail.com	Lawrence Levien <llevien@akingump.com>; C.N. Franklin III Reddick <reddick@AkinGump.com>; Guy Adams <GAdams@gwacap.com>	Gary McLaughlin <gmclaughlin@AkinGump.com>; Margaret Cotter <retocmar@gmail.com>		A/C Priv; Work Product	Communication with counsel in connection with rendering of legal advice related to derivative litigation.
1622 8/7/2015	Mail	Levien, Lawrence <llevien@AKINGUMP.COM>	Ellen M. Cotter <nelle1438@gmail.com>	Reddick, C.N. Franklin III <reddick@AkinGump.com>; McLaughlin, Gary <gmclaughlin@AkinGump.com>		A/C Priv; Work Product	Correspondence with outside counsel regarding draft of motion.

**James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Ellen Cotter - May 24, 2016**

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
1842 9/4/2015	Mail	Harry Susman <HSUSMAN@SusmanGodfrey.com>	Alan Freer <afreer@sdfnvlaw.com>; Bryan J. Caforio <bcaforio@SusmanGodfrey.com>; miolisee@trustlitigation.la; Ken Glazier <kgiazler@trustlitigation.la>; Ellen Marie Cotter <nelle1438@gmail.com>; Ann Margaret Cotter <retocmar@gmail.com>	Thelma Pickett <tpickett@sdfnvlaw.com>; Sherry Keast <skeast@sdfnvlaw.com>		A/C Priv; Work Product	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
1843 9/4/2015	Mail	Harry Susman <HSUSMAN@SusmanGodfrey.com>	Alan Freer <afreer@sdfnvlaw.com>	Bryan J. Caforio <bcaforio@SusmanGodfrey.com>; miolisee@trustlitigation.la; Ellen Cotter <nelle1438@gmail.com>; Margaret Cotter <amcatter1@aol.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
1844 9/4/2015	Document					Work Product	Document reflecting legal advice from Harry Susman regarding trust and estate litigation.
1845 9/4/2015	Document					Work Product	Document reflecting legal advice from Bryan Caforio regarding trust and estate litigation.
1846 9/8/2015	Mail	Ellen Cotter <Ellen.Cotter@readingrdl.com>	nelle1438@gmail.com <nelle1438@gmail.com>			A/C Priv	Correspondence transmitting legal advice relating to exercise of stock options originating from Craig Tompkins.
1847 9/8/2015	Attachment					A/C Priv	Attachment to attorney-client privileged communication related to exercise of stock options.
1848 9/8/2015	Mail	Harry Susman <HSUSMAN@SusmanGodfrey.com>	Ellen Cotter <nelle1438@gmail.com>			A/C Priv	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
1849 9/8/2015	Document					A/C Priv	Communication from Greenberg Traurig in connection with rendering legal advice regarding exercise of stock options.

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Privilege Log for Ellen Cotter - May 24, 2016**

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
1856 9/9/2015	Mail	Bryan J. Calorio <bcalorio@susmanGodfrey.com>	Alan Freer <afrer@sdfvlaw.com>; Ellen Cotter <nelle1438@gmail.com>; Harry Susman <HSUSMAN@susmanGodfrey.com>; Jeff McLaren <JMLAREN@susmanGodfrey.com>; Jill McCrary <JMcCrary@susmanGodfrey.com>; Kenneth M. Glazier <kglazier@trustlitigation.la>; Lori Livingston <livingston@vcdlaw.com>; Margaret Cotter <retocmar@gmail.com>; Meg Lodise <miodise@trustlitigation.la>			A/C Priv	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
1857 9/9/2015	Mail	nelle1438@gmail.com	Harry Susman <hsusman@susmangodfrey.com>			A/C Priv	Correspondence with counsel in connection with rendering legal advice regarding exercise of stock options.
1858 9/9/2015	Mail	Ellen Cotter <Ellen.Cotter@readingrdi.com>	nelle1438@gmail.com			A/C Priv; Work Product	Correspondence transmitting legal advice regarding stock option exercise originating from Craig Tompkins.
1859 9/9/2015	Document					Work Product	Document reflecting legal advice from Harry Susman regarding trust and estate litigation.
1860 9/10/2015	Document					Work Product	Document reflecting legal advice from Marshall Searcy related to derivative litigation.
1861 9/11/2015	Mail	Harry Susman <HSUSMAN@susmanGodfrey.com>	Alan Freer <afrer@sdfvlaw.com>; Ellen Cotter <nelle1438@gmail.com>; Margaret Ann Cotter <retocmar@gmail.com>			A/C Priv	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
1862 9/11/2015	Mail	Margaret Cotter <amcotter1@aol.com>	nelle1438@gmail.com			A/C Priv	Correspondence transmitting legal advice regarding expenses originating from Harry Susman.

**James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Ellen Cotter - May 24, 2016**

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
1888 9/18/2015	Mail	Harry Susman <HSUSMAN@SusmanGodfrey.com>	Alan Freer <afrer@sdfvlaw.com>; Bryan J. Caforio <bcaforio@SusmanGodfrey.com>; Ellen Cotter <nelle1438@gmail.com>; Harry Susman <HSUSMAN@SusmanGodfrey.com>; Jeff McLaren <JMcLAREN@SusmanGodfrey.com> ; Jill McCrary <JMcCrary@SusmanGodfrey.com>; Kenneth M. Glazier <kglazier@trustlitigation.la>; Lori Livingston <llivingston@vcdlaw.com>; Margaret Cotter <rettoomar@gmail.com>; Meg Lodise <mlodisa@trustlitigation.la>			A/C Priv; Work Product	Communication with counsel in connection with rendering of legal advice related to trust and estate litigation.
1890 9/19/2015	Mail	Bryan J. Caforio <bcaforio@SusmanGodfrey.com>	Harry Susman <HSUSMAN@SusmanGodfrey.com>; Ellen Cotter <nelle1438@gmail.com>			A/C Priv	Communication relating correspondence from counsel for purposes of providing legal advice regarding discovery requests.
1891 9/19/2015	Mail	Ellen Cotter <Ellen.Cotter@readingrdi.com>	Ellen Cotter <nelle1438@gmail.com>			A/C Priv	Correspondence transmitting legal advice regarding stock options to C.N. Franklin Reddick.
1892 9/19/2015	Mail	nelle1438@gmail.com	Harry Susman <hsusman@susmangodfrey.com>; Alan Freer <afrer@sdfvlaw.com>			A/C Priv	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
1893 9/19/2015	Mail	nelle1438@gmail.com	Harry Susman <hsusman@susmangodfrey.com>; Alan Freer <afrer@sdfvlaw.com>	Ann Margaret Cotter <rettoomar@gmail.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
1894 9/19/2015	Mail	Margaret Cotter <rettoomar@gmail.com>	nelle1438@gmail.com			A/C Priv	Correspondence transmitting legal advice regarding stock options originating from Craig Tompkins.

**James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Ellen Cotter - May 24, 2016**

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
1923 9/24/2015	Mail	nelle1438@gmail.com	Laura Batista <laurabatista310@gmail.com>			A/C Priv	Communication transmitting legal advice related to California probate code originating from John Olivieri.
1924 9/25/2015	Mail	Johansen, David <djohansen@whitecase.com>	nelle1438@gmail.com			A/C Priv	Communication with counsel in connection with rendering legal advice regarding SEC filing.
1925 9/25/2015	Mail	Lisovskaya, Anastasiya <anastasiya.lisovskaya@whitecase.com>	nelle1438@gmail.com	Johansen, David <djohansen@whitecase.com>; Olivieri, John <jolivieri@whitecase.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding Form 4.
1926 9/25/2015	Mail	Harry Susman <HSUSMAN@SusmanGodfrey.com>	Jeff McLaren <JMcLAREN@SusmanGodfrey.com>	Ellen Cotter <nelle1438@gmail.com>; Margaret Ann Cotter <retocmar@gmail.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding coordinating legal services regarding litigations.
1927 9/28/2015	Mail	Lori Livingston <LLivingston@vclaw.com>	nelle1438@gmail.com			A/C Priv	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
1928 9/28/2015	Mail	Ellen Cotter <Ellen.Cotter@readingrdi.com>	nelle1438@gmail.com			A/C Priv	Correspondence transmitting legal advice regarding exercise of stock options originating from Craig Tompkins.
1929 9/28/2015	Mail	nelle1438@gmail.com	Harry Susman <hsusman@susmangodfrey.com>; Alan Freer <afrer@sdfnvlaw.com>			A/C Priv; Work Product	Communication with counsel in connection with rendering of legal advice related to derivative litigation.
1930 9/27/2015	Mail	nelle1438@gmail.com	emcotter@aol.com			A/C Priv; Work Product	Correspondence transmitting legal advice regarding draft SEC filings originating from Anastasiya Lisovskaya.
1931 9/28/2015	Mail	nelle1438@gmail.com	Lori Livingston <LLivingston@vclaw.com>; Alan Freer <afrer@sdfnvlaw.com>; Harry Susman <hsusman@susmangodfrey.com>; miodise@trustlitigation.la	Margaret Ann Cotter <retocmar@gmail.com>		A/C Priv; Work Product	Communication with counsel for purposes of obtaining and providing legal advice regarding SEC filing obligations and Cotter estate litigation.

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Privilege Log for Ellen Cotter - May 24, 2016

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
2061 1/20/2016	Mail	Ellen Cotter <Ellen.Cotter@readingrdi.com>	nelle1438@gmail.com			A/C Priv	Correspondence transmitting legal advice regarding stock options originating from Craig Tompkins.
2062 1/20/2016	Mail	Harry Susman <HSUSMAN@SusmanGodfrey.com>	Margaret Cotter <rettocmar@gmail.com>	Alan Freer <afrer@sdrivlaw.com>; Ellen Cotter <nelle1438@gmail.com>; Glenn Bridgman <GBridgman@susmangodfrey.com>; Jeff McLaren <JMcLAREN@SusmanGodfrey.com>; Jill McCrary <JMcCrary@SusmanGodfrey.com>; Kenneth M. Glazier <kglazier@trustlitigation.la>; Lori Livingston <llivingston@vclaw.com>; Meg Lodise <mlooise@trustlitigation.la>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
2063 1/20/2016	Mail	Harry Susman <HSUSMAN@SusmanGodfrey.com>	nelle1438@gmail.com; Margaret Ann Cotter <rettocmar@gmail.com>			A/C Priv	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
2064 1/20/2016	Mail	Harry Susman <HSUSMAN@SusmanGodfrey.com>	Margaret Cotter <rettocmar@gmail.com>	Ellen Cotter <nelle1438@gmail.com>		A/C Priv	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.

**James Cotter, Jr. v. Margaret Cotter, et al., A-15-719860-B
Privilege Log for Ellen Cotter - May 24, 2016**

Date	Document Type	From	To	CC	BCC	Privilege Type	Description
2072 1/26/2016	Mail	Ellen Cotter <Ellen.Cotter@readingrdi.com>	nelle1438@gmail.com			A/C Priv	Correspondence transmitting legal advice regarding compensation and stock options originating from Craig Tompkins
2073 1/27/2016	Mail	nelle1438@gmail.com				A/C Priv	Communication in connection with rendering legal advice regarding stock options.
2074 2/1/2016	Document					Work Product	Document prepared for purposes of rendering legal advice related to trust and estate litigation.
2075 2/11/2016	Document					A/C Priv; Work Product	Communication reflecting legal advice from Susman Godfrey regarding trust and estate litigation.
2076 2/11/2016	Mail	Margaret Cotter <retocmar@gmail.com>	Harry Susman <HSUSMAN@susmangodfrey.com>	Ellen Cotter <nelle1438@gmail.com>		A/C Priv	Communication with counsel in connection with rendering of legal advice related to trust and estate litigation.
2077 2/22/2016	Mail	nelle1438@gmail.com	hsusman@Harry Susman <HSUSMAN@susmangodfrey.com>			A/C Priv	Communication with counsel in connection with rendering legal advice regarding annual meeting.

EXHIBIT 5

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EIGHTH JUDICIAL DISTRICT COURT

CLARK COUNTY, NEVADA

JAMES J. COTTER, JR.,)
derivatively on behalf of)
Reading International, Inc.,)
Plaintiff,) Case No.
vs.) A-15-719860-B
MARGARET COTTER, ELLEN) Case No.
COTTER, GUY ADAMS, EDWARD) P-14-082942-E
KANE, DOUGLAS McEACHERN,)
TIMOTHY STOREY, WILLIAM) Related and
GOULD, and DOES 1 through) Coordinated Cases
100, inclusive,)
Defendants,)
and)
READING INTERNATIONAL, INC.,)
a Nevada corporation,)
Nominal Defendant.)

Complete caption, next page.

VIDEOTAPED DEPOSITION OF GUY ADAMS

LOS ANGELES, CALIFORNIA

THURSDAY, APRIL 28, 2016

VOLUME I

REPORTED BY: LORI RAYE, CSR NO. 7052

JOB NUMBER: 305144

1 of money, what's there, what's happening, where
2 it's going. She said this is what she wanted to
3 do. She was in charge of it, and it seemed okay to
4 me.

5 Q. And did you give any thought to what
6 reason, if any, might cause or prompt Ellen and/or
7 Margaret to acquire Class B voting stock?

8 MR. TAYBACK: Objection; calls for
9 speculation.

10 You can answer.

11 THE WITNESS: Repeating myself, she told me it
12 was the economics associated with the stock had
13 gone up. The options have a finite life, and she
14 expressed her concern that if she didn't do it and
15 the stock went down, she could be faulted for not
16 overseeing those assets properly.

17 BY MR. KRUM:

18 Q. What was the expiration of the supposed
19 option?

20 A. I have no idea.

21 Q. Did you ever learn that?

22 A. No. Again, it's not my asset; it's her
23 asset.

24 Q. Did you ask her -- well, what did you do
25 to ascertain it was her asset?

1 A. I informed myself through legal counsel.

2 MR. TAYBACK: Don't -- don't disclose the
3 communications with legal counsel. You can simply
4 say you conferred with legal counsel.

5 THE WITNESS: I conferred with legal counsel.

6 BY MR. KRUM:

7 Q. Who?

8 A. Craig Tompkins, Greenberg Traurig and
9 Bill Ellis.

10 Q. When did you confer with each of them?

11 A. There were emails about this particular
12 thing, and Tim Storey wanted -- if I -- as I
13 recall, he wanted a legal written opinion or
14 something like that. And I didn't think there was
15 a question that the shares were within the estate,
16 and anyway, Ed Kane agreed, we should -- we should
17 make sure we're on a firm basis that they have it
18 and can do -- can exercise this.

19 So I inquired, and to my knowledge, Ed
20 Kane inquired, and we both became of the opinion
21 that it was an asset of the estate and they could
22 exercise this transaction.

23 Q. Did either you or Mr. Kane confer with
24 anybody that -- well, strike that.

25 What did -- what did Ed Kane do, if you

1 time is 4:59.

2 BY MR. KRUM:

3 Q. Mr. Adams, referring to your testimony a
4 few minutes ago that you consulted with Greenberg
5 Traurig, with whom did you speak or communicate?

6 A. I didn't speak to anyone. It was a
7 written communication.

8 Q. From Greenberg Traurig?

9 A. Yes.

10 Q. To you?

11 MR. TAYBACK: Vague as to the "you." You,
12 Mr. Adams or --

13 MR. KRUM: Yeah, that's what I'm asking.

14 MR. TAYBACK: Okay.

15 THE WITNESS: No, it wasn't to me. I'm not --
16 I don't -- at the top, I don't know who it was to.

17 BY MR. KRUM:

18 Q. How did you come to have it?

19 A. It was given to me by -- the counsel of
20 the company gave it to me.

21 Q. Mr. Ellis or Mr. Tompkins?

22 A. I don't know -- one of them, yes, gave it
23 to me.

24 Q. Okay. And what was the subject matter of
25 this document?

1 MR. TAYBACK: General subject matter.

2 THE WITNESS: Ownership of the voting stock.

3 BY MR. KRUM:

4 Q. Was the subject matter of the memo -- did
5 it address the subject of who had the right to vote
6 certain stock at or in connection with the annual
7 shareholders meeting?

8 MR. TAYBACK: I'm going to object to that
9 question to the extent I think it's a little --

10 MR. KRUM: It's not what they said. It's a
11 particular subject matter. It's different -- it
12 may or may not be a different subject matter than
13 what he just said. And he may know not know, but
14 I'm entitled to the subject matter.

15 MR. TAYBACK: Could I just have the subject
16 matter read back to me again.

17 MR. KRUM: Sure. Go ahead.

18 MR. TAYBACK: At some point it becomes so
19 specific that it does become a disclosure. You
20 know what -- the point I'm making, so I just want
21 to make --

22 MR. KRUM: I understand.

23 (Record read as follows:

24 "Q. Was the subject matter of the
25 memo -- did it address the subject of

1 who had the right to vote certain stock
2 at or in connection with the annual
3 shareholders meeting?")

4 MR. TAYBACK: I'll let you answer the question
5 if you know.

6 THE WITNESS: I'm not sure if it specified
7 that.

8 BY MR. KRUM:

9 Q. Okay. But you relied on this particular
10 Greenberg Traurig memo in connection with making
11 the decision to vote as a member of the
12 compensation committee to allow Ellen and Margaret
13 Cotter, as executors, to exercise the supposed
14 option to acquire 100,000 shares of Class B voting
15 stock; is that right?

16 MR. TAYBACK: Objection to the extent that
17 misstates his prior testimony.

18 You can answer.

19 THE WITNESS: Yes, in addition to Craig
20 Tompkins and Bill Ellis.

21 BY MR. KRUM:

22 Q. Now, to your knowledge, were -- are any
23 of those lawyers -- did any of those lawyers
24 possess any expertise in trust and estate matters?

25 MR. TAYBACK: Objection; lack of foundation.

CERTIFICATE OF REPORTER

STATE OF CALIFORNIA)
) SS:
COUNTY OF LOS ANGELES)

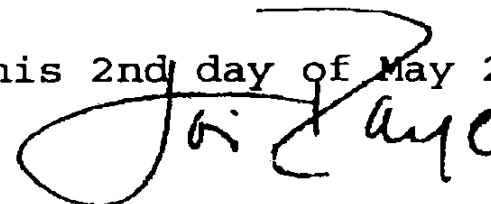
I, Lori Raye, a duly commissioned and
licensed court reporter for the State of
California, do hereby certify:

That I reported the taking of the deposition
of the witness, GUY ADAMS, commencing on Thursday,
April 28, 2016, at 10:13 a.m.;

That prior to being examined, the witness was,
by me, placed under oath to testify to the truth;
that said deposition was taken down by me
stenographically and thereafter transcribed;
that said deposition is a complete, true and
accurate transcription of said stenographic notes.

I further certify that I am not a relative or
an employee of any party to said action, nor in
anywise interested in the outcome thereof; that a
request has been made to review the transcript.

In witness whereof, I have hereunto
subscribed my name this 2nd day of May 2016.



LORI RAYE
CSR No. 7052

EXHIBIT 6

1	DISTRICT COURT		
2	CLARK COUNTY, NEVADA		
3			
4	JAMES J. COTTER, JR.,)	
	individually and)	
5	derivatively on behalf of)		
	Reading International,)	
6	Inc.,)	
		)	Case No. A-15-719860-B
7	Plaintiff,)	
		)	Coordinated with:
8	vs.)	
		)	Case No. P-14-082942-E
9	MARGARET COTTER, et al.,)	
)	
10	Defendants.)	
	and)	
11			
	READING INTERNATIONAL,)	
12	INC., a Nevada)	
	corporation,)	
13)	
	Nominal Defendant))	
14			
15			
16	DEPOSITION OF: EDWARD KANE		
17	TAKEN ON: MAY 2, 2016		
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20			
21			
22			
23			
24	REPORTED BY:		
25	PATRICIA L. HUBBARD, CSR #3400		

<p style="text-align: right;">Page 94</p> <p>1 "Question: Did you ever reach a 2 conclusion at any time in 2015, 3 conclusion or conclusions at any 4 time in 2015, about where any 5 class B voting stock that was 6 either owned legally and/or 7 beneficially by Jim Cotter, Sr., 8 or a trust that he had controlled 9 as trustee was held, whether it 10 was in a trust, a voting trust, an 11 estate or someplace else?") 12 MR. SEARCY: Same objections. Vague and 13 lacks foundation. 14 THE WITNESS: I left that -- I think I 15 had conversations with attorneys over at -- and 16 asked for an opinion as to the ability to vote 17 certain shares. 18 BY MR. KRUM: 19 Q. So, is it your testimony that you came 20 to no conclusion independent of any conclusion 21 offered to you by attorneys? 22 A. Yes. 23 Q. And was any conclusion offered to you by 24 any attorneys? 25 MR. SEARCY: And that's a -- that's a</p>	<p style="text-align: right;">Page 95</p> <p>1 "yes" or "no" question. 2 MR. FERRARIO: Yeah. 3 THE WITNESS: Say that again. 4 BY MR. KRUM: 5 Q. Did any attorneys proffer to you any 6 conclusions regarding the subject of who had the 7 right to vote any class B voting stock? Yes or no? 8 A. Yes. 9 Q. When did that happen? 10 A. I think -- I think in September of 2015. 11 Q. And who was the attorney or who were the 12 attorneys? 13 A. I think there was an opinion from Neal 14 Brockmeyer -- Brockmeyer, which he sent to the 15 independent committee. I think that was in there. 16 And there was corporate counsel in Nevada. And 17 there was opinions from them. 18 Q. Corporate counsel being Greenberg 19 Traurig? 20 A. Yes. 21 Q. And there were -- there was more than 22 one opinion from them? 23 A. I can only recall one. 24 Q. And the one that you recall, Mr. Kane, 25 when was that provided approximately?</p>
<p style="text-align: right;">Page 96</p> <p>1 MR. SEARCY: And again he's only asking 2 for the date. Don't get into the substance of any 3 legal advice. 4 THE WITNESS: No. That would have been 5 in September of 2015. 6 BY MR. KRUM: 7 Q. To what use, if any, did you put the 8 Greenberg Traurig memo or opinion? 9 A. To what use? 10 MR. SEARCY: Objection. Vague. 11 MR. FERRARIO: Can you -- hang on for 12 just one second. I need to counsel -- 13 (Off-the-record discussion.) 14 MR. KRUM: Gentlemen, it does not -- 15 indisputably does not call for the disclosure of 16 privileged information. I have not asked -- 17 MR. FERRARIO: It's the next question. 18 MR. KRUM: -- Mr. Kane what the 19 substance was and I'm taking this at, as you can see 20 it, nice small incremental steps so that he doesn't 21 get ahead of us and speak to that. 22 MR. FERRARIO: We appreciate that. It's 23 this question, though -- I don't want to say how he 24 could answer it and not take the next step. 25 But if he goes -- he gives the wrong, I</p>	<p style="text-align: right;">Page 97</p> <p>1 think we have now gone into that. We've crossed the 2 line. 3 I mean I think that you've done a fine 4 job. I'm not -- I'm not in any way critiquing how 5 you proceed -- 6 MR. KRUM: Look, I wasn't asking to be 7 credited or blamed. I just want to move the process 8 forward. 9 So let's do this. Let's have the court 10 reporter read the question for him. 11 I'm going to make sure -- and he's done 12 a good job of allowing you to interpose objections 13 if I ask another question that you think calls for 14 privileged information. 15 So let's just do it the way we've been 16 doing it one step at a time. 17 Can you read the question for him, 18 please. 19 (Whereupon the question was read 20 as follows: 21 "Question: To what use, if any, 22 did you put the Greenberg Traurig 23 memo or opinion?") 24 MR. SEARCY: I'll object as vague. 25 MR. FERRARIO: I'm going to object. I</p>

<p style="text-align: right;">Page 98</p> <p>1 think we're now starting to invade the</p> <p>2 attorney-client privilege. Because you're</p> <p>3 reading -- you're asking him did he read it?</p> <p>4 MR. KRUM: I'm asking him to what use,</p> <p>5 if any, did he put it. Not what it said.</p> <p>6 BY MR. KRUM:</p> <p>7 Q. Mr. Kane, directing your attention to</p> <p>8 the Greenberg Traurig memo or opinion, to what use,</p> <p>9 if any, did you put that?</p> <p>10 MR. FERRARIO: I'm going to object to</p> <p>11 that, because I do think this invades the</p> <p>12 attorney-client privilege.</p> <p>13 MR. SEARCY: Join.</p> <p>14 BY MR. KRUM:</p> <p>15 Q. Go ahead, sir.</p> <p>16 MR. FERRARIO: I don't --</p> <p>17 BY MR. KRUM:</p> <p>18 Q. Don't tell me about the substance. Just</p> <p>19 tell me, did you rely on it for any purpose?</p> <p>20 MR. FERRARIO: That's where the problem</p> <p>21 comes, Mark.</p> <p>22 MR. KRUM: Well, it might be a problem</p> <p>23 for you guys.</p> <p>24 MR. FERRARIO: It's not a problem for</p> <p>25 me.</p>	<p style="text-align: right;">Page 99</p> <p>1 MR. KRUM: The answer --</p> <p>2 MR. FERRARIO: It depends on what -- it</p> <p>3 depends on what position the company -- or that</p> <p>4 Mr. Kane wants to take. And that's -- that's what</p> <p>5 I'm -- that's where I think this is an issue at this</p> <p>6 point in time.</p> <p>7 MR. KRUM: It's not an issue.</p> <p>8 MR. FERRARIO: Yes, it is.</p> <p>9 MR. KRUM: It may be, but --</p> <p>10 MR. FERRARIO: I'll tell you what, we'll</p> <p>11 deal with it down the road. I'm going to tell him</p> <p>12 -- I'm going to instruct him to not answer based upon</p> <p>13 --</p> <p>14 MR. KRUM: On what basis?</p> <p>15 MR. FERRARIO: -- the privilege. Just</p> <p>16 what I just said.</p> <p>17 MR. KRUM: Okay. Can we mark this part</p> <p>18 of the transcript. We're going to come back to it</p> <p>19 presumably over the lunch break.</p> <p>20 MR. FERRARIO: Yeah. And I'll visit</p> <p>21 this with Marshall over the break, but at this point</p> <p>22 in time we're going to assert the attorney-client</p> <p>23 privilege.</p> <p>24 BY MR. KRUM:</p> <p>25 Q. Mr. Kane, who provided the Greenberg</p>
<p style="text-align: right;">Page 100</p> <p>1 Traurig document to you; that is, the opinion to</p> <p>2 which you have just referred?</p> <p>3 MR. SEARCY: You can answer that</p> <p>4 question.</p> <p>5 THE WITNESS: I'm trying --</p> <p>6 MR. SEARCY: Again, don't get into the</p> <p>7 substance. Just --</p> <p>8 THE WITNESS: No. I understand. And my</p> <p>9 question is I don't know that I can answer his</p> <p>10 question in the sense that I may have received it</p> <p>11 directly from Greenberg.</p> <p>12 BY MR. KRUM:</p> <p>13 Q. Did you ask them to provide it to you?</p> <p>14 A. I think I did, yes.</p> <p>15 Q. With whom did you communicate? Not what</p> <p>16 was communicated, just with whom did you</p> <p>17 communicate?</p> <p>18 A. I don't recall whether it was Mark or</p> <p>19 whether it was someone else in the firm that I</p> <p>20 communicate with.</p> <p>21 Q. Was it orally or in writing?</p> <p>22 A. I don't recall.</p> <p>23 Q. Was anyone else party or privy to that</p> <p>24 communication?</p> <p>25 A. I think Guy Adams was. That's -- he</p>	<p style="text-align: right;">Page 101</p> <p>1 would have been if I was, because it was a</p> <p>2 compensation committee question. And Tim Storey may</p> <p>3 well have been.</p> <p>4 Q. And it is your best recollection --</p> <p>5 strike that.</p> <p>6 Is it your best recollection as you sit</p> <p>7 here today, Mr. Kane, that the first time you had</p> <p>8 communications of the type you're describing now was</p> <p>9 in September of 2015?</p> <p>10 MR. SEARCY: Objection. Vague and lacks</p> <p>11 foundation.</p> <p>12 THE WITNESS: There may have been some</p> <p>13 communication with them earlier also.</p> <p>14 BY MR. KRUM:</p> <p>15 Q. Earlier being when? Either in time or</p> <p>16 relative to any other particular events that you</p> <p>17 recall?</p> <p>18 A. It was a particular event having to do</p> <p>19 with the exercise of voting share options by</p> <p>20 Margaret and Ellen Cotter.</p> <p>21 Q. And approximately when was that?</p> <p>22 A. I don't recall. I think -- I don't</p> <p>23 recall.</p> <p>24 Q. Do you recall it relative to any other</p> <p>25 developments or events?</p>

<p style="text-align: right;">Page 102</p> <p>1 A. Well, there was a fight between Jimmy 2 and his sisters, and I did not on behalf of the 3 committee want to get in the middle of it. 4 So, I required -- I required an opinion 5 of counsel. 6 I didn't care who won. It's just that 7 we wanted to do the right thing, the committee did. 8 Q. The compensation committee? 9 A. Right. 10 Q. With respect to requests by Ellen and 11 Margaret to exercise options? 12 A. That was one issue, yes. 13 Q. What were the other issues? 14 A. There was the issue of exercising the 15 options that were granted to Jim Cotter, Sr. 16 Q. What was the issue there or what were 17 the issues, as best you can recall? 18 A. Mr. Cotter, Jr., was saying those 19 options belong to the trust, that they had been 20 transferred to the living trust, and that they could 21 not exercise that option on behalf of the estate. 22 Q. Did you ever come to a conclusion 23 whether Ellen and Margaret Cotter could exercise the 24 option you just referenced? 25 A. The one that was in Jim Cotter, Sr.'s</p>	<p style="text-align: right;">Page 103</p> <p>1 estate? 2 Q. Well, let's do this. Let's -- instead 3 of not knowing if we're referring to the same one, 4 let me back up and ask a couple questions. 5 Do you recall there came a time when 6 Ellen and Margaret Cotter purporting to act as 7 executives of the estate of Jim Cotter, Sr., 8 undertook to exercise a supposed option to acquire 9 100,000 shares of class B voting stock? 10 A. Yes. 11 MR. SEARCY: Objection. Argumentative. 12 BY MR. KRUM: 13 Q. So I'm just going to call that the 14 100,000 dollar -- excuse me. I'm going to call that 15 the 100,000 share option. We can drop the word 16 "suppose" so we have a handy short point of 17 reference. 18 Does that work for you, Mr. Kane? 19 A. Yes. 20 Q. Now, did you ever -- what did you do to 21 come to a conclusion -- strike that. 22 Did you ever come to a conclusion 23 whether Ellen and Margaret Cotter as executors of 24 the Estate of Jim Cotter, Sr., had the right to 25 exercise the 100,000 share option?</p>
<p style="text-align: right;">Page 104</p> <p>1 A. The committee did. 2 Q. When did that occur? 3 A. I'm having difficulty, because there's 4 two sets of options, their personal options and the 5 estate and which came when, because there were both 6 issues presented to the committee. 7 And I think -- I know there was some 8 meeting in September of 2015, and I don't -- I think 9 those were the Estate's options. 10 Q. By which you mean what we're going to 11 call the 100,000 share option? 12 A. Yes, yes. 13 Q. Well, as to you personally, Mr. Kane, 14 what did you do to reach a conclusion with respect 15 to the question of whether Ellen and Margaret Cotter 16 as executors of the estate of Jim Cotter, Sr., had 17 the right to exercise the 100,000 share option? 18 A. I asked for a legal opinion. 19 Q. And I don't want to repeat everything 20 you've already told me. 21 You're referring to the Greenberg 22 Traurig opinion you discussed earlier? 23 A. I believe that's correct, yes. 24 Q. And you also mentioned Mr. Brockmeyer. 25 Did you seek his advise with respect to</p>	<p style="text-align: right;">Page 105</p> <p>1 the 100,000 share option? 2 A. I think -- I may be confused, but I 3 think his advice had to do with -- I may have turned 4 it around, but I think his advice had to do with 5 their exercise of their own B options. 6 Q. Did you understand in September of 2015 7 that Greenberg Traurig was counsel of record in this 8 case, the derivative case for the company? 9 A. Yes. 10 Q. Did you ever hear or learn or were you 11 ever told that Greenberg Traurig had previously 12 provided an opinion, the subject matter of which was 13 who had the right to vote what shares at the 2015 14 annual shareholders meeting? 15 A. I can't recall. 16 Q. Do you recall ever hearing or learning 17 or being told that that was an issue or a potential 18 issue? 19 MR. SEARCY: Objection. Vague. 20 THE WITNESS: Yeah. Repeat that, 21 please. 22 BY MR. KRUM: 23 Q. Were you ever -- did you ever hear or 24 learn or were you ever told that there was a 25 question or were questions regarding who, if anyone,</p>

<p style="text-align: right;">Page 174</p> <p>1 contingency plan if they win the</p> <p>2 lawsuit. But if Tim has been</p> <p>3 offered something, he cannot</p> <p>4 continue on the independent</p> <p>5 committee, as it would taint the</p> <p>6 committee and their position."</p> <p>7 Do you see that?</p> <p>8 A. Yes.</p> <p>9 Q. To what does that refer?</p> <p>10 A. What it refers to is if Tim really was</p> <p>11 interested in becoming C.E.O., then he should have</p> <p>12 gotten off the committee, because we would make that</p> <p>13 decision. And it would be inappropriate for him to</p> <p>14 be on the committee of non-Cotter directors.</p> <p>15 That was my view.</p> <p>16 Q. And what did Ellen say that she had</p> <p>17 done, if anything, with respect to Tim or anyone</p> <p>18 else serving as interim C.E.O.?</p> <p>19 MR. SEARCY: Objection. Vague.</p> <p>20 THE WITNESS: I don't think Ellen -- I</p> <p>21 don't know if I ever had a discussion with Ellen</p> <p>22 about it.</p> <p>23 BY MR. KRUM:</p> <p>24 Q. To what does the term "contingency plan"</p> <p>25 refer in the sentence I read?</p>	<p style="text-align: right;">Page 175</p> <p>1 Or I guess I should say to what does</p> <p>2 "contingency plan if they win the lawsuit" refer to?</p> <p>3 MR. SEARCY: Objection. Vague.</p> <p>4 THE WITNESS: I'm not 100 percent sure</p> <p>5 what I had in mind.</p> <p>6 BY MR. KRUM:</p> <p>7 Q. How many times did you ask Ellen whether</p> <p>8 she had -- she or Margaret had discussed with Tim</p> <p>9 Storey his becoming interim C.E.O.?</p> <p>10 MR. SEARCY: Objection. Assumes facts,</p> <p>11 misstates testimony, is vague.</p> <p>12 THE WITNESS: This was probably the only</p> <p>13 time.</p> <p>14 BY MR. KRUM:</p> <p>15 Q. Well, I refer your attention,</p> <p>16 Mr. Kane --</p> <p>17 A. Uh-huh.</p> <p>18 Q. -- to the third line that's not redacted</p> <p>19 which begins,</p> <p>20 "I did talk with Ellen to ask again</p> <p>21 whether she or Margaret had</p> <p>22 discussed with Tim his</p> <p>23 becoming interim C.E.O." --</p> <p>24 A. I see that, but I don't think I had more</p> <p>25 than one discussion with her.</p>
<p style="text-align: right;">Page 176</p> <p>1 Q. You don't think you had more than one --</p> <p>2 one discussion with Ellen regarding the subject of</p> <p>3 Tim Storey becoming interim C.E.O.?</p> <p>4 A. I don't think so.</p> <p>5 Q. You have discussions with her about the</p> <p>6 subject of an interim C.E.O. other than that what</p> <p>7 you believe to be one discussion about Tim Storey?</p> <p>8 MR. SEARCY: Objection. Vague.</p> <p>9 THE WITNESS: I don't think so.</p> <p>10 BY MR. KRUM:</p> <p>11 Q. Did you ever have any communications</p> <p>12 with Ellen Cotter about Guy Adams serving as interim</p> <p>13 C.E.O.?</p> <p>14 MR. SEARCY: Objection. Vague.</p> <p>15 THE WITNESS: I may have. I just don't</p> <p>16 recall.</p> <p>17 BY MR. KRUM:</p> <p>18 Q. Three lines from the bottom of your</p> <p>19 March 1 email on Exhibit 105, it reads,</p> <p>20 "According to Ellen, Craig is also</p> <p>21 on the 'team';"</p> <p>22 Do you see that?</p> <p>23 A. Yeah.</p> <p>24 Q. What team are you referencing there?</p> <p>25 A. I think it was Ellen and Margaret versus</p>	<p style="text-align: right;">Page 177</p> <p>1 Jim.</p> <p>2 Q. Was that word "team" used by Ellen? Is</p> <p>3 that why you put it in quotes?</p> <p>4 A. No.</p> <p>5 MR. SEARCY: Objection. Lacks</p> <p>6 foundation.</p> <p>7 THE WITNESS: No.</p> <p>8 BY MR. KRUM:</p> <p>9 Q. That was just your usage?</p> <p>10 A. Yes.</p> <p>11 Q. Why was that, if you recall?</p> <p>12 A. That's the kind of writer I am. I don't</p> <p>13 know.</p> <p>14 Q. Okay.</p> <p>15 A. I don't have a secretary. I make this</p> <p>16 stuff up myself.</p> <p>17 MR. KRUM: I'll ask the court reporter</p> <p>18 to mark as Exhibit 106 a one-page document bearing</p> <p>19 production number GA5123.</p> <p>20 (Whereupon the document referred</p> <p>21 to was marked Plaintiffs'</p> <p>22 Exhibit 106 by the Certified</p> <p>23 Shorthand Reporter and is attached</p> <p>24 hereto.)</p> <p>25 ///</p>

<p style="text-align: right;">Page 194</p> <p>1 I -- I said to him at one point, "Take 2 it. You have nothing to lose. You're going to get 3 terminated if you don't. If you can work it out 4 with your sisters, it will go on and I will support 5 you. I'll even make a motion to see if the company 6 will reimburse the legal fees." 7 I did not want him to go. 8 And you, I'm sure, see emails in there 9 to that effect. Even though I voted -- was voting 10 against him, I wanted him to stay as C.E.O. 11 BY MR. KRUM: 12 Q. If you wanted him to stay as C.E.O. -- 13 A. Right. 14 Q. -- why did you vote against him? 15 A. Because I wanted him to stay as C.E.O., 16 working with his sisters who were work -- willing to 17 work with him for the benefit of the company. 18 And to me it was a wonderful solution, 19 and it had no adverse impact. If it didn't work 20 out, then we would deal with it. But he would work 21 with them and -- as an executive committee. 22 He told me that he didn't want Guy Adams 23 on there. And I told him, "I'll do my best to make 24 sure that he isn't on that; just you and your 25 sisters."</p>	<p style="text-align: right;">Page 195</p> <p>1 And if they could work together, that's 2 all we wanted. 3 Q. Are you drawing a distinction, Mr. Kane, 4 between Ellen and Margaret working with Jim 5 Cotter, Jr., as distinct from working for him? 6 MR. SEARCY: Objection. Vague. 7 THE WITNESS: I don't think I ever made 8 that distinction, but I think he would glean and 9 learn a lot working with them. 10 After all they were the operating 11 executives of this company. 12 BY MR. KRUM: 13 Q. And did you understand that -- strike 14 that. 15 But that resolution did not come to pass 16 because Jim Cotter, Jr., rejected it, correct? 17 MR. SEARCY: Objection. Vague. 18 THE WITNESS: He rejected it, yes. 19 (Whereupon Ms. Bennett left the 20 deposition proceedings at this 21 time.) 22 BY MR. KRUM: 23 Q. And he got himself terminated, right? 24 MR. SEARCY: Objection. Vague. 25 THE WITNESS: Yes.</p>
<p style="text-align: right;">Page 196</p> <p>1 MR. KRUM: Marshall, you wanted to quit 2 at 4:30, and I see it's 4:29. So -- 3 Let me be clear. 4 You advised me we were going to quit at 5 4:30 to accommodate Mr. Kane, and we're going to do 6 that. 7 So, it's 4:30, we'll go off the record. 8 MR. SEARCY: Appreciate that. 9 VIDEOTAPE OPERATOR: This concludes the 10 deposition of Edward Kane, volume one on May 2, 11 2016, which consists of four media files. The 12 original media files will be maintained by Hutchings 13 Litigation Services. 14 Off the video record. 15 The time is 4:30 P.M. 16 17 (Whereupon at 4:30 P.M. the 18 deposition proceedings were 19 concluded.) 20 * * * 21 22 23 24 25</p>	<p style="text-align: right;">Page 197</p> <p>1 REPORTER'S CERTIFICATE 2 3 I, PATRICIA L. HUBBARD, do hereby certify: 4 5 That I am a duly qualified Certified 6 Shorthand Reporter in and for the State of California, 7 holder of Certificate Number 3400, which is in full 8 force and effect, and that I am authorized to 9 administer oaths and affirmations; 10 11 That the foregoing deposition testimony of 12 the herein named witness, to wit, EDWARD KANE, was 13 taken before me at the time and place herein set 14 forth; 15 16 That prior to being examined, EDWARD KANE 17 was duly sworn or affirmed by me to testify the truth, 18 the whole truth, and nothing but the truth; 19 20 That the testimony of the witness and all 21 objections made at the time of examination were 22 recorded stenographically by me and were thereafter 23 transcribed by me or under my direction and 24 supervision; 25</p>

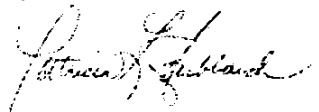
<p>Page 198</p> <p>1 That the foregoing pages contain a full,</p> <p>2 true and accurate record of the proceedings and</p> <p>3 testimony to the best of my skill and ability;</p> <p>4</p> <p>5 I further certify that I am not a relative</p> <p>6 or employee or attorney or counsel of any of the</p> <p>7 parties, nor am I a relative or employee of such</p> <p>8 attorney or counsel, nor am I financially interested</p> <p>9 in the outcome of this action.</p> <p>10</p> <p>11 IN WITNESS WHEREOF, I have subscribed my</p> <p>12 name this 4th day of May, 2016.</p> <p>13 </p> <p>14</p> <p>15 <u>PATRICIA L. HUBBARD, CSR #3400</u></p> <p>16</p> <p>17</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p>	

EXHIBIT 7

Subject: Cotter v. Reading

----- Original message -----

From: Marshall Searcy <marshallsearcy@quinnemanuel.com>
Date: 07/28/2016 4:11 PM (GMT-08:00)
To: "Krum, Mark" <MKrum@lrrc.com>
Cc: ferrariom@gtlaw.com, Christopher Tayback <christayback@quinnemanuel.com>
Subject: RE: Cotter v. Reading

Mark,

Speaking on behalf of my clients, we don't agree that there's been any waiver here. If this is an issue you wish to pursue before proceeding with Mr. Adams' deposition, we should probably all have a discussion on logistics.

Also, with regard to deposition scheduling, I can make Ms. Coddling, Mr. McEachern and Mr. Adams available on August 18 and 19. As I'm sure you're aware, there is a Reading Board of Directors' Meeting on August 4, and Ms. Coddling and Mr. Adams are both have travel and scheduling commitments from August 5 through the 13th. Mr. McEachern is having cataract surgery on the 15th. Do you want to schedule Jim Jr's deposition for that week? Let me know.

From: Krum, Mark [<mailto:MKrum@lrrc.com>]
Sent: Tuesday, July 26, 2016 3:14 PM
To: Krum, Mark <MKrum@lrrc.com>; Marshall Searcy <marshallsearcy@quinnemanuel.com>
Cc: ferrariom@gtlaw.com; Christopher Tayback <christayback@quinnemanuel.com>
Subject: RE: Cotter v. Reading

Chris, Marshall and Mark,

We have another issue we can and should address in connection with the Adams deposition, which arises from his testimony that he relied on counsel in making certain decisions as a member of the compensation committee. See his transcript at 215:24 - 216:22, 218:3 - 2:19:2 and 220:9-20. Of course, our position is that any privilege claimed has been waived. Let's set a time to speak tomorrow or before or after the hearing Thursday to see if we disagree on this, which presumably is the case. I can be available.

Mark

Sent from my Verizon Wireless 4G LTE smartphone

----- Original message -----

From: "Krum, Mark" <MKrum@lrrc.com>
Date: 07/21/2016 2:32 PM (GMT-06:00)
To: Marshall Searcy <marshallsearcy@quinnemanuel.com>, "Krum, Mark" <MKrum@lrrc.com>
Cc: ferrariom@gtlaw.com, Christopher Tayback <christayback@quinnemanuel.com>, erhow@birdmarella.com
Subject: RE: Cotter v. Reading

Marshall,

I understand your email immediately below to indicate that you will instruct Mr. Adams to not answer questions regarding the referenced offer, just as you did with Mr. McEachern, and that you do not want to produce Mr. Adams twice in the event the motion is granted. I also understand your email to indicate that you intend to ask questions of Mr. Cotter regarding the offer in the event that the motion to compel is granted and presume that I do not wish to produce him two more times. Do I correctly understand your point?

Mark

Sent from my Verizon Wireless 4G LTE smartphone

----- Original message -----

From: Marshall Searcy <marshallsearcy@quinnemanuel.com>
Date: 07/21/2016 2:54 PM (GMT-05:00)
To: "Krum, Mark" <MKrum@lrrc.com>
Cc: ferrariom@gtlaw.com, Christopher Tayback <christayback@quinnemanuel.com>, erhow@birdmarella.com
Subject: RE: Cotter v. Reading

Mark,

The motion to compel that plaintiff has filed impacts the scheduling on both of these depositions. Are you planning on asking Mr. Adam's questions relating to the letter that is the subject of Plaintiff's pending motion?

From: Krum, Mark [<mailto:MKrum@lrrc.com>]
Sent: Thursday, July 21, 2016 9:03 AM
To: Marshall Searcy <marshallsearcy@quinnemanuel.com>; Krum, Mark <MKrum@lrrc.com>
Cc: ferrariom@gtlaw.com; Christopher Tayback <christayback@quinnemanuel.com>; erhow@birdmarella.com
Subject: RE: Cotter v. Reading

Will it work for Chris, Mark and and Ekwan to conclude Mr. Cotter next Tuesday? That would require us to move Mr. Adams to next Wednesday, when he is available.

Sent from my Verizon Wireless 4G LTE smartphone

----- Original message -----

From: Marshall Searcy <marshallsearcy@quinnemanuel.com>
Date: 07/20/2016 7:38 PM (GMT-05:00)
To: "Krum, Mark" <MKrum@lrrc.com>
Cc: ferrariom@gtlaw.com, Christopher Tayback <christayback@quinnemanuel.com>, erhow@birdmarella.com
Subject: Re: Cotter v. Reading

Thanks, Mark. I'll ask Ms. Coddington about that first week in August. It looks like we've got a couple of conflicts on our side for July 27. Can Mr. Cotter appear for his deposition during the first week of August?

Sent from my iPhone

On Jul 20, 2016, at 2:55 PM, Krum, Mark <MKrum@lrrc.com> wrote:

Marshall,

Thanks for the response. At the risk of belaboring the obvious, that date is problematic for a variety of reasons. Would you please be so kind as to determine if Ms. Coddington can appear for a half day the week of August 3?

Also, now that I know that you are going to produce her for deposition, I can make good on my agreement with Chris and others to produce Mr. Cotter for the agreed remaining 3.5 hours at a time that allows us to make a single trip to Los Angeles for his and Mr. Adams' depositions. I can produce Mr. Cotter on July 27, the day after Mr. Adams.

Mark

Sent from my Verizon Wireless 4G LTE smartphone

----- Original message -----

From: Marshall Searcy <marshallsearcy@quinnemanuel.com>
Date: 07/20/2016 1:14 PM (GMT-05:00)
To: "Krum, Mark" <MKrum@lrrc.com>
Cc: ferrariom@gtlaw.com, Christopher Tayback <christayback@quinnemanuel.com>, erhow@birdmarella.com
Subject: RE: Cotter v. Reading

Mark,

Judy is traveling right now, but she should be available on August 17 for deposition.

From: Krum, Mark [<mailto:MKrum@lrrc.com>]
Sent: Tuesday, July 19, 2016 12:19 PM
To: Marshall Searcy <marshallsearcy@quinnemanuel.com>
Cc: ferrariom@gtlaw.com; Christopher Tayback <christayback@quinnemanuel.com>; erhow@birdmarella.com
Subject: RE: Cotter v. Reading

Marshall,

Tuesday afternoon the 26th is fine for Mr. Adams.

Are you going to suggest dates for Ms. Coddington? If it helps, an afternoon should be sufficient time.

Mark

From: Marshall Searcy [<mailto:marshallsearcy@quinnemanuel.com>]
Sent: Friday, July 15, 2016 5:28 PM
To: Krum, Mark
Cc: ferrariom@gtlaw.com; Christopher Tayback; erhow@birdmarella.com
Subject: RE: Cotter v. Reading

Mark, we reserve all Ms. Coddington's rights with respect to her appearance at deposition, and without waiving any rights, can tell you that Ms. Coddington is currently traveling and isn't available on that date. Again reserving all her rights, I will get back to you on alternative dates.

From: Krum, Mark [<mailto:MKrum@lrrc.com>]
Sent: Friday, July 15, 2016 1:51 PM
To: Marshall Searcy <marshallsearcy@quinnemanuel.com>; Krum, Mark <MKrum@lrrc.com>
Cc: ferrariom@gtlaw.com; Christopher Tayback <christayback@quinnemanuel.com>; erhow@birdmarella.com
Subject: RE: Cotter v. Reading

Marshall,

If I recall correctly, we noticed Ms. Coddington for the 27th. Are you going to produce her and, if so, on the 27th.

Mark

Sent from my Verizon Wireless 4G LTE smartphone

----- Original message -----

From: Marshall Searcy <marshallsearcy@quinnemanuel.com>
Date: 07/15/2016 2:23 PM (GMT-05:00)
To: "Krum, Mark" <MKrum@lrrc.com>
Cc: ferrariom@gtlaw.com, Christopher Tayback <christayback@quinnemanuel.com>, erhow@birdmarella.com
Subject: RE: Cotter v. Reading

Mark, following up on this, Guy can be available on the afternoon of July 26th, or on July 27th for his deposition. We will need a different date for the completion of Jim Cotter, Jr.'s deposition.

From: Marshall Searcy
Sent: Friday, July 15, 2016 9:55 AM
To: 'Krum, Mark' <MKrum@lrrc.com>
Cc: ferrariom@gtlaw.com; Christopher Tayback <christayback@quinnemanuel.com>; erhow@birdmarella.com
Subject: RE: Cotter v. Reading

Mark,

It looks like August 4 will not work for Guy's deposition. If we scheduled for July 29, does that work for Jim Cotter, Jr.? I will also need to confirm this date on my end.

From: Krum, Mark [<mailto:MKrum@lrrc.com>]
Sent: Thursday, July 14, 2016 11:50 AM
To: Marshall Searcy <marshallsearcy@quinnemanuel.com>
Cc: ferrariom@gtlaw.com; Christopher Tayback <christayback@quinnemanuel.com>;

erhow@birdmarella.com

Subject: RE: Cotter v. Reading

Marshall,

Please confirm. I will close the loop with Mr. Cotter and get back to you. As you know, I will endeavor to provide an affirmative response and, failing that, one that accommodates the schedules of all.

Mark

From: Marshall Searcy [<mailto:marshallsearcy@quinnemanuel.com>]

Sent: Tuesday, July 12, 2016 5:17 PM

To: Krum, Mark

Cc: ferrariom@gtlaw.com; Christopher Tayback; erhow@birdmarella.com

Subject: RE: Cotter v. Reading

Mark,

I think that date should work, but I will need to confirm with Guy. Are we also going to finish Jim Jr.'s deposition that day?

From: Krum, Mark [<mailto:MKrum@lrrc.com>]

Sent: Tuesday, July 12, 2016 1:01 PM

To: Marshall Searcy <marshallsearcy@quinnemanuel.com>

Cc: ferrariom@gtlaw.com; Christopher Tayback <christayback@quinnemanuel.com>; erhow@birdmarella.com

Subject: RE: Cotter v. Reading

Marshall,

Please provide dates on which we can finish Mr. Adam's deposition. I will notice it for August 4, the day after Mr. Storey's, for the obvious convenience of all. Although we would like to proceed then, we understand that you will let us know if we can do so.

Mark

From: Marshall Searcy [<mailto:marshallsearcy@quinnemanuel.com>]

Sent: Thursday, June 30, 2016 7:14 PM

To: Krum, Mark

Cc: ferrariom@gtlaw.com; Christopher Tayback; erhow@birdmarella.com

Subject: Cotter v. Reading

Mark,

Thanks for being able to accommodate Guy Adams' medical issues today. I will be in contact with you about a new date for the remainder of his deposition. Safe travels.

Marshall

This message and any attachments are intended only for the use of the individual or entity to which they are addressed. If the reader of this

**OPP
COHEN|JOHNSON|PARKER|EDWARDS**

H. STAN JOHNSON, ESQ.

Nevada Bar No. 00265

sjohnson@cohenjohnson.com

MICHAEL V. HUGHES, ESQ.

Nevada Bar No. 13154

mhughes@cohenjohnson.com

255 East Warm Springs Road, Suite 100

Las Vegas, Nevada 89119

Telephone: (702) 823-3500

Facsimile: (702) 823-3400

QUINN EMANUEL URQUHART & SULLIVAN, LLP

CHRISTOPHER TAYBACK, ESQ.

California Bar No. 145532, *pro hac vice*

christayback@quinnemanuel.com

MARSHALL M. SEARCY, ESQ.

California Bar No. 169269, *pro hac vice*

marshallsearcy@quinnemanuel.com

865 South Figueroa Street, 10th Floor

Los Angeles, CA 90017

Telephone: (213) 443-3000

Attorneys for Margaret Cotter,
Ellen Cotter, Douglas McEachern, Guy Adams,
Edward Kane, Judy Coddington, and Michael Wrotniak

EIGHTH JUDICIAL DISTRICT COURT

CLARK COUNTY, NEVADA

JAMES J. COTTER, JR., derivatively on behalf of
Reading International, Inc.;

Plaintiff,

v.

MARGARET COTTER, ELLEN COTTER, GUY
ADAMS, EDWARD KANE, DOUGLAS
McEACHERN, TIMOTHY STOREY, WILLIAM
GOULD, and DOES 1 through 100, inclusive;

Defendants,

and

Case No.: A-15-719860-B

Dept. No.: XI

Case No.: P-14-082942-E

Dept. No.: XI

Related and Coordinated Cases

BUSINESS COURT

**MARGARET COTTER, ELLEN
COTTER, GUY ADAMS, EDWARD
KANE, DOUGLAS McEACHERN,
JUDY CODDINGTON, AND MICHAEL
WROTHIAK'S OPPOSITION TO
PLAINTIFF'S MOTION TO
COMPEL PRODUCTION OF
DOCUMENTS AND
COMMUNICATIONS RELATED TO
ADVICE OF COUNSEL**

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READING INTERNATIONAL, INC., a Nevada corporation;

Nominal Defendant.

T2 PARTNERS MANAGEMENT, LP, a Delaware limited partnership, doing business as KASE CAPITAL MANAGEMENT, *et al.*;

Plaintiffs,

v.

MARGARET COTTER, ELLEN COTTER, GUY ADAMS, EDWARD KANE, DOUGLAS McEACHERN, WILLIAM GOULD, JUDY CODDING, MICHAEL WROTONIAK, CRAIG TOMPKINS, and DOES 1 through 100, inclusive;

Defendants,

and

READING INTERNATIONAL, INC., a Nevada corporation;

Nominal Defendant.

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1 MEMORANDUM OF POINTS AND AUTHORITIES

2 **I. INTRODUCTION**

3 Plaintiff's Motion fails for multiple reasons. *First*, the Motion is untimely on its face.
4 After indisputably waiting more than three months, Plaintiff filed his Motion after the discovery
5 cutoff. Plaintiff does not even try to rationalize his tardiness; to the contrary, it is evident that
6 Plaintiff filed his belated motion in an effort to delay the scheduled November trial in this action.

7 *Second*, the basic premise of the Motion is fatally flawed. Plaintiff's Motion incorrectly
8 argues that any time a party admits to relying on counsel's advice in connection with his or her
9 decision-making, the privilege is waived. But Plaintiff improperly conflates two very different
10 and distinct concepts: (a) obtaining advice of counsel in connection with corporate decision-
11 making and (b) relying on and asserting an "advice of counsel" affirmative defense. It is only
12 the latter that, under certain circumstances, can give rise to a waiver of the attorney-client
13 privilege. Defendants Adams and Kane asserted twenty-six affirmative defenses in their Answer
14 to Plaintiff's First Amended Complaint; advice of counsel is not among them. **No Defendant in**
15 **this case asserted an advice of counsel defense** and no waiver has occurred.

16 *Third*, Plaintiff is not afforded access to Defendants' privileged communications purely
17 by virtue of his status as a Reading stockholder. Plaintiff claims that the so-called "fiduciary
18 duty exception" should apply here, granting Plaintiff access to privileged Board and management
19 communications. However, Delaware courts only apply this narrow exception when there is a
20 mutuality of interest between a stockholder and management. It does not apply if there is even a
21 "reasonable anticipation" of litigation being brought by the stockholder. Here, at the time of the
22 privileged communications at issue, Plaintiff had *already sued* Kane and Adams.

23 In sum, Plaintiff has brought a meritless and untimely Motion for the purpose of delaying
24 trial in this action. The Motion should be denied.

25 **II. RELEVANT FACTS**

26 The Compensation Committee Approval Of The Option Exercise. In or about September
27 2015, Ellen and Margaret Cotter, on behalf of the Estate of James J. Cotter, Sr., sought to
28 exercise an option to acquire 100,000 shares of Reading Class B voting stock (the "Option

1 Exercise”). They sought to exercise the option using Company Class A non-voting stock rather
2 than cash. Pursuant to Reading’s Stock Option Plan, the use of any consideration other than cash
3 to pay an option exercise price requires the approval of the Compensation Committee. In
4 connection with this particular Option Exercise, the Compensation Committee—of which
5 Defendants Kane and Adams were members during the relevant time period—sought legal
6 advice from both in-house RDI counsel and outside counsel. The Compensation Committee
7 sought legal advice because the Cotter siblings were involved in trust and estate litigation and
8 moreover, in June 2015, James Cotter, Jr. had filed a purported derivative lawsuit individually
9 naming the members of the Compensation Committee, including Kane and Adams, as
10 defendants. *See* Ex. 6 to Motion (Kane deposition testimony) at 104-105. The Compensation
11 Committee ultimately approved the Option Exercise on or about September 21, 2015.

12 In his October 2015 First Amended Complaint, Plaintiff added allegations regarding the
13 Option Exercise, and Kane and Adams’ conduct specifically, in support of his claims for breach
14 of fiduciary duty. Defendants, including Kane and Adams, filed an Answer to the First
15 Amended Complaint. Kane and Adams asserted numerous affirmative defenses in their Answer.
16 They did not assert an “advice of counsel” defense.

17 Deposition Testimony About The Decision-Making Process. Plaintiff deposed Guy
18 Adams on April 28, 2016, and Ed Kane on May 2, 2016. At the depositions of each of Kane and
19 Adams, Plaintiff’s counsel asked various questions about the Option Exercise. Specifically,
20 Plaintiff’s counsel asked Kane and Adams what information they relied on as part of the
21 Compensation Committee’s decision to authorize the Option Exercise. Kane and Adams both
22 acknowledged receiving advice from legal counsel regarding this decision, including from in-
23 house counsel Craig Tompkins and William Ellis, and also from outside counsel Greenberg
24 Traurig. *See* Ex. 5 to Motion at 96; Ex. 6 to Motion at 103. Neither Kane nor Adams disclosed
25 the substance of any attorney-client communications at their deposition, and both were
26 specifically instructed by counsel not to disclose or describe the substance of any legal advice
27 received regarding the Option Exercise. *See* Ex. 5 to Motion at 96; Ex. 6 to Motion at 103.
28 Neither Kane nor Adams claimed at their deposition that they intended to assert an “advice of

1 counsel” affirmative defense or that they would seek to introduce the substance of any attorney-
2 client communications at trial.

3 Plaintiff's Untimely and Defective Motion. On July 26, 2016, almost three months after
4 Mr. Adams' April 28 deposition, Plaintiff asserted that Adams had waived the attorney-client
5 privilege with prior deposition testimony. *See* Ex. A attached hereto at 1. Plaintiff did not
6 explain why he had waited three months to make this waiver claim. *See id.*

7 On August 12, 2016, two weeks after the discovery cutoff in this case, Plaintiff served his
8 Motion. In the Motion, Plaintiff asserted for the first time that Kane had also waived the
9 privilege, at his May 2, 2016, deposition. Plaintiff's Motion does not explain why Plaintiff
10 waited over three months to make this assertion, much less explain why he never attempted to
11 meet-and-confer with Kane's counsel about this supposed waiver. Additionally, on August 12
12 Plaintiff suggested for the first time in this litigation that the so-called “fiduciary duty exception”
13 applies here, which Plaintiff claims grants him access to Defendants' privileged communications
14 by virtue of Plaintiff's status as a Reading stockholder. Plaintiff's Motion does not explain why
15 he failed to even attempt to meet-and-confer on this issue.

16 **III. ARGUMENT**

17 **A. Plaintiff's Motion is Untimely and Should be Denied on That Basis**

18 Plaintiff served his Motion on August 12, 2016. That is *more than three months* after the
19 depositions of Guy Adams and Ed Kane at which the supposed waivers occurred, and *two weeks*
20 after the twice-extended fact discovery cutoff. (Adams and Kane were deposed on April 28 and
21 May 2, respectively). Further, with respect to the “fiduciary duty exception” argument Plaintiff
22 makes in his Motion, that position could have been asserted *at any time* during the litigation;
23 nonetheless, Plaintiff waited until after the close of fact discovery to raise this argument.

24 Plaintiff does not attempt to justify these delays in his Motion, and Plaintiff's untimely
25 Motion should therefore be denied. *See, e.g., Wong v. Regents of the Univ. of Cal.*, 410 F.3d
26 1054, 1060 (9th Cir. 2004) (“In these days of heavy caseloads, trial courts in both the federal and
27 state systems routinely set schedules and establish deadlines to foster the efficient treatment and
28 resolution of cases. Those efforts will be successful only if the deadlines are taken seriously by

1 the parties, and the best way to encourage that is to enforce the deadlines. Parties must
2 understand that they will pay a price for failure to comply strictly with scheduling and other
3 orders, and that failure to do so may properly support severe sanctions and exclusions of
4 evidence.”); *Gault v. Nabisco Biscuit Co.*, 184 F.R.D. 620, 622 (D. Nev. 1999) (“If the moving
5 party has unduly delayed, the court may conclude that the motion [to compel] is untimely.).

6 Further, despite his counsel’s declaration, Plaintiff failed to satisfy his EDCR 2.34 meet-
7 and-confer obligations with respect to his belated Motion. Plaintiff’s counsel *never* informed
8 Defendants prior to filing this Motion of his position that Defendant Kane had waived the
9 attorney-client privilege. The parties’ discussions were limited to Adams’ supposed waiver. *See*
10 Ex. A attached hereto. Additionally, Plaintiff’s counsel *never* informed Defendants prior to
11 filing this Motion that he contends the *Garner*’’fiduciary duty exception” applies. Discovery,
12 and discovery disputes, are supposed to proceed in an orderly fashion pursuant to the applicable
13 Nevada Rules. Local Eighth Judicial District Court Rule 2.34 provides in part:

14 Discovery motions may not be filed unless an affidavit of moving counsel is
15 attached thereto setting forth that after a discovery dispute conference or a good
16 faith effort to confer, counsel have been unable to resolve the matter satisfactorily.
17 A conference requires either a personal or telephone conference between or
18 among counsel. Moving counsel must set forth in the affidavit what attempts to
19 resolve the discovery dispute were made, what was resolved and what was not
resolved, and the reasons therefor.

20 Plaintiff is in absolute non-compliance with the requirements of this Rule. “Failure to comply
21 [with EDCR 2.34] will often mean a denial of the discovery motion under ordinary
22 circumstances.” *Album v. Koe, M.D., et al*, Discovery Commissioner Opinion #10 (November,
23 2001). Plaintiff should not be permitted to continually file discovery motions after the discovery
24 cutoff, and request Orders Shortening Time, without even attempting to substantively meet-and-
25 confer with Defendants.
26
27
28

1 **B. Kane and Adams Did Not Waive the Attorney-Client Privilege by**
2 **Acknowledging the Receipt of Attorney Advice**

3 1. Neither Kane Nor Adams Have Asserted an “Advice of Counsel” Defense

4 In any event, Plaintiff’s Motion also fails on the merits. Plaintiff’s Motion is based on
5 the premise that Kane and Adams have asserted an “advice of counsel” defense in connection
6 with the Option Exercise. That premise is false. Though Kane and Adams assert twenty-six
7 affirmative defenses in their Answer to Plaintiff’s First Amended Complaint, advice of counsel is
8 not one of them.

9 The “advice of counsel” affirmative defense—which is most frequently raised in
10 malicious prosecution, insurance bad faith, and patent infringement actions—arises when a party
11 asserts as a defense that because he or she relied in good faith on the informed advice of counsel
12 in taking a specific action, that party cannot be held liable for such action. *See, e.g., 54 C.J.S.*
13 *Malicious Prosecution* § 72 (2016 ed.). Neither Kane nor Adams nor *any Defendant* has raised
14 the “advice of counsel” defense in this case.

15 Certainly, as Plaintiff acknowledges in his Motion, Adams and Kane sought out and
16 “unequivocally . . . relied upon advice of counsel.” Mot. at 11:11-13. However, the fact that
17 Adams and Kane considered and followed counsel’s advice during their decision-making—while
18 certainly consistent with careful corporate governance—is no basis for a waiver of the privilege.
19 *Acknowledging receipt* of advice from an attorney is different and distinct from asserting an
20 advice of counsel *affirmative defense*. By acknowledging that they received privileged advice,
21 Kane and Adams were responding truthfully to deposition questions by Plaintiff’s counsel and
22 providing the same basic foundational information about such communications as would appear
23 on a privilege log, *i.e.,* the identity of the attorneys, the timing, and the general subject matter of
24 the communications. That is not the same thing as asserting an advice of counsel defense. If it
25 were, the advice of counsel defense would effectively be asserted—and privilege waived—every
26 time a litigant merely acknowledged receiving and relying on attorney advice.

27 2. Kane and Adams Did Not Waive the Attorney-Client Privilege by
28 Testifying, in Response to Plaintiff’s Questioning, That They Received
 Attorney Advice Regarding the Option Exercise

1 Because neither Kane nor Adams has asserted an advice of counsel defense, the case law
2 relied upon by Plaintiff is inapplicable.¹ Those cases articulate that “where a party seeks an
3 advantage in litigation by revealing part of a privileged communication, the party shall be
4 deemed to have waived the entire attorney-client privilege as it relates to the subject matter of
5 that which was partially disclosed.” *Wardleigh v. Second Jud. Dist. Ct. in and for County of*
6 *Washoe*, 111 Nev. 345, 354 (1995).

7 Here, Kane and Adams have not revealed the substance of their privileged
8 communications with attorneys regarding the Option Exercise, nor have they sought to obtain
9 any litigation advantage through those communications. Plaintiff cites *Wardleigh* for the
10 proposition that a privilege waiver occurs “once a party indicates an intention of relying on
11 privileged evidence during trial.” See Mot. 12:14-16. But Plaintiff ignores the fact that Kane
12 and Adams have never made any such indication, nor do they intend to rely on privileged
13 evidence at trial. To the contrary, during their depositions, both Kane and Adams followed
14 instructions *not* to reveal any substance of their communications with counsel. See Ex. 5 to
15 Motion at 96 (“Don’t disclose the communications with legal counsel. You can simply say you
16 conferred with legal counsel.”); Ex. 6 to Motion at 103 (“And again he’s only asking for the date.
17 Don’t get into the substance of any legal advice.”).

18 Those instructions directly contradict the notion that Defendants have somehow injected
19 their communications with attorneys into this case. Indeed, it is Plaintiff, not Kane or Adams,
20 who seeks to put their privileged communications at issue in this litigation. Plaintiff’s counsel is
21 the one who asked deposition questions specifically designed elicit an acknowledgement from
22 Kane and Adams that they received and relied on legal advice in connection with the Option
23

24 ¹ Plaintiff, for example, cites to *Aspex Eyewear, Inc. v. E’Lite Optik, Inc.*, 276 F. Supp. 2d 1084
25 (D. Nev. 2003), in which “[t]he parties acknowledge[d] that when an accused [patent] infringer
26 relies on the advice of counsel defense the accused infringer waives the attorney-client privilege
27 and work-product immunity on the subject matter of the defense.” *Aspex* is inapplicable here; no
28 advice of counsel defense has been asserted (and this is not a patent case). Plaintiff also cites to
two cases for his advice of counsel argument—*Valente v. Pepsico, Inc.*, 68 F.R.D. 361 (D. Del.
1975) and *Deutsch v. Cogan*, 580 A.2d 100 (Del. Ch. 1990)—that have nothing to do with the
advice of counsel waiver. Instead, these cases relate to Plaintiff’s secondary argument, the
supposed “fiduciary duty waiver,” which is equally misguided and inapplicable.

1 Exercise. Plaintiff's counsel asked, for example, "But you relied on this particular Greenberg
2 Traurig memo in connection with making the decision to vote as a member of the compensation
3 committee to allow Ellen and Margaret Cotter, as executors, to exercise the supposed option to
4 acquire 100,000 shares of Class B voting stock; is that right?" See Ex. 5 to Motion at 99.
5 Through such questioning it is Plaintiff, not Defendants, who have attempted to put the substance
6 of legal advice received by the Compensation Committee at issue. But the case law is clear:
7 acknowledgement of having received legal advice is not a waiver. See *Lisle v. State*, 113 Nev.
8 679, 701 (1997) ("[M]ere disclosure of the fact that a communication between client and
9 attorney had occurred does *not* amount to disclosure of the specific content of that
10 communication, and as such does not necessarily constitute a waiver of the privilege . . . Merely
11 acknowledging the fact that the witness discussed a subject with his attorney does not waive the
12 privilege.") (emphasis in original).

13 3. The Applicable Case Law Illustrates A Director May Testify To Receipt
14 Of Attorney Advice Without Waving The Privilege

15 In addition, Delaware courts have directly addressed potential advice of counsel waivers
16 in breach of fiduciary duty cases and have held that acknowledging receipt of attorney advice is
17 not the basis for a waiver. In *In re Converge, Inc. Shareholders Litigation*, 2013 WL 1455827
18 (Del. Ch. April 10, 2013), the defendants were accused of breaching their fiduciary duty to
19 company stockholders by failing to enforce the standstill provisions of a non-disclosure
20 agreement. The defendants in that case, throughout the litigation, repeatedly acknowledged
21 receiving advice of counsel, including through the following affirmative statements:

22 (1) "[t]he Board discussed with its legal advisors what action, if any, it could and/or
23 should take relative to [contracting party's] actions";

24 (2) "the Committee and Board were exceptionally active and well informed . . . The
25 Board received advice throughout this period from five different teams of financial
26 advisors, and the Committee received advice from three different financial advisors and
27 three law firms";

28 (3) "the Committee, the full Board, and management, with the advice of outside counsel,
actively considered the question of whether to sue [contracting partner] for allegedly
breaching the NDA"; and

1 (4) “[the Board] sought legal advice from board and company counsel on multiple
2 occasions.

3 *Id.* at *1. Despite these various statements, the court found that defendants had “not injected or
4 sought to inject any specific attorney-client communications into the litigation. Questions
5 regarding the existence or nonexistence of such communications were raised by Plaintiffs and
6 not the . . . Defendants.” *Id.* at *3. In finding that there was no waiver of the privilege, the
7 *Comverge* court looked to numerous cases holding that “it is the *existence* of legal advice that is
8 material to the question of whether the board acted with due care, *not the substance* of that
9 advice.” *Id.* at *4 (emphasis added). Here, Kane and Adams have done even less than the
10 *Comverge* defendants to insert attorney-client communications into the litigation; all Kane and
11 Adams have done is answer direct deposition questions and note the existence of privileged
12 communications on their privilege logs.

13 Plaintiff should not be permitted to twist Adams and Kane’s acknowledgement that they
14 received counsel’s advice into a supposed affirmative advice of counsel defense sufficient to
15 constitute a privilege waiver. If this were the threshold for a waiver of the privilege, parties
16 would not be able to answer foundational questions at deposition or prepare a complete privilege
17 log without risking a broad privilege waiver. That is precisely what the law seeks to avoid.

18 **C. Plaintiff Is Not Entitled to Obtain Privileged Communications Simply
19 Because He Is a Reading Stockholder**

20 Plaintiff, as an alternative argument, argues he should have access to Defendants’
21 privileged communications pursuant to the “fiduciary duty exception,” or what Plaintiff calls the
22 *Garner* doctrine. Under this doctrine, Plaintiff argues, he is entitled to discovery of all privileged
23 communications Board members received regarding any matter about which Plaintiff alleges
24 misconduct. *See* Mot. at 13. Plaintiff is flatly wrong.

25 1. No Mutuality of Interest Existed Between Plaintiff and the Board After
26 Plaintiff Sued Every Board Member

27 Under the Delaware law cited by Plaintiff, the attorney-client privilege will be found not
28 to apply in a stockholder suit to protect communication between the corporation and its counsel
in very limited circumstances. *See, e.g., in re Fuqua Indus., Inc. S’holder Litig.*, 2002 WL

1 991666 at *3 (Del. Ch. May 2, 2002). “Under the so-called fiduciary duty exception to the
2 attorney-client privilege, **shareholders who enjoy a mutuality of interest with corporate**
3 **management** may obtain access to the corporation's confidential communications with counsel
4 upon a showing of good cause. Although . . . no bright-line rule that identifies the point in time
5 when mutuality of interest diverges in each case, that **divergence must necessarily occur at the**
6 **point in time when the parties can reasonably anticipate litigation over a particular action.**
7 In order to succeed in their motion to compel, the plaintiffs bear the burden of demonstrating the
8 mutuality of interest.” *In re Freeport-McMoRan Sulphur, Inc. Shareholder Litigation*, 2005 WL
9 5756737, *2 (Del. Ch. Jan. 26, 2005) (internal citations and quotation marks omitted; emphasis
10 added). Only during a period of mutuality of interest may a stockholder attempt to demonstrate
11 good cause as to why the attorney-client privilege should not apply. This is entirely in accord
12 with Nevada law, which Plaintiff meticulously avoids relying on and which disallows—in even
13 stronger terms than Delaware law—the exact relief Plaintiff is seeking. *See Las Vegas Sands v.*
14 *Eighth Jud. Dist. Ct.*, 130 Nev. Adv. Op. 69, 331 P.3d 905, 913 (2014) (“Allowing a former
15 fiduciary of a corporation to access and use privileged information after he or she becomes
16 adverse to the corporation solely based on his or her former fiduciary role is entirely inconsistent
17 with the purpose of the attorney-client privilege. We believe such a situation would have a
18 perverse chilling effect on candid communications between corporate managers and counsel.”).

19 Thus, while inapplicable here for numerous reasons, Plaintiff’s “fiduciary duty” argument
20 most obviously fails because the privileged Option Exercise communications took place *after*
21 *Plaintiff had already sued Reading’s Board*, disqualifying him from obtaining these documents.
22 Indeed, if Reading’s Board members had any doubt that there would be litigation about this
23 *specific* issue—*i.e.*, the Compensation Committee’s decision regarding the Option Exercise—
24 Plaintiff resolved that doubt with a September 21, 2015 letter. *See* Ex. B attached hereto. In
25 Plaintiff’s letter, delivered to both Kane and Adams, he made clear his intention to file suit if the
26 Compensation Committee did not reach a decision he agreed with. Plaintiff wrote, “it is
27 apparent under the circumstances that Ellen and Margaret seek to exercise this option to obtain
28 control of the Company through the estate . . . [and] any approval by the Company of the

1 exercise of this option is likely to be understood to have been given to allow Ellen and Margaret
2 to obtain or retain control of the Company through the 2015 Annual Shareholders Meeting.” *Id.*
3 Plaintiff went on to make allegations against Defendant Adams specifically: “[Adams’] stated
4 analysis in electing not to approve my prior request to exercise options obviously requires
5 disapproval of this request, unless his stated rationale was a ruse and in fact he is making
6 decisions based solely on whether they benefit Ellen and Margaret and/or harm me.” *Id.*
7 Against the backdrop of already-initiated litigation and this letter from Plaintiff, any reasonable
8 person would have understood that litigation about the Option Exercise was likely, if not
9 inevitable. There could not have been any mutuality of interest at that time.

10 Further demonstrating the absence of any mutuality of interest, the very deposition
11 testimony quoted in the Motion shows that the Compensation Committee sought the legal advice
12 Plaintiff now demands be disclosed precisely because of the likelihood of litigation. When asked
13 why the Compensation Committee looked to attorneys for advice about the Option Exercise, Mr.
14 Kane testified: “Well, there was a fight between Jimmy and his sisters, and I did not on behalf of
15 the [compensation] committee want to get in the middle of it. So, I required—I required an
16 opinion of counsel. I didn’t care who won. It’s just that we wanted to do the right thing, the
17 committee did.” *See* Ex. 6 to Motion at 105. That Mr. Kane has plainly stated that he, on behalf
18 of the Compensation Committee, sought legal advice about the Option Exercise because of the
19 ongoing litigation at the time and in an attempt not to cause any further disputes is a clear
20 indication that there was no “mutuality of interest” at the time Kane and Adams sought the legal
21 advice at issue. Hence, it is not discoverable by Plaintiff. *See In re Fuqua Indus., Inc.*, 2002 WL
22 991666, *3 (Del. Ch. May 2, 2002) (“divergence must necessarily occur at the point in time
23 when the parties can reasonably anticipate litigation over a particular action.”); *Continental Ins.*
24 *Co. v. Rutledge & Co., Inc.*, 1999 WL 66528 (Del. Ch. Jan. 26, 1999) (“[Since] the Partnership
25 evidently sought advice on the subject only after the limited partners gave notice of their intent to
26 withdraw from the Partnership, it would seem that they concede the point that there was no
27 mutuality of interest regarding any of the work done by [counsel] on this issue. Thus, any advice
28

1 of counsel rendered to any of the parties after each party was made aware of the limited partners'
2 intent to withdraw is privileged and need not be produced.”).

3 Absent any mutuality of interest, the “fiduciary duty exception” to the attorney-client
4 privilege does not apply here. This failure alone is dispositive.

5 2. Plaintiff Cannot Demonstrate Good Cause for Why These Inarguably
6 Privileged Communications Should Be Discoverable

7 Additionally, however, Plaintiff also fails to meet his acknowledged burden (*see* Mot. at
8 13:19-22) of showing good cause why privileged communications about the Option Exercise
9 should be discoverable, and this failure is also fatal to Plaintiff’s Motion.² In an effort to show
10 good cause, Plaintiff vaguely suggests he needs access to each and every privileged
11 communication about the Option Exercise “to assess whether Adams and Kane, in acting as they
12 did, made informed, good faith decisions in the best interests of the Company and, separately,
13 made those decisions based on the interests of the Company and its shareholders, rather than the
14 interests of the purported controlling shareholders, EC and MC.” *See* Mot. at 14-15.

15 Plaintiff’s logic could equally apply to every single privileged communication that any
16 Reading director had with counsel about any of their fiduciary obligations or company decisions,
17 and would render the “good cause” factor irrelevant in any fiduciary duty case. Tellingly, under
18 Plaintiff’s logic, **his own communications** with his own litigation counsel about RDI would be
19 discoverable because Plaintiff has placed his qualifications and ability to represent the interests
20 of all stockholders at issue in this litigation. Plaintiff’s logic is also in conflict with the
21 applicable law, which hold that “it is the *existence* of legal advice that is material to the question

22
23 ² “There are many indicia that may contribute to a decision of presence or absence of good
24 cause, among them the number of shareholders and the percentage of stock they represent; the
25 bona fides of the shareholders; the nature of the shareholders’ claim and whether it is obviously
26 colorable; the apparent necessity or desirability of the shareholders having the information and
27 the availability of it from other sources; whether, if the shareholders’ claim is of wrongful action
28 by the corporation, it is of action criminal, or illegal but not criminal, or of doubtful legality;
whether the communication related to past or to prospective actions; whether the communication
is of advice concerning the litigation itself; the extent to which the communication is identified
versus the extent to which the shareholders are blindly fishing; the risk of revelation of trade
secrets or other information in whose confidentiality the corporation has an interest for
independent reasons.” *Garber v. Wolfenbarger*, 430 F.2d 1093, 1104 (5th Cir. 1970).

1 of whether the board acted with due care, *not the substance* of that advice.” *See In re Converge*,
2 2013 WL 1455827 at *4 (emphasis added).

3 There is no case that allows for disclosure of all privileged communications for the sole
4 purpose of allowing a plaintiff to decide if he thinks the legal advice received by a defendant is
5 good enough. If that were the case, there would be “good cause” in every breach of fiduciary
6 duty case. But the “fiduciary duty” exception does not allow for discovery of privileged
7 communications simply because they might be peripherally relevant to issues in the litigation,
8 and it certainly does not apply here.

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1 **IV. CONCLUSION**

2 WHEREFORE, based on the foregoing, Defendants respectfully request the Court deny
3 Plaintiff James J. Cotter, Jr.'s Motion to Compel Production of Documents and Communications
4 Related to Advice of Counsel.

5 Dated: August 29, 2016.

6 **COHEN|JOHNSON|PARKER|EDWARDS**

7
8 By: /s/ H. Stan Johnson

9 H. STAN JOHNSON, ESQ.

10 Nevada Bar No. 00265

11 sjohnson@cohenjohnson.com

12 MICHAEL V. HUGHES, ESQ.

13 Nevada Bar No. 13154

14 mhughes@cohenjohnson.com

15 255 East Warm Springs Road, Suite 100

16 Las Vegas, Nevada 89119

17 Telephone: (702) 823-3500

18 Facsimile: (702) 823-3400

19 **QUINN EMANUEL URQUHART &
20 SULLIVAN, LLP**

21 CHRISTOPHER TAYBACK, ESQ.

22 California Bar No. 145532, *pro hac vice*

23 christayback@quinnemanuel.com

24 MARSHALL M. SEARCY, ESQ.

25 California Bar No. 169269, *pro hac vice*

26 marshallsearcy@quinnemanuel.com

27 865 South Figueroa Street, 10th Floor

28 Los Angeles, CA 90017

Telephone: (213) 443-3000

*Attorneys for Defendants Margaret Cotter,
Ellen Cotter, Douglas McEachern, Guy Adams,
Edward Kane, Judy Coddington, and Michael
Wrotniak*

CERTIFICATE OF SERVICE

I hereby certify that, on August 29, 2016, I caused a true and correct copy of the foregoing **MARGARET COTTER, ELLEN COTTER, GUY ADAMS, EDWARD KANE, DOUGLAS McEACHERN, JUDY CODDING, AND MICHAEL WROTONIAK'S** **OPPOSITION TO PLAINTIFF'S MOTION TO COMPEL PRODUCTION OF DOCUMENTS AND COMMUNICATIONS RELATED TO ADVICE OF COUNSEL** to be served on all interested parties, as registered with the Court's E-Filing and E-Service System, as follows:

Bird Marella

Contact

Bora Lee
Docket
Hernan E. Vera
Karen Minutelli
Shoshana E. Barnett

Email

blee@birdmarella.com
Docket@BirdMarella.com
hdy@birdmarella.com
kmm@birdmarella.com
seb@birdmarella.com

Chubb

Contact

Allison Rose

Email

allisonrose@chubb.com

Cohen | Johnson | Parker | Edwards

Contact

C.J. Barnabi
H. Stan Johnson, Esq.
Sarah Gondek

Email

cj@cohenjohnson.com
calendar@cohenjohnson.com
sgondek@cohenjohnson.com

Greenberg Traurig, LLP

Contact

6085 Joyce Heilich
7132 Andrea Rosehill
IOM Mark Ferrario
KBD Kara Hendricks
LVGTDocketing
MNQ Megan Sheffield
QSN Shayna Noyce
WTM Tami Cowden
ZCE Lee Hutcherson

Email

heilichj@gtlaw.com
rosehilla@gtlaw.com
lviitdock@gtlaw.com
hendricksk@gtlaw.com
lviitdock@gtlaw.com
sheffieldm@gtlaw.com
noyces@gtlaw.com
cowdent@gtlaw.com
hutcherson@gtlaw.com

Laxalt & Nomura, Ltd.

Contact

James E. Murphy, Esq.
Mike Bale
Nancy Rozan

Email

jmurphy@laxalt-nomura.com
mbale@laxalt-nomura.com
nroz@laxalt-nomura.com

Lewis Roca Rothgerber Christie

Contact

Mark Krum

Email

mkrum@lrrc.com

Lewis Roca Rothgerber Christie LLP

	Contact	Email
1	Jessie Helm	jhelm@lrrc.com
2	Maupin, Cox & LeGoy	
	Contact	Email
3	Carolyn K. Renner	crenner@mcllawfirm.com
	Donald A. Lattin	dlattin@mcllawfirm.com
4	Jennifer Salisbury	jsalisbury@mcllawfirm.com
	Karen Bernhardt	kbernhardt@mcllawfirm.com
5	Katie Arnold	karnold@mcllawfirm.com
6	McDonald Carano Wilson	
	Contact	Email
7	Aaron D. Shipley	ashipley@mcwlaw.com
	Leah Jennings	ljennings@mcdonaldcarano.com
8	Patti Sgro Lewis & Roger	
	Contact	Email
9	Andrew D. Sedlock	asedlock@pslrfirm.com
	Nelson Achaval	nachaval@pslrfirm.com
10	Stephen Lewis	slewis@pattisgrolewis.com
11	Quinn Emanuel Urquhart & Sullivan, LLP	
	Contact	Email
12	Christopher Tayback	christayback@quinnemanuel.com
	Lauren Laiolo	laurenlaiolo@quinnemanuel.com
13	Mario Gutierrez	mariogutierrez@quinnemanuel.com
	Marshall M. Searcy III	marshallsearcy@quinnemanuel.com
14	Noah Helpem	noahhelpem@quinnemanuel.com
15	Reading International	
	Contact	Email
16	Craig Tompkins	craig.tompkins@readingrdi.com
	Ellen Cotter	Ellen.Cotter@readingrdi.com
17	Kenneth Tucker	Kenneth.Tucker@readingrdi.com
	Margaret Cotter	margaret.cotter@readingrdi.com
18	William Ellis	william.ellis@readingrdi.com
19	Robertson & Associates	
	Contact	Email
20	Robert Nation, Esquire	rnation@arobertsonlaw.com
21	Robertson & Associates, LLP	
	Contact	Email
22	Alex Robertson, IV, Esquire	arobertson@arobertsonlaw.com
	Annie Russo (Legal Assistant)	arusso@arobertsonlaw.com
23	Elisabeth Dagorrette, Paralegal	edagorrette@arobertsonlaw.com
24	Santoro Whitmire	
	Contact	Email
25	Asmeen Olila-Stoilov	astoilov@santoronevada.com
	James M. Jimmerson, Esq.	jjimmerson@santoronevada.com
26	Jason D. Smith, Esq.	jsmith@santoronevada.com
	Kristen Dougherty	kdougherty@santoronevada.com
27	Nicholas J. Santoro, Esq.	nsantoro@santoronevada.com
28	Rachel Jenkins	rjenkins@santoronevada.com
	Shepard, Mullin, Richter & Hampton LLP	
	Contact	Email
	Adam Streisand	astreisand@sheppardmullin.com

Sheppard, Mullin, Richter & Hampton LLP

Contact

Dolores Gameros

Email

dgameros@sheppardmullin.com

SOLOMON DWIGGINS & FREER, LTD.

Contact

Alan D. Freer, Esq.

Email

afreer@sdfnvlaw.com

Dated: August 29, 2016

/s/ Sarah Gondek
An employee of Cohen|Johnson|Parker|Edwards

Exhibit A

Exhibit A

Noah Helpern

Subject: RE: Cotter v. Reading

From: Krum, Mark [<mailto:MKrum@lrrc.com>]
Sent: Tuesday, July 26, 2016 3:14 PM
To: Krum, Mark <MKrum@lrrc.com>; Marshall Searcy <marshallsearcy@quinnemanuel.com>
Cc: ferrariom@gtlaw.com; Christopher Tayback <christayback@quinnemanuel.com>
Subject: RE: Cotter v. Reading

Chris, Marshall and Mark,

We have another issue we can and should address in connection with the Adams deposition, which arises from his testimony that he relied on counsel in making certain decisions as a member of the compensation committee. See his transcript at 215:24 - 216:22, 218:3 - 2:19:2 and 220:9-20. Of course, our position is that any privilege claimed has been waived. Let's set a time to speak tomorrow or before or after the hearing Thursday to see if we disagree on this, which presumably is the case. I can be available.

Mark

Sent from my Verizon Wireless 4G LTE smartphone

----- Original message -----

From: "Krum, Mark" <MKrum@lrrc.com>
Date: 07/21/2016 2:32 PM (GMT-06:00)
To: Marshall Searcy <marshallsearcy@quinnemanuel.com>, "Krum, Mark" <MKrum@lrrc.com>
Cc: ferrariom@gtlaw.com, Christopher Tayback <christayback@quinnemanuel.com>, erhow@birdmarella.com
Subject: RE: Cotter v. Reading

Marshall,

I understand your email immediately below to indicate that you will instruct Mr. Adams to not answer questions regarding the referenced offer, just as you did with Mr. McEachern, and that you do not want to produce Mr. Adams twice in the event the motion is granted. I also understand your email to indicate that you intend to ask questions of Mr. Cotter regarding the offer in the event that the motion to compel is granted and presume that I do not wish to produce him two more times. Do I correctly understand your point?

Mark

Sent from my Verizon Wireless 4G LTE smartphone

----- Original message -----

From: Marshall Searcy <marshallsearcy@quinnemanuel.com>

Date: 07/21/2016 2:54 PM (GMT-05:00)

To: "Krum, Mark" <MKrum@lrrc.com>

Cc: ferrariom@gtlaw.com, Christopher Tayback <christayback@quinnemanuel.com>, erhow@birdmarella.com

Subject: RE: Cotter v. Reading

Mark,

The motion to compel that plaintiff has filed impacts the scheduling on both of these depositions. Are you planning on asking Mr. Adam's questions relating to the letter that is the subject of Plaintiff's pending motion?

From: Krum, Mark [mailto:MKrum@lrrc.com]

Sent: Thursday, July 21, 2016 9:03 AM

To: Marshall Searcy <marshallsearcy@quinnemanuel.com>; Krum, Mark <MKrum@lrrc.com>

Cc: ferrariom@gtlaw.com; Christopher Tayback <christayback@quinnemanuel.com>; erhow@birdmarella.com

Subject: RE: Cotter v. Reading

Will it work for Chris, Mark and and Ekwan to conclude Mr. Cotter next Tuesday? That would require us to move Mr. Adams to next Wednesday, when he is available.

Sent from my Verizon Wireless 4G LTE smartphone

----- Original message -----

From: Marshall Searcy <marshallsearcy@quinnemanuel.com>

Date: 07/20/2016 7:38 PM (GMT-05:00)

To: "Krum, Mark" <MKrum@lrrc.com>

Cc: ferrariom@gtlaw.com, Christopher Tayback <christayback@quinnemanuel.com>, erhow@birdmarella.com

Subject: Re: Cotter v. Reading

Thanks, Mark. I'll ask Ms. Coddington about that first week in August. It looks like we've got a couple of conflicts on our side for July 27. Can Mr. Cotter appear for his deposition during the first week of August?

Sent from my iPhone

On Jul 20, 2016, at 2:55 PM, Krum, Mark <MKrum@lrrc.com> wrote:

Marshall,

Thanks for the response. At the risk of belaboring the obvious, that date is problematic for a variety of reasons. Would you please be so kind as to determine if Ms. Coddington can appear for a half day the week of August 3?

Also, now that I know that you are going to produce her for deposition, I can make good on my agreement with Chris and others to produce Mr. Cotter for the agreed remaining 3.5 hours at a time that allows us to make a single trip to Los Angeles for his and Mr. Adams' depositions. I can produce Mr. Cotter on July 27, the day after Mr. Adams.

Mark

Sent from my Verizon Wireless 4G LTE smartphone

----- Original message -----

From: Marshall Searcy <marshallsearcy@quinnemanuel.com>
Date: 07/20/2016 1:14 PM (GMT-05:00)
To: "Krum, Mark" <MKrum@lrrc.com>
Cc: ferrariom@gtlaw.com, Christopher Tayback <christayback@quinnemanuel.com>, erhow@birdmarella.com
Subject: RE: Cotter v. Reading

Mark,
Judy is traveling right now, but she should be available on August 17 for deposition.

From: Krum, Mark [<mailto:MKrum@lrrc.com>]
Sent: Tuesday, July 19, 2016 12:19 PM
To: Marshall Searcy <marshallsearcy@quinnemanuel.com>
Cc: ferrariom@gtlaw.com; Christopher Tayback <christayback@quinnemanuel.com>; erhow@birdmarella.com
Subject: RE: Cotter v. Reading

Marshall,

Tuesday afternoon the 26th is fine for Mr. Adams.

Are you going to suggest dates for Ms. Coddling? If it helps, an afternoon should be sufficient time.

Mark

From: Marshall Searcy [<mailto:marshallsearcy@quinnemanuel.com>]
Sent: Friday, July 15, 2016 5:28 PM
To: Krum, Mark
Cc: ferrariom@gtlaw.com; Christopher Tayback; erhow@birdmarella.com
Subject: RE: Cotter v. Reading

Mark, we reserve all Ms. Coddling's rights with respect to her appearance at deposition, and without waiving any rights, can tell you that Ms. Coddling is currently traveling and isn't available on that date. Again reserving all her rights, I will get back to you on alternative dates.

From: Krum, Mark [<mailto:MKrum@lrrc.com>]
Sent: Friday, July 15, 2016 1:51 PM
To: Marshall Searcy <marshallsearcy@quinnemanuel.com>; Krum, Mark <MKrum@lrrc.com>
Cc: ferrariom@gtlaw.com; Christopher Tayback <christayback@quinnemanuel.com>; erhow@birdmarella.com
Subject: RE: Cotter v. Reading

Marshall,

If I recall correctly, we noticed Ms. Coddling for the 27th. Are you going to produce her and, if so, on the 27th.

Mark

Sent from my Verizon Wireless 4G LTE smartphone

----- Original message -----

From: Marshall Searcy <marshallsearcy@quinnemanuel.com>
Date: 07/15/2016 2:23 PM (GMT-05:00)
To: "Krum, Mark" <MKrum@lrrc.com>
Cc: ferrariom@gtlaw.com, Christopher Tayback <christayback@quinnemanuel.com>, erhow@birdmarella.com
Subject: RE: Cotter v. Reading

Mark, following up on this, Guy can be available on the afternoon of July 26th, or on July 27th for his deposition. We will need a different date for the completion of Jim Cotter, Jr.s deposition.

From: Marshall Searcy
Sent: Friday, July 15, 2016 9:55 AM
To: 'Krum, Mark' <MKrum@lrrc.com>
Cc: ferrariom@gtlaw.com; Christopher Tayback <christayback@quinnemanuel.com>; erhow@birdmarella.com
Subject: RE: Cotter v. Reading

Mark,
It looks like August 4 will not work for Guy's deposition. If we scheduled for July 29, does that work for Jim Cotter, Jr.? I will also need to confirm this date on my end.

From: Krum, Mark [<mailto:MKrum@lrrc.com>]
Sent: Thursday, July 14, 2016 11:50 AM
To: Marshall Searcy <marshallsearcy@quinnemanuel.com>
Cc: ferrariom@gtlaw.com; Christopher Tayback <christayback@quinnemanuel.com>; erhow@birdmarella.com
Subject: RE: Cotter v. Reading

Marshall,

Please confirm. I will close the loop with Mr. Cotter and get back to you. As you know, I will endeavor to provide an affirmative response and, failing that, one that accommodates the schedules of all.

Mark

From: Marshall Searcy [<mailto:marshallsearcy@quinnemanuel.com>]
Sent: Tuesday, July 12, 2016 5:17 PM
To: Krum, Mark

Cc: ferrariom@gtlaw.com; Christopher Tayback; erhow@birdmarella.com
Subject: RE: Cotter v. Reading

Mark,

I think that date should work, but I will need to confirm with Guy. Are we also going to finish Jim Jr.'s deposition that day?

From: Krum, Mark [<mailto:MKrum@lrrc.com>]
Sent: Tuesday, July 12, 2016 1:01 PM
To: Marshall Searcy <marshallsearcy@quinnemanuel.com>
Cc: ferrariom@gtlaw.com; Christopher Tayback <christayback@quinnemanuel.com>; erhow@birdmarella.com
Subject: RE: Cotter v. Reading

Marshall,

Please provide dates on which we can finish Mr. Adam's deposition. I will notice it for August 4, the day after Mr. Storey's, for the obvious convenience of all. Although we would like to proceed then, we understand that you will let us know if we can do so.

Mark

From: Marshall Searcy [<mailto:marshallsearcy@quinnemanuel.com>]
Sent: Thursday, June 30, 2016 7:14 PM
To: Krum, Mark
Cc: ferrariom@gtlaw.com; Christopher Tayback; erhow@birdmarella.com
Subject: Cotter v. Reading

Mark,

Thanks for being able to accommodate Guy Adams' medical issues today. I will be in contact with you about a new date for the remainder of his deposition. Safe travels.

Marshall

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Exhibit B

Exhibit B

From: James J. Cotter
To: 'Guy Adams'; 'Kane'; 'Tim Storey'
CC: 'Ellen Cotter'; 'Margaret Cotter'; wgould@troygould.com; 'McEachern, Doug (US - Retired)'
Sent: 9/21/2015 4:12:49 PM
Subject: Estate's Exercise of Class B Options

With the Nevada Court's decision on Friday denying the partial distribution of Reading stock from the Estate to the Trust as premature, Ellen and Margaret as Executors of the Estate may revive their prior attempt to exercise the stock options for 100,000 shares of Class B Voting Stock using shares of Class A Non-Voting Stock held in the name of James J. Cotter, Sr. If this is the case, the Company should not authorize such exercise for a number of reasons.

First, it is apparent under the circumstances that Ellen and Margaret seek to exercise this option to obtain control of the Company through the Estate. This exercise obviously is sought now so that it is effective before the October 6th record date and in anticipation of the 2015 Annual Shareholders Meeting on November 10. As a general matter, there is no economic justification for exercising now an in-the-money stock option that expires in 2017. More particularly according to Ellen and Margaret, this is especially so for the Estate, which they have represented to the court needs to preserve assets to pay estate taxes. Under these and other circumstances with which we all are familiar, any approval by the Company of the exercise of this option is likely to be understood to have been given to allow Ellen and Margaret to obtain or retain control of the Company through the 2015 Annual Shareholders Meeting.

From the perspective of the Company, there is no legitimate basis to allow Class A Non-Voting Stock to be used as consideration for the exercise. By accepting Non-Voting Stock, there is no benefit at all received by the Company. On the contrary, the Company is reducing the float of the non-voting stock, which our CFO has indicated we should look to increase. Also, the Company is obligated to ensure that all necessary documentation exists before allowing such exercise, including that there exists an option agreement signed by the Company and optionee.

Second, in the past, when I tried to exercise my non-voting stock options, I was told that my exercise had to be approved by the full Board as the Compensation Committee was no longer prepared to make decisions relating to the exercise of the Cotters' stock options given the litigation. Now, with Ellen and Margaret wanting to exercise stock options, the Compensation Committee recognizing the implications of its decision has recently reversed course and will make the decisions relating to the Cotters' exercise of their stock options. It is easy to infer from this reversal that it is being done so that approval is guaranteed for Ellen and Margaret.

Also, in the past, Guy Adams as a member of the Compensation Committee voted to prevent me from exercising my plain vanilla employee stock options (some of which were set to expire) in the month prior to quarter end as it was not best corporate practice as insiders might have a good idea of the earnings for the quarter and therefore would be in receipt of material, inside information. Well, here we are a week before quarter end and in a blackout period called by the very insider and principal proponent of Project Kid which was the basis for the blackout looking to exercise such stock options. Guy's stated analysis in electing not to approve my prior request to exercise options obviously requires disapproval of this request, unless his stated rationale was a ruse and in fact he is making decisions based solely on whether they benefit Ellen and Margaret and/or harm me.

OPPS
MARK E. FERRARIO, ESQ.
(NV Bar No. 1625)
KARA B. HENDRICKS, ESQ.
(NV Bar No. 7743)
GREENBERG TRAURIG, LLP
3773 Howard Hughes Parkway
Suite 400 North
Las Vegas, Nevada 89169
Telephone: (702) 792-3773
Facsimile: (702) 792-9002
ferrariom@gtlaw.com
hendricksk@gtlaw.com

Counsel for Reading International, Inc.

DISTRICT COURT

CLARK COUNTY, NEVADA

JAMES J. COTTER, JR.,

Plaintiff,

v.

READING INTERNATIONAL, INC., a
Nevada corporation; DOES 1-100, and
ROE ENTITIES, 1-100, inclusive,

Defendants.

Case No. A-15-719860-B
Dept. XI

Coordinated with:

Case No. P 14-082942-E
Dept. XI

Case No. A-16-735305-B
Dept. No. XI

In the Matter of the Estate of

JAMES J. COTTER,

Deceased.

JAMES J. COTTER, JR., individually and
derivatively on behalf of Reading
International, Inc.

Plaintiff,

v.

MARGARET COTTER, et al,

Defendants.

**OPPOSITION TO JAMES J. COTTER’S
MOTION TO COMPEL PRODUCTION
OF DOCUMENTS AND
COMMUNICATIONS RELATED TO
ADVICE OF COUNSEL DEFENSE ON
ORDER SHORTENING TIME**

HEARING
Date: August 30, 2016
Time: 8:30a.m.

GREENBERG TRAURIG, LLP
3773 Howard Hughes Parkway, Suite 400 North
Las Vegas, Nevada 89169
Telephone: (702) 792-3773
Facsimile: (702) 792-9002

1 Reading International, Inc., a Nevada corporation (“**RDI**” or the “**Company**”), by and
2 through its attorneys of record, the law firm of Greenberg Traurig, LLP, respectfully submits the
3 following Opposition to the Motion to Compel Production of Documents and Communications
4 Related to Advice of Counsel Defense on Order Shortening Time (“**Motion**”) filed by Plaintiff
5 James J. Cotter (“**Plaintiff**” and/or “**Cotter, Jr.**”). This Opposition is based on the following
6 Memorandum of Points and Authorities, the pleadings and papers filed in this action, and any
7 oral argument of counsel made at the time of the hearing of this Motion.

8 DATED this 29th day of August, 2016.

9 GREENBERG TRAURIG, LLP

10 /s/ Kara B. Hendricks

11 MARK E. FERRARIO, ESQ. (NV Bar No. 1625)
12 KARA B. HENDRICKS, ESQ. (NV Bar No. 7743)
13 3773 Howard Hughes Parkway
14 Suite 400 North
15 Las Vegas, Nevada 89169
16 *Counsel for Reading International, Inc.*

MEMORANDUM AND POINTS OF AUTHORITY

I. INTRODUCTION

This Court should deny Cotter, Jr.'s request for discovery of attorney-client privileged information. Cotter, Jr. seeks attorney client advice that concerned the general topic of ownership of voting stock, based on a purported waiver of the privilege occurring in the depositions of Defendants Kane and Adams. However, the testimony in question does not satisfy the requirements for a waiver under Nevada law.

Cotter, Jr. also contends that the privileged should not apply, pursuant to a Delaware specific doctrine rule eliminating the privileged in shareholder derivative actions if good cause is shown. However, there is no basis in Nevada law to apply such a doctrine, particularly in light of the fact that under Nevada law, privilege is governed by statute. The Nevada privilege statutes do not provide authority to forego the privileged based on the identity of the litigants.

Significantly, the requested communications do not have any obvious connection to actual disputed matters in this litigation. While Cotter, Jr. contends in First Amended Complaint ("FAC") that Defendants breached their duty by allowing the exercise of an options by the Estate of Cotter Sr., such claim was based on the assertions that 1) the company received no value in the exercise of the option, and 2) Defendants did not require the Cotter sisters to "produce documentation establishing the Estate's entitlement to exercise such option." FAC, ¶ 10, 132. However, Cotter, Jr. alleged, in that same complaint, that the option was held by the estate. *Id.* at 10. Thus, there is no dispute over the ownership of the option.

Yet, despite acknowledging that the Estate had the option to exercise 100,000 shares of RDI Class B stock that was issued to his father ("Sr. Stock Option"), Plaintiff is attempting to use the Compensation Committee's decision to allow the exercise as a basis to delve into communications that are clearly protected by the attorney-client privilege. These facts do not entitle Plaintiff to the legal opinions that RDI's Compensation Committee obtained prior to approving the Estate of Cotter Sr.'s exercise of the Sr. Stock Option.

RDI's stockholders were not harmed by the Compensations Committee's decision to

1 allow the Estate to exercise shares of stock. The only purported harm is personal to Plaintiff,
2 who is unable to control the assets of his father's estate and has twice petitioned this Court to
3 distribute stock assets out of the Estate and into the Family Trust.¹ The Court should deny the
4 overboard, intrusive request for attorney client privileged information for the reasons set forth
5 below.

6 **II. FACTUAL BACKGROUND**

7 For nearly three decades, James J. Cotter, Sr. was the controlling force of RDI. Not only
8 was he the controlling shareholder, he also served as the Company's Chairman and Chief
9 Executive Officer. After his passing on September 13, 2014, his three children Ellen, Margaret
10 and Cotter, Jr., have been involved in a number of legal disputes relating to their father's assets
11 including RDI stock held by the Estate and stock held by a family trust.²

12 There are three pending matters involving the Cotter siblings: 1) on November 4, 2014, a
13 petition to admit will to probate and for the issuance of letters testamentary was filed in the
14 Probate Case and thereafter, Ellen and Margaret were appointed as co-executors of the Estate; 2)
15 on February 5, 2015, Ellen and Margaret filed a petition for order determining the validity of
16 trust amendment and forgiveness of loan in the Superior Court of California, County of Los
17 Angeles, Central District ("Trust Case"); and 3) on June 12, 2015, Plaintiff initiated this matter
18 asserting claims individually and derivatively on behalf of RDI ("Derivative Case") and
19 subsequently filed a first amended complaint, on October 22, 2015.

20 With the filing of the FAC, Cotter, Jr. attempted to expand his claims that were originally
21 focused on his termination as the President and CEO of RDI to include allegations based on his
22 disagreements with management and other members of RDI's Board of Directors after he was let
23 go. Among such allegations were those challenging the decision of Defendants Kane and Adams
24

25 ¹ As the Court is aware, Ellen Cotter and Margaret Cotter were appointed joint executors of the James J. Cotter, Sr.,
26 Estate. On September 18, 2015, Cotter, Jr.'s Amended Petition for Decree of Partial Distribution came for hearing
27 in the Probate Case and was denied. On April 22, 2016, Cotter, Jr. filed a Renewed Petition for Partial Distribution
28 of Assets which was also denied.

1 to permit the Estate to exercise the Sr. Stock Option. Specifically, Cotter, Jr. alleges that
2 Defendants Kane and Adams breached their fiduciary duty by allowing the Cotter sisters, as
3 executors of the Estate, to exercise an option issued to their father before his death because 1) the
4 company received no value in the exercise of the option, and 2) neither Defendant required the
5 Cotter sisters to “produce documentation establishing the Estate’s entitlement to exercise such
6 option.” FAC, ¶ 10, 132. Significantly, however, Cotter, Jr. alleged, in that same complaint, that

7 Plaintiff is informed and believes that, on September 17, 2015, . . . EC and MC
8 acted to exercise ***an option held by the Estate***, of which they are executors, to
acquire 100,000 shares of RDI class B voting stock.

9 FAC, ¶ 10. Thus, while Cotter, Jr.’s complaint challenges the propriety of the exercise of the
10 option, it does not challenge the ownership of the option by the Estate. Indeed, subsequent to the
11 filing of the FAC, Cotter, Jr. has reiterated and acknowledged the Estate’s ownership of the stock
12 option in subsequent pleadings. Specifically, on April 22, 2016, Cotter, Jr. filed a Renewed
13 Petition for Partial Distribution of Assets (“Renewed Petition”) in Case P-14-082942 (“Probate
14 Case”). Therein, Cotter, Jr. states that the “Co-Executors acquired an additional 100,000 shares
15 of RDI Class B stock **by exercising the Estate’s option**.³” (Emphasis added.) Moreover, in
16 their Answers to the FAC, neither RDI nor any of the Individual Defendants asserted the
17 affirmative defense of reliance on the advice of counsel.

18 During the depositions of Defendants Kane and Adams, Cotter, Jr. inquired into the
19 exercise of the Sr. Stock Option. These two Defendants testified that, while they were
20 considering the issue of whether the Estate could exercise the option, they had been made privy
21 to a privileged communication from counsel to RDI on the general topic of “ownership of voting
22 stock.” See Motion, Exhibit 5, 215:24-216:22, 218:3-219:2 & 220:9-20; Exhibit 6, 94:19-95:20,
23 100:23-102:21 & 104:13-23. The specific contents of the communication was not disclosed by
24 either deponent. The reference to legal advice was solicited by questions posed to the witnesses
25 relating to the actions each took to reach conclusions regarding whether the Estate could exercise

26
27 ³ Renewed Petition, page 4.

the option. *Id.*

III. LEGAL ARGUMENT

Cotter, Jr.'s Motion should be denied, as there is no basis for asserting that RDI's attorney client privilege was, or should be, waived. In Nevada, the attorney-client privilege is governed by statute. NRS 49.035-49.115; *Las Vegas Sands Corp., v. Eighth Judicial District Court*, 130 Nev. Adv. Op. 69, 331 P.3d 905, 909 (2014). The client is the sole party entitled to determine whether a privilege may be waived. NRS 49.095. When the corporation is the client, the current management of the corporation has the authority to exercise the privilege; individual directors do not have the authority to control the privilege. *Sands* 331 P.3d at 910.

Plaintiff has requested that certain of RDI's board members, specifically Margaret Cotter, Ellen Cotter, Guy Adams, Edward Kane and Douglas McEachern, along with RDI, produce "all documents and communications pertaining to attorney advice and opinions defendants Adams and Kane testified they relied on as members of the RDI Board of Directors Compensation Committee in deciding to authorize EC's and Mc's exercise of James Cotter, Sr.'s supposed option to purchase 100,00 share of Class B voting stock.⁴" To the extent Plaintiff's request seeks opinions provided to the Company and/or members of the Board of Directors Compensation Committee, RDI strenuously opposes the same. "[A] corporation's current management controls the privilege to refuse to disclose, and to prevent any other person from disclosing, confidential communications." *Las Vegas Sands Corp.*, at 914. RDI has gone to great lengths to protect its privilege and there has been no waiver.

Cotter, Jr. acknowledges that the information he seeks is subject to the attorney-client privilege, and acknowledges that the privilege was asserted during relevant depositions. However, Plaintiff contends he is entitled to the information because the privilege was waived by a litigant⁵ and that the privilege should not be sustained in this case under the *Garner Doctrine*.⁶

⁴ Motion, page 1.

⁵ Motion, page 11.

⁶ Motion, page 13.

Both of Plaintiff's positions are self-serving and are not supported by law or fact.

A. RDI Has Not Waived its Attorney Client Privilege.

Plaintiff's argument that there was a waiver of the attorney-client privilege in this case is premised on testimony from Adams and Kane in deposition, to the effect that they consulted an opinion with the general topic of ownership of voting in concluding that the Estate was authorized to exercise the stock option. Plaintiff contends that these witness thereby invoked a defense of reliance on the advice of counsel, and as a result, placed the privileged communications into issue. However, these witnesses' testimony did not invoke any such defense. "Merely acknowledging the fact that the witness discussed a subject with his attorney does not waive the privilege." *Manley v. State*, 115 Nev. 114, 121, 979 P.2d 703, 707 (1999), *see also Smith v. Scottsdale Ins. Co.*, 621 F. App'x 743, 746 (4th Cir. 2015)("Advice is not in issue merely because it is relevant, and does not come in issue merely because it may have some effect on a client's state of mind." *citing, State ex rel. U.S. Fid. & Guar. Co. v. Canady*, 194 W. Va. 431, 460 S.E.2d 677, 688 n.16 (W. Va. 1995)).

The sort of waiver that Cotter, Jr. contemplates arises only when "the holder of the privilege pleads a claim or defense in such a way that eventually he or she will be forced to draw upon the privileged communication at trial in order to prevail." *Wardleigh v. Second Judicial Dist. Court In & For County of Washoe*, 111 Nev. 345, 355, 891 P.2d 1180, 1186 (1995). Neither Kane nor Adams (nor any other Defendants, included RDI) have pleaded any such claim or defense. Nor will any defendant be required at trial to draw on the privileged communications regarding ownership of stock to prove the Estate' owned the option. As noted above, Cotter, Jr.'s FAC ***expressly acknowledges that the option belonged to the Estate.*** Furthermore, even if the ownership of the option were a disputed issue, such ownership would not be proven by a legal opinion.

Cotter, Jr. has not cited any authority to support the conclusion that testimony that legal advice was received on a topic constitutes an invocation of the affirmative defense of reliance on counsel, and thus, a waiver of the privilege. Such a lack of supporting authority is not surprising,

1 since Cotter, Jr.'s essentially transforms the business judgment rule into an automatic waiver of
2 the attorney client privilege. Instead, of authority analogous to the facts here, Plaintiff has cited
3 cases where in the defendants explicated raised a defense of reliance on the advice of counsel.
4 For example, in *Aspex Eyewear*, an accused patent infringer asserted the advice of counsel
5 regarding the as a defense to the claim that he willfully infringed the patent. *Aspex Eyewear*,
6 *Inc., v. E'Lite Optik, Inc.,* 276 F. Supp. 2d, 1084 (D. Nev. 2003). Significantly, the issue in
7 *Aspex* was *not* whether the plaintiff was entitled to discovery of the advice regarding the issues
8 of infringement, or validity and enforceability of the patent. Instead, the issue concerned how
9 much of the attorney's work product should be disclosed where no written opinion had been
10 provided, and neither attorney could recall the specific advice given to the client. Since the
11 willfulness of the infringement was the issue in contention, discovery of the work product was
12 appropriate to determine the parameters of the advice likely given.

13 Unlike Aspex, the parties do not agree that the privileged communications are relevant to
14 the facts in dispute, particularly given Cotter, Jr.'s acknowledgment of the ownership of the
15 option. His claims focused on the fairness of the exercise of the option to the company. Nor, as
16 shown above, is there any similarity between the current facts to the case of *Wardleigh v. Second*
17 *Judicial Dist. Court*, 111 Nev. 345, 891 P.2d 1180 (1995). In that case, the privilege holders had
18 placed the privileged communications in issue by making allegations regarding the date they had
19 noticed the existence of certain construction defects. Any communications with counsel
20 regarding the existence of defects was thus relevant to the issue of the statutes of limitations.
21 Here, in contrast, the mere fact that Kane and Adams considered legal communications at the
22 time they determined that the Estate could exercise an option does not give rise to any inference
23 that such communications could determine the validity of any claim or defense.

24 Furthermore, RDI has produced a number of non-privileged documents responsive to
25 Cotter, Jr.'s requests for documents that relate to the exercise of stock options, including non-
26 privileged portions of the minutes from the Compensation Committee meeting where the issue
27

1 was voted on.⁷ Plaintiff has all the information he is entitled to receive.

2 **B. The *Garner* Doctrine Has no Application Here.**

3 In addition to arguing there was a waiver of the attorney-client privilege, Plaintiff has
4 asked the Court to apply the *Garner* Doctrine to this case. This doctrine is a judicially created
5 exception that provides the attorney-client privilege in derivative actions is subject to the right of
6 the stockholders to show cause why it should not be invoked in the particular instance in
7 Delaware. *Garner v. Wolfinbarger*, 430 F.2d 1093, 1103 (5th Cir. 1970). The *Garner* court
8 justified its ruling based on the notion that an attorney representing a corporation has two clients
9 -- the company and the shareholders, and the privilege cannot be invoked by one against the
10 other. *Garner, id.*

11 Nevada has never addressed the issue of whether the *Garner* doctrine applies here.
12 However, the Nevada Supreme Court has rejected the notion that a corporate attorney has any
13 client other than the corporation itself. *Las Vegas Sands v. Eighth Jud. Dist. Ct.*, 130 Nev. Adv.
14 Op. 69, 331 P.3d at 913. Significantly, the Court noted that the prospect that corporate-attorney
15 communications could be used in litigation between a corporation and its officers or directors
16 would likely prevent candid attorney-client communications. *Id.* Accordingly, there is little
17 reason to suppose that Nevada would adopt the *Garner* doctrine.

18 Indeed, the *Garner* doctrine has been rejected by numerous courts. *Shrivani v. Capital*
19 *Investing Corp., Inc.*, 112 F.R.D. 389 (D.Conn.1986) (rejecting the *Garner* rule on the basis that

20 ⁷ RDI has responded to document requests seeking information regarding: the committees of the RDI Board of
21 Directors (Response to Document Request No. 10 and 16 to James Cotter, Jr.'s Second Request for Production of
22 Documents, attached hereto as **Exhibit A**); provided minutes from board of director meetings (Ex. A, Response to
23 Document Request No. 17); reviewed and produced documents pursuant to agreed upon search terms for documents
24 relating to the exercise of RDI stock options (Ex. A, Response to Document Request No. 20); searched and
25 produced documents pursuant to agreed upon search terms relating to the purchase and repurchase of RDI stock (Ex.
26 A, Response to Document Request No. 21); searched and produced documents pursuant to agreed upon search terms
27 relating to communications between board members regarding RDI committees (Ex. A, Response to Document
28 Request No. 25); searched and produced documents pursuant to agreed upon search terms regarding the exercise of
option to acquire RDI class B voting stock (Ex. A, Response to Document Request No. 28); searched and produced
documents pursuant to agreed upon search terms regarding RDI class B voting stock held in the name of the Trust,
Estate, Cotter, Sr. and other entities (Ex. A, Response to Document Request No. 34); and searched and produced
documents pursuant to agreed upon search terms regarding the exercise of the 100,000 shares of class B stock
referenced in the motion (Ex. A, Response to Document Request No. 36).

1 it is likely to curtail open and candid attorney-client communication in a corporate setting);
2 *Lefkowitz v. Duquesne Light Co.*, CIV. A. 86-1046, 1988 WL 169273, at *6 (W.D. Pa. June 14,
3 1988) (holding the Garner doctrine would inhibit attorney client communication); *Swortwood v.*
4 *Tenedora De Empresas*, 2014 U.S. LEXIS 29247, * 32-33 (S.D. Ca. Mar. 2014), *referencing*
5 *Hoiles v. Superior Court*, 157 Cal. App. 3d 1192, 1198, 204 Cal. Rptr. 111 (1984)(stating that
6 "Garner's continued vitality is suspect, however, even in federal courts" and that "it has been
7 squarely rejected in this state in any event." "Thus although the [*Garner*] rule ... may be a
8 desirable means of preventing abuse of the attorney-client privilege by corporate fiduciaries, this
9 court cannot properly alter the legislative scheme by adopting such a nonstatutory exception.");

10 Furthermore, privilege is governed by statute in Nevada. *Las Vegas Sands*, 331 P.3d at
11 909, *referencing* NRS 49.035-115. The definition of "client" for purposes of the attorney-client
12 privilege is:

13 a person, including a public officer, corporation, association or other organization
14 or entity, either public or private, who is rendered professional legal services by a
15 lawyer, or who consults a lawyer with a view to obtaining professional legal
16 services from the lawyer.

17 NRS 49.045. Nothing in this statute indicates that shareholders are clients for the purpose of
18 privilege. Yet, if the legislature intended a shareholder derivative case exception as proposed by
19 Garner, it could have easily been included in NRS 49.115, which recognizes five exceptions to
20 the attorney-client privilege.⁸ However, the exception Plaintiff is trying to make is not set forth
21 in statute and therefore cannot be recognized by the Court. *See, Washoe Med. Ctr. v. Second*

21 ⁸ NRS 49.115 provides:

22 **Exceptions.** There is no privilege under NRS 49.095 or 49.105:

23 1. If the services of the lawyer were sought or obtained to enable or aid anyone to commit or plan to commit
24 what the client knew or reasonably should have known to be a crime or fraud.

25 2. As to a communication relevant to an issue between parties who claim through the same deceased client,
26 regardless of whether the claims are by testate or intestate succession or by inter vivos transaction.

27 3. As to a communication relevant to an issue of breach of duty by the lawyer to his or her client or by the
28 client to his or her lawyer.

4. As to a communication relevant to an issue concerning an attested document to which the lawyer is an
attesting witness.

5. As to a communication relevant to a matter of common interest between two or more clients if the
communication was made by any of them to a lawyer retained or consulted in common, when offered in an action
between any of the clients.

Judicial Dist. Court, 122 Nev. 1298, 1302, 148 P.3d 790, 792-93 (2006)(finding that when a statute is clear on its face, court's will not look beyond the statute's plain language). "Where the language of a statute is plain and unambiguous, and its meaning is clear and unmistakable, there is no room for construction, and the courts are not permitted to search for its meaning beyond the statute itself." *Del Papa v. Board of Regents*, 114 Nev. 388, 392, 956 P.2d 770, 774 (1998) *State v. Jepsen*, 46 Nev. 193, 196, 209 P. 501, 502 (1922), *quoted in Charlie Brown Constr. Co. v. Boulder City*, 106 Nev. 497, 503, 797 P.2d 946, 949 (1990). In Nevada, the legislature has identified five exceptions to the attorney-client privilege, there is no room for construction and no basis for this Court to create a new exception as requested by Plaintiff.

1. Good Cause Does Not Exist for the Disclosure.

Even if this Court were to ignore the privilege statute, and find a shareholder exception to the attorney-client privilege, Plaintiff still would not be entitled to the information he seeks pursuant to the *Garner* Doctrine because Plaintiff has not shown good cause to permit the disclosure of attorney-client communication. Even in Delaware, the "[d]iscovery of lawyer-client communications is not automatic in shareholder suits." *Deutsch v. Cogan*, De. Sch. 580, A.2d 100, 106 (1990). The party seeking the information has the burden of showing good cause. *Id.*, at 108. Cotter, Jr. has failed to do so.

Cotter, Jr.'s argument selectively focuses on a few of the many factors Delaware Courts look at when assessing if good cause exists to allow shareholders access to otherwise privileged information they seek. Plaintiff attempts to twist the facts of this case to meet the limited criteria he selected. Indeed, although Plaintiff cites to three factors considered by the *Fuqua* court, there are in fact nine non-exclusive factors referenced in the unreported decision.⁹ When all factors

⁹ "*Garner* identified a non-exclusive list of factors that a court may consider in determining whether good cause has been shown to permit discovery of documents to which the attorney-client privilege would otherwise attach. These factors are: 1) the number of shareholders and the percentage of stock they represent; 2) the bona fides of the shareholders; 3) the nature of the shareholders' claim and whether it is obviously colorable; 4) the apparent necessity or desirability of the shareholders having the information and the availability of it from other sources; 5) whether, if the shareholders' claim is of wrongful action by the corporation, it is of action criminal, or illegal but no criminal or doubtful of legality; 6) whether the communication related to past or to prospective actions; 7) whether the communication is of advice concerning the litigation itself; 8) the extent to which the communication is identified

are considered, good cause does not exist for release of the privileged information Plaintiff seeks.

Notably, the first factor identified by the *Fuqua* court is the number of shareholders seeking the privileged information and the percentage of stock they represent. *Id.* Here, Cotter, Jr. is the only shareholder seeking this information¹⁰ and despite the fact that he owns significant shares of the Company, the request is clearly targeted at information he hopes will benefit him personally rather than benefit RDI stockholders as a whole. As referenced above, there is no dispute that prior to his death James J. Cotter, Sr. was issued the option to exercise 100,000 shares of Class B stock. Moreover, Plaintiff has acknowledged that after his father's death, the Estate held the option and exercised that stock option. There is no basis for Cotter, Jr. to be provided the legal opinions that were provided to Compensation Committee members prior to allowing the exercise of the 100,000 shares of Class B stock.

Similarly, the third and fourth factors identified in *Fuqua* regarding the nature of the shareholders' claim and whether it is obviously colorable and the apparent necessity of shareholders having the information also weigh against disclosure. *Id.* The Motion contends that because the Court denied two motions to dismiss, the fiduciary duty claim— which is based on a litany of alleged acts, not merely the stock option issue—has satisfied the colorability test.¹¹ Indeed, the first complaint filed by Plaintiff pre-dated actions by RDI's Compensation Committee relating to the 100,000 stock option and thus did not even include the relevant allegations. This Court has never ruled expressly on the colorability of the stock option claim. However, this Court *has* ruled that the Cotter sisters, as the Executors of the Estate, were entitled to vote stock owned by the Estate. Given that ruling, there is no basis to assume—and none alleged—that their exercise of an option undisputedly owned by the Estate was proper.

Nor has Cotter, Jr. explained his need for the requested communications. It has long

versus the extent to which the shareholders are blindly fishing; and 9) the risk of revelation of trade secrets or other information in whose confidentiality the corporation has an interest for independent reasons.” *In re Faqua Indus. Inc., Shareholder Litig.*, 2002 Del. Ch. LEXIS 52, at *3, 2002 WL991666, at *2.

¹⁰ The T2 Plaintiffs were heavily involved in discovery and never made a demand to invade the attorney-client privilege as Cotter, Jr. has now requested.

¹¹ Motion, page 14.

1 been the rule that, with respect to the business judgment rule, the actual contents of advice of
2 consultants is not material to the exercise of director's judgment; instead, what is relevant is
3 whether advice was considered. *See, e.g., In re Comverge, Inc. Shareholders Litigation*, 2013
4 WL 1455827 (Del. Ch. April 10, 2013) ("it is the *existence* of legal advice that is material to the
5 question of whether the board acted with due care, *not the substance* of that advice.").

6 The fifth factor in *Fuqua* is also not met as there are no criminal allegations relating to
7 the conduct of Board Members and no question regarding the legality of such action. *In re Faqua*
8 *Indus. Inc., Shareholder Litig.*, 2002 Del. Ch. LEXIS 52, at *3

9 The sixth and seventh factors identified by *Fuqua* are also worth considering and weigh
10 in Defendants' favor because the communication at issue post-dated the filing of the original
11 complaint by Plaintiff and Plaintiff seeks information from the law firm that is actively
12 representing RDI in the ongoing litigation. *Id.*, (the sixth factor is whether the communication
13 relates to past or to prospective actions and the seventh factor relates to if the communication is
14 of advice concerning the litigation itself). This is not a case in which the information Plaintiff is
15 seeking relates to an issue that caused the lawsuit to be filed. Instead, the communication Cotter,
16 Jr. wants relates to a decision made in September 2015, months after Plaintiff filed suit on June
17 12, 2015. As evidenced by the recent motion to amend that was filed, after being removed as the
18 President and CEO of RDI, Cotter, Jr. disagrees with almost every decision made by Company
19 executives and the RDI Board. He is not entitled to discovery as to attorney advice provided to
20 RDI relating to each and every decision. His ongoing personal dissatisfaction as a disgruntled
21 former employee, does not provide a basis to invade the attorney-client privilege. Yet allowing
22 the production requested would create a dangerous slippery-slope and invite Cotter, Jr to make
23 such requests as to every decisions by the Board or Board Committees that he disagrees with.

24 Furthermore, Cotter, Jr. ignores a significant exception to the Garner doctrine. Although
25 Delaware courts have recognized circumstances in which the attorney-client privilege does not
26 attach to prevent a plaintiff/shareholder for whose ultimate benefit the advice was sought from
27 discovery the contents of the communication, the rule is not absolute. "At the point in time

1 when the interests of the fiduciary and the beneficiary diverge, however, there is no longer a
2 mutuality of interest and a *Garner* analysis is not appropriate.” *In re Faqua Indus. Inc.*,
3 *Shareholder Litig.*, 2002 Del. Ch. LEXIS 52, at *3. Here, the information that Cotter, Jr. seeks
4 relates to an issue in which he individually has an interest that is diverse from other stockholders.
5 Although Plaintiff acknowledges the stock option existed and was held by the Estate, he is
6 requesting the attorney-client information because the decision to permit the exercise provided
7 the Co-Executors of his father’s estate the ability to vote Class B stock; Cotter, Jr. wants the right
8 to control such votes.

9 Furthermore, Plaintiff’s mischaracterizes the testimony provided by Mr. Storey. In a last
10 ditch effort to justify invading the attorney-client privilege, the Motion, suggests on page 15 that
11 the advice provided to Adams and Kane was in someway not adequate. However, the portion of
12 testimony on which Plaintiff relies conveniently ignores the portion of Storey’s testimony in
13 which the New Zealand resident explained he just wanted to get an opinion from his *personal*
14 counsel before making a decision. *See* Timothy Storey Deposition, Volume 2, page 84:25-
15 86:11, attached hereto as **Exhibit B**. Similarly, Plaintiff’s attempt to argue that Tompkins was on
16 a “team” against Cotter Jr. is equally unavailing and provides no basis to invade attorney-client
17 privilege. Indeed the very cases on which Plaintiff relies adhere to the rule that, “house counsel
18 are to be treated in the same fashion as outside counsel with respect to activities in which they
19 are engaged as attorneys.” *Valente v. Pepsico, Inc.*, 68 F.R.D. 361, 368 (D. Del. 1975).
20 Plaintiff’s allegations of bias do not defeat the sanctity of the attorney client privilege.

21 **2. Plaintiff’s Requests are Overbroad and Should be Rejected by the Court.**

22 In addition to the reasons set forth above, the overbroad demand for privileged
23 information clearly shows that Cotter, Jr. is on a fishing expedition to try getting counsel’s legal
24 thoughts and analysis relating to a decision that Plaintiff personally disliked. Plaintiff has
25 targeted for information Craig Tompkins, who has served as counsel for RDI for more than 20
26 years, William Ellis, RDI’s former General Counsel, and the law firm of Greenberg Traurig.
27 The request should be quashed as Plaintiff’s requests are overbroad on their face, go against
28

1 recognized rights of attorneys to represent their clients free of intrusion, seeks legal theories
2 developed during the course of litigation, and fail to comply with NRCP 26(b)(3).

3 It is disingenuous, after acknowledging that the Estate held the right to exercise the Sr.
4 Stock Option, to turnaround and request “any and all documents or communication” from three
5 different attorneys or law firms “concerning the 100,000 share option and EC’s and MC’s right
6 or ability as executors of the Estate to exercise the option.” Further, Plaintiff’s request for “any
7 and all documents, communications, materials, or information relied upon or referred to in any
8 advice, opinion, or communication” from RDI’s in-house counsel Tompkins and Ellis as well as
9 “from any attorney or employee of Greenberg Taurig conceding the 100,000 share option and
10 EC’s and MC’s right or ability as executors of the Estate to exercise the option” defies reason
11 and seeks not only attorney-client communication, but also documents protected by the attorney
12 work-product doctrine. However, the Garner doctrine does not even extend to attorney work
13 product. *Wal-Mart Stores, Inc. v. Indiana Elec. Workers Pension Trust Fund IBEW*, 95 A.3d
14 1264, 1280 (Del. 2014) (“The *Garner* doctrine applies to information protected by the attorney-
15 client privilege, but not to work product.”)

16 Historically, a lawyer is an officer of the court and is bound to work for the
17 advancement of justice while faithfully protecting the rightful interests of his
18 clients. In performing his various duties, however, it is essential that a lawyer
19 work with a certain degree of privacy, free from unnecessary intrusion by
20 opposing parties and their counsel. Proper preparation of a client's case demands
that he assemble information, sift what he considers to be the relevant from the
irrelevant facts, prepare his legal theories and plan his strategy without undue and
needless interference.”

21 *Hickman v. Taylor*, 329 U.S. 495, 510-511, 67 S. Ct. 385 (1947). Cotter, Jr.’s latest requests
22 clearly intrudes on the attorneys’ rights to protect their clients’ interests and seeks information
23 that is clearly attorney work product. Moreover, the information Plaintiff seeks relates to an
24 issue that developed in the course of this litigation and the Nevada Supreme Court has made it
25 clear that “mental impressions, conclusions, opinions, and legal theories of counsel concerning
26 the litigation are not discoverable under any circumstances.” *Wardleigh v. Second Judicial Dist.*
27 *Court*, 111 Nev. at 359.

Nevada Rule of Civil Procedure 26(b)(3) specifies that in seeking information from another party's attorney, there must be a showing of "substantial need of the materials in preparation of the party's case." Plaintiff has not shown and does not have a "substantial need" for the requested information as he has already been provided Company documents relating to the Sr. Stock Option, has acknowledged that the Estate had the right to exercise the option, has minutes from Board meetings where the request was considered and knows what the outcome of the vote was. There is not a substantial need for anything additional, especially when the information sought destroys the attorney-client and/or work product privilege.

IV. CONCLUSION

The subject Motion is another attempt by Cotter, Jr. to delay this case, and ultimately vacate the November trial date. The instant Motion is not well grounded in law or fact and makes overbroad requests for documents and additional information that Cotter, Jr. is simply not entitled to. The subject requests have little to do with the Derivative Case, and instead seek information that is personal to Plaintiff. There was been no waiver of the attorney-client privilege. The *Garner* Doctrine the Court has been asked to adopt has not been recognized by a Nevada Court, and is contrary to Nevada statutes that create the attorney client privilege.

WHEREFORE, for the reasons set forth herein, RDI respectfully requests that James J. Cotter, Jr.'s Motion to Compel Production of Documents and Communications Related to Advice of Counsel Defense be **DENIED**.

DATED this 29th day of August, 2016.

GREENBERG TRAURIG, LLP

/s/ Kara B. Hendricks

MARK E. FERRARIO, ESQ. (NV Bar No. 1625)
KARA B. HENDRICKS, ESQ. (NV Bar No. 7743)
3773 Howard Hughes Parkway
Suite 400 North
Las Vegas, Nevada 89169
Counsel for Reading International, Inc.

CERTIFICATE OF SERVICE

Pursuant to Nev. R. Civ. P. 5(b)(2)(D) and E.D.C.R. 8.05, I certify that on this day, I caused a true and correct copy of the forgoing ***Opposition to James J. Cotter's Motion to Compel Production of Documents and Communications Related to Advice of Counsel Defense on Order Shortening Time*** to be filed and served via the Court's Wiznet E-Filing system. The date and time of the electronic proof of service is in place of the date and place of deposit in the mail.

DATED August 29th 2016.

/s/ Andrea Lee Rosehill

AN EMPLOYEE OF GREENBERG TRAURIG, LLP

EXHIBIT A

RSPN
MARK E. FERRARIO, ESQ.
(NV Bar No. 1625)
KARA HENDRICKS, ESQ.
(NV Bar No. 7743)
GREENBERG TRAURIG, LLP
3773 Howard Hughes Parkway
Suite 400 North
Las Vegas, Nevada 89169
Telephone: (702) 792-3773
Facsimile: (702) 792-9002
ferrariom@gtlaw.com
hendricksk@gtlaw.com

Counsel for Reading International, Inc.

DISTRICT COURT

CLARK COUNTY, NEVADA

Case No. A-15-719860-B
Dept. No. XI

Coordinated with:

Case No. P 14-082942-E
Dept. XI

Case No. A-16-735305-B
Dept. XI

**READING INTERNATIONAL, INC.'S
FIRST SUPPLEMENTAL RESPONSE
TO JAMES COTTER, JR.'S SECOND
REQUEST FOR PRODUCTION OF
DOCUMENTS**

JAMES J. COTTER, JR., individually and
derivatively on behalf of Reading
International, Inc.,

Plaintiff,

v.

MARGARET COTTER, et al,

Defendants.

In the Matter of the Estate of

JAMES J. COTTER,

Deceased.

JAMES J. COTTER, JR.,

Plaintiff,

v.

READING INTERNATIONAL, INC., a
Nevada corporation; DOES 1-100, and
ROE ENTITIES, 1-100, inclusive,

Defendants.

GREENBERG TRAURIG, LLP
3773 Howard Hughes Parkway, Suite 400 North
Las Vegas, Nevada 89169
Telephone: (702) 792-3773
Facsimile: (702) 792-9002

Pursuant to Nevada Rules of Civil Procedure (“NRCP”), Reading International, Inc. (“RDI”) by and through its counsel Greenberg Traurig, LLP hereby submits its First Supplemental Response to James Cotter, Jr.’s Second Request for Production of Documents.

RDI has provided sixteen productions of non-privileged materials in response to various discovery requests. While RDI has, on occasion, prepared lists of responsive materials, all productions were produced to all parties in accordance with N.R.C.P. Rule 34((b)(2)(E)(ii) which includes relevant metadata for the requesting party to adequately review and search the data provided in response to discovery in this matter.

DOCUMENT REQUEST NO. 1:

All documents relating to any director and officer questionnaire provided by RDI by or for Adams or Kane.

RESPONSE TO DOCUMENT REQUEST NO. 1:

Objection. This request is overbroad in that it is not limited in scope and seeks “all documents” related to “any” officer questionnaire that may have been provided to Adams or Kane. Additionally, this request is vague to the type of information Plaintiff is seeking to recover other than questionnaires. Further this request seeks information that is not likely to lead to admissible evidence and information that may be protected by the attorney client privilege.

Notwithstanding and without waiving the foregoing, counsel for RDI has engaged in discussions with counsel for James Cotter, Jr. and is willing to try to come to an agreement regarding search terms that will allow RDI to cull through the electronic data it has preserved to locate relevant responsive documents for an agreed upon timeframe.

SUPPLEMENTAL RESPONSE TO DOCUMENT REQUEST NO. 1:

Subject to and without waiving the objection, and pursuant to an agreement reached with counsel regarding search terms and phrases, RDI searched, reviewed and produced non-privileged documents and communications related to this request. To the extent additional documents related to this request existed in RDI’s non-privileged, responsive data, such documents were produced.

1 Further, please see documents identified by Bates Nos. RDI0046367 and
2 RDI0046282.

3 **DOCUMENT REQUEST NO. 2:**

4 All documents and communications regarding any person mentioned or considered for
5 interim CEO of RDI, including but not limited to Adams and EC.

6 **RESPONSE TO DOCUMENT REQUEST NO. 2:**

7 Objection. This request is overbroad in that it is not limited and scope and seeks “all
8 documents and communication” related to “any person” mentioned or considered for interim
9 CEO. Additionally, this request is duplicative of the Plaintiff’s Request For Production No. 2
10 propounded on August 14, 2015.

11 Notwithstanding and without waiving the foregoing, see RDI’s Responses to Plaintiff’s
12 Request For Production No. 2 propounded on August 14, 2015. Additionally, counsel for RDI
13 has engaged in discussions with counsel for James Cotter, Jr. and is willing to try to come to an
14 agreement regarding search terms that will allows RDI to cull through the electronic data it has
15 preserved to locate additional responsive data that may specifically related to consideration of
16 Adams and EC for the position of interim CEO of RDI.

17 **SUPPLEMENTAL RESPONSE TO DOCUMENT REQUEST NO. 2:**

18 Subject to and without waiving the objection, and pursuant to an agreement
19 reached with counsel for James Cotter, Jr. regarding search terms and phrases, RDI
20 searched, reviewed and produced non-privileged documents and communications related
21 to this litigation. To the extent documents related to this request existed in RDI’s non-
22 privileged, responsive data, such documents were produced.

23 Please see documents previously produced, including but not limited to documents
24 referenced in RDI’s responses to Plaintiff’s Request For Production No. 11 propounded on
25 February 23, 2016 and supplements thereto.

26 ///

27 ///

28

DOCUMENT REQUEST NO. 3:

All documents relating to or constituting communications after September 13, 2014 between Kane and Mary Cotter relating to any or all of JJC, EC, MC and/or RDI.

RESPONSE TO DOCUMENT REQUEST NO. 3:

Objection. This request seeks information that is not relevant to this action nor reasonably calculated to lead to admissible evidence.

Notwithstanding and without waiving the foregoing, counsel for RDI has engaged in discussions with counsel for James Cotter, Jr. and is willing to try to come to an agreement regarding search terms that will allow RDI to cull through the electronic data it has preserved to determine if it has in its possession documents between Kane and Mary Cotter that are responsive to this request.

SUPPLEMENTAL RESPONSE TO DOCUMENT REQUEST NO. 3:

Subject to and without waiving the objection, and pursuant to an agreement reached with counsel for James Cotter, Jr. regarding search terms and phrases, RDI searched, reviewed and produced non-privileged documents and communications related to this litigation. To the extent communications between Kane and Mary Cotter existed in RDI's non-privileged, responsive data, such documents were produced.

DOCUMENT REQUEST NO. 4:

All documents relating to limits or limitations, whether proposed, considered, mentioned or implemented, on the authority of JJC as President and/or CEO of RDI, whether relative to EC and/or MC, to handling of RDI's investor relations or other communications with RDI shareholders, or to any other aspect of RDI's businesses and affairs, including any methods or procedures to effectuate any such limitations, including any committee(s) of RDI's Board of Directors.

RESPONSE TO DOCUMENT REQUEST NO. 4:

Objection. This request is overbroad and unduly burdensome in seeking information that is "proposed, considered, mentioned or implemented" for a variety of issues that are not clearly

1 defined and/or narrowed in scope. Additionally, this request is vague as to “authority” of JCC
2 and “handling” of RDI’s “investor relations or other communication with shareholders” and it is
3 unclear what information Plaintiff is seeking to obtain and from what source RDI can locate such
4 information. Further, this request seeks information that is likely protected by the attorney client
5 privilege.

6 Notwithstanding and without waiving the foregoing, counsel for RDI has engaged in
7 discussions with counsel for James Cotter, Jr. regarding search terms that will allow RDI to cull
8 through the electronic data it has preserved and potentially respond to a clarified and narrowed
9 request.

10 **SUPPLEMENTAL RESPONSE TO DOCUMENT REQUEST NO. 4:**

11 **Subject to and without waiving the objection, and pursuant to an agreement reached with**
12 **counsel for James Cotter, Jr. regarding search terms and phrases, RDI searched, reviewed**
13 **and produced non-privileged documents and communications related to this litigation. To**
14 **the extent documents related to this request existed in RDI’s non-privileged, responsive**
15 **data, such documents were produced.**

16 **DOCUMENT REQUEST NO. 5:**

17 All documents relating to taking RDI private.

18 **RESPONSE TO DOCUMENT REQUEST NO. 5:**

19 Objection. This request is overbroad as it is not limited in scope. Additionally, this
20 request is vague and ambiguous as to “taking RDI private”. Further, this request seeks
21 information that is likely protected by the attorney client privilege.

22 Notwithstanding and without waiving the foregoing, counsel for RDI has engaged in
23 discussions with counsel for James Cotter, Jr. regarding search terms that will allow RDI to cull
24 through the electronic data it has preserved and potentially respond to a clarified and narrowed
25 request.

26 **SUPPLEMENTAL RESPONSE TO DOCUMENT REQUEST NO. 5:**

27 **Subject to and without waiving the objection, and pursuant to an agreement**
28

1 reached with counsel for James Cotter, Jr. regarding search terms and phrases, RDI
2 searched, reviewed and produced non-privileged documents and communications related
3 to this litigation. To the extent documents related to this request existed in RDI's non-
4 privileged, responsive data, such documents were produced.

5 **DOCUMENT REQUEST NO. 6:**

6 All documents relating to MC's handling of the Orpheum Theatre lease relationship and
7 situation (including as referenced in ¶¶ 69 - 94 of the FAC), including but not limited to
8 communications with members of RDI's Board of Directors and/or the President and/or CEO of
9 RDI, and including regarding any actual or possible consequences to RDI and/or impact on MC's
10 employment status, prospects, contract or compensation.

11 **RESPONSE TO DOCUMENT REQUEST NO. 6:**

12 Objection. This request seeks information that is not relevant to this action nor
13 reasonably calculated to lead to admissible evidence. This request is overbroad as it is not
14 limited in scope. Additionally, this request is vague and ambiguous as to "lease relationship"
15 and "actual or possible consequences to RDI." Further, this request seeks information that is
16 likely protected by the attorney client privilege.

17 Notwithstanding and without waiving the foregoing, counsel for RDI has engaged in
18 discussions with counsel for James Cotter, Jr. regarding search terms that will allow RDI to cull
19 through the electronic data it has preserved and potentially respond to a clarified and narrowed
20 request.

21 **SUPPLEMENTAL RESPONSE TO DOCUMENT REQUEST NO. 6:**

22 Subject to and without waiving the objection, and pursuant to an agreement
23 reached with counsel for James Cotter, Jr. regarding search terms and phrases, RDI
24 searched, reviewed and produced non-privileged documents and communications related
25 to this litigation. To the extent documents related to this request existed in RDI's non-
26 privileged, responsive data, such documents were produced.

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DOCUMENT REQUEST NO. 7:

All documents relating to MC's ability, suitability and/or qualifications to manage, oversee and/or supervise any real estate or real property development, including relating to real estate or real property in New York owned directly or indirectly by RDI.

RESPONSE TO DOCUMENT REQUEST NO. 7:

Objection. This requests seeks information that is not relevant to this action nor reasonably calculated to lead to admissible evidence. This request is overbroad as it is not limited in scope. Additionally, this request is vague and ambiguous as to "MC's ability, suitability and/or qualifications".

Notwithstanding and without waiving the foregoing, counsel for RDI has engaged in discussions with counsel for James Cotter, Jr. regarding search terms that will allow RDI to cull through the electronic data it has preserved and potentially respond to a clarified and narrowed request.

SUPPLEMENTAL RESPONSE TO DOCUMENT REQUEST NO. 7:

Subject to and without waiving the objection, and pursuant to an agreement reached with counsel for James Cotter, Jr. regarding search terms and phrases, RDI searched, reviewed and produced non-privileged documents and communications related to this litigation. To the extent documents related to this request existed in RDI's non-privileged, responsive data, such documents were produced.

DOCUMENT REQUEST NO. 8:

All documents relating to candidates and nominees for RDI's Board of Directors, whether in connection with the August 3, 2015 RDI Board of Directors meeting, the 2015 RDI ASM or otherwise.

RESPONSE TO DOCUMENT REQUEST NO. 8:

Objection. This requests seeks information that is not relevant to this action nor reasonably calculated to lead to admissible evidence. This request is overbroad in seeking "all documents" relating to unspecified candidates and nominees for RDI Board of Directors and

1 does not identify a specific source for RDI to obtain the information sought.

2 Notwithstanding and without waiving the foregoing, counsel for RDI is willing to discuss
3 the parameters of the request with counsel for Plaintiff as it may be necessary for RDI to retrieve
4 and review additional electronic data from RDI as this request seeks information after the initial
5 data collection.

6 **SUPPLEMENTAL RESPONSE TO DOCUMENT REQUEST NO. 8:**

7 Subject to and without waiving the objection, and pursuant to an agreement
8 reached with counsel for James Cotter, Jr. regarding search terms and phrases, RDI
9 searched, reviewed and produced non-privileged documents and communications related
10 to this litigation. To the extent documents related to this request existed in RDI's non-
11 privileged, responsive data, such documents were produced.

12 Please see also documents referenced in RDI's responses to Plaintiff's Requests for
13 Production Nos. 5, 6 and 20 propounded on February 23, 2016 and supplemental responses
14 thereto.

15 **DOCUMENT REQUEST NO. 9:**

16 All documents relating to the retention or termination of JJC as RDI's President and CEO,
17 including any proposed, sought, requested or other possible resignation by JJC as President
18 and/or CEO of RDI.

19 **RESPONSE TO DOCUMENT REQUEST NO. 9:**

20 Objection. This request is overbroad in that it is not limited in scope and in seeking "all
21 documents" regarding a number of possible subject areas. Additionally, this request is vague as
22 to "retention or termination of JJC". Additionally, this request is duplicative of the Plaintiff's
23 Request For Production Nos. 1 and 5 propounded on August 14, 2015.

24 Notwithstanding and without waiving the foregoing, see RDI's Responses to Plaintiff's
25 Request For Production Nos. 1 and 5 propounded on August 14, 2015. Additionally, counsel for
26 RDI has engaged in discussions with counsel for James Cotter, Jr. and is willing to try to come
27 to an agreement regarding search terms that will allow RDI to cull through the electronic data it
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1 has preserved to locate additional responsive data that may not have been picked-up in the
2 original agreed upon search terms and is potentially responsive to a clarified and narrowed
3 request.

4 **SUPPLEMENTAL RESPONSE TO DOCUMENT REQUEST NO. 9:**

5 Pursuant to an agreement reached with counsel for James Cotter, Jr. regarding
6 search terms and phrases, RDI searched, reviewed and produced non-privileged
7 documents and communications related to this litigation. To the extent documents related
8 to this request existed in RDI's non-privileged, responsive data, such documents were
9 produced.

10 **DOCUMENT REQUEST NO. 10:**

11 All documents relating to any committee of the RDI Board of Directors, whether
12 formalized or not, comprised of directors Tim Storey and William Gould, including the function
13 and responsibilities of any such committee

14 **RESPONSE TO DOCUMENT REQUEST NO. 10:**

15 Objection. This request is overbroad in seeking "all documents relating to any
16 committee" and is not limited in scope. This request is vague and ambiguous and it is unclear
17 what information Plaintiff is seeking to obtain. Additionally, this request seeks information that
18 is not relevant to the instant proceedings and may be protected by the attorney client privilege.

19 Notwithstanding and without waiving the foregoing, counsel for RDI has engaged in
20 discussions with counsel for James Cotter, Jr. regarding search terms that will allow RDI to cull
21 through the electronic data it has preserved and potentially respond to a clarified and narrowed
22 request.

23 **SUPPLEMENTAL RESPONSE TO DOCUMENT REQUEST NO. 10:**

24 Pursuant to an agreement reached with counsel for James Cotter, Jr. regarding
25 search terms and phrases, RDI searched, reviewed and produced non-privileged
26 documents and communications related to this litigation. To the extent documents related
27 to this request existed in RDI's non-privileged, responsive data, such documents were
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1 produced.

2 Furthermore, as reported on various SEC filings, Mr. Gould was designated as the
3 Lead Independent Director. Additionally, Mr. Gould was appointed to the Executive
4 Search Committee. Mr. Storey was a member of the Audit and Conflicts Committee, and
5 the Compensation and Stock Options Committee. Please see the Minutes of the Board of
6 Directors Meetings and other Committee Meetings for further details regarding their
7 functions and responsibilities.

8 **DOCUMENT REQUEST NO. 11:**

9 All documents relating to any assessments, evaluations or reviews in or since June 2013
10 of JJC's performance as President and/or CEO of RDI.

11 **RESPONSE TO DOCUMENT REQUEST NO. 11:**

12 Objection. This request is vague as to "assessment, evaluations or reviews".

13 Notwithstanding and without waiving the foregoing, counsel for RDI has engaged in
14 discussions with counsel for James Cotter, Jr. and is willing to try to come to an agreement
15 regarding search terms that will allow RDI to cull through the electronic data it has preserved to
16 locate additional responsive data that may not have been picked-up in the original agreed upon
17 search terms and is potentially responsive to a clarified and narrowed request.

18 **SUPPLEMENTAL RESPONSE TO DOCUMENT REQUEST NO. 11:**

19 Pursuant to an agreement reached with counsel for James Cotter, Jr. regarding
20 search terms and phrases, RDI searched, reviewed and produced non-privileged
21 documents and communications related to this litigation. To the extent documents related
22 to this request existed in RDI's non-privileged, responsive data, such documents were
23 produced.

24 **DOCUMENT REQUEST NO. 12:**

25 Documents relating to when Akin Gump was hired (ostensibly) by RDI, and the identity
26 of the person(s) who determined and/or acted to hire Akin Gump, including any Akin Gump
27 engagement letter.

RESPONSE TO DOCUMENT REQUEST NO. 12:

Objection. This request is overbroad in that it is not limited in scope and calls for attorney client privileged and attorney work product information. In addition, this request is not reasonably calculated to lead to admissible evidence relevant to any claim or defense raised in this action. Notwithstanding and without waiving the foregoing, counsel for RDI has engaged in discussions with counsel for James Cotter, Jr. and is willing to try to come to an agreement regarding search terms that will allow RDI to cull through the electronic data it has preserved to locate additional responsive data that may not have been picked-up in the original agreed upon search terms and is potentially responsive to a clarified and narrowed request.

DOCUMENT REQUEST NO. 13:

All documents relating to any search for a new CEO of RDI

RESPONSE TO DOCUMENT REQUEST NO. 13

Objection. This request is overbroad in that it is not limited in scope and calls for attorney client privileged and attorney work product information. Additionally, this request is duplicative of Intervening Plaintiffs' Request No. 3 propounded on August 17, 2015.

Notwithstanding and without waiving the foregoing, see RDI's Responses to Intervening Plaintiffs' Request No. 3 propounded on August 17, 2015. Additionally, counsel for RDI has engaged in discussions with counsel for James Cotter, Jr. and is willing to try to come to an agreement regarding search terms that will allow RDI to cull through the electronic data it has preserved to locate additional responsive data that may not have been picked-up in the original agreed upon search terms and is potentially responsive to a clarified and narrowed request.

SUPPLEMENTAL RESPONSE TO DOCUMENT REQUEST NO. 13:

Subject to and without waiving the objection, and pursuant to an agreement reached with counsel for James Cotter, Jr. regarding search terms and phrases, RDI searched, reviewed and produced non-privileged documents and communications related to this litigation. To the extent documents related to this request existed in RDI's non-privileged, responsive data, such documents were produced.

1 **Additionally, please see documents previously produced, including but not limited**
2 **to documents referenced in RDI's responses to Plaintiff's Requests for Production No. 11**
3 **propounded on February 23, 2016, and the responses to T2 Group's Request for**
4 **Production No. 2 (second set of requests) and supplements thereto.**

5 **DOCUMENT REQUEST NO. 14:**

6 All documents relating to any consensual resolution or settlement between JJC, on one
7 hand, and either or both EC and MC, on the other hand, of any or all issues or disputes raised by
8 or in connection with either or both the California Trust Action and a Nevada Probate Action,
9 and/or any issues or disputes regarding governance or control of RDI.

10 **RESPONSE TO DOCUMENT REQUEST NO. 14:**

11 Objection. This request is overbroad in that it is not limited in scope and calls for
12 attorney client privileged and attorney work product information. In addition, this request is not
13 reasonably calculated to lead to admissible evidence relevant to any claim or defense raised in
14 this action. Additionally, this request is duplicative of the Plaintiff's Request For Production No.
15 1 propounded on August 14, 2015.

16 Notwithstanding and without waiving the foregoing, see RDI's Responses to Plaintiff's
17 Request For Production No. 1 propounded on August 14, 2015. Additionally, counsel for RDI
18 has engaged in discussions with counsel for James Cotter, Jr. and is willing to try to come to an
19 agreement regarding search terms that will allow RDI to cull through the electronic data it has
20 preserved to locate additional responsive data that may not have been picked-up in the original
21 agreed upon search terms and is potentially responsive to a clarified and narrowed request.

22 **SUPPLEMENTAL RESPONSE TO DOCUMENT REQUEST NO. 14:**

23 **Subject to and without waiving the objection, and pursuant to an agreement**
24 **reached with counsel for James Cotter, Jr. regarding search terms and phrases, RDI**
25 **searched, reviewed and produced non-privileged documents and communications related**
26 **to this litigation. To the extent documents related to this request existed in RDI's non-**
27 **privileged, responsive data, such documents were produced.**

1 **Additionally, please see documents previously produced, including but not limited**
2 **to documents referenced in RDI's responses to Plaintiff's Requests for Production No. 1**
3 **(first set of requests) and supplements thereto.**

4 **DOCUMENT REQUEST NO. 15:**

5 All documents relating to who was or would be involved in and/or responsible for
6 handling of RD I's investor relations or other communications with RDI shareholders.

7 **RESPONSE TO DOCUMENT REQUEST NO. 15:**

8 Objection. This request is overbroad in that it is not limited in scope. It is vague and
9 ambiguous as to "involved in and/or responsible for" and the term "Investor relations". In
10 addition, this request is not reasonably calculated to lead to admissible evidence relevant to any
11 claim or defense raised in this action.

12 **DOCUMENT REQUEST NO. 16:**

13 All documents relating to formation, reformation, use and composition of any committee
14 or executive committee of the RDI Board of Directors, including any committee formed, revived
15 or otherwise made, changed or implemented in or after June 2015, including but not limited to
16 the EC Committee.

17 **RESPONSE TO DOCUMENT REQUEST NO. 16:**

18 Objection. This request is overbroad in that it is not limited in scope and calls for
19 attorney client privileged and attorney work product information. In addition, this request is not
20 reasonably calculated to lead to admissible evidence relevant to any claim or defense raised in
21 this action. Notwithstanding and without waiving the foregoing, counsel for RDI has engaged
22 in discussions with counsel for James Cotter, Jr. and is willing to try to come to an agreement
23 regarding search terms that will allow RDI to cull through the electronic data it has preserved to
24 locate additional responsive data that may not have been picked-up in the original agreed upon
25 search terms and is potentially responsive to a clarified and narrowed request.

26 **SUPPLEMENTAL RESPONSE TO DOCUMENT REQUEST NO. 16:**

27 **Subject to and without waiving the objection, and pursuant to an agreement**
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1 reached with counsel for James Cotter, Jr. regarding search terms and phrases, RDI
2 searched, reviewed and produced non-privileged documents and communications related
3 to this litigation. To the extent documents related to this request existed in RDI's non-
4 privileged, responsive data, such documents were produced.

5 Additionally, please see documents previously produced, including but not limited
6 to documents referenced in RDI's responses to Plaintiff's Requests for Production No. 3
7 (first set of requests) and supplements thereto.

8 **DOCUMENT REQUEST NO. 17:**

9 All documents relating to any RDI Board of Directors meeting minutes and/or Board of
10 Directors committee meeting minutes, including drafts, for any meeting in 2014 and 2015.

11 **RESPONSE TO DOCUMENT REQUEST NO. 17:**

12 Objection. This request is overbroad in that it is not limited in scope and calls for
13 attorney client privileged and attorney work product information. In addition, this request is not
14 reasonably calculated to lead to admissible evidence relevant to any claim or defense raised in
15 this action. Additionally, this request is duplicative of the Plaintiff's Request For Production No.
16 3 propounded on August 14, 2015.

17 Notwithstanding and without waiving the foregoing, see RDI's Responses to Plaintiff's
18 Request For Production No. 3 propounded on August 14, 2015. Additionally, counsel for RDI
19 has engaged in discussions with counsel for James Cotter, Jr. and is willing to try to come to an
20 agreement regarding search terms that will allow RDI to cull through the electronic data it has
21 preserved to locate additional responsive data that may not have been picked-up in the original
22 agreed upon search terms and is potentially responsive to a clarified and narrowed request.

23 **SUPPLEMENTAL RESPONSE TO DOCUMENT REQUEST NO. 17:**

24 Subject to and without waiving the objection, and pursuant to an agreement
25 reached with counsel for James Cotter, Jr. regarding search terms and phrases, RDI
26 searched, reviewed and produced non-privileged documents and communications related
27 to this litigation. To the extent documents related to this request existed in RDI's non-
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1 **privileged, responsive data, such documents were produced.**

2 **Additionally, please see documents previously produced, including but not limited**
3 **to documents referenced in RDI's responses to Plaintiff's Requests for Production No. 4**
4 **(first set of requests) and supplements thereto.**

5 **DOCUMENT REQUEST NO. 18:**

6 All documents relating to the 2015 RDI ASM, including but not limited to selection of
7 Board of Director nominees and the identity of any person planned or considered as a possible
8 nominee, the date of the meeting, and the counting of the votes of the Disputed Shares and/or the
9 100,000 Shares, including all communications with First Coast Results, Inc. and any other
10 person or entity contacted regarding serving as inspector of elections.

11 **RESPONSE TO DOCUMENT REQUEST NO. 18:**

12 Objection. This request is compound seeks attorney client privileged and attorney work
13 product privileged information, and unduly burdensome. In addition, this request is not
14 reasonably calculated to lead to admissible evidence relevant to any claim or defense raised in
15 this action. Additionally, this request is duplicative of Intervening Plaintiffs' Request No. 6
16 propounded on August 17, 2015.

17 Notwithstanding and without waiving the foregoing, see RDI's Responses to Intervening
18 Plaintiffs' Request No. 6 propounded on August 17, 2015. Counsel for RDI has engaged in
19 discussions with counsel for James Cotter, Jr. and is willing to try to come to an agreement
20 regarding search terms that will allow RDI to cull through the electronic data it has preserved to
21 locate additional responsive data that may not have been picked-up in the original agreed upon
22 search terms and is potentially responsive to a clarified and narrowed request.

23 **SUPPLEMENTAL RESPONSE TO DOCUMENT REQUEST NO. 18:**

24 **Subject to and without waiving the objection, and pursuant to an agreement**
25 **reached with counsel for James Cotter, Jr. regarding search terms and phrases, RDI**
26 **searched, reviewed and produced non-privileged documents and communications related**
27 **to this litigation. To the extent documents related to this request existed in RDI's non-**
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1 **privileged, responsive data, such documents were produced.**

2 **Additionally, please see documents previously produced, including but not limited**
3 **to documents referenced in RDI's responses to T2 Group's Requests for Production No. 6**
4 **(first set of requests) and supplements thereto.**

5 **DOCUMENT REQUEST NO. 19:**

6 All documents relating to RDI's public disclosures and SEC filings relating to the
7 termination of JJC as President and CEO of RDI, the (sought after) resignation of JJC as a
8 director of RDI, any Board of Directors committee formed, revived, implemented or discussed in
9 or after September 2014, including but not limited to the EC Committee, and/or any person
10 added to or dropped from RDI's Board of Directors.

11 **RESPONSE TO DOCUMENT REQUEST NO. 19:**

12 Objection. This request is overbroad in that it is not limited in scope and calls for
13 attorney client privileged and attorney work product information. It is compound, vague and
14 ambiguous as to "formed, revived, implemented or discussed." SEC filings are all public
15 record, and therefore, Plaintiff can obtain that information from sources less burdensome than
16 from RDI. Additionally, this request is duplicative of the Plaintiff's Request For Production No.
17 5 propounded on August 14, 2015.

18 Notwithstanding and without waiving the foregoing, see RDI's Responses to Plaintiff's
19 Request For Production No. 5 propounded on August 14, 2015. Additionally, counsel for RDI
20 has engaged in discussions with counsel for James Cotter, Jr. and is willing to try to come to an
21 agreement regarding search terms that will allow RDI to cull through the electronic data it has
22 preserved to locate additional responsive data that may not have been picked-up in the original
23 agreed upon search terms and is potentially responsive to a clarified and narrowed request.

24 **SUPPLEMENTAL RESPONSE TO DOCUMENT REQUEST NO. 19:**

25 **Subject to and without waiving the objection, and pursuant to an agreement**
26 **reached with counsel for James Cotter, Jr. regarding search terms and phrases, RDI**
27 **searched, reviewed and produced non-privileged documents and communications related**
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1 to this litigation. To the extent documents related to this request existed in RDI's non-
2 privileged, responsive data, such documents were produced.

3 **DOCUMENT REQUEST NO. 20:**

4 All documents relating to any RDI practices or policies (whether implemented or
5 proposed) relating to exercise of RDI options.

6 **RESPONSE TO DOCUMENT REQUEST NO. 20:**

7 Objection. This request is overbroad in that it is not limited in scope and calls for
8 attorney client privileged and attorney work product information. It seeks information that is not
9 reasonably calculated to lead to admissible evidence relating to any claim or defense. It is
10 compound, vague and ambiguous as to "practices or policies (whether implemented or
11 proposed)". Notwithstanding and without waiving the foregoing, counsel for RDI has engaged in
12 discussions with counsel for James Cotter, Jr. and is willing to try to come to an agreement
13 regarding search terms that will allow RDI to cull through the electronic data it has preserved to
14 locate additional responsive data that may not have been picked-up in the original agreed upon
15 search terms and is potentially responsive to a clarified and narrowed request.

16 **SUPPLEMENTAL RESPONSE TO DOCUMENT REQUEST NO. 20:**

17 Subject to and without waiving the objection, and pursuant to an agreement
18 reached with counsel for James Cotter, Jr. regarding search terms and phrases, RDI
19 searched, reviewed and produced non-privileged documents and communications related
20 to this litigation. To the extent documents related to this request existed in RDI's non-
21 privileged, responsive data, such documents were produced.

22 **DOCUMENT REQUEST NO. 21:**

23 All documents relating to the purchase or repurchase by RDI of any RDI stock (including
24 the date(s) and price(s) at which those securities were repurchased), whether pursuant to a formal
25 stock buyback program or not, and any RDI practices or policies (whether implemented or
26 proposed) relating to exercise of RDI options, sale or repurchase of RDI stock.

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RESPONSE TO DOCUMENT REQUEST NO. 21:

Objection. This request is overbroad in that it is not limited in scope and calls for attorney client privileged and attorney work product information. It is compound, vague and ambiguous as to “practices or policies (whether implemented or proposed)” Additionally, this request is duplicative of the Plaintiff’s Request For Production No. 6 propounded on August 14, 2015.

Notwithstanding and without waiving the foregoing, see RDI’s Responses to Plaintiff’s Request For Production No. 6 propounded on August 14, 2015. Additionally, counsel for RDI has engaged in discussions with counsel for James Cotter, Jr. and is willing to try to come to an agreement regarding search terms that will allow RDI to cull through the electronic data it has preserved to locate additional responsive data that may not have been picked-up in the original agreed upon search terms and is potentially responsive to a clarified and narrowed request.

SUPPLEMENTAL RESPONSE TO DOCUMENT REQUEST NO. 21:

Subject to and without waiving the objection, and pursuant to an agreement reached with counsel for James Cotter, Jr. regarding search terms and phrases, RDI searched, reviewed and produced non-privileged documents and communications related to this litigation. To the extent documents related to this request existed in RDI’s non-privileged, responsive data, such documents were produced.

Additionally, please see documents previously produced, including but not limited to documents referenced in RDI’s responses to Plaintiff’s Requests for Production No. 6 (first set of requests) and supplements thereto.

DOCUMENT REQUEST NO. 22:

All documents relating to any communications by or for EC, MC or Adams with any RDI shareholder or representative of any RDI shareholder.

RESPONSE TO DOCUMENT REQUEST NO. 22:

Objection. This request is overbroad in that it is not limited in scope and calls for attorney client privileged and attorney work product information.

1 Notwithstanding and without waiving the foregoing, counsel for RDI has engaged in
2 discussions with counsel for James Cotter, Jr. and is willing to try to come to an agreement
3 regarding search terms that will allow RDI to cull through the electronic data it has preserved to
4 locate additional responsive data that may not have been picked-up in the original agreed upon
5 search terms and is potentially responsive to a clarified and narrowed request.

6 **SUPPLEMENTAL RESPONSE TO DOCUMENT REQUEST NO. 22:**

7 Subject to and without waiving the objection, and pursuant to an agreement
8 reached with counsel for James Cotter, Jr. regarding search terms and phrases, RDI
9 searched, reviewed and produced non-privileged documents and communications related
10 to this litigation. To the extent documents related to this request existed in RDI's non-
11 privileged, responsive data, such documents were produced.

12 **DOCUMENT REQUEST NO. 23:**

13 All documents relating to the position(s) taken by RDI, including by a June 15, 2015
14 letter from EC to Plaintiff and in RDI's Form 8-K filed with the United States Securities and
15 Exchange Commission on or about June 18, 2015, that Plaintiff is obligated to resign as a
16 director of RDI.

17 **RESPONSE TO DOCUMENT REQUEST NO. 23:**

18 Objection. This request is overbroad in that it is compound, not limited in scope and
19 calls for attorney client privileged and attorney work product information.

20 Notwithstanding and without waiving the foregoing, counsel for RDI has engaged in
21 discussions with counsel for James Cotter, Jr. and is willing to try to come to an agreement
22 regarding search terms that will allows RDI to cull through the electronic data it has preserved to
23 locate additional responsive data that may not have been picked-up in the original agreed upon
24 search terms and is potentially responsive to a clarified and narrowed request.

25 **SUPPLEMENTAL RESPONSE TO DOCUMENT REQUEST NO. 23:**

26 Subject to and without waiving the objection, and pursuant to an agreement
27 reached with counsel for James Cotter, Jr. regarding search terms and phrases, RDI
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1 searched, reviewed and produced non-privileged documents and communications related
2 to this litigation. To the extent documents related to this request existed in RDI's non-
3 privileged, responsive data, such documents were produced.

4 **DOCUMENT REQUEST NO. 24:**

5 All documents relating to Storey remaining or not remaining a RDI director, Storey being
6 Or not being nominated to stand for reelection as a RDI director at the 2015 ASM and/or Storey's
7 resignation as a RD I director.

8 **RESPONSE TO DOCUMENT REQUEST NO. 24:**

9 Objection. This request is overbroad in that it is compound, not limited in scope and
10 calls for attorney client privileged and attorney work product information.

11 Notwithstanding and without waiving the foregoing, counsel for RDI has engaged in
12 discussions with counsel for James Cotter, Jr. and is willing to try to come to an agreement
13 regarding search terms that will allow RDI to cull through the electronic data it has preserved to
14 locate additional responsive data that may not have been picked-up in the original agreed upon
15 search terms and is potentially responsive to a clarified and narrowed request. Additionally, it
16 may be necessary for RDI to retrieve and review additional electronic data as this request seeks
17 information after the initial data collection and RDI is willing to discuss the same.

18 **SUPPLEMENTAL RESPONSE TO DOCUMENT REQUEST NO. 24:**

19 Subject to and without waiving the objection, and pursuant to an agreement
20 reached with counsel for James Cotter, Jr. regarding search terms and phrases, RDI
21 searched, reviewed and produced non-privileged documents and communications related
22 to this litigation. To the extent documents related to this request existed in RDI's non-
23 privileged, responsive data, such documents were produced.

24 Please see documents previously produced, including but not limited to documents
25 referenced in RDI's responses to Plaintiff's Requests for Production No. 9 propounded on
26 February 23, 2016 and supplements thereto.

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DOCUMENT REQUEST NO. 25:

All communications relating to RDI's Board of Directors, including any committee of RDI's Board of Directors, including the EC Committee, to which any or all of EC, MC, Kane, Adams and/or McEachem were party or privy.

RESPONSE TO DOCUMENT REQUEST NO. 25:

Objection. This request is overbroad in that it is compound, vague and ambiguous as to "communications relating to RDI's Board of Directors", not limited in scope and calls for attorney client privileged and attorney work product information. Additionally, this request is duplicative of the Plaintiff's Request For Production No. 3 propounded on August 14, 2015.

Notwithstanding and without waiving the foregoing, see RDI's Responses to Plaintiff's Request For Production No. 3 propounded on August 14, 2015. Notwithstanding and without waiving the foregoing, counsel for RDI has engaged in discussions with counsel for James Cotter, Jr. and is willing to try to come to an agreement regarding search terms that will allow RDI to cull through the electronic data it has preserved to locate additional responsive data that may not have been picked-up in the original agreed upon search terms and is potentially responsive to a clarified and narrowed request.

SUPPLEMENTAL RESPONSE TO DOCUMENT REQUEST NO. 25:

Subject to and without waiving the objection, and pursuant to an agreement reached with counsel for James Cotter, Jr. regarding search terms and phrases, RDI searched, reviewed and produced non-privileged documents and communications related to this litigation. To the extent documents related to this request existed in RDI's non-privileged, responsive data, such documents were produced.

DOCUMENT REQUEST NO. 26:

All documents relating to titles, compensation (whether cash, stock or benefits) from RDI and/or employment agreements with RDI for either or both EC and/or MC.

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RESPONSE TO DOCUMENT REQUEST NO. 26:

Objection. This request is overbroad in that it is compound, vague and ambiguous as to “titles, compensation and/or employment agreements”, not limited in scope and calls for attorney client privileged and attorney work product information.

Notwithstanding and without waiving the foregoing, counsel for RDI has engaged in discussions with counsel for James Cotter, Jr. and is willing to try to come to an agreement regarding search terms that will allow RDI to cull through the electronic data it has preserved to locate additional responsive data that may not have been picked-up in the original agreed upon search terms and is potentially responsive to a clarified and narrowed request.

SUPPLEMENTAL RESPONSE TO DOCUMENT REQUEST NO. 26:

Subject to and without waiving the objection, and pursuant to an agreement reached with counsel for James Cotter, Jr. regarding search terms and phrases, RDI searched, reviewed and produced non-privileged documents and communications related to this litigation. To the extent documents related to this request existed in RDI’s non-privileged, responsive data, such documents were produced.

Additionally, please see documents previously produced, including but not limited to documents referenced in RDI’s responses to Plaintiff’s Requests for Production No. 18 propounded on February 23, 2016, and responses to T2 Group’s Request for Production No. 3 (second set) and supplements thereto.

DOCUMENT REQUEST NO. 27:

All documents relating to a director of real estate or other executive with experience and/or expertise in real estate and/or real estate development, including but not limited to documents relating to any search for such a person .

RESPONSE TO DOCUMENT REQUEST NO. 27:

Objection. This request is overbroad in that it is compound, vague and ambiguous as to “experience and/or expertise in real estate and/or real estate development,” not limited in scope and calls for attorney client privileged and attorney work product information. Additionally, this

request is duplicative of the Plaintiff's Request For Production No. 2 propounded on August 14, 2015.

Notwithstanding and without waiving the foregoing, see RDI's Responses to Plaintiff's Request For Production No. 2 propounded on August 14, 2015. Notwithstanding and without waiving the foregoing, counsel for RDI has engaged in discussions with counsel for James Cotter, Jr. and is willing to try to come to an agreement regarding search terms that will allow RDI to cull through the electronic data it has preserved to locate additional responsive data that may not have been picked-up in the original agreed upon search terms and is potentially responsive to a clarified and narrowed request.

SUPPLEMENTAL RESPONSE TO DOCUMENT REQUEST NO. 27:

Subject to and without waiving the objection, and pursuant to an agreement reached with counsel for James Cotter, Jr. regarding search terms and phrases, RDI searched, reviewed and produced non-privileged documents and communications related to this litigation. To the extent documents related to this request existed in RDI's non-privileged, responsive data, such documents were produced.

DOCUMENT REQUEST NO. 28:

All nonpublic documents relating to acquisition, (legal or beneficial) ownership or control of RDI class B voting stock, including but not limited to communications relating to exercise of an option or options to acquire RDI class B voting stock held in the name of or by or for the Decedent, the Trust or the Estate, and/or communications relating to Mark Cuban.

RESPONSE TO DOCUMENT REQUEST NO. 28:

Objection. This request is overbroad in that it is compound, not limited in scope and calls for attorney client privileged and attorney work product information. Additionally, this request is duplicative of the Plaintiff's Request For Production No. 1 propounded on August 14, 2015.

Notwithstanding and without waiving the foregoing, see RDI's Responses to Plaintiff's Request For Production No. 1 propounded on August 14, 2015. Notwithstanding and without

1 waiving the foregoing, counsel for RDI has engaged in discussions with counsel for James
2 Cotter, Jr. and is willing to try to come to an agreement regarding search terms that will allow
3 RDI to cull through the electronic data it has preserved to locate additional responsive data that
4 may not have been picked-up in the original agreed upon search terms and is potentially
5 responsive to a clarified and narrowed request.

6 **SUPPLEMENTAL RESPONSE TO DOCUMENT REQUEST NO. 28:**

7 Subject to and without waiving the objection, and pursuant to an agreement
8 reached with counsel for James Cotter, Jr. regarding search terms and phrases, RDI
9 searched, reviewed and produced non-privileged documents and communications related
10 to this litigation. To the extent documents related to this request existed in RDI's non-
11 privileged, responsive data, such documents were produced.

12 **DOCUMENT REQUEST NO. 29:**

13 All documents relating to the ability to elect the RDI Board of Directors and/or the
14 composition of the RDI Board of Directors.

15 **RESPONSE TO DOCUMENT REQUEST NO. 29:**

16 Objection. This request is overbroad in that it is compound, vague and ambiguous as to
17 "ability to elect the RDI Board of Directors and/or the composition of the RDI Board of
18 Directors", not limited in scope and calls for attorney client privileged and attorney work product
19 information. Notwithstanding and without waiving the foregoing, counsel for RDI has engaged
20 in discussions with counsel for James Cotter, Jr. and is willing to try to come to an agreement
21 regarding search terms that will allow RDI to cull through the electronic data it has preserved to
22 locate additional responsive data that may not have been picked-up in the original agreed upon
23 search terms and is potentially responsive to a clarified and narrowed request.

24 **SUPPLEMENTAL RESPONSE TO DOCUMENT REQUEST NO. 29:**

25 Subject to and without waiving the objection, and pursuant to an agreement
26 reached with counsel for James Cotter, Jr. regarding search terms and phrases, RDI
27 searched, reviewed and produced non-privileged documents and communications related
28

1 to this litigation. To the extent documents related to this request existed in RDI's non-
2 privileged, responsive data, such documents were produced. Additionally see RDI's
3 Bylaws, Charters and Board of Directors' Meeting Minutes.

4 **DOCUMENT REQUEST NO. 30:**

5 All documents relating to Timothy Storey as ombudsman, whether as alleged in
6 paragraph 61 of the FAC or otherwise.

7 **RESPONSE TO DOCUMENT REQUEST NO. 30:**

8 Objection. This request is overbroad in that it is not limited in scope and calls for
9 attorney client privileged and attorney work product information. Notwithstanding and without
10 waiving the foregoing, counsel for RDI has engaged in discussions with counsel for James
11 Cotter, Jr. and is willing to try to come to an agreement regarding search terms that will allow
12 RDI to cull through the electronic data it has preserved to locate additional responsive data that
13 may not have been picked-up in the original agreed upon search terms and is potentially
14 responsive to a clarified and narrowed request.

15 **SUPPLEMENTAL RESPONSE TO DOCUMENT REQUEST NO. 30:**

16 Subject to and without waiving the objection, and pursuant to an agreement
17 reached with counsel for James Cotter, Jr. regarding search terms and phrases, RDI
18 searched, reviewed and produced non-privileged documents and communications related
19 to this litigation. To the extent documents related to this request existed in RDI's non-
20 privileged, responsive data, such documents were produced.

21 **DOCUMENT REQUEST NO. 31:**

22 All documents relating to communications from the so-called Stomp Producers, including
23 as alleged in paragraph 71 of the FAC, regarding alleged breaches of any agreement relating to
24 the Orpheum Theatre, including but not limited to any communications between MC, on the one
25 hand, and Plaintiff and/or any individual defendant, on the other hand.

26 ///

27 ///

28

RESPONSE TO DOCUMENT REQUEST NO. 31:

Objection. This request is overbroad in that it is compound, vague and ambiguous as to “the so-called Stomp Producers”, not limited in scope and calls for attorney client privileged and attorney work product information. Notwithstanding and without waiving the foregoing, counsel for RDI has engaged in discussions with counsel for James Cotter, Jr. and is willing to try to come to an agreement regarding search terms that will allow RDI to cull through the electronic data it has preserved to locate additional responsive data that may not have been picked-up in the original agreed upon search terms and is potentially responsive to a clarified and narrowed request.

SUPPLEMENTAL RESPONSE TO DOCUMENT REQUEST NO. 31:

Subject to and without waiving the objection, and pursuant to an agreement reached with counsel for James Cotter, Jr. regarding search terms and phrases, RDI searched, reviewed and produced non-privileged documents and communications related to this litigation. To the extent documents related to this request existed in RDI’s non-privileged, responsive data, such documents were produced.

DOCUMENT REQUEST NO. 32:

All documents relating to the process (or lack of process) undertaken to determine whether to threaten to terminate and/or terminate Plaintiff as President and/or CEO of RDI.

RESPONSE TO DOCUMENT REQUEST NO. 32:

Objection. This request is overbroad in that it is compound, vague and ambiguous as to “to determine whether to threatened to terminate or terminate Plaintiff”, not limited in scope and calls for attorney client privileged and attorney work product information. Additionally, this request is duplicative of the Plaintiff’s Request For Production No. 3 propounded on August 14, 2015.

Notwithstanding and without waiving the foregoing, see RDI’s Responses to Plaintiff’s Request For Production No. 3 propounded on August 14, 2015. Notwithstanding and without waiving the foregoing, counsel for RDI has engaged in discussions with counsel for James

Cotter, Jr. and is willing to try to come to an agreement regarding search terms that will allow RDI to cull through the electronic data it has preserved to locate additional responsive data that may not have been picked-up in the original agreed upon search terms and is potentially responsive to a clarified and narrowed request.

SUPPLEMENTAL RESPONSE TO DOCUMENT REQUEST NO. 32:

Subject to and without waiving the objection, and pursuant to an agreement reached with counsel for James Cotter, Jr. regarding search terms and phrases, RDI searched, reviewed and produced non-privileged documents and communications related to this litigation. To the extent documents related to this request existed in RDI's non-privileged, responsive data, such documents were produced.

DOCUMENT REQUEST NO. 33:

All nonpublic documents relating to each of the press releases and SEC filings referenced in paragraph 122 (a.-b.) of the FAC.

RESPONSE TO DOCUMENT REQUEST NO. 33:

Objection. This request is overbroad in that it is not limited in scope and calls for attorney client privileged and attorney work product information. Notwithstanding and without waiving the foregoing, counsel for RDI has engaged in discussions with counsel for James Cotter, Jr. and is willing to try to come to an agreement regarding search terms that will allow RDI to cull through the electronic data it has preserved to locate additional responsive data that may not have been picked-up in the original agreed upon search terms and is potentially responsive to a clarified and narrowed request.

SUPPLEMENTAL RESPONSE TO DOCUMENT REQUEST NO. 33:

Subject to and without waiving the objection, and pursuant to an agreement reached with counsel for James Cotter, Jr. regarding search terms and phrases, RDI searched, reviewed and produced non-privileged documents and communications related to this litigation. To the extent documents related to this request existed in RDI's non-privileged, responsive data, such documents were produced.

DOCUMENT REQUEST NO. 34:

All nonpublic documents relating to RDI class B voting stock held in the name of the Trust, held by the Estate, held in the name of JJC, Sr., or otherwise beneficially or legally owned or held by any entity of which any or all of Plaintiff, EC and/or MC claim to be a trustee, executor, fiduciary of any type or other person with authority to vote or control any or all such stock.

RESPONSE TO DOCUMENT REQUEST NO. 34:

Objection. This request is overbroad in that it is compound, not limited in scope and calls for attorney client privileged and attorney work product information. Additionally, this request is duplicative of the Plaintiff's Request For Production No. 1 propounded on August 14, 2015.

Notwithstanding and without waiving the foregoing, see RDI's Responses to Plaintiff's Request For Production No. 1 propounded on August 14, 2015. Notwithstanding and without waiving the foregoing, counsel for RDI has engaged in discussions with counsel for James Cotter, Jr. and is willing to try to come to an agreement regarding search terms that will allow RDI to cull through the electronic data it has preserved to locate additional responsive data that may not have been picked-up in the original agreed upon search terms and is potentially responsive to a clarified and narrowed request.

SUPPLEMENTAL RESPONSE TO DOCUMENT REQUEST NO. 34:

Subject to and without waiving the objection, and pursuant to an agreement reached with counsel for James Cotter, Jr. regarding search terms and phrases, RDI searched, reviewed and produced non-privileged documents and communications related to this litigation. To the extent documents related to this request existed in RDI's non-privileged, responsive data, such documents were produced.

DOCUMENT REQUEST NO. 35:

All documents relating to the option exercises referenced in paragraph 127 (a.-b.) of the FAC.

RESPONSE TO DOCUMENT REQUEST NO. 35:

Objection. This request is overbroad in that it is vague and ambiguous as to “the option exercises”, not limited in scope and calls for attorney client privileged and attorney work product information. Notwithstanding and without waiving the foregoing, counsel for RDI has engaged in discussions with counsel for James Cotter, Jr. and is willing to try to come to an agreement regarding search terms that will allow RDI to cull through the electronic data it has preserved to locate additional responsive data that may not have been picked-up in the original agreed upon search terms and is potentially responsive to a clarified and narrowed request.

SUPPLEMENTAL RESPONSE TO DOCUMENT REQUEST NO. 35:

Subject to and without waiving the objection, and pursuant to an agreement reached with counsel for James Cotter, Jr. regarding search terms and phrases, RDI searched, reviewed and produced non-privileged documents and communications related to this litigation. To the extent documents related to this request existed in RDI’s non-privileged, responsive data, such documents were produced.

DOCUMENT REQUEST NO. 36:

All documents relating to the exercise or possible exercise or the possibility of exercise of any option or options to purchase RDI class B voting stock, including the 100,000 Shares, whether held in the name of the Trust, JJC, Sr., by the Estate or by or for any or all of Plaintiff, EC and/or MC, including but not limited to as alleged in paragraph 127 (b.) of the FAC.

RESPONSE TO DOCUMENT REQUEST NO. 36:

Objection. This request is overbroad in that it is compound, vague and ambiguous as to “the exercise or possible exercise or the possibility of exercise”, not limited in scope and calls for attorney client privileged and attorney work product information. Additionally, this request is duplicative of the Plaintiff’s Request For Production No. 1 propounded on August 14, 2015.

Notwithstanding and without waiving the foregoing, see RDI’s Responses to Plaintiff’s Request For Production No. 1 propounded on August 14, 2015. Notwithstanding and without waiving the foregoing, counsel for RDI has engaged in discussions with counsel for James

1 Cotter, Jr. and is willing to try to come to an agreement regarding search terms that will allow
2 RDI to cull through the electronic data it has preserved to locate additional responsive data that
3 may not have been picked-up in the original agreed upon search terms and is potentially
4 responsive to a clarified and narrowed request.

5 **SUPPLEMENTAL RESPONSE TO DOCUMENT REQUEST NO. 36:**

6 Subject to and without waiving the objection, and pursuant to an agreement
7 reached with counsel for James Cotter, Jr. regarding search terms and phrases, RDI
8 searched, reviewed and produced non-privileged documents and communications related
9 to this litigation. To the extent documents related to this request existed in RDI's non-
10 privileged, responsive data, such documents were produced.

11 **DOCUMENT REQUEST NO. 37:**

12 All documents relating to the exercise of options to acquire RDI stock by any member of
13 the RDI Board of Directors, including but not limited to all documents relating to any actions,
14 approvals, consents or responses by or for the RDI Board of Directors, the RDI Board of
15 Directors compensation committee and/or any individual RDI director or officer to requests to
16 exercise such options.

17 **RESPONSE TO DOCUMENT REQUEST NO. 37:**

18 Objection. This request is overbroad in that it is compound, vague and ambiguous as to
19 "the exercise or possible exercise or the possibility of exercise", not limited in scope and calls for
20 attorney client privileged and attorney work product information. Additionally, this request is
21 duplicative of the Plaintiff's Request For Production No. 6 propounded on August 14, 2015.

22 Notwithstanding and without waiving the foregoing, see RDI's Responses to Plaintiff's
23 Request For Production No. 6 propounded on August 14, 2015. Notwithstanding and without
24 waiving the foregoing, counsel for RDI has engaged in discussions with counsel for James
25 Cotter, Jr. and is willing to try to come to an agreement regarding search terms that will allow
26 RDI to cull through the electronic data it has preserved to locate additional responsive data that
27
28

1 may not have been picked-up in the original agreed upon search terms and is potentially
2 responsive to a clarified and narrowed request.

3 **SUPPLEMENTAL RESPONSE TO DOCUMENT REQUEST NO. 38:**

4 Subject to and without waiving the objection, and pursuant to an agreement
5 reached with counsel for James Cotter, Jr. regarding search terms and phrases, RDI
6 searched, reviewed and produced non-privileged documents and communications related
7 to this litigation. To the extent documents related to this request existed in RDI's non-
8 privileged, responsive data, such documents were produced.

9 **DOCUMENT REQUEST NO. 38:**

10 All nonpublic documents relating to the SEC filings referenced in paragraphs 134-143 of
11 the FAC.

12 **RESPONSE TO DOCUMENT REQUEST NO. 38:**

13 Objection. This request is overbroad in that it is compound, vague and ambiguous as to
14 "SEC filings" as referenced in Plaintiff's First Amended Complaint, not limited in scope and
15 calls for attorney client privileged and attorney work product information. Notwithstanding and
16 without waiving the foregoing, counsel for RDI has engaged in discussions with counsel for
17 James Cotter, Jr. and is willing to try to come to an agreement regarding search terms that will
18 allow RDI to cull through the electronic data it has preserved to locate additional responsive data
19 that may not have been picked-up in the original agreed upon search terms and is potentially
20 responsive to a clarified and narrowed request.

21 **SUPPLEMENTAL RESPONSE TO DOCUMENT REQUEST NO. 38:**

22 Subject to and without waiving the objection, and pursuant to an agreement
23 reached with counsel for James Cotter, Jr. regarding search terms and phrases, RDI
24 searched, reviewed and produced non-privileged documents and communications related
25 to this litigation. To the extent documents related to this request existed in RDI's non-
26 privileged, responsive data, such documents were produced.

27 ///

28

DOCUMENT REQUEST NO. 39:

All documents relating to any person considered or proposed to be added to the RDI Board of Directors, including but not limited to the person(s) referenced in paragraph 147 of the FAC.

RESPONSE TO DOCUMENT REQUEST NO. 39:

Objection. This request is overbroad in that it is compound, not reasonably likely to lead to evidence relevant to any claim or defense alleged in this matter, not limited in scope and calls for attorney client privileged and attorney work product information. Notwithstanding and without waiving the foregoing, counsel for RDI has engaged in discussions with counsel for James Cotter, Jr. and is willing to try to come to an agreement regarding search terms that will allow RDI to cull through the electronic data it has preserved to locate additional responsive data that may not have been picked-up in the original agreed upon search terms and is potentially responsive to a clarified and narrowed request. Additionally, it may be necessary for RDI to retrieve and review additional electronic data as this request seeks information after the initial data collection and RDI is willing to discuss the same.

SUPPLEMENTAL RESPONSE TO DOCUMENT REQUEST NO. 39:

Subject to and without waiving the objection, and pursuant to an agreement reached with counsel for James Cotter, Jr. regarding search terms and phrases, RDI searched, reviewed and produced non-privileged documents and communications related to this litigation. To the extent documents related to this request existed in RDI's non-privileged, responsive data, such documents were produced.

Additionally, please see documents previously produced, including but not limited to documents referenced in RDI's responses to Plaintiff's Requests for Production No. 8 (second set of requests) and supplements thereto.

DOCUMENT REQUEST NO. 40:

All documents relating to Judy Coddling, including but not limited to any documents concerning whether and, if so, how she was vetted, and chosen, how or why she was to be a

1 member of the RDI Board of Directors.

2 **RESPONSE TO DOCUMENT REQUEST NO. 40:**

3 Objection. This request is overbroad in that it is compound, vague and ambiguous as to
4 “all documents relating to Judy Coddling”, not limited in scope and calls for attorney client
5 privileged and attorney work product information. Notwithstanding and without waiving the
6 foregoing, counsel for RDI has engaged in discussions with counsel for James Cotter, Jr. and is
7 willing to try to come to an agreement regarding search terms that will allow RDI to cull through
8 the electronic data it has preserved to locate additional responsive data that may not have been
9 picked-up in the original agreed upon search terms and is potentially responsive to a clarified and
10 narrowed request. Additionally, it may be necessary for RDI to retrieve and review additional
11 electronic data as this request seeks information after the initial data collection and RDI is
12 willing to discuss the same.

13 **SUPPLEMENTAL RESPONSE TO DOCUMENT REQUEST NO. 40:**

14 Subject to and without waiving the objection, and pursuant to an agreement
15 reached with counsel for James Cotter, Jr. regarding search terms and phrases, RDI
16 searched, reviewed and produced non-privileged documents and communications related
17 to this litigation. To the extent documents related to this request existed in RDI’s non-
18 privileged, responsive data, such documents were produced.

19 Additionally, please see documents previously produced, including but not limited
20 to documents referenced in RDI’s responses to Plaintiff’s Requests for Production No. 8
21 (second set of requests) and responses to Plaintiff’s Request for Production No. 6
22 propounded on February 23, 2016 and supplements thereto.

23 **DOCUMENT REQUEST NO. 41:**

24 All documents relating to Michael Wrotniak, including but not limited to any documents
25 concerning whether and, if so, how he was vetted, and chosen, how or why he was to be a
26 member of the RDI Board of Directors.

27 ///

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RESPONSE TO DOCUMENT REQUEST NO. 41:

Objection. This request is overbroad in that it is compound, vague and ambiguous as to “all documents relating to Michael Wrotniak”, not limited in scope and calls for attorney client privileged and attorney work product information. Notwithstanding and without waiving the foregoing, counsel for RDI has engaged in discussions with counsel for James Cotter, Jr. and is willing to try to come to an agreement regarding search terms that will allow RDI to cull through the electronic data it has preserved to locate additional responsive data that may not have been picked-up in the original agreed upon search terms and is potentially responsive to a clarified and narrowed request. . Additionally, it may be necessary for RDI to retrieve and review additional electronic data as this request seeks information after the initial data collection and RDI is willing to discuss the same.

SUPPLEMENTAL RESPONSE TO DOCUMENT REQUEST NO. 41:

Subject to and without waiving the objection, and pursuant to an agreement reached with counsel for James Cotter, Jr. regarding search terms and phrases, RDI searched, reviewed and produced non-privileged documents and communications related to this litigation. To the extent documents related to this request existed in RDI’s non-privileged, responsive data, such documents were produced.

Additionally, please see documents previously produced, including but not limited to documents referenced in RDI’s responses to Plaintiff’s Requests for Production No. 8 (second set of requests) and responses to Plaintiff’s Request for Production No. 5 propounded on February 23, 2016 and supplements thereto.

DOCUMENT REQUEST NO. 42:

All nonpublic documents relating to the Proxy Statement issued by the Company on or about October 20, 2015, including as referenced in paragraph 161 of the FAC.

RESPONSE TO DOCUMENT REQUEST NO. 42:

Objection. This request is overbroad in that it is compound, not limited in scope and calls for attorney client privileged and attorney work product information. Notwithstanding and

1 without waiving the foregoing, counsel for RDI has engaged in discussions with counsel for
2 James Cotter, Jr. and is willing to try to come to an agreement regarding search terms that will
3 allow RDI to cull through the electronic data it has preserved to locate additional responsive data
4 that may not have been picked-up in the original agreed upon search terms and is potentially
5 responsive to a clarified and narrowed request. Additionally, it may be necessary for RDI to
6 retrieve and review additional electronic data as this request seeks information after the initial
7 data collection and RDI is willing to discuss the same.

8 **SUPPLEMENTAL RESPONSE TO DOCUMENT REQUEST NO. 42:**

9 Subject to and without waiving the objection, and pursuant to an agreement
10 reached with counsel for James Cotter, Jr. regarding search terms and phrases, RDI
11 searched, reviewed and produced non-privileged documents and communications related
12 to this litigation. To the extent documents related to this request existed in RDI's non-
13 privileged, responsive data, such documents were produced.

14 **DOCUMENT REQUEST NO. 43:**

15 All nonpublic documents relating to the statement in the Proxy Statement referenced in
16 paragraph 161 (a) of the FAC.

17 **RESPONSE TO DOCUMENT REQUEST NO. 43:**

18 Objection. This request is overbroad in that it is not limited in scope and calls for
19 attorney client privileged and attorney work product information. Notwithstanding and without
20 waiving the foregoing, counsel for RDI has engaged in discussions with counsel for James
21 Cotter, Jr. and is willing to try to come to an agreement regarding search terms that will allow
22 RDI to cull through the electronic data it has preserved to locate additional responsive data that
23 may not have been picked-up in the original agreed upon search terms and is potentially
24 responsive to a clarified and narrowed request.

25 **SUPPLEMENTAL RESPONSE TO DOCUMENT REQUEST NO. 43:**

26 Subject to and without waiving the objection, and pursuant to an agreement
27 reached with counsel for James Cotter, Jr. regarding search terms and phrases, RDI
28

1 searched, reviewed and produced non-privileged documents and communications related
2 to this litigation. To the extent documents related to this request existed in RDI's non-
3 privileged, responsive data, such documents were produced.

4 **DOCUMENT REQUEST NO. 44:**

5 All nonpublic documents relating to the statement in the Proxy Statement referenced in
6 paragraph 161 (b) of the FAC.

7 **RESPONSE TO DOCUMENT REQUEST NO. 44:**

8 Objection. This request is overbroad in that it is not limited in scope and calls for
9 attorney client privileged and attorney work product information. Notwithstanding and without
10 waiving the foregoing, counsel for RDI has engaged in discussions with counsel for James
11 Cotter, Jr. and is willing to try to come to an agreement regarding search terms that will allow
12 RDI to cull through the electronic data it has preserved to locate additional responsive data that
13 may not have been picked-up in the original agreed upon search terms and is potentially
14 responsive to a clarified and narrowed request.

15 **SUPPLEMENTAL RESPONSE TO DOCUMENT REQUEST NO. 44:**

16 Subject to and without waiving the objection, and pursuant to an agreement
17 reached with counsel for James Cotter, Jr. regarding search terms and phrases, RDI
18 searched, reviewed and produced non-privileged documents and communications related
19 to this litigation. To the extent documents related to this request existed in RDI's non-
20 privileged, responsive data, such documents were produced.

21 **DOCUMENT REQUEST NO. 45:**

22 All nonpublic documents relating to the statement referenced in paragraph 161 (c) of the
23 FAC.

24 **RESPONSE TO DOCUMENT REQUEST NO. 45:**

25 Objection. This request is overbroad in that it is not limited in scope and calls for
26 attorney client privileged and attorney work product information. Notwithstanding and without
27 waiving the foregoing, counsel for RDI has engaged in discussions with counsel for James
28

Cotter, Jr. and is willing to try to come to an agreement regarding search terms that will allow RDI to cull through the electronic data it has preserved to locate additional responsive data that may not have been picked-up in the original agreed upon search terms and is potentially responsive to a clarified and narrowed request.

SUPPLEMENTAL RESPONSE TO DOCUMENT REQUEST NO. 45:

Subject to and without waiving the objection, and pursuant to an agreement reached with counsel for James Cotter, Jr. regarding search terms and phrases, RDI searched, reviewed and produced non-privileged documents and communications related to this litigation. To the extent documents related to this request existed in RDI's non-privileged, responsive data, such documents were produced.

DOCUMENT REQUEST NO. 46:

All nonpublic documents relating to the statement in the Proxy Statement referenced in paragraph 161 (f) of the FAC.

RESPONSE TO DOCUMENT REQUEST NO. 46:

Objection. This request is overbroad in that it is not limited in scope and calls for attorney client privileged and attorney work product information. Notwithstanding and without waiving the foregoing, counsel for RDI has engaged in discussions with counsel for James Cotter, Jr. and is willing to try to come to an agreement regarding search terms that will allow RDI to cull through the electronic data it has preserved to locate additional responsive data that may not have been picked-up in the original agreed upon search terms and is potentially responsive to a clarified and narrowed request.

SUPPLEMENTAL RESPONSE TO DOCUMENT REQUEST NO. 46:

Subject to and without waiving the objection, and pursuant to an agreement reached with counsel for James Cotter, Jr. regarding search terms and phrases, RDI searched, reviewed and produced non-privileged documents and communications related to this litigation. To the extent documents related to this request existed in RDI's non-privileged, responsive data, such documents were produced.

1 DATED this 21st day of June, 2016.

2 GREENBERG TRAURIG, LLP

3 /s/Kara. Hendricks

4 MARK E. FERRARIO, ESQ.

5 (NV Bar No. 1625)

6 KARA HENDRICKS, ESQ.

7 (NV Bar No. 7743)

8 3773 Howard Hughes Parkway

9 Suite 400 North

10 Las Vegas, Nevada 89169

11 *Counsel for Reading International, Inc.*

CERTIFICATE OF SERVICE

Pursuant to Nev. R. Civ. P. 5(b)(2)(D) and E.D.C.R. 8.05, I certify that on this day, I caused a true and correct copy of the forgoing *Reading International, Inc.'s First Supplemental Response to James Cotter, Jr.'s Second Request for Production of Documents* to be filed and served via the Court's Wiznet E-Filing system. The date and time of the electronic proof of service is in place of the date and place of deposit in the mail.

DATED this 21st day of June, 2016.

/s/ Megan L. Sheffield
AN EMPLOYEE OF GREENBERG TRAURIG, LLP

EXHIBIT B

1	DISTRICT COURT		
2	CLARK COUNTY, NEVADA		
3	JAMES J. COTTER, JR.,)	
4	individually and derivatively)	
5	on behalf of Reading)	
6	International, Inc.,)	
)	
6	Plaintiff,	)	Case No.
		)	A-15-719860-B
7	VS.)	
		)	Coordinated with:
8	MARGARET COTTER, ELLEN COTTER,)	
	GUY ADAMS, EDWARD KANE, DOUGLAS	)	Case No.
9	McEACHERN, TIMOTHY STOREY,	)	P-14-082942-E
	WILLIAM GOULD, and DOES 1	)	Case No.
10	through 100, inclusive,	)	A-16-735305-B
)	
11	Defendants.)	
)	
12	and)	
)	
13	_____)	
	READING INTERNATIONAL, INC., a)	
14	Nevada corporation,)	
)	
15	Nominal Defendant.		

16	(Caption continued on next		
17	page.)		
18			
19	VIDEOTAPED DEPOSITION OF TIMOTHY STOREY		
20	Wednesday, August 3, 2016		
21	Wednesday, California		
22			
23	REPORTED BY:		
24	GRACE CHUNG, CSR No. 6426, RMR, CRR, CLR		
25	Job No.: 323867		

1 BY MR. KRUM:

2 Q. As you sit here today, would you know of
3 any basis upon which to have distinguished the
4 treatment received by Ellen Cotter with respect to
5 this issue of instead of stock options and the
6 \$50,000 from any other executive who also had, or
7 were supposedly incentive stock options, but were
8 not treated for that -- not treated that way on
9 account of some of tax issues?

10 MR. SEARCY: Objection. Lacks foundation.
11 Assumes facts. Calls for speculation and calls for
12 an opinion and incomplete hypothetical.

13 A. I'm comfortable my view would be that
14 everybody should be treated the same. So if other
15 executives were in the same position, then my view
16 would have been that we should have treated them
17 the same.

18 MR. KRUM: I don't have any other
19 questions at this time. Mr. Storey, I thank you
20 for your time.

21 MR. SEARCY: A quick follow-up.

22

23 EXAMINATION

24 BY MR. SEARCY:

25 Q. Mr. Storey, you testified earlier today,

1 and I believe also in your prior deposition, about
2 an exercise of options by Margaret and Ellen Cotter
3 in September of 2015?

4 A. Yes.

5 Q. And you received an opinion from Greenberg
6 Traurig who was the company -- or counsel for the
7 company; correct?

8 A. Right.

9 Q. And at the time that you received that
10 opinion, Jim Cotter, Jr., had sued you personally;
11 correct?

12 MR. KRUM: Objection. Assumes facts not
13 in evidence.

14 A. You have to remind me, but I assume -- I
15 assume you can do that easily. I assume I had been
16 sued by them, yes.

17 BY MR. SEARCY:

18 Q. In September of 2015?

19 A. I don't recollect.

20 Q. But at some point time, Mr. Cotter, Jr.,
21 had sued you personally; correct?

22 A. Yes.

23 Q. And in September of 2015, in addition to
24 the Greenberg Traurig opinion, you wanted
25 additional advice on the exercise of the options;

1 **correct?**

2 A. Correct. I sought advice from my lawyer
3 about the circumstances in which the subcommittee
4 was asked to approve the matter.

5 **Q. When you say you sought advice from your**
6 **lawyer, that was from Bird and Marella; correct?**

7 A. Correct.

8 **Q. And Bird and Marella is your personal**
9 **litigation counsel in litigation brought by**
10 **Mr. Cotter, Jr.; is that right?**

11 A. Correct.

12 MR. SEARCY: No further questions.

13 MS. HENDRICKS: No questions.

14 MR. KRUM: Okay.

15 THE VIDEOGRAPHER: This concludes the
16 deposition of Timothy Storey, Volume 1, August 3rd,
17 2016, which consists of two media files. The
18 original media file will be retained by Litigation
19 Services. Off the video record at 12:19 p.m.

20 THE REPORTER: Counsel, would you like to
21 order a copy of the transcript?

22 MR. SEARCY: Yes.

23 MS. BANNETT: Yes.

24 MS. HENDRICKS: Yes, please.

25 MR. KRUM: I would like a rough as soon as

1 STATE OF CALIFORNIA)
2) SS.
3 COUNTY OF LOS ANGELES)
4

5 I, GRACE CHUNG, RMR, CRR, CSR No. 6246, a
6 Certified Shorthand Reporter in and for the County
7 of Los Angeles, the State of California, do hereby
8 certify:

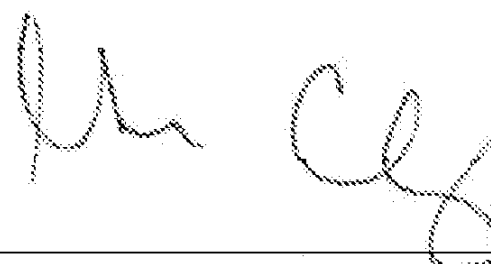
9 That, prior to being examined, the witness
10 named in the foregoing deposition was by me duly
11 sworn to testify the truth, the whole truth, and
12 nothing but the truth;

13 That said deposition was taken down by me
14 in shorthand at the time and place therein named,
15 and thereafter reduced to typewriting by
16 computer-aided transcription under my direction.

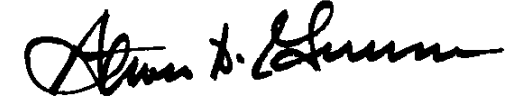
17 I further certify that I am not interested
18 in the event of the action.

19 In witness whereof, I have hereunto subscribed my
20 name.

21 Dated: August 10, 2016



22
23 GRACE CHUNG, CSR NO. 6246
24 RMR, CRR, CLR
25



CLERK OF THE COURT

TRAN

DISTRICT COURT
CLARK COUNTY, NEVADA
* * * * *

JAMES COTTER, JR.

Plaintiff

vs.

MARGARET COTTER, et al.

Defendants
.

CASE NO. A-719860
A-735305
P-082942

DEPT. NO. XI

**Transcript of
Proceedings**

BEFORE THE HONORABLE ELIZABETH GONZALEZ, DISTRICT COURT JUDGE

**HEARING ON PLAINTIFF'S MOTION TO OBTAIN
EXPEDITED DISCOVERY, MOTION TO COMPEL PRODUCTION,
AND MOTION TO PERMIT DISCOVERY RE RECENT OFFER**

TUESDAY, AUGUST 30, 2016

COURT RECORDER:

JILL HAWKINS
District Court

TRANSCRIPTION BY:

FLORENCE HOYT
Las Vegas, Nevada 89146

Proceedings recorded by audio-visual recording, transcript
produced by transcription service.

APPEARANCES:

FOR THE PLAINTIFF: MARK G. KRUM, ESQ.

FOR THE DEFENDANTS: MARSHALL M. SEARCY, ESQ.
CHRISTOPHER TAYBACK, ESQ.
KARA B. HENDRICKS, ESQ.
H. STANLEY JOHNSON, ESQ.
SHOSHANA E. BANNETT, ESQ.

FOR THE INTERVENOR: ALEXANDER ROBERTSON IV, ESQ.

1 LAS VEGAS, NEVADA, TUESDAY, AUGUST 30, 2016, 9:04 A.M.

2 (Court was called to order)

3 THE COURT: Cotter versus Cotter.

4 Mr. Ferrario's not coming today. We have capable
5 counsel in the room in his stead, and it will be shorter and
6 nicer and less sarcastic.

7 MS. HENDRICKS: And of course I have to text him
8 right now, tell him whether they're calling in. But I will
9 take the lead, Your Honor. I'll try to make this as easy on
10 you as I can.

11 THE COURT: So are you calling in, Kevin?

12 THE MARSHAL: Yes, Your Honor.

13 THE COURT: Thank you.

14 So he's part of the gathered throng on the phone?

15 MS. HENDRICKS: Yes.

16 THE COURT: All right. Mr. Krum, we'll identify
17 everybody, starting with you.

18 MR. KRUM: Good morning, Your Honor. Mark Krum for
19 plaintiff.

20 MS. HENDRICKS: Good morning, Your Honor. Kara
21 Hendricks on behalf of Reading International.

22 MR. SEARCY: Good morning, Your Honor. Marshall
23 Searcy for Michael Wrotniak, Judy Coddling, Guy Adams, Ed Kane,
24 Doug McEachern, Margaret Cotter, and Ellen Cotter.

25 MR. JOHNSON: 'Morning, Your Honor. Stan Johnson on

1 behalf of the same defendants.

2 THE COURT: Can those folks on the phone please --
3 can those of you on the telephone please identify yourselves
4 for purposes of my record.

5 MR. ROBERTSON: Good morning, Your Honor. Alex
6 Robertson on behalf of the T2 intervening plaintiffs.

7 MS. BANNETT: Shoshana Barnett on behalf of William
8 Gould.

9 THE COURT: Is there anybody else on the phone?
10 Were we expecting anybody else on the phone?

11 MS. HENDRICKS: Your Honor, Mr. Ferrario is an
12 [unintelligible] in Denver and may try to call in, but we can
13 go ahead and get started.

14 THE COURT: All right. So, Mr. Krum, it's your
15 motion.

16 MR. KRUM: Which one would you like me to --

17 THE COURT: I want to start with the motion to
18 permit certain discovery concerning the recent offer.
19 Remember you have 10 minutes for all your stuff.

20 MR. KRUM: Understood. Thank you, Your Honor.

21 Your Honor, the motion seeks limited expedited
22 discovery regarding the recent offer and the bases for the
23 individual director defendants' responses to it. These issues
24 were briefed and argued in connection with the motion to
25 compel Mr. McEachern to return and give testimony about the

1 bases upon which he responded in the manner in which he did to
2 the offer, which motion Your Honor granted and admonished me
3 that it was only with respect to the deposition, that as to
4 this discovery I needed to file another motion.

5 These issues also were briefed and argued in
6 connection with the motion for leave to amend, which you
7 granted. I therefore am going to cut to the chase.

8 The second amended complaint contains new
9 allegations about these recent events. We argued previously
10 and we reiterate that the evidence, if it's obtained, we
11 believe will show ongoing self dealing consistent with what
12 was alleged in our prior first amended complaint. We also
13 believe that it may well and probably will give rise to
14 independent actionable conduct and claims.

15 Respectfully, plaintiff is entitled to discovery
16 before trial. We've identified a limited set of documents
17 concerning the offer and the directors' responses and the
18 business plan. RDI has responded in their opposition and says
19 there is no business plan. So we'll be able to work that out
20 with far fewer documents. So it's a finite set of documents.
21 We've asked for up to three hours with each of the director
22 defendants. I don't anticipate needing that, but I don't want
23 to reach 59 minutes and have a fight with somebody.

24 Unless Your Honor has questions about this --

25 THE COURT: I don't.

1 MR. KRUM: Very well. Thank you.

2 THE COURT: Mr. Searcy.

3 MR. SEARCY: Your Honor, just three points that I'd
4 like to make on this. First, the plaintiff shouldn't need
5 discovery here. The issue in plaintiff's claim has to do with
6 what was discussed at board of directors meetings concerning
7 an unsolicited expression of interest. Plaintiff was present
8 at those meetings. Plaintiff obtained the documents that were
9 circulated at those meetings. Plaintiff knows what was said
10 at those meetings.

11 What's really going on here, Your Honor, is that
12 plaintiff is trying to push out the trial date in this matter
13 by reopening discovery. Plaintiff has submitted a series of
14 document requests. They're not conclusive, they're not all of
15 what he's seeking. By his own words he's asking for at least
16 six, possibly more depositions, he's asking for a third-party
17 deposition. What plaintiff is doing here is seeking to reopen
18 discovery entirely in this case. And, Your Honor, to that
19 point in his effort to reopen discovery plaintiff didn't meet
20 and confer. I received a letter, an email from plaintiff
21 asking about the production of a small volume of documents.
22 And I asked to schedule a call with plaintiff, because we're
23 amenable to providing documents to plaintiff that are from
24 those board of directors meetings. We think plaintiff already
25 has it, but we'll provide them and we'll give them to him for

1 the depositions that are remaining. But there's no reason to
2 reopen discovery here. That's what plaintiff sought to do.
3 He didn't meet and confer on that issue; he simply filed his
4 motion on Wednesday after I sent him an email on Tuesday
5 asking to meet and confer on Thursday.

6 So he hasn't complied with the rules here, he
7 doesn't need the discovery. He's seeking to push the trial
8 date back. The motion should be denied.

9 THE COURT: Thank you.

10 Ms. Hendricks.

11 MS. HENDRICKS: From the company's perspective, Your
12 Honor, I think there's one thing that needs to be very clear
13 here. The company has gone through a great amount of expense
14 and had a heavy burden in this case in producing documents.
15 We've twice had to go back and do electronic data pool. And I
16 don't want this to be another situation where the company has
17 to go back and do another electronic pool and we have to come
18 with new search terms. It's a very burdensome process.
19 Discovery is closed.

20 THE COURT: This is a really limited group of
21 documents that he's asking for at this time, though.

22 MS. HENDRICKS: And if Your Honor is inclined to
23 allow him to have limited documents, I would request that the
24 order be clear that we don't have to do an electronic data
25 pool and allow the directors and employees to self identify

1 those documents. And, of course, the company could produce
2 the minutes related to the specific board meetings. But I
3 think it's very narrow, and I don't want this to turn into a
4 huge ordeal and cost and expense to the company unnecessarily.

5 And in regard to the depositions, too. We just
6 don't see any basis for all of the directors to be redeposed
7 for three hours each on what should really be a very narrow
8 and limited issue.

9 THE COURT: Thank you.

10 Mr. Krum.

11 MR. KRUM: Thank you, Your Honor. The issue is what
12 did each of the individual director defendants do, if
13 anything, to undertake to make an informed, good-faith
14 response to the offer. Plaintiff attending a board of
15 directors meeting is not a substitute for counsel for
16 plaintiff obtaining documents and testimony. Thank you.

17 THE COURT: The motion is granted in part. A
18 30(b)(6) from the company related to the offer and the reasons
19 it was not pursued may be taken not to exceed two hours. Plus
20 the document requests that were attached may be responded to
21 within 15 days, but no additional or third-party discovery
22 will occur.

23 MR. KRUM: Your Honor, point of clarification.

24 THE COURT: Yes.

25 MR. KRUM: We have three unfinished director

1 depositions.

2 THE COURT: You can ask the questions at the
3 director depositions that are going on, but I'm not going to
4 increase your time on them.

5 MR. KRUM: Very well. Thank you.

6 THE COURT: Okay. So do you want to go to your
7 motion to compel related to the advice of counsel events?

8 MR. KRUM: Your Honor, on the motion to compel with
9 respect to advice of counsel I have three points, timing,
10 waiver, and the Garner Doctrine.

11 On timing there was no delay, much less bad-faith
12 delay. We had depositions continuously from the end of April
13 into mid July and therefore did not identify this issue until
14 June when I was preparing to resume deposition for Kane or
15 Adams or both. I intended to call the question at Mr. Adams's
16 deposition on June 30, but it was postponed that morning due
17 to a medical condition of Mr. Adams. That deposition hasn't
18 concluded in part because disposition of this motion could
19 change the scope of it.

20 We then lost about three weeks because an email I
21 sent from my cell phone over the Fourth of July weekend with
22 comments on a draft did not send. It's nobody's fault but
23 mine. I didn't realize that till three weeks later. We
24 prepared our draft on the 26th, we corresponded with counsel
25 the 28th, they told us they disagreed. We couldn't get it

1 done the next day.

2 Waiver. The oppositions mischaracterize the claims
3 arising from the September 20, 2015, decision to authorize the
4 exercise of this supposed option. The issue is not merely
5 waste, it's also in fact fundamentally entrenchment, including
6 in particular that there was no effort to make an informed,
7 good-faith decision, best interests of the company by Mr.
8 Adams and Mr. Kane. There's a long, long history here. I
9 can't -- I don't have 20 minutes to talk about this, so I'm
10 just going to say the record is amazing that they did, and
11 this issue floating around since April and then expeditiously
12 in two days' time made a decision in September.

13 When asked about the basis in which they made the
14 challenged decision they volunteered that they relied on
15 counsel. So the oppositions argue, well, they haven't
16 specifically pled reliance of counsel as an affirmative
17 defense. However, Your Honor, they did plead that they
18 complied with the statute, 78.138, and the statute includes
19 that a director may rely on the advice of counsel as to
20 matters reasonably believed to be within that person's
21 professional expertise. So they didn't just testify that they
22 were privy to a communication. They testified they made a
23 decision based on the advice of counsel. They raised the
24 issue, we didn't raise it.

25 So the question is is this game playing that they

1 haven't pleaded advice of counsel as an affirmative defense?
2 Is this so we don't get discovery, we can't raise this in
3 summary judgment and then we get blindsided at trial? The
4 bottom line on this particular issue, Your Honor, is either
5 they should turn over the attorney-client communications or
6 they should have barred from asserting that reliance as a
7 defense.

8 Now, the Garner Doctrine isn't a privilege issue in
9 the sense that it's not about the scope of the privilege. The
10 Nevada statute doesn't apply. The issue isn't raised as it is
11 in the T&E litigation. It's raised in a complaint bringing
12 derivative claims. So -- and the Sands case obviously is
13 inapposite. You know that, and I know that. Comverge, the
14 case they cite, is one in which the plaintiffs raised the
15 issue. So short and simple point, they raised the issue, we
16 didn't, and they can't have it both ways. Thank you, Your
17 Honor.

18 MR. SEARCY: Your Honor, I'll skip to the merits
19 very quickly on this motion. The defendants -- the director
20 defendants never raised an advice of counsel defense. At the
21 depositions that were cited to by Mr. Krum the defendants
22 never sought to introduce any of the privileged information
23 contained in any privileged communications in those
24 depositions. In fact, they were specifically instructed not
25 to answer. The facts are that my clients were asked if they

1 sought advice of counsel, and, like careful directors in
2 the midst of this controversy and dispute they did. They
3 answered the foundational questions that they sought advice
4 from attorneys. They didn't disclose that advice. We don't
5 intend to disclose that advice at trial, Your Honor. We
6 intend to maintain the privilege. So there's really no basis
7 to compel --

8 THE COURT: So then you're not going to be able to
9 say that they sought advice of counsel and relied upon it if
10 you are not going to reveal the advice they received or the
11 information that was given to them if it's part of the
12 fiduciary duty claim.

13 MR. KRUM: Correct, Your Honor.

14 THE COURT: You understand that; right? You can't
15 -- you can't have it both ways, Mr. Searcy.

16 MR. SEARCY: No. And we're not seeking to have it
17 both ways, Your Honor. But in terms of the foundational
18 question that was asked of the directors, did you seek advice
19 of counsel, they answered that question truthfully. If
20 they're going to be asked that question at trial, then
21 certainly they have to be able to answer that question as a
22 yes foundationally if they're asked by plaintiff. We don't --

23 THE COURT: Okay. Let me --

24 MR. SEARCY: -- any intention.

25 THE COURT: Are you relying upon the advice counsel

1 gave them for purposes of their making the decision related to
2 that stock option?

3 MR. SEARCY: Your Honor, I think the answer is that
4 the directors certainly considered that advice. We don't
5 intend, however, to introduce that advice at trial. And we
6 don't intend to say that --

7 THE COURT: That's not the issue, Mr. Searcy.
8 Anything else?

9 MR. SEARCY: Your Honor, in addition to that the
10 defendants here -- first of all, they haven't waived. Second
11 of all, they couldn't waive even if they wanted to. The
12 privilege belongs to the corporation.

13 THE COURT: Absolutely.

14 MR. SEARCY: Ms. Hendricks is going to address that
15 issue momentarily, and I don't want to take too much of her
16 time. But the fact of the matter is we don't intend to
17 introduce the advice that was given to us at trial as part of
18 the defense of the directors.

19 THE COURT: Okay. Ms. Hendricks, I understand it's
20 the company's privilege, but they can't have it both ways.

21 MS. HENDRICKS: Well, Your Honor, I think we're
22 missing a fundamental piece of this puzzle when we're talking
23 about what's really at issue here. Because if you look at
24 what's in the first amended complaint and if you look at the
25 documents that have been filed in the probate case before Your

1 Honor, plaintiff has repeatedly indicated that the estate held
2 the right to that stock option. It was issued to Cotter, Sr.,
3 before his death. That is not at issue in this case.
4 Plaintiff has acknowledged the estate held the right to
5 exercise that option. And that is really what we're looking
6 at. And the questions that were posed to Kane and Adams in
7 their deposition does the estate hold that option or not.
8 This is a personal issue for Cotter, Jr. This is not a
9 derivative issue. And I think we create a dangerous slippery
10 slope if we apply the Garner Doctrine and allow a waiver in
11 this case, because Nevada has very limited exceptions to the
12 privilege rule. Those are set out in statute. And what
13 plaintiff is asking you to do is to create a new exception and
14 say, hey, I'm a shareholder in this case so I'm entitled to
15 the communication with counsel.

16 This is not an issue like the trademark cases where
17 the advice of counsel provided a basis for them asserting a
18 claim and is the fundamental part of the case. This is an
19 issue that has been created by plaintiff. And, as we set out
20 in our brief, we believe the privilege is held by the company.
21 We've been very clear in protecting that privilege throughout
22 the course of this case. And, again, it's not -- it doesn't
23 go to an issue other than a personal issue of plaintiff. It
24 seems pretty simple to me here that, you know, plaintiff wants
25 this information because he's trying to get control of the

1 stock. The stock is in the probate, and Your Honor allowed
2 the exercise of the stock to probate, and plaintiff has
3 admitted that the estate held that right. So there's not any
4 additional issues that are part of this derivative case that
5 would give rise to a waiver of the attorney-client or entitle
6 plaintiff to receive that information in this case, Your
7 Honor.

8 THE COURT: To the extent any of the directors
9 relied upon advice of counsel in performing their duties which
10 are subject of the breach of fiduciary duty claim, which
11 includes this, they can't also protect the communication even
12 though it's the company's privilege. So you all have to make
13 a decision.

14 So your motion's granted, Mr. Krum.

15 MR. KRUM: Thank you, Your Honor.

16 MS. HENDRICKS: Your Honor, if I can just seek
17 clarification. The request was very broad in nature and also
18 seeks work product information from counsel.

19 THE COURT: It's only the information that was
20 provided to the board members in the course of their making
21 their decision. That's all it is.

22 MS. HENDRICKS: Right.

23 THE COURT: Because the statute allows them
24 protection when they rely upon advice of certain kinds of
25 professionals even if that advice is wrong.

1 MS. HENDRICKS: Understand, Your Honor.

2 THE COURT: But it doesn't mean that all of the
3 thought processes of the lawyers necessarily will go in unless
4 that was delivered to the attorneys.

5 MS. HENDRICKS: Okay. Thank you for the
6 clarification.

7 MR. SEARCY: May I also seek some clarification?
8 Because this will impact the presentation at trial
9 potentially, as well as how cross-examination of the directors
10 takes place. If, for example -- if plaintiff asks my
11 directors at trial, did you receive advice of counsel, is that
12 an objectionable question? Is he prevented from being able to
13 ask that question?

14 THE COURT: I do not know at this stage if the
15 actions that your clients have taken related to the exercise
16 of the option was information directly related to the
17 communications from counsel. So it may be appropriate for a
18 motion in limine to not permit that to go to the jury, because
19 it is not information for which you will be seeking protection
20 under the business judgment rule. Because that's where all
21 this comes from, is the business judgment rule.

22 MR. SEARCY: I understand, Your Honor.

23 THE COURT: But I'm going to let him do the
24 discovery.

25 MR. SEARCY: Well, I understand. I just want to

1 understand the parameters as this goes forward. You're saying
2 that because -- if the directors testify at trial that they
3 received advice from counsel, not that they disclosed the
4 substance of the communications, but saying that they received
5 it, that that would be enough so that he's allowed to inquire
6 into the substance of the communications?

7 THE COURT: If your clients are relying upon the
8 business judgment rule to defend their decision and as part of
9 their activities under the business judgment rule relied upon
10 the advice of certain professionals in conducting themselves,
11 that advice is fair game. And I understand that that's a
12 frustrating process for you, but that's the way the Nevada
13 statute is written. You can't take advantage of that advice
14 and then not tell anybody what it was.

15 MR. SEARCY: I understand, Your Honor. I think that
16 there may be two separate issues. But I understand what Your
17 Honor has said, and I don't want to belabor the issue now that
18 the Court has spoken.

19 THE COURT: Okay. Anything else? Goodbye.

20 MR. KRUM: There's one more, Your Honor.

21 THE COURT: Okay.

22 MR. KRUM: If I may ask how much time I have.

23 THE COURT: None.

24 MR. KRUM: No. Really?

25 MR. WONG: Four minutes, 38 seconds.

1 MR. KRUM: I've barely past halfway. I won't use it
2 all, Your Honor, I promise.

3 Okay. Your Honor, this is the motion to seek
4 limited discovery --

5 THE COURT: I've got it.

6 MR. KRUM: -- in connection with the October 6
7 hearing regarding the settlement.

8 THE COURT: I've got it.

9 MR. KRUM: So in ruling on the motion on October 6th
10 the Court must consider the process by which the settlement
11 was procured, not only the terms of the settlement itself.
12 Does the record before the Court reflect a prima facie showing
13 questioning the legitimacy of the process by which that
14 settlement was reached, including possibly that it was
15 collusive? Yes, I submit. First, the record provided by the
16 settling parties is completely devoid of information regarding
17 settlement negotiations. It therefore fails to show an arm's-
18 length good-faith bargaining. That fact alone warrants
19 discovery about the process.

20 Second, without getting ahead into the substantive
21 objections with respect to the settlement itself, it is
22 noteworthy for today's purposes that in exchange for literally
23 nothing the settling plaintiffs provided what appeared to be a
24 very broad release. Why? Well, the record provides no
25 answers. And there's an unsubstantiated conclusion by the

1 plaintiffs themselves in a press release that says the board's
2 going to take care of us. Well, this was by people who didn't
3 know what the board was doing and not doing at the time they
4 were negotiating a settlement. So for that independent
5 reason, Your Honor, discovery regarding settlement negotiation
6 is appropriate.

7 Third, as the Khan -- Khan, K-A-H-N -- case shows,
8 in any circumstance in which a settlement is struck with only
9 one of two or more sets of plaintiffs that fact alone gives
10 rise to serious questions about collusion. In Khan the court
11 scheduled a preliminary injunction hearing. It didn't grant
12 one.

13 Finally, regretfully, I'm obliged to speak to the
14 subject of trading in RDI stock. I was pleased that the
15 individuals submitted declarations, and then I read them.
16 They do not speak to whether the individual plaintiffs traded
17 in RDI stock the first 12 days of July, which presumably is
18 when they were negotiating and finalizing the settlement
19 agreement which was signed in the July 10 to 12 time frame and
20 made public on July 12. And, likewise, the company doesn't
21 address whether it bought stock in the market at that point in
22 time. Two of the cases that the interested director
23 defendants previously cited in their motion to disqualify,
24 Netezza [phonetic] and Sample, were cases in which the
25 shareholder plaintiffs got crosswise with the chancellor

1 because in one or both of them they traded in the possession
2 of information that a settlement agreement in principle had
3 been reached before it was made public. So the failure to
4 speak to that subject, regretfully, I think necessitates that
5 discovery, as well. Thank you, Your Honor.

6 THE COURT: Thank you.

7 Ms. Hendricks.

8 MS. HENDRICKS: Thank you, Your Honor. What I have
9 not heard from plaintiff today or in the briefs that were
10 filed is any reference to the caselaw on the issue of
11 settlement negotiations. It is very clear that settlement
12 negotiations are intended to be confidential. There's a
13 wealth of caselaw. We cited it in our brief, and I'm not
14 going to reiterate it as I speak today. But there is only one
15 limited exception to that, and that would be if there were
16 actually prima facie evidence of collusion. There is no prima
17 facie evidence of collusion here. What plaintiff has done is
18 created two issues that are both based on a false premise.
19 First plaintiff provides you a snapshot for a limited trading
20 period and says, well, look, there's a spike in trading, that
21 must mean there was collusion. We set forth in our brief and
22 explained that the daily volume of trading fluctuates, that
23 the pattern of RDI trading is very similar to that of the
24 NASDAQ trading, and the period that plaintiff tried to isolate
25 and suggests indicates collusion is not a stand-out period.

1 In fact, January, when nothing was happening in this case, was
2 a heavier trading period.

3 And I think the fact that we did receive
4 declarations from the T2 plaintiffs indicating that for the
5 period which plaintiff raised a question about that they did
6 not trade is very significant, Your Honor. And the fact that
7 plaintiff now wants to change the time period and wants
8 declarations regarding different dates I think is telling as
9 to the moving target that the parties are trying to face here.

10 The cases plaintiff cites don't support his position
11 that he's entitled to communications with counsel and
12 communications regarding what went into the settlement
13 negotiations in this case. And the Khan case which he talks
14 about is actually interesting. In that case the reason that
15 some discovery was allowed is because that there was a concern
16 that the settling plaintiffs were motivated by the prospect of
17 a fee award and that attorneys were getting a huge fee award
18 and there wasn't much going to the company. That is not the
19 case that we have here. The parties have been very
20 forthcoming about the settlement, the settlement agreement has
21 been provided to the Court, it's posted on RDI's Website.
22 Additionally, we went to great lengths to prepare a detailed
23 notice to all shareholders that explained the terms of the
24 agreement and what went into the settlement itself.

25 RDI does get a benefit from the settlement. The

1 fact that it does not have to advance costs to the individual
2 defendants for their claims is significant, and the fact that
3 they're not paying any attorney fees related to the award is
4 also a significant factor. I know Mr. Robertson's on the
5 phone, and he can address specific issues related to the T2
6 plaintiffs, but it's clear, Your Honor, that they don't have a
7 right to the information that they're seeking.

8 THE COURT: Thank you, Ms. Hendricks.

9 Mr. Robertson, was there anything you wanted to add?

10 MR. ROBERTSON: Only that the declarations that we
11 provided from the -- from my clients, Your Honor, addressed
12 the two-week period that Mr. Krum identified in his moving
13 papers. Now he's changing the timeline and says he wants to
14 know about trading activity in July. That wasn't raised by
15 him. It's just a fishing expedition. And the queues that
16 were filed by RDI either the quarter before or the quarter
17 after indicate that the company's repurchase program was
18 consistent, there was no unusual activity to explain this,
19 quote, "unusual trading period."

20 THE COURT: Thank you.

21 Mr. Krum, anything else?

22 MR. KRUM: Yes. Thank you, Your Honor.

23 The cases cited in the oppositions are inapposite.
24 Some of them are beyond that. The interested director
25 defendants cite a case called Lobatz [phonetic], but the

1 opinion says, the issue's not before the court, it was raised
2 below but not before the court.

3 The settlement issue is what the Court has to decide
4 on October 6th. I don't need to belabor that. We're not
5 talking about a settlement in the ordinary course of a
6 lawsuit. We're talking about a settlement that's being
7 submitted to the Court for approval.

8 As to the individuals I'm perfectly happy to receive
9 a declaration about what their trading was. Presuming it's
10 nothing, then I don't need to depose them about that. I'm
11 fine with that. That doesn't change the fact that the
12 record's devoid of information about the settlement process.
13 And when you put that in the context of the terms of the
14 settlement, how did they do this, how do they get there, how
15 are they going to show the Court it was a good-faith arm's-
16 length negotiation? They can't. And if they'd done so, I
17 wouldn't have to have brought this motion. Thank you, Your
18 Honor.

19 THE COURT: Thank you.

20 The motion is denied. It's not appropriate to do
21 the discovery that is being requested on the motion for
22 approval of the class settlement.

23 Anything else?

24 MR. KRUM: Thank you, Your Honor.

25 THE PROCEEDINGS CONCLUDED AT 9:31 A.M.

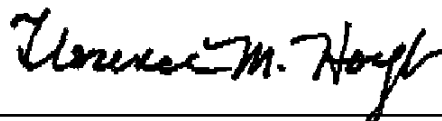
CERTIFICATION

I CERTIFY THAT THE FOREGOING IS A CORRECT TRANSCRIPT FROM THE AUDIO-VISUAL RECORDING OF THE PROCEEDINGS IN THE ABOVE-ENTITLED MATTER.

AFFIRMATION

I AFFIRM THAT THIS TRANSCRIPT DOES NOT CONTAIN THE SOCIAL SECURITY OR TAX IDENTIFICATION NUMBER OF ANY PERSON OR ENTITY.

**FLORENCE HOYT
Las Vegas, Nevada 89146**


FLORENCE M. HOYT, TRANSCRIBER

8/30/16

DATE