

IN THE SUPREME COURT OF THE STATE OF NEVADA

READING INTERNATIONAL, INC.,

Petitioner,

v.

EIGHTH JUDICIAL DISTRICT
COURT, IN AND FOR THE
COUNTY OF CLARK, AND THE
HONORABLE ELIZABETH
GONZALEZ, DISTRICT JUDGE,
DEPT. 11,

Respondents,

JAMES J. COTTER, JR.,
INDIVIDUALLY AND
DERIVATIVELY ON BEHALF OF
READING INTERNATIONAL, INC.,

And concerning,

MARGARET COTTER, ELLEN
COTTER, GUY ADAMS, EDWARD
KANE, DOUGLAS MCEACHERN,
JUDY CODDING, AND MICHAEL
WROTNIAK,

Defendants Below.

Supreme Court No. 72356

District Court Case No. A-16-860-
B, jointly administered with Case No.
P-14-082942-E and Case No. A-16-
735305-B
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**APPENDIX VOLUME 2 TO
MARGARET COTTER, ELLEN
COTTER, GUY ADAMS, EDWARD
KANE, DOUGLAS MCEACHERN,
JUDY CODDING, AND MICHAEL
WROTNIAK'S JOINDER TO THE
PETITION UNDER NRAP 21 FOR
WRIT OF PROHIBITION, OR IN
THE ALTERNATIVE,
MANDAMUS**

**COHEN|JOHNSON|PARKER|
EDWARDS**

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Adams, Edward Kane, Judy Coddington,
and Michael Wrotniak*

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FORM DEF 14A

READING INTERNATIONAL INC - RDI

Filed: May 18, 2016 (period: May 18, 2016)

Official notification to shareholders of matters to be brought to a vote (Proxy)

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant ☒
Filed by a party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
☒ Definitive Proxy Statement
☐ Definitive Additional Materials
☐ Soliciting Material under Sec. 240.14a-12

READING INTERNATIONAL, INC.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11
- (1) Title of each class of securities to which transaction applies: _____
- (2) Aggregate number of securities to which transaction applies: _____
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): _____
- (4) Proposed maximum aggregate value of transaction: _____
- (5) Total fee paid: _____
- ☐ Fee paid previously with preliminary materials.
- ☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- (1) Amount Previously Paid: _____
- (2) Form, Schedule or Registration Statement No.: _____
- (3) Filing Party: _____
- (4) Date Filed: _____

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READING INTERNATIONAL, INC.

000229

6100 Center Drive, Suite 900
Los Angeles, California 90045

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON Thursday, June 2, 2016**

TO THE STOCKHOLDERS:

The 2016 Annual Meeting of Stockholders (the "Annual Meeting") of Reading International, Inc., a Nevada corporation, will be held at Courtyard by Marriott Los Angeles Westside, located at 6333 Bristol Parkway, Culver City, California 90230, on Thursday, June 2, 2016, at 11:00 a.m., Local Time, for the following purposes:

1. To elect nine Directors to serve until the Company's 2017 Annual Meeting of Stockholders and thereafter until their successors are duly elected and qualified; and
2. To transact such other business as may properly come before the Annual Meeting and any adjournment or postponement thereof.

A copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2015 is enclosed (the "Annual Report"). Only holders of record of our Class B Voting Common Stock at the close of business on April 22, 2016, are entitled to notice of and to vote at the Annual Meeting and any adjournment or postponement thereof.

Whether or not you plan on attending the Annual Meeting, we ask that you take the time to vote by following the Internet or telephone voting instructions provided on the proxy card or by completing and mailing the enclosed proxy card as promptly as possible. We have enclosed a self-addressed, postage-paid envelope for your convenience. If you later decide to attend the Annual Meeting, you may vote your shares even if you have already submitted a proxy card.

By Order of the Board of Directors,



Ellen M. Cotter
Chair of the Board



READING INTERNATIONAL, INC.
6100 Center Drive, Suite 900
Los Angeles, California 90045

PROXY STATEMENT

Annual Meeting of Stockholders
Thursday, June 2, 2016

INTRODUCTION

This Proxy Statement is furnished in connection with the solicitation by the Board of Directors of Reading International, Inc. (the “Company,” “Reading,” “we,” “us,” or “our”) of proxies for use at our 2016 Annual Meeting of Stockholders (the “Annual Meeting”) to be held on Thursday, June 2, 2016, at 11:00 a.m., local time, at Courtyard by Marriott Los Angeles Westside, located at 6333 Bristol Parkway, Culver City, California 90230, and at any adjournment or postponement thereof. This Proxy Statement and form of proxy are first being sent or given to stockholders on or about May 19, 2016.

At our Annual Meeting, you will be asked to (1) elect nine Directors to our Board of Directors (the “Board”) to serve until the 2017 Annual Meeting of Stockholders, and (2) act on any other business that may properly come before the Annual Meeting or any adjournment or postponement of the Annual Meeting.

As of April 22, 2016, the record date for the Annual Meeting (the “Record Date”), there were 1,680,590 shares of our Class B Voting Common Stock (“Class B Stock”) outstanding.

When proxies are properly executed and received, the shares represented thereby will be voted at the Annual Meeting in accordance with the directions noted thereon. If no direction is indicated, the shares will be voted: FOR each of the nine nominees named in this Proxy Statement for election to the Board under Proposal 1.

ABOUT THE ANNUAL MEETING AND VOTING

Why am I receiving these proxy materials?

This Proxy Statement is being sent to all of our stockholders of record as of the close of business on April 22, 2016, by Reading’s Board to solicit the proxy of holders of our Class B Stock to be voted at Reading’s 2016 Annual Meeting, which will be held on Thursday, June 2, 2016, at 11:00 a.m. local time, at Courtyard by Marriott Los Angeles Westside, located at 6333 Bristol Parkway, Culver City, California 90230.

What items of business will be voted on at the Annual Meeting?

There is one item of business scheduled to be voted on at the 2016 Annual Meeting:

- PROPOSAL 1: Election of nine Directors to the Board.

We will also consider any other business that may properly come before the Annual Meeting or any adjournments or postponements thereof, including approving any such adjournment, if necessary. Please note that at this time we are not aware of any such business.

How does the Board of Directors recommend that I vote?

Our Board recommends that you vote:

- On PROPOSAL 1: “FOR” the election of its nominees to the Board.

What happens if additional matters are presented at the Annual Meeting?

Other than the item of business described in this Proxy Statement, we are not aware of any other business to be acted upon at the Annual Meeting. If you grant a proxy, the persons named as proxies will have the discretion to vote your shares on any additional matters properly presented for a vote at the Annual Meeting.

Am I eligible to vote?

You may vote your shares of Class B Stock at the Annual Meeting if you were a holder of record of Class B Stock at the close of business on April 22, 2016. Your shares of Class B Stock are entitled to one vote per share. At that time, there were 1,680,590 shares of Class B Stock outstanding, and approximately 350 holders of record. Each share of Class B Stock is entitled to one vote on each matter properly brought before the Annual Meeting.

What if I own Class A Nonvoting Common Stock?

If you do not own any Class B Stock, then you have received this Proxy Statement only for your information. You and other holders of our Class A Nonvoting Common Stock (“Class A Stock”) have no voting rights with respect to the matters to be voted on at the Annual Meeting.

What should I do if I receive more than one copy of the proxy materials?

You may receive more than one copy of this Proxy Statement and multiple proxy cards or voting instruction cards. For example, if you hold your shares in more than one brokerage account, you may receive a separate notice or a separate voting instruction card for each brokerage account in which you hold shares. If you are a stockholder of record and your shares are registered in more than one name, you may receive more than one copy of this Proxy Statement or more than one proxy card.

To vote all of your shares of Class B Stock by proxy card, you must either (i) complete, date, sign and return each proxy card and voting instruction card that you receive or (ii) vote over the Internet or by telephone the shares represented by each notice that you receive.

What is the difference between holding shares as a stockholder of record and as a beneficial owner?

Many stockholders of our Company hold their shares through a broker, bank or other nominee rather than directly in their own name. As summarized below, there are some differences in how stockholders of record and beneficial owners are treated.

Stockholders of Record. If your shares of Class B Stock are registered directly in your name with our Transfer Agent, you are considered the stockholder of record with respect to those shares and the proxy materials are being sent directly to you by Reading. As the stockholder of record of Class B Stock, you have the right to vote in person at the meeting. If you choose to do so, you can vote using the ballot provided at the Annual Meeting. Even if you plan to attend the Annual Meeting, we recommend that you vote your shares in advance as described below so that your vote will be counted if you decide later not to attend the Annual Meeting.

Beneficial Owner. If you hold your shares of Class B Stock through a broker, bank or other nominee rather than directly in your own name, you are considered the beneficial owner of shares held in street name and the proxy materials are being forwarded to you by your broker, bank or other nominee, who is considered the stockholder of record with respect to those shares. As the beneficial owner, you are also invited to attend the Annual Meeting. Because a beneficial owner is not the stockholder of record, you may not vote these shares in person at the Annual Meeting, unless you obtain a proxy from the broker, trustee or nominee that holds your shares, giving you the right to vote the shares at the meeting. You will need to contact your broker, trustee or nominee to obtain a proxy, and you will need to bring it to the Annual Meeting in order to vote in person.

How do I vote?

Proxies are solicited to give all holders of our Class B Stock who are entitled to vote on the matters that come before the Annual Meeting the opportunity to vote their shares, whether or not they attend the Annual Meeting in person. If you are a holder of record of shares of our Class B Stock, you have the right to vote in person at the Annual Meeting. If you choose to do so, you can vote using the ballot provided at the Annual Meeting. Even if you plan to attend the Annual Meeting, we recommend that you vote your shares in advance as described below so that your vote will be counted if you decide later not to attend the Annual Meeting. You can vote by one of the following manners:

- By Internet — Holders of record of our Class B Stock may submit proxies over the Internet by following the instructions on the proxy card. Holders of our Class B Stock who are beneficial owners may vote by Internet by following the instructions on the voting instruction card sent to them by their bank, broker, trustee or nominee. Proxies submitted by the Internet must be received by 11:59 p.m., local time, on June 1, 2016 (the day before the Annual Meeting).
- By Telephone — Holders of record of our Class B Stock who live in the United States or Canada may submit proxies by telephone by calling the toll-free number on the proxy card and following the instructions. Holders of record of our Class B Stock will need to have the control number that appears on their proxy card available when voting. In addition, holders of our Class B Stock who are beneficial owners of shares living in the United States or Canada and who have received a voting instruction card by mail from their bank, broker, trustee or nominee may vote by phone by calling the number specified on the voting instruction card. Those stockholders should check the voting instruction card for telephone voting availability. Proxies submitted by telephone must be received by 11:59 p.m., local time, on June 1, 2016 (the day before the Annual Meeting).
- By Mail — Holders of record of our Class B Stock who have received a paper copy of a proxy card by mail may submit proxies by completing, signing and dating their proxy card and mailing it in the accompanying pre-addressed envelope. Holders of our Class B Stock who are beneficial owners who have received a voting instruction card from their bank, broker or nominee may return the voting instruction card by mail as set forth on the card. Proxies submitted by mail must be received by the Inspector of Elections before the polls are closed at the Annual Meeting.
- In Person — Holders of record of our Class B Stock may vote shares held in their name in person at the Annual Meeting. You also may be represented by another person at the Annual Meeting by executing a proxy designating that person. Shares of Class B Stock for which a stockholder is the beneficial owner, but not the stockholder of record, may be voted in person at the Annual Meeting only if such stockholder obtains a proxy from the bank, broker or nominee that holds the stockholder's shares, indicating that the stockholder was the beneficial owner as of the record date and the number of shares for which the stockholder was the beneficial owner on the record date.

Holders of our Class B Stock are encouraged to vote their proxies by Internet, telephone or by completing, signing, dating and returning a proxy card or voting instruction card, but not by more than one method. If you vote by more than one method, or vote multiple times using the same method, only the last-dated vote that is timely received by the Inspector of Elections will be counted, and each previous vote will be disregarded. If you vote in person at the Annual Meeting, you will revoke any prior proxy that you may have given. You will need to bring a valid form of identification (such as a driver's license or passport) to the Annual Meeting to vote shares held of record by you in person.

What if my shares are held of record by an entity such as a corporation, limited liability company, general partnership, limited partnership or trust (an "Entity"), or in the name of more than one person, or I am voting in a representative or fiduciary capacity?

Shares held of record by an Entity. In order to vote shares on behalf of an Entity, you need to provide evidence (such as a sealed resolution) of your authority to vote such shares, unless you are listed as a record holder of such shares.

Shares held of record by a trust. The trustee of a trust is entitled to vote the shares held by the trust, either by proxy or by attending and voting in person at the Annual Meeting. If you are voting as a trustee, and are not identified as a record owner of the shares, then you must provide suitable evidence of your status as a trustee of the record trust owner. If the record owner is a trust and there are multiple trustees, then if only one trustee votes, that trustee's vote applies to all of the shares held of record by the trust. If more than one trustee votes, the votes of the majority of the voting trustees apply to all of the shares held of record by the trust. If more than one trustee votes and the votes are split evenly on any particular Proposal, each trustee may vote proportionally the shares held of record by the trust.

Shares held of record in the name of more than one person. If only one individual votes, that individual's vote applies to all of the shares so held of record. If more than one person votes, the votes of the majority of the voting individuals apply to all of such shares. If more than one individual votes and the votes are split evenly on any particular Proposal, each individual may vote such shares proportionally.

What is a broker non-vote?

Applicable rules permit brokers to vote shares held in street name on routine matters. Shares that are not voted on non-routine matters, such as the election of Directors or any proposed amendment of our Articles or Bylaws, are called broker non-votes. Broker non-votes will have no effect on the vote for the election of Directors, but could affect the outcome of any matter requiring the approval of the holders of an absolute majority of the Class B Stock. We are not currently aware of any matter to be presented to the Annual Meeting that would require the approval of the holders of an absolute majority of the Class B Stock.

What routine matters will be voted on at the annual meeting?

None.

What non-routine matters will be voted on at the annual meeting?

The election of nine Directors to the Board is the only non-routine matter included among the Board's proposals on which brokers may not vote, unless they have received specific voting instructions from beneficial owners of our Class B Stock.

How are abstentions and broker non-votes counted?

Abstentions and broker non-votes are included in determining whether a quorum is present. In tabulating the voting results for the items to be voted on at the 2016 Annual Meeting, shares that constitute abstentions and broker non-votes are not considered entitled to vote and will not affect the outcome of any matter being voted on at the meeting, unless the matter requires the approval of the holders of a majority of the outstanding shares of Class B Stock.

How can I change my vote after I submit a proxy?

If you are a stockholder of record, there are three ways you can change your vote or revoke your proxy after you have submitted your proxy:

- First, you may send a written notice to Reading International, Inc., postage or other delivery charges pre-paid, 6100 Center Drive, Suite 900, Los Angeles, CA, 90045, c/o Annual Meeting Secretary, stating that you revoke your proxy. To be effective, the Inspector of Elections must receive your written notice prior to the closing of the polls at the Annual Meeting.
- Second, you may complete and submit a new proxy in one of the manners described above under the caption, "How do I vote?" Any earlier proxies will be revoked automatically.
- Third, you may attend the Annual Meeting and vote in person. Any earlier proxy will be revoked. However, attending the Annual Meeting without voting in person will not revoke your proxy.

How will you solicit proxies and who will pay the costs?

We will pay the costs of the solicitation of proxies. We may reimburse brokerage firms and other persons representing beneficial owners of shares for expenses incurred in forwarding the voting materials to their customers who are beneficial owners and obtaining their voting instructions. In addition to soliciting proxies by mail, our board members, officers and employees may solicit proxies on our behalf, without additional compensation, personally or by telephone.

Is there a list of stockholders entitled to vote at the Annual Meeting?

The names of stockholders of record entitled to vote at the Annual Meeting will be available at the Annual Meeting and for ten days prior to the Annual Meeting, at our corporate offices, 6100 Center Drive, Suite 900, Los Angeles, CA, 90045 between the hours of 9:00 a.m. and 5:00 p.m., local time, for any purpose relevant to the Annual Meeting. To arrange to view this list during the times specified above, please contact the Secretary of the Company.

What constitutes a quorum?

The presence in person or by proxy of the holders of record of a majority of our outstanding shares of Class B Stock entitled to vote will constitute a quorum at the Annual Meeting. Each share of our Class B Stock entitles the holder of record to one vote on all matters to come before the Annual Meeting.

How are votes counted and who will certify the results?

First Coast Results, Inc. will act as the independent Inspector of Elections and will count the votes, determine whether a quorum is present, evaluate the validity of proxies and ballots, and certify the results. A representative of First Coast Results, Inc. will be present at the Annual Meeting. The final voting results will be reported by us on a Current Report on Form 8-K to be filed with the SEC within four business days following the Annual Meeting.

What is the vote required for a Proposal to pass?

The nine nominees for election as Directors at the Annual Meeting who receive the highest number of "FOR" votes will be elected as Directors. This is called plurality voting. Unless you indicate otherwise, the persons named as your proxies will vote your shares FOR all the nominees for Directors named in Proposal 1. If your shares are held by a broker or other nominee and you would like to vote your shares for the election of Directors in Proposal 1, you must instruct the broker or nominee to vote "FOR" for each of the candidates for whom you would like to vote. If you give no instructions to your broker or nominee, then your shares will not be voted. If you instruct your broker or nominee to "WITHHOLD," then your vote will not be counted in determining the election.

Only votes "FOR" Proposal 1 at the Annual Meeting will be counted as votes cast and abstentions; votes withheld and broker non-votes will not be counted for voting purposes.

Is my vote kept confidential?

Proxies, ballots and voting tabulations identifying stockholders are kept confidential and will not be disclosed to third parties, except as may be necessary to meet legal requirements.

How will the Annual Meeting be conducted?

In accordance with our Bylaws, Ellen M. Cotter, as the Chair of the Board, will be the Presiding Officer of the Annual Meeting. Craig Tompkins has been designated by the Board to serve as Secretary for the Annual Meeting.

Ms. Cotter and other members of management will address attendees following the Annual Meeting. Stockholders desiring to pose questions to our management are encouraged to send their questions to us, care of the Annual Meeting Secretary, in advance of the Annual Meeting, so as to assist our management in preparing appropriate responses and to facilitate compliance with applicable securities laws.

The Presiding Officer has broad authority to conduct the Annual Meeting in an orderly and timely manner. This authority includes establishing rules for stockholders who wish to address the meeting or bring matters before the

Annual Meeting. The Presiding Officer may also exercise broad discretion in recognizing stockholders who wish to speak and in determining the extent of discussion on each item of business. In light of the need to conclude the Annual Meeting within a reasonable period of time, there can be no assurance that every stockholder who wishes to speak will be able to do so. The Presiding Officer has authority, in her discretion, to at any time recess or adjourn the Annual Meeting. Only stockholders are entitled to attend and address the Annual Meeting. Any questions or disputes as to who may or may not attend and address the Annual Meeting will be determined by the Presiding Officer.

Only such business as shall have been properly brought before the Annual Meeting shall be conducted. Pursuant to our governing documents and applicable Nevada law, in order to be properly brought before the Annual Meeting, such business must be brought by or at the direction of (1) the Chair, (2) our Board, or (3) holders of record of our Class B Stock. At the appropriate time, any stockholder who wishes to address the Annual Meeting should do so only upon being recognized by the Presiding Officer.

CORPORATE GOVERNANCE

Director Leadership Structure

Ellen M. Cotter is our current Chair, President and Chief Executive Officer. Ellen M. Cotter has been with our Company for more than 18 years, focusing principally on the cinema operations aspects of our business. During this time period, we have grown our Domestic Cinema Operations from 42 to 248 screens and our cinema revenues have grown from US \$15.5 million to US \$132.9 million. Historically, we have combined the roles of the Chair and the Chief Executive Officer, except for the period from August 2014 until June 12, 2015, when the roles of Chair and Chief Executive Officer were held by two executives of the Company following the resignation for health reasons of our founder, James J. Cotter, Sr. At the present time, we believe that the combined roles (i) allow for consistent leadership, (ii) continue the tradition of having a Chair and Chief Executive Officer, who is also a controlling stockholder of the Company, and also (iii) reflect our status as a “controlled company” under relevant NASDAQ Listing Rules

Margaret Cotter is our current Vice-Chair and she also serves as our Executive Vice President – Real Estate Management and Development - NYC. Margaret Cotter has been responsible for the operation of our live theaters for more than 17 years and has for more than the past five years been actively involved in the re-development of our New York properties. On March 10, 2016, our Board appointed Margaret Cotter as Executive Vice President-Real Estate Management and Development-NYC.

Ellen M. Cotter has a substantial stake in our business, owning directly 799,765 shares of Class A Stock and 50,000 shares of Class B Stock. Margaret Cotter likewise has a substantial stake in our business, owning directly 804,173 shares of Class A Stock and 35,100 shares of Class B Stock. Ellen M. Cotter and Margaret Cotter are the Co-Executors of their father's (James J. Cotter, Sr.) estate (the “Cotter Estate”) and Co-Trustees of a trust (the “Cotter Trust”) established for the benefit of his heirs. Together, they have shared voting control over an aggregate of 1,208,988 shares or 71.9% of our Class B Stock. Ellen M. Cotter and Margaret Cotter have informed the Board that they intend to vote the shares beneficially held by them for each of the nine nominees named in this Proxy Statement for election to the Board under Proposal 1.

James Cotter, Jr. alleges that he has the right to vote the shares held by the Cotter Trust. The Company believes that, under applicable Nevada Law, where there are multiple trustees of a trust that is a record owner of voting shares of a Nevada corporation, and more than one trustee votes, the votes of the majority of the voting trustees apply to all of the shares held of record by the trust. If more than one trustee votes and the votes are split evenly on any particular proposal, each trustee may vote proportionally the shares held of record by the trust. Ellen M. Cotter and Margaret Cotter, who collectively constitute a majority of the Co-Trustees of the Cotter Trust, have informed the Board that they intend to vote the shares held by the Cotter Trust for each of the nine nominees named in this Proxy Statement for election to the Board under Proposal 1. Accordingly, the Company believes that Ellen M. Cotter and Margaret Cotter collectively have the power and authority to vote all of the shares of Class B Stock held of record by the Cotter Trust, which, when added to the other shares they report as being beneficially owned by them, will constitute 71.9% of the shares of Class B Stock entitled to vote for Directors at the Annual Meeting.

The Company has elected to take the “controlled company” exemption under applicable listing rules of The NASDAQ Capital Stock Market (the “NASDAQ Listing Rules”). Accordingly, the Company is exempted from the requirement to have an independent nominating committee and to have a board composed of at least a majority of

independent directors, as that term is defined in the NASDAQ Listing Rules ("Independent Directors"). We are nevertheless nominating a majority of Independent Directors for election to our Board. We currently have an Audit and Conflicts Committee (the "Audit Committee") and a Compensation and Stock Options Committee ("Compensation Committee") composed entirely of Independent Directors. We currently have a four member Executive Committee composed of our Chair and Vice-Chair and Messrs. Guy W. Adams and Edward L. Kane. Due to this structure, the concurrence of at least one non-management member of the Executive Committee is required in order for the Executive Committee to take action.

We believe that our Directors bring a broad range of leadership experience to our Company and regularly contribute to the thoughtful discussion involved in effectively overseeing the business and affairs of the Company. We believe that all Board members are well engaged in their responsibilities and that all Board members express their views and consider the opinions expressed by other Directors. A majority of our Board is independent under the NASDAQ Listing Rules and SEC rules, and William D. Gould serves as the Lead Independent Director among our Independent Directors ("Lead Independent Director"). In that capacity, Mr. Gould chairs meetings of the Independent Directors and acts as liaison between our Chair, President and Chief Executive Officer and our Independent Directors. Our Independent Directors are involved in the leadership structure of our Board by serving on our Audit Committee and the Compensation Committee, each of which has a separate independent Chair. Nominations to our Board for the Annual Meeting were made by our entire Board, consisting of a majority of Independent Directors.

Since our last Annual Meeting of Stockholders, we have (i) adopted a best practices Charter for our Compensation Committee, (ii) adopted a new best practices Charter for our Audit Committee, and (iii) completed, with the assistance of compensation consultants Willis Towers Watson and outside counsel Greenberg Traurig, LLP, a complete review of our compensation practices, in order to bring them into alignment with current best practices. Immediately prior to our last Annual Meeting we adopted a new supplemental policy restricting trading in our stock by our Directors and executive officers.

Management Succession

On August 7, 2014, James J. Cotter, Sr., our then controlling stockholder, Chair and Chief Executive Officer, resigned from all positions at our Company, and passed away on September 13, 2014. Upon his resignation, Ellen M. Cotter was appointed Chair, Margaret Cotter, her sister, was appointed Vice Chair and James Cotter, Jr., her brother, was appointed Chief Executive Officer, while continuing his position as President.

On June 12, 2015, the Board terminated the employment of James Cotter, Jr. as our President and Chief Executive Officer, and appointed Ellen M. Cotter to serve as the Company's interim President and Chief Executive Officer. The Board established an Executive Search Committee (the "Search Committee") initially composed of Ellen M. Cotter, Margaret Cotter, and Independent Directors William Gould and Douglas McEachern, and retained Korn Ferry to evaluate candidates for the Chief Executive Officer position. Ellen M. Cotter resigned from the Search Committee when she concluded that she was a serious candidate for the position. Korn Ferry screened over 200 candidates and ultimately presented six external candidates to the Search Committee. The Search Committee evaluated those external candidates and Ellen M. Cotter in meetings in December 2015 and January 2016, considering numerous factors, including, among others, the benefits of having a President and Chief Executive Officer who has the confidence of the existing senior management team, Ms. Cotter's prior performance as an executive of the Company and her performance as the interim President and Chief Executive Officer of the Company, the qualifications, experience and compensation demands of the external candidates, and the benefits and detriments of having a Chair, President and Chief Executive Officer who is also a controlling stockholder of the Company. The Search Committee recommended the appointment of Ellen M. Cotter as permanent President and Chief Executive Officer and the Board appointed her on January 8, 2016, with seven Directors voting yes, one Director (James Cotter, Jr.) voting no, and Ellen M. Cotter abstaining.

Board's Role in Risk Oversight

Our management is responsible for the day-to-day management of risks we face as a Company, while our Board, as a whole and through its committees, has responsibility for the oversight of risk management. In its risk oversight role, our Board has the responsibility to satisfy itself that the risk management processes designed and implemented by management are adequate and functioning as designed.

The Board plays an important role in risk oversight at Reading through direct decision-making authority with respect to significant matters, as well as through the oversight of management by the Board and its committees. In particular, the Board administers its risk oversight function through (1) the review and discussion of regular periodic reports by the Board and its committees on topics relating to the risks that the Company faces, (2) the required approval by the Board (or a committee of the Board) of significant transactions and other decisions, (3) the direct oversight of specific areas of the Company's business by the Audit Committee and the Compensation Committee, and (4) regular periodic reports from the auditors and other outside consultants regarding various areas of potential risk, including, among others, those relating to our internal control over financial reporting. The Board also relies on management to bring significant matters impacting the Company to the attention of the Board.

"Controlled Company" Status

Under section 5615(c)(1) of the NASDAQ Listing Rules, a "controlled company" is a company in which 50% of the voting power for the election of Directors is held by an individual, a group or another company. Together, Ellen M. Cotter and Margaret Cotter beneficially own 1,208,988 shares or 71.9% of our Class B Stock. Our Class A Stock does not have voting rights. Based on advice of counsel, our Board has determined that the Company is therefore a "controlled company" within the NASDAQ Listing Rules.

After reviewing the benefits and detriments of taking advantage of the exemptions to certain corporate governance rules available to a "controlled company" as set forth in the NASDAQ Listing Rules, our Board has determined to take advantage of those exemptions. In reliance on a "controlled company" exemption, the Company does not maintain a separate standing Nominating Committee. The Company nevertheless at this time maintains a full Board composed of a majority of Independent Directors and a fully independent Audit Committee, and has no present intention to vary from that structure. Our Board, consisting of a majority of Independent Directors, approved the nominees for our 2016 Annual Meeting. See *"Consideration and Selection of the Board's Director Nominees,"* below. Each of the nominees, in each case the nominee abstaining from the vote, was approved by at least a majority of our Directors.

Board Committees

Our Board has a standing Executive Committee, Audit Committee, and Compensation Committee. The Tax Oversight Committee has been inactive since November 2, 2015 in anticipation that its functions would be moved to the Audit Committee under its new charter. That new charter was approved on May 5, 2016. These committees, other than the Tax Oversight Committee, are discussed in greater detail below.

Executive Committee. The Executive Committee operates pursuant to a Charter adopted by our Board. Our Executive Committee is currently composed of Ms. Ellen M. Cotter, Ms. Margaret Cotter and Messrs. Adams and Kane. Pursuant to its Charter, the Executive Committee is authorized, to the fullest extent permitted by Nevada law and our Bylaws, to take any and all actions that could have been taken by the full Board between meetings of the full Board. The Executive Committee held six meetings during 2015.

Audit Committee. The Audit Committee operates pursuant to a Charter adopted by our Board that is available on our website at <http://www.readingrdi.com/Committee-Charters>. The Audit Committee reviews, considers, negotiates and approves or disapproves related party transactions (see the discussion in the section entitled *"Certain Relationships and Related Party Transactions"* below). In addition, the Audit Committee is responsible for, among other things, (i) reviewing and discussing with management the Company's financial statements, earnings press releases and all internal controls reports, (ii) appointing, compensating and overseeing the work performed by the Company's independent auditors, and (iii) reviewing with the independent auditors the findings of their audits.

Our Board has determined that the Audit Committee is composed entirely of Independent Directors (as defined in section 5605(a)(2) of the NASDAQ Listing Rules), and that Mr. McEachern, the Chair of our Audit Committee, is qualified as an Audit Committee Financial Expert. Our Audit Committee is currently composed of Mr. McEachern, who serves as Chair, Mr. Kane and Mr. Wrotniak. Mr. Timothy Storey, who served on our Board through October 11, 2015, served on our Audit Committee through the same date. The Audit Committee held four meetings during 2015.

Compensation Committee. Our Board has established a standing Compensation Committee consisting of three of our non-employee Directors, and is currently composed of Mr. Kane, who serves as Chair, Dr. Codding and Mr. McEachern. Mr. Storey served on our Compensation Committee through October 11, 2015 and Mr. Adams served

through May 14, 2016. As a Controlled Company, we are exempt from the NASDAQ Listing Rules regarding the determination of executive compensation solely by Independent Directors. Notwithstanding such exemption, we adopted a Compensation Committee charter on March 10, 2016 requiring our Compensation Committee members to meet the independence rules and regulations of the SEC and the NASDAQ Stock Market. As a part of the transition to this new compensation committee structure, the compensation for 2016 of the President, Chief Executive Officer, all Executive Vice Presidents, and all Managing Directors was reviewed and approved by the Board at that March 10, 2016 meeting.

The Compensation Committee charter is available on our website at <http://www.readingrdi.com/charter-of-our-compensation-stock-options-committee/>. The Compensation Committee evaluates and makes recommendations to the full Board regarding the compensation of our Chief Executive Officer. Under its new Charter, the Compensation Committee has delegated authority to establish the compensation for all executive officers other than the President and Chief Executive Officer; provided that compensation decisions related to members of the Cotter Family remain vested in the full Board. In addition, the Compensation Committee establishes the Company's general compensation philosophy and objectives (in consultation with management), approves and adopts on behalf of the Board incentive compensation and equity-based compensation plans, subject to stockholder approval as required, and performs other compensation related functions as delegated by our Board. The Compensation Committee held three meetings during 2015.

Consideration and Selection of the Board's Director Nominees

The Company has elected to take the "Controlled Company" exemption under applicable NASDAQ Listing Rules. Accordingly, the Company does not maintain a standing Nominating Committee. Our Board, consisting of a majority of Independent Directors, approved the Board nominees for our 2016 Annual Meeting.

Our Board does not have a formal policy with respect to the consideration of Director candidates recommended by our stockholders. No non-Director stockholder has, in more than the past ten years, made any formal proposal or recommendation to the Board as to potential nominees. Neither our governing documents nor applicable Nevada law place any restriction on the nomination of candidates for election to our Board directly by our stockholders. In light of the facts that (i) we are a Controlled Company under the NASDAQ Listing Rules and exempted from the requirements for an independent nominating process, and (ii) our governing documents and Nevada law place no limitation upon the direct nomination of Director candidates by our stockholders, our Board believes there is no need for a formal policy with respect to Director nominations.

Our Board will consider nominations from our stockholders, provided written notice is delivered to our Secretary at our principal executive offices not less than 120 days prior to the first anniversary of the date that this Proxy Statement is sent to stockholders, or such earlier date as may be reasonable in the event that our annual stockholders meeting is moved more than 30 days from the anniversary of the 2016 Annual Meeting. Such written notice must set forth the name, age, address, and principal occupation or employment of such nominee, the number of shares of our common stock that are beneficially owned by such nominee, and such other information required by the proxy rules of the SEC with respect to a nominee of our Board.

Our Directors have not adopted any formal criteria with respect to the qualifications required to be a Director or the particular skills that should be represented on our Board, other than the need to have at least one Director and member of our Audit Committee who qualifies as an "audit committee financial expert," and have not historically retained any third party to identify or evaluate or to assist in identifying or evaluating potential nominees. We have no policy of considering diversity in identifying Director nominees.

Our Board oversees risk by remaining well-informed through regular meetings with management and our Chair's personal involvement in our day-to-day business including any matters requiring specific risk management oversight. Our Chair, President and Chief Executive Officer chairs regular senior management meetings, which are typically held weekly, one addressing domestic issues and the other addressing overseas issues. The risk oversight function of our Board is enhanced by the fact that our Audit Committee is comprised entirely of Independent Directors.

We encourage, but do not require, our Board members to attend our Annual Meeting. All of our nine then-incumbent Directors attended last year's annual meeting.

Following a review of the experience and overall qualifications of the Director candidates, our Board resolved to nominate, each of the incumbent Directors named in Proposal 1 for election as Directors of the Company at our 2016 Annual Meeting.

The Board, in reaching the decision to nominate Mr. James Cotter, Jr. for re-election to the Board, took a number of factors into consideration. Without attempting to place any particular priority on any particular consideration, the Board considered Mr. Cotter Jr.'s pending litigation against certain of the other Directors; his pending arbitration proceedings with the Company related to his prior termination as the President and Chief Executive Officer of our Company; his litigation against the Company seeking reimbursement and future advancement of his legal fees and expenses incurred in such arbitration proceedings; the Board's June 2015 determination to terminate Mr. Cotter, Jr. as our Company's President and Chief Executive Officer; the potential that this personal action and legal proceedings have and will likely continue to cause dissension among Board members and impact the otherwise collegial nature of Board meetings; Mr. Cotter, Jr.'s longevity on the Board and his broad knowledge of our Company; Mr. Cotter, Jr.'s beneficial holdings of the Company's securities; the fact that, depending on the ultimate resolution of certain litigation as to the terms of the Cotter Trust, Mr. Cotter, Jr. could periodically or ultimately hold voting control over our Company, and the fact that Ellen M. Cotter and Margaret Cotter had notified the Board that, as the beneficial owners of over 70% of the voting power of our Company, they supported Mr. Cotter Jr.'s ongoing participation on the Board. After considering these factors, the Board nominated Mr. Cotter, Jr. to serve another term as a Director of the Company.

Each of the nominees received at least seven (7) Yes votes, with each such nominee abstaining as to his or her nomination. Director Cotter, Jr. abstained with respect to the nomination of each of the nominees other than Ellen M. Cotter and Margaret Cotter, and voted Yes for Ellen M. Cotter and Margaret Cotter. Director Adams voted No with respect to the nomination of James Cotter, Jr.

Code of Ethics

We have adopted a Code of Ethics designed to help our Directors and employees resolve ethical issues. Our Code of Ethics applies to all Directors and employees, including the Chief Executive Officer, the Chief Financial Officer, principal accounting officer, controller and persons performing similar functions. Our Code of Ethics is posted on our website at <http://www.readingrdi.com/Governance-Documents>.

The Board has established a means for employees to report a violation or suspected violation of the Code of Ethics anonymously. In addition, we have adopted a "Whistleblower Policy," which is posted on our website, at <http://www.readingrdi.com/Governance-Documents>, that establishes a process by which employees may anonymously disclose to the Audit Committee alleged fraud or violations of accounting, internal accounting controls or auditing matters.

Review, Approval or Ratification of Transactions with Related Persons

The Audit Committee adopted a written charter for approval of transactions between the Company and its Directors, Director nominees, executive officers, greater than five percent beneficial owners and their respective immediate family members, where the amount involved in the transaction exceeds or is expected to exceed \$120,000 in a single calendar year and the party to the transaction has or will have a direct or indirect interest. A copy of this charter is available at www.readingrdi.com under the "Investor Relations" caption. For additional information, see the section entitled "*Certain Relationships and Related Party Transactions*."

Material Legal Proceedings

On June 12, 2015, the Board terminated James Cotter, Jr. as the President and Chief Executive Officer of our Company. That same day, Mr. Cotter, Jr. filed a lawsuit, styled as both an individual and a derivative action, and titled "James Cotter, Jr., individually and derivatively on behalf of Reading International, Inc. vs. Margaret Cotter, et al." Case No.: A-15-719860-V, Dept. XI (the "Cotter Jr. Derivative Action" and the "Cotter, Jr. Complaint," respectively) against the Company and each of our other then sitting Directors (Ellen M. Cotter, Margaret Cotter, Guy Adams, William Gould, Edward Kane, Douglas McEachern, and Tim Storey, the "Original Defendant Directors") in the Eighth Judicial District Court of the State of Nevada for Clark County (the "Nevada District Court"). On October 22, 2015, Mr. Cotter, Jr., amended his complaint to drop his individual claims (the "Amended Cotter Jr. Derivative Complaint"). Accordingly, the Amended Cotter, Jr. Complaint presently purports to assert only purportedly derivative claims and to seek remedies

only on behalf of the Company. The lawsuit currently alleges, among other things, that the Original Defendant Directors breached their fiduciary duties to the Company by terminating Mr. Cotter, Jr. as President and Chief Executive Officer, continuing to make use of the Executive Committee that has been in place for more than the past ten years, making allegedly potentially misleading statements in its press releases and filings with the Securities and Exchange Commission ("SEC"), paying certain compensation to Ms. Ellen M. Cotter, and allowing the Cotter Estate to make use of Class A Common Stock to pay for the exercise of certain long outstanding stock options held of record by the Cotter Estate. He seeks reinstatement as President and Chief Executive Officer and alleges as damages fluctuations in the price for our Company's shares after the announcement of his termination as President and Chief Executive Officer and certain unspecified damages to our Company's reputation.

In a derivative action, the stockholder plaintiff seeks damages or other relief for the benefit of the Company, and not for the stockholder plaintiff's individual benefit. Accordingly, the Company is, at least in theory, only a nominal defendant in such a derivative action. However, as a practical matter, because Mr. Cotter, Jr. is also seeking, among other things, an order that our Board's determination to terminate Mr. Cotter Jr. was ineffective and that he should be reinstated as the President and Chief Executive Officer of the Company and also that our Board's Executive Committee be disbanded (an injunctive remedy that, if granted, would be binding on the Company), and as he asserts potentially misleading statements in certain press releases and filings with the SEC, the Company is incurring significant cost and expense defending the decision to terminate Mr. Cotter, Jr. as President and Chief Executive Officer, its Board committee structure, and the adequacy of those press releases and filings. Also, the Company continues to incur costs promulgating and responding to discovery demands and satisfying indemnity obligations to the Original Defendant Directors.

Our Directors and Officers Insurance liability insurer is providing insurance coverage, subject to a \$500,000 deductible (which has now been exhausted) and its standard reservation of rights, with respect to the defense of the Original Director Defendants. Our new Directors, Dr. Judy Codding and Mr. Michael Wrotniak, are not named in the Cotter Jr. Derivative Action as they were not Directors at the time of the breaches of fiduciary duty alleged by Mr. Cotter, Jr.

Pursuant to the terms of Mr. Cotter Jr.'s employment agreement with the Company, disputes relating to his employment are to be arbitrated. Accordingly, on July 14, 2015, the Company filed an arbitration demand with the American Arbitration Association against Mr. Cotter, Jr. The demand seeks declaratory relief, among other things, that Mr. Cotter, Jr.'s employment and employment agreement with the Company have been validly terminated and that the Board validly removed him from his positions as President and Chief Executive Officer of the Company and positions with the Company's subsidiaries.

Mr. Cotter, Jr. has filed a counter-complaint in the arbitration, asserting claims for breach of his employment contract, declaratory relief, and contractual indemnification. Mr. Cotter, Jr.'s counsel has advised that Mr. Cotter is seeking a variety of damages, including consequential damages, and that such claimed damages total no less than \$1,000,000. On April 19, 2016, Mr. Cotter, Jr. filed an action in the District Court, Clark County, Nevada seeking to recover his costs of defending the Arbitration, plus compensatory damages and interest at the maximum legal rate. The Company intends to vigorously defend these claims.

On August 6, 2015, the Company received notice that a Motion to Intervene in the Cotter Jr. Derivative Action and that a proposed derivative complaint had been filed in the Nevada District Court captioned T2 Partners Management, LP, a Delaware limited partnership, doing business as Kase Capital Management; T2 Accredited Fund, LP, a Delaware limited partnership, doing business as Kase Fund; T2 Qualified Fund, LP, a Delaware limited partnership, doing business as Kase Qualified Fund; Tilson Offshore Fund, Ltd, a Cayman Islands exempted company; T2 Partners Management I, LLC, a Delaware limited liability company, doing business as Kase Management; T2 Partners Management Group, LLC, a Delaware limited liability company, doing business as Kase Group; JMG Capital Management, LLC, a Delaware limited liability company; and Pacific Capital Management, LLC, a Delaware limited liability company, derivatively on behalf of Reading International, Inc. vs. Margaret Cotter, Ellen M. Cotter, Guy Adams, Edward Kane, Douglas McEachem, Timothy Storey, William Gould and Does 1 through 100, inclusive, as defendants, and, Reading International, Inc., a Nevada corporation, as Nominal Defendant (the "T2 Derivative Action"). On August 11, 2015, the Court granted the motion of T2 Partners Management, LP et. al. (the "T2 Plaintiffs"), allowing these plaintiffs to file their complaint (the "T2 Derivative Complaint").

On September 9, 2015, certain of the Original Defendant Directors filed a Motion to Dismiss the T2 Derivative Complaint. The Company joined this Motion to Dismiss on September 14, 2015. The hearing on this Motion to Dismiss was vacated as the T2 Plaintiffs voluntarily withdrew the T2 Derivative Complaint, with the parties agreeing that T2 Plaintiffs would have leave to amend the Complaint. On February 12, 2016, the T2 Plaintiffs filed an amended T2 Derivative Complaint (the "Amended T2 Derivative Complaint").

The T2 Plaintiffs allege in their Amended T2 Derivative Complaint various violations of fiduciary duty, abuse of control, gross mismanagement and corporate waste by the Amended T2 Complaint Director Defendants (as such term is defined below). More specifically the Amended T2 Derivative Complaint seeks certain monetary damages, as well as equitable injunctive relief, attorney fees and costs of suit. Once again, the Company has been named as a nominal defendant. However, because the Amended T2 Derivative Complaint also seeks the reinstatement of Mr. Cotter, Jr., as our President and CEO, it is being defended by the Company. In addition, the Company continues to incur costs promulgating and responding to discovery demands and satisfying indemnity obligations to the Amended T2 Complaint Director Defendants. The defendants in the Amended T2 Complaint are the same as named in the Cotter Jr. Derivative Action as well as our two new Directors, Dr. Judy Coddington and Michael Wrotniak, and Company legal counsel, Craig Tompkins. Mr. Storey was not named as a defendant in the Amended T2 Complaint. The cost of the defense of Directors Coddington and Wrotniak is likewise being covered by our Directors and Officers Liability Insurance carrier with the same reservations of right as in the Cotter Jr. Derivative Action, but without any separate deductible. The coverage under our Directors and Officers Liability Insurance of the cost of the defense of Mr. Tompkins is being reviewed by the insurer and is currently being covered by the Company under its indemnity agreement with him. The Directors named in the T2 Derivative Complaint are referred to herein as the "Amended T2 Complaint Director Defendants" and the Directors named in the Amended Cotter, Jr. Derivative Complaint are referred to herein as the Amended Cotter Jr. Complaint Director Defendants.

The Amended T2 Derivative Complaint has deleted its request for an order disbanding our Executive Committee and an order "collapsing the Class A and B stock structure into a single class of voting stock." The Amended T2 Complaint has added a request for an order setting aside the election results from the 2015 Annual Meeting of Stockholders, based on an allegation that Ellen M. Cotter and Margaret Cotter were not entitled to vote the shares of Class B Common Stock held by the Cotter Estate and the Cotter Trust. The Company and the other defendants contest the allegations of the T2 Plaintiffs. The Company followed applicable Nevada law in recognizing that Ellen M. Cotter and Margaret Cotter had the legal right and power to vote the shares of Class B Common Stock held of record by the Cotter Estate and the Cotter Trust, and the independent Inspector of Elections has certified the results of that election. Furthermore, even if the election results were to be overturned or voided, this would have no impact on the current composition of our Board, as all of the nominees were standing for re-election and accordingly retain their directorships until their replacements are elected. The Company will vigorously contest any assertions by the T2 Plaintiffs challenging the voting at the 2015 Annual Meeting of Stockholders and believes that the court will rule for the Company should this issue ever reach the court. The case is currently set for trial in November, 2016.

On May 2, 2016, the T2 Plaintiffs filed a petition on order shortening time seeking a preliminary injunction (1) enjoining the Inspector of Elections from counting any proxies purporting to vote either the 327,808 Class B shares represented by stock certificate B0005 (held of record by the Cotter Estate) or the 696,080 Class B shares represented by stock certificate RDIB 0028 (held of record by the Cotter Trust) at the upcoming June 2, 2016 Annual Meeting, and (2) enjoining Ellen M. Cotter, Margaret Cotter and James Cotter, Jr. from voting the above referenced shares at the 2016 Annual Meeting. The Company believes that the above referenced shares are currently held of record by the Cotter Estate and the Cotter Trust, and that such shares can be voted by the Co-Executors of the Cotter Estate and the Trustees of the Cotter Trust, as applicable.

The Company believes that the claims set forth in the Amended Cotter Jr. Derivative Complaint and the Amended T2 Derivative Complaint are entirely without merit and seek equitable remedies for which no relief can be given. The Company intends to defend vigorously against our Directors and Officers and against any attempt to reinstate Mr. Cotter, Jr. as President and Chief Executive Officer or to effect any changes in the rights of our Company's stockholders. Mr. Storey has been dismissed by stipulation as a defendant in the James Cotter Jr. Derivative Action.

On May 13, 2016, Directors Adams, Coddington, Ellen M. Cotter, Margaret Cotter, Kane, McEachern and Wrotniak filed a motion in the T2 Derivative Action to disqualify the T2 Plaintiffs on the grounds that at least one of the T2 Plaintiffs had engaged in trading in our Company's Class A Common Stock after production by the Company and the

PROPOSAL 1: Election of Directors

Nominees for Election

Nine Directors are to be elected at our Annual Meeting to serve until the annual meeting of stockholders to be held in 2017 or until their successors are duly elected and qualified. Unless otherwise instructed, the proxy holders will vote the proxies received by us “FOR” the election of the nominees below, all of whom currently serve as Directors. The nine nominees for election to the Board who receive the greatest number of votes cast for the election of Directors by the shares present and entitled to vote will be elected Directors. If any nominee becomes unavailable for any reason, it is intended that the proxies will be voted for a substitute nominee designated by the Board. The nominees named have consented to serve if elected.

The names of the nominees for Director, together with certain information regarding them, are as follows:

Name	Age	Position
Ellen M. Cotter.....	50	Chair of the Board and Chief Executive Officer and President ⁽¹⁾
Guy W. Adams.....	65	Director ⁽¹⁾
Judy Coddling.....	71	Director ⁽²⁾
James Cotter, Jr.	46	Director ⁽³⁾
Margaret Cotter.....	48	Vice Chair of the Board and Executive Vice President-Real Estate Management and Development-NYC (1)
William D. Gould.....	77	Director ⁽⁴⁾
Edward L. Kane.....	78	Director ⁽¹⁾⁽²⁾⁽³⁾⁽⁵⁾
Douglas J. McEachern.....	64	Director ⁽²⁾⁽⁵⁾
Michael Wrotniak.....	49	Director ⁽⁵⁾

- (1) Member of the Executive Committee.
- (2) Member of the Compensation and Stock Options Committee.
- (3) Member of the Tax Oversight Committee. This committee has been inactive since November 2, 2015, in anticipation that its functions would move to the Audit Committee under its new charter. That new charter was approved on May 5, 2016.
- (4) Lead Independent Director.
- (5) Member of the Audit and Conflicts Committee.

Ellen M. Cotter. Ellen M. Cotter has been a member of our Board since March 13, 2013, and currently serves as a member of our Executive Committee. Ms. Cotter was appointed Chair of our Board on August 7, 2014 and served as our interim President and Chief Executive Officer from June 12, 2015 until January 8, 2016, when she was appointed our permanent President and Chief Executive Officer. She joined the Company in March 1998. Ms. Cotter is a graduate of Smith College and holds a Juris Doctor from Georgetown Law School. Prior to joining the Company, Ms. Cotter spent four years in private practice as a corporate attorney with the law firm of White & Case in New York City. Ms. Cotter is the sister of Margaret Cotter and James Cotter, Jr. For more than the past ten years, Ms. Cotter served as the Chief Operating Officer (“COO”) of our domestic cinema operations, in which capacity she had, among other things, responsibility for the acquisition and development, marketing and operation of our cinemas in the United States. Prior to her appointment as COO of Domestic Cinemas, she spent a year in Australia and New Zealand, working to develop our cinema and real estate assets in those countries. Ms. Cotter is the Co-Executor of the Cotter Estate, which is the record owner of 427,808 shares of our Class B Stock (representing 25.5% of such Class B Stock). Ms. Cotter is also a Co-Trustee of the Cotter Trust, which is the record owner of 696,080 shares of Class B Stock (representing an additional 41.4% of such Class B Stock).

Ms. Cotter brings to our Board her 18 years of experience working in our Company’s cinema operations in the United States, Australia and New Zealand. She has also served as the Chief Executive Officer of Reading’s subsidiary,

Consolidated Entertainment, LLC, which operates substantially all of our cinemas in Hawaii and California. In addition, with her direct ownership of 799,765 shares of Class A Stock and 50,000 shares of Class B Stock, and her positions as Co-Executor of the Cotter Estate and Co-Trustee of the Cotter Trust, Ms. Cotter is a significant stakeholder in our Company. In recognition of her contributions to the independent film industry, Ms. Cotter was awarded the first Gotham Appreciation Award at the 2015 Gotham Independent Film Awards. She was also inducted that same year into the ShowEast Hall of Fame.

Guy W. Adams. Guy W. Adams has been a Director of the Company since January 14, 2014, currently serves as the chair of our Executive Committee, and until May 14, 2016, served as a member of our Compensation Committee. For more than the past ten years, he has been a Managing Member of GWA Capital Partners, LLC, a registered investment adviser managing GWA Investments, LLC, a fund investing in various publicly traded securities. Over the past fifteen years, Mr. Adams has served as an independent director on the boards of directors of Lone Star Steakhouse & Saloon, Mercer International, Exar Corporation and Vitesse Semiconductor. At these companies, he has held a variety of board positions, including lead director, audit committee chair, and compensation committee chair. He has spoken on corporate governance topics before such groups as the Council of Institutional Investors, the USC Corporate Governance Summit and the University of Delaware Distinguished Speakers Program. Mr. Adams provides investment advice to private clients and currently invests his own capital in public and private equity transactions. He has served as an advisor to James J. Cotter, Sr. and continues to provide professional advisory services to various enterprises now owned by either the Cotter Estate or the Cotter Trust. Mr. Adams received his Bachelor of Science degree in Petroleum Engineering from Louisiana State University and his Masters of Business Administration from Harvard Graduate School of Business Administration.

Mr. Adams brings many years of experience serving as an independent director on public company boards, and in investing and providing financial advice with respect to investments in public companies.

Dr. Judy Coddling. Dr. Judy Coddling has been a Director of our Company since October 5, 2015, and currently serves as a member of our Compensation Committee. Dr. Coddling is a globally respected education leader. From October 2010 until October 2015 she served as the Managing Director of "The System of Courses," a division of Pearson, PLC (NYSE: PSO), the largest education company in the world that provides education products and services to institutions, governments, and direct to individual learners. Prior to that time, Dr. Coddling served as the Chief Executive Officer and President of America's Choice, Inc., which she founded in 1998, and which was acquired by Pearson in 2010. America's Choice, Inc. was a leading education company offering comprehensive, proven solutions to the complex problems educators face in the era of accountability. Dr. Coddling has a Doctorate in Education from University of Massachusetts at Amherst, and completed postdoctoral work and served as a teaching associate in Education at Harvard University where she taught graduate level courses focused on moral leadership. Dr. Coddling has served on various boards, including the Board of Trustees of Curtis School, Los Angeles, CA (2011 to present) and the Board of Trustees of Educational Development Center, Inc. (EDC) since 2012. Through family entities, Dr. Coddling has been and continues to be involved in the real estate business, through the ownership of hotels, shopping centers and buildings in Florida and the exploration of mineral, oil and gas rights in Maryland and Kentucky.

Dr. Coddling brings to our Board her experience as an entrepreneur, as an author, advisor and researcher in the areas of leadership training and decision-making as well as her experience in the real estate business.

James Cotter, Jr. James Cotter, Jr. has been a Director of our Company since March 21, 2002, and served as a member of our Tax Oversight Committee. The Tax Oversight Committee has been inactive since November 2, 2015, in anticipation that its functions would be moved to the Audit Committee under its new charter. That new charter was adopted on May 5, 2016. Mr. Cotter, Jr. served as our Vice Chair from June 2007 until August 7, 2014. Mr. Cotter, Jr. served as our President from June 1, 2013 through June 12, 2015, and as our Chief Executive Officer from August 7, 2014 through June 12, 2015. He is currently the lead director of Cecelia Packing Corporation (a Cotter family-owned citrus grower, packer and marketer) and served as the Chief Executive Officer of that company from July 2004 until 2013. Mr. Cotter, Jr. served as a Director of Cecelia Packing Corporation from February 1996 to September 1997, and as a Director of Gish Biomedical from September 1999 to March 2002. He was an attorney in the law firm of Winston & Strawn (and its predecessor), specializing in corporate law, from September 1997 to May 2004. Mr. Cotter, Jr. is the brother of Margaret Cotter and Ellen M. Cotter. Mr. Cotter, Jr. has advised the Company that he is a Co-Trustee of the Cotter Trust, which is the record owner of 696,080 shares of Class B Stock (representing 41.4% of such Class B Stock). The Company understands that Mr. Cotter's status as a trustee of the Cotter Trust is disputed by his sisters, Ellen M. Cotter and Margaret Cotter.

James Cotter, Jr. brings to our Board his experience as a business professional and corporate attorney, as well as his many years of experience in, and knowledge of, the Company's business and affairs. In addition, with his direct ownership of 770,186 shares of our Company's Class A Common Stock and his position as Co-Trustee of the Cotter Trust, Mr. Cotter, Jr. is a significant stakeholder in our Company. Further, depending on the outcome of ongoing Trust Litigation, in the future Mr. Cotter, Jr. may be a controlling stockholder in the Company.

Margaret Cotter. Margaret Cotter has been a Director of our Company since September 27, 2002, and on August 7, 2014 was appointed Vice Chair of our Board and currently serves as a member of our Executive Committee. On March 10, 2016, our Board appointed Ms. Cotter as Executive Vice President-Real Estate Management and Development-NYC. In this position, Ms. Cotter is responsible for the management of our live theater properties and operations, including oversight of the re-development of our Union Square and Cinemas 1, 2, 3 properties. Ms. Cotter is the owner and President of OBI, LLC ("OBI"), which, from 2002 until her appointment as Executive Vice President-Real Estate Management and Development-NYC, managed our live-theater operations under a management agreement. Pursuant to the OBI management agreement, Ms. Cotter also served as the President of Liberty Theaters, LLC, the subsidiary through which we own our live theaters. The OBI management agreement was terminated with Ms. Cotter's appointment as Executive Vice President-Real Estate Management and Development-NYC. Ms. Cotter is also a theatrical producer who has produced shows in Chicago and New York and is a board member of the League of Off-Broadway Theaters and Producers. Ms. Cotter, a former Assistant District Attorney for King's County in Brooklyn, New York, graduated from Georgetown University and Georgetown University Law Center. She is the sister of Ellen M. Cotter and James Cotter, Jr. Ms. Margaret Cotter is a Co-Executor of the Cotter Estate, which is the record owner of 427,808 shares of our Class B Stock (representing 25.5% of such Class B Stock). Ms. Margaret Cotter is also a Co-Trustee of the Cotter Trust, which is the record owner of 696,080 shares of Class B Voting Common Stock (representing an additional 41.4% of such Class B Stock).

Ms. Cotter brings to the Board her experience as a live theater producer, theater operator and an active member of the New York theater community, which gives her insight into live theater business trends that affect our business in this sector. Operating and overseeing these properties for over 17 years, Ms. Cotter contributes to the strategic direction for our developments. In addition, with her direct ownership of 804,173 shares of Class A Stock and 35,100 shares of Class B Stock and her positions as Co-Executor of the Cotter Estate and Co-Trustee of the Cotter Trust, Ms. Cotter is a significant stakeholder in our Company.

William D. Gould. William D. Gould has been a Director of our Company since October 15, 2004, and currently serves as our Lead Independent Director. Mr. Gould has been a member of the law firm of TroyGould PC since 1986. Previously, he was a partner of the law firm of O'Melveny & Myers. We have from time to time retained TroyGould PC for legal advice. Total fees payable to Mr. Gould's law firm for calendar year 2015 were \$61,000.84.

Mr. Gould is an author and lecturer on the subjects of corporate governance and mergers and acquisitions. Mr. Gould brings to our Board more than fifty years of experience as a corporate lawyer and advisor focusing on corporate governance, mergers and acquisitions.

Edward L. Kane. Edward L. Kane has been a Director of our Company since October 15, 2004. Mr. Kane was also a Director of our Company from 1985 to 1998, and served as President from 1987 to 1988. Mr. Kane currently serves as the chair of our Compensation Committee, and served as chair of our Tax Oversight Committee. That committee has been inactive since November 2, 2015, in anticipation that its functions would be moved to the Audit Committee under its new charter. The new charter for the Audit Committee was approved on May 5, 2016. He also serves as a member of our Executive Committee and our Audit Committee. Mr. Kane practiced as a tax attorney for many years in San Diego, California. Since 1996, Mr. Kane has acted as a consultant and advisor to the health care industry, serving as the President and sole shareholder of High Avenue Consulting, a healthcare consulting firm, and as the head of its successor proprietorship. During the 1990s, Mr. Kane also served as the Chair and Chief Executive Officer of ASMG Outpatient Surgical Centers in southern California, and he served as a director of BDI Investment Corp., which was a regulated investment company based in San Diego. For over a decade, he was the Chair of Kane Miller Books, an award-winning publisher of children's books. At various times during the past three decades, Mr. Kane has been Adjunct Professor of Law at two of San Diego's law schools, most recently in 2008 and 2009 at Thomas Jefferson School of Law, and prior thereto at California Western School of Law.

In addition to his varied business experience, Mr. Kane brings to our Board his many years as a tax attorney and law professor. Mr. Kane also brings his experience as a past President of Craig Corporation and of Reading Company,

two of our corporate predecessors, as well as his experience as a former member of the boards of directors of several publicly held corporations.

Douglas J. McEachern. Douglas J. McEachern has been a Director of our Company since May 17, 2012 and chair of our Audit Committee since August 1, 2012 and serves as a member of our Compensation Committee since May 14, 2016. He has served as a member of the board and of the audit and compensation committee for Willdan Group, a NASDAQ listed engineering company, since 2009. From June 2011 until October 2015, Mr. McEachern was a director of Community Bank in Pasadena, California and a member of its audit committee. Mr. McEachern served as the chair of the board of Community Bank from October 2013 until October 2015. He also is a member of the finance committee of the Methodist Hospital of Arcadia. From September 2009 to December 2015, Mr. McEachern served as an instructor of auditing and accountancy at Claremont McKenna College. Mr. McEachern was an audit partner from July 1985 to May 2009 with the audit firm of Deloitte and Touche, LLP, with client concentrations in financial institutions and real estate. Mr. McEachern was also a Professional Accounting Fellow with the Federal Home Loan Bank board in Washington DC, from June 1983 to July 1985. From June 1976 to June 1983, Mr. McEachern was a staff member and subsequently a manager with the audit firm of Touche Ross & Co. (predecessor to Deloitte & Touche, LLP). Mr. McEachern received a B.S. in Business Administration in 1974 from the University of California, Berkeley, and an M.B.A. in 1976 from the University of Southern California.

Mr. McEachern brings to our Board his more than 38 years' experience meeting the accounting and auditing needs of financial institutions and real estate clients, including our Company. Mr. McEachern also brings his experience reporting as an independent auditor to the boards of directors of a variety of public reporting companies and as a board member himself for various companies and not-for-profit organizations.

Michael Wrotniak. Michael Wrotniak has been a Director of our Company since October 12, 2015, and has served as a member of our Audit Committee since October 25, 2015. Since 2009, Mr. Wrotniak has been the Chief Executive Officer of Aminco Resources, LLC ("Aminco"), a privately held international commodities trading firm. Mr. Wrotniak joined Aminco in 1991 and is credited with expanding Aminco's activities in Europe and Asia. By establishing a joint venture with a Swiss engineering company, as well as creating partnerships with Asia-based businesses, Mr. Wrotniak successfully diversified Aminco's product portfolio. Mr. Wrotniak became a partner of Aminco in 2002. Mr. Wrotniak has been for more than the past six years, a trustee of St. Joseph's Church in Bronxville, New York, and is a member of the Board of Advisors of the Little Sisters of the Poor at their nursing home in the Bronx, New York since approximately 2004. Mr. Wrotniak graduated from Georgetown University in 1989 with a B.S. in Business Administration (cum laude).

Mr. Wrotniak is a specialist in foreign trade, and brings to our Board his considerable experience in international business, including foreign exchange risk mitigation.

Please see footnote 12 of the Beneficial Ownership of Securities table for information regarding the election of Ellen M. Cotter, Margaret Cotter and James Cotter, Jr. to the Board.

Attendance at Board and Committee Meetings

During the year ended December 31, 2015, our Board met 13 times. The Audit Committee held four meetings, the Compensation Committee held three meetings, and the Tax Oversight Committee held one meeting. Each Director attended at least 75% of these Board meetings and at least 75% of the meetings of all committees on which he or she served.

Indemnity Agreements

We currently have indemnity agreements in place with each of our current Directors and senior officers, as well as certain of the Directors and senior officers of our subsidiaries. Under these agreements, we have agreed, subject to certain exceptions, to indemnify each of these individuals against all expenses, liabilities and losses incurred in connection with any threatened, pending or contemplated action, suit or proceeding, whether civil or criminal, administrative or investigative, to which such individual is a party or is threatened to be made a party, in any manner, based upon, arising from, relating to or by reason of the fact that such individual is, was, shall be or has been a Director, officer, employee, agent or fiduciary of the Company.

Compensation of Directors

During 2015, we paid our non-employee Directors \$50,000 per year. We paid the Chair of our Audit Committee an additional \$7,000 per year, the Chair of our Compensation Committee an additional \$5,000 per year, the Chair of our Tax Oversight Committee an additional \$18,000 per year and the Lead Independent Director an additional \$5,000 per year.

In 2015, we also paid an additional one-time fee of \$25,000 to each of Messrs. Adams, Gould, McEachern and Kane, and an additional one-time fee of \$75,000 to Mr. Storey. These fees were awarded in each case in recognition of their service on our Board and Committees.

In March 2016, the Board approved additional special compensation to be paid for extraordinary services to the Company and devotion of time in providing such services, as follows:

Guy W. Adams:	\$50,000
Edward L. Kane:	\$10,000
Douglas J. McEachern:	\$10,000

Some portion of such additional special compensation was for services rendered during 2015.

Upon joining our Board, new Directors historically received immediately vested five-year stock options to purchase 20,000 shares of our Class A Stock at an exercise price equal to the market price of the stock at the date of grant. However, this process was discontinued in 2015, and Directors Coddington and Wrotniak did not receive such grants. In January, 2015 and January, 2016, each of our then non-employee Directors received an annual grant of stock options to purchase 2,000 shares of our Class A Stock. The options awarded have a term of five years, an exercise price equal to the market price of Class A Stock on the grant date and were fully vested immediately upon grant. As discussed below, our outside director compensation was changed for the remainder of 2016 and the years thereafter. See “2016 and Future Director Compensation,” below.

Director Compensation Table

The following table sets forth information concerning the compensation to persons who served as our non-employee Directors during 2015 for their services as Directors.

Name	Fees Earned or Paid in Cash (\$)	Option Awards \$(1)	All Other Compensation (\$)	Total (\$)
Judy Coddington	11,957	0	0	11,957
Margaret Cotter ⁽²⁾	35,000	7,656	0	42,656
Guy W. Adams	75,000	7,656	0	82,656
William D. Gould	80,000	7,656	0	87,656
Edward L. Kane	98,000	7,656	0	105,656
Douglas J. McEachern	82,000	7,656	0	89,656
Tim Storey ⁽³⁾	112,500	7,656	21,136 ⁽⁴⁾	140,292
Michael Wrotniak	11,005	0	0	11,005

- (1) Fair value of the award computed in accordance with FASB ASC Topic 718.
- (2) Until March 10, 2016, in addition to her Director’s fees, Ms. Margaret Cotter received a combination of fixed and incentive management fees under the OBI management agreement described under the caption “Certain Transactions and Related Party Transactions - OBI Management Agreement,” below.
- (3) Mr. Storey served on our Board and Compensation Committee through October 11, 2015.
- (4) Represents fees paid to Mr. Storey as the sole independent Director of our Company’s wholly owned New Zealand subsidiary.

2016 and Future Director Compensation

As discussed below in “Compensation Discussion and Analysis,” the Executive Committee of our Board, upon the recommendation of our Chief Executive Officer, requested the Compensation Committee to evaluate the Company's compensation policy for outside directors and to establish a plan that encompasses sound corporate practices consistent with the best interests of the Company. Our Compensation Committee undertook to review, evaluate, revise and recommend the adoption of new compensation arrangements for executive and management officers and outside directors of the Company. In January 2016, the Compensation Committee retained the international compensation consulting firm of Willis Towers Watson as its advisor in this process and also relied on our legal counsel, Greenberg Traurig, LLP.

The process followed by our Compensation Committee was similar to that in scope and approach used by the Compensation Committee in considering executive compensation. Willis Towers Watson reviewed and presented to the Compensation Committee the competitiveness of the Company's outside director compensation. The Company's outside director compensation was compared to the compensation paid by the 15 peer companies (identified “Compensation Discussion and Analysis”). Willis Towers Watson's key findings were:

- Our annual Board retainer was slightly above the 50th percentile while the total cash compensation paid to outside Directors was close to the 25th percentile.
- Due to our minimal annual Director equity grants, total direct compensation to our outside Directors was the lowest among the peer group.
- We should consider increasing our committee cash compensation and annual Director equity grants to be in line with peer practices.

The foregoing observations and recommendations were studied, questioned and thoroughly discussed by our Compensation Committee, Willis Towers Watson and legal counsel over the course of our Compensation Committee meetings. Among other things, our Compensation Committee discussed and considered the recommendations made by Willis Towers Watson regarding Director retainer fees and equity awards for Directors. Following discussion, our Compensation Committee recommended and our Board authorized that:

- The Board retainer currently paid to outside Directors will not be changed.
- The committee chair retainers will be increased to \$20,000 for our Audit Committee and our Executive Committee and \$15,000 for our Compensation Committee.
- The committee member fees will be \$7,500 for our Audit and Executive Committees and \$5,000 for our Compensation Committee.
- The Lead Independent Director fee will be increased to \$10,000.
- The annual equity award value to Directors will be \$60,000 as a fixed dollar value based on the closing price on the date of the grant and, that the equity award be restricted stock units and that such restricted stock units have a twelve month vesting period.
- Our Board also approved additional special compensation to be paid to certain directors for extraordinary services provided to us and devotion of time in providing such services as follows:
 - Guy W. Adams, \$50,000
 - Edward L. Kane, \$10,000
 - Douglas J. McEachem, \$10,000

Our Board compensation was made effective for the year 2016 and equity grants were made on March 10, 2016 based upon the closing of the Company's Class A Common Stock on such date.

Vote Required

The nine nominees receiving the greatest number of votes cast at the Annual Meeting will be elected to the Board.

The Board has nominated each of the nominees discussed above to hold office until the 2017 Annual Meeting of Stockholders and thereafter until his or her respective successor has been duly elected and qualified. In the event that

any nominee shall be unable or unwilling to serve as a Director, the Board shall reserve discretionary authority to vote for a substitute or substitutes. The Board has no reason to believe that any nominee will be unable or to serve and all nominees named have consented to serve if elected.

Recommendation of the Board

THE BOARD RECOMMENDS A VOTE “FOR” EACH OF THE DIRECTOR NOMINEES.

Ellen M. Cotter and Margaret Cotter, who together have shared voting control over an aggregate of 1,208,988 shares, or 71.9%, of our Class B Stock, have informed the Board that they intend to vote the shares beneficially held by them in favor of the nine nominees named in this Proxy Statement for election to the Board under Proposal 1. Of the shares of Class B Stock beneficially held by them, 696,080 shares are held of record by the Cotter Trust. James Cotter, Jr. alleges he has the right to vote the shares held by the Cotter Trust. The Company believes that, under applicable Nevada Law, where there are multiple trustees of a trust that is a record owner of voting shares of a Nevada corporation, and more than one trustee votes, the votes of the majority of the voting trustees apply to all of the shares held of record by the trust. If more than one trustee votes and the votes are split evenly on any particular proposal, each trustee may vote proportionally the shares held of record by the trust. Ellen M. Cotter and Margaret Cotter, who collectively constitute a majority of the Co-Trustees of the Cotter Trust, have informed the Board that they intend to vote the shares held by the Cotter Trust for the nine nominees named in this Proxy Statement for election to the Board under Proposal 1. Accordingly, the Company believes that Ellen M. Cotter and Margaret Cotter collectively have the power and authority to vote all of the shares of Class B Stock held of record by the Cotter Trust.

REPORT OF THE AUDIT COMMITTEE

The following is the report of the Audit Committee of our Board with respect to our audited financial statements for the fiscal year ended December 31, 2015.

The information contained in this report shall not be deemed to be “soliciting material” or “filed” with the SEC or subject to the liabilities of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), except to the extent that we specifically incorporate it by reference into a document filed under the Securities Act of 1933, as amended, or the Exchange Act.

The purpose of the Audit Committee is to assist the Board in its general oversight of our financial reporting, internal controls and audit functions. The Audit Committee operates under a written Charter adopted by our Board. The Charter is reviewed periodically and subject to change, as appropriate. The Audit Committee Charter describes in greater detail the full responsibilities of the Audit Committee.

In this context, the Audit Committee has reviewed and discussed the Company’s audited financial statements with management and Grant Thornton LLP, our independent auditors. Management is responsible for: the preparation, presentation and integrity of our financial statements; accounting and financial reporting principles; establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e)); establishing and maintaining internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f)); evaluating the effectiveness of disclosure controls and procedures; evaluating the effectiveness of internal control over financial reporting; and evaluating any change in internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, internal control over financial reporting. Grant Thornton LLP is responsible for performing an independent audit of the consolidated financial statements and expressing an opinion on the conformity of those financial statements with accounting principles generally accepted in the United States of America, as well as an opinion on (i) management’s assessment of the effectiveness of internal control over financial reporting and (ii) the effectiveness of internal control over financial reporting.

The Audit Committee has discussed with Grant Thornton LLP the matters required to be discussed by Auditing Standard No. 16, “Communications with Audit Committees” and PCAOB Auditing Standard No. 5, “An Audit of Internal Control Over Financial Reporting that is Integrated with Audit of Financial Statements.” In addition, Grant Thornton LLP has provided the Audit Committee with the written disclosures and the letter required by the Independence Standards Board Standard No. 1, as amended, “Independence Discussions with Audit Committees,” and the Audit Committee has discussed with Grant Thornton LLP their firm’s independence.

Based on their review of the consolidated financial statements and discussions with and representations from management and Grant Thornton LLP referred to above, the Audit Committee recommended to our Board that the audited financial statements be included in our Annual Report on Form 10-K for fiscal year 2015 for filing with the SEC.

It is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and in accordance with accounting principles generally accepted in the United States. That is the responsibility of management and the Company's independent registered public accounting firm. In giving its recommendation to the Board, the Audit Committee relied on (1) management's representation that such financial statements have been prepared with integrity and objectivity and in conformity with accounting principles generally accepted in the United States and (2) the report of the Company's independent registered public accounting firm with respect to such financial statements.

Respectfully submitted by the Audit Committee.

Douglas J. McEachern, Chair
Edward L. Kane
Michael Wrotniak

BENEFICIAL OWNERSHIP OF SECURITIES

Except as described below, the following table sets forth the shares of Class A Stock and Class B Stock beneficially owned on April 22, 2016 by:

- each of our incumbent Directors and Director nominees;
- each of our incumbent executive officers and named executive officers set forth in the Summary Compensation Table of this Proxy Statement;
- each person known to us to be the beneficial owner of more than 5% of our Class B Stock; and
- all of our incumbent Directors and incumbent executive officers as a group.

Except as noted, and except pursuant to applicable community property laws, we believe that each beneficial owner has sole voting power and sole investment power with respect to the shares shown. An asterisk (*) denotes beneficial ownership of less than 1%.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership (1)			
	Class A Stock		Class B Stock	
	Number of Shares	Percentage of Stock	Number of Shares	Percentage of Stock
<i>Directors and Named Executive Officers</i>				
Ellen M. Cotter (2)(12)	3,146,965	14.5	1,173,888	69.8
James Cotter, Jr. (12)(13)	3,084,976	14.2	696,080	41.4
Margaret Cotter (3)(12)	3,335,012	15.4	1,158,988	66.9
Guy W. Adams (8)	2,000	*	--	--
Judy Coddling (9)	2,000	*	--	--
William D. Gould (4)	56,340	*	--	--
Edward L. Kane (5)	21,500	*	100	*
Andrzej J. Matyczynski (16)	50,880	*	--	--
Douglas J. McEachern (6)	39,300	*	--	--
Michael Wrotniak (10)	2,000	--	--	--
Robert F. Smerling (7)	43,750	*	--	--
Wayne Smith (11)	3,000	*	--	--
William Ellis (17)	20,000	*	--	--
Dev Ghose (18)	25,000	*	--	--
<i>5% or Greater Stockholders</i>				
James J. Cotter Living Trust (12)	1,897,649	8.8	696,080	41.4
Estate of James J. Cotter, Sr. (Deceased) (12)	326,800	1.5	427,808	25.5

Mark Cuban (14) 5424 Deloache Avenue Dallas, Texas 75220	72,164	*	207,913	12.4
PICO Holdings, Inc. and PICO Deferred Holdings, LLC (15) 875 Prospect Street, Suite 301 La Jolla, California 92037	--	--	117,500	7.0
James J. Cotter Foundation	102,751	*		
Cotter 2005 Grandchildren's Trust	289,390	1.3		
All Directors and executive officers as a group (14 persons)	5,032,094	23.2	1,209,088	71.9

- (1) Percentage ownership is determined based on 21,654,302 shares of Class A Stock and 1,680,590 shares of Class B Stock outstanding on April 22, 2016. Beneficial ownership has been determined in accordance with SEC rules. Shares subject to options that are currently exercisable, or exercisable within 60 days following the date as of which this information is provided, and not subject to repurchase as of that date, which are indicated by footnote, are deemed to be beneficially owned by the person holding the options and are deemed to be outstanding in computing the percentage ownership of that person, but not in computing the percentage ownership of any other person.
- (2) The Class A Stock shown includes 20,000 shares subject to stock options as well as 799,765 shares held directly. The Class A Stock shown also includes 102,751 shares held by the James J. Cotter Foundation (the "Cotter Foundation"). Ellen M. Cotter is Co-Trustee of the Cotter Foundation and, as such, is deemed to beneficially own such shares. Ms. Cotter disclaims beneficial ownership of such shares except to the extent of her pecuniary interest, if any, in such shares. The Class A Stock shown also includes 297,070 shares that are part of the Estate of James J. Cotter, Deceased (the "Cotter Estate") that is being administered in the State of Nevada and 29,730 shares from the Cotter Profit Sharing Plan. On December 22, 2014, the District Court of Clark County, Nevada, appointed Ellen M. Cotter and Margaret Cotter as co-executors of the Cotter Estate. As such, Ellen M. Cotter would be deemed to beneficially own such shares. The shares of Class A Stock shown also include 1,897,649 shares held by the James J. Cotter Living Trust (the "Cotter Trust"). See footnote (12) to this table for information regarding beneficial ownership of the shares held by the Cotter Trust. As Co-Trustees of the Cotter Trust, the three Cotter family members would be deemed to beneficially own such shares depending upon the outcome of the matters described in footnote (12). Together Margaret Cotter and Ellen M. Cotter beneficially own 1,208,988 shares of Class B Stock.
- (3) The Class A Stock shown includes 17,000 shares subject to stock options as well as 804,173 shares held directly. The Class A Stock shown also includes 289,390 shares held by the Cotter 2005 Grandchildren's Trust and 29,730 shares from the Cotter Profit Sharing Plan. Margaret Cotter is Co-Trustee of the Cotter 2005 Grandchildren's Trust and, as such, is deemed to beneficially own such shares. Ms. Cotter disclaims beneficial ownership of such shares except to the extent of her pecuniary interest, if any, in such shares. The Class A Stock shown includes 297,070 shares of Class A Stock that are part of the Cotter Estate. As Co-Executor of the Cotter Estate, Ms. Cotter would be deemed to beneficially own such shares. The shares of Class A Stock shown also include 1,897,649 shares held by the Cotter Trust. See footnotes (12) for information regarding beneficial ownership of the shares held by the Cotter Trust. As Co-Trustees of the Cotter Trust, the three Cotter family members would be deemed to beneficially own such shares depending upon the outcome of the matters described in footnote (12). Together Margaret Cotter and Ellen M. Cotter beneficially own 1,208,988 shares of Class B Stock.
- (4) The Class A Stock shown includes 19,000 shares subject to stock options.
- (5) The Class A Stock shown includes 4,000 shares subject to stock options.
- (6) The Class A Stock shown includes 29,000 shares subject to stock options.
- (7) The Class A Stock shown consists of 43,750 shares subject to stock options.
- (8) The Class A Stock shown consists of 2,000 shares subject to stock options.

- (9) The Class A Stock shown consists of 2,000 shares subject to stock options.
- (10) The Class A Stock shown consists of 2,000 shares subject to stock options.
- (11) The Class A Stock shown consists of 3,000 restricted stock grants.
- (12) On June 5, 2013, the Declaration of Trust establishing the Cotter Trust was amended and restated (the "2013 Restatement") to provide that, upon the death of James J. Cotter, Sr., the Trust's shares of Class B Stock were to be held in a separate trust, to be known as the "Reading Voting Trust," for the benefit of the grandchildren of Mr. Cotter, Sr. Mr. Cotter, Sr. passed away on September 13, 2014. The 2013 Restatement also names Margaret Cotter the sole trustee of the Reading Voting Trust and names James Cotter, Jr. as the first alternate trustee in the event that Ms. Cotter is unable or unwilling to act as trustee. The trustees of the Cotter Trust, as of the 2013 Restatement, were Ellen M. Cotter and Margaret Cotter. On June 19, 2014, Mr. Cotter, Sr. signed a 2014 Partial Amendment to Declaration of Trust (the "2014 Amendment") that names Margaret Cotter and James Cotter, Jr. as the co-trustees of the Reading Voting Trust and provides that, in the event they are unable to agree upon an important trust decision, they shall rotate the trusteeship between them annually on each January 1st. It further directs the trustees of the Reading Voting Trust to, among other things, vote the Class B Stock held by the Reading Voting Trust in favor of the appointment of Ellen M. Cotter, Margaret Cotter and James Cotter, Jr. to our Board and to take all actions to rotate the chairmanship of our Board among the three of them. The 2014 Amendment states that James Cotter, Jr., Ellen M. Cotter and Margaret Cotter are Co-Trustees of the Cotter Trust. On February 5, 2015, Ellen M. Cotter and Margaret Cotter filed a Petition in the Superior Court of the State of California, County of Los Angeles, captioned In re James J. Cotter Living Trust dated August 1, 2000 (Case No. BP159755). The Petition, among other things, seeks relief that could determine the validity of the 2014 Amendment and who between Margaret Cotter and James Cotter Jr. will have authority as trustee or co-trustees of the Reading Voting Trust to vote the shares of Class B Stock shown (in whole or in part) and the scope and extent of such authority. Mr. Cotter, Jr. has filed an opposition to the Petition. The 696,080 shares of Class B Stock shown in the table as being beneficially owned by the Cotter Trust are reflected on the Company's stock register as being held by the Cotter Trust and not by the Reading Voting Trust. The information in the table reflects direct ownership of the 696,080 shares of Class B Stock by the Cotter Trust in accordance with the Company's stock register and beneficial ownership of such shares as being held by each of the three potential Co-Trustees, Mr. Cotter, Jr., Ellen M. Cotter and Margaret Cotter, who, unless a court determines otherwise, are deemed to share voting and investment power of the shares held by the Cotter Trust.
- (13) The Class A Stock shown includes 25,000 shares subject to stock options as well as 770,186 shares held directly. The Class A Stock shown also includes 289,390 shares held by the Cotter 2005 Grandchildren's Trust and 102,751 held by the Cotter Foundation. Mr. Cotter, Jr. is Co-Trustee of the Cotter 2005 Grandchildren's Trust and of the Cotter Foundation and, as such, is deemed to beneficially own such shares. Mr. Cotter, Jr. disclaims beneficial ownership of such shares except to the extent of his pecuniary interest, if any, in such shares. The Class A Stock shown also includes 1,897,649 shares held by the Cotter Trust, which became irrevocable upon Mr. Cotter, Sr.'s death on September 13, 2014. See footnote (12) above for information regarding beneficial ownership of the shares held by the Cotter Trust. As Co-Trustees of the Cotter Trust, the three Cotter family members would be deemed to beneficially own such shares depending upon the outcome of the matters described in footnote (12). The Class A Stock shown includes 770,186 shares pledged as security for a margin loan.
- (14) Based on Mr. Cuban's Form 5 filed with the SEC on February 19, 2016 and Schedule 13D/A filed on February 22, 2016.
- (15) Based on the PICO Holdings, Inc. and PICO Deferred Holdings, LLC Schedule 13G filed with the SEC on January 14, 2009.
- (16) The Class A Stock shown includes 25,000 shares subject to stock options.
- (17) The Class A Stock shown includes 8,815 shares subject to stock options.
- (18) The Class A Stock shown includes 25,000 shares subject to stock options.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our executive officers and Directors, and persons who own more than 10% of our common stock, to file reports regarding ownership of, and transactions in, our securities with the SEC and to provide us with copies of those filings. Based solely on our review of the copies received by us and on the written representations of certain reporting persons, we believe that the following Forms 3 and 4 for transactions that occurred in

2015 were not filed or filed later than is required under Section 16(a) of the Securities Exchange Act of 1934:

Filer	Form	Transaction Date	Date of Filing
Andrzej J. Matyczynski	4	December 31, 2015	Not filed ⁽¹⁾
Andrzej J. Matyczynski	4	December 31, 2014	Not filed ⁽²⁾
Andrzej J. Matyczynski	4	December 31, 2013	Not filed ⁽³⁾
Mark Cuban	4	November 11, 2015	Not filed ⁽⁴⁾
Estate of James J. Cotter	4	December 31, 2014	October 9, 2015
James J. Cotter Living Trust	3	September 13, 2014	October 9, 2015
Ellen M. Cotter	4	April 16, 2015	October 9, 2015
Margaret Cotter	4	April 8, 2015	October 9, 2015
William Gould	4	April 6, 2015	October 8, 2015
James Cotter Jr. ⁽⁵⁾	4	March 10, 2016	March 15, 2016
James Cotter Jr.	4	November 25, 2015	December 1, 2015
James Cotter Jr.	4	August 17, 2015	August 24, 2015
James Cotter Jr.	4	July 16, 2015	July 31, 2015
James Cotter Jr.	4	June 30, 2015 ⁽⁶⁾	July 16, 2015
James Cotter, Jr.	4	June 4, 2016 ⁽⁷⁾	July 16, 2015
Wayne Smith	4	July 16, 2015	July 31, 2015

- (1) This transaction was reported on Form 5 on April 22, 2016, which is later than required under Section 16(a) of the Securities Exchange Act of 1934.
- (2) This transaction was reported on Form 5 on March 17, 2015, which is later than required under Section 16(a) of the Securities Exchange Act of 1934.
- (3) This transaction was reported on Form 5 on March 12, 2014, which is later than required under Section 16(a) of the Securities Exchange Act of 1934.
- (4) This transaction was reported on Form 5 on February 19, 2016, which is later than required under Section 16(a) of the Securities Exchange Act of 1934.
- (5) An additional Form 4 for Mr. Cotter Jr. was reported with a typographical error in the transaction date. The transaction date was reported as December 1, 2012, but should have been reported as December 1, 2015. This Form 4 was timely filed on December 3, 2015.
- (6) Pursuant to Form 4/A filed August 24, 2015, the earliest transaction date was changed from July 1, 2015 to June 30, 2015.
- (7) Pursuant to Form 4/A filed November 17, 2015, the earliest transaction date was changed from July 1, 2015 to June 4, 2015.

In addition to the above, the following Forms 5 for transactions that occurred in 2013, 2014 and 2015 were filed later than is required under Section 16(a) of the Securities Exchange Act of 1934.

Filer	Form	Transaction Date	Date of Filing
Andrzej J. Matyczynski	5	December 31, 2015	April 22, 2016
Andrzej J. Matyczynski	5	December 31, 2014	March 17, 2015
Andrzej J. Matyczynski	5	December 31, 2013	March 12, 2014
Mark Cuban	5	November 11, 2015	February 19, 2016

Insofar as we are aware, all required filings have now been made.

EXECUTIVE OFFICERS

The following table sets forth information regarding our executive officers, other than Ellen M. Cotter and Margaret Cotter, whose information is set forth above under “Proposal 1: Election of Directors – Nominees for Election.”

Name	Age	Title
Dev Ghose	62	Executive Vice President, Chief Financial Officer, Treasurer and Corporate Secretary
Robert F. Smerling	81	President - Domestic Cinemas
Wayne D. Smith	58	Managing Director – Australia and New Zealand
Andrzej J. Matyczynski	63	Executive Vice President – Global Operations

Devasis (“Dev”) Ghose. Dev Ghose was appointed Chief Financial Officer and Treasurer on May 11, 2015, Executive Vice President on March 10, 2016 and Corporate Secretary on April 28, 2016. Over the past 25 years, Mr. Ghose served as Executive Vice President and Chief Financial Officer and in a number of senior finance roles with three NYSE-listed companies: Skilled Healthcare Group (a health services company, now part of Genesis HealthCare) from 2008 to 2013, Shurgard Storage Centers, Inc. (an international company focused on the acquisition, development and operation of self-storage centers in the US and Europe; now part of Public Storage) from 2004 to 2006, and HCP, Inc., (which invests primarily in real estate serving the healthcare industry) from 1986 to 2003, and as Managing Director-International for Green Street Advisors (an independent research and trading firm concentrating on publicly traded real estate corporate securities in the US & Europe) from 2006 to 2007. Prior thereto, Mr. Ghose worked for 10 years for PricewaterhouseCoopers in the U.S. from 1975 to 1985, and KPMG in the UK. He qualified as a Certified Public Accountant in the U.S. and a Chartered Accountant in the U.K., and holds an Honors Degree in Physics from the University of Delhi, India and an Executive M.B.A. from the University of California, Los Angeles.

Robert F. Smerling. Robert F. Smerling has served as President of our domestic cinema operations since 1994. Mr. Smerling has been in the cinema industry for 58 years and, immediately before joining our Company, served as the President of Loews Theatres Management Corporation.

Wayne D. Smith. Wayne D. Smith joined our Company in April 2004 as our Managing Director - Australia and New Zealand, after 23 years with Hoyts Cinemas. During his time with Hoyts, he was a key driver, as Head of Property, in growing that company’s Australian and New Zealand operations via an AUD\$250 million expansion to more than 50 sites and 400 screens. While at Hoyts, his career included heading up the group’s car parking company, cinema operations, representing Hoyts as a director on various joint venture interests, and coordinating many asset acquisitions and disposals the company made.

Andrzej J. Matyczynski. On March 10, 2016, Mr. Matyczynski was appointed as our Executive Vice President—Global Operations. From May 11, 2015 until March 10, 2016, Andrzej J. Matyczynski acted as the Strategic Corporate Advisor to the Company. Mr. Matyczynski served as our Chief Financial Officer and Treasurer from November 1999 until May 11, 2015 and as Corporate Secretary from May 10, 2011 to October 20, 2014. Prior to joining our Company, he spent 20 years in various senior roles throughout the world at Beckman Coulter Inc., a U.S. based multi-national. Mr. Matyczynski earned a Master’s Degree in Business Administration from the University of Southern California.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Role and Authority of the Compensation Committee

Our Board has established a standing Compensation Committee consisting of three of our non-employee Directors. As a Controlled Company, we are exempt from the NASDAQ Listing Rules regarding the determination of executive compensation solely by independent directors. Notwithstanding such exemption, we adopted a Compensation Committee charter on March 10, 2016 requiring our Compensation Committee members to meet the independence rules

and regulations of the SEC and the NASDAQ Stock Market.

Prior to the adoption of our Compensation Committee Charter on March 10, 2016, it was our practice that the Compensation Committee would recommend to the full Board the compensation of our Chief Executive Officer and of the other Cotter family members who serve as officers of our Company. Our Board, with the Cotter family Directors abstaining, typically accepted without modification the compensation recommendations of the Compensation Committee, but reserved the right to modify the recommendations or take other compensation actions of its own. Prior to his resignation as our Chief Executive Officer, Mr. James J. Cotter, Sr. was delegated responsibility by our Board for determining the compensation of our executive officers other than himself and his family members. The Board exercised oversight of Mr. Cotter, Sr.'s executive compensation decisions as a part of his performance as our former Chief Executive Officer.

Earlier this year, our Board adopted a number of actions intended to bring certain of our governance practices into line with best practices, including substantial steps in the area of Executive Compensation, which are discussed below under "2016 and Future Compensation Structure." First, this discussion will address our executive compensation for 2015.

2015 EXECUTIVE COMPENSATION

The individuals named in the Summary Compensation Table, below, are referred to as the "named executive officers."

Chief Executive Officer Compensation

As a matter of general practice prior to 2016, the Compensation Committee recommended to our Board the annual compensation of our Chief Executive Officer, based primarily upon the Compensation Committee's annual review of peer group practices and the advice of an independent third-party compensation consultant engaged annually to assist the Compensation Committee. The Compensation Committee had established three components of our Chief Executive Officer's compensation—a base cash salary, a discretionary annual cash bonus, and a fixed stock grant. The objective of each element was to reasonably reward our Chief Executive Officer for his or her performance and leadership.

The Compensation Committee engaged executive compensation consultants Towers Watson (now known as Willis Towers Watson) in 2012 to analyze our Chief Executive Officer's total direct compensation compared to a peer group of companies. In preparing that analysis, Willis Towers Watson, in consultation with our management, including James J. Cotter, Sr., identified a peer group of companies in the real estate and cinema exhibition industries, our two business segments, based on market value, industry, and business description.

Prior to the work commenced in early 2016, Willis Towers Watson had most recently updated its analysis of our Chief Executive Officer's compensation in 2014, when Mr. Cotter, Sr. held that position. The Willis Towers Watson analysis focused on the competitiveness of Mr. Cotter, Sr.'s annual base salary, total cash compensation and total direct compensation (*i.e.*, total cash compensation plus expected value of long-term compensation) relative to a peer group of 17 United States and Australian companies and published compensation survey data, and to our Company's compensation philosophy, which was to target Mr. Cotter, Sr.'s total direct compensation to the 66th percentile of the peer group. The peer group consisted of the following 17 companies:

Acadia Realty Trust	Inland Real Estate Corp.
Amalgamated Holdings Ltd.	Kite Realty Group Trust
Associated Estates Realty Corp.	LTC Properties Inc.
Carmike Cinemas Inc.	Ramco-Gershenson Properties Trust
Cedar Shopping Centers Inc.	Regal Entertainment Group
Cinemark Holdings Inc.	The Marcus Corporation
Entertainment Properties Trust	Urstadt Biddle Properties Inc.
Glimcher Realty Trust	Village Roadshow Ltd.
IMAX Corporation	

Following his appointment on August 7, 2014 as our Chief Executive Officer and until his termination from that position on June 12, 2015, James Cotter, Jr. continued to receive the same base salary of \$335,000 that he had previously

been receiving in his capacity as our President. Mr. Cotter, Jr. was not awarded a discretionary cash bonus for 2014 or 2015.

On June 12, 2015, our Board appointed Ellen M. Cotter as our interim President and Chief Executive Officer. No new compensatory arrangements were entered into with Ms. Cotter in connection with her appointment as interim President and Chief Executive Officer, and she continued to receive the same base salary of \$402,000 that she received at the time of her appointment.

In early 2016, the Compensation Committee, with the assistance of Willis Towers Watson and Ms. Cotter, adopted new procedures regarding officer compensation. As a part thereof, unlike prior years, the Compensation Committee evaluated the performance of our Chief Executive Officer and our named executive officers and determined their 2015 cash bonus awards. Having had the benefit of further analysis of the Company's executive compensation and revisions of the Company's compensation philosophy, the Compensation Committee approved a \$250,000 bonus for Ellen M. Cotter for her 2015 performance as interim President and Chief Executive Officer.

Total Direct Compensation

In 2015, we and our Compensation Committee had no policy regarding the amount of salary and cash bonus paid to our Chief Executive Officer or other named executive officers in proportion to their total direct compensation.

Compensation of Other Named Executive Officers

Until the reassessment of compensation practices in early 2016, the compensation of the Cotter family members as executive officers of our Company was determined by the Compensation Committee based on the same compensation philosophy used to determine Mr. Cotter, Sr.'s compensation prior to his retirement. The Cotter family members' respective compensation packages each consisted of a base cash salary, discretionary cash bonus and, on occasion, discretionary grants of stock options.

Historically, our Chief Executive Officer determined the base salaries of our executive officers other than himself and members of his family. Our Chief Executive Officer considered the following guidelines in setting the type and amount of executive compensation:

1. Executive compensation should primarily be used to:
 - attract and retain talented executives;
 - reward executives appropriately for their individual efforts and job performance; and
 - afford executives appropriate incentives to achieve the short-term and long-term business objectives established by management and our Board.
2. In support of the foregoing, the total compensation paid to our named executive officers should be:
 - fair, both to our Company and to the named executive officers;
 - reasonable in nature and amount; and
 - competitive with market compensation rates.

Personal and Company performances were just two factors historically considered in establishing base salaries. We had no pre-established policy or target for allocating total executive compensation between base and discretionary or incentive compensation, or between cash and stock-based incentive compensation. Historically, including in 2015, a majority of total compensation to our named executive officers has been in the form of annual base salaries and discretionary cash bonuses, although stock bonuses have been granted from time to time under special circumstances.

These elements of our executive compensation are discussed further below.

Salary: Annual base salary was intended to compensate named executive officers for services rendered during the fiscal year in the ordinary course of performing their job responsibilities. Factors considered in setting the base salaries prior to 2015 included (i) the negotiated terms of each executive's employment agreement or the original terms of employment, (ii) the individual's position and level of responsibility with our Company, (iii) periodic review of the

executive's compensation, both individually and relative to our other named executive officers, and (iv) a subjective evaluation of individual job performance of the executive.

Cash Bonus: Historically, we had awarded annual cash bonuses to supplement the base salaries of our named executive officers, and our Board delegated to our former Chief Executive Officer, Mr. Cotter, Sr., the authority to determine in his discretion the annual cash bonuses, if any, to be paid to our executive officers other than the Cotter family executives.

In early 2016, following the reassessment of the Company's compensation structure discussed below, the Compensation Committee, meeting in executive session, approved a 2015 performance bonus for the Chief Executive Officer as well as our other named executive officers.

Stock Bonus: Equity incentive bonuses were available for award to align our executives' long-term compensation to appreciation in stockholder value over time. Historically, awards have not been granted on any fixed schedule, but instead were granted from time to time to new hires and for the recognition and retention of executives.

If awarded, it has generally been our policy to value stock options and restricted stock at the closing price of our common stock as reported on the NASDAQ Stock Market on the date the award was approved or on the date of hire, if the stock is granted as a recruitment incentive. When stock was granted as bonus compensation for a particular transaction, the award may have been based on the market price on a date calculated from the closing date of the relevant transaction. Stock options granted to our employees generally have a five year term and vest over four years in equal installments upon the annual anniversaries of the date of the grant, subject to continued employment upon each vesting date. Awards may also have been subject to vesting and limitations on voting or other rights.

As discussed below, our Board substantially changed these practices for 2016 and future years.

Other than James Cotter, Jr.'s role as Chief Executive Officer and thereafter, Ms. Ellen M. Cotter's role as Chief Executive Officer, none of our executive officers played a role in determining the compensation of our named executive officers during 2015.

2015 Base Salaries and Bonuses

We have historically established base salaries and target discretionary cash bonuses for our named executive officers through negotiations with the individual named executive officer, generally at the time the named executive officer commenced employment with us, subject to additional increases from time to time based on performance and tenure, with the intent of providing annual cash compensation at a level sufficient to attract and retain talented and experienced individuals.

Our Compensation Committee recommended and our Board approved the following base salaries for Mr. Cotter, Jr. and Ellen M. Cotter for 2015:

Name	2014 Base Salary (\$)	2015 Base Salary (\$)
Ellen M. Cotter ⁽¹⁾	335,000	402,000
James Cotter, Jr ⁽²⁾	335,000	335,000 ⁽²⁾

- (1) Ellen M. Cotter was appointed Interim President and Chief Executive Officer on June 12, 2015 and President and Chief Executive Officer on January 8, 2016.
- (2) James Cotter, Jr. served as President from June 1, 2013 through June 12, 2015, and Chief Executive Officer from August 7, 2014 through June 12, 2015. Mr. Cotter, Jr. had an annual base salary of \$335,000 for 2015. When his employment ended, Mr. Cotter, Jr. earned a prorated base salary of \$195,417 for 2015, which includes his severance payment paid through the end of July 2015.

With the exception of Mr. Ghose, who was appointed Chief Financial Officer on May 11, 2015, Mr. Matyczynski, whose base salary was \$324,000 in 2015, and Mr. Smith, whose base salary was \$274,897, the base salaries of our other named executive officers generally remained at the levels established for 2014, as shown in the following table:

Name	2014 Base Salary (\$)	2015 Base Salary (\$)
Dev Ghose ⁽¹⁾	--	400,000 ⁽¹⁾
Andrzej J. Matyczynski ⁽²⁾	309,000	324,000
William Ellis ⁽³⁾	350,000 ⁽³⁾	350,000
Robert F. Smerling	350,000	350,000
Wayne Smith	324,295 ⁽⁴⁾	274,897 ⁽⁴⁾

- (1) Dev Ghose was appointed Chief Financial Officer and Treasurer on May 11, 2015. For 2015, Mr. Ghose earned a prorated base salary of \$257,692.
- (2) Andrzej J. Matyczynski, our former Chief Financial Officer, Treasurer and Corporate Secretary, has a written agreement with our Company that provides certain severance and deferred compensation benefits. Mr. Matyczynski resigned as Corporate Secretary on October 20, 2014 and as our Chief Financial Officer and Treasurer effective May 11, 2015, however he continued as an employee to assist in the transition of our new Chief Financial Officer, and was appointed Executive Vice President-- Global Operations on March 10, 2016. Under Mr. Matyczynski's employment contract, upon his retirement and provided there has been no termination for cause, he will become entitled under his agreement to a lump-sum severance payment of \$50,000, subject to certain offsets, and to the payment of his vested benefit under his deferred compensation plan discussed below in this section.
- (3) William Ellis submitted his resignation on February 18, 2016, effective March 11, 2016. For 2014, Mr. Ellis earned a prorated base salary of \$71,795.
- (4) Mr. Smith's salary was paid in Australian Dollars in the amounts of AUD\$359,250 in 2014 (shown in the table in U.S. Dollars using exchange rate 0.9027), and AUD\$365,360 in 2015 (shown in the table in U.S. Dollars using exchange rate 0.7524).

Prior to 2016, all named executive officers were eligible to receive a discretionary annual cash bonus. Cash bonuses are typically prorated to reflect a partial year of service.

In connection with consideration of 2015 performance bonuses for members of management, the Chief Executive Officer prepared and submitted recommendations for each of the executive and management team members, other than herself. In considering these recommendations, the Compensation Committee had the benefit of its extensive deliberations as well as the data provided by Willis Towers Watson. In executive session, the Compensation Committee considered and approved a 2015 performance bonus for the Chief Executive Officer. The proposed bonus amounts were reviewed and approved by the Board in February 2016. The Board approval covered the named executive officers set forth below, as well as select other officers and executives.

The following are the 2015 Performance Bonuses approved pursuant to the above process:

Name	2015 Performance Bonus (\$)
Ellen M. Cotter	250,000
Dev Ghose	75,000
Andrzej J. Matyczynski	0
William Ellis	0 ⁽¹⁾
James Cotter, Jr.	0
Robert F. Smerling	75,000
Wayne Smith	71,478 ⁽²⁾

- (1) Pursuant to his employment agreement, in 2015 Mr. Ellis received a guaranteed bonus of \$60,000, and as such, it was not subject to the process above. Mr. Ellis submitted his resignation on February 18, 2016.
- (2) Mr. Smith's bonus was paid in Australian Dollars in the amount of AUD\$95,000 (shown in the table in U.S. Dollars using exchange rate 0.7524).

In the past, we have offered stock options and stock awards to our employees, including named executive

officers, as the long-term incentive component of our compensation program. We sometimes granted equity awards to new hires upon their commencing employment with us and from time to time thereafter. Our stock options allow employees to purchase shares of our common stock at a price per share equal to the fair market value of our common stock on the date of grant and may or may not be intended to qualify as "incentive stock options" for U.S. federal income tax purposes. Generally, the stock options we granted to our employees vest over four years in equal installments upon the annual anniversaries of the date of grant, subject to their continued employment with us on each vesting date.

Employment Agreements

James Cotter, Jr. On June 12, 2015, the Board terminated the employment of James Cotter, Jr. as our President and Chief Executive Officer. Under Mr. Cotter, Jr.'s employment agreement with the Company, he is entitled to the compensation and benefits he was receiving at the time of a termination without cause for a period of twelve months from notice of termination. At the time of termination, Mr. Cotter Jr.'s annual salary was \$335,000, and the Company paid Mr. Cotter Jr. severance payments in the amount of \$43,750. A dispute has arisen between the Company and Mr. Cotter as to whether the Company is required to continue to make these payments, which dispute is currently subject to arbitration. Mr. Cotter's employment agreement also provided for the grant of options to purchase 100,000 shares of Class A Stock at an exercise price of \$6.31 per share. Mr. Cotter, Jr. has previously exercised options to purchase 50,000 of such shares. Mr. Cotter, Jr. has asserted that the options to exercise the remainder of the 50,000 options survived the termination of his employment. The Company's position is that all unvested options expired upon the termination of Mr. Cotter, Jr.'s employment. This matter is currently under review by the Compensation Committee.

Dev Ghose. On April 20, 2015, we entered into an employment agreement with Mr. Dev Ghose, pursuant to which he agreed to serve as our Chief Financial Officer for a one-year term commencing on May 11, 2015. The employment agreement provides that Mr. Ghose is to receive an annual base salary of \$400,000, with an annual target bonus of \$200,000, and employee benefits in line with those received by our other senior executives. Mr. Ghose was also granted stock options to purchase 100,000 shares of Class A Stock at an exercise price equal to the closing price of our Class A Stock on the date of grant and which will vest in equal annual increments over a four-year period, subject to his remaining in our continuous employ through each annual vesting date.

Under his employment agreement, we may terminate Mr. Ghose's employment with or without cause (as defined) at any time. If we terminate his employment without cause or fail to renew his employment agreement upon expiration without cause, Mr. Ghose will be entitled to receive severance in an amount equal to the salary and benefits he was receiving for a period of 12 months following such termination or non-renewal. If the termination is in connection with a "change of control" (as defined), Mr. Ghose would be entitled to severance in an amount equal to the compensation he would have received for a period two years from such termination.

William D. Ellis. On October 20, 2014, we entered into an employment agreement with Mr. William D. Ellis, which was amended in September 2015, pursuant to which he agreed to serve as our General Counsel for a term of three years. The employment agreement provided that Mr. Ellis was to receive an annual base salary of \$350,000, with an annual guaranteed bonus of at least \$60,000. In addition, Mr. Ellis was granted stock options to purchase 60,000 shares of Class A Stock at an exercise price equal to the closing price of our Class A Stock on the date of grant and which will vest in equal annual increments over a three-year period, subject to his remaining in our continuous employ through each annual vesting date.

On February 18, 2016, Mr. Ellis submitted his resignation as our General Counsel and Corporate Secretary. On March 11, 2016, we entered into an agreement with Mr. Ellis, pursuant to which, in consideration of the payment to Mr. Ellis of \$205,010 (to be paid in 19 equal semi-monthly installments of \$10,790) and the vesting of options to acquire 20,000 shares of our Class A Common Stock on October 15, 2016, Mr. Ellis has agreed to be available to advise us on matters on which he previously worked until December 31, 2016. Mr. Ellis' last day of employment was March 11, 2016.

Andrzej J. Matyczynski. Mr. Matyczynski, our former Chief Financial Officer, Treasurer and Corporate Secretary, has a written agreement with our Company that provides for a lump-sum severance payment of \$50,000, provided there has been no termination for cause and subject to certain offsets, and to the payment of his vested benefit under his deferred compensation plan discussed below in the section entitled "Other Elements of Compensation." Mr. Matyczynski resigned as our Corporate Secretary on October 20, 2014 and as our Chief Financial Officer and

Treasurer effective May 11, 2015, but continued as an employee in order to assist in the transition of our new Chief Financial Officer. He was appointed EVP-Global Operations in March 2016.

2016 AND FUTURE COMPENSATION STRUCTURE

Background

In early 2016, our Compensation Committee conducted a thorough evaluation of our compensation policy for executive officers and outside directors to establish a plan that encompasses best corporate practices consistent with our best interests. Our Compensation Committee undertook to review, evaluate, revise and recommend the adoption of new compensation arrangements for our executive and management officers and outside directors. In January 2016, our Compensation Committee retained the international compensation consulting firm of Willis Towers Watson as its advisor in this process and also relied on the advice of our legal counsel, Greenberg Traurig, LLP.

Compensation Committee Charter

On February 29, 2016, our Board adopted the Charter of the Compensation Committee, or the Compensation Committee Charter. In keeping with our intent to implement best practices, the Compensation Committee Charter delegated the following responsibilities to our Compensation Committee:

- in consultation with our senior management, to establish our compensation philosophy and objectives;
- to review and approve all compensation, including salary, bonus, incentive and equity compensation, for our Chief Executive Officer and our executive officers, provided that our Chief Executive Officer may not be present during voting or deliberations on his or her compensation;
- to approve all employment agreements, severance arrangements, change in control provisions and agreements and any special or supplemental benefits applicable to our Chief Executive Officer and other executive officers;
- to approve and adopt, on behalf of our Board, incentive compensation and equity-based compensation plans, or, in the case of plans requiring stockholder approval, to review and recommend such plan to the stockholders;
- to review and discuss with our management and our counsel and auditors, the disclosures made in Compensation Discussion and Analysis and advise our Board whether, in the view of the Committee, the Compensation Discussion and Analysis is, in form and substance, satisfactory for inclusion in our annual report on Form 10-K and proxy statement for the annual meeting of stockholders;
- to prepare an annual compensation committee report for inclusion in our proxy statement for the annual meeting of stockholders in accordance with the applicable rules of the SEC;
- to periodically review and reassess the adequacy of this charter and recommend any proposed changes to the Board for approval;
- to administer our equity-based compensation plans, including the grant of stock options and other equity awards under such plans, the exercise of any discretion accorded to the administrator of all such plans and the interpretation of the provisions of such plans and the terms of any awards made under the plans; and
- to consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Securities Exchange Act of 1934 when determining compensation policies and making decisions on executive compensation.

Under the Compensation Committee Charter, “executive officer” is defined to mean the chief executive officer, president, chief financial officer, chief operating officer, general counsel, principal accounting officer, any executive vice president of the Company and any Managing Director of Reading Entertainment Australia Pty Ltd and/or Reading New Zealand, Ltd.; provided that any compensation determinations pertaining to Ellen M. Cotter and Margaret Cotter will be subject to review and approval by our Board.

As noted above, the Compensation Committee Charter was adopted as part of our Board's implementation of additional corporate best practices measures. The Compensation Committee Charter will apply for the remainder of 2016 and the future, subject to further amendments and modifications by our Board. The Compensation Committee's charter is available on our website at <http://www.readingrdi.com/Committee-Charters>.

The Compensation Committee reviews compensation policies and practices effecting employees in addition to

those applicable to executive officers. The Compensation Committee has determined that it is not reasonably likely that our compensation policies and practices for its employees would have a material adverse effect on our Company.

Executive Compensation

In early 2016, our Compensation Committee met with Willis Towers Watson, our Chief Executive Officer, and our legal counsel, to review the Company's compensation levels, programs and practices. As part of its engagement, Willis Towers Watson reviewed our compensation paid to executive and management officers by position, in light of each person's duties and responsibilities. Willis Towers Watson then compared our top executive and management positions to (i) executive compensation paid by a peer group, and (ii) two surveys, the 2015 Willis Towers Watson Data Services Top Management Survey Report and the 2015 Mercer MBD Executive Compensation Survey, in each case, identified by office position and duties performed by the officer. The peer group utilized by Willis Towers Watson included the following 15 companies:

Arcadia Realty Trust
Associated Estates Realty Corp.
Carmike Cinemas Inc.
Cedar Realty Trust Inc.
Charter Hall Group
EPR Properties
Vicinity Centres
IMAX Corporation

Inland Real Estate Corp.
Kite Realty Group Trust
Marcus Corporation
Pennsylvania Real Estate Investment Trust
Ramco-Gershenson Properties Trust
Urstadt Biddle Properties Inc.
Village Roadshow Ltd.

Willis Towers Watson selected the above peer group noting that the companies selected (i) included 12 United States based companies and three Australian based companies to reflect our geographic operations, and (ii) were comparable to us based on the key financial criteria of being between 1/3rd and three times our revenue.

The executive pay assessment prepared by Willis Towers Watson measured our executive and management compensation against compensation paid by peer group companies and the companies listed in the two surveys based on the 25th, 50th and 75th percentile of such peer group and surveyed companies. The 50th percentile was the median compensation paid by such peer group and surveyed companies to executives performing similar responsibilities and duties.

The Willis Towers Watson assessment compared the base salary, the short term incentive (cash bonus) and long term incentive (equity awards) of the peer and surveyed companies to the base salary, short term incentive and long term incentive provided to our executives. The assessment concluded that, except in a few positions, we were generally competitive in base salary, however, we were not competitive when short-term incentives and long term incentives were included in the total compensation paid to our executives and management.

As a result of the foregoing factors, Willis Towers Watson recommended that we:

- Implement a formal annual incentive opportunity for all executives; and
- Implement a regular annual grant program for long-term incentives.

Our Compensation Committee recommended, and our Board subsequently adopted, a compensation philosophy for our management team members to:

- Attract and retain talented and dedicated management team members;
- Provide overall compensation that is competitive in its industry;
- Correlate annual cash incentives to the achievement of its business and financial objectives; and
- Provide management team members with appropriate long-term incentives aligned with stockholder value.

As part of the compensation philosophy, our compensation focus will be to (1) drive our strategic plan on growth, (2) align officer and management performance with the interests of our stockholders, and (3) encourage retention of our officers and management team members.

In furtherance of the compensation policy and as a result of the extensive deliberations, including consideration of the Willis Towers Watson recommendations, our Compensation Committee adopted an executive and management officer compensation structure for 2016 consisting of:

- A base salary comparable with job description and industry standard;
- A short-term incentive plan based on a combination of factors including overall corporate and division performance as well as individual performance with a target bonus opportunity to be denominated as a percent of base salary with specific goals weightings and pay-out ranges; and
- A long-term incentive or equity awards in line with job description, performance, and industry standards.

Our Compensation Committee's intention is that the compensation structure approved for 2016 will remain in place indefinitely. However, it will review performance and results after the first year and thereafter and evaluate from time to time whether enhancements, changes or other compensation structures are in our and our stockholders best interests.

Reflecting the new approach, our Compensation Committee established (i) 2016 annual base salaries at levels that it believed (based heavily on the data provided by Willis Towers Watson) are generally competitive with executives in our peer group and in other comparable publicly-held companies as described in the executive pay assessment prepared by Willis Towers Watson, (ii) short term incentives in the form of discretionary annual cash bonuses based on the achievement of identified goals and benchmarks, and (iii) long-term incentives in the form of employee stock options and restricted stock units will be used as a retention tool and as a means to further align an executive's long-term interests with those of our stockholders, with the ultimate objective of affording our executives an appropriate incentive to help drive increases in stockholder value.

Our Compensation Committee will evaluate both executive performance and compensation to maintain our ability to attract and retain highly-qualified executives in key positions and to assure that compensation provided to executives remains competitive when compared to the compensation paid to similarly situated executives of companies with whom we compete for executive talent or that we consider comparable to our Company.

Role of Chief Executive Officer in Compensation Decisions

In connection with the implementation of the new compensation structure, our Compensation Committee conducted the thorough review of executive compensation discussed above. Our Compensation Committee engaged in extensive discussions with, and considered with great weight the recommendations of, the Chief Executive Officer as to compensation for executive and management team members other than for the Chief Executive Officer.

Our Compensation Committee expects to perform an annual review of executive compensation, generally in the first quarter of the year following the year in review, with a presentation by the Chief Executive Officer regarding each element of the executive compensation arrangements. At our Compensation Committee's direction, our Chief Executive Officer prepared an executive compensation review for each executive officer (other than the Chief Executive Officer), as well as the full executive team, which included recommendations for:

- 2016 Base Salary
- A proposed year-end short-term incentive in the form of a target cash bonus based on the achievement of certain objectives; and
- A long-term incentive in the form of stock options and restricted stock units for the year under review.

As part of the compensation review, our Chief Executive Officer may also recommend other changes to an executive's compensation arrangements such as a change in the executive's responsibilities. Our Compensation Committee will evaluate the Chief Executive Officer's recommendations and, in its discretion, may accept or reject the recommendations, subject to the terms of any written employment agreements.

Our Compensation Committee met in executive session without our Chief Executive Officer to consider the Chief Executive Officer's compensation, including base salary, cash bonus and equity award, if any. Prior to such executive sessions, our Compensation Committee interviewed our Chief Executive Officer to obtain a better understanding of factors contributing to the Chief Executive Officer's compensation. With the exception of these

executive sessions of our Compensation Committee, as a rule, our Chief Executive Officer participated in all deliberations of the Compensation Committee relating to executive compensation. However, our Compensation Committee also asked our Chief Executive Officer to be excused for certain deliberations with respect to the compensation recommended for Margaret Cotter, the sister of our Chief Executive Officer.

In conjunction with the year-end annual compensation review, or as soon as practicable after the year-end, our Chief Executive Officer will recommend to our Compensation Committee our objectives and other criteria to be utilized for purposes of determining cash bonuses for certain senior executive officers. Our Compensation Committee, in its discretion, may revise the Chief Executive Officer's recommendations. At the end of the year, our Compensation Committee, in consultation with our Chief Executive Officer, will review each performance goal and determine the extent to which the officer achieved such goals. In establishing performance goals, our Compensation Committee expects to consider whether the goals could possibly result in an incentive for any executives to take unwarranted risks in our Company's business and intend to seek to avoid creating any such incentives.

Base Salaries

Our Compensation Committee reviewed the executive pay assessment prepared by Willis Towers Watson and other factors and engaged in extensive deliberation and then recommended the following 2016 base salaries (the 2015 base salaries are shown for comparison purposes) for the following officers. Our Board approved the recommendations of our Compensation Committee on March 10, 2016 for the President and Chief Executive Officer, Chief Financial Officer and our named executive officers, other than William D. Ellis and our prior Chief Executive Officers James J. Cotter, Sr. and James Cotter, Jr.

Name	Title	2015 Base Salary	2016 Base Salary
Ellen Cotter ⁽¹⁾	President and Chief Executive Officer	\$402,000	\$450,000
Dev Ghose ⁽²⁾	EVP, Chief Financial Officer, Treasurer and Corporate Secretary	400,000	400,000
Andrzej J. Matyczynski ⁽³⁾	EVP-Global Operations	324,000	336,000
Robert F. Smerling	President, US Cinemas	350,000	375,000
Wayne Smith ⁽⁴⁾	Managing Director, Australia and New Zealand	274,897 ⁽⁴⁾	282,491 ⁽⁴⁾

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- (1) Ellen M. Cotter was appointed Interim President and Chief Executive Officer on June 12, 2015 and President and Chief Executive Officer on January 8, 2016.
- (2) Dev Ghose was appointed Chief Financial Officer and Treasurer on May 11, 2015. For 2015, Mr. Ghose earned a prorated base salary of \$257,692.
- (3) Andrzej J. Matyczynski was the Company's Chief Financial Officer and Treasurer until May 11, 2015 and thereafter he acted as Strategic Corporate Advisor to the Company. He was appointed EVP-Global Operations on March 10, 2016.
- (4) Mr. Smith was paid in Australian dollars in the amount of AUD\$365,360 (shown in U.S. Dollars in the table above, using the conversion rate of 0.7524). In 2016, Mr. Smith will be paid in Australian dollars in the amount of AUD\$370,000 (shown above in U.S. Dollars using the exchange rate of 0.76349).

Short Term Incentives

The Short Term Incentives authorized by our Compensation Committee and our Board provides our executive officers and other management team members, who are selected to participate, with an opportunity to earn an annual cash bonus based upon the achievement of certain company financial goals, division goals and individual goals, established by our Chief Executive Officer and approved by our Compensation Committee and our Board (in future

years, under the Compensation Committee Charter approved by our Board on March 10, 2016, our Compensation Committee will have full authority to approve these matters). Specifically, a participant in the short-term incentive plan will be advised of his or her annual potential target bonus expressed as a percentage of the participant's base salary and by dollar amount. The participant will be eligible for a short-term incentive bonus once the participant achieves goals identified at the beginning of the year for a threshold target, the potential target or potential maximum target bonus opportunity. The bonus will vary depending upon the achievements made by the individual participants, the division and the corporation. Corporate goals for 2016 will include levels of earnings before interest, depreciation, taxes and amortization ("non-GAAP Operating Income") and property development milestones. Division goals for 2016 will include levels of division cash flow and division milestones and individual goals will include specific unique performance goals specific to the individual's position with us. Each of the corporate, division and individual goals carries a different percentage weight in determining the officer's or other team member's bonus for the year.

Ms. Ellen M. Cotter, our President and Chief Executive Officer, has a potential target bonus opportunity of 95% of Base Salary, or \$427,500 at target based on Ms. Cotter's achievement of her performance goals and over achievement of corporate goals discussed above. Of that potential target bonus opportunity, a threshold bonus of \$213,750 may be achieved based upon Ms. Cotter's achievement of certain performance goals and our achievement of certain corporate goals, and a potential maximum target of \$641,250 is based on achieving additional performance goals. Ms. Cotter's aggregate annual bonus opportunity can range from \$0 to \$641,250. Mr. Dev Ghose, our EVP, Chief Financial Officer, Treasurer and Corporate Secretary, has a potential target bonus opportunity of 50% of Base Salary, or \$200,000 at target, which is based on achievement of his performance goals and our achievement of corporate goals, as discussed above. Mr. Ghose's aggregate annual bonus opportunity can range from \$0 to \$300,000 (the maximum potential target if additional performance goals are met by Mr. Ghose). Mr. Andrzej J. Matyczynski, our EVP - Global Operations, has a target bonus opportunity of 50% of Base Salary, or \$168,000 at target, which is based on achievement of his performance goals, our achievement of corporate goals and certain divisional goals. Mr. Matyczynski's aggregate annual bonus opportunity can range from \$0 to \$252,000 (the maximum potential target if additional performance goals are met by Mr. Matyczynski). Mr. Robert Smerling, President, US Cinemas, has a target bonus opportunity of 30% of base pay, or \$112,500 at target, which is based on achievement of his performance goals, our achievement of corporate goals and certain divisional goals. Mr. Smerling's aggregate annual bonus opportunity can range from \$0 to \$168,750 (the maximum potential target if additional performance goals are met by Mr. Smerling). Mr. Wayne Smith, Managing Director, Australia and New Zealand, has a target bonus opportunity of 40% of Base Salary, or A\$148,000 at target, which is based on achievement of his performance goals, our achievement of corporate goals and certain divisional goals. Mr. Smith's aggregate annual bonus opportunity can range from A\$0 to A\$222,000 (the maximum potential target if additional performance goals are met by Mr. Smith). The positions of other management team members have target bonus opportunities ranging from 20% to 30% of Base Salary based on achievement certain goals. The highest level of achievement, participants may be eligible to receive up to a maximum of 150% of his or her target bonus amount.

Long-Term Incentives

Long-Term incentives will utilize the equity-based plan under our 2010 Incentive Stock Plan, as amended (the "2010 Plan"). For 2016, executive and management team participants will receive awards in the following forms: 50% time-based restricted stock units and 50% non-statutory stock options. The grants of restricted stock units and options will vest ratably over a four (4) year period with 1/4th vesting on each anniversary date of the grant date.

On March 10, 2016, the following grants were made:

Name	Title	Dollar Amount of Restricted Stock Units	Dollar Amount of Non-Statutory Stock Options⁽¹⁾
Ellen M. Cotter	President and Chief Executive Officer	\$150,000	\$150,000
Dev Ghose ⁽²⁾	EVP, Chief Financial Officer, Treasurer and Corporate Secretary	0	0
Andrzej J. Matyczynski	EVP Global Operations	37,500	37,500

Robert F. Smerling	President, US Cinemas	50,000	50,000
Wayne Smith	Managing Director, Australia and New Zealand	27,000 ⁽³⁾	27,000 ⁽³⁾

- (1) The number of shares of stock to be issued will be calculated using the Black Scholes pricing model as of the date of grant of the award.
- (2) Mr. Dev Ghose was awarded 100,000 non-statutory stock options vesting over a 4-year period on commencing on Mr. Ghose's first day of employment or May 11, 2015.
- (3) Although Mr. Smith was paid 50% of \$75,000 in Australian Dollars, the amount shown above is quoted in U.S. Dollars.

All long-term incentive awards will be subject to other terms and conditions set forth in the 2010 Plan and award grant.

Other Elements of Compensation

Retirement Plans

We maintain a 401(k) retirement savings plan that allows eligible employees to defer a portion of their compensation, within limits prescribed by the Internal Revenue Code, on a pre-tax basis through contributions to the plan. Our named executive officers other than Mr. Smith, who is a non-resident of the U.S., are eligible to participate in the 401(k) plan on the same terms as other full-time employees generally. Currently, we match contributions made by participants in the 401(k) plan up to a specified percentage, and these matching contributions are fully vested as of the date on which the contribution is made. We believe that providing a vehicle for tax-deferred retirement savings through our 401(k) plan, and making fully vested matching contributions, adds to the overall desirability of our executive compensation package and further incentivizes our employees, including our named executive officers, in accordance with our compensation policies.

Other Retirement Plans

During 2012, Mr. Matyczynski was granted an unfunded, nonqualified deferred compensation plan ("DCP") that was partially vested and was to vest further so long as he remained in our continuous employ. The DCP allowed Mr. Matyczynski to defer part of the cash portion of his compensation, subject to annual limits set forth in the DCP. The funds held pursuant to the DCP are not segregated and do not accrue interest or other earnings. If Mr. Matyczynski were to be terminated for cause, then the total vested amount would be reduced to zero. The incremental amount vested each year was made subject to review and approval by our Board. Please see the "Nonqualified Deferred Compensation" table for additional information. In addition, Mr. Matyczynski is entitled to a lump-sum severance payment of \$50,000, provided there has been no termination for cause and subject to certain offsets, upon his retirement.

Upon the termination of Mr. Matyczynski's employment, he will also be entitled under the DCP agreement to payment of the vested benefits under his DCP in annual installments following the later of (a) 30 days following Mr. Matyczynski's 65th birthday or (b) six months after his separation from service for reasons other than his death or termination for cause. The DCP was to vest over seven years and with full vesting to occur in 2019 at \$1,000,000 in deferred compensation. However, in connection with his changed employment to EVP - Global Operations, the Company and Mr. Matyczynski agreed that the Company would cease making contributions to the DCP on April 15, 2016 and that the final contributions by the Company to the DCP would be \$150,000 for 2015, and \$21,875 for 2016, satisfying the Company's total contribution obligations under the DCP at an amount of \$621,875.

The DCP is an unfunded contractual obligation of the Company. DCP benefits are paid from the general assets of the Company. However, the Company reserves the right to establish a grantor trust from which DCP benefits may be paid.

In March 2016, the Compensation Committee approved a one-time retirement benefit for Robert Smerling, President, Cinema Operations, due to his significant long term service to the Company. The retirement benefit an amount equal to the average of the two highest total cash compensation (base salary plus cash bonus) years paid to Mr. Smerling in the then most recently completed five year period.

We currently maintain no other retirement plan for our named executive officers.

Key Person Insurance

We maintain life insurance on certain individuals who we believe to be key to our management. In 2015, these individuals included James Cotter, Jr. (through September 13, 2015), Ellen M. Cotter, Margaret Cotter, William Ellis, Dev Ghose, Andrzej Matyczynski, Robert Smerling, Craig Tompkins and Wayne Smith. If such individual ceases to be our employee, Director or independent contractor, as the case may be, she or he is permitted, by assuming responsibility for all future premium payments, to replace our Company as the beneficiary under such policy. These policies allow each such individual to purchase up to an equal amount of insurance for such individual's own benefit. In the case of our employees, the premium for both the insurance as to which we are the beneficiary and the insurance as to which our employee is the beneficiary, is paid by us. In the case of named executive officers, the premium paid by us for the benefit of such individual is reflected in the Compensation Table in the column captioned "All Other Compensation."

Employee Benefits and Perquisites

Our named executive officers are eligible to participate in our health and welfare plans to the same extent as all full-time employees generally. We do not generally provide our named executive officers with perquisites or other personal benefits. Historically, many of our other named executive officers also received an automobile allowance. The table below shows car allowances granted to certain officers under their employment agreements or arrangements. From time to time, we may provide other perquisites to one or more of our other named executive officers.

Officer	Annual Allowance (\$)
Dev Ghose	12,000
William Ellis ⁽¹⁾	15,000
Andrzej J. Matyczynski	12,000
Ellen M. Cotter	13,800
James Cotter, Jr. ⁽¹⁾	15,000
Robert F. Smerling	18,000

(1) Mr. Ellis and Mr. Cotter, Jr. are no longer employees of the Company.

Tax and Accounting Considerations

Deductibility of Executive Compensation

Subject to an exception for "performance-based compensation," Section 162(m) of the Internal Revenue Code generally prohibits publicly held corporations from deducting for federal income tax purposes annual compensation paid to any senior executive officer to the extent that such annual compensation exceeds \$1.0 million. Our Compensation Committee and our Board consider the limits on deductibility under Section 162(m) in establishing executive compensation, but retain the discretion to authorize the payment of compensation that exceeds the limit on deductibility under this Section.

Nonqualified Deferred Compensation

We believe we are operating, where applicable, in compliance with the tax rules applicable to nonqualified deferred compensation arrangements.

Say on Pay

At our Annual Meeting of Stockholders held on May 15, 2014, we held an advisory vote on executive compensation. Our stockholders voted in favor of our Company's executive compensation. The Compensation

Committee reviewed the results of the advisory vote on executive compensation in 2014 and did not make any changes to our compensation based on the results of the vote. We expect that our next advisory vote of our stockholders on executive compensation will be at our 2017 Annual Meeting of Stockholders.

Compensation Committee Interlocks and Insider Participation

Our Compensation Committee is currently composed of Mr. Kane, who serves as Chair, Dr. Coddington, and Mr. McEachern. Mr. Storey, who served on our Board until October 11, 2015, served on our Compensation Committee until that date. Mr. Adams served until May 14, 2016, and was succeeded by Mr. McEachern. None of the members of the Compensation Committee was an officer or employee of the Company at any time during 2015. None of our executive officers serves as a member of the board of directors or compensation committee of any entity that has or had one or more executive officers serving as a member of our Board or Compensation Committee.

REPORT OF THE COMPENSATION COMMITTEE

The Compensation Committee has reviewed and discussed with management the “Compensation Discussion and Analysis” required by Item 401(b) of Regulation S-K and, based on such review and discussions, has recommended to our Board that the foregoing “Compensation Discussion and Analysis” be included in this Proxy Statement.

Respectfully submitted,

Edward L. Kane, Chair
Guy W. Adams
Judy Coddington

Executive Compensation

This section discusses the material components of the compensation program for our executive officers named in the 2015 Summary Compensation Table below. In 2015, our named executive officers and their positions were as follows:

- Ellen M. Cotter, Chair of the Board, President and Chief Executive Officer, interim President and Chief Executive Officer, Chief Operating Officer – Domestic Cinemas and Chief Executive Officer of Consolidated Entertainment, LLC.
- Dev Ghose, Chief Financial Officer and Treasurer.
- William D. Ellis, General Counsel and Corporate Secretary
- Robert F. Smerling, President – Domestic Cinema Operations.
- Wayne Smith, Managing Director – Australia and New Zealand.
- James Cotter, Jr., former Vice Chair, President and Chief Executive Officer.
- Andrzej J. Matyczynski, former Chief Financial Officer, Treasurer and Corporate Secretary.

Summary Compensation Table

The following table shows the compensation paid or accrued during the last three fiscal years ended December 31, 2015 to (i) Mr. James Cotter, Jr., who served as our principal executive officer until June 12, 2015, (ii) Ellen M. Cotter, who served as our interim principal executive officer from June 12, 2015 through December 31, 2015, (iii) Mr. Andrzej J. Matyczynski, who served as our Chief Financial Officer and Treasurer until May 11, 2015, and (iv) Mr. Dev Ghose, who served as our Chief Financial Officer starting May 11, 2015, and (v) the other three most highly compensated persons who served as executive officers in 2015. The following executives are herein referred to as our “named executive officers.”

						Change in Pension Value and Nonqualified Deferred Compensation Earning (\$)	All Other Compensation (\$)	Total (\$)
	Year	Salary (\$)	Bonus (\$)	Stock Awards \$(1)	Option Awards \$(1)			
Ellen M. Cotter ⁽²⁾	2015	402,000	250,000	--	--	--	25,465 ⁽³⁾	677,465
Interim	2014	335,000	--	--	--	--	75,190 ⁽³⁾⁽⁴⁾	410,190
President and Chief Executive Officer, Chief Operating Officer - Domestic Cinemas	2013	335,000	--	--	--	--	24,915 ⁽³⁾	359,915
James Cotter, Jr. ⁽⁵⁾	2015	195,417	--	--	50,027-	--	16,161 ⁽³⁾	261,605
Former	2014	335,000	--	--	50,027-	--	26,051 ⁽³⁾	411,078
President and Chief Executive Officer	2013	195,417	--	--	29,182-	--	9,346 ⁽³⁾	233,945
Dev Ghose ⁽⁶⁾	2015	257,692	75,000		382,334	--	15,730 ⁽³⁾	407,005
Chief Financial Officer and Treasurer	2014	--	--	--	--	--	--	--
	2013	--	--	--	--	--	--	--
Andrzej J. Matyczynski ⁽⁷⁾	2015	324,000			33,010	150,000 (8)	27,140 ⁽³⁾	534,150
Former Chief Financial Officer and Treasurer	2014	308,640			33,010	150,000 (8)	26,380 ⁽³⁾	518,030
	2013	308,640	35,000	--	33,010	50,000 (8)	25,755 ⁽³⁾	452,405
William Ellis	2015	350,000	60,000		57,194		28,330 ⁽³⁾	495,524
General Counsel ⁽¹⁰⁾	2014	71,795	10,000		9,532		2,500 ⁽³⁾	93,827
	2013	--	--	--	--	--	--	--
Robert F. Smerling	2015	350,000	75,000	--	--	--	22,899 ⁽³⁾	447,899
President –	2014	350,000	65,000	--	--	--	22,421 ⁽³⁾	437,421
Domestic Cinema Operations	2013	350,000	25,000	--	--	--	21,981 ⁽³⁾	396,981
Wayne Smith ⁽¹¹⁾	2015	274,897	71,478	--	--	--	2,600 ⁽³⁾	348,975
Managing Director	2014	324,295	72,216	--	--	--	2,340 ⁽³⁾	398,851
-Australia and New Zealand	2013	340,393	48,420	--	--	--	2,075 ⁽³⁾	390,888

- (1) Amounts represent the aggregate grant date fair value of awards computed in accordance with ASC Topic 718, excluding the effects of any estimated forfeitures. The assumptions used in the valuation of these awards are discussed in the Notes to our consolidated financial statements. Amounts do not include the value of restricted stock units that will not vest within 60 days following the date of which this information is provided.
- (2) Ms. Ellen M. Cotter was appointed our interim President and Chief Executive Officer on June 12, 2015.
- (3) Includes our matching employer contributions under our 401(k) plan, the imputed tax of key person insurance, and any automobile allowances. Aside from the car allowances only the employer contributions for the 401(k) plan exceeded \$10,000, see table below. See the table in the section entitled “Employee Benefits and Perquisites” for the

amount of each individual's car allowance.

Employer Contribution for 401(k) Plan

Name	2015	2014	2013
Ellen M. Cotter	\$10,600	\$10,400	\$10,200
James Cotter, Jr.	6,700	10,400	0
Dev Ghose	4,000	0	0
Andrzej J. Matyczynski	10,600	10,400	10,200
William Ellis	10,500	0	0
Robert F. Smerling	0	0	0
Wayne Smith	0	0	0

- (4) Includes a \$50,000 tax gross-up for taxes incurred as a result of the exercise of nonqualified stock options that were intended to be issued as incentive stock options.
- (5) Mr. Cotter, Jr., served as our Chief Executive Officer until June 12, 2015. In the case of Mr. Cotter Jr., the "All Other Compensation" column includes \$43,750 in severance payments paid pursuant to Mr. Cotter Jr.'s employment agreement. Of this amount, the Company has a claim against Mr. Cotter Jr. for approximately \$18,000, which, if the Company is successful in this claim, may be recovered from Mr. Cotter Jr.
- (6) Mr. Ghose became Chief Financial Officer and Treasurer on May 11, 2015, as such, he was paid a prorated amount of his \$400,000 salary for 2015.
- (7) Mr. Matyczynski resigned as our Chief Financial Officer and Treasurer on May 11, 2015, and acted as our Strategic Corporate Advisor until March 10, 2016.
- (8) Represents the increase in the vested benefit of the DCP for Mr. Matyczynski. Payment of the vested benefit under his DCP will be made in accordance with the terms of the DCP.
- (9) Mr. Cotter, Jr. had an annual base salary of \$335,000 for 2015. As his employment ended in June 2015, Mr. Cotter, Jr. earned a prorated base salary of \$195,417 for 2015, which includes his severance payment paid through the end of July 2015.
- (10) Mr. Ellis became General Counsel and Corporate Secretary on October 20, 2014 as such he was paid a prorated amount of his \$350,000 salary in 2014. Mr. Ellis submitted his resignation on February 18, 2016.
- (11) Mr. Smith is paid in Australian Dollars. Amounts in the table above are shown in U.S. Dollars, using the conversion rates of 0.9684 for 2013, 0.9027 for 2014 and 0.7524 for 2015.

Grants of Plan-Based Awards

The following table contains information concerning the stock grants made to our named executive officers for the year ended December 31, 2015:

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Futures Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Securities Underlying Options (#)(2)	Exercise or Base Price of Option Award (\$/share) (3)	Grant Date Fair Value of Stock and Option Awards (\$) (4)
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)	(1)	(#)(2)	(3)	(4)
Ellen M. Cotter	-	-	-	-	-	-	-	-	-	-	-
James Cotter, Jr.	-	-	-	-	-	-	-	-	-	-	-

Dev Ghose	5-11-2015	-	-	--	-	-	-	100,000	13.42	\$382,334
Andrzej J. Matyczynski	-	-	-	--	-	-	-	-	-	-
William Ellis	-	-	-	--	-	-	-	-	-	-
Robert F. Smerling	-	-	-	---	-	-	-	-	-	-
Wayne Smith (1)	7-16-2015	-	-	-	-	-	-	6,000	-	\$84,000

- (1) Mr. Wayne Smith was issued an award of restricted Class A Common Stock, which vests in equal installments on May 13, 2015 and May 13, 2016. The closing price per share for the Class A Common Stock on the date of grant was \$14.00. The awards issued to Mr. Wayne Smith are related to his prior-year performance.
- (2) Mr. Dev Ghose was issued an option to purchase 100,000 shares of Class A Common Stock at the commencement of his employment, which award vests in four equal installments.
- (3) Options are granted with an exercise price equal to the closing price per share on the date of grant.
- (4) Represents the total option value estimated as per ASC 718.

Nonqualified Deferred Compensation

Name	Executive contributions in 2015 (\$)	Registrant contributions in 2015 (\$)	Aggregate earnings in 2015 (\$)	Aggregate withdrawals/distributions (\$)	Aggregate balance at December 31, 2015 (\$)
Andrzej J. Matyczynski	0	150,000	0	0	600,000

See “Potential Payments upon Termination of Employment or Change in Control”.

On May 13, 2010, our stockholders approved the Plan at the annual meeting of stockholders in accordance with the recommendation of the Board of the Company. The Plan provides for awards of stock options, restricted stock, bonus stock, and stock appreciation rights to eligible employees, Directors, and consultants. The Board approved an amendment to the Plan to permit the award of restricted stock units on March 10, 2016. The Plan permits issuance of a maximum of 1,250,000 shares of Class A Stock. The Plan expires automatically on March 11, 2020.

Equity incentive bonuses may be awarded to align our executives’ long-term compensation to appreciation in stockholder value over time and, so long as such grants are within the parameters of the Plan, historically were entirely discretionary on the part of Mr. Cotter, Sr. Other stock grants are subject to Board approval. Equity awards may include stock options, restricted stock, bonus stock, or stock appreciation rights.

If awarded, it is generally our policy to value stock options and restricted stock at the closing price of our common stock as reported on the NASDAQ Stock Market on the date the award is approved or on the date of hire, if the stock is granted as a recruitment incentive. When stock is granted as bonus compensation for a particular transaction, the award may be based on the market price on a date calculated from the closing date of the relevant transaction. Awards may also be subject to vesting and limitations on voting or other rights.

Outstanding Equity Awards

The following table sets forth outstanding equity awards held by our named executive officers as of December 31, 2015 under the Plan:

Outstanding Equity Awards at Year Ended December 31, 2015

	Class	Option Awards				Stock Awards	
		Number of Shares Underlying Unexercised Options Exercisable	Number of Shares Underlying Unexercised Options Unexercisable	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock that Have Not Vested	Market Value of Shares or Units that Have Not Vested (\$)
James Cotter, Jr. ⁽¹⁾	A	25,000	20,000	6.31	06/02/2018	0	0
Ellen M. Cotter	A	20,000	--	5.55	03/06/2018	0	0
William Ellis ⁽²⁾	A	8,815	40,000	8.94	12/31/2016	0	0
Dev Ghose	A	25,000 ⁽³⁾	75,000	13.42	05/10/2020	0	0
Andrzej J. Matczynski	A	25,000	--	6.02	08/22/2022	0	0
Robert F. Smerling	A	43,750	--	10.24	05/08/2017	0	0
Wayne Smith	A	--	--	--	--	3,000 ⁽⁴⁾	42,000

- (1) Mr. Cotter, Jr. has stated that he has unvested options to acquire 50,000 shares of Class A Stock at an exercise price of \$6.31 per share, expiring February 6, 2018, of an original stock option grant of 100,000 Class A Stock. Mr. Cotter, Jr. exercised 50,000 stock options in June 2015. The Company's position is that all unvested options expired upon the termination of Mr. Cotter, Jr.'s employment. The matter is under review by the Compensation Committee.
- (2) Mr. Ellis submitted his resignation on February 18, 2016, effective March 11, 2016. As part of his separation agreement, 20,000 of the 40,000 remaining unvested shares will vest on October 20, 2016. Thereafter, no additional options will vest.
- (3) 25,000 of Mr. Ghose's options vested on May 11, 2016.
- (4) Mr. Smith was granted 6,000 restricted shares of Class A stock on July 16, 2015, which vest over two years in annual installments.

Option Exercises and Stock Vested

The following table contains information for our named executive officers concerning the option awards that were exercised and stock awards that vested during the year ended December 31, 2015:

Name	Class	Option Awards		Stock Awards	
		Number of Shares Acquired on Exercise	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting	Value Realized on Vesting (\$)
James J. Cotter, Sr.	B	100,000	1,024,000	--	--
James Cotter, Jr. ⁽¹⁾	A	50,000	315,500	--	--
James Cotter, Jr.	A	12,500	48,375	--	--
James Cotter, Jr.	A	10,000	83,500	--	--
Ellen M. Cotter	B	50,000	512,000	--	--

Andrzej J.
Matyczynski

A

35,100

180,063

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- (1) Mr. Cotter, Jr. has stated that he has unvested options to acquire 50,000 shares of Class A Stock at an exercise price of \$6.31 per share, expiring February 6, 2018, of an original stock option grant of 100,000 Class A Stock. Mr. Cotter, Jr. exercised 50,000 stock options in June 2015. The Company's position is that all unvested options expired upon the termination of Mr. Cotter, Jr.'s employment. The matter is under review by the Compensation Committee.

Equity Compensation Plan Information

The following table sets forth, as of December 31, 2015, a summary of certain information related to our equity incentive plans under which our equity securities are authorized for issuance:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders ⁽¹⁾	486,565	(2) \$ 8.68	551,800
Equity compensation plans not approved by security holders			
Total	486,565		

- (1) These plans are the Company's 1999 Stock Option Plan and 2010 Stock Incentive Plan.

- (2) Represents outstanding options only.

Pension Benefits

The following table contains information concerning pension plans for each of the named executive officers for the year ended December 31, 2015:

Name	Plan Name	Number of Years of Credited Service	Present Value of Accumulated Benefit as of 12/31/2015 (\$)	Payments During Last Fiscal Year (\$)
Andrzej J. Matyczynski	DCP	6	600,000	\$ --

Potential Payments upon Termination of Employment or Change in Control

The following paragraphs provide information regarding potential payments to each of our named executive officers in connection with certain termination events, including a termination related to a change of control of the Company, as of December 31, 2015:

Mr. Dev Ghose – Termination without Cause. Under his employment agreement, we may terminate Mr. Ghose’s employment with or without cause (as defined) at any time. If we terminate his employment without cause or fail to renew his employment agreement upon expiration without cause, Mr. Ghose will be entitled to receive severance in an amount equal to the salary and benefits he was receiving for a period of 12 months following such termination or non-renewal. If the termination is in connection with a “change of control” (as defined), Mr. Ghose would be entitled to severance in an amount equal to the compensation he would have received for a period two years from such termination.

Mr. William Ellis – Termination without Cause. Mr. Ellis resigned his employment effective March 11, 2016. We have entered into a separation agreement with Mr. Ellis which provides, among other things, that, in consideration of the payment to Mr. Ellis of \$205,010 (to be paid in 19 equal semi-monthly installments of \$10,790) and the vesting of options to acquire 20,000 shares of our Class A Common Stock on October 15, 2016, Mr. Ellis has agreed to be available to advise us on matters on which he previously worked until December 31, 2016. Mr. Ellis’ employment agreement contained a noncompetition clause that did not extend beyond his termination.

Mr. Wayne Smith — Termination of Employment for Failing to Meet Performance Standards. If Mr. Smith’s employment is terminated by the Board for failing to meet the standards of his anticipated performance, Mr. Smith will be entitled to a severance payment of six months’ base salary.

Mr. Andrzej J. Matyczynski – Deferred Compensation Benefits. During 2012, Mr. Matyczynski was granted an unfunded, nonqualified deferred compensation plan (“DCP”) that was partially vested and was to vest further so long as he remained in our continuous employ. If Mr. Matyczynski were to be terminated for cause, then the total vested amount would be reduced to zero. The incremental amount vested each year was made subject to review and approval by our Board. Please see the “*Nonqualified Deferred Compensation*” table for additional information.

Upon the termination of Mr. Matyczynski’s employment, he will be entitled under the DCP agreement to payment of the vested benefits under his DCP in annual installments following the later of (a) 30 days following Mr. Matyczynski’s 65th birthday or (b) six months after his separation from service for reasons other than his death or termination for cause. The DCP was to vest over seven years and with full vesting to occur in 2019 at \$1,000,000 in deferred compensation. However, in connection with his employment as EVP Global Operations, the Company and Mr. Matyczynski agreed that the Company would cease making contributions to the DCP on April 15, 2016 and that the final contributions by the Company to the DCP would be \$150,000 for 2015 and \$21,875 for 2016, satisfying the Company’s obligations under the DCP. Mr. Matyczynski’s agreement contains nonsolicitation provisions that extend for one year after his retirement.

Under Mr. Matyczynski’s agreement, on his retirement date and provided there has not been a termination for cause, Mr. Matyczynski will be entitled to a lump sum severance payment in an amount equal to \$50,000, less certain offsets.

Robert F. Smerling – Retirement Benefit. In March 2016, the Compensation Committee approved a one-time retirement benefit for Robert Smerling, President, Cinema Operations, due to his significant long-term service to the Company. The retirement benefit is the average of the two highest total cash compensation (base salary plus cash bonus) years paid to Mr. Smerling in the then most recently completed five year period.

No other named executive officers currently have employment agreements or other arrangements providing benefits upon termination or a change of control. The table below shows the maximum benefits that would be payable to each person listed above in the event of such person’s termination without cause or termination in connection with a change in control, if such events had occurred on December 31, 2015, at price equal to the closing price of the Class A stock on that date, which was of \$13.11.

Mr. Ellis’ agreement terminated when his employment ended as of March 11, 2016. As such, his information is excluded from the table below.

	Payable on upon Termination without Cause (\$)			Payable upon Termination in Connection with a Change in Control (\$)			Payable upon Retirement (\$)
	Severance Payments	Value of Vested Stock Options	Value of Health Benefits	Severance Payments	Value of Vested Stock Options	Value of Unvested Stock Options Accelerated	Benefits Payable under Retirement Plans or the DCP
Ellen Cotter	0	151,200	0	0	151,200	0	0
Dev Ghose	400,000	0	23,040	800,000	0	0	0
Wayne Smith	175,000	39,330 ⁽¹⁾	0	0	39,330 ⁽¹⁾	39,330 ⁽¹⁾	0
Andrzej J. Matyczynski	50,000 ⁽²⁾	177,250	0	0	177,250	0	600,000
Robert F. Smerling	0	125,562	0	0	125,562	0	415,000 ⁽³⁾

- (1) Represents value of restricted stock award rather than stock option.
- (2) Mr. Matyczynski's severance payment is payable upon his retirement, and is subject to certain offsets as set forth in his agreement, and is subject to certain offsets.
- (3) Mr. Smerling's one-time retirement benefit is based on the average of the two highest total cash compensation years paid to Mr. Smerling in the most recently completed five-year period. The figure quoted in the table represents the average of total compensation paid for years 2015 and 2014.

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

The members of our Audit Committee are Douglas McEachern, who serves as Chair, Edward Kane, and Michael Wrotniak. Management presents all potential related party transactions to the Audit Committee for review. Our Audit Committee reviews whether a given related party transaction is beneficial to our Company, and approves or bars the transaction after a thorough analysis. Only Committee members disinterested in the transaction in question participate in the determination of whether the transaction may proceed. See the discussion entitled "Review, Approval or Ratification of Transactions with Related Persons" for additional information regarding the review process.

Sutton Hill Capital

In 2001, we entered into a transaction with Sutton Hill Capital, LLC ("SHC") regarding the master leasing, with an option to purchase, of certain cinemas located in Manhattan including our Village East and Cinemas 1, 2, 3 theaters. In connection with that transaction, we also agreed (i) to lend certain amounts to SHC, to provide liquidity in its investment, pending our determination whether or not to exercise our option to purchase and (ii) to manage the 86th Street Cinema on a fee basis. SHC is a limited liability company owned in equal shares by the Cotter Estate and/or the Cotter Trust and a third party.

As previously reported, over the years, two of the cinemas subject to the master leasing agreement have been redeveloped and one (the Cinemas 1, 2, 3 discussed below) has been acquired. The Village East is the only cinema that remains subject to this master lease. We paid an annual rent of \$590,000 for this cinema to SHC in each of 2015, 2014, and 2013. During this same period, we received management fees from the 86th Street Cinema of \$151,000, \$123,000 and \$183,000.

In 2005, we acquired (i) from a third party the fee interest underlying the Cinemas 1, 2, 3, and (ii) from SHC its interest in the ground lease estate underlying and the improvements constituting the Cinemas 1, 2, 3. The ground lease estate and the improvements acquired from SHC were originally a part of the master lease transaction, discussed above.

In connection with that transaction, we granted to SHC an option to acquire at cost a 25% interest in the special purpose entity (Sutton Hill Properties, LLC ("SHP")) formed to acquire these fee, leasehold and improvements interests. On June 28, 2007, SHC exercised this option, paying \$3.0 million and assuming a proportionate share of SHP's liabilities. At the time of the option exercise and the closing of the acquisition of the 25% interest, SHP had debt of \$26.9 million, including a \$2.9 million, non-interest bearing intercompany loan from the Company. As of December 31, 2015, SHP had debt of \$19.4 million (again, including the intercompany loan). Since the acquisition by SHC of its 25% interest, SHP has covered its operating costs and debt service through cash flow from the Cinemas 1, 2, 3, (ii) borrowings from third parties, and (iii) pro-rata contributions from the members. We receive an annual management fee equal to 5% of SHP's gross income for managing the cinema and the property, amounting to \$153,000, \$123,000 and \$183,000 in 2015, 2014, and 2013, respectively. This management fee was modified in 2015, as discussed below, retroactive to December 1, 2014.

On June 29, 2010, we agreed to extend our existing lease from SHC of the Village East Cinema by 10 years, with a new termination date of June 30, 2020. This amendment was reviewed and approved by our Audit Committee. The Village East lease includes a sub-lease of the ground underlying the cinema that is subject to a longer-term ground lease between SHC and an unrelated third party that expires in June 2031 (the "cinema ground lease"). The extended lease provides for a call option pursuant to which Reading may purchase the cinema ground lease for \$5.9 million at the end of the lease term. Additionally, the lease has a put option pursuant to which SHC may require Reading to purchase all or a portion of SHC's interest in the existing cinema lease and the cinema ground lease at any time between July 1, 2013 and December 4, 2019. SHC's put option may be exercised on one or more occasions in increments of not less than \$100,000 each. We recorded the Village East Cinema building as a property asset of \$4.7 million on our balance sheet based on the cost carry-over basis from an entity under common control with a corresponding capital lease liability of \$5.9 million.

In February 2015, SHP and we entered into an amendment to the management agreement dated as of June 27, 2007 between SHP and us. The amendment, which was retroactive to December 1, 2014, memorialized our undertaking to SHP with respect to \$750,000 (the "Renovation Funding Amount") of renovations to Cinemas 1, 2, 3 funded or to be funded by us. In consideration of our funding of the renovations, our annual management fee under the management agreement was increased commencing January 1, 2015 by an amount equivalent to 100% of any incremental positive cash flow of Cinemas 1, 2, 3 over the average annual positive cash flow of the Cinemas 1, 2, 3 over the three-year period ended December 31, 2014 (not to exceed a cumulative aggregate amount equal to the Renovation Funding Amount), plus a 15% annual cash-on-cash return on the balance outstanding from time to time of the Renovation Funding Amount, payable at the time of the payment of the annual management fee. Under the amended management agreement, we are entitled to retain ownership of (and any right to depreciate) any furniture, fixtures and equipment purchased by us in connection with such renovation and have the right (but not the obligation) to remove all such furniture, fixtures and equipment (at our own cost and expense) from the Cinemas upon the termination of the management agreement. The amendment also provides that, during the term of the management agreement, SHP will be responsible for the cost of repair and maintenance of the renovations. In 2015, we received a management fee of \$153,000. This amendment was approved by SHC and by the Audit Committee of our Board.

OBI Management Agreement

Pursuant to a Theater Management Agreement (the "Management Agreement"), our live theater operations were, until recently, managed by Off-Broadway Investments, LLC ("OBI Management"), which is wholly owned by Ms. Margaret Cotter, the daughter of the late Mr. James J. Cotter, Sr., the sister of Ellen M. Cotter and James Cotter, Jr., and a member of our Board. The Management Agreement was terminated effective March 10, 2016 in connection with the retention by our Company of Margaret Cotter as a full time employee. The Theater Management Agreement generally provided for the payment of a combination of fixed and incentive fees for the management of our four live theaters. Historically, these fees have equated to approximately 21% of the net cash flow generated by these properties. OBI was paid \$589,000 with respect to 2015. This includes \$389,000 for theater management services performed in 2015 and \$200,000 for property development services with respect to our Company's Union Square and Cinemas 1,2,3 properties, some of which property development services were provided in periods prior to 2015 and during the period ended March 10, 2016. We paid \$397,000 and \$401,000 in fees for theater management services with respect to 2014, and 2013, respectively. No fees were paid in these periods for property development services. We also reimbursed OBI for certain travel expenses, shared the cost of an administrative assistant, and provided office space at our New York offices. The fees payable to OBI for the period January 1, 2016 through and including March 9, 2016, will be prorated.

OBI Management historically conducted its operations from our office facilities on a rent-free basis, and we shared the cost of one administrative employee of OBI Management. We reimbursed travel related expenses for OBI Management personnel with respect to travel between New York City and Chicago in connection with the management of the Royal George complex. Other than these expenses, OBI Management was responsible for all of its costs and expenses related to the performance of its management functions. The Management Agreement renewed automatically each year unless either party gave at least six months' prior notice of its determination to allow the Management Agreement to expire. In addition, we could terminate the Management Agreement at any time for cause.

Effective March 10, 2016, Margaret Cotter became a full time employee of the Company and the Management Agreement was terminated. As Executive Vice-President Real Estate Management and Development - NYC, Ms. Cotter will continue to be responsible for the management of our live theater assets, will continue her role heading up the pre-redevelopment of our New York properties and will be our senior executive responsible for the actual redevelopment of our New York properties. Pursuant to the termination agreement, Ms. Cotter has given up any right she might otherwise have, through OBI, to income from STOMP.

Ms. Cotter's compensation as Executive Vice-President was set as part of an extensive executive compensation process. For 2016, Ms. Cotter's base salary will be \$350,000, she will have a short term incentive target bonus opportunity of \$105,000 (30% of her base salary), and she was granted a long term incentive of a stock option for 19,921 shares of Class A common stock and 4,184 restricted stock units under the Company's 2010 Stock Incentive Plan, as amended, which long term incentives vest over a four year period.

Live Theater Play Investment

From time to time, our officers and Directors may invest in plays that lease our live theaters. The play STOMP has been playing in our Orpheum Theatre since prior to the time we acquired the theater in 2001. The Cotter Estate and/or the Cotter Trust and Mr. Michael Forman own an approximately 5% interest in that play, an interest that they have held since prior to our acquisition of the theater.

Shadow View Land and Farming, LLC

Director Guy Adams has performed consulting services for James J. Cotter, Sr., with respect to certain holdings that are now controlled by the Cotter Estate and/or the Cotter Trust (collectively the "Cotter Interests"). These holdings include a 50% non-controlling membership interest in Shadow View Land and Farming, LLC (the "Shadow View Investment" and "Shadow View" respectively), certain agricultural interests in Northern California (the "Cotter Farms"), and certain land interests in Texas (the "Texas Properties"). In addition, Mr. Adams is the CFO of certain captive insurance entities, owned by a certain trust for the benefit of Ellen M. Cotter, James Cotter, Jr., and Margaret Cotter (the "captive insurance entities").

Shadow View is a consolidated subsidiary of the Company. The Company has from time to time made capital contributions to Shadow View. The Company has also, from time to time, as the managing member, funded on an interim basis certain costs incurred by Shadow View, ultimately billing such costs through to the two members. The Company has never paid any remuneration to Shadow View. Mr. Adams' consulting fees with respect to the Shadow View Interest were to have been measured by the profit, if any, derived by the Cotter Interests from the Shadow View Investment. He has no beneficial interest in Shadow View or the Shadow View Investment. His consulting fees with respect to Shadow View were equal to 5% of the profit, if any, derived by the Cotter Interests from the Shadow View Investment after recoupment of its investment plus a return of 100%. To date, no profits have been generated by Shadow View and Mr. Adams has never received any compensation with respect to these consulting services. His consulting fee would have been calculated only after the Cotter Interests had received back their costs and expenses and two times their investment in Shadow View. Mr. Adams' consulting fees would have been 2.5% of the then-profit, if any, recognized by Shadow View, considered as a whole.

The Company and its subsidiaries (i) do not have any interest in, (ii) have never conducted any business with, and (iii) have not made any payments to, the Cotter Family Farms, the Texas Properties and/or the captive insurance entities.

Document Storage Agreement

In consideration of the payment of \$100 per month, our Company has agreed to allow Ellen M. Cotter and Margaret Cotter to keep certain files related to the Cotter Estate and/or the Cotter Trust at our Los Angeles Corporate Headquarters. This arrangement, however, has not been implemented.

Review, Approval or Ratification of Transactions with Related Persons

The Audit Committee has adopted a written charter, which includes responsibility for approval of “Related Party Transactions.” Under its charter, the Audit Committee performs the functions of the “Conflicts Committee” of the Board and is delegated responsibility and authority by the Board to review, consider and negotiate, and to approve or disapprove on behalf of the Company the terms and conditions of any and all Related Party Transactions (defined below) with the same effect as though such actions had been taken by the full Board. Any such matter requires no further action by the Board in order to be binding upon the Company, except in the case of matters that, under applicable Nevada Law, cannot be delegated to a committee of the Board and must be determined by the full Board. In those cases where the authority of the Board cannot be delegated, the Audit Committee nevertheless provides its recommendation to the full Board.

As used in the Audit Committee’s Charter, the term “Related Party Transaction” means any transaction or arrangement between the Company on one hand, and on the other hand (i) any one or more directors, executive officers or stockholders holding more than 10% of the voting power of the Company (or any spouse, parent, sibling or heir of any such individual), or (ii) any one or more entities under common control with any one of such persons, or (iii) any entity in which one or more such persons holds more than a 10% interest. Related Party Transactions do not include matters related to employment or employee compensation related issues.

The charter provides that the Audit Committee reviews transactions subject to the policy and determines whether or not to approve or ratify those transactions. In doing so, the Audit Committee takes into account, among other factors it deems appropriate:

- the approximate dollar value of the amount involved in the transaction and whether the transaction is material to us;
- whether the terms are fair to us, have resulted from arm’s length negotiations and are on terms at least as favorable as would apply if the transaction did not involve a Related Person;
- the purpose of, and the potential benefits to us of, the transaction;
- whether the transaction was undertaken in our ordinary course of business;
- the Related Person’s interest in the transaction, including the approximate dollar value of the amount of the Related Person’s interest in the transaction without regard to the amount of any profit or loss;
- required public disclosure, if any; and
- any other information regarding the transaction or the Related Person in the context of the proposed transaction that would be material to investors in light of the circumstances of the particular transaction.

INDEPENDENT PUBLIC ACCOUNTANTS

Summary of Principal Accounting Fees for Professional Services Rendered

Our independent public accountants, Grant Thornton LLP, have audited our financial statements for the fiscal year ended December 31, 2015, and are expected to have a representative present at the Annual Meeting, who will have the opportunity to make a statement if he or she desires to do so and is expected to be available to respond to appropriate questions.

Audit Fees

The aggregate fees for professional services for the audit of our financial statements, audit of internal controls related to the Sarbanes-Oxley Act, and the reviews of the financial statements included in our Forms 10-K and 10-Q provided by Grant Thornton LLP for 2015 and 2014 were approximately \$931,500 and \$661,700, respectively.

Audit-Related Fees

Grant Thornton LLP did not provide us any audit related services for 2015 or 2014.

Tax Fees

Grant Thornton LLP did not provide us any products or any services for tax compliance, tax advice, or tax planning for 2015 or 2014.

All Other Fees

Grant Thornton LLP did not provide us any services for 2015 or 2014, other than as set forth above.

Pre-Approval Policies and Procedures

Our Audit Committee must pre-approve, to the extent required by applicable law, all audit services and permissible non-audit services provided by our independent registered public accounting firm, except for any *de minimis* non-audit services. Non-audit services are considered *de minimis* if (i) the aggregate amount of all such non-audit services constitutes less than 5% of the total amount of revenues we paid to our independent registered public accounting firm during the fiscal year in which they are provided; (ii) we did not recognize such services at the time of the engagement to be non-audit services; and (iii) such services are promptly submitted to our Audit Committee for approval prior to the completion of the audit by our Audit Committee or any of its members who has authority to give such approval. Our Audit Committee pre-approved all services provided to us by Grant Thornton LLP for 2015 and 2014.

STOCKHOLDER COMMUNICATIONS

Annual Report

A copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2015 is being provided with this Proxy Statement.

Stockholder Communications with Directors

It is the policy of our Board that any communications sent to the attention of any one or more of our Directors in care of our executive offices will be promptly forwarded to such Directors. Such communications will not be opened or reviewed by any of our officers or employees, or by any other Director, unless they are requested to do so by the addressee of any such communication. Likewise, the content of any telephone messages left for any one or more of our Directors (including call-back number, if any) will be promptly forwarded to that Director.

Stockholder Proposals and Director Nominations

Any stockholder who, in accordance with and subject to the provisions of the proxy rules of the SEC, wishes to submit a proposal for inclusion in our Proxy Statement for our 2017 Annual Meeting of Stockholders, must deliver such proposal in writing to the Annual Meeting Secretary at the address of our Company's principal executive offices at 6100 Center Drive, Suite 900, Los Angeles, California 90045. Unless we change the date of our 2017 annual meeting by more than 30 days from the anniversary of the prior year's meeting, such written proposal must be delivered to us no later than December 23, 2016 to be considered timely. If our 2017 Annual Meeting is not held within 30 days of the anniversary of our 2016 Annual Meeting, to be considered timely, stockholder proposals must be received no later than ten days after the earlier of (a) the date on which notice of the 2017 Annual Meeting is mailed, or (b) the date on which the Company publicly discloses the date of the 2017 Annual Meeting, including disclosure in an SEC filing or through a press release. If we do not receive notice of a stockholder proposal on or before March 8, 2017, the proxies that we hold may confer discretionary authority to vote against such stockholder proposal, even though such proposal is not discussed in our Proxy Statement for that meeting.

Our Boards will consider written nominations for Directors from stockholders. Nominations for the election of Directors made by our stockholders must be made by written notice delivered to our Secretary at our principal executive offices not less than 120 days prior to the first anniversary of the date that this Proxy Statement is first sent to stockholders. Such written notice must set forth the name, age, address, and principal occupation or employment of such

nominee, the number of shares of our Company's common stock that is beneficially owned by such nominee and such other information required by the proxy rules of the SEC with respect to a nominee of the Board.

Under our governing documents and applicable Nevada law, our stockholders may also directly nominate candidates from the floor at any meeting of our stockholders held at which Directors are to be elected.

OTHER MATTERS

We do not know of any other matters to be presented for consideration other than the proposals described above, but if any matters are properly presented, it is the intention of the persons named in the accompanying proxy to vote on such matters in accordance with their judgment.

DELIVERY OF PROXY MATERIALS TO HOUSEHOLDS

As permitted by the Securities Exchange Act of 1934, only one copy of the proxy materials are being delivered to our stockholders residing at the same address, unless such stockholders have notified us of their desire to receive multiple copies of the proxy materials.

We will promptly deliver without charge, upon oral or written request, a separate copy of the proxy materials to any stockholder residing at an address to which only one copy was mailed. Requests for additional copies should be directed to our Corporate Secretary by telephone at (213) 235-2240 or by mail to Corporate Secretary, Reading International, Inc., 6100 Center Drive, Suite 900, Los Angeles, California 90045.

Stockholders residing at the same address and currently receiving only one copy of the proxy materials may contact the Corporate Secretary as described above to request multiple copies of the proxy materials in the future.

By Order of the Board of Directors,



Ellen M. Cotter
Chair of the Board

May 19, 2016

PROXY VOTING INSTRUCTIONS

YOUR VOTE IS IMPORTANT. PLEASE VOTE TODAY.

We encourage you to take advantage of Internet or telephone voting.

Both are available 24 hours a day, 7 days a week.

Internet and telephone voting is available through 11:59 p.m., PT, on June 1, 2016.

VOTE BY INTERNET

WWW.FCRVOTE.COM/RDI

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m., PT, on June 1, 2016. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

OR

VOTE BY TELEPHONE

1-800-303-7885

Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m., PT, on June 1, 2016. Have your proxy card in hand when you call and then follow the instructions.

OR

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided to you. First Coast Results, Inc., P.O. Box 3672, Ponte Vedra Beach, FL 32004-9911.

If you vote your proxy by Internet or by telephone, you do NOT need to mail back your proxy card. Your Internet or telephone vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card.

CONTROL NUMBER

△ If submitting a proxy by mail, please sign and date the card below and fold and detach card at perforation before mailing. ↵

READING INTERNATIONAL ANNUAL MEETING PROXY CARD BOARD OF DIRECTORS - The Board of Directors recommends a vote FOR all nominees listed.

Proposal 1

(01) Ellen M. Cotter (02) Guy W. Adams (03) Judy Coddling (04) James J. Cotter, Jr. (05) Margaret Cotter
(06) William D. Gould (07) Edward L. Kane (08) Douglas J. McEachern (09) Michael W. Wotniak

FOR ALL ☐

WITHHOLD ALL ☐

FOR ALL EXCEPT ☐

To withhold your vote for any individual nominee(s), mark "For All Except" box and write the number(s) of the nominee(s) on the line below.

Proposal 2. Other Business. In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting and at and with respect to any and all adjournments or postponements thereof. The Board of Directors at present knows of no other business to be presented by or on behalf of the Company or the Board of Directors at the meeting.

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

Signature _____

Signature (Corporate) _____


Date _____

NOTE: Please sign exactly as your name appears herein. Joint owners should each sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such. If stockholder is a corporation, please sign full corporate name by authorized officer, giving full title as such. If a partnership, please sign in partnership name by authorized person, giving full title as such.

**SIGN, DATE AND MAIL YOUR PROXY TODAY,
UNLESS YOU HAVE VOTED BY INTERNET OR TELEPHONE.**

**IF YOU HAVE NOT VOTED BY INTERNET OR TELEPHONE, PLEASE DATE, MARK, SIGN AND RETURN
THIS PROXY PROMPTLY. YOUR VOTE, WHETHER BY INTERNET, TELEPHONE OR MAIL, MUST BE
RECEIVED NO LATER THAN 11:59 P.M. PACIFIC TIME, JUNE 1, 2016,
TO BE INCLUDED IN THE VOTING RESULTS. ALL VALID PROXIES RECEIVED PRIOR TO 11:59 P.M.
PACIFIC TIME, JUNE 1, 2016 WILL BE VOTED.**

SEE REVERSE SIDE

 If submitting a proxy by mail, please sign and date the card on reverse and fold and detach card at perforation before mailing.



ANNUAL MEETING OF STOCKHOLDERS

June 2, 2016, 11:00 a.m.

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby appoints Ellen M. Cotter and Andrzej Matyczynski, and each of them, the attorneys, agents, and proxies of the undersigned, with full powers of substitution to each, to attend and act as proxy or proxies of the undersigned at the Annual Meeting of Stockholders of Reading International, Inc. to be held at the Courtyard by Marriott Los Angeles Westside, located at 6333 Bristol Parkway, Culver City, California 90230 on Thursday, June 2, 2016 at 11:00 a.m., local time, and at and with respect to any and all adjournments or postponements thereof, and to vote as specified herein the number of shares which the undersigned, if personally present, would be entitled to vote.

The undersigned hereby ratifies and confirms all that the attorneys and proxies, or any of them, or their substitutes, shall lawfully do or cause to be done by virtue hereof, and hereby revokes any and all proxies heretofore given by the undersigned to vote at the Annual Meeting. The undersigned acknowledges receipt of the Notice of Annual Meeting and the Proxy Statement accompanying such notice.

THE PROXY, WHEN PROPERLY EXECUTED AND RETURNED PRIOR TO THE ANNUAL MEETING, WILL BE VOTED AS DIRECTED. IF NO DIRECTION IS GIVEN, IT WILL BE VOTED "FOR" PROPOSAL 1, AND IN THE PROXY HOLDERS' DISCRETION AS TO ANY OTHER MATTER THAT MAY PROPERLY COME BEFORE THE ANNUAL MEETING OR ANY POSTPONEMENT OR ADJOURNMENT THEREOF.

SEE REVERSE SIDE

Tab 16

EIGHTH JUDICIAL DISTRICT COURT
CLARK COUNTY, NEVADA

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

vs.

Case No.

MARGARET COTTER, ELLEN COTTER, A-15-719860-B
GUY ADAMS, EDWARD KANE, DOUGLAS
McEACHERN, TIMOTHY STOREY,
WILLIAM GOULD, JUDY CODDING,
MICHAEL WROTNIAK, and DOES 1
through 100, inclusive,
Defendants.

and

READING INTERNATIONAL, INC.,
a Nevada corporation,
Nominal Defendant.

(CAPTION CONTINUED ON NEXT PAGE.)

VIDEOTAPED DEPOSITION OF JONATHAN GLASER
Los Angeles, California
Wednesday, June 1, 2016

Reported by:
JANICE SCHUTZMAN, CSR No. 9509
Job No. 2312217
Pages 1 - 293

1 T2 PARTNERS MANAGEMENT, LP, a
Delaware limited partnership,
2 doing business as KASE CAPITAL
MANAGEMENT, et al.,
3 Plaintiffs,
4 vs.
5 MARGARET COTTER, ELLEN COTTER,
GUY ADAMS, EDWARD KANE, DOUGLAS
6 McEACHERN, WILLIAM GOULD, JUDY
CODDING, MICHAEL WROTONIAK, CRAIG
7 TOMPKINS, and DOES 1 through 100,
inclusive,
8 Defendants.
9 and
10 READING INTERNATIONAL, INC., a
Nevada corporation,
11 Nominal Defendant.

12 -----
13
14
15
16 Videotaped Deposition of JONATHAN GLASER,
17 individually, and as the Person Most Knowledgeable
18 for JMG Capital Management, LLC and Pacific Capital
19 Management, LLC, taken at 865 South Figueroa Street,
20 10th Floor, Los Angeles, California, commencing at
21 9:25 a.m. and ending at 5:03 p.m., Wednesday,
22 June 1, 2016, before Janice Schutzman, CSR No. 9509.

23
24
25 PAGES 1 - 293

1 followed up.

2 Q. And have you spoken to him since this
3 exchange to let him know how the lawsuit's going?

4 A. Well, like I said earlier, I spoke to him
5 last week.

01:16PM

6 Q. Okay.

7 A. Yeah.

8 Q. And has he ever asked further to be a
9 party -- part of it or --

10 A. No.

11 Q. -- anything like that? Okay.

12 In the next-to-last paragraph here, it
13 says:

14 "I own about 500,000 shares,

15 Whitney owns about 300,000 and we are

01:16PM

16 passing the hat looking for shareholders

17 to pitch in on the cost of the suit."

18 Was there anybody else besides Mr. Richter

19 who indicated that they had shares and were

20 interested in investing that you opted not to

01:17PM

21 thereafter follow up with?

22 A. No.

23 Q. Were there any other specific shareholders
24 that you passed the hat to, that is, sent an email
25 to? Made a call to?

01:17PM

Page 137

1 A. No.

2 Q. By this date, August 4th, had you already
3 identified a lawyer?

4 A. I don't know.

5 Q. You then go on to say: 01:17PM

6 "If we win or settle, it's likely
7 we would be reimbursed for legal
8 expenses."

9 What's that based on? What's -- what was
10 your understanding of that based on? 01:17PM

11 A. My understanding is that if we prevailed on
12 claims that result in a benefit to shareholders,
13 that there's a chance that fees would be reimbursed.

14 Q. And had you done any looking into that
15 issue at all, or had you had experience with that? 01:18PM

16 A. No.

17 Q. You then say:

18 "I think suit could cost 100 to
19 150,000, and looking for folks to
20 contribute pro rata." 01:18PM

21 Where did you get your sense of what the
22 likely cost would be?

23 A. That is a good question because it was dead
24 wrong.

25 I don't know. And -- I don't -- I mean, 01:18PM

1 maybe it was conversations with Andy. I really
2 don't know.

3 Q. And where are you in terms of what this
4 cost?

5 THE WITNESS: Am I supposed to answer that? 01:18PM

6 MR. ROBERTSON: Yeah, you can answer.

7 THE WITNESS: Yeah. I believe our fees
8 are -- I believe 450, approximately.

9 BY MR. TAYBACK:

10 Q. And that's through today? 01:18PM

11 A. Through --

12 Q. Last month?

13 A. -- last couple days, yeah.

14 Q. And is that collectively, not you?

15 A. Collectively, yeah. 01:19PM

16 MR. TAYBACK: Sorry. She gives it to you.

17 THE WITNESS: I know.

18 THE REPORTER: 239.

19 (Deposition Exhibit 239 was marked for
20 identification.) 01:19PM

21 BY MR. TAYBACK:

22 Q. It's almost all redacted --

23 A. Okay.

24 Q. -- so you -- so there won't be much to read
25 on this document, but you'll see -- I handed you an 01:20PM

1 exhibit marked 239. That's an email exchange with a
2 lot of redacted text and attachments. But the
3 heading appears to be an email -- in the center,
4 there is an email from Mr. Robertson, dated
5 August 6th to you and Whitney Tilson saying, 01:20PM
6 "Retainer agreements for RDI case."

7 Does this refresh your recollection that at
8 or -- it was around August 6th when you retained
9 Mr. Robertson?

10 A. That would make sense. 01:20PM

11 Q. Okay. And then the email from Mr. Tilson
12 just above that, says:

13 "Do you want to do the math on
14 this? Who else is contributing?"

15 Looking at this, did you wind up just 01:20PM
16 contributing on the pro rata basis based on share
17 ownership?

18 A. Yes.

19 Q. And does that change, that is to say, if
20 one or other of you buys or sells after the 01:21PM
21 commencement of the lawsuit, do you read just every
22 payment?

23 A. It's -- hasn't come up, no. We just sort
24 of have a set -- we haven't adjusted it since the
25 beginning. 01:21PM

Tab 17

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DISTRICT COURT
CLARK COUNTY, NEVADA

JAMES J. COTTER, JR.,)	
individually and)	
derivatively on behalf of)	
Reading International,)	
Inc.,)	
)	Case No. A-15-719860-B
Plaintiff,)	
)	Coordinated with:
vs.)	
)	Case No. P-14-082942-E
MARGARET COTTER, et al.,)	
)	
Defendants.)	
and)	
<hr/>		
READING INTERNATIONAL,)	
INC., a Nevada)	
corporation,)	
)	
Nominal Defendant)	
<hr/>		

VIDEOTAPED DEPOSITION OF EDWARD KANE
TAKEN ON JUNE 9, 2016
VOLUME 3

Job No.: 315759
REPORTED BY:
PATRICIA L. HUBBARD, CSR #3400

1 your attention, whether as a member of the RDI board
2 of directors compensation committee or otherwise,
3 that Ellen Cotter, Margaret Cotter or both sought to
4 exercise options to acquire RDI class B voting
5 stock?

6 A. Yes.

7 Q. And what's your best recollection as you
8 sit here today as to how that first came to your
9 attention?

10 A. I don't recall how it came to my
11 attention, but I recall their desire to exercise
12 options.

13 Q. What do you recall about their desire to
14 exercise options?

15 A. They each had options personally to
16 acquire B shares. So they would have asked for
17 approval from the compensation committee. And my
18 recollection is, although it's somewhat fuzzy, that
19 all three members of the compensation committee
20 agreed that they could exercise their B share
21 options.

22 Q. Okay. The three members of the
23 compensation committee were you, Guy Adams and Tim
24 Storey, correct?

25 A. That's correct.

1 Q. What there another option or supposed
2 option that they also -- to acquire RDI class B
3 voting stock, that Ellen and/or Margaret also sought
4 to exercise?

5 A. Yes.

6 Q. What was that?

7 A. Those were the options that Jim Cotter
8 senior had to acquire 100,000 shares of -- I believe
9 it's 100,000 shares of the B stock.

10 Q. What happened with respect to that?
11 They made a request to exercise that
12 option?

13 A. They -- I believe they did. But I'm a
14 little hazy about it.

15 MR. KRUM: I didn't write it down.

16 THE REPORTER: 283.

17 MR. KRUM: Thank you.

18 So I probably won't even have one right
19 today.

20 I'll ask the court reporter to mark as
21 Exhibit 280 --

22 THE REPORTER: 3.

23 MR. SEARCY: 238.

24 MR. KRUM: 283. Thank you. An email
25 chain that concludes with an April 15 -- excuse

1 me -- April 17, 2015 email from Mr. Kane to several
2 people. The document bears production number EK539
3 to 540.

4 (Whereupon the document referred
5 to was marked Plaintiffs'
6 Exhibit 283 by the Certified
7 Shorthand Reporter and is attached
8 hereto.)

9 BY MR. KRUM:

10 Q. Mr. Kane, you know my comment here.
11 Take such time as you need to review the exhibit and
12 let me know when you're done doing so.

13 Mr. Kane, do you recognize Exhibit 283?

14 A. Yes. It has my name on it, so I must
15 have sent it or received it.

16 Q. Did you -- the email at the top, did you
17 send that on or about the date it bears, April 17,
18 2015?

19 A. I -- I would guess I did.

20 Q. Your email says -- refers in the first
21 sentence to Ellen's intention to exercise
22 Mr. Cotter, Sr.'s options.

23 Do you see that?

24 A. Yes.

25 Q. Is that a reference to the options or

1 option -- strike that.

2 Is that a reference to the supposed
3 option to acquire 100,000 shares of RDI class B
4 voting stock?

5 A. I think so.

6 Q. Okay.

7 MR. KRUM: If it's -- if counsel agree,
8 I'm going to refer to that as the 100,000-share
9 option, drop the word "supposed" and reserve my
10 rights.

11 Does that work for everyone?

12 MR. SEARCY: That's fine.

13 MS. HENDRICKS: Fine with me.

14 MR. VERA: That's fine.

15 BY MR. KRUM:

16 Q. Do you see, Mr. Kane, in the second
17 sentence you're talking about any legal reason why
18 Ellen as executor could not exercise the 100,000
19 share option?

20 A. Yes.

21 Q. What did you do, if anything, as a
22 member of the compensation committee to determine
23 whether there was any legal reason why Ellen as
24 executor of the Estate of James J. Cotter, Sr.,
25 could not exercise the 100,000-share option?

1 MR. SEARCY: Objection. Vague, assumes
2 facts.

3 MR. VERA: Join.

4 THE WITNESS: I think I had some
5 emails -- I don't recall with any specificity --
6 with -- or discussions with Tim Storey and Guy Adams
7 first of all because they were members of the
8 committee. And I think it was determined that the
9 Estate did have some class A stock with which they
10 could exercise the options and in doing so and
11 having that, there was no reason why we shouldn't
12 allow the exercise.

13 My recollection is -- and I hope I'm
14 not -- I hope I'm talking about the same thing. We
15 set up a meeting later with Tim Storey due to call
16 in, and on the phone was an attorney from the
17 Greenberg firm.

18 And I think Frank Reddick was in the
19 office to give an opinion as to whether it was
20 appropriate to allow them -- allow Ellen Cotter or
21 executors of the Estate to exercise those options.

22 And I think the Greenberg firm -- this
23 is a recollection of a year ago -- said that she had
24 the right -- or she --

25 MS. HENDRICKS: Wait --

1 MR. SEARCY: Yes. We don't want to get
2 into the substance of attorney-client privileged
3 discussions.

4 THE WITNESS: Okay.

5 BY MR. KRUM:

6 Q. So let me -- go ahead and continue.

7 A. So we had legal -- we were informed at
8 that meeting that was held in the boardroom that --

9 MR. SEARCY: No. You don't want to get
10 into the substance. It's okay to say that you
11 had -- okay that they were there and that there were
12 discussions, but we don't talk about what was said.
13 Okay?

14 THE WITNESS: All right.

15 BY MR. KRUM:

16 Q. So let me -- let me interpose a few
17 discrete questions so that you can respond and I can
18 respect Mr. Searcy's and Ms. Hendricks's request.

19 MS. HENDRICKS: Thank you.

20 BY MR. KRUM:

21 Q. So, to determine if there was any legal
22 reason why Ellen as executor could not exercise the
23 100,000-share option, you sought advice of counsel;
24 is that correct?

25 A. Yes.

1 **Q. And who was that counsel?**

2 MR. SEARCY: That's okay to answer that
3 question.

4 THE WITNESS: My recollection is that
5 there was an attorney person from -- on the phone
6 or -- to confirm there was no legal reason not to
7 from the Greenberg firm and also I believe -- it's a
8 year ago, but I think Frank Reddick was in -- in the
9 office at that time.

10 BY MR. KRUM:

11 **Q. So let me ask a few questions just to**
12 **place the people.**

13 A. All right.

14 **Q. So you were in the offices of RDI?**

15 A. Yes.

16 **Q. And you were in a conference room and**
17 **there was a discussion in a conference call?**

18 A. We were awaiting a call from Tim Storey,
19 which never came.

20 **Q. Okay. And who was the "we"?**

21 A. I think Guy Adams was there and I think
22 Frank Reddick was there and there may have been
23 someone else. I don't know.

24 **Q. And was there a -- a lawyer from the**
25 **Greenberg Traurig firm who was connected by**

1 telephone?

2 A. I think there was.

3 Q. Was that Mike Bonner?

4 A. I don't recall.

5 Q. Do you recall when this occurred
6 approximately?

7 A. No, I don't.

8 Q. Did you and Mr. Adams as members of the
9 RDI board of directors compensation committee
10 authorize -- or approve, I guess is the word,
11 Ellen's request as executor to exercise the
12 100,000-share option following the meeting you were
13 just describing?

14 A. I believe we did.

15 Q. Okay. If I told you that occurred in or
16 about September of 2015, would that refresh your
17 recollection?

18 A. No.

19 Q. Okay. We can come back to that.

20 I'd like you to identify the topics if
21 you -- well, strike that.

22 So, the determination as a general
23 matter that -- to use the words you used in
24 Exhibit 283 -- there was no legal reason why Ellen
25 as executor could not exercise the 100,000-share

1 option, was made by you and Mr. Adams at that
2 meetings based on the advice of Frank Reddick and,
3 you believe, a Greenberg Traurig lawyer?

4 A. That's my recollection.

5 Q. And I'm not going to ask you, Mr. Kane,
6 about the substance of any conversation. I'm going
7 to ask a few questions designed to speak only to
8 subject matters in a general way.

9 MR. KRUM: And I'll try to take this,
10 Marshall and Kara, in small enough steps that we do
11 what we need to do the way we should.

12 MS. HENDRICKS: Thank you.

13 BY MR. KRUM:

14 Q. Mr. Kane, was one of the subjects
15 discussed a question concerning whether the supposed
16 option agreement for the 100,000 shares was legally
17 effective or enforceable?

18 MR. SEARCY: I'm going to interpose an
19 objection on attorney/client privilege grounds.

20 I'm concerned that as you dive into
21 specific topics, we're really starting to get into
22 the discussions and the substance of those
23 discussions.

24 MR. KRUM: Well, I'm not asking for the
25 answer on that, Marshall. I tried pretty hard to

1 avoid that, and successfully I thought.

2 MS. HENDRICKS: I would join in that
3 objection, too. My concern is even asking him what
4 he discussed with his attorney or with the attorneys
5 for the company raises attorney-client privilege
6 issues.

7 MR. KRUM: Well, the problem is if the
8 discussion was actually about -- let's say this was
9 September, about who was going to win the World
10 Series and then they concluded after that discussion
11 that it was okay to authorize the exercise of the
12 100,000-share option, you know, there's no way that
13 I can do my job, because you haven't allowed him to
14 answer questions about the subject.

15 I mean I'm going to ask this. Is there
16 a way -- is it your respective positions that I
17 can't ask if they -- if one of the issues discussed
18 was the option agreement itself?

19 MS. HENDRICKS: I think he's already
20 answered that when she made the request, he spoke to
21 counsel about it. And I think that's as far as you
22 get to go regarding that issue.

23 I don't think you can get into the
24 specific questions and the specific issues that were
25 raised beyond the request was taken to counsel.

1 MR. KRUM: Marshall?

2 MR. SEARCY: Yeah. I tend to agree with
3 that. Otherwise you really start to get into the
4 meat of the discussions.

5 MR. KRUM: Well, as I said before, what
6 I intended to do was to ask about particular
7 subjects that obviously in my view should have been
8 discussed, but not who said what.

9 But if you're both going to object on
10 the ground of privilege and instruct him not to
11 answer, and you're prepared to stipulate that he'll
12 do so, I suppose there's no point in my going
13 through the list of -- of general subjects that I
14 otherwise would have raised.

15 MS. HENDRICKS: I just don't see a basis
16 to go into general subjects other than the request.

17 I mean if we want to go off the record
18 and discuss it, we can, but --

19 MR. SEARCY: Yeah.

20 MR. KRUM: Well, I think -- look, we're
21 going to have some motion practice on this, so let's
22 put it on the record, because I don't want us to
23 have failed to -- I don't want you to disagree about
24 what it is about which we disagree.

25 MR. SEARCY: Okay. Fair enough. So

1 you'll ask the questions and we'll instruct.

2 MR. KRUM: All right. Why don't we just
3 agree that you're both going to instruct that
4 questions of the type I just asked call for
5 privileged communications and you're going to
6 instruct him.

7 I mean I don't intend to make -- harass
8 the witness is my point.

9 MS. HENDRICKS: My opinion is if you're
10 asking him specifically about topics that he
11 discussed with counsel, then I would lodge an
12 objection to those type of specific questions and
13 instruct him not to answer.

14 MR. KRUM: Marshall, is that your
15 position too?

16 MR. SEARCY: Yeah. I tend to agree with
17 that.

18 Although I don't think it's
19 necessarily -- with all due respect to Mr. Kane, I
20 don't think it's necessarily harassing him to -- for
21 you to set forth the topics that you would ask him
22 about, and we can instruct so that the issues are
23 joined for any motion practice that you want to
24 bring. I don't think that will take too much of
25 Mr. Kane's time.

1 And I apologize in advance if it does,
2 Mr. Kane.

3 THE WITNESS: I have all day.

4 BY MR. KRUM:

5 Q. Okay. Mr. Kane, in making your
6 determination as a member of the RDI board of
7 directors compensation committee whether to approve
8 the request by Ellen as executor to exercise the
9 100,000-share option, what questions did you answer
10 or issues did you resolve, if any, other than those
11 that you would characterize as legal reasons or
12 issues?

13 MR. SEARCY: Objection. Vague.

14 MR. VERA: Join.

15 MS. HENDRICKS: Join.

16 THE WITNESS: I'm not sure I understand
17 your question.

18 BY MR. KRUM:

19 Q. Okay. Well, let me ask an open-ended
20 question.

21 What were the issues you resolved or
22 questions you answered as a member of the RDI board
23 of directors compensation committee in determining
24 whether to approve Ellen's request as executor to
25 exercise the 100,000-share option?

1 A. Whether -- the first question was
2 whether the Estate had class A stock to use to
3 exercise those B options. And we were informed that
4 it did.

5 And we were informed --

6 MS. HENDRICKS: Hold on.

7 MR. SEARCY: Hold on. That's -- you
8 don't need to talk about what -- what attorneys told
9 you. Okay?

10 THE WITNESS: Okay.

11 BY MR. KRUM:

12 Q. Here's what I'd suggest, is that you go
13 through the list of issues or questions that you
14 resolved or answered without describing how you
15 resolved them.

16 A. Okay.

17 Q. Just identify them. And then when I go
18 through them one by one, Mr. Searcy and
19 Ms. Hendricks can interpose such objections or
20 instructions as they wish.

21 So with that and we have a clear record,
22 I'll ask the court reporter to read the question
23 back again.

24 A. Okay.

25 (Whereupon the question was read

1 as follows:

2 "Question: What were the issues
3 you resolved or questions you
4 answered as a member of the RDI
5 board of directors compensation
6 committee in determining whether
7 to approve Ellen's request as
8 executor to exercise the
9 100,000-share option?")

10 THE WITNESS: The questions would be --
11 that we looked at were did the B options rest with
12 the Estate, were they still intact or valid at that
13 time, and whether the Estate had sufficient
14 consideration in the form of A shares to exercise
15 that option.

16 Those are the same questions we would
17 look at on any exercise of options by any optionee.

18 BY MR. KRUM:

19 Q. Mr. Kane, when you say you looked at
20 whether the B options --

21 A. Uh-huh.

22 Q. -- meaning the 100,000-share option --

23 A. Yes.

24 Q. -- rested with the Estate, what exactly
25 does that mean?

1 A. It means that the Estate through the
2 executor was exercising those options. So they
3 had -- the options had to lie with the Estate.

4 Q. When you say rest with or lie with the
5 Estate, do you mean to -- does that include or mean
6 that they were at the time legally held by the
7 Estate as distinct from some other person or entity?

8 A. I believe that's a fair question, yes.

9 Q. What steps, if any, did you take
10 personally to answer that question?

11 A. I consulted with counsel on that
12 question.

13 Q. Frank Reddick?

14 A. It was either Frank Reddick or
15 Greenberg. I don't remember with whom. I didn't
16 make that decision myself.

17 Q. Who made the decision regarding with
18 whom to consult?

19 A. I did.

20 Q. Okay. Did you consider consulting with
21 counsel that was not employed by the company at the
22 time?

23 A. No.

24 Q. Did you personally review or analyze Jim
25 Cotter, Sr., 's trust documentation to make an

1 **assessment of whether the 100,000-share option lied**
2 **or rested with the Estate?**

3 A. I don't recall doing so.

4 Q. Do you know if the counsel on whom you
5 relied, whether it was Frank Reddick, Greenberg
6 Traurig or both, performed such an analysis?

7 A. I don't know.

8 Q. Do you not know or do you not recall?

9 A. Both.

10 Q. Had you ever heard or learned or been
11 told that the 100,000-share option was held by the
12 trust that Jim Cotter, Sr., had established?

13 MR. SEARCY: Objection. Assumes facts.

14 THE WITNESS: I don't recall that. The
15 only issue I recall -- well, no. Strike that.

16 I don't recall personally seeing if
17 those shares were held by the trust.

18 BY MR. KRUM:

19 Q. Do you know --

20 A. Those options were held by the trust.

21 Excuse me.

22 Q. Those options being the 100,000-share --

23 A. Yes.

24 Q. -- option?

25 A. Yes, yes, yes.

1 Q. A reminder, let's try not to talk past
2 one another, both of us.

3 A. What's that?

4 Q. Let's try not to speak at the same time.
5 And we're both guilty of it. That's not a critical
6 comment.

7 You were about to say the only issue.

8 What was the only issue that you were
9 about to reference?

10 A. The only issue really was whether the
11 Estate had the A stock to use as consideration for
12 the exercise of the B options.

13 Q. Do you recall, Mr. Kane, that for a
14 period of years RDI's disclosures, including its
15 proxy statements indicated that the -- that what
16 we're calling the 100,000-share option was held by
17 the trust that Jim Cotter, Sr., had established?

18 A. I don't recall that, no.

19 Q. Did you ever hear or learn or were you
20 ever told that Jim Cotter, Sr., had executed one or
21 more assignments to transfer the 100,000-share
22 option to his trust?

23 MR. SEARCY: Objection. Assumes facts.

24 THE WITNESS: I don't recall hearing
25 that.

1 BY MR. KRUM:

2 Q. Okay. I'm listening, but I need to ask
3 the questions I need to ask.

4 Did you perform or request anyone to
5 perform any research or analysis with respect to the
6 question of whether Jim Cotter, Sr., had executed an
7 assignment transferring the 100,000-share option to
8 the trust?

9 A. No.

10 Q. When you identified three questions or
11 issues that you addressed as a member of the RDI
12 compensation committee in connection with the
13 question of whether to authorize or approve Ellen
14 Cotter's request as executor to exercise the
15 100,000-share option, you testified to the effect
16 that an issue was whether it was still intact or
17 valid.

18 Do you ever that testimony in mind?

19 You don't have to accept my
20 characterization. That's not the point. The point
21 is I want to refer you to something you said
22 earlier.

23 So, you don't even have to answer.

24 When you used the words "still intact"
25 or "valid" or words to that effect in a prior

1 answer, Mr. Kane, what did you mean? What question
2 specifically -- to what question were you
3 referencing there?

4 A. The period of the option and whether it
5 was still -- period to exercise was still open.

6 Q. What's your best recollection as to
7 whether there was a particular question or issue
8 regarding whether the period to exercise was still
9 open?

10 A. I have a recollection that I -- and I
11 can't say to whom, but I addressed that to one or
12 more attorneys and was told that --

13 MR. SEARCY: Hold on.

14 THE WITNESS: Okay. I had some
15 advice --

16 MR. SEARCY: Thank you.

17 THE WITNESS: -- that it was still open.
18 It was still open, yes.

19 BY MR. KRUM:

20 Q. Do you recall that in September of 2015
21 you were looking at that issue and a question had
22 arisen with respect to whether the 100,000-share
23 option needed to be exercised within a period of
24 12 months of the passing of Jim Cotter, Sr.?

25 A. I don't remember that, no.

1 Q. Okay. Do you recall that the record
2 date for the 2015 annual shareholders meeting was a
3 matter of weeks away -- a week or weeks away when
4 you were having these issues addressed regarding --
5 in connection with determining whether to authorize
6 or approve the exercise of the 100,000-share option?

7 MR. SEARCY: Objection. Assumes facts.

8 THE WITNESS: I don't recall that.

9 BY MR. KRUM:

10 Q. Were you ever told or did you ever learn
11 that Ellen Cotter wanted the option exercised prior
12 to the record date?

13 MR. SEARCY: Objection. Assumes facts.

14 THE WITNESS: No such recollection of
15 any discussion to that effect.

16 BY MR. KRUM:

17 Q. Did you ever hear or learn that at any
18 time from any person?

19 A. No.

20 Q. Did you ever see a fully executed option
21 agreement with respect to -- I mean for the
22 100,000-share option?

23 MR. SEARCY: Objection. Vague.

24 THE WITNESS: I think at one point I
25 did. I don't know if it was respect -- with respect

1 to these options. But I did see option agreements.

2 BY MR. KRUM:

3 Q. Okay. With respect to the 100,000-share
4 option, what we are calling in this deposition the
5 100,000-share option, did you ever see a fully
6 exercised -- fully executed option agreement?

7 A. I may have.

8 Q. Okay. Do you recall doing so as you sit
9 here today?

10 A. It's difficult for me to answer because
11 there were more than one option agreement. And --
12 which caused a problem later on. And not with
13 respect to these options, but other optionees, as to
14 which agreement -- under which agreement their
15 options lie.

16 So in that context I did look at some of
17 the option agreements.

18 Q. I think we're talking past one another.

19 When I refer to an option agreement,
20 Mr. Kane, I'm referring to the document signed by
21 the company and by the auction -- option holder. I
22 am not referring to one stock option plan or
23 another.

24 A. Okay.

25 Q. Do you understand the distinction I just

1 made?

2 A. Yes, I do.

3 Q. Okay. So let me try to --

4 A. Okay.

5 Q. With that clarification, let me ask
6 again.

7 A. Yeah.

8 Q. Did you ever see a fully executed option
9 agreement for what we're calling the 100,000-share
10 option?

11 A. I can't recall whether I did or didn't.

12 Q. Did you ever hear or learn or were you
13 ever told that the option agreement for the
14 100,000-share option had not been signed by Jim
15 Cotter, Sr.?

16 A. No.

17 Q. Did you -- as the best you can recall as
18 you sit here today, did you ever have any
19 communications with anybody about that question,
20 meaning whether the option agreement for the
21 100,000-share option was fully executed?

22 A. No.

23 Q. As a member of the RDI board of
24 directors compensation committee in determining
25 whether to authorize or approve Ellen Cotter's

1 request as executor to exercise the 100,000-share
2 option, did you personally determine or ask anyone
3 else to determine whether any of Jim Cotter, Sr., 's
4 trust and estate documents, including, for example,
5 a pour-over will, had the effect or consequence of
6 transferring the 100,000-share option to his trust
7 or to a so-called voting trust automatically upon
8 his passing?

9 MR. SEARCY: Objection. Assumes facts,
10 lacks foundation.

11 THE WITNESS: No.

12 BY MR. KRUM:

13 Q. What was your understanding, if any,
14 Mr. Kane, as to the import or impact of authorizing
15 Ellen Cotter's request as executor to exercise the
16 100,000-share option on any disputes between
17 Ellen -- or Ellen and Margaret on one hand and Jim
18 Cotter, Jr., on the other?

19 MR. SEARCY: Objection. Vague.

20 MR. VERA: Join.

21 THE WITNESS: I had no -- I did not
22 consider whether it would be Ellen's attempt to
23 exercise options or Jim, Jr.'s attempt to exercise
24 options of the outstanding disputes between them.
25 It was strictly a matter of whether they had the

1 right to -- either one of them -- to exercise their
2 options and -- and, if so, approve it -- or have the
3 committee approve it, I should say.

4 Q. Well, did you understand that if the
5 compensation committee approved Ellen's request as
6 executor to exercise the 100,000-share option, that
7 she would be in a position to vote those shares at
8 the 2015 annual shareholders meeting?

9 A. Of course, yes.

10 Q. Did you ever hear or learn or were you
11 ever told that she wanted to be able to vote those
12 100,000 shares at the 2015 annual shareholder
13 meeting because there was some concern Mark Cuban
14 and/or other RDI class B shareholders might attempt
15 at that meeting to secure control of the company?

16 A. I did not hear of that in connection
17 with the exercise of the options that she was
18 attempting. That was her business, not the
19 committee's business.

20 Q. Did you ever hear or learn or were you
21 ever told anything to the effect that somebody,
22 whether Ellen, Craig Tompkins, Jim Cotter, Jr., or
23 anybody else had talked about Mark Cuban and/or
24 other RDI class B shareholders seeking to acquire
25 control of the company at or in connection with the

1 **2015 annual shareholders meeting?**

2 MR. SEARCY: Objection. Vague.

3 THE WITNESS: I don't have any
4 recollection of that.

5 BY MR. KRUM:

6 Q. Did you ever consider having the company
7 seek some sort of judicial determination, whether in
8 the Nevada probate action or otherwise, regarding
9 whether Ellen or Ellen and Margaret as executors of
10 the Estate were legally entitled to exercise the
11 100,000-share option?

12 A. I thought I answered that when I said I
13 sought legal advice as to their ability to do so.

14 Q. So the -- your answer is no, you didn't
15 consider seeking a judicial determination; instead
16 you sought legal advice? Is that it?

17 A. That's correct.

18 Q. Do you recall that Bill Gould suggested
19 that the company seek a judicial determination?

20 MR. VERA: Objection. Assumes facts.
21 I'm also going to object that -- to the extent that
22 that suggestion may have been made in the presence
23 of counsel, that's attorney-client.

24 BY MR. KRUM:

25 Q. You can answer.

1 A. Pardon?

2 Q. You can answer unless --

3 MR. SEARCY: Well --

4 BY MR. KRUM:

5 Q. Unless it's with counsel, in which case
6 you need to tell me you can't answer without
7 disclosing a privileged communication.

8 MR. SEARCY: Yeah. Maybe -- maybe you
9 can ask him the foundational question as to whether
10 there was counsel present during that discussion.

11 MR. KRUM: Well, the question was a
12 "yes" or "no."

13 THE MR. VERA: Still, it gets at the
14 substance if he discloses yes or no as to whether a
15 particular statement was made.

16 MR. KRUM: We're kind of tilting in
17 windmills here. Mr. Gould wasn't on the
18 compensation committee. He's already testified that
19 it was he and Mr. Adams and what they did.

20 But in terms of seeking legal advice I
21 don't know how Bill Gould gets into that context.

22 BY MR. KRUM:

23 Q. Let me ask you this, Mr. Kane. Was Bill
24 Gould ever party to, meaning on the phone with you
25 or present with you in any circumstance in which you

1 sought legal advice, including the meeting you and
2 Mr. Adams had with Mr. Reddick in a conference room
3 which may have included a GT lawyer on the phone, in
4 connection with determining whether to approve
5 Ellen's request as executor to authorize -- exercise
6 the 100,000-share option?

7 A. That's an awful long question. Let me
8 see if I can --

9 Q. Well, I'll break it down.

10 Was Mr. Gould either in the conference
11 room or on the phone when you and Mr. Adams met with
12 Mr. Reddick and may have also spoken with a GT
13 lawyer in connection with the determination that you
14 and Mr. Adams were going to make and made as members
15 of the compensation committee whether to authorize
16 or approve --

17 A. No.

18 Q. -- Ellen's request to exercise the
19 100,000-share option?

20 A. No, he was not present or on the phone.

21 Q. Do you recall any other circumstance in
22 which you were seeking the advice of counsel with
23 respect to the question of -- the issue of Ellen's
24 request as executor to exercise the 100,000-share
25 option where Mr. Gould was present for such

1 conversation or party to it telephonically?

2 A. No.

3 Q. Okay. So, do you recall that Bill Gould
4 had suggested that the company seek a judicial
5 determination with respect to the question of
6 whether Ellen or Ellen and Margaret as executors of
7 the Estate of Jim Cotter, Sr., were entitled to
8 exercise the 100,000-share option?

9 A. I can't recall with specificity. I may
10 have. I may have said that.

11 MR. KRUM: Okay. I'll ask the court
12 reporter to mark as Exhibit 284 emails of April 18
13 and 19, 2015, the last of which is from Mr. Kane to
14 the other four non-Cotter members of the RDI board
15 of directors. The subject is JJC options. The
16 production number is EK1673.

17 (Whereupon the document referred
18 to was marked Plaintiffs'
19 Exhibit 284 by the Certified
20 Shorthand Reporter and is attached
21 hereto.)

22 BY MR. KRUM:

23 Q. Let me know when you finish reviewing
24 it.

25 A. I did.

1 Q. Okay. Do you recognize Exhibit 284?

2 A. It's an email from me, yes.

3 Q. Did you send the email at the top of
4 Exhibit 284 on or about the date it bears, April 19?

5 A. I have no knowledge, but I assume I did.

6 Q. Okay. The subject line says "JJC
7 options."

8 Does the "JJC" refer to Jim Cotter, Sr.?

9 A. Oh, up in the subject, yes. Yes.

10 Q. You see in the middle of your email
11 there's a sentence that reads as follows, quote,

12 "No matter what we decide it will
13 be favorable to one party and
14 detrimental to the other," close
15 quote.

16 Do you see that?

17 A. Yes.

18 Q. What did you mean by that?

19 A. I meant Jim, Jr., would -- was opposed
20 to exercising -- allowing them to exercise those
21 options, and Ellen and Margaret wanted to exercise.
22 So one of them would be disappointed or -- no matter
23 what we did.

24 Q. When you used the word "detrimental,"
25 what did you mean?

1 A. That's the way they would look at it.

2 Q. Okay. The next sentence reads, quote,
3 "Bill suggested we ask Ellen to
4 seek judicial approval for the
5 exercise," close quote.

6 Do you see that?

7 A. Yes.

8 Q. Do you recall Mr. Gould making that
9 suggestion?

10 A. If I put it there, I -- I must have,
11 yes.

12 Q. Did you consider suggesting to or
13 telling Ellen that she seek judicial approval?

14 A. I don't recall ever asking her to do so.

15 Q. Did you make a decision -- did you
16 affirmatively make a decision not to ask her to do
17 so?

18 A. No.

19 Q. Did you consider that issue other than
20 noting that Bill Gould had suggested it?

21 MR. SEARCY: Objection. Vague, assumes
22 facts.

23 THE WITNESS: I don't recall. I may
24 have.

25 But that's why I sent that to all

1 members of the independent committee. And I don't
2 know if I received any response from any of them.

3 BY MR. KRUM:

4 Q. Let me ask a more complete question,
5 Mr. Kane.

6 When you previously listed what I
7 counted as the three questions or issues you
8 addressed as a member of the RDI board of directors
9 compensation committee in determining whether to
10 authorize or approve and then ultimately approved
11 Ellen's request to exercise the 100,000-share
12 option, you did not list a question or issue of
13 Ellen seeking judicial approval to do so before the
14 compensation committee acted.

15 Was that because that was not one of the
16 issues?

17 MR. SEARCY: Objection. Vague, assumes
18 facts, lacks foundation.

19 THE WITNESS: I'm not sure I understand
20 your question, sir.

21 BY MR. KRUM:

22 Q. Okay. Well, let me ask it differently.

23 A. Yeah.

24 Q. Having seen this email that you
25 generated in which you described Bill Gould's

1 suggestion that Ellen be asked to seek judicial
2 approval, did you on your own or based on advice
3 make a -- affirmatively make a determination not to
4 ask Ellen to seek judicial approval?

5 MR. SEARCY: Objection. Vague, assumes
6 facts and lacks foundation.

7 THE WITNESS: It's difficult for me to
8 answer that, because I-- by virtue of this email, I
9 was telling the other members of the committee what
10 Bill had suggested. And so I, therefore, said at
11 the bottom give me your -- give me your opinion and
12 don't leave me hanging.

13 So I obviously was asking advice from
14 other members of the committee, and I don't recall
15 what, if any, I received.

16 BY MR. KRUM:

17 Q. And by "the committee," you're talking
18 about the committee of five non-Cotters, correct?

19 A. No. I'm talking about the compensation
20 committee. Because they had -- they are the ones
21 who should make this decision. And so I'm talking
22 about Tim Storey and Guy Adams.

23 Q. Okay. Thank you for that clarification.

24 So, did you and Guy Adams decide not to
25 ask Ellen to seek judicial approval for the exercise

1 of the supposed 100,000-share option?

2 MR. SEARCY: Objection. Assumes facts
3 and lacks foundation.

4 THE WITNESS: I don't recall if we had
5 that decision but -- if we had that discussion or --
6 with Tim Storey because he was certainly a party to
7 this.

8 BY MR. KRUM:

9 Q. The next to the last sentence of your
10 email reads as follows, quote,

11 "If we allow her to exercise the
12 options, Jim's arguments against
13 the exercise will not matter,"
14 close quote.

15 Do you see that?

16 A. Yes.

17 Q. What does that mean?

18 A. I'm not sure what I meant by that.

19 Q. Did it mean that if the request to
20 exercise the option were approved, that Jim's
21 arguments against it, whether well taken or not,
22 would have lost, in effect?

23 MR. SEARCY: Objection. Assumes facts,
24 argumentative.

25 THE WITNESS: I can't recall why I said

1 that. But I do know at that point I was trying to
2 be as objective as possible and not take sides
3 between one or the other.

4 BY MR. KRUM:

5 Q. Did you at any time ever have any
6 understanding as to how approving or not approving
7 Ellen's request as executor to exercise the
8 100,000-share option would be taking sides between
9 Ellen on one hand and Jim, Jr., on the other hand
10 other than that they disagreed?

11 MR. SEARCY: Objection. Vague.

12 THE WITNESS: My focus was simply to do
13 what the option agreements stated and not take into
14 consideration either of their positions; just to do
15 the right thing.

16 MR. KRUM: Okay. Let me ask the court
17 reporter to read the question back.

18 THE WITNESS: Okay.

19 MR. SEARCY: He actually just answered
20 your question.

21 If you're having her read it back in
22 order to have him answer the same question again,
23 then I'm going to object to that as asked and
24 answered.

25 MR. KRUM: Okay. Go ahead and read it

1 back. Thank you.

2 (Whereupon the question was read

3 as follows:

4 "Question: Did you at any time
5 have any understanding as to how
6 approving or not approving Ellen's
7 request as executor to exercise
8 the 100,000-share option would be
9 taking sides between Ellen on one
10 hand and Jim, Jr., on the other
11 hand other than that they
12 disagreed?")

13 MR. SEARCY: Mr. Kane, you've answered
14 the question. But the question's been read back to
15 you in an effort to elicit a different response this
16 time. So, please just answer the question again.

17 THE WITNESS: And I forgot what I said
18 the last time, it's so long ago.

19 MR. KRUM: Yeah. I object to the --
20 coaching the witness. And it's a simple
21 straightforward noncontroversial question. I'm kind
22 of at a loss as to the point of the obstruction.
23 But --

24 MR. VERA: Why don't we read his answer
25 back and see if it was --

1 MR. SEARCY: Or you can ask him a
2 different question.

3 MR. KRUM: Read them both back. That's
4 fine. Read the question and read the answer,
5 please.

6 (Whereupon the question was read
7 as follows:

8 "Question: Did you at any time
9 have any understanding as to how
10 approving or not approving Ellen's
11 request as executor to exercise
12 the 100,000-share option would be
13 taking sides between Ellen on one
14 hand and Jim, Jr., on the other
15 hand other than that they
16 disagreed?

17 "Answer: My focus was simply to
18 do what the option agreements
19 stated and not take into
20 consideration either of their
21 positions; just to do the right
22 thing.")

23 THE WITNESS: I affirm what I just said.
24 I never take -- I tried very hard not to take into
25 account anything other than what the agreements

1 stated and what rights they had under those
2 agreements.

3 MR. KRUM: And I will move to strike
4 both as non-responsive.

5 I'll ask the court reporter to mark as
6 Exhibit 285 a document that is an email chain of
7 April 21 and 22, 2015, between Mr. Cotter and --
8 Mr. Jim Cotter, Jr., and Mr. Kane. It bears
9 production number EK77.

10 (Whereupon the document referred
11 to was marked Plaintiffs'
12 Exhibit 285 by the Certified
13 Shorthand Reporter and is attached
14 hereto.)

15 BY MR. KRUM:

16 **Q. Are you ready?**

17 A. Yes.

18 **Q. Mr. Kane, do you recognize Exhibit 285?**

19 A. I do now, yes.

20 **Q. Is this an email exchange you had with**
21 **Jim Cotter, Jr., on April 21 and 22 --**

22 A. I assume --

23 **Q. -- 2015?**

24 A. I assume it was, yes.

25 **Q. Directing your attention to the first**

1 email at the bottom of Exhibit 285, you see that the
2 first sentence -- in the first sentence Mr. Cotter,
3 Jr., recites that Craig Tompkins had told him that
4 he, Craig, had advised Ellen that it was in her best
5 interest to exercise the option or options --
6 exercise what we're calling the 100,000-share
7 option.

8 You see that?

9 A. Yes.

10 Q. Had you previously heard or learn or
11 been told that Craig Tompkins was speaking to Ellen
12 Cotter about exercising RDI class B options for the
13 purpose of ensuring that she could retain control of
14 RDI at the next annual shareholders meeting?

15 MR. SEARCY: Objection. Vague, assumes
16 facts.

17 THE WITNESS: No.

18 MR. SEARCY: Also misstates the
19 document.

20 BY MR. KRUM:

21 Q. Had you ever heard or learned or been
22 told other than through Exhibit 285 that Craig
23 Tompkins had communicated with Ellen Cotter about
24 whether it was in her best interest to exercise the
25 100,000-share option?

1 A. No.

2 Q. Did you ever ask Ellen about whether she
3 had communicated with Craig about that subject?

4 A. No.

5 Q. Did you ever speak to Craig about it?

6 A. No.

7 Q. Did you ever respond to Jim Cotter, Jr.,
8 about that?

9 MR. SEARCY: Objection. Vague.

10 THE WITNESS: My response to Jim Cotter,
11 Jr., is in this document you gave me.

12 BY MR. KRUM:

13 Q. Well, I'm asking if you ever responded
14 to his advice that Craig Tompkins had advised Ellen
15 that it was in her best interest to exercise the
16 100,000-share option.

17 A. No.

18 Q. Did it surprise you to hear that
19 Mr. Tompkins was advising Ellen about what was her
20 best -- what was in her best interest?

21 A. No.

22 MR. SEARCY: Objection. Vague and lacks
23 foundation.

24 BY MR. KRUM:

25 Q. Did you understand in or about April of

1 **2014 that --**

2 A. 2015, you mean.

3 **Q. I misspoke. Thank you, sir.**

4 **Did you understand in or about April of**
5 **2015 that Mr. Tompkins was on the side of Ellen in**
6 **her disputes with Jim Cotter, Jr.?**

7 MR. SEARCY: Objection. Vague, assumes
8 facts.

9 THE WITNESS: Yes.

10 BY MR. KRUM:

11 **Q. What did you understand in that respect?**

12 A. Mr. Cotter, Jr., had by this time hired
13 Bill Ellis as general counsel. And I -- it's my
14 belief, just mine alone -- I don't have any evidence
15 of it, but that Craig Tompkins then spent a good
16 deal of his time and energy with Ellen and Margaret
17 Cotter, hoping to maintain his position in the
18 company.

19 **Q. What was your view of Mr. Tompkins at**
20 **the time?**

21 MR. SEARCY: Objection. Vague, calls
22 for opinion. It also lacks foundation.

23 THE WITNESS: When you say my view of
24 him, he was overweight.

25 What else would you like me to tell you?

Tab 18



Published on *Reading International Investor Center* (<http://investor.readingrdi.com>) on 07-13-2016

Stockholders Withdraw Derivative Lawsuit Against Reading International

Release Date:

7/13/16 6:00 am EDT

Terms:

[Corporate](#) ^[1]

Dateline City:

LOS ANGELES

LOS ANGELES--([BUSINESS WIRE](#) ^[2])--Reading International, Inc. (NASDAQ: RDI) ("Reading" or the "Company") and Messrs. Whitney Tilson and Jonathan M. Glaser, acting on behalf of various funds that they manage (the "Plaintiff Stockholders"), have announced that the Plaintiff Stockholders have withdrawn all of their alleged claims (the "Derivative Claims") in the previously filed derivative lawsuit in the District Court of the State of Nevada for Clark County. Collectively, the Plaintiff Stockholders own approximately 845,000 shares, representing approximately 3.6% of the outstanding equity of our Company. Through their various funds, Mr. Glaser has been a significant stockholder of Reading since 2008, and Mr. Tilson has been a significant stockholder since October 2014.

Commenting on the withdrawal of the lawsuit, the Company stated, "We are pleased that Mr. Glaser and Mr. Tilson have agreed to dismiss their claims. We remain focused on building long term value for all stockholders."

Mr. Tilson stated that the Plaintiff Stockholders brought the Derivative Claims as a result of the allegations contained in a derivative action filed by Mr. James J. Cotter, Jr. on June 12, 2015, in the District Court of the State of Nevada for Clark County. As stockholders in the Company, Messrs. Tilson and Glaser wanted to ensure that the interests of all stockholders were being appropriately protected. In connection with the litigation, the Plaintiff Stockholders conducted extensive discovery on these matters, which included depositions of Guy Adams, Margaret Cotter, Ellen Cotter, William Gould, Edward Kane, Douglas McEachern, Tim Storey and James Cotter, Jr. Following their efforts on behalf of all stockholders, Messrs. Tilson and Glaser have concluded that the Reading Board of Directors has acted in good faith and has been and remains committed to acting in the interests of all stockholders. Continuing with their derivative litigation would provide no further benefit.

Messrs. Glaser and Tilson stated, "We are pleased with the conclusions reached by our investigations as Plaintiff Stockholders and now firmly believe that the Reading Board of Directors has and will continue to protect stockholder interests and will continue to work to maximize shareholder value over the long term. We appreciate the Company's willingness to engage in open dialogue and are excited about the Company's prospects. Our questions about the termination of James Cotter, Jr., and various transactions between Reading and members of the Cotter family or entities they control have been definitively addressed and put to rest. We are impressed by measures the Reading Board has made over the past year to further strengthen corporate governance. We fully support the Reading Board and management team and their strategy to create stockholder value."

In connection with the dismissal of the Derivative Claims, the parties have agreed to mutual general releases with each party bearing his, her or its own legal fees and expenses. Further, the parties will petition the court for approval of the settlement.

About Reading International, Inc.

Reading International (<http://www.readingrdi.com> ^[3]) is in the business of owning and operating cinemas and developing, owning, and operating real estate assets. Our business consists primarily of:

- the development, ownership, and operation of multiplex cinemas in the United States, Australia and New Zealand; and
- the development, ownership, and operation of retail and commercial real estate in Australia, New Zealand, and the United States, including entertainment-themed centers in Australia and New Zealand and live theater assets in Manhattan and Chicago in the United States.

Reading manages its worldwide business under various brands:

- in the United States, under the
 - Reading Cinema brand (<http://www.readingcinemasus.com> ^[4]);
 - Angelika Film Center brand (<http://www.angelikafilmcenter.com> ^[5]);
 - Consolidated Theatres brand (<http://www.consolidatedtheatres.com> ^[6]);
 - City Cinemas brand (<http://www.citycinemas.com> ^[7]);
 - Beekman Theatre brand (<http://www.beekmantheatre.com> ^[8]);
 - The Paris Theatre brand (<http://www.theparistheatre.com> ^[9]);
 - Liberty Theatres brand (<http://libertytheatresusa.com> ^[10]); and
 - Village East Cinema brand (<http://villageeastcinema.com> ^[11]).
- in Australia, under the
 - Reading Cinema brand (<http://www.readingcinemas.com.au> ^[12]);
 - Newmarket brand (<http://readingnewmarket.com.au> ^[13]); and
 - Red Yard brand (<http://www.redyard.com.au> ^[14]).
- in New Zealand, under the
 - Reading Cinema brand (<http://www.readingcinemas.co.nz> ^[15]);

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- Rialto brand (<http://www.rialto.co.nz> ^[16]);
- Reading Properties brand (<http://readingproperties.co.nz> ^[17]);
- Courtenay Central brand (<http://www.readingcourtenay.co.nz> ^[18]); and
- Steer n' Beer restaurant brand (<http://steernbeer.co.nz> ^[19]).

□

Language:

English

Contact:

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(818) 851-3850

Ticker Slug:

Ticker: RDI

Exchange: NASDAQ

ISIN:

US7554081015

Source URL: <http://investor.readingrdi.com/press-release/corporate/stockholders-withdraw-derivative-lawsuit-against-reading-international>

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[1] <http://investor.readingrdi.com/category/press-release-category/corporate>

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[4] <http://cts.businesswire.com/ct/CT?>

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[5] <http://cts.businesswire.com/ct/CT?>

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[6] <http://cts.businesswire.com/ct/CT?>

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[7] <http://cts.businesswire.com/ct/CT?>

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[8] <http://cts.businesswire.com/ct/CT?>

id=smartlink&url=http%3A%2F%2Fwww.beekmantheatre.com&esheet=51379972&newsitemid=20160713005509&lan=en-US&anchor=http%3A%2F%2Fwww.beekmantheatre.com&index=6&md5=5787cdf99ef05f523bfffde29be70cf

[9] <http://cts.businesswire.com/ct/CT?>

id=smartlink&url=http%3A%2F%2Fwww.theparistheatre.com&esheet=51379972&newsitemid=20160713005509&lan=en-US&anchor=http%3A%2F%2Fwww.theparistheatre.com&index=7&md5=d66320e91a308f196386cf88984592f3

[10] <http://cts.businesswire.com/ct/CT?>

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[11] <http://cts.businesswire.com/ct/CT?>

id=smartlink&url=http%3A%2F%2Fvillageeastcinema.com&esheet=51379972&newsitemid=20160713005509&lan=en-US&anchor=http%3A%2F%2Fvillageeastcinema.com&index=9&md5=628eaddfd06be6d4240ab79198eb5bee

[12] <http://cts.businesswire.com/ct/CT?>

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[13] <http://cts.businesswire.com/ct/CT?>

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[14] <http://cts.businesswire.com/ct/CT?>

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[15] <http://cts.businesswire.com/ct/CT?>

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[16] <http://cts.businesswire.com/ct/CT?>

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[17] <http://cts.businesswire.com/ct/CT?>

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[18] <http://cts.businesswire.com/ct/CT?>

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[19] <http://cts.businesswire.com/ct/CT?>

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000331

Tab 19

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January 12, 2017

Our File Number: 301020-00001

VIA E-MAIL AND E-SERVED

Honorable Elizabeth G. Gonzalez
Department 11
Eighth Judicial District Court
200 Lewis Avenue
Las Vegas, Nevada 89155

Re: Privilege Log Entries for *In Camera* Review

Case: *James J. Cotter, Jr., v. Margaret Cotter, et al.*
Case Nos.: A-15-719860-B / P-14-082942-E / A-16-735305-B

Dear Judge Gonzalez:

Pursuant to the Court's order of December 22, 2016, attached please find a list of privilege log entries for documents Plaintiff believes should be reviewed in camera by the Court.

Counsel for Plaintiff met and conferred in good faith with counsel for Defendants, who yesterday terminated that process. The result is partial agreement about which documents from the Kane and Adams privilege logs are responsive to the Court's orders of October 3 and December 1, 2016. That partial agreement is reflected in the four categories of privilege log entries on the attached list.

In the event the Court might find further information about the meet and confer process or the categories in the attached list helpful, we also have attached the email correspondence reflecting the written portion of the meet and confer process between counsel.

Respectfully submitted,



Mark G. Krum
Lewis Roca Rothgerber Christie LLP

Encl.

cc: All counsel (*via* Wiznet)

Privilege Log		Entry	Date	Description
Defendants acknowledge the following 73 documents are subject to the Court's Order (1-73)				
1	Adams - 5.24.2016	233	8/26/2015	Communication from counsel in connection with rendering legal advice regarding exercise of stock options.
2	Adams - 5.24.2016	247	9/17/2015	Communication from counsel in connection with rendering legal advice regarding exercise of stock options.
3	Adams - 5.24.2016	248	9/17/2015	Communication from counsel in connection with rendering legal advice regarding exercise of stock options.
4	Adams - 5.24.2016	251	9/17/2015	Communication from counsel in connection with rendering legal advice regarding exercise of stock options.
5	Adams - 5.24.2016	252	9/17/2015	Communication from counsel in connection with rendering legal advice regarding exercise of stock options.
6	Adams - 5.24.2016	253	9/17/2015	Communication from counsel in connection with rendering legal advice regarding exercise of stock options.
7	Adams - 5.24.2016	254	9/17/2015	Communication from counsel in connection with rendering legal advice regarding exercise of stock options.
8	Adams - 5.24.2016	260	9/18/2015	Communication from counsel in connection with rendering legal advice regarding exercise of stock options.
9	Adams - 5.24.2016	261	9/18/2015	Communication from counsel in connection with rendering legal advice regarding exercise of stock options.
10	Adams - 5.24.2016	262	9/18/2015	Communication from counsel in connection with rendering legal advice regarding exercise of stock options.
11	Adams - 5.24.2016	267	9/18/2015	Communication from counsel in connection with rendering legal advice regarding exercise of stock options.
12	Kane - 5.24.2016	6	4/16/2015	Communication with in-house counsel in connection with rendering legal advice regarding exercise of stock options.
13	Kane - 5.24.2016	16	4/16/2015	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
14	Kane - 5.24.2016	17	4/16/2015	Communication with counsel in connection with rendering legal advice related to exercise of stock options.
15	Kane - 5.24.2016	19	4/17/2015	Communication with counsel in connection with rendering legal advice related to exercise of stock options.
16	Kane - 5.24.2016	24	4/22/2015	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.

Privilege Log	Entry	Date	Description
17 Kane - 5.24.2016	25	4/22/2015	Communication with counsel in connection with rendering legal advice related to exercise of stock options.
18 Kane - 5.24.2016	26	4/22/2015	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
19 Kane - 5.24.2016	147	8/26/2015	Correspondence transmitting legal advice regarding stock options originating from Craig Tompkins.
20 Kane - 5.24.2016	148	8/26/2015	Communication with counsel in connection with rendering legal advice related to exercise of stock options.
21 Kane - 5.24.2016	150	8/26/2015	Communication with counsel in connection with rendering legal advice related to exercise of stock options.
22 Kane - 5.24.2016	157	8/28/2015	Communication transmitting legal advice relating to exercise of share options from Craig Tompkins
23 Kane - 5.24.2016	165	8/28/2015	Communication with counsel in connection with rendering legal advice related to exercise of stock options.
24 Kane - 5.24.2016	166	8/28/2015	Communication with counsel in connection with rendering legal advice related to exercise of stock options.
25 Kane - 5.24.2016	170	8/29/2015	Correspondence transmitting legal advice regarding exercising stock options originating from Craig Tompkins.
26 Kane - 5.24.2016	171	8/29/2015	Communication with counsel in connection with rendering legal advice related to exercise of stock options.
27 Kane - 5.24.2016	175	8/30/2015	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
28 Kane - 5.24.2016	176	8/30/2015	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
29 Kane - 5.24.2016	177	8/30/2015	Communication with in-house counsel in connection with rendering legal advice regarding stock options.
30 Kane - 5.24.2016	178	8/30/2015	Attachment to attorney-client privileged communication with in-house counsel relating to stock options.
31 Kane - 5.24.2016	179	8/30/2015	Communication with in-house counsel in connection with rendering legal advice regarding exercise of stock options.
32 Kane - 5.24.2016	180	8/30/2015	Communication with in-house counsel in connection with rendering legal advice regarding exercise of stock options.

Privilege Log	Entry	Date	Description
33 Kane - 5.24.2016	181	8/30/2015	Communication with in-house counsel in connection with rendering legal advice regarding exercise of stock options.
34 Kane - 5.24.2016	182	8/30/2015	Communication with in-house counsel in connection with rendering legal advice regarding stock options.
35 Kane - 5.24.2016	183	8/30/2015	Communication with in-house counsel in connection with rendering legal advice regarding exercise of stock options.
36 Kane - 5.24.2016	184	8/30/2015	Attachment to attorney-client privileged communication.
37 Kane - 5.24.2016	185	8/30/2015	Attachment to attorney-client privileged communication.
38 Kane - 5.24.2016	188	8/30/2015	Communication with counsel in connection with rendering legal advice related to exercise of stock options.
39 Kane - 5.24.2016	189	8/31/2015	Communication with in-house counsel in connection with rendering legal advice regarding stock options.
40 Kane - 5.24.2016	195	8/31/2015	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
41 Kane - 5.24.2016	202	8/31/2015	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
42 Kane - 5.24.2016	203	9/1/2015	Communication with in-house counsel in connection with rendering legal advice regarding stock options.
43 Kane - 5.24.2016	204	9/1/2015	Communication with in-house counsel in connection with rendering legal advice regarding exercise of stock options.
44 Kane - 5.24.2016	211	9/1/2015	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.
45 Kane - 5.24.2016	214	9/1/2015	Communication with in-house counsel in connection with rendering legal advice regarding stock options.
46 Kane - 5.24.2016	254	9/17/2015	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
47 Kane - 5.24.2016	255	9/17/2015	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
48 Kane - 5.24.2016	256	9/17/2015	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.

Privilege Log		Entry	Date	Description
49	Kane - 5.24.2016	258	9/17/2015	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
50	Kane - 5.24.2016	259	9/17/2015	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
51	Kane - 5.24.2016	260	9/17/2015	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
52	Kane - 5.24.2016	261	9/17/2015	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
53	Kane - 5.24.2016	264	9/17/2015	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
54	Kane - 5.24.2016	265	9/17/2015	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
55	Kane - 5.24.2016	266	9/17/2015	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
56	Kane - 5.24.2016	267	9/17/2015	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
57	Kane - 5.24.2016	271	9/17/2015	Communication with counsel in connection with rendering legal advice related to exercise of stock options.
58	Kane - 5.24.2016	272	9/17/2015	Communication with counsel in connection with rendering legal advice related to exercise of stock options.
59	Kane - 5.24.2016	273	9/17/2015	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
60	Kane - 5.24.2016	275	9/17/2015	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
61	Kane - 5.24.2016	276	9/17/2015	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
62	Kane - 5.24.2016	277	9/17/2015	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
63	Kane - 5.24.2016	278	9/17/2015	Communication with counsel in connection with rendering legal advice related to exercise of stock options.
64	Kane - 5.24.2016	279	9/17/2015	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.

Privilege Log	Entry	Date	Description
65 Kane - 5.24.2016	283	9/18/2015	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
66 Kane - 5.24.2016	284	9/18/2015	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
67 Kane - 5.24.2016	285	9/18/2015	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
68 Kane - 5.24.2016	286	9/18/2015	Attachment to attorney-client privileged communication.
69 Kane - 5.24.2016	291	9/18/2015	Communication with counsel in connection with rendering legal advice related to exercise of stock options.
70 Kane - 5.24.2016	292	9/18/2015	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
71 Kane - 5.24.2016	293	9/18/2015	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
72 Kane - 5.24.2016	294	9/18/2015	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
73 Kane - 5.24.2016	295	9/18/2015	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
Defendants acknowledge the following 42 documents relate to the 100,000 option, but claim they don't convey advice (74-115)			
74 Adams - 5.24.2016	238	9/9/2015	Communication from counsel in connection with rendering legal advice regarding exercise of stock options.
75 Adams - 5.24.2016	239	9/9/2015	Communication from counsel in connection with rendering legal advice regarding exercise of stock options.
76 Adams - 5.24.2016	240	9/9/2015	Communication from counsel in connection with rendering legal advice regarding exercise of stock options.
77 Adams - 5.24.2016	241	9/9/2015	Communication from counsel in connection with related to stock options.
78 Adams - 5.24.2016	242	9/9/2015	Communication from counsel in connection with rendering legal advice regarding exercise of stock options.
79 Adams - 5.24.2016	246	9/17/2015	Communication from counsel in connection with rendering legal advice regarding exercise of stock options.
80 Adams - 5.24.2016	250	9/17/2015	Communication from counsel in connection with rendering legal advice regarding exercise of stock options.
81 Adams - 5.24.2016	255	9/17/2015	Communication from counsel in connection with rendering legal advice regarding exercise of stock options.

Privilege Log	Entry	Date	Description
82 Kane - 5.24.2016	7	4/16/2015	Communication with in-house counsel in connection with rendering legal advice regarding stock options.
83 Kane - 5.24.2016	29	4/28/2015	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
84 Kane - 5.24.2016	55	7/1/2015	Correspondence transmitting legal advice regarding exercising stock options from Marty Goldblum.
85 Kane - 5.24.2016	56	7/1/2015	Correspondence transmitting legal advice regarding stock options originating from Marty Goldblum.
86 Kane - 5.24.2016	138	8/24/2015	Communication relaying correspondence with Craig Tompkins for the purpose of obtaining legal advice regarding stock options.
87 Kane - 5.24.2016	149	8/26/2015	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
88 Kane - 5.24.2016	168	8/28/2015	Correspondence transmitting legal advice regarding stock options originating from Craig Tompkins.
89 Kane - 5.24.2016	196	8/31/2015	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
90 Kane - 5.24.2016	224	9/8/2015	Communication with counsel in connection with rendering legal advice related to exercise of stock options.
91 Kane - 5.24.2016	225	9/8/2015	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
92 Kane - 5.24.2016	226	9/8/2015	Communication with counsel in connection with rendering legal advice related to exercise of stock options.
93 Kane - 5.24.2016	227	9/8/2015	Correspondence transmitting legal advice regarding exercising stock options originating from Craig Tompkins.
94 Kane - 5.24.2016	228	9/8/2015	Communication with counsel in connection with rendering legal advice related to exercise of stock options.
95 Kane - 5.24.2016	229	9/9/2015	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
96 Kane - 5.24.2016	230	9/9/2015	Communication with in-house counsel in connection with rendering legal advice regarding stock options.
97 Kane - 5.24.2016	231	9/9/2015	Correspondence communicating legal advice regarding exercise of stock options originating from Craig Tompkins.

Privilege Log		Entry	Date	Description
98	Kane - 5.24.2016	234	9/9/2015	Communication with in-house counsel in connection with rendering legal advice regarding exercise of stock options.
99	Kane - 5.24.2016	236	9/9/2015	Communication reflecting legal advice regarding RDI stock option exercise.
100	Kane - 5.24.2016	237	9/9/2015	Correspondence transmitting legal advice regarding stock options originating from Craig Tompkins and Akin Gump.
101	Kane - 5.24.2016	238	9/9/2015	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
102	Kane - 5.24.2016	239	9/9/2015	Correspondence transmitting legal advice regarding stock options originating from Craig Tompkins.
103	Kane - 5.24.2016	240	9/9/2015	Correspondence transmitting legal advice regarding exercising stock options originating from Craig Tompkins.
104	Kane - 5.24.2016	241	9/9/2015	Communication with counsel in connection with rendering legal advice related to exercise of stock options.
105	Kane - 5.24.2016	262	9/17/2015	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
106	Kane - 5.24.2016	263	9/17/2015	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
107	Kane - 5.24.2016	268	9/17/2015	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
108	Kane - 5.24.2016	274	9/17/2015	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
109	Kane - 5.24.2016	289	9/18/2015	Correspondence transmitting legal advice regarding compensation and stock options originating from Craig Tompkins.
110	Kane - 5.24.2016	296	9/18/2015	Communication with counsel in connection with rendering legal advice regarding exercise of stock options and compensation.
111	Kane - 5.24.2016	303	9/21/2015	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
112	Kane - 5.24.2016	306	9/22/2015	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
113	Kane - 5.24.2016	307	9/22/2015	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
114	Kane - 5.24.2016	308	9/22/2015	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.

Privilege Log	Entry	Date	Description
115 Kane - 5.24.2016	309	9/22/2015	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
Defendants have not given any response to Plaintiff concerning the following 72 documents (116–187)			
116 Adams - 10.14.2015	202	4/16/2015	Communication with RDI counsel in connection with rendering legal advice regarding exercise of RDI stock options.
117 Adams - 10.14.2015	205	4/18/2015	Communication reflecting legal advice from counsel related to litigation and exercise of stock options.
118 Adams - 10.14.2015	212	4/18/2015	Communication reflecting legal advice from counsel related to litigation and exercise of stock options.
119 Adams - 10.14.2015	213	4/19/2015	Communication to RDI counsel reflecting legal advice concerning the exercise of RDI stock options and pending estate litigation.
120 Adams - 10.14.2015	236	4/24/2015	Communication from RDI counsel reflecting legal advice regarding Cotter estate litigation.
121 Adams - 10.14.2015	237	4/24/2015	Communication from RDI counsel reflecting legal advice regarding Cotter estate litigation.
122 Adams - 10.14.2015	238	4/24/2015	Attached document providing information for purposes of the above communication with counsel.
123 Adams - 10.14.2015	239	4/24/2015	Attached document providing information for purposes of the above communication with counsel.
124 Adams - 10.14.2015	273	5/9/2015	Communication reflecting legal advice related to interpleader and litigation.
125 Adams - 10.14.2015	274	5/9/2015	Communication reflecting legal advice related to interpleader and litigation.
126 Adams - 10.14.2015	275	5/9/2015	Communication reflecting legal advice related to interpleader and litigation.
127 Adams - 10.14.2015	276	5/9/2015	Communication reflecting legal advice related to interpleader and litigation.
128 Adams - 10.14.2015	277	5/9/2015	Communication reflecting legal advice related to interpleader and litigation.
129 Adams - 10.14.2015	424	6/5/2015	Communication to RDI counsel reflecting legal advice concerning the exercise of RDI stock options and RDI derivative litigation.
130 Adams - 10.14.2015	425	6/5/2015	Communication reflecting communication with RDI counsel for the purposes of seeking legal advice regarding the RDI board of directors and stock option exercise.
131 Adams - 10.14.2015	427	6/5/2015	Communication reflecting a communication from RDI counsel for the purposes of obtaining legal advice regarding RDI stock option exercise during estate and derivative litigation.
132 Adams - 10.14.2015	430	6/6/2015	Communication reflecting communication with RDI counsel for the purposes of seeking legal advice regarding the RDI board of directors and stock option exercise.

Privilege Log	Entry	Date	Description
133 Adams - 10.14.2015	437	6/6/2015	Communication reflecting communication with RDI counsel for the purposes of seeking legal advice regarding the RDI board of directors and stock option exercise.
134 Adams - 10.14.2015	490	7/1/2015	Correspondence to RDI counsel seeking legal advice regarding the exercise of stock options during derivative litigation.
135 Adams - 10.14.2015	491	7/1/2015	Communication reflecting communication with RDI counsel for the purposes of seeking legal advice regarding the RDI board of directors and stock option exercise.
136 Adams - 10.14.2015	571	7/29/2015	Communication with RDI counsel in connection with rendering legal advice regarding exercise of stock options.
137 Adams - 10.14.2015	574	7/30/2015	Communication with RDI counsel in connection with rendering legal advice regarding exercise of stock options.
138 Adams - 10.14.2015	579	7/30/2015	Communication with RDI counsel in connection with rendering legal advice regarding exercise of stock options.
139 Adams - 10.14.2015	580	7/30/2015	Communication with RDI counsel in connection with rendering legal advice regarding exercise of stock options.
140 Adams - 10.14.2015	587	7/31/2015	Communication with RDI counsel in connection with rendering legal advice regarding exercise of stock options.
141 Adams - 10.14.2015	588	7/31/2015	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
142 Adams - 10.14.2015	642	8/12/2015	Communication reflecting legal advice from RDI counsel regarding the exercise of RDI stock options during derivative litigation.
143 Adams - 10.14.2015	643	8/12/2015	Communication reflecting legal advice from RDI counsel regarding the exercise of RDI stock options during derivative litigation.
144 Adams - 10.14.2015	668	8/17/2015	Communication from RDI counsel for purposes of providing legal advice regarding RDI stock option exercise.
145 Adams - 10.14.2015	686	8/29/2015	Communication reflecting legal advice from outside counsel regarding the exercise of RDI stock options and estate litigation between Cotters.
146 Adams - 10.14.2015	692	8/29/2015	Communication to counsel for the purposes of obtaining legal advice regarding the exercise of RDI stock options.
147 Adams - 10.14.2015	693	8/30/2015	Communication reflecting correspondence with RDI counsel for purposes of conveying legal advice regarding Cotter stock option exercise.
148 Adams - 10.14.2015	697	8/30/2015	Communication reflecting legal advice from outside counsel regarding the exercise of RDI stock options and estate litigation between Cotters.

Privilege Log	Entry	Date	Description
149 Adams - 10.14.2015	698	8/30/2015	Communication reflecting legal advice from outside counsel regarding the exercise of RDI stock options and estate litigation between Cotters.
150 Adams - 10.14.2015	699	8/30/2015	Communication from RDI counsel for purposes of providing legal advice regarding RDI stock option exercise and corporate fiduciary duties.
151 Adams - 10.14.2015	700	8/30/2015	Communication from RDI counsel for purposes of providing legal advice regarding RDI stock option exercise and corporate fiduciary duties.
152 Adams - 10.14.2015	701	8/30/2015	Communication from RDI counsel for purposes of providing legal advice regarding RDI stock option exercise and corporate fiduciary duties.
153 Adams - 10.14.2015	705	8/31/2015	Communication reflecting legal advice from outside counsel regarding the exercise of RDI stock options and estate litigation between Cotters.
154 Adams - 10.14.2015	707	8/31/2015	Communication reflecting legal advice from outside counsel regarding the exercise of RDI stock options and estate litigation between Cotters.
155 Adams - 10.14.2015	718	9/1/2015	Communication with counsel in connection with rendering legal advice regarding stock option exercise.
156 Adams - 10.14.2015	719	9/1/2015	Attachment to attorney-client privileged communication with counsel regarding stock option exercise.
157 Kane - 10.14.2015	19	4/16/2015	Communication from counsel in connection with rendering legal advice related to exercise of stock options.
158 Kane - 10.14.2015	20	4/16/2015	Communication from counsel in connection with rendering legal advice related to exercise of stock options.
159 Kane - 10.14.2015	22	4/16/2015	Communication from counsel in connection with rendering legal advice related to exercise of stock options.
160 Kane - 10.14.2015	23	4/16/2015	Communication from counsel in connection with rendering legal advice related to exercise of stock options.
161 Kane - 10.14.2015	24	4/16/2015	Communication from counsel in connection with rendering legal advice related to exercise of stock options.
162 Kane - 10.14.2015	25	4/16/2015	Communication reflecting legal advice from counsel regarding the exercise of RDI stock options.
163 Kane - 10.14.2015	26	4/17/2015	Communication from counsel in connection with rendering legal advice related to exercise of stock options.
164 Kane - 10.14.2015	27	4/17/2015	Communication reflecting legal advice from counsel related to litigation and exercise of stock options.

Privilege Log	Entry	Date	Description
165 Kane - 10.14.2015	28	4/17/2015	Attachment to attorney-client privileged communication with in-house counsel relating to Cotter, Sr. stock options.
166 Kane - 10.14.2015	29	4/17/2015	Attachment to attorney-client privileged communication with in-house counsel relating to Cotter, Sr. stock options.
167 Kane - 10.14.2015	31	4/17/2015	Communication reflecting legal advice from counsel related to litigation and exercise of stock options.
168 Kane - 10.14.2015	35	4/17/2015	Communication reflecting legal advice from counsel related to litigation and exercise of stock options.
169 Kane - 10.14.2015	36	4/17/2015	Attachment to attorney-client privileged communication with in-house counsel relating to Cotter, Sr. stock options.
170 Kane - 10.14.2015	37	4/17/2015	Attachment to attorney-client privileged communication with in-house counsel relating to Cotter, Sr. stock options.
171 Kane - 10.14.2015	48	4/22/2015	Communication from counsel for purposes of providing legal advice regarding proxy statement and stock options.
172 Kane - 10.14.2015	49	4/22/2015	Attachment to attorney-client privileged communication with counsel relating to stock options.
173 Kane - 10.14.2015	50	4/22/2015	Communication from counsel for purposes of providing legal advice regarding proxy statement and stock options.
174 Kane - 10.14.2015	52	4/22/2015	Communication with counsel in connection with rendering legal advice regarding stock options.
175 Kane - 10.14.2015	53	4/22/2015	Communication with counsel in connection with rendering legal advice regarding stock options.
176 Kane - 10.14.2015	55	4/22/2015	Communication from counsel for purposes of rendering legal advice regarding stock options.
177 Kane - 10.14.2015	56	4/22/2015	Attachment to attorney-client privileged communication with counsel relating to stock options.
178 Kane - 10.14.2015	134	7/1/2015	Communication relaying correspondence with counsel in connection with rendering legal advice regarding stock options.
179 Kane - 10.14.2015	136	7/1/2015	Communication reflecting legal advice from counsel regarding exercise of stock options.
180 Kane - 10.14.2015	137	7/1/2015	Communication reflecting legal advice from counsel regarding exercise of stock options.

Privilege Log	Entry	Date	Description
181 Kane - 10.14.2015	157	7/28/2015	Communication reflecting legal advice from counsel regarding exercise of stock options.
182 Kane - 10.14.2015	158	7/29/2015	Communication from counsel in connection with rendering legal advice regarding exercise of stock options.
183 Kane - 10.14.2015	162	7/30/2015	Communication to counsel for the purposes of obtaining legal advice regarding exercise of stock options.
184 Kane - 10.14.2015	247	8/13/2015	Communication with counsel in connection with rendering legal advice related to stock options and document retention.
185 Kane - 10.14.2015	280	8/17/2015	Communication from counsel in connection with rendering legal advice related to exercise of stock options.
186 Kane - 10.14.2015	284	8/17/2015	Communication reflecting legal advice from counsel related to exercise of stock options.
187 Kane - 10.14.2015	291	8/17/2015	Communication reflecting legal advice from counsel related to exercise of stock options.
Defendants did not review the following 35 documents, claiming their description shows them to be unrelated (188-222)			
188 Adams - 5.24.2016	181	4/20/2015	Communication from counsel in connection with rendering legal advice regarding stock certificates.
189 Adams - 5.24.2016	182	4/20/2015	Attachment to attorney-client privileged communication.
190 Adams - 5.24.2016	183	4/20/2015	Attachment to attorney-client privileged communication.
191 Adams - 5.24.2016	184	4/24/2015	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
192 Adams - 5.24.2016	259	9/18/2015	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
193 Adams - 5.24.2016	265	9/18/2015	Communication with counsel in connection with rendering of legal advice related to trust and estate litigation and derivative litigation.
194 Adams - 5.24.2016	266	9/18/2015	Attachment to attorney-client privileged communication.
195 Adams - 5.24.2016	270	9/19/2015	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
196 Kane - 5.24.2016	60	7/6/2015	Communication with and from RDI counsel for purposes of obtaining and providing legal advice regarding SEC filing obligations and Cotter estate litigation.
197 Kane - 5.24.2016	169	8/29/2015	Communication with counsel in connection with rendering legal advice regarding strategy of Cotter estate litigation.

Privilege Log	Entry	Date	Description
198 Kane - 5.24.2016	172	8/29/2015	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
199 Kane - 5.24.2016	186	8/30/2015	Correspondence transmitting legal advice regarding estate litigation originating from Craig Tompkins.
200 Kane - 5.24.2016	187	8/30/2015	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
201 Kane - 5.24.2016	190	8/31/2015	Communication with counsel in connection with rendering legal advice regarding exercise of stock options.
202 Kane - 5.24.2016	191	8/31/2015	Attachment to attorney-client privileged communication.
203 Kane - 5.24.2016	197	8/31/2015	Communication with counsel in connection with rendering legal advice regarding Cotter estate litigation.
204 Kane - 5.24.2016	198	8/31/2015	Correspondence transmitting legal advice regarding estate litigation originating from Craig Tompkins and Greenberg Traurig.
205 Kane - 5.24.2016	199	8/31/2015	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
206 Kane - 5.24.2016	200	8/31/2015	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
207 Kane - 5.24.2016	201	8/31/2015	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
208 Kane - 5.24.2016	207	9/1/2015	Communication with counsel in connection with rendering of legal advice related to trust and estate litigation.
209 Kane - 5.24.2016	208	9/1/2015	Attachment to attorney-client privileged communication.
210 Kane - 5.24.2016	209	9/1/2015	Correspondence transmitting legal advice regarding estate litigation originating from Craig Tompkins.
211 Kane - 5.24.2016	210	9/1/2015	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
212 Kane - 5.24.2016	212	9/1/2015	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
213 Kane - 5.24.2016	213	9/1/2015	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
214 Kane - 5.24.2016	280	9/18/2015	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.

Privilege Log	Entry	Date	Description
215 Kane - 5.24.2016	287	9/18/2015	Communication with counsel in connection with rendering legal advice related to trust and estate litigation and derivative litigation.
216 Kane - 5.24.2016	288	9/18/2015	Attachment to attorney-client privileged communication.
217 Kane - 5.24.2016	299	9/19/2015	Communication reflecting legal advice related to interpleader and litigation.
218 Kane - 5.24.2016	300	9/19/2015	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
219 Kane - 5.24.2016	301	9/19/2015	Communication reflecting legal advice related to interpleader and litigation.
220 Kane - 5.24.2016	302	9/21/2015	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
221 Kane - 5.24.2016	304	9/21/2015	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.
222 Kane - 5.24.2016	305	9/21/2015	Communication with counsel in connection with rendering legal advice regarding trust and estate litigation.

Provost, Dana

From: Krum, Mark
Sent: Thursday, January 12, 2017 1:30 PM
To: Noah Helpern
Cc: Marshall Searcy; Provost, Dana; ferrariom@gtlaw.com; hendricksk@gtlaw.com; Foley, Erik; Story, Kirstin A.; Sodorff, Stephanie
Subject: RE: Cotter v. RDI

Noah,

Your email below is an exercise in gaslighting. You claim our e-mail is inaccurate but fail to even attempt to substantiate that claim. You admit that you agreed to review the documents, not just the privilege log entries, based on the lists we provided, but fail to explain your advice today that you now will not do so. We have been waiting almost a week for you to complete that process. It is been 3 weeks since we commenced it. Your proffered explanation, that we did not prepare an order, obviously accounts for no delay whatsoever, as evidenced by our communications since December 29th.

Did defendants change their mind about providing documents to the court for in camera review after reviewing them, or have defendants simply been engaged in an exercise at misdirection and delay for 3 weeks? Or is it some combination of the two?

We will submit our list to the court, reflecting the modest progress made in the process undertaken.

Mark

Sent from my Verizon, Samsung Galaxy smartphone

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

From: Noah Helpern <noahhelpern@quinnemanuel.com>
Date: 1/12/17 11:54 AM (GMT-05:00)
To: "Krum, Mark" <MKrum@lrrc.com>
Cc: Marshall Searcy <marshallsearcy@quinnemanuel.com>, "Provost, Dana" <DProvost@lrrc.com>, ferrariom@gtlaw.com, hendricksk@gtlaw.com, "Foley, Erik" <EFoley@lrrc.com>, "Story, Kirstin A." <KStory@lrrc.com>, "Sodorff, Stephanie" <SSodorff@lrrc.com>
Subject: Re: Cotter v. RDI

Mark:

Your characterization of our communications—and the supposed promises made by Defendants—is not accurate. Your office provided three different lists of privileged documents that you wanted the Court to review *in camera*. Defendants agreed to review and assess the content of those documents to see if your proposed list could be narrowed. Defendants also communicated to you, on multiple occasions, our position that we did not, and do not, agree to any *in camera* review. Moreover, for whatever reason, Plaintiff did not see fit to provide an order on its own motion. Accordingly, we have sought to correct your oversight and the delay that Plaintiff has caused. That you would need two days to review the order speaks volumes as to the real party responsible for delay.

Best,

Noah

On Jan 11, 2017, at 4:44 PM, Krum, Mark <MKrum@lrrc.com> wrote:

Noah,

The Court on December 22, 2016 granted our motion to reconsider and agreed to review in camera documents from the Kane and Adams privilege logs that related to the supposed 100,000 share option. I volunteered that we would confer with counsel for defendants regarding the list of privilege log entries to be provided to the Court.

To that end, on December 29 we provided a list of privilege log entries to counsel for defendants. Defendants provided an initial response and we had two telephonic meet and confer calls, on January 4 and 5, 2017. On the latter call, you committed that counsel for defendants would provide a list that day or the following day, Friday, indicating the assessment of counsel for defendants as to which of three categories the actual documents whose privilege log entries we had identified fell.

The three categories were (1) documents concerning advice of counsel regarding the supposed 100,000 share option; (2) documents that concern the supposed 100,000 share option but which counsel for defendants contend do not entail the provision of advice with respect thereto notwithstanding their presence on the privilege logs, and (3) documents that make no reference to and have nothing to do with the supposed 100,000 share option.

On Friday morning, we provided approximately 30 additional entries and you indicated that the promised list of three categories would be delivered Monday. On Monday, two days ago, your stated by email below that you were still looking at the list sent by us on Friday and implied that the promised list would be provided shortly.

Today, by your email immediately below, you have reneged on the agreement to provide a list and, as we understand it, advised that counsel for defendants do not intend to provide any documents to the Court for in camera review. By all appearances, you have engaged in a three-week exercise at delay, the purpose of which is to circumvent the Court's order that documents be provided to it for camera review.

As the proposed order you transmitted today, almost three weeks after the hearing, we will respond by or before Friday, as I indicated previously. In other words, we will respond in two days to a draft order you took 20 days to prepare.

Mark

Sent from my Verizon, Samsung Galaxy smartphone

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

From: Noah Helpern <noahhelpern@quinnemanuel.com>
Date: 1/11/17 6:36 PM (GMT-05:00)
To: "Krum, Mark" <MKrum@lrrc.com>, Marshall Searcy
<marshallsearcy@quinnemanuel.com>, "Provost, Dana" <DProvost@lrrc.com>,
"ferrariom@gtlaw.com" <ferrariom@gtlaw.com>, "hendricksk@gtlaw.com"
<hendricksk@gtlaw.com>
Cc: "Foley, Erik" <EFoley@lrrc.com>, "Story, Kirstin A." <KStory@lrrc.com>, "Sodorff,
Stephanie" <ssodorff@lrrc.com>
Subject: RE: Cotter v. RDI

Mark:

While your last letter to me identified approximately 30 additional entries, during the process of the parties' meet and confer, Plaintiff has identified hundreds of documents that he believes should be reviewed in camera by the District Court. Though Defendants have done their best to work with Plaintiff on this issue, ultimately, and as we have expressed previously, we do not believe any of the documents listed on our privilege log should be produced, or reviewed. Having now fully considered the scope of the Court's December 22 oral Order, as well as the various other Orders relating to the supposed waiver of attorney-client privilege, Defendants believe that the Court's rulings are erroneous as a matter of law. Accordingly, Defendants intend to seek the Nevada Supreme Court's review; you have indicated previously that Plaintiff intends to do the same. To that end, please let me know promptly if Plaintiff has any comments on the proposed order I sent earlier this morning so that we may move the review process along expeditiously.

Best,

Noah

From: Krum, Mark [<mailto:MKrum@lrrc.com>]
Sent: Wednesday, January 11, 2017 1:57 PM
To: Noah Helpern <noahhelpern@quinnemanuel.com>; Marshall Searcy
<marshallsearcy@quinnemanuel.com>; Provost, Dana <DProvost@lrrc.com>; 'ferrariom@gtlaw.com'
<ferrariom@gtlaw.com>; 'hendricksk@gtlaw.com' <hendricksk@gtlaw.com>
Cc: Foley, Erik <EFoley@lrrc.com>; Story, Kirstin A. <KStory@lrrc.com>; Sodorff, Stephanie
<ssodorff@lrrc.com>
Subject: RE: Cotter v. RDI

Noah,

Where are we on this? The supplemental list sent to you Friday morning only had approximately 30 entries.

Mark

From: Noah Helpern [<mailto:noahhelpern@quinnemanuel.com>]
Sent: Monday, January 09, 2017 6:10 PM

To: Krum, Mark; Marshall Searcy; Provost, Dana; 'ferrariom@gtlaw.com'; 'hendricksk@gtlaw.com'
Cc: Foley, Erik; Story, Kirstin A.; Sodorff, Stephanie
Subject: RE: Cotter v. RDI

Mark:

We are still looking at the list that was send by your office on Friday, and expect to get back to you shortly.

Best,

Noah

From: Krum, Mark [mailto:MKrum@lrrc.com]
Sent: Monday, January 09, 2017 3:01 PM
To: Marshall Searcy <marshallsearcy@quinnemanuel.com>; Provost, Dana <DProvost@lrrc.com>; 'ferrariom@gtlaw.com' <ferrariom@gtlaw.com>; 'hendricksk@gtlaw.com' <hendricksk@gtlaw.com>; Noah Helpern <noahhelpern@quinnemanuel.com>
Cc: Foley, Erik <EFoley@lrrc.com>; Story, Kirstin A. <KStory@lrrc.com>; Sodorff, Stephanie <SSodorff@lrrc.com>
Subject: RE: Cotter v. RDI

Marshall and Noah,

With respect to the first paragraph in Marshall's email, I need to look back at the October emails to refresh my memory about that matter.

As to the point of our communications, namely, providing the Court with a list of privilege log entries and documents for in camera review, we understood Noah to say that you would generate a three part list by COB Thursday, except for the additional entries we provided Thursday. May we expect the list today? Thanks.

Mark

From: Marshall Searcy [mailto:marshallsearcy@quinnemanuel.com]
Sent: Tuesday, January 03, 2017 1:31 PM
To: Krum, Mark; Provost, Dana; 'ferrariom@gtlaw.com'; 'hendricksk@gtlaw.com'; Noah Helpern
Cc: Foley, Erik; Story, Kirstin A.; Sodorff, Stephanie
Subject: RE: Cotter v. RDI

Mark,

We write to follow-up regarding Plaintiff's handwritten notes taken at meetings of Reading's Board of Directors. On October 7, 2016, you stated that, "insofar as any notes or transcription of notes exists, they were listed on a privilege log produced in advance of the July 6 deposition you reference." In response, we requested that you identify the particular entries on Plaintiff's privilege log that purportedly referenced these notes. Please let us know your position with respect to that request. Furthermore, please let us know whether Plaintiff has produced or will produce other handwritten notes taken by Plaintiff relating to any alleged breach of fiduciary duty by any Moving Defendant that Plaintiff contends is a basis for his complaint.

Also, we have reviewed the list of privilege log entries you intend to send to Judge Gonzalez.

On that list are 35 entries (identified below) that, on the face of their privilege log descriptions, do not even relate to the 100,000 option exercise. For example, some of the documents in Plaintiff's list were described on the privilege logs as "[c]ommunication[s] with counsel in connection with rendering legal advice regarding trust and estate litigation." Accordingly, these 35 entries should be omitted from any list you send to the Court.

Defendant	Privilege Log Date	Entry	Date
Adams	5.24.2016	181	4/20/2015
Adams	5.24.2016	182	4/20/2015
Adams	5.24.2016	183	4/20/2015
Adams	5.24.2016	184	4/24/2015
Adams	5.24.2016	259	9/18/2015
Adams	5.24.2016	265	9/18/2015
Adams	5.24.2016	266	9/18/2015
Adams	5.24.2016	270	9/19/2015
Kane	5.24.2016	60	7/6/2015
Kane	5.24.2016	169	8/29/2015
Kane	5.24.2016	172	8/29/2015
Kane	5.24.2016	186	8/30/2015
Kane	5.24.2016	187	8/30/2015
Kane	5.24.2016	190	8/31/2015
Kane	5.24.2016	191	8/31/2015
Kane	5.24.2016	197	8/31/2015
Kane	5.24.2016	198	8/31/2015
Kane	5.24.2016	199	8/31/2015
Kane	5.24.2016	200	8/31/2015
Kane	5.24.2016	201	8/31/2015
Kane	5.24.2016	207	9/1/2015
Kane	5.24.2016	208	9/1/2015
Kane	5.24.2016	209	9/1/2015
Kane	5.24.2016	210	9/1/2015
Kane	5.24.2016	212	9/1/2015
Kane	5.24.2016	213	9/1/2015
Kane	5.24.2016	280	9/18/2015
Kane	5.24.2016	287	9/18/2015
Kane	5.24.2016	288	9/18/2015
Kane	5.24.2016	299	9/19/2015
Kane	5.24.2016	300	9/19/2015
Kane	5.24.2016	301	9/19/2015
Kane	5.24.2016	302	9/21/2015
Kane	5.24.2016	304	9/21/2015
Kane	5.24.2016	305	9/21/2015

We have reviewed the other 115 documents identified on your list. Of those documents, only 73 documents (identified below) even arguably fall within the scope of the Court's Order, even applying the

interpretation of the Order that Plaintiff has urged. To be clear, Defendants do not agree with Plaintiff's interpretation of the Court's Order or the scope of any purported privilege waiver. Rather, in an effort to resolve this discovery dispute, Defendants have identified the documents they believe would be covered by the Court's order if Plaintiff's argued interpretation were to be accepted. If the Court intends to review documents *in camera*, these are the documents that should be reviewed.

We will call you at 11 a.m. on Wednesday to meet and confer regarding your list.

Defendant	Privilege Log Date	Entry	Date
Adams	5.24.2016	233	8/26/2015
Adams	5.24.2016	247	9/17/2015
Adams	5.24.2016	248	9/17/2015
Adams	5.24.2016	251	9/17/2015
Adams	5.24.2016	252	9/17/2015
Adams	5.24.2016	253	9/17/2015
Adams	5.24.2016	254	9/17/2015
Adams	5.24.2016	260	9/18/2015
Adams	5.24.2016	261	9/18/2015
Adams	5.24.2016	262	9/18/2015
Adams	5.24.2016	267	9/18/2015
Kane	5.24.2016	6	4/16/2015
Kane	5.24.2016	16	4/16/2015
Kane	5.24.2016	17	4/16/2015
Kane	5.24.2016	19	4/17/2015
Kane	5.24.2016	24	4/22/2015
Kane	5.24.2016	25	4/22/2015
Kane	5.24.2016	26	4/22/2015
Kane	5.24.2016	147	8/26/2015
Kane	5.24.2016	148	8/26/2015
Kane	5.24.2016	150	8/26/2015
Kane	5.24.2016	157	8/28/2015
Kane	5.24.2016	165	8/28/2015
Kane	5.24.2016	166	8/28/2015
Kane	5.24.2016	170	8/29/2015
Kane	5.24.2016	171	8/29/2015
Kane	5.24.2016	175	8/30/2015
Kane	5.24.2016	176	8/30/2015
Kane	5.24.2016	177	8/30/2015
Kane	5.24.2016	178	8/30/2015
Kane	5.24.2016	179	8/30/2015
Kane	5.24.2016	180	8/30/2015
Kane	5.24.2016	181	8/30/2015
Kane	5.24.2016	182	8/30/2015
Kane	5.24.2016	183	8/30/2015
Kane	5.24.2016	184	8/30/2015

Kane	5.24.2016	185	8/30/2015
Kane	5.24.2016	188	8/30/2015
Kane	5.24.2016	189	8/31/2015
Kane	5.24.2016	195	8/31/2015
Kane	5.24.2016	202	8/31/2015
Kane	5.24.2016	203	9/1/2015
Kane	5.24.2016	204	9/1/2015
Kane	5.24.2016	211	9/1/2015
Kane	5.24.2016	214	9/1/2015
Kane	5.24.2016	254	9/17/2015
Kane	5.24.2016	255	9/17/2015
Kane	5.24.2016	256	9/17/2015
Kane	5.24.2016	258	9/17/2015
Kane	5.24.2016	259	9/17/2015
Kane	5.24.2016	260	9/17/2015
Kane	5.24.2016	261	9/17/2015
Kane	5.24.2016	264	9/17/2015
Kane	5.24.2016	265	9/17/2015
Kane	5.24.2016	266	9/17/2015
Kane	5.24.2016	267	9/17/2015
Kane	5.24.2016	271	9/17/2015
Kane	5.24.2016	272	9/17/2015
Kane	5.24.2016	273	9/17/2015
Kane	5.24.2016	275	9/17/2015
Kane	5.24.2016	276	9/17/2015
Kane	5.24.2016	277	9/17/2015
Kane	5.24.2016	278	9/17/2015
Kane	5.24.2016	279	9/17/2015
Kane	5.24.2016	283	9/18/2015
Kane	5.24.2016	284	9/18/2015
Kane	5.24.2016	285	9/18/2015
Kane	5.24.2016	286	9/18/2015
Kane	5.24.2016	291	9/18/2015
Kane	5.24.2016	292	9/18/2015
Kane	5.24.2016	293	9/18/2015
Kane	5.24.2016	294	9/18/2015
Kane	5.24.2016	295	9/18/2015

Marshall Searcy

Partner

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

Sent: Thursday, December 29, 2016 4:35 PM

To: Marshall Searcy <marshallsearcy@quinnemanuel.com>; Provost, Dana <DProvost@lrrc.com>; 'ferrariom@gtlaw.com' <ferrariom@gtlaw.com>; 'hendricksk@gtlaw.com' <hendricksk@gtlaw.com>; Noah Helpern <noahhelpern@quinnemanuel.com>

Cc: Foley, Erik <EFoley@lrrc.com>; Story, Kirstin A. <KStory@lrrc.com>; Sodorff, Stephanie <ssodorff@lrrc.com>

Subject: RE: Cotter v. RDI

Marshall,

You are mistaken. What in fact happened is that I volunteered to send the list to counsel for defendants before we send it to the court, which is exactly what we have done. That said, we certainly will review defendants' list and their comments about their own privilege logs. Please provide your list before close of business Tuesday. I can speak between 10 and 12 Wednesday morning.

Mark

Sent from my Verizon, Samsung Galaxy smartphone

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

From: Marshall Searcy <marshallsearcy@quinnemanuel.com>

Date: 12/29/16 7:20 PM (GMT-05:00)

To: "Provost, Dana" <DProvost@lrrc.com>, "'ferrariom@gtlaw.com'" <ferrariom@gtlaw.com>, "'hendricksk@gtlaw.com'" <hendricksk@gtlaw.com>, Noah Helpern <noahhelpern@quinnemanuel.com>

Cc: "Krum, Mark" <MKrum@lrrc.com>, "Foley, Erik" <EFoley@lrrc.com>, "Story, Kirstin A." <KStory@lrrc.com>, "Sodorff, Stephanie" <ssodorff@lrrc.com>

Subject: RE: Cotter v. RDI

Mark,

Pursuant to the Court's order, the parties were supposed to meet and confer over these and whether they were appropriate for submission. I suggest Wednesday of next week for that conference.

From: Provost, Dana [<mailto:DProvost@lrrc.com>]

Sent: Thursday, December 29, 2016 4:18 PM

To: 'ferrariom@gtlaw.com' <ferrariom@gtlaw.com>; 'hendricksk@gtlaw.com' <hendricksk@gtlaw.com>; Marshall Searcy <marshallsearcy@quinnemanuel.com>; Noah Helpern <noahhelpern@quinnemanuel.com>

Cc: Krum, Mark <MKrum@lrrc.com>; Foley, Erik <EFoley@lrrc.com>; Story, Kirstin A. <KStory@lrrc.com>; Sodorff, Stephanie <ssodorff@lrrc.com>

Subject: Cotter v. RDI

Gentlemen:

Attached is the list of entries from the Adams and Kane Privilege Logs that we intend to send to Judge Gonzalez. Please let us know if this is acceptable or if you intend to submit some subset of it, as we understood you to suggest at the hearing.

Dana Provost
Legal Secretary
702.949.8202 office
702.949.8398 fax
dprovost@lrrc.com

<image001.png>

Lewis Roca Rothgerber Christie LLP
3993 Howard Hughes Parkway, Suite 600
Las Vegas, Nevada 89169-5996
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