

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
WROTONIAK,

Defendants Below.

Supreme Court Case No.: 72356

District Court Case No. A-16-735305-B
Jointly Administered with
Case No. P 14-082942-E and
Case No. A-16-735305-B
Electronically Filed
Jun 23 2017 04:17 p.m.
Elizabeth A. Brown
Clerk of Supreme Court

**RULE 27(E) EMERGENCY MOTION
FOR STAY PENDING RESOLUTION
OF WRIT PETITION**

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RULE 27(E) EMERGENCY MOTION FOR STAY
PENDING RESOLUTION OF WRIT PETITION
(Action Required before July 12, 2017)

Pursuant to NRAP 8 and 27(e), Petitioner Reading International, Inc., (“Petitioner” or “RDI”) requests a stay of certain orders from the district court regarding privilege, in Case No. A-15-719860-B (coordinated with Case No. P-14-082942-E and Case No. A-16-735305-B) pending this Court’s resolution of a petition for writ of prohibition or mandamus. Because production of protected information is required on or before July 12, 2017, a stay is necessary to avoid serious and imminent harm.

Specifically, RDI requests a stay of the enforcement of and obligations under the following orders:

- 1) Order entered on October 3, 2016 regarding “Plaintiff James J. Cotter, Jr.’s Motion to Compel Production of Documents and Communications Relating to the Advice Of Counsel Defense on Order Shortening Time,” **Exhibit A**;
- 2) Order entered on December 1, 2016 regarding “RDI’s Motion to Reconsider or Clarify Order Granting James J. Cotter, Jr.’s Motion to Compel Production of Documents and Communications Relating to the Advice of Counsel Defense,” **Exhibit B**; and
- 3) Order dated January 24, 2017 relating to “Plaintiff’s Motion to Reconsider and/or Clarify Order Granting in Part RDI’s Motion to Reconsider or

Clarify Order Granting James J. Cotter, Jr.'s Motion to Compel Production of Documents and Communications Relating to the Advice of Counsel Defense on Order Shortening Time," **Exhibit C**. (Collectively, the three Orders will be referred to as the "RDI Privilege Orders.").

A stay of the RDI Privilege Orders is warranted to avoid the disclosure of protected information and to avoid serious and imminent harm.

I. BACKGROUND INFORMATION

RDI is a publicly traded company, whose operations involve development and operation of entertainment and real estate assets in Australia, New Zealand, and the United States. Its voting shares have long been owned primarily by members of the Cotter family, including, until his 2014 death, James J. Cotter, Sr.

On February 14, 2017, RDI filed its Writ of Prohibition, or in the Alternative Mandamus relating to orders from the district court requiring the production of documents that are protected by the attorney client privilege ("Writ"). The potential implications of the RDI Privilege Orders could be far reaching as they implicate Nevada's business judgment rule and suggest an ability of officers and/or directors to waive the corporation's privilege due to application of NRS 78.138(2).

The Writ was necessitated because James J. Cotter, Jr. ("Cotter Jr.") filed a motion to compel documents that RDI Directors Guy Adams ("Adams" and Edward Kane ("Kane") referenced in their depositions as having been reviewed in

relation to approving a request by James J. Cotter, Sr.'s Estate (the "Estate") to exercise a 100,000 share stock option. Among Cotter, Jr.'s claims was the allegation the Estate should not have been permitted to exercise an option to purchase certain shares of RDI stock by exchanging shares of RDI stock owned by the Estate to pay the exercise price, which payment was approved by the Compensation Committee, on which Defendants Kane and Adams served. Neither Kane nor Adams asserted that they may not be held liable for their decision with respect to the exercise of the option because they relied on the advice of counsel. Indeed, "reliance on counsel" has not been raised as an affirmative defense in this case by any defendant. Similarly, no defendant has revealed the content of any legal opinion. However, on October 3, 2016, an order was entered by the district court granting in part James J. Cotter, Jr.'s Motion to Compel Production of Documents and Communications Related to Advice of Counsel ("Motion to Compel Advice of Counsel").

On October 7, 2016, RDI filed a Motion to Reconsider or Clarify the October 3, 2016 Order regarding the Motion to Compel Advice of Counsel ("Motion to Reconsider"). Following a hearing, an order was entered partially granting in RDI's Motion to Reconsider.

Thereafter, on December 9, 2016, Cotter, Jr. filed a Motion to Reconsider and/or Clarify Order Granting in Part RDI's Motion to Reconsider or Clarify Order

Granting Plaintiff's Motion to Compel Production of Documents and Communications Relating to the Advice of Counsel on Order Shortening Time, and an order was entered partially granting Cotter, Jr.'s motion.

On January 18, 2017, the district court convened a telephonic hearing at the request of the parties to discuss the RDI Privilege Orders at which time counsel for RDI advised that it intended to file a writ petition with the Nevada Supreme Court and made an oral motion for a stay. Good causing appearing, the Court ordered a stay for a period of 30 days which was memorialized in a February 9, 2017 Order which is attached hereto as **Exhibit D**.

Thereafter, RDI filed the subject Writ, seeking this Court's intervention due to significant issues of first impression involving Nevada's corporate law and the attorney client privilege. Specifically, the Writ seeks clarification regarding how Nevada's corporate laws relating to the responsibilities of officers and directors intersect with the attorney client privilege and who does and does not have the power to waive that privilege.

After filing the Writ, RDI requested continued stays of enforcement of the RDI Privilege Orders and the district court agreed to the same at a status hearing on March 6, 2017, **Exhibit E**, and on March 17, 2017, **Exhibit F**. The latter order continued the stay for 90 days. Having not yet received a response from the Nevada Supreme Court regarding the Writ, at a status check on June 5, 2017, RDI

requested the stay again be continued. However, the district court indicated a Motion to Stay would need to be filed prior to any additional action. Accordingly, RDI submitted a Motion for Stay Pending Determination of Appeal on Order Shortening Time on June, 5, 2017. Following a hearing on June 12, 2017, the district court denied the Motion to Stay and Ordered that RDI comply with the RDI Privilege Orders by July 12, 2017. The district court's findings in this regard were memorialized in an Order entered June 22, 2017, which is attached hereto as **Exhibit G.**

Based on the evolution of the three RDI Privilege Orders, it is understood that RDI is to produce (by July 12, 2017) to counsel for Cotter, Jr. a memorandum prepared by the law firm of Greenberg Traurig to RDI's Compensation Committee in September of 2015 ("GT Memo"). Additionally, when the district court reconsidered the Motion to Compel Advice of Counsel for a second time, she agreed to review *in camera* 115 additional documents that were identified on the privilege logs of Directors Kane and Adams for the purpose of determining whether those documents are subject to the October 3, 2016 and December 1, 2016 Orders. *See*, Exhibit C. The 115 documents on the privilege logs are to be produced to the Court by July 12, 2017. However, neither the production of the GT Memo to Cotter, Jr., nor review of the privileged documents are appropriate, in

light of the district court's misapplication of the business judgment rule in relationship with the attorney client privilege, and thus, writ relief is required.

II. LEGAL ARGUMENT

A stay is necessary to preserve appellate review of the attorney/client privilege issues raised in the Writ, and is the only way to prevent disclosure of privileged information to Cotter, Jr. Given that the district court denied petitioner's request for a stay, this motion is appropriately brought pursuant to NRAP 8(a) and NRAP 27 (e)(4).

Without a stay, RDI will be required to disclose attorney/client communication that will render the underlying petition moot. Specifically the focus of the two initial RDI Privilege Orders was the GT Memo as the district court explained:

But my focus has been that very limited request for additional information by the deponent to the attorney and the memo that was produced to them to rely upon.

Transcript from December 22, 2016 Hearing, Page 14 lines 14-16. The GT Memo contains privileged communications between RDI's attorneys and RDI's Compensation Committee. If produced, the privilege would be irretrievably lost.

In addition to the GT Memo, the district court has instructed counsel to produce for *in camera* review 115 items identified on the privilege logs of RDI Directors Kane and Adams. Such emails include communication with RDI's corporate counsel Craig Tompkins relating to the exercise of stock options. RDI

holds the privilege here, which privilege cannot be waived by an individual board member by simply stating he asked for legal advice before rendering a decision. Further analysis by the district court of these additional 115 documents without guidance from the Supreme Court is an exercise in futility.

As this Court has previously acknowledged, a stay is warranted in situations such as this where “[i]f improper discovery were allowed, the assertedly privileged information would irretrievably lose its confidential and privileged quality and petitioners would have no effective remedy, even by a later appeal.” *Wardleigh v. Second Judicial Dist. Court In & For County of Washoe*, 111 Nev. 345, 350-51, 891 P.2d 1180, 1183-84 (1995). Moreover, this court has previously granted writ relief “from orders allowing pretrial discovery of privileged information, especially when the petition presents an unsettled and important issue of statutory privilege law.” *Mitchell v. Eighth Judicial Dist. Court* 131 Nev. Adv. Op. 21, 359 P.3d 1096, 1099 (2015)(internal citations omitted). Such a situation exists here.

The four factors for consideration of a stay set forth in NRAP 8 also support RDI’s position:

(1) Whether the object of the appeal or writ petition will be defeated if the stay or injunction is denied; (2) whether the nonmoving party will suffer hardship or harm if the stay is granted; (3) whether movant is likely to prevail on the merits in the appeal; and (4) whether a determination of other existing equitable considerations, if any, is warranted.

Each factor is met here.

First, because the issue subject to the Writ relates specifically to the

production of a certain document or documents over which RDI asserts a privilege, the object of the appellate review will be defeated if a stay is not in place, and the Writ will have not been an effective remedy.

Second, Cotter, Jr. will not be harmed by a stay because if this Court denies the Writ, the information Cotter, Jr. seeks will then be subject to production. Moreover, the passage of time will not negatively impact Cotter, Jr.

Third, given the unique issues raised by the RDI Privileged Orders and the lack of any clear guidance from the Nevada Supreme Court on the waiver of a company's privilege by its directors, movant has a likelihood of prevailing on the merits. Indeed, the district court's determination that Nevada's statutory adoption of the business judgment rule resulted in a means by which the attorney-client privilege belonging to a corporation can be waived by testimony that a director relied on attorney advice is contrary to this court's pronouncements on the attorney-client privilege as further detailed in the Writ.

Moreover, this Court has previously recognized that a stay is warranted where there may not be another adequate remedy. *Aspen Financial Serv. V. Dist. Ct.* 128 Nev. Adv. Op. 57, 289 P.3d 201, 204 (2012). Indeed, "writ relief may be available to prevent the disclosure of allegedly privileged materials because once such information is disclosed, it is irretrievable." *Id.* citing *Valley Health*, 127 Nev. At ---, 252, P.3d at 679 (2011). Further, a stay is warranted in circumstances such

as this where a writ petition is the only mechanism to prevent disclosure of confidential information and a request for a stay can only be defeated upon a strong showing that the relief sought is unattainable, appears frivolous, or the request was filed for a dilatory purpose. *See, Mikohn Gaming v. McCrea* 120 Nev.248, 253, 89 P.3d 36, 40 (2004).

Absent a stay, RDI will be compelled to produce the GT Memo to Cotter, Jr. which it believes is protected by the attorney-client privilege. Such a production would destroy RDI's privilege, defeating the purpose of the writ. Moreover, until such time as the Supreme Court clarifies the important issues posed in the Writ, *in camera* review of documents by the district court is pointless.

III. CONCLUSION

To avoid irreversible disclosure of information protected by the attorney-client privilege, this Court should grant the subject stay request and the enforcement of and obligations under the RDI Privilege Orders.

Respectfully submitted this 23rd day of June, 2017.

GREENBERG TRAURIG, LLP

/s/ Tami D. Cowden

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*Attorneys for Petitioner
Reading International, Inc.*

CERTIFICATE OF SERVICE

Pursuant to NRAP 25, I certify that I am an employee of GREENBERG TRAURIG, LLP, that in accordance therewith, on June 23, 2017, I caused a copy of ***Rule 27(E) Emergency Motion for Stay Pending Resolution of Writ Petition*** to be served to the Real Parties in Interest via electronic means through the Court's E-Flex filing system. Electronic notification will be sent to the following:

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and

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Margaret Cotter, Ellen Cotter, Guy
Adams, Edward Kane; Douglas
McEachern, Judy, Coddington, and Michael
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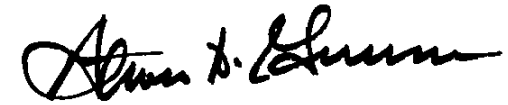
I further certify that a copy of the ***Rule 27(E) Emergency Motion for Stay Pending Resolution of Writ Petition*** will be served upon the below via hand delivery on Monday, June 26, 2017.

Judge Elizabeth Gonzalez
Eighth Judicial District Court of
Clark County, Nevada
Regional Justice Center
200 Lewis Avenue
Las Vegas, NV 89155

Respondent

/s/ Andrea Lee Rosehill
An Employee of Greenberg Traurig LLP

EXHIBIT A



CLERK OF THE COURT

1 **ORDR**

2
3 **DISTRICT COURT**

4 **CLARK COUNTY, NEVADA**

5
6 JAMES J. COTTER, JR.,

7 Plaintiff,

8 v.

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

12 Defendants.

13 In the Matter of the Estate of

14 JAMES J. COTTER,

15 Deceased.

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

19 Plaintiff,

20 v.

21 MARGARET COTTER, et al,

22 Defendants.

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

Coordinated with:

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

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

**ORDER GRANTING PLAINTIFF
JAMES J. COTTER, JR.'S MOTION TO
COMPEL PRODUCTION OF
DOCUMENTS AND
COMMUNICATIONS RELATING TO
THE ADVICE OF COUNSEL DEFENSE**

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

23 THIS MATTER HAVING COME BEFORE the Court on August 30, 2016 on "Plaintiff
24 James J. Cotter, Jr.'s Motion To Compel Production Of Documents And Communications
25 Relating To The Advice Of Counsel Defense On Order Shortening Time" (the "Motion"), Mark
26 G. Krum appearing for plaintiff James J. Cotter, Jr. ("Plaintiff"); Harold S. Johnson and Marshall
27 M. Searcy appearing for defendants Margaret Cotter, Ellen Cotter, Douglas McEachern, Guy
28 Adams, Edward Kane, Judy Coddington and Michael Wrotniak; Kara Hendricks appearing for

1 Reading International, Inc.; Shoshana E. Barnett appearing for William Gould; and Alexander
2 Robertson IV appearing for the intervening plaintiffs.

3 This Court, having considered the papers and pleadings on file and having heard oral
4 arguments, and good cause appearing,

5 **IT IS HEREBY ORDERED** that the Motion is **GRANTED** the legal opinion referenced
6 by Messrs. Kane and Adams in their deposition testimony as having been relied upon relating to
7 the 100,000 share option shall be produced by Defendants including:

8 1. Any and all documents or communications to or from Tompkins concerning
9 the 100,000 share option, and EC's and MC's right or ability as executors of the Estate to
10 exercise the option;

11 2. Any and all communications to or from and Ellis concerning the 100,000
12 share option, and EC' s and MCs right or ability as executors of the Estate to exercise the
13 option;

14 3. Any and all communications to or from any attorney or employee of
15 Greenberg Traurig concerning the 100,000 share option, and EC's and MC' s right or ability
16 as executors of the Estate to exercise the option;

17 4. Any and all documents, communications, materials, or information relied
18 upon or referred to in any advice, opinion, or communication from Tompkins concerning
19 the 100,000 share option, and EC's and MC's right or ability as executors of the Estate to
20 exercise the option;

21 5. Any and all documents, communications, materials, or information relied
22 upon or referred to in any advice, opinion, or communication from Ellis concerning the
23 100,000 share option, and EC's and MC's right or ability as executors of the Estate to
24 exercise the option; and

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

DATED this 30 day of October, 2016.


DISTRICT COURT JUDGE

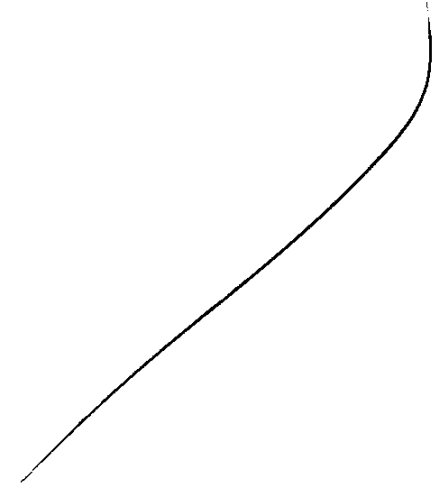
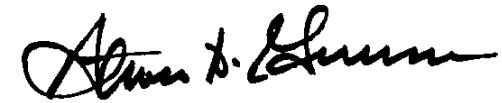


EXHIBIT B



CLERK OF THE COURT

ORDR

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Counsel for Reading International, Inc.

DISTRICT COURT

CLARK COUNTY, NEVADA

JAMES J. COTTER, JR.,

Plaintiff,

v.

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

Defendants.

In the Matter of the Estate of

JAMES J. COTTER,

Deceased.

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

Plaintiff,

v.

MARGARET COTTER, et al,

Defendants.

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

Coordinated with:

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

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

**ORDER GRANTING IN PART RDI'S
MOTION TO RECONSIDER OR
CLARIFY ORDER GRANTING JAMES
J. COTTER, JR.'S MOTION TO
COMPEL PRODUCTION OF
DOCUMENTS AND
COMMUNICATIONS RELATING TO
THE ADVICE OF COUNSEL DEFENSE**

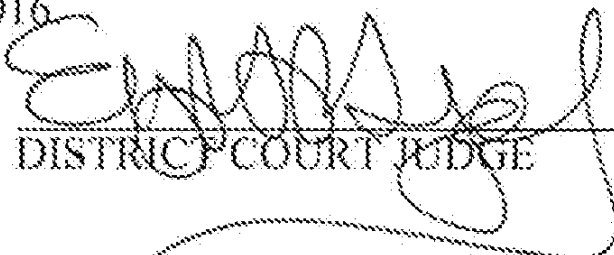
**Hearing Date: October 27, 2016
Time: 2:00 p.m.**

THIS MATTER HAVING COME BEFORE the Court on October 27, 2016 on "Reading International Inc.'s Motion to Reconsider or Clarify Order Granting James J. Cotter, Jr.'s Motion To Compel Production Of Documents And Communications Relating To The Advice Of Counsel Defense On Order Shortening Time" (the "Motion"), Mark G. Krum appearing for plaintiff James J. Cotter, Jr. ("Plaintiff"); H. Stanley Johnson, Christopher Tayback, and Marshall M. Searcy appearing for defendants Margaret Cotter, Ellen Cotter, Douglas McEachern, Guy Adams, Edward Kane, Judy Coddington and Michael Wrotniak; Mark E. Ferrario and Kara Hendricks appearing for Reading International, Inc.; and Ekwan Rhew, Shoshana E. Bennett appearing for William Gould.

This Court, having considered the papers and pleadings on file and having heard oral arguments, and good cause appearing,

IT IS HEREBY ORDERED that the Motion is **GRANTED IN PART** with clarification that to the extent Messrs. Kane and Adams testified that they relied solely upon the advice of counsel in making their decision relating to the approval of a request by Cotter, Sr.'s Estate to exercise a 100,000 share stock option, Defendants are to produce the written legal opinion, relating to such exercise, that was **provided** to Messrs. Kane and Adams. To the extent information identified in this Court's order dated October 3, 2016, was not provided to or relied upon by Messrs. Kane and Adams, it is not subject to production.

DATED this 1st day of Dec, 2016

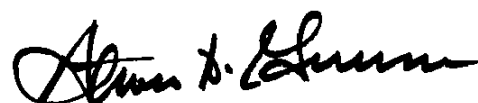

DISTRICT COURT JUDGE

Respectfully submitted:

GREENBERG TRAURIG, LLP

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EXHIBIT C



CLERK OF THE COURT

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Edward Kane, Judy Coddington, and Michael Wrotniak

EIGHTH JUDICIAL DISTRICT COURT

CLARK COUNTY, NEVADA

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

Plaintiff,

v.

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

Defendants,

and

READING INTERNATIONAL, INC., a Nevada
corporation;

Nominal Defendant.

Case No.: A-15-719860-B

Dept. No.: XI

Case No.: P-14-082942-E

Dept. No.: XI

Related and Coordinated Cases

BUSINESS COURT

[PROPOSED] ORDER

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

4 Plaintiffs,

5 v.

6 MARGARET COTTER, ELLEN COTTER, GUY
7 ADAMS, EDWARD KANE, DOUGLAS
8 McEACHERN, WILLIAM GOULD, JUDY
9 CODDING, MICHAEL WROTNIAK, CRAIG
10 TOMPKINS, and DOES 1 through 100, inclusive;

11 Defendants,

12 and

13 READING INTERNATIONAL, INC., a Nevada
14 corporation;

15 Nominal Defendant.

16 THIS MATTER HAVING COME TO BE HEARD BEFORE the Court on December 22,
17 2016, on a Motion to Reconsider and/or Clarify Order Granting in Part RDI's Motion to
18 Reconsider or Clarify Order Granting Plaintiff's Motion to Compel Production of Documents
19 and Communications Relating to the Advice of Counsel on Order Shortening Time (the
20 "Motion"), and the Court having reviewed the papers filed in support of and in opposition to the
21 Motion, and having considered the arguments of counsel and such other pleadings on file herein
22 as the Court saw fit, and good cause appearing therefor, the Court rules as follows:

23 IT IS HEREBY ORDERED THAT the Plaintiff and Defendants meet and confer in order
24 to jointly prepare a list of privilege log entries for the Court to review *in camera* to determine if
25 they are subject to the Court's October 3, 2016, and December 1, 2016, Orders regarding
26 production of attorney-client privileged documents.

27 IT IS FURTHER ORDERED THAT in the event Plaintiff and Defendants cannot jointly
28 produce a single proposed list of privilege log entries, Plaintiff and Defendants are instructed to
separately submit their proposed list of entries for the Court to review *in camera*.

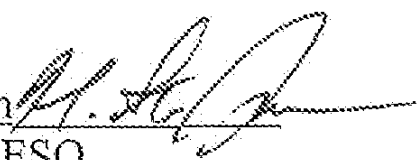
1 IT IS FURTHER ORDERED THAT the parties will jointly decide on and propose to the
2 Court a date to set a status conference addressing the issues set forth herein.

3 DATED this 20 day of JAN., 2017.

4
5 
DISTRICT COURT JUDGE

6 PREPARED AND SUBMITTED BY:

7 **COHEN|JOHNSON|PARKER|EDWARDS**

8
9 By: /s/ H. Stan Johnson 
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12 Las Vegas, Nevada 89119
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20 *Attorneys for Defendants Margaret Cotter,*
21 *Ellen Cotter, Douglas McEachern, Guy Adams,*
22 *Edward Kane, Judy Coddling, and Michael Wrotniak*
23
24
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EXHIBIT D



CLERK OF THE COURT

1 ORDR
2 MARK E. FERRARIO, ESQ.
3 (NV Bar No. 1625)
4 KARA B. HENDRICKS, ESQ.
5 (NV Bar No. 7743)
6 TAMI D. COWDEN, ESQ.
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16 cowdent@gtlaw.com

17 *Counsel for Reading International, Inc.*

18 **DISTRICT COURT**
19 **CLARK COUNTY, NEVADA**

20 JAMES J. COTTER, JR.,
21 Plaintiff,

22 v.

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

26 Defendants.

27 In the Matter of the Estate of

28 JAMES J. COTTER,

Deceased.

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

Plaintiff,

v.

MARGARET COTTER, et al,

Defendants.

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

Coordinated with:

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

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

**ORDER STAYING THIS COURT'S
OCTOBER 3, 2016, DECEMBER 1, 2016
AND JANUARY 20, 2017 ORDERS
REGARDING PRIVILEGE ISSUES**

THIS COURT having convened a telephonic hearing on January 18, 2017 at the request

1 of the parties to discuss orders relating to the advice of counsel defense, counsel for all interested
2 parties having appeared at the same, the Court having been informed by counsel for Defendants
3 that they intend to challenge various orders regarding the advice of counsel issue via filing a writ
4 petition with the Nevada Supreme Court and having made an oral motion for a stay of such
5 orders, and for good cause appearing,

6 IT IS HEREBY ORDERED that enforcement of and obligations under the following
7 orders are stayed for a period of 30 days from the date of the January 18, 2017 hearing or until
8 February 17, 2017:

- 9 1) Order entered on October 3, 2016 regarding "Plaintiff James J. Cotter, Jr.'s Motion to
10 Compel Production of Documents and Communications Relating to the Advice Of
11 Counsel Defense on Order Shortening Time" (the "Motion");
- 12 2) Order entered on December 1, 2016 regarding "RDI's Motion to Reconsider or
13 Clarify Order Granting James J. Cotter, Jr.'s Motion to Compel Production of
14 Documents and Communications Relating to the Advice of Counsel Defense"; and
- 15 3) Order dated January 20, 2017 relating to "Plaintiff's Motion to Reconsider and/or
16 Clarify Order Granting in Part RDI's Motion to Reconsider or Clarify Order
17 Granting James J. Cotter, Jr.'s Motion to Compel Production of Documents and
18 Communications Relating to the Advice of Counsel Defense on Order Shortening
19 Time."

20 DATED this 8th day of February 2017.

21 
22 DISTRICT COURT JUDGE
23
24
25
26
27
28

GREENBERG TRAURIG, LLP
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1 Respectfully submitted by:

2 GREENBERG TRAURIG, LLP

3
4 /s/ Kara B. Hendricks

Mark E. Ferrario (NV Bar No. 1625)

Kara B. Hendricks (NV Bar No. 7743)

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Las Vegas, Nevada 89169

FerrarioM@gtlaw.com

HendricksK@gtlaw.com

8 *Counsel for Reading International, Inc.*

EXHIBIT E

[Skip to Main Content](#) [Logout](#) [My Account](#) [Search Menu](#) [New District Civil/Criminal](#)
[Search](#) [Refine Search](#) [Close](#)

Location : District Court Civil/Criminal [Help](#)

REGISTER OF ACTIONS

CASE No. A-15-719860-B

James Cotter, Jr., Plaintiff(s) vs. Margaret Cotter, Defendant(s)

§
§
§
§
§
§
§

Case Type: **NRS Chapters 78-89**

Date Filed: **06/12/2015**

Location: **Department 11**

Cross-Reference Case **A719860**

Number:

RELATED CASE INFORMATION

Related Cases

P-14-082942-E (Coordinated - Certain Matters)

A-16-735305-B (Coordinated - Certain Matters)

PARTY INFORMATION

Defendant	Adams, Guy	Lead Attorneys Harold Stanley Johnson
Defendant	Codding, Judy	Harold Stanley Johnson
Defendant	Cotter, Ellen	Harold Stanley Johnson
Defendant	Cotter, Margaret	Harold Stanley Johnson
Defendant	Gould, William	Donald A. Lattin
Defendant	Kane, Edward	Harold Stanley Johnson
Defendant	McEachern, Douglas	Harold Stanley Johnson
Defendant	Wrotniak, Michael	Harold Stanley Johnson

Other **Diamond A Investors LP**

James E. Murphy

Other **Diamond A Partners LP**

James E. Murphy
Retained

Plaintiff Cotter, James J, Jr.

Mark G. Krum

EVENTS & ORDERS OF THE COURT

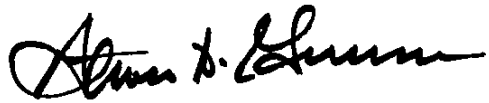
03/06/2017 All Pending Motions (8:30 AM) (Judicial Officer Gonzalez, Elizabeth)

Minutes

03/06/2017 8:30 AM

- Mr. Krum appeared by telephone. STATUS CONFERENCE:
Mr. Ferrario advised Mr. Searcy was headed here but he does not know where he is. Court acknowledged status report regarding deposition discovery and it appears that discovery will not be done until mid-to-late April. Mr. Krum advised that understanding the pendency of the writ documents should be submitted for in camera review; he understands a stay is sought; parties are not yet at a position for the Court to order certain documents to be produced. Mr. Ferrario responded that he believes it is prudent to maintain the current posture of the case and it does not make sense to deliver documents to the Court while the writ is pending. COURT ORDERED, STAY EXTENDED for a period of 90 days. Matter SET for status check in 90 days. Counsel noted the 3 remaining depositions. PLAINTIFF JAMES J. COTTER, JR.'S MOTION IN LIMINE TO PRECLUDE RELIANCE ON ADVICE OF COUNSEL...
...PLAINTIFF JAMES J. COTTER, JR.'S MOTION FOR PARTIAL SUMMARY JUDGMENT... ...INDIVIDUAL DEFENDANTS' MOTION FOR PARTIAL SUMMARY JUDGMENT (NO. 6) RE PLAINTIFF'S CLAIMS RELATED TO THE ESTATE'S OPTION EXERCISE. THE APPOINTMENT OF MARGARET COTTER, THE COMPENSATION PACKAGES OF ELLEN COTTER AND MARGARET COTTER, AND THE ADDITIONAL COMPENSATION TO MARGARET COTTER AND GUY ADAMS...READING INTERNATIONAL, INC.'S JOINDER TO THE INDIVIDUAL DEFENDANTS' MOTION FOR PARTIAL SUMMARY JUDGMENT NO. 6, RE PLAINTIFF'S CLAIMS RELATED TO THE ESTATE'S OPTION EXERCISE, THE APPOINTMENT OF MARGARET COTTER, THE COMPENSATION PACKAGES OF ELLEN COTTER AND MARGARET COTTER, AND THE ADDITIONAL COMPENSATION TO MARGARET COTTER AND GUY ADAMS... ...INDIVIDUAL DEFENDANTS' MOTION FOR PARTIAL SUMMARY JUDGMENT (NO. 2) RE: THE ISSUE OF DIRECTOR INDEPENDENCE...READING INTERNATIONAL, INC.'S JOINDER TO THE INDIVIDUAL DEFENDANTS' MOTION FOR SUMMARY JUDGMENT NO. 2 ON THE ISSUE OF DIRECTOR INDEPENDENCE...
...DEFENDANT WILLIAM GOULD'S MOTION FOR SUMMARY JUDGMENT...READING INTERNATIONAL, INC.'S JOINDER TO DEFENDANT WILLIAM GOULD'S MOTION FOR SUMMARY JUDGMENT... ...INDIVIDUAL DEFENDANTS' MOTION FOR PARTIAL SUMMARY JUDGMENT (NO. 5) ON PLAINTIFF'S CLAIMS RELATED TO THE APPOINTMENT OF ELLEN COTTER AS CEO...READING INTERNATIONAL, INC.'S JOINDER TO THE INDIVIDUAL DEFENDANTS' MOTION FOR SUMMARY JUDGMENT NO. 5 RE PLAINTIFF'S CLAIMS RELATED TO THE APPOINTMENT OF ELLEN COTTER AS CEO...
...INDIVIDUAL DEFENDANTS' MOTION FOR PARTIAL SUMMARY JUDGMENT (NO. 3) ON PLAINTIFF'S CLAIMS RELATED TO THE PURPORTED UNSOLICITED OFFER...READING INTERNATIONAL, INC.'S JOINDER TO THE INDIVIDUAL DEFENDANTS' MOTION FOR PARTIAL SUMMARY JUDGMENT NO. 3 RE THE PURPORTED UNSOLICITED OFFER...DEFENDANT WILLIAM GOULD'S JOINDER IN INDIVIDUAL DEFENDANTS' MOTION FOR PARTIAL SUMMARY JUDGMENT (NO.3) ON PLAINTIFF'S CLAIMS RELATED TO THE PURPORTED UNSOLICITED OFFER: COURT ORDERED motions CONTINUED to status

EXHIBIT F



CLERK OF THE COURT

1 ORDR
2 MARK E. FERRARIO, ESQ.
(NV Bar No. 1625)
3 KARA B. HENDRICKS, ESQ.
(NV Bar No. 7743)
4 TAMI D. COWDEN, ESQ.
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8 hendricksk@gtlaw.com
9 cowdent@gtlaw.com

Counsel for Reading International, Inc.

DISTRICT COURT
CLARK COUNTY, NEVADA

JAMES J. COTTER, JR.,

Plaintiff,

v.

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

Defendants.

In the Matter of the Estate of

JAMES J. COTTER,

Deceased.

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

Plaintiff,

v.

MARGARET COTTER, et al,

Defendants.

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

Coordinated with:

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

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

**ORDER CONTINUING STAY OF THIS
COURT'S OCTOBER 3, 2016, DECEMBER
1, 2016 AND JANUARY 20, 2017 ORDERS
REGARDING PRIVILEGE ISSUES**

THIS COURT entered an order on February 9, 2017 staying the enforcement of and

obligations under the following orders until February 17, 2017:

- 1) Order entered on October 3, 2016 regarding "Plaintiff James J. Cotter, Jr.'s Motion to Compel Production of Documents and Communications Relating to the Advice Of Counsel Defense on Order Shortening Time";
- 2) Order entered on December 1, 2016 regarding "RDI's Motion to Reconsider or Clarify Order Granting James J. Cotter, Jr.'s Motion to Compel Production of Documents and Communications Relating to the Advice of Counsel Defense"; and
- 3) Order dated January 20, 2017 relating to "Plaintiff's Motion to Reconsider and/or Clarify Order Granting in Part RDI's Motion to Reconsider or Clarify Order Granting James J. Cotter, Jr.'s Motion to Compel Production of Documents and Communications Relating to the Advice of Counsel Defense on Order Shortening Time."

The Parties to this action having appeared in Court on March 6, 2017 for a status check and counsel for Reading International Inc., having requested that the stay of the orders identified above be continued as a result of a writ filed on February 14, 2017, with the Nevada Supreme Court as Case No. 72356, the Court having been fully informed and hearing arguments of counsel, and for good cause appearing,

IT IS HEREBY ORDERED that the stay of enforcement of and obligations under the following orders is continued for an additional 90 days or until June 4, 2017:

- 1) Order entered on October 3, 2016 regarding "Plaintiff James J. Cotter, Jr.'s Motion to Compel Production of Documents and Communications Relating to the Advice Of Counsel Defense on Order Shortening Time";
- 2) Order entered on December 1, 2016 regarding "RDI's Motion to Reconsider or Clarify Order Granting James J. Cotter, Jr.'s Motion to Compel Production of Documents and Communications Relating to the Advice of Counsel Defense"; and
- 3) Order dated January 20, 2017 relating to "Plaintiff's Motion to Reconsider and/or Clarify Order Granting in Part RDI's Motion to Reconsider or Clarify Order

Granting James J. Cotter, Jr.'s Motion to Compel Production of Documents and Communications Relating to the Advice of Counsel Defense on Order Shortening Time."

DATED this 16 day of March, 2017.


DISTRICT COURT JUDGE

Jw

Respectfully submitted by:

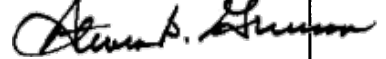
GREENBERG TRAURIG, LLP

/s/ Kara B. Hendricks

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Counsel for Reading International, Inc.

EXHIBIT G



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Counsel for Reading International, Inc.

DISTRICT COURT

CLARK COUNTY, NEVADA

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

Plaintiff,

v.

MARGARET COTTER, et al,

Defendants.

In the Matter of the Estate of

JAMES J. COTTER,

Deceased.

JAMES J. COTTER, JR.,

Plaintiff,

v.

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

Defendants.

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

Coordinated with:

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

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

**ORDER DENYING MOTION TO
STAY PENDING DETERMINATION
OF APPEAL**

Date of Hearing: June 12, 2017
Time of Hearing: 8:30a.m.

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
WROTONIAK,

Defendants Below.

Supreme Court Case No.: 72356

District Court Case No.: A-15-719860-B
Jointly Administered with
Case No. P 14-082942-E and
Case No. A-16-735305-B

**RULE 27(E) EMERGENCY MOTION
FOR STAY PENDING RESOLUTION
OF WRIT PETITION**

Mark E. Ferrario, Esq., NBN 1625
Kara B. Hendricks, Esq., NBN 7443
Tami D. Cowden, Esq., NBN 8994
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Attorneys for Petitioner

RULE 27(E) EMERGENCY MOTION FOR STAY
PENDING RESOLUTION OF WRIT PETITION
(Action Required before July 12, 2017)

Pursuant to NRAP 8 and 27(e), Petitioner Reading International, Inc., (“Petitioner” or “RDI”) requests a stay of certain orders from the district court regarding privilege, in Case No. A-15-719860-B (coordinated with Case No. P-14-082942-E and Case No. A-16-735305-B) pending this Court’s resolution of a petition for writ of prohibition or mandamus. Because production of protected information is required on or before July 12, 2017, a stay is necessary to avoid serious and imminent harm.

Specifically, RDI requests a stay of the enforcement of and obligations under the following orders:

- 1) Order entered on October 3, 2016 regarding “Plaintiff James J. Cotter, Jr.’s Motion to Compel Production of Documents and Communications Relating to the Advice Of Counsel Defense on Order Shortening Time,” **Exhibit A**;
- 2) Order entered on December 1, 2016 regarding “RDI’s Motion to Reconsider or Clarify Order Granting James J. Cotter, Jr.’s Motion to Compel Production of Documents and Communications Relating to the Advice of Counsel Defense,” **Exhibit B**; and
- 3) Order dated January 24, 2017 relating to “Plaintiff’s Motion to Reconsider and/or Clarify Order Granting in Part RDI’s Motion to Reconsider or

Clarify Order Granting James J. Cotter, Jr.'s Motion to Compel Production of Documents and Communications Relating to the Advice of Counsel Defense on Order Shortening Time," **Exhibit C**. (Collectively, the three Orders will be referred to as the "RDI Privilege Orders.").

A stay of the RDI Privilege Orders is warranted to avoid the disclosure of protected information and to avoid serious and imminent harm.

I. BACKGROUND INFORMATION

RDI is a publicly traded company, whose operations involve development and operation of entertainment and real estate assets in Australia, New Zealand, and the United States. Its voting shares have long been owned primarily by members of the Cotter family, including, until his 2014 death, James J. Cotter, Sr.

On February 14, 2017, RDI filed its Writ of Prohibition, or in the Alternative Mandamus relating to orders from the district court requiring the production of documents that are protected by the attorney client privilege ("Writ"). The potential implications of the RDI Privilege Orders could be far reaching as they implicate Nevada's business judgment rule and suggest an ability of officers and/or directors to waive the corporation's privilege due to application of NRS 78.138(2).

The Writ was necessitated because James J. Cotter, Jr. ("Cotter Jr.") filed a motion to compel documents that RDI Directors Guy Adams ("Adams" and Edward Kane ("Kane") referenced in their depositions as having been reviewed in

relation to approving a request by James J. Cotter, Sr.'s Estate (the "Estate") to exercise a 100,000 share stock option. Among Cotter, Jr.'s claims was the allegation the Estate should not have been permitted to exercise an option to purchase certain shares of RDI stock by exchanging shares of RDI stock owned by the Estate to pay the exercise price, which payment was approved by the Compensation Committee, on which Defendants Kane and Adams served. Neither Kane nor Adams asserted that they may not be held liable for their decision with respect to the exercise of the option because they relied on the advice of counsel. Indeed, "reliance on counsel" has not been raised as an affirmative defense in this case by any defendant. Similarly, no defendant has revealed the content of any legal opinion. However, on October 3, 2016, an order was entered by the district court granting in part James J. Cotter, Jr.'s Motion to Compel Production of Documents and Communications Related to Advice of Counsel ("Motion to Compel Advice of Counsel").

On October 7, 2016, RDI filed a Motion to Reconsider or Clarify the October 3, 2016 Order regarding the Motion to Compel Advice of Counsel ("Motion to Reconsider"). Following a hearing, an order was entered partially granting in RDI's Motion to Reconsider.

Thereafter, on December 9, 2016, Cotter, Jr. filed a Motion to Reconsider and/or Clarify Order Granting in Part RDI's Motion to Reconsider or Clarify Order

Granting Plaintiff's Motion to Compel Production of Documents and Communications Relating to the Advice of Counsel on Order Shortening Time, and an order was entered partially granting Cotter, Jr.'s motion.

On January 18, 2017, the district court convened a telephonic hearing at the request of the parties to discuss the RDI Privilege Orders at which time counsel for RDI advised that it intended to file a writ petition with the Nevada Supreme Court and made an oral motion for a stay. Good causing appearing, the Court ordered a stay for a period of 30 days which was memorialized in a February 9, 2017 Order which is attached hereto as **Exhibit D**.

Thereafter, RDI filed the subject Writ, seeking this Court's intervention due to significant issues of first impression involving Nevada's corporate law and the attorney client privilege. Specifically, the Writ seeks clarification regarding how Nevada's corporate laws relating to the responsibilities of officers and directors intersect with the attorney client privilege and who does and does not have the power to waive that privilege.

After filing the Writ, RDI requested continued stays of enforcement of the RDI Privilege Orders and the district court agreed to the same at a status hearing on March 6, 2017, **Exhibit E**, and on March 17, 2017, **Exhibit F**. The latter order continued the stay for 90 days. Having not yet received a response from the Nevada Supreme Court regarding the Writ, at a status check on June 5, 2017, RDI

requested the stay again be continued. However, the district court indicated a Motion to Stay would need to be filed prior to any additional action. Accordingly, RDI submitted a Motion for Stay Pending Determination of Appeal on Order Shortening Time on June, 5, 2017. Following a hearing on June 12, 2017, the district court denied the Motion to Stay and Ordered that RDI comply with the RDI Privilege Orders by July 12, 2017. The district court's findings in this regard were memorialized in an Order entered June 22, 2017, which is attached hereto as **Exhibit G.**

Based on the evolution of the three RDI Privilege Orders, it is understood that RDI is to produce (by July 12, 2017) to counsel for Cotter, Jr. a memorandum prepared by the law firm of Greenberg Traurig to RDI's Compensation Committee in September of 2015 ("GT Memo"). Additionally, when the district court reconsidered the Motion to Compel Advice of Counsel for a second time, she agreed to review *in camera* 115 additional documents that were identified on the privilege logs of Directors Kane and Adams for the purpose of determining whether those documents are subject to the October 3, 2016 and December 1, 2016 Orders. *See*, Exhibit C. The 115 documents on the privilege logs are to be produced to the Court by July 12, 2017. However, neither the production of the GT Memo to Cotter, Jr., nor review of the privileged documents are appropriate, in

light of the district court's misapplication of the business judgment rule in relationship with the attorney client privilege, and thus, writ relief is required.

II. LEGAL ARGUMENT

A stay is necessary to preserve appellate review of the attorney/client privilege issues raised in the Writ, and is the only way to prevent disclosure of privileged information to Cotter, Jr. Given that the district court denied petitioner's request for a stay, this motion is appropriately brought pursuant to NRAP 8(a) and NRAP 27 (e)(4).

Without a stay, RDI will be required to disclose attorney/client communication that will render the underlying petition moot. Specifically the focus of the two initial RDI Privilege Orders was the GT Memo as the district court explained:

But my focus has been that very limited request for additional information by the deponent to the attorney and the memo that was produced to them to rely upon.

Transcript from December 22, 2016 Hearing, Page 14 lines 14-16. The GT Memo contains privileged communications between RDI's attorneys and RDI's Compensation Committee. If produced, the privilege would be irretrievably lost.

In addition to the GT Memo, the district court has instructed counsel to produce for *in camera* review 115 items identified on the privilege logs of RDI Directors Kane and Adams. Such emails include communication with RDI's corporate counsel Craig Tompkins relating to the exercise of stock options. RDI

holds the privilege here, which privilege cannot be waived by an individual board member by simply stating he asked for legal advice before rendering a decision. Further analysis by the district court of these additional 115 documents without guidance from the Supreme Court is an exercise in futility.

As this Court has previously acknowledged, a stay is warranted in situations such as this where “[i]f improper discovery were allowed, the assertedly privileged information would irretrievably lose its confidential and privileged quality and petitioners would have no effective remedy, even by a later appeal.” *Wardleigh v. Second Judicial Dist. Court In & For County of Washoe*, 111 Nev. 345, 350-51, 891 P.2d 1180, 1183-84 (1995). Moreover, this court has previously granted writ relief “from orders allowing pretrial discovery of privileged information, especially when the petition presents an unsettled and important issue of statutory privilege law.” *Mitchell v. Eighth Judicial Dist. Court* 131 Nev. Adv. Op. 21, 359 P.3d 1096, 1099 (2015)(internal citations omitted). Such a situation exists here.

The four factors for consideration of a stay set forth in NRAP 8 also support RDI’s position:

(1) Whether the object of the appeal or writ petition will be defeated if the stay or injunction is denied; (2) whether the nonmoving party will suffer hardship or harm if the stay is granted; (3) whether movant is likely to prevail on the merits in the appeal; and (4) whether a determination of other existing equitable considerations, if any, is warranted.

Each factor is met here.

First, because the issue subject to the Writ relates specifically to the

production of a certain document or documents over which RDI asserts a privilege, the object of the appellate review will be defeated if a stay is not in place, and the Writ will have not been an effective remedy.

Second, Cotter, Jr. will not be harmed by a stay because if this Court denies the Writ, the information Cotter, Jr. seeks will then be subject to production. Moreover, the passage of time will not negatively impact Cotter, Jr.

Third, given the unique issues raised by the RDI Privileged Orders and the lack of any clear guidance from the Nevada Supreme Court on the waiver of a company's privilege by its directors, movant has a likelihood of prevailing on the merits. Indeed, the district court's determination that Nevada's statutory adoption of the business judgment rule resulted in a means by which the attorney-client privilege belonging to a corporation can be waived by testimony that a director relied on attorney advice is contrary to this court's pronouncements on the attorney-client privilege as further detailed in the Writ.

Moreover, this Court has previously recognized that a stay is warranted where there may not be another adequate remedy. *Aspen Financial Serv. V. Dist. Ct.* 128 Nev. Adv. Op. 57, 289 P.3d 201, 204 (2012). Indeed, "writ relief may be available to prevent the disclosure of allegedly privileged materials because once such information is disclosed, it is irretrievable." *Id.* citing *Valley Health*, 127 Nev. At ---, 252, P.3d at 679 (2011). Further, a stay is warranted in circumstances such

as this where a writ petition is the only mechanism to prevent disclosure of confidential information and a request for a stay can only be defeated upon a strong showing that the relief sought is unattainable, appears frivolous, or the request was filed for a dilatory purpose. *See, Mikohn Gaming v. McCrea* 120 Nev.248, 253, 89 P.3d 36, 40 (2004).

Absent a stay, RDI will be compelled to produce the GT Memo to Cotter, Jr. which it believes is protected by the attorney-client privilege. Such a production would destroy RDI's privilege, defeating the purpose of the writ. Moreover, until such time as the Supreme Court clarifies the important issues posed in the Writ, *in camera* review of documents by the district court is pointless.

III. CONCLUSION

To avoid irreversible disclosure of information protected by the attorney-client privilege, this Court should grant the subject stay request and the enforcement of and obligations under the RDI Privilege Orders.

Respectfully submitted this 23rd day of June, 2017.

GREENBERG TRAURIG, LLP

/s/ Tami D. Cowden

Mark E. Ferrario, Esq., NBN 1625
Kara B. Hendricks, Esq., NBN 7743
Tami D. Cowden, Esq., NBN 8994
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Las Vegas, Nevada 89169
*Attorneys for Petitioner
Reading International, Inc.*

CERTIFICATE OF SERVICE

Pursuant to NRAP 25, I certify that I am an employee of GREENBERG TRAURIG, LLP, that in accordance therewith, on June 23, 2017, I caused a copy of ***Rule 27(E) Emergency Motion for Stay Pending Resolution of Writ Petition*** to be served to the Real Parties in Interest via electronic means through the Court's E-Flex filing system. Electronic notification will be sent to the following:

Mark G. Krum, Esq.
Yurko Salvesen & Remz PC
One Washington Mall, 11th Floor
Boston, MA 02108
mkrum@bizlit.com

and

Erik J. Foley, Esq.
Lewis Roca Rothgerber & Christie LLP
3993 Howard Hughes Pkwy., Ste. 600
Las Vegas, Nevada 89169
efoley@lrrc.com

*Attorney for Real Parties in Interest
Respondent James J. Cotter, Jr.,
Individually and Derivatively on Behalf of
Reading International, Inc.*

Christopher Tayback, Esq.
Marshall M. Searcy, Esq.
Quinn Emanuel Urquhart & Sullivan LLP
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marshallsearchy@quinnemuel.com

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

H. Stan Johnson, Esq.
Cohen Johnson Parker Edwards
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sjohnson@cohenjohnson.com
*Attorneys for Concerned Parties
Margaret Cotter, Ellen Cotter, Guy
Adams, Edward Kane; Douglas
McEachern, Judy, Coddington, and Michael
Wrotniak*

I further certify that a copy of the ***Rule 27(E) Emergency Motion for Stay Pending Resolution of Writ Petition*** will be served upon the below via hand delivery on Monday, June 26, 2017.

Judge Elizabeth Gonzalez
Eighth Judicial District Court of
Clark County, Nevada
Regional Justice Center
200 Lewis Avenue
Las Vegas, NV 89155

Respondent

/s/ Andrea Lee Rosehill
An Employee of Greenberg Traurig LLP

1 Reading International, Inc.'s ("RDI") Motion for Stay Pending Determination of Appeal
2 came on for hearing before this Court on Monday, June 12, 2017. Kara B. Hendricks, Esq.
3 represented RDI, Mark G. Krum, Esq. represented Plaintiff James J. Cotter, Jr., and Marshall
4 Searcy Esq. and Stan Johnson, Esq. represented certain Director Defendants.

5 This Court, having considered the papers and pleadings on file and having heard oral
6 arguments, and good cause appearing,

7 **IT IS HEREBY ORDERED** that the Motion for Stay Pending Determination of Appeal
8 is **DENIED** and Defendants are compelled to comply with this Court's October 3, 2016,
9 December 1, 2016, and January 20, 2017 Orders on or before July 12, 2017.

10 DATED this 12th day of June, 2017.

11 
12 _____
DISTRICT COURT JUDGE

13 Respectfully submitted:

14 **GREENBERG TRAURIG, LLP**

15
16 /s/ Kara B. Hendricks
17 MARK E. FERRARIO, ESQ.
18 (NV BAR NO. 1625)
19 KARA B. HENDRICKS, ESQ.
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