IN THE SUPREME COURT OF THE STATE OF NEVADA

Case No.: 72371

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Elizabeth A. Brown
Clerk of Supreme Court

PARDEE HOMES OF NEVADA

Appellant,

v.

JAMES WOLFRAM and WALT WILKES, et al.

Respondents.

Appeal Regarding Judgment and Post-Judgment Orders
Eighth Judicial District Court
District Court Case No.: A-10-632338-C

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10/23/2013	Trial Exhibit F	23	JA003635-JA003637
10/23/2013	Trial Exhibit G	23	JA003638
10/23/2013	Trial Exhibit H	23	JA003639-JA003640
10/23/2013	Trial Exhibit I	23	JA003641-JA003643
10/23/2013	Trial Exhibit J – **filed under seal**	24	JA003644-JA003669
10/23/2013	Trial Exhibit K	24	JA003670-JA003674
10/23/2013	Trial Exhibit L	24	JA003675-JA003678
10/23/2013	Trial Exhibit M	24	JA003679-JA003680
10/23/2013	Trial Exhibit N	24	JA003681-JA003683
10/23/2013	Trial Exhibit O – **filed under seal**	25-26	JA003684-JA004083
10/23/2013	Trial Exhibit P	27	JA004084
10/23/2013	Trial Exhibit Q	27	JA004085
10/23/2013	Trial Exhibit R	27	JA004086-JA004089
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10/23/2013	Trial Exhibit T	27	JA004091-JA004092
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12/12/2013	Trial Exhibit 40	46	JA006949-JA006950
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10/23/2013	Trial Exhibit 6 **– filed under seal**	27	JA004293-JA004307
10/23/2013	Trial Exhibit 7 **– filed under seal**	27	JA004308-JA004310
10/23/2013	Trial Exhibit 8 **– filed under seal**	27	JA004311-JA004312
10/23/2013	Trial Exhibit 9 **– filed under seal**	27	JA004313-JA004319
10/23/2013	Trial Exhibit AA	27	JA004101-JA004102
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10/23/2013	Trial Exhibit II	27	JA004124
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10/23/2013	Trial Exhibit TT	27	JA004256-JA004262
10/23/2013	Trial Exhibit UU	27	JA004263-JA004288
10/24/2013	Trial Exhibit VV	31	JA004791

Date	Document Description	Volume	Labeled
12/10/2013	Trial Exhibit WW	43	JA006531-JA006532
12/12/2013	Trial Exhibit XX	46	JA006879-JA006935

Dated this 28th day of February, 2018.

McDONALD CARANO LLP

By: /s/ Rory T. Kay

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CERTIFICATE OF SERVICE

I hereby certify that I am an employee of McDonald Carano LLP, and on the 28th day of February, 2018, a true and correct copy of the foregoing document was e-filed and e-served on all registered parties to the Supreme Court's electronic filing system:

/s/ Beau Nelson
An Employee of McDonald Carano LLP

those acres for himself, and he said he would not sell those to Pardee. When he changed his mind, anyone in the real estate business can tell you if you're the procuring cause, if you're the one that brought the land to someone, you are the procuring cause, and if it's apartment land or commercial land, even after we brought it, you know, we could receive a commission on that. I mean it's an outside agreement that wasn't within our agreement, so we were the procuring cause.

Like those golf course lots, if we were the procuring cause, he wouldn't have had those golf course lots if we hadn't brought the property to him.

Q. I would like you to listen to my question.

A. Yes.

Q. The golf course, not the lots, the golf course.

A. I was talking commercial and golf course and multifamily. The way you were speaking, that was what I was speaking to.

Q. All right. The golf course, the golf course itself Pardee purchased from CSI, you would acknowledge you are not entitled to commissions on that parcel either, correct?

A. You know, I'm -- you know, if the golf course lots are, if that's what you're after, I don't care.

If it doesn't belong to me, I don't want it.

I know that I was the procuring cause for a lot of land, and I know in the Option Agreement, it mentions the words "golf course lots" down with the washes and the use and all of that, and, you know, that makes me think maybe that I'm entitled to the golf course lots. If I'm not, so be it.

Q. What I want to do then is to ask you whether or not the questions that you began to ask of Pardee came after this time frame when you wrote the letter in January of 2008?

A. It came after. It came after the time frame, because it came at a time when Phil Zobrist had told us that Pardee was making outside agreements. We didn't know about the outside agreements, we had to go search, your Honor, to find out what the outside agreements were. They didn't tell us they were making outside agreements, we had to dig that information up before we even got an answer on it.

Q. Now, the Commission Agreement that has been brought to the attention of the Court then, you understand that's a contractual document, correct?

A. I do.

Q. And you understand that binds you as well as Pardee?

A. I do.
Q. And that the scope of your duties to Pardee are set forth within that Commission Agreement?
A. Yes.
Q. And equally, you recognize that Pardee's duties to you are set forth within that Commission Agreement?
A. Yes.
Q. And to you, this case is principally about breach of that Commission Agreement; is that correct?
A. I think it's a breach of that Commission Agreement. I think that they changed the terms of Purchase Property. I still believe that that is Option Property outside the Purchase Property. I still believe that the boundaries on that Purchase Property are set in stone going clear back to 2000. I still believe when we sat down with them and said there would be one Purchase Property Agreement, and after that everything would go to Option Property. I still believed them when they said that, and I still think that is Option Property, and they changed, they changed the meaning of Purchase Property.
Q. And as you indicated then, you believe your dispute with Pardee then concerns a breach of that Commission Agreement?

A. I do.
Q. And that is a breach of contract in your estimation; is that correct?
A. It is.
Q. And your principal concern then, what you've articulated to the Court, is that you don't have enough information; is that right?
A. I think we've been over about how much you -- it's like I said before, who has all the information? That's Pardee. I'm the one without the information, and I'm having to find it myself.
Q. All right. Let's look at the Commission Agreement to talk about any information that Pardee was obligated to give to you.
This is a blowup then of your Commission Agreement. You've seen that paragraph many times, I would imagine, at the bottom?
A. Yes.
Q. The first sentence on that document, which is Exhibit L for the defendants, Exhibit 1 then for the plaintiffs, if there was a written option exercise notice that had been given pursuant to Paragraph 2 of the Option Agreement, Pardee was obligated to give that to you?
A. It was.

Q. They were obligated to give that to you --
A. Yes.
Q. -- under the Commission Agreement, correct?
A. Yes.
Q. And if there wasn't one, there would be nothing for them to give to you, correct?
A. There, under the Option -- they are obligated to gave me something, even if it's Purchase Property, for crying out loud, okay?
Q. I want to stick to the first sentence here.
MR. J.J. JIMMERSON: Excuse me, I did observe he was in the middle of a sentence.
THE COURT: I think she was asking --
THE WITNESS: What you were saying is that --
THE COURT: Written option exercise notices, right?
THE WITNESS: Pardon?
THE COURT: I think she was focusing on the written option exercise notice, correct?
MS. LUNDVALL: That's correct.
THE WITNESS: But when you're talking of an option --
BY MS. LUNDVALL:
Q. Hold on.
It's your testimony that if there was a

written option exercise notice that Pardee had given to CSI, pursuant to Paragraph 2, they were absolutely obligated to give that to you, weren't they?

A. No. They should have paid me money, not --

Q. They should not only have paid you money, but they should have first given you that notice, correct?

A. That's what it says, right.

Q. All right. And if they had never given a written option exercise notice, there would be nothing to give to you, correct?

A. Are you looking at it just from a technical point of view, like if they didn't give me that notice, I don't get paid?

Q. I'm looking at it as if it didn't exist, if that doesn't exist anywhere in the world, there would be nothing to give to you, correct?

A. I don't know if that would ever hold up in court. I mean for crying out loud, do you know how much Purchase Property was over there? It sounds to me like what you're saying is if that did not exist, that they wouldn't be obligated to pay me because they didn't have anything, that's what's it sounds like you're saying.

Q. I'm saying if it didn't exist, they wouldn't have a duty to give it to you.

Would you admit that?

A. Yes.

Q. All right. You had the opportunity by which then to ask CSI for documents during the course of this litigation.

Do you recall that?

A. Yes.

Q. You sent a subpoena duces tecum?

A. I didn't hear you.

Q. You sent a subpoena duces tecum? It's a formal request, Send me documents, give me documents.

A. Yes.

Q. They were legally obligated to give the documents you had asked for, correct?

A. Yes.

Q. And nowhere within those documents did you find a written option exercise notice, did you?

A. I don't think so. I don't know. I really don't recall. You're pressing my memory right now. I don't know if it was in there.

Q. But you would have expected if there was one in those documents, your attorneys would have brought it to the courtroom and showed the Judge, wouldn't you have?

A. If it was in there, they may have.

Q. All right.
A. You know, I, I'm very confused on this type of questioning right here. I mean I want to answer right.
Q. What I want to do then is to focus in on the last sentence of that paragraph found in your Commission Agreement, and it talks about how Pardee shall keep you reasonably informed as to all matters relating to the amounts and due dates of your commission payments.
A. Yes.
Q. Correct?
What Pardee was supposed to do is to make sure that you had all the information related to the amounts and due dates of your commission payments?
A. Yes.
Q. Let's see if we can start going through the information you received regarding the amounts and due dates of your commission payments.
I want you to start with Exhibit A, please.
A. Okay. Am I through with this map?
Q. Yes, sir.
A. Let me get rid of this map first, if you will, please.
Okay, which exhibit?

Q. As we go through Exhibit A, what I want to then is remind you of the provisions from the Commission Agreement then, okay?

A. Hold on just a second, please.

Are you saying Exhibit A or 8?

Q. Exhibit A.

THE COURT: We're changing books.

THE WITNESS: I'm sorry, I thought they said 8. I'm getting old.

BY MS. LUNDVALL:

Q. All right. Okay.

From your Commission agreement, there is a sentence that talks about when your first commission payment was going to be made to you.

Do you see that?

A. When it was what?

Q. When the very first commission payment was gonna be due to you; is that right?

A. Yes.

Q. And it tells you that it's supposed to be due on the initial purchase closing, and that's capitalized, which was scheduled to occur 30 days following the settlement date, and the settlement date is capitalized, and --

A. Uh-huh.

Q. -- with respect to the aggregate deposits, which is also capitalized, made prior to that time.

Now, you know that all these, you would have to go through the Option Agreement then to get what those terms meant, right?

A. Yes.

Q. In sum, do you recall your first commission payment being made then in that March/April of 2005 time frame?

A. The 200,000?

Q. Yes.

A. Yes, I remember that.

Q. And it was based upon the aggregate deposits that had been made prior to that time?

A. Okay.

Q. Is that right?

A. Yes.

Q. So let's take a look at Exhibit A.

You're familiar with Orders to Pay Commissions to Brokers; is that right?

A. Yes.

Q. In fact, you'd seen many of those across the course of your career, have you not, Mr. Wolfram?

A. Yes.

Q. Tell the Court then what your understanding

of the Order to Pay Commission to Broker was.

A. Well, the title company has orders to pay the commission from the title company. When the thing closes, when escrow closes, they pay the commission, and they have the right to do it.

Q. All right.

A. They have an order to pay it.

Q. So in this particular circumstance, it was the buyer, Pardee, that was ordering the title company to pay these commissions, correct?

A. Yes.

Q. And these orders then to pay a commission contained a number of pieces of information on that, do they not?

A. Yes.

Q. All right. As an example, let's turn to Page 4.

MR. J.J. JIMMERSON: Mr. Wolfram, keep your voice up, please.

THE WITNESS: Oh, okay.

THE COURT: You kind of shifted away from the microphone or drifted.

THE WITNESS: I'm sorry, I've been talking loud so she can hear me.

All right, tell me again.

BY MS. LUNDVALL:

Q. All right. Turn to Page 4, Mr. Wolfram.

A. I got it.

Q. Okay. This is an Order to Pay Commission to Broker, the very first one you would have received?

A. Okay.

Q. It has as a date March 15th of 2005?

A. It does.

Q. It contains an escrow number?

A. I see it.

Q. And it also identifies you're getting paid 4 percent of the initial purchase price, which was $10 million, correct?

A. Yes.

Q. And if you went to the Option Agreement, which I'm certain that you did at some point in time, did you calculate up what all the aggregate payments, aggregate deposits that had been paid by Pardee to CSI by that time?

A. What was the last part?

Q. Did you calculate what the total amount of the payments that Pardee had made to CSI at the time it --

A. Well, I remember he was supposed to make a million, I don't remember exactly, a million, and then

he came in and had to make a couple more payments until it got up to 10 million, something to that effect.

Q. All right. And that was all found within the Option Agreement, correct?

A. Yes.

Q. And the 66 million was in the original Option agreement, right?

A. Yes.

Q. And then it went up then to 84 million?

A. Yeah, but it went up to 84 million on their scale. I still think that's Option Property. I mean I don't agree to the fact that it's Purchase Property. I think you changed the terms of Purchase Property.

Q. What I would like you to do is to turn to Exhibit J, please.

MR. J.J. JIMMERSON: This is also Exhibit 4, your Honor.

THE COURT: Okay, thank you.

THE WITNESS: Okay.

BY MS. LUNDVALL:

Q. Now, turn to Page 2, Mr. Wolfram.

A. Okay.

Q. And Exhibit J is Amendment Number 2 to the Option Agreement.

A. Okay.

Q. You've identified that you received that?
A. Yes.
Q. And on Page 2, under Paragraph 4, it says, Paragraph 1 (b) of the Agreement is hereby amended, and under Subsection B --
A. Now, wait a minute, Page 4? Page 2? Where are you reading? I'm sorry.
THE COURT: Paragraph 4 at the top of the page.
THE WITNESS: Okay. I got it, The agreement is hereby amended, yes.
THE COURT: Got it, okay.
BY MS. LUNDVALL:
Q. All right. It says, The purchase price of the Purchase Property, in parens, the Purchase Property Price, shall be $84 million, which shall be payable as follows.
Did I read that correctly?
A. You did.
Q. So you knew that the Purchase Property price was gonna be $84 million, correct?
A. Under Purchase Property, right.
Q. All right. And then there's i that says that there's gonna be a million dollar deposit, correct?
A. Yes.

Q. And then ii that says there's gonna be a $3 million deposit, right?
A. Yes.
Q. And at iii, there's gonna be a $6 million deposit?
A. Yes.
Q. You total 1 million, 3 million, 6 million, you get $10 million, right?
A. Yes.
Q. While you're there, look at 4. You're going to see there's going to be 44 monthly installments of $1.5 million, correct?
A. Correct.
Q. All right. Now, let's go back to your to the order to Pay Commission.
A. Keep going on, counsel. You're on Purchase Property. I'm, I'm looking at it really, and I have always looked at it, as Option Property.
Q. What I want to do is turn your attention back to the Orders to Pay Commission, please.
A. Okay.
Q. Now, this first Order to Pay commission that we were looking at is Page 4.
A. Okay. Let me see, where is it, on which, which book am I in?

Q. You're still in the same book, sir. What I want you to do is simply to go back to Exhibit A.

A. Exhibit A, okay.

Q. Okay. And on Page 4, we're looking at a simple or we're looking at the first Order to Pay Commission to Broker, correct?

A. Okay.

Q. You see the $10 million?

A. Yes.

Q. And that had been, that was the aggregate deposits that had been accumulated at that point in time?

A. Yes.

Q. And that your 4 percent of that $10 million was $200,000?

A. Yes.

Q. And this is signed by Jon Lash?

A. Yes.

Q. Your checks are reflected on Page 5, are they not?

A. On Page 5, yes.

Q. And that is reflective of the checks that were issued to you or to your realty companies actually, to Award Realty and to General Realty, correct?

A. Yes.
Q. And it has the escrow number?
A. Yes.
Q. And it has the amount on here?
A. 200,000.
Q. So it's got the amount and the due date of your commission, correct?
A. Correct.
Q. All right. Turn to the next page, and you're gonna see the check and the memo that accompanied your check.
A. That's on 1081?
Q. Yes, 1081, sir.
And on this check, you see the amount and due date then for your commission on this check as well, correct?
A. Yes.
Q. And it identifies everything from the escrow number to who the seller is, who the buyer is, the property address, escrow officer?
A. Yes.
Q. Is that correct?
A. Yes.
Q. And that's in the memo portion of the check; is that right?

A. Yes.
Q. And that's your signature on the bottom?
A. Yes.
Q. And so your signature would indicate that at some point in time, you saw that?
A. I did.
Q. Now --
A. But --
Q. -- what I want to do is turn your attention to Page 7, please.
A. Okay.
Q. All right. At Page 7, this Order to Pay Commission to Broker had been signed by yourself?
A. Yes.
Q. As well as Jerry, I think it's --
A. Masini.
Q. Masini; is that correct?
A. Yes.
Q. And this Order to Pay commission then informs you of the amount and the due date then of your commission?
A. Yes.
Q. Now, these Orders to Pay Commission -- let me see, in light of the time, if I can't move things along a little bit.

These were prepared, each one of these, by the escrow company, and you knew that, right?

A. Yes. It went through the, went through the real estate office. The escrow company prepared it, and it went through the real estate office.

Q. Now, did your real estate office then share them with you?

A. They went into my bank account. They, the checks were deposited into my bank account.

Q. But, for example, like we've seen this Order to Pay Commission that you signed, you would have seen this Order to Pay Commission in addition to the check going into your bank account?

A. When I was, when I was at Award Realty, I would have seen that, because I was like Walt, when we first started, these came into the realty office, and we would sign, and they would make us sign off on it so we could get our commissions.

Q. Okay.

A. Later on, it didn't happen that way. It was just worked out where the check just went right into my account at the bank. I didn't, I didn't pick it up or sign or anything.

Q. And there came a point in time that the Orders to Pay Commission went to you directly too; is

that right?

A. I'm sorry?

Q. There came a point in time that the Orders to Pay Commission went directly to you as well; is that right?

A. To the bank, not -- I had mine -- as I recall, what my wife had done there, she had it going straight to the bank.

Q. Not talking about the check, I'm talking about the Order to Pay Commissions.

A. I don't remember getting the Order to Pay Commission.

Q. All right. Let's give you an example. I'm gonna try to see if I can't do this quickly.

Let me see, quickly, do you recall that when you began asking questions to Frances Butler at Chicago Title --

A. Yes.

Q. -- that you asked for all of the Orders to Pay Commissions?

A. I asked that, but the reason I asked that --

Q. And she gave you that? She gave you all the Orders to Pay Commission?

A. No, I don't think so. If she did, she may have given me all of that, but, you know, when I was

really over there, I just wanted an accounting. Anything I did over at, with Frances Butler, except for just wanting, like you said, a normal bank statement where people send you something and your commissions, that was all I was wanting.

I'm not over there asking for rocket science. I wasn't getting, I wasn't getting that, and I just wanted an accounting. That's what I was wanting.

Q. All right. Mr. Wolfram, I'm gonna focus your attention just a little bit more, if I could, on A-7, please.

A. A-7?

I have A-7 here.

Q. Because I think that what I'm trying to do is make sure I can focus your attention.

This is an Order to Pay Commission.

MR. J.J. JIMMERSON: Objection to the question, including the editorial comment. His attention is focused.

THE COURT: That's --

MR. J.J. JIMMERSON: Ask him the question.

THE COURT: He's trying. He's doing a great job.

THE WITNESS: I'm trying.

THE COURT: She wants you to get back

oriented to A-7, because we have had some discussion in between.

MR. J.J. JIMMERSON: Right.

THE WITNESS: I'm back to A-7.

BY MS. LUNDVALL:

Q. You saw this Order to Pay Commission to Broker, correct?

A. Yes.

Q. We know, because it has your signature on it, right?

A. Yes.

Q. And this gives information about the due date and amount of your commission?

A. Yes.

Q. And you signed this?

A. I did sign it.

Q. Okay. And you didn't ask for any changes to be made to this Order to Pay Commission?

A. No.

Q. You didn't say, I need a map to know if this is accurate?

A. No, but --

Q. Did you ask, did you ask for a map to say, I needs a map to see if this is accurate?

A. No.

Q. Did you ask for a land designation to see if this was accurate?
A. No.
Q. Did you ask for a location or a parcel map to see if this was accurate?
A. No.
MS. LUNDVALL: Your Honor, at this point in time, I'm gonna say that I'm as tired as Mr. Wolfram.
THE COURT: Okay.
MS. LUNDVALL: Can we take the evening break?
THE COURT: I think that would be great, because it's 5:00 o'clock. We've been here all day.
THE WITNESS: So she is not finished is what she is saying?
THE COURT: Yeah.
THE WITNESS: Because I'm ready. I'm not tired. I'm still ready.
THE COURT: But I have a court staff, and we're all tired. I appreciate that you're the one that has to be on the stand, but --
THE WITNESS: Well, I guess I'll see you in December.
THE COURT: Okay.
THE WITNESS: Merry Christmas.
/ / / /

THE COURT: Hopefully before Christmas.

* * * * *

ATTEST:

Full, true, and accurate transcript of proceedings.

/S/Loree Murray
Loree Murray, CCR #426

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/s/loree [1] **274:**8

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