

## Item 2 -- Properties

### Executive and Administrative Offices

We lease approximately 11,700 square feet of office space in Los Angeles, California to serve as our executive headquarters. We own an 8,100 square foot office building in Melbourne, Australia, approximately 5,200 square feet of which serves as the headquarters for our Australian and New Zealand operations (the remainder being leased to an unrelated third party). We maintain our accounting personnel and certain IT and operational personnel in approximately 5,900 square feet of offices located in our Wellington Courtenay Central shopping center. We occupy approximately 3,500 square feet at our Village East leasehold property for administrative purposes. We also own a residential condominium unit in Los Angeles, used for offsite corporate meetings and residential space by our Chairman and Chief Executive Officer.

### Entertainment Properties

#### Entertainment Use Leasehold Interests

As of December 31, 2013, we lease approximately 1.8 million square feet of completed cinema space in the United States, Australia, and New Zealand as follows:

	Aggregate Square Footage	Approximate Range of Remaining Lease Terms (including renewals)
United States	942,000	2014 - 2049
Australia	724,000	2017 - 2049
New Zealand	150,000	2024 - 2034

On December 31, 2013, we settled a management fee claim that we had with the owner of the lease interest in the Plano, Texas cinema that we had managed since 2003. As part of the settlement, we acquired that entity. Also, in September 2013, we took back a cinema at one of our fee properties in New Zealand and commenced to refurbish and upgrade that facility with the intent of operating the cinema ourselves. The cinema was already leased to a competitor at the time we acquired it in May 2007. We expect to begin operations of this cinema in the third quarter of 2014. During the first quarter 2014, we entered into a lease for a new Angelika style cinema currently being developed by Edens in the Union Market area of Washington D.C.

#### Fee Interests

In Australia, as of December 31, 2013, we own approximately 3.2 million square feet of land at nine locations. Most of this land is located in the greater metropolitan areas of Brisbane, Melbourne, Perth, and Sydney, including the 50.6-acre Burwood site. Of these fee interests, approximately 138,000 square feet are currently improved with cinemas. These figures include the 3.3-acre Moonee Ponds property which is under a contract of sale with completion due on April 16, 2015.

In New Zealand, as of December 31, 2013, we own approximately 3.4 million square feet of land at seven locations. This includes the Courtney Central ETRC in Wellington, the 70.3 acre Manukau site, and the fee interests underlying three cinemas in New Zealand, which properties include approximately 21,000 square feet of ancillary retail space.

In the United States, as of December 31, 2013, we own approximately 134,000 square feet of improved real estate comprised of four live theater buildings, which include approximately 58,000 square feet of leasable space, and the fee interest in our Cinemas 1, 2 & 3 in Manhattan (held through a limited liability company in which we have a 75% managing member interest).

#### Live Theaters ("Liberty Theaters")

Included among our real estate holdings are four "Off Broadway" style live theaters, operated through our Liberty Theaters subsidiary. We license theater auditoriums to the producers of "Off Broadway" theatrical

productions and provide various box office and concession services. The terms of our licenses are, naturally, principally dependent upon the commercial success of our tenants. STOMP has been playing at our Orpheum Theatre in excess of 17 years. While we attempt to choose productions that we believe will be successful, we have no control over the production itself. At the current time, we have three single auditorium theaters in Manhattan:

- the Minetta Lane (399 seats);
- the Orpheum (347 seats); and
- the Union Square (499 seats).

We also own a four-auditorium theater complex, the Royal George in Chicago (main stage 452 seats, cabaret 199 seats, great room 100 seats and gallery 60 seats). Two of the properties, the Union Square and the Royal George, have ancillary retail and office space.

Liberty Theaters is primarily in the business of renting theater space. However, we may from time to time participate as an investor in a play, which can help facilitate the production of the play at one of our facilities, and do from time to time rent space on a basis that allows us to share in a production's revenue or profits. Revenue, expense, and profits are reported as a part of the real estate segment of our business.

#### Joint Venture Cinema Interests

We also hold real estate through several unincorporated joint ventures, two 75% owned subsidiaries, and one majority-owned subsidiary, as described below:

- in Australia, we own a 75% interest in a subsidiary company that leases two cinemas with eleven screens in two Australian country towns, and a 33% unincorporated joint venture interest in a 16-screen leasehold cinema in a suburb of Brisbane.
- in New Zealand, we own a 50% unincorporated joint venture interest in two cinemas with 13 screens in the New Zealand cities of Auckland and Dunedin.
- In the United States, we own a 75% managing member interest in the limited liability company that owns our Cinemas 1, 2 & 3 property and a 50% managing member interest in Shadow View Land & Farming, LLC which owns an approximately 202-acre property in Riverside County, California which, while zoned residential and approved for 816 single family lots.

#### Income Operating Property

As of December 31, 2013, we own fee interests in approximately 1.0 million square feet of income producing properties (including certain properties principally occupied by our cinemas).

Property <sup>6</sup>	Square Feet of Improvements (rental/entertainment)	Percentage Leased	Gross Book Value (in U.S. Dollars)
Auburn 100 Parramatta Road Auburn, NSW, Australia	60000 / 57000 Plus a 871-space parking structure	100%	\$30,646,000
Belmont Knutsford Avenue and Fulham Street Belmont, WA, Australia	15000 / 45000	100%	\$13,840,000
Cinemas 1, 2 & 3 <sup>7</sup> 1003 Third Avenue Manhattan, NY, USA	0 / 21000	N/A	\$23,837,000
Courtenay Central 100 Courtenay Place Wellington, New Zealand	33000 / 76000 Plus a 1,086-space parking structure	70%	\$26,216,000

[6] Rental square footage refers to the amount of area available to be rented to third parties and the percentage leased is the amount of such rental square footage currently leased to third parties. A number of our real estate holdings include entertainment components rented to one or more of our subsidiaries. The rental area to such subsidiaries is noted under the entertainment square footage. The gross book value refers to the gross carrying cost of the land and buildings of the property. Book value and rental information are as of December 31, 2013.

[7] This property is owned by a limited liability company in which we hold a 75% managing interest. The remaining 25% is owned by Sutton Hill Investments, LLC, a company owned in equal parts by our Chairman and Chief Executive Officer, Mr. James J. Cotter, and a third party.

Property	Square Feet of Improvements (rental/entertainment)	Percentage Leased	Gross Book Value (in U.S. Dollars)
Invercargill Cinema 29 Dee Street Invercargill, New Zealand	9000 / 24000	69%	\$3,231,000
Lake Taupo Motel 138-140 Lake Terrace Road Taupo, New Zealand	9000 / 0	Short-term rentals	\$2,304,000
Maitland Cinema Ken Tubman Drive Maitland, NSW, Australia	0 / 22000	N/A	\$2,124,000
Minetta Lane Theatre 18-22 Minetta Lane Manhattan, NY, USA	0 / 9000	N/A	\$8,679,000
Napier Cinema 154 Station Street Napier, New Zealand	12000 / 18000	100%	\$3,530,000
Newmarket 400 Newmarket Road Newmarket, Queensland, Australia	93000 / 0 Plus a 436-space parking structure	100%	\$38,951,000
Orpheum Theatre 126 2 <sup>nd</sup> Street Manhattan, NY, USA	1000 / 5000	0%	\$3,639,000
Royal George 1633 N. Halsted Street Chicago, IL, USA	37000 / 23000 Plus a 55-space parking structure	91%	\$3,485,000
Rotorua Cinema 1281 Erera Street Rotorua, New Zealand	0 / 19000	N/A	\$3,030,000
Union Square Theatre 100 E. 17 <sup>th</sup> Street Manhattan, NY, USA	21000 / 17000	100%	\$8,923,000



#### Long-Term Leasehold Operating Property

In addition, in certain cases we have long-term leases that we view more akin to real estate investments than cinema leases. As of December 31, 2013, we had approximately 155,000 square foot of space subject to such long-term leases.

Property <sup>8</sup>	Square Feet of Improvements (rental/entertainment)	Percentage Leased	Gross Book Value (in U.S. Dollars)
Manville	0 / 53000	N/A	\$2,321,000
Tower	0 / 16000	N/A	\$1,017,000
Village East <sup>9</sup>	4000 / 38000	100%	\$8,454,000
Waum Ponds	6000 / 38000	100%	\$3,961,000

[8] Rental square footage refers to the amount of area available to be rented to third parties, and the percentage leased is the amount of rental square footage currently leased to third parties. A number of our long-term leasehold operating property include entertainment components rented to one or more of our subsidiaries. The rental area to such subsidiaries is noted under the entertainment square footage. Book value includes the entire investment in the leased property, including any cinema fit-out. Rental and book value information is as of December 31, 2013.

[9] The lease of the Village East 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 in 2020. 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. See Note 25 - Related Parties and Transactions to our 2013 Consolidated Financial Statements.

### Investment and Development Property

We are engaged in several investment and development projects relative to our currently undeveloped parcels of land. In addition, we anticipate that redevelopment of one or more of our existing developed properties may also occur.

Property <sup>10</sup>	Acreage	Gross Book Value (in U.S. Dollars)	Status
Auburn, Sydney, Australia	2.6 acres	\$1,824,000	We are actively pursuing the development of the next phase of this property.
Burwood, Victoria, Australia	50.6 acres	\$46,528,000	We continue to evaluate our options with regards to this property.
Coachella, CA, USA	202 acres	\$4,047,000	We continue to evaluate our options with regards to this property.
Courtenay Central, Wellington, New Zealand	1.1 acres	\$6,953,000	We are actively pursuing the development of the next phase of this property having signed a lease agreement for a Countdown (Woolworths) supermarket to be developed on this site.
Lake Taupo, Taupo, New Zealand	0.5 acre	\$2,304,000	We are pursuing various options to dispose of this property.
Manukau, Auckland, New Zealand	64 acres zoned agricultural and 6.4 acres zoned light industrial	\$13,993,000	The bulk of the land is zoned for agriculture and is currently used for horticulture commercial purposes. A development plan has been filed to rezone the property for warehouse, distribution and manufacturing uses. We currently anticipate that this rezoning will be approved. In 2010, we acquired an adjacent property which is zoned industrial, but is currently unimproved. This property links our existing parcel with the existing road network.
Moonsee Ponds, Victoria, Australia	3.3 acres	\$11,053,000	In November 2013, we entered into a definitive purchase and sale agreement to sell our properties located in Moonsee Ponds, Victoria, Australia with a scheduled closing date of April 16, 2015

[10] A number of our real estate holdings include additional land held for development. In addition, we have acquired certain parcels for future development. The gross book value includes, as applicable, the land, building, development costs, and capitalized interest.

Some of our income operating property and our investment and development property carry various debt encumbrances based on their income streams and geographic locations. For an explanation of our debt and the associated security collateral please see Note 12 – *Notes Payable* to our 2013 Consolidated Financial Statements.

**Other Property Interests and Investments**

We own the fee interest in 11 parcels comprising 195 acres in Pennsylvania and Delaware. These acres consist primarily of vacant land. With the exception of certain properties located in Philadelphia (including the raised railroad bed leading to the old Reading Railroad Station), the properties are principally located in rural areas of Pennsylvania and Delaware. Additionally, we own a condominium in the Los Angeles, California area that is used for offsite corporate meetings and by our Chief Executive Officer when he is in town. Except for a negative pledge on the aforementioned Los Angeles condominium, these properties are unencumbered with any debt and are lien free.

### Item 3 -- Legal Proceedings

#### Tax Audit/Litigation

The Internal Revenue Service (the "IRS") has examined the tax return of Reading Entertainment Inc. ("RDGE") for its tax years ended December 31, 1996 through December 31, 1999 and the tax return of Craig Corporation ("CRG") for its tax year ended June 30, 1997. These companies are both now wholly owned subsidiaries of the Company, but for the time periods under audit, were not consolidated with the Company for tax purposes.

CRG and the IRS agreed to compromise the claims made by the IRS against CRG and the Tax Court's order was entered on January 6, 2011. In the settlement, the IRS conceded 70% of its claimed adjustment to income. Instead of a claim for unpaid taxes of \$20.9 million plus interest, the effect of settlement on the Reading consolidated group was to require a total federal income tax obligation of \$5.4 million, reduced by a federal tax refund of \$800,000 and increased by interest of \$9.3 million, for a net federal tax liability of \$13.9 million as of January 6, 2011. On October 26, 2011, CRG reached an agreement with the IRS for an installment plan to pay off this federal tax liability, including additional interest accruals at the prescribed IRS floating rate. The agreement requires monthly payments of \$290,000 over a period of approximately five years. As of December 31, 2013 and 2012, after the payments made during 2013 and 2012, respectively, the remaining federal tax obligation was \$8.3 million and \$10.0 million, respectively, in tax and interest. Of the \$8.3 million owed under the installment agreement as of December 31, 2013, \$3.5 million was recorded as current taxes payable, with the remaining balance being recorded as non-current tax liability. Of the \$10.0 million owed under the installment agreement as of December 31, 2012, \$3.5 million was recorded as current taxes payable, with the remaining balance being recorded as non-current tax liability.

The impact of the settlement upon the state taxes of the Reading consolidated group, if the adjustment to income agreed with the IRS were reflected on state returns, would be an obligation of approximately \$1.4 million in tax plus interest and potential penalty. As of December 31, 2013, no deficiency has been asserted by the State of California, and we have made no final decision as to the course of action to be followed if a deficiency is asserted.

#### Environmental and Asbestos Claims

Certain of our subsidiaries were historically involved in railroad operations, coal mining, and manufacturing. Also, certain of these subsidiaries appear in the chain of title of properties that may suffer from pollution. Accordingly, certain of these subsidiaries have, from time to time, been named in and may in the future be named in various actions brought under applicable environmental laws. Also, we are in the real estate development business and may encounter from time to time unanticipated environmental conditions at properties that we have acquired for development. These environmental conditions can increase the cost of such projects, and adversely affect the value and potential for profit of such projects. We do not currently believe that our exposure under applicable environmental laws is material in amount.

From time to time, we have claims brought against us relating to the exposure of former employees of our railroad operations to asbestos and coal dust. These are generally covered by an insurance settlement reached in September 1990 with our insurance carriers. However, this insurance settlement does not cover litigation by people who were not our employees and who may claim second hand exposure to asbestos, coal dust and/or other chemicals or elements now recognized as potentially causing cancer in humans. Our known exposure to these types of claims, asserted or probable of being asserted, is not material.

In connection with the development of our 50.6 acre Burwood site, it will be necessary to address certain environmental issues. That property was at one time used as brickworks and we have discovered petroleum and asbestos at the site. During 2007, we developed a plan for the remediation of these materials, in some cases through removal and in other cases through encapsulation. As of December 31, 2013, we estimate that the total site preparation costs associated with the removal of this contaminated soil will be \$15.2 million (AUS\$17.1 million) and as of that date we had already incurred a total of \$7.4 million (AUS\$8.3 million) of these costs. We do not believe that this has added materially to the overall development cost of the site, as it is anticipated that all of the work will be done in connection with the excavation and other development activity already contemplated for the property.

## PART II

### **Item 5 -- Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**

#### **(a) Market Price of and Dividends on the Registrant's Common Equity and Related Stockholder Matters**

##### Market Information

Reading International, Inc., a Nevada corporation ("RDI" and collectively with our consolidated subsidiaries and corporate predecessors, the "Company," "Reading" and "we," "us," or "our"), was incorporated in 1999. Historically, we have been listed on the AMEX and due to the 2008 purchase of the AMEX by the NYSE Alternext US; we were listed on that exchange at December 31, 2008. During July 2009, we moved our listing from NYSE Alternext to NASDAQ.

The following table sets forth the high and low closing prices of the RDI and RDIB common stock for each of the quarters in 2013 and 2012 as reported by NASDAQ:

		Class A Stock		Class B Stock	
		High	Low	High	Low
<b>2013</b>	Fourth Quarter	\$ 7.49	\$ 6.15	\$ 9.00	\$ 6.99
	Third Quarter	\$ 6.58	\$ 6.15	\$ 7.99	\$ 6.52
	Second Quarter	\$ 6.36	\$ 5.50	\$ 7.40	\$ 6.00
	First Quarter	\$ 6.08	\$ 5.42	\$ 7.49	\$ 5.65
<b>2012</b>	Fourth Quarter	\$ 6.23	\$ 5.48	\$ 7.40	\$ 5.64
	Third Quarter	\$ 6.58	\$ 4.73	\$ 7.95	\$ 5.00
	Second Quarter	\$ 5.88	\$ 4.62	\$ 6.75	\$ 4.53
	First Quarter	\$ 4.56	\$ 4.12	\$ 7.00	\$ 4.26

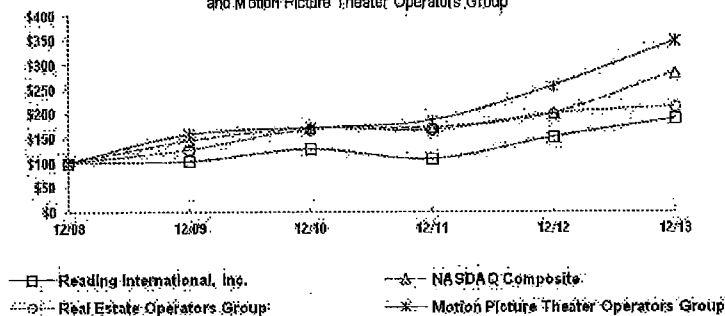
The following table summarizes the securities authorized for issuance under our equity compensation plans:

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants, and rights	Weighted-average exercise price of outstanding options, warrants, and rights	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by security holders	894,950	\$ 7.33	1,829,436
Total	894,950	\$ 7.33	1,829,436

##### Performance Graph

The following line graph compares the cumulative total stockholder return on Reading International, Inc.'s common stock for the years ended December 31, 2009, 2010, 2011, 2012, and 2013 against the cumulative total return as calculated by the NASDAQ composite, the motion picture theater operator group, and the real estate operator group.

**COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN\***  
Among Reading International, Inc., the NASDAQ Composite Index, Real Estate Operators Group,  
and Motion Picture Theater Operators Group



\*\$100 invested on 12/31/08 in stock or index, including reinvestment of dividends.  
Fiscal year ending December 31.

**Holders of Record**

The number of holders of record of our Class A Stock and Class B Stock in 2013 was approximately 3,500 and 300, respectively. On March 6, 2014, the closing price per share of our Class A Stock was \$7.54 and the closing price per share of our Class B Stock was \$10.23.

**Dividends on Common Stock**

We have never declared a cash dividend on our common stock and we have no current plans to declare a dividend; however, we review this matter on an ongoing basis.

**(b) Recent Sales of Unregistered Securities; Use of Proceeds from Registered Securities**

None.

**(c) Purchases of Equity Securities by the Issuer and Affiliated Purchasers**

During 2011, we purchased 172,300 of Class A Nonvoting shares on the open market for \$747,000. No shares were purchased during either 2013 or 2012.

# **Item 6 – Selected Financial Data**

The table below sets forth certain historical financial data regarding our Company. This information is derived in part from, and should be read in conjunction with our consolidated financial statements included in Item 8 of this Annual Report on Form 10-K for the year ended December 31, 2013 (the “2013 Annual Report”), and the related notes to the consolidated financial statements (dollars in thousands, except per share amounts).

	At or for the Year Ended December 31,				
	2013	2012	2011	2010	2009
Revenue	\$ 258,221	\$ 254,430	\$ 244,979	\$ 229,322	\$ 216,740
Operating income	\$ 20,935	\$ 19,127	\$ 18,178	\$ 13,069	\$ 13,910
Income (loss) from discontinued operations	\$ --	\$ (405)	\$ 1,888	\$ 97	\$ 12
Net income (loss)	\$ 9,145	\$ (1,406)	\$ 10,896	\$ (12,034)	\$ 6,482
Net income (loss) attributable to Reading International, Inc. shareholders	\$ 9,041	\$ (914)	\$ 9,956	\$ (12,650)	\$ 6,094
Basic earnings (loss) per share – continuing operations	\$ 0.39	\$ (0.02)	\$ 0.36	\$ (0.56)	\$ 0.27
Basic earnings (loss) per share – discontinued operations	\$ --	\$ (0.02)	\$ 0.08	\$ --	\$ --
Basic earnings (loss) per share	\$ 0.39	\$ (0.04)	\$ 0.44	\$ (0.56)	\$ 0.27
Diluted earnings (loss) per share – continuing operations	\$ 0.38	\$ (0.02)	\$ 0.35	\$ (0.56)	\$ 0.27
Diluted earnings (loss) per share – discontinued operations	\$ --	\$ (0.02)	\$ 0.08	\$ --	\$ --
Diluted earnings (loss) per share	\$ 0.38	\$ (0.04)	\$ 0.43	\$ (0.56)	\$ 0.27
Other Information:					
Shares outstanding	23,083,265	23,083,265	22,806,838	22,804,313	22,588,403
Weighted average number of shares outstanding—basic	23,348,003	23,028,596	22,764,666	22,781,392	22,580,942
Weighted average number of shares outstanding—diluted	23,520,271	23,028,596	22,993,135	22,781,392	22,767,735
Total assets	\$ 386,807	\$ 428,588	\$ 430,764	\$ 430,349	\$ 406,417
Total debt	\$ 168,460	\$ 196,597	\$ 209,614	\$ 228,821	\$ 226,993
Working capital (deficit)	\$ (71,794)	\$ (21,415)	\$ (12,844)	\$ (57,634)	\$ (16,229)
Stockholders' equity	\$ 121,747	\$ 130,954	\$ 124,987	\$ 112,639	\$ 110,263
EBIT	\$ 24,020	\$ 20,416	\$ 18,664	\$ 13,900	\$ 22,618
Depreciation and amortization	\$ 15,197	\$ 16,049	\$ 16,595	\$ 15,563	\$ 15,034
Add: Adjustments for discontinued operations	\$ --	\$ 335	\$ 365	\$ 351	\$ 134
EBITDA	\$ 39,217	\$ 36,800	\$ 35,624	\$ 29,814	\$ 37,786
Debt to EBITDA	\$ 4.30	\$ 5.34	\$ 5.88	\$ 7.67	\$ 6.01
Capital expenditure (including acquisitions)	\$ 20,082	\$ 13,723	\$ 9,376	\$ 19,371	\$ 5,686
Number of employees at 12/31	2,494	2,412	2,263	2,109	2,207

EBIT presented above represents net income (loss) adjusted for interest expense (calculated net of interest income) and income tax expense. EBIT is presented for informational purposes to show the significance of depreciation and amortization in the calculation of EBITDA. We use EBIT in our evaluation of our operating results since we believe that it is useful as a measure of financial performance, particularly for us as a multinational company. We believe it is a useful measure of financial performance principally for the following reasons:

- since we operate in multiple tax jurisdictions, we find EBIT removes the impact of the varying tax rates and tax regimes in the jurisdictions in which we operate.
- in addition, we find EBIT useful as a financial measure that removes the impact from our effective tax rate of factors not directly related to our business operations, such as, whether we have acquired operating assets by purchasing those assets directly, or indirectly by purchasing the stock of a company that might hold such operating assets.
- the use of EBIT as a financial measure also (i) removes the impact of tax timing differences which may vary from time to time and from jurisdiction to jurisdiction, (ii) allows us to compare our performance to



that achieved by other companies, and (iii) is useful as a financial measure that removes the impact of our historically significant net loss carry-forwards.

- the elimination of net interest expense helps us to compare our operating performance to those companies that may have more or less debt than we do.

EBITDA presented above is net income (loss) adjusted for interest expense (again, calculated net of interest income), income tax expense, and in addition depreciation and amortization expense. We use EBITDA in our evaluation of our performance since we believe that EBITDA provides a useful measure of financial performance and value. We believe this principally for the following reasons:

- we believe that EBITDA is an industry comparative measure of financial performance. It is, in our experience, a measure commonly used by analysts and financial commentators who report on the cinema exhibition and real estate industries and a measure used by financial institutions in underwriting the creditworthiness of companies in these industries. Accordingly, our management monitors this calculation as a method of judging our performance against our peers and market expectations and our creditworthiness.
- also, analysts, financial commentators, and persons active in the cinema exhibition and real estate industries typically value enterprises engaged in these businesses at various multiples of EBITDA. Accordingly, we find EBITDA valuable as an indicator of the underlying value of our businesses.

We expect that investors may use EBITDA to judge our ability to generate cash, as a basis of comparison to other companies engaged in the cinema exhibition and real estate businesses and as a basis to value our company against such other companies.

Neither EBIT nor EBITDA is a measurement of financial performance under accounting principles generally accepted in the United States of America and should not be considered in isolation or construed as a substitute for net income or other operations data or cash flow data prepared in accordance with accounting principles generally accepted in the United States for purposes of analyzing our profitability. The exclusion of various components such as interest, taxes, depreciation, and amortization necessarily limit the usefulness of these measures when assessing our financial performance, as not all funds depicted by EBITDA are available for management's discretionary use. For example, a substantial portion of such funds are subject to contractual restrictions and functional requirements to service debt, to fund necessary capital expenditures and to meet other commitments from time to time as described in more detail in this Annual Report on Form 10-K.

EBIT and EBITDA also fail to take into account the cost of interest and taxes. Interest is clearly a real cost that for us is paid periodically as accrued. Taxes may or may not be a current cash item but are nevertheless real costs that, in most situations, must eventually be paid. A company that realizes taxable earnings in high tax jurisdictions may be ultimately less valuable than a company that realizes the same amount of taxable earnings in a low tax jurisdiction. EBITDA fails to take into account the cost of depreciation and amortization and the fact that assets will eventually wear out and have to be replaced.

EBITDA, as calculated by us, may not be comparable to similarly titled measures reported by other companies. A reconciliation of net income (loss) to EBIT and EBITDA is presented below (dollars in thousands):

	2013	2012	2011	2010	2009
Net income (loss) attributable to Reading International, Inc. shareholders	\$ 9,041	\$ (914)	\$ 9,956	\$ (12,650)	\$ 6,094
Add: Interest expense, net	10,037	16,426	21,038	12,286	14,572
Add: Income tax (benefit) expense	4,942	4,904	(12,330)	14,264	1,952
EBIT	\$ 24,020	\$ 20,416	\$ 18,664	\$ 13,900	\$ 22,618
Add: Depreciation and amortization	15,197	16,049	16,595	15,563	15,034
Adjustments for discontinued operations	—	335	365	351	134
EBITDA	\$ 39,217	\$ 36,800	\$ 35,624	\$ 29,814	\$ 37,786

## **Item 7 – Management's Discussion and Analysis of Financial Condition and Results of Operations**

The following review should be read in conjunction with the consolidated financial statements and related notes included in this 2013 Annual Report. Historical results and percentage relationships do not necessarily indicate operating results for any future periods.

### **Overview**

We are an internationally diversified company principally focused on the development, ownership, and operation of entertainment and real property assets in the United States, Australia, and New Zealand. Currently, we operate in two business segments:

- Cinema Exhibition, through our 56 multiplex theaters, and
- Real Estate, including investment, development, and the rental of retail, commercial and live theater assets.

We believe that these two business segments complement one another, as the comparatively consistent cash flows generated by our cinema operations can be used to fund new cinema business opportunities and the front-end cash demands of our real estate investment and development business.

We manage our worldwide cinema exhibition businesses under various different brands:

- in the US, under the Reading, Angelika Film Center, Consolidated Amusements, and City Cinemas brands;
- in Australia, under the Reading brand; and
- in New Zealand, under the Reading and Rialto brands.

While we do not believe the cinema exhibition business to be a growth business, we do believe it to be a business that will likely continue to generate fairly consistent cash flows in the years ahead even in recessionary or inflationary environment. This is based on our belief that people will continue to spend some reasonable portion of their entertainment dollar on entertainment outside of the home and that, when compared to other forms of outside the home entertainment, movies continue to be a popular and competitively priced option. Since we believe the cinema exhibition business to be a mature business with most markets either adequately screened or over-screened, we see growth in our cinema business coming principally from the enhancement of our current cinemas, the development in select markets of specialty cinemas, and the opportunistic acquisition of already existing cinemas rather than from the development of new conventional cinemas. From time to time, we invest in the securities of other companies, where we believe the business or assets of those companies to be attractive or to offer synergies to our existing entertainment and real estate businesses. In the current environment, we intend to focus on the development and redevelopment of our existing assets (particularly our New York assets and our Angelika Film Center chain), as well as to continue to be opportunistic in identifying and endeavoring to acquire undervalued assets, particularly assets with proven cash flow and which we believe to be resistant to current recessionary trends.

In summary, while we do have operating company attributes, we see ourselves principally as a geographically diversified real estate company and intend to add to stockholder value by building the value of our portfolio of tangible assets including both entertainment and other types of land and brick and mortar assets. We endeavor to maintain a reasonable asset allocation between our domestic and international assets and operations, and between our cash generating cinema operations and our cash consuming real estate investment and development activities. We believe that by blending the cash generating capabilities of a cinema operation with the investment and development opportunities of our real estate operations, our business strategy is unique among public companies.

### **Business Climate**

#### **Cinema Exhibition - General**

After years of uncertainty as to the future of digital exhibition and the impact of this technology on cinema exhibition, it became clear in 2012 that the industry must go digital. We have now completed the conversion of all of our U.S., Australia, and New Zealand cinema operations to digital projection. Over several years, we anticipate

that the cost of this conversion will be covered in substantial part by the receipt of Virtual Print Fees paid by film distributors for the use of such digital projection equipment.

In the case of "in-home" entertainment alternatives, the industry has experienced significant leaps in recent periods in both the quality and affordability of in-home entertainment systems and in the accessibility to entertainment programming through cable, satellite, DVD, and internet distribution channels. These alternative distribution channels are putting pressure on cinema exhibitors to reduce the time period between theatrical and secondary release dates, and certain distributors are talking about possible simultaneous or near simultaneous releases in multiple channels of distribution. These issues are common to both our domestic and international cinema operations.

Certain new entrants to the cinema exhibition market, as well as certain of our historic competitors, have begun to develop new and to reposition existing cinemas that offer a broader selection of premium seating and food and beverage offerings. These include, in some cases, food service to the seat and the offering of alcoholic beverages. We have for some years offered premium seating and alcoholic beverages in certain of our overseas cinemas. We have also offered café food selections and alcoholic beverages domestically in certain of our Angelika Film Centers. Accordingly, we are experienced in and believe that we can compete effectively with this emerging competition. We are currently reviewing the potential for expanding our offerings at a variety of our domestic cinemas.

#### Cinema Exhibition – Australia / New Zealand

The film exhibition industry in Australia and New Zealand is highly concentrated in that Village, Event, and Hoyts (the "Major Exhibitors") control approximately 65% of the cinema box office in Australia while Event and Hoyts control approximately 55% of New Zealand's cinema box office. The industry is also vertically integrated in that one of the Major Exhibitors, Roadshow Film Distributors (part of Village), also serves as a distributor of film in Australia and New Zealand for Warner Bros. and New Line. Films produced or distributed by the majority of the local international independent producers are also distributed by Roadshow. Typically, the Major Exhibitors own the newer multiplex and megaplex cinemas, while the independent exhibitors typically have older and smaller cinemas. In addition, the Major Exhibitors have in recent periods built a number of new multiplexes as joint venture partners or under shared facility arrangements, and have historically not engaged in head-to-head competition.

#### Cinema Exhibition – North America

In North America, distributors may find it more commercially appealing to deal with major exhibitors, rather than to deal with independents like us, which tends to compress the supply of screens in a very limited number of markets. This competitive disadvantage has increased significantly in recent periods with the development of mega circuits like Regal and AMC who are able to offer distributors access to screens on a truly nationwide basis, or, on the other hand, to deny access if their desires with respect to film supply are not satisfied.

These consolidations can adversely affect our ability to get film in certain U.S. markets where we compete against major exhibitors. With the restructuring and consolidation undertaken in the industry, and the emergence of increasingly attractive "in-home" entertainment alternatives, strategic cinema acquisitions by our U.S. operation have and can continue to be a way to combat such a competitive disadvantage.

#### Real Estate – Australia and New Zealand

Over the past few years, there has been a noted stabilization in real estate market activity resulting in some increases to commercial and retail property values in Australia and to a lesser extent in New Zealand. Both countries have relatively stable economies with varying degrees of economic growth that are mostly influenced by global trends. Also, we have noted that our Australian and New Zealand developed properties have had consistent growth in rentals and values although project commencements have slowed. Once developed, we remain confident that our Australian and New Zealand holdings will continue to provide value and cash flows to our operations.

#### Real Estate – North America

The commercial real estate market has improved somewhat over the past two years and we have noted some strong increases associated with our real estate located in large urban environments.

#### Business Segments

As indicated above, our two primary business segments are cinema exhibition and real estate. These segments are summarized as follows:

##### *Cinema Exhibition*

One of our primary businesses consists of the ownership and operation of cinemas. For a breakdown of our current cinema assets that we own and/or manage please see Item 1 – *Our Business* of this 2013 Annual Report under the subheading “Our Cinema Exhibition Activities.”

On December 31, 2013, we acquired a 5-screen cinema in the U.S. that we previously had managed since 2003. In 2012, we opened one cinema with 8 screens and closed two cinemas having a total of 8 screens. In 2011, we purchased one 17-screen cinema.

Our cinema revenue consists of admissions, concessions, and advertising. The cinema operating expense consists of the costs directly attributable to the operation of the cinemas including film rent expense, operating costs, and occupancy costs. Cinema revenue and expense fluctuate with the availability of quality first-run films and the numbers of weeks the first-run films stay in the market.

##### *Real Estate*

For fiscal 2013, our income operating property consisted of the following:

- our Belmont, Western Australia ETRC, our Auburn, New South Wales ETRC and our Wellington, New Zealand ETRC;
- our Newmarket shopping center in Newmarket, Queensland, a suburb of Brisbane;
- three single auditorium live theaters in Manhattan (Minetta Lane, Orpheum, and Union Square) and a four auditorium live theater complex in Chicago (The Royal George) and, in the case of the Union Square and the Royal George, their accompanying ancillary retail and commercial tenants;
- a New Zealand commercial property located at Lake Taupo and Australian commercial properties rented to unrelated third parties, to be held for current income and long-term appreciation; and
- the ancillary retail and commercial tenants at some of our non-ETRC cinema properties.

In addition, we had various parcels of unimproved real estate held for development in Australia and New Zealand and certain unimproved land in the United States that was used in our historic activities. We also owned an 8,100 square foot commercial building in Melbourne, which serves as our administrative headquarters for Australia and New Zealand, approximately 36% of which is leased to an unrelated third party.

#### Acquisitions

##### *Operating Assets*

On December 31, 2013, we settled a management fee claim that we had against the owner of the Plano, Texas cinema that we had managed since 2003 for a cash receipt of \$1.9 million. As part of the settlement, we acquired that entity, and through the purchase of that entity acquired the underlying cinema's lease and the associated personal property, equipment, and trade fixtures. Because the fair value of the lease, in light of anticipated rent payments, resulted in a lease liability of \$320,000 and the acquired net assets, including cash received in connection with the settlement, were valued at \$1.7 million, we recorded a net gain on acquisition and settlement of \$1.4 million which is included as other income in our statement of operating income for the year ended December 31, 2013. We also acquired in 2013 the 50% interest we did not own in AFC LLC. In August 2011, we purchased the CalOaks Cinema, our largest multi-screened cinema to date, for \$4.2 million.

##### *Nonoperating Assets*

On January 10, 2012, Shadow View Land and Farming, LLC, a limited liability company owned by our Company, acquired a 202-acre property, zoned for the development of up to 816 single-family residential units, located in the City of Coachella, California. The property was acquired at a foreclosure auction for \$5.5 million. The property was acquired as a long-term investment in developable land. Half of the funds used to acquire the land were provided by James J. Cotter, our Chairman, Chief Executive Officer and controlling shareholder. Upon the approval of our Conflicts Committee, these funds were converted into a 50% interest in Shadow View Land and Farming, LLC. We are the managing member of this company.

#### Disposals

##### *Moonee Ponds Properties – Held for Sale*

In 2013, we entered into a purchase and sale agreement to sell our 3.3-acre properties in Moonee Ponds for AU\$23.0 million which is scheduled to close on April 16, 2015 and is classified as land held for sale on our December 31, 2013 consolidated balance sheet.

##### *Indooroopilly Property*

On November 20, 2012, we sold our Indooroopilly property for \$12.4 million (AU\$12.0 million). As the book value was \$12.5 million (AU\$12.1 million) for this property, we recorded a loss on sale as an impairment expense of \$318,000 (AU\$306,000) for the year ended December 31, 2012 which included the cost to sell the property.

##### *Taringa Properties*

On February 21, 2012, we sold our three properties in the Taringa area of Brisbane, Australia of approximately 1.1 acres for \$1.9 million (AU\$1.8 million). Because the net carrying amounts of these properties were greater than the total sale price, we recorded an impairment expense for these properties of \$369,000 (AU\$365,000) for the year ended December 31, 2011.

##### *Elsternwick Cinema*

On April 14, 2011, we sold our 66.7% share of the 5-screen Elsternwick Classic cinema located in Melbourne, Australia to our joint venture partner for \$1.9 million (AU\$1.8 million) and recognized a gain on sale of a discontinued operation of \$1.7 million (AU\$1.6 million).

#### Investment and Development Property

We are engaged in several real estate development projects. For a complete list of these properties with their size, status, and gross book values see Item 2 – *Properties* under the heading of “Investment and Development Property.”

#### Critical Accounting Policies

The Securities and Exchange Commission defines critical accounting policies as those that are, in management’s view, most important to the portrayal of the company’s financial condition and results of operations and the most demanding in their calls on judgment. We believe our most critical accounting policies relate to:

- impairment of long-lived assets, including goodwill and intangible assets;
- tax valuation allowance and obligations; and
- legal and environmental obligations.

##### *Impairment of long-lived assets, including goodwill and intangible assets*

We review long-lived assets, including goodwill and intangibles, for impairment as part of our annual budgeting process, at the beginning of the fourth quarter, and whenever events or changes in circumstances indicate that the carrying amount of the asset may not be fully recoverable.

Pursuant to FASB ASC 360-35, we review internal management reports on a monthly basis as well as monitoring current and potential future competition in film markets for indications of potential impairment. We evaluate our long-lived assets using historical and projected data of cash flow as our primary indicator of potential impairment and we take into consideration the seasonality of our business. If the sum of the estimated, undiscounted future cash flows is less than the carrying amount of the asset, then impairment is recognized for the amount by which the carrying value of the asset exceeds its estimated fair value based on an appraisal or a discounted cash flow calculation.

For certain non-income producing properties, we obtain appraisals or other evidence to evaluate whether there are impairment indicators for these assets. Based on calculations of current value from appraisals and a sales contract, we recorded impairment losses of \$1.5 million and \$369,000 relating to certain of our property and cinema locations for the years ended December 31, 2012 and 2011, respectively. No impairment losses were recorded in 2013. For a further explanation of our 2012 impairment losses see below under the heading "Coachella impairment" and see Note 7 – *Investment and Development Property* to our 2013 Consolidated Financial Statements.

Pursuant to FASB ASC 350-35, goodwill and intangible assets are evaluated annually on a reporting unit basis. The impairment evaluation is based on the present value of estimated future cash flows of the segment plus the expected terminal value. There are significant assumptions and estimates used in determining the future cash flows and terminal value. The most significant assumptions include our cost of debt and cost of equity assumptions that comprise the weighted average cost of capital for each reporting unit. Accordingly, actual results could vary materially from such estimates. There was no impairment for the goodwill and intangible assets for the years ended December 31, 2013, 2012, and 2011, respectively.

#### *Tax valuation allowance and obligations*

We record our estimated future tax benefits and liabilities arising from the temporary differences between the tax bases of assets and liabilities and amounts reported in the accompanying consolidated balance sheets, as well as operating loss carry-forwards. We estimate the recoverability of any tax assets recorded on the balance sheet and provide any necessary allowances as required. As of December 31, 2013, we had recorded approximately \$43.8 million of deferred tax assets related to the temporary differences between the tax bases of assets and liabilities and amounts reported in the accompanying consolidated balance sheets, as well as operating loss carry-forwards and tax credit carry-forwards. These deferred tax assets were offset by a valuation allowance of \$35.0 million resulting in a net deferred tax asset of \$8.8 million. The recoverability of deferred tax assets is dependent upon our ability to generate future taxable income. There is no assurance that sufficient future taxable income will be generated to benefit from our tax loss carry-forwards and tax credit carry-forwards.

#### *Legal and environmental obligations*

Certain of our subsidiaries were historically involved in railroad operations, coal mining, and manufacturing. Also, certain of these subsidiaries appear in the chain of title of properties that may suffer from pollution. Accordingly, certain of these subsidiaries have, from time to time, been named in and may in the future be named in various actions brought under applicable environmental laws. Also, we are in the real estate development business and may encounter from time to time unanticipated environmental conditions at properties that we have acquired for development. These environmental conditions can increase the cost of such projects and adversely affect the value and potential for profit of such projects. We do not currently believe that our exposure under applicable environmental laws is material in amount.

From time to time, we have claims brought against us relating to the exposure of former employees of our railroad operations to asbestos and coal dust. These are generally covered by an insurance settlement reached in September 1990 with our insurance carriers. However, this insurance settlement does not cover litigation by people who were not our employees and who may claim second hand exposure to asbestos, coal dust, and/or other chemicals or elements now recognized as potentially causing cancer in humans. Our known exposure to these types of claims, asserted or probable of being asserted, is not material.

From time to time, we are involved with claims and lawsuits arising in the ordinary course of our business that may include contractual obligations, insurance claims, tax claims, employment matters, and anti-trust issues, among other matters.

#### 2012 Coachella impairment

In January 2012, we acquired in a foreclosure auction for \$5.5 million a 202-acre property located in Coachella, California zoned for the development of up to 816 single-family residential units. The only other bidder was the holder of the mortgage on the property who bid \$5.46 million for the property. At the time of the purchase, we knew, based on our due diligence that we were paying more for the property than would be supported by an appraisal done under the Uniform Standards of Professional Appraisal Practice ("USPAP"). However, the amount that we bid was the lowest price at which we were able to acquire the property from the mortgagor. In valuing the property, we took into account a variety of factors, including the fact that the property is located within the City of Coachella, the state of the land use entitlements, and the fact that the prior owner had invested considerable time and money in obtaining the entitlements from the City of Coachella. Since an independent USPAP appraisal of the property produced an appraised value as of December 2012 at \$4.0 million, we wrote down the book value of the property by \$1.5 million as of the end of our 2012 fiscal year. As noted below, this property is owned by a limited liability company which is, in turn, 50% owned by Mr. James J. Cotter who, accordingly, shares in any impairment loss to the extent of his ownership interest.

We acquired the property as a potentially long-term investment based on the expectation that ready-for-development residential real estate will recover in value. As we are not in the business of developing single family residences, it is anticipated that the property will eventually be sold to a developer of this type of property.

We hold the property in a limited liability company, which we manage. This company is owned 50/50 by ourselves and our Chairman and Chief Executive Officer, James J. Cotter. The opportunity to acquire the property was originally presented to Mr. Cotter in his individual capacity and the transaction was approved by our Conflicts Committee, comprised entirely of independent directors.

#### Results of Operations

We currently have two operating segments: Cinema Exhibition and Real Estate. Our cinema exhibition segment includes the operations of our consolidated cinemas. Our real estate segment includes the operating results of our commercial real estate holdings, cinema real estate, live theater real estate, and ETRC's.

The tables below summarize the results of operations for our principal business segments for the years ended December 31, 2013, 2012, and 2011 (dollars in thousands).

<u>Year Ended December 31, 2013</u>	<u>Cinema Exhibition</u>	<u>Real Estate</u>	<u>Intersegment Eliminations</u>	<u>Total</u>
Revenue	\$ 239,418	\$ 26,456	\$ (7,653)	\$ 258,221
Operating expense	200,859	10,830	(7,653)	204,036
Depreciation and amortization	10,741	4,023	—	14,764
General and administrative expense	3,273	644	—	3,917
Segment operating income	\$ 24,545	\$ 10,959	\$ —	\$ 35,504

<u>Year Ended December 31, 2012</u>	<u>Cinema Exhibition</u>	<u>Real Estate</u>	<u>Intersegment Eliminations</u>	<u>Total</u>
Revenue	\$ 234,703	\$ 27,256	\$ (7,529)	\$ 254,430
Operating expense	198,040	11,163	(7,529)	201,674
Depreciation and amortization	11,154	4,441	—	15,595
General and administrative expense	2,598	718	—	3,316
Impairment expense	—	1,463	—	1,463
Segment operating income	\$ 22,911	\$ 9,471	\$ —	\$ 32,382

Year Ended December 31, 2011	Cinema Exhibition	Real Estate	Intersegment Eliminations	Total
Revenue	\$ 225,849	\$ 26,562	\$ (7,432)	\$ 244,979
Operating expense	189,647	10,190	(7,432)	192,405
Depreciation and amortization	11,842	4,444	—	16,286
General and administrative expense	2,740	646	—	3,386
Impairment expense	—	369	—	369
Segment operating income	\$ 21,620	\$ 10,913	\$ —	\$ 32,533

Reconciliation to net income attributable to Reading International, Inc. shareholders:	2013	2012	2011
Total segment operating income	\$ 35,504	\$ 32,382	\$ 32,533
Non-segment:			
Depreciation and amortization expense	433	454	309
General and administrative expense	14,136	12,801	14,046
Operating income	20,935	19,127	18,178
Interest expense, net	(10,037)	(16,426)	(21,038)
Other income (loss)	1,876	(563)	1,157
Gain (loss) on sale of assets	(56)	144	(67)
Income tax benefit (expense)	(4,942)	(4,904)	12,330
Equity earnings (loss) of unconsolidated joint ventures and entities	1,369	1,621	(1,552)
Income (loss) from discontinued operations	—	(85)	232
Gain (loss) on sale of discontinued operation	—	(320)	1,656
Net income (loss)	\$ 9,145	\$ (1,406)	\$ 10,896
Net (income) loss attributable to noncontrolling interests	(104)	492	(940)
Net income (loss) attributable to Reading International, Inc. common shareholders	\$ 9,041	\$ (914)	\$ 9,956

#### Cinema Exhibition Segment

The following tables and discussion that follows detail our operating results for our 2013, 2012, and 2011 cinema exhibition segment (dollars in thousands). All percentages below are expressed as a percent of total revenue, except film rent and advertising cost which is expressed as a percentage of admissions revenue and concession cost which is expressed as a percentage of concessions revenue:

Operating Income by Country for the Year Ended December 31, 2013	United States	Australia	New Zealand	Total
Admissions revenue	\$ 84,725	\$ 61,741	\$ 15,039	\$ 161,505
Concessions revenue	35,056	24,025	5,596	64,677
Advertising and other revenues	6,540	5,655	1,041	13,236
Total revenues	126,321	91,421	21,676	239,418
Film rent and advertising cost	44,284	29,060	7,116	80,460
Concession cost	5,924	4,847	1,438	12,209
Occupancy expense	25,981	18,371	3,943	48,295
Other operating expense	31,930	22,218	5,747	59,895
Total operating expense	108,119	74,496	18,244	200,859
Depreciation and amortization	6,181	3,603	957	10,741
General and administrative expense	2,347	926	—	3,273
Segment operating income	\$ 9,674	\$ 12,396	\$ 2,475	\$ 24,545



**Operating Data as a Percentage of  
Revenue for Year Ended**

<b>December 31, 2013</b>	<b>United States</b>	<b>Australia</b>	<b>New Zealand</b>	<b>Total</b>
Admissions revenue	67.1%	67.5%	69.4%	67.5%
Concessions revenue	27.8%	26.3%	25.8%	27.0%
Advertising and other revenue	5.2%	6.2%	4.8%	5.5%
Total revenue	100.0%	100.0%	100.0%	100.0%
Film rent and advertising cost	52.3%	47.1%	47.3%	49.8%
Concession cost	16.9%	20.2%	25.7%	18.9%
Occupancy expense	20.6%	20.1%	18.2%	20.2%
Other operating expense	25.3%	24.3%	26.5%	25.0%
Total operating cost and expense	85.6%	81.5%	84.2%	83.9%
Depreciation and amortization	4.9%	3.9%	4.4%	4.5%
General and administrative expense	1.9%	1.0%	0.0%	1.4%
Segment operating income	7.7%	13.6%	11.4%	10.3%

**Operating Income by Country for the  
Year Ended December 31, 2012**

	<b>United States</b>	<b>Australia</b>	<b>New Zealand</b>	<b>Total</b>
Admissions revenue	\$ 78,745	\$ 68,819	\$ 13,897	\$ 161,461
Concessions revenue	32,219	24,564	4,266	61,049
Advertising and other revenues	5,433	5,806	954	12,193
Total revenues	116,397	99,189	19,117	234,703
Film rent and advertising cost	40,690	32,953	6,517	80,160
Concession cost	5,205	4,908	1,034	11,147
Occupancy expense	26,143	19,233	3,503	48,879
Other operating expense	29,870	23,024	4,960	57,854
Total operating expense	101,908	80,118	16,014	198,040
Depreciation and amortization	6,482	3,589	1,083	11,154
General and administrative expense	1,937	661	—	2,598
Segment operating income	\$ 6,070	\$ 14,821	\$ 2,020	\$ 22,911

**Operating Data as a Percentage of  
Revenue for Year Ended**

<b>December 31, 2012</b>	<b>United States</b>	<b>Australia</b>	<b>New Zealand</b>	<b>Total</b>
Admissions revenue	67.7%	69.4%	72.7%	68.8%
Concessions revenue	27.7%	24.8%	22.3%	26.0%
Advertising and other revenue	4.7%	5.9%	5.0%	5.2%
Total revenue	100.0%	100.0%	100.0%	100.0%
Film rent and advertising cost	51.7%	47.9%	46.9%	49.6%
Concession cost	16.2%	20.0%	24.2%	18.3%
Occupancy expense	22.5%	19.4%	18.3%	20.8%
Other operating expense	25.7%	23.2%	25.9%	24.6%
Total operating cost and expense	87.6%	80.8%	83.8%	84.4%
Depreciation and amortization	5.6%	3.6%	5.7%	4.8%
General and administrative expense	1.7%	0.7%	0.0%	1.1%
Segment operating income	5.2%	14.9%	10.6%	9.8%

**Operating Income by Country for the  
Year Ended December 31, 2011**

	United States	Australia	New Zealand	Total
Admissions revenue	\$ 73,062	\$ 72,887	\$ 12,622	\$ 158,571
Concessions revenue	28,225	23,306	3,446	54,977
Advertising and other revenues	5,482	6,019	800	12,301
Total revenues	106,769	102,212	16,868	225,849
Film rent and advertising cost	37,360	34,390	5,878	77,628
Concession cost	4,460	4,963	852	10,275
Occupancy expense	25,210	19,107	3,157	47,474
Other operating expense	27,033	22,274	4,963	54,270
Total operating expense	94,063	80,734	14,850	189,647
Depreciation and amortization	6,525	4,218	1,099	11,842
General and administrative expense	1,973	691	76	2,740
Segment operating income	\$ 4,208	\$ 16,569	\$ 843	\$ 21,620

**Operating Data as a Percentage of  
Revenue for Year Ended  
December 31, 2011**

	United States	Australia	New Zealand	Total
Admissions revenue	68.4%	71.3%	74.8%	70.2%
Concessions revenue	26.4%	22.8%	20.4%	24.3%
Advertising and other revenue	5.1%	5.9%	4.7%	5.4%
Total revenue	100.0%	100.0%	100.0%	100.0%
Film rent and advertising cost	51.1%	47.2%	46.6%	49.0%
Concession cost	15.8%	21.3%	24.7%	18.7%
Occupancy expense	23.6%	18.7%	18.7%	21.0%
Other operating expense	25.3%	21.8%	29.4%	24.0%
Total operating cost and expense	88.1%	79.0%	88.0%	84.0%
Depreciation and amortization	6.1%	4.1%	6.5%	5.2%
General and administrative expense	1.8%	0.7%	0.5%	1.2%
Segment operating income	3.9%	16.2%	5.0%	9.6%

**Cinema Results for 2013 Compared to 2012**

- Cinema revenue increased in 2013 by \$4.7 million or 2.0% compared to 2012. The geographic activity of our revenue can be summarized as follows:
  - United States - Revenue in the United States increased by \$9.9 million or 8.5%. This increase in revenue was predominately attributable to a 440,000 person increase in box office admissions and a 2.6% increase in the average ticket price coupled with a commensurate increase in concessions revenue. Both of these increases were primarily related to the quality of film product in 2013 compared to the same period in 2012.
  - Australia - Revenue in Australia decreased by \$7.8 million or 7.8%. This decrease in revenue was primarily related to a 5.1% decrease in the average ticket price resulting from a continued and expanded competitive ticket pricing model; offset in part by, a 60,000 person increase in box office admissions. As noted below, this decrease in revenue was exacerbated by a decrease in the value of the Australian dollar compared to the U.S. dollar for the comparable periods (see below).
  - New Zealand - Revenue in New Zealand increased by \$2.6 million or 13.4%. This increase in revenue was predominately attributable to a year over year 121,000 person increase in admissions; somewhat offset by, a decrease in the average ticket price of 0.4%. The increase in New Zealand admissions was primarily as a result of increased revenues coming from our previously earthquake

damaged New Zealand multiplex. This increase in revenue was somewhat enhanced by an increase in the value of the New Zealand dollar compared to the U.S. dollar (see below).

- Operating expense increased in 2013 by \$2.8 million or 1.4% compared to 2012. Year over year operating expense percentage decreased in relation to revenue from 84.4% to 83.9%.
  - United States - Operating expense in the United States increased by \$6.2 million or 6.1% primarily related to a \$3.6 million increase in film rent and advertising primarily associated with the aforementioned increases in revenues from admissions and a \$2.0 million increase in other operating expense including a \$778,000 increase in projection costs primarily related to our new digital equipment lease.
  - Australia - Operating expense in Australia decreased by \$5.6 million or 7.0%. This decrease was in line with the above-mentioned decrease in cinema revenue which directly affects film rental costs and exacerbated by the year over year decrease in the value of the Australian dollar compared to the U.S. dollar (see below).
  - New Zealand - Operating expense in New Zealand increased by \$2.2 million or 13.9%. This increase was in line with the above-mentioned increase in cinema revenue which directly affects film rental costs and with the above-mentioned year over year increase in the value of the New Zealand dollar compared to the U.S. dollar (see below).
- Depreciation expense decreased in 2013 by \$413,000 or 3.7% compared to 2012. This decrease was primarily related to several of our cinema assets reaching the end of their depreciable lives.
- General and administrative expense increased in 2013 by \$675,000 or 26.0% compared to 2012. This increase was primarily related to an increase in labor expense from our U.S. and Australian cinema operations.
- Australian average exchange rates decreased by 6.5% from 2012 to 2013 and the New Zealand average exchange rates increased by 1.2% from 2012 to 2013 both of which had an impact on our statements of operations.
- As a result, cinema exhibition segment operating income increased in 2013 by \$1.6 million compared to 2012 primarily from the aforementioned increase in revenue from our U.S. and New Zealand cinema operations.

#### Cinema Results for 2012 Compared to 2011

- Cinema revenue increased in 2012 by \$8.9 million or 3.9% compared to 2011. The geographic activity of our revenue can be summarized as follows:
  - United States - Revenue in the United States increased by \$9.6 million or 9.0%. This increase in revenue was predominately attributable to a 722,000 person increase in box office admissions and a commensurate increase in admissions and concessions revenue primarily from our 2011 acquisition of the CalOaks cinema in Murrieta, California and from our newly opened AFC Mosaic cinema in the greater Washington D.C. metropolitan area; offset by, a 0.7% decrease in the average ticket price.
  - Australia - Revenue in Australia decreased by \$3.0 million or 3.0%. This decrease in revenue was primarily related to a 91,000 person decrease in box office admissions coupled with a 3.9% decrease in the average ticket price resulting from a more competitive ticket pricing model. This decrease included the temporary closure of a cinema in Australia due to renovations during the second quarter. As noted below, there was only a nominal change in the Australian dollar compared to the U.S. dollar for the comparable period (see below).
  - New Zealand - Revenue in New Zealand increased by \$2.2 million or 13.3%. This increase in revenue was predominately attributable to a year over year 236,000 person increase in admissions; offset by, a decrease in the average ticket price of 7.6% resulting from a more competitive ticket pricing model. The increase in New Zealand admissions was primarily as a result of the reopening of an earthquake damaged New Zealand multiplex in early January 2012. This increase in revenue was somewhat enhanced by an increase in the value of the New Zealand dollar compared to the U.S. dollar (see below).
- Operating expense increased in 2012 by \$8.4 million or 4.4% compared to 2011. Year over year operating expense percentage increased in relation to revenue from 84.0% to 84.4%.
  - United States - Operating expense in the United States increased by \$7.8 million or 8.3% primarily related to a \$3.3 million increase in film rent and advertising and a \$3.1 million increase in other

operating expense both of which were primarily associated with the aforementioned newly acquired and opened cinemas.

- Australia - Operating expense in Australia decreased by \$616,000 or 0.8%. This decrease was in line with the above-mentioned decrease in cinema revenue which directly affects film rental costs and with the year over year nominal increase in the value of the Australian dollar compared to the U.S. dollar (see below).
- New Zealand - Operating expense in New Zealand increased by \$1.2 million or 7.8%. This increase was in line with the above-mentioned increase in cinema revenue which directly affects film rental costs offset by the above-mentioned year over year increase in the value of the New Zealand dollar compared to the U.S. dollar (see below).
- Depreciation expense decreased in 2012 by \$688,000 or 5.8% compared to 2011. This decrease was primarily related to several of our cinema assets reaching the end of their depreciable lives.
- General and administrative expense decreased in 2012 by \$142,000 or 5.2% compared to 2011. This decrease was primarily related to preopening costs in 2011 for a newly opened Australian cinema which did not recur in 2012.
- Australian and New Zealand monthly average exchange rates for 2012 increased by 0.3% and 2.4%, respectively, from those in 2011, which had an overall positive impact on our statements of operations.
- As a result, cinema exhibition segment operating income increased in 2012 by \$1.3 million compared to 2011 primarily from the aforementioned increase in revenue from our Australian cinema operations.

#### Real Estate Segment

As discussed above, our other business segment is the development and management of real estate. These holdings include our rental live theaters, certain fee owned properties used in our cinema business, and unimproved real estate held for development.

The tables and discussion that follow detail our operating results for our 2013, 2012, and 2011 real estate segment (dollars in thousands). All percentages below are expressed as a percent of total revenue except live theater cost which is expressed as a percentage of live theater rental and ancillary revenue, and property cost which is expressed as a percentage of property rental revenue:

Operating Income by Country for the Year Ended December 31, 2013					
	United States	Australia	New Zealand	Total	
Live theater rental and ancillary income	\$ 3,500	\$ --	\$ --	\$ 3,500	
Property rental income	1,692	14,424	6,840	22,956	
Total revenues	5,192	14,424	6,840	26,456	
Live theater costs	1,574	--	--	1,574	
Property rental cost	316	2,362	1,684	4,362	
Occupancy expense	946	3,139	809	4,894	
Total operating expense	2,836	5,501	2,493	10,830	
Depreciation and amortization	314	2,635	1,074	4,023	
General and administrative expense	67	527	50	644	
Segment operating income	\$ 1,975	\$ 5,761	\$ 3,223	\$ 10,959	

Operating Data as a Percentage of Revenue for Year Ended December 31, 2013				
	United States	Australia	New Zealand	Total
Live theater rental and ancillary revenue	67.4%			13.2%
Property rental revenue	32.6%	100.0%	100.0%	86.8%
Total revenue	100.0%	100.0%	100.0%	100.0%
Live theater cost	45.0%			45.0%

Property cost	18.7%	16.4%	24.6%	19.0%
Occupancy expense	18.2%	21.8%	11.8%	18.5%
Total operating cost and expense	54.6%	38.1%	36.4%	40.9%
Depreciation and amortization	6.0%	18.3%	15.7%	15.2%
General and administrative expense	1.3%	3.7%	0.7%	2.4%
Impairment expense	0.0%	0.0%	0.0%	0.0%
Segment operating income	38.0%	39.9%	47.1%	41.4%

**Operating Income by Country for the  
Year Ended December 31, 2012**

	United States	Australia	New Zealand	Total
Live theater rental and ancillary income	\$ 3,416	\$ --	\$ --	\$ 3,416
Property rental income	1,690	14,536	7,614	23,840
Total revenues	5,106	14,536	7,614	27,256
Live theater costs	1,538	--	--	1,538
Property rental cost	456	3,262	1,459	5,177
Occupancy expense	857	2,815	776	4,448
Total operating expense	2,851	6,077	2,235	11,163
Depreciation and amortization	305	2,824	1,312	4,441
General and administrative expense	100	535	83	718
Impairment expense	1,463	--	--	1,463
Segment operating income	\$ 387	\$ 5,100	\$ 3,984	\$ 9,471

**Operating Data as a Percentage of  
Revenue for Year Ended  
December 31, 2012**

	United States	Australia	New Zealand	Total
Live theater rental and ancillary revenue	66.9%			12.5%
Property rental revenue	33.1%	100.0%	100.0%	87.5%
Total revenue	100.0%	100.0%	100.0%	100.0%
Live theater cost	45.0%			45.0%
Property cost	27.0%	22.4%	19.2%	21.7%
Occupancy expense	16.8%	19.4%	10.2%	16.3%
Total operating cost and expense	55.8%	41.8%	29.4%	41.0%
Depreciation and amortization	6.0%	19.4%	17.2%	16.3%
General and administrative expense	2.0%	3.7%	1.1%	2.6%
Impairment expense	28.7%	0.0%	0.0%	5.4%
Segment operating income	7.6%	35.1%	52.3%	34.7%

**Operating Income by Country for the  
Year Ended December 31, 2011**

	United States	Australia	New Zealand	Total
Live theater rental and ancillary income	\$ 3,507	\$ --	\$ --	\$ 3,507
Property rental income	1,714	13,850	7,491	23,055
Total revenues	5,221	13,850	7,491	26,562
Live theater costs	1,505	--	--	1,505
Property rental cost	124	2,507	1,375	4,006
Occupancy expense	845	3,121	713	4,679
Total operating expense	2,474	5,628	2,088	10,190

Depreciation and amortization	326	2,848	1,270	4,444
General and administrative expense	32	554	60	646
Impairment expense	—	369	--	369
Segment operating income	\$ 2,389	\$ 4,451	\$ 4,073	\$ 10,913

**Operating Data as a Percentage of  
Revenue for Year Ended**

<b>December 31, 2011</b>	<b>United States</b>	<b>Australia</b>	<b>New Zealand</b>	<b>Total</b>
Live theater rental and ancillary revenue	67.2%			13.2%
Property rental revenue	32.8%	100.0%	100.0%	86.8%
Total revenue	100.0%	100.0%	100.0%	100.0%
Live theater cost	42.9%			42.9%
Property cost	7.2%	18.1%	18.4%	17.4%
Occupancy expense	16.2%	22.5%	9.5%	17.6%
Total operating cost and expense	47.4%	40.6%	27.9%	38.4%
Depreciation and amortization	6.2%	20.6%	17.0%	16.7%
General and administrative expense	0.6%	4.0%	0.8%	2.4%
Impairment expense	0.0%	2.7%	0.0%	1.4%
Segment operating income	45.8%	32.1%	54.4%	41.1%

**Real Estate Results for 2013 Compared to 2012**

- Real estate revenue decreased by \$800,000 or 2.9% compared to 2012. The decrease in revenue was primarily related to the closure of our Courtenay Central parking structure in July 2013 as a result of an earthquake in Wellington, New Zealand. Revenue was also affected by the aforementioned fluctuations in currency exchange rates (see below).
- Operating expense for the real estate segment decreased by \$333,000 or 3.0% compared to 2012. This decrease resulted primarily from a decrease in professional fees from our 2012 legal work associated with protecting the property rights of our Burwood property and with our residual railroad properties and the aforementioned fluctuations in currency exchange rates (see below). These decreases were in part offset by additional costs associated with the start of development work on our Wellington, New Zealand location in 2013.
- General and administrative costs decreased by \$74,000 or 10.3% compared to 2012 primarily due to an increase in our allowance for doubtful accounts for our U.S. properties in 2012 which did not recur in 2013.
- Australian average exchange rates decreased by 6.5% from 2012 to 2013 and the New Zealand average exchange rates increased by 1.2% from 2012 to 2013 both of which had an impact on our statements of operations.
- As a result of the above, real estate segment income increased by \$1.5 million or 15.7% compared to 2012.

**Real Estate Results for 2012 Compared to 2011**

- Real estate revenue increased by \$694,000 or 2.6% compared to 2011. The increase in revenue was primarily related to an increase in rental income from our Australian and New Zealand ETRCs coupled with fluctuations in currency exchange rates (see below); offset by, a decrease in rent from our live theater venues in the U.S.
- Operating expense for the real estate segment increased by \$973,000 or 9.5% compared to 2011. This increase in expense was primarily related to higher repair, maintenance, and insurance costs for our operating properties, from legal costs incurred in 2012 associated with protecting the property rights of our Burwood property and with our residual railroad properties, and the aforementioned fluctuations in currency exchange rates (see below).
- We recorded a real estate impairment loss in 2012 of \$1.5 million related to our Coachella property (see Note 7 – Investment and Development Property to our 2012 Consolidated Financial Statements). As noted above, this property is owned by a limited liability company which is, in turn, 50% owned by Mr. James J.

- General and administrative costs increased by \$72,000 or 11.1% compared to 2011 primarily due to an increase in our allowance for doubtful accounts for our U.S. properties in 2012.
- Australian and New Zealand monthly average exchange rates for 2012 increased by 0.3% and 2.4%, respectively, from those in 2011, which had an overall positive impact on our statements of operations.
- As a result of the above, real estate segment income decreased by \$1.4 million or 13.2% compared to 2011.

Non-segment expense/income includes expense and/or income that is not directly attributable to our two operating segments.

- general and administrative expense increased by \$1.3 million primarily related to an increase in compensation expense, pension costs, and additional audit fees..
- net interest expense decreased by \$6.4 million compared to 2012. The decrease in interest expense during the 2013 resulted from an overall decrease in our worldwide debt balances and a decrease in the interest rates on our corporate loans in the U.S. and Australia. Additionally, our interest expense was lower in the 2013 due to a decrease in the fair value of our interest rate swap liabilities in 2013 compared to an increase in these liabilities during the same period in 2012 resulting in a comparative decrease in interest expense from 2012 to 2013.
- the \$1.9 million in other income during 2013 was primarily related to a \$1.4 million gain on the acquisition of a cinema and the receipt of insurance proceeds from our business interruption claim for the temporary closure of our cinema in Christchurch, New Zealand (see Note 26 – *Casualty Loss* to our 2013 Consolidated Financial Statements). The \$563,000 in other income during 2012 was primarily related to the write off of our GE Capital loan costs at the time of the refinancing of our U.S. Corporate Credit Facility with Bank of America; offset by, insurance proceeds from our business interruption claim for the temporary closure of our cinema in Christchurch, New Zealand due to the February 22, 2011 earthquake.
- equity earnings from unconsolidated investments decreased by \$252,000 primarily related to decrease in income from our Mt. Gravatt investment.

- general and administrative expense decreased by \$1.2 million primarily related to the one-time additional labor costs incurred during 2011, associated with the transfer of our accounting functions from the U.S. and Australia to New Zealand not being repeated in 2012, as well as some cost savings resulting from the synergies gained as a result of this move.
- net interest expense decreased by \$4.6 million compared to 2011. The decrease in interest expense during 2012 was primarily due to a smaller increase in the fair value of our interest rate swaps in 2012 than that noted for the same period in 2011 and to a decrease in interest rates specifically from our Trust Preferred Securities. Effective May 1, 2012, that interest rate changed from a fixed rate of 9.22%, which was in effect for the past five years, to a variable rate of 3 month LIBOR plus 4.00%, which will reset each quarter through the end of the loan, unless we choose to fix the rate again.
- the \$563,000 in other loss during 2012 was primarily related to the write off of our GE Capital loan costs at the time of the refinancing of our U.S. Corporate Credit Facility with Bank of America; offset by, additional insurance proceeds from our business interruption claim for the temporary closure of our cinema in Christchurch, New Zealand due to the February 22, 2011 earthquake. The \$1.2 million in other income during 2011 was primarily related to insurance proceeds from a partial payment of our business interruption claim for the aforementioned temporary closure of our cinema in Christchurch, New Zealand (see Note 26 – *Casualty Loss* to our 2012 Consolidated Financial Statements).
- the net income tax expense was \$4.9 million during 2012 compared to a net income tax benefit of \$12.3 million during 2011. The year over year change in 2012 was primarily related to a reduction in deferred

tax assets in Australia, caused by the sale of certain assets, plus a reduction in loss carryforwards available to offset future Australia taxable income. For 2011, the change was primarily related to a one-time tax provision adjustment of \$14.4 million caused by a reduction in the valuation allowance related to our Australian operations (see Note 14 – *Income Tax* to our 2012 Consolidated Financial Statements).

- equity earnings from unconsolidated investments increased by \$3.2 million primarily related to a 2011 \$2.9 million impairment to our interest in Rialto Entertainment not repeated in 2012.

#### Income Taxes

We are subject to income taxation in several jurisdictions throughout the world. Our effective tax rate and income tax liabilities will be affected by a number of factors, such as:

- the amount of taxable income in particular jurisdictions;
- the tax rates in particular jurisdictions;
- tax treaties between jurisdictions;
- the extent to which income is repatriated; and
- future changes in law.

Generally, we file consolidated or combined tax returns in jurisdictions that permit or require such filings. For jurisdictions that do not permit such a filing, we may owe income, franchise, or capital taxes even though, on an overall basis, we may have incurred a net loss for the tax year.

#### Net Income Attributable to Reading International, Inc. Common Shareholders

For the years ending 2013, 2012, and 2011, our consolidated business units produced a net income of \$9.0 million (primarily driven by a decrease in our interest expense as noted above), a net loss of \$914,000, and a net income of \$10.0 million (primarily driven by a decrease in our tax provision of \$14.4 million caused by a reduction in the valuation allowance related to our Australian operations), respectively, attributable to Reading International, Inc. common shareholders. For many of the years prior to 2013, we consistently experienced net losses. However, as explained in the Cinema and Real Estate segment sections above, we have generally noted improvements in our segment operating income such that we have a positive segment operating income for each of the years of 2013, 2012, and 2011, that in years past has been negative. Although we cannot assure that this trend will continue, we are committed to the overall improvement of earnings through good fiscal management.

#### Business Plan, Liquidity, and Capital Resources of the Company

##### Business Plan

While we do not believe the cinema exhibition business to be a growth business, we do believe it to be a business that will likely continue to generate fairly consistent cash flows in the years ahead even in recessionary or inflationary environment. This is based on our belief that people will continue to spend some reasonable portion of their entertainment dollar on entertainment outside of the home and that, when compared to other forms of outside the home entertainment, movies continue to be a popular and competitively priced option. Since we believe the cinema exhibition business to be a mature business with most markets either adequately screened or over-screened, we see growth in our cinema business coming principally from the enhancement of our current cinemas, the development in select markets of specialty cinemas, and the opportunistic acquisition of already existing cinemas rather than from the development of new conventional cinemas. From time to time, we invest in the securities of other companies, where we believe the business or assets of those companies to be attractive or to offer synergies to our existing entertainment and real estate businesses. Also, in the current environment, we intend to be opportunistic in identifying and endeavoring to acquire undervalued assets, particularly assets with proven cash flow and which we believe to be resistant to current recessionary trends.

In summary, while we do have operating company attributes, we see ourselves principally as a geographically diversified real estate company and intend to add to stockholder value by building the value of our portfolio of tangible assets including both entertainment and other types of land and brick and mortar assets. We endeavor to maintain a reasonable asset allocation between our domestic and international assets and operations, and between our cash generating cinema operations and our cash consuming real estate development activities. We



believe that by blending the cash generating capabilities of a cinema operation with the investment and development opportunities of our real estate development operation, our business strategy is unique among public companies.

#### Liquidity and Capital Resources

Our ability to generate sufficient cash flows from operating activities in order to meet our obligations and commitments drives our liquidity position. This is further affected by our ability to obtain adequate, reasonable financing and/or to convert non-performing or non-strategic assets into cash.

Currently, our liquidity needs continue to arise mainly from:

- working capital requirements;
- capital expenditures; and
- debt servicing requirements.

With the changes to the worldwide credit markets, the business community is concerned that credit will be more difficult to obtain especially for potentially risky ventures like business and asset acquisitions. However, we believe that our acquisitions over the past few years coupled with our strengthening operational cash flows demonstrate our ability to improve our profitability. We believe that this business model will help us to demonstrate to lending institutions our ability not only to make strategic acquisitions but also to service the associated debt.

#### Discussion of Our Statement of Cash Flows

The following discussion compares the changes in our cash flows over the past three years.

##### *Operating Activities*

2013 Compared to 2012. Cash provided by operations was \$25.2 million in 2013 compared to \$25.5 million in the 2012. The decrease in cash provided by operations of \$313,000 was due primarily to a \$5.1 million increase in operational cash flows; offset by, a \$5.4 million decrease in cash from changes in operating assets and liabilities

2012 Compared to 2011. Cash provided by operations was \$25.5 million in 2012 compared to \$24.3 million in the 2011. The increase in cash provided by operations of \$1.2 million was due primarily to a \$4.4 million increase in operational cash flows; offset by, a \$3.2 million decrease in cash from changes in operating assets and liabilities.

##### *Investing Activities*

Cash used in investing activities was \$6.1 million in 2013, \$6.1 million in 2012, and \$3.8 million in 2011. The following summarizes our discretionary investing activities for each of the three years ending December 31, 2013:

The \$6.1 million cash used in 2013 was primarily related to:

- \$20.1 million in property enhancements to our existing properties;
- offset by
- \$1.6 million in cash provided from restricted cash;
  - \$1.9 million in cash received associated with a cinema acquisition;
  - \$2.0 million of proceeds from a note receivable; and
  - \$8.0 million of proceeds from time deposits;

The \$6.1 million cash used in 2012 was primarily related to:

- \$8.2 million in property enhancements to our existing properties;
- \$8.0 million to purchase time deposits;

- \$1.8 million to purchase a note receivable; and
- \$5.5 million for the purchase of the Coachella land acquisition;

offset by,

- \$14.1 million of proceeds from the sale of our Taringa and Indooroopilly properties;
- \$382,000 in return of investment in unconsolidated entities; and
- \$3.0 million of proceeds from the sale of marketable securities.

The \$3.8 million cash used in 2011 was primarily related to:

- \$3.9 million for the purchase of the CalOaks cinema;
- \$5.5 million in property enhancements to our existing properties;
- \$168,000 of a change in restricted cash; and
- \$2.8 million for the purchase of mortgage notes receivable;

offset by,

- \$1.9 million of net proceeds from the sale of our 66.7% share of the 5-screen Elsternwick Classic cinema located in Melbourne, Australia;
- \$143,000 of proceeds from the sale of marketable securities; and
- \$6.8 million of proceeds from the payoff of a long-term other receivable associated with our Malulani investment.

#### *Financing Activities*

Cash used in financing activities was \$17.8 million in 2013, \$12.7 million in 2012 and \$23.4 million in 2011. The following summarizes our financing activities for each of the three years ending December 31, 2013:

The \$17.8 million cash used in 2013 was primarily related to:

- \$28.1 million of loan repayments including a \$6.4 million payoff of our former Liberty Theaters Term Loan, a \$6.8 million payoff of our Sutton Hill Capital Note, \$5.5 million in payments on our Bank of America Revolver and Line of Credit, \$8.6 million in payments on our NAB term debt, and a \$592,000 payoff of the Nationwide Loan 1; and
- \$2.1 million in noncontrolling interests' distributions;

offset by,

- \$12.5 million of new borrowing including \$5.0 million from our Bank of America Revolver and \$7.5 million from our new loan on the Orpheum and Minetta Lane Theatres offset by \$563,000 of borrowing costs;
- \$263,000 in noncontrolling interests' contributions; and
- \$248,000 of proceeds from the exercise of employee stock options.

The \$12.7 million cash used in 2012 was primarily related to:

- \$62.6 million of loan repayments including \$15.0 million to pay off our Eurohypo Cinemas 1, 2, 3 loan, \$32.2 million to pay off our GB Capital Loan, and \$14.8 million in payments on our NAB term debt;

offset by,

- \$47.0 million of new borrowing including \$30.0 million of loan proceeds from our new Bank of America U.S. Credit Facility and \$15.0 million of loan proceeds from our new Cinemas 1, 2, 3 loan (both offset by a total of \$782,000 of capitalized borrowing cost) and \$2.0 million of borrowing from our Bank of America line of credit;

- \$3.4 million in noncontrolling interests' contributions; and
- \$308,000 of proceeds from the exercise of employee stock options.

The \$23.4 million cash used in 2011 was primarily related to:

- \$126.8 million of loan repayments including the \$105.8 million payoff of our Australian BOSI loan, \$5.3 million in loan repayment on our GE Capital Loan, \$9.7 million payoff of our NAB revolver, \$3.4 million loan repayment of our NAB term debt, and \$2.0 million pay down of our Nationwide Notes;
- \$747,000 to repurchase our Class A Nonvoting Common Stock; and
- \$654,000 in noncontrolling interests' distributions.

offset by,

- \$105.3 million of new borrowing including \$104.2 million of loan proceeds from our new NAB loan net of \$774,000 of capitalized borrowing costs and \$1.1 million of borrowing from our New Zealand credit facility; and
- \$233,000 in noncontrolling interests' contributions.

#### Future Liquidity and Capital Resources

During the past 24 months, we have put into place several measures that currently have or will have a positive effect on our overall liquidity, including:

- refinancing our Liberty Theaters loan with a \$7.5 million loan securitized by our Minetta and Orpheum theatres having a maturity date of June 1, 2018.
- replacing our GE Capital Term Loan of \$27.7 million with a new revolving line of credit from Bank of America (the "BoFA Revolver") of \$30.0 million which has significantly lower principal payments than those of our former GE Capital Term Loan. On March 25, 2013, Bank of America increased the borrowing limit on our BoFA Revolver from \$30.0 million to \$35.0 million.
- renewing and increasing our existing \$3.0 million line of credit with Bank of America to \$5.0 million.
- replacing our Burnhypo AG, New York Branch loan with a new \$15.0 million Sovereign Bank, N.A. term loan having a one-year term ending on June 27, 2013 one year extension option to June 27, 2014 which we exercised in June 2013.
- receiving, on February 8, 2012, an approved amendment from Westpac renewing our existing \$36.9 million (NZ\$45.0 million) New Zealand credit facility with a 3-year \$32.8 million (NZ\$40.0 million) credit facility.

We believe that we have sufficient borrowing capacity to meet our short-term working capital requirements. To meet our current and future liquidity requirements, we have the following external sources of unused liquidity:

- \$9.9 million (NZ\$12.0 million) is available on our New Zealand Corporate Credit facility;
- \$4.5 million (AUS\$5.0 million) is available on our NAB revolver facility; and
- \$5.0 million is available on our Bank of America Line of Credit.

Potential uses for funds during 2014 that would reduce our liquidity, other than those relating to working capital needs and debt service requirements include:

- payments on our legal settlement obligation for the Tax/Audit Litigation;
- the selective development of our currently held for development projects; and
- the acquisition of assets with proven cash flow that we believe to be resistant to the current recessionary trends.

We are in the process of negotiating a renewal of our Australian NAB Corporate Term Loan and Corporate Revolver and are optimistic that a renewal will be consummated by May 31, 2014, on terms that are at least equal to those that are expiring at June 30, 2014. In addition we are seeking a further 12 to 24 month extension on our US

Cinema 1, 2, 3 Term Loan which expires on June 27, 2014 and remain optimistic that this can be achieved by May 31, 2014 as well.

Our worldwide cash position at December 31, 2013 was \$37.7 million including \$16.4 million in the U.S., \$12.1 million in Australia, and \$7.7 million in New Zealand. As part of our main credit facilities in Australia, New Zealand, and the U.S., we are subject to certain debt covenants which limit the transfer or use of cash outside of the various regional subsidiaries in which the cash is held. As such, at December 31, 2013, we have approximately \$15.8 million of cash that is not restricted by loan covenants.

Based upon the current levels of the consolidated operations, further anticipated cost savings and future growth, we believe our cash flow from operations, together with both the existing and anticipated lines-of-credit and other sources of liquidity (including future potential asset sales) will be adequate to meet our anticipated requirements for principal repayments, interest payments, and short-term debt maturities plus any other debt service obligations, working capital, capital expenditures and other operating needs.

There can be no assurance, however, that the business will continue to generate cash flow at or above current levels or that estimated cost savings or growth can be achieved. Future operating performance and our ability to service or refinance existing indebtedness will be subject to future economic conditions and to financial and other factors, such as access to first-run films, many of which are beyond our control. If our cash flow from operations and/or proceeds from anticipated borrowings should prove to be insufficient to meet our funding needs, our current intention is either:

- to defer construction of projects currently slated for land presently owned by us;
- to take on joint venture partners with respect to such development projects; and/or
- to sell assets.

#### Contractual Obligations

The following table provides information with respect to the maturities and scheduled principal repayments of our secured debt and lease obligations at December 31, 2013 (in thousands):

	2014	2015	2016	2017	2018	Thereafter	Total
Debt	\$ 75,538	\$ 33,009	\$ 3,500	\$ 21,000	\$ 7,500	\$ —	\$ 140,547
Subordinated notes (trust preferred securities)	—	—	—	—	—	27,913	27,913
Tax settlement liability	3,480	2,301	—	—	—	—	5,781
Pension liability	14	32	50	633	607	7,191	8,527
Lease obligations	33,676	31,431	27,777	25,188	21,427	58,410	197,909
Estimated interest on debt	5,640	3,744	3,010	1,846	1,238	9,761	25,239
Total	\$ 118,348	\$ 70,517	\$ 34,337	\$ 48,667	\$ 30,772	\$ 103,275	\$ 405,916

Estimated interest on long-term debt is based on the anticipated loan balances for future periods calculated against current fixed and variable interest rates.

We adopted FASB ASC 740-10-25 – *Income Taxes - Uncertain Tax Positions* on January 1, 2007. As of adoption, the total amount of gross unrecognized tax benefits for uncertain tax positions was \$12.5 million increasing to \$13.7 million, to \$14.5 million, and to \$15.3 million as of December 31, 2007, 2008, and 2009, respectively. As of December 31 2010, the gross unrecognized tax benefit increased to \$20.6 million, substantially as a result of having settled our Tax Audit/Litigation case (see Note 19 – *Commitments and Contingencies* to our 2013 Consolidated Financial Statements). As of December 31, 2011, the gross unrecognized tax benefit decreased to \$4.1 million largely because the Tax Audit/Litigation matter is no longer in the nature of an uncertain tax position governed by FASB ASC 740-10-25, but is a fixed and determinable tax liability. As of December 31, 2012 and 2013, the gross unrecognized tax benefit was \$5.3 million and \$4.0 million, respectively. We do not expect a significant tax payment related to the \$4.0 million in uncertain tax positions within the next 12 months.

#### Unconsolidated Joint Venture Debt

Total debt of unconsolidated joint ventures was \$634,000 and \$703,000 as of December 31, 2013 and December 31, 2012, respectively. Our share of unconsolidated debt, based on our ownership percentage, was \$211,000 and \$234,000 as of December 31, 2013 and December 31, 2012, respectively. This loan is guaranteed by one of our subsidiaries to the extent of our ownership percentage.

#### Off-Balance Sheet Arrangements

There are no off-balance sheet transactions, arrangements, or obligations (including contingent obligations) that have, or are reasonably likely to have, a current or future material effect on our financial condition, changes in the financial condition, revenue or expense, results of operations, liquidity, capital expenditures, or capital resources.

#### Financial Risk Management

Our internally developed risk management procedure, seeks to minimize the potentially negative effects of changes in foreign exchange rates and interest rates on the results of operations. Our primary exposure to fluctuations in the financial markets is currently due to changes in foreign exchange rates between U.S. and Australia and New Zealand, and interest rates.

If our operational focus shifts more to Australia and New Zealand, unrealized foreign currency translation gains and losses could materially affect our financial position. Historically, we managed our currency exposure by creating natural hedges in Australia and New Zealand. This involves local country sourcing of goods and services as well as borrowing in local currencies. During 2012, we deviated somewhat from this practice by purchasing \$8.0 million in time deposits denominated in U.S. dollars and held by an Australian bank. As a consequence, at December 31, 2013, we held \$4.5 million in Australia and \$495,000 in New Zealand denominated in U.S. dollars. Also, by paying off our New Zealand debt and paying down on our Australian debt with the proceeds of our TPS in 2007, we added an increased element of currency risk to our Company. We believe that this currency risk is mitigated by the long-term nature of the fully subordinated notes and our ability in 2009 to repurchase, at a discount, some of these securities.

Our exposure to interest rate risk arises out of our long-term debt obligations. Consistent with our internally developed guidelines, we seek to reduce the negative effects of changes in interest rates by changing the character of the interest rate on our long-term debt, converting a fixed rate into a variable rate and vice versa. Our internal procedures allow us to enter into derivative contracts on certain borrowing transactions to achieve this goal. Our Australian Credit Facility provides for floating interest rates based on the Bank Bill Swap Bid Rate (BBSY bid rate), but requires that not less than 75% of the loan be swapped into fixed rate obligations but we have elected to swap 100% of the balance. Although our Bank of America Revolver does not require a fixed interest swap agreement, we entered into an approximate three-year \$31.5 million fixed interest rate swap that has a balance reduction schedule which matches the contraction amortization of the Bank of America Revolver. Effective October 28, 2013, we entered into a three-year \$27.9 million fixed interest rate swap for our Trust Preferred Securities (see Note 13 – *Derivative Instruments* to our 2013 Consolidated Financial Statements).

In accordance with FASB ASC 815-20 – *Derivatives and Hedging*, we marked our interest swap instruments to market on the consolidated balance sheet resulting in a \$2.0 million decrease to interest expense during 2013, a \$1.1 million increase to interest expense during 2012, and a \$5.0 increase to interest expense during 2011.

#### Inflation

We continually monitor inflation and the effects of changing prices. Inflation increases the cost of goods and services used. Competitive conditions in many of our markets restrict our ability to recover fully the higher costs of acquired goods and services through price increases. We attempt to mitigate the impact of inflation by implementing continuous process improvement solutions to enhance productivity and efficiency and, as a result, lower costs and operating expenses. In our opinion, the effects of inflation have been managed appropriately and as a result, have not had a material impact on our operations and the resulting financial position or liquidity.

#### Accounting Pronouncements Adopted During 2013

Please see Note 2 – *Summary of Significant Accounting Policies* to our 2013 Consolidated Financial Statements.

#### New Accounting Pronouncements

Please see Note 2 – *Summary of Significant Accounting Policies* to our 2013 Consolidated Financial Statements.

#### Forward-Looking Statements

Our statements in this annual report contain a variety of forward-looking statements as defined by the Securities Litigation Reform Act of 1995. Forward-looking statements reflect only our expectations regarding future events and operating performance and necessarily speak only as of the date the information was prepared. No guarantees can be given that our expectation will in fact be realized, in whole or in part. You can recognize these statements by our use of words such as, by way of example, “may,” “will,” “expect,” “believe,” and “anticipate” or other similar terminology.

These forward-looking statements reflect our expectation after having considered a variety of risks and uncertainties. However, they are necessarily the product of internal discussion and do not necessarily completely reflect the views of individual members of our Board of Directors or of our management team. Individual Board members and individual members of our management team may have different view as to the risks and uncertainties involved, and may have different views as to future events or our operating performance.

Among the factors that could cause actual results to differ materially from those expressed in or underlying our forward-looking statements are the following:

- with respect to our cinema operations:
  - the number and attractiveness to movie goers of the films released in future periods;
  - the amount of money spent by film distributors to promote their motion pictures;
  - the licensing fees and terms required by film distributors from motion picture exhibitors in order to exhibit their films;
  - the comparative attractiveness of motion pictures as a source of entertainment and willingness and/or ability of consumers (i) to spend their dollars on entertainment and (ii) to spend their entertainment dollars on movies in an outside the home environment;
  - the extent to which we encounter competition from other cinema exhibitors, from other sources of outside of the home entertainment, and from inside the home entertainment options, such as “home theaters” and competitive film product distribution technology such as, by way of example, cable, satellite broadcast, DVD and VHS rentals and sales, and so called “movies on demand;” and
  - the extent to and the efficiency with which, we are able to integrate acquisitions of cinema circuits with our existing operations.
- with respect to our real estate development and operation activities:
  - the rental rates and capitalization rates applicable to the markets in which we operate and the quality of properties that we own;
  - the extent to which we can obtain on a timely basis the various land use approvals and entitlements needed to develop our properties;
  - the risks and uncertainties associated with real estate development;
  - the availability and cost of labor and materials;
  - competition for development sites and tenants;
  - environmental remediation issues;
  - the extent to which our cinemas can continue to serve as an anchor tenant who will, in turn, be influenced by the same factors as will influence generally the results of our cinema operations; and
  - certain of our activities are in geologically active areas, creating a risk of damage and/or disruption of real estate and/or cinema businesses from earthquakes.
- with respect to our operations generally as an international company involved in both the development and operation of cinemas and the development and operation of real estate; and previously engaged for many years in the railroad business in the United States:

- o our ongoing access to borrowed funds and capital and the interest that must be paid on that debt and the returns that must be paid on such capital;
- o the relative values of the currency used in the countries in which we operate;
- o changes in government regulation, including by way of example, the costs resulting from the implementation of the requirements of Sarbanes-Oxley;
- o our labor relations and costs of labor (including future government requirements with respect to pension liabilities, disability insurance and health coverage, and vacations and leave);
- o our exposure from time to time to legal claims and to uninsurable risks such as those related to our historic railroad operations, including potential environmental claims and health related claims relating to alleged exposure to asbestos or other substances now or in the future recognized as being possible causes of cancer or other health related problems;
- o changes in future effective tax rates and the results of currently ongoing and future potential audits by taxing authorities having jurisdiction over our various companies; and
- o changes in applicable accounting policies and practices.

The above list is not necessarily exhaustive, as business is by definition unpredictable and risky, and subject to influence by numerous factors outside of our control such as changes in government regulation or policy, competition, interest rates, supply, technological innovation, changes in consumer taste and fancy, weather, and the extent to which consumers in our markets have the economic wherewithal to spend money on beyond-the-home entertainment.

Given the variety and unpredictability of the factors that will ultimately influence our businesses and our results of operation, it naturally follows that no guarantees can be given that any of our forward-looking statements will ultimately prove to be correct. Actual results will undoubtedly vary and there is no guarantee as to how our securities will perform either when considered in isolation or when compared to other securities or investment opportunities.

Finally, we undertake no obligation to update publicly or to revise any of our forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable law. Accordingly, you should always note the date to which our forward-looking statements speak.

Additionally, certain of the presentations included in this annual report may contain "non-GAAP financial measures." In such case, a reconciliation of this information to our GAAP financial statements will be made available in connection with such statements.

#### **Item 7A – Quantitative and Qualitative Disclosure about Market Risk**

The Securities and Exchange Commission requires that registrants include information about potential effects of changes in currency exchange and interest rates in their Form 10-K filings. Several alternatives, all with some limitations, have been offered. The following discussion is based on a sensitivity analysis, which models the effects of fluctuations in currency exchange rates and interest rates. This analysis is constrained by several factors, including the following:

- it is based on a single point in time.
- it does not include the effects of other complex market reactions that would arise from the changes modeled.

Although the results of such an analysis may be useful as a benchmark, they should not be viewed as forecasts.

At December 31, 2013, approximately 55% and 18% of our assets (determined by the book value of such assets) were invested in assets denominated in Australian dollars (Reading Australia) and New Zealand dollars (Reading New Zealand), respectively, including approximately \$34.5 million in cash and cash equivalents. At December 31, 2012, approximately 51% and 18% of our assets were invested in assets denominated in Australian and New Zealand dollars, respectively, including approximately \$15.8 million in cash and cash equivalents.

Our policy in Australia and New Zealand is to match revenue and expenses, whenever possible, in local currencies. As a result, a majority of our expenses in Australia and New Zealand have been procured in local currencies. Due to the developing nature of our operations in Australia and New Zealand, our revenue is not yet significantly greater than our operating expense. The resulting natural operating hedge has led to a negligible foreign currency effect on our earnings. As we continue to progress our acquisition and development activities in Australia and New Zealand, we cannot assure you that the foreign currency effect on our earnings will be insignificant in the future.

Historically, our policy has been to borrow in local currencies to finance the development and construction of our entertainment complexes in Australia and New Zealand whenever possible. As a result, the borrowings in local currencies have provided somewhat of a natural hedge against the foreign currency exchange exposure. Even so, approximately 63% and 48% of our Australian and New Zealand assets (based on book value), respectively, remain subject to such exposure unless we elect to hedge our foreign currency exchange between the U.S. and Australian and New Zealand dollars. If the foreign currency rates were to fluctuate by 10% the resulting change in Australian and New Zealand assets would be \$14.9 million and \$3.7 million, respectively, and the change in annual net income would be \$23,000 and \$21,000, respectively. At the present time, we have no plan to hedge such exposure. We believe that this currency risk is mitigated by the long-term nature of the fully subordinated notes.

We record unrealized foreign currency translation gains or losses that could materially affect our financial position. We have accumulated unrealized foreign currency translation gains of approximately \$65.6 million and \$64.6 million as of December 31, 2013 and 2012, respectively.

Historically, we maintained most of our cash and cash equivalent balances in short-term money market instruments with original maturities of six months or less. Some of our money market investments may decline in value if interest rates increase. Due to the short-term nature of such investments, a change of 1% in short-term interest rates would not have a material effect on our financial condition.

The majority of our loans have fixed interest rates; however, one of our international loans has a variable interest rate and a change of approximately 1% in short-term interest rates would have resulted in approximately \$660,000 increase or decrease in our 2013 interest expense.



**Item 8 – Financial Statements and Supplementary Data**

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**Report of Independent Registered Public Accounting Firm**

Board of Directors and Stockholders  
Reading International, Inc.

We have audited the accompanying consolidated balance sheets of Reading International, Inc. and subsidiaries (the "Company") as of December 31, 2013 and 2012, and the related consolidated statements of operations, comprehensive income (loss), stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2013. Our audits of the consolidated financial statements included the financial statement schedule listed in the index appearing under Schedule II. These financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Reading International, Inc. and subsidiaries as of December 31, 2013 and 2012, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2013 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the related financial statement schedule, when considered in relation to the consolidated financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2013, based on criteria established in the 1992 Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated March 7, 2014 expressed an unqualified opinion thereon.

/s/ GRANT THORNTON LLP  
Los Angeles, California  
March 7, 2014

Reading International, Inc. and Subsidiaries  
Consolidated Balance Sheets as of December 31, 2013 and 2012  
(U.S. dollars in thousands)

	December 31,	
	2013	2012
<b>ASSETS</b>		
Current Assets:		
Cash and cash equivalents	\$ 37,696	\$ 38,531
Time deposits	—	8,000
Receivables	9,087	8,514
Inventory	941	918
Investment in marketable securities	55	55
Restricted cash	782	2,465
Deferred tax asset	3,273	3,659
Prepaid and other current assets	3,283	3,376
<b>Total current assets</b>	<b>55,117</b>	<b>65,718</b>
Operating property, net	191,660	202,778
Land held for sale	11,052	—
Investment and development property, net	74,230	94,922
Investment in unconsolidated joint ventures and entities	6,735	7,715
Investment in Reading International Trust I	838	838
Goodwill	22,159	22,898
Intangible assets, net	13,440	15,661
Deferred tax asset, net	5,566	8,989
Other assets	6,010	9,069
<b>Total assets</b>	<b>\$ 386,807</b>	<b>\$ 428,588</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current Liabilities:		
Accounts payable and accrued liabilities	\$ 18,608	\$ 18,909
Film rent payable	6,438	6,657
Notes payable – current portion	75,538	19,714
Notes payable to related party – current portion	—	9,000
Taxes payable	8,308	15,234
Deferred current revenue	11,864	11,587
Other current liabilities	6,155	6,032
<b>Total current liabilities</b>	<b>126,911</b>	<b>87,133</b>
Notes payable – long-term portion	65,009	139,970
Subordinated debt	27,913	27,913
Noncurrent tax liabilities	12,478	8,859
Other liabilities	32,749	33,759
<b>Total liabilities</b>	<b>265,060</b>	<b>297,634</b>
Commitments and contingencies (Note 19)		
Stockholders' equity:		
Class A non-voting common stock, par value \$0.01, 100,000,000 shares authorized, 32,254,199 issued and 21,890,029 outstanding at December 31, 2013 and 31,951,945 issued and 21,587,775 outstanding at December 31, 2012	225	223
Class B voting common stock, par value \$0.01, 20,000,000 shares authorized and 1,495,490 issued and outstanding at December 31, 2013 and at December 31, 2012	15	15
Nonvoting preferred stock, par value \$0.01, 12,000 shares authorized and no issued or outstanding shares at December 31, 2013 and December 31, 2012	—	—
Additional paid-in capital	137,849	136,754
Accumulated deficit	(57,952)	(66,993)
Treasury shares	(4,512)	(4,512)
Accumulated other comprehensive income	41,515	61,369
<b>Total Reading International, Inc. stockholders' equity</b>	<b>117,140</b>	<b>126,856</b>
Noncontrolling interests	4,607	4,098
<b>Total stockholders' equity</b>	<b>121,747</b>	<b>130,954</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 386,807</b>	<b>\$ 428,588</b>

See accompanying notes to consolidated financial statement.

Reading International, Inc. and Subsidiaries  
Consolidated Statements of Operations for the Three Years Ended December 31, 2013  
(U.S. dollars in thousands)

	Year Ended December 31,		
	2013	2012	2011
<b>Operating revenue</b>			
Cinema	\$ 239,418	\$ 234,703	\$ 225,849
Real estate	18,803	19,727	19,130
<b>Total operating revenue</b>	<b>258,221</b>	<b>254,430</b>	<b>244,979</b>
<b>Operating expense</b>			
Cinema	193,206	190,511	182,215
Real estate	10,830	11,163	10,190
Depreciation and amortization	15,197	16,049	16,595
General and administrative	18,053	16,117	17,432
Impairment expense	—	1,463	369
<b>Total operating expense</b>	<b>237,286</b>	<b>235,303</b>	<b>226,801</b>
<b>Operating income</b>	<b>20,935</b>	<b>19,127</b>	<b>18,178</b>
Interest income	407	800	1,482
Interest expense	(10,444)	(17,226)	(22,520)
Net gain (loss) on sale of assets	(56)	144	(67)
Other income (expense)	1,876	(563)	1,157
<b>Income (loss) before income tax expense and equity earnings of unconsolidated joint ventures and entities</b>	<b>12,718</b>	<b>2,282</b>	<b>(1,770)</b>
Income tax benefit (expense)	(4,942)	(4,904)	12,330
<b>Income (loss) before equity earnings (loss) of unconsolidated joint ventures and entities</b>	<b>7,776</b>	<b>(2,622)</b>	<b>10,560</b>
Equity earnings (loss) of unconsolidated joint ventures and entities	1,369	1,621	(1,552)
<b>Income (loss) before discontinued operations</b>	<b>9,145</b>	<b>(1,001)</b>	<b>9,008</b>
Income (loss) from discontinued operations, net of tax	—	(85)	232
Gain (loss) on sale of discontinued operations	—	(320)	1,656
<b>Net income (loss)</b>	<b>\$ 9,145</b>	<b>\$ (1,406)</b>	<b>\$ 10,896</b>
Net (income) loss attributable to noncontrolling interests	(104)	492	(940)
<b>Net income (loss) attributable to Reading International, Inc. common shareholders</b>	<b>\$ 9,041</b>	<b>\$ (914)</b>	<b>\$ 9,956</b>
<b>Basic income (loss) per common share attributable to Reading International, Inc. shareholders:</b>			
Earnings (loss) from continuing operations	\$ 0.39	\$ (0.02)	\$ 0.36
Earnings (loss) from discontinued operations, net	—	(0.02)	0.08
<b>Basic income (loss) per share attributable to Reading International, Inc. shareholders</b>	<b>\$ 0.39</b>	<b>\$ (0.04)</b>	<b>\$ 0.44</b>
<b>Diluted income (loss) per common share attributable to Reading International, Inc. shareholders:</b>			
Earnings (loss) from continuing operations	\$ 0.38	\$ (0.02)	\$ 0.35
Earnings (loss) from discontinued operations, net	—	(0.02)	0.08
<b>Diluted income (loss) per share attributable to Reading International, Inc. shareholders</b>	<b>\$ 0.38</b>	<b>\$ (0.04)</b>	<b>\$ 0.43</b>
<b>Weighted average number of shares outstanding—basic</b>	<b>23,348,003</b>	<b>23,028,596</b>	<b>22,764,666</b>
<b>Weighted average number of shares outstanding—diluted</b>	<b>23,520,271</b>	<b>23,028,596</b>	<b>22,993,135</b>

See accompanying notes to consolidated financial statements.

**Reading International, Inc. and Subsidiaries**  
**Consolidated Statements of Comprehensive Income (Loss) for the Three Years Ended December 31, 2013**  
**(U.S. dollars in thousands)**

	<u>Years Ended December 31,</u>		
	<u>2013</u>	<u>2012</u>	<u>2011</u>
Net income (loss)	\$ 9,145	\$ (1,406)	\$ 10,896
Cumulative foreign currency adjustment	(19,368)	4,419	1,028
Reclassification of realized gain on available for sale investments included in net income (loss)	--	(109)	(25)
Unrealized income (loss) on available for sale investments	--	107	(7)
Accrued pension service benefit (costs)	(593)	(1,980)	832
Comprehensive income (loss)	\$ (10,816)	\$ 1,031	\$ 12,724
Net (income) loss attributable to noncontrolling interests	(104)	492	(940)
Comprehensive (income) loss attributable to noncontrolling interests	107	(5)	(11)
Comprehensive income (loss) attributable to Reading International, Inc.	\$ (10,813)	\$ 1,518	\$ 11,773

See accompanying notes to consolidated financial statements.

Reading International, Inc. and Subsidiaries  
Consolidated Statements of Stockholders' Equity for the Three Years Ended December 31, 2013  
(In thousands)

	Common Stock			Accumulated					Reading International Inc.		Total	
	Class A Shares	Class A Par Value	Class B Shares	Class B Par Value	Additional Paid-In Capital	Accumulated Deficit	Treasury Stock	Other Comprehensive Income/(Loss)	Stockholders' Equity	Noncontrolling Interests	Stockholders' Equity	Equity
At January 1, 2011	21,309	\$ 216	1,495	\$ 15	\$ 134,236	\$ (26,035)	\$ (3,763)	\$ 57,120	\$ 111,787	\$ 852	\$ 112,639	
Net income	--	--	--	--	--	9,956	--	--	9,956	940	10,896	
Other comprehensive income, net of tax	--	--	--	--	--	--	--	1,817	1,817	11	1,828	
Stock option and restricted stock compensation expense	--	4	--	--	935	--	--	--	939	--	939	
Purchase of treasury shares	(172)	--	--	--	--	--	(747)	--	(747)	--	(747)	
Class A common stock issued for stock bonuses and options exercised	174	--	--	--	--	--	--	--	--	--	--	
Income sale to noncontrolling shareholder	--	--	--	--	--	--	--	--	--	(147)	(147)	
Contributions from noncontrolling shareholders	--	--	--	--	--	--	--	--	--	233	233	
Distributions to noncontrolling shareholders	--	--	--	--	--	--	--	--	--	(654)	(654)	
At December 31, 2011	21,311	\$ 220	1,495	\$ 15	\$ 135,171	\$ (66,079)	\$ (4,512)	\$ 58,937	\$ 123,753	\$ 1,235	\$ 124,987	
Net loss	--	--	--	--	--	(914)	--	--	(914)	(492)	(1,406)	
Other comprehensive income, net of tax	--	--	--	--	--	--	--	2,432	2,432	5	2,437	
Stock option and restricted stock compensation expense	--	2	--	--	1,276	--	--	--	1,278	--	1,278	
Class A common stock issued for stock bonuses and options exercised	277	1	--	--	307	--	--	--	308	--	308	
Contributions from noncontrolling shareholders	--	--	--	--	--	--	--	--	--	3,350	3,350	
At December 31, 2012	21,588	\$ 223	1,495	\$ 15	\$ 136,754	\$ (66,993)	\$ (4,512)	\$ 61,369	\$ 126,856	\$ 4,098	\$ 130,954	
Net income	--	--	--	--	--	9,041	--	--	9,041	104	9,145	
Other comprehensive loss, net of tax	--	--	--	--	--	--	--	(19,854)	(19,854)	(107)	(19,961)	
Stock option and restricted stock compensation expense	--	2	--	--	948	--	--	--	950	--	950	
In-kind exchange of stock for the exercise of options, net issued	22	--	--	--	--	--	--	--	--	--	--	
Class A common stock issued for stock bonuses and options exercised	280	--	--	--	248	--	--	--	248	--	248	
Conversion of noncontrolling interest to equity	--	--	--	--	(101)	--	--	--	(101)	101	--	
Contributions from noncontrolling shareholders	--	--	--	--	--	--	--	--	--	2,513	2,513	
Distributions to noncontrolling shareholders	--	--	--	--	--	--	--	--	--	(2,102)	(2,102)	
At December 31, 2013	21,890	\$ 225	1,495	\$ 15	\$ 137,849	\$ (57,952)	\$ (4,512)	\$ 41,515	\$ 117,140	\$ 4,607	\$ 121,747	

See accompanying notes to consolidated financial statement.

**Reading International, Inc. and Subsidiaries**  
**Consolidated Statements of Cash Flows for the Three Years Ended December 31, 2013**  
**(U.S. dollars in thousands)**

	Year Ended December 31,		
	2013	2012	2011
<b>Operating Activities</b>			
Net income (loss)	\$ 9,145	\$ (1,406)	\$ 10,896
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
(Income) loss recognized on foreign currency transactions	(415)	(20)	16
Equity (earnings) loss of unconsolidated joint ventures and entities	(1,969)	(1,621)	1,552
Distributions of earnings from unconsolidated joint ventures and entities	1,895	1,540	1,119
Loss provision on impairment of asset	--	1,463	369
(Gain) loss on sale of assets	56	176	(1,589)
Change in valuation allowance for net deferred tax assets	2,398	1,929	(15,028)
Gain on sale of marketable securities	--	(109)	(25)
Gain on cinema acquisition and settlement	(1,359)	--	--
Depreciation and amortization	15,197	16,384	16,960
Amortization of prior service costs	660	304	832
Amortization of above and below market leases	413	395	427
Amortization of deferred financing costs	954	1,440	1,276
Amortization of straight-line rent	574	1,213	782
Stock based compensation expense	950	1,278	939
Changes in assets and liabilities:			
(Increase) decrease in receivables	281	(1,449)	(1,468)
(Increase) decrease in prepaid and other assets	(16)	1,907	(7)
Increase (decrease) in accounts payable and accrued expenses	556	1,800	833
Increase in film rent payable	133	435	361
Increase (decrease) in taxes payable	(3,294)	(2,965)	908
Increase (decrease) in deferred revenue and other liabilities	(876)	2,802	5,100
<b>Net cash provided by operating activities</b>	<b>25,183</b>	<b>25,496</b>	<b>24,255</b>
<b>Investing Activities</b>			
Cash paid for acquisitions	--	(5,510)	(3,917)
Acquisition deposit paid	--	--	(200)
Cash received from cinema acquisition	1,936	--	--
Purchases of land and additions to operating property	(20,082)	(8,213)	(5,459)
Change in restricted cash	1,609	(6)	(168)
Purchase of notes receivable	--	(1,800)	(2,784)
Proceeds from notes receivable	2,000	--	--
Sale of marketable securities	--	2,974	143
Distributions of investment in unconsolidated joint ventures and entities	395	382	--
Proceeds from sale of property	--	14,078	6,750
Purchase of time deposits	--	(8,000)	--
Proceeds from time deposits	8,000	--	--
Cinema sale proceeds from noncontrolling shareholder	--	--	1,867
<b>Net cash used in investing activities</b>	<b>(6,142)</b>	<b>(6,055)</b>	<b>(3,768)</b>
<b>Financing Activities</b>			
Repayment of long-term borrowings	(28,121)	(62,602)	(126,780)
Proceeds from borrowings	12,508	47,807	105,311
Capitalized borrowing costs	(563)	(782)	(774)
Repurchase of Class A Nonvoting Common Stock	--	--	(747)
Proceeds from the exercise of stock options	248	308	--
Noncontrolling interest contributions	265	3,350	233
Noncontrolling interest distributions	(2,102)	--	(654)
<b>Net cash used in financing activities</b>	<b>(17,775)</b>	<b>(12,719)</b>	<b>(23,411)</b>
<b>Effect of exchange rate on cash</b>	<b>(2,101)</b>	<b>252</b>	<b>(45)</b>
<b>Increase (decrease) in cash and cash equivalents</b>	<b>(835)</b>	<b>6,934</b>	<b>(2,971)</b>
<b>Cash and cash equivalents at the beginning of the period</b>	<b>38,531</b>	<b>31,597</b>	<b>34,568</b>
<b>Cash and cash equivalents at the end of the period</b>	<b>\$ 37,696</b>	<b>\$ 38,531</b>	<b>\$ 31,597</b>
<b>Supplemental Disclosures</b>			
Cash paid during the period for:			
Interest on borrowings	\$ 6,955	\$ 14,526	\$ 16,957
Income taxes	5,903	5,666	2,688
<b>Non-Cash Transactions</b>			
Contribution from noncontrolling shareholder in exchange for debt reduction - related party	\$ 2,250	\$ --	\$ --
Conversion of noncontrolling interest to equity	101	--	--
In-kind exchange of stock for the exercise of options, net	301	--	--
Contribution from noncontrolling shareholder from bonus accrual	--	255	--
Perfection of a mortgage note to obtain title of the underlying property	--	--	1,984

See accompanying notes to consolidated financial statements.

**Reading International, Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements**  
**December 31, 2013**

**Note 1 – Nature of Business**

Reading International, Inc., a Nevada corporation ("RDI") and collectively with our consolidated subsidiaries and corporate predecessors, the "Company," "Reading" and "we," "us," or "our", was incorporated in 1999, and, following the consummation of a consolidation transaction on December 31, 2001 (the "Consolidation"), is now the owner of the consolidated businesses and assets of Reading Entertainment, Inc. ("RDGE"), Craig Corporation ("CRG"), and Citadel Holding Corporation ("CDL"). Our businesses consist 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.

**Note 2 – Summary of Significant Accounting Policies**

**Basis of Consolidation**

The consolidated financial statements of RDI and its subsidiaries include the accounts of RDGE, CRG, and CDL. Also consolidated are Australia Country Cinemas Pty, Limited ("ACC"), a company in which we own a 75% interest and whose only assets are our leasehold cinemas in Townsville and Dubbo, Australia, Sutton Hill Properties, LLC, a company in which we own a 75% interest and whose only asset is the fee interest in the Cinemas 1, 2, 3, and Shadow View Land and Farming, LLC in which we own a 50% controlling membership interest and whose only asset is a 202 acre land parcel in Coachella, California.

Our investment interests are accounted for as unconsolidated joint ventures and entities, and accordingly, our unconsolidated joint ventures and entities in 20% to 50% owned companies are accounted for on the equity method. These investment interests include our:

- 25% undivided interest in the unincorporated joint venture that owns 205-209 East 57th Street Associates, LLC (Place 57) a limited liability company formed to redevelop our former cinema site at 205 East 57th Street in Manhattan;
- 33.3% undivided interest in the unincorporated joint venture that owns the Mt. Gravatt cinema in a suburb of Brisbane, Australia;
- 33.3% undivided interest in Rialto Distribution, an unincorporated joint venture engaged in the business of distributing art film in New Zealand and Australia; and
- 50% undivided interest in the unincorporated joint venture that owns Rialto Cinemas.

**Refinancing Long-Term Debt**

**Australian Credit Facility**

Our Australian NAB Corporate Term Loan matures on June 30, 2014. Accordingly, the outstanding balance of this debt of \$56.7 million (AU\$63.5 million) is classified as current on our December 31, 2013 balance sheet. The Australian NAB Corporate Term Loan is secured by the majority of our theater and entertainment-themed retail center ("ETRC") properties in Australia. While no assurances can be given that we will be successful, we are currently in the process of renewing this loan and anticipate that the refinancing will be completed at the latest by May 31, 2014.

**Cinemas 1, 2, 3 Term Loan**



Our Cinemas 1, 2, 3 Term Loan matures on June 27, 2014. Accordingly, the outstanding balance of this debt of \$15.0 million is classified as current on our December 31, 2013 balance sheet. While no assurances can be given that we will be successful, we are currently in the process of negotiating an extension of this loan.

#### Liberty Theatre Term Loans

On May 29, 2013, we replaced our Liberty Theater Term Loan with a loan securitized by our Orpheum and Minetta Lane theaters, thus releasing the Royal George from the securitization and leaving it unencumbered. This new loan, called the Minetta and Orpheum Theatres Loan, has a note balance of \$7.5 million. See Note 12 – *Notes Payable*.

#### U.S. Credit Facility

On October 31, 2012, we replaced our GE Capital Term Loan of \$27.7 million with a new credit facility from Bank of America of \$30.0 million with an interest rate of between 2.50% and 3.00% above LIBOR and an expiration date of October 31, 2017. In addition, Bank of America increased our existing \$3.0 million line of credit to \$5.0 million. On March 25, 2013, Bank of America extended the borrowing limit on our BofA Revolver from \$30.0 million to \$35.0 million. See Note 12 – *Notes Payable*.

#### Cash Position

Our cash position at December 31, 2013 was \$37.7 million including \$17.9 million in the U.S., \$12.1 million in Australia, and \$7.7 million in New Zealand. As part of our main credit facilities in Australia, New Zealand and the U.S., we are subject to certain debt covenants which limit the transfer or use of cash outside of the various regional subsidiaries in which the cash is held. As such, at December 31, 2013, we have approximately \$15.8 million of cash worldwide that is not restricted by loan covenants.

At December 31, 2013, we had undrawn funds of \$4.5 million (AUS\$5.0 million) available under our NAB line of credit in Australia, \$9.9 million (NZ\$12.0 million) available under our New Zealand Corporate Credit facility, and \$5.0 million available under our BofA Revolver in the U.S. Accordingly, we believe that we have sufficient borrowing capacity under our various credit facilities, together with our \$37.7 million cash balance, to meet our anticipated short-term working capital requirements.

#### Accounting Principles

Our consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP").

#### Cash and Cash Equivalents

We consider all highly liquid investments with original maturities of three months or less when purchased to be cash equivalents for which cost approximates fair value.

#### Time Deposits

Time deposits are cash depository investments in which the original maturity of the investments is greater than 90 days. During May 2012, we purchased \$8.0 million in U.S. dollar time deposits in Australia which matured on January 3, 2013 having an interest rate of 0.48%. On December 31, 2013, we had the following funds in U.S. dollars: in Australia, \$4.6 million and in New Zealand, \$495,000.

#### Receivables

Our receivables balance is composed primarily of credit card receivables, representing the purchase price of tickets, concessions, or coupon books sold at our various businesses. Sales charged on customer credit cards are collected when the credit card transactions are processed. The remaining receivables balance is primarily made up of the goods and services tax ("GST") refund receivable from our Australian taxing authorities and the management fee receivable from the managed cinemas. We have no history of significant bad debt losses and we have established an allowance for accounts that we deem uncollectible.

#### Inventory

Inventory is composed of concession goods used in theater operations and is stated at the lower of cost (first-in, first-out method) or net realizable value.

#### Investment in Marketable Securities

We account for investments in marketable debt and equity securities in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 320-10 - *Investments—Debt and Equity Securities* ("ASC 320-10"). Our investment in Marketable Securities includes equity instruments that are classified as available for sale and are recorded at market using the specific identification method. In accordance with ASC 320-10, available for sale securities are carried at their fair market value and any difference between cost and market value is recorded as unrealized gain or loss, net of income taxes, and is reported as accumulated other comprehensive income in the consolidated statement of stockholders' equity. Premiums and discounts of any debt instruments are recognized in interest income using the effective interest method. Realized gains and losses and declines in value expected to be other-than-temporary on available for sale securities are included in other expense. We evaluate our available for sale securities for other than temporary impairments at the end of each reporting period. These investments have a cumulative unrealized gain of \$9,000 included in other comprehensive income at December 31, 2013. For the years ended December 31, 2013, 2012, and 2011, our net unrealized losses were \$0, \$2,000, and \$32,000, respectively. The cost of securities sold is based on the specific identification method. Interest and dividends on securities classified as available for sale are included in interest income.

#### Restricted Cash

We classify restricted cash as those cash accounts for which the use of funds is restricted by contract or bank covenant. At December 31, 2013 and 2012, our restricted cash balance was \$782,000 and \$2.5 million, respectively.

#### Fair Value of Financial Instruments

The carrying amounts of our cash and cash equivalents, accounts receivable, restricted cash, and accounts payable approximate fair value due to their short-term maturities. See Note 16 - *Fair Value of Financial Instruments*.

#### Derivative Financial Instruments

In accordance with FASB ASC 815-20 - *Derivatives and Hedging* ("ASC 815-20"), we carry all derivative financial instruments on our consolidated balance sheets at fair value. Derivatives are generally executed for interest rate management purposes but are not designated as hedges in accordance with ASC 815-20. Therefore, changes in market values are recognized in current earnings.

#### Operating property

Operating property consists of land, buildings and improvements, leasehold improvements, fixtures and equipment which we use to derive operating income associated with our two business segments, cinema exhibition and real estate. Buildings and improvements, leasehold improvements, fixtures and equipment initially recorded at the lower of cost or fair market value and depreciated over the useful lives of the related assets. In accordance with US GAAP, land is not depreciated.

#### Investment and Development Property

Investment and development property consists of land, new buildings and improvements under development, and their associated capitalized interest and other development costs that we are either holding for development, currently developing, or holding for investment appreciation purposes. These properties are initially recorded at the lower of cost or fair market value. Within investment and development property are building and improvement costs directly associated with the development of potential cinemas (whether for sale or lease), the development of entertainment themed retail centers ("ETRCs"), or other improvements to real property. As incurred, we expense start-up costs (such as pre-opening cinema advertising and training expense) and other costs

not directly related to the acquisition and development of long-term assets. We cease capitalization on a development property when the property is complete and ready for its intended use, or if activities necessary to get the property ready for its intended use have been substantially curtailed. During the year-ended December 31, 2009, we decided to curtail our current development progress on certain Australian and New Zealand land development projects. As a result, these properties are considered held for development and we have not capitalized interest for these projects and will not do so, until the development work recommences.

Incident to the development of our Burwood property, in late 2006, we began various fill and earth moving operations. In late February 2007, it became apparent that our cost estimates with respect to site preparation were low, as the extent of the contaminated soil present at the site, a former brickworks site, was greater than we had originally believed. As we were not the source of this contamination, we are not currently under any legal obligation to remove this contaminated soil from the site. However, as a practical matter, we intend to address these issues in connection with our planned redevelopment of the site as a mixed-use retail, entertainment, commercial and residential complex. As of December 31, 2013, we estimate that the total site preparation costs associated with the removal of this contaminated soil will be \$15.2 million (AUS\$17.1 million) and as of that date we had incurred a total of \$7.4 million (AUS\$8.3 million) of these costs. In accordance with FASB ASC 410-30-25 – *Environmental Obligations*, contamination clean-up costs that improve the property from its original acquisition state are capitalized as part of the property's overall development costs.

#### Accounting for the Impairment of Long Lived Assets

We review long-lived assets, including goodwill and intangibles, for impairment as part of our annual budgeting process, at the beginning of the fourth quarter, and whenever events or changes in circumstances indicate that the carrying amount of the asset may not be fully recoverable.

Pursuant to FASB ASC 360-35, we review internal management reports on a monthly basis as well as monitoring current and potential future competition in film markets for indications of potential impairment. We evaluate our long-lived assets using historical and projected data of cash flow as our primary indicator of potential impairment and we take into consideration the seasonality of our business. If the sum of the estimated, undiscounted future cash flows is less than the carrying amount of the asset, then impairment is recognized for the amount by which the carrying value of the asset exceeds its estimated fair value based on an appraisal or a discounted cash flow calculation.

For certain non-income producing properties, we obtain appraisals or other evidence to evaluate whether there are impairment indicators for these assets. Based on calculations of current value from appraisals and a sales contract, we recorded impairment losses of \$1.5 million and \$369,000 relating to certain of our property and cinema locations for the years ended December 31, 2012 and 2011, respectively. No impairment losses were recorded in 2013. For a further explanation of our 2012 impairment losses see below under the heading "Coachella impairment" and see Note 7 – Investment and Development Property to our 2013 Consolidated Financial Statements.

Pursuant to FASB ASC 350-35, goodwill and intangible assets are evaluated annually on a reporting unit basis. The impairment evaluation is based on the present value of estimated future cash flows of the segment plus the expected terminal value. There are significant assumptions and estimates used in determining the future cash flows and terminal value. The most significant assumptions include our cost of debt and cost of equity assumptions that comprise the weighted average cost of capital for each reporting unit. Accordingly, actual results could vary materially from such estimates. There was no impairment for the goodwill and intangible assets for the years ended December 31, 2013, 2012, and 2011, respectively.

#### Variable Interest Entity

Our determination of the appropriate accounting method with respect to our investment in Reading International Trust I, which is considered a Variable Interest Entity ("VIE"), is based on FASB ASC 810-10. We account for this VIE, of which we are not the primary beneficiary, under the equity method of accounting.

We determine if an entity is a VIE under FASB ASC 810-10 based on several factors, including whether the entity's total equity investment at risk upon inception is sufficient to finance the entity's activities without additional subordinated financial support. We make judgments regarding the sufficiency of the equity at risk based

first on a qualitative analysis, then a quantitative analysis, if necessary. In a quantitative analysis, we incorporate various estimates, including estimated future cash flows, asset hold periods and discount rates, as well as estimates of the probabilities of various scenarios occurring. If the entity is a VIE, we then determine whether we consolidate the entity as the primary beneficiary. We determine whether an entity is a VIE and, if so, whether it should be consolidated by utilizing judgments and estimates that are inherently subjective. If we made different judgments or utilized different estimates in these evaluations, it could result in differing conclusions as to whether or not an entity is a VIE and whether or not to consolidate such entity. Our investments in unconsolidated entities in which we have the ability to exercise significant influence over operating and financial policies, but do not control, or entities which are variable interest entities in which we are not the primary beneficiary are accounted for under the equity method.

We carry our investment in the Reading International Trust I using the equity method of accounting because we have the ability to exercise significant influence (but not control) over operating and financial policies of the entity. We eliminate transactions with an equity method entity to the extent of our ownership in such an entity. Accordingly, our share of net income (loss) of this equity method entity is included in consolidated net income (loss). We have no implicit or explicit obligation to further fund our investment in Reading International Trust I.

#### Goodwill and Intangible Assets

We use the purchase method of accounting for all business combinations. Goodwill and intangible assets with indefinite useful lives are not amortized, but instead, tested for impairment at least annually. Prior to conducting our goodwill impairment analysis, we assess long-lived assets for impairment in accordance with FASB ASC 360-15 - *Impairment or Disposal of Long-Lived Assets* ("ASC 360-15"). We then perform the impairment analysis at the reporting unit level (one level below the operating segment level) (see Note 10 - *Goodwill and Intangibles*) as defined by FASB ASC 350-35 - *Goodwill Subsequent Measurement* ("ASC 350-35"). This analysis requires management to make a series of critical assumptions to: (1) evaluate whether any impairment exists; and (2) measure the amount of impairment. We estimate the fair value of our reporting units as compared with their current book value. If the estimated fair value of a reporting unit is less than the book value, then impairment is deemed to have occurred. In estimating the fair value of our reporting units, we primarily use the income approach (which uses forecasted, discounted cash flows to estimate the fair value of the reporting unit).

#### Discontinued Operations and Properties Held for Sale

In accordance with ASC 360-15, the revenue, expenses and net gain on dispositions of operating properties and the revenue and expenses on properties classified as held for sale are reported in the consolidated statements of operations as discontinued operations for all periods presented through the date of the respective disposition. The net gain (loss) on disposition is included in the period the property is sold. In determining whether the income and loss and net gain on dispositions of operating properties is reported as discontinued operations, we evaluate whether we have any significant continuing involvement in the operations, leasing or management of the sold property in accordance with FASB ASC 205-20 - *Presentation of Financial Statements - Discontinued Operations* ("ASC 205-20"). If we were to determine that there was any significant continuing involvement, the income and loss and net gain on dispositions of the operating property would not be recorded in discontinued operations.

A property is classified as held for sale when certain criteria, as set forth under ASC 360-15, are met. At such time, we present the respective assets and liabilities related to the property held for sale separately on the balance sheet and cease to record depreciation and amortization expense. Properties held for sale are reported at the lower of their carrying value or their estimated fair value less the estimated costs to sell. For a description of the properties previously held for sale see Note 9 - *Transfer of Held for Sale Real Estate to Continuing Operations and Related Items*. These asset transfers from held for sale to operating resulted in a reclassification of their operating results which is reflected in our December 31, 2013, 2012, and 2011 Consolidated Statements of Operations.

#### Revenue Recognition

Revenue from cinema ticket sales and concession sales are recognized when sold. Revenue from gift certificate sales is deferred and recognized when the certificates are redeemed. Rental revenue is recognized on a straight-line basis in accordance with FASB ASC 840-20-25 - *Leases Having Both Scheduled Rent Increases and Contingent Rents* ("ASC 840-20-25").

#### Deferred Leasing/Financing Costs

Direct costs incurred in connection with obtaining tenants and/or financing are amortized over the respective term of the lease or loan on a straight-line basis. Direct costs incurred in connection with financing are amortized over the respective term of the loan utilizing the effective interest method, or straight-line method if the result is not materially different. In addition, interest on loans with increasing interest rates and scheduled principal pre-payments are also recognized on the effective interest method.

#### Advertising Expense

We expense our advertising as incurred. The amount of our advertising expense was \$3.4 million, \$3.8 million, and \$3.8 million for the years ended December 2013, 2012, and 2011, respectively.

#### Legal Settlement Income/Expense

For the years ended December 31, 2013, 2012, and 2011, we recorded gains/(losses) on the settlement of litigation of (\$285,000), (\$194,000), and \$0, respectively, included in other income (expense). Also included in other income/expense for the year ended December 31, 2013 was a \$1.4 million net gain on acquisition and settlement (see Note 8 – *Acquisitions, Disposals, and Assets Held for Sale*).

#### Depreciation and Amortization

Depreciation and amortization are provided using the straight-line method over the estimated useful lives of the assets. The estimated useful lives are generally as follows:

Building and improvements	15-40 years
Leasehold improvement	Shorter of the life of the lease or useful life of the improvement
Theater equipment	7 years
Furniture and fixtures	5 – 10 years

#### Translation of Non-U.S. Currency Amounts

The financial statements and transactions of our Australian and New Zealand cinema and real estate operations are reported in their functional currencies, namely Australian and New Zealand dollars, respectively, and are then translated into U.S. dollars. Assets and liabilities of these operations are denominated in their functional currencies and are then translated at exchange rates in effect at the balance sheet date. Revenue and expenses are translated at the average exchange rate for the reporting period. Translation adjustments are reported in "Accumulated Other Comprehensive Income," a component of Stockholders' Equity.

The carrying value of our Australian and New Zealand assets fluctuates due to changes in the exchange rate between the U.S. dollar and the Australian and New Zealand dollars. The exchange rates of the U.S. dollar to the Australian dollar were \$0.8929 and \$1.0393 as of December 31, 2013 and 2012, respectively. The exchange rates of the U.S. dollar to the New Zealand dollar were \$0.8229 and \$0.8267 as of December 31, 2013 and 2012, respectively.

#### Income Taxes

We account for income taxes under EASB ASC 740-10 – *Income Taxes* ("ASC 740-10"), which prescribes an asset and liability approach. Under the asset and liability method, deferred tax assets and liabilities are recognized for the expected future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and the respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized. Income tax expense (benefit) is the tax payable (refundable) for the period and the change during the period in deferred tax assets and liabilities.

In evaluating our ability to recover our deferred tax assets within the jurisdiction from which they arise we consider all available positive and negative evidence, including scheduled reversals of deferred tax liabilities, projected future taxable income, tax planning strategies and recent financial operations. In projecting future taxable income, we begin with historical results adjusted for the results of discontinued operations and changes in accounting policies. We then include assumptions about the amount of projected future state, federal and foreign pretax operating income, the reversal of temporary differences, and the implementation of feasible and prudent tax planning strategies. These assumptions require significant judgment about the forecasts of future taxable income and are consistent with the plans and estimates we use to manage the underlying businesses. In evaluating the objective evidence that historical results provide, we consider three years of cumulative operating income (loss). In the event we were to determine that we would be able to realize our deferred income tax assets in the future in excess of their net recorded amount, we would make an adjustment to the valuation allowance, which would reduce the provision for income taxes.

ASC 740-10 provides that a tax benefit from an uncertain tax position may be recognized when it is more likely than not that the position will be sustained upon examination, including resolutions of any related appeals or litigation processes, based on the technical merits.

We recognize tax liabilities in accordance with ASC 740-10 and we adjust these liabilities when our judgment changes as a result of the evaluation of new information not previously available. Due to the complexity of some of these uncertainties, the ultimate resolution may result in a payment that is materially different from our current estimate of the tax liabilities. These differences will be reflected as increases or decreases to income tax expense in the period in which they are determined.

#### Earnings Per Share

Basic earnings per share is calculated using the weighted average number of shares of Class A and Class B Stock outstanding during the years ended December 31, 2013, 2012, and 2011, respectively. Diluted earnings per share is calculated by dividing net earnings available to common stockholders by the weighted average common shares outstanding plus the dilutive effect of stock options and unvested restricted stock. We had issued stock options to purchase 709,850, 672,350, and 622,350 shares of Class A Common Stock at December 31, 2013, 2012, and 2011, respectively, at a weighted average exercise price of \$6.66, \$6.24, and \$5.65 per share, respectively. Stock options to purchase 185,100, 185,100, and 185,100 shares of Class B Common Stock were outstanding at the years ended December 31, 2013, 2012, and 2011, respectively, at a weighted average exercise price of \$9.90, \$9.90, and \$9.90 per share, respectively. In accordance with FASB ASC 260-10 – *Earnings Per Share* (“ASC 260-10”), for any years that we record losses from continuing operations before discontinued operations, the effect of the stock options and restricted stock are anti-dilutive and accordingly excluded from the diluted earnings per share computation (see Note 4 – *Earnings (Loss) Per Share*).

#### Real Estate Purchase Price Allocation

We allocate the purchase price to tangible assets of an acquired property (which includes land, building and tenant improvements) based on the estimated fair values of those tangible assets assuming the building was vacant. Estimates of fair value for land are based on factors such as comparisons to other properties sold in the same geographic area adjusted for unique characteristics. Estimates of fair values of buildings and tenant improvements are based on present values determined based upon the application of hypothetical leases with market rates and terms.

We record above-market and below-market in-place lease values for acquired properties based on the present value (using an interest rate which reflects the risks associated with the leases acquired) of the difference between (i) the contractual amounts to be paid pursuant to the in-place leases and (ii) management's estimate of fair market lease rates for the corresponding in-place leases, measured over a period equal to the remaining non-cancelable term of the lease. We amortize any capitalized above-market lease values as a reduction of rental income over the remaining non-cancelable terms of the respective leases. We amortize any capitalized below-market lease values as an increase to rental income over the initial term and any fixed-rate renewal periods in the respective leases.

We measure the aggregate value of other intangible assets acquired based on the difference between (i) the property valued with existing in-place leases adjusted to market rental rates and (ii) the property valued as if vacant. Management's estimates of value are made using methods similar to those used by independent appraisers (e.g., discounted cash flow analysis). Factors considered by management in its analysis include an estimate of carrying costs during hypothetical expected lease-up periods considering current market conditions, and costs to execute similar leases. We also consider information obtained about each property as a result of our pre-acquisition due diligence, marketing, and leasing activities in estimating the fair value of the tangible and intangible assets acquired. In estimating carrying costs, management includes real estate taxes, insurance and other operating expenses and estimates of lost rentals at market rates during the expected lease-up periods. Management also estimates costs to execute similar leases including leasing commissions, legal, and other related expenses to the extent that such costs are not already incurred in connection with a new lease origination as part of the transaction.

The total amount of other intangible assets acquired is further allocated to in-place lease values and customer relationship intangible values based on management's evaluation of the specific characteristics of each tenant's lease and our overall relationship with that respective tenant. Characteristics considered by management in allocating these values include the nature and extent of our existing business relationships with the tenant, growth prospects for developing new business with the tenant, the tenant's credit quality and expectations of lease renewals (including those existing under the terms of the lease agreement), among other factors.

We amortize the value of in-place leases to expense over the initial term of the respective leases. The value of customer relationship intangibles is amortized to expense over the initial term and any renewal periods in the respective leases, but in no event may the amortization period for intangible assets exceed the remaining depreciable life of the building. Should a tenant terminate its lease, the unamortized portion of the in-place lease value and customer relationship intangibles would be charged to expense.

These assessments have a direct impact on revenue and net income. If we assign more fair value to the in-place leases versus buildings and tenant improvements, assigned costs would generally be depreciated over a shorter period, resulting in more depreciation expense and a lower net income on an annual basis. Likewise, if we estimate that more of our leases in-place at acquisition are on terms believed to be above the current market rates for similar properties, the calculated present value of the amount above market would be amortized monthly as a direct reduction to rental revenue and ultimately reduce the amount of net income.

#### Business Acquisition Valuations

The assets and liabilities of businesses acquired are recorded at their respective preliminary fair values as of the acquisition date in accordance with FASB ASC 805-10 – *Business Combinations* ("ASC 805-10"). Upon the acquisition of real properties, we allocate the purchase price of such properties to acquired tangible assets, consisting of land and building, and identified intangible assets and liabilities, consisting of the value of above market and below market leases and the value of in-place leases, based in each case on their fair values. We use independent appraisals to assist in the determination of the fair values of the tangible assets of an acquired property (which includes land and building). We also perform valuations and physical counts of property, plant and equipment, valuations of investments and the involuntary termination of employees, as necessary. Costs in excess of the net fair values of assets and liabilities acquired are recorded as goodwill.

We record and amortize above-market and below-market operating leases assumed in the acquisition of a business in the same way as those under real estate acquisitions.

The fair values of any other intangible assets acquired are based on the expected discounted cash flows of the identified intangible assets. Finite-lived intangible assets are amortized using the straight-line method of amortization over the expected period in which those assets are expected to contribute to our future cash flows. We do not amortize indefinite lived intangibles and goodwill.

#### Fair Value of Financial Instruments

FASB ASC 820-10 – *Fair Value Measurements and Disclosures* ("ASC 820-10") defines fair value, establishes a framework for measuring fair value in GAAP and provides for expanded disclosure about fair value

measurements. ASC 820-10 applies to all other accounting pronouncements that require or permit fair value measurements.

The fair value of our financial assets and liabilities are disclosed in Note 16 – *Fair Value of Financial Instruments* to our consolidated financial statements. We generally determine or calculate the fair value of financial instruments using quoted market prices in active markets when such information is available or using appropriate present value or other valuation techniques, such as discounted cash flow analyses, incorporating available market discount rate information for similar types of instruments while estimating for non-performance and liquidity risk. These techniques are significantly affected by the assumptions used, including the discount rate, credit spreads, and estimates of future cash flow.

The financial assets and liabilities recorded at fair value in our consolidated financial statements are marketable securities and interest rate swaps/cap. The carrying amounts of our cash and cash equivalents, restricted cash and accounts payable approximate fair value due to their short-term maturities. The remaining financial assets and liabilities that are only disclosed at fair value are comprised of notes payable, TPS, and other debt instruments. We estimated the fair value of our secured mortgage notes payable, our unsecured notes payable, TPS and other debt instruments by performing discounted cash flow analyses using an appropriate market discount rate. We calculated the market discount rate by obtaining period-end treasury rates for fixed-rate debt, or LIBOR rates for variable-rate debt, for maturities that correspond to the maturities of our debt adding an appropriate credit spreads derived from information obtained from third-party financial institutions. These credit spreads take into account factors such as our credit standing, the maturity of the debt, whether the debt is secured or unsecured, and the loan-to-value ratios of the debt.

Assets and liabilities typically recorded at fair value on a non-recurring basis to which ASC 820-10 applies include:

- Non-financial assets and liabilities initially measured at fair value in an acquisition or business combination;
- Long-lived assets measured at fair value due to an impairment assessment under ASC 360-15; and
- Asset retirement obligations initially measured under FASB ASC 410-20 – *Asset Retirement Obligations* (“ASC 410-20”).

#### Use of Estimates

The preparation of financial statements in conformity with US GAAP requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reported period. Actual results could differ from those estimates.

#### Accounting Pronouncements Adopted During 2013

No new pronouncements were adopted during the year ended December 31, 2013.

#### New Accounting Pronouncements

In July 2013, the FASB issued ASU 2013-11, *Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists* (“ASU 2013-11”). ASU 2013-11 is effective for the first interim or annual period beginning on or after December 15, 2013 with early adoption permitted. ASU 2013-11 amends ASC Topic 740, *Income Taxes*, to provide guidance and reduce diversity in practice on the financial statement presentation of an unrecognized tax benefit when a net operating loss carryforward, a similar tax loss, or a tax credit carryforward exists. We do not anticipate that the application of this standard will impact our company.



### Note 3 – Stock Based Compensation and Employee Stock Option Plan

#### Stock Based Compensation

As part of his compensation package, Mr. James J. Cotter, our Chairman of the Board and Chief Executive Officer, was granted \$750,000, \$950,000, and \$750,000, respectively, of restricted Class A Non-voting Common Stock ("Class A Stock") for each of the years ended December 31, 2013, 2012, and 2011, respectively. The 2013, 2012, and 2011 stock grants of 125,209, 217,890, and 155,925 shares, respectively, were granted with stock grant prices of \$5.99, \$4.36, and \$4.81, respectively. Mr. Cotter's stock compensation is granted fully vested with a five-year restriction on sale. As of December 31, 2013, the 2013 stock grant had not yet been issued to Mr. Cotter. During 2013, we issued to Mr. Cotter 217,890 of Class A Stock for his 2012 vested stock grants which had a stock grant price of \$4.36 and a grant date fair value of \$950,000.

During 2012, we issued 9,680 shares as a one-time stock grant of Class A Stock to our employees valued at \$44,000.

During the years ended December 31, 2013, 2012, and 2011, we recorded compensation expense of \$750,000, \$994,000, and \$750,000, respectively, for the vesting of all our restricted stock grants. The following table details the grants and vesting of restricted stock to our employees (dollars in thousands):

	Non-Vested Restricted Stock	Weighted Average Fair Value at Grant Date
Outstanding – January 1, 2011	–	\$ –
Granted	155,925	750
Vested	(155,925)	(750)
Outstanding – December 31, 2011	–	\$ –
Granted	227,570	994
Vested	(227,570)	(994)
Outstanding – December 31, 2012	–	\$ –
Granted	125,209	750
Vested	(125,209)	(750)
Outstanding – December 31, 2013	–	\$ –

#### Employee Stock Option Plan

We have a long-term incentive stock option plan that provides for the grant to eligible employees, directors, and consultants of incentive or nonstatutory options to purchase shares of our Class A Stock. Our 1999 Stock Option Plan expired in November 2009, and was replaced by our new 2010 Stock Incentive Plan, which was approved by the holders of our Class B Voting Common Stock in May 2010.

FASB ASC 718-10 – *Stock Compensation* ("ASC 718-10") requires that all stock-based compensation be recognized as an expense in the financial statements and that such costs be measured at the fair value of the award. We estimate the valuation of stock based compensation using a Black-Scholes option-pricing model.

When our tax deduction from an option exercise exceeds the compensation cost resulting from the option, a tax benefit is created. ASC 718-10 requires that excess tax benefits related to stock option exercises be reflected as financing cash inflows instead of operating cash inflows. For the years ended December 31, 2013, 2012, and 2011, there was no impact to the consolidated statements of cash flows because there were no recognized tax benefits during these periods.

ASC 718-10 requires companies to estimate forfeitures. Based on our historical experience, we did not estimate any forfeitures for the options granted during the years ended December 31, 2013, 2012, and 2011.

In accordance with ASC 718-10, we estimate the fair value of our options using the Black-Scholes option-pricing model, which takes into account assumptions such as the dividend yield, the risk-free interest rate, the

expected stock price volatility, and the expected life of the options. The dividend yield is excluded from the calculation, as it is our present intention to retain all earnings. We estimated the expected stock price volatility based on our historical price volatility measured using daily share prices back to the inception of the Company in its current form beginning on December 31, 2001. We estimate the expected option life based on our historical share option exercise experience during this same period. We expense the estimated grant date fair values of options issued on a straight-line basis over their vesting periods.

No options were granted during 2011. For the 175,000 and 206,000 options granted during 2013 and 2012, respectively, we estimated the fair value of these options at the date of grant using a Black-Scholes option-pricing model with the following weighted average assumptions:

	2013	2012
Stock option exercise price	\$6.19	\$5.94
Risk-free interest rate	2.25%	1.71%
Expected dividend yield	—	—
Expected option life	5.00 yrs.	7.20 yrs.
Expected volatility	31.80%	32.15%
Weighted average fair value	\$1.98	\$2.62

Using the above assumptions and based on our use of the modified prospective method, we recorded \$199,000, \$285,000, and \$189,000 in compensation expense for the total estimated grant date fair value of stock options that vested during the years ended December 31, 2013, 2012, and 2011, respectively. At December 31, 2013, total unrecognized estimated compensation cost related to non-vested stock options granted was \$432,000 which is expected to be recognized over a weighted average vesting period of 2.15 years.

For the stock options exercised during the years ended December 31, 2013 and 2012, we issued 62,500 and 95,000 shares of Class A Stock for cash to employees of the corporation under this stock based compensation plan with weighted average exercise prices of \$3.98 and \$4.68, respectively. No options were exercised in 2011. The total realized value of stock options exercised during the years ended December 31, 2013 and 2012 was \$133,000 and \$136,000, respectively. We recorded cash received from stock options exercised of \$248,000 and \$308,000 during the years ended December 31, 2013 and 2012, respectively. In 2013, 75,000 options were exercised having a realized value of \$124,000 for which we did not receive any cash but the employee elected to exchange 53,136 personally owned shares of the company with a market price of \$5.66 for the 75,000 shares based on an exercise price of \$4.01 for the related options. In 2012, 41,000 options were exercised having a realized value of \$103,000 for which we did not receive any cash but the employee elected to receive the net incremental number of in-the-money shares of 15,822 based on an exercise price of \$4.01 and a market price of \$6.53. At December 31, 2013, the intrinsic, unrealized value of all options outstanding, vested and expected to vest, was \$939,000 of which 68.8% were currently exercisable.

Pursuant to both our 1999 Stock Option Plan and our 2010 Stock Incentive Plan, all stock options expire within ten years of their grant date. The aggregate total number of shares of Class A Stock and Class B voting common stock authorized for issuance under our 2010 Stock Option Plan is 1,250,000. At the time that options are exercised, at the discretion of management, we will either issue treasury shares or make a new issuance of shares to the employee or board member. Dependent on the grant letter to the employee or board member, the required service period for option vesting is between zero and four years.

We had the following stock options outstanding and exercisable:

	Weighted				Weighted Average			
	Common Stock		Average Exercise		Common Stock		Price of	
	Options		Price of Options		Exercisable		Exercisable	
	Outstanding		Outstanding		Options		Options	
	Class A	Class B	Class A	Class B	Class A	Class B	Class A	Class B
Outstanding-January 1, 2011	622,350	185,100	\$ 5.65	\$ 9.90	449,750	150,000	\$ 6.22	\$ 10.24
No activity during the period	—	—	\$ —	\$ —	—	—	—	—
Outstanding-December 31, 2011	622,350	185,100	\$ 5.65	\$ 9.90	544,383	167,550	\$ 5.86	\$ 10.05
Granted	206,000	—	\$ 5.94	\$ —	—	—	—	—
Exercised	(136,000)	—	\$ 4.68	\$ —	—	—	—	—
Expired	(20,000)	—	\$ 3.75	\$ —	—	—	—	—
Outstanding - December 31, 2012	672,350	185,100	\$ 6.24	\$ 9.90	546,350	185,100	\$ 6.26	\$ 9.90
Granted	175,000	—	\$ 6.19	\$ —	—	—	—	—
Exercised	(137,500)	—	\$ 4.00	\$ —	—	—	—	—
Outstanding - December 31, 2013	709,850	185,100	\$ 6.66	\$ 9.90	490,350	185,100	\$ 6.85	\$ 9.90

The weighted average remaining contractual life of all options outstanding, vested and expected to vest, at December 31, 2013 and 2012 were approximately 4.70 and 5.32 years, respectively. The weighted average remaining contractual life of the exercisable options outstanding at December 31, 2013 and 2012 was approximately 3.63 and 4.28 years, respectively.

#### Note 4 – Earnings (Loss) Per Share

For the three years ended December 31, 2013, we calculated the following earnings (loss) per share (dollars in thousands, except per share amounts):

	2013	2012	2011
Income (loss) from continuing operations	\$ 9,041	\$ (509)	\$ 8,068
Income (loss) from discontinued operations	—	(405)	1,888
Net income (loss) attributable to Reading International, Inc. common shareholders	9,041	(914)	9,956
Basic income (loss) per common share attributable to Reading International, Inc. shareholders:			
Earnings (loss) from continuing operations	\$ 0.39	\$ (0.02)	\$ 0.36
Earnings (loss) from discontinued operations, net	—	(0.02)	0.08
Basic income (loss) per share attributable to Reading International, Inc. shareholders	\$ 0.39	\$ (0.04)	\$ 0.44
Diluted income (loss) per common share attributable to Reading International, Inc. shareholders:			
Earnings (loss) from continuing operations	\$ 0.38	\$ (0.02)	\$ 0.35
Earnings (loss) from discontinued operations, net	—	(0.02)	0.08
Diluted income (loss) per share attributable to Reading International, Inc. shareholders	\$ 0.38	\$ (0.04)	\$ 0.43
Weighted average shares of common stock – basic	23,348,003	23,028,596	22,764,666
Weighted average shares of common stock – diluted	23,520,271	23,028,596	22,993,135

For the years ended December 31, 2013 and 2011, the weighted average common stock – dilutive included 172,268 and 228,469, respectively, of incremental shares of exercisable in-the-money stock options and unissued restricted Class A Stock. For the year ended December 31, 2012, we recorded a loss from continuing operations. As such, the 284,054 of incremental shares of exercisable in-the-money stock options and unissued restricted Class A Stock were excluded from the computation of diluted loss per share because they were anti-dilutive in that period. In addition, 847,891, 791,286, and 734,906 of out-of-the-money stock options were excluded from the computation of diluted earnings (loss) per share for the years ended December 31, 2013, 2012, and 2011, respectively. The total number of in-the-money stock options, out-of-the-money stock options, and unissued restricted Class A Stock that

could potentially dilute basic earnings per share was 1,020,159, 1,075,340, and 963,375 for the years ended December 31, 2013, 2012, and 2011, respectively.

#### **Note 5 – Prepaid and Other Assets**

Prepaid and other assets are summarized as follows (dollars in thousands):

	December 31,	
	2013	2012
<b>Prepaid and other current assets</b>		
Prepaid expenses	\$ 1,079	\$ 1,150
Prepaid taxes	623	855
Prepaid rent	1,210	1,044
Deposits	368	373
Other	3	154
<b>Total prepaid and other current assets</b>	<b>\$ 3,283</b>	<b>\$ 3,576</b>
<b>Other non-current assets</b>		
Other non-cinema and non-rental real estate assets	\$ 1,134	\$ 1,134
Long-term deposits	144	212
Deferred financing costs, net	1,833	2,230
Interest rate cap at fair value	75	—
Note receivable	—	2,000
Tenant inducement asset	512	716
Straight-line rent asset	2,310	2,775
Other	2	2
<b>Total non-current assets</b>	<b>\$ 6,010</b>	<b>\$ 9,069</b>

#### **Note 6 – Operating Property**

Property associated with our operating activities is summarized as follows (dollars in thousands):

	December 31,	
	2013	2012
<b>Operating property</b>		
Land	\$ 65,578	\$ 69,370
Building and improvements	123,061	136,225
Leaschold improvements	46,330	45,391
Fixtures and equipment	106,099	108,169
<b>Total cost</b>	<b>341,068</b>	<b>359,155</b>
<b>Less: accumulated depreciation</b>	<b>(149,408)</b>	<b>(156,377)</b>
<b>Operating property, net</b>	<b>\$ 191,660</b>	<b>\$ 202,778</b>

Depreciation expense for operating property was \$14.0 million, \$14.9 million, and \$14.9 million for the three years ended December 31, 2013, 2012, and 2011, respectively.

In 2011, we recorded impairment losses totaling \$65,000 on two of our cinema properties. We did not record an impairment charge for our operating assets during 2013 or 2012.

#### **Note 7 – Investment and Development Property**

Investment and development property is summarized as follows (dollars in thousands):

	December 31,	
	2013	2012
<b>Investment and Development Property</b>		
Land	\$ 59,550	\$ 77,020
Construction-in-progress (including capitalized interest)	14,680	17,902
<b>Investment and development property, net</b>	<b>\$ 74,230</b>	<b>\$ 94,922</b>

During the year-ended December 31, 2009, we decided to curtail our current development progress on certain Australian and New Zealand land development projects. As a result, we did not capitalize interest on these projects during 2013, 2012, and 2011 and we will not capitalize interest for these projects until development work recommences.

#### Coachella, California Land

Based on a December 2012 appraisal, the fair value of our Coachella property was \$4.0 million resulting in a \$1.5 million impairment to the carrying value of the asset. As noted below, this property is 50% owned by Mr. James J. Cotter who shares in any impairment loss to the extent of his ownership interest.

#### Note 8 – Acquisitions, Disposals, and Assets Held for Sale

##### 2013 Transactions

###### Plano Cinema

On December 31, 2013, we settled a management fee claim that we had against the owner of the Plano, Texas cinema that we had managed since 2003 for a cash receipt of \$1.9 million. As part of the settlement, we acquired that entity, and through the purchase of that entity acquired the underlying cinema's lease and the associated personal property, equipment, and trade fixtures. Because the fair value of the lease, in light of anticipated rent payments, resulted in a lease liability of \$320,000 and the acquired net assets, including cash received in connection with the settlement, were valued at \$1.7 million, we recorded a net gain on acquisition and settlement of \$1.4 million.

###### Property Held for Sale – Moonee Ponds

On October 15, 2013, we entered into a definitive purchase and sale agreement with Moonee Ponds Pty Ltd, an affiliate of Leighton Properties Pty Ltd, for the sale of our properties located in Moonee Ponds, Victoria, Australia. The agreement calls for a sale price of AU\$23.0 million payable in full on April 16, 2015. Leighton Properties Pty Ltd. has guaranteed the purchaser's performance. Our attorney has received from the purchaser bank guarantees and checks to the value of AU\$2.3 million representing the agreed upon 10% deposit. These amounts will be held by our attorney and released to us upon settlement on April 16, 2015. Prior to settlement, Reading retains title to the properties, is responsible for their costs (including taxes and utilities), and is entitled to receive all of their revenues (the properties are currently used as a parking lot). The properties comprise approximately 3.3 acres and are carried on our books at \$11.6 million (AU\$12.4 million) at December 31, 2013 which is classified as land held for sale on our December 31, 2013 consolidated balance sheet. The historical operations of this property were as a non-attendant parking lot which are not material and thus not separately presented as discontinued operations.

##### 2012 Transactions

###### Indooroopilly - Sale

On November 20, 2012, we sold our Indooroopilly property for \$12.4 million (AUS\$12.0 million). As its book value at the time of sale was \$12.5 million (AUS\$12.1 million), we recorded a loss on sale in the form of an impairment expense of \$318,000 (AUS\$306,000) for the year ended December 31, 2012 which included the cost to sell the property. The operational results are included in income (loss) from discontinued operations on our Consolidated Statements of Operations for the years ended December 31, 2012, and 2011, respectively. The condensed statement of operations for Indooroopilly is as follows (dollars in thousands):

	2012	2011
Revenue	\$ 793	\$ 825
Less: operating expense	560	593
Less: impairment expense	318	—
Income (loss) from discontinued operations, net of tax	\$ (85)	\$ 232

#### *Taringa - Sale*

On February 21, 2012, we sold our three properties of approximately 1.1 acres in the Taringa area of Brisbane, Australia for \$1.9 million (AUS\$1.8 million). Because the net carrying amounts of these properties were greater than the total sale price, we recorded an impairment expense for these properties of \$369,000 (AUS\$365,000) for the year ended December 31, 2011.

#### *Coachella, California Land - Acquisition*

On January 10, 2012, Shadow View Land and Farming, LLC, a limited liability company owned by our Company, acquired a 202-acre property, zoned for the development of up to 816 single-family residential units, located in the City of Coachella, California. The property was acquired at a foreclosure auction for \$5.5 million. The property was acquired as a long-term investment in developable land. Half of the funds used to acquire the land were provided by Mr. James J. Cotter, our Chairman, Chief Executive Officer and controlling shareholder. Upon the approval of our Conflicts Committee, these funds were converted on January 18, 2012 into a 50% interest in Shadow View Land and Farming, LLC. We are the managing member of this company. See Note 20 – *Noncontrolling Interests*.

#### 2011 Transactions

##### *Cal Oaks Cinema - Acquisition*

On August 25, 2011, we purchased a 17-screen multiplex in Murietta, California (the “CalOaks Cinema”) for \$4.2 million.

##### *Elsternwick Classic Cinema - Sale*

On April 14, 2011, we sold our 66.7% share of the 5-screen Elsternwick Classic cinema located in Melbourne, Australia to our joint venture partner for \$1.9 million (AUS\$1.8 million) and recognized a gain on sale of a discontinued operation of \$1.7 million (AUS\$1.6 million).

#### Note 9 – Transfer of Held for Sale Real Estate to Continuing Operations and Related Items

##### 2013 and 2012 Transactions

There were no transfers of held for sale real estate to continuing operations or related items in 2013 or 2012.

##### 2011 Transactions

##### *Lake Taupo Motel*

During the fourth quarter of 2010, we listed for sale the residential units of our Lake Taupo property and the adjoining 1.0-acre parcel located in Lake Taupo, New Zealand. A portion of this property was previously

improved with a motel in which we recently renovated the property's units to be condominiums and have enhanced the property value with residential apartment entitlements for the adjoining vacant land. At December 31, 2011, we had not yet sold the property. Pursuant to ASC 360-10-45, as twelve months had passed since this announcement and we did not meet the criteria to classify this property as held for sale. As a result of the transfer of the asset from held for sale to continuing operations, we recorded a loss for 2011 of \$37,000 (NZ\$48,000) to measure the property at the lower of its carrying amount, adjusted for depreciation and amortization expense that would have been recognized had the asset been continuously classified as a continuing operational asset, or its fair value at the date of the decision not to sell. We continue to discuss with potential buyers and plan to monetize the property in time.

#### *Burwood Development Property*

In May 2010, we announced our intent to sell and began actively marketing our 50.6-acre Burwood development site in suburban Melbourne. At June 30, 2011, we had not yet achieved that aim. Pursuant to ASC 360-10-45, as twelve months had passed since this announcement and we did not meet the criteria to classify this property as held for sale, we reclassified the current carrying value of this property of \$53.4 million (AUS\$52.1 million) from assets held for sale to investment and development property on our December 31, 2011 consolidated balance sheet. We continue to evaluate our options concerning this property.

#### **Note 10 – Goodwill and Intangible Assets**

Goodwill associated with our business combinations is tested for impairment at the beginning of the fourth quarter with continued evaluation through the end of the fourth quarter of every year. The fair value estimates of each of our reporting units is based on the projected profits and cash flows of the related assets using each reporting unit's weighted average cost of capital as a discount rate. As a result of this test, whereby the Step 1 Test was passed for all reporting units, it was determined that there is no impairment to our goodwill as of December 31, 2013 or 2012.

At December 31, 2013 or 2012, our goodwill consisted of the following (dollars in thousands):

	Cinema	Real Estate	Total
<b>2013</b>			
Balance as of January 1, 2013	\$ 17,674	\$ 5,224	\$ 22,898
Foreign currency translation adjustment	(739)	--	(739)
Balance at December 31, 2013	\$ 16,935	\$ 5,224	\$ 22,159
<b>2012</b>			
Balance as of January 1, 2012	\$ 17,053	\$ 5,224	\$ 22,277
Foreign currency translation adjustment	621	--	621
Balance at December 31, 2012	\$ 17,674	\$ 5,224	\$ 22,898

We have intangible assets other than goodwill that are subject to amortization which are being amortized over various periods (dollars in thousands):

	Beneficial Leases	Trade Name	Other Intangible Assets	Total
<b>As of December 31, 2013</b>				
Gross carrying amount	\$ 24,223	\$ 7,254	\$ 455	\$ 31,932
Less: Accumulated amortization	14,520	3,517	455	18,492
Total, net	\$ 9,703	\$ 3,737	\$ --	\$ 13,440
<b>As of December 31, 2012</b>				
Gross carrying amount	\$ 24,284	\$ 7,254	\$ 458	\$ 31,996
Less: Accumulated amortization	12,873	3,059	403	16,335
Total, net	\$ 11,411	\$ 4,195	\$ 55	\$ 15,661

We amortize our beneficial leases over the lease period, the longest of which is approximately 30 years; our trade name using an accelerated amortization method over its estimated useful life of 45 years; and our option fee and other intangible assets over 10 years. For the years ended December 31, 2013, 2012, and 2011, our amortization expense was \$2.2 million, \$2.2 million, and \$2.4 million, respectively. The estimated amortization expense in the five succeeding years and thereafter is as follows (dollars in thousands):

Year Ending December 31,	
2014	\$ 1,994
2015	1,921
2016	1,724
2017	1,327
2018	1,211
Thereafter	5,263
<b>Total future amortization expense</b>	<b>\$ 13,440</b>

**Note 11 – Investments in and Advances to Unconsolidated Joint Ventures and Entities**

Investments in and advances to unconsolidated joint ventures and entities are accounted for under the equity method of accounting except for Rialto Distribution as described below. As of December 31, 2013 and 2012, these investments in and advances to unconsolidated joint ventures and entities include the following (dollars in thousands):

	Interest	December 31,	
		2013	2012
Rialto Distribution	33.3%	\$ –	\$ –
Rialto Cinemas	50.0%	1,571	1,561
205-209 East 57 <sup>th</sup> Street Associates, LLC	25.0%	–	60
Mt. Gravatt	33.3%	5,164	6,094
<b>Total investments</b>		<b>\$ 6,735</b>	<b>\$ 7,715</b>

For the years ended December 31, 2013, 2012, and 2011, we recorded our earnings (loss) from our unconsolidated joint ventures and entities as follows (dollars in thousands):

	Year Ended December 31,		
	2013	2012	2011
Rialto Distribution	\$ 159	\$ 199	\$ 383
Rialto Cinemas	221	209	(72)
205-209 East 57 <sup>th</sup> Street Associates, LLC	(1)	27	33
Mt. Gravatt	990	1,186	1,038
<b>Total investor share of earnings</b>	<b>1,369</b>	<b>1,621</b>	<b>1,382</b>
Rialto Cinemas impairment recorded at investor level	–	–	(2,934)
<b>Total equity earnings</b>	<b>\$ 1,369</b>	<b>\$ 1,621</b>	<b>\$ (1,552)</b>

**Rialto Distribution**

Due to significant losses in years past, we determined that the goodwill associated with Rialto Distribution's investment in the film distribution business was fully impaired. As a result of these losses, as of January 1, 2010, we treat our interest as a cost method interest in an unconsolidated joint venture. For the years ended December 31, 2013, 2012, and 2011 we received \$159,000 (NZ\$195,000), \$199,000 (NZ\$245,000), and \$383,000 (NZ\$500,000), respectively, in distributions from our interest in Rialto Distribution which we recorded as earnings at the time of receipt.

**Rialto Cinemas**



We own an undivided 50% interest in the assets and liabilities of the Rialto Entertainment joint venture and treat our interest as an equity method interest in an unconsolidated joint venture. Subsequent to the February 22, 2011 earthquake in Christchurch, the joint venture obtained a termination agreement with the landlord associated with the Christchurch cinema lease (see Note 26 -- *Casualty Loss*). As of December 31, 2013, following the closure of three cinemas with 15 screens, the joint venture owned two cinemas with 13 screens in the New Zealand cities of Auckland and Dunedin. As part of our investment impairment analysis for 2011, we determined that the value of our investment was impaired. For this reason, we recorded an impairment charge to our investment in Rialto Cinemas of \$2.9 million (NZ\$3.8 million) during December 31, 2011 and included it in our equity loss from unconsolidated joint ventures and entities for the year ended December 31, 2011.

#### 205-209 East 57th Street Associates, LLC

We own a non-managing 25% membership interest in 205-209 East 57th Street Associates, LLC a limited liability company formed to redevelop our former cinema site at 205 East 57th Street in Manhattan.

During the fourth quarter of 2010, the last residential condominium was sold for \$900,000 from which we recorded earnings of \$64,000 and received distributions totaling \$293,000. During 2012, as a consequence of a purchaser's dispute, a condominium which was previously sold was repurchased, renovated, and resold for a small gain resulting in additional earnings to us of \$27,000. We do not anticipate any further income or expense from this investment.

#### Mt. Gravatt

We own an undivided 33.3% interest in Mt. Gravatt, an unincorporated joint venture that owns and operates a 16-screen multiplex cinema in Australia. The condensed balance sheets and statements of operations of Mt. Gravatt are as follows (dollars in thousands):

#### Mt. Gravatt Condensed Balance Sheet Information

	December 31,	
	2013	2012
Current assets	\$ 887	\$ 1,318
Noncurrent assets	3,288	4,078
Current liabilities	751	1,111
Noncurrent liabilities	30	43
Members' equity	3,394	4,242

#### Mt. Gravatt Condensed Statements of Operations Information

	December 31,		
	2013	2012	2011
Total revenue	\$ 12,949	\$ 15,236	\$ 14,097
Net income	2,923	3,513	3,045

#### Malulani Investments, Limited

On June 26, 2006, we acquired for \$1.8 million, an 18.4% interest in a private real estate company. On July 2, 2009, Magoon Acquisition and Development, LLC ("Magoon LLC") and we entered into a settlement agreement (the "Settlement Terms") with respect to a lawsuit against certain officers and directors of Malulani Investments, Limited ("MIL"). Under the Settlement Terms, Magoon LLC and we received \$2.5 million in cash, a \$6.8 million three-year 6.25% secured promissory note issued by The Malulani Group ("TMG"), and a ten-year "tail interest" in MIL and TMG in exchange for the transfer of all ownership interests in MIL and TMG held by both Magoon, LLC and RDI and for the release of all claims against the defendants in this matter. A gain on the transfer of our ownership interest in MIL of \$268,000 was recognized during 2009 as a result of this transaction. The tail interest allows us to participate in certain distributions made or received by MIL, TMG, and in certain cases, the shareholders of TMG. The tail interest, however, continues only for a period of ten years and we cannot assure that we will receive any distributions from this tail interest. During 2011, we received \$191,000 in interest on the

promissory note, and, on June 14, 2011, we received \$6.8 million of principal and interest owed on this note. We believe that further amounts are owed under the note and we have begun litigation to collect such amounts. Any further collections will be recognized when received.

#### Combined Condensed Financial Information

The combined condensed financial information for all of the above unconsolidated joint ventures and entities accounted for under the equity method is as follows; therefore, these financials only exclude Rialto Distribution (dollars in thousands):

#### Condensed Balance Sheet Information

	December 31,	
	2013	2012
Current assets	\$ 3,255	\$ 3,488
Noncurrent assets	5,934	6,621
Current liabilities	2,516	2,197
Noncurrent liabilities	670	751
Members' equity	6,002	7,161

#### Condensed Statements of Operations Information

	December 31,		
	2013	2012	2011
Total revenue	\$ 23,070	\$ 26,138	\$ 28,017
Net income	3,598	4,590	4,021

#### Note 12 - Notes Payable

Notes payable are summarized as follows (dollars in thousands):

Name of Note Payable or Security	December 31, 2013	December 31, 2012	Maturity Date	December 31, 2013	December 31, 2012
Trust Preferred Securities	4.24%	4.31%	April 30, 2027	\$ 27,914	\$ 27,913
Australian NAB Corporate Term Loan	5.09%	5.82%	June 30, 2014	56,699	75,349
Australian NAB Corporate Revolver	5.09%	5.82%	June 30, 2014	--	--
Australian Shopping Center Loans	--	--	November 1, 2014	89	208
New Zealand Corporate Credit Facility	4.80%	4.70%	March 31, 2015	23,041	23,148
US Bank of America Revolver	2.67%	3.26%	October 31, 2017	31,500	30,000
US Bank of America Line of Credit	3.17%	3.21%	October 31, 2017	--	2,007
US Cinema 1, 2, 3 Term Loan	5.21%	5.24%	June 27, 2014	15,000	15,000
US Liberty Theatre Term Loan	--	6.20%	April 1, 2013	--	6,429
US Minnetta & Orpheum Theatres Loan	2.91%	--	June 1, 2018	7,500	--
US Nationwide Loan 1	--	8.50%	February 21, 2013	--	593
US Sutton Hill Capital Note - Related Party	--	8.25%	June 18, 2013	--	9,000
US Union Square Theatre Term Loan	5.92%	5.92%	May 1, 2015	6,717	6,950
Total				\$ 168,460	\$ 196,597

#### Trust Preferred Securities

On February 5, 2007, we issued \$51.5 million in 20-year fully subordinated notes to a trust that we control, which in turn issued \$51.5 million in securities. Of the \$51.5 million, \$50.0 million in TPS were issued to unrelated investors in a private placement and \$1.5 million of common trust securities were issued by the trust to Reading called "Investment in Reading International Trust I" on our balance sheet. Effective May 1, 2012, the interest rate on our Trust Preferred Securities changed from a fixed rate of 9.22%, which was in effect for five years, to a

variable rate of three month LIBOR plus 4.00%, which will reset each quarter through the end of the loan unless we exercise our right to refix the rate at the current market rate at that time. Effective October 28, 2013, we entered into a fixed interest rate swap of \$27.9 million at 1.20% plus the 4.00% margin, expiring on October 31, 2017, see Note 13 – *Derivative Instruments*. There are no principal payments due until maturity in 2027 when the notes and the trust securities are scheduled to be paid in full. We may pay off the debt after the first five years at 100% of the principal amount without any penalty. The trust is essentially a pass through, and the transaction is accounted for on our books as the issuance of fully subordinated notes. The credit facility includes a number of affirmative and negative covenants designed to monitor our ability to service the debt. The most restrictive covenant of the facility requires that we must maintain a fixed charge coverage ratio at a certain level. However, on December 31, 2008, we secured a waiver of all financial covenants with respect to our TPS for a period of nine years (through December 31, 2017), in consideration of the payment of \$1.6 million, consisting of an initial payment of \$1.1 million, a payment of \$270,000 made in December 2011, and a contractual obligation to pay \$270,000 in December 2014.

During the first quarter of 2009, we took advantage of the then current market illiquidity for securities such as our TPS to repurchase \$22.9 million in face value of those securities through an exchange of \$11.5 million worth of marketable securities purchased during the period for the express purpose of executing this exchange transaction with the third party holder of these TPS. During the twelve months ended 2009, we amortized \$106,000 of discount to interest income associated with the holding of these securities prior to their extinguishment. On April 30, 2009, we extinguished \$22.9 million of these TPS, which resulted in a gain on retirement of subordinated debt (TPS) of \$10.7 million net of loss on the associated write-off of deferred loan costs of \$749,000 and a reduction in our investment in Reading International Trust I from \$1.5 million to \$838,000.

During the years ended December 31, 2013, 2012, and 2011, we paid \$1.2 million, \$1.9 million, and \$2.5 million, respectively, in preferred dividends to the unrelated investors that are included in interest expense. At December 31, 2013 and 2012, we had preferred dividends payable of \$191,000 and \$198,000, respectively. Interest payments for this loan are required every three months.

#### Australia

##### *NAB Australian Corporate Term Loan*

On June 24, 2011, we replaced our Australian Corporate Credit Facility of \$115.8 million (AUS\$110.0 million) with BOS International ("BOSI") with a new credit facility from National Australia Bank ("NAB") of \$110.5 million (AUS\$105.0 million). NAB provided us term debt of \$94.7 million (AUS\$90.0 million) and \$9.5 million (AUS\$9.0 million) in line of credit which we used combined with our cash of \$1.6 million (AUS\$1.5 million) to pay off our \$105.8 million (AUS\$100.5 million) of outstanding BOSI debt.

The NAB three-tiered credit facility (the "NAB Credit Facility") has a term of three years, due and payable June 30, 2014, and comprised of a term loan with a December 31, 2013 balance of \$56.7 million (AUS\$63.5 million); a \$4.5 million (AUS\$5.0 million) revolving facility for which we do not have a balance at December 31, 2013; and a \$8.9 million (AUS\$10.0 million) guarantee facility. During 2013, to support a guarantee on the Australian digital projection conversion, we transferred \$4.5 million (AUS\$5.0 million) of our revolving facility to the guarantee facility. This transfer will remain in place until we refinance the NAB Credit Facility during 2014. This loan to Reading Entertainment Australia commenced on June 24, 2011 with an interest rate of between 2.90% and 2.15% above the BBSY bid rate. This credit facility is secured by substantially all of our cinema assets in Australia and is only guaranteed by several of our wholly owned Australian subsidiaries. The NAB Credit Facility requires annual principal payments of between \$6.3 million (AUS\$7.0 million) and \$8.0 million (AUS\$9.0 million) which we anticipate will be paid from Reading Entertainment Australia operating cash flows. The covenants of the NAB Credit Facility include a fixed charge coverage ratio, a debt service cover ratio, an operating leverage ratio, a loan to value ratio, and other financial covenants. Additionally, the NAB Credit Facility allows us to transfer only \$3.6 million (AUS\$4.0 million) per year outside of Australia. In December 2012, as part of the sale of our Indooroopilly property, we paid down \$6.3 million (AUS\$6.0 million) on our NAB term loan.

In conjunction with this NAB Credit Facility, we entered into a five-year interest swap agreement which swaps over 100% of our \$56.7 million (AUS\$63.5 million) variable rate term loan (decreasing in line with scheduled principal repayments) based on BBSY, for a 5.50% fixed rate. For further information regarding our swap agreements, see Note 13 – *Derivative Instruments*.

As indicated above, this NAB Credit Facility matures on June 30, 2014. Accordingly, the outstanding balance of this debt of \$56.7 million (AUS\$63.5 million) is classified as current on our December 31, 2013 balance sheet. While no assurances can be given that we will be successful, we are currently in the process of renewing this loan and anticipate that the refinancing will be completed at the latest by May 31, 2014.

#### *Australian Shopping Center Loans*

In July 2004, as part of the acquisition of the Anderson Cinema Circuit, we assumed the three loans on the Epping, Rhodes, and West Lakes properties. The total amount assumed on the transaction date was \$1.5 million (AUS\$2.1 million) and the loans carry no interest as long as we make timely principal payments of approximately \$89,000 (AUS\$100,000) per year. Early repayment is possible without penalty. The only recourse on default of these loans is the security on the properties.

#### New Zealand

##### *New Zealand Corporate Credit Facility*

On February 8, 2012, we received an approved amendment from Westpac renewing our existing \$36.9 million (NZ\$45.0 million) New Zealand credit facility with a 3-year credit facility. The renewed facility called for a decrease in the overall facility by \$4.1 million (\$5.0 million) to \$32.8 million (NZ\$40.0 million), an increase in the facility margin of 0.55% to 2.00%, and the line of credit charge increase from 0.30% to 0.40%. The facility is secured by substantially all of our New Zealand assets, but has not been guaranteed by any entity other than several of our New Zealand subsidiaries. The facility includes various affirmative and negative financial covenants designed to protect the bank's security regarding capital expenditures and the repatriation of funds out of New Zealand. Also included in the restrictive covenants of the facility is the restriction of transferring funds from subsidiary to parent.

#### US

##### *Bank of America Revolver*

On October 31, 2012, we replaced our GE Capital Term Loan of \$27.7 million with a new credit facility from Bank of America (the "BoFA Revolver") of \$30.0 million with an interest rate of between 2.50% and 3.00% above LIBOR and an expiration date of October 31, 2017. Although the new credit facility does not require a fixed interest swap agreement, we have continued to use the existing fixed interest rate swap of \$29.1 million until its term date of December 31, 2013. Effective December 31, 2013, we replaced this swap with a \$31.5 million fixed interest rate swap, see Note 13 - *Derivative Instruments*. The BoFA Revolver requires borrowing limit reductions of \$3.0 million per year with a balloon payment of \$18.0 million at the expiration date. The BoFA Revolver contains other customary terms and conditions, including representations and warranties, affirmative and negative covenants, events of default and indemnity provisions. The most restrictive covenant of the facility requires that we must maintain a fixed charge coverage ratio at a certain level.

On March 25, 2013, Bank of America extended the borrowing limit on our BoFA Revolver from \$30.0 million to \$35.0 million and we borrowed \$5.0 million on this revolver. On April 1, 2013, we used \$2.3 million of the revolver proceeds to partially repay our US Liberty Theaters Term Loan.

As part of the negotiations of the BoFA Revolver, we entered into a master operating equipment lease financing agreement with Banc of America Leasing & Capital, LLC to finance the acquisition of up to \$15.5 million in digital projection equipment for our U.S. cinema operations. See Note 17 - *Lease Agreements*.

##### *Bank of America Line of Credit*

On October 31, 2012, Bank of America renewed and increased our existing \$3.0 million line of credit to \$5.0 million. The LOC carries an interest rate equal to BBA LIBOR floating plus a 3.50% margin and an unused line fee of 0.03%. The agreement is in effect till October 31, 2017 and is potentially renewable at that date. The undrawn balance of this LOC is \$5.0 million at December 31, 2013.

#### *Cinemas 1, 2, 3 Term Loan*

On June 28, 2012, Sutton Hill Properties LLC ("SHP"), one of our consolidated subsidiaries, paid off its Eurohypo AG, New York Branch loan with a new \$15.0 million term loan (the "Sovereign Bank Loan") from Sovereign Bank, N.A. The Sovereign Bank Loan had a one-year term ending on June 27, 2013, with a one-year extension option to June 27, 2014 subject to an extension fee equal to 1.00% of the ending principal balance and a compliance requirement with certain special covenants. We exercised this option in June 2013. As the extensions mature on June 27, 2014, we have classified the \$15.0 million as a current liability. While no assurances can be given that we will be successful, we are currently in the process of renegotiating this loan. The terms of the loan require interest only payments at LIBOR plus a 5.00% margin to be calculated and paid monthly. This loan is secured by SHP's interest in the Cinemas 1, 2, & 3 land and building. Covenants include maintaining a loan to value ratio of at least 50% of fair market value and an 11% debt yield (with a numerator of the cash available for debt service and a denominator of the outstanding principal balance of the loan). The Sovereign Bank Loan is further secured by a guaranty provided by Reading International, Inc. and by its noncontrolling interest member, Sutton Hill Capital, LLC.

#### *Minetta and Orpheum Theatres Loan*

On May 29, 2013, we refinanced our Liberty Theaters loan with a \$7.5 million loan securitized by our Minetta and Orpheum theatres, thus releasing the Royal George from the securitization and leaving it unencumbered. This new loan has a maturity date of June 1, 2018, and an interest rate of LIBOR plus a 2.75% margin with a LIBOR rate cap of 4.00% plus the 2.75% margin. See Note 13 – *Derivative Instruments*.

#### *Nationwide Loan 1*

On February 22, 2008, our subsidiary entered into a five-year promissory note (the "Nationwide Note 1") with Nationwide Theatres Corp of \$21.0 million associated with the acquisition of 15 motion picture theaters and theater-related assets from Pacific Theatres Exhibition Corp. The Nationwide Note 1 was subject to certain purchase price related adjustments. Through December 31, 2010, these adjustments resulted in a net reduction in principal of \$20.4 million comprised of a reduction in the amount of \$6.3 million in 2008, a further reduction of \$226,000 during the first quarter of 2009, an additional advance of \$3.0 million in 2009 (such advance was used to pay down a portion of the GE Capital Term Loan discussed above), a \$4.4 million reduction during the first quarter of 2010 in which Nationwide Theaters Corp. and Reading agreed to reduce the seller's note, and finally a \$12.5 million reduction in September 2010.

The Nationwide Note 1 had an interest (i) as to \$4.5 million of principal at the annual rates of 7.50% for the first three years and 8.50% thereafter and (ii) as to \$13.0 million of principal at the annual rates of 6.50% through July 31, 2009 and 8.50% thereafter. Accrued interest was due and payable on February 21, 2011 and thereafter on the last day of each calendar quarter, commencing on June 30, 2011. Pursuant to the Nationwide Note 1 agreement, we paid off the \$593,000 balance of this loan on February 21, 2013.

#### *Sutton Hill Capital Note*

On June 18, 2013, we repaid the SHC Note 2 for \$9.0 million. As the debtor on this note was Sutton Hill Properties, LLC, in which we have a 75% interest, the note was, in effect, paid \$6.75 million by us and \$2.25 million by our co-investor.

#### *Union Square Theatre Term Loan*

On April 30, 2010, we refinanced the loan secured by our Union Square property with another lender. The new loan for \$7.5 million has a five-year term with a fixed interest rate of 5.92% per annum and an amortization payment schedule of 20 years with a balloon payment of approximately \$6.4 million at the end of the loan term.

#### Summary of Notes Payable

Our aggregate future principal loan payments are as follows (dollars in thousands):

Year Ending December 31,		
2014	\$	75,538
2015		33,009
2016		3,500
2017		21,000
2018		7,500
Thereafter		27,913
Total future principal loan payments		\$ 168,460

Since approximately \$79.8 million of our total debt of \$168.5 million at December 31, 2013 consisted of debt denominated in Australian and New Zealand dollars, the U.S. dollar amounts of these repayments will fluctuate in accordance with the relative values of these currencies.

#### **Note 13 – Derivative Instruments**

We are exposed to interest rate changes from our outstanding floating rate borrowings. We manage our fixed to floating rate debt mix to mitigate the impact of adverse changes in interest rates on earnings and cash flows and on the market value of our borrowings. From time to time, we may enter into interest rate hedging contracts, which effectively convert a portion of our variable rate debt to a fixed rate over the term of the interest rate swap.

For our Australian borrowings, we are presently required to swap no less than 75% of our drawdowns under our Australian Corporate Credit Facility into fixed interest rate obligations. In conjunction with this NAB Credit Facility, we entered into a five-year interest swap agreement, which swaps more than 100% of our variable rate term loan based on BBSY for a 5.50% fixed rate loan which steps down commensurate with the payments of the loan balance. At the time of entering into this NAB swap, our existing BBSI swap was “in-the-money” by \$160,000. In lieu of a cash payment for the in-the-money BBSI swap, we negotiated a slightly lower fixed swap rate by 0.05% for our new NAB fixed rate swap.

Although our Bank of America Revolver does not require a fixed interest swap agreement, effective December 31, 2013, we entered into an approximate three-year \$31.5 million fixed interest rate swap that has a balance reduction schedule which matches the contraction amortization of the Bank of America Revolver.

Effective October 28, 2013, we entered into a three-year \$27.9 million fixed interest rate swap for our Trust Preferred Securities.

As a result of these swap and loan agreements, we pay a total fixed interest rate of 7.90% (5.50% swap contract rate plus a 2.40% margin under the loan) for our NAB Loan, a total fixed interest rate of 3.65% (1.15% swap contract rate plus a 2.50% margin under the loan) for our BofA Loan, and a total fixed interest rate of 5.20% (1.20% swap contract rate plus a 4.00% margin under the loan) for our Trust Preferred Securities instead of the obligatorily disclosed loan rates of 5.09%, 2.67%, and 4.24%, respectively, as indicated in Note 12 – Notes Payable.

Finally, as part of our new US Minetta and Orpheum Theatres Loan, we entered into a five-year LIBOR rate cap of 4.00% with a loan margin of 2.75% (see Note 12 – Notes Payable).

The following table sets forth the terms of our interest rate swap derivative instruments at December 31, 2013:

Type of Instrument	Notional Amount	Pay Fixed Rate	Receive Variable	Maturity Date
			Rate	
Interest rate swap	\$62,057,000	5.500%	2.690%	June 30, 2016
Interest rate swap	\$31,500,000	1.150%	0.169%	October 31, 2017
Interest rate swap	\$27,913,000	1.200%	0.236%	October 31, 2017
Interest rate cap	\$7,500,000	4.000%	n/a	June 1, 2018

In accordance with FASB ASC 815-20 – *Derivatives and Hedging*, we marked our interest swap instruments to market on the consolidated balance sheet resulting in a \$2.0 million decrease to interest expense

during 2013, a \$1.1 million increase to interest expense during 2012, and a \$5.0 increase to interest expense during 2011. At December 31, 2013 and 2012, we recorded the fair market value of our interest rate swaps of \$3.3 million and \$5.9 million, respectively, as other long-term liabilities. In accordance with FASB ASC 815-20, we have not designated any of our current interest rate swap positions as financial reporting hedges.

#### Note 14 - Income Taxes

Income (loss) before income tax expense includes the following (dollars in thousands):

	Year Ended December 31,		
	2013	2012	2011
United States	\$ 8,745	\$ 836	\$ (1,391)
Foreign	3,973	1,446	(379)
<b>Income (loss) before income tax expense and equity earnings of unconsolidated joint ventures and entities</b>	<b>\$ 12,718</b>	<b>\$ 2,282</b>	<b>\$ (1,770)</b>
<i>Net (income) expense attributable to noncontrolling interests:</i>			
United States	24	578	(604)
Foreign	(128)	(86)	(336)
<i>Equity earnings and gain on sale of unconsolidated subsidiary:</i>			
United States	(1)	27	33
Foreign	1,370	1,594	(1,585)
<i>Gain on sale of discontinued operation:</i>			
United States	--	--	--
Foreign	--	(405)	1,888
<b>Income (loss) before income tax expense</b>	<b>\$ 13,983</b>	<b>\$ 3,990</b>	<b>\$ (2,374)</b>

Significant components of the provision for income taxes are as follows (dollars in thousands):

	Year Ended December 31,		
	2013	2012	2011
<b>Current income tax expense</b>			
Federal	\$ 1,121	\$ 964	\$ 1,332
State	432	584	531
Foreign	1,283	1,370	1,067
<b>Total</b>	<b>2,836</b>	<b>2,918</b>	<b>2,930</b>
<b>Deferred income tax expense (benefit)</b>			
Federal	--	--	--
State	--	--	--
Foreign	2,106	1,986	(15,260)
<b>Total</b>	<b>2,106</b>	<b>1,986</b>	<b>(15,260)</b>
<b>Total income tax expense (benefit)</b>	<b>\$ 4,942</b>	<b>\$ 4,904</b>	<b>\$ (12,330)</b>

Deferred income taxes reflect the "temporary differences" between the financial statement carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes, adjusted by the relevant tax rate. The components of the deferred tax assets and liabilities are as follows (dollars in thousands):

	December 31,	
Components of Deferred Tax Assets	2013	2012
Deferred Tax Assets:		
Net operating loss carry-forwards	\$ 21,228	\$ 31,040
Impairment reserves	2,915	3,578
Alternative minimum tax credit carry-forwards	3,291	3,118

Compensation and employee benefits	3,867	3,242
Deferred revenue and expense	2,398	2,688
Land, tangible assets, and option real properties	5,477	2,882
Other	3,685	4,003
Total Deferred Tax Assets	42,861	50,551
Valuation allowance	(34,022)	(37,903)
Net deferred tax asset	\$ 8,839	\$ 12,648

In accordance with FASB ASC 740-10 – *Income Taxes* (“ASC 740-10”), we record net deferred tax assets to the extent we believe these assets will more likely than not be realized. In making such determination, we consider all available positive and negative evidence, including scheduled reversals of deferred tax liabilities, projected future taxable income, tax planning strategies and recent financial performance. ASC 740-10 presumes that a valuation allowance is required when there is substantial negative evidence about realization of deferred tax assets, such as a pattern of losses in recent years, coupled with facts that suggest such losses may continue. Because of such negative evidence available for the U.S., Puerto Rico, and New Zealand, as of December 31, 2013, we recorded a valuation allowance of \$34.0 million. After consideration of a number of factors for the Reading Australia group, including its recent history of financial income, its expected future earnings, the increase in market value of its real estate assets, and having executed a credit facility of over \$100.0 million to resolve potential liquidity issues, the Company determined as of July 1, 2011 that it was more likely than not that deferred tax assets in Reading Australia group will be realized. Accordingly, we reversed the full valuation allowance in Australia, resulting in a net deferred tax asset of \$14.4 million as of December 31, 2011, with approximately \$3.4 million classified as current and \$11.0 million as non-current.

As of December 31, 2013, we had U.S. net operating loss carry-forwards of \$15.2 million, of which \$8.7 million expire between 2025 and 2030, while \$6.5 million expire between 2030 and 2035.

In addition to the above net operating loss carry-forwards having expiration dates, we have the following carry-forwards that have no expiration date at December 31, 2013:

- approximately \$3.3 million in U.S. alternative minimum tax credit carry-forwards;
- approximately \$26.0 million in Australian ordinary and capital loss carry-forwards, including accrued but unpaid interest on loans from its US parent company; and
- approximately \$11.8 million in New Zealand loss carry-forwards.

We disposed of our Puerto Rico operations during 2005 and plan no further investment in Puerto Rico for the foreseeable future. We have approximately \$14.1 million in Puerto Rico loss carry-forwards expiring no later than 2018. No material future tax benefits from Puerto Rico loss carry-forwards can be recognized by the Company unless it re-enters the Puerto Rico market for which the Company has no current plans.

We expect no other substantial limitations on the future use of U.S. or foreign loss carry-forwards except as may occur for certain losses occurring in New Zealand related to the Landplan operations, which may only be used to offset income and gains from those particular activities, and cannot be shared with their respective consolidated group.

U.S. income taxes have not been recognized on the temporary differences between book value and tax basis of investment in foreign subsidiaries. These differences become taxable upon a sale of the subsidiary or upon distribution of assets from the subsidiary to U.S. shareholders. We expect neither of these events will occur in the foreseeable future for any of our foreign subsidiaries.

The provision for income taxes is different from amounts computed by applying U.S. statutory rates to consolidated losses before taxes. The significant reason for these differences follows (dollars in thousands):

	Year Ended December 31,		
	2013	2012	2011
Expected tax provision (benefit)	\$ 4,894	\$ 1,397	\$ (831)
Increase (decrease) in tax expense resulting from:			



Change in valuation allowance	(3,882)	(558)	(15,260)
Expired foreign loss carry-forward	--	--	1,100
Foreign tax provision	3,389	3,356	1,067
Tax effect of foreign tax rates on current income	(294)	(126)	24
State and local tax provision	296	408	361
Tax/Audit Litigation Settlement	1,140	1,140	1,375
Effect of tax rate change	--	--	--
Other items	(601)	(713)	(166)
<b>Actual tax provision (benefit)</b>	<b>\$ 4,942</b>	<b>\$ 4,904</b>	<b>\$ (12,330)</b>

Pursuant to ASC 740-10, a provision should be made for the tax effect of earnings of foreign subsidiaries that are not permanently invested outside the United States. Our intent is that earnings of our foreign subsidiaries are not permanently invested outside the United States. Current earnings were available for distribution in the Reading Australia consolidated group of subsidiaries as of December 31, 2013. There is no withholding tax on dividends paid by an Australian company to its 80% or more U.S. public company shareholder; thus we have not provided foreign withholding taxes for these current retained earnings. We believe the U.S. tax impact of a dividend from our Australian subsidiary, net of loss carry forward and potential foreign tax credits, would not have a material effect on the tax provision as of December 31 2013.

We have accrued \$20.8 million in income tax liabilities as of December 31, 2013, of which \$8.3 million has been classified as current taxes payable and \$12.5 million have been classified as non-current tax liabilities. As part of current taxes payable, we have accrued \$3.5 million in connection with federal and state liabilities arising from the "Tax/Audit Litigation" matter which has now been settled (see Note 19 - *Commitments and Contingencies*). As part of noncurrent tax liabilities, we have accrued an additional \$11.5 million related to the "Tax Audit/Litigation" matter. Amounts assessed by the IRS and expected to be assessed by state income tax agencies in connection with the "Tax Audit/Litigation" matter are no longer recorded under the cumulative probability approach prescribed by FASB ASC 740-10-25 but are recorded as a fixed and determinable liability. We believe the \$20.8 million in tax liabilities represents an adequate provision for our income tax exposures.

The following table is a summary of the activity related to unrecognized tax benefits, excluding interest and penalties, for the years ending December 31, 2013, December 31, 2012, and December 31, 2011 (dollars in thousands):

	Year Ended December 31, 2013	Year Ended December 31, 2012	Year Ended December 31, 2011
Unrecognized tax benefits - gross beginning balance	\$ 2,171	\$ 1,974	\$ 8,058
Gross increases - prior period tax provisions	(11)	197	--
Gross increases - current period tax positions	--	--	151
Settlements	--	--	(6,235)
Statute of limitations lapse	--	--	--
<b>Unrecognized tax benefits - gross ending balance</b>	<b>\$ 2,160</b>	<b>\$ 2,171</b>	<b>\$ 1,974</b>

In accordance with FASB ASC 740-10-25 - *Income Taxes - Uncertain Tax Positions* ("ASC 740-10-25") we elected to record interest and penalties related to income tax matters as part of income tax expense.

We had approximately \$10.8 million and \$11.4 million of gross tax benefits as of the adoption date and December 31, 2007, respectively, plus \$1.7 million and \$2.3 million of tax interest unrecognized on the financial statements as of each date, respectively. The gross tax benefits mostly reflect operating loss carry-forwards and the IRS Tax Audit/Litigation case described below.

We recorded a reduction to our gross unrecognized tax benefits of approximately \$3.4 million and an increase to tax interest of approximately \$8.8 million during the period January 1, 2010 to December 31, 2010 and the total balance at December 31, 2010 was approximately \$20.6 million (of which approximately \$12.6 million represents IRS interest). Having settled the Tax Audit/Litigation matter described in Note 19 - *Commitments and*

*Contingencies*, we further recorded a net reduction to our gross unrecognized tax benefits of approximately \$6.1 million and a reduction to tax interest of approximately \$10.4 million during the period January 1, 2011 to December 31, 2011, resulting in a total balance at December 31, 2011 of approximately \$4.1 million, consisting of \$1.9 million tax and \$2.2 million interest. Of the \$4.1 million gross unrecognized tax benefit at December 31, 2011, approximately \$3.0 million would impact the effective tax rate if recognized. During the period January 1, 2012 to December 31, 2012 we recorded an increase of \$0.2 million to our gross unrecognized tax benefits and an increase to tax interest of approximately \$1.1 million, resulting in a total balance of \$5.3 million consisting of \$2.1 million in tax and \$3.2 million in interest. Of the \$5.3 million gross unrecognized tax benefit at December 31, 2012, approximately \$4.3 million would impact the effective rate if recognized. During the period January 1, 2013 to December 31, 2013 we recorded no material change to our gross unrecognized tax benefits and a decrease to tax interest of approximately \$1.4 million, resulting in a total balance of \$3.9 million consisting of \$2.1 million in tax and \$1.8 million in interest. Of the \$3.9 million gross unrecognized tax benefit at December 31, 2013, approximately \$2.9 million would impact the effective rate if recognized.

It is difficult to predict the timing and resolution of uncertain tax positions. Based upon the Company's assessment of many factors, including past experience and judgments about future events, it is probable that within the next 12 months the reserve for uncertain tax positions will increase within a range of \$0.5 million to \$1.5 million. The reasons for such change include but are not limited to tax positions expected to be taken during 2013, revaluation of current uncertain tax positions, and expiring statutes of limitation.

Our company and subsidiaries are subject to U.S. federal income tax, income tax in various U.S. states, and income tax in Australia, New Zealand, and Puerto Rico.

Generally, changes to our federal and most state income tax returns for the calendar year 2007 and earlier are barred by statutes of limitations. Certain U.S. subsidiaries filed federal and state tax returns for periods before these entities became consolidated with us. These subsidiaries were examined by IRS for the years 1996 to 1999 and significant tax deficiencies were assessed for those years. Those deficiencies have been settled, as discussed in "Tax Audit/Litigation," Note 19 – *Commitments and Contingencies*. Our income tax returns for Australia filed since inception in 1995 are generally open for examination. The income tax returns filed in New Zealand and Puerto Rico for calendar year 2007 and afterward remain open for examination as of December 31, 2013.

**Note 15 – Other Liabilities**

Other liabilities are summarized as follows (dollars in thousands):

	December 31,	
	2013	2012
<b>Current liabilities</b>		
Lease liability	\$ 5,900	\$ 5,855
Security deposit payable	246	174
Other	9	3
<b>Other current liabilities</b>	<b>\$ 6,155</b>	<b>\$ 6,032</b>
<b>Other liabilities</b>		
Foreign withholding taxes	\$ 6,748	\$ 6,480
Straight-line rent liability	9,259	8,893
Environmental reserve	1,656	1,656
Accrued pension	8,527	6,976
Interest rate swap	3,288	5,855
Acquired leases	1,797	2,078
Other payable	875	1,191
Other	599	630
<b>Other liabilities</b>	<b>\$ 32,749</b>	<b>\$ 33,759</b>

**Village East Purchase Option**

On June 29, 2010, we agreed to extend our existing lease from SHC of the Village East Cinema in New York City by 10 years, with a new termination date of June 30, 2020. 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 1, 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. Because our Chairman, Chief Executive Officer, and controlling shareholder, Mr. James J. Cotter, is also the managing member of SHC, RDI and SHC are considered entities under common control. As a result, we have 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 lease liability of \$5.9 million presented under other liabilities which accreted up to the \$5.9 million liability till July 1, 2013 (see Note 25 – *Related Parties and Transactions*). As the option is able to be exercised starting on July 1, 2013, we classified the \$5.9 million lease liability as a current liability.

**Note 16 – Fair Value of Financial Instruments**

ASC 820-10 applies to existing accounting pronouncements in which fair value measurements are already required and defines fair value, establishes a framework for measuring fair value in accordance with accounting principles generally accepted in the United States, and expands disclosures about fair value measurements.

ASC 820-10 (see Note 2 – *Summary of Significant Accounting Policies*) establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The statement requires that assets and liabilities carried at fair value be classified and disclosed in one of the following three categories:

- Level 1: Quoted market prices in active markets for identical assets or liabilities.
- Level 2: Observable market based inputs or unobservable inputs that are corroborated by market data.
- Level 3: Unobservable inputs that are not corroborated by market data.

We use appropriate valuation techniques based on the available inputs to measure the fair values of our assets and liabilities. When available, we measure fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value.

**Level 1 Fair Value Measurements** – are based on market quotes of our marketable securities.

**Level 2 Fair Value Measurements – Interest Rate Swaps and cap** – The fair value of interest rate swaps and cap are estimated using internal discounted cash flow calculations based upon forward interest rate curves, which are corroborated by market data, and quotes obtained from counterparties to the agreements.

**Level 3 Fair Value Measurements – Impaired Property** – For assets measured on a non-recurring basis, such as real estate assets that are required to be recorded at fair value as a result of an impairment, our estimates of fair value are based on management's best estimate derived from evaluating market sales data for comparable properties developed by a third party appraiser and arriving at management's estimate of fair value based on such comparable data primarily based on properties with similar characteristics. For the years ended December 31, 2012 and 2011, the fair value of our impaired properties was estimated to be \$4.1 million and \$1.9 million, respectively, which we used to record our impairment expense and was based on level 3 inputs in developing management's estimate of fair value. For the year ended December 31, 2011, the fair value of our Rialto Cinemas investment was \$1.6 million (NZ\$2.0 million) resulting in an impairment charge of \$2.9 million (NZ\$3.8 million). We did not record an impairment charge for our properties during 2013.

As of December 31, 2013, we held certain items that are required to be measured at fair value on a recurring basis. These included available for sale securities and interest rate derivative contracts. Derivative instruments are related to our economic hedge of interest rates. Our available-for-sale securities primarily consist of investments associated with the ownership of marketable securities in Australia.

The fair values of the interest rate swap and cap agreements are determined using the market standard methodology of discounting the future expected cash receipts or payments that would occur if variable interest rate fell above or below the strike rate of the interest rate swap and cap agreements. The variable interest rates used in the calculation of projected receipts or payments on the interest rate swap and cap agreements are based on an expectation of future interest rates derived from observable market interest rate curves and volatilities. To comply with the provisions of ASC 820-10, we incorporate credit valuation adjustments to appropriately reflect both our own nonperformance risk and the respective counterparty's nonperformance risk in the fair value measurements. Although we have determined that the majority of the inputs used to value our derivatives fall within Level 2 of the fair value hierarchy, the credit valuation adjustments associated with our derivatives utilize Level 3 inputs, such as estimates of current credit spreads to evaluate the likelihood of default by us and our counterparties. However, as of December 31, 2013, we have assessed the significance of the impact of the credit valuation adjustments on the overall valuation and determined that the credit valuation adjustments are not significant to the overall valuation of our derivatives. As a result, we have determined that our derivative valuations in their entirety are classified in Level 2 of the fair value hierarchy. We have consistently applied these valuation techniques in all periods presented and believe we have obtained the most accurate information available for the types of derivative contracts we hold.

On a recurring basis, we used the above methods and assumptions on the following items to measure fair value subject to the disclosure requirements of ASC 820-10 at December 31, 2013 and 2012, respectively (dollars in thousands):

Financial Instrument	Level	Book Value		Fair Value	
		2013	2012	2013	2012
Investment in marketable securities	1	\$ 55	\$ 55	\$ 55	\$ 55
Interest rate cap asset	2	\$ 75	\$ —	\$ 75	\$ —
Interest rate swap liabilities	2	\$ 3,288	\$ 5,855	\$ 3,288	\$ 5,855

# **Financial Instruments Disclosed at Fair Value**

The following table sets forth the carrying value and the fair value of our financial assets and liabilities at December 31, 2013 and 2012 (dollars in thousands):

Financial Instrument	Level	Book Value		Fair Value	
		2013	2012	2013	2012
Cash	1	\$ 37,696	\$ 38,531	\$ 37,696	\$ 38,531
Time deposits	1	\$ —	\$ 8,000	\$ —	\$ 8,000
Accounts receivable	1	\$ 9,087	\$ 8,514	\$ 9,087	\$ 8,514
Other assets - notes receivable	1	\$ —	\$ 2,000	\$ —	\$ 2,000
Restricted cash	1	\$ 782	\$ 2,465	\$ 782	\$ 2,465
Accounts and film rent payable	1	\$ 25,046	\$ 25,566	\$ 25,046	\$ 25,566
Notes payable	3	\$ 140,547	\$ 159,684	\$ 121,411	\$ 154,795
Notes payable to related party	N/A	\$ —	\$ 9,000	\$ N/A	\$ N/A
Subordinated debt	3	\$ 27,913	\$ 27,913	\$ 11,067	\$ 12,268

For purposes of this fair value disclosure, we based our fair value estimate for notes payable and subordinated debt on our internal valuation whereby we apply the discounted cash flow method to our expected cash flow payments due under our existing debt agreements based on a representative sample of our lenders' market interest rate quotes as of December 31, 2013 and 2012, respectively, for debt with similar risk characteristics and maturities.

## **Note 17 - Lease Agreements**

Most of our cinemas conduct their operations in leased facilities. Sixteen of our twenty operating multiplexes in Australia, four of our seven cinemas in New Zealand, and all but one of our cinemas in the United States are in leased facilities. These cinema leases have remaining terms inclusive of options of 1 to 37 years. Certain of our cinema leases provide for contingent rentals based upon a specified percentage of theater revenue with a guaranteed minimum. Substantially all of our leases require the payment of property taxes, insurance, and other costs applicable to the property. We also lease office space and equipment under non-cancelable operating leases. All of our leases are accounted for as operating leases and accordingly, we have no leases of facilities that require capitalization.

We determine the annual base rent expense of our cinemas by amortizing total minimum lease obligations on a straight-line basis over the lease terms. Base rent expense and contingent rental expense under the operating leases totaled approximately \$32.1 million and \$1.3 million for 2013, respectively; \$32.6 million and \$1.7 million for 2012, respectively; and \$31.2 million and \$1.6 million for 2011, respectively. Future minimum lease payments by year and, in the aggregate, under non-cancelable operating leases consisted of the following at December 31, 2013 (dollars in thousands):

	Minimum Ground Lease Payments	Minimum Premises Lease Payments	Equipment Lease	Total Minimum Lease Payments
2014	\$ 2,592	\$ 28,381	\$ 2,703	\$ 33,676
2015	2,591	26,137	2,703	31,431
2016	2,656	22,427	2,694	27,777
2017	2,751	19,744	2,693	25,188
2018	2,759	16,054	2,614	21,427
Thereafter	8,671	49,739	—	58,410
Total minimum lease payments	\$ 22,020	\$ 162,482	\$ 13,407	\$ 197,909

Since approximately \$75.7 million of our total minimum lease payments of \$197.9 million as of December 31, 2013 consisted of lease obligations denominated in Australian and New Zealand dollars, the US dollar amounts of these obligations will fluctuate in accordance with the relative values of these currencies. See Note 25 - *Related Parties and Transactions* for the amount of leases associated with any related party leases.

#### Digital Projection Equipment Lease

Effective December 1, 2012, we entered into a 5-year digital projection equipment lease obligation with Banc of America Leasing & Capital, LLC enabling us to convert substantially all of our U.S. cinemas to digital projection. The equipment lease agreement requires that we make lease payments of \$218,000 per month for the next 60 months after which we can either purchase the equipment at a market price or renew the lease for an undetermined length of time. This lease qualifies as an operating lease and is recorded accordingly.

#### Note 18 – Pension Liabilities

##### Supplemental Executive Retirement Plan

In March 1, 2007, the Board of Directors of Reading International, Inc. ("Reading") approved a Supplemental Executive Retirement Plan ("SERP") pursuant to which Reading has agreed to provide James J. Cotter, its Chief Executive Officer and Chairman of the Board of Directors, supplemental retirement benefits effective March 1, 2007. Under the SERP, Mr. Cotter will receive a monthly payment of the greater of (i) 40% of the average monthly earnings over the highest consecutive 36-month period of earnings prior to Mr. Cotter's separation from service with Reading or (ii) \$25,000 per month for the remainder of his life, with a guarantee of 180 monthly payments following his separation from service with Reading or following his death. The beneficiaries under the SERP may be designated by Mr. Cotter or by his beneficiary following his or his beneficiary's death. The benefits under the SERP are fully vested as of March 1, 2007.

The SERP initially will be unfunded, but Reading may choose to establish one or more grantor trusts from which to pay the SERP benefits. As such, the SERP benefits are unsecured, general obligations of Reading. The SERP is administered by the Compensation Committee of the Board of Directors of Reading. In accordance with FASB ASC 715-30-05 – *Defined Benefit Pension Plans* ("ASC 715-30-05"), the initial pension benefit obligation of \$2.7 million was included in our other liabilities with a corresponding amount of unrecognized prior service cost included in accumulated other comprehensive income on March 1, 2007. The initial benefit obligation was based on a discount rate of 5.75% and a compensation increase rate of 3.5%. The \$2.7 million is being amortized as a prior service cost over the estimated service period of 10 years combined with an annual interest cost. For the years ended December 31, 2013, 2012, and 2011, we recognized \$202,000, \$149,000, and \$195,000, respectively, of interest cost and \$304,000 of amortized prior service cost per year. For the years ended December 31, 2013 and 2012, we recognized \$356,000 and \$0 of amortized net gains. The balance of the other liability for this pension plan was \$7.4 million and \$5.9 million at December 31, 2013 and 2012, respectively, and the accumulated unrecognized prior service costs included in other comprehensive income balance was \$3.8 and \$3.2 million at December 31, 2013 and 2012, respectively. The December 31, 2013 and 2012 values of the SERP are based on a discount rate of 4.25% and 3.40%, respectively, and an annual compensation growth rate of 7.50% and 3.50%, respectively.

The change in the SERP pension benefit obligation and the funded status for the year ending December 31, 2013 and 2012 are as follows (dollars in thousands):

	For the year ending December 31, 2013	
<b>Change in Benefit Obligation</b>		
Benefit obligation at January 1, 2013	\$	5,944
Interest cost		202
Actuarial gain		1,252
Benefit obligation at December 31, 2013		7,398
Funded status at December 31, 2013	\$	(7,398)

	For the year ending December 31, 2012	
<b>Change in Benefit Obligation</b>		
Benefit obligation at January 1, 2012	\$	3,511
Interest cost		149
Actuarial gain		2,284
Benefit obligation at December 31, 2012		5,944
Funded status at December 31, 2012	\$	(5,944)

Amount recognized in balance sheet consists of (dollars in thousands):

	At December 31, 2013	At December 31, 2012
Current liabilities	\$ 15	\$ 14
Noncurrent liabilities	7,383	5,930

Items not yet recognized as a component of net periodic pension cost consist of (dollars in thousands):

	At December 31, 2013	At December 31, 2012
Unamortized actuarial loss	\$ 3,166	\$ 2,269
Prior service costs	627	931
Accumulated other comprehensive loss	3,793	3,200

The components of the net periodic benefit cost and other amounts recognized in other comprehensive income are as follows (dollars in thousands):

	For the year ending December 31, 2013	For the year ending December 31, 2012
<b>Net periodic benefit cost</b>		
Interest cost	\$ 202	\$ 149
Amortization of prior service costs	304	304
Amortization of net gain	356	--
Net periodic benefit cost	\$ 862	\$ 453
<b>Other changes in plan assets and benefit obligations recognized in other comprehensive income</b>		
Net loss	\$ 1,253	\$ 2,284
Amortization of prior service cost	(304)	(304)
Amortization of net loss	(356)	--
Total recognized in other comprehensive income	\$ 593	\$ 1,980
Total recognized in net periodic benefit cost and other comprehensive income	\$ 1,455	\$ 2,433

The estimated net loss and prior service cost for the defined benefit pension plan that will be amortized from accumulated other comprehensive income into net periodic benefit cost over the next fiscal year will be \$356,000 and \$304,000, respectively.

The following weighted average assumptions were used to determine the plan benefit obligations at December 31, 2013 and 2012:

	2013	2012
Discount rate	4.25%	3.40%
Rate of compensation increase	7.50%	3.50%

The following weighted-average assumptions were used to determine net periodic benefit cost for the year ended December 31, 2013 and 2012:

	2013	2012
Discount rate	3.40%	4.25%
Expected long-term return on plan assets	0.00%	0.00%
Rate of compensation increase	3.50%	3.50%

#### Other Pension Liabilities

In addition to the aforementioned SERP, we have defined contribution pension plans for selected current and former executives of our corporation resulting in a pension liability of \$1.1 million and \$1.0 million at December 31, 2013 and 2012, respectively. These pensions accrued \$95,000 and \$204,000 of pension expense for the years ended December 31, 2013 and 2012, respectively.

The benefit payments for all of our pensions, which reflect expected future service, as appropriate, are expected to be paid over the following periods (dollars in thousands):

	Pension Payments
2014	\$ 14
2015	32
2016	50
2017	633
2018	607
Thereafter	7,191
Total pension payments	\$ 8,527

#### Note 19 - Commitments and Contingencies

##### Unconsolidated Joint Venture Loans

The following section describes any loans associated with our investments in unconsolidated joint ventures. As these investments are unconsolidated, any associated bank loans are not reflected in our Consolidated Balance Sheet at December 31, 2013. Each loan is without recourse to any assets other than our interests in the individual joint venture.

**Rialto Distribution.** We are the 33.3% co-owners of the assets of Rialto Distribution. At December 31, 2013 and 2012, Rialto Distribution had a bank line of credit of \$1.6 million (NZ\$2.0 million) and \$1.7 million (NZ\$2.0 million), respectively, and had an outstanding balance of \$634,000 (NZ \$770,000) and \$703,000 (NZ\$850,000), respectively. This loan is guaranteed by one of our subsidiaries to the extent of our ownership percentage.

##### Tax Audit/Litigation

The Internal Revenue Service (the "IRS") has examined the tax return of Reading Entertainment Inc. ("RDGE") for its tax years ended December 31, 1996 through December 31, 1999 and the tax return of Craig Corporation ("CRG"), a Nevada Corporation with no operating assets, for its tax year ended June 30, 1997. These



companies are both now wholly owned subsidiaries of the Company, but for the time periods under audit, were not consolidated with the Company for tax purposes.

CRG and the IRS agreed to compromise the claims made by the IRS against CRG and the Tax Court's order was entered on January 6, 2011. In the settlement, the IRS conceded 70% of its claimed adjustment to income. Instead of a claim for unpaid taxes of \$20.9 million plus interest, the effect of settlement on the Reading consolidated group was to require a total federal income tax obligation of \$5.4 million, reduced by a federal tax refund of \$800,000 and increased by interest of \$9.3 million, for a net federal tax liability of \$13.9 million as of January 6, 2011. On October 26, 2011, CRG reached an agreement with the IRS for an installment plan to pay off this federal tax liability, including additional interest accruals at the prescribed IRS floating rate. The agreement requires monthly payments of \$290,000 over a period of approximately five years. As of December 31, 2013 and 2012, after the payments made during 2013 and 2012, respectively, the remaining federal tax obligation was \$8.3 million and \$10.0 million, respectively, in tax and interest. Of the \$8.3 million owed under the installment agreement as of December 31, 2013, \$3.5 million was recorded as current taxes payable, with the remaining balance being recorded as non-current tax liability. Of the \$10.0 million owed under the installment agreement as of December 31, 2012, \$3.5 million was recorded as current taxes payable, with the remaining balance being recorded as non-current tax liability.

The impact of the settlement upon the state taxes of the Reading consolidated group, if the adjustment to income agreed with the IRS were reflected on state returns, would be an obligation of approximately \$1.4 million in tax plus interest and potential penalty. As of December 31, 2013, no deficiency has been asserted by the State of California, and we have made no final decision as to the course of action to be followed when a deficiency is asserted.

#### Environmental and Asbestos Claims

Certain of our subsidiaries were historically involved in railroad operations, coal mining, and manufacturing. Also, certain of these subsidiaries appear in the chain of title of properties that may suffer from pollution. Accordingly, certain of these subsidiaries have, from time to time, been named in and may in the future be named in various actions brought under applicable environmental laws. Also, we are in the real estate development business and may encounter from time to time unanticipated environmental conditions at properties that we have acquired for development. These environmental conditions can increase the cost of such projects, and adversely affect the value and potential for profit of such projects. We do not currently believe that our exposure under applicable environmental laws is material in amount.

From time to time, we have claims brought against us relating to the exposure of former employees of our railroad operations to asbestos and coal dust. These are generally covered by an insurance settlement reached in September 1990 with our insurance carriers. However, this insurance settlement does not cover litigation by people who were not our employees and who may claim second hand exposure to asbestos, coal dust and/or other chemicals or elements now recognized as potentially causing cancer in humans. Our known exposure to these types of claims, asserted or probable of being asserted, is not material.

In connection with the development of our 50.6 acre Burwood site, it will be necessary to address certain environmental issues. That property was at one time used as a brickworks and we have discovered petroleum and asbestos at the site. During 2007, we developed a plan for the remediation of these materials, in some cases through removal and in other cases through encapsulation. As of December 31, 2013, we estimate that the total site preparation costs associated with the removal of this contaminated soil will be \$15.2 million (AU\$17.1 million) and as of that date we had incurred a total of \$7.4 million (AU\$8.3 million) of these costs. We do not believe that this has added materially to the overall development cost of the site, as it is anticipated that all of the work will be done in connection with the excavation and other development activity already contemplated for the property.

#### Note 20 – Noncontrolling Interests

As of December 31, 2013, the noncontrolling interests in our consolidated subsidiaries are comprised of the following:

- 25% noncontrolling interest in Australian Country Cinemas by 21st Century Pty, Ltd;
- 50% noncontrolling membership interest in Shadow View Land and Farming, LLC owned by Mr. James J. Cotter, Sr.; and
- 25% noncontrolling interest in the Sutton Hill Properties, LLC owned by Sutton Hill Capital, LLC.

The components of noncontrolling interest are as follows (dollars in thousands):

	December 31,	
	2013	2012
AFC LLC	\$ --	\$ 1,737
Australian Country Cinemas	532	601
Shadow View Land and Farming, LLC	1,862	1,912
Sutton Hill Properties	2,213	(152)
Noncontrolling interests in consolidated subsidiaries	\$ 4,607	\$ 4,098

The components of income attributable to noncontrolling interests are as follows (dollars in thousands):

	Year Ended December 31,		
	2013	2012	2011
AFC LLC	\$ 173	\$ 612	\$ 909
Australian Country Cinemas	129	86	311
Elsternwick unincorporated joint venture	--	--	25
Shadow View Land and Farming, LLC	(50)	(843)	--
Sutton Hill Properties	(148)	(347)	(305)
Net income attributable to noncontrolling interest	\$ 104	\$ (492)	\$ 940

#### AFC LLC Acquisition of Noncontrolling Interest

On June 28, 2013, we acquired the interest in AFC LLC that we did not already own in consideration of the release of certain claims we held against the owner of that interest under a guaranty agreement. The removal of the AFC LLC noncontrolling interest balance of \$101,000 was reflected as a change in our additional paid in capital pursuant to FASB ASC 810-10-45.

#### Sutton Hill Properties

On June 18, 2013, our co-investor, having a 25% interest in our Sutton Hill Properties subsidiary, contributed \$2.25 million toward the payoff of our SHC Note 2 for \$9.0 million resulting in a \$2.25 million contribution of capital to Sutton Hill Properties (See Note 12 – Notes Payable).

#### Shadow View Land and Farming, LLC

During the 2012, Mr. James J. Cotter, our Chairman, Chief Executive Officer and controlling shareholder, contributed \$2.5 million of cash and \$255,000 of his 2011 bonus as his 50% share of the purchase price of a land parcel in Coachella, California and to cover his 50% share of certain costs associated with that acquisition. This land is held in Shadow View Land and Farming, LLC, in which Mr. Cotter owns a 50% interest. We are the managing member of Shadow View Land and Farming, LLC. However, as Mr. Cotter is considered to be our controlling shareholder, pursuant to FASB ASC 810-10-05, we have consolidated Mr. Cotter's interest in the

property and its expenses with that of our interest and shown his interest as a noncontrolling interest. Note 8 – *Acquisitions, Disposals, and Assets Held for Sale.*

#### Elsternwick Sale

On April 14, 2011, we sold our 66.7% share of the 5-screen Elsternwick Classic cinema located in Melbourne, Australia to our joint venture partner for \$1.9 million (AU\$1.8 million) and recognized a gain on sale of a discontinued operation of \$1.7 million (AU\$1.6 million).

#### Note 21 – Total Reading International, Inc. Stockholders' Equity

Our common stock trades on the NASDAQ under the symbols RDI and RDIB which are our Class A (non-voting) and Class B (voting) stock, respectively. Our Class A (non-voting) has preference over our Class B (voting) shares upon liquidation. No dividends have ever been issued for either share class.

#### 2013 Common Stock Activity

During 2013, we issued 217,890 of Class A Stock to an executive employee associated with his prior years' stock grants.

62,500 options were exercised during 2013 having an intrinsic value of \$133,000 for which we received \$248,000 of cash. Additionally, 75,000 options were exercised during 2013 having an intrinsic value of \$124,000 for which we did not receive any cash but the employee elected to exchange 53,136 personally owned shares of the company at a market price of \$5.66 per share for the 75,000 shares based on an exercise price of \$4.01 for the related options.

#### 2012 Common Stock Activity

During 2012, we issued 155,925 of Class A Stock to an executive employee associated with his prior years' stock grant, and, during 2012, we issued 9,680 as a one-time stock grant of Class A Stock to our employees valued at \$44,000 which we accounted for as compensation expense.

95,000 options were exercised during 2012 having a realized value of \$136,000 for which we received \$308,000 of cash. Additionally, 41,000 options were exercised during 2012 having a realized value of \$103,000 for which we did not receive any cash but the employee elected to receive the net incremental number of in-the-money shares of 15,822 based on a \$4.01 and a market price of \$6.53.

#### 2011 Common Stock Activity

During 2011, we issued 174,825 of Class A Stock to certain executive employee associated with his prior years' stock grants.

During 2011, we purchased 172,300 of Class A Stock on the open market for \$747,000.

# Accumulated Other Comprehensive Income

	Foreign Currency Items	Unrealized Gain and Losses on Available-for- Sale Investments	Accrued Pension Service Costs	Total
Beginning balance	\$ 64,558	\$ 9	\$(3,200)	\$ 61,369
Net current-period other comprehensive income	(19,259)	—	(593)	(19,854)
Ending balance	45,299	9	(3,793)	41,515

## Note 22 – Business Segments and Geographic Area Information

The table below sets forth certain information concerning our cinema operations and our real estate operations (which includes information relating to both our real estate development, retail rental and live theater rental activities) for the three years ended December 31, 2013 (dollars in thousands):

Year Ended December 31, 2013	Cinema Exhibition	Real Estate	Intersegment Eliminations	Total
Revenue	\$ 239,418	\$ 26,456	\$(7,653)	\$ 258,221
Operating expense	200,859	10,830	(7,653)	204,036
Depreciation and amortization	10,741	4,023	—	14,764
General and administrative expense	3,273	644	—	3,917
Segment operating income	\$ 24,545	\$ 10,959	\$ —	\$ 35,504

Year Ended December 31, 2012	Cinema Exhibition	Real Estate	Intersegment Eliminations	Total
Revenue	\$ 234,703	\$ 27,256	\$(7,529)	\$ 254,430
Operating expense	198,040	11,163	(7,529)	201,674
Depreciation and amortization	11,154	4,441	—	15,595
General and administrative expense	2,598	718	—	3,316
Impairment expense	—	1,463	—	1,463
Segment operating income	\$ 22,911	\$ 9,471	\$ —	\$ 32,382

Year Ended December 31, 2011	Cinema Exhibition	Real Estate	Intersegment Eliminations	Total
Revenue	\$ 225,849	\$ 26,562	\$(7,432)	\$ 244,979
Operating expense	189,647	10,190	(7,432)	192,405
Depreciation and amortization	11,842	4,444	—	16,286
General and administrative expense	2,740	646	—	3,386
Impairment expense	—	369	—	369
Segment operating income	\$ 21,620	\$ 10,913	\$ —	\$ 32,533

Reconciliation to net income attributable to Reading International, Inc. shareholders:	2013	2012	2011
Total segment operating income	\$ 35,504	\$ 32,382	\$ 32,533
Non-segment:			
Depreciation and amortization expense	433	454	309
General and administrative expense	14,136	12,801	14,046
Operating income	20,935	19,127	18,178
Interest expense, net	(10,037)	(16,426)	(21,038)
Other income (loss)	1,876	(563)	1,157
Gain (loss) on sale of assets	(56)	144	(67)
Income tax benefit (expense)	(4,942)	(4,904)	12,330
Equity earnings (loss) of unconsolidated joint ventures and entities	1,369	1,621	(1,552)

Income (loss) from discontinued operations	--	(85)	232
Gain (loss) on sale of discontinued operation	--	(320)	1,656
Net income (loss)	\$ 9,145	\$ (1,406)	\$ 10,896
Net (income) loss attributable to noncontrolling interests	(104)	492	(940)
Net income (loss) attributable to Reading International, Inc. common shareholders	\$ 9,041	\$ (914)	\$ 9,956

	2013	December 31, 2012	2011
Summary of assets:			
Segment assets	\$ 347,637	\$ 408,667	\$ 414,608
Corporate assets	39,170	19,921	16,156
Total Assets	\$ 386,807	\$ 428,588	\$ 430,764

	2013	December 31, 2012	2011
Summary of capital expenditures:			
Segment capital expenditures	\$ 19,910	\$ 13,390	\$ 8,419
Corporate capital expenditures	172	333	957
Total capital expenditures	\$ 20,082	\$ 13,723	\$ 9,376

The cinema results shown above include revenue and operating expense directly linked to our cinema assets. The real estate results include rental income from our properties and live theater venues and operating expense directly linked to our property assets.

The following table sets forth the book value of our operating property by geographical area (dollars in thousands):

	2013	December 31, 2012	2011
Australia	\$ 97,240	\$ 106,020	
New Zealand	36,319	35,456	
United States	58,101	61,302	
Total operating property	\$ 191,660	\$ 202,778	

The following table sets forth our revenue by geographical area (dollars in thousands):

	2013	December 31, 2012	2011
Australia	\$ 100,399	\$ 108,320	\$ 110,742
New Zealand	26,310	24,608	22,247
United States	131,512	121,502	111,990
Total revenue	\$ 258,221	\$ 254,430	\$ 244,979

**Note 23 – Unaudited Quarterly Financial Information (dollars in thousands, except per share amounts)**

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
<b>2013</b>				
Revenue	\$ 59,567	\$ 69,642	\$ 65,472	\$ 63,540
Net income (loss)	\$ (671)	\$ 4,176	\$ 2,431	\$ 3,209
Net income (loss) attributable to Reading International, Inc. shareholders	\$ (668)	\$ 4,135	\$ 2,393	\$ 3,181
Basic earnings (loss) per share	\$ (0.03)	\$ 0.18	\$ 0.10	\$ 0.14
Diluted earnings (loss) per share	\$ (0.03)	\$ 0.18	\$ 0.10	\$ 0.13
<b>2012</b>				
Revenue	\$ 62,431	\$ 62,948	\$ 63,934	\$ 65,117
Net income (loss)	\$ (109)	\$ 224	\$ 396	\$ (1,917)
Net income (loss) attributable to Reading International, Inc. shareholders	\$ (239)	\$ 239	\$ 363	\$ (1,277)
Basic earnings (loss) per share	\$ (0.01)	\$ 0.01	\$ 0.02	\$ (0.06)
Diluted earnings (loss) per share	\$ (0.01)	\$ 0.01	\$ 0.02	\$ (0.06)

**Note 24 – Future Minimum Rental Income**

Real estate revenue amounted to \$18.8 million, \$19.7 million, and \$19.1 million, for the years ended December 31, 2013, 2012, and 2011, respectively. Future minimum rental income under all contractual operating leases is summarized as follows (dollars in thousands):

Year Ending December 31,	
2014	\$ 8,605
2015	7,934
2016	6,662
2017	5,216
2018	4,125
Thereafter	21,203
Total future minimum rental income	\$ 53,745

**Note 25 – Related Parties and Transactions**

**Sutton Hill Capital**

In 2001, we entered into a transaction with Sutton Hill Capital, LLC ("SHC") regarding the 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 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 to manage the 86th Street Cinema on a fee basis. SHC is a limited liability company owned in equal shares by James J. Cotter and a third party and of which Mr. Cotter is the managing member. The Village East is the only cinema that remains subject to this lease and during 2013, 2012, and 2011, we paid rent to SHC for this cinema in the amount of \$590,000, \$590,000, and \$590,000, respectively.

On June 29, 2010, we agreed to extend our existing lease from SHC of the Village East Cinema in New York City by 10 years, with a new termination date of June 30, 2020. 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. Because our Chairman, Chief Executive Officer, and controlling shareholder, Mr. James J. Cotter, is also the managing member of SHC, RDI and SEC are considered entities under common control. As a result, 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 presented under other liabilities (see Note 15 - Other Liabilities).

In 2005, we acquired from a third party the fee interest and from SHC its interest in the ground lease estate underlying and the improvements constituting the Cinemas 1, 2 & 3. In connection with that transaction, we granted to SHC an option to acquire a 25% interest in the special purpose entity formed to acquire these interests at cost. On June 28, 2007, SHC exercised this option, paying the option exercise price through the application of their \$3.0 million deposit plus the assumption of its proportionate share of SHP's liabilities giving it a 25% non-managing membership interest in SHP.

#### OBI Management Agreement

Pursuant to a Theater Management Agreement (the "Management Agreement"), our live theater operations are managed by OBI LLC ("OBI Management"), which is wholly owned by Ms. Margaret Cotter who is the daughter of James J. Cotter and a member of our Board of Directors.

The Management Agreement generally provides that we will pay OBI Management a combination of fixed and incentive fees, which historically have equated to approximately 21% of the net cash flow received by us from our live theaters in New York. Since the fixed fees are applicable only during such periods as the New York theaters are booked, OBI Management receives no compensation with respect to a theater at any time when it is not generating revenue for us. This arrangement provides an incentive to OBI Management to keep the theaters booked with the best available shows, and mitigates the negative cash flow that would result from having an empty theater. In addition, OBI Management manages our Royal George live theater complex in Chicago on a fee basis based on theater cash flow. In 2013, OBI Management earned \$401,000, which was 20.1% of net cash flows for the year. In 2012, OBI Management earned \$390,000, which was 19.7% of net cash flows for the year. In 2011, OBI Management earned \$398,000, which was 19.4% of net cash flows for the year. In each year, 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.

OBI Management conducts its operations from our office facilities on a rent-free basis, and we share the cost of one administrative employee of OBI Management. Other than these expenses and travel-related expenses for OBI Management personnel to travel to Chicago as referred to above, OBI Management is responsible for all of its costs and expenses related to the performance of its management functions. The Management Agreement renews automatically each year unless either party gives at least six months' prior notice of its determination to allow the Management Agreement to expire. In addition, we may terminate the Management Agreement at any time for cause.

#### 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. Messrs. James J. Cotter and 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

During 2012, Mr. James J. Cotter, our Chairman, Chief Executive Officer and controlling shareholder, contributed \$2.5 million of cash and \$255,000 of his 2011 bonus as his 50% share of the purchase price of a land parcel in Coachella, California and to cover his 50% share of certain costs associated with that acquisition. This land is held in Shadow View Land and Farming, LLC, in which Mr. Cotter owns a 50% interest. We are the managing member of Shadow View Land and Farming, LLC (see Note 20 - Noncontrolling Interests).

#### Note 26 – Casualty Loss

##### Wellington, New Zealand Parking Structure

On July 21, 2013, Wellington, New Zealand experienced a strong earthquake that damaged our parking structure adjacent to our Courtenay Central shopping center. The parking structure has been closed pending repairs to the structure. We estimate the cost to repair the structure will be approximately \$2.0 million (NZ\$2.5 million) of which our earthquake insurance will cover approximately \$1.5 million (NZ\$1.8 million) after our \$584,000 (NZ\$710,000) insurance deductible. For the year ended December 31, 2013, we recorded a casualty loss of \$49,000 (NZ\$59,000) based on the associated net book value of the property as an other income (expense) and a \$1.5 million (NZ\$1.8 million) insurance receivable in our current receivables at December 31, 2013. Our reduction in operating income will also be offset somewhat by our business interruption insurance subject to the relevant deductible.

##### Christchurch, New Zealand Cinemas

Our 8-screen complex in Christchurch, New Zealand, was damaged as a result of the devastating earthquake suffered by that city on February 22, 2011. We have earthquake and lost profits insurance on that facility for which we have received to date \$1.1 million (NZ\$1.3 million) which is included in our 2011 other income (expense). We are awaiting a final settlement payment on this claim for a nominally estimated amount to be received in 2014. This cinema was reopened on November 17, 2011, but, as a result of a December 23, 2011 earthquake, the cinema was again temporarily closed for approximately two weeks.

Additionally, the 3-screen complex in Christchurch, New Zealand owned by our Rialto Cinemas joint venture entity ("Rialto Cinemas"), was damaged as a result of the devastating earthquake suffered by that city on February 22, 2011, and has been closed since that date. Pursuant to the lease on the property, in May 2011, Rialto Cinemas gave notice to the landlord that Rialto Cinemas would be terminating the cinema lease. Rialto Cinemas and the landlord have terminated the lease under agreeable terms and did not result in a significant reduction to the value of our investment in the Rialto Cinemas joint venture relative to its carrying value.



**Schedule II – Valuation and Qualifying Accounts**

Description	Balance at beginning of year	Additions charged to costs and expenses	Deductions	Balance at end of year
<b>Allowance for doubtful accounts</b>				
Year-ended December 31, 2013 – Allowance for doubtful accounts	\$ 209	\$ 505	\$ 339	\$ 375
Year-ended December 31, 2012 – Allowance for doubtful accounts	\$ 53	\$ 367	\$ 211	\$ 209
Year-ended December 31, 2011 – Allowance for doubtful accounts	\$ 58	\$ 153	\$ 158	\$ 53
<b>Tax valuation allowance</b>				
Year-ended December 31, 2013 – Tax valuation allowance	\$ 37,903	\$ –	\$ 2,920	\$ 34,983
Year-ended December 31, 2012 – Tax valuation allowance	\$ 38,461	\$ –	\$ 558	\$ 37,903
Year-ended December 31, 2011 – Tax valuation allowance	\$ 54,513	\$ –	\$ 16,052	\$ 38,461

**Item 9 – Change in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

#### Item 9A — Controls and Procedures

##### Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Securities Exchange Act Rules 13a-15(f) and 15d-15(f), including maintenance of (i) records that in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets, and (ii) policies and procedures that provide reasonable assurance that (a) transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States of America, (b) our receipts and expenditures are being made only in accordance with authorizations of management and our Board of Directors and (c) we will prevent or timely detect unauthorized acquisition, use, or disposition of our assets that could have a material effect on the financial statements.

Internal control over financial reporting cannot provide absolute assurance of achieving financial reporting objectives because of the inherent limitations of any system of internal control. Internal control over financial reporting is a process that involves human diligence and compliance and is subject to lapses of judgment and breakdowns resulting from human failures. Internal control over financial reporting also can be circumvented by collusion or improper overriding of controls. As a result of such limitations, there is risk that material misstatements may not be prevented or detected on a timely basis by internal control over financial reporting. However, these inherent limitations are known features of the financial reporting process. Therefore, it is possible to design into the process safeguards to reduce, though not eliminate, this risk.

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations (COSO) of the Treadway Commission. Based on our evaluation under the COSO framework, our management concluded that our internal control over financial reporting was effective as of December 31, 2013. The effectiveness of our internal control over financial reporting as of December 31, 2013 has been audited by Grant Thornton LLP, an independent registered public accounting firm, as stated in their report, which is included herein.

##### Disclosure Controls and Procedures

We have formally adopted a policy for disclosure controls and procedures that provides guidance on the evaluation of disclosure controls and procedures and is designed to ensure that all corporate disclosure is complete and accurate in all material respects and that all information required to be disclosed in the periodic reports submitted by us under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods and in the manner specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Act is accumulated and communicated to the issuer's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures. A disclosure committee consisting of the principal accounting officer, general counsel, senior officers of each significant business line and other select employees assisted the Chief Executive Officer and the Chief Financial Officer in this evaluation. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as required by the Securities Exchange Act Rule 13a-15(e) and 15d-15(e) as of the end of the period covered by this report.

##### Changes in Internal Controls Over Financial Reporting

No changes in internal control over financial reporting occurred during the quarter ended December 31, 2013, that have materially affected, or are likely to materially affect, our internal control over financial reporting.

**Report of Independent Registered Public Accounting Firm**

Board of Directors and Stockholders  
Reading International, Inc.

We have audited the internal control over financial reporting of Reading International, Inc. and subsidiaries (the "Company") as of December 31, 2013, based on criteria established in the 1992 Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on criteria established in the 1992 Internal Control—Integrated Framework issued by COSO.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements of the Company as of and for the year ended December 31, 2013 and our report dated March 7, 2014 expressed an unqualified opinion on those financial statements.

/s/ Grant Thornton LLP  
Los Angeles, California  
March 7, 2014

**PART III**

**Items 10, 11, 12, 13 and 14**

Information required by Part II (Items 10, 11, 12, 13 and 14) of this Form 10-K is hereby incorporated by reference from the Reading International, Inc.'s definitive Proxy Statement for its 2014 Annual Meeting of Stockholders, which will be filed with the Securities and Exchange Commission, pursuant to Regulation 14A, not later than 120 days after the end of the fiscal year.

#### **PART IV**

##### **Item 15 – Exhibits, Financial Statement Schedules**

(a) The following documents are filed as a part of this report:

1. *Financial Statements*

The following financial statements are filed as part of this report under Item 8 – *Financial Statements and Supplementary Data*.

**Description**

Reports of Independent Registered Accounting Firm (page 55)

Consolidated Balance Sheets as of December 31, 2013 and 2012 (page 56)

Consolidated Statements of Operations for the Three Years Ended December 31, 2013 (page 57)

Consolidated Statements of Comprehensive Income (Loss) for the Three Years Ended December 31, 2012 (page 58)

Consolidated Statements of Stockholders' Equity for the Three Years Ended December 31, 2013 (page 59)

Consolidated Statements of Cash Flows for the Three Years Ended December 31, 2013 (page 60)

Notes to Consolidated Financial Statements (page 61)

2. *Financial Statements and Schedules for the years ended December 31, 2013, 2012, and 2011*

Schedule II – Valuation and Qualifying Accounts (page 102)

Financial Statements of Mt. Gravatt Cinemas Joint Venture (page 108)

3. *Exhibits (Listed by numbers corresponding to Item 601 of Regulation S-K (page 125))*

(b) Exhibits Required by Item 601 of Regulation S-K

See Item (a) 3. above.

(c) Financial Statement Schedule

See Item (a) 2. above.

1 replace the board of directors at RDI?

2 A. Certainly a majority.

3 Q. Would you seek to replace any of the  
4 executives at RDI?

5 A. That is quite likely. 01:48PM

6 Q. Would you reinstate Jim Cotter, Jr., as  
7 CEO?

8 A. Probably not.

9 Q. Okay. Why wouldn't you reinstate Jim  
10 Cotter, Jr., as CEO? 01:49PM

11 A. Because I think the well has been poisoned  
12 with the war among the siblings, and to give the  
13 company a fresh start, we'd conduct -- we'd rehire  
14 Korn Ferry and do -- and pick up the process where  
15 we left off and find the very best CEO we could for 01:49PM  
16 the company.

17 And if Ellen and Jim Cotter, Jr., wanted to  
18 be considered as part of that process, they would be  
19 welcome to throw their hats in the ring. But I  
20 think it's unlikely, both because I think we could 01:49PM  
21 find somebody better, one, and, two, because of the  
22 bad blood and the war that's gone on between the  
23 siblings, among the siblings, that it would probably  
24 be best to bring in an outsider.

25 Q. With respect to the rehiring Jim Cotter, 01:49PM

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1 Jr., you said likely wouldn't do it. The reason you  
2 gave is that the well is poisoned.

3 A. Yes.

4 Q. Any other reason?

5 A. I'd want to see the other candidates that 01:50PM  
6 we can surface for this. It's not clear to me that,  
7 in the entire world, that he is the single best  
8 qualified person to run this company.

9 Q. It's your expectation there are other  
10 candidates who might be more qualified than Jim 01:50PM  
11 Cotter, Jr., to act as CEO of the company?

12 A. I think there's a reasonable likelihood.

13 Q. And why do you say that?

14 A. General long experience with nepotism,  
15 when, you know, a father appoints his son to fill 01:51PM  
16 his shoes. I can't say I've had enormous amounts of  
17 experience with this, both directly through my own  
18 investing or otherwise, but my general sense is that  
19 just because you happen to have the same genetic  
20 code of the person who founded and built the company 01:51PM  
21 doesn't make you the best qualified CEO.

22 But that's a secondary reason. The primary  
23 reason is, is the well is poisoned, and if we're  
24 going to get a clean start of this company, that we  
25 should bring in an outside CEO who doesn't -- who 01:51PM

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1 isn't -- I have to imagine the vast majority of the  
2 employees of RDI are on one sibling's side or the  
3 other. And so to have one sibling or another be the  
4 CEO means you're still going to have a divided  
5 company. That's what I mean by the well being 01:52PM  
6 poisoned.

7 Q. Have you conducted any investigation to see  
8 if anyone at the company is on one sibling's side or  
9 the other sibling's side?

10 A. No. I don't know anyone at the company. 01:52PM

11 Q. Have you conducted any investigation or  
12 looked into Jim Cotter, Jr.'s record while he was  
13 CEO at RDI?

14 A. Not extensive. He was CEO for a couple  
15 quarters, maybe two quarters when -- as a public 01:52PM  
16 company before he was forced out. The company  
17 seemed to be doing okay. I met him once for 20  
18 minutes. Seemed to be a reasonable guy. But I  
19 don't have deep knowledge or opinion about his  
20 tenure as CEO. 01:53PM

21 Q. Other than he seemed to you to be doing  
22 generally okay, do you have any knowledge about what  
23 he did or didn't accomplish as CEO?

24 A. Not really. The company seemed to be going  
25 along, running its cash cow theater operations 01:53PM

1 reasonably well and taking steps to develop the two  
2 properties in New York City, for example. There was  
3 nothing that was a real outlier, either positive or  
4 negative, in the couple quarters that he was the  
5 CEO.

01:53PM

6 I certainly didn't see anything that would  
7 give grounds for the board coup that ousted him  
8 based on any kind of failures that he had as the  
9 CEO, and I certainly believe that he was ousted due  
10 to a political family struggle and the ultimatum the 01:54PM  
11 sisters presented him with, that that was the  
12 motivation for his ouster and not any poor  
13 performance as CEO.

14 Q. Well, we'll come back to the rest of what,  
15 you just said. I mean -- 01:54PM

16 A. I'm sure.

17 Q. What you said was "not really," right, when  
18 it came to your assessment of Jim Cotter, Jr.'s  
19 performance as CEO?

20 A. Uh-huh. 01:54PM

21 Q. Is it correct that --

22 THE REPORTER: Was that an answer?

23 THE WITNESS: I'm sorry. I shouldn't have  
24 said "uh-huh."

25 Go ahead. 01:54PM

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1 BY MR. SEARCY:

2 Q. Is it correct that you can't identify  
3 really anything positive or negative about his  
4 tenure as you previously testified?

5 A. What I said is any -- I believe I said any 01:54PM  
6 outliers, anything he did that was shockingly  
7 positive or shockingly negative. It was sort of  
8 steady as she goes during his tenure as CEO.

9 Q. Other than "steady as she goes," can you  
10 identify anything positive? 01:55PM

11 A. Not off the top of my head.

12 Q. And in terms of steady as she goes, are you  
13 able to qualify that at all?

14 A. That the business performed in line with my  
15 expectations, in line with previous trends, which is 01:55PM  
16 the business was doing fairly well.

17 Q. And is -- the business is currently  
18 performing in line with previous trends; correct?

19 A. Yes.

20 Q. And with respect to anything negative, did 01:55PM  
21 you have any negative observations about Jim Cotter,  
22 Jr., as CEO?

23 A. No.

24 Q. You identified Korn Ferry as being the  
25 organization that you would look to to conduct a CEO 01:56PM

1 search; correct?

2 A. It was a little bit tongue in cheek, but  
3 since we've already hired and paid them a couple  
4 hundred thousand dollars, they would be the first  
5 phone call I would make if I were making the  
6 decision as to who to pick up and continue the CEO  
7 search that was aborted.

01:56PM

8 Q. Well, you would expect them to provide an  
9 unbiased search for CEO; correct?

10 A. Yes.

01:56PM

11 Q. And you wouldn't have any qualms about  
12 using them begin to search for a CEO at RDI;  
13 correct?

14 A. Not based on any information I have today  
15 to the contrary.

01:56PM

16 Q. And I've been asking you about the  
17 potential reinstatement of Jim Cotter, Jr., which  
18 you said that you would not be in favor of in  
19 connection with this motion for preliminary  
20 injunction.

01:57PM

21 A. Uh-huh.

22 Q. Let me ask you a now slightly different  
23 question.

24 If T2 were to succeed in its lawsuit --

25 A. Uh-huh.

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1 Q. -- would --

2 A. Sorry.

3 Q. -- T2 seek the reinstatement or rehiring of  
4 Jim Cotter, Jr., as CEO?

5 A. No.

01:57PM

6 Q. Those -- for the same reasons that you  
7 previously identified in connection with preliminary  
8 injunction?

9 A. Yes.

10 Q. Earlier you talked about a lawsuit -- class 01:57PM  
11 action lawsuit that you were the lead plaintiff on  
12 against a golf sportswear company?

13 A. Yes.

14 Q. You described that as a friendly lawsuit?

15 A. Yes.

01:58PM

16 Q. Do you consider the current lawsuit to be a  
17 friendly suit?

18 A. No.

19 Q. Has there ever been a situation where  
20 you've ever opposed the sale of a company?

01:58PM

21 A. No.

22 Q. How many times, as a shareholder in a  
23 company. Have you pushed for the sale of a company  
24 as best you can recall?

25 A. I'm having trouble thinking of any

01:59PM

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1 not the level, certainly, that I once had.

2 Q. And though the amended complaint makes  
3 reference to reinstatement of Jim Cotter, Jr.,  
4 that's not something you'd seek; correct?

5 A. I personally, speaking only for myself, am 02:30PM  
6 not an advocate for returning him to the CEO  
7 position.

8 Q. Do you know if Mr. Glaser is?

9 A. I don't believe he is.

10 Q. Okay. Do you know if Mr. Shapiro is? 02:31PM

11 A. I don't know.

12 Q. Okay. So to your knowledge, because you  
13 and Mr. Glaser are the plaintiffs in this case, two  
14 of the plaintiffs, and seeking a remedy for  
15 yourself, you would not be seeking to have 02:31PM  
16 Mr. Cotter, Jr., reinstated; correct?

17 A. No.

18 Q. I asked you a question in a negative, and  
19 you answered in a negative. So as a result, I have  
20 to -- 02:31PM

21 A. Okay.

22 Q. -- reask it again.

23 It's correct that you and Mr. Glaser would  
24 not seek reinstatement of Jim Cotter, Jr.?

25 A. That is correct. 02:31PM

1 Q. Well, let me back up because I'm not sure  
2 that you actually answered my question. Okay?

3 A. I've been known to do that.

4 Q. And I asked you if the status quo has  
5 remained the same at RDI since October of 2014. 02:38PM

6 Do you recall that?

7 A. I do.

8 Q. And you made reference to -- you used the  
9 term "thermonuclear war"?

10 A. Again. 02:38PM

11 Q. You used that to describe the dispute  
12 between the siblings?

13 A. Yes.

14 Q. Since the termination of Jim Cotter, Jr.,  
15 at RDI, has the status quo changed at all? 02:38PM

16 A. Which status quo? Between the war among  
17 the siblings or the business operations?

18 Q. The business operations.

19 A. That -- that's remained pretty steady  
20 during the entire period. 02:38PM

21 Q. Even enduring the time that you described  
22 as the thermonuclear war; correct?

23 A. Correct.

24 Q. Okay.

25 A. Much to my surprise, the company's results 02:38PM

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1 have not been -- appear to the outside, appear to  
2 have been crippled by their war going on, which I'm,  
3 frankly, pleased by.

4 Q. So though you've used the term  
5 "thermonuclear war," the actions of the sisters 02:39PM  
6 during the thermonuclear war hasn't had any negative  
7 impact on the operations or the business of the  
8 company; correct?

9 A. It's hard for me to know what it would have  
10 been in the absence of the, I must imagine, 02:39PM  
11 significant amount of time that they've been  
12 spending at war with their brother.

13 But I will say that I'm pleased and  
14 relieved that what I thought could be a war that  
15 could spill over and really impair the operations of 02:39PM  
16 the business and become a huge distraction does not  
17 appear to have been, and I credit them for being  
18 able to do that.

19 Q. So the answer is, just to be clear, you  
20 haven't observed any negative impact; correct? 02:39PM

21 A. There are a couple things in the filing  
22 about, you know, the repayment of some of the  
23 interest payments and some of the debts, et cetera.

24 But in terms of the general operations of  
25 the business, yes, I have not observed any negative 02:40PM



# **EXHIBIT 17**

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.

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(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  
2 Delaware limited partnership,  
3 doing business as KASE CAPITAL  
4 MANAGEMENT, et al.,  
5 Plaintiffs,  
6 vs.  
7 MARGARET COTTER, ELLEN COTTER,  
8 GUY ADAMS, EDWARD KANE, DOUGLAS  
9 MCEACHERN, WILLIAM GOULD, JUDY  
10 CODDING, MICHAEL WROTONIAK, CRAIG  
11 TOMPKINS, and DOES 1 through 100,  
12 inclusive,  
13 Defendants.  
14  
15 and  
16 READING INTERNATIONAL, INC., a  
17 Nevada corporation,  
18 Nominal Defendant.  
19  
20  
21  
22  
23  
24  
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Videotaped Deposition of JONATHAN GLASER,  
individually, and as the Person Most Knowledgeable  
for JMG Capital Management, LLC and Pacific Capital  
Management, LLC, taken at 865 South Figueroa Street,  
10th Floor, Los Angeles, California, commencing at  
9:25 a.m. and ending at 5:03 p.m., Wednesday,  
June 1, 2016, before Janice Schutzman, CSR No. 9509.

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1 point, we would have looked at it carefully to  
2 figure out which -- those were potential folks. We  
3 hadn't made any decisions.

4 Q. Have you at any point actually proposed  
5 names of potential board members to anyone at 01:39PM  
6 Reading?

7 A. I don't believe so. I don't think I  
8 mentioned any names in my conversation with Andrzej.

9 Q. Have you discussed with anybody whether  
10 there would be -- whether you would like to see 01:39PM  
11 changes made in Reading's management, that is to  
12 say, a new CEO or --

13 A. No. I -- when -- well, the answer's no, I  
14 haven't discussed with anybody changes in  
15 management. 01:39PM

16 And when Ellen was named permanent CEO, did  
17 I feel like she's the very best candidate out there  
18 to run this company? No. But I actually don't  
19 really have a problem with Ellen as CEO.

20 Q. Do -- would you want to have James Cotter, 01:40PM  
21 Jr. reinstated as CEO?

22 A. I'm indifferent. I mean, we're not  
23 advocating that.

24 We want the -- we -- ultimately, we want  
25 the best person to run the company, and whether 01:40PM

1 that's Ellen, Jim, or some third party, that's to be  
2 determined. But we're not actively lobbying to put  
3 anybody in that seat.

4 Q. Okay. Do you know that, in your lawsuit,  
5 you asked that he be reinstated; correct?

01:40PM

6 A. I believe initially we did. I don't know  
7 if we are still seeking that.

8 MR. TAYBACK: This has previously been  
9 marked as 213. Did you get that, 213?

10 (Previously marked Deposition Exhibit 213  
11 was identified.)

12 BY MR. TAYBACK:

13 Q. So I'm showing you what has been marked  
14 previously as Exhibit 213. And it's the T2  
15 Plaintiffs' First Amended Complaint. So it's the  
16 one that's on file now.

01:41PM

17 And if you could go to page 37, using the  
18 page numbers in the lower center, under the section  
19 that says "Prayer for Relief."

20 A. Yeah.

01:41PM

21 Q. Under "Equitable and Injunctive Relief," B,  
22 it says:

23 "Including but not limited to, i)  
24 an order reinstating James J. Cotter,  
25 Jr., as the president and CEO of"

01:41PM

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1 Reading -- "of RDI."

2 Does that refresh your recollection that  
3 that's, in fact, what you're still asking for?

4 A. It is still in there.

5 Q. But is it your understanding that you're 01:42PM  
6 not actually seeking that?

7 A. That's correct.

8 Q. Was that a decision that was made by you  
9 and Mr. Tilson that that was not something you were  
10 seeking? 01:42PM

11 A. Yes.

12 Q. Describe for me how that decision was made.

13 A. I don't recall exactly. It's a body of  
14 thought that's emerged over the course of the last  
15 few months. 01:42PM

16 Q. And what was that decision based on,  
17 generally? Why did you originally think that was  
18 something you wanted but now you think that that's  
19 not something you want?

20 A. I guess I'd just say it's not a high 01:42PM  
21 priority, that I'm personally comfortable with Ellen  
22 as CEO or a third party. It's not -- it's just not  
23 a high priority to put Jim, Jr. back. And I'm not  
24 opining on whether he's a good CEO or not a good  
25 CEO. I don't know. But in the scope of what we're 01:43PM

1 after, that's not a priority.

2 Q. Is it fair to say you don't think that  
3 whether he is or is not the CEO is going to make a  
4 difference to the shareholders of Reading?

5 A. I don't -- at this point, I don't think it 01:43PM  
6 would make much difference.

7 Q. Let me -- I'm going to -- I'm going to ask  
8 you some questions generally about the complaint,  
9 the First Amended Complaint -- the original  
10 complaint and the First Amended Complaint. 01:44PM

11 Did you -- I guess before filing that  
12 complaint, did you read it?

13 A. The --

14 Q. The document itself?

15 A. I believe so, yeah. 01:44PM

16 Q. And now we'll focus on the First Amended  
17 Compliant.

18 A. The first -- okay.

19 Q. Did you read it -- did you have -- when you  
20 read it, did you have changes to it, that is to say, 01:44PM  
21 I don't think this is accurate or I don't want to  
22 say this?

23 A. I don't recall.

24 THE REPORTER: 241.

25 (Deposition Exhibit 241 was marked for 01:44PM

1           A.    I can't say for sure.  I don't think it  
2           helped.  And the general turmoil surrounding the  
3           termination and the family in-fighting I think has  
4           been, on balance, detrimental.  But I -- again, I  
5           don't know what people are doing out there.  I don't   01:47PM  
6           know what forces people to hit the sell or buy  
7           button.

8           Q.    And do you know whether or not -- well, let  
9           me back up.

10                   Is it your view, though, that if it had an   01:47PM  
11           effect on the stock price, it's not based on him  
12           per se holding that position such that a  
13           reinstatement of him would positively affect the  
14           stock price, or do you think that?

15           A.    I don't have an opinion on that.  I think   01:48PM  
16           when he was terminated, I'm guessing it came as a  
17           surprise and a negative surprise to the market.  If  
18           he were reinstated, I have no idea if the market  
19           would react positively or not.

20           Q.    Do you think it's generally true that the   01:48PM  
21           termination of a CEO adversely affects stock prices  
22           of the companies?

23           A.    It -- I can't -- who knows.  It depends on  
24           the CEO.  It depends on the company.  How they've  
25           been -- how the company's been doing.  It could be   01:48PM



1     fiduciary duty, in your view, to use -- to his -- to  
2     the company, to the shareholders, to take action  
3     against an independent contractor or employee that  
4     may not be in the best interest of the company  
5     because of a personal dispute? 03:18PM

6           A.    Yeah, I understand your question better.

7           Yes.

8           Q.    Have you done anything to look into whether  
9     that occurred?

10          A.    No. 03:18PM

11          Q.    Did you, with respect to -- give me one  
12     minute.

13                   Do you have a view as to whether or not a  
14     CEO could properly be terminated for not getting  
15     along with the employees and other executives of the 03:19PM  
16     company?

17          A.    Sure.

18          Q.    And could -- would that be a proper basis  
19     for termination?

20          A.    It would be a major factor, yeah. 03:19PM

21          Q.    And if a personal dispute prevented a CEO  
22     from discharging his duties as CEO, would that be a  
23     proper basis for termination?

24          A.    A personal dispute with somebody in the  
25     company or -- 03:19PM

1 retaining a banker or capital markets expert, and  
2 then a report would be made to the board.

3 Q. Since you haven't reviewed it, I assume you  
4 don't have any opinion on the company's current  
5 business plan?

03:44PM

6 A. Well, I don't recall specifically looking  
7 at that presentation. I may have because it's --  
8 I'm sure it's on the company's website.

9 And, you know, the issue for me -- I don't  
10 really have a huge problem with the way the company  
11 is running day to day. I do want to make sure that  
12 the New York assets are being teed up in the proper  
13 way, so to speak. I think the company is doing  
14 that. It's taken a very long period of time.

03:44PM

15 I have concerns about where we are on the  
16 real estate market and whether the company has, you  
17 know, perhaps missed an opportunity to best  
18 capitalize on those assets for this cycle. I don't  
19 really know.

03:44PM

20 I think -- what I'm -- I'm not necessarily  
21 concerned about asset by asset. I'd more like to  
22 understand what could be done, if anything, in terms  
23 of perhaps monetizing some of the foreign assets or  
24 even domestic assets. You know, just having an open  
25 mind about what can be done to enhance the price of

03:45PM

03:45PM

Page 242

1 the stock, which I think is very depressed relative  
2 to where it should be.

3 MR. TAYBACK: Can we go off the record for  
4 a couple minutes.

5 MR. ROBERTSON: Sure.

6 MR. TAYBACK: Give me a few minutes to look  
7 through my outline.

8 THE VIDEOGRAPHER: We are off the record at  
9 3:45 p.m.

10 (Recess taken.) 03:49PM

11 THE VIDEOGRAPHER: We are on the record at  
12 3:59 p.m.

13 BY MR. TAYBACK:

14 Q. Directing your attention to what's been  
15 marked as Exhibit 232, it's the -- one set of 03:59PM  
16 interrogatory responses by you.

17 If you go to Exhibit B, which bears the  
18 Bates stamp number, you may remember, 101, it starts  
19 with -- ending in 101. And it's a fairly long  
20 document with a list of trades, I think. 03:59PM

21 I'm trying to figure out how to -- just how  
22 to read that. It says, bought, sold, bought, sold.

23 Can you tell by looking at that how many  
24 Class A shares your funds currently own?

25 A. Like from this, I couldn't tell you. All I 04:00PM

1 can tell you, it's approximately 500 and -- let's  
2 call it 550, give or take 25. I'm not -- I  
3 haven't -- I'm not sure exactly, but it's about  
4 that.

5 Q. And how many Class B shares?

04:00PM

6 A. I think it's a thousand and one.

7 Q. And has each of the -- your two funds owned  
8 some RDI shares during the entire pendency of the  
9 litigation?

10 A. Yeah.

04:00PM

11 Q. Okay.

12 A. Yeah.

13 Q. And how about you personally? Have you  
14 held Reading funds during the pendency of the  
15 litigation?

04:01PM

16 A. Yeah. I mean, the positions are largely --  
17 you know, not materially different than where they  
18 were way back when.

19 Q. How has your investment in Reading  
20 performed compared to, say, your investment in other  
21 stocks over the span of time?

04:01PM

22 A. Over which span of time?

23 Q. Over the span of time that you've been  
24 invested in Reading.

25 A. I would say okay. It hasn't been bad.

04:01PM

1 cover.

2 Q. Okay. And then, just so we're clear,  
3 looking at pages, say, 117 and 118, after each line  
4 there's a number which indicates -- I believe on  
5 these pages at least, indicates the number of 04:17PM  
6 options or shares.

7 A. Yes.

8 Q. Then there's the code name for the company,  
9 RDI.

10 A. Yeah. 04:17PM

11 Q. And what's the number --

12 A. That's prob- --

13 Q. -- and the letters that follow?

14 A. That's probably a security ID number. So  
15 that's -- that, I'm guessing, is an ID number for 04:17PM  
16 the contract, for the specific options contract.

17 Q. And does that include all the way into the  
18 letters that end --

19 A. Yeah. And then they -- where you see PCMJ  
20 or JMG or Glaser, that would be the account that it 04:17PM  
21 goes into.

22 Q. You said at one point that you would not  
23 fire Ellen Cotter. Why not?

24 A. I don't have any evidence that she's not a  
25 good CEO. I -- in fact, I told -- when the 04:18PM

1 search -- CEO search was concluded and they  
2 announced Ellen was becoming the permanent CEO, one,  
3 I was not in the least bit surprised and, two, I  
4 told Andrzej in the conversation I had with him that  
5 I was not necessarily troubled by that either. 04:18PM

6 Q. Did you say to Andrzej, the CFO, why you  
7 were not troubled by that?

8 A. I don't recall, no.

9 Q. Why weren't you troubled by that?

10 A. I recognize, one, the difficulty of finding 04:18PM  
11 anybody else, particularly with the circus going on;  
12 and, two, I think she knows the company pretty well,  
13 has been there a long time, probably learned the  
14 business from her dad.

15 So I'm not convinced that there's some 04:18PM  
16 knight in shining armor out there to come in and be,  
17 you know, a great -- you know, a much better CEO of  
18 this company. I'm okay with Ellen.

19 Q. Did you -- I believe you indicated that you  
20 spoke to someone on behalf of Pico -- 04:19PM

21 A. Yes.

22 Q. -- Pico Holdings?

23 A. Yeah.

24 Q. Do you recall -- you don't remember who the  
25 name was? 04:19PM

# **EXHIBIT 18**

1 EIGHTH JUDICIAL DISTRICT COURT  
2 CLARK COUNTY, NEVADA  
3  
4 JAMES COTTER, JR., derivatively )  
on behalf of Reading International,) )  
5 Inc., )  
Plaintiff, )  
6 ) Case No.  
vs. ) A-15-719860-B  
7 )  
8 MARGARET COTTER, ELLEN COTTER, ) Case No.  
GUY ADAMS, EDWARD KANE, DOUGLAS ) P-14-082942-E  
9 MCEACHERN, TIMOTHY STOREY, WILLIAM )  
GOULD, JUDY CODDING, MICHAEL )  
10 WROTHIAK, and DOES 1 through 100, )  
inclusive, )  
Defendants. )  
11 )  
and )  
12 )  
READING INTERNATIONAL, INC., )  
13 a Nevada corporation, )  
Nominal Defendant. )  
14 )  
15 (CAPTION CONTINUED ON NEXT PAGE.)  
16  
17 VIDEOTAPED DEPOSITION OF ANDREW SHAPIRO  
18 San Francisco, California  
19 Monday, June 6, 2016  
20 Volume I  
21  
22 Reported by:  
CARLA SOARES  
23 CSR No. 5908  
24 Job No. 2324228  
25 Pages 1 - 322



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

13  
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VIDEOTAPED DEPOSITION OF ANDREW SHAPIRO,  
 Volume I, taken on behalf of Defendants, at 50  
 California Street, San Francisco, California,  
 beginning at 9:11 a.m., and ending at 6:15 p.m., on  
 Monday, June 6, 2016, before CARLA SOARES, Certified  
 Shorthand Reporter No. 5908.

1                   It's -- by the way, one of the reasons I           09:46:26  
2 chose not to intervene was, I didn't want this  
3 deterioration of relationship to occur. I had hoped  
4 that we could remain -- that I would be perceived  
5 and we could remain independent of the fight between   09:46:44  
6 the siblings over the control of the assets and the  
7 control of the company.

8                   I just want what's best for the company  
9 and all its shareholders in the delivery of its  
10 business plan, which I don't have any disagreements   09:47:00  
11 with. I haven't had a disagreement with their  
12 direction for -- with Senior, with Junior, or with  
13 what Ellen has been doing.

14                 Q   And that business plan hasn't changed over  
15 the course of time?                                   09:47:17

16                 A   I think it's been fairly -- I think the  
17 business plan has been fairly consistent.

18                   There was a bias over Senior's earlier  
19 years of accumulating. He never met a distressed  
20 seller he didn't like. And he -- it's not that he   09:47:33  
21 didn't -- it's not that he didn't buy well. He  
22 bought well most times. But, you know, he  
23 accumulated.

24                   Near the last year or two of his life,  
25 unfortunately, the last few years, which were the   09:47:51

1 last of his life, unfortunately, he became more of a 09:47:55  
2 seller and building upon the value of the assets  
3 that had been accumulated than an accumulator.

4 He had a few forays that I think went off  
5 the rails and didn't go well that I, at annual 09:48:09  
6 meetings, would call him out on and be critical of,  
7 that this is a distraction.

8 And now with the current assets that they  
9 have, Junior was migrating the company towards  
10 building upon what the company had, and I feel Ellen 09:48:27  
11 and the new regime is similarly doing that.

12 Q So after the termination of Mr. Cotter  
13 Junior, the business plan that you've identified  
14 hasn't really changed; is that correct?

15 A Not that I can tell. 09:48:46

16 Q Had the operations of the business at RDI  
17 changed?

18 A Yes. Not so much. But in one particular  
19 area, the operating costs, the SG&A has gone through  
20 the roof. 09:49:03

21 That part is unfortunate, but there's been  
22 a substantial hiring of new parties and a --  
23 creating redundancies, as well as then the exiting  
24 of parties.

25 And so that has increased the SG&A of the 09:49:24

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1 company beyond its historical norms. I'm hopeful 09:49:26  
2 that it will prove to be non-recurring and that the  
3 SG&A operating costs will go back down to their  
4 historical levels while the company still continues  
5 to grow. 09:49:40

6 Q But the company has continued to grow as  
7 between the time that Mr. Cotter Junior was  
8 terminated and then Ellen Cotter took over as CEO;  
9 is that correct?

10 A I think it's continued along its path. 09:49:51  
11 Whether it's grown or not is a function of box  
12 office success or not box office success in this  
13 short window.

14 I believe Ellen -- Junior was terminated  
15 in June, so Ellen has had it for a year. Junior has 09:50:04  
16 had it for about nine months of what is alleged in  
17 the complaint a tumultuous time period.

18 So during both periods of time, the  
19 operating performance of the company has kind of  
20 chugged along. I don't feel there's any differences 09:50:21  
21 between the operational direction. I can't tell of  
22 any difference between the operational direction  
23 that Junior was leading the company and that Ellen  
24 is leading the company.

25 So I can't tell of any operational 09:50:37

1 differences that have caused this horrible, nasty, 09:50:39  
2 childlike dispute.

3 Q You're referring to the litigation now?

4 A The sibling fight over the control of the  
5 estate. 09:50:47

6 Q All right. We were talking about  
7 Mr. Matyczynski just a minute ago.

8 I think you said that there were instances  
9 where you would reach out to Mr. Ghose, and then  
10 Mr. Matyczynski would then call you or communicate 09:50:59  
11 with you; is that right?

12 A On one or two instances I'd reach out to  
13 Dev, or I'd reach out to them both, and Matyczynski  
14 would be responsive.

15 Q Did you ask Andrzej why he was 09:51:14  
16 communicating with you instead of Mr. Ghose?

17 A I think Andrzej mentioned to me that he  
18 was designated to deal with me.

19 Q By the company?

20 A By whoever. Yes. I'm assuming by whoever 09:51:24  
21 pays his paycheck. I don't know.

22 Q Did he say that that was a function of  
23 your prior involvement in the intervention suit at  
24 all?

25 A No. 09:51:36

1 would hire. 09:59:18

2 Q After you graduated from UCLA in 1987,  
3 what was your first job after that?

4 A I worked in the leveraged finance  
5 division, the acquisition finance group, of 09:59:34  
6 Manufacturers Hanover Bank, which is now part of JP  
7 Morgan. It was a special unit that originated and  
8 structured the financing of the senior debt of all  
9 the big buyouts in the late '80s.

10 Q How long did you work at Hanover? 09:59:50

11 A Mani Hani, as we call it, I worked at Mani  
12 Hani from 1987, right before the crash, to 1989.

13 Q What was your next job?

14 A I was an officer at the investment  
15 management arm or the family office for the Belzberg 10:00:10  
16 family at First City Capital, it was called, in New  
17 York City. Manufacturers Hanover was in New York  
18 City as well.

19 Q How long did you work at First City  
20 Capital? 10:00:25

21 A I was at First City from 1989 to 1991.

22 Q What was your next job?

23 A I taught finance at the Haas School of  
24 Business as an adjunct professor.

25 And I was a consultant at the same time 10:00:49

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1 with a now defunct fund of funds that I had. They 10:00:55  
2 were a consulting client, that I would help advise  
3 them on whether the hedge funds they allocated  
4 capital to actually invested consistent with the  
5 style and strategy they told the fund of funds that 10:01:11  
6 they did.

7 So value -- they said they were a value  
8 investor. And if they had a bunch of Amazon or  
9 Netflix, although I don't think they existed then,  
10 then that would have been examples of investments 10:01:25  
11 not consistent with their style and strategy, which  
12 is something that I could certainly do.

13 And after teaching and while doing  
14 consulting, I basically migrated to found my firm,  
15 Lawndale Capital Management, in 1992, and opened up 10:01:43  
16 our funds in February of 1993. And I've been doing  
17 that ever since. We're in our 24th year.

18 Q What's the business of Lawndale?

19 A Lawndale is an investment advisor that  
20 serves as the general partner to some investment 10:02:08  
21 limited partnerships.

22 Q What do you mean by that?

23 MR. RAISSI: By what?

24 THE WITNESS: I don't understand your  
25 question. 10:02:22

1 BY MR. SEARCY: 10:02:23

2 Q What do you mean when you say it serves as

3 a general partner to some investment limited

4 partnerships?

5 A So Lawndale Capital Management is an 10:02:29

6 investment advisor. It is the general partner in

7 some partnerships. Those partnerships are

8 investment limited partnerships. They make

9 investments.

10 Q And are those investment limited 10:02:42

11 partnerships, are those operated by you?

12 A The general partner, Lawndale Capital

13 Management, which I am the founder, president and

14 portfolio manager of.

15 Q So yes? 10:02:57

16 MR. RAISSI: No. His answer is what his

17 answer was.

18 THE WITNESS: Exactly what my lawyer said

19 on that. It is what my answer is.

20 So if you want to clarify the question, 10:03:06

21 I'll be responsive.

22 BY MR. SEARCY:

23 Q Sure. Happy to work with you on this.

24 A Yeah.

25 Q In terms of the general partnership where 10:03:16



1 Lawndale is serving as a general partnership -- 10:03:17

2 A Lawndale is not a general partnership,  
3 okay?

4 Q It's the general partner with the  
5 partnership? 10:03:23

6 A Lawndale is the general partner of a  
7 partnership which then has limited partners. And  
8 that partnership has a brokerage account and makes  
9 investments.

10 Q And would those limited partners come from 10:03:35  
11 outside of Lawndale?

12 A Yes.

13 Q But Lawndale itself as the general partner  
14 would control the partnership, correct?

15 A As general partner and with its power of 10:03:44  
16 attorneys or whatever else the legal documents were  
17 that gives it discretionary authority on what to buy  
18 and sell.

19 Q Has Lawndale been your full-time  
20 occupation since 1993? 10:04:03

21 A Um-hum.

22 Q Just for the record, that was a "yes," for  
23 the court reporter?

24 A I'm sorry. Yes.

25 Q How many employees does Lawndale have? 10:04:14

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1           A    Lawndale Capital Management, LLC, only has   10:04:20  
2   me as an employee.  
3           It has a -- Lawndale -- it has an  
4   affiliate, Lawndale Capital Management, Inc., and it  
5   has two employees, plus me.                               10:04:45  
6           Q    What are the roles of those two employees?  
7           A    They assist me in the analysis of  
8   companies. They assist in the operational aspects  
9   of the business, the regulatory compliance, the  
10   day-to-day activities of the business.                   10:05:13  
11          Q    Are they involved -- these two employees,  
12   are they involved in making trading decisions?  
13          A    No.  
14          Q    Do you make all trading decisions for the  
15   Lawndale entities?                                       10:05:25  
16          A    I do.  
17          Q    And Lawndale owns RDI stock; is that  
18   right?  
19          A    Yes.  
20          Q    What percentage of Lawndale's holdings are   10:05:39  
21   in RDI stock?  
22          A    You know, that's kind of -- that's  
23   proprietary data. It's our largest investment. I  
24   mean, I'll give you that. But how much we allocate  
25   to each individual investment amongst investments is   10:05:56

1 proprietary to our operations and our investment 10:06:04  
2 partners.

3 Q All right. We have a protective order in  
4 place in this case. Maybe we can designate that  
5 information as confidential. 10:06:15

6 MR. RAISSI: We've not seen any protective  
7 order, so --

8 MR. SEARCY: Well, maybe we can have a  
9 discussion about that over the break.

10 MR. RAISSI: I don't see what the 10:06:25  
11 relevance is to this, either. It's proprietary  
12 information. It's trade secret.

13 MR. SEARCY: Just so I understand  
14 correctly, the position that Mr. Shapiro is taking  
15 today at this deposition is that his -- the 10:06:39  
16 percentage of RDI stock in the portfolio of Lawndale  
17 is proprietary and trade secret?

18 MR. RAISSI: That's correct, and  
19 consistent with the written objections we served to  
20 the document requests whenever that was, four or 10:07:00  
21 five months ago.

22 BY MR. SEARCY:

23 Q And RDI is your largest investment, you  
24 said?

25 A Yes. 10:07:09

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1 Q What is the amount of Lawndale's 10:07:09  
2 investment in RDI?  
3 A Can you clarify that? I think you just  
4 asked that.  
5 Q Sure. How much money does Lawndale have 10:07:20  
6 invested in RDI?  
7 A I actually don't know exactly. I don't  
8 know -- I don't know offhand. It's my largest  
9 investment.  
10 Q Do you know the approximate value? 10:07:31  
11 A Over 13 million.  
12 Q What percentage of Lawndale's holdings in  
13 RDI are Class A stock?  
14 A Almost all of it.  
15 Q Does Lawndale hold any RDI Class B stock? 10:08:00  
16 A Yes.  
17 Q What amount?  
18 A A few thousand shares. Very -- very  
19 little.  
20 Q Do you know what the value of those shares 10:08:20  
21 are?  
22 A A few thousand times \$13 a share. So  
23 13 -- \$26,000, \$30,000. The bulk of our ownership  
24 interest, the vast majority of our ownership  
25 interest is in the non-voting Class A shares just 10:08:41

1 like the rest of the public. 10:08:46

2 93 percent of all the public shares --  
3 sorry -- 93 percent of all the shares of Reading are  
4 non-voting shares, and only 7 percent of all the  
5 shares of Reading are voting shares. 10:09:00

6 Q Do you have any knowledge as to whether  
7 the Class B shares are more valuable than the  
8 Class A shares?

9 A Knowledge? No. Cotter Senior has always  
10 treated and has represented throughout all these 10:09:30  
11 years that he viewed them economically identical,  
12 and he treated them in the merger and other time  
13 windows economically identical any time he had dual  
14 class.

15 My initial investment was in Craig Corp. 10:09:44  
16 preferred shares, and he treated those preferred,  
17 which were basically non-voting shares of Craig  
18 Corp, one of the predecessors -- with respect to the  
19 voting shares of Craig, he always treated those  
20 identically as well, economically identically. 10:09:59

21 Yes, they provided him voting control of  
22 the entity, but economically, on more than one  
23 occasion, he represented that he viewed them  
24 economically identical and he would treat them  
25 economically identical. And in multiple corporate 10:10:17

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1 longer than Junior, whether it's because of the 11:31:39  
2 litigation, whether it's because I'm viewed  
3 adversarial, or it's her own style, I've had less  
4 engagement with Ellen in the one-year window than I  
5 did with Junior, and my advice and counsel has not 11:31:56  
6 been sought.

7 If anything, with respect to Dev Ghose as  
8 CFO, I'm reminded by him on multiple occasions how  
9 many decades he's been a CFO of larger companies,  
10 and a "we don't need your advice" kind of message. 11:32:16

11 Ellen hasn't sent that message, but Ellen  
12 hasn't asked for counsel or advice in any way. She  
13 didn't seem to really care about my views or  
14 opinions about that. So I can't -- I can't say that  
15 I come away from a conversation with her -- which 11:32:37  
16 has been limited -- that I've come away feeling that  
17 they are going to pursue this once the litigation is  
18 over.

19 Do I feel that -- are they pursuing that  
20 now? I don't really have a bias between Junior's 11:32:57  
21 regime or Ellen's regime, if that's what you say. I  
22 think that she's been advancing the company forward,  
23 similar to what I had observed Junior doing.

24 The only distinction I have is that Junior  
25 was doing it without the cloud of litigation, and 11:33:15

1 about buying shares in the sell-off, you didn't 14:49:42  
2 alert the board that you were considering filing  
3 your own intervention suit, correct?

4 A Correct, other than that email you saw  
5 that put them on notice that we will do any and all 14:49:58  
6 actions to protect shareholder interests. But no  
7 specific, we have or will and are contemplating an  
8 intervenors' motion.

9 Q When you -- as of July 27th, 2015, you  
10 were actually working with counsel for preparation 14:50:25  
11 of an intervention suit, correct?

12 A I don't think that's correct. I was  
13 interviewing counsel at that time.

14 On the 27th, we were interviewing counsel  
15 and had not resolved on who counsel would be and 14:50:45  
16 various issues regarding the intervention. But I  
17 was still contemplating being one of the intervenors  
18 at that time.

19 Q And you didn't let the board know any of  
20 that, though, right? 14:51:03

21 A I did not let the board know -- when I  
22 emailed them that they ought to buy back shares, I  
23 did not let the board know that I was considering  
24 filing an intervenors' motion. I wouldn't want that  
25 to frankly taint their decision one way or another 14:51:15

1 on the highly accretive corporate allocation of 14:51:18  
2 buying back and retiring shares.

3 Part of the reason I didn't intervene and  
4 I was concerned about being a named intervenor was  
5 the fact that it would cloud any perception -- the 14:51:32  
6 problem with the intervenors' suit was that it, in  
7 many ways, was piling on or aligning some of the  
8 allegations and remedies with that of Junior, which  
9 I was not necessarily in pursuit of, of any and all  
10 of those remedies. 14:51:58

11 Q Which remedies of Junior were you not in  
12 pursuit of?

13 A I wasn't committed one way or the other  
14 that Junior should be reinstated.

15 Again, Junior was the devil I knew, and he 14:52:10  
16 was doing things in a manner I had no problems with.  
17 I had no idea what or how the sisters or Ellen would  
18 manage the company.

19 So it was the devil I knew versus the  
20 devil I didn't know. And it was also the fact that, 14:52:26  
21 you know, they're having this nasty, horrible,  
22 drag-out fight over the family estate.

23 Q But as of the date where you were  
24 considering filing the intervention suit, you didn't  
25 know whether you had to seek reinstatement of 14:52:38



1	A No.	16:23:55
---	-------	----------

2 Q Have you had any conversations with Mark  
3 Krum?

4 A Yes.

5	Q	On how many different occasions?	16:24:02
---	---	----------------------------------	----------

6                   A     On a few occasions when I was making the  
7     decision whether or not I wanted to file an  
8     intervenor's suit or not. I don't think I've talked  
9     with him really since all of that got filed. Just  
10    then, I think. So that's on or around July, end of     16:24:19  
11    July, early August.

12 I might have talked with him once or twice  
13 subsequent, regarding status of the case, basically,  
14 of one of the other cases that's not the derivative  
15 action. But he's -- you know, I can't talk with 16:24:40  
16 Junior. I asked Krum -- I asked Krum in one or two  
17 calls what's going on in a certain suit.

18 Q What did you discuss with Mr. Krum about  
19 whether or not to file an intervenors' suit?

20           A    I told him I was considering filing -- I           16:24:55  
21   was considering being an intervenor.  I wanted to  
22   understand the nature of Junior's claims, why he  
23   felt these claims were derivative and not personal  
24   or direct.

25 My main issue here was that I told him 16:25:12

1 that I don't think necessarily Junior is the best 16:25:14  
2 adequate representative of mine or other shareholder  
3 interests, and I wanted shareholders, myself or  
4 shareholder representatives, to have a seat at the  
5 table. Because who best to pursue and find out 16:25:28  
6 what's been going on at this company above and  
7 beyond just the circumstances surrounding Junior's  
8 termination than independent shareholders?

9 And so that is why I was very motivated to  
10 be the intervenor, to file an intervening action, to 16:25:46  
11 create and have remedies employed here at the  
12 company that would be protective of and benefit all  
13 shareholders. And the rehiring of Cotter Junior  
14 solely as a remedy didn't seem to me to be remedy  
15 enough for all that had gone on in the last few 16:26:04  
16 years of Cotter Senior's life and in the years  
17 subsequent.

18 Q So with respect to the items that you've  
19 just described, things that have occurred in the  
20 last few years of Cotter Senior's life? 16:26:24

21 A Yes, that would be within the statute of  
22 limitations.

23 Q That was going to be my question to you,  
24 was, with respect to those issues which are now  
25 barred by the statute of limitations, why didn't you 16:26:38

# **EXHIBIT 19**

**AMENDED AND RESTATED**

**BYLAWS**

**OF**

**Reading International, Inc.**

**A Nevada Corporation**

**(formerly Citadel Holding Corporation)**

AMENDED AND RESTATED

BYLAWS

OF

READING INTERNATIONAL, INC.

A Nevada Corporation

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AMENDED AND RESTAED  
BYLAWS<sup>1</sup>  
OF  
READING INTERNATIONAL, INC.  
A Nevada Corporation

**ARTICLE I  
STOCKHOLDERS**

**SECTION 1     ANNUAL MEETING**

Annual meetings of the stockholders, commencing with the year 2000, shall be held each year within 150 days of the end of the fiscal year on the third Thursday in May if not a legal holiday, and if a legal holiday, then on the next secular day following at ten o'clock a.m., or such other date and time as may be set by the Board of Directors<sup>2</sup> from time to time and stated in the notice of the meeting, at which the stockholders shall elect by a plurality vote a Board of Directors and transact such other business as may properly be brought before the meeting.

**SECTION 2     SPECIAL MEETINGS**

Special meetings of the stockholders, for any purpose or purposes, unless otherwise prescribed by statute or by the Articles of Incorporation, may be called by the Chairman or Vice Chairman of the Board or the President, and shall be called by the Chairman, Vice Chairman or President at the written request of a majority of the Board of Directors or at the written request of stockholders owning outstanding shares representing a majority of the voting power of the Corporation. Such request shall state the purpose or purposes of such meeting.

**SECTION 3     NOTICE OF MEETINGS**

Written notice of stockholders meetings, stating the place, date and hour thereof, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given to each stockholder entitled to vote thereat at least ten days but not more than sixty days before the date of the meeting, unless a different period is prescribed by statute. Business transacted any special meeting of the stockholders shall be limited to the purpose or purposes stated in the notice.

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<sup>1</sup> These Amended and Restated Bylaws are hereinafter referred to as the Bylaws.

<sup>2</sup> The "Board" and "Board of Directors" are hereinafter used in reference to the Board of Directors of Reading International, Inc.

#### SECTION 4 PLACE OF MEETINGS

All annual meetings of the stockholders shall be held in the County of Los Angeles, State of California, at such place as may be fixed from time to time by the Board of Directors, or at such other place within or without the State of Nevada as the directors shall determine. Special meetings of the stockholders may be held at such time and place within or without the State of Nevada as shall be stated in the notice of the meeting, or in a duly executed waiver of notice thereof. Business transacted at any special meeting of stockholders shall be limited to the purposes stated in the notice.

#### SECTION 5 STOCKHOLDER LISTS

The officer who has charge of the stock ledger of the Corporation shall prepare and make, not less than ten nor more than sixty days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any proper purpose germane to the meeting, during ordinary business hours for a period not less than ten days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present.

#### SECTION 6 QUORUM; ADJOURNED MEETINGS

The holders of a majority of the stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business except as otherwise provided by statute or by the Articles of Incorporation. If, however, such quorum shall not be present or represented at any meeting of the stockholders, the stockholders entitled to vote thereat, present in person or represented by proxy, shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

#### SECTION 7 VOTING

Except as otherwise provided by statute or the Articles of Incorporation or these Bylaws, and except for the election of directors, at any meeting duly called and held at which a quorum is present, a majority of the votes cast at such meeting upon a given matter by the holders of outstanding shares of stock of all classes of stock of the Corporation entitled to vote thereon who are present in person or by proxy shall decide such matter. At any meeting duly called and held for the election of directors at which a quorum is present, directors shall be elected by a plurality of the votes cast by the holders (acting as such) of shares of stock of the Corporation entitled to elect such directors.



## SECTION 8 PROXIES

At any meeting of the stockholders any stockholder may be represented and vote by a proxy or proxies appointed by an instrument in writing. In the event that any such instrument in writing shall designate two or more persons to act as proxies, a majority of such persons present at the meeting, or, if only one shall be present, then that one shall have and may exercise all of the powers conferred by such written instrument upon all of the persons so designated unless the instrument shall otherwise provide. No proxy, proxy revocation or power of attorney to vote shall be used at a meeting of the stockholders unless it shall have been filed with the secretary of the meeting; provided, however, nothing contained herein shall prevent any stockholder from attending any meeting and voting in person. All questions regarding the qualification of voters, the validity of proxies and the acceptance or rejection of votes shall be decided by the inspectors of election who shall be appointed by the Board of Directors, or if not so appointed, then by the presiding officer of the meeting.

## SECTION 9 ACTION WITHOUT MEETING

Any action which may be taken by the vote of the stockholders at a meeting may be taken without a meeting if authorized by the written consent of stockholders holding at least a majority of the voting power, unless the provisions of the statutes governing the Corporation or of the Articles of Incorporation require a different proportion of voting power to authorize such action in which case such proportion of written consents shall be required. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing.

## SECTION 10 CERTAIN LIMITATIONS

The Board of Directors shall not, without the prior approval of the stockholders, adopt any procedures, rules or requirements which restrict a stockholders right to (i) vote, whether in person, by proxy or by written consent; (ii) elect, nominate or remove directors; (iii) call a special meeting; or (iv) to bring new business before the stockholders, except as may be required by applicable law.

# ARTICLE II DIRECTORS

## SECTION 1 MANAGEMENT OF CORPORATION

The business of the Corporation shall be managed by its Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the stockholders.

## SECTION 2 NUMBER, TENURE, AND QUALIFICATIONS

The number of directors, which shall constitute the whole board, shall be nine (9). Thereafter, the number of directors may from time to time be increased or decreased to not less than one nor more than ten by action of the Board of Directors. The directors shall be elected by

the holders of shares entitled to vote thereon at the annual meeting of the stockholders and, except as provided in Section 4 of this Article, each director elected shall hold office until his successor is elected and qualified. Directors need not be stockholders.

### SECTION 3 CHAIRMAN AND VICE CHAIRMAN OF THE BOARD

The directors may elect one of their members to be Chairman of the Board of Directors and one of their members to be Vice Chairman of the Board of Directors. The Chairman and Vice Chairman shall be subject to the control of and may be removed by the Board of Directors. The Chairman and Vice Chairman shall perform such duties as may from time to time be assigned to them by the Board of Directors.

### SECTION 4 VACANCIES; REMOVAL

Vacancies in the Board of Directors, including those caused by an increase in the number of directors, may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director, and each director so elected shall hold office until his successor is elected at an annual or a special meeting of the stockholders. The holders of no less than two-thirds of the outstanding shares of stock entitled to vote may at any time peremptorily terminate the term of office of all or any of the directors by vote at a meeting called for such purpose or by written consent filed with the Secretary or, in his absence, with any other officer. Such removal shall be effective immediately, even if successors are not elected simultaneously.

A vacancy or vacancies in the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any directors, or if the authorized number of directors be increased, or if the stockholders fail at any annual or special meeting of stockholders at which any director or directors are elected to elect the full authorized number of directors to be voted for at that meeting.

If the Board of Directors accepts the resignation of a director tendered to take effect at a future time, the Board or the stockholders shall have power to elect a successor to take office when the resignation is to become effective.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of his term of office.

### SECTION 5 ANNUAL AND REGULAR MEETINGS

Annual and regular meetings of the Board of Directors shall be held at any place within or without the State of Nevada that has been designated from time to time by resolution of the Board of Directors or by written consent of all members of the Board of Directors. In the absence of such designation, annual and regular meetings shall be held at the registered office of the Corporation. Regular meetings of the Board of Directors may be held without call or notice at such time and at such place as shall from time to time be fixed and determined by the Board of Directors.

## SECTION 6 FIRST MEETING

The first meeting of each newly elected Board of Directors shall be held at such time and place as shall be fixed by the vote of the stockholders at the annual meeting and no notice of such meeting shall be necessary to the directors in order legally to constitute the meeting, provided a quorum is present. In the event of the failure of the stockholders to fix the time and place of such first meeting, or in the event such meeting is not so held, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors, or as shall be specified in a written waiver signed by all of the directors.

## SECTION 7 SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chairman or Vice Chairman of the Board or the President upon notice to each director, either personally or by mail or by telegram. Upon the written request of a majority of the directors, the Chairman or Vice Chairman of the Board or the President shall call a special meeting of the Board to be held within two days of the receipt of such request and shall provide notice thereof to each director, either personally or by mail or by telegram.

## SECTION 8 BUSINESS OF MEETINGS

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, or a consent to holding such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

## SECTION 9 QUORUM; ADJOURNED MEETINGS

A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number is required by law or by the Articles of Incorporation. Any action of a majority, although not at a regularly called meeting, and the record thereof, if assented to in writing by all of the other members of the Board shall be as valid and effective in all respects as if passed by the Board of Directors in a regular meeting.

A quorum of the directors may adjourn any directors meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the directors present at any directors' meeting, either regular or special, may adjourn from time to time, without notice other than announcement at the meeting, until a quorum is present.

Notice of the time and place of holding an adjourned meeting need not be given to the absent directors if the time and place are fixed at the meeting adjourned.

## SECTION 10 COMMITTEES

The Board of Directors may, by resolution adopted by a majority of the whole Board, designate one or more committees of the Board of Directors, each committee to consist of at least one or more directors of the Corporation which, to the extent provided in the resolution, shall have and may exercise the power of the Board of Directors in the management of the business and affairs of the Corporation and may have power to authorize the seal of the Corporation to be affixed to all papers which may require it; but no such committee shall have the power to amend the Articles of Incorporation, to adopt an agreement or plan of merger or consolidation, to recommend to the stockholders a sale, lease or exchange of all or substantially all of the Corporation's assets, to recommend to the stockholders dissolution or revocation of dissolution, or to amend these Bylaws, and, unless the resolution or the Articles of Incorporation expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock. Such committee or committees shall have such name or names as may be determined from time to time by the Board of Directors. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The members of any such committee present at any meeting and not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint another member of the Board of Directors to act at the meeting in the place of any absent or disqualified member. At meetings of such committees, a majority of the members or alternate members shall constitute a quorum for the transaction of business, and the act of a majority of the members or alternate members at any meeting at which there is a quorum shall be the act of the committee.

The committees, if required by the Board, shall keep regular minutes of their proceedings and report the same to the Board of Directors.

## SECTION 11 ACTION WITHOUT MEETING; TELEPHONE MEETINGS

Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if a written consent thereto is signed by all members of the Board of Directors or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

Nothing contained in these Bylaws shall be deemed to restrict the powers of members of the Board of Directors, or any committee thereof, to participate in a meeting of the Board or committee by means of telephone conference or similar communications equipment whereby all persons participating in the meeting can hear each other.

## SECTION 12 SPECIAL COMPENSATION

The directors may be paid their expenses of attendance at each meeting of the Board of Directors and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as director as fixed by the Board of Directors. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor. Members of committees may be allowed like reimbursement and compensation for attending committee meetings.

## **ARTICLE III NOTICES**

### **SECTION 1 NOTICE OF MEETINGS**

Whenever, under the provisions of the Articles of Incorporation or applicable law or these Bylaws, notice is required to be given to any director or stockholder, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, addressed to such director or stockholders, at his address as it appears on the records of the Corporation, postage prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Notice to directors may also be given by telegram.

Notices of meetings of stockholders shall be in writing and signed by the President or a Vice-President or the Secretary or an Assistant Secretary or by such other person or persons as the directors shall designate. Such notice shall state the purpose or purposes for which the meeting is called and the time and the place, which may be within or without this State, where it is to be held. Personal delivery of any notice to any officer of a corporation or association, or to any member of a partnership, shall constitute delivery of such notice to such corporation, association or partnership. In the event of the transfer of stock after delivery of such notice of and prior to the holding of the meeting it shall not be necessary to deliver or mail notice of the meeting to the transferee.

### **SECTION 2 EFFECT OF IRREGULARLY CALLED MEETINGS**

Whenever all parties entitled to vote at any meeting, whether of directors or stockholders, consent, either by a writing on the records of the meeting or filed with the secretary, or by presence at such meeting and oral consent entered on the minutes, or by taking part in the deliberations at such meeting without objection, the doings of such meeting shall be as valid as if had at a meeting regularly called and noticed, and at such meeting any business may be transacted which is not excepted from the written consent or to the consideration of which no objection for want of notice is made at the time, and if any meeting be irregular for want of notice or of such consent, provided a quorum was present at such meeting, the proceedings of said meeting may be ratified and approved and rendered likewise valid and the irregularity or defect therein waived by a writing signed by all parties having the right to vote at such meeting; and such consent or approval of stockholders may be by proxy or attorney, but all such proxies and powers of attorney must be in writing.

### **SECTION 3 WAIVER OF NOTICE**

Whenever any notice whatever is required to be given under the provisions of the statutes, the Articles of Incorporation or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

## **ARTICLE IV OFFICERS**

### **SECTION 1 ELECTION**

The officers of the Corporation shall be elected annually at the first meeting by the Board of Directors held after each annual meeting of the stockholders and shall be a President, one or more Vice Presidents, a Treasurer and a Secretary, and such other officers with such titles and duties as the Board of Directors may determine, none of whom need be directors. The President shall be the Chief Executive Officer, unless the Board designates the Chairman of the Board as Chief Executive Officer. Any person may hold one or more offices and each officer shall hold office until his successor shall have been duly elected and qualified or until his death or until he shall resign or is removed in the manner as hereinafter provided for such term as may be prescribed by the Board of Directors from time to time.

### **SECTION 2 CHAIRMAN AND VICE CHAIRMAN OF THE BOARD**

The Board of Directors at its first annual meeting after each annual meeting of the stockholders may choose a Chairman and Vice Chairman of the Board from among the directors of the Corporation. The Chairman of the Board, and in his absence the Vice Chairman, shall preside at meetings of the stockholders and the Board of Directors and shall see that all orders and resolutions of the Board of Directors are carried into effect.

### **SECTION 3 PRESIDENT**

The President shall be the chief operating officer of the Corporation, shall also be a director and shall have active management of the business of the Corporation. The President shall execute on behalf of the Corporation all instruments requiring such execution except to the extent the signing and execution thereof shall be expressly designated by the Board of Directors to some other officer or agent of the Corporation.

### **SECTION 4 VICE-PRESIDENT**

The Vice-President shall act under the direction of the President and in the absence or disability of the President shall perform the duties and exercise the powers of the President. The Vice-President shall perform such other duties and have such other powers as the President or the Board of Directors may from time to time prescribe. The Board of Directors may designate one or more Executive Vice-Presidents or may otherwise specify the order of seniority of the Vice-Presidents. The duties and powers of the President shall descend to the Vice-Presidents in such specified order of seniority.

### **SECTION 5 SECRETARY**

The Secretary shall act under the direction of the President. Subject to the direction of the President, the Secretary shall attend all meetings of the Board of Directors and all meetings of the stockholders and record the proceedings. The Secretary shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all

meetings of the stockholders and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the President or the Board of Directors.

#### SECTION 6 ASSISTANT SECRETARIES

The Assistant Secretaries shall act under the direction of the President. In order of their seniority, unless otherwise determined by the President or the Board of Directors, they shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary. They shall perform such other duties and have such other powers as the President or the Board of Directors may from time to time prescribe.

#### SECTION 7 TREASURER

The Treasurer shall act under the direction of the President. Subject to the direction of the President, the Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the President or the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all transactions as Treasurer and of the financial condition of the Corporation.

If required by the Board of Directors, the Treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of such person's office and for the restoration to the Corporation, in case of such person's death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to the Corporation.

#### SECTION 8 ASSISTANT TREASURERS

The Assistant Treasurers in the order of their seniority, unless otherwise determined by the President or the Board of Directors, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer. They shall perform such other duties and have such other powers as the President or the Board of Directors may from time to time prescribe.

#### SECTION 9 COMPENSATION

The Board of Directors shall fix the salaries and compensation of all officers of the Corporation.

#### SECTION 10 REMOVAL; RESIGNATION

The officers of the Corporation shall hold office at the pleasure of the Board of Directors. Any officer elected or appointed by the Board of Directors, or any member of a committee, may

be removed at any time, with or without cause, by the Board of Directors by a vote of not less than a majority of the entire Board at any meeting thereof or by written consent. Any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise shall be filled by the Board of Directors for the unexpired portion of the term.

Any director or officer of the Corporation, or any member of any committee, may resign at any time by giving written notice to the Board of Directors, the Chairman of the Board, the President, or the Secretary of the Corporation. Any such resignation shall take effect at the time specified therein or, if the time is not specified, then upon receipt thereof. The acceptance of such resignation shall not be necessary to make it effective.

## **ARTICLE V CAPITAL STOCK**

### **SECTION 1      CERTIFICATED AND UNCERTIFICATED SHARES OF STOCK**

Shares of stock in the Corporation shall be represented by certificates, or shall be uncertificated, as determined by the Board of Directors in its discretion. As to any shares represented by certificates, every stockholder shall be entitled to have a certificate signed by the Chairman or Vice Chairman of the Board of Directors, the President or a Vice-President and the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary of the Corporation, certifying the number of shares owned by such person in the Corporation. If the Corporation shall be authorized to issue more than one class of stock or more than one series of any class, the designations, preferences and relative, participating, optional or other special rights of the various classes of stock or series thereof and the qualifications, limitations or restrictions of such rights, shall be set forth in full or summarized on the face or back of any certificate which the Corporation shall issue to represent such stock; provided, however, that except as otherwise provided in NRS 78.242, in lieu of the foregoing requirements, there may be set forth on the face or back of any certificate which the Corporation shall issue to represent such class or series of stock, a statement that the Corporation will furnish without charge to each stockholder who so requests, the designations, preferences and relative, participating, optional or other special rights of the various classes or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights.

If a certificate representing stock is signed (1) by a transfer agent other than the Corporation or its employees or (2) by a registrar other than the Corporation or its employees, the signatures of the officers of the Corporation may be facsimiles. In case any officer who has signed or whose facsimile signature has been placed upon a certificate shall cease to be such officer before such certificate is issued, such certificate may be issued with the same effect as though the person had not ceased to be such officer. The seal of the Corporation, or a facsimile thereof, may, but need not be, affixed to any certificates representing stock.

### **SECTION 2      SURRENDERED; LOST OR DESTROYED CERTIFICATES**

The Board of Directors or any transfer agent of the Corporation may direct a new certificate or certificates to be issued, or, if such stock is no longer certificated, a registration of such stock, in place of any certificate or certificates theretofore issued by the Corporation alleged to have been lost or destroyed upon the making of an affidavit of that fact by the person claiming



the certificate of stock to be lost or destroyed. When authorizing such issue of a new certificate or certificates, or new registration of uncertificated stock, the Board of Directors (or any transfer agent of the Corporation authorized to do so by a resolution of the Board of Directors) may, in its discretion and as a condition precedent to the issuance or registration thereof, require the owner, of such lost or destroyed certificate or certificates, or the owner's legal representative, to advertise the same in such manner as it shall require and/or give the Corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the Corporation with respect to the certificate alleged to have been lost or destroyed.

### SECTION 3      REGULATIONS

The Board of Directors shall have the power and authority to make all such rules and regulations and procedures as it may deem expedient concerning the issue, transfer and cancellation of stock of the Corporation and replacement of any stock certificates representing stock and registration and re-registration of any uncertificated stock.

### SECTION 4      RECORD DATE

The Board of Directors may fix in advance a date not more than sixty days nor less than ten days preceding the date of any meeting of stockholders, or the date for the payment of any distribution, or the date for the allotment of rights, or the date when any change or conversion or exchange of capital stock shall go into effect, or a date in connection with obtaining the consent of stockholders for any purpose, as a record date for the determination of the stockholders entitled to notice of and to vote at any such meeting, and any adjournment thereof, or entitled to receive payment of any such distribution, or to give such consent, and in such case, such stockholders, and only such stockholders as shall be stockholders of record on the date so fixed, shall be entitled to notice of and to vote at such meeting, or any adjournment thereof, or to receive payment of such dividend, or to receive such allotment of rights, or to exercise such rights, or to give such consent, as the case may be, notwithstanding any transfer of any stock on the books of the Corporation after any such record date fixed as aforesaid.

### SECTION 5      REGISTERED OWNER

The Corporation shall be entitled to recognize the person registered on its books as the owner of the shares to be the exclusive owner for all purposes, including voting and distribution, and the Corporation shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Nevada.

## ARTICLE VI GENERAL PROVISIONS

### SECTION 1      REGISTERED OFFICE

The registered office of the Corporation shall be in the County of Clark, State of Nevada. The principal office of the Corporation shall be located in the County of Los Angeles, State of California.

The Corporation may also have offices at such other places both within and without the State of Nevada as the Board of Directors may from time to time determine or the business of the Corporation may require.

## SECTION 2 CHECKS; NOTES

All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

## SECTION 3 FISCAL YEAR

The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

## SECTION 4 STOCK OF OTHER CORPORATIONS OR OTHER INTERESTS

Unless otherwise ordered by the Board of Directors, the President, the Secretary, and such other attorneys or agents of the Corporation as may be from time to time authorized by the Board of Directors or the President, shall have full power and authority on behalf of the Corporation to attend and to act an vote in person or by proxy at any meeting of the holders of securities of any corporation or other entity in which the Corporation may own or hold shares or other securities, and at such meetings shall possess and may exercise all the rights and powers incident to the ownership of such shares or other securities which the Corporation, as the owner or holder thereof, might have possessed and exercised if present. The President, the Secretary or other such attorneys or agents may also execute and deliver on behalf of the Corporation, powers of attorney, proxies, consents, waivers and other instruments relating to the shares or securities owned or held by the Corporation.

## SECTION 5 CORPORATE SEAL

The corporation will have a corporate seal, as may from time to time be determined by resolution of the Board of Directors. If a corporate seal is adopted, it shall have inscribed thereon the name of the corporation and the words "Corporate Seal" and "Nevada." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

## SECTION 6 ANNUAL STATEMENT

The Board of Directors shall present at each annual meeting, and at any special meeting of the stockholders when called for by a vote of the stockholders, a full and clear statement of the business and condition of the Corporation.

## SECTION 7 DIVIDENDS

Dividends upon the capital stock of the Corporation, subject to the provision of the Articles of Incorporation, if any, may be declared by the Board of Directors at any regular or special meeting pursuant to law. Dividends may be paid in cash, in property, or in shares of the capital stock of the Corporation, subject to the provisions of the Articles of Incorporation.

Before payment of any dividend, there may be set aside out of any funds of the Corporation available for dividends such sum or sums as the directors from time to time, in their absolute and sole discretion, think proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the Corporation, or for such other purpose or purposes as the directors believe to be in the interest of the Corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.

#### **SECTION 8      CONFLICTS OF INTEREST**

In the event of any proposed transaction which would result in the merger of the Corporation with or into any other company or entity, or the sale, dividend, spin-off or transfer of all or substantially all of the assets of the Corporation, whether in one or more related transactions (a "Covered Transaction"), such Covered Transaction shall require the approval of a two-thirds majority of the Board of Directors after a review and written report of the terms and fairness of such transaction have been conducted and prepared by a special committee of the Board appointed to conduct such review. Such special committee shall consist of not less than two directors and shall be composed entirely of directors who are neither employees, directors, officers, agents or appointees or representatives of any company or entity affiliated with any party to the Covered Transaction, other than the Corporation. Such special committee is authorized to retain such professional advisors, including investment bankers, attorneys, and accountants as it may determine, in its sole discretion, to be appropriate under the circumstances.

### **ARTICLE VII INDEMNIFICATION**

#### **SECTION 1      INDEMNIFICATION OF OFFICERS AND DIRECTORS, EMPLOYEES AND AGENTS**

Every person who was or is a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person or a person of whom that person is the legal representative is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation or for its benefit as a director, officer, employee or agent of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the NRS from time to time against all expenses, liability and loss (including attorneys' fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith. The expenses of officers, directors, employee or agents incurred in defending a civil or criminal action, suit or proceeding must be paid by the Corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay the amount if it is ultimately determined by a court of competent jurisdiction that such person is not entitled to be indemnified by the Corporation. Such right of indemnification shall be a contract right, which may be enforced in any manner desired by such person. Such right of indemnification shall not be exclusive of any other right which such directors, officers, employees or agents may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, vote of stockholders, provision of law or otherwise, as well as their rights under this Article VII.

## SECTION 2     INSURANCE

The Board of Directors may cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such person.

## SECTION 3     FURTHER BYLAWS

The Board of Directors may from time to time adopt further Bylaws with respect to indemnification and may amend these and such Bylaws to provide at all times the fullest indemnification permitted by the laws of the State of Nevada.

# ARTICLE VIII AMENDMENTS

## SECTION 1     AMENDMENTS BY STOCKHOLDERS

The Bylaws may be amended by the stockholders at any annual or special meeting of the stockholders by a majority vote, provided notice of intention to amend or repeal shall have been contained in the notice of such meeting.

## SECTION 2     AMENDMENTS BY BOARD OF DIRECTORS

The Board of Directors at any regular or special meeting by a majority vote may amend these Bylaws, including Bylaws adopted by the stockholders, but the stockholders may from time to time specify particular provisions of the Bylaws, which shall not be amended by the Board of Directors.

## CERTIFICATE OF SECRETARY

I, the undersigned, hereby certify that I am the duly elected and qualified Secretary of Reading International, Inc. (formerly Citadel Holding Corporation), a Nevada corporation (the "Company"), and that the foregoing Bylaws, consisting of 17 pages (including cover page and table of contents), constitute the Amended and Restated Bylaws of the Company as duly adopted by the Board of Directors on November 19, 1999 and amended by the Board of Directors on March 21, 2002, September 26, 2002, October 15, 2004, December 27, 2007 and December 28, 2011

IN WITNESS WHEREOF, I have hereunto subscribed my name this 28th of December, 2011.

---

Andrzej Matyczynski, Secretary

# **EXHIBIT 20**

## EMPLOYMENT AGREEMENT

EMPLOYMENT AGREEMENT, dated as of June 3, 2013 by and between Reading International, Inc., a Nevada corporation, (the "Company"), and James J. Cotter, Jr. (the "Executive").

### 1. Term of Employment

Subject to the provisions of Section 10 below, the Company shall employ the Executive, and the Executive shall serve the Company in the capacity of President for a term commencing as of June 3, 2013 and ending that date which is twelve (12) months after either party provides the other party with written notice of termination (the "Term of Employment").

### 2. Duties

During the Term of Employment, the Executive will serve as the Company's President and will report directly to the Chief Executive Officer. The Executive shall devote substantially all of his business time to the Company and shall perform such duties, consistent with his status as President of the Company, as he may be assigned from time to time by the Chief Executive Officer.

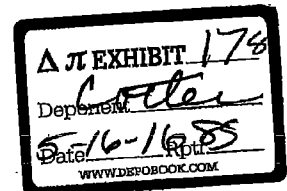
### 3. Compensation

During the Term of Employment, the Company shall pay to the Executive as compensation for the performance of his duties and obligations hereunder a salary at the rate of \$335,000 per annum during each year of the term of this Agreement. Such salary shall be paid in accordance with the Company's standard payment practices.

### 4. Expenses and Other Benefits

All travel, entertainment and other reasonable business expenses incident to the rendering of services by the Executive hereunder will be promptly paid or reimbursed by the Company subject to submission by the Executive in accordance with the Company's policies in effect from time to time. The Executive shall be entitled to a vehicle allowance of \$15,000, per annum.

The Executive shall be entitled during the Term of Employment to participate in employee benefit and welfare plans and programs of the Company including, without any limitation, any key man or executive long term disability insurance and employee stock option plans to the extent that any other senior executives or officers of the Company or its subsidiaries are eligible to participate and subject to the provisions, rules, regulations, and laws applicable thereto. The Executive shall immediately be granted 100,000 employee stock options, which options shall vest annually over a five (5) year period.



5. Death or Disability

This Agreement shall be terminated by the death of the Executive and also may be terminated by the Board of Directors of the Company if the Executive shall be rendered incapable by illness or any physical or mental disability (individually, a "disability") from substantially complying with the terms, conditions and provisions to be observed and performed on his part for a continuous period in excess of three (3) months or ninety (90) days in the aggregate during any twelve (12) months during the Term of Employment.

6. Disclosure of Information; Inventions and Discoveries

The Executive shall promptly disclose to the Company all processes, trademarks, inventions, improvements, discoveries and other information (collectively, "developments") directly related to the business of the Company conceived, developed or acquired by him alone or with others during the Term of Employment by the Company, whether or not during regular working hours or through the use of material or facilities of the Company. All such developments shall be the sole and exclusive property of the Company, and upon request the Executive shall deliver to the Company all drawings, sketches, models and other data and records relating to such development. In the event any such development shall be deemed by the Company to be patentable, the Executive shall, at the expense of the Company, assist the Company in obtaining a patent or patents thereon and execute all documents and do all other things necessary or proper to obtain letters patent and invest the Company with full title thereto.

7. Non-Competition

The Company and the Executive agree that the services rendered by the Executive hereunder are unique and irreplaceable. During his employment by the Company, the Executive shall not provide any type of services to any business that in the reasonable judgment of the Company is, or as a result of the Executive's engagement or participation would become, directly competitive with any aspect of the business of the Company.

8. Non-Disclosure

The Executive will not at any time after the date of this Employment Agreement divulge, furnish or make accessible to anyone (otherwise than in the regular course of business of the Company) any knowledge or information with respect to confidential matters of the Company, except to the extent such disclosure is (a) in the performance of his duties under this Agreement, (b) required by applicable law, (c) authorized in writing by the Company, or (d) when required to do so by legal process, that requires him to divulge, disclose or make accessible such information.



9. Remedies

The Company may pursue any appropriate legal, equitable or other remedy, including injunctive relief, in respect of any failure by the Executive to comply with the provisions of Sections 6, 7 or 8 hereof, it being acknowledged by the Executive that the remedy at law for any such failure would be inadequate.

10. Termination

This Agreement and the Executive's employment with the Company may be terminated by the Board of Directors of the Company (i) in the event of the Executive's fraud, embezzlement or any other illegal act committed intentionally by Executive in connection with Executive's duties as an executive of the Company which causes or may reasonably be expected to cause substantial economic injury to the Company or (ii) upon thirty (30) days' notice to the Executive if the Executive shall be in material breach of any material provision of this Employment Agreement other than as provided in clause (i) above and shall have failed to cure such breach during such thirty (30) day period (the events in (i) and (ii) shall constitute "Cause"). Any such notice to the Executive shall specify with particularity the reason for termination or proposed termination. In the event of termination under this Section 10 or under Section 5 (except as provided therein), the Company's unaccrued obligations under this Agreement shall cease and the Executive shall forfeit all right to receive any unaccrued compensation or benefits hereunder but shall have the right to reimbursement of expenses already incurred. If the Company terminates Executive without Cause, the Executive shall be entitled to compensation and benefits which he was receiving for a period of twelve months from such notice of termination. Notwithstanding any termination of the Agreement pursuant to this Section 10 or by reason of disability under Section 5, the Executive, in consideration of his employment hereunder to the date of such termination, shall remain bound by the provisions of Sections 6, 7 and 8 (unless this Agreement is terminated on account of the breach hereof by the Company) of this Agreement.

In the event of any termination, the Executive shall not be required to seek other employment to mitigate damages, and any income earned by the Executive from other employment or self-employment shall not be offset against any obligations of the Company to the Executive under this Agreement. The Company's obligations hereunder and the Executive's rights to payment shall not be subject to any right of set-off, counterclaim or other deduction by the Company not in the nature of customary withholding, other than in any judicial proceeding or arbitration.

11. Resignation

In the event that the Executive's services hereunder are terminated under Section 5 or 10 of this Agreement (except by death), the Executive agrees that he will deliver his written resignation to the Board of Directors, such resignation to become effective immediately.

12. Data

Upon expiration of the Term of Employment or termination pursuant to Section 5 or 10 hereof, the Executive or his personal representative shall promptly deliver to the Company all books, memoranda, plans, records and written data of every kind relating to the business and affairs of the Company which are then in his possession on account of his employment hereunder, but excluding all such materials in the Executive's possession which are personal and not property of the Company or which he holds on account of his past or current status as a director or shareholder of the Company.

13. Arbitration

Any dispute or controversy arising under this Agreement or relating to its interpretation or the breach hereof, including the arbitrability of any such dispute or controversy, shall be determined and settled by arbitration in Los Angeles, California pursuant to the Rules then obtaining of the American Arbitration Association. Any award rendered herein shall be final and binding on each and all of the parties, and judgment may be entered thereon in any court of competent jurisdiction.

14. Waiver of Breach

Any waiver of any breach of this Employment Agreement shall not be construed to be a continuing waiver or consent to any subsequent breach on the part either of the Executive or of the Company.

15. Assignment

Neither party hereto may assign his or its rights or delegate his or its duties under this Employment Agreement without the prior written consent of the other party; provided, however, that this Agreement shall inure to the benefit of and be binding upon the successors and assignees of the Company, upon (a) a sale of all or substantially all of the Company's assets, or upon merger or consolidation of the Company with or into any other corporation, and (b) upon delivery on the effective day of such sale, merger or consolidation to the Executive of a binding instrument of assumption by such successors and assigns of the rights and liabilities of the Company under this Agreement, provided, however, that no such assignment or transfer will relieve the Company from its payment obligations hereunder in the event the transferee or assignee fails to timely discharge them. No rights or obligations of the Executive under this Agreement may be assigned or transferred other than his rights to compensation and benefits, which may be transferred by will or operation of law or as otherwise specifically provided or permitted hereunder or under the terms of any applicable employee benefit plan.

16. Notices

Any notice required or desired to be given hereunder shall be in writing and shall be deemed sufficiently given when delivered or 3 days after mailing in United States

certified or registered mail, postage prepaid, to the party for whom intended at the following address:

The Company:

Reading International, Inc.  
6100 Center Drive, Suite 900  
Los Angeles, CA 90045

The Executive:

James J. Cotter, Jr.  
Reading International, Inc.  
6100 Center Drive, Suite 900  
Los Angeles, CA 90045

or to such other address as either party may from time to time designate by like notice to the other.

17. General

The terms and provisions of this Agreement shall constitute the entire agreement by the Company and the Executive with respect to the subject matter hereof, and shall supersede any and all prior agreements or understandings between the Executive and the Company, whether written or oral. This Agreement may be amended or modified only by a written instrument executed by the Executive and the Company, and any such amendment or modification or any termination of this Agreement shall become effective only after written approval thereof has been received by the Executive. This Agreement shall be governed by and construed in accordance with California law. In the event that any terms or provisions of this Agreement shall be held to be invalid or unenforceable, such invalidity or unenforceability shall not affect the validity or enforceability of the remaining terms and provisions hereof. In the event of any judicial, arbitral or other proceeding between the parties hereto with respect to the subject matter hereof, the prevailing party shall be entitled, in addition to all other relief, to reasonable attorneys' fees and expenses and court costs.

18. Indemnification

The Company shall indemnify the Executive to the fullest extent permitted by law in effect as of the date hereof, or as hereafter amended, against all costs, expenses, liabilities and losses (including, without limitation, attorneys' fees, judgments, fines, penalties, and amounts paid in settlement) reasonably incurred by the Executive in connection with a Proceeding. For the purposes of this section, a "Proceeding" shall mean any action, suit or proceeding, whether civil, criminal, administrative or investigative, in which the Executive is made, or is threatened to be made, a party to, or a witness in, such action, suit or proceeding by reason of the fact that he is or was an

officer, director or employee of the Company or is or was serving as an officer, director, member, employee, trustee or agent of any other entity at the request of the Company.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first above written.

READING INTERNATIONAL, INC.

By: 

James J. Cotter, Sr.

AGREED TO AND ACCEPTED:

By: 

James J. Cotter, Jr.

# **EXHIBIT 21**

Morningstar<sup>®</sup> Document Research<sup>SM</sup>

## **FORM 10-K**

**READING INTERNATIONAL INC - RDI**

**Filed: March 07, 2014 (period: December 31, 2013)**

Annual report with a comprehensive overview of the company

*The information contained herein may not be copied, adapted or distributed and is not warranted to be accurate, complete or timely. The user assumes all risks for any damages or losses arising from any use of this information, except to the extent such damages or losses cannot be limited or excluded by applicable law. Past financial performance is no guarantee of future results.*

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM 10-K

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2013 or

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 1-8625

READING INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

**NEVADA** **95-3885184**  
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification Number)  
6100 Center Dr., Suite 900  
Los Angeles, CA 90045  
(Address of principal executive offices) (Zip Code)  
Registrant's telephone number, including Area Code: (213) 235-2240  
Securities Registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Class A Nonvoting Common Stock, \$0.01 par value	NASDAQ
Class B Voting Common Stock, \$0.01 par value	NASDAQ

## Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes ☐ No ☒

Indicate by check mark whether registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act of 1934 during the preceding 12 months (or for shorter period than the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendments to this Form 10-K. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.  
Large accelerated filer ☐ Accelerated filer ☒ Non-accelerated filer ☐ Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. As of March 6, 2014, there were 22,015,738 shares of class A non-voting common stock, par value \$0.01 per share and 1,495,490 shares of class B voting common stock, par value \$0.01 per share, outstanding. The aggregate market value of voting and nonvoting stock held by non-affiliates of the Registrant was \$112,400,258 as of June 30, 2013.



**READING INTERNATIONAL, INC.**  
**ANNUAL REPORT ON FORM 10-K**  
**YEAR ENDED DECEMBER 31, 2013**  
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## **PART I**

### **Item 1 – Our Business**

#### **General Description of Our Business**

Reading International, Inc., a Nevada corporation ("RDI"), was incorporated in 1999 incident to our reincorporation in Nevada. Our class A non-voting common stock ("Class A Stock") and class B voting common stock ("Class B Stock") are listed for trading on the NASDAQ Capital Market (Nasdaq-CM) under the symbols RDI and RDI.B, respectively. Our principal executive offices are located at 6100 Center Drive, Suite 900, Los Angeles, California 90045. Our general telephone number is (213) 235-2240 and our website is [www.readingrdi.com](http://www.readingrdi.com). It is our practice to make available free of charge on our website our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Sections 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after we have electronically filed such material with or furnished it to the Securities and Exchange Commission. In this Annual Report, we from time to time use terms such as the "Company," "Reading" and "we," "us," or "our" to refer collectively to RDI and our various consolidated subsidiaries and corporate predecessors.

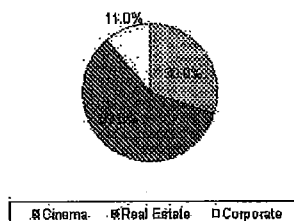
We are an internationally diversified "hard asset" company principally focused on the development, ownership and operation of entertainment and real property assets in the United States, Australia, and New Zealand. Currently, we have two business segments:

1. Cinema Exhibition, through our 56 cinemas, and
2. Real Estate, including real estate development and the rental of retail, commercial and live theater assets.

We believe that these two business segments complement one another, as the comparatively consistent cash flows generated by our cinema operations allow us to be opportunistic in acquiring and holding real estate assets, and can be used not only to grow and develop our cinema business but also to help fund the front-end cash demands of our real estate development business.

At December 31, 2013, the book value of our assets was \$386.8 million, and, as of that same date, we had a consolidated stockholders' book equity of \$121.7 million. Calculated based on book value, \$120.7 million or 30%, of our assets relate to our cinema exhibition activities and \$226.9 million or 59%, of our assets relate to our real estate activities. At December 31, 2013, we had cash and cash equivalents of \$37.7 million, which is accounted for as a corporate asset. Our cash included \$23.0 million denominated in the U.S. dollars, \$7.5 million (AU\$8.4 million) in Australia dollars, and \$7.2 million (NZ\$8.7 million) in New Zealand dollars.

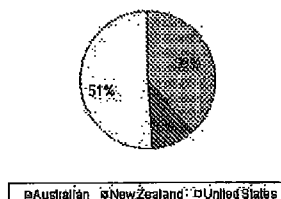
2013  
Business Line Asset Allocation



For additional segment financial information, please see Note 22 – *Business Segments and Geographic Area Information* to our 2013 Consolidated Financial Statements.

We have diversified our assets among three countries: the United States, Australia, and New Zealand. At December 31, 2013, we had approximately 29% of our assets (based on net book value) in the United States, 51% in Australia and 20% in New Zealand compared to 29%, 53%, and 18% at the end of 2012. For 2013, our gross revenue in these jurisdictions was \$131.5 million, \$100.4 million, and \$26.3 million, respectively, compared to \$121.5 million, \$108.3 million, and \$24.6 million for 2012.

2013  
Geographic Revenue Allocation



For additional financial information concerning the geographic distribution of our business, please see Note 22 – *Business Segments and Geographic Area Information* to our 2013 Consolidated Financial Statements.

While we do not believe the cinema exhibition business to be a growth business, we do believe it to be a business that will likely continue to generate fairly consistent cash flows in the years ahead even in recessionary or inflationary environments. This is based on our belief that people will continue to spend some reasonable portion of their entertainment dollar on entertainment outside of the home, and, that when compared to other forms of outside the home entertainment, movies continue to be a popular and competitively priced option. As we believe the cinema exhibition business to be a mature business with most markets either adequately screened or over-screened, we see growth in our cinema business coming principally from the enhancement of our current cinemas, the development in select markets of specialty cinemas, and the opportunistic acquisition of already existing cinemas rather than from the development of new conventional cinemas.

In 2012, we essentially completed the conversion of our U.S. cinemas to digital projection, and followed that up with a conversion of our Australia and New Zealand cinemas, which was completed in 2013. In 2013, we took back a cinema in New Zealand that, at the time we acquired the property, was already leased to a competitor. We are now in the process of upgrading that cinema into a state-of-the-art facility and plan to begin operations in the 3<sup>rd</sup> Quarter of 2014. We are also working to expand our Angelika Film Center circuit. In the last quarter of 2013, we and Edeas, a nationally known developer, announced our plans to develop a new Angelika style cinema in the Union Market district of Washington D.C. It is currently anticipated that this Angelika will open in mid-2016. Also, we are advancing plans to convert one of our San Diego area cinemas to an upgraded Angelika format, and working on plans to upgrade the food and beverage offerings at a number of our U.S. cinemas. Finally, during 2013, we acquired equity interests in entities holding the leases to two of our Angelika Film Centers.

Given the resurgence of Manhattan commercial real estate values, we intend to redevelop our Cinemas 1, 2 & 3 property and our Union Square property. Overseas, in 2013, we entered into a lease agreement for a new grocery store anchor tenant in our Courtenay Central property in Wellington, New Zealand and are actively pursuing

the development of the next phase of that center. Additionally, we have obtained the necessary land use approvals and are working on plans to add a cinema to our Newmarket shopping center in Brisbane, Australia.

Historically, it has not been our practice to sell assets, except in connection with the repositioning of such assets to a higher and better use. However, in light of the current market conditions and our desire to free up capital and pay down debt, in 2012, we sold our 24,000 square foot office building in Indooroopilly, Australia for \$12.4 million (AUS\$12.0 million). In 2013, we entered into a purchase and sale agreement to sell our 3.3-acre properties in Moonee Ponds for AUS\$23.0 million which is scheduled to close on April 16, 2015 and is classified as land held for sale on our December 31, 2013 consolidated balance sheet. We are continuing to evaluate our options with respect to our 50.6-acre Burwood property in Australia and our 70.3-acre Manukau property in New Zealand. We may sell all or portions of these properties to provide liquidity for other projects. In evaluating whether to sell a particular property, we consider the potential upside in a particular property and costs required to achieve that upside compared to the opportunities presented by our other properties.

Typically, we have endeavored to match the currency in which we have financed our development with the jurisdiction within which these developments are located. We have followed this approach to reduce our risk to currency fluctuations. This structure has, however, somewhat limited our ability to move cash from one jurisdiction to another. During 2012, we deviated somewhat from this policy by purchasing \$8.0 million in time deposits denominated in U.S. dollars and held by an Australian bank which matured in January 2013. Additionally, at December 31, 2013, we held \$4.5 million in Australia and \$495,000 in New Zealand denominated in U.S. dollars.

In summary, while we do have operating company attributes, we see ourselves principally as a geographically diversified real estate and cinema company and intend to add to stockholder value by building the value of our portfolio of tangible real estate and entertainment-oriented assets. We endeavor to maintain a reasonable asset allocation between our U.S. and international assets and operations, and between our cash generating cinema operations and our cash consuming real estate development activities. We believe that by blending the cash generating capabilities of a cinema operation with the investment and development opportunities of our real estate operation coupled with our international diversification of assets, our business strategy is unique among public companies. While historically we have retained our properties through development, we continue to evaluate the sale of certain assets to provide capital to develop our remaining properties.

At December 31, 2013, our principal assets included:

- interests in 55 cinemas comprising some 463 screens;
- fee interests in four live theaters (the Union Square, the Orpheum and Minetta Lane in Manhattan and the Royal George in Chicago);
- fee ownership of approximately 24.0 million square feet of developed and undeveloped real estate; and
- cash, cash equivalents, and time deposits aggregating \$37.7 million.

#### Our Cinema Exhibition Activities

##### General

We conduct our cinema operations on four basic and rather simple premises:

- first, notwithstanding the enormous advances that have been made in home entertainment technology, humans are essentially social beings, and will continue to want to go beyond the home for their entertainment, provided that they are offered clean, comfortable and convenient facilities, with state of the art technology;
- second, cinemas can be used as anchors for larger retail developments and our involvement in the cinema business can give us an advantage over other real estate developers or redevelopers who must identify and negotiate exclusively with third party anchor tenants;
- third, pure cinema operators can get themselves into financial difficulty as demands upon them to produce cinema based earnings growth tempt them into reinvesting their cash flow into increasingly marginal cinema sites. While we believe that there will continue to be attractive opportunities to acquire cinema assets and/or to develop upper end specialty type theaters (like our Angelika Film Centers) in the future, we do not feel pressure to build or acquire cinemas for the sake of adding units. We intend to focus our use

of cash flow on our real estate development and operating activities, to the extent that attractive cinema opportunities are not available to us; and

- fourth, we are always open to the idea of converting an entertainment property to another use, if there is a higher and better use for the property, or to sell individual assets, if we are presented with an attractive opportunity.

Our current cinema assets that we own and/or manage are as set forth in the following chart:

	Wholly Owned	Consolidated <sup>1</sup>	Unconsolidated <sup>2</sup>	Managed <sup>3</sup>	Totals
Australia	18 cinemas 138 screens	2 cinemas 11 screens	1 cinema <sup>4</sup> 16 screens	None	21 cinemas 165 screens
New Zealand	7 cinemas 40 screens	None	2 cinemas <sup>5</sup> 13 screens	None	9 cinemas 53 screens
United States	24 cinemas 242 screens	1 cinema 3 screens	None	1 cinema 4 screens	26 cinemas 249 screens
<b>Totals</b>	<b>49 cinemas 420 screens</b>	<b>3 cinemas 14 screens</b>	<b>3 cinemas 29 screens</b>	<b>1 cinema 4 screens</b>	<b>56 cinemas 467 screens</b>

[1] Cinemas owned and operated through consolidated, but not wholly owned subsidiaries.

[2] Cinemas owned and operated through unconsolidated subsidiaries.

[3] Cinemas in which we have no ownership interest, but which are operated by us under management agreements.

[4] 33.3% unincorporated joint venture interest.

[5] 50% unincorporated joint venture interests.

We focus on the ownership and/or operation of three categories of cinemas:

- first, modern stadium seating multiplex cinemas featuring conventional film product;
- second, specialty and art cinemas, such as our Angelika Film Centers in Manhattan, Dallas, Plano, and Fairfax, Virginia and the Rialto cinema chain in New Zealand; and
- third, in some markets, particularly small town markets that will not support the development of a modern stadium design multiplex cinema, conventional sloped floor cinemas.

We also have various premium class offerings including luxury seating, premium audio, private lounges, café and bar service, and other amenities in certain of our cinemas and are in the process of converting certain of our existing cinemas to provide this premium offering.

Although we operate cinemas in three jurisdictions, the general nature of our operations and operating strategies does not vary materially from jurisdiction to jurisdiction. In each jurisdiction, our gross receipts are primarily from box office receipts, concession sales, and screen advertising. Our ancillary revenue is created principally from theater rentals (for example, for film festivals and special events), ancillary programming (such as concerts and sporting events), and internet advertising and ticket sales.

Our cinemas generated approximately 67% of their 2013 revenue from box office receipts. Ticket prices vary by location and we offer reduced rates for senior citizens and children.

Show times and features are placed in advertisements in local newspapers, internet sites, and on our various websites. In the United States, film distributors may also advertise certain feature films in various print, radio and television media, as well as on the internet and those costs are generally paid by distributors. In Australia and New Zealand, the exhibitor typically pays the costs of local newspaper film advertisements, while the distributors are responsible for the cost of any national advertising campaign.

Concession sales accounted for approximately 27% of our total 2013 cinema revenue. Although certain cinemas have licenses for the sale and consumption of alcoholic beverages, concession products primarily include popcorn, candy, and soda.

Screen advertising and other revenue contribute approximately 6% of our total 2013 cinema revenue. With the exception of certain rights that we have retained to sell to local advertisers, generally speaking, we are not in the screen advertising business and nationally recognized screen-advertising companies provide such advertising for us.

In New Zealand, we also own a one-third interest in Rialto Distribution. Rialto Distribution, an unincorporated joint venture, is engaged in the business of distributing art film in New Zealand and Australia. The remaining 2/3 interest is owned by the founders of the company, who have been in the art film distribution business since 1993.

#### Management of Cinemas

With the exception of our three unconsolidated cinemas, we manage all of our cinemas with executives located in Los Angeles, Manhattan, Melbourne, Australia, and Wellington, New Zealand. Approximately 2,311 individuals were employed (on a full time or part time basis) in our cinema operations in 2013. Our two New Zealand Rialto cinemas are owned by a joint venture in which Reading New Zealand is a 50% joint venture partner. While we are principally responsible for the booking of the cinemas, our joint venture partner, Greater Union, manages the day-to-day operations of these cinemas. In addition, we have a 33.3% interest in a 16-screen Brisbane cinema. Greater Union manages that cinema as well.

#### Licensing/Pricing

Film product is available from a variety of sources ranging from the major film distributors such as Columbia, Disney, Buena Vista, DreamWorks, Fox, MGM, Paramount, Warner Bros, and Universal, to a variety of smaller independent film distributors. In Australia and New Zealand, some of those major distributors distribute through local unaffiliated distributors. The major film distributors dominate the market for mainstream conventional films. Similarly, most art and specialty films come from the art and specialty divisions of these major distributors, such as Fox's Searchlight and Miramax. Generally speaking, film payment terms are based upon an agreed upon percentage of box office receipts which will vary from film to film as films are licensed in Australia, New Zealand and the United States on a film-by-film, theater by theater basis.

While in certain markets film may be allocated by the distributor among competitive cinemas, typically in the markets in which we operate, we have access to all conventional film product. In the art and specialty markets, due to the limited number of prints available, we from time to time are unable to license all of the films that we might desire to play. In summary, while in some markets we are subject to film allocation, on the whole, access to film product has not in recent periods been a major impediment to our operations.

#### Competition

In each of the United States, Australia, and New Zealand, film patrons typically select the cinema that they are going to go to first by selecting the film they want to see, and then by selecting the cinema in which they would prefer to see it. Accordingly, the principal factor in the success or failure of a particular cinema is access to popular film products. If a particular film is only offered at one cinema in a given market, then customers wishing to see that film will, of necessity, go to that cinema. If two or more cinemas in the same market offer the same film, then customers will typically take into account factors such as the relative convenience and quality of the various cinemas. In many markets, the number of digital "prints" available is less than the number of exhibitors seeking that film for that market, and distributors typically take the position that they are free to provide or not provide their films to particular exhibitors, at their complete and absolute discretion.

Competition for films can be intense, depending upon the number of cinemas in a particular market. Our ability to obtain top grossing first run feature films may be adversely impacted by our comparatively small size, and the limited number of screens we can supply to distributors. Moreover, in the United States, because of the dramatic consolidation of screens into the hands of a few very large and powerful exhibitors such as Regal and AMC, these mega exhibition companies are in a position to offer distributors access to many more screens in major markets than

we can. Accordingly, distributors may decide to give preference to these mega exhibitors when it comes to licensing top grossing films, rather than deal with independents such as ourselves. The situation is different in Australia and New Zealand where typically every major multiplex cinema has access to all of the film currently in distribution, regardless of the ownership of that multiplex cinema. However, we have suffered somewhat in these markets from competition from boutique operators, who are able to book top grossing commercial films for limited runs, thus increasing competition for customers wishing to view such top film product.

Once a patron has selected the film, the choice of cinema is typically impacted by the quality of the cinema experience offered weighed against convenience and cost. For example, most cinema patrons seem to prefer a modern stadium design multiplex, to an older sloped floor cinema, and to prefer a cinema that either offers convenient access to free parking (or public transport) over a cinema that does not. However, if the film they desire to see is only available at a limited number of locations, they will typically choose the film over the quality of the cinema and/or the convenience of the cinema. Generally speaking, our cinemas are modern multiplex cinemas with good and convenient parking. As discussed further below, the availability of 3D or digital technology and/or premium class seating can also be a factor in the preference of one cinema over another.

In recent periods, a number of cinemas have been opened or re-opened featuring expanded food and beverage service, including the sale of alcoholic beverages and food served to the seat. We have for a number of years offered alcoholic beverages in certain of our Australia and New Zealand cinemas and our Angelika cinemas in the U.S. We are currently studying a number of our existing locations as candidates for such expanded food and beverage offerings.

The film exhibition markets in the United States, Australia, and New Zealand are to a certain extent dominated by a limited number of major exhibition companies. The principal exhibitors in the United States are Regal (with 7,342 screens in 576 cinemas), AMC (with 4,950 screens in 343 cinemas), Cinemark (with 4,413 screens in 331 cinemas), and Carmike (with 2,484 screens in 246 cinemas). As of December 31, 2013, we were the 11th largest exhibitor with 1% of the box office in the United States with 249 screens in 26 cinemas.

The principal exhibitors in Australia are Greater Union, which do business under the Event name (a subsidiary of Amalgamated Holdings Limited), Hoyts Cinemas ("Hoyts"), and Village. The major exhibitors control approximately 65% of the total cinema box office: Event 30%, Hoyts 20%, and Village 14%. Event has 478 screens nationally, Hoyts 359 screens, and Village 218 screens. By comparison, our 148 screens represent approximately 6% of the total box office.

The principal exhibitors in New Zealand are Event with 93 screens nationally and Hoyts with 63 screens. Reading has 40 screens (not including partnerships). The major exhibitors in New Zealand control approximately 55% of the total box office: Event 34% and Hoyts 21%. Reading has 12% of the market (Event and Reading market share figures again do not include any partnership theaters).

Greater Union is the owner of Birch Carroll & Coyle in Australia and purchased Sky Cinemas in New Zealand during 2010. In addition, generally speaking, all new multiplex cinema projects announced by Village are being jointly developed by a joint venture comprised of Greater Union and Village. These companies have substantial capital resources. Village had a publicly reported consolidated net worth of approximately \$524.3 million (AUS\$572.1 million) at June 30, 2013. The Greater Union organization does not separately publish financial reports, but its parent, Amalgamated Holdings, had a publicly reported consolidated net worth of approximately \$824.5 million (AUS\$899.6 million) at June 30, 2013. Hoyts is privately held and does not publish financial reports. Hoyts is currently owned by Pacific Equity Partners.

In Australia, the industry is somewhat vertically integrated in that Roadshow Film Distributors, a subsidiary of Village, serves as a distributor of film in Australia and New Zealand for Warner Brothers and New Line Cinema. Films produced or distributed by the majority of the local international independent producers are also distributed by Roadshow Film Distributors. Hoyts is also involved in film production and distribution.

#### Digital Exhibition

After years of uncertainty as to the future of digital exhibition and the impact of this technology on cinema exhibition, it became clear in 2012 that the industry must go digital. We have now completed the conversion of all

of our U.S., Australian, and New Zealand cinema operations to digital projection. We anticipate that the cost of this conversion, over time, will be covered in substantial part by the receipt of Virtual Print Fees paid by film distributors for the use of such digital projection equipment.

#### In-Home Competition

The "in-home" entertainment industry has experienced significant leaps in recent periods in both the quality and affordability of in-home entertainment systems and in the accessibility to entertainment programming through cable, satellite, DVD, and internet distribution channels. These alternative distribution channels are putting pressure on cinema exhibitors to reduce the time period between theatrical and secondary release dates, and certain distributors are talking about possible simultaneous or near simultaneous releases in multiple channels of distribution. These are issues common to both our U.S. and international cinema operations.

Competitive issues are discussed in greater detail above under the caption, *Competition*, and under the caption, *Item 1A - Risk Factors*.

#### Seasonality

Major films are generally released to coincide with holidays. With the exception of Christmas and New Year's Days, this fact provides some balancing of our revenue because there is no material overlap between holidays in the United States and those in Australia and New Zealand. Distributors will delay, in certain cases, releases in Australia and New Zealand to take advantage of Australian and New Zealand holidays that are not celebrated in the United States.

#### Employees

We have 74 full time executive and administrative employees and approximately 2,311 cinema employees. Our cinema employees in Wellington, New Zealand and our projectionists in Hawaii are unionized. None of our other employees are subject to union contracts. Our one union contract with respect to our projectionists in Hawaii expired on March 31, 2012. Our union contracts with respect to our New Zealand employees have been renewed through to 2015. None of our Australian based employees is unionized. Overall, we are of the view that the existence of these contracts does not materially increase our costs of labor or our ability to compete. We believe our relations with our employees to be generally good.

#### Our Real Estate Activities

Our real estate activities have historically consisted principally of

- the ownership of fee or long-term leasehold interests in properties used in our cinema exhibition activities or which were acquired for the development of cinemas or cinema based real estate development projects;
- the acquisition of fee interests in land for general real estate development;
- the leasing to production companies of our live theaters; and
- the redevelopment of our existing fee owned cinema or live theater sites to their highest and best use.

While we report our real estate as a separate segment, it has historically operated as an integral portion of our overall business and, again historically, has principally been in support of that business. In recent periods, however, we have acquired or developed properties which do not have any cinema or other entertainment component. As opportunities for cinema development become more limited, it is likely that our real estate activities will continue to expand beyond the development of entertainment-oriented properties.

Our real estate activities, holdings and developments are described in greater detail in *Item 2 - Properties*.



#### Item 1A – Risk Factors

Investing in our securities involves risk. Set forth below is a summary of various risk factors that you should consider in connection with your investment in our company. This summary should be considered in the context of our overall Annual Report on Form 10K, as many of the topics addressed below are discussed in significantly greater detail in the context of specific discussions of our business plan, our operating results, and the various competitive forces that we face.

#### Business Risk Factors

We are currently engaged principally in the cinema exhibition and real estate businesses. Since we operate in two business segments (cinema exhibition and real estate), we discuss separately below the risks we believe to be material to our involvement in each of these segments. We have discussed separately certain risks relating to the international nature of our business activities, our use of leverage, and our status as a controlled corporation. Please note, that while we report the results of our live theater operations as real estate operations – since we are principally in the business of renting space to producers rather than in licensing or producing plays ourselves – the cinema exhibition and live theater businesses share certain risk factors and are, accordingly, discussed together below.

#### Cinema Exhibition and Live Theater Business Risk Factors

*We operate in a highly competitive environment, with many competitors who are significantly larger and may have significantly better access to funds than do we.*

We are a comparatively small cinema operator and face competition from much larger cinema exhibitors. These larger exhibitors are able to offer distributors more screens in more markets – including markets where they may be the exclusive exhibitor – than can we. In some cases, faced with such competition, we may not be able to get access to all of the films we want, which may adversely affect our revenue and profitability.

These larger competitors may also enjoy (i) greater cash flow, which can be used to develop additional cinemas, including cinemas that may be competitive with our existing cinemas, (ii) better access to equity capital and debt, and (iii) better visibility to landlords and real estate developers, than do we.

In the case of our live theaters, we compete for shows not only with other “for profit” off-Broadway theaters, but also with not-for-profit operators and, increasingly, with Broadway theaters. We believe our live theaters are generally competitive with other off-Broadway venues. However, due to the increased cost of staging live theater productions, we are seeing an increasing tendency for plays that would historically have been staged in an off-Broadway theater, moving directly to larger Broadway venues.

*We face competition from other sources of entertainment and other entertainment delivery systems.*

Both our cinema and live theater operations face competition from developing “in-home” sources of entertainment. These include competition from DVDs, cable and satellite television, pay per view, the internet and other sources of entertainment, and video games. The quality of in-house entertainment systems has increased while the cost of such systems has decreased in recent periods, and some consumers may prefer the security of an “in-home” entertainment experience to the more public experience offered by our cinemas and live theaters. The movie distributors have been responding to these developments by, in some cases, decreasing the period of time between cinema release and the date such product is made available to “in-home” forms of distribution.

The narrowing of this so-called “window” for cinema exhibition may be problematic for the cinema exhibition industry. On the other hand, the significant quantity of films produced in recent periods has probably had more to do, at least to date, with the shortening of the time most movies play in the cinemas, than any shortening of the cinema exhibition window. In recent periods, there has been discussion about the possibility of eliminating the cinema window altogether for certain films, in favor of a simultaneous release in multiple channels of distribution, such as theaters, pay-per-view, and DVD. However, again to date, this move has been strenuously resisted by the cinema exhibition industry and we view the total elimination of the cinema exhibition window, while theoretically possible, to be unlikely.

However, there is the risk that, over time, distributors may move towards simultaneous release of motion picture product in multiple channels of distribution. This would adversely affect the competitive advantage enjoyed by cinemas over "in-home" forms of entertainment, as it may be that both the cinema market and the "in-home" market will have simultaneous access to motion picture product.

We also face competition from various other forms of "beyond-the-home" entertainment, including sporting events, concerts, restaurants, casinos, video game arcades, and nightclubs. Our cinemas also face competition from live theaters and vice versa.

Competition from less expensive "in-home" entertainment alternatives may be intensified as a result of the current economic recession.

*Our cinema operations depend upon access to film that is attractive to our patrons and our live theater operations depend upon the continued attractiveness of our theaters to producers.*

Our ability to generate revenue and profits is largely dependent on factors outside of our control, specifically, the continued ability of motion picture and live theater producers to produce films and plays that are attractive to audiences, the amount of money spent by film distributors to promote their motion pictures, and the willingness of these producers to license their films on terms that are financial viable to our cinemas and to rent our theaters for the presentation of their plays. To the extent that popular movies and plays are produced, our cinema and live theater activities are ultimately dependent upon our ability, in the face of competition from other cinema and live theater operators, to book these movies and plays into our facilities.

We rely on film distributors to supply the films shown in our theatres. In the U.S., the film distribution business is highly concentrated, with six major film distributors accounting for approximately 83.0% of U.S. box office revenues. Numerous antitrust cases and consent decrees resulting from these antitrust cases affect the distribution of films. The consent decrees bind certain major film distributors to license films to exhibitors on a theatre-by-theatre and film-by-film basis. Consequently, we cannot guarantee a supply of films by entering into long-term arrangements with major distributors. We are therefore required to negotiate licenses for each film and for each theatre. A deterioration in our relationship with any of the [six] major film distributors could adversely affect our ability to obtain commercially successful films and to negotiate favorable licensing terms for such films, both of which could adversely affect our business and operating results.

*Adverse economic conditions could materially affect our business by reducing discretionary income and by limiting or reducing sources of film and live theater funding.*

Cinema and live theater attendance is a luxury, not a necessity. Accordingly, a decline in the economy resulting in a decrease in discretionary income, or a perception of such a decline, may result in decreased discretionary spending, which could adversely affect our cinema and live theater businesses. Adverse economic conditions can also affect the supply side of our business, as reduced liquidity can adversely affect the availability of funding for movies and plays. This is particularly true in the case of Off-Broadway plays, which are often times financed by high net worth individuals or groups of such individuals and which are very risky due to the absence of any ability to recoup investment in secondary markets like DVD or cable.

*Our screen advertising revenue may decline.*

Over the past several years, cinema exhibitors have been looking increasingly to screen advertising as a way to boost income. No assurances can be given that this source of income will be continuing or that the use of such advertising will not ultimately prove to be counterproductive by giving consumers a disincentive to choose going to the movies over "in-home" entertainment alternatives.

*We face uncertainty as to the timing and direction of technological innovations in the cinema exhibition business and as to our access to those technologies.*

We have converted all of our cinema auditoriums to digital projection. However, no assurances can be given that other technological advances will not require us to make further material investments in our cinemas or face loss of business. For example, only a limited number of our cinemas are equipped with the 48 frame per second

equipment that is required to show such films as The Hobbit. Also, equipment is currently being developed for holographic or laser projection. The future of these technologies in the cinema exhibition industry is uncertain.

*We face competition from new competitors offering food and beverage as an integral part of their cinema offerings.*

A number of new entrants, such as Alamo Draft House, offering an expanded food and beverage menu (including the sale of alcoholic beverages) have emerged in recent periods. In addition, some competitors are converting existing cinemas to provide such expanded menu offerings. The existence of such cinemas may alter traditional cinema selection practices of moviegoers, as they seek out cinemas with such expanded offerings as a preferred alternative to traditional cinemas.

#### Real Estate Development and Ownership Business Risks

*We operate in a highly competitive environment, in which we must compete against companies with much greater financial and human resources than we have.*

We have limited financial and human resources, compared to our principal real estate competitors. In recent periods, we have relied heavily on outside professionals in connection with our real estate development activities. Many of our competitors have significantly greater resources than do we and may be able to achieve greater economies of scale than can we.

#### Risks Related to the Real Estate Industry Generally

*Our financial performance will be affected by risks associated with the real estate industry generally.*

Events and conditions generally applicable to developers, owners, and operators of real property will affect our performance as well. These include (i) changes in the national, regional and local economic climate, (ii) local conditions such as an oversupply of, or a reduction in demand for commercial space and/or entertainment oriented properties, (iii) reduced attractiveness of our properties to tenants, (iv) the rental rates and capitalization rates applicable to the markets in which we operate and the quality of properties that we own, (v) competition from other properties, (vi) inability to collect rent from tenants, (vii) increased operating costs, including labor, materials, real estate taxes, insurance premiums, and utilities, (viii) costs of complying with changes in government regulations, (ix) the relative illiquidity of real estate investments, and (x) decreases in sources of both construction and long-term lending as traditional sources of such funding leave or reduce their commitments to real estate based lending. In addition, periods of economic slowdown or recession, rising interest rates or declining demand for real estate, or the public perception that any of these events may occur, could result in declining rents or increased lease defaults.

*We may incur costs complying with the Americans with Disabilities Act and similar laws.*

Under the Americans with Disabilities Act and similar statutory regimes in Australia and New Zealand or under applicable state law, all places of public accommodation (including cinemas and theaters) are required to meet certain governmental requirements related to access and use by persons with disabilities. A determination that we are not in compliance with those governmental requirements with respect to any of our properties could result in the imposition of fines or an award of damages to private litigants. The cost of addressing these issues could be substantial.

*Illiquidity of real estate investments could impede our ability to respond to adverse changes in the performance of our properties.*

Real estate investments are relatively illiquid and, therefore, tend to limit our ability to vary our portfolio promptly in response to changes in economic or other conditions. Many of our properties are either (i) "special purpose" properties that could not be readily converted to general residential, retail or office use, or (ii) undeveloped land. In addition, certain significant expenditures associated with real estate investment, such as real estate taxes and maintenance costs, are generally not reduced when circumstances cause a reduction in income from the investment and competitive factors may prevent the pass-through of such costs to tenants.

*Real estate development involves a variety of risks.*

Real estate development includes a variety of risks, including the following:

- *The identification and acquisition of suitable development properties.* Competition for suitable development properties is intense. Our ability to identify and acquire development properties may be limited by our size and resources. Also, as we and our affiliates are considered to be "foreign owned" for purposes of certain Australian and New Zealand statutes, we have been in the past, and may in the future be, subject to regulations that are not applicable to other persons doing business in these countries.
- *The procurement of necessary land use entitlements for the project.* This process can take many years, particularly if opposed by competing interests. Competitors and community groups (sometimes funded by such competitors) may object based on various factors including, for example, impacts on density, parking, traffic, noise levels and the historic or architectural nature of the building being replaced. If they are unsuccessful at the local governmental level, they may seek recourse to the courts or other tribunals. This can delay projects and increase costs.
- *The construction of the project on time and on budget.* Construction risks include the availability and cost of finance; the availability and costs of material and labor; the costs of dealing with unknown site conditions (including addressing pollution or environmental wastes deposited upon the property by prior owners); inclement weather conditions; and the ever-present potential for labor related disruptions.
- *The leasing or sell-out of the project.* Ultimately, there are risks involved in the leasing of a rental property or the sale of a condominium or built-for-sale property. For our entertainment themed retail centers ("ETRCs"), the extent to which our cinemas can continue to serve as an anchor tenant will be influenced by the same factors as will influence generally the results of our cinema operations. Leasing or sale can be influenced by economic factors that are neither known nor knowable at the commencement of the development process and by local, national, and even international economic conditions, both real and perceived.
- *The refinancing of completed properties.* Properties are often developed using relatively short-term loans. Upon completion of the project, it may be necessary to find replacement financing for these loans. This process involves risk as to the availability of such permanent or other take-out financing, the interest rates, and the payment terms applicable to such financing, which may be adversely influenced by local, national, or international factors. To date, we have been successful in negotiating development loans with roll over or other provisions mitigating our need to refinance immediately upon completion of construction.

*The ownership of properties involves risk.*

The ownership of investment properties involves risks, such as: (i) ongoing leasing and re-leasing risks, (ii) ongoing financing and re-financing risks, (iii) market risks as to the multiples offered by buyers of investment properties, (iv) risks related to the ongoing compliance with changing governmental regulation (including, without limitation, environmental laws and requirements to remediate environmental contamination that may exist on a property (such as, by way of example, asbestos), even though not deposited on the property by us), (v) relative illiquidity compared to some other types of assets, and (vi) susceptibility of assets to uninsurable risks, such as biological, chemical or nuclear terrorism. Furthermore, as our properties are typically developed around an entertainment use, the attractiveness of these properties to tenants, sources of finance and real estate investors will be influenced by market perceptions of the benefits and detriments of such entertainment type properties.

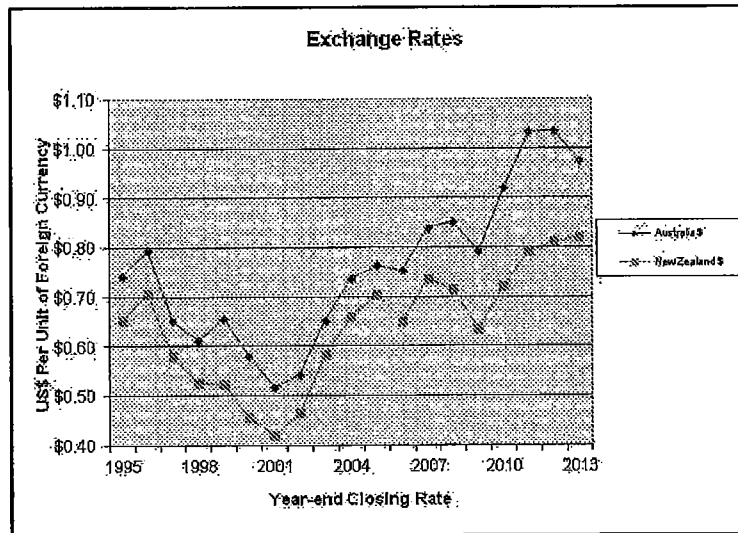
*A number of our assets are in geologically active areas, presenting risk of earthquake and land movement.*

We have cinemas in California and New Zealand, areas which present a greater risk of earthquake and/or land movement than other locations. New Zealand has in recent periods had several major earthquakes damaging our facilities in Christchurch and Wellington. The ability to insure for such casualties is limited and may become more difficult and/or more expensive in future periods.

#### International Business Risks

Our international operations are subject to a variety of risks, including the following:

*Risk of currency fluctuations.* While we report our earnings and assets in US dollars, substantial portions of our revenue and of our obligations are denominated in either Australian or New Zealand dollars. The value of these currencies can vary significantly compared to the US dollar and compared to each other. We typically have not hedged against these currency fluctuations, but rather have relied upon the natural hedges that exist as a result of the fact that our film costs are typically fixed as a percentage of the box office, and our local operating costs and obligations are likewise typically denominated in local currencies. However, we do have debt at our parent company level that is serviced by our overseas cash flow and our ability to service this debt could be adversely impacted by declines in the relative value of the Australian and New Zealand dollar compared to the US dollar. \$7.5 million (AUS\$8.4 million) of our Australian cash and \$7.2 million (NZ\$8.7 million) of our New Zealand cash is denominated in local currencies and subject to the risk of currency exchange rate fluctuations. Also, our use of local borrowings to mitigate the business risk of currency fluctuations has reduced our flexibility to move cash between jurisdictions. Set forth below is a chart of the exchange ratios between these three currencies over the past twenty years:



- *Risk of adverse government regulation.* At the present time, we believe that relations between the United States, Australia, and New Zealand are good. However, no assurances can be given that this relationship will continue and that Australia and New Zealand will not in the future seek to regulate more highly the business done by US companies in their countries.
- *Risk of adverse labor relations.* Our labor relations and costs of labor (including future government requirements with respect to pension liabilities, disability insurance and health coverage, and vacations and leave).

#### Risks Associated with Certain Discontinued Operations

Certain of our subsidiaries were previously in industrial businesses. As a consequence, properties that are currently owned or may have in the past been owned by these subsidiaries may prove to have environmental issues. Where we have knowledge of such environmental issues and are in a position to make an assessment as to our exposure, we have established what we believe to be appropriate reserves, but we are exposed to the risk that

currently unknown problems may be discovered. These subsidiaries are also exposed to potential claims related to exposure of former employees to coal dust, asbestos, and other materials now considered to be, or which in the future may be found to be, carcinogenic or otherwise injurious to health.

#### Operating Results, Financial Structure and Borrowing Risk

*From time to time, we may have negative working capital.*

In recent years, as we have invested our cash in new acquisitions and the development of our existing properties, we have from time to time had negative working capital. This negative working capital is typical in the cinema exhibition industry because our short-term liabilities are in part financing our long-term assets instead of long-term liabilities financing short-term assets as is the case in other industries such as manufacturing and distribution.

*We have substantial short to medium term debt.*

Generally speaking, we have historically financed our operations through relatively short-term debt. No assurances can be given that we will be able to refinance this debt, or if we can, that the terms will be reasonable. However, as a counterbalance to this debt, we have significant unencumbered real property assets, which could be sold to pay debt or encumbered to assist in the refinancing of existing debt, if necessary.

In February 2007, we issued \$50.0 million in 20-year Trust Preferred Securities ("TPS"), and utilized the net proceeds principally to retire short-term bank debt in New Zealand and Australia. The interest rate on our TPS was only fixed for five years. Additionally, we used US dollar denominated obligations to retire debt denominated in New Zealand and Australian dollars which has increased our exposure to currency risk. In the first quarter of 2009, we repurchased \$22.9 million of our TPS at a 50% discount.

At the present time, corporate borrowers both domestically and internationally are facing greater than normal constraints on liquidity. No assurances can be given that we will be able to refinance these debts as they become due.

*We have substantial lease liabilities.*

Most of our cinemas operate in leased facilities. These leases typically have cost of living or other rent adjustment features and require that we operate the properties as cinemas. A down turn in our cinema exhibition business might, depending on its severity, adversely affect the ability of our cinema operating subsidiaries to meet these rental obligations. Even if our cinema exhibition business remains relatively constant, cinema level cash flow will likely be adversely affected unless we can increase our revenue sufficiently to offset increases in our rental liabilities. Unlike property rental leases, our newly added digital equipment leases do not have cost of living or other lease adjustment features.

*Our stock is thinly traded.*

Our stock is thinly traded, with an average daily volume in 2013 of only approximately 33,000 shares. This can result in significant volatility, as demand by buyers and sellers can easily get out of balance.

#### Ownership and Management Structure, Corporate Governance, and Change of Control Risks

*The interests of our controlling stockholder may conflict with your interests.*

Mr. James J. Cotter beneficially owns 70.4% of our outstanding Class B Stock. Our Class A Stock is non-voting, while our Class B Stock represents all of the voting power of our Company. As a result, as of December 31, 2013, Mr. Cotter controlled 70.4% of the voting power of all of our outstanding common stock. For as long as Mr. Cotter continues to own shares of common stock representing more than 50% of the voting power of our common

stock, he will be able to elect all of the members of our board of directors and determine the outcome of all matters submitted to a vote of our stockholders, including matters involving mergers or other business combinations, the acquisition or disposition of assets, the incurrence of indebtedness, the issuance of any additional shares of common stock or other equity securities and the payment of dividends on common stock. Mr. Cotter will also have the power to prevent or cause a change in control, and could take other actions that might be desirable to Mr. Cotter but not to other stockholders. In addition, Mr. Cotter and his affiliates have controlling interests in companies in related and unrelated industries. In the future, we may participate in transactions with these companies (see Note 25 – *Related Parties and Transactions* to our 2013 Consolidated Financial Statements).

*Since we are a Controlled Company, our Directors have determined to take advantage of certain exemptions provide by the NASDAQ from the corporate governance rules adopted by that Exchange.*

Generally speaking, the NASDAQ requires listed companies to meet certain minimum corporate governance provisions. However, a Controlled Corporation, such as we, may elect not to be governed by certain of these provisions. Our board of directors has elected to exempt our Company from requirements that (i) at least a majority of our directors be independent, (ii) nominees to our board of directors be nominated by a committee comprised entirely of independent directors or by a majority of our Company's independent directors, and (iii) the compensation of our chief executive officer be determined or recommended to our board of directors by a compensation committee comprised entirely of independent directors or by a majority of our Company's independent directors. Notwithstanding the determination by our board of directors to opt-out of these NASDAQ requirements, a majority of our board of directors is nevertheless currently comprised of independent directors, and our compensation committee is nevertheless currently comprised entirely of independent directors.

*We depend on key personnel for our current and future performance.*

Our current and future performance depends to a significant degree upon the continued contributions of our senior management team and other key personnel. The loss or unavailability to us of any member of our senior management team or a key employee could significantly harm us. We cannot assure you that we would be able to locate or employ qualified replacements for senior management or key employees on acceptable terms.

**Item 1B - Unresolved Staff Comments**

None.



IN THE SUPREME COURT OF NEVADA

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

Appellant,

v.

MARGARET COTTER, ELLEN  
COTTER, GUY ADAMS, EDWARD  
KANE, DOUGLAS McEACHERN,  
WILLIAM GOULD, JUDY CODDING,  
MICHAEL WROTONIAK,

Respondents,

and

READING INTERNATIONAL, INC., a  
Nevada Corporation,

Nominal Defendant.

Electronically Filed  
Jan 22 2019 12:31 p.m.

Elizabeth A. Brown  
Clerk of Supreme Court  
Supreme Court Case No. 75053

JOINT APPENDIX IN SUPPORT OF  
APPELLANT'S OPENING BRIEF

VOLUME VI (JA1251 – 1500)

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2015-06-18	Amended AOS - Margaret Cotter	I	JA42-JA43
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2015-06-18	Amended AOS – Timothy Storey	I	JA32-JA33
2016-03-14	Answer to First Amended Complaint filed by Margaret Cotter, Ellen Cotter, Douglas McEachern, Guy Adams, and Edward Kane	I	JA100-JA121
2015-06-16	AOS William Gould	I	JA30-JA31
2016-09-23	Appendix of Exhibits and Table of Contents re Declaration of James J. Cotter, Jr., ISO James J. Cotter Jr.'s Motion for Partial Summary Judgment	XIV	JA3316-JA3318
2016-10-17	Appendix of Exhibits ISO Cotter, Jr.'s Opposition to Gould's MSJ	XIX	JA4508-JA4592 (Under Seal)
2016-10-17	Appendix of Exhibits ISO Plaintiff James J. Cotter, Jr.'s Opposition to Individual Defendants' Motion for Partial Summary Judgment (No. 1) re Plaintiff's Termination and Reinstatement Claims	XVII, XVIII	JA4141-JA4328 (Under Seal)

# JOINT APPENDIX IN SUPPORT OF APPELLANT’S OPENING BRIEF

Date	Description	Vol. #	Page Nos.
2016-10-17	Appendix of Exhibits ISO Plaintiff James J. Cotter, Jr.'s Opposition to Individual Defendants' Motion for Partial Summary Judgment (No. 2) re: The Issue of Director Independence	XVIII, XIX	JA4329-JA4507 (Under Seal)
2016-09-23	Appendix of Exhibits to Defendant William Gould’s MSJ (through Exhibit 23)	II	JA264-JA268
2015-06-12	Complaint	I	JA1-JA29
2018-01-03	Cotter Jr.’ Reply ISO Motion for Rule 54(b) Certification and Stay	XXVI	JA6246-JA6253
2017-12-19	Cotter Jr.’s Motion for Reconsideration or Clarification of Ruling on Partial MSJ Nos. 1, 2 and 3 and Gould's Summary Judgment Motion and Application for Order Shortening Time (“Motion for Reconsideration”)	XXV	JA5898-JA6014
2017-12-29	Cotter Jr.’s Motion for Rule 54(b) Certification and for Stay & OST	XXVI	JA6223-JA6237
2017-12-01	Cotter Jr.’s Supplemental Opposition to Partial MSJ Nos. 1 and 2 and Gould MSJ	XXI	JA5067-JA5080
2017-12-28	Court Exhibit 1–Reading Int’l, Inc. Board of Directors Meeting Agenda to 12-28-17 Hearing	XXVI	JA6210-JA6211 (Under Seal)
2017-12-01	Declaration of Akke Levin ISO Plaintiff James Cotter Jr’s Supplemental Opposition to So-Called Summary Judgment Motions Nos. 2 and 3 and Gould Summary Judgment Motion	XXII, XXIII	JA5307-JA5612
2017-12-01	Declaration of Akke Levin ISO Plaintiff’s Supplemental OPPS to MSJ Nos. 2 and 5 and Gould Summary Judgment Motion	XXI	JA5108-JA5225 (Under Seal)

# JOINT APPENDIX IN SUPPORT OF APPELLANT'S OPENING BRIEF

Date	Description	Vol. #	Page Nos.
2017-12-01	Declaration of Akke Levin ISO Plaintiff's Supplemental OPPS to MSJ Nos. 2 and 6 and Gould Summary Judgment Motion	XXII	JA5238-JA5285
2017-12-01	Declaration of Akke Levin ISO SUPP OPPS to Motions for Summary Judgment Nos. 1 and 2 and Gould Summary Judgment	XXI	JA5081-JA5091
2016-10-23	Declaration of Counsel Noah S. Helpern ISO the Defendants' Opposition to Plaintiff James J. Cotter Jr.'s Motion for Partial Summary Judgment with Exhibits 1-18	XVI	JA3847-JA3930 (Under Seal)
2016-09-23	Declaration of James J. Cotter, Jr., ISO James J. Cotter Jr.'s Motion for Partial Summary Judgment	XIV	JA3311-JA3315
2017-12-27	Declaration of Shoshana E. Barnett in Support of Gould's Opposition to Plaintiff's Motion for Reconsideration of Ruling on Gould's MSJ	XXV, XXVI	JA6092-JA6169
2016-10-21	Declaration of Shoshana E. Barnett ISO Defendant William Gould's Reply ISO MSJ	XIX	JA4696-JA4737
2017-12-05	Declaration of Shoshana E. Barnett ISO William Gould's Supplemental Reply ISO MSJ	XXIII, XXIV	JA5630-JA5760
2016-10-21	Defendant William Gould's Reply ISO Motion for Summary Judgment (including decl. and exhibits)	XIX	JA4670-JA4695
2016-09-23	Defendant William Gould's MSJ (pages 1 through 19)	I	JA225-JA250
2016-09-23	Defendant William Gould's MSJ (pages 20 through 39)	II	JA251-JA263
2017-12-04	Defendant William Gould's Supplemental Reply ISO of MSJ	XXIII	JA5613-JA5629

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2016-09-23	Exhibit A – Declaration of William Gould ISO MSJ	II	JA269-JA272
2016-09-23	Exhibit B – Declaration of Shoshana E. Bannett ISO William Gould’s MSJ	II	JA273-JA279
2016-09-23	Exhibits 1-46 ISO Declaration of James J. Cotter, Jr., ISO James J. Cotter Jr.’s Motion for Partial Summary Judgment	XIV, XV	JA3319-JA3724 (Under Seal)
	Exhibits 1-46 ISO Declaration of Shoshana E. Bannett ISO William Gould’s MSJ	II, III, IV, V	JA280-JA1049
2015-10-22	First Amended Verified Complaint	I	JA46-JA95
2017-12-27	Gould’s Opposition to Plaintiff’s Motion for Reconsideration of Ruling on Gould’s MSJ	XXV	JA6087-JA6091
2016-09-23	Individual Defendants' Motion for Partial Summary Judgment (No. 2) Re: The Issue of Director Independence (“Partial MSJ No. 2”)	VIII, IX, X	JA1863-JA2272 (Under Seal)
2016-09-23	Individual Defendants' Motion for Partial Summary Judgment (No. 3) On Plaintiff’s Claims Related to the Purported Unsolicited Offer (“Partial MSJ No. 3”)	X	JA2273-JA2366
2016-09-23	Individual Defendants' Motion for Partial Summary Judgment (No. 4) On Plaintiff’s Claims Related to the Executive Committee (“Partial MSJ No. 4”)	X	JA2367-JA2477 (Under Seal)
2016-09-23	Individual Defendants' Motion for Partial Summary Judgment (No. 5) On Plaintiff’s Claims Related to the Appointment of Ellen Cotter as CEO (“Partial MSJ No. 5”)	X, XI	JA2478-JA2744 (Under Seal)

# JOINT APPENDIX IN SUPPORT OF APPELLANT’S OPENING BRIEF

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2016-09-23	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 (“Partial MSJ No. 6”)	XI, XII, XIII, XIV	JA2745-JA3275 (Under Seal)
2017-12-26	Individual Defendants' Opposition To Plaintiff's Motion For Reconsideration or Clarification of Ruling on Motions for Summary Judgment Nos 1, 2 and 3	XXV	JA6015-JA6086
2018-01-02	Individual Defendants' Opposition to Plaintiff's Motion for Rule 54(b) Certification and Stay	XXVI	JA6238-JA6245
2017-11-28	Individual Defendants’ Answer to Plaintiff's Second Amended Complaint	XXI	JA5021-JA5050
2016-09-23	Individual Defendants’ Motion for Summary Judgment (No. 1) Re: Plaintiff's Termination and Reinstatement Claims	V, VI, VII, VIII	JA1050-JA1862 (Under Seal)
2016-10-26	Individual Defendants’ Objections to the Declaration of James J. Cotter, Jr. Submitted in Opposition to all Individual Defendants’ Motions for Partial Summary Judgment	XX	JA4738-JA4749
2016-10-13	Individual Defendants’ Opposition to Plaintiff James J. Cotter Jr.’s Motion for Partial Summary Judgment	XVI	JA3811-JA3846

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2016-10-21	Individual Defendants’ Reply ISO of their Partial MSJ No. 1	XIX	JA4593-JA4624
2017-11-09	Individual Defendants’ Supplement to Partial MSJ Nos. 1, 2, 3, 5, and 6	XX, XXI	JA4946-JA5000 (Under Seal)
2017-12-08	Joint Pre-Trial Memorandum	XXIV	JA5791-JA5822
2016-04-05	Judy Coddington and Michael Wrotniak's Answer to First Amended Complaint	I	JA144-JA167
2017-12-28	Motion [to] Stay and Application for OST	XXVI	JA6177-JA6185
2018-02-01	Notice of Appeal	XXVI	JA6326-JA6328
2018-01-04	Notice of Entry of Order Denying Plaintiff's Motion to Stay and Motion for Reconsideration	XXVI	JA6300-JA6306
2018-01-04	Notice of Entry of Order Granting Plaintiff's Motion for Rule 54(b) Certification	XXVI	JA6293-JA6299 (Under Seal)
2016-12-22	Notice of Entry of Order on Partial MSJ Nos. 1-6 and MIL to Exclude Expert Testimony	XX	JA4935-JA4941
2017-12-29	Notice of Entry of Order Re Individual Defendants' Partial MSJs, Gould’s Motion for Summary Judgment, and parties’ Motions in Limine	XXVI	JA6212-JA6222
2018-01-04	Order Denying Plaintiff's Motion to Stay and Motion for Reconsideration	XXVI	JA6257-JA6259
2018-01-04	Order Granting Plaintiff's Motion for Rule 54(b) Certification	XXVI	JA6254-JA6256
2017-12-28	Order Re Individual Defendants' Motions for Partial Summary Judgment and Defendants’ Motions in Limine	XXVI	JA6170-JA6176



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2017-12-01	Plaintiff James Cotter Jr’s Supplemental Opposition to So-Called Summary Judgment Motions Nos. 2 and 3 and Gould Summary Judgment Motion	XXII	JA5286-JA5306
2016-10-13	Plaintiff James J. Cotter Jr.'s Opposition to Defendant Gould's Motion for Summary Judgment	XVII	JA4104-JA4140
2016-10-13	Plaintiff James J. Cotter, Jr.'s Opposition to Individual Defendants' Motion for Partial Summary Judgment (No. 1) re Plaintiff’s Termination and Reinstatement Claims	XVI	JA3931-JA3962
2016-10-13	Plaintiff James J. Cotter, Jr.'s Opposition to Individual Defendants' Motion for Partial Summary Judgment (No. 2) re The Issue of Director Independence	XVI	JA3963-JA3990
2017-12-01	Plaintiff’s Supplemental OPPS to MMSJ Nos. 2 and 6 and Gould Summary Judgment Motion	XXI	JA5226-JA5237
2017-12-01	Plaintiff’s Supplemental OPPS to MSJ Nos. 2 and 5 and Gould Summary Judgment Motion	XXI	JA5092-JA5107
2016-10-21	RDI Reply ISO Individual Defendants’ MSJ No. 1	XIX	JA4643-JA4652
2016-10-21	RDI Reply ISO Individual Defendants’ MSJ No. 2	XIX	JA4653-JA4663
2016-12-20	RDI’s Answer to Plaintiff's Second Amended Complaint	XX	JA4905-JA4930
2016-10-03	RDI’s Joinder to Individual Defendants’ Partial MSJ No. 1	XV	JA3725-JA3735

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2016-10-03	RDI’s Joinder to the Individual Defendants’ MSJ No. 4 re Plaintiff’s Claims Related to The Executive Committee	XVI	JA3758-JA3810
2016-10-21	RDI’s Reply ISO William Gould’s MSJ	XIX	JA4664-JA4669
2016-10-13	RDI’s Joinder to Individual Defendants’ Opposition to Plaintiff’s Motion for Partial Summary Judgment	XVII	JA4010-JA4103
2016-03-29	Reading International, Inc. (“RDI”)’s Answer to James J. Cotter, Jr.’s First Amended Complaint	I	JA122-JA143
2016-10-21	Reply ISO Individual Defendants’ Motion for Partial Summary Judgment (No. 2) re the Issue of Director Independence	XIX	JA4625-JA4642
2017-12-04	Reply ISO Individual Defendants’ Renewed Motions for Partial Summary Judgment Nos. 1 and 2	XXIV	JA5761-JA5790
2017-12-01	Request For Hearing On Defendant William Gould’s Previously-Filed MSJ	XXI	JA5051-JA5066
2015-11-10	Scheduling Order and Order Setting Civil Jury Trial, Pre-Trial Conference and Calendar Call	I	JA96-JA99
2016-09-02	Second Amended Verified Complaint	I	JA168-JA224
2018-01-04	The Remaining Director Defendants’ Motion for Judgment as a Matter of Law	XXVI	JA6260-JA6292

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2017-12-11	Transcript from December 11, 2017 Hearing on Motions for [Partial] Summary Judgment, Motions In Limine, and Pre-Trial Conference	XXIV	JA5823-JA5897
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2017-12-29	Transcript of 12-28-2017 Hearing on Motion for Reconsideration and Motion for Stay	XXVI	JA6186-JA6209
2018-01-05	Transcript of January 4, 2018 Hearing on Plaintiff's Motion for Rule 54(b) Certification	XXVI	JA6307-JA6325
2016-11-01	Transcript of Proceedings re: Hearing on Motions, October 27, 2016	XX	JA4750-JA4904

## CERTIFICATE OF SERVICE

I certify that on the 22nd day of January 2019, I served a copy of **JOINT APPENDIX IN SUPPORT OF APPELLANT'S OPENING BRIEF VOLUME VI (JA1251-1500)** upon all counsel of record:

☒ By mailing it by first class mail with sufficient postage prepaid to the following address(es); via email and/or through the court's efilg service:

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By: /s/ Patricia A. Quinn  
An employee of Morris Law Group

1 my activity at those entities because of my  
2 appointment as president of RDI.

3 And so while -- and so at the point of  
4 becoming president, my father and I had an agreement  
5 that I would transition my role as president whereas 02:25:48  
6 CEO of Cecelia and the agricultural entities into  
7 one as a director, and my activity would be  
8 curtailed to reflect the role as a director.

9 Q. And in fact, is that what happened?

10 A. Yes. 02:26:15

11 Q. So when you took on the title of president  
12 of Reading, what were the additional  
13 responsibilities, job responsibilities as president  
14 that you accepted?

15 A. Well, all of the responsibilities that a 02:26:25  
16 president would normally accept, and spending, you  
17 know, all of -- almost all of my time focused on  
18 Reading, beginning, you know, in June of 2013.

19 Q. Okay. But if you could just elaborate for  
20 me, what were the -- what were those 02:26:54  
21 responsibilities, those typical responsibilities of  
22 a president?

23 A. To -- I was reporting to the CEO, so I was  
24 helping the CEO implement his short-term and  
25 long-term vision. But I was also the primary 02:27:07

1 executive responsible for all of the day-to-day  
2 decisions. The executives reported to the  
3 president, and I ultimately reported to the CEO.

4 So it was more of an executive role with  
5 executive responsibilities because at that time, our 02:27:34  
6 chief operating officer had resigned, and I had  
7 really stepped into an operating role to fill the  
8 void that he left with his resignation.

9 Q. Who was that COO?

10 A. John Hunter. 02:27:53

11 Q. And was he replaced?

12 A. He was not replaced. But I became  
13 president either at the same time, shortly after, or  
14 before his resignation as chief operating officer.

15 Q. Was there a president before you took the 02:28:07  
16 position?

17 A. No.

18 Q. So the position was -- the title, at least,  
19 was created for you. That was, you were the first  
20 president, there was no prior president? 02:28:17

21 A. I don't know if that's the case. There may  
22 have been.

23 Q. But you didn't -- you didn't succeed  
24 anybody in that position?

25 A. There wasn't a president at the company at 02:28:29

1 the time I became president.

2 Q. Who were the executives that reported to  
3 you when you initially became president of Reading?

4 A. CFO. I don't know if there was a general  
5 counsel, but the principal senior executives would 02:28:52  
6 have reported to me.

7 Q. But I'm -- guess that's what I'm asking.  
8 Who were the principal senior executives?  
9 You mentioned the CFO. I'm wondering who  
10 else it was. 02:29:04

11 A. Yeah, I mean, technically, all of the  
12 principal -- Wayne Smith, Matthew Bourke, Bob  
13 Smerling. I mean, I think that's it.

14 Q. What were their job titles?

15 A. Wayne Smith was the managing director of 02:29:23  
16 our Australia and New Zealand operation. Andrzej  
17 Matyczynski was our chief financial officer. I  
18 mean, Craig Tompkins was an outside legal  
19 consultant. Bob Smerling was the president of the  
20 U.S. cinemas division. And my sister Margaret, 02:29:53  
21 technically, who was a consultant in charge of the  
22 live theater operation.

23 Q. So and when you say the major company  
24 executives reported to you, you're including among  
25 those people people who weren't, strictly speaking, 02:30:15

1 significant experience serving as a CFO of a large  
2 public REIT.

3 At the time my father wanted to hire a new  
4 general counsel, so I hired Bill Ellis, who's a real  
5 estate partner at a large law firm here in 03:11:06  
6 Los Angeles with a lot of real estate experience.

7 I was in the process of hiring a director  
8 of real estate and on the verge of bringing on board  
9 an executive who had 25 to 30 years of real estate  
10 development experience to preside over our domestic 03:11:28  
11 real estate.

12 I -- whether it was as president or as CEO,  
13 I was instrumental in the company selling off some  
14 of our nonincome-producing properties in Australia  
15 and New Zealand. And at that time, I was putting 03:11:59  
16 together a business plan for the company and getting  
17 management reports from all of the heads of the  
18 seven divisions of Reading.

19 Putting to- -- I was on the verge of  
20 putting together budgets for the whole company with 03:12:34  
21 stretch goals.

22 I had hired a director of real estate --  
23 this might have been as president -- a director of  
24 real estate for our Australia and New Zealand real  
25 estate, who's been very successful in moving all of 03:12:49



1 what the capital needs and what the business plans  
2 that each of the divisions had and that that would  
3 roll up into a plan for the entire company.

4 Q. So -- and you were -- did you have those  
5 bottom-up business plans or not yet by the time you 03:22:15  
6 were terminated?

7 A. I don't know exactly when. At some point,  
8 maybe it was February, maybe it was March, we  
9 completed the business plan for the U.S. cinemas,  
10 which was a significant division of the entire 03:22:28  
11 company. My sister Margaret was continuing to work  
12 on a business plan for the live theaters.

13 But we were almost there in terms of now  
14 having each of the divisions preparing business  
15 plans and rolling them up into one unified plan for 03:22:44  
16 the entire company as well as a unified budget,  
17 which Dev had really been tasked with moving forward  
18 as well.

19 Q. And did you have a -- I guess my question  
20 is, at the time you were terminated, did you have a 03:23:01  
21 draft --

22 A. No.

23 Q. -- you had started?

24 A. I did not have a draft.

25 Q. So in terms of putting pen to paper or 03:23:07

1 typewriter keys to the electronic page, you hadn't  
2 started writing what would be the business plan that  
3 you were contemplating?

4 A. As I said, I was waiting for the completion  
5 of all the business plans from the seven divisions 03:23:21  
6 of the company.

7 Now, there was some delay in getting those,  
8 and I was putting, you know, thought to the overall  
9 business plan. But it had not been finalized in a  
10 form to be presented to the board. 03:23:36

11 Q. And I understand it hadn't been finalized.  
12 My question's a little different. I just want to  
13 make sure that I -- that there's not a document out  
14 there that I don't recognize, that this is no --

15 A. No. 03:23:45

16 Q. -- draft?

17 A. No, no. No.

18 Q. Okay. In terms of the budget for the -- by  
19 the way, was there a date -- had you set an internal  
20 deadline for creation of the business plan for the 03:24:00  
21 company?

22 A. Did I set a date?

23 Q. Yeah, an internal date.

24 A. No.

25 Q. No? 03:24:10

1 goals as a CEO?

2 A. I do.

3 Q. When you say "Update board to focus on  
4 strategy," what did you mean?

5 A. I meant that the board should get involved 04:23:30  
6 with creating a strategy and be involved in the  
7 process and that the company should operate  
8 according to a business plan and that the board  
9 should be involved in that process.

10 Q. And was that something that you -- in fact, 04:23:46  
11 did you present to the board in a time while you  
12 were CEO a business plan with strategy,  
13 understanding that you earlier said you didn't write  
14 the business plan?

15 A. Right. That was -- I never presented -- 04:24:01

16 MR. KRUM: Object to the characterization  
17 of the testimony.

18 THE WITNESS: I never presented a plan to  
19 the board prior to being terminated, but that was  
20 one of the action items that I thought was important 04:24:10  
21 for the company.

22 BY MR. TAYBACK:

23 Q. One of the -- the second one there says,  
24 "develop better lines of communication with  
25 shareholders." 04:24:20

# **EXHIBIT 11**

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 WROTONIAK, and DOES 1  
through 100, inclusive,  
Defendants.

and

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

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(CAPTION CONTINUED ON NEXT PAGE.)

VIDEOTAPED DEPOSITION OF JAMES COTTER, JR.  
Los Angeles, California  
Tuesday, May 17, 2016  
Volume II

Reported by:  
JANICE SCHUTZMAN, CSR No. 9509  
Job No. 2312191  
Pages 298 - 567

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

18 Videotaped Deposition of JAMES COTTER, JR.,  
19 Volume II, taken at 865 South Figueroa Street,  
20 10th Floor, Los Angeles, California, commencing  
21 at 9:38 a.m. and ending at 4:37 p.m., Tuesday,  
22 May 17, 2016, before Janice Schutzman, CSR No. 9509.

23  
24  
25 PAGES 298 - 567

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1 THE WITNESS: I thought it was unusual, but  
2 I also found Ellen and Margaret basically refusing  
3 to report to me unusual. And routine business  
4 matters that ordinarily arose in the company were  
5 being converted into issues of personal dispute 09:43AM  
6 between my sisters and me and issues about control.  
7 And someone recommended that this could be helpful  
8 to move the company forward and deal with those  
9 issues.

10 BY MR. TAYBACK: 09:43AM

11 Q. And was the discussion forum disbanded at  
12 some point in time?

13 MR. KRUM: Objection, vague and ambiguous,  
14 foundation.

15 THE WITNESS: I don't know if it was ever 09:44AM  
16 officially disbanded. I think it more kind of  
17 sputtered out.

18 BY MR. TAYBACK:

19 Q. Approximately when did you last -- was the  
20 last discussion forum meeting that you recall? 09:44AM

21 A. There could have been one in December.

22 Q. The -- at some point, Mr. Storey took on --  
23 Tim Storey took on a position of ombudsman. We  
24 discussed that a little bit yesterday.

25 You recall that? 09:45AM

1 A. I do.

2 Q. Do you recall whose suggestion that was?

3 MR. KRUM: Objection, foundation.

4 THE WITNESS: My recollection is that it

5 was recommended by the so-called independent 09:45AM

6 directors.

7 BY MR. TAYBACK:

8 Q. And did you concur in that recommendation?

9 A. Initially, I was not supportive of the  
10 idea. 09:45AM

11 Q. Why not?

12 A. Because I didn't think it was necessary.

13 Q. How was it explained to you? How was the  
14 proposal explained to you initially?

15 A. The proposal that was explained to me where 09:46AM

16 Tim took on this official role as ombudsman was on,  
17 I believe, March 13th, where Bill Gould asked me and  
18 my two sisters to his office in Century City and  
19 independently described to me with Tim Storey

20 present that the so-called independent directors had 09:46AM  
21 decided that Tim Storey would become involved as an  
22 ombudsman. There had been complaints raised against  
23 me by my two sisters. I had reported complaints  
24 against my two sisters.

25 And the board was at a high level and 09:47AM



1 really wasn't in a position to understand the  
2 disputes that were ongoing between me and my two  
3 sisters and felt that Tim, who had a lot of  
4 experience with corporate governance, could become  
5 involved and he would be temporarily given authority 09:47AM  
6 to interact with the three of us to investigate what  
7 was going on between me and my two sisters and also  
8 to help move the business forward.

9 And I understand that that same message was  
10 communicated after my meeting with Tim and Bill to 09:47AM  
11 my two sisters and that Bill had said that Tim would  
12 serve this function at the bequest of the so-called  
13 independent directors until sometime in June and  
14 would report his findings to either Bill Gould or to  
15 the independent committee, and that would be 09:48AM  
16 sometime at the end of June.

17 Q. And you said that you initially were not  
18 supportive of this.

19 Did you say that to somebody in words or  
20 substance, "Hey, this is unnecessary. I don't 09:48AM  
21 support this"?

22 A. I don't recall a specific conversation. I  
23 felt that.

24 Q. So you felt it, but you can't say that you  
25 communicated it? 09:48AM

1           What were you referring to by hating  
2           putting him on the spot?

3           MR. KRUM: Objection, asked and answered.

4           If you can answer, go ahead.

5           THE WITNESS: This was just a way of           10:23AM  
6           communicating to him an issue that arose or that was  
7           continuing between myself and Margaret. And I  
8           wanted him to be aware of her expectations so that  
9           he could appreciate what was going on at the  
10          company.   10:24AM

11          BY MR. TAYBACK:

12          Q. And the question that you ended that email  
13          with was, "but if the CEO of DNZ" --

14                 That's a company in New Zealand; correct?

15          A. It is.   10:24AM

16          Q. "If the CEO of DNZ came to you as  
17          chairman with correspondence like this  
18          from one of his lieutenants, what advice  
19          would you give him?"

20                 Did Mr. Storey respond to your question       10:24AM  
21          about what advice he would give to a CEO faced with  
22          correspondence from one his lieutenants like this?

23          A. I don't recall.

24          Q. You did find it difficult to run the  
25          company with your sisters, Ellen and Margaret, also   10:25AM

1 working at Reading; correct?

2 MR. KRUM: Objection, vague and ambiguous,  
3 assumes facts not in evidence.

4 THE WITNESS: I found it difficult working  
5 with them because, by that point, the issues that I 10:25AM  
6 was having with them relating to the trust and  
7 estate matters had permeated the company, spread to  
8 employees like Linda Pham and ultimately to the  
9 board, and it was difficult because they wanted to  
10 run Reading like a family-owned business and really 10:25AM  
11 didn't want to be accountable to anyone. And so I  
12 found that difficult running the company.

13 BY MR. TAYBACK:

14 Q. And did you trust Mr. Storey's judgment?

15 MR. KRUM: Objection, vague. 10:26AM

16 THE WITNESS: At that point in time?

17 BY MR. TAYBACK:

18 Q. Yes.

19 A. I mean, selectively, I thought he had a lot  
20 of experience. I trusted some of the things he said 10:26AM  
21 but not everything.

22 Q. You said --

23 (Off the record.)

24 BY MR. TAYBACK:

25 Q. You say at that point in time when I asked 10:26AM

1 Q. Okay. You say in the top part of that  
2 email, page 5483, the page ending in that Bates  
3 number, the last -- or you say:

4 "Last thing I would want is a  
5 board member playing COO."

10:37AM

6 Why is that?

7 A. Because there -- I felt that there was a  
8 distinction between the responsibilities of boards  
9 and the responsibilities of management.

10 Q. What -- what's the distinction in your  
11 mind? What was the distinction at this point in  
12 time?

10:38AM

13 A. Well, the board should -- the boards  
14 should -- again, I mean, this was also more of a  
15 reflection of I wanted to preserve my authority as  
16 CEO because I felt that my sisters wanted to hollow  
17 out my authority and put limitations and create  
18 executive committees that they were reporting to,  
19 limit my authorities on approving certain items.

10:38AM

20 And so I wanted to maintain that authority  
21 and not have board members playing the role of a  
22 chief operating officer.

10:39AM

23 Q. Were you -- do you know of a person named  
24 Bryant Crouse, C-R-O-U-S-E?

25 A. I do recall the name.

10:39AM

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1 Q. What do you recall?

2 A. I recall that a few years ago, one of the  
3 directors -- I believe it was Al Villasenor -- had a  
4 conversation with Bill Gould about this Bryant  
5 Crouse, and they had recommended that he become 10:40AM  
6 involved with the company and perform an assessment  
7 of our corporate governance or management structure.

8 And this was the time that my dad was  
9 chairman and CEO of the company, before I became  
10 president. And they were both recommending that 10:40AM  
11 this individual get involved in the company and  
12 perform an assessment and provide recommendations to  
13 the company, to the board, to the management team,  
14 to my father, on ways to improve the management and  
15 corporate governance -- management, I believe, of 10:40AM  
16 Reading.

17 Q. Were you aware that Mr. Gould and  
18 Mr. Storey met with Mr. Crouse about acting as a  
19 management consultant for the counsel senior  
20 management in the company? 10:41AM

21 A. I recall that there was a discussion, or I  
22 learned about it at some point.

23 Q. Do you recall how you learned about it, who  
24 told you?

25 A. It may have been Bill Gould. 10:41AM

1 Q. And was it your understanding that they --  
2 that Mr. Crouse had proposed that he could provide  
3 30 hours of time meeting with you and bringing his  
4 expertise to bear on successful management  
5 development for \$15,000?

10:41AM

6 MR. KRUM: Objection, assumes facts not in  
7 evidence, foundation.

8 THE WITNESS: I think it was the same type  
9 of proposal that they were looking to implement that  
10 they had implemented with my father some years back. 10:41AM  
11 And given the issues that had arisen with my two  
12 sisters, this proposal had arisen again.

13 BY MR. TAYBACK:

14 Q. And the proposal was to meet -- for him to  
15 meet with you for a period of time to explore ways 10:42AM  
16 that he could assist in the company's continued  
17 successful management development, outstanding  
18 leadership, and continued implementation of  
19 organizationally sound management structures? Was  
20 that your understanding as to what he was being -- 10:42AM

21 A. What --

22 MR. KRUM: Let me interpose the objections.

23 Objection, foundation, the document, which  
24 the witness does not have, it speaks for itself.

25 BY MR. TAYBACK:

10:42AM

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1 Q. Was that your understanding as to what he  
2 was being asked to do by Mr. Gould and Mr. Storey in  
3 April of 2015?

4 MR. KRUM: Objection, assumes facts not in  
5 evidence, the document speaks for itself, and 10:42AM  
6 foundation.

7 THE WITNESS: Again, I had learned that  
8 there was a proposal or that there had been  
9 discussions with this gentleman that were similar to  
10 the proposals that had been made years ago. 10:43AM

11 I don't recall what came of it.

12 THE REPORTER: 185.

13 (Deposition Exhibit 185 was marked for  
14 identification.)

15 BY MR. TAYBACK: 10:43AM

16 Q. I'm just going to ask you whether you've  
17 ever seen the written proposal that's reflected here  
18 at Exhibit 185.

19 A. I can't recall having seen this document.

20 Q. But is it fair to say that in April, or 10:43AM  
21 between the time of April 15th, 2015, and the time  
22 you were terminated as CEO, you never actually sat  
23 down and met with Mr. Crouse?

24 A. No.

25 Q. I'm not going to have any more questions. 10:43AM

1 Q. And are they all in Honolulu?

2 A. They're all on the island of Oahu.

3 Q. Did you visit them all?

4 A. Pretty much. I believe I did.

5 Q. Okay.

6 A. I believe I visited every one of them, yes.

7 Q. Okay. And did you go with anybody.

8 A. On some occasions, I brought my family.

9 On -- for a lot of the theaters, I went alone.

10 Q. When you went with your family, did you 01:55PM  
11 actually view a movie, or did you just go and  
12 inspect the property?

13 A. We watched a movie.

14 Q. How many did you go with your family to  
15 watch a movie? One or two? 01:55PM

16 A. I can't recall. I don't think it was any  
17 more than two. I mean, at most.

18 Q. Did -- when you went to the Reading  
19 theaters in Hawaii, did you identify yourself to any  
20 of the management there as someone who was the CEO 01:55PM  
21 of Reading?

22 A. No, I didn't.

23 Q. Okay. Why not?

24 A. Because I wanted to almost be a mystery  
25 shopper. I wanted to experience the theater and the 01:56PM



1 theater experience as a normal customer would and as  
2 a normal family would. And I did not want any  
3 special treatment. I wanted to see how others  
4 experienced the theater.

5 Q. And was the trip a business expense? 01:56PM

6 A. The hotel -- one of the hotel rooms that I  
7 had during the seven nights, I expensed. I don't  
8 believe I expensed any of the dinners or the  
9 airfare.

10 Q. Did you write down notes, do a report of 01:56PM  
11 what your observations were?

12 A. I did.

13 Q. And whose -- for whose benefit was that?

14 A. It was for my sister's benefit to prompt  
15 her to see some of the issues that I had experienced 01:57PM  
16 at the theaters and to prompt her to start thinking  
17 about addressing the renovation of the theaters and  
18 the condition of the theaters in her business  
19 report -- business plan that she was preparing.

20 Q. That's your sister Ellen you're talking 01:57PM  
21 about?

22 A. Yes.

23 Q. The report that you wrote, did you -- how  
24 long after you -- withdraw that.

25 Did you write it while you were in Hawaii, 01:57PM

1 statement there that says:

2 "The board stands behind and  
3 supports Jim, Jr. as CEO, however, the  
4 board expects him to work respectfully  
5 and professionally with his sisters."

02:36PM

6 It then goes on to say:

7 "The office environment and morale  
8 must return to normalcy. Independent  
9 directors are investigating Linda's  
10 claims and, if proven, the independent  
11 directors may require Jim, Jr. to take  
12 an anger management class."

02:36PM

13 Have you ever taken an anger management  
14 class?

15 A. No.

02:36PM

16 Q. Did anybody ever suggest to you you should?

17 A. Never. I mean, outside of this incident  
18 with Linda Pham, no.

19 Q. Did you ever hear that the perception at  
20 Reading by employees is that you had a volatile  
21 temper?

02:36PM

22 A. No.

23 MR. KRUM: Objection, assumes facts.

24 THE WITNESS: I heard it. I heard that.

25 But I believe that those allegations were brought by

02:37PM

1 individuals like Linda Pham and Deb Watson, who, as  
2 I described earlier, had been co-opted into this  
3 family dispute, including my sister Ellen.

4 BY MR. TAYBACK:

5 Q. By whom did you hear that there was a 02:37PM  
6 perception that you had an anger management problem?

7 A. I heard it from the directors.

8 Q. At a meeting or individually?

9 A. I can't recall. It was either -- it's  
10 probably individually or it -- maybe even in some of 02:37PM  
11 this correspondence, and a lot of it sprung from the  
12 episode with Linda Pham.

13 Q. And you said that there also was -- you had  
14 an awareness that Ms. Watson also had expressed that  
15 perception? 02:38PM

16 A. Again, I don't think there was any merit at  
17 all to the allegations that were made by Linda Pham  
18 or Deb Watson.

19 Deb Watson is a -- not even a Reading  
20 employee. She works for Ellen and Margaret on the 02:38PM  
21 trust and estate matters.

22 Linda Pham was working for Ellen and  
23 Margaret on the trust and estate matters at one time  
24 and had been going through all of the emails at  
25 Reading looking for emails from my father, from me, 02:38PM

1 at El- -- at, I believe, Ellen and Margaret's  
2 direction.

3 So as I said, the direc- -- I asked the  
4 directors, there is no basis to these claims, and  
5 you should all investigate them.

02:38PM

6 Q. When you say "these claims," what was your  
7 understanding of Ms. Pham's claim?

8 A. I don't know what her claim was. I know  
9 that she had filed a complaint with Doug McEachern  
10 saying that I had yelled at her one day. But I've  
11 never seen the complaint.

02:39PM

12 And once I heard that, I raised the issue  
13 with a number of directors, giving them a full  
14 timeline of the events, what I thought was happening  
15 between Deb Pham -- Linda Pham, my sister Ellen, and  
16 my sister Margaret, and that the board should  
17 investigate.

02:39PM

18 Q. So when you say you don't know what her  
19 claim was, you haven't seen the claim, but you have  
20 some understanding of what the claim was?

02:39PM

21 A. That I raised my voice to her at one point,  
22 but I haven't seen the claim, so I can't say.

23 Q. And where did you hear -- your  
24 understanding that you -- you're expressing here,  
25 where did you get that from?

02:40PM

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03:29PM

03 : 3 0 PM

03:30PM

03:30PM

03 : 30 PM

1 A. No.

2 Q. Did you ever yell or raise your voice at  
3 Guy Adams?

4 A. I did.

5 Q. Describe for me -- well, was it once or 03:40PM  
6 more than once?

7 A. I only recall once.

8 Q. Describe for me the instance you recall.

9 A. It was sometime in 2014, and I said that he  
10 had just taken too long working on certain matters 03:40PM  
11 for my father and he had just let things go.

12 And I was upset with Guy. And before the  
13 conversation had concluded, I was behind my desk, I  
14 stood up, and I apologized to him for raising my  
15 voice. 03:41PM

16 That was the only occasion that I had with  
17 Guy before my termination.

18 Q. On the day that you were terminated, did  
19 Bill Ellis ask you to leave the Reading office?

20 A. He -- 03:41PM

21 MR. KRUM: When?

22 MR. TAYBACK: On the day he was  
23 terminated --

24 MR. KRUM: Well --

25 MR. TAYBACK: -- did Bill Ellis ask him to 03:41PM

1 BY MR. TAYBACK:

2 Q. And do you recall -- the meeting you recall  
3 where that happened, was that before or after you  
4 were terminated?

5 MR. KRUM: Objection, assumes facts not in 03:53PM  
6 evidence.

7 THE WITNESS: I don't recall.

8 BY MR. TAYBACK:

9 Q. Do you remember Ellen Cotter talking to you  
10 about the possibility of getting an interim CEO at 03:53PM  
11 Reading as early as February 2015, someone to  
12 replace you?

13 A. I think they brought it up as early as  
14 October 2014.

15 Q. And did you share with Mr. Storey, at 03:54PM  
16 least, your concerns about that kind of discussion  
17 from Ellen Cotter?

18 A. I may have.

19 Q. And when she brought it up, was her  
20 proposal that the company hire an interim CEO that 03:54PM  
21 was none of the Cotters?

22 A. I don't recall a specific conversation that  
23 I had with Ellen in February relating to that.

24 Q. You said you think they brought it up or  
25 she brought it up as early as October. 03:54PM

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1                   What's your first recollection of what she  
2                   said?

3                   A.    Well, either Ellen and/or Margaret said  
4                   that, at some point, hey, you know, we're going to  
5                   hire an interim CEO to replace you.                   03:55PM

6                   Q.    And what did you say to her or them?

7                   A.    I don't recall how I responded.

8                   Q.    Is it fair to say at the time, as of  
9                   October at least, you weren't in favor of that?

10                  A.    As of October of 2014?                   03:55PM

11                  Q.    Yes.

12                  A.    Certainly not.

13                  Q.    And did you -- by February, did you start  
14                  to think that maybe that was a more realistic way of  
15                  Reading managing the business while the trust and                   03:55PM  
16                  estates matters were sorted out?

17                  A.    No.

18                  Q.    At any point before you were terminated,  
19                  did you come to that view?

20                  A.    No.   03:55PM

21                  Q.    I'm going to ask you to take a look at --  
22                               While she's getting a document, I'll ask  
23                  you a couple of questions unrelated to the documents  
24                  in front of you.

25                               As a board member at Reading, do you                   03:56PM



# **EXHIBIT 12**

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 WROTONIAK, and DOES 1  
through 100, inclusive,  
Defendants.

and

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

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(CAPTION CONTINUED ON NEXT PAGE.)

VIDEOTAPED DEPOSITION OF JAMES COTTER, JR.  
Los Angeles, California  
Wednesday, July 6, 2016  
Volume III

Reported by:  
JANICE SCHUTZMAN, CSR No. 9509  
Job No. 2343561  
Pages 568 - 838

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1 T2 PARTNERS MANAGEMENT, LP, a  
2 Delaware limited partnership,  
3 doing business as KASE CAPITAL  
4 MANAGEMENT, et al.,  
5 Plaintiffs,  
6 vs.  
7 MARGARET COTTER, ELLEN COTTER,  
8 GUY ADAMS, EDWARD KANE, DOUGLAS  
9 McEACHERN, WILLIAM GOULD, JUDY  
10 CODDING, MICHAEL WROTONIAK, CRAIG  
11 TOMPKINS, and DOES 1 through 100,  
12 inclusive,  
13 Defendants.  
14 and  
15 READING INTERNATIONAL, INC., a  
16 Nevada corporation,  
17 Nominal Defendant.  
18  
19  
20  
21  
22  
23  
24  
25

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Videotaped Deposition of JAMES COTTER, JR.,  
Volume III, taken at 865 South Figueroa Street,  
10th Floor, Los Angeles, California, commencing  
at 9:51 a.m. and ending at 5:13 p.m., Wednesday,  
July 6, 2016, before Janice Schutzman, CSR No. 9509.

PAGES 568 - 838

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1 MR. KRUM: This is 90 what?  
2 THE REPORTER: 399.  
3 MR. TAYBACK: 399.  
4 MR. KRUM: 399.  
5 MS. LINDSAY: I got it.  
6 MR. TAYBACK: And the number is TS\_0000697.  
7 MR. KRUM: I'm pretty sure that some  
8 version of this has been marked previously.  
9 MR. TAYBACK: Maybe. I didn't think so.  
10 BY MR. TAYBACK: 01:48PM  
11 Q. Taking a look at that briefly, had you  
12 ever -- I realize you're not on that email, but  
13 looking at that email, which purports to describe a  
14 conversation between you and your sister Ellen, do  
15 you recall her discussing, at least in February of 01:48PM  
16 2015, the possibility of an interim CEO?  
17 Do you remember having that kind of a  
18 conversation with Ellen?  
19 A. I remember calling Tim and relating that  
20 Ellen had raised this possibility, and that's why I 01:48PM  
21 called him.  
22 Q. All right. I'm going to show you a  
23 document that's been previously marked as Exhibit 11  
24 at Mr. Storey's deposition.  
25 (Previously marked Deposition Exhibit 11

1 was identified.)

2 BY MR. TAYBACK:

3 Q. And this is an email from Mr. Gould to  
4 Mr. Adams, Mr. Kane, Mr. McEachern, Mr. Storey.  
5 You're, again, not on this, but it attaches a  
6 memorandum from Mr. Gould. And I'm going to -- it's  
7 dated March 6th, 2015.

01:49PM

8 If I could direct your attention to the  
9 third page of the document, which ends in the Bates  
10 stamp 249.

01:50PM

11 A. Okay.

12 Q. Mr. Gould, at the very top of that page --

13 A. The top of page 3?

14 Q. The top of the third page of the document,  
15 which is page 2 of the memo.

01:50PM

16 A. Okay.

17 Q. You see that?

18 You see it?

19 A. I do.

20 Q. Okay. At the very top, there's a sentence  
21 that starts:

01:50PM

22 We cannot accept a dysfunctional  
23 management team under any circumstances.  
24 Indeed, the company has said in its  
25 public filings that the Cotters will

01:50PM

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1 work together notwithstanding the  
2 litigation and they do not believe that  
3 the litigation will affect its company's  
4 operations. But we must ask ourselves,  
5 how can we ensure the three Cotters will  
6 work together given the 'thermonuclear'  
7 hostility currently existing?"

01:50PM

8 Would you agree that as of March of 2015,  
9 Mr. Gould's characterization of the hostility  
10 between you and your siblings was properly  
11 characterized as thermonuclear?

01:51PM

12 MR. KRUM: Objection, vague.

13 THE WITNESS: No. I wouldn't characterize  
14 the relationship as thermonuclear.

15 What I would characterize it as -- Margaret  
16 simply refused to report to me. It wasn't just me.  
17 She really refused to be accountable to anyone. And  
18 that created an issue in the company that I believe  
19 Ellen and Margaret artificially created.

01:51PM

20 So when it's described as, well, there's an  
21 issue in the relationship amongst the Cotters, I  
22 would attribute it to Margaret absolutely refusing  
23 to report to me and her being responsible for  
24 creating this crisis that is being described.

01:51PM

25 BY MR. TAYBACK:

01:52PM

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1 Q. Regardless of whoever's fault you believe  
2 it is that you could not get along, would you agree  
3 that the relationship between you and your sisters  
4 within the management of Reading was dysfunctional  
5 by March of 2015?

01:52PM

6 MR. KRUM: Object to the characterization  
7 of the testimony.

8 You can answer the question.

9 THE WITNESS: Again, if there's an  
10 executive or an independent contractor who  
11 completely refuses to report to me as CEO and has  
12 done so as early as September/October of 2014 and  
13 has literally refused to report to me, that's  
14 dysfunctional. That's dysfunctional.

01:52PM

15 BY MR. TAYBACK:

01:53PM

16 Q. And did you report -- when your termination  
17 was being discussed, you raised the issue of your  
18 perception that Margaret was unwilling to report to  
19 you to the board; correct?

20 MR. KRUM: Objection --

01:53PM

21 THE WITNESS: I think my --

22 MR. KRUM: -- assumes facts.

23 THE WITNESS: -- my description might even  
24 have been more. It might have been not just that  
25 she was unwilling to report to me. She was

01:53PM

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1 unwilling to report to anyone. And she didn't want  
2 to have any accountability to anyone. So --

3 BY MR. TAYBACK:

4 Q. Go ahead. I'm sorry.

5 Is it -- and is it fair to say that you 01:53PM  
6 described to the board a situation which was there  
7 was a dysfunctional working relationship between you  
8 and your sisters and that they effectively needed to  
9 pick either you or your sisters?

10 MR. KRUM: Object to the characterization 01:53PM  
11 of the testimony --

12 THE WITNESS: I would nev- --

13 MR. KRUM: Let me interpose my objections.

14 Assumes facts not in evidence.

15 Go ahead. 01:54PM

16 THE WITNESS: I would never characterize  
17 the issue that I had, especially with Margaret and  
18 her abject refusal to report to me, as a  
19 dysfunctional relationship because that implies that  
20 two people in a relationship are both contributing 01:54PM  
21 to the dysfunctionality of their relationship.

22 BY MR. TAYBACK:

23 Q. So you're saying, in your mind at least,  
24 the word dysfunctional suggests you would be  
25 contributing to dysfunctionality, but you weren't? 01:54PM

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1 MR. KRUM: Objection, assumes facts not in  
2 evidence, including of the witness seeing  
3 Exhibit 11.

4 MR. TAYBACK: Let me -- I'll rephrase the  
5 question.

01:58PM

6 BY MR. TAYBACK:

7 Q. Isn't it correct that in March of 2015, you  
8 understood that the board would assess how the  
9 management of the company was functioning,  
10 specifically you and your sisters, to make an  
11 assessment about what they should do?

01:58PM

12 A. No.

13 At the meeting on March 13th, Bill Gould  
14 and Tim Storey communicated to me and independently  
15 to Ellen and Margaret that Tim would make a  
16 recommendation as newly appointed ombudsman and  
17 would report his findings and his recommendations to  
18 the independent directors of the board, not to the  
19 full board, but only to the independent directors.  
20 And the independent directors would then, based on  
21 his findings, possibly take actions in response to  
22 those findings and recommendations.

01:58PM

01:59PM

23 Q. And was that agreement, as you understood  
24 it, memorialized in writing somewhere?

25 MR. KRUM: Objection, foundation.

01:59PM

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1 BY MR. TAYBACK:

2 Q. Yes or no?

3 A. Well, I mean, I think there may have been  
4 memos to that effect.

5 Q. Have you seen a memo that describes that 01:59PM  
6 process that you just described?

7 A. I can't recall, sitting here today,  
8 without, you know, going through the emails.

9 But yes, I mean, I -- it was clear to me,  
10 to Ellen and Margaret, certainly to Bill Gould and 01:59PM  
11 Tim Storey and the other directors, that that was  
12 the case.

13 Q. Do you agree with me that the board of a  
14 company always has the prerogative to make a  
15 decision with respect to the hiring and firing of 02:00PM  
16 its executives, the company's executives, subject to  
17 whatever contracts might exist.

18 MR. KRUM: Objection, vague and ambiguous,  
19 may call for a legal conclusion.

20 THE WITNESS: Do I agree what? 02:00PM

21 BY MR. TAYBACK:

22 Q. That the board of a company --

23 A. Right.

24 Q. -- has the power to hire and fire a CEO?

25 MR. KRUM: Same objections, incomplete 02:00PM

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1 hypothetical as well.

2 THE WITNESS: Subject to agreements made,  
3 written contracts made.

4 BY MR. TAYBACK:

5 Q. Subject to the terms of a contract; 02:00PM  
6 correct?

7 A. Subject to the terms of a contract --

8 Q. Yes.

9 A. -- or possibly a resolution. Sure.

10 Q. And is there anything about what you're 02:00PM  
11 describing that you think limited the power of the  
12 board to terminate you as CEO if it believed doing  
13 so was in the best interest of the company?

14 MR. KRUM: Same objections.

15 THE WITNESS: I believe in January of 2015, 02:01PM  
16 a resolution was passed at the insistence of my  
17 sisters that they couldn't be terminated.

18 Ellen could not be terminated as an  
19 executive without the approval of the majority of  
20 the independent directors. 02:01PM

21 Margaret's contract with -- for her live  
22 theater operation could not be terminated without  
23 the majority of the independent directors.

24 And my employment as CEO could not be  
25 terminated without a majority of the independent 02:01PM

Page 706

# **EXHIBIT 13**

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

VIDEOTAPED DEPOSITION OF ELLEN COTTER  
TAKEN ON MAY 18, 2016  
VOLUME 1

REPORTED BY:  
PATRICIA L. HUBBARD, CSR #3400

1 conversation, about a repopulated and newly  
2 chartered executive committee of the RDI board of  
3 directors prior to the meeting of June 12, 2015?

4 MR. SEARCY: Objection. Asked and  
5 answered.

6 THE WITNESS: As I said, I don't recall  
7 specific conversations with Craig about this.

8 BY MR. KRUM:

9 Q. You don't recall speaking to him; is  
10 that right?

11 A. I don't recall speaking to him. But I  
12 speak to Craig a lot, so, very well this -- this  
13 subject would have come up.

14 Q. Did you speak to Bill Ellis prior to the  
15 meeting of June 12, 2015 with respect to a  
16 repopulated and newly chartered executive committee  
17 of the RDI board of directors?

18 A. I don't recall if I spoke to Bill.

19 Q. Did you speak to Frank Reddick prior to  
20 the meeting of June 12, 2015 about a repopulated and  
21 newly chartered executive committee of the RDI board  
22 of directors?

23 A. Frank Reddick of Akin Gump?

24 Q. Yes.

25 A. I did.

1 Q. I'm not asking you who said what.

2 When did that conversation or those  
3 conversations occur?

4 A. I don't remember.

5 Q. Was it prior to May 21, 2015?

6 A. I don't -- I don't recall.

7 Q. Do you recall that May 21, 2015 was the  
8 first supposed meeting of the RDI board of directors  
9 where the subject was the termination of Jim Cotter,  
10 Jr., as president and C.E.O.? Do you recall that  
11 date and that meeting?

12 A. I recall May 21, 2015.

13 Q. Okay. And you do not recall, with that  
14 particular meeting and date in mind, whether you had  
15 spoken with Frank Reddick about a repopulated and  
16 newly chartered RDI board of directors prior to that  
17 date May 21?

18 A. I don't remember.

19 Q. I'm not asking you what you said and  
20 what he said.

21 Who else was present for or party to  
22 that conversation or conversations?

23 A. Conversations about what?

24 Q. Okay. Directing your attention,  
25 Ms. Cotter, to your conversation or your

1 conversations with Frank Reddick of Akin Gump about  
2 a repopulated and newly chartered executive  
3 committee of the RDI board of directors, was anyone  
4 else present or privy to that conversation or those  
5 conversations?

6 A. I don't remember.

7 Q. Were they in person or by phone or both?

8 A. I don't -- I don't remember.

9 Q. Was Guy Adams either present in person  
10 or telephonically for any such conversation with  
11 Frank Reddick?

12 A. I don't recall.

13 Q. Was Craig Tompkins either present in  
14 person or telephonically during such conversation  
15 with Frank Reddick?

16 A. I don't recall.

17 Q. Who retained Akin Gump with respect to  
18 or related to the termination of Jim Cotter, Jr., as  
19 president and C.E.O. of RDI?

20 MR. SEARCY: Objection. Vague.

21 THE WITNESS: Akin Gump had been our  
22 counsel for a long time.

23 BY MR. KRUM:

24 Q. When --

25 A. So --



1 Q. Go ahead.

2 A. Yeah. So I mean they've been -- they've  
3 been with us probably for 20 years.

4 Q. Well, is -- so are you saying that they  
5 weren't -- that they were on retainer and that there  
6 was no new retainer? Is that your point?

7 A. They had been working for us for a long  
8 time. We didn't have a retainer with them.

9 Q. Okay. So, who first contacted Akin Gump  
10 with respect to or related to the termination of Jim  
11 Cotter, Jr., as president and C.E.O. of RDI?

12 MR. SEARCY: Objection. Vague.

13 THE WITNESS: Yeah. I don't -- I don't  
14 remember.

15 BY MR. KRUM:

16 Q. Well, how did you first learn or hear  
17 that Akin Gump was engaged in connection with or  
18 respect to the termination or possible termination  
19 of Jim Cotter, Jr., as president and C.E.O. of RDI?

20 MR. SEARCY: Objection. Assumes facts,  
21 lacks foundation.

22 THE WITNESS: I don't recall who reached  
23 out to Akin Gump first.

24 BY MR. KRUM:

25 Q. I'm asking about when you first learned

1 of something. Okay?

2 And so let me just ask the question --

3 A. Yeah.

4 Q. -- so we have a clear record. And you  
5 can answer it or, you know, we'll go to another  
6 question.

7 How did you first learn of Akin Gump  
8 providing services with respect to or in connection  
9 with the termination or possible termination of Jim  
10 Cotter, Jr., as president and C.E.O. of RDI?

11 MR. SEARCY: And when you answer that  
12 question, only answer it without disclosing the  
13 substance of any communications --

14 MR. KRUM: Right.

15 MR. SEARCY: -- that you may have had  
16 with Akin Gump.

17 THE WITNESS: Uh-huh. I don't -- sorry,  
18 you guys. What --

19 BY MR. KRUM:

20 Q. Do you want me to have the court  
21 reporter read it back for you?

22 A. Yeah. Sorry.

23 MR. KRUM: Please.

24 (Whereupon the question was read  
25 as follows:

1 "Question: How did you first  
2 learn of Akin Gump providing  
3 services with respect to or in  
4 connection with the termination or  
5 possible termination of Jim  
6 Cotter, Jr., as president and  
7 C.E.O. of RDI?")

8 THE WITNESS: I don't remember how I did  
9 it, how I -- if I called or if somebody else called.  
10 I don't remember when. But Larry Levien --

11 MR. SEARCY: Okay. You're starting to  
12 disclose --

13 THE WITNESS: Oh, okay. Sorry.

14 MR. SEARCY: I don't want you disclosing  
15 any -- any conversations that you had.

16 THE WITNESS: Okay.

17 BY MR. KRUM:

18 Q. Well, if you would please continue about  
19 Larry Levien, but do so heeding Mr. Searcy's  
20 admonition. Because I'm not asking you about  
21 anything that anybody said to anybody at Akin Gump  
22 or anything that anybody at Akin Gump said to  
23 anybody else.

24 A. Larry Levien had been our labor counsel.  
25 So, Larry was contacted. And I can't remember who

1 made the first contact. If it was me -- I don't  
2 remember.

3 Q. Was it Guy Adams?

4 A. I don't remember.

5 Q. Understand. When I ask a question of  
6 that nature, I'm testing and prompting your  
7 recollection.

8 A. Yeah.

9 Q. Sometimes it doesn't --

10 A. No. I appreciate that. I don't  
11 remember.

12 MR. SEARCY: Mark, when we're at a  
13 natural breaking point, let me know.

14 MR. KRUM: Sure. You want to break,  
15 right?

16 MR. SEARCY: Yeah.

17 MR. KRUM: Yeah. We'll do it in a  
18 minute -- minute or two.

19 VIDEOTAPE OPERATOR: 35 minutes left.

20 BY MR. KRUM:

21 Q. Did there come a point in time when you  
22 had -- strike that.

23 Did there come a point in time prior to  
24 May 21, 2015, when you had communications with Frank  
25 Reddick?

1 A. Prior to May 21, 2015?

2 MR. FERRARIO: On anything or some  
3 business --

4 MR. KRUM: Anything. It's a threshold  
5 foundational question.

6 THE WITNESS: I did.

7 BY MR. KRUM:

8 Q. And how many such communications were  
9 there, as best you can recall?

10 A. I don't remember.

11 Q. When was the first time you communicated  
12 with Mr. Reddick?

13 A. I don't remember.

14 Q. Was it within a month prior to May 21,  
15 2015?

16 A. I don't recall.

17 Q. Was it in or after September -- well,  
18 was it in the fall of 2014?

19 A. No. But I don't remember -- I don't  
20 remember our first communication.

21 Q. Okay. When you say "no," does that mean  
22 it was after the fall of 2014?

23 A. Yes.

24 Q. Understand I'm just asking for your best  
25 recollection of a time frame. Because I heard you

1 when you don't remember the date.

2 A. Uh-huh.

3 Q. So it was at some point in 2015, prior  
4 to May 21, 2015; is that right?

5 A. Yes.

6 Q. Was it prior to your meeting with  
7 Mr. Adams in Beverly Hills?

8 A. I don't remember.

9 Q. Was anyone else present for or party to  
10 the initial communication you had with Mr. Reddick?

11 A. I don't remember.

12 Q. Do you recall ever having -- strike  
13 that.

14 At any time prior to May 21, 2015, did  
15 you ever have any communications with Mr. Reddick to  
16 which any other person was party or privy?

17 A. Guy Adams -- yeah. I don't -- I know  
18 Guy spoke to Frank with me, but I don't remember  
19 anything else.

20 Q. Do you recall when that was, whether by  
21 time frame or point of reference to any other event?

22 A. No.

23 Q. Was that in person or by telephone?

24 A. I don't remember.

25 Q. And do you recall if for any reason

1 other than what was discussed?

2 MR. SEARCY: Objection. Vague.

3 THE WITNESS: What's your question?

4 What did I discuss at these --

5 BY MR. KRUM:

6 Q. No. No. That's not the question.

7 How is it that you -- what is it that

8 prompts you to recall that you did have a

9 conversation with Mr. Reddick to which Mr. Adams was

10 party?

11 Do you remember where you were at the

12 time? Do you remember what was discussed?

13 What enables you to remember that is

14 what I'm asking, not what was discussed.

15 A. I remember Guy because Guy knew who

16 Frank Reddick was. He had worked with him before.

17 So I don't remember the specifics of the

18 conversation.

19 Q. Okay. I'm not asking about the

20 conversation.

21 MR. KRUM: Marshall, why don't we take a

22 break.

23 MR. SEARCY: Thanks. Yes.

24 VIDEOTAPE OPERATOR: We are off the

25 record.

# **EXHIBIT 14**



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

VIDEOTAPED DEPOSITION OF WILLIAM GOULD  
TAKEN ON JUNE 8, 2016  
VOLUME 1

JOB NUMBER 315485  
REPORTED BY:  
PATRICIA L. HUBBARD, CSR #3400

1 2015 to terminate Jim Cotter, Jr., as president and  
2 C.E.O., that Ellen and Margaret both purported to  
3 vote?

4 A. I do have that recollection.

5 Q. Was there any discussion of whether they  
6 should vote or whether they had standing to vote?

7 MR. HELPERN: Objection to form.

8 MR. SWANIS: Join.

9 THE WITNESS: I don't -- I actually  
10 don't recall that right now. I don't remember it.

11 BY MR. KRUM:

12 Q. What were your thoughts at the time as  
13 to whether they should vote or whether they should  
14 have been recused or disqualified with re- --  
15 regarding the termination of Jim Cotter, Jr.?

16 MR. SWANIS: Same objections.

17 MR. HELPERN: Join.

18 THE WITNESS: My thoughts at the time  
19 were that even without their votes, the party -- the  
20 parties moving to vote for his termination had  
21 sufficient votes to -- to accomplish what they  
22 wanted to do.

23 BY MR. KRUM:

24 Q. You mean three -- you mean three of  
25 five?

1           A.    That would have been in late April,  
2    early May 2015.

3           Q.    What happened then?

4           A.    There was a notice sent out to the board  
5    indicating there would be a meeting to discuss,  
6    among other things, the status of the -- something  
7    like this, the status of the C.E.O. or something  
8    like that.

9                   And I called for an independent board  
10   meeting to find out what this was all about and what  
11   the issues were.

12                   And that's when I first heard it.

13          Q.    How did you first hear?

14          A.    At some meeting we had -- there were  
15   several meetings, so excuse me if I'm not specific  
16   about which one on which date.

17                   But at this meeting I heard the three  
18   other directors, Tim -- not Tim Storey, but Guy,  
19   Doug and Ed Kane say they felt that -- that Jim's  
20   performance was such that he should be replaced.

21          Q.    Was that at the first supposed board  
22   meeting pursuant to the -- where the agenda item was  
23   status of president and C.E.O.?

24                   MR. SWANIS:  Objection to form.

25                   THE WITNESS:  No.  It was before that.

1 Does that refresh your recollection  
2 that -- that it was in March of 2015 that the five  
3 non-Cotter directors agreed to Tim Storey being a  
4 committee of one or the ombudsman to work with the  
5 Cotters?

6 A. Yes.

7 MR. SWANIS: Objection to form.

8 MR. HELPERN: Join.

9 BY MR. KRUM:

10 Q. Now, did the -- did the conference call  
11 of March 12 occur that's referenced both in the  
12 cover email Exhibit 11 and the --

13 A. Yes, it did.

14 Q. And who said what during that call  
15 regarding Tim Storey serving as a committee of one  
16 or ombudsman to work with the Cotters?

17 A. Well, I think all the directors felt  
18 that that was a reasonable approach to try. And it  
19 was felt by -- by everybody that hopefully Tim could  
20 accomplish three things. First of all, he would  
21 mediate -- help mediate the disputes among the three  
22 family members; secondly, he would monitor the  
23 progress of how Jim, Jr., was coming along and how  
24 the other siblings were doing, as well; and finally  
25 he would report back to the board as to how he

1 viewed the progress of -- of these relationships.

2 And everybody seemed to agree with that.

3 Q. When you say "everybody seemed to  
4 agree," you mean that no one said anything in words  
5 or substance that communicated -- well, strike that.

6 Why do you say everyone seemed to agree?

7 A. Well, the only issue I can remember was  
8 the fact that we were worried about Tim's time. He  
9 lived in Auckland, and he had to fly over here and  
10 spend time. And we knew it would be time consuming  
11 and expensive.

12 And he indicated he would be willing to  
13 do it.

14 Q. What did -- when you say he would help  
15 mediate the disputes among the three family members,  
16 to what are you referring?

17 A. I'm referring to the fact that on one  
18 hand Jim was saying that Ellen wasn't giving him  
19 the -- her business plan, and she -- Margaret was  
20 being -- refusing to do -- excuse me -- to provide  
21 anything.

22 And they were saying that Jim was making  
23 unreasonable demands on them and he was asking them  
24 for things that he shouldn't be asking them for.

25 So, Tim, who is a very successful and

1 foundation.

2 MR. HELPERN: Join.

3 THE WITNESS: Yes. We did not wait  
4 until the end of June.

5 BY MR. KRUM:

6 Q. Both you and Mr. Storey expressed to  
7 Messrs. Kane, Adams and McEachern that the process  
8 should be completed, correct?

9 A. Yes.

10 Q. Did any of them provide any response  
11 other than to communicate that they were unwilling  
12 to allow that to happen?

13 MR. HELPERN: Objection to form.

14 MR. SWANIS: Join.

15 THE WITNESS: They clearly made the  
16 statements that you had said, that they -- they felt  
17 that they were convinced that Jim's performance was  
18 such that it had to be cut off at an earlier point;  
19 that the time had come to make a decision, and we  
20 should not wait the extra month or so to get Tim  
21 Storey's final report.

22 Q. Did any of the -- any of Messrs. Kane,  
23 Adams or McEachern ever provide any responses to any  
24 interim reports provided by Mr. Storey?

25 MR. HELPERN: Objection. Lacks

1 A. Uh-huh.

2 Q. Do you see that item number one says  
3 "Present status"?

4 A. Right.

5 Q. To what did that refer?

6 A. Well, that was intended to refer, as I  
7 recall, to how things are going at the company at  
8 that time.

9 Q. Item two, "Tim's involvement," to what  
10 did that refer?

11 A. That -- that referred to how Tim was  
12 coming along in his capacity as what we called at  
13 that time ombudsman.

14 Q. Ombudsman being the same role as the  
15 committee of one --

16 A. The committee of one.

17 Q. Item three reads, quote,  
18 "Face-to-face meeting of  
19 independent directors in June  
20 before the shareholders meeting to  
21 assess status," close quote.

22 Do you see that?

23 A. Yes.

24 Q. To what did that refer?

25 A. That referred to what we had always

1 said, that we were going to get a report from Tim  
2 and then make a final decision on whether some or  
3 all of the Cotter family members would have to  
4 improve their performance or change their -- what  
5 they were doing.

6 Q. What does that mean when you say  
7 "improve their performance or change what they were  
8 doing?

9 A. Well, in other words, if the -- the  
10 situation could not continue the way it was  
11 indefinitely with this hostile bickering.

12 And at some point, if certain people  
13 were chronic offenders, we'd have to consider  
14 terminating them.

15 Q. As of April 2, 2015, had you had any  
16 communications with any other non-Cotter member of  
17 the RDI board of directors about the subject or  
18 possibility of terminating one or more of the  
19 Cotters?

20 A. The subject came up that we had to be  
21 prepared, if the situation did not correct itself  
22 within a reasonable period of time, to take drastic  
23 steps which might involve terminating one or more of  
24 the Cotters.

25 Q. When did that subject first arise?



1 THE WITNESS: I think it was unclear. I  
2 think nobody knew the correct answer there.

3 I mean the letter itself on its face,  
4 you know, if you had prior dealings with these  
5 people, you knew what their style was -- without  
6 more information we wouldn't have a defin- -- we  
7 couldn't have a definitive answer.

8 So I don't think anybody had a firm  
9 feeling as to what the issue was.

10 BY MR. KRUM:

11 Q. If Margaret Cotter had felt vindicated  
12 with respect to how she handled it, at the end of  
13 that meeting, do you think that she understood what  
14 people said to her?

15 MR. SWANIS: Objection. Form,  
16 foundation.

17 MR. HELPERN: Join. Calls for  
18 speculation.

19 THE WITNESS: No. I can't speculate. I  
20 don't know.

21 BY MR. KRUM:

22 Q. Well, did you say anything that you  
23 intended to communicate to her that she had been  
24 vindicated by the discussion?

25 A. I don't -- I don't remember saying

1 anything at that meeting.

2 But she certainly hadn't been vindicated  
3 at that point. But she later was vindicated when  
4 the Court ruled in Reading's favor, RDI's favor.

5 Q. When you say she was vindicated, does  
6 that mean that it was acceptable to have not  
7 previously disclosed the February 6th letter or that  
8 on the merits of the issues --

9 A. On the merits.

10 Q. -- she was correct?

11 A. On the merits she was correct.

12 Q. Did any other RDI director other than  
13 you and other than Jim Cotter, Jr., say anything  
14 during that meeting that led you to believe they  
15 understood the distinction between the subject of  
16 disclosing the February 6th letter to the C.E.O., at  
17 least, if not to the board and the subject of the  
18 merits of the dispute with the Stomp producers?

19 MR. HELPERN: Object to form, vague.

20 MR. SWANIS: Join.

21 THE WITNESS: There were general  
22 discussions among the others, saying -- you know,  
23 questioning whether there was sufficient notice in  
24 that original February 6th letter to cause Margaret  
25 to turn it over to Jim.

# **EXHIBIT 15**

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DISTRICT COURT  
CLARK COUNTY, NEVADA

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

VIDEOTAPED DEPOSITION OF WILLIAM D. ELLIS  
TAKEN ON JUNE 28, 2016

REPORTED BY:  
PATRICIA L. HUBBARD, CSR #3400

1 plan was done by the board to assist Jim with his  
2 C.E.O. duties.

3 Q. What plan was that?

4 A. You know, I don't have any details from  
5 it. All I know is that apparently Tim Storey was  
6 given some kind of mandate to help out Jim.

7 Q. Okay. Do you know what the nature of  
8 that mandate was?

9 A. I never saw anything in writing. I  
10 don't really know.

11 Q. Other than what you've testified, did  
12 you have any other source of information that you  
13 characterized as questioning of Jim's performance by  
14 the board?

15 A. Just what I heard from board members.

16 Q. What did you hear, if anything, other  
17 than what you've already testified?

18 A. Just in meetings some of the stuff he  
19 did was questioned, as -- as happens at every board  
20 meeting.

21 Q. Do you recall any particular matter or  
22 item or issue or subject?

23 A. There were some concerns about Jim's  
24 behavior that the board looked at.

25 Q. Anything else?

1 A. Not in terms of any particular decision  
2 that he made the board questioned. It was more  
3 behavior and experience.

4 Q. Okay. By "behavior," you're referring  
5 to what?

6 A. Temperament and what I think people  
7 characterized as anger issues.

8 Q. Well, I'm asking who said what.  
9 Whether you could characterize it as  
10 behavior or temperament or anger issues, I'm asking  
11 what did you -- what did you hear or learn, not what  
12 did you -- not how do you sum them up today.

13 A. I heard a couple stories about angry  
14 outbursts of Jim's that were, I believe, shared with  
15 the board; not by me, but I believe shared with the  
16 board.

17 Q. Angry outbursts in the presence of you  
18 or directed at home?

19 A. Incidents involving people in the  
20 office; my former assistant, Linda Pham, accountant,  
21 outside estate accountant, Debbie Watson, Ellen.

22 Again, I didn't witness any of these.  
23 These were stories that were shared around the  
24 office.

25 Q. Did you ever observe an angry outburst

1 by Jim Cotter, Jr.?

2 A. We shared a thin wall. I did hear him  
3 yelling at times. I can't pin down the subject or  
4 when. Just it's just a recollection. Our walls  
5 were very thin.

6 Q. Did you ever tell -- were you ever asked  
7 by any member of the RDI board of directors whether  
8 you witnessed any angry outbursts by Jim?

9 A. I don't recall.

10 Q. Did you ever tell them whether you had  
11 or that you had not?

12 A. I don't recall anyone asking or -- or me  
13 telling.

14 Q. And with respect to your testimony that  
15 you did hear him yelling at times, do you know  
16 whether that was when Margaret Cotter was in his  
17 office or on the other phone -- end of the line of  
18 the phone?

19 A. I don't -- I don't know that.

20 Q. Did you ever hear or learn or were you  
21 ever told that Linda Pham had developed a personal  
22 relationship with either or both Margaret and/or  
23 Ellen Cotter?

24 A. I don't understand the term "personal  
25 relationship."

# **EXHIBIT 16**



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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 WROTONIAK, and DOES 1  
through 100, inclusive,  
Defendants.

and

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

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(CAPTION CONTINUED ON NEXT PAGE.)

VIDEOTAPED DEPOSITION OF WHITNEY TILSON  
Los Angeles, California  
Wednesday, May 25, 2016  
Volume I

Reported by:  
JANICE SCHUTZMAN, CSR No. 9509  
Job No. 2312209  
Pages 1 - 216

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

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18 Videotaped Deposition of WHITNEY TILSON,  
19 individually and as Person Most Knowledgeable for  
20 certain T2 and Tilson entities, Volume I, taken at  
21 865 South Figueroa Street, 10th Floor, Los Angeles,  
22 California, commencing at 10:12 a.m. and ending  
23 at 3:18 p.m., Wednesday, May 25, 2016, before  
24 Janice Schutzman, CSR No. 9509.  
25