IN THE SUPREME COURT OF THE STATE OF NEVADA

Electronically Filed
Aug 30 2019 11:52 a.m.
Elizabeth A. Brown
Clerk of Supreme Court

JAMES J. COTTER, JR., derivatively on behalf of Reading International, Inc., Appellant, v. DOUGLAS MCEACHERN, EDWARD KANE, JUDY CODDING, WILLIAM GOULD, MICHAEL WROTNIAK, and nominal defendant READING INTERNATIONAL, INC., A NEVADA CORPORATION Respondents.	Supreme Court Case No. 75053 Consolidated with Case Nos. 76981, 77648 & 77733 District Court Case No. A-15-719860-B Coordinated with: Case No. P-14-0824-42-E

Appeal (77648 & 76981)
Eighth Judicial District Court, Dept. XI
The Honorable Elizabeth G. Gonzalez

JOINT APPENDIX TO OPENING BRIEFS FOR CASE NOS. 77648 & 76981
Volume IX
JA2001 – JA2308

Steve Morris, Esq. (NSB #1543)
Akke Levin, Esq. (NSB #9102)
Morris Law Group
411 E. Bonneville Ave., Ste. 360
Las Vegas, NV 89101
Telephone: (702) 474-9400

Attorneys for Appellant
James J. Cotter, Jr.

JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981

CHRONOLOGICAL INDEX

Date	Description	Vol. #	Page Nos.
2015-06-12	Complaint	I	JA1-JA31
2015-06-18	Amended AOS - Douglas McEachern	I	JA32-JA33
2015-06-18	Amended AOS - Edward Kane	I	JA34-JA35
2015-06-18	Amended AOS - Ellen Cotter	I	JA36-JA37
2015-06-18	Amended AOS - Guy Adams	I	JA38-JA39
2015-06-18	Amended AOS - Margaret Cotter	I	JA40-JA41
2015-06-18	Amended AOS - RDI	I	JA42-JA43
2015-06-18	Amended AOS – Timothy Storey	I	JA44-JA45
2015-06-18	Amended AOS – William Gould	I	JA46-JA47
2015-08-10	Motion to Dismiss Complaint	I	JA48-JA104
2015-08-20	Reading International, Inc. ("RDI")'s Joinder to Margaret Cotter, Ellen Cotter, Douglas McEachern, Guy Adams, & Edward Kane ("Individual Defendants") Motion to Dismiss Complaint	I	JA105-JA108
2015-08-28	T2 Plaintiffs' Verified Shareholder Derivative Complaint	I	JA109-JA126
2015-08-31	RDI's Motion to Compel Arbitration	I	JA127-JA148
2015-09-03	Individual Defendants' Motion to Dismiss Complaint	I	JA149-JA237
2015-10-06	Transcript of 9-10-15 Hearing on Defendants' Motion to Dismiss & Plaintiff Cotter Jr. ("Cotter Jr.")'s Motion for Preliminary Injunction	I, II	JA238-JA256
2015-10-12	Order Denying RDI's Motion to Compel Arbitration	II	JA257-JA259
2015-10-19	Order Re Motion to Dismiss Complaint	II	JA260-JA262
2015-10-22	First Amended Verified Complaint	II	JA263-JA312
2015-11-10	Scheduling Order and Order Setting Civil Jury Trial, Pre-Trial Conference and Calendar Call	II	JA313-JA316

JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981

CHRONOLOGICAL INDEX

Date	Description	Vol. #	Page Nos.
2016-02-12	T2 Plaintiffs' First Amended Complaint	II	JA317-JA355
2016-02-23	Transcript of 2-18-16 Hearing on Motion to Compel & Motion to File Document Under Seal	II	JA356-JA374
2016-03-14	Individual Defendants' Answer to Cotter's First Amended Complaint	II	JA375-JA396
2016-03-29	RDI's Answer to Cotter, Jr.'s First Amended Complaint	II	JA397-JA418
2016-03-29	RDI's Answer to T2 Plaintiffs' First Amended Complaint	II	JA419-JA438
2016-04-05	Codding and Wrotniak's Answer to T2 Plaintiffs' First Amended Complaint	II	JA439-JA462
2016-06-21	Stipulation and Order to Amend Deadlines in Scheduling Order	II	JA463-JA468
2016-06-23	Transcript of 6-21-16 Hearing on Defendants' Motion to Compel & Motion to Disqualify T2 Plaintiffs	II	JA469-JA493
2016-08-11	Transcript of 8-9-16 Hearing on Cotter Jr.'s Motion for Partial Summary Judgment, Motion to Compel & Motion to Amend	II, III	JA494-JA518
2016-09-02	Cotter Jr.'s Second Amended Verified Complaint	III	JA519-JA575
2016-09-23	Defendant William Gould ("Gould")'s MSJ	III, IV, V, VI	JA576-JA1400
2016-09-23	MIL to Exclude Expert Testimony of Steele, Duarte-Silva, Spitz, Nagy, & Finnerty	VI	JA1401-JA1485
2016-09-23	Individual Defendants' Motion for Partial Summary Judgment (No. 1) Re: Plaintiff's Termination and Reinstatement Claims ("Partial MSJ No. 1)	VI, VII, VIII, IX	JA1486-JA2216 **(FILED UNDER SEAL JA2136A-D)**

JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981

CHRONOLOGICAL INDEX

Date	Description	Vol. #	Page Nos.
2016-09-23	Individual Defendants' Motion for Partial Summary Judgment (No. 2) Re: The Issue of Director Independence ("Partial MSJ No. 2")	IX, X	JA2217-JA2489 **(FILED UNDER SEAL JA2489A-HH)**
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, XI	JA2490-JA2583
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")	XI	JA2584-JA2689
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")	XI, XII	JA2690-JA2860
2016-09-23	Individual Defendants' Motion for Partial Summary Judgment (No. 6) Re Plaintiff's Claims Re Estate's Option Exercise, Appointment of Margaret Cotter, Compensation Packages of Ellen Cotter and Margaret Cotter, and related claims Additional Compensation to Margaret Cotter and Guy Adams ("Partial MSJ No. 6")	XII, XIII, XIV	JA2861-JA3336
2016-09-23	Cotter Jr.'s Motion for Partial Summary Judgment ("MPSJ")	XIV, XV	JA3337-JA3697
2016-10-03	Order Granting Cotter Jr.'s Motion to Compel Production of Documents & Communications Re the Advice of Counsel Defense	XV	JA3698-JA3700

JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981

CHRONOLOGICAL INDEX

Date	Description	Vol. #	Page Nos.
2016-10-03	Order Re Cotter Jr.'s Motion to Permit Certain Discovery re Recent "Offer"	XV	JA3701-JA3703
2016-10-03	RDI's Joinder to MIL to Exclude Expert Testimony	XV	JA3704-JA3706
2016-10-03	RDI's Joinder to Individual Defendants' Partial-MSJ No. 1	XV	JA3707-JA3717
2016-10-03	RDI's Joinder to Individual Defendants' Partial MSJ No. 2	XV	JA3718-JA3739
2016-10-03	RDI's Joinder to Individual Defendants' Partial MSJ No. 3	XV	JA3740-JA3746
2016-10-03	RDI's Joinder to Individual Defendants' Partial MSJ No. 4	XV	JA3747-JA3799
2016-10-03	RDI's Joinder to Individual Defendants' Partial MSJ No. 5	XV	JA3800-JA3805
2016-10-03	RDI's Joinder to Individual Defendants' Partial MSJ No. 6	XV, XVI	JA3806-JA3814
2016-10-13	Individual Defendants' Opposition to Cotter Jr.'s MPSJ	XVI	JA3815-JA3920
2016-10-13	RDI's Joinder to Individual Defendants' Opposition to Cotter Jr.'s MPSJ	XVI	JA3921-JA4014
2016-10-13	Cotter Jr.'s Opposition to Gould's MSJ	XVI	JA4015-JA4051
2016-10-13	Cotter Jr.'s Opposition to Partial MSJ No. 1	XVI, XVII	JA4052-JA4083
2016-10-13	Cotter, Jr.'s Opposition to Partial MSJ No. 2	XVII	JA4084-JA4111
2016-10-13	Cotter, Jr.'s Opposition to Partial MSJ No. 6	XVII	JA4112-JA4142
2016-10-17	Cotter Jr.'s Appendix of Exhibits ISO Opposition to Individual Defendants' Partial MSJ No. 1	XVII, XVIII	JA4143-JA4311 **(FILED UNDER SEAL JA4151A-C)**

JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981

CHRONOLOGICAL INDEX

Date	Description	Vol. #	Page Nos.
2016-10-17	Cotter Jr.'s Appendix of Exhibits ISO Opposition to Individual Defendants' Partial MSJ No. 2	XVIII	JA4312-JA4457
2016-10-17	Cotter Jr.'s Appendix of Exhibits ISO Opposition to Gould's MSJ	XVIII	JA4458-JA4517
2016-10-21	Individual Defendants' Reply ISO of Partial MSJ No. 1	XVIII	JA4518-JA4549
2016-10-21	Individual Defendants' Reply ISO Partial MSJ No. 2	XVIII, XIX	JA4550-JA4567
2016-10-21	RDI's Reply ISO Individual Defendants' Partial MSJ No. 1	XIX	JA4568-JA4577
2016-10-21	RDI's Reply ISO Individual Defendants' Partial MSJ No. 2	XIX	JA4578-JA4588
2019-10-21	RDI's Consolidated Reply ISO Individual Defendants' Partial MSJ Nos. 3, 4, 5 & 6	XIX	JA4589-JA4603
2016-10-21	RDI's Reply ISO Gould's MSJ	XIX	JA4604-JA4609
2016-10-21	Gould's Reply ISO MSJ	XIX	JA4610-JA4635
2016-10-21	Declaration of Bannett ISO Gould's Reply ISO MSJ	XIX	JA4636-JA4677
2016-10-21	Individual Defendants' Reply ISO Partial MSJ Nos. 3, 4, 5, and 6	XIX	JA4678–JA4724
2016-10-26	Individual Defendants' Objections to Declaration of Cotter, Jr. Submitted in Opposition to Partial MSJs	XIX	JA4725-JA4735
2016-11-01	Transcript of 10-27-16 Hearing on Motions	XIX, XX	JA4736-JA4890
2016-12-20	RDI's Answer to Cotter Jr.'s Second Amended Complaint	XX	JA4891-JA4916
2016-12-21	Order Re Individual Defendants' Partial MSJ Nos. 1–6 and MIL to Exclude Expert Testimony	XX	JA4917-JA4920
2016-12-22	Notice of Entry of Order Re Partial MSJ Nos. 1-6 and MIL to Exclude Expert Testimony	XX	JA4921-JA4927

JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981

CHRONOLOGICAL INDEX

Date	Description	Vol. #	Page Nos.
2017-10-04	First Amended Order Setting Civil Jury Trial, Pre-Trial Conference, and Calendar Call	XX	JA4928-JA4931
2017-10-11	Individual Defendants' Motion for Evidentiary Hearing Re Cotter Jr.'s Adequacy as Derivative Plaintiff	XX	JA4932-JA4974
2017-10-17	Gould's Joinder to Motion for Evidentiary Hearing re Cotter Jr.'s Adequacy as Derivative Plaintiff	XX	JA4975-JA4977
2017-10-18	RDI's Joinder to Motion for Evidentiary Hearing re Cotter Jr.'s Adequacy as Derivative Plaintiff	XX	JA4978-JA4980
2017-11-09	Individual Defendants' Supplement to Partial MSJ Nos. 1, 2, 3, 5, and 6	XX	JA4981-JA5024
2017-11-21	RDI's Joinder to Individual Defendants' Supplement to Partial MSJ Nos. 1, 2, 3, 5 & 6	XX	JA5025-JA5027
2017-11-27	Transcript of 11-20-17 Hearing on Motion for Evidentiary Hearing re Cotter Jr.'s Adequacy & Motion to Seal	XX	JA5028-JA5047
2017-11-28	Individual Defendants' Answer to Cotter Jr.'s Second Amended Complaint	XX, XXI	JA5048-JA5077
2017-12-01	Gould's Request For Hearing on Previously-Filed MSJ	XXI	JA5078-JA5093
2017-12-01	Cotter Jr.'s Supplemental Opposition to Partial MSJ Nos. 1 & 2 & Gould MSJ	XXI	JA5094-JA5107
2017-12-01	Declaration of Levin ISO Cotter Jr.'s Supplemental Opposition to Partial MSJ Nos. 1 & 2 & Gould MSJ	XXI	JA5108-JA5118

JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981

CHRONOLOGICAL INDEX

Date	Description	Vol. #	Page Nos.
2017-12-01	Cotter Jr.'s Supplemental Opposition to Partial MSJ Nos. 2 & 5 & Gould MSJ	XXI	JA5119-JA5134
2017-12-01	Declaration of Levin ISO Cotter Jr.'s Supplemental Opposition to Partial MSJ Nos. 2 & 5 & Gould MSJ	XXI	JA5135-JA5252
2017-12-01	Cotter Jr.'s Supplemental Opposition to Partial MSJ Nos. 2 & 6 & Gould MSJ	XXI	JA5253-JA5264
2017-12-01	Declaration of Levin ISO Cotter Jr.'s Supplemental Opposition to Partial MSJ Nos. 2 & 6 & Gould MSJ	XXI	JA5265-JA5299
2017-12-01	Cotter Jr.'s Supplemental Opposition to Partial MSJ Nos. 2 & 3 & Gould MSJ	XXI, XXII	JA5300-JA5320
2017-12-01	Declaration of Levin ISO Cotter Jr.'s Supplemental Opposition to So-Called MSJ Nos. 2 & 3 & Gould MSJ	XXII	JA5321-JA5509
2017-12-04	Individual Defendants' Reply ISO Renewed Partial MSJ Nos. 1 & 2	XXII	JA5510-JA5537
2017-12-04	Gould's Supplemental Reply ISO of MSJ	XXII	JA5538-JA5554
2017-12-05	Declaration of Bannett ISO Gould's Supplemental Reply ISO MSJ	XXII, XXIII	JA5555-JA5685
2017-12-08	Joint Pre-Trial Memorandum	XXIII	JA5686-JA5717
2017-12-11	Transcript of 12-11-2017 Hearing on [Partial] MSJs, MILs, and Pre-Trial Conference	XXIII	JA5718-JA5792
2017-12-19	Cotter Jr.'s Motion for Reconsideration of Ruling on Partial MSJ Nos. 1, 2 & 3 and Gould's MSJ on OST ("Motion for Reconsideration")	XXIII, XXIV	JA5793-JA5909

JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981

CHRONOLOGICAL INDEX

Date	Description	Vol. #	Page Nos.
2017-12-26	Individual Defendants' Opposition to Cotter Jr.'s Motion For Reconsideration	XXIV	JA5910-JA5981
2017-12-27	Gould's Opposition to Cotter Jr.'s Motion for Reconsideration	XXIV	JA5982-JA5986
2017-12-27	Declaration of Bannett ISO Gould's Opposition to Cotter Jr.'s Motion for Reconsideration	XXIV, XXV	JA5987-JA6064
2017-12-28	Order Re Individual Defendants' Partial MSJs, Gould's MSJ, and MILs	XXV	JA6065-JA6071
2017-12-28	Cotter Jr.'s Motion to Stay on OST	XXV	JA6072-JA6080
2017-12-29	Notice of Entry of Order Re Individual Defendants' Partial MSJs, Gould's MSJ, and MIL	XXV	JA6081-JA6091
2017-12-29	Cotter Jr.'s Motion for Rule 54(b) Certification and Stay on OST	XXV	JA6092-JA6106
2017-12-29	Transcript of 12-28-17 Hearing on Motion for Reconsideration and Motion for Stay	XXV	JA6107-JA6131
2018-01-02	Individual Defendants' Opposition to Cotter Jr.'s Motion for Rule 54(b) Certification and Stay	XXV	JA6132-JA6139
2018-01-03	RDI's Joinder to Individual Defendants' Opposition to Cotter Jr.'s Motion for Rule 54(b) Certification and Stay	XXV	JA6140-JA6152
2018-01-03	RDI's Errata to Joinder to Individual Defendants' Opposition to Motion for Rule 54(b) Certification and Stay	XXV	JA6153-JA6161
2018-01-03	RDI's Motion to Dismiss for Failure to Show Demand Futility	XXV	JA6162-JA6170
2018-01-03	Cotter Jr.'s Reply ISO Motion for Rule 54(b) Certification and Stay	XXV	JA6171-JS6178

JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981

CHRONOLOGICAL INDEX

Date	Description	Vol. #	Page Nos.
2018-01-04	Order Granting Cotter Jr.'s Motion for Rule 54(b) Certification	XXV	JA6179-JA6181
2018-01-04	Notice of Entry of Order Granting Cotter Jr.'s Motion for Rule 54(b) Certification	XXV	JA6182-JA6188
2018-01-04	Order Denying Cotter Jr.'s Motion for Reconsideration and Stay	XXV	JA6189-JA6191
2018-01-04	Adams and Cotter sisters' Motion for Judgment as a Matter of Law	XXV	JA6192-JA6224 (FILED UNDER SEAL JA6224A-F)
2018-01-05	Cotter Jr.'s Opposition to RDI's Motion to Dismiss for Failure to Show Demand Futility	XXV	JA6225-JA6228
2018-01-05	Cotter Jr.'s Opposition to Defendants' Motion for Judgment as a Matter of Law	XXV	JA6229-JA6238
2018-01-05	Declaration of Krum ISO Cotter Jr.'s Opposition to Motion for Judgment as a Matter of Law	XXV	JA6239-JA6244
2018-01-05	Transcript of 1-4-18 Hearing on Cotter Jr.'s Motion for Rule 54(b) Certification	XXV	JA6245-JA6263
2018-01-08	Transcript of Hearing on Demand Futility Motion and Motion for Judgment	XXV	JA6264-JA6280
2018-01-10	Transcript of Proceedings of 01-8-18 Jury Trial–Day 1	XXV	JA6281-JA6294
2018-02-01	Cotter Jr.'s Notice of Appeal	XXV	JA6295-JA6297
2018-04-18	Cotter Jr.'s Motion to Compel (Gould)	XXV, XXVI	JA6298-JA6431

JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981

CHRONOLOGICAL INDEX

Date	Description	Vol. #	Page Nos.
2018-04-23	Cotter Jr.'s Motion for Omnibus Relief on OST	XXVI, XXVII	JA6432-JA6561 (FILED UNDER SEAL JA6350A; JA6513A-C)
2018-04-24	Gould's Opposition to Cotter Jr.'s Motion to Compel	XXVII	JA6562-JA6568
2018-04-24	Gould's Declaration ISO Opposition to Motion to Compel	XXVII	JA6569-JA6571
2018-04-24	Bannett's Declaration ISO Gould's Opposition to Motion to Compel	XXVII	JA6572-JA6581
2018-04-27	Cotter Jr.'s Reply ISO Motion to Compel (Gould)	XXVII	JA6582-JA6599
2018-04-27	RDI's Opposition to Cotter's Motion for Omnibus Relief	XXVII	JA6600-JA6698
2018-05-03	Transcript of 4-30-18 Hearing on Motions to Compel & Seal	XXVII	JA6699-JA6723
2018-05-04	Second Amended Order Setting Jury Trial, Pre-trial Conference, and Calendar Call	XXVII	JA6724-JA6726
2018-05-07	Transcript of 5-2-18 Hearing on Evidentiary Hearing	XXVII, XXVIII	JA6727-JA6815
2018-05-11	Cotter Jr.'s Opposition to RDI's Motion for Leave to File Motion	XXVIII	JA6816-JA6937
2018-05-15	Adams and Cotter sisters' Motion to Compel Production of Docs re Expert Fee Payments on OST	XXVIII, XXIX	JA6938-JA7078
2018-05-18	Cotter Jr.'s Opposition to Motion to Compel Production of Docs re Expert Fee Payments	XXIX	JA7079-JA7087
2018-05-18	Adams and Cotter sisters' Pre-Trial Memo	XXIX	JA7088-JA7135
2018-05-18	Cotter Jr.'s Pre-Trial Memo	XXIX	JA7136-JA7157

JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981

CHRONOLOGICAL INDEX

Date	Description	Vol. #	Page Nos.
2018-05-24	Transcript of 05-21-18 Hearing on Adams and Cotter sisters' Motion to Compel	XXIX	JA7158-JA7172
2018-06-01	Adams and Cotter sisters' Motion for Summary Judgment ("Ratification MSJ")	XXIX	JA7173-JA7221
2018-06-08	Cotter Jr.'s Motion to Compel on OST	XXIX, XXX, XXXI	JA7222-JA7568
2018-06-12	Cotter Jr.'s Motion for Relief Based on Noncompliance with Court's May 2, 2018 Rulings on OST ("Motion for Relief")	XXXI	JA7569-JA7607
2018-06-13	Cotter Jr.'s Opposition to Ratification MSJ	XXXI	JA7608-JA7797
2018-06-13	Cotter Jr.'s Opposition to RDI's Demand Futility Motion	XXXI, XXXII	JA7798-JA7840
2018-06-15	Adams and Cotter sisters' Reply ISO of Ratification MSJ	XXXII	JA7841-JA7874
2018-06-18	RDI's Combined Opposition to Cotter Jr.'s Motion to Compel & Motion for Relief	XXXII	JA7875-JA7927
2018-06-18	Adams and Cotter sisters' Joinder to RDI's Combined Opposition to Cotter Jr.'s Motion to Compel & Motion for Relief	XXXII, XXXIII	JA7928-JA8295
2018-06-18	Gould's Joinder to RDI's Combined Opposition to Cotter Jr.'s Motion to Compel & Motion for Relief	XXXIII	JA8296-JA8301
2018-06-18	Cotter Jr.'s Reply ISO Motion for Relief Re: 05-02-18 Rulings	XXXIII, XXXIV	JA8302-JA8342
2018-06-20	Transcript of 06-19-18 Omnibus Hearing on discovery motions and Ratification MSJ	XXXIV	JA8343-JA8394

JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981

CHRONOLOGICAL INDEX

Date	Description	Vol. #	Page Nos.
2018-07-12	Order Granting In Part Cotter Jr.'s Motion to Compel (Gould) & Motion for Relief	XXXIV	JA8395-JA8397
2018-07-12	Order Granting in Part Cotter Jr.'s Motion for Omnibus Relief & Motion to Compel	XXXIV	JA8398-JA8400
2018-08-14	Findings of Fact and Conclusions of Law and Judgment	XXXIV	JA8401-JA8411
2018-08-16	Notice of Entry of Findings of Fact and Conclusions of Law and Judgment	XXXIV	JA8412-JA8425
2018-08-24	Memorandum of Costs submitted by RDI for itself & the director defendants	XXXIV	JA8426-JA8446
2018-08-24	RDI's Appendix of Exhibits to Memorandum of Costs	XXXIV, XXXV, XXXVI	JA8447-JA8906
2018-09-05	Notice of Entry of SAO Re Process for Filing Motion for Attorney's Fees	XXXVI	JA8907-JA8914
2018-09-05	Cotter Jr.'s Motion to Retax Costs	XXXVI	JA8915-JA9018
2018-09-07	RDI's Motion for Attorneys' Fees	XXXVI, XXXVII	JA9019-JA9101
2018-09-12	RDI's Motion for Judgment in Its Favor	XXXVII	JA9102-JA9107
2018-09-13	Cotter Jr.'s Notice of Appeal	XXXVII	JA9108-JA9110
2018-09-14	RDI's Opposition to Cotter Jr.'s Motion to Retax Costs	XXXVII	JA9111-JA9219
2018-09-14	RDI's Appendix ISO Opposition to Motion to Retax ("Appendix") Part 1	XXXVII, XXXVIII, XXXIX	JA9220-JA9592
2018-09-14	RDI's Appendix, Part 2	XXXIX, XL, XLI	JA9593-JA10063
2018-09-14	RDI's Appendix, Part 3	XLI, XLII, XLIII	JA10064-JA10801

JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981

CHRONOLOGICAL INDEX

Date	Description	Vol. #	Page Nos.
2018-09-14	RDI's Appendix, Part 4	XLIII, XLIV	JA10802-JA10898
2018-09-14	RDI's Appendix Part 5	XLIV, XLV	JA10899-JA11270
2018-09-14	RDI's Appendix, Part 6	XLV, XLVI	JA11271-JA11475
2018-09-14	RDI's Appendix, Part 7	XLVI, XLVII, XLVIII, XLIX, L	JA11476-JA12496
2018-09-14	RDI's Appendix, Part 8	L, LI, LII	JA12497-JA12893
2018-09-14	Suggestion of Death of Gould Upon the Record	LII,	JA12894-JA12896
2018-09-24	Cotter Jr.'s Reply to RDI's Opp'n to Motion to Retax Costs	LII	JA12897-JA12921
2018-09-24	Cotter Jr.'s Appendix of Exhibits ISO Reply to RDI's Opposition to Motion to Retax Costs	LII, LIII	JA12922-JA13112
2018-10-01	Cotter Jr.'s Opposition to RDI's Motion for Judgment in its Favor	LIII	JA13113-JA13125
2018-10-02	Transcript of 10-01-18 Hearing on Cotter Jr.'s Motion to Retax Costs	LIII	JA13126-JA13150
2018-11-02	Cotter Jr.'s Letter to Court Objecting to Proposed Order	LIII	JA13151-JA13156
2018-11-02	Cotter Jr.'s Errata to Letter to Court Objecting to Proposed Order	LIII	JA13157-JA13162
2018-11-06	Order Granting in Part Motion to Retax Costs & Entering Judgment for Costs ("Cost Judgment")	LIII	JA13163-JA13167
2018-11-06	Notice of Entry of Order of Cost Judgment	LIII	JA13168-JA13174
2018-11-16	Order Denying RDI's Motion for Attorneys' Fees	LIII	JA13175-JA13178

JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981

CHRONOLOGICAL INDEX

Date	Description	Vol. #	Page Nos.
2018-11-06	Order Denying RDI's Motion for Judgment in Its Favor	LIII	JA13179-JA13182
2018-11-20	Notice of Entry of Order Denying RDI's Motion for Attorneys' Fees	LIII	JA13183-JA13190
2018-11-20	Notice of Entry of Order Denying RDI's Motion for Judgment in Its Favor	LIII	JA13191-JA13198
2018-11-26	Cotter Jr.'s Motion for Reconsideration & Amendment of Cost Judgment, for Limited Stay of Execution on OST	LIII	JA13199-JA13207
2018-11-30	RDI's Opposition to Cotter Jr.'s Motion for Reconsideration and Response to Motion for Limited Stay of Execution on OST	LIII	JA13208-JA13212
2018-11-30	Adams and Cotter sisters' Joinder to RDI's Opposition to Cotter Jr.'s Motion for Reconsideration and Response to Motion for Limited Stay of Execution	LIII	JA13213-JA13215
2018-12-06	Order Re Cotter Jr.'s Motion for Reconsideration & Amendment of Judgment for Costs and for Limited Stay	LIII	JA13216-JA13219
2018-12-06	Cotter Jr.'s Notice of Appeal from Cost Judgment	LIII	JA13220-JA13222
2018-12-07	Notice of Entry of Order Re Cotter Jr.'s Motion for Reconsideration & Amendment of Cost Judgment and for Limited Stay	LIII	JA13223-JA13229
2018-12-14	Cotter Jr.'s Notice of Posting Cost Bond on Appeal	LIII	JA13230-JA13232

JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981

ALPHABETICAL INDEX

Date	Description	Vol. #	Page Nos.
2018-06-18	Adams and Cotter sisters' Joinder to RDI's Combined Opposition to Cotter Jr.'s Motion to Compel & Motion for Relief	XXXII, XXXIII	JA7928-JA8295
2018-11-30	Adams and Cotter sisters' Joinder to RDI's Opposition to Cotter Jr.'s Motion for Reconsideration and Response to Motion for Limited Stay of Execution	LIII	JA13213-JA13215
2018-01-04	Adams and Cotter sisters' Motion for Judgment as a Matter of Law	XXV	JA6192-JA6224 **(FILED UNDER SEAL JA6224A-F)**
2018-06-01	Adams and Cotter sisters' Motion for Summary Judgment ("Ratification MSJ")	XXIX	JA7173-JA7221
2018-05-15	Adams and Cotter sisters' Motion to Compel Production of Docs re Expert Fee Payments on OST	XXVIII, XXIX	JA6938-JA7078
2018-05-18	Adams and Cotter sisters' Pre-Trial Memo	XXIX	JA7088-JA7135
2018-06-15	Adams and Cotter sisters' Reply ISO of Ratification MSJ	XXXII	JA7841-JA7874
2015-06-18	Amended AOS - Douglas McEachern	I	JA32-JA33
2015-06-18	Amended AOS - Edward Kane	I	JA34-JA35
2015-06-18	Amended AOS - Ellen Cotter	I	JA36-JA37
2015-06-18	Amended AOS - Guy Adams	I	JA38-JA39
2015-06-18	Amended AOS - Margaret Cotter	I	JA40-JA41
2015-06-18	Amended AOS - RDI	I	JA42-JA43
2015-06-18	Amended AOS – Timothy Storey	I	JA44-JA45
2015-06-18	Amended AOS – William Gould	I	JA46-JA47

JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981

ALPHABETICAL INDEX

Date	Description	Vol. #	Page Nos.
2018-04-24	Bannett's Declaration ISO Gould's Opposition to Motion to Compel	XXVII	JA6572-JA6581
2016-04-05	Codding and Wrotniak's Answer to T2 Plaintiffs' First Amended Complaint	II	JA439-JA462
2015-06-12	Complaint	I	JA1-JA31
2016-10-17	Cotter Jr.'s Appendix of Exhibits ISO Opposition to Gould's MSJ	XVIII	JA4458-JA4517
2016-10-17	Cotter Jr.'s Appendix of Exhibits ISO Opposition to Individual Defendants' Partial MSJ No. 1	XVII, XVIII	JA4143-JA4311 (FILED UNDER SEAL JA4151A-C)
2016-10-17	Cotter Jr.'s Appendix of Exhibits ISO Opposition to Individual Defendants' Partial MSJ No. 2	XVIII	JA4312-JA4457
2018-09-24	Cotter Jr.'s Appendix of Exhibits ISO Reply to RDI's Opposition to Motion to Retax Costs	LII, LIII	JA12922-JA13112
2018-11-02	Cotter Jr.'s Errata to Letter to Court Objecting to Proposed Order	LIII	JA13157-JA13162
2018-11-02	Cotter Jr.'s Letter to Court Objecting to Proposed Order	LIII	JA13151-JA13156
2018-04-23	Cotter Jr.'s Motion for Omnibus Relief on OST	XXVI, XXVII	JA6432-JA6561 (FILED UNDER SEAL JA6350A; JA6513A-C)
2016-09-23	Cotter Jr.'s Motion for Partial Summary Judgment ("MPSJ")	XIV, XV	JA3337-JA3697

JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981

ALPHABETICAL INDEX

Date	Description	Vol. #	Page Nos.
2018-11-26	Cotter Jr.'s Motion for Reconsideration & Amendment of Cost Judgment, for Limited Stay of Execution on OST	LIII	JA13199-JA13207
2017-12-19	Cotter Jr.'s Motion for Reconsideration of Ruling on Partial MSJ Nos. 1, 2 & 3 and Gould's MSJ on OST ("Motion for Reconsideration")	XXIII, XXIV	JA5793-JA5909
2018-06-12	Cotter Jr.'s Motion for Relief Based on Noncompliance with Court's May 2, 2018 Rulings on OST ("Motion for Relief")	XXXI	JA7569-JA7607
2017-12-29	Cotter Jr.'s Motion for Rule 54(b) Certification and Stay on OST	XXV	JA6092-JA6106
2018-04-18	Cotter Jr.'s Motion to Compel (Gould)	XXV, XXVI	JA6298-JA6431
2018-06-08	Cotter Jr.'s Motion to Compel on OST	XXIX, XXX, XXXI	JA7222-JA7568
2018-09-05	Cotter Jr.'s Motion to Retax Costs	XXXVI	JA8915-JA9018
2017-12-28	Cotter Jr.'s Motion to Stay on OST	XXV	JA6072-JA6080
2018-02-01	Cotter Jr.'s Notice of Appeal	XXV	JA6295-JA6297
2018-09-13	Cotter Jr.'s Notice of Appeal	XXXVII	JA9108-JA9110
2018-12-06	Cotter Jr.'s Notice of Appeal from Cost Judgment	LIII	JA13220-JA13222
2018-12-14	Cotter Jr.'s Notice of Posting Cost Bond on Appeal	LIII	JA13230-JA13232
2018-01-05	Cotter Jr.'s Opposition to Defendants' Motion for Judgment as a Matter of Law	XXV	JA6229-JA6238

JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981

ALPHABETICAL INDEX

Date	Description	Vol. #	Page Nos.
2016-10-13	Cotter Jr.'s Opposition to Gould's MSJ	XVI	JA4015-JA4051
2018-05-18	Cotter Jr.'s Opposition to Motion to Compel Production of Docs re Expert Fee Payments	XXIX	JA7079-JA7087
2016-10-13	Cotter Jr.'s Opposition to Partial MSJ No. 1	XVI, XVII	JA4052-JA4083
2018-06-13	Cotter Jr.'s Opposition to Ratification MSJ	XXXI	JA7608-JA7797
2018-06-13	Cotter Jr.'s Opposition to RDI's Demand Futility Motion	XXXI, XXXII	JA7798-JA7840
2018-10-01	Cotter Jr.'s Opposition to RDI's Motion for Judgment in its Favor	LIII	JA13113-JA13125
2018-05-11	Cotter Jr.'s Opposition to RDI's Motion for Leave to File Motion	XXVIII	JA6816-JA6937
2018-01-05	Cotter Jr.'s Opposition to RDI's Motion to Dismiss for Failure to Show Demand Futility	XXV	JA6225-JA6228
2018-05-18	Cotter Jr.'s Pre-Trial Memo	XXIX	JA7136-JA7157
2018-06-18	Cotter Jr.'s Reply ISO Motion for Relief Re: 05-02-18 Rulings	XXXIII, XXXIV	JA8302-JA8342
2018-01-03	Cotter Jr.'s Reply ISO Motion for Rule 54(b) Certification and Stay	XXV	JA6171-JS6178
2018-04-27	Cotter Jr.'s Reply ISO Motion to Compel (Gould)	XXVII	JA6582-JA6599
2018-09-24	Cotter Jr.'s Reply to RDI's Opp'n to Motion to Retax Costs	LII	JA12897-JA12921
2016-09-02	Cotter Jr.'s Second Amended Verified Complaint	III	JA519-JA575
2017-12-01	Cotter Jr.'s Supplemental Opposition to Partial MSJ Nos. 1 & 2 & Gould MSJ	XXI	JA5094-JA5107

JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981

ALPHABETICAL INDEX

Date	Description	Vol. #	Page Nos.
2017-12-01	Cotter Jr.'s Supplemental Opposition to Partial MSJ Nos. 2 & 3 & Gould MSJ	XXI, XXII	JA5300-JA5320
2017-12-01	Cotter Jr.'s Supplemental Opposition to Partial MSJ Nos. 2 & 5 & Gould MSJ	XXI	JA5119-JA5134
2017-12-01	Cotter Jr.'s Supplemental Opposition to Partial MSJ Nos. 2 & 6 & Gould MSJ	XXI	JA5253-JA5264
2016-10-13	Cotter, Jr.'s Opposition to Partial MSJ No. 2	XVII	JA4084-JA4111
2016-10-13	Cotter, Jr.'s Opposition to Partial MSJ No. 6	XVII	JA4112-JA4142
2017-12-27	Declaration of Bannett ISO Gould's Opposition to Cotter Jr.'s Motion for Reconsideration	XXIV, XXV	JA5987-JA6064
2016-10-21	Declaration of Bannett ISO Gould's Reply ISO MSJ	XIX	JA4636-JA4677
2017-12-05	Declaration of Bannett ISO Gould's Supplemental Reply ISO MSJ	XXII, XXIII	JA5555-JA5685
2018-01-05	Declaration of Krum ISO Cotter Jr.'s Opposition to Motion for Judgment as a Matter of Law	XXV	JA6239-JA6244
2017-12-01	Declaration of Levin ISO Cotter Jr.'s Supplemental Opposition to Partial MSJ Nos. 1 & 2 & Gould MSJ	XXI	JA5108-JA5118
2017-12-01	Declaration of Levin ISO Cotter Jr.'s Supplemental Opposition to Partial MSJ Nos. 2 & 5 & Gould MSJ	XXI	JA5135-JA5252
2017-12-01	Declaration of Levin ISO Cotter Jr.'s Supplemental Opposition to Partial MSJ Nos. 2 & 6 & Gould MSJ	XXI	JA5265-JA5299

JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981

ALPHABETICAL INDEX

Date	Description	Vol. #	Page Nos.
2017-12-01	Declaration of Levin ISO Cotter Jr.'s Supplemental Opposition to So-Called MSJ Nos. 2 & 3 & Gould MSJ	XXII	JA5321-JA5509
2016-09-23	Defendant William Gould ("Gould")'s MSJ	III, IV, V, VI	JA576-JA1400
2018-08-14	Findings of Fact and Conclusions of Law and Judgment	XXXIV	JA8401-JA8411
2017-10-04	First Amended Order Setting Civil Jury Trial, Pre-Trial Conference, and Calendar Call	XX	JA4928-JA4931
2015-10-22	First Amended Verified Complaint	II	JA263-JA312
2018-04-24	Gould's Declaration ISO Opposition to Motion to Compel	XXVII	JA6569-JA6571
2017-10-17	Gould's Joinder to Motion for Evidentiary Hearing re Cotter Jr.'s Adequacy as Derivative Plaintiff	XX	JA4975-JA4977
2018-06-18	Gould's Joinder to RDI's Combined Opposition to Cotter Jr.'s Motion to Compel & Motion for Relief	XXXIII	JA8296-JA8301
2017-12-27	Gould's Opposition to Cotter Jr.'s Motion for Reconsideration	XXIV	JA5982-JA5986
2018-04-24	Gould's Opposition to Cotter Jr.'s Motion to Compel	XXVII	JA6562-JA6568
2016-10-21	Gould's Reply ISO MSJ	XIX	JA4610-JA4635
2017-12-01	Gould's Request For Hearing on Previously-Filed MSJ	XXI	JA5078-JA5093
2017-12-04	Gould's Supplemental Reply ISO of MSJ	XXII	JA5538-JA5554
2017-11-28	Individual Defendants' Answer to Cotter Jr.'s Second Amended Complaint	XX, XXI	JA5048-JA5077

JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981

ALPHABETICAL INDEX

Date	Description	Vol. #	Page Nos.
2016-03-14	Individual Defendants' Answer to Cotter's First Amended Complaint	II	JA375-JA396
2017-10-11	Individual Defendants' Motion for Evidentiary Hearing Re Cotter Jr.'s Adequacy as Derivative Plaintiff	XX	JA4932-JA4974
2016-09-23	Individual Defendants' Motion for Partial Summary Judgment (No. 1) Re: Plaintiff's Termination and Reinstatement Claims ("Partial MSJ No. 1)	VI, VII, VIII, IX	JA1486-JA2216 **(FILED UNDER SEAL JA2136A-D)**
2016-09-23	Individual Defendants' Motion for Partial Summary Judgment (No. 2) Re: The Issue of Director Independence ("Partial MSJ No. 2")	IX, X	JA2217-JA2489 **(FILED UNDER SEAL JA2489A-HH)**
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, XI	JA2490-JA2583
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")	XI	JA2584-JA2689
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")	XI, XII	JA2690-JA2860

JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981

ALPHABETICAL INDEX

Date	Description	Vol. #	Page Nos.
2016-09-23	Individual Defendants' Motion for Partial Summary Judgment (No. 6) Re Plaintiff's Claims Re Estate's Option Exercise, Appointment of Margaret Cotter, Compensation Packages of Ellen Cotter and Margaret Cotter, and related claims Additional Compensation to Margaret Cotter and Guy Adams ("Partial MSJ No. 6")	XII, XIII, XIV	JA2861-JA3336
2015-09-03	Individual Defendants' Motion to Dismiss Complaint	I	JA149-JA237
2016-10-26	Individual Defendants' Objections to Declaration of Cotter, Jr. Submitted in Opposition to Partial MSJs	XIX	JA4725-JA4735
2017-12-26	Individual Defendants' Opposition to Cotter Jr.'s Motion For Reconsideration	XXIV	JA5910-JA5981
2018-01-02	Individual Defendants' Opposition to Cotter Jr.'s Motion for Rule 54(b) Certification and Stay	XXV	JA6132-JA6139
2016-10-13	Individual Defendants' Opposition to Cotter Jr.'s MPSJ	XVI	JA3815-JA3920
2016-10-21	Individual Defendants' Reply ISO of Partial MSJ No. 1	XVIII	JA4518-JA4549
2016-10-21	Individual Defendants' Reply ISO Partial MSJ No. 2	XVIII, XIX	JA4550-JA4567
2016-10-21	Individual Defendants' Reply ISO Partial MSJ Nos. 3, 4, 5, and 6	XIX	JA4678–JA4724
2017-12-04	Individual Defendants' Reply ISO Renewed Partial MSJ Nos. 1 & 2	XXII	JA5510-JA5537
2017-11-09	Individual Defendants' Supplement to Partial MSJ Nos. 1, 2, 3, 5, and 6	XX	JA4981-JA5024

JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981

ALPHABETICAL INDEX

Date	Description	Vol. #	Page Nos.
2017-12-08	Joint Pre-Trial Memorandum	XXIII	JA5686-JA5717
2018-08-24	Memorandum of Costs submitted by RDI for itself & the director defendants	XXXIV	JA8426-JA8446
2016-09-23	MIL to Exclude Expert Testimony of Steele, Duarte-Silva, Spitz, Nagy, & Finnerty	VI	JA1401-JA1485
2015-08-10	Motion to Dismiss Complaint	I	JA48-JA104
2018-08-16	Notice of Entry of Findings of Fact and Conclusions of Law and Judgment	XXXIV	JA8412-JA8425
2018-11-20	Notice of Entry of Order Denying RDI's Motion for Attorneys' Fees	LIII	JA13183-JA13190
2018-11-20	Notice of Entry of Order Denying RDI's Motion for Judgment in Its Favor	LIII	JA13191-JA13198
2018-01-04	Notice of Entry of Order Granting Cotter Jr.'s Motion for Rule 54(b) Certification	XXV	JA6182-JA6188
2018-11-06	Notice of Entry of Order of Cost Judgment	LIII	JA13168-JA13174
2018-12-07	Notice of Entry of Order Re Cotter Jr.'s Motion for Reconsideration & Amendment of Cost Judgment and for Limited Stay	LIII	JA13223-JA13229
2017-12-29	Notice of Entry of Order Re Individual Defendants' Partial MSJs, Gould's MSJ, and MIL	XXV	JA6081-JA6091
2016-12-22	Notice of Entry of Order Re Partial MSJ Nos. 1-6 and MIL to Exclude Expert Testimony	XX	JA4921-JA4927
2018-09-05	Notice of Entry of SAO Re Process for Filing Motion for Attorney's Fees	XXXVI	JA8907-JA8914

JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981

ALPHABETICAL INDEX

Date	Description	Vol. #	Page Nos.
2018-01-04	Order Denying Cotter Jr.'s Motion for Reconsideration and Stay	XXV	JA6189-JA6191
2018-11-16	Order Denying RDI's Motion for Attorneys' Fees	LIII	JA13175-JA13178
2018-11-06	Order Denying RDI's Motion for Judgment in Its Favor	LIII	JA13179-JA13182
2015-10-12	Order Denying RDI's Motion to Compel Arbitration	II	JA257-JA259
2018-01-04	Order Granting Cotter Jr.'s Motion for Rule 54(b) Certification	XXV	JA6179-JA6181
2016-10-03	Order Granting Cotter Jr.'s Motion to Compel Production of Documents & Communications Re the Advice of Counsel Defense	XV	JA3698-JA3700
2018-07-12	Order Granting in Part Cotter Jr.'s Motion for Omnibus Relief & Motion to Compel	XXXIV	JA8398-JA8400
2018-07-12	Order Granting In Part Cotter Jr.'s Motion to Compel (Gould) & Motion for Relief	XXXIV	JA8395-JA8397
2018-11-06	Order Granting in Part Motion to Retax Costs & Entering Judgment for Costs ("Cost Judgment")	LIII	JA13163-JA13167
2018-12-06	Order Re Cotter Jr.'s Motion for Reconsideration & Amendment of Judgment for Costs and for Limited Stay	LIII	JA13216-JA13219
2016-10-03	Order Re Cotter Jr.'s Motion to Permit Certain Discovery re Recent "Offer"	XV	JA3701-JA3703
2016-12-21	Order Re Individual Defendants' Partial MSJ Nos. 1–6 and MIL to Exclude Expert Testimony	XX	JA4917-JA4920

JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981

ALPHABETICAL INDEX

Date	Description	Vol. #	Page Nos.
2017-12-28	Order Re Individual Defendants' Partial MSJs, Gould's MSJ, and MILs	XXV	JA6065-JA6071
2015-10-19	Order Re Motion to Dismiss Complaint	II	JA260-JA262
2016-12-20	RDI's Answer to Cotter Jr.'s Second Amended Complaint	XX	JA4891-JA4916
2016-03-29	RDI's Answer to Cotter, Jr.'s First Amended Complaint	II	JA397-JA418
2016-03-29	RDI's Answer to T2 Plaintiffs' First Amended Complaint	II	JA419-JA438
2018-08-24	RDI's Appendix of Exhibits to Memorandum of Costs	XXXIV, XXXV, XXXVI	JA8447-JA8906
2018-09-14	RDI's Appendix ISO Opposition to Motion to Retax ("Appendix") Part 1	XXXVII, XXXVIII, XXXIX	JA9220-JA9592
2018-09-14	RDI's Appendix, Part 2	XXXIX, XL, XLI	JA9593-JA10063
2018-09-14	RDI's Appendix, Part 3	XLI, XLII, XLIII	JA10064-JA10801
2018-09-14	RDI's Appendix, Part 4	XLIII, XLIV	JA10802-JA10898
2018-09-14	RDI's Appendix Part 5	XLIV, XLV	JA10899-JA11270
2018-09-14	RDI's Appendix, Part 6	XLV, XLVI	JA11271-JA11475
2018-09-14	RDI's Appendix, Part 7	XLVI, XLVII, XLVIII, XLIX, L	JA11476-JA12496
2018-09-14	RDI's Appendix, Part 8	L, LI, LII	JA12497-JA12893

JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981

ALPHABETICAL INDEX

Date	Description	Vol. #	Page Nos.
2018-06-18	RDI's Combined Opposition to Cotter Jr.'s Motion to Compel & Motion for Relief	XXXII	JA7875-JA7927
2019-10-21	RDI's Consolidated Reply ISO Individual Defendants' Partial MSJ Nos. 3, 4, 5 & 6	XIX	JA4589-JA4603
2018-01-03	RDI's Errata to Joinder to Individual Defendants' Opposition to Motion for Rule 54(b) Certification and Stay	XXV	JA6153-JA6161
2016-10-13	RDI's Joinder to Individual Defendants' Opposition to Cotter Jr.'s MPSJ	XVI	JA3921-JA4014
2018-01-03	RDI's Joinder to Individual Defendants' Opposition to Cotter Jr.'s Motion for Rule 54(b) Certification and Stay	XXV	JA6140-JA6152
2016-10-03	RDI's Joinder to Individual Defendants' Partial-MSJ No. 1	XV	JA3707-JA3717
2016-10-03	RDI's Joinder to Individual Defendants' Partial MSJ No. 2	XV	JA3718-JA3739
2016-10-03	RDI's Joinder to Individual Defendants' Partial MSJ No. 3	XV	JA3740-JA3746
2016-10-03	RDI's Joinder to Individual Defendants' Partial MSJ No. 4	XV	JA3747-JA3799
2016-10-03	RDI's Joinder to Individual Defendants' Partial MSJ No. 5	XV	JA3800-JA3805
2016-10-03	RDI's Joinder to Individual Defendants' Partial MSJ No. 6	XV, XVI	JA3806-JA3814
2017-11-21	RDI's Joinder to Individual Defendants' Supplement to Partial MSJ Nos. 1, 2, 3, 5 & 6	XX	JA5025-JA5027
2016-10-03	RDI's Joinder to MIL to Exclude Expert Testimony	XV	JA3704-JA3706

JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981

ALPHABETICAL INDEX

Date	Description	Vol. #	Page Nos.
2017-10-18	RDI's Joinder to Motion for Evidentiary Hearing re Cotter Jr.'s Adequacy as Derivative Plaintiff	XX	JA4978-JA4980
2018-09-07	RDI's Motion for Attorneys' Fees	XXXVI, XXXVII	JA9019-JA9101
2018-09-12	RDI's Motion for Judgment in Its Favor	XXXVII	JA9102-JA9107
2015-08-31	RDI's Motion to Compel Arbitration	I	JA127-JA148
2018-01-03	RDI's Motion to Dismiss for Failure to Show Demand Futility	XXV	JA6162-JA6170
2018-11-30	RDI's Opposition to Cotter Jr.'s Motion for Reconsideration and Response to Motion for Limited Stay of Execution on OST	LIII	JA13208-JA13212
2018-09-14	RDI's Opposition to Cotter Jr.'s Motion to Retax Costs	XXXVII	JA9111-JA9219
2018-04-27	RDI's Opposition to Cotter's Motion for Omnibus Relief	XXVII	JA6600-JA6698
2016-10-21	RDI's Reply ISO Gould's MSJ	XIX	JA4604-JA4609
2016-10-21	RDI's Reply ISO Individual Defendants' Partial MSJ No. 1	XIX	JA4568-JA4577
2016-10-21	RDI's Reply ISO Individual Defendants' Partial MSJ No. 2	XIX	JA4578-JA4588
2015-08-20	Reading International, Inc. ("RDI")'s Joinder to Margaret Cotter, Ellen Cotter, Douglas McEachern, Guy Adams, & Edward Kane ("Individual Defendants") Motion to Dismiss Complaint	I	JA105-JA108
2015-11-10	Scheduling Order and Order Setting Civil Jury Trial, Pre-Trial Conference and Calendar Call	II	JA313-JA316

JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981

ALPHABETICAL INDEX

Date	Description	Vol. #	Page Nos.
2018-05-04	Second Amended Order Setting Jury Trial, Pre-trial Conference, and Calendar Call	XXVII	JA6724-JA6726
2016-06-21	Stipulation and Order to Amend Deadlines in Scheduling Order	II	JA463-JA468
2018-09-14	Suggestion of Death of Gould Upon the Record	LII,	JA12894-JA12896
2016-02-12	T2 Plaintiffs' First Amended Complaint	II	JA317-JA355
2015-08-28	T2 Plaintiffs' Verified Shareholder Derivative Complaint	I	JA109-JA126
2015-10-06	Transcript of 9-10-15 Hearing on Defendants' Motion to Dismiss & Plaintiff Cotter Jr. ("Cotter Jr.")'s Motion for Preliminary Injunction	I, II	JA238-JA256
2016-02-23	Transcript of 2-18-16 Hearing on Motion to Compel & Motion to File Document Under Seal	II	JA356-JA374
2016-06-23	Transcript of 6-21-16 Hearing on Defendants' Motion to Compel & Motion to Disqualify T2 Plaintiffs	II	JA469-JA493
2016-08-11	Transcript of 8-9-16 Hearing on Cotter Jr.'s Motion for Partial Summary Judgment, Motion to Compel & Motion to Amend	II, III	JA494-JA518
2016-11-01	Transcript of 10-27-16 Hearing on Motions	XIX, XX	JA4736-JA4890
2017-11-27	Transcript of 11-20-17 Hearing on Motion for Evidentiary Hearing re Cotter Jr.'s Adequacy & Motion to Seal	XX	JA5028-JA5047
2017-12-11	Transcript of 12-11-2017 Hearing on [Partial] MSJs, MILs, and Pre-Trial Conference	XXIII	JA5718-JA5792

JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981

ALPHABETICAL INDEX

Date	Description	Vol. #	Page Nos.
2017-12-29	Transcript of 12-28-17 Hearing on Motion for Reconsideration and Motion for Stay	XXV	JA6107-JA6131
2018-01-05	Transcript of 1-4-18 Hearing on Cotter Jr.'s Motion for Rule 54(b) Certification	XXV	JA6245-JA6263
2018-01-08	Transcript of Hearing on Demand Futility Motion and Motion for Judgment	XXV	JA6264-JA6280
2018-01-10	Transcript of Proceedings of 01-8-18 Jury Trial–Day 1	XXV	JA6281-JA6294
2018-05-03	Transcript of 4-30-18 Hearing on Motions to Compel & Seal	XXVII	JA6699-JA6723
2018-05-07	Transcript of 5-2-18 Hearing on Evidentiary Hearing	XXVII, XXVIII	JA6727-JA6815
2018-05-24	Transcript of 05-21-18 Hearing on Adams and Cotter sisters' Motion to Compel	XXIX	JA7158-JA7172
2018-06-20	Transcript of 06-19-18 Omnibus Hearing on discovery motions and Ratification MSJ	XXXIV	JA8343-JA8394
2018-10-02	Transcript of 10-01-18 Hearing on Cotter Jr.'s Motion to Retax Costs	LIII	JA13126-JA13150

CERTIFICATE OF SERVICE

I certify that I am an employee of MORRIS LAW GROUP; I am familiar with the firm's practice of collection and processing documents for mailing; that, in accordance therewith, I caused the following document to be e-served via the Supreme Court's electronic service process. I hereby certify that on the 28th day of August, 2019, a true and correct copy of the foregoing **JOINT APPENDIX TO OPENING BRIEFS FOR CASE NOS. 77648 & 76981**, was served by the following method(s):

☑ Supreme Court's EFlex Electronic Filing System:

Stan Johnson
Cohen-Johnson, LLC
255 East Warm Springs Road, Ste. 110
Las Vegas, Nevada 89119

Christopher Tayback
Marshall Searcy
Quinn Emanuel Urquhart & Sullivan LLP
865 South Figueroa Street, 10th Floor
Los Angeles, CA

Attorneys for Respondents
Edward Kane, Douglas McEachern, Judy Codding, and Michael Wrotniak

Donald A. Lattin
Carolyn K. Renner
Maupin, Cox & LeGoy
4785 Caughlin Parkway
Reno, Nevada 89519

Ekwan E. Rhow
Shoshana E. Bannett
Bird, Marella, Boxer, Wolpert, Nessim, Drooks, Lincenberg & Rhow, P.C.
1875 Century Park East, 23rd Fl.
Los Angeles, CA 90067-2561

Attorneys for Respondent
William Gould

Mark Ferrario
Kara Hendricks
Tami Cowden
Greenberg Traurig, LLP
10845 Griffith Peak Drive Suite 600
Las Vegas, Nevada 89135

Attorneys for Nominal Defendant
Reading International, Inc.

Judge Elizabeth Gonzalez
Eighth Judicial District court of
Clark County, Nevada
Regional Justice Center
200 Lewis Avenue
Las Vegas, Nevada 89101

By: /s/ Gabriela Mercado

Summary Compensation Table

The following table presents summary information concerning all compensation payable to our named executive officers for services rendered in all capacities during the past three completed fiscal years:

	Year	Salary ($)	Bonus ($)	Stock Awards ($)	Option Awards ($)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Total ($)
James J. Cotter, Sr.	2013	750,000	1,000,000	750,000 (1)	--	1,455,000 (2)	25,000 (3)	3,980,000
Chairman of the Board	2012	700,000	500,000	950,000	--	2,433,000	24,000	4,607,000
and Chief Executive	2011	500,000	500,000	750,000	--	--	25,000	1,775,000
Officer								
Andrzej Matyczynski	2013	309,000	35,000	--	33,000	50,000 (5)	26,000 (4)	453,000
Chief Financial Officer	2012	309,000	--	--	33,000	250,000	25,000	617,000
and Treasurer	2011	309,000	--	--	31,000	--	22,000	362,000
Robert F. Smerling	2013	350,000	50,000	--	--	--	22,000 (4)	422,000
President – Domestic	2012	350,000	50,000	--	--	--	22,000	422,000
Cinema Operations	2011	350,000	25,000	--	--	--	18,000	393,000
Ellen M. Cotter	2013	335,000	--	--	--	--	25,000 (4)	360,000
Chief Operating Officer	2012	335,000	60,000	--	--	--	25,000	420,000
Domestic Cinemas	2011	275,000	--	--	--	--	24,000	299,000
Wayne Smith	2013	339,000	--	--	--	--	20,000 (4)	359,000
Managing Director -	2012	357,000	16,000	--	22,000	--	19,000	414,000
Australia and New Zealand	2011	353,000	26,000	--	33,000	--	40,000	452,000

(1) Based on closing price of our Class A Nonvoting Common Stock on January 15, 2013.

(2) Represents an increase in the actuarial value of Mr. Cotter. Sr.'s SERP at December 31, 2013, as estimated by Towers Watson in January 201 4. As the SERP is unfunded, this does not represent any current payment or contribution by our Company. Rather, it is simply a calculation of the increase in the present value of the formula benefits provided for in the SERP, and reflects items such as the timing of cash compensation payments made to Mr. Cotter, Sr., and interest rates from time to time. No change has been made to the SERP benefits since its inception in 2007.

(3) We own a condominium in West Hollywood, California, which is used as an executive meeting place and office. "All Other Compensation" includes our matching contributions under our 401(k) plan, the incremental cost to our Company of providing the use of the West Hollywood Condominium to Mr. Cotter, Sr. , the cost of a Company automobile used by Mr. Cotter, Sr., and health club dues paid by the Company.

(4) Represents our employer's matching contributions under our 401(k) plan, key person insurance, and any car allowances.

Source: READING INTERNATIONAL INC, DEF 14A, April 25, 2014 Powered by Morningstar® Document Research℠
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.

(5) Represents increases in the value of the DCP for Mr. Matyczynski at December 31, 2013. As this DCP is unfunded, these amounts do not represent any current payment or contribution by our Company. Rather, it is simply a calculation of the increase in the value of the benefits provided for by the DCP.

Grants of Plan-Based Awards

The following table contains information concerning the stock grants made to our named executive officers for the year ended December 31, 2013:

Name	Grant Date	All Other Stock Awards: Number of Shares of Stock or Units	Grant Date Fair Value of Stock and Option Awards
James J. Cotter, Sr.	1/15/2013	125,209 (1)	$ 750,000

(1) Represents the value, determined by reference to the closing price of our Class A Stock on January 15, 2013, of shares issued to Mr. Cotter in satisfaction of the stock bonus portion of his compensation package for 2013. This valuation does not reflect any discount for the fact that these shares are restricted and cannot be sold for five years.

Outstanding Equity Awards

The following table contains information concerning the outstanding option and stock awards of our named executive officers as of December 31, 2013:

	Option Awards					Stock Awards	
	Class	Number of Shares Underlying Unexercised Options Exercisable	Number of Shares Underlying Unexercised Options Unexercisable	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock that Have Not Vested	Market Value of Shares or Units that Have Not Vested ($)
James J. Cotter, Sr.	B	100,000	--	$ 10.24	5/9/2017	--	--
Ellen M. Cotter	A	20,000	--	$ 5.55	3/16/2018	--	--
Ellen M. Cotter	B	50,000	--	$ 10.24	5/9/2017	--	--
Andrzej Matyczynski	A	35,100	--	$ 5.13	9/12/2020	--	--
Andrzej Matyczynski	A	12,500	37,500	$ 6.02	8/22/2022	--	--
Robert F. Smerling	A	43,750	--	$ 10.24	5/9/2017	--	--

Source: READING INTERNATIONAL INC, DEF 14A, April 25, 2014 Powered by Morningstar® Document Research℠
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.

Option Exercises and Stock Vested

The following table contains information for our named executive officers concerning the option awards that were exercised and stock awards that vested during the year ended December 31, 2013:

	Option Awards		Stock Awards	
Name	Number of Shares Acquired on Exercise	Value Realized on Exercise ($)	Number of Shares Acquired on Vesting	Value Realized on Vesting ($)
James J. Cotter, Sr.	--	$ --	125,209	$ 937,815
Ellen M. Cotter	75,000	$ 300,750	--	$ --
Wayne Smith	50,000	$ 200,500	--	$ --

Pension Benefits

The following table contains information concerning pension plans for each of the named executive officers for the year ended December 31, 2013:

Name	Plan Name	Number of Years of Credited Service	Present Value of Accumulated Benefit ($)	Payments During Last Fiscal Year ($)
James J. Cotter, Sr.	SERP	26	$ 7,398,000	$ --
Andrzej Matyczynski	CFO DCP	4	$ 300,000	$ --

Payments Upon Termination or Change in Control

We have entered into the following termination arrangements with the following named executive officer:

Andrzej Matyczynski. Pursuant to his employment agreement, Mr. Matyczynski is entitled to a severance payment equal to six months' salary in the event his employment is involuntarily terminated.

Wayne Smith. Pursuant to his employment agreement, Mr. Smith is entitled to a severance payment equal to six months' salary if the Reading Board terminates his employment for not meeting the standards of anticipated performance.

No other named executive officers have termination benefits in their employment agreements. None of our employment agreements with our named executive officers have provisions relating to change in control.

Compensation Committee Interlocks and Insider Participation

The current members of our Compensation Committee are Alfred Villaseñor, Tim Storey and Edward L. Kane, who serves as Chairman. There are no "interlocks," as defined by the SEC, with respect to any member of our Compensation Committee.

CERTAIN TRANSACTIONS AND RELATED PARTY TRANSACTIONS

The members of our Audit and Conflicts Committee are Edward Kane, Tim Storey, and Douglas McEachern, who serves as Chairman. Management presents all potential related party transactions to

Source: READING INTERNATIONAL INC, DEF 14A, April 25, 2014 Powered by Mergent® Document Research℠
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.

the Conflicts Committee for review. Our Conflicts Committee reviews whether a given related party transaction is beneficial to our Company, and approves or bars the transaction after a thorough analysis. Only Committee members disinterested in the transaction in question participate in the determination of whether the transaction may proceed.

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 annually.

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. We are advised by SHC that they intend to exercise their put option this year. 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. We manage this cinema property for a management fee equal to 5% of its gross income.

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

Source: READING INTERNATIONAL INC, DEF 14A, April 25, 2014 Powered by Morningstar® Document Research℠
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.

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, with oversight provided by the Audit and Conflicts Committee of our Board of Directors.

Certain Family Relationships

Mr. Cotter, Sr., our controlling stockholder, has advised the Board of Directors that he considers his holdings in our Company to be long-term investments to be passed onto his heirs. The Directors believe that it is in the best interests of our Company and our stockholders for his heirs to become experienced in our operations and affairs. Accordingly, all of Mr. Cotter, Sr.'s children are currently involved with our Company and all serve on our Board of Directors.

Certain Miscellaneous Transactions

We have loaned Mr. Robert Smerling, the President of our domestic cinema operations, $70,000 pursuant to an interest-free demand loan that antedated the effective date of the Sarbanes-Oxley prohibition on loans to Directors and officers.

INDEPENDENT PUBLIC ACCOUNTANTS

Our independent public accountants, Grant Thornton, LLP, have audited our financial statements for the fiscal year ended December 31, 2013, and are expected to have a representative present at the Annual Meeting who will have the opportunity to make a statement if he or she desires to do so and is expected to be available to respond to appropriate questions.

Source: READING INTERNATIONAL INC, DEF 14A, April 25, 2014 Powered by Morningstar® Document Research℠
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.

Audit Fees

The aggregate fees for professional services for the audit of our financial statements, audit of internal controls related to the Sarbanes-Oxley Act, and the reviews of the financial statements included in our Forms 10-K and 10-Q provided by Grant Thornton LLP for 2013 and 2012 were approximately $550,000 and $593,000, respectively.

Audit-Related Fees

Grant Thornton, LLP did not provide us any audit related services for both 2013 and 2012.

Tax Fees

Grant Thornton, LLP did not provide us any products or any services for tax compliance, tax advice, or tax planning for both 2013 and 2012.

All Other Fees

Grant Thornton, LLP did not provide us any other services than as set forth above for both 2013 and 2012.

Pre-Approval Policies and Procedures

Our Audit Committee must pre-approve, to the extent required by applicable law, all audit services and permissible non-audit services provided by our independent registered public accounting firm, except for any de minimis non-audit services. Non-audit services are considered de minimis if (i) the aggregate amount of all such non-audit services constitutes less than 5% of the total amount of revenues we paid to our independent registered public accounting firm during the fiscal year in which they are provided; (ii) we did not recognize such services at the time of the engagement to be non-audit services; and (iii) such services are promptly submitted to our Audit Committee for approval prior to the completion of the audit by our Audit Committee or any of its member(s) who has authority to give such approval. Our Audit Committee pre-approved all services provided to us by Grant Thornton LLP for 2013 and 2012.

STOCKHOLDER COMMUNICATIONS

Annual Report

A copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 201 3 is being provided with this Proxy Statement.

Stockholder Communications with Directors

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

Stockholder Proposals and Director Nominations

Any stockholder who, in accordance with and subject to the provisions of the proxy rules of the SEC, wishes to submit a proposal for inclusion in our Proxy Statement for our 2015 Annual Meeting of

Source: READING INTERNATIONAL INC, DEF 14A, April 25, 2014 Powered by Morningstar® Document Research℠
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.

Stockholders, must deliver such proposal in writing to the Secretary of the Company at the address of our Company's principal executive offices at 6100 Center Drive, Suite 900, Los Angeles, California 90045. Unless we change the date of our annual meeting by more than 30 days from the prior year's meeting, such written proposal must be delivered to us no later than January 6, 2015 to be considered timely. If our 2015 Annual Meeting is not within 30 days of the anniversary of our 2014 Annual Meeting, to be considered timely, stockholder proposals must be received no later than ten days after the earlier of (a) the date on which notice of the 2015 Annual Meeting is mailed, or (b) the date on which the Company publicly discloses the date of the 2015 Annual Meeting, including disclosure in an SEC filing or through a press release. If we do not receive timely notice of a stockholder proposal, the proxies that we hold may confer discretionary authority to vote against such stockholder proposal, even though such proposal is not discussed in our Proxy Statement for that meeting.

Our Board of Directors will consider written nominations for Directors from stockholders. Nominations for the election of Directors made by our stockholders must be made by written notice delivered to our Secretary at our principal executive offices not less than 120 days prior to the first anniversary of the date that this Proxy Statement is first sent to stockholders. Such written notice must set forth the name, age, address, and principal occupation or employment of such nominee, the number of shares of our Company's common stock that is beneficially owned by such nominee and such other information required by the proxy rules of the SEC with respect to a nominee of the Board of Directors.

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

OTHER MATTERS

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

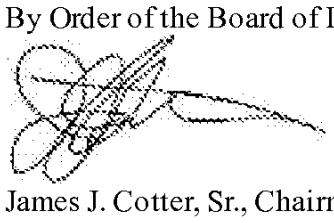
DELIVERY OF PROXY MATERIALS TO HOUSEHOLDS

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

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

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

By Order of the Board of Directors,



James J. Cotter, Sr., Chairman
Dated: April 25, 2014

Source: READING INTERNATIONAL INC, DEF 14A, April 25, 2014 Powered by Morningstar® Document Research℠
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.

PROXY CARD

Electronic Voting Instructions
You can vote by Internet or telephone!
Available 24 hours a day, 7 days a week!
Instead of mailing your proxy, you may choose one of the two voting methods outlined below to vote your proxy.
VALIDATION DETAILS ARE LOCATED BELOW IN THE TITLE BAR
Proxies submitted by the Internet or telephone must be received by 1:00 a.m., Central Time, on May 15, 2014.
Vote by Internet
Log on to the Internet and go to
www.investorvote.com/RDI
Follow the steps outlined on the secured website.
Vote by telephone
Call toll free 1-800-652-VOTE (8683) within the USA, US territories & Canada any time on a touch tone telephone. There is **NO CHARGE** to you for the call.
Follow the instructions provided by the recorded message.

Annual Meeting Proxy Card
IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.

A. **Proposals**

1. Election of Directors – The Board of Directors recommends a vote FOR all the nominees listed.

Nominees:	For	Withhold		For	Withhold		For	Withhold
01 - James J. Cotter, Sr.	☐	☐	02 - James J. Cotter, Jr.	☐	☐	03 – Ellen M. Cotter	☐	☐
04 - Margaret Cotter	☐	☐	05 - Guy W. Adams	☐	☐	06 - William D. Gould	☐	☐
07 - Edward L. Kane	☐	☐	08 – Douglas J. McEachern	☐	☐	09 - Tim Storey	☐	☐

2. Advisory vote on executive officer compensation – The Board of Directors recommends a vote FOR approval of the advisory and non-binding vote on the Company's named executive officer compensation.

For	Against	Withhold
☐	☐	☐

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

B. **Authorized Signatures – This section must be completed for your vote to be counted. – Date and Sign Below**

Please date this proxy card and sign above exactly as your name appears on this card. Joint owners should each sign personally. Corporate proxies should be signed by an authorized officer. Executors, administrators, trustees, etc., should give their full titles.

Date (mm/dd/yyyy) – Please print date below.	Signature 1 – Please keep signature within the box.	Signature 2 – Please keep signature within the box.

IF VOTING BY MAIL, YOU MUST COMPLETE SECTIONS A – C ON BOTH SIDES OF THIS CARD.

Source: READING INTERNATIONAL INC, DEF 14A, April 25, 2014 Powered by Morningstar® Document Research℠
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.

Proxy - READING INTERNATIONAL, INC.

PROXY FOR THE ANNUAL MEETING OF STOCKHOLDERS - TO BE HELD MAY 15, 2014
THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby appoints James J. Cotter, Sr. and Andrzej Matyczynski, and each of them, the attorneys, agents, and proxies of the undersigned, with full powers of substitution to each, to attend and act as proxy or proxies of the undersigned at the Annual Meeting of Stockholders of Reading International, Inc. to be held at the offices of Reading International, Inc., 6100 Center Drive, Suite 900, Los Angeles, California 90045, on Thursday, May 15, 2014 at 11:00 a.m., local time, and at and with respect to any and all adjournments or postponements thereof, and to vote as specified herein the number of shares which the undersigned, if personally present, would be entitled to vote.

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

THE PROXY, WHEN PROPERLY EXECUTED AND RETURNED PRIOR TO THE ANNUAL MEETING, WILL BE VOTED AS DIRECTED. IF NO DIRECTION IS GIVEN, IT WILL BE VOTED "FOR" PROPOSAL 1, 2, AND IN THE PROXY HOLDERS' DISCRETION AS TO ANY OTHER MATTER THAT MAY PROPERLY COME BEFORE THE ANNUAL MEETING OR ANY POSTPONEMENT OR ADJOURNMENT THEREOF.

PLEASE SIGN AND DATE ON REVERSE SIDE

C. **Non-Voting Items**

Change of Address – Please print new address below.

Meeting Attendance
Mark the box to the right if you plan to attend the Annual Meeting. ☐

IF VOTING BY MAIL, YOU MUST COMPLETE SECTIONS A – C ON BOTH SIDES OF THIS CARD.

Source: READING INTERNATIONAL INC, DEF 14A, April 25, 2014 Powered by Morningstar® Document Research℠
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.

EXHIBIT 23

Reading International Announces The Passing of James J. Cotter, Sr., the Former Chairman and Chief Executive Officer

Los Angeles, California, - (BUSINESS WIRE) – September 15, 2014 – Reading International, Inc. (NASDAQ: RDI) is saddened to advise that our controlling shareholder and former Chairman and Chief Executive Officer, James J. Cotter, Sr. has passed away. Mr. Cotter has been the controlling force at our Company for nearly three decades. He will be missed.

He is survived by his three children, each of whom is active in our Company. James J. Cotter, Jr. continues as our Chief Executive Officer and President. Ellen Cotter continues as our Chairman and as the head of our domestic cinema operations. Margaret Cotter continues as our Vice Chairman, and as the head of our live theater operations.

About Reading International, Inc.

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

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

Reading manages its worldwide cinema business under various different brands:

- in the United States, under the
  - Reading brand (http://www.readingcinemasus.com),
  - Angelika Film Center brand (http://www.angelikafilmcenter.com),
  - Consolidated Theatres brand (http://www.consolidatedtheatres.com),
  - City Cinemas brand (http://www.citycinemas.com),
  - Beekman Theatre brand (http://www.beekmantheatre.com),
  - The Paris Theatre brand (http://www.theparistheatre.com);
  - Liberty Theatres brand (http://www.libertytheatresusa.com); and
  - Village East Cinema brand (http://www.villageeastcinema.com)

- in Australia, under the
  - Reading brand (http://www.readingcinemas.com.au);
  - Newmarket brand (http://www.readingnewmarket.com.au); and
  - Red Yard Entertainment Centre (http://www.redyard.com.au)

- in New Zealand, under the
  - Reading (http://www.readingcinemas.co.nz);
  - Rialto (http://www.rialto.co.nz) brands;
  - Reading Properties brand (http://www.readingproperties.co.nz);
  - Courtenay Central brand (http://www.readingcourtenay.co.nz);
  - Steer n' Beer restaurant brand (http://www.steernbeer.co.nz); and
  - Taupo Motel brand (http://www.sailstaupo.co.nz).

Forward-Looking Statements

Our statements in this press release 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 views 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; and
  - The extent to which we encounter competition from other cinema exhibitors, from other sources 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 rentals and sales, and so called "movies on demand;"
- 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; and
  - The extent to which our cinemas can continue to serve as an anchor tenant which will, in turn, be influenced by the same factors as will influence generally the results of our cinema operations;
- 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:
  - 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;
  - The relative values of the currency used in the countries in which we operate;
  - Changes in government regulation, including by way of example, the costs resulting from the implementation of the requirements of Sarbanes-Oxley;
  - 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);
  - 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;
  - 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

- 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, 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 publicly update 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 press release may contain *"pro forma" information or "non-US GAAP financial measures." In such case, a reconciliation of this information to* our US GAAP financial statements will be made available in connection with such statements.

For more information, contact:

Andrzej Matyczynski, Chief Financial Officer
Reading International, Inc. (213) 235-2240

EXHIBIT 24

Confidential – Filed Under Seal

EXHIBIT 25

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

FORM 8-K

Current Report
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): June 12, 2015

READING INTERNATIONAL, INC.
(Exact Name of Registrant as Specified in its Charter)

Nevada
(State or Other Jurisdiction of Incorporation)

1-8625	95-3885184
(Commission File Number)	(I.R.S. Employer Identification No.)
6100 Center Drive Suite 900 Los Angeles, California	90045
(Address of Principal Executive Offices)	(Zip Code)

(213) 235-2240
(Registrant's Telephone Number, Including Area Code)

n/a
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425).

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12).

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b)).

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c)).

ITEM 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On June 12, 2015, the board of directors (the "Board") of Reading International, Inc. ("we," "our," "us," "Reading" or the "company") terminated the employment of James J. Cotter, Jr. as our President and Chief Executive Officer, effective immediately. The Company currently intends to engage the assistance of a leading executive search firm to identify a permanent President and Chief Executive Officer, which will consider both internal and external candidates.

On June 12, 2015, our Board appointed Ellen Marie Cotter, 49, Chairperson of the Board and the Chief Operating Officer of our Domestic Cinemas Division, to serve as our interim President and Chief Executive Officer. No new compensatory arrangements were entered into with Ms. Cotter in connection with her appointment as interim President and Chief Executive Officer.

Ellen Cotter has been a member of the Board since March 7, 2013, and on August 7, 2014 was appointed as its Chairperson. Prior to joining our company in 1998, Ms. Cotter spent four years in private practice as a corporate attorney with the law firm of White & Case in Manhattan. She is a graduate of Smith College and holds a Juris Doctorate from Georgetown Law School. Ms. Cotter is the sister of James J. Cotter, Jr. and Margaret Cotter.

Under Mr. Cotter, Jr.'s employment agreement with the company, he is entitled to the compensation and benefits he was receiving at the time of a termination without cause for a period of twelve months from notice of termination. At the time of termination, Mr. Cotter Jr.'s annual salary was $335,000.

Under his employment agreement, Mr. Cotter, Jr. is required to tender his resignation as a director of our company immediately upon the termination of his employment. After a request to do so, Mr. Cotter, Jr. has not yet tendered his resignation. The company considers such refusal as a material breach of Mr. Cotter, Jr.'s employment agreement, and has given him thirty (30) days in which to resign. If he does not do so, the company will terminate further severance payments, as permitted under the employment agreement.

No new compensatory arrangements were entered into with Mr. Cotter, Jr. in connection with his termination.

ITEM 8.01 OTHER EVENTS

On June 12, 2015, Mr. Cotter, Jr. filed a lawsuit against us and each of our other directors in the District Court of the State of Nevada for Clark County, titled James J. Cotter, Jr., individually and derivatively on behalf of Reading International, Inc. vs. Margaret Cotter, et. al. The lawsuit alleges, among other allegations, that the other directors breached their fiduciary duties in taking the actions to terminate Mr. Cotter, Jr. as President and Chief Executive Officer of the company and that Margaret Cotter and Ellen Cotter aided and abetted the breach of such fiduciary duties of the other directors. The lawsuit seeks damages and other relief, including an injunctive order restraining and enjoining the defendants from taking further action to effectuate or implement the termination of Mr. Cotter, Jr. as President and Chief Executive Officer of the company and a determination that Mr. Cotter, Jr.'s termination as President and Chief Executive Officer is legally ineffectual and of no force or effect. The company believes that numerous of the factual allegations included in the complaint are inaccurate and untrue and intends to vigorously defend against the claims in this action. The company has been informed that the other directors intend to seek indemnification from the Company for any losses arising under the lawsuit, in which case the company will tender a claim under its director and officers liability insurance policy.

Exhibit 99.1

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) The following exhibit is included with this Report and incorporated herein by reference:

Exhibit No.	Description
99.1	Press release of Reading International, Inc. of June 15, 2015

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: June 18, 2015

READING INTERNATIONAL, INC.

By: /s/ William D. Ellis
William D. Ellis
General Counsel and Secretary

Exhibit 99.1

Reading International Announces Appointment of Ellen Cotter as Interim Chief Executive Officer

Los Angeles, California, (Business Wire) June 15, 2015 – Reading International, Inc. (NASDAQ:RDI) announced today that its Board of Directors has appointed Ellen M. Cotter as interim President and Chief Executive Officer, succeeding James J. Cotter. Jr. The Company currently intends to engage the assistance of a leading executive search firm to identify a permanent President and Chief Executive Officer, which will consider both internal and external candidates.

Ms. Cotter is the Chairman of the Board of Directors of the Company and has served as the senior operating officer of the Company's US cinemas operations for the past 14 years. In addition, Ms. Cotter is a significant stockholder in the Company.

Ms. Cotter commented, "James Cotter, Sr., who served as our Company's Chairman and Chief Executive Officer for over 20 years, grew Reading International, Inc. to a major international developer and operator of multiplex cinemas, live theaters and other commercial real estate assets. I look forward to continuing his vision and commitment to these businesses as we move forward to conduct our search for our next Chief Executive Officer. I will work diligently to ensure that this transition is seamless to all of our stakeholders."

The Company plans to report its second quarter financial results on or before August 10, 2015.

About Ellen Cotter
Ellen M. Cotter has been a member of our Company's Board of Directors since March 2013, and in August 2014 was appointed as Chairman of the Board. She joined Reading International, Inc. in 1998 and brings to the position her 17 years of experience working in our Company's cinema operations, both in the United States and Australia. For the past 14 years, she has served as the senior operating officer of our Company's domestic cinema operations. Ms. Cotter is a graduate of Smith College and holds a Juris Doctorate from Georgetown Law School. Prior to joining our Company, Ms. Cotter was a corporate attorney with the law firm of White & Case in New York, New York.

About Reading International, Inc.
Reading International (http://www.readingrdi.com) is in the business of owning and operating cinemas and developing, owning and operating real estate assets. Our business consists primarily of:

- the development, ownership and operation of multiplex cinemas in the United States, Australia and New Zealand; and

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

Reading manages its worldwide business under various different brands:

- in the United States, under the
  - o Reading brand (http://www.readingcinemasus.com);
  - o Angelika Film Center brand (http://www.angelikafilmcenter.com);
  - o Consolidated Theatres brand (http://www.consolidatedtheatres.com);
  - o City Cinemas brand (http://www.citycinemas.com);
  - o Beekman Theatre brand (http://www.beekmantheatre.com);
  - o The Paris Theatre brand (http://www.theparistheatre.com);
  - o Liberty Theatres brand (http://libertytheatresusa.com/); and
  - o Village East Cinema brand (http://villageeastcinema.com)

- in Australia, under the
  - o Reading brand (http://www.readingcinemas.com.au); and
  - o Newmarket brand (http://readingnewmarket.com.au)
  - o Red Yard Entertainment Centre (http://www.redyard.com.au)

- in New Zealand, under the
  - o Reading brand (http://www.readingcinemas.co.nz);
  - o Rialto brand (http://www.rialto.co.nz);
  - o Reading Properties brand (http://readingproperties.co.nz);
  - o Courtenay Central brand (http://www.readingcourtenay.co.nz);
  - o Steer n' Beer restaurant brand (http://steernbeer.co.nz);

Media Contact:
Andrzej Matyczynski
Tel: 213-235-2240

EXHIBIT 26

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

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

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

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

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

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

Payment of Filing Fee (Check the appropriate box):

☒ No fee required

☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11
(1) Title of each class of securities to which transaction applies: _____
(2) Aggregate number of securities to which transaction applies: _____
(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): _____
(4) Proposed maximum aggregate value of transaction: _____
(5) Total fee paid: _____

☐ Fee paid previously with preliminary materials.

☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid: _____
(2) Form, Schedule or Registration Statement No.: _____
(3) Filing Party: _____
(4) Date Filed: _____

EXH 37
DATE 6-29-16
WIT GOLKA
PATRICIA HUBBARD

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

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON TUESDAY, NOVEMBER 10, 2015

TO THE STOCKHOLDERS:

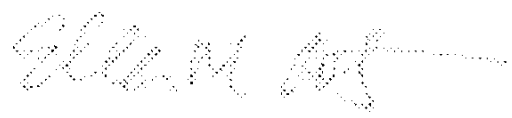
The 2015 Annual Meeting of Stockholders (the "Annual Meeting") of Reading International, Inc., a Nevada corporation, will be held at The Ritz Carlton – Marina Del Rey, located at 4375 Admiralty Way, Marina Del Rey, California 90292, on Tuesday, November 10, 2015, at 11:30 a.m., local time, for the following purposes:

1. To elect nine Directors to serve until the Company's 2016 Annual Meeting of Stockholders and thereafter until their successors are duly elected and qualified;
2. To ratify the appointment of Grant Thornton LLP as the Company's independent auditors for the fiscal year ending December 31, 2015; and
3. To transact such other business as may properly come before the Annual Meeting and any adjournment or postponement thereof.

A copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2014 is enclosed (the "Annual Report"). Only holders of record of our Class B Voting Common Stock at the close of business on October 6, 2015 are entitled to notice of and to vote at the meeting and any adjournment or postponement thereof.

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

By Order of the Board of Directors



Ellen M. Cotter
Chairperson of the Board

October 16, 2015

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

PROXY STATEMENT

Annual Meeting of Stockholders
Tuesday, November 10, 2015

INTRODUCTION

This Proxy Statement is furnished in connection with the solicitation by the Board of Directors of Reading International, Inc. (the "Company," "Reading," "we," "us," or "our") of proxies for use at our 2015 Annual Meeting of Stockholders (the "Annual Meeting") to be held on Tuesday, November 10, 2015, at 11:00 a.m., local time, at The Ritz Carlton – Marina Del Rey, located at 4375 Admiralty Way, Marina Del Rey, California 90292, and at any adjournment or postponement thereof. This Proxy Statement and form of proxy are first being sent or given to stockholders on or about Tuesday, October 20, 2015.

At our Annual Meeting, you will be asked to (1) elect nine Directors to our Board of Directors (the "Board") to serve until the 2016 Annual Meeting of Stockholders, (2) ratify the appointment of Grant Thornton LLP as our independent auditors for the fiscal year ending December 31, 2015, and (3) act on any other business that may properly come before the Annual Meeting or any adjournment or postponement of the Annual Meeting.

As of October 6, 2015, the record date for the Annual Meeting (the "Record Date"), there were outstanding 1,680,590 shares of our Class B Voting Common Stock ("Class B Stock").

When proxies are properly executed and received, the shares represented thereby will be voted at the Annual Meeting in accordance with the directions noted thereon. If no direction is indicated, the shares will be voted: FOR each of the nine nominees named in this Proxy Statement for election to the Board of Directors under Proposal 1 and FOR the ratification of the appointment of Grant Thornton LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2015 under Proposal 2.

INTERNET AVAILABILITY OF PROXY DOCUMENTS

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDERS MEETING TO BE HELD ON NOVEMBER 10, 2015 – This Proxy Statement, along with the proxy card, and our Annual Report for the year ended December 31, 2014, as filed with the Securities and Exchange Commission, are available at our website, http://www.readingrdi.com, under "Investor Relations."

ABOUT THE ANNUAL MEETING AND VOTING

Why am I receiving these proxy materials?

This proxy statement is being sent to all of our stockholders of record as of the close of business on October 6, 2015, by Reading's Board of Directors to solicit the proxy of holders of our Class B Stock to be voted at Reading's 2015 Annual Meeting of Stockholders, which will be held on Tuesday, November 10, 2015, at 11:00 a.m. Pacific Time, at The Ritz Carlton – Marina Del Rey, located at 4375 Admiralty Way, Marina Del Rey, California 90292.

What items of business will be voted on at the annual meeting?

There are two items of business scheduled to be voted on at the 2015 Annual Meeting:

- PROPOSAL 1: Election of nine directors to the Board of Directors.
- PROPOSAL 2: Ratification of the appointment of Grant Thornton LLP as our independent auditors for the year ending December 31, 2015.

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

How does the Board of Directors recommend that I vote?

Our Board of Directors recommends that you vote:

- On PROPOSAL 1: "FOR" the election of its nominees to the Board of Directors.
- On PROPOSAL 2: "FOR" the ratification of the appointment of Grant Thornton LLP as our independent auditors for the year ending December 31, 2015.

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

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

Am I eligible to vote?

You may vote your shares of Class B Stock at the Annual Meeting if you were a holder of record of Class B Stock at the close of business on October 6, 2015. Your shares of Class B Stock are entitled to one vote per share. At that time, there were 1,680,590 shares of Class B Stock outstanding, and approximately 85 holders of record. Each share of Class B Stock is entitled to one vote on each matter properly brought before the Annual Meeting.

What if I own Class A Nonvoting Common Stock?

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

How can I get electronic access to the proxy materials?

This Proxy Statement, along with the proxy card, and our Annual Report for the year ended December 31, 2014 as filed with the Securities and Exchange Commission are available at our website, http://www.readingrdi.com, under "Investor Relations."

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

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

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

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

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

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

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

How do I vote?

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

- By Internet — Holders of our Class B Stock of record may submit proxies over the Internet by following the instructions on the proxy card. Holders of our Class B Stock who are beneficial owners may vote by Internet by following the instructions on the voting instruction card sent to them by their bank, broker, trustee or nominee. Proxies submitted by the Internet must be received by 11:59 p.m., Pacific Time, on November 9, 2015 (the day before the Annual Meeting).
- By Telephone — Holders of our Class B Stock of record who live in the United States or Canada may submit proxies by telephone by calling the toll-free number on the proxy card and following the instructions. Holders of our Class B Stock of record will need to have the control number that appears on their proxy card available when voting. In addition, beneficial owners of shares living in the United States or Canada and who have received a voting instruction card by mail from their bank, broker, trustee or nominee may vote by phone by calling the number specified on the voting instruction card. Those stockholders should check the voting instruction card for telephone voting availability. Proxies submitted by telephone must be received by 11:59 p.m., Pacific Time, on November 9, 2015 (the day before the Annual Meeting).
- By Mail — Holders of our Class B Stock of record who have received a paper copy of a proxy card by mail may submit proxies by completing, signing and dating their proxy card and mailing it in the accompanying pre-addressed envelope. Holders of our Class B Stock who are beneficial owners who have received a voting

instruction card from their bank, broker or nominee may return the voting instruction card by mail as set forth on the card. Proxies submitted by mail must be received before the polls are closed at the Annual Meeting.

- In Person — Holders of our Class B Stock of record may vote shares held in their name in person at the Annual Meeting. You also may be represented by another person at the Annual Meeting by executing a proxy designating that person. Shares of Class B Stock for which a stockholder is the beneficial holder but not the stockholder of record may be voted in person at the Annual Meeting only if such stockholder is able to obtain a proxy from the bank, broker or nominee that holds the stockholder's shares, indicating that the stockholder was the beneficial holder as of the record date and the number of shares for which the stockholder was the beneficial owner on the record date.

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

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

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

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

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

What is a broker non-vote?

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

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

The ratification of Grant Thornton LLP as our independent auditors for 2015 is the only routine matter to be presented at the Annual Meeting by the Board on which brokers may vote in their discretion on behalf of beneficial owners who have not provided voting instructions.

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

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

How are abstentions and broker non-votes counted?

Abstentions and broker non-votes are included in determining whether a quorum is present. In tabulating the voting results for the items to be voted on at the 2015 Annual Meeting, shares that constitute abstentions and broker non-votes are not considered entitled to vote on that matter and will not affect the outcome of any matter being voted on at the meeting, unless the matter requires the approval of the holders of a majority of the outstanding shares of Class B Stock.

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

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

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

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

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

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

The names of stockholders of record entitled to vote at the Annual Meeting will be available at the Annual Meeting and for ten days prior to the Annual Meeting at our principal executive offices between the hours of 9:00 a.m. and 5:00 p.m. for any purpose relevant to the Annual Meeting. To arrange to view this list during the times specified above, please contact the Secretary of the Company.

What constitutes a quorum?

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

How are votes counted and who will certify the results?

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

What is the vote required for a Proposal to pass?

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

Proposal 2 requires the affirmative "FOR" vote of a majority of the votes cast by the stockholders present in person or represented by proxy at the Annual Meeting and entitled to vote thereon.

Except with respect to the Proposal to ratify our independent auditors, where broker non-votes will be counted, only votes for or against Proposal 1 at the Annual Meeting will be counted as votes cast and abstentions and broker non-votes will not be counted for voting purposes.

Is my vote kept confidential?

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

How will the Annual Meeting be conducted?

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

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

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

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

CORPORATE GOVERNANCE

Director Leadership Structure

Ellen M. Cotter is our current Chairperson and also serves as our interim Chief Executive Officer and President and serves as the Chief Operating Officer for our Domestic Cinemas. Ellen M. Cotter has been with our Company for more than 17 years, focusing principally on the cinema operations aspects of our business. During this time period, we have grown our Domestic Cinema Operations from 42 to 248 screens and our cinema revenues have grown from US $15.5 million to US $125.7 million. Margaret Cotter is our current Vice-Chairperson. Margaret Cotter has been responsible for the operation of our live theaters for more than the past 14 years and has for more than the past five years been actively involved in the re-development of our New York properties.

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

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

The Company has elected to take the "controlled company" exception under applicable listing rules of The NASDAQ Capital Stock Market (the NASDAQ Listing Rules"). Accordingly, the Company is exempted from the requirement to have an independent nominating committee and to have a board comprised of at least a majority of independent directors, we are nevertheless nominating six independent directors for election to our Board. We have an Audit and Conflicts Committee (the "Audit Committee") and a Compensation and Stock Options Committee (the "Compensation Committee") comprised entirely of independent directors. And, we have a four member Executive Committee comprised of our Chairperson and Vice-Chairperson and two independent directors (Messrs. Guy W. Adams and Edward L. Kane). Due to this structure, the concurrence of at least one independent member of the Executive Committee is required in order for the Executive Committee to take action.

We believe that our Directors bring a broad range of leadership experience to our Company and regularly contribute to the thoughtful discussion involved in effectively overseeing the business and affairs of the Company. We believe that all Board members are well engaged in their responsibilities and that all Board members express their views and consider the opinions expressed by other Directors. Six Directors on our Board are independent under the NASDAQ Listing Rules and SEC rules, and William D. Gould serves as the lead director among our independent Directors. In that capacity, Mr. Gould chairs meetings of the independent Directors and acts as liaison between our Chairperson of the Board and interim Chief Executive Officer and our independent Directors. Our independent Directors are involved in the leadership structure of our Board by serving on our Audit Committee, the Compensation Committee, and the Tax Oversight Committee, each having a separate independent chairperson. In connection with the Annual Meeting, we have established a Special Nominating Committee comprised of the chairs of our Executive, Audit and Compensation Committees.

Management Succession

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

On June 12, 2015, the Board terminated the employment of James J. Cotter, Jr. as our President and Chief Executive Officer, and appointed Ellen M. Cotter to serve as the Company's interim President and Chief Executive Officer. The Board has established an Executive Search Committee (the "Search Committee") comprised of our Chairperson, our Vice Chairperson and directors Adams, Gould and McEachern and has retained Korn Ferry to seek out candidates for the Chief Executive Officer position. The Search Committee will consider both internal and external candidates.

Board's Role in Risk Oversight

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

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

"Controlled Company" Status

Under section 5615(c)(1) of the NASDAQ Listing Rules, a "controlled company" is a company in which 50% of the voting power for the election of directors is held by an individual, a group or another company. Together, Margaret Cotter and Ellen M. Cotter beneficially own 1,208,988 shares of Class B Stock. Based on advice of counsel, our Board has determined that therefore the Company is a "controlled company" within the NASDAQ Listing Rules.

After reviewing the benefits and detriments of taking advantage of the exceptions to the corporate governance rules set forth in the NASDAQ Listing Rules, our Board has determined to take advantage of certain exceptions from the NASDAQ Listing Rules afforded to our Company as a Controlled Company. In reliance on a "controlled company" exception, the Company does not maintain a separate standing Nominating Committee. The Company nevertheless at this time maintains a full Board comprised of a majority of independent Directors and fully independent Audit and Compensation Committees, and has no present intention to vary from that structure. For purposes of selecting nominees for our 2015 Annual Meeting, the Board formed a Special Nominating Committee comprised of the Chairs of our Executive, Audit and Compensation Committees (Messrs. Adams, McEachern and Kane, respectively), and delegated to that committee authority to recommend nominees to the Board for the Board's approval and nomination. Proposal 1 is comprised of the nominees recommended by the Special Nominating Committee and approved and nominated by our Board.

Board Committees

Our Board has a standing Executive Committee, Audit Committee, Compensation Committee, and Tax Oversight Committee. These committees are discussed in greater detail below.

Executive Committee. The Executive Committee operates pursuant to a Charter adopted by our Board. Our Executive Committee is currently comprised of Ms. Ellen M. Cotter, Ms. Margaret Cotter and Messrs. Adams and Kane. Pursuant to its Charter, the Executive Committee is authorized, to the fullest extent permitted by Nevada law and our Bylaws, to take any and all actions that could have been taken by the full Board between meetings of the full Board. The Executive Committee held no meetings during 2014.

Audit Committee. The Audit Committee operates pursuant to Charter adopted by our Board that is available on our website at www.readingrdi.com. Our Board has determined that the Audit Committee is comprised entirely of independent

Directors (as defined in section 5605(a)(2) of the NASDAQ Listing Rules), and that Mr. McEachern, the Chair of our Audit Committee, is qualified as an Audit Committee Financial Expert. Our Audit Committee is currently comprised of Mr. McEachern, who serves as Chair, and Mr. Kane. Mr. Storey, who served on our Board in 2014 and through October 11, 2015, served on our Audit Committee throughout 2014. The Audit Committee held four meetings during 2014.

Compensation Committee. The Compensation Committee is currently comprised of Mr. Kane, who serves as Chair, and Mr. Adams. Mr. Alfred Villaseñor, a former Director, served on our Compensation Committee during 2014 until his term expired at the time of our 2014 Annual Meeting. Mr. Storey served on our Compensation Committee throughout 2014. The Compensation Committee evaluates and makes recommendations to the full Board regarding the compensation of our Chief Executive Officer and Cotter family members and performs other compensation related functions as delegated by our Board. The Compensation Committee held three meetings during 2014.

Tax Oversight Committee. Given our operations in the United States, Australia, and New Zealand and our historic net operating loss carry forwards, our Board formed a Tax Oversight Committee to review with management and to keep the Board informed about our Company's tax planning and such tax issues as may arise from time to time. This committee is currently comprised of Mr. Kane, who serves as Chair, and Mr. Cotter, Jr. The Tax Oversight Committee held four meetings during 2014.

Consideration and Selection of the Board's Director Nominees

The Company has elected to take the "controlled company" exception under applicable NASDAQ Listing Rules. Accordingly, the Company does not maintain a standing Nominating Committee. However, in connection with the Annual Meeting, the Board established a Special Nominating Committee consisting of Mr. Guy W. Adams (the Chair of our Executive Committee), Mr. Edward L. Kane (the Chair of our Compensation Committee) and Mr. Doug McEachern (the Chair of our Audit Committee) and delegated to that committee authority to evaluate and recommend nominees to the full Board for the Board's consideration, approval and nomination. Proposal 1 (Election of Directors) sets forth the names of the nominees recommended by the Special Nominating Committee and approved and nominated by our full Board.

The Special Nominating Committee considered for nomination incumbent Directors and candidates proposed by Ellen M. Cotter, Margaret Cotter and Mr. James Cotter, Jr. As part of its deliberations, the Special Nominating Committee reviewed the qualifications of each candidate submitted and conducted interviews with certain of the candidates. Since Ellen M. Cotter and Margaret Cotter vote a majority of the Class B Stock, the Special Nominating Committee and the Board accordingly considered their views with respect to the 2015 Director nominees.

Following a review of the experience and overall qualifications of the Director candidates evaluated by the Special Nominating Committee, the Committee recommended that the full Board nominate, and the full Board resolved to nominate, each of the individuals named in Proposal 1 for election as Directors of the Company at our 2015 Annual Meeting of Stockholders.

The Special Nominating Committee reported to the Board that in reaching the decision to recommend the nomination of Mr. James J. Cotter, Jr. for re-election to the Board, the Special Nominating Committee had taken a number of factors into consideration. Without attempting to place any particular priority on any particular consideration or to enumerate all of the matters discussed, the Special Nominating Committee reported to the Board that it had considered, among other factors, Mr. Cotter Jr.'s pending litigation against certain of the other Directors and arbitration proceedings with the Company; the Board's recent determination to terminate Mr. Cotter, Jr. as the Company's Chief Executive Officer and President of the Company; the potential that this personnel action and resultant legal proceedings could contribute to discension among Board members and impact the otherwise collegial nature of Board meetings; Mr. Cotter, Jr.'s longevity on the Board and his broad knowledge of our Company; Mr. Cotter, Jr.'s beneficial holdings of the Company's securities; and the fact that Ellen M. Cotter and Margaret Cotter had notified the Special Nominating Committee that, if Mr. Cotter, Jr. was not nominated by the Board, they intend to vote in their capacity as stockholders, as the Co-Executors of the Cotter Estate and as a majority of the Co-Trustees of the Trust, to nominate Mr. Cotter, Jr. from the floor and to vote the more than 70% of the voting stock that they collectively control for the election of Mr. Cotter, Jr. After considering these factors and their deliberations, the Special Nominating Committee recommended that Mr. Cotter, Jr. be nominated to serve another term as a Director of the Company.

The Board approved each of the nominees recommended by the Special Nominating Committee, with James J. Cotter, Jr. voting against each of the recommended nominees (including himself) and Dr. Codding abstaining (Mr. Wrotniak was not present for the meeting). Mr. Cotter, Jr. subsequently executed a consent to being named as a nominee in these materials and

has agreed to serve as a Director if he is elected. Director Codding informed the Board that she abstained in view of the fact that she had just recently joined our Board. Director Wrotniak was not present at the meeting, having only recently been appointed to the Board earlier in the day.

Code of Ethics

We have adopted a Code of Ethics designed to help our Directors and employees resolve ethical issues. Our Code of Ethics applies to all Directors and employees, including the Chief Executive Officer, the Chief Financial Officer, principal accounting officer, controller and persons performing similar functions. Our Code of Ethics is posted on our website, www.readingrdi.com, under the "Investor Relations—Governance Documents" caption.

The Board has established a means for employees to report a violation or suspected violation of the Code of Ethics anonymously. In addition, we have adopted a "Whistleblower Policy" that establishes a process by which employees may anonymously disclose to the Audit Committee alleged fraud or violations of accounting, internal accounting controls or auditing matters.

Review, Approval or Ratification of Transactions with Related Persons

The Audit Committee has adopted a written policy for approval of transactions between the Company and its directors, director nominees, executive officers, greater than five percent beneficial owners and their respective immediate family members, where the amount involved in the transaction exceeds or is expected to exceed $120,000 in a single calendar year and the party to the transaction has or will have a direct or indirect interest. A copy of this policy is available at www.readingrdi.com under the "Investor Relations" caption. The policy provides that the Audit Committee reviews transactions subject to the policy and determines whether or not to approve or ratify those transactions. In doing so, the Audit Committee takes into account, among other factors it deems appropriate:

- The related person's interest in the transaction;
- The approximate dollar value of the amount involved in the transaction;
- The approximate dollar value of the amount of the related person's interest in the transaction without regard to the amount of any profit or loss;
- Whether the transaction was undertaken in the ordinary course of business of the Company;
- Whether the transaction with the related person is proposed to be, or was, entered into on terms no less favorable to the Company than terms that could have been reached with an unrelated third party;
- The purpose of, and the potential benefits to the Company of, the transaction;
- Required public disclosure, if any; and
- Any other information regarding the transaction or the related person in the context of the proposed transaction that would be material to investors in light of the circumstances of the particular transaction.

PROPOSAL 1: Election of Directors

Nominees for Election

Nine Directors are to be elected at our Annual Meeting to serve until the annual meeting of stockholders to be held in 2016 or until their successors are duly elected and qualified. Unless otherwise instructed, the proxy holders will vote the proxies received by us "FOR" the election of the nominees below, all of whom currently serve as Directors. The nine nominees for election to the Board of Directors who receive the greatest number of votes cast for the election of Directors by the shares present and entitled to vote will be elected Directors. If any nominee becomes unavailable for any reason, it is intended that the proxies will be voted for a substitute nominee designated by the Board of Directors. We believe the nominees named will be able to serve if elected.

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

Name	Age	Position
Ellen M. Cotter	49	Chairperson of the Board, Interim Chief Executive Officer and President, and Chief Operating Officer – Domestic Cinemas (1)
Guy W. Adams	84	Director(1) (3)
Judy Codding	70	Director
James J. Cotter, Jr.	46	Director(3)
Margaret Cotter	47	Vice Chairperson of the Board(3)
William D. Gould	76	Director(4)
Edward L. Kane	77	Director(1) (2) (3) (5)
Douglas J. McEachern	64	Director(5)
Michael Wrotniak	48	Director

(1) Member of the Executive Committee.

(2) Member of the Compensation and Stock Options Committee.

(3) Member of the Tax Oversight Committee.

(4) Lead independent Director.

(5) Member of the Audit and Conflicts Committee.

Ellen M. Cotter. Ellen M. Cotter has been a member of the Board of Directors since March 13, 2013, was appointed Chairperson of our Board on August 7, 2014 and has served as our interim Chief Executive Officer and President since June 12, 2015. She joined the Company in March 1998, is a graduate of Smith College and holds a Juris Doctorate from Georgetown Law School. Prior to joining the Company, Ms. Cotter spent four years in private practice as a corporate attorney with the law firm of White & Case in Manhattan. Ms. Cotter is the sister of Margaret Cotter and James J. Cotter, Jr. For more than the past ten years, Ms. Cotter has served as the Chief Operating Officer ("COO") of our domestic cinema operations, in which capacity she has, among other things, been responsible for the acquisition and development, marketing and operation of our cinemas. Prior to her appointment as COO Domestic Cinemas, she spent one year in Australia and New Zealand, working to develop our cinema and real estate assets in those countries. Ms. Cotter is the Co-Executor of her father's estate, which is the record owner of 427,808 shares of our Class B Stock (representing 25.5% of such Class B Stock). Ms. Cotter is also a Co-Trustee of the James J. Cotter, Sr. Trust, which is the record owner of 696,080 shares of Class B Stock (representing an additional 44.6% of such Class B Stock).

Ms. Cotter brings to the Board her 17 years of experience working in our Company's cinema operations, both in the United States and Australia. For the past 13 years, she has served as the senior operating officer of our Company's domestic cinema operations. She has also served as the Chief Executive Officer of Reading's subsidiary, Consolidated Entertainment, LLC, which operates substantially all of our cinemas in Hawaii and California. In addition, with her direct ownership of 799,765 shares of Class A Stock and 50,000 shares of Class B Stock and her positions as Co-Executor of her father's (James J. Cotter, Sr.) estate and Co-Trustee of the James J. Cotter, Sr. Trust, Ms. Cotter is a significant stake holder in our Company.

Guy W. Adams. Guy W. Adams has been a Director of the Company since January 14, 2014. He is a Managing Member of GWA Capital Partners, LLC, a registered investment adviser managing GWA Investments, LLC, a fund investing in various publicly traded securities. Mr. Adams has served as an independent director on the boards of directors of Lone Star Steakhouse & Saloon, Mercer International, Exar Corporation and Vitesse Semiconductor. He has held a variety of public company board positions, including lead director, audit committee chair and compensation committee chair. Mr. Adams provided investment advice to various family offices and invests his own capital in public and private equity transactions. He has served as an advisor to James J. Cotter, Sr. and to various enterprises now owned by the James J. Cotter, Sr. Estate or the James J. Cotter, Sr. Trust. Mr. Adams received his Bachelor of Science degree in Petroleum Engineering from Louisiana State University and his Masters of Business Administration from Harvard Graduate School of Business Administration.

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

Dr. Judy Codding. Dr. Judy Codding was elected to serve as a Director of the Company on October 5, 2015. Dr. Codding is a globally respected education leader. She is currently, and has since 2010 been, the Managing Director of "The System of Courses," a division of Pearson, PLC (NYSE:PSO), a leading education company providing education products and services to institutions, governments and direct to individual learners. Prior to that time, and for more than the past five years, Dr. Codding served as the Chief Executive Officer and President of America's Choice, Inc., which she founded in 1998 and which was acquired by Pearson in 2010. America's Choice, Inc. was a leading educational organization offering comprehensive, proven solutions to the complex problems educators face in the era of accountability. Dr. Codding has a Doctorate from University of Massachusetts at Amherst, and completed post- doctoral work and served as a teaching associate in Education at Harvard University. Dr. Codding serves on various boards, including the Board of Trustees of Curtis School, Los Angeles, CA (2011 to present) and the Board of Trustees of Educational Development Center, Inc. (EDC) since 2012.

Dr. Codding brings to the Board her experience as an entrepreneur and as an advisor and researcher in the areas of leadership training and leadership decision making.

James J. Cotter, Jr. James J. Cotter, Jr. has been a Director of the Company since March 21, 2002, serving as Vice Chairperson from June 2007 until he was succeeded by Margaret Cotter on August 7, 2014. Mr. Cotter, Jr. served as our President from June 1, 2013 through June 12, 2015 and as our Chief Executive Officer from August 7, 2014 through June 12, 2015. He served as Chief Executive Officer of Cecelia Packing Corporation (a Cotter family-owned citrus grower, packer, and marketer) from July 2004 until 2013. Mr. Cotter, Jr. served as a Director to Cecelia Packing Corporation from February 1996 to September 1997 and as a Director of Cash Biomedical from September 1999 to March 2002. He was an attorney in the law firm of Winston & Strawn, specializing in corporate law, from September 1997 to May 2004. Mr. Cotter, Jr. is the brother of Margaret Cotter and Ellen M. Cotter. Mr. Cotter, Jr. is a Co-Trustee of the James J. Cotter, Sr. Trust, which is the record owner of 656,080 shares of Class B Stock (representing 44.0% of such Class B Stock).

James J. Cotter, Jr. brings to the Board his experience as a business professional and corporate attorney, as well as his many years of experience in, and knowledge of, the Company's business and affairs. In addition, with his direct ownership of 859,286 shares of our Company's Class A Common Stock and his position as Co-Trustee of the James J. Cotter, Sr. Trust, Mr. Cotter, Jr. is a significant stake holder in our Company. Further, depending on the outcome of ongoing litigation among members of the Cotter family, in the future Mr. Cotter, Jr. may be a controlling shareholder in the Company.

Margaret Cotter. Margaret Cotter has been a Director of the Company since September 27, 2002, and on August 7, 2014 was appointed Vice Chairperson of our Board. Ms. Cotter is the owner and President of OBI, LLC ("OBI"), which has, since 2002, managed our live-theater operations. Pursuant to the OBI management arrangement, Ms. Cotter also serves as the President of Liberty Theaters, LLC, the subsidiary through which we own our live theaters. While she receives management fees through OBI, Ms. Cotter receives no compensation for her duties as President of Liberty Theaters, LLC, other than the right to participate in our Company's medical insurance program. Ms. Cotter, through OBI and Liberty Theaters, LLC, manages the real estate which houses each of our four live theaters in Manhattan and Chicago. Based in New York, Ms. Cotter secures leases, manages tenancies, oversees maintenance and regulatory compliance of these properties and heads up the re-development process with respect to these properties and our Cinemas 1, 2 & 3. Ms. Cotter is also a theatrical producer who has produced shows in Chicago and New York and a board member of the League of Off-Broadway Theaters and Producers. Ms. Cotter, a former Assistant District Attorney for King's County in Brooklyn, New York, graduated from Georgetown University and Georgetown University Law Center. She is the sister of Ellen M. Cotter and James J. Cotter, Jr. Ms. Margaret Cotter is a Co-Executor of her father's estate, which is the record owner of 427,808 shares of our Class B

Stock (representing 25.5% of such Class B Stock). Ms. Margaret Cotter is also a Co-Trustee of the James J. Cotter, Sr. Trust, which is the record owner of 696,080 shares of Class B Voting Common Stock (representing an additional 44.0% of such Class B Stock).

Ms. Cotter brings to the Board her experience as a live theater producer, theater operator and an active member of the New York theatre community, which gives her insight into live theater business trends that affect our business in this sector. Operating and overseeing these properties for over 16 years, Ms. Cotter contributes to the strategic direction for our developments. In addition, with her direct ownership of 804,173 shares of Class A Stock and 35,100 shares of Class B Stock and her positions as Co-Executor of her father's estate and Co-Trustee of the James J. Cotter, Sr. Trust, Ms. Cotter is a significant stake holder in our Company.

William D. Gould. William D. Gould has been a Director of our Company since October 15, 2004 and has been a member of the law firm of TroyGould PC since 1986. Previously, he was a partner of the law firm of O'Melveny & Myers. We have from time to time retained TroyGould PC for legal advice. Total fees paid to Mr. Gould's law firm during 2014 were $41,642. Mr. Gould is an author and lecturer on the subjects of corporate governance and mergers and acquisitions.

Edward L. Kane. Edward L. Kane has been a Director of our Company since October 15, 2004. Mr. Kane was also a Director of our Company from 1985 to 1998, and served as President from 1987 to 1988. Mr. Kane currently serves as the Chair of our Tax Oversight Committee and of our Compensation Committee. He also serves as a member of our Executive Committee and our Audit Committee. At various times during the past three decades, he has been Adjunct Professor of Law at two of San Diego's law schools, most recently in 2008 and 2009 at Thomas Jefferson School of Law, and prior thereto at California Western School of Law.

Mr. Kane brings to the Board his many years as a tax attorney and law professor, which experience well-serves our Company in addressing tax matters. Mr. Kane also brings his experience as a past President of Craig Corporation and of Reading Company, two of our corporate predecessors, as well as a former member of the boards of directors of several publicly held corporations.

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

Mr. McEachern brings to the Board his more than 37 years' experience meeting the accounting and auditing needs of financial institutions and real estate clients, including our Company. Mr. McEachern also brings his experience reporting as an independent auditor to the boards of directors of a variety of public reporting companies and as a board member himself for various companies and not-for-profit organizations.

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

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

Attendance at Board and Committee Meetings

During the year ended December 31, 2014, our Board of Directors met seven times. The Audit Committee held four meetings and the Compensation Committee held three meetings, while the Tax Oversight Committee held four meetings. Each Director attended at least 75% of these Board meetings and at least 75% of the meetings of all committees on which he or she served.

Indemnity Agreements

We currently have indemnity agreements in place with each of our current Directors and senior officers, as well as certain of the Directors and senior officers of our subsidiaries. Under these agreements, we have agreed, subject to certain exceptions, to indemnify each of these individuals against all expenses, liabilities and losses incurred in connection with any threatened, pending or contemplated action, suit or proceeding, whether civil or criminal, administrative or investigative, to

which such individual is a party or is threatened to be made a party, in any manner, based upon, arising from, relating to or by reason of the fact that such individual is, was, shall be or has been a Director, officer, employee, agent or fiduciary of the Company.

Compensation of Directors

During 2014, we paid our non-employee directors $35,000 per year. This amount was increased to $50,000 in 2015. We pay the Chairman of our Audit Committee an additional $7,000 per year, the Chairman of our Compensation Committee an additional $5,000 per year, the Chairman of our Tax Oversight Committee an additional $18,000 per year and the Lead Independent Director an additional $5,000 per year.

During 2014 we paid an additional one-time fee of $5,000 to each of Messrs. Adams, Gould, McEachern and Kane and an additional one-time fee of $10,000 to Mr. Storey. Messrs. McEachern and Storey also each received an additional $6,000 for their additional committee work. In 2013 we paid an additional one-time fee of $25,000 to each of Messrs. Adams, Gould, McEachern and Kane and an additional one-time fee of $75,000 to Mr. Storey. These fees were awarded in each case in recognition of their service on our Board and Committees.

Upon joining our Board, new Directors have historically received immediately vested five-year stock options to purchase 20,000 shares of our Class A Stock at an exercise price equal to the market price of the stock at the date of grant. Initial grants to be made to Ms. Codding and Mr. Wrotniak, our recently appointed Directors, are being reviewed by our Compensation Committee. Commencing January 15, 2015, each of our non-employee Directors will receive an additional annual grant of stock options to purchase 2,000 shares of our Class A Stock. The award will be on January 15 of the applicable year, will be for a term of five years, have an exercise price equal to the market price of Class A Stock on the grant date and be fully vested immediately upon grant.

Director Compensation Table

The following table sets forth information concerning the compensation to persons who served as our non-employee Directors during 2014 for their services as Directors.

Name	Fees Earned or Paid in Cash ($)	Option Awards ($)	All Other Compensation ($)	Total ($)
Margaret Cotter (1)				
Guy W. Adams (2)	40,000	69,000	0	109,000
William D. Gould				
Edward L. Kane	63,000	0	0	63,000

Douglas J. McEachern				
Tim Storey	51,000	0	21,000(3)	72,000
Alfred Villaseñor (4)				

(1) In addition to her Director's fees, Ms. Margaret Cotter receives a combination of fixed and incentive management fees under the OBI Management Agreement described under the caption "Certain Transactions and Related Party Transactions - OBI Management Agreement," below.

(2) Mr. Adams joined the Board on January 14, 2014 and was granted on that date a five-year stock option to purchase 20,000 shares of our Class A Stock at an exercise price of $7.40 per share. In accordance with SEC rules, the amount shown reflects the aggregate grant date fair value of the option award, computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718.

(3) Represents fees paid to Mr. Storey as the sole independent Director of our Company's wholly-owned New Zealand subsidiary.

(4) Represents fees paid to Mr. Villaseñor prior to our 2014 Annual Meeting of Stockholders, when he declined to stand for re-nomination as a Director.

Vote Required

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

The Board has nominated each of the nominees discussed above to hold office until the 2016 Annual Meeting of Stockholders and thereafter until his or her respective successor has been duly elected and qualified. In the event that any nominee shall be unable or unwilling to serve as a Director, the Board shall reserve discretionary authority to vote for a substitute or substitutes. The Board has no reason to believe that any nominee will be unable or unwilling to serve.

Recommendation of the Board

THE BOARD RECOMMENDS A VOTE "FOR" EACH OF THE DIRECTOR NOMINEES.

Ellen M. Cotter and Margaret Cotter, who together have shared voting control over an aggregate of 1,208,988 shares, or 71.9%, of our Class B Stock, have informed the Board that they intend to vote the shares beneficially held by them in favor of the nine nominees named in this Proxy Statement for election to the Board of Directors under Proposal 1. Of the shares of Class B Stock beneficially held by them, 698,080 shares are held of record by the Living Trust. James Cotter, Jr. alleges he has the right to vote the shares held by the Living Trust. The Company believes that, under applicable Nevada Law, where there are multiple trustees of a trust that is a record owner of voting shares of a Nevada Corporation, and more than one trustee votes, the votes of the majority of the voting trustees apply to all of the shares held of record by the trust. If more than one trustee votes and the votes are split evenly on any particular proposal, each trustee may vote proportionally the shares held of record by the trust. Ellen M. Cotter and Margaret Cotter, who collectively constitute a majority of the Co-Trustees of the Living Trust, have informed the Board that they intend to vote the shares held by the Living Trust for the nine nominees named in this Proxy Statement for election to the Board of Directors under Proposal 1. Accordingly, the Company believes that Ellen M. Cotter and Margaret Cotter collectively have the power and authority to vote all of the shares of Class B Stock held of record by the Living Trust.

PROPOSAL 2: Ratification of Appointment of Independent Registered Public Accounting Firm

The Audit Committee has selected Grant Thornton LLP as our independent registered public accounting firm for the year ending December 31, 2015, and the Board has ratified such appointment. The Board has directed that our management submit the selection of Grant Thornton LLP as our independent registered public accounting firm for 2015 for ratification by the stockholders at the Annual Meeting.

Grant Thornton LLP has audited our consolidated financial statements since 2011. Representatives of Grant Thornton LLP are expected to be at the Annual Meeting, will have an opportunity to make a statement if they so desire and will be available to respond to appropriate questions.

Stockholder ratification of the selection of Grant Thornton LLP as our independent registered public accounting firm for 2015 is not required by our Bylaws or otherwise. However, the Board has directed our management to submit this selection to the stockholders for ratification as a matter of good corporate practice. In the event the stockholders fail to ratify the selection of Grant Thornton LLP, the Audit Committee will not be required to replace Grant Thornton LLP as our independent registered public accounting firm. In the event of such a failure to ratify, the Audit Committee and the Board will reconsider whether or not to retain Grant Thornton LLP as our independent registered public accounting firm in future years. Even if the selection is ratified, the Audit Committee in its discretion may direct the appointment of a different independent registered public accounting firm at any time if the Audit Committee determines that such a change would be in our and our stockholders' best interests.

Vote Required

The affirmative vote of the holders of a majority of the shares present in person or represented by proxy and entitled to vote at the Annual Meeting is required to ratify the selection of Grant Thornton LLP as our independent registered public accounting firm for 2015.

Recommendation of the Board

THE BOARD RECOMMENDS A VOTE "FOR" THE RATIFICATION OF THE SELECTION OF GRANT THORNTON LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2015.

REPORT OF THE AUDIT AND CONFLICTS COMMITTEE

The following is the report of the Audit Committee of our Board of Directors with respect to our audited financial statements for the fiscal year ended December 31, 2014.

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

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

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

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

Based on their review of the consolidated financial statements and discussions with and representations from management and Grant Thornton LLP referred to above, the Audit Committee recommended to our Board of Directors that the audited financial statements be included in our Annual Report on Form 10-K for fiscal year 2014 for filing with the SEC.

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

Respectfully submitted by the Audit Committee.

Douglas J. McEachern, Chairman
Edward L. Kane
Tim Storey

BENEFICIAL OWNERSHIP OF SECURITIES

Except as described below, the following table sets forth the shares of Class A Stock and Class B Stock beneficially owned on October 6, 2015 by:

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

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

	Amount and Nature of Beneficial Ownership (1)			
	Class A Stock		Class B Stock	
Name and Address of Beneficial Owner	Number of Shares	Percentage of Stock	Number of Shares	Percentage of Stock
Directors and Named Executive Officers				
Ellen M. Cotter (2)(8)	3,146,965	14.9	1,173,888	69.8
James J. Cotter, Jr. (8)(9)				
Margaret Cotter (3)(8)				
Guy W. Adams	--	--	--	--
Judy Codding	--	--	--	--
William D. Gould (4)	*	*	--	--
Edward L. Kane (5)	17,500	*	100	*
Andrzej Matyczynski (12)		*	--	--
Douglas J. McEachern (6)	37,300	*	--	--
Michael Wrotniak	--	--	--	--
Robert F. Smerling (7)	13,750	*	--	--
Wayne Smith		*	--	--
5% or Greater Stockholders				
James J. Cotter Living Trust (8) Estate of James J. Cotter, Sr. (Deceased) (8)	326,800	1.5	427,808	25.5
Mark Cuban (10) 3424 Oaklawn Avenue Dallas, Texas 75220	72,164	*	207,611	13.1
PICO Holdings, Inc. and PICO Deferred Holdings, LLC (11) 875 Prospect Street, Suite 301 La Jolla, California 92037	--	--	97,500	6.2

All Directors and executive officers as a group (12 persons) (13)	5,315,993	23.7	1,209,088	71.9

(1) Percentage ownership is determined based on 22,425,056 shares of Class A Stock and 1,680,990 shares of Class B Stock outstanding on October 6, 2015. Beneficial ownership has been determined in accordance with SEC rules. Shares subject to options that are presently exercisable, or exercisable within 60 days following the date as of which this information is provided, and not subject to repurchase as of that date, which are indicated by footnote, are deemed to be beneficially owned by the person holding the options and are deemed to be outstanding in computing the percentage ownership of that person, but not in computing the percentage ownership of any other person.

(2) The Class A Stock shown includes 20,000 shares subject to stock options as well as 799,765 shares held directly. The Class A Stock shown also includes 182,731 shares held by the James J. Cotter Foundation (the "Cotter Foundation"). Ellen M. Cotter is Co-Trustee of the Cotter Foundation and, as such, is deemed to beneficially own such shares. Ms. Cotter disclaims beneficial ownership of such shares except to the extent of her pecuniary interest, if any, in such shares. The Class A Stock shown also includes 297,070 shares that are part of the Estate of James J. Cotter, Deceased (the "Cotter Estate") that is being administered in the State of Nevada and 29,730 shares from the Cotter Profit Sharing Plan. On December 22, 2014, the District Court of Clark County, Nevada, appointed Ellen M. Cotter and Margaret Cotter as co-executors of the Cotter Estate. As such, Ellen M. Cotter would be deemed to beneficially own such shares. The shares of Class A Stock shown also include 1,897,649 shares held by the James J. Cotter Living Trust (the "Living Trust"). See footnotes (8) for information regarding beneficial ownership of the shares held by the Living Trust. As Co-Trustees of the Living Trust, the three Cotter family members would be deemed to beneficially own such shares depending upon the outcome of the matters described in footnote (8). Together Margaret Cotter and Ellen M. Cotter beneficially own 1,208,988 shares of Class B Stock.

(3) The Class A Stock shown includes 17,000 shares subject to stock options as well as 804,173 shares held directly. The Class A Stock shown also includes 289,398 shares held by the Cotter 2005 Grandchildren's Trust and and 29,730 shares from the Cotter Profit Sharing Plan. Margaret Cotter is Co-Trustee of the Cotter 2005 Grandchildren's Trust and, as such, is deemed to beneficially own such shares. Ms. Cotter disclaims beneficial ownership of such shares except to the extent of her pecuniary interest, if any, in such shares. The Class A Stock shown includes 297,070 shares of Class A Stock that are part of the Cotter Estate. As Co-Executor of the Cotter Estate, Ms. Cotter would be deemed to beneficially own such shares. The shares of Class A Stock shown also include 1,897,649 shares held by the Living Trust. See footnotes (8) for information regarding beneficial ownership of the shares held by the Living Trust. As Co-Trustees of the Living Trust, the three Cotter family members would be deemed to beneficially own such shares depending upon the outcome of the matters described in footnote (8). Together Margaret Cotter and Ellen M. Cotter beneficially own 1,208,988 shares of Class B Stock.

(4) The Class A Stock shown includes 17,000 shares subject to stock options.

(5) The Class A Stock shown includes 2,000 shares subject to stock options.

(6) The Class A Stock shown includes 22,000 shares subject to stock options.

(7) The Class A Stock shown consists of shares subject to stock options.

(8) On June 5, 2013, the Declaration of Trust establishing the Living Trust was amended and restated (the "2013 Restatement") to provide that, upon the death of James J. Cotter, Sr., the Trust's shares of Class B Stock were to be held in a separate trust, to be known as the "Reading Voting Trust," for the benefit of the grandchildren of Mr. Cotter, Sr. Mr. Cotter, Sr. passed away on September 13, 2014. The 2013 Restatement also names Margaret Cotter the sole trustee of the Reading Voting Trust and names James J. Cotter, Jr. as the first alternate trustee in the event that Ms. Cotter is unable or unwilling to act as trustee. The trustees of the Living Trust, as of the 2013 Restatement, were Ellen M. Cotter and Margaret Cotter. On June 19, 2014, Mr. Cotter, Sr. signed a 2014 Partial Amendment to Declaration of Trust (the "2014 Amendment") that names Margaret Cotter and James J. Cotter, Jr. as the co-trustees of the Reading Voting Trust and provides that, in the event they are unable to agree upon an important trust decision, they shall rotate the trusteeship between them annually on each January 1st. It further directs the trustees of the Reading Voting Trust to, among other things, vote the Class B Stock held by the Reading Voting Trust in favor of the appointment of Ellen M. Cotter, Margaret Cotter and James J. Cotter, Jr. to our Board and to take all actions to retain the chairmanship of our Board among the three of them. The 2014 Amendment states that James J. Cotter, Jr., Ellen M. Cotter and Margaret Cotter are Co-Trustees of the Living Trust. On February 6, 2015, Ellen M. Cotter and Margaret Cotter filed a Petition in the Superior Court of the State of California, County of Los Angeles, captioned In re James J. Cotter Living Trust dated August 1, 2008 (Case No. BP158778). The Petition, among other things, seeks relief that could determine the validity of the 2014 Amendment and who between Margaret Cotter and James J. Cotter Jr. will have authority as trustee or co-trustees of the Reading Voting Trust to vote the shares of Class B Stock shown (in whole or in part) and the scope and extent of such authority. Mr. Cotter, Jr. has filed an opposition to the Petition. The 696,080 shares of Class B Stock shown in the table as being beneficially owned by the Living Trust are reflected on the Company's stock register as being held by the Living Trust and not by the Reading Voting Trust. The information in the table reflects direct ownership of the 696,080 shares of Class B Stock by the Living Trust in accordance with the Company's stock register and beneficial ownership of such shares as being held by each of the three potential Co-Trustees, Mr. Cotter, Jr., Ellen M. Cotter and Margaret Cotter, who, unless a court determines otherwise, are deemed to share voting and investment power of the shares held by the Living Trust.

(9) The Class A Stock shown includes 859,286 shares held directly. The Class A Stock shown also includes 289,398 shares held by the Cotter 2005 Grandchildren's Trust and 102,731 held by the Cotter Foundation. Mr. Cotter, Jr. is Co-Trustee of the Cotter 2005 Grandchildren's Trust and of the Cotter Foundation and, as such, is deemed to beneficially own such shares. Mr. Cotter, Jr. disclaims beneficial ownership of such shares except to the extent of his pecuniary interest, if any, in such shares. The Class A Stock shown also includes 1,897,649 shares held by the Living Trust, which became irrevocable upon Mr. Cotter, Sr.'s death on September 13, 2014. See footnotes (8) for information regarding beneficial ownership of the shares held by the Living Trust. As Co-Trustees of the Living Trust, the three Cotter family members would be deemed to beneficially own such shares depending upon the outcome of the matters described in footnote (8). The Class A Stock shown includes 811,661 shares pledged as security for a margin loan.

(10) Based on Mr. Cuban's Form 4 filed with the SEC on July 18, 2011 and Schedule 13D filed on August 3, 2015.

(11) Based on the PICO Holdings, Inc. and PICO Deferred Holdings, LLC Schedule 13G filed with the SEC on February 15, 2011.

(12) The Class A Stock shown includes 12,500 shares subject to stock options.

(13) The Class A Stock shown includes 139,250 shares subject to options.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our executive officers and Directors, and persons who own more than 10% of our common stock, to file reports regarding ownership of, and transactions in, our securities with the Securities and Exchange Commission (the "SEC") and to provide us with copies of those filings. Based solely on our review of the copies received by us and on the written representations of certain reporting persons, we believe that the following Forms 3 and 4 for transaction that occurred in 2014 were filed later than is required under Section 16(a) of the Securities Exchange Act of 1934:

- James J. Cotter, Sr. failed to timely file 16 Forms 4 with respect to 70 transactions in our common stock;
- James J. Cotter, Jr. failed to timely file two Forms 4 with respect to one transaction in our common stock;
- Ellen M. Cotter failed to timely file three Forms 4 with respect to one transaction in our common stock;
- Margaret Cotter failed to timely file two Forms 4 with respect to one transaction in our common stock;
- Mr. Storey failed to timely file one Form 4 with respect to one transaction in our common stock;
- The Estate of James Cotter, Sr. (Deceased) failed to timely file one Form 3 with respect to one transaction in our common stock; and
- The James J. Cotter Living Trust failed to timely file one Form 3 with respect to one transaction in our common stock.

All of the transactions involved were between the individual involved and our Company or related to certain inter-family or estate planning transfers, and did not involve transactions with the public. Insofar as we are aware, all required filings have now been made.

EXECUTIVE OFFICERS

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

Name	Age	Title
Devasis Ghose	62	Chief Financial Officer
Robert F. Smerling	80	President - Domestic Cinemas
William D. Ellis	58	General Counsel and Secretary
Wayne D. Smith	57	Managing Director – Australia and New Zealand
James J. Cotter, Sr.		Former Chief Executive Officer (Deceased)
James J. Cotter, Jr.	46	Former Chief Executive Officer
Andrzej Matyczynski	63	Former Chief Financial Officer, Treasurer and Corporate Secretary

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

Robert F. Smerling. Robert F. Smerling has served as President of our domestic cinema operations since 1994. Mr. Smerling has been in the cinema industry for 57 years and, immediately before joining our Company, served as the President of Loews Theatres Management Corporation.

William D. Ellis. William D. Ellis was appointed our General Counsel and Secretary in October 2014. Mr. Ellis has more than 30 years of hands-on legal experience as a real estate lawyer. Before joining our Company, he was a partner in the real estate group at Sidley Austin LLP for 16 years. Before that, he worked at the law firm of Morgan Lewis & Bockius LLP. Mr. Ellis began his career as a corporate and securities lawyer (handling corporate acquisitions, IPO's, mergers, etc.) and then moved on to real estate specialization (handling leasing, acquisitions, dispositions, financing, development and land use and entitlement across the United States). He had a substantial real estate practice in New York and Hawaii, areas in which we have particular asset concentrations. Mr. Ellis graduated Phi Beta Kappa from Occidental College in 1979 with a Bachelor of Arts degree in Political Science. He received his J.D. degree in 1982 from the University of Michigan Law School.

Wayne D. Smith. Wayne D. Smith joined our Company in April 2004 as our Managing Director - Australia and New Zealand, after 23 years with Hoyts Cinemas. During his time with Hoyts, he was a key driver, as Head of Property, in growing that company's Australian and New Zealand operations via an AUD$250 million expansion to more than 30 sites and 400 screens. While at Hoyts, his career included heading up the group's car parking company, cinema operations, representing Hoyts as a director on various joint venture interests, and coordinating many asset acquisitions and disposals the company made.

James J. Cotter Sr. James J. Cotter Sr. served as our Chairman and Chief Executive Officer during 2014 until his resignation on August 7, 2014.

James J. Cotter Jr. James J. Cotter Jr. served as our President during all of 2014 and was appointed our Chief Executive Officer on August 7, 2014. He served as our Vice Chairman during 2014 through August 7, 2014. Mr. Cotter's position as President and Chief Executive Officer continued until June 12, 2015.

Andrzej Matyczynski. Andrzej Matyczynski served as our Chief Financial Officer, Treasurer and Corporate Secretary during 2014. Mr. Matyczynski resigned as Corporate Secretary on October 20, 2014 and as our Chief Financial Officer and Treasurer effective May 11, 2015.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Role and Authority of the Compensation Committee

Our Board has established a standing Compensation Committee consisting of two or more of our non-employee Directors. As a Controlled Company, we are exempt from the NASDAQ Listing Rules regarding the determination of executive compensation.

The Compensation Committee recommends to the full Board the compensation of our Chief Executive Officer and of the other Cotter family members who serve as officers of our Company. Our Board, with the Cotter family Directors abstaining, typically has accepted without modification the compensation recommendations of the Compensation Committee, but reserves the right to modify the recommendations or take other compensation actions of its own. Prior to his resignation as our Chairman and Chief Executive Officer on August 7, 2014, during 2014, as in prior years, James J. Cotter, Sr. was delegated responsibility by our Board for determining the compensation of our executive officers other than himself and his family members. The Board exercised oversight of Mr. Cotter, Sr.'s executive compensation decisions as a part of his performance as our former Chief Executive Officer.

Throughout this proxy statement, the individuals named in the Summary Compensation Table, below, are referred to as the "named executive officers."

CEO Compensation

The Compensation Committee recommends to our Board the annual compensation of our Chief Executive Officer, based primarily upon the Compensation Committee's annual review of peer group practices and the advice of an independent third-party compensation consultant. The Compensation Committee has established three components of our Chief Executive Officer's compensation—a base cash salary, a discretionary annual cash bonus, and a fixed stock grant. The objective of each element is to reasonably reward our Chief Executive Officer for his or her performance and leadership.

In 2007, our Board approved a supplemental executive retirement plan ("SERP") pursuant to which we agreed to provide Mr. Cotter, Sr. supplemental retirement benefits as a reward for his more than 23 years of service to our Company and its predecessors. None of Mr. James J. Cotter, Jr., our former Chief Executive Officer, Ms. Ellen M. Cotter, our interim Chief Executive Officer, or any of our other current or former officers or employees, is eligible to participate in the SERP, which is described in greater detail below under the caption "Supplemental Executive Retirement Plan." Because this plan was adopted as a reward to Mr. Cotter, Sr. for his past services and the amounts to be paid under that plan are determined by an agreed-upon formula, the Compensation Committee did not take into account the benefits under that plan in determining Mr. Cotter, Sr.'s annual compensation for 2014 or previous years. The amounts reflected in the Executive Compensation Table under the heading "Change in Pension Value and Nonqualified Deferred Compensation Earnings" reflect any increase in the present value of the SERP benefit based upon the actuarial impact of the payment of Mr. Cotter, Sr.'s cash compensation and changes in interest rates. Since the SERP is unfunded, this amount does not reflect any actual payment by our Company into the plan or the value of any assets in the plan (of which there are none). The benefits to Mr. Cotter, Sr. under the SERP were tied to the cash portion only of his compensation, and not to compensation in the form of stock options or stock grants.

2014 CEO Compensation

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

For purposes of establishing our Chief Executive Officer's 2014 compensation, the Compensation Committee engaged Towers Watson to update its analysis of Mr. Cotter, Sr.'s compensation as compared to his peers, which updated report was received on February 26, 2014. The Company paid Towers Watson $11,461 for the updated report.

The Towers Watson analysis focused on the competitiveness of Mr. Cotter, Sr.'s annual base salary, total cash compensation and total direct compensation (*i.e.*, total cash compensation plus expected value of long-term compensation) relative to a peer group of United States and Australian companies and published compensation survey data, and to our

Company's compensation philosophy, which was to target Mr. Cotter, Sr.'s total direct compensation to the 60th percentile of the peer group.

The peer group consisted of the following 18 companies:

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

Towers Watson predicted 2014 pay levels by using regression analysis to adjust compensation data based on estimated annual revenues of $260 million (*i.e.*, our Company's approximate annual revenues) for all companies, excluding financial services companies. Towers Watson did not evaluate Mr. Cotter, Sr.'s SERP, because the SERP is fully vested and accrues no additional benefits, except as Mr. Cotter, Sr.'s annual cash compensation may change.

The Towers Watson analysis indicated that the peer group data, with the exception of annual base salary, was above Mr. Cotter, Sr.'s pay levels in 2013. The peer group is partially comprised of companies that are larger than our Company, and the 60th percentile level tends to reflect the larger peers. However, Towers Watson analysis also indicated that the size of the peers does not materially affect the pay levels at the peer companies. The published survey data of companies of comparable size reviewed by Towers Watson was below our Chief Executive Officer pay levels.

Towers Watson averaged the data from the peer group and the published survey data to compile "blended" market data. As compared to the blended market data, Mr. Cotter, Sr.'s 2013 cash compensation and total direct compensation, which includes the expected value of long-term incentive compensation, was in line with the 60th percentile.

Because our Company is comparable to the smaller companies in the peer group, Towers Watson reviewed whether the size of the proxy peer group of companies had a meaningful impact on reported CEO pay levels, and concluded that there is a weak correlation between company size and CEO compensation. It concluded, therefore, that it was not necessary to separately adjust the peer group data based on the size of our Company.

The Compensation Committee met on February 27, 2014 to consider the Towers Watson analysis. At the meeting, the Compensation Committee determined to recommend to our Board the following compensation for Mr. Cotter, Sr. for 2014 and on March 13, 2014, our Board accepted the Compensation Committee's recommendation without modification:

Salary: $750,000

The Compensation Committee recommended maintaining Mr. Cotter, Sr.'s 2014 annual base salary at its 2013 level of $750,000, which approximates the 75th percentile of the peer group.

Discretionary Cash Bonus Up to $750,000

In 2013, the Compensation Committee recommended and our Board approved a total cash bonus to Mr. Cotter, Sr. of $1,000,000, as compared to the target bonus of $500,000. This resulted in total 2013 compensation to Mr. Cotter, Sr. above the 75th percentile of the peer group and total direct compensation near the 60th percentile. At its meeting on February 27, 2014, the Compensation Committee determined to increase the upper range of Mr. Cotter, Sr.'s discretionary cash bonus for 2014 to $750,000 from the 2013 target level of $500,000. The bonus was subject to Mr. Cotter, Sr. being employed by our Company at year-end, unless his employment were to terminate earlier due to his death or disability. No other benchmarks, formulas or

quantitative or qualitative measurements were specified for use in determining the amount of cash bonus to be awarded within this range. As in 2013, the Compensation Committee also reserved the right to increase the upper range of discretionary cash bonus amount based upon exceptional results of our Company or Mr. Cotter, Sr.'s exceptional performance, as determined in the Compensation Committee's discretion.

At its meeting on August 14, 2014, the Compensation Committee determined that Mr. Cotter, Sr.'s successful completion of our sale of the Burwood property in Australia and other accomplishments in 2014 justified the award to Mr. Cotter, Sr. of the full $750,000 cash bonus, plus an additional cash bonus of $300,000. The Compensation Committee's determination to award the extraordinary cash bonus was based in part on the advice of Towers Watson.

Stock Bonus $1,200,000 (160,643 shares of Class A Stock).

At its meeting on February 27, 2014, the Compensation Committee determined that, so long as Mr. Cotter, Sr.'s employment with the Company is not terminated prior to December 31, 2014 other than as a result of his death or disability, he was to receive 160,643 shares of our Company's Class A Stock; the number of shares of Class A nonvoting common stock equal to $1,200,000 divided by the closing price of the stock on February 27, 2104, the date the Committee approved the stock bonus. This compares to a similar stock bonus to Mr. Cotter, Sr. of $750,000 in 2013.

The stock bonus was paid to the Estate of Mr. Cotter, Sr. in February 2015.

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

Mr. Cotter, Jr. was not awarded a discretionary cash bonus for 2014.

Total Direct Compensation

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

Compensation of Other Named Executive Officers

The compensation of the Cotter family members as executive officers of our Company is determined by the Compensation Committee based on the same compensation philosophy used to determined Mr. Cotter, Sr.'s 2014 compensation. The Cotter family members' respective compensation consists of a base cash salary, discretionary cash bonus and periodic discretionary grants of stock options.

Mr. Cotter, Sr. set the 2014 base salaries of our executive officers other than himself and members of his family. Mr. Cotter, Sr.'s decisions were not subject to approval by the Compensation Committee or our Board, but our Compensation Committee and our Board considered Mr. Cotter, Sr.'s decisions with respect to executive compensation in evaluating his performance as our Chief Executive Officer. Mr. Cotter, Sr. informed us that he did not use any formula, benchmark or other quantitative measure to establish or award any component of executive compensation, nor did he consult with compensation consultants on the matter. Mr. Cotter, Sr. also advised us that he considered the following guidelines in setting the type and amount of executive compensation:

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

Personal and Company performances were just two factors considered by Mr. Cotter, Sr. in establishing base salaries. We have no pre-established policy or target for allocating total executive compensation between base and discretionary or incentive compensation, or between cash and stock-based incentive compensation. Historically, including in 2014, a majority of total compensation to our named executive officers has been in the form of annual base salaries and discretionary cash bonuses, although stock bonuses have been granted from time to time under special circumstances.

These elements of our executive compensation are discussed further below.

Salary: Annual base salary is intended to compensate named executive officers for services rendered during the fiscal year in the ordinary course of performing their job responsibilities. Factors considered by Mr. Cotter, Sr. in setting the base salaries may have included (i) the negotiated terms of each executive's employment agreement or the original terms of employment, (ii) the individual's position and level of responsibility with our Company, (iii) periodic review of the executive's compensation, both individually and relative to our other named executive officers, and (iv) a subjective evaluation of individual job performance of the executive.

Cash Bonus: Historically, we have awarded annual cash bonuses to supplement the base salaries of our named executive officers, and our Board has delegated to our Chief Executive Officer the authority to determine in his discretion the annual cash bonuses, if any, to be paid to our executive officers other than the Cotter family executives. Any discretionary annual bonuses to the Cotter family executive have historically been determined by our Board based upon the recommendation of our Compensation Committee.

No cash bonuses were awarded to Cotter family members other than Mr. Cotter, Sr. for 2014. Factors to be considered in determining or recommending any such cash bonuses include (i) the level of the executive's responsibilities, (ii) the efficiency and effectiveness with which he or she oversees the matters under his or her supervision, and (iii) the degree to which the officer has contributed to the accomplishment of major tasks that advance the Company's goals.

Stock Bonus: Equity incentive bonuses may be awarded to align our executives' long-term compensation to appreciation in stockholder value over time and, so long as such grants are within the parameters set by our 2016 Stock Incentive Plan, historically were entirely discretionary on the part of Mr. Cotter, Sr. Other stock grants are subject to approval by the Compensation Committee. Equity awards may include stock options, restricted stock, bonus stock, or stock appreciation rights.

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

Andrzej Matyczynski, our former Chief Financial Officer, Treasurer and Corporate Secretary, has a written employment agreement with our Company that provides for a specified annual base salary and other compensation. Mr. Matyczynski resigned effective September 1, 2014, but he and our Company agreed to postpone the effective date of his resignation until April 15, 2016. Upon Mr. Matyczynski's Retirement Date, he will become entitled under his employment agreement to a lump-sum severance payment of $244,500 and to the payment of his vested benefit under his deferred compensation plan discussed below in this section.

Other than Mr. Cotter, Sr.'s and Mr. Cotter, Jr.'s roles as Chief Executive Officer in setting compensation, none of our executive officers play a role in determining the compensation of our named executive officers.

2014 Base Salaries and Target Bonuses

We have historically established base salaries and target discretionary cash bonuses for our named executive officers through negotiations with the individual named executive officer, generally at the time the named executive officer commenced employment with us, with the intent of providing annual cash compensation at a level sufficient to attract and retain talented and experienced individuals. Our Compensation Committee recommended and our Board approved the following base salaries for Mr. Cotter, Jr. and Ellen M. Cotter for 2014:

Name	2013 Base Salary ($)	2014 Base Salary ($)
James J. Cotter, Jr.	195,417	335,000
Ellen M. Cotter	335,000	335,000

The base salaries of our other named executive officers were established by Mr. Cotter, Sr. as shown in the following table:

Name	2013 Base Salary ($)	2014 Base Salary ($)
Andrzej Matyczynski	309,000	309,000
Robert F. Smerling	350,000	350,000
Wayne Smith	351,500	359,250

All named executive officers are eligible to receive a discretionary annual cash bonus. Cash bonuses are typically prorated to reflect a partial year of service. Our Board reserves discretion to adjust bonuses for the Cotter family members based on its own evaluations of the recommendations of our Compensation Committee as it did in both 2013 and 2014 in Mr. Cotter, Sr.'s case.

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

Other Elements of Compensation

Retirement Plans

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

Supplemental Executive Retirement Plan

In March 2007, our Board approved the SERP pursuant to which we agreed to provide Mr. Cotter, Sr. supplemental retirement benefits. Under the SERP, following his separation from our Company, Mr. Cotter, Sr. was to be entitled to receive from our Company for the remainder of his life or 180 months, whichever is longer, a monthly payment of 40% of his average monthly base salary and cash bonuses over the highest consecutive 36-month period of earnings prior to Mr. Cotter, Sr.'s separation from service with us. The benefits under the SERP are fully vested.

The SERP is unfunded and, as such, the SERP benefits are unsecured, general obligations of our Company. We may choose in the future to establish one or more grantor trusts from which to pay the SERP benefits. The SERP is administered by the Compensation Committee.

Other Retirement Plans

During 2012, Mr. Matyczynski was granted an unfunded, nonqualified deferred compensation plan ("UCP") that was

partially vested and was to vest further so long as he remained in our continuous employ. If Mr. Matyczynski were to be terminated for cause, then the total vested amount would be reduced to zero. The incremental amount vested each year was made subject to review and approval by our Board. Mr. Matyczynski's DCP vested as follows:

December 31	Total Vested Amount at the End of Each Vesting Year
2013	$300,000
2014	$450,000

Mr. Matyczynski resigned his employment with the Company effective September 1, 2014, but he and our Company agreed to postpone the effective date of his resignation until April, 2016. Upon the termination of Mr. Matyczynski's employment, he would become entitled under the DCP agreement to payment of the vested benefits under his DCP in annual installments following the later of (a) 30 days following Mr. Matyczynski's 65th birthday or (b) six months after his separation from service, unless his employment were to be terminated for cause.

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

Key Person Insurance

Our Company maintains life insurance on certain individuals who we believe to be key to our management. In 2014, these individuals included James J. Cotter, Sr., James J. Cotter, Jr., Ellen M. Cotter, Margaret Cotter and Messrs. Matyczynski, Smerling and Smith. If such individual ceases to be an employee, Director or independent contractor of our Company, as the case may be, she or he is permitted, by assuming responsibility for all future premium payments, to replace our Company as the beneficiary under such policy. These policies allow each such individual to purchase up to an equal amount of insurance for such individual's own benefit. In the case of our employees, the premium for both the insurance as to which our Company is the beneficiary and the insurance as to which our employee is the beneficiary, is paid by our Company. In the case of named executive officers, the premium paid by our Company for the benefit of such individual is reflected in the Compensation Table in the column captioned "All Other Compensation."

Employee Benefits and Perquisites

Our named executive officers are eligible to participate in our health and welfare plans to the same extent as all full-time employees generally. We do not generally provide our named executive officers with perquisites or other personal benefits, although in the past we provided Mr. Cotter, Sr. the personal use of our West Hollywood, California, condominium, which was used as an executive meeting place and office and sold in February 2015, a Company-owned automobile and a health club membership. Historically, all of our other named executive officers also have received an automobile allowance. From time to time, we may provide other perquisites to one or more of our other named executive officers.

Tax Gross-Ups

As a general rule, we do not make gross-up payments to cover our named executive officers' personal income taxes that may pertain to any of the compensation paid or provided by our Company. In 2014, however, we reimbursed Ms. Ellen M. Cotter $50,000 for income taxes she incurred as a result of her exercise of stock options that were deemed to be nonqualified stock options for income tax purposes, but which were intended by the Compensation Committee and her to be so-called incentive stock options, or "ISOs", when originally granted. Our Compensation Committee believed it was appropriate to reimburse Ms. Cotter because it was our Company's intention at the time of the issuance to give her the tax deferral feature applicable to ISOs. Due to the application of complex attribution rules, she did not in fact qualify for such tax deferral. Accordingly, upon exercise, she received less compensation than the Compensation Committee had intended.

Tax and Accounting Considerations

Deductibility of Executive Compensation

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

discretion to authorize the payment of compensation that exceeds the limit on deductibility under this Section as in the case of Mr. Cotter, Sr.

Nonqualified Deferred Compensation

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

Accounting for Stock-Based Compensation

Beginning on January 1, 2006, we began accounting for stock-based payments in accordance with the requirements of Statement of Accounting Standards No. 123(R). Our decision to award restricted stock to Mr. Cotter, Sr. and other named executive officers from time to time was based in part upon the change in accounting treatment for stock options. Accounting treatment otherwise has had no significant effect on our compensation decisions.

Say on Pay

At our Annual Meeting of Stockholders held on May 15, 2014, we held an advisory vote on executive compensation. Our stockholders voted in favor of our Company's executive compensation. The Compensation Committee reviewed the results of the advisory vote on executive compensation in 2014 and did not make any changes to our compensation based on the results of the vote.

REPORT OF THE COMPENSATION COMMITTEE

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

Respectfully submitted,

Edward L. Kane, Chair
Guy W. Adams
Tim Storey

Compensation Committee Interlocks and Insider Participation

Our Compensation Committee is currently comprised of Mr. Kane, who serves as Chair, and Mr. Adams. Mr. Storey, who served on our Board in 2014 and through October 11, 2015, served on our Compensation Committee throughout 2014. None of the members of the Compensation Committee was an officer or employee of the Company at any time during 2014. None of our executive officers serves as a member of the board of directors or compensation committee of any entity that has or had one or more executive officers serving as a member of our Board of Directors or Compensation Committee.

Executive Compensation

This section discusses the material components of the compensation program for our executive officers named in the 2014 Summary Compensation Table below. In 2014, our named executive officers and their positions were as follows:

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

Summary Compensation Table

The following table shows the compensation paid or accrued during the last three fiscal years ended December 31, 2014 to (i) Mr. James J. Cotter, Sr., who served as our principal executive officer until August 7, 2014, (ii) Mr. James J. Cotter, Jr., who served as our principal executive officer from August 7, 2014 through December 31, 2014, (iii) Mr. Andrzej Matyczynski, who served as our Chief Financial Officer through December 31, 2014, and (iv) the other three most highly compensated persons who served as executive officers in 2014. The following executives are herein referred to as our "named executive officers."

	Year	Salary ($)	Bonus ($)	Stock Awards ($)(1)	Option Awards ($)(1)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Total ($)
James J. Cotter, Sr.(2) Former Chairman of the Board and Chief Executive Officer	2014	432,000	1,050,000	1,200,000	--	197,000 (3)	20,000 (4)	2,919,000
	2013	750,000	1,000,000	750,000	--	1,455,000 (3)	25,000 (4)	3,980,000
	2012	700,000	500,000	950,000	--	2,433,000 (3)	24,000 (4)	4,607,000

James J. Cotter, Jr.(5) Former President and Chief Executive Officer	2014	333,000	--	--	--	--	37,000 (7)	362,000
	2013	198,000	--	--	--	--	20,000 (7)	218,000
	2012	--					0	0
Andrzej Matyczynski (9) Former Chief Financial Officer, Treasurer and Corporate Secretary	2014	309,000			33,000	150,000 (6)	26,000 (7)	518,000
	2013	309,000	35,000	--	33,000	50,000 (6)	26,000 (7)	453,000
	2012	308,000	--	--	33,000	250,000 (6)	25,000 (7)	617,000
Robert F. Smerling President – Domestic Cinema Operations	2014	350,000	25,000	--	--	--	22,000 (7)	397,000
	2013	350,000	50,000	--	--	--	22,000 (7)	422,000
	2012	350,000	50,000	--	--	--	22,000 (7)	422,000
Ellen M. Cotter (10) Interim President and Chief Executive Officer, Chief Operating Officer - Domestic Cinemas	2014	333,000	--	--	--	--	78,000 (7)(8)	410,000
	2013	333,000	--	--	--	--	25,000 (7)	360,000
	2012	333,000	60,000	--	--	--	25,000 (7)	420,000
Wayne Smith Managing Director - Australia and New Zealand	2014	334,000	30,000	--	--	--	19,000 (7)	383,000
	2013	339,000	--	--	--	--	20,000 (7)	359,000
	2012	337,000	16,000	--	22,000	--	19,000 (7)	414,000

(1) Amounts represent the aggregate grant date fair value of awards computed in accordance with ASC Topic 718, excluding the effects of any estimated forfeitures. The assumptions used in the valuation of these awards are discussed in Note 3 to our consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2014, filed with the SEC on March 17, 2015.

(2) Mr. Cotter, Sr. resigned as our Chairman and Chief Executive Officer on August 7, 2014.

(3) Represents the present value of the vested benefits under Mr. Cotter, Sr.'s SERP. In October 2014, we began accruing monthly supplemental retirement benefits of $37,000 in accordance with the SERP, but have not yet paid any such benefits to Mr. Cotter, Sr.'s designated beneficiaries. Under the SERP, such payments are to continue for a 180-month period.

(4) Until February 28, 2013, we owned a condominium in West Hollywood, California, which we used as an executive meeting place and office. "All Other Compensation" includes the estimated incremental cost to our Company of providing the use of the West Hollywood Condominium to Mr. Cotter, Sr., our matching contributions under our 401(k) plan, the cost of a Company automobile used by Mr. Cotter, Sr., and health club dues paid by our Company.

(5) Mr. Cotter, Jr. was appointed as our Chief Executive Officer on August 7, 2014 and served until June 12, 2015.

(6) Represents the increase in the vested benefit of the DCP for Mr. Matyczynski. Payment of the vested benefit under his DCP will be made in accordance with the terms of the DCP.

(7) Represents our matching contributions under our 401(k) plan, the cost of key person insurance, and any automobile allowances.

(8) Includes the $50,883 tax gross-up described in the "Tax Gross-Up" section of the Compensation Discussion and Analysis.

(9) Mr. Matyczynski resigned as our Corporate Secretary on October 20, 2014 and as our Chief Financial Officer and Treasurer on May 11, 2015.

(10) Ms. Ellen M. Cotter was appointed our interim President and Chief Executive Officer on June 12, 2015.

Grants of Plan-Based Awards

The following table contains information concerning the stock grants made to our named executive officers for the year ended December 31, 2014:

Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards	Estimated Future Payouts Under Equity Incentive Plan Awards	All Other Stock Awards: Number of Shares of Stock or Units	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Award	Grant Date Fair Value of Stock and Option Awards

Name	Threshold (t)	Target (t)	Maximum (t)	Threshold (t)	Target (t)	Maximum (t)

James J. Cotter, Sr.	12/31/2014	$ 1,200,000	$ 1,200,000	$ 1,200,000							
Wayne Smith (1)	12/31/2014				8,000	8,000	6,000				
William Ellis	10/20/2014							60,000	$ 8.68		191,807

(1) The awards issued to Mr. Wayne Smith are related to his prior-year performance and will vest in equal installments in 2015 and 2016.

Employment Agreements

James J. Cotter, Jr. On June 3, 2013, we entered into an employment agreement with Mr. James J. Cotter, Jr. to serve as our President. The employment agreement provided Mr. Cotter, Jr. with an annual base salary of $335,000, with employee benefits in line with those received by our other senior executives. Mr. Cotter, Jr. also was granted a stock option to purchase 100,000 shares of our Class A Stock at an exercise price equal to the market price of our Class A Stock on the date of grant and which vested in equal annual increments over a four-year period, subject to his remaining in our continuous employ through each annual vesting date.

On June 12, 2015, the Board terminated the employment of James J. Cotter, Jr. as our President and Chief Executive Officer. Under Mr. Cotter, Jr.'s employment agreement with the Company, he is entitled to the compensation and benefits he was receiving at the time of a termination without cause for a period of twelve months from notice of termination. At the time of termination, Mr. Cotter Jr.'s annual salary was $335,000. A dispute has arisen between the Company and Mr. Cotter as to whether the Company is required to continue to make these payments, which is currently subject to arbitration.

Devasis Ghose. On April 20, 2015, we entered into an employment agreement with Mr. Devasis Ghose, pursuant to which he agreed to serve as our Chief Financial Officer for a one year term commencing on May 11, 2015. The employment agreement provides that Mr. Ghose is to receive an annual base salary of $408,000, with an annual target bonus of $200,000, and employee benefits in line with those received by our other senior executives. Mr. Ghose was also granted stock options to purchase 100,000 shares of Class A Stock at an exercise price equal to the closing price of our Class A Stock on the date of grant and which will vest in equal annual increments over a four-year period, subject to his remaining in our continuous employ through each annual vesting date.

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

William D. Ellis. On October 20, 2014, we entered into an employment agreement with Mr. William D. Ellis, which was amended in September 2015, pursuant to which he agreed to serve as our General Counsel for a term of three years. The employment agreement provides that Mr. Ellis is to receive an annual base salary of $350,000, with an annual target bonus of at least $60,000. Mr. Ellis also received a "sign-up" bonus of $10,000 and is entitled to employee benefits in line with those received by our other senior executives. In addition, Mr. Ellis was granted stock options to purchase 60,000 shares of Class A Stock at an exercise price equal to the closing price of our Class A Stock on the date of grant and which will vest in equal annual increments over a three-year period, subject to his remaining in our continuous employ through each annual vesting date.

Under his employment agreement, we may terminate Mr. Ellis' employment with or without cause (as defined) at any time. If we terminate his employment without cause, Mr. Ellis will be entitled, subject to receipt of a general release, to receive severance in an amount equal to the compensation he would have received for the remainder of the term of his employment agreement, or 24 months, whichever is less, but in no event less than 12 months. If the termination is in connection with a "change of control" (as defined), Mr. Ellis would be entitled to severance in an amount equal to the compensation he would have received for a period of twice the number of months remaining in the term of his employment agreement.

Andrzej Matyczynski. Mr. Matyczynski, our former Chief Financial Officer, Treasurer and Corporate Secretary, has a written employment agreement with our Company that provides for an annual base salary of $312,888 and other compensation. Mr. Matyczynski resigned as our Corporate Secretary on October 20, 2014 and as our Chief Financial Officer and Treasurer effective May 11, 2015, but will continue as an employee until April 15, 2016 (the "Retirement Date") in order to assist in the transition of our new Chief Financial Officer, Mr. Chase, whose information is set forth above. Upon Mr. Matyczynski's Retirement Date, he will become entitled under his employment agreement to a lump-sum severance payment of $244,888 and to the payment of his vested benefit under his deferred compensation plan discussed above in this section.

2010 Equity Incentive Plan

On May 13, 2010, our stockholders approved the 2010 Stock Incentive Plan (the "Plan") at the annual meeting of stockholders in accordance with the recommendation of the Board of Directors of the Company. The Plan provides for awards of stock options, restricted stock, bonus stock, and stock appreciation rights to eligible employees, Directors, and consultants. The Plan permits issuance of a maximum of 1,230,000 shares of Class A Stock. The Plan expires automatically on March 11, 2020.

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

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

Certain Federal Income Tax Consequences

Nonqualified Stock Options. There will be no federal income tax consequences to either the Company or the participant upon the grant of a non-discounted nonqualified stock option. However, the participant will realize ordinary income on the exercise of the nonqualified stock option in an amount equal to the excess of the fair market value of the common stock acquired upon the exercise of such option over the exercise price, and the Company will receive a corresponding deduction. The gain, if any, realized upon the subsequent disposition by the participant of the common stock will constitute short-term or long-term capital gain, depending on the participant's holding period.

Incentive Stock Options. There will be no regular federal income tax consequences to either the Company or the participant upon the grant or exercise of an incentive stock option. If the participant does not dispose of the shares of common stock for two years after the date the option was granted and one year after the acquisition of such shares of common stock, the difference between the aggregate option price and the amount realized upon disposition of the shares of common stock will constitute long-term capital gain or loss, and the Company will not be entitled to a federal income tax deduction. If the shares of common stock are disposed of in a sale, exchange or other "disqualifying disposition" during these periods, the participant will realize taxable ordinary income in an amount equal to the excess of the fair market value of the common stock purchased at the time of exercise over the aggregate option price (adjusted for any loss of value at the time of disposition), and the Company will be entitled to a federal income tax deduction equal to such amount, subject to the limitations under Code Section 162(m).

While the exercise of an incentive stock option does not result in current taxable income, the excess of (1) the fair market value of the option shares at the time of exercise over (2) the exercise price, will be an item of adjustment for purposes of determining the participant's alternative minimum tax income.

SARs. A participant receiving an SAR will not recognize income, and the Company will not be allowed a tax deduction, at the time the award is granted. When a participant exercises the SAR, the amount of cash and the fair market value of any shares of common stock received will be ordinary income to the participant and will be allowed as a deduction for federal income tax purposes to the Company, subject to limitations under Code Section 162(m). In addition, the Board (or Committee), may at any time, in its discretion, declare any or all awards to be fully or partially exercisable and may

discriminate among participants or among awards in exercising such discretion.

Restricted Stock. Unless a participant makes an election to accelerate recognition of the income to the date of grant, a participant receiving a restricted stock award will not recognize income, and the Company will not be allowed a tax deduction, at the time the award is granted. When the restrictions lapse, the participant will recognize ordinary income equal to the fair market value of the common stock, and the Company will be entitled to a corresponding tax deduction at that time, subject to the limitations under Code Section 162(m).

Outstanding Equity Awards

The following table sets forth outstanding equity awards held by our named executive officers as of December 31, 2014 under the Plan.

Outstanding Equity Awards At Year Ended December 31, 2014

		Option Awards				Stock Awards	
	Class	Number of Shares Underlying Unexercised Options Exercisable	Number of Shares Underlying Unexercised Options Unexercisable	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock that Have Not Vested	Market Value of Shares or Units that Have Not Vested ($)
James J. Cotter, Sr.	B		--		09/05/2017	--	--
James J. Cotter, Jr.	A	12,500	--	3.87	07/07/2013	--	--
James J. Cotter, Jr.	A		--		01/19/2017	--	--
James J. Cotter, Jr.	A	100,000	--	6.31	02/06/2018	--	--
Ellen M. Cotter	A		--		01/06/2018	--	--
Ellen M. Cotter	B	80,000	--	10.24	09/05/2017	--	--
Andrzej Matyczynski	A				08/22/2023	--	--
Robert P. Smerling	A	43,750	--	10.24	09/05/2017	--	--

Option Exercises and Stock Vested

The following table contains information for our named executive officers concerning the option awards that were exercised and stock awards that vested during the year ended December 31, 2014:

Option Awards	Stock Awards

Name	Number of Shares Acquired on Exercise	Value Realized on Exercise ($)	Number of Shares Acquired on Vesting	Value Realized on Vesting ($)
James J. Cotter, Sr.	--	--		
Andrzej Matyczynski	35,110	180,063	--	--

Pension Benefits

The following table contains information concerning pension plans for each of the named executive officers for the year ended December 31, 2014:

Name	Plan Name	Number of Years of Credited Service	Present Value of Accumulated Benefit ($)	Payments During Last Fiscal Year ($)
James J. Cotter, Sr.(1)	SERP		$	$--
Andrzej Matyczynski(2)	DCP	5	$ 450,000	$--

Equity Compensation Plan Information

The following table sets forth, as of December 31, 2014, a summary of certain information related to our equity incentive plans under which our equity securities are authorized for issuance:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)		Weighted average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a) (c)
Equity compensation plans approved by security holders (1)	753,350	(2)	$ 7.63	1,623,650
Equity compensation plans not approved by security holders	160,643	(3)	--	--
Total	913,993		--	--

(1) These plans are the Company's 1999 Stock Option Plan and 2010 Stock Incentive Plan.
(2) Represents outstanding options only. The Company did not have any outstanding warrants and rights as of December 31, 2014.
(3) Represents the restricted stock to be issued in 2015.

Potential Payments Upon Termination of Employment or Change in Control

The following paragraphs provide information regarding potential payments to each of our named executive officers in connection with certain termination events, including a termination related to a change of control of the Company, as of December 31, 2014.

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

Mr. William Ellis – Termination without Cause. Under his employment agreement, we may terminate Mr. Ellis' employment with or without cause (as defined) at any time. If we terminate his employment without cause, Mr. Ellis will be entitled, subject to receipt of a general release, to receive severance in an amount equal to the compensation he would have received for the remainder of the term of his employment agreement, or 24 months, whichever is less, but in no event less than 12 months. If the termination is in connection with a "change of control" (as defined), Mr. Ellis would be entitled to severance in an amount equal to the compensation he would have received for a period of twice the number of months remaining in the term of his employment agreement.

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

No other named executive officers currently have employment agreements or other arrangements providing benefits upon termination or a change of control.

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

The members of our Audit and Conflicts Committee are Douglas McEachern, who serves as Chair, and Edward Kane. Management presents all potential related party transactions to the Conflicts Committee for review. Our Conflicts Committee reviews whether a given related party transaction is beneficial to our Company, and approves or bars the transaction after a thorough analysis. Only Committee members disinterested in the transaction in question participate in the determination of whether the transaction may proceed.

Sutton Hill Capital

In 2001, we entered into a transaction with Sutton Hill Capital, L.L.C. ("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 that is owned by Sutton Hill Associates, which was a 50/50 partnership between James J. Cotter, Sr. and Michael Forman. The Village East is the only cinema subject to this lease, and during 2014, 2013 and 2012 we paid rent to SHC in the amount of $590,000 annually.

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 us 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. 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 its $3 million deposit plus the assumption of its proportionate share of SHP's liabilities, giving SHC a 25% non-managing membership interest in SHP. We manage this cinema property for an annual management fee equal to 5% of its annual gross income.

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

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 our Vice Chair and the sister of Ellen M. Cotter.

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 2014, OBI Management earned $397,000, which was 20.9% of net cash flows for the year. 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 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 Show Investment

From time to time, our officers and Directors may invest in plays or other shows that lease our live theaters. The show STOMP has played in our Orpheum Theatre since prior to our acquisition of the theater in 2001. Mr. Cotter, Sr. owned an approximately 5% interest in that show.

Shadow View Land and Farming LLC

During 2012, Mr. Cotter, Sr., our former Chair, Chief Executive Officer and controlling shareholder, contributed $2.3 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, which is owned 50% by our Company. Mr. Cotter, Jr. contends that the other 50% interest in Shadow View Land and Farming, LLC is owned by the James J. Cotter, Sr. Living Trust, while Ellen M. Cotter and Margaret Cotter contend that such interest is owned by the Estate of James J. Cotter, Sr. We are the managing member of Shadow View Land and Farming, LLC, with oversight provided by our Audit Committee.

INDEPENDENT PUBLIC ACCOUNTANTS

Summary of Principal Accounting Fees for Professional Services Rendered

Our independent public accountants, Grant Thornton LLP, have audited our financial statements for the fiscal year ended December 31, 2014, and are expected to have a representative present at the Annual Meeting, who will have the opportunity to make a statement if he or she desires to do so and is expected to be available to respond to appropriate questions.

Audit Fees

The aggregate fees for professional services for the audit of our financial statements, audit of internal controls related to the Sarbanes-Oxley Act, and the reviews of the financial statements included in our Forms 10-K and 10-Q provided by Grant Thornton LLP for 2014 and 2013 were approximately $661,700 and $550,000, respectively.

Audit-Related Fees

Grant Thornton LLP did not provide us any audit related services for 2014 or 2013.

Tax Fees

Grant Thornton LLP did not provide us any products or any services for tax compliance, tax advice, or tax planning for 2014 or 2013.

All Other Fees

Grant Thornton LLP did not provide us any services for 2014 or 2013, other than as set forth above.

Pre-Approval Policies and Procedures

Our Audit Committee must pre-approve, to the extent required by applicable law, all audit services and permissible non-audit services provided by our independent registered public accounting firm, except for any *de minimis* non-audit services. Non-audit services are considered *de minimis* if (i) the aggregate amount of all such non-audit services constitutes less than 5% of the total amount of revenues we paid to our independent registered public accounting firm during the fiscal year in which they are provided; (ii) we did not recognize such services at the time of the engagement to be non-audit services; and (iii) such services are promptly submitted to our Audit Committee for approval prior to the completion of the audit by our Audit Committee or any of its members who has authority to give such approval. Our Audit Committee pre-approved all services provided to us by Grant Thornton LLP for 2014 and 2013.

STOCKHOLDER COMMUNICATIONS

Annual Report

A copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2014 is being provided with this Proxy Statement.

Stockholder Communications with Directors

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

Stockholder Proposals and Director Nominations

Any stockholder who, in accordance with and subject to the provisions of the proxy rules of the SEC, wishes to submit a proposal for inclusion in our Proxy Statement for our 2016 Annual Meeting of Stockholders, must deliver such proposal in writing to the Secretary of the Company at the address of our Company's principal executive offices at 6100 Center Drive, Suite 900, Los Angeles, California 90045. Unless we change the date of our annual meeting by more than 30 days from the prior year's meeting, such written proposal must be delivered to us no later than June 22, 2016 to be considered timely. If our 2016 Annual Meeting is not within 30 days of the anniversary of our 2015 Annual Meeting, to be considered timely, stockholder proposals must be received no later than ten days after the earlier of (a) the date on which notice of the 2016 Annual Meeting is mailed, or (b) the date on which the Company publicly discloses the date of the 2016 Annual Meeting, including disclosure in an SEC filing or through a press release. If we do not receive timely notice of a stockholder proposal, the proxies that we hold may confer discretionary authority to vote against such stockholder proposal, even though such proposal is not discussed in our Proxy Statement for that meeting.

Our Board of Directors will consider written nominations for Directors from stockholders. Nominations for the election of Directors made by our stockholders must be made by written notice delivered to our Secretary at our principal executive offices not less than 120 days prior to the first anniversary of the date that this Proxy Statement is first sent to stockholders. Such written notice must set forth the name, age, address, and principal occupation or employment of such nominee, the number of shares of our Company's common stock that is beneficially owned by such nominee and such other information required by the proxy rules of the SEC with respect to a nominee of the Board of Directors.

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

OTHER MATTERS

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

DELIVERY OF PROXY MATERIALS TO HOUSEHOLDS

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

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

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

By Order of the Board of Directors,

Ellen M. Cotter
Chair of the Board

October 16, 2015

PROXY VOTING INSTRUCTIONS

YOUR VOTE IS IMPORTANT. PLEASE VOTE TODAY.
We encourage you to take advantage of Internet or telephone voting.
Both are available 24 hours a day, 7 days a week.
Internet and telephone voting is available through 11:59 p.m. PT, on November 9, 2015.

VOTE BY INTERNET	WWW.FIRSTCOASTRESULTS.COM/RDI

Use the internet to transmit your voting instructions and to electronic delivery of information up until 11:59 p.m. PT, on November 9, 2015. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

OR

VOTE BY TELEPHONE	1-800-393-7885

Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m., PT, on November 9, 2015. Have your proxy card in hand when you call and then follow the instructions.

OR

VOTE BY MAIL

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

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

CONTROL NUMBER

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

READING INTERNATIONAL ANNUAL MEETING PROXY CARD
BOARD OF DIRECTORS - The Board of Directors recommends a vote FOR all nominees listed.
Proposal 1

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

FOR ALL ☐ WITHHOLD ALL ☐ FOR ALL EXCEPT ☐

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

	FOR	AGAINST	ABSTAIN
Proposal 2 Ratification of the Appointment of Our Independent Auditors, Grant Thornton LLP, for fiscal year 2015- The Board of Directors recommends a vote FOR approval of the appointment of our Grant Thornton LLP.	☐	☐	☐

Proposal 3 Other Business. In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting and at and with respect to any and all adjournments or postponements thereof. The Board of Directors at present knows of no other business to be presented by or on behalf of the Company or the Board of Directors at the meeting.

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

Signature

Signature (Joint Owners)

Date

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

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

IF YOU HAVE NOT VOTED BY INTERNET OR TELEPHONE, PLEASE DATE, MARK, SIGN AND RETURN THIS PROXY PROMPTLY. YOUR VOTE, WHETHER BY INTERNET, TELEPHONE OR MAIL, MUST BE RECEIVED NO LATER THAN 11:59 P.M. PACIFIC TIME, NOVEMBER 9, 2015.
TO BE INCLUDED IN THE VOTING RESULTS, ALL VALID PROXIES RECEIVED PRIOR TO 11:59 P.M. PACIFIC TIME, NOVEMBER 9, 2015 WILL BE VOTED.

SEE REVERSE SIDE

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

READING INTERNATIONAL

ANNUAL MEETING OF STOCKHOLDERS

November 10, 2015, 11:00 a.m.

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby appoints Ellen M. Cotter and Andrzej Matyczynski, and each of them, the attorneys, agents, and proxies of the undersigned, with full powers of substitution to each, to attend and act as proxy or proxies of the undersigned at the Annual Meeting of Stockholders of Reading International, Inc. to be held at the Ritz Carlton – Marina Del Rey, located at 4375 Admiralty Way, Marina del Rey, California 90292, on Tuesday, November 10, 2015 at 11:00 a.m., local time, and at and with respect to any and all adjournments or postponements thereof, and to vote as specified herein the number of shares which the undersigned, if personally present, would be entitled to vote.

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

THE PROXY, WHEN PROPERLY EXECUTED AND RETURNED PRIOR TO THE ANNUAL MEETING, WILL BE VOTED AS DIRECTED. IF NO DIRECTION IS GIVEN, IT WILL BE VOTED "FOR" PROPOSAL 1, 2, AND IN THE PROXY HOLDERS' DISCRETION AS TO ANY OTHER MATTER THAT MAY PROPERLY COME BEFORE THE ANNUAL MEETING OR ANY POSTPONEMENT OR ADJOURNMENT THEREOF.

SEE REVERSE SIDE

EXHIBIT 27

READING
INTERNATIONAL

Minutes
of the Meeting Board of Directors of
Reading International, Inc.

August 7, 2014

A duly noticed special telephonic meeting of the Board of Directors of Reading International, Inc. (the "Company") was held on Thursday, August 7, 2014 at approximately 3:00 p.m., Los Angeles local time.

All of the directors, other than James J. Cotter, Sr., were present either in person or by telephone pursuant to a conference connection in which all participants could hear and speak to one another. Also present at the invitation of the Board was S. Craig Tompkins, Esq. who served as secretary for the meeting.

Call to Order

James J. Cotter, Jr., Vice Chairman of the Board of Directors, acting as the Vice Chairman of the Company, called the meeting to order at approximately 3:00 p.m., Los Angeles time, and took a roll call of attendees confirming their presence and ability to participate.

Resignation of James J. Cotter, Sr.

Vice-Chairman Cotter advised the Board that, due to illness, his father, James J. Cotter, Sr. was not able to attend the meeting and was resigning effective immediately as Chairman of the Board, as a Director and as Chief Executive Officer of the Company, and as an officer, director and/or manager of each of the Company's subsidiaries.

Vice Chairman Cotter also advised that it was currently contemplated that the chairmanship be rotated among James J. Cotter, Jr., Ellen Cotter and Margaret Cotter annually. James J. Cotter, Jr., Ellen Cotter and Margaret Cotter further advised the Board that they consider their family's holdings in the Company to be a long term family asset, and that they intend to continue the Company in the direction established by their father, James J. Cotter, Sr. --- as a motion picture exhibition and real estate company.

Following discussion, the following actions were taken by the unanimous vote of the Directors present at the meeting:

- James J. Cotter, Jr. was appointed to serve as the Company's chief executive officer;
- Ellen Cotter was elected to serve as Chairman of the Board; and
- Following the resignation of James J. Cotter, Jr. as the Vice-Chairman of the Board, Margaret Cotter was elected to serve as Vice-Chairman of the Board.

Certain directors asked questions which confirmed the non-executive nature of the rotating chairmanship and regarding the compensation to be paid to Mr. Cotter, Sr., given his resignation in mid calendar year. It was determined that all such compensation issues should be delegated to the Compensation Committee for determination.

Adjournment

There being no further business, the meeting was adjourned at approximately 5:30, Los Angeles time.

Ellen M. Cotter, Chairman

S. Craig Tompkins, Recording Secretary

EXHIBIT 28

Confidential – Filed Under Seal

EXHIBIT 29

Minutes of the
Meeting of the Board of Directors
of
Reading International, Inc.

May 21, 2015

A duly noticed meeting of the Board of Directors (the "Board") of Reading International, Inc. (the "Company") was held in the Company's offices in Los Angeles on May 21, 2015 at approximately 11:15 a.m. (Los Angeles time).

Present were Ellen M. Cotter, Chairperson of the Board, and Board members Margaret Cotter, Vice Chairperson, James J. Cotter, Jr., William D. Gould, Edward L. Kane, Doug McEachern, Tim Storey and Guy Adams.

In attendance at the invitation of the directors were William D. Ellis, Company Secretary and General Counsel, and Craig Tompkins. Also in attendance at the request of the Chairperson were Company counsel, Gary McLaughlin and Frank Reddick, of Akin Gump Strauss Hauer & Feld, LLP. On behalf of James J. Cotter, Jr., Mark Krum of Lewis Roca Rothgerber LLP was also present.

In advance of the meeting, the Chairperson had distributed to each of the directors a notice of the meeting and an agenda. In addition, Neal Brockmeyer, counsel for the independent directors, had reported to each of the independent directors as to a telephone conversation he had on May 20, 2015 with Mr. Krum, who had informed Mr. Brockmeyer that if the Board took action at its meeting on May 21, 2015 to terminate Mr. James Cotter's employment with the Company, he would file a lawsuit in Nevada court against the directors personally based on an alleged breach of fiduciary duty of care and duty of loyalty. Further, on May 19, 2015, Mr. James Cotter had requested the Chairperson to place on the agenda of this meeting the following matters: (x) a report by him on a Review of the Company's Operations and the search for a Director of Real Estate, (y) employment agreements for Ms. Ellen Cotter and Ms. Margaret Cotter and (z) his request that the Company repurchase 100,000 shares of Class A non-voting stock owned by him.

Call to Order

Ms. Ellen Cotter, Chairperson of the Board, called the meeting to order at approximately 11:15 a.m. (Los Angeles time) and did a roll call of the attendees. Ms. Ellen Cotter acted as recording secretary for the meeting and took these minutes.

Presence of Attorneys

Prior to moving to the agenda, the Board took up the question of whether counsel from Lewis Roca Rothgerber and Akin Gump Strauss Hauer & Feld should participate in the meeting. The Chairperson informed the board that non-board members are entitled to attend the meeting only at the invitation of the Board and that Mr. Krum did not represent the Company and had indicated an intention to file a lawsuit on behalf of Mr. James Cotter against each of the other directors. Following discussion, Mr. Adams made a motion, seconded by Mr. Kane, that Mr. Krum be requested to leave the meeting. Upon a vote of 7-1, with Mr. Cotter voting against, the motion was approved.

The Board then discussed whether it was appropriate for Messrs. Reddick and McLaughlin to be present at the Meeting. The Chairperson stated that Akin Gump Strauss Hauer & Feld had been engaged by the Company on employment and certain other matters for over ten years and Messrs. Reddick and McLaughlin were present at her request. Following discussion, Mr. McEachern made a motion, seconded by Mr. Kane, to invite Messrs. Reddick and McLaughlin to attend the meeting. By a vote of 5-3, with Messrs. Cotter, Storey and Gould voting against, the motion was adopted.

Mr. Krum then addressed the Board stating that, in his opinion, the Board had not engaged in an adequate process in order to make a determination to terminate Mr. Cotter as Chief Executive Officer and that Messrs. Adams and Kane were not disinterested directors. Mr. Ellis reported that he had consulted the Company's regular Nevada corporate counsel and had been advised that Messrs. Adams and Kane had no conflict that would preclude them as a matter of law in participating in the meeting and voting on any matter with respect to Mr. Cotter.

Review of Operations

Ms. Ellen Cotter then stated that she would like take up the last item on the agenda, Mr. Cotter's report on operations, out of order as the first order of business. Mr. Cotter stated that he was not prepared to make a presentation on the Company's operations but instead would like to address the Board on his performance as Chief Executive Officer and the reasons he believed it appropriate that he continue in that role. Mr. Cotter then proceeded to speak to the Board at length about his position of President and Chief Executive Officer of the Company. He told the Board that he firmly believed that his father, James J. Cotter, Sr., the Company's former Chairman and Chief Executive Officer, had intended for him to have this role and his continuation as Chief Executive Officer would be consistent with his father's wishes. He also took issue with the independence of Mr. Kane and Mr. Adams and repeated the statements his counsel had addressed to the Board urging that they be disqualified from voting with respect to any action to terminate him as Chief Executive Officer.

The Board then proceeded to discuss at length the performance of Mr. Cotter as Chief Executive Officer and President of the Company since he was appointed in August 7, 2014.

For over the next two hours the Board discussed Mr. James Cotter's performance as Chief Executive Officer. Messrs. Adams and Kane and Madams Ellen Cotter and Margaret Cotter each stated that it would be in the best interests of the Company and its shareholders that the Board conduct a search for a qualified chief executive officer and that Mr. Cotter be relieved of his positions as Chief Executive Officer and President of the Corporation and reviewed the reasons underlying this assessment. As part of that discussion, it was noted that the independent directors had met numerous times to discuss this matter and Mr. Cotter's progress in this role. Messrs. Adams and Kane and Madams Ellen Cotter and Margaret Cotter reviewed their assessment of deficiencies that they observed in Mr. Cotter's leadership, understanding of the Company's business, temperament, managerial skills, decision-making and other attributes in the role of Chief Executive Officer. Messrs. Gould and Storey expressed their views on Mr. Cotter's performance and their conclusion that a decision to make a change in this position would not be in the best interests of the Company at this time.

At approximately 2:00 p.m. (Los Angeles time), Messrs. Gould, Kane, McEachern, Storey and Adams suggested that they continue the discussion in executive session and Ms. Ellen Cotter, Ms. Margaret Cotter, and Messrs. James Cotter, Ellis, Tompkins, McLaughlin and Reddick left the meeting.

Independent Directors Session

Messrs. Gould, Kane, McEachern, Storey and Adams continued in executive session for the next two hours during which time they continued their review of Mr. James Cotter's performance and the course of action that would be in the best interests of the Company.

Resumption of the Meeting with the Full Board

At approximately 4:00 p.m. (Los Angeles time), Ms. Ellen Cotter, Ms. Margaret Cotter, and Mr. James Cotter rejoined the meeting.

After much further discussion amongst Board members, Mr. Gould suggested that Mr. Cotter continue as President of the Company and the Board commence a search for a new Chief Executive Officer. Mr. Cotter twice refused to continue in the role of President under a new Chief Executive Officer.

After much further discussion, the Board determined to take no action at this meeting with respect to Mr. Cotter's position as Chief Executive Officer and President of the Company and that the Board would reconvene the meeting on May 29, 2015 to continue its deliberations. In the interim, the Directors would be provided the opportunity to reflect on the discussion during the meeting and Mr. Cotter indicated that he would give further consideration to continuing in the role of President of the Company under the leadership of a new Chief Executive Officer. At the request of the Board, Mr. Cotter agreed to maintain during the upcoming week a "low profile," to not take any significant corporate action and take some time out of the office.

Independent Director Compensation

The Board then discussed the inordinate amount of director time that had been spent addressing the management and personnel issues at the Company.

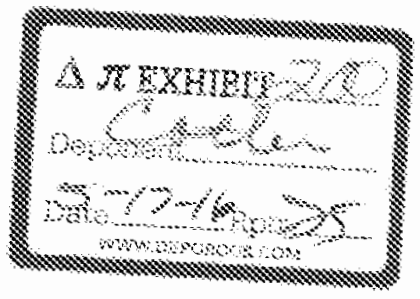
A motion was made by Mr. McEachern and seconded by Mr. Storey that each of the directors who are not employed by the Company or members of the Cotter family, receive a one-time bonus of $25,000 in recognition of the significant additional time required addressing these matters. Upon motion duly made, seconded and unanimously adopted, the Board approved such one-time bonus.

Ms. Ellen Cotter then adjourned the Meeting at approximately 5:00 p.m., to be reconvened on May 29, 2015 at 10:00 a.m. (Los Angeles time) at the Company's Los Angeles offices.

Ellen M. Cotter, Chairperson, Recording Secretary

EXHIBIT 30

READING INTERNATIONAL



Minutes of the
Meeting of the Board of Directors
of
Reading International, Inc.

May 29, 2015

A duly noticed meeting of the Board of Directors (the "Board") of Reading International, Inc. (the "Company") was held in the Company's Los Angeles office on May 21, 2015 and ultimately adjourned to May 29, 2010 at 11:00 a.m. (Los Angeles time).

Present were Ellen M. Cotter, Chairperson of the Board, and Board members Margaret Cotter, Vice Chairperson, James J. Cotter, Jr., William D. Gould, Edward L. Kane, Doug McEachern, Tim Storey and Guy Adams. In attendance at the invitation of the directors was William D. Ellis, Corporation Secretary and General Counsel.

Prior to the meeting, Neal Brockmeyer, counsel for the independent directors, reported to each of the independent directors as to a telephone conversation he had on May 28, 2015 with Mr. Mark Krum of Lewis Roca Rothgerber, counsel for Mr. James Cotter, Jr. Mr. Brockmeyer reported that in his conversation, Mr. Krum asserted that Mr. Guy Adams was not a disinterested director and was disqualified from voting on any matter addressing Mr. Cotter's continued employment by the Company as Chief Executive Officer and President. He also asked Mr. Brockmeyer if Mr. Brockmeyer was authorized to accept service of process on behalf of the independent directors of the Company and asked Mr. Brockmeyer to respond by 10:00 am. on May 29, 2015. The substance of Mr. Brockmeyer's report was also shared with William Ellis, General Counsel of the Company.

Call to Order

Ms. Ellen Cotter, Chairperson of the Board, called the meeting to order at approximately 11:00 a.m. (Los Angeles time) and did a roll call of the attendees. Mr. William Ellis acted as recording secretary for the meeting and took these minutes.

Status of President and Chief Executive Officer

The Board continued its discussion of Mr. James Cotter, Jr.'s performance as Chief Executive Officer and President of the Company. Prior to adjournment on May 21, 2015, the Board discussed having Mr. Cotter continue as President of the Company and to immediately commence a search for a new Chief Executive Officer. At that time, Mr. Cotter twice informed the other directors that he found that arrangement to be unacceptable. Mr. Cotter informed

the Board that he had given further thought to a role as President and that he would not agree to remain employed as President of the Company under the leadership of a new Chief Executive Officer.

Mr. Adams explained his lack of confidence in Mr. Cotter's ability to "move the Company forward", principally based on Mr. Cotter's lack of leadership skills, understanding of the Company's business, temperament, managerial skills, decision-making and other attributes in the role of Chief Executive Officer and President.

Mr. Adams' then made the following Motion:

> *I move to remove James Cotter, Jr. from his position as President and Chief Executive Officer and all other positions he holds with the Company, its subsidiaries and affiliates. Mr. Cotter's employment agreement provides that if he is terminated without cause he is entitled to severance pay. While I personally believe we may have cause in this situation, it is my proposal that we take this action to remove him "without cause" under the terms of his contract, which will provide him the benefit of the contractual severance pay, assuming there is no further breach of the agreement.*

The above Motion was seconded by Mr. McEachern.

Before Ms. Ellen Cotter opened the floor to discussion on this Motion, she read the Board the following statement:

> *I want to disclose for the record, and as all of you know, Margaret Cotter and I have an interest in litigation that has been filed in California and we are now parties to a lawsuit filed in Nevada by our brother concerning shares of stock and options formerly held by our father. Our brother is also interested in this litigation.*

Ms. Margaret Cotter confirmed for the Board that this statement also applied to her as well.

Mr. Cotter began the discussion by questioning the independence of Mr. Adams to vote on the Motion. Mr. Ellis told the Board that he had reviewed with the Company's regular Nevada counsel the substance of Mr. Brockmeyer' s report on his conversation with Mr. Krum, including the stated reasons that Mr. Adams was allegedly not disinterested and disqualified from voting on the matter before the Board. He reported to the Board that counsel had advised him that, based on the facts outlined by Mr. Krum (which were the same as those asserted by Mr. Cotter at the meeting), Mr. Adams did not have a conflict that would prevent him from voting on the above motion.

Mr. Cotter further reiterated that it was the intention of his father, the former Chairman and CEO of the Company, that he run the Company and that the Board should observe his wishes.

The Board had a lengthy discussion of Mr. Cotter's performance as Chief Executive Officer and President of the Company. Mr. Cotter disputed these characterizations of his performance and stated his belief that he was competent to continue to run the Company.

The Board then discussed various options regarding how the Company's senior management team should be structured, including terminating Mr. Cotter and appointing an interim Chief Executive Officer to run the Company until Mr. Cotter's successor could be appointed, continuing Mr. Cotter in the role as President and commencing a search for a new Chief Executive Officer (which Mr. Cotter had on three different occasions rejected), and deferring any decision with respect to Mr. Cotter's status as an officer of the Company and maintaining the "status quo" until the pending litigation between the members of the Cotter family is resolved, recognizing that the litigation could impact the control of the Company. Directors Storey and Gould urged Mr. Cotter, Ms. Ellen Cotter and Ms. Margaret Cotter to attempt to negotiate a universal settlement that would resolve issues relating to the control of the Company and provide certainty to management and stockholders alike.

Ms. Ellen Cotter then informed the Board that legal counsel for Ms. Ellen Cotter and Ms. Margaret Cotter had contacted Mr. Cotter's counsel during the last week and proposed a settlement of the litigation existing between the three of them and related trusts and estates. It was noted that settlement of the litigation could be beneficial to the Company and its shareholders because it would remove any questions regarding the voting of the Company's common stock held by the trust and estate of Mr. James Cotter, Sr., which represents a control position in the Company and may reduce or eliminate the tension and obstacles to working collaboratively as a team that currently exists among the three litigants.

Ms. Ellen Cotter then reviewed the terms of the proposal made by her and Ms. Margaret Cotter's counsel to Mr. Cotter's counsel to resolve their litigation matters. It was noted that, to the extent the proposal addressed the terms of any settlement of litigation between the family members and their related trusts and estates, it was a matter personal to the Cotter family and not a matter on which the Board would have a view. To the extent that the proposal addressed the structure of the senior management of the Company, that was a matter for the Board of Directors and could not be dictated by the terms of any settlement. However, recognizing the potential benefits to the Company and its stockholders of a settlement of the existing litigation among the Cotter family members and their related trusts and estates, the meeting went into recess at approximately 2:00 p.m. to permit Mr. Cotter and Madams Ellen Cotter and Margaret Cotter to continue their discussion of settlement terms.

The Board meeting reconvened at approximately 6:00 p.m. at the Los Angeles offices of the Company. Present in the Los Angeles office of the Corporation were Ellen M. Cotter, Chairperson of the Board, and Board members Margaret Cotter, Vice Chairperson, James J.

Cotter, Jr. and Guy Adams. Present telephonically were William D. Gould, Edward L. Kane, Doug McEachern and Tim Storey. In attendance telephonically at the invitation of the directors was William D. Ellis, Company Secretary. Each of the persons in attendance confirmed that they could hear one another.

Ms. Ellen Cotter reported that she, Ms. Margaret Cotter and Mr. James Cotter, Jr. had reached an "agreement-in-principle" regarding their various disputed issues. Ms. Ellen Cotter then proceeded to read the "agreement-in-principle" to the Board. The agreement in principle addressed the terms of the settlement of the litigation matters existing between the three Cotters and related trusts and estates and also addressed Mr. Cotter's continued role as an officer of the Company. Ms. Ellen Cotter acknowledged that she and Ms. Margaret Cotter had no authority to bind the Company or the Board as to matters related to the Company's management structure that were part of the settlement, and the Cotter parties could only agree to vote for the settlement of those issues if the Board indeed approved such matters. She further noted that the "agreement-in-principle" still had to be reviewed by counsel and documented to the Cotters' mutual satisfaction.

Adjournment

It was then determined to adjourn the meeting and to permit the Cotters to move forward to document their settlement. No action was taken by the board with respect to the motion made earlier in the meeting and no action was taken on any element of the agreement in principle arrived at between the Cotter family members and related trusts and estates.

William D. Ellis, Recording Secretary

EXHIBIT 31

Confidential – Filed Under Seal

EXHIBIT 32

Message

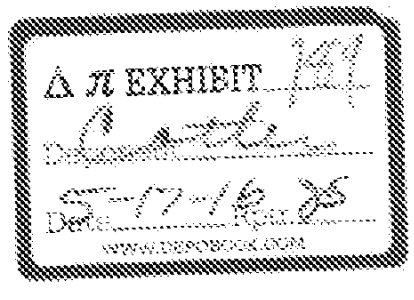
From: Tim Storey [tim.storey@prolex.co.nz]
Sent: 2/5/2015 9:52:15 PM
To: William Gould [wgould@troygould.com]
Subject: Reading
Attachments: 1502 Reading Review.docx

Flag: Follow up

Very much in draft

Tim Storey
Director
Prolex Advisory

PO Box 2974 Shortland Street, Auckland
Phone +64(0)21 633-089



Reading review

February 15

Preamble

Reading is a great company in a state of change. JCSnr approach needs to be transitioned to a more orthodox governance and management model – a shift from an autocratic/family office approach to a more focussed corporate approach.

The company's strategic direction needs to be reaffirmed; steps need to be taken to maximise shareholder value in managing the cinema and property operations – in particular US cinemas (growth/upgrades, profitability), NY property (ready for implementation) and being prepared for a substantial investment cycle. While not necessarily urgent, steps need to be taken promptly.

All this would be very challenging for any listed company. It is significantly more complex given the "family" involvement – and even more complicated given the litigation and its implications.

Our principal concern (and duty) is to refocus the company and management. We need to focuss and assist the CEO to do that. Given the background circumstances, we have allowed a period of grace while we waited to see how the various dynamics would play out. Some months down the track we have made limited progress – with litigation now underway and likely to last some time, we need to move forward. The situation impacts on the current management of the company, must certainly affect our ability to find new people (and retain existing) and makes us vulnerable in the market – commercially (operationally) and also to shareholders.

Background

- JCSnr managed in an unorthodox way but worked for him/Reading
- family in business but a work in progress
    - JC – introduced but under tutelage – JCSnr saw a longer period of tutelage than was in fact available – JC assumed CEO role on short notice with limited experienced
    - EC – intimately involved – position with Bob not resolved
    - MC – live theatre position in place; NY property – involved but not integrated – clear JCSnr significant involvement/oversight and only in prepartory phases
- Under JCSnr clear state of flux – CFO position, CT and WS position all unresolved – JH gone (US property role?); new AUS property director in place

Current position

- company wide direction and strategy needs to be reviewed/confirmed – stay in cinemas, develop NY property, be prepared to invest cashflow and capital as it becomes available
- issues around senior management team – review and refresh
- US cinemas – viewed by CEO as underpreforming and in need of clearer management and strategy – anticipated need for significant CAPEX
- US property – NY property on cusp of implementation and in need of project management/value maximisation
- Following JCSnr intrim period with limited progress –
    - Bedding in period new regime – CEO getting feet under table
    - CEO reviewing operations etc
    - Potential litigation looming – wait and see developments
- Feb 2015
    - Litigation filed – for company limited affect except for
        - Company external perception
        - If allegations affect CEO ability to proceed
        - Indirect implications of uncertainty over contol of stock
        - Estate issues of little concern to company
    - Leadership –
        - CEO inexperienced and needs help to lead/develop leadership role
        - Cotter family issues affecting management – Cotter and others
        - Need to establish teamwork etc
        - Morale poor and needs to be improved
    - Company operations -
        - Strategy and business review delayed and frustrated
        - Significant issues outstanding – executive suite roles
        - Cotter rift causing management concerns – litigation likely to esculate this
        - Some executives unsettled – EC, Smerling, Tompkins
        - US cinema operations affected by uncertainty
    - Company in reasonable position to maintain status quo for a period – no major issues looming and reasonable finacial state

Issues

- Litigation may take 1-5 years to resolve
- Company needs to take steps to minimise any fall out from litigation
    - Shareholders – Cotters and others
    - Governance – board
    - Executive team – retaining existing/engaging new executives as envisaged
    - Business operations
- Company needs to complete review and implement strategy as a matter of some urgency - not necessarily an immediate problem – but not wise to leave as is till litigation resolved – note CEO now sees urgency here
- Appears to be urgency to advance NY property development strategy – things are ready to go and delay may be costly

- wish to maintain status quo as much as possible re Cotter family, pending litigation outcome – note CEO seems of this view
- wish to support and assist JC in CEO role
- need to ensure stability for business – particularly executive staff needed to run the businesses

[Steps – placeholders/thoughts only]

- CEO
  - Reconfirm position and support
  - Restate CEO reports to board etc
  - set delegated authority level
  - hire and fire rules
  - Restate requirement/timing for
    - monthly reporting [done by CEO – but needs tightening/more detail once other division reports are available]
    - strategy review, business plan and budgets – done and timing [JC needs more support to get this done]
    - engagement CFO/property executive
    - approve property executive job description
- EC
  - Clarify role?
  - Make reporting line to CEO/expectations clear
  - Encourage cooperative approch with CEO to formuate business review/planning process
  - Provide certainty with employment contract
- MC
  - Leave live theatre contract in place but clarify reporting requirements
  - Set up services agreement re NY property role – with SL requirements/role/delegated authority level/remuneration
  - Require domicile NY
  - Curtail her executive role (attending management meetings etc) – she retains director role
- Governance
  - voting B Stock - standstill arrangement – status quo unless all three Cotters agree [issues principally appointment directors/any sale of business]
  - protocol on conflicts/disputes? Independent members override?
  - How are meetings chaired?
  - Regularity of meetings for oversight
  - Salary review for Cotters?
- C Suite
  - Set up for stability
  - Find CFO, property person
  - Clarify roles – particularly Cotters
  - Sort out AM, CT and BS positions – seems may need contracts?
- Strategy/business planning/budgets and reporting
  - Set up support to get done?

- Review implications of litigation
  - PR strategy
  - Filings
  - Dealing with shareholders
  - Stock price implications
  - Are we a controlled company?
  - Issues for CEO/other officers?
  - What are the likely scenarios depending on "who" wins? And thus implications for current status quo position
- Management going forward
  - JC AUS visit
  - NY property issues – meetings soon?

EXHIBIT 33

Confidential – Filed Under Seal

EXHIBIT 34

Confidential – Filed Under Seal

EXHIBIT 35

Confidential – Filed Under Seal

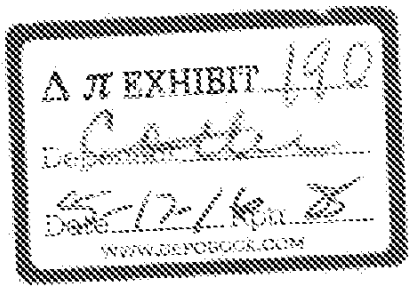
EXHIBIT 36

Confidential – Filed Under Seal

EXHIBIT 37

Message

From: Tim Storey [tim.storey@prolex.co.nz]
Sent: 4/15/2015 6:43:21 AM
To: James Cotter [james.j.cotter@readingrdi.com]
Subject: draft email
Flag: Follow up



As a draft to discuss

Prior to out telephone meeting Thursday I thought it might help to provide a note on progress over the last week or so -- and where to from here. Jim will be reporting to the board on some of these issues in more detail.

1. **General** - Jim appreciates we need to make real headway in sorting through some of the issues and getting to a position where the company is operating more harmoniously and with a clear direction. While this is a lot to do with improving the EC and MC relationships, it has a broader focus too. I have made it clear to Jim – and EC and MC -- that things have to improve and that improvement has to be sustained, otherwise the board will need to look to other steps to protect the company's position. This means in part an acceptable working relationship between them, and one that leads to a better company environment. We talked about Jim in effect leading an evolution of the company – something that needs to be done sensitively, even more so given the "family" involvement.
2. **Budget 2015** – following discussions with Andrzej and Jim -- it is agreed to adopt the draft budget (whole company and divisions) that has been prepared by Andrzej in consultation with Jim and the divisions -- this will come to the board shortly. It is agreed that this may not be a stretch budget but it is a start and will be improved on with the 2016 etc budgets. It has been agreed with Ellen that there will be a focus on improving her film rental number and labour costs.

   Future reporting will be against budget (with continuing reference to previous year numbers).
3. **Plans and Budgets 2016** – these are to be worked up and finalised for board approval by 31 December 2015.
4. **"Metrics"** - one of the more contentious issues is around comparing the US circuit with other US operators and the Australian operation. It is complex to compare numbers, given that various people develop their numbers in different ways. It is agreed that we will work through this analysis in a methodical way with Dev engaging an analyst and then both working with Jim and Ellen to identify areas for review, reviewing the comparative numbers and seeing what can be done to improve our results where possible. This will take the balance of the year to do.

   It is agreed that we will look at divisions based on an EBITDA contribution to the group performance.
5. **Legacy people issues** – we need to deal with the issues around employment (and "retirement") terms for Andrzej, Craig and Bob. These have been discussed between Jim and Ellen and Margaret updated and agreeing, and I think there are reasonable frameworks fleshed out which can now be discussed with the parties.
6. **People** – Dev is on board soon; Jim is actively looking for a RE Director (he has seen some good candidates), Dev will need to engage a SEC reporting person and an analyst type person (likely both jobs can be done by the same person). Ellen with Jims overview is looking for a Director of Food and Beverage.
7. **Remuneration policy** – Jim will look to develop a remuneration policy over the course of the next 6 months – so we have consistency around employment practices etc. This is a different issue to the Cotter remuneration issue.
8. **Premises** – work is underway to move to more congenial premises – likely in the same complex. It is hoped that the premises will be more open plan, and allow more interplay between the various people. It may take 6 months to sort this out and move. Looking forward, Jim would like to centralise Corporate and US cinemas in LA.
9. **Ellen** – There have been lengthy discussions between Jim and Ellen. Jim has gone over Ellens plan with her and there is broad agreement – with Action Items close to agreed. For example, Ellen has agreed to restructure her people so she has 6 direct reports (to be implemented promptly). Also, she is developing a "theme" for each of the Angelica

and Commercial offerings (due end May 15). Once we have the themes work done, Ellen and Jim will sit down and agree the CAPEX expectations/budget for this year and going forward.

10. **Margaret** – Jim, Margaret and I have had a couple of discussions. This is at an earlier stage. Margaret has not provided a draft plan. To advance matters we have talked about the business and where it will go – largely Live Theatre and property in so far as we may progress and redevelop other live theatre property. Margaret has been asked to provide a written draft plan as a matter of priority.
11. **Ellen and Margaret employment** – Jim has agreed in principal that Ellen be appointed President US cinemas.

    Jim has agreed in principal that Margaret be employed fulltime by Reading as President Live Theatres and also in a role involving the NY properties (a member of the development committee chaired by the CEO with other members including the RE Director, Buckley, Craig, Bill etc.) Her job description will be set out in the contract, along with expectations around performance - providing plans and the like.

    Both contracts will be on standard terms with a 12 month notice provision – the contracts modelled on what Jim, Dev and Bill have.

    The Cotter remuneration will be set on market terms by the Remuneration Committee – the Committee obtaining an independent report to assist in its deliberations.

    The draft contracts should be available soon – and will note remuneration is to be finalised once the Committee report is available.

    Jim is agreeable to this on the basis there is stability going forward over the next 12 months or so – meaning the board will remain the same or similar and the three of them will look to work together on the basis we are developing (but of course if that isn't working, reserving the right for the board to act as it sees fit).

    I think we need to get the employment terms etc agreed and in place as soon as we can, to let things progress.
12. **Corporate plan** – I have spoken with Jim at length around him preparing a draft corporate plan for review by the board. This will be an extensive document – we can discuss content – and I would hope it will be available for discussion in 6 weeks. As part of this, Jim is working up an outline of his proposed meetings schedules internally – C Suite meetings, divisional meetings and the like.
13. **Implementation** – Jim and I are discussing the process to implement these initiatives – both in discussing with individuals and any more general statements. It is acknowledged some of these initiatives should contribute to improving morale and engender a more positive attitude and spirit around the office and in the business.
14. **Proxy** – This is still up in the air – Ellen and Margaret don't want to be hurried to sort this out – meaning essentially they don't want to hurry to agree on the business at the shareholder meeting – which in turn I think means agreeing the slate of directors. I think Jim is of the view the status quo should be maintained. (I guess other issues may be put on the agenda for the meeting by any one of the Cotters but I haven't heard of anything in this regard. Time will tell).

    From what I gather, we need to file some detail around related party issues (part 3 of the K) by 30 April, but we don't have to deal with the meeting date and content (the proxy) at this stage – so we can defer those issues. I don't think we should go to a shareholder meeting unless we are clear as to the outcome of votes. Nevertheless I think we should clarify the position re voting as soon as possible – I don't see any benefit in delaying the matter – the Company would be better served in having a clear path forward and stability for the next 12 months. In that period we can see how the "evolution" is going - whether we are making any progress – and give time for the Cotter court case to mature further (I would hope that progress can be made in finding an agreed compromise rather than going to court).

    This issue will need to be advanced over the next few days given the looming filing requirement on 30 April 15.
15. **Summary –** It has been made clear to Jim he needs to make progress in the business and with Ellen and Margaret quickly, or the board will need to look to alternatives to protect the interests of the company. I think Jim has understood this and refocussed his approach to reflect this. Of course, it is difficult for someone to change "character" overnight – but he is trying and I have made it clear that back sliding is not acceptable.

    Understandably, Ellen and Margaret may be sceptical about Jim's transition – but I have asked that they both approach this with good faith and give it time to work through. Equally, Jim has concerns about Margaret and

Ellen accepting they too need to accept change to make things work and need to act in good faith and help the process along. All parties have an interest in making things work.

I have pointed out to all that if things don't work out in an acceptable manner, then the board is resolute in the view that it will then act in the best interests of the company in changing things. I have also pointed out that the time for review is short term – perhaps within the next 3 months or so.

16. **Go forward** – I will come back around Monday 27 April (for a while) to continue to progress matters. My expectation is we will (among other matters) need to address the following material issues –
    - see how Ellen is going with her deliverables
    - advance discussions with Margaret around her business plan
    - advance discussions around Margarets employment terms
    - progress the remuneration committee's determination of Cotter remuneration parameters
    - finalise discussions around Craig and Bob positions (assume Andrzej's position agreed)
    - set Dev's deliverables
    - progress Jim's preparation of the corporate plan
    - review progress around issues like finding a RE Director etc

I believe all Cotters accept the need for all to act in the best interests of the company – and that they will all try to do so. As I have said, the proof will be in the pudding. While my role is to be optimistic and get progress, I am realistic and we do need to evaluate progress in the short term.

All to discuss tomorrow.

Tim Storey
Director

Prolex Advisory

PO Box 2974 Shortland Street, Auckland
Phone +64(0)21 633-089

EXHIBIT 38

Confidential – Filed Under Seal

EXHIBIT 39

From:	Ellen Cotter <Ellen.Cotter@readingrdi.com>
Sent:	Tuesday, May 19, 2015 6:38 PM
To:	Margaret Cotter; James Cotter JR; Kane (elkane@san.rr.com); dmceachern@deloitte.com; Tim Storey; Guy Adams; wgould@troygould.com
Cc:	William Ellis
Subject:	Agenda - Board of Directors Meeting - May 21, 2015

Dear All: Below is the agenda for Thursday's Meeting of the Board of Directors. Please note that Bill Gould asked that the Meeting begin at 11.15am.

Reading International, Inc.

Meeting of the Board of Directors

May 21, 2015 – 11.15am

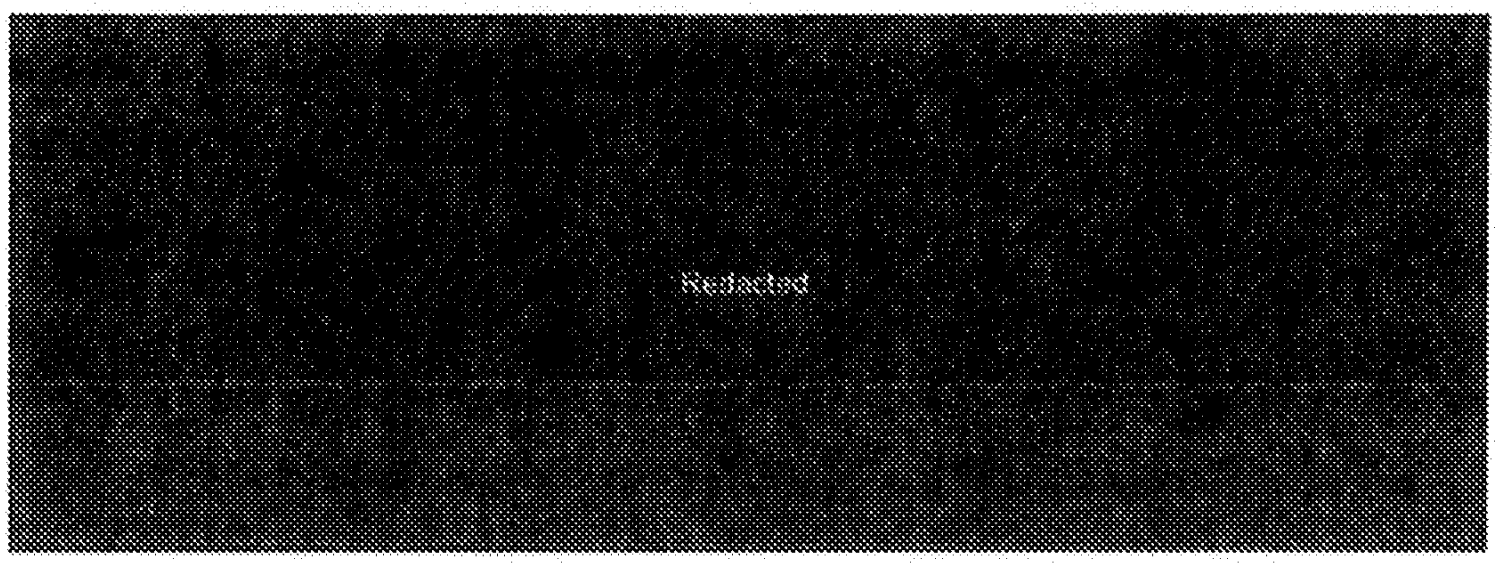
1. Status of President and CEO
2. Directors' Compensation
3. Tim Storey's Compensation
4. Nevada Interpleader Action
5. Proposed By-Law Amendments
6. Status of Craig Tompkins and Robert Smerling
7. Status of Ellen Cotter and Margaret Cotter
8. Director of Real Estate Candidate Search
9. Stomp Litigation Update
10. Review of Operations

Chairperson of the Board
Ellen M. Cotter

EXH 24
DATE 3-6-18
WIT
PATRICIA HUBBARD

GA0000340

EXHIBIT 40



From: Harry Susman [mailto:HSUSMAN@SusmanGodfrey.com]
Sent: Wednesday, May 27, 2015 3:39 PM
To: Adam Streisand
Cc: Meg Lodise
Subject: Confidential Settlement Proposal--Subject to R. 408

Adam: Attached is the proposal that I mentioned on the phone.

Attention: This message is sent by a law firm and may contain information that is privileged or confidential. If you received this transmission in error, please notify the sender by reply e-mail and delete the message and any attachments.

Timestamp: 5/27/2015 3:49 PM CDT

Confidential Settlement Memo of Understanding

The following is intended to be used as a part of confidential and "without prejudice" settlement negotiations between Ellen Cotter and Margaret Cotter, on the one hand, and James J. Cotter, Jr. ("JJC") on the other hand. It is provided under the understanding that the contents hereof are confidential and not to be used in any litigation or other proceeding.

The proposal outlined below sets forth the basis on which Ellen Cotter ("EMC") and Margaret Cotter ("AMC") would be willing to proceed towards a negotiated settlement, but, with respect to the items related to the Company's management structure only, is subject to the ultimate approval of the independent directors, in the exercise of their fiduciary duties and obligations. Nothing herein is intended to interfere with the appropriate exercise by the directors of their fiduciary duties and obligations.

If these terms are acceptable to JJC, then JJC should sign below to indicate his agreement. AMC and EMC will do the same. By signing below, the parties agree that the terms of this Understanding represent a binding agreement, subject to approval by the independent directors of the RDI management structure and necessary court approvals. However, the parties acknowledge that their agreement will be memorialized in a more formal document, and the parties agree to work diligently and good faith to prepare all required documentation that reflects the terms of this Understanding. The initial draft of such documentation will be prepared by counsel to Ellen Cotter and Margaret Cotter.

TERM/CONDITION	EMC/AMC SETTLEMENT TERMS AND CONDITIONS
Reading International Management Structure (JJC, EMC & AMC would cooperate in good faith in the implementation of this changes)	JJC would continue to serve as CEO and President under the terms of his existing contract, but in the overall management structure and subject to the limitations set forth below: *Executive Committee Structure* The existing Executive Committee would be renewed as a standing committee of the Board of Directors, as follows: * Members: EMC, AMC, JJC and Guy Adams (Chairman). * Delegated Authority to the Executive Committee would be as determined by the Board of Directors, but would include, at a minimum, the following: (i) Approval over the Hiring/Firing/Compensation of all senior level consultants/employees; (ii) Review and approval/disapproval of all contracts/commitments have an overall exposure to the Company in excess of $1 million; and (iii) Review and approval of annual Budget and Business Plan. Meetings would be held on a regularly scheduled basis weekly. Executive Committee members would naturally be free to attend and participate in internal meetings called by the CEO, and would

	endeavor to make themselves reasonably available to attend such meetings as to which they may be invited by the CEO. Unless approved in advance by the Executive Committee, all investor relations would be handled by CFO in consultation with the GC, not CEO. All press releases and public filings would be subject to review and sign-off by the Executive Committee and the GC. The Company would enter into employment agreements with EMC and AMC on substantially the same terms and conditions as JR. EMC will be appointed President of the US Cinema division. Margaret Cotter will be appointed as Chairman of the NYC Real Estate Oversight Committee (members to include JC, AMC, SCT and WE). It is recognized that the implementation of the above will require the adoption of various bylaws, policies and procedures.
Reading Voting Stock – Class B	JC will decline to serve as Co-Trustee of the Voting Trust and renounces any intention or desire to serve as a successor trustee. Margaret Cotter will be the Sole Voting Trustee of the Voting Stock. JC, EMC and AMC will sign an acknowledgement that there is an inconsistency in the 2014 Amendment between SR's expressed intent that AMC serve as Chair and another provision that says SR intended for rotation; JC, EMC and AMC will agree that SR intended for AMC to serve as Chair and that neither EMC nor JR wish to serve as Chair.
Immediate Release and Waiver signed by JC with respect to all litigation, including any matters covered by the specified litigation	1. California Superior Court case 2. Nevada case filed by JC 3. All threats against Directors 4. All threats of Company Derivative Action 5. Agreement that Reading International, Inc. can drop the interpleader action in Nevada and recognize the Estate as the owner of Class B Shares and Option 6. JC further agrees to not sue Company over these matters or participate in any lawsuit related to the Company
2014 Trust Amendment	Subject to the terms and conditions herein, EMC and AMC will drop any challenge to the enforceability of the 2014 Amendment.
Trustees of the Living Trust	JC resigns as Trustee and renounces any intent or desire to serve as successor trustee while either EMC or AMC are alive.
Specific Bequests	Laguna Beach Condo will be sold immediately to provide liquidity to the Estate. The parties will agree to consent to such sale under terms determined by AMC and EMC in their sole discretion as Co-Trustees.

Ownership of Agriculture Assets	Cotter Family Farms, LLC Agreement amended • Majority rule for decision-making by Co-Managers; • Remove restrictions on distributions or sale of assets; • JJC, EMC and AMC will sign an agreement that they have unanimously agreed that the assets of the Citrus Trust, including ownership interests in the LLC, will be distributed pro rata to EMC, AMC, and JJC.
JJC's "Lead Director" Agreement with Cecelia - $200,000 per annum	JJC's "lead director" Agreement will be voided. JJC will relinquish any remaining rights in such Agreement.
$1.5 million loan	As executors, EMC and AMC will work out a reasonable payment back to Estate over time, taking into due consideration JJC's ability to make such repayments.
Legal Expenses	All legal expenses and other professional fees incurred to date by JJC, EMC, AMC, the Trust, and the Estate relating to the litigation or administration issues will reimbursed by Trust or Estate as appropriate, and JJC will sign an acknowledgment that this is appropriate and reasonable.
Release by EMC and AMC	EMC and AMC will take all actions to have their claims pending in CA and NV over SR's estate and trust dismissed with prejudice, except to the extent such dismissal would be inconsistent with any term of this Agreement, such as with regard to the $1.5 million loan (in which case the parties will work to carve out such claims).
2014 Gifts	JJC delivers EMC check for $28,000.
James J. Cotter Foundation	AMC, EMC and JJC will become co-trustees and/or co-directors of the James J. Cotter Foundation. They further will agree that decision-making will be done by majority rule.
Court Approval	The parties will use their best efforts to obtain court approval in CA and NV of any settlement agreement.
Counseling	AMC, JJC and EMC will engage in professional counseling to determine how to work cooperatively together and with respect.

AGREED:

_____
James J. Cotter, Jr. (individually and in all representative capacities)

_____
Ellen Cotter (individually and in all representative capacities)

_____
Margaret Cotter (individual and in all representative capacities)

EXHIBIT 41

From: James Cotter JR <james.j.cotter@readingrdi.com>
Sent: Thursday, June 11, 2015 11:04 PM
To: Ellen Cotter; dmceachern@deloitte.com; Tim Storey; wgould@troygould.com; Guy Adams; Margaret Cotter; William Ellis; Kane (elkane@san.rr.com)
Subject: RE: Board Meeting - Tomorrow

Dear All,

I write in response to Ellen's e-mail below.

I object to convening or "reconven[ing]" an RDI board of directors meeting "telephonically this *Friday, June 12, at 11:00 a.m. (Los Angeles time)*."

I do so for a number of reasons, including the following:

1. An agenda has just been circulated less than nineteen hours before the meeting;

2. The agenda raises several matters that are so significant that it is inappropriate if not improper to conduct the meeting telephonically;

3. Neither the meeting of May 21, 2015 nor the supposed meeting of May 29, 2015 was properly adjourned under the Company's by-laws; as a consequence the "meeting" Ellen proposes to reconvene tomorrow is a new meeting, not a reconvened prior meeting that was properly adjourned;

4. There is no Company business of such urgency that an impromptu meeting needs to be convened tomorrow, June 12, in advance of the June 18 meeting;

5. The matter I am informed Ellen wishes to pursue tomorrow is termination of me as President and CEO and replacement of me as CEO by Guy Adams due to my failure to acquiesce to the ultimatum that I enter into a global settlement (including disputed trust and estate issues) satisfactory to Ellen and Margaret or be terminated. Respectfully, that proposed conduct, like the threat that preceded it, is conduct not properly undertaken by any member of the board of RDI, a public company. Even if it were, which it is not, it is not properly voted on by at least Guy Adams and Ed Kane (assuming none of Margaret, Ellen or I would vote on such a decision), due to a lack of disinterestedness; and

6. What should be considered in view of the ongoing disputes between me and Ellen and Margaret is what other steps should be investigated to protect the interests of the Company and all of its shareholders, one of which I intend to raise, which is engaging an investment bank to explore the sale of the Company.

For these reasons and others each of us as fiduciaries is obligated to consider, I object to the supposed board of directors meeting Ellen seeks to have occur telephonically tomorrow.

Jim

From: Ellen Cotter
Sent: Thursday, June 11, 2015 3:56 PM
To: dmceachern@deloitte.com; Tim Storey; wgould@troygould.com; Guy Adams (GAdams@gwacap.com); James Cotter JR; Margaret Cotter; William Ellis; Kane (elkane@san.rr.com)
Subject: Board Meeting - Tomorrow

Dear All – With respect to our meeting tomorrow, we are again reconvening the original May 21, 2015 meeting. For your convenience, I've set forth below the agenda distributed from that May 21 meeting. Following up on our discussion on May 29, 2015, we will be addressing Item 1 of this Agenda again tomorrow. We will address the other agenda items at the June 18 Meeting.

Thank you.

Ellen Cotter
Chairperson

From: Ellen Cotter
Sent: Tuesday, May 19, 2015 2:38 PM
To: Margaret Cotter; 'James J. Cotter Jr.' (james.j.cotter@readingrdi.com); Kane (elkane@san.rr.com); dmceachern@deloitte.com; Tim Storey; Guy Adams (GAdams@gwacap.com); wgould@troygould.com
Cc: William Ellis
Subject: Agenda - Board of Directors Meeting - May 21, 2015

Dear All: Below is the agenda for Thursday's Meeting of the Board of Directors. Please note that Bill Gould asked that the Meeting begin at 11.15am.

Reading International, Inc.

Meeting of the Board of Directors

May 21, 2015 – 11.15am

1. Status of President and CEO
2. Directors' Compensation
3. Tim Storey's Compensation
4. Nevada Interpleader Action
5. Proposed By-Law Amendments
6. Status of Craig Tompkins and Robert Smerling
7. Status of Ellen Cotter and Margaret Cotter
8. Director of Real Estate Candidate Search
9. Stomp Litigation Update
10. Review of Operations

Chairperson of the Board
Ellen M. Cotter

EXHIBIT 42

ELECTRONICALLY SERVED
07/27/2016 05:28:10 PM

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

Attorneys for Plaintiff
James J. Cotter, Jr.

DISTRICT COURT

CLARK COUNTY, NEVADA

JAMES J. COTTER, JR., derivatively on behalf of Reading International, Inc., Plaintiff, vs. MARGARET COTTER, ELLEN COTTER, GUY ADAMS, EDWARD KANE, DOUGLAS McEACHERN, TIMOTHY STOREY, WILLIAM GOULD, and DOES 1 through 100, inclusive, Defendants. and READING INTERNATIONAL, INC., a Nevada corporation, Nominal Defendant.	CASE NO.: A-15-719860-B DEPT. NO. XI Coordinated with: Case No. P-14-082942-E Dept. No. XI Case No. A-16-735305-B Dept. No. XI Jointly Administered **Business Court**
T2 PARTNERS MANAGEMENT, LP, a Delaware limited partnership, doing business as KASE CAPITAL MANAGEMENT, et al., Plaintiffs, vs. MARGARET COTTER, ELLEN COTTER, GUY ADAMS, EDWARD KANE, DOUGLAS McEACHERN, WILLIAM GOULD, JUDY CODDING, MICHAEL WROTNIAK, CRAIG TOMPKINS, and DOES 1 through 100, inclusive, Defendants.	**JAMES J. COTTER, JR.'S AMENDED RESPONSES TO EDWARD KANE'S FIRST SET OF REQUESTS FOR ADMISSION**

Lewis Roca Rothgerber Christie
3993 Howard Hughes Pkwy, Suite 600
Las Vegas, NV 89169-5996

and

READING INTERNATIONAL, INC., a Nevada corporation,

Nominal Defendant.

COMES NOW, James J. Cotter, Jr. ("Plaintiff" or "Responding Party") and hereby serves his responses to Edward Kane's ("Defendant" or "Propounding Party") First Set of Requests for Admission (the "Requests").

GENERAL OBJECTIONS

Responding Party incorporates the following general objections into each specific response and objection set forth below:

(1) Responding Party objects to the Requests to the extent they seek documents or information which is protected by (or which cannot be provided without disclosing) attorney client privilege, the attorney-work product doctrine and/or otherwise is privileged or protected from disclosure, including in particular communications of counsel of record for Plaintiff in this action, which communications will not be produced or logged;

(2) Responding Party objects to the Requests to the extent they seek documents or information the production or disclosure of which violates any person or entity's right to privacy;

(3) Responding Party objects to the Requests to the extent they seek documents or information not in Responding Party's possession, custody, or control;

(4) Responding Party objects to the Requests to the extent they seek documents or information within the possession or control of the Propounding Party, or seeks documents or information which is publicly available and/or which otherwise is uniquely or equally available to the Propounding Party;

(5) Responding Party objects to the Requests to the extent they seek information or documents that constitute or disclose confidential,

Lewis Roca ROTHGERBER CHRISTIE
3993 Howard Hughes Pkwy, Suite 600
Las Vegas, NV 89169-5996

proprietary, or developmental commercial or business information or research, or seeks documents or information otherwise protected from disclosure;

(6) Responding Party objects to the Requests to the extent they attempt or purport to impose obligations exceeding those authorized or imposed by the Nevada Rules of Civil Procedure;

(7) Responding Party objects to the Requests insofar as they seek documents or information beyond the time and scope of matters at issue in the captioned action and/or which are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence; and

(8) Responding Party objects to the Requests because they generally are unlimited as to time, meaning that they generally provide no time frame or date range to limit the scope of documents or information requested.

(9) Responding Party is conducting discovery and an ongoing investigation of the facts and law relating to this action, including certain of the Requests. Responding Party's objections and responses are based on the present knowledge, information and belief of Responding Party, as well as the documents in Responding Party's possession, custody or control. For these reasons, among others, the objections and responses provided are made without prejudice to Responding Party's right to produce evidence of subsequently discovered facts or to supplement, modify or otherwise change or amend the objections and responses or to rely on additional evidence in pretrial proceedings and trial. Responding Party expressly reserves the right to amend, supplement, or modify these objections and responses.

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

REQUESTS FOR ADMISSION

REQUEST NO. 1

Admit that, prior to June 12, 2015, you referred to Edward Kane as "Uncle Ed" on one or more occasions.

RESPONSE TO REQUEST NO. 1

Responding Party admits that, over the course of his life prior to June 12, 2015, he addressed Edward Kane as "Uncle Ed" on one or more occasions in interactions between Edward Kane and Responding Party.

REQUEST NO. 2

Admit that, on or about May 15, 2014, you agreed as a member of RDI's Board of Directors to put Edward Kane on the Board's Executive Committee.

RESPONSE TO REQUEST NO. 2

Responding Party has made reasonable inquiry and the information known or readily obtainable by Responding Party, including purported minutes of a May 15, 2014 RDI Board of Directors meeting, does not refresh Responding Party's memory regarding whether he agreed as a member of RDI's Board of Directors to put Edward Kane on the Board's Executive Committee, and Responding Party therefore lacks information sufficient to admit or deny Request No. 2, and on that basis denies Request No. 2.

REQUEST NO. 3

Admit that, on or about May 15, 2014, you agreed as a member of RDI's Board of Directors to put Edward Kane on the Board's Audit and Conflicts Committee.

RESPONSE TO REQUEST NO. 3

Responding Party has made reasonable inquiry and the information known or readily obtainable by Responding Party, including purported minutes of a May 15, 2014 RDI Board of Directors meeting, does not refresh Responding Party's memory regarding whether he agreed as a member of RDI's Board of Directors to put Edward Kane on the Board's Audit and Conflicts Committee, and Responding Party therefore lacks information sufficient to admit or deny Request No. 3, and on that basis denies Request No. 3.

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

Lewis Roca
ROTHGERBER CHRISTIE

REQUEST NO. 4

Admit that, on or about May 15, 2014, you agreed as a member of RDI's Board of Directors to put Edward Kane on the Board's Compensation and Stock Options Committee.

RESPONSE TO REQUEST NO. 4

Responding Party has made reasonable inquiry and the information known or readily obtainable by Responding Party, including purported minutes of a May 15, 2014 RDI Board of Directors meeting, does not refresh Responding Party's memory regarding whether he agreed as a member of RDI's Board of Directors to put Edward Kane on the Board's Compensation and Stock Options Committee, and Responding Party therefore lacks information sufficient to admit or deny Request No. 4, and on that basis denies Request No. 4.

REQUEST NO. 5

Admit that, on or about May 15, 2014, you agreed as a member of RDI's Board of Directors to put Edward Kane on the Board's Tax Oversight Committee.

RESPONSE TO REQUEST NO. 5

Responding Party has made reasonable inquiry and the information known or readily obtainable by Responding Party, including purported minutes of a May 15, 2014 RDI Board of Directors meeting, does not refresh Responding Party's memory regarding whether he agreed as a member of RDI's Board of Directors to put Edward Kane on the Board's Tax Oversight Committee, and Responding Party therefore lacks information sufficient to admit or deny Request No. 5, and on that basis denies Request No. 5.

REQUEST NO. 6

Admit that, on about May 15, 2014, you agreed as a member of RDI's Board of Directors to put Guy Adams on the Board's Executive Committee.

RESPONSE TO REQUEST NO. 6

Responding Party has made reasonable inquiry and the information known or readily obtainable by Responding Party, including purported minutes of a May 15, 2014 RDI Board of Directors meeting, does not refresh Responding Party's memory regarding whether he agreed as a member of RDI's Board of Directors to put Guy Adams on the Board's Executive Committee, and

3993 Howard Hughes Pkwy, Suite 600
Las Vegas, NV 89169-5996
Lewis Roca ROTHGERBER CHRISTIE

Responding Party therefore lacks information sufficient to admit or deny Request No. 6, and on that basis denies Request No. 6.

REQUEST NO. 7

Admit that, on or about May 15, 2014, you agreed as a member of RDI's Board of Directors to put Guy Adams on the Board's Compensation and Stock Options Committee.

RESPONSE TO REQUEST NO. 7

Responding Party has made reasonable inquiry and the information known or readily obtainable by Responding Party, including purported minutes of a May 15, 2014 RDI Board of Directors meeting, does not refresh Responding Party's memory regarding whether he agreed as a member of RDI's Board of Directors to put Guy Adams on the Board's Compensation and Stock Options Committee, and Responding Party therefore lacks information sufficient to admit or deny Request No. 7, and on that basis denies Request No. 7.

REQUEST NO. 8

Admit that, on or about May 15, 2014, you agreed as a member of RDI's Board of Directors to put Douglas McEachern on the Board's Audit and Conflicts Committee.

RESPONSE TO REQUEST NO. 8

Responding Party has made reasonable inquiry and the information known or readily obtainable by Responding Party, including purported minutes of a May 15, 2014 RDI Board of Directors meeting, does not refresh Responding Party's memory regarding whether he agreed as a member of RDI's Board of Directors to put Douglas McEachern on the Board's Audit and Conflicts Committee, and Responding Party therefore lacks information sufficient to admit or deny Request No. 8, and on that basis denies Request No. 8.

REQUEST NO. 9

Admit that, prior to your termination as CEO of RDI, you served as Chairman of the Executive Committee of RDI's Board of Directors.

RESPONSE TO REQUEST NO. 9

Responding Party admits that he "served" as Chairman of the Executive Committee only in that he was appointed by the Board as Chairman of the Executive Committee of RDI's Board of

3993 Howard Hughes Pkwy, Suite 600
Las Vegas, NV 89169-5996
Lewis Roca ROTHGERBER CHRISTIE

Directors, but not that he took any action in any capacity, including Chairman, as a member of such committee, which took no action.

REQUEST NO. 10

Admit that, as a member of RDI's Board of Directors, you did not vote against the $50,000 "bonus" to Ellen Cotter referenced in paragraph 40 of your FAC.

RESPONSE TO REQUEST NO. 10

Responding Party admits that he abstained from voting on the $50,000 "bonus" to Ellen Cotter at the Board meeting at which it was approved, and admits that he otherwise did not vote against the $50,000 "bonus" to Ellen Cotter referenced in paragraph 40 of the FAC.

REQUEST NO. 11

Admit that, as a member of RDI's Board of Directors, on or about November 13, 2014 you approved a 20% base salary increase for Ellen Cotter effective January 1, 2015.

RESPONSE TO REQUEST NO. 11

Responding Party has made reasonable inquiry and the information known or readily obtainable by Responding Party, including purported Board minutes, does not refresh Responding Party's memory regarding whether on or about November 13, 2014 he approved a 20% base salary increase for Ellen Cotter effective January 1, 2015, and Responding Party therefore lacks information sufficient to admit or deny Request No. 11, and on that basis denies Request No. 11.

REQUEST NO. 12

Admit that, as a member of RDI's Board of Directors, you voted in favor of the increased director compensation referenced in paragraph 42 of your FAC.

RESPONSE TO REQUEST NO. 12

Responding Party admits that he voted in favor of the increased director compensation.

REQUEST NO. 13

Admit that, as a member of RDI's Board of Directors, you did not oppose a resolution in January 2015 that you could not be "terminated [as CEO] without the approval of the majority of the independent directors."

3993 Howard Hughes Pkwy, Suite 600
Las Vegas, NV 89169-5996
Lewis Roca ROTHGERBER CHRISTIE

RESPONSE TO REQUEST NO. 13

Responding Party admits that he abstained on voting on such resolution and that he did not otherwise oppose it.

REQUEST NO. 14

Admit that the term "independent directors," as used in the January 2015 Board resolution regarding termination of Cotter family members, referred to Edward Kane, Guy Adams, Douglas McEachern, Tim Storey, and Bill Gould.

RESPONSE TO REQUEST NO. 14

Responding Party admits Request No. 14.

REQUEST NO. 15

Admit that RDI's full Board of Directors discussed the possibility of your termination on May 21, 2015.

RESPONSE TO REQUEST NO. 15

Responding Party admits that his termination was discussed on May 21, 2015 in the presence (in person and/or telephonic) of all members of the RDI Board of Directors.

REQUEST NO. 16

Admit that RDI's full Board of Directors discussed the possibility of your termination on May 29, 2015.

RESPONSE TO REQUEST NO. 16

Responding Party admits that his termination was discussed on May 29, 2015 in the presence (in person and/or telephonic) of all members of the RDI Board of Directors.

REQUEST NO. 17

Admit that RDI's full Board of Directors discussed the possibility of your termination on June 12, 2015.

RESPONSE TO REQUEST NO. 17

Responding Party admits that his termination was discussed on June 12, 2015 in the presence (in person and/or telephonic) of all members of the RDI Board of Directors.

Lewis Roca ROTHGERBER CHRISTIE
3993 Howard Hughes Pkwy, Suite 600
Las Vegas, NV 89169-5996

REQUEST NO. 18

Admit that, on or about December 9, 2015, you requested at a meeting of the RDI's Board of Directors that the recorded Board minutes contain less detail going forward than had generally been contained in previous sets of minutes.

RESPONSE TO REQUEST NO. 18

Responding Party admits that, in response to Ellen and Craig Tompkins' stated unwillingness to add his suggested comments to RDI's Board minutes which included certain statements made at board meetings by certain directors, he stated that RDI's board minutes should then not contain statements made by other directors if such statements included in the minutes were selectively used to support a particular point of view of the drafter of the minutes to support certain actions taken by the Board.

REQUEST NO. 19

Admit that, as a member of RDI's Board of Directors, on or about October 5, 2015, you voted in favor of approving First Coast Results as the Inspector of Elections for the 2015 Annual Shareholder's Meeting.

RESPONSE TO REQUEST NO. 19

Responding Party admits that he voted in favor of approving First Coast Results as the Inspector of Elections for the 2015 Annual Shareholder's Meeting.

REQUEST NO. 20

Admit that, prior to your termination as CEO of RDI, you did not state an objection at any meeting of the Board of Directors regarding any purported delay in circulation of minutes of Board meetings.

RESPONSE TO REQUEST NO. 20

Responding Party denies Request No. 20.

REQUEST NO. 21

Admit that, prior to May 21, 2015, you never stated at any Board of Directors meeting that you believed Edward Kane lacked sufficient disinterestedness to serve on RDI's Board.

3993 Howard Hughes Pkwy, Suite 600
Las Vegas, NV 89169-5996
Lewis Roca ROTHGERBER CHRISTIE

RESPONSE TO REQUEST NO. 21

Responding Party admits Request No. 21.

REQUEST NO. 22

Admit that, prior to May 21, 2015, you never stated at any Board of Directors meeting that you believed Guy Adams lacked sufficient disinterestedness to serve on RDI's Board.

RESPONSE TO REQUEST NO. 22

Responding Party admits Request No. 22.

REQUEST NO. 23

Admit that, prior to May 21, 2015, you never stated at any Board of Directors meeting that you believed Douglas McEachern lacked sufficient disinterestedness to serve on RDI's Board.

RESPONSE TO REQUEST NO. 23

Responding Party admits Request No. 23.

REQUEST NO. 24

Admit that you authorized RDI's May 11, 2015, 10-K/A filing to be submitted to the Securities and Exchange Commission bearing your signature.

RESPONSE TO REQUEST NO. 24

Responding Party admits that he authorized RDI's May 11, 2015, 10-K/A filing to be submitted to the Securities and Exchange Commission bearing his signature in the form that he last reviewed and approved on May 8, 2015.

REQUEST NO. 25

Admit that, on or about May 8, 2015, you authorized your signature be appended to a certification pursuant to the Sarbanes-Oxley Act of 2002 stating the following with respect to RDI's Form 10-K/A: "Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report."

3993 Howard Hughes Pkwy, Suite 600
Las Vegas, NV 89169-5996
Lewis Roca ROTHGERBER CHRISTIE

RESPONSE TO REQUEST NO. 25

Responding Party admits that on May 8, 2015, with respect to the 10-K/A filing in the form that he last reviewed and approved on May 8, 2015, he authorized his signature to be appended to a certification pursuant to the Sarbanes-Oxley Act of 2002 stating the following with respect to RDI's Form 10-K/A: "Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report."

REQUEST NO. 26

Admit that, on or about May 8, 2015, you authorized your signature be appended to a certification that certified pursuant to the Sarbanes-Oxley Act of 2002 that you reviewed the Annual Report on Form 10-K/A of RDI.

RESPONSE TO REQUEST NO. 26

Responding Party admits that on May 8, 2015, with respect to the 10-K/A filing in the form that he last reviewed and approved on May 8, 2015, he authorized his signature to be appended to a certification that certified pursuant to the Sarbanes-Oxley Act of 2002 that he reviewed the 10-K/A Annual Report on Form.

REQUEST NO. 27

Admit that the document attached hereto as Exhibit 1, bates stamped GA00005636 through GA 00005666, is a true and correct copy of the 10-K/A filing made by RDI with the Securities and Exchange Commission on or about May 11, 2015.

RESPONSE TO REQUEST NO. 27

Responding Party has made reasonable inquiry and the information known or readily obtainable by Responding Party, including Exhibit 1, bates stamped GA00005636 through GA 00005666, is insufficient to enable Responding Party to admit or deny this request. Responding Party therefore presently lacks information sufficient to admit or deny Request No. 27, and on that basis denies request No. 27.

Lewis Roca ROTHGERBER CHRISTIE
3993 Howard Hughes Pkwy, Suite 600
Las Vegas, NV 89169-5996

REQUEST NO. 28

Admit that, upon learning that you were potentially going to be terminated as CEO of RDI, you caused numerous emails relating to RDI to be sent from the RDI servers to your personal email account for litigation purposes.

RESPONSE TO REQUEST NO. 28

Responding Party has made reasonable inquiry and the information known or readily obtainable by Responding Party, including emails, is insufficient to enable Responding Party to admit or deny this request. Responding Party therefore lacks information sufficient to admit or deny Request No. 28, and on that basis denies request No. 28.

REQUEST NO. 29

Admit that it is not in the best interests of RDI's stockholders to reinstate you as CEO of RDI.

RESPONSE TO REQUEST NO. 29

Responding Party denies Request No. 29.

DATED this 27th day of July, 2016.

LEWIS ROCA ROTHGERBER CHRISTIE LLP

/s/ Mark G. Krum
Mark G. Krum (Nevada Bar No. 10913)
3993 Howard Hughes Pkwy, Suite 600
Las Vegas, NV 89169-5958
(702) 949-8200
Attorneys for Plaintiff James J. Cotter, Jr.

3993 Howard Hughes Pkwy, Suite 600
Las Vegas, NV 89169-5996
Lewis Roca ROTHGERBER CHRISTIE

CERTIFICATE OF SERVICE

I hereby certify that on this 27th day of July, 2016, I caused a true and correct copy of the foregoing **JAMES J. COTTER, JR.'S AMENDED RESPONSES TO EDWARD KANE'S FIRST SET OF REQUESTS FOR ADMISSION** was electronically served to all parties of record via this Court's electronic filing system to all parties listed on the E-Service Master List.

DATED this 27th day of July, 2016.

/s/ Jessie M. Helm
An employee of Lewis Roca Rothgerber Christie LLP

Lewis Roca ROTHGERBER CHRISTIE
3993 Howard Hughes Pkwy, Suite 600
Las Vegas, NV 89169-5996

EXHIBIT 43

Confidential – Filed Under Seal

EXHIBIT 44

Follow

Reading International Inc Class A Common Stock Historical Stock Prices

RDI $13.58* 0.03 0.22%

*Delayed - data as of Sep. 21, 2016 - Find a broker to begin trading RDI now

Get up to 10 years of daily historical stock prices & volumes.

Select the Timeframe: 18 Months

Results for 18 Month, From 20-MAR-2015 TO 20-SEP-2016

Date	Open	High	Low	Close / Last	Volume
16:00	13.55	13.61	13.49	13.58	30,287
09/20/2016	13.56	13.65	13.43	13.55	39,627
09/19/2016	13.33	13.65	13.33	13.57	25,853
09/16/2016	13.35	13.38	13.16	13.38	122,082
09/15/2016	13.2	13.36	13.17	13.35	34,854
09/14/2016	13.43	13.45	13.25	13.25	48,528
09/13/2016	13.58	13.58	13.16	13.46	64,949
09/12/2016	13.66	13.75	13.49	13.6	37,119
09/09/2016	13.99	13.99	13.6275	13.74	70,434
09/08/2016	13.47	13.58	13.41	13.51	77,304
09/07/2016	13.49	13.59	13.47	13.55	89,376
09/06/2016	13.51	13.5899	13.16	13.54	155,478
09/02/2016	13.53	13.61	13.44	13.61	40,921
09/01/2016	13.5	13.51	13.23	13.51	41,035
08/31/2016	13.51	13.55	13.25	13.53	38,792
08/30/2016	13.1	13.58	13.1	13.54	35,872
08/29/2016	13.3	13.31	13.07	13.14	19,507
08/26/2016	13.49	13.51	13.2	13.25	31,088
08/25/2016	13.49	13.545	13.42	13.44	28,644
08/24/2016	13.33	13.55	13.31	13.49	56,007
08/23/2016	13.13	13.51	13.11	13.29	80,084
08/22/2016	12.96	13.18	12.93	13.16	30,166
08/19/2016	13.3	13.43	12.62	13.09	99,504
08/18/2016	13.02	13.455	12.89	13.36	115,346
08/17/2016	12.76	13.1	12.61	13.02	116,745
08/16/2016	12.62	13.047	12.62	12.77	170,808
08/15/2016	12.8	12.85	12.62	12.69	52,950
08/12/2016	13.06	13.14	12.73	12.76	66,163
08/11/2016	13.08	13.18	13.04	13.1	26,732
08/10/2016	13.17	13.17	13.03	13.1	11,582
08/09/2016	13.4	13.4	12.78	13.22	20,659
08/08/2016	13.223	13.279	13.14	13.15	16,575
08/05/2016	13.27	13.42	13.27	13.3	23,832

Date	Open				
08/04/2016	13.33	13.42	13.095	13.16	18,332
08/03/2016	13.28	13.37	13.27	13.3	29,140
08/02/2016	13.64	13.67	13.3301	13.39	25,447
08/01/2016	13.83	13.84	13.51	13.56	10,434
07/29/2016	13.86	13.96	13.69	13.75	23,182
07/28/2016	13.73	13.93	13.5601	13.83	39,100
07/27/2016	13.46	13.72	13.411	13.69	18,484
07/26/2016	13.57	13.65	13.2328	13.51	25,740
07/25/2016	13.71	13.77	13.56	13.61	13,260
07/22/2016	13.34	13.81	13.34	13.79	65,101
07/21/2016	13.32	13.4152	12.99	13.33	36,440
07/20/2016	13.4	13.46	13.3	13.42	11,548
07/19/2016	13.74	13.74	13.36	13.4	76,293
07/18/2016	13.25	14	13.25	13.78	150,259
07/15/2016	12.91	12.91	12.45	12.57	61,763
07/14/2016	13	13	12.77	12.83	18,539
07/13/2016	12.79	12.93	12.78	12.87	27,456
07/12/2016	12.81	12.91	12.81	12.82	38,188
07/11/2016	12.55	12.86	12.55	12.79	25,787
07/08/2016	12.35	12.73	12.35	12.6	45,137
07/07/2016	12.0401	12.33	12.0401	12.31	26,753
07/06/2016	11.96	12.1	11.91	12.07	17,201
07/05/2016	12.24	12.285	12.01	12.08	33,286
07/01/2016	12.61	12.61	12.15	12.22	30,793
06/30/2016	12.47	12.64	12.35	12.49	60,894
06/29/2016	12.04	12.525	12.04	12.48	31,850
06/28/2016	12.03	12.14	11.92	11.94	23,388
06/27/2016	12.05	12.05	11.88	11.97	94,303
06/24/2016	11.92	12.39	11.92	12.1	93,222
06/23/2016	12.25	12.35	12.15	12.31	41,742
06/22/2016	12.35	12.35	12.08	12.14	23,813
06/21/2016	12.22	12.39	12.22	12.32	25,406
06/20/2016	12.43	12.43	12.15	12.31	39,980
06/17/2016	12.35	12.35	12.17	12.35	64,859
06/16/2016	12.36	12.48	12.06	12.36	58,459
06/15/2016	12.38	12.67	12.32	12.35	26,945
06/14/2016	12.53	12.73	12.41	12.43	17,980
06/13/2016	12.92	13.205	12.57	12.59	24,359
06/10/2016	12.89	12.93	12.605	12.9	18,102
06/09/2016	12.87	12.99	12.84	12.93	23,367
06/08/2016	12.67	12.94	12.67	12.86	25,382

Date	Open				
06/07/2016	12.695	12.76	12.65	12.69	13,842
06/06/2016	12.68	12.75	12.65	12.71	20,937
06/03/2016	12.74	12.92	12.585	12.64	23,297
06/02/2016	12.62	12.85	12.565	12.82	10,268
06/01/2016	12.5	12.81	12.36	12.72	68,825
05/31/2016	12.66	12.66	12.27	12.52	34,028
05/27/2016	13.16	13.16	12.5	12.71	21,018
05/26/2016	13.04	13.04	12.51	12.51	45,184
05/25/2016	13.05	13.28	12.9	13.02	11,616
05/24/2016	12.87	13.2	12.87	13.1	23,444
05/23/2016	12.99	13.05	12.87	12.87	20,499
05/20/2016	12.94	13.04	12.81	13.03	50,152
05/19/2016	12.77	13	12.67	12.86	20,799
05/18/2016	12.78	12.91	12.65	12.89	19,021
05/17/2016	13.37	13.37	12.65	12.76	67,969
05/16/2016	13.04	13.43	12.99	13.35	37,568
05/13/2016	13.12	13.19	12.93	13.07	18,775
05/12/2016	13.09	13.16	12.66	13.12	29,692
05/11/2016	13.58	13.58	12.91	13.1	32,658
05/10/2016	13.61	13.75	13.45	13.5	61,571
05/09/2016	13.46	13.7899	13.29	13.63	46,049
05/06/2016	13.1	13.39	12.752	13.39	22,463
05/05/2016	13.63	13.65	12.89	13.04	51,264
05/04/2016	13.46	13.6	13.35	13.57	28,993
05/03/2016	13.17	13.7	13.1	13.54	31,766
05/02/2016	12.69	13.47	12.69	13.37	20,728
04/29/2016	12.834	13.03	12.66	12.97	23,434
04/28/2016	12.8	12.99	12.8	12.9	22,444
04/27/2016	12.701	13.02	12.69	12.87	25,480
04/26/2016	12.67	12.81	12.6	12.79	12,947
04/25/2016	12.726	12.87	12.4	12.69	24,807
04/22/2016	12.57	12.79	11.12	12.69	14,076
04/21/2016	12.44	12.59	12.42	12.54	25,846
04/20/2016	12.44	12.49	12.23	12.39	26,659
04/19/2016	12.49	12.845	12.15	12.27	41,808
04/18/2016	12.54	12.63	12.46	12.48	13,155
04/15/2016	12.27	12.5	12.2	12.44	33,271
04/14/2016	12.3	12.45	12.2125	12.34	15,249
04/13/2016	12.14	12.3499	12.08	12.26	35,599
04/12/2016	12.08	12.14	12.0499	12.12	14,077
04/11/2016	12.1	12.13	11.94	12.08	22,739

Date	Open				
04/08/2016	11.9	12.07	11.86	12.01	29,773
04/07/2016	11.67	12.1	11.67	11.94	42,330
04/06/2016	11.75	11.8529	11.7	11.79	13,735
04/05/2016	11.82	11.9	11.6	11.81	31,220
04/04/2016	12	12.0716	11.88	11.96	17,912
04/01/2016	11.9	12.17	11.9	12.1	19,855
03/31/2016	11.78	12.15	11.6978	11.98	74,627
03/30/2016	12	12.08	11.72	11.82	26,843
03/29/2016	11.59	11.93	11.48	11.9	20,170
03/28/2016	11.62	11.7	11.51	11.61	26,477
03/24/2016	11.52	11.62	11.4	11.54	30,049
03/23/2016	11.95	11.95	11.45	11.51	27,492
03/22/2016	12	12.03	11.87	11.93	30,620
03/21/2016	12	12.18	11.9504	12	27,657
03/18/2016	12	12.11	11.58	11.99	59,026
03/17/2016	11.65	12.06	11.54	11.93	18,846
03/16/2016	11.26	11.69	11.26	11.63	29,846
03/15/2016	11.57	11.65	11.21	11.39	39,463
03/14/2016	11.65	11.85	11.51	11.6	38,525
03/11/2016	12.05	12.19	11.488	11.95	43,841
03/10/2016	11.96	12.27	11.34	11.95	65,104
03/09/2016	11.07	12.11	11.03	11.98	76,597
03/08/2016	11.19	11.28	11.03	11.04	34,441
03/07/2016	11.34	11.59	10.96	11.28	52,260
03/04/2016	10.7	11.41	10.7	11.33	38,331
03/03/2016	10.14	10.61	10.14	10.55	35,323
03/02/2016	10.06	10.42	10.06	10.14	25,733
03/01/2016	10.14	10.28	10.01	10.1	38,797
02/29/2016	10.26	10.27	10.02	10.06	18,519
02/26/2016	10.12	10.41	10.12	10.2	41,463
02/25/2016	10.41	10.41	10.005	10.09	44,925
02/24/2016	10.32	10.41	10	10.36	37,464
02/23/2016	10.01	10.44	10.01	10.39	47,364
02/22/2016	10.01	10.35	9.935	10.25	55,330
02/19/2016	9.88	10.17	9.77	9.94	27,873
02/18/2016	10.11	10.21	9.77	9.89	57,202
02/17/2016	10.15	10.305	10	10.15	52,179
02/16/2016	10.12	10.3	10.02	10.13	45,254
02/12/2016	9.89	10.1	9.86	10.06	22,524
02/11/2016	9.85	10.02	9.73	9.84	32,822
02/10/2016	9.77	10.01	9.71	9.85	68,529

Date	Open				
02/09/2016	9.76	9.93	9.76	9.78	41,157
02/08/2016	9.83	9.95	9.78	9.89	83,854
02/05/2016	10.21	10.21	10.03	10.07	88,318
02/04/2016	10.37	10.51	10.25	10.29	27,584
02/03/2016	10.63	10.63	10.15	10.41	41,832
02/02/2016	10.6	10.6	10.5	10.53	23,384
02/01/2016	10.745	10.88	10.7	10.71	18,804
01/29/2016	10.5	10.96	10.5	10.86	39,224
01/28/2016	10.7	10.72	10.5	10.52	22,363
01/27/2016	10.85	10.72	10.43	10.62	47,592
01/26/2016	10.82	10.915	10.59	10.7	27,654
01/25/2016	10.9	10.93	10.74	10.81	23,748
01/22/2016	10.81	10.99	10.76	10.96	27,598
01/21/2016	10.73	10.96	10.605	10.7	38,777
01/20/2016	10.31	10.87	10.11	10.74	58,719
01/19/2016	10.56	10.61	10.16	10.37	82,243
01/15/2016	10.6	10.73	10.29	10.48	119,976
01/14/2016	11.06	11.23	10.85	10.91	79,087
01/13/2016	10.67	11.64	10.67	11.09	78,695
01/12/2016	12.07	12.07	11.63	11.64	93,084
01/11/2016	12.4	12.4	11.93	11.96	96,395
01/08/2016	12.42	12.58	12.38	12.38	38,679
01/07/2016	12.65	12.65	12.38	12.4	80,210
01/06/2016	12.64	12.87	12.64	12.73	46,116
01/05/2016	12.82	12.93	12.74	12.76	40,201
01/04/2016	12.81	13.82	12.74	12.8	68,098
12/31/2015	13.19	13.81	13.08	13.11	52,479
12/30/2015	13.54	13.55	13.27	13.29	28,072
12/29/2015	13.51	13.55	13.26	13.52	24,242
12/28/2015	13.5	13.6	13.36	13.42	23,271
12/24/2015	13.38	13.57	13.31	13.47	13,940
12/23/2015	13.25	13.46	13.25	13.4	40,825
12/22/2015	13.23	13.23	12.97	13.15	80,564
12/21/2015	13.32	13.44	13.05	13.16	61,701
12/18/2015	13.28	13.45	13.22	13.23	111,909
12/17/2015	13.47	13.58	13.26	13.37	36,593
12/16/2015	13.42	13.5	13.28	13.41	55,545
12/15/2015	13.49	13.56	13.22	13.36	73,861
12/14/2015	13.57	13.76	13.35	13.41	44,113
12/11/2015	13.8	13.84	13.58	13.61	82,075
12/10/2015	14.13	14.45	13.85	13.87	48,665

Date	Open				
12/09/2015	14.38	14.42	14.13	14.16	71,202
12/08/2015	14.31	14.47	14.29	14.39	30,204
12/07/2015	14.41	14.505	14.29	14.43	37,638
12/04/2015	14.3	14.58	14.24	14.49	23,232
12/03/2015	14.38	14.44	14.2	14.32	36,528
12/02/2015	14.23	14.56	14.21	14.42	43,607
12/01/2015	14.54	14.71	14.295	14.39	20,661
11/30/2015	14.49	14.54	14.27	14.43	55,566
11/27/2015	14.6	14.65	14.37	14.52	29,558
11/25/2015	14.16	14.6	14.16	14.54	75,762
11/24/2015	14.5	14.5	14.06	14.17	72,974
11/23/2015	14.7	14.78	14.4601	14.49	44,081
11/20/2015	14.8	14.98	14.69	14.76	55,052
11/19/2015	14.51	14.82	14.51	14.7	25,772
11/18/2015	14.67	14.8	14.44	14.56	98,475
11/17/2015	14.79	14.79	14.68	14.68	26,506
11/16/2015	15.06	15.06	14.6	14.81	58,768
11/13/2015	15.19	15.44	15.1	15.12	38,827
11/12/2015	15.5	15.67	15.01	15.33	32,345
11/11/2015	15.8	15.81	15.52	15.52	32,057
11/10/2015	15.75	15.97	15.71	15.79	23,277
11/09/2015	16.24	16.24	15.7	15.76	38,758
11/06/2015	16	16.21	15.6088	16.21	65,359
11/05/2015	16.21	16.21	16.02	16.08	36,788
11/04/2015	15.97	17.31	15.92	16.13	136,289
11/03/2015	15.59	16.01	15.59	15.95	41,632
11/02/2015	15.5	15.79	15.405	15.71	45,143
10/30/2015	15.83	15.83	15.35	15.5	60,723
10/29/2015	15.88	15.94	15.75	15.79	33,730
10/28/2015	15.52	15.92	15.33	15.89	63,525
10/27/2015	15.7	15.79	14.801	15.52	47,574
10/26/2015	15.4	15.76	15.29	15.68	42,367
10/23/2015	15.31	15.5	15.16	15.5	37,995
10/22/2015	15.27	15.64	14.95	15.16	72,808
10/21/2015	15.63	15.71	15.13	15.16	112,207
10/20/2015	15.44	15.72	15.32	15.64	50,648
10/19/2015	15.09	15.42	15.05	15.41	65,620
10/16/2015	14.97	15.19	14.82	15.09	64,163
10/15/2015	14.77	14.95	14.69	14.94	62,725
10/14/2015	15.63	15.93	14.68	14.75	116,965
10/13/2015	15.9	15.94	15.54	15.65	88,070

Date	Open				
10/12/2015	15.14	15.97	14.82	15.9	91,351
10/09/2015	14.87	15.12	14.5	15.09	59,355
10/08/2015	13.85	14.87	13.51	14.67	79,202
10/07/2015	13.71	13.85	13.5001	13.82	59,864
10/06/2015	13.74	13.77	13.54	13.62	32,926
10/05/2015	13.28	13.8	13.25	13.74	43,949
10/02/2015	13	13.16	12.88	13.16	48,191
10/01/2015	12.76	13.23	12.76	13.11	65,551
09/30/2015	12.75	12.79	12.52	12.67	30,070
09/29/2015	12.45	12.79	12.45	12.67	20,193
09/28/2015	12.84	12.71	12.44	12.45	39,852
09/25/2015	12.92	12.92	12.59	12.63	36,059
09/24/2015	12.63	12.82	12.55	12.81	27,701
09/23/2015	12.6	12.8	12.5401	12.69	47,754
09/22/2015	12.47	12.82	12.46	12.61	34,366
09/21/2015	12.7	12.88	12.455	12.54	74,738
09/18/2015	12.41	12.77	12.4	12.68	125,138
09/17/2015	12.6	12.69	12.52	12.57	35,755
09/16/2015	12.38	12.67	12.27	12.63	29,719
09/15/2015	12.28	12.54	12.22	12.4	36,890
09/14/2015	12.33	12.44	12.18	12.28	27,920
09/11/2015	12.35	12.4599	12.3	12.35	53,781
09/10/2015	12.56	12.83	12.36	12.44	40,486
09/09/2015	12.77	12.77	12.57	12.62	51,033
09/08/2015	12.86	12.86	12.58	12.64	25,351
09/04/2015	12.5	12.92	12.5	12.72	19,210
09/03/2015	12.77	12.9499	12.57	12.65	50,640
09/02/2015	12.88	12.88	12.6501	12.82	44,426
09/01/2015	12.8	12.91	12.6	12.69	40,308
08/31/2015	12.84	13.09	12.72	12.83	83,756
08/28/2015	12.84	12.92	12.71	12.92	41,341
08/27/2015	12.88	13.03	12.63	12.93	41,213
08/26/2015	12.85	12.9	12.3538	12.84	70,423
08/25/2015	12.9	12.9	12.44	12.56	75,375
08/24/2015	12.51	13.08	11.82	12.65	86,011
08/21/2015	12.74	13.45	12.6923	13.06	120,791
08/20/2015	13.16	13.16	12.88	12.95	33,540
08/19/2015	13.09	13.43	12.81	13.3	34,132
08/18/2015	13.16	13.26	13.1	13.15	52,145
08/17/2015	13.02	13.25	12.98	13.25	50,285
08/14/2015	13.09	13.21	12.98	13.14	72,345

Date	Open				
08/13/2015	13.2	13.2	12.93	13.06	37,793
08/12/2015	12.81	13.18	12.67	13.04	70,973
08/11/2015	12.68	12.99	12.61	12.86	67,300
08/10/2015	12.38	12.8369	12.3	12.76	126,183
08/07/2015	11.99	12.6	11.98	12.28	111,454
08/06/2015	12.17	12.18	11.795	12.08	46,697
08/05/2015	12.4	12.5	12.07	12.16	33,225
08/04/2015	12.26	12.4	12.02	12.32	77,681
08/03/2015	11.91	12.09	11.71	11.97	97,959
07/31/2015	12	12.11	11.71	11.78	119,687
07/30/2015	11.93	12.0496	11.71	11.99	117,971
07/29/2015	12.15	12.15	11.79	11.92	109,781
07/28/2015	12.36	12.58	11.96	12.19	122,103
07/27/2015	11.9	12.59	11.86	12.31	337,965
07/24/2015	12.3	12.35	11.99	12.03	164,149
07/23/2015	12.74	12.91	12.25	12.33	197,631
07/22/2015	13.57	13.57	12.73	12.83	214,148
07/21/2015	13.85	13.88	13.29	13.34	119,381
07/20/2015	14.04	14.14	13.6	13.68	36,108
07/17/2015	14.14	14.14	13.86	14	42,323
07/16/2015	13.96	14.2	13.91	14.08	43,859
07/15/2015	14.19	14.22	13.79	13.91	31,457
07/14/2015	14.06	14.175	14	14.15	44,437
07/13/2015	13.9	14.02	13.88	14	45,782
07/10/2015	13.69	13.95	13.6	13.89	46,626
07/09/2015	13.6	13.69	13.42	13.57	32,142
07/08/2015	13.51	13.75	13.38	13.49	65,417
07/07/2015	13.64	13.65	13.455	13.63	44,413
07/06/2015	13.88	14.05	13.52	13.66	59,696
07/02/2015	14.04	14.05	13.868	13.97	35,978
07/01/2015	13.88	14.04	13.79	14	36,324
06/30/2015	13.606	13.91	13.574	13.85	66,051
06/29/2015	13.3	13.6	13.142	13.52	82,185
06/28/2015	13.24	13.45	13.09	13.44	265,415
06/25/2015	13.22	13.28	13.1	13.16	34,423
06/24/2015	13.32	13.505	12.98	13.12	70,392
06/23/2015	13.33	13.45	13.0875	13.31	86,586
06/22/2015	13.34	13.58	13	13.22	76,131
06/19/2015	13.48	14.31	13.17	13.38	119,431
06/18/2015	13.55	13.85	13.44	13.53	41,600
06/17/2015	13.65	13.66	13.3101	13.45	21,160

Date	Open				
06/16/2015	13.54	13.69	13.344	13.6	32,497
06/15/2015	13.85	14.05	13.34	13.57	35,210
06/12/2015	13.95	14.06	13.7	13.88	26,423
06/11/2015	13.77	13.97	13.73	13.93	10,631
06/10/2015	13.8	14.07	13.5401	13.8	20,303
06/09/2015	13.86	14.02	13.5401	13.7	11,494
06/08/2015	13.95	14.02	13.69	13.73	15,177
06/05/2015	14.08	14.1	13.85	13.99	42,444
06/04/2015	13.94	14.45	13.94	14.06	83,067
06/03/2015	13.87	13.99	13.58	13.94	40,603
06/02/2015	13.35	13.7199	13.35	13.6	33,572
06/01/2015	13.4	13.58	13.345	13.48	20,208
05/29/2015	13.36	13.48	13.2	13.37	32,093
05/28/2015	13.5	13.73	13.39	13.39	12,760
05/27/2015	13	13.56	13	13.5	42,748
05/26/2015	13.02	13.396	12.91	13.13	33,690
05/22/2015	13.33	13.55	13.06	13.13	27,414
05/21/2015	13.44	13.51	13.285	13.4	27,667
05/20/2015	13.41	13.43	13.26	13.41	17,298
05/19/2015	13.33	13.41	13.26	13.32	47,832
05/18/2015	13.13	13.4	12.88	13.38	45,641
05/15/2015	13.29	13.44	13.06	13.21	46,803
05/14/2015	13.2	13.44	13.188	13.27	58,972
05/13/2015	13.45	13.48	13.12	13.22	31,410
05/12/2015	13.41	13.5	13.11	13.37	41,399
05/11/2015	13.63	13.69	13.22	13.42	53,911
05/08/2015	13.65	13.73	13.332	13.65	55,435
05/07/2015	13.38	13.69	13.35	13.52	42,149
05/06/2015	13.04	13.46	13.04	13.34	63,462
05/05/2015	13.41	13.65	13.02	13.07	37,834
05/04/2015	13.65	13.83	13.21	13.37	49,415
05/01/2015	13.39	13.83	13.2	13.32	39,787
04/30/2015	13.75	13.75	13.2301	13.32	50,945
04/29/2015	14.04	14.08	13.82	13.83	16,773
04/28/2015	13.91	14.17	13.82	14.06	25,217
04/27/2015	14.03	14.21	13.7601	13.97	40,522
04/24/2015	13.86	14.11	13.8	14	32,371
04/23/2015	13.72	13.922	13.655	13.87	24,937
04/22/2015	13.55	13.86	13.47	13.82	36,016
04/21/2015	13.63	13.73	13.45	13.54	36,308
04/20/2015	13.29	13.75	13.29	13.67	28,055

Date	Open				
04/17/2015	13.59	13.59	13.13	13.25	61,500
04/16/2015	13.73	13.81	13.57	13.69	14,583
04/15/2015	13.54	13.9	13.4801	13.73	27,980
04/14/2015	13.61	13.66	13.43	13.51	25,301
04/13/2015	13.71	13.78	13.5501	13.61	34,509
04/10/2015	13.84	13.9	13.61	13.79	26,524
04/09/2015	13.82	13.83	13.35	13.81	31,130
04/08/2015	13.79	13.81	13.5201	13.81	27,446
04/07/2015	13.71	13.8	13.46	13.74	41,547
04/06/2015	13.48	13.825	13.35	13.69	52,914
04/02/2015	13.76	13.76	13.4	13.51	30,661
04/01/2015	13.41	13.76	13.41	13.71	99,304
03/31/2015	13.58	13.62	12.44	13.45	381,339
03/30/2015	13.48	13.63	13.44	13.62	41,277
03/27/2015	13.62	13.63	13.35	13.46	21,666
03/26/2015	13.43	13.69	13.36	13.62	19,829
03/25/2015	13.66	13.71	13.3802	13.46	36,437
03/24/2015	13.61	13.69	13.57	13.65	20,975
03/23/2015	13.61	13.67	13.58	13.61	54,772
03/20/2015	13.65	13.65	13.44	13.63	98,637

*This data reflects the latest intra-day delayed pricing.

Download this file in Excel Format

EXHIBIT 45

Confidential – Filed Under Seal

EXHIBIT 45

JA2137 - JA2194
HAVE BEEN REMOVED
ARE FILED UNDER SEAL

EXHIBIT 46

SHEPPARD, MULLIN, RICHTER & HAMPTON LLP
A Limited Liability Partnership
Including Professional Corporations
ADAM F. STREISAND, Cal. Bar No. 155662
NICHOLAS J. VAN BRUNT, Cal. Bar No. 233876
VALERIE E. ALTER, Cal. Bar No. 239905
1901 Avenue of the Stars, Suite 1600
Los Angeles, California 90067-6055
Telephone: 310.228.3700
Facsimile: 310.228.3701
Email: astreisand@sheppardmullin.com
nvanbrunt@sheppardmullin.com
valter@sheppardmullin.com

Attorneys for JAMES J. COTTER, JR.

SUPERIOR COURT OF THE STATE OF CALIFORNIA

COUNTY OF LOS ANGELES, CENTRAL DISTRICT

In re the JAMES J. COTTER LIVING TRUST dated August 1, 2000, as amended	Case No. BP159755 Assigned for All Purposes to: The Hon. Clifford L. Klein **PETITION BY JAMES J. COTTER, JR. FOR IMMEDIATE SUSPENSION OF POWERS OF ANN MARGARET COTTER AND ELLEN COTTER AS CO-TRUSTEES AND FOR APPOINTMENT OF TEMPORARY TRUSTEE; PETITION FOR PERMANENT REMOVAL; DECLARATION OF RICHARD SPITZ IN SUPPORT THEREOF; CONSENT OF MICHAEL J. SEIBERT** **Date: April _, 2016** **Time: 8:30 a.m.** **Dept: 9**

I. INTRODUCTION

1. Pursuant to Probate Code sections 15642 and 17200, James J. Cotter, Jr. ("**Jim Jr.**") petitions this court for an order appointing a temporary trustee and suspending the powers of Ann Margaret Cotter ("**Margaret**") and Ellen Cotter ("**Ellen**"), as co-trustees of the James J. Cotter Living Trust dated August 1, 2000 (the "**Trust**"). Margaret and Ellen have abused their conflict of interest to favor their own personal, pecuniary self-interest over the interest of the beneficiaries. A temporary trustee whose loyalty is solely to the Trust beneficiaries is urgently needed to prepare for the annual stockholders' meeting of Reading International, Inc. (the "**Company**" or "**RDI**") in June 2016 and to act on behalf of the Trust in the sole interest of the beneficiaries.

2. The Trust's largest asset is a majority interest in the voting stock of RDI. James J. Cotter, Sr. ("**Jim Sr.**") directed the stock to be held in trust for the benefit of his grandchildren: three of whom are Jim Jr.'s children and two are Margaret's children. But Margaret and Ellen are wholly dependent upon RDI as employees for their livelihoods. Abusing their power over the stock as co-trustees of the Trust and executors of Jim Sr.'s will, Margaret and Ellen orchestrated promotions and massive compensation increases for themselves. They elevated their own self-interest over the interest of the grandchildren in finding an appropriate CEO to manage the Trust's largest asset. Ellen deliberately interfered with and corrupted a search process set in motion by the RDI Board so that she could take the CEO job for herself. That she is utterly unqualified is established conclusively by the RDI Board and its independent search firm who determined the criteria necessary for the new CEO: Ellen simply fails to match up in any possible way to the Board's own criteria.

3. To begin with, Margaret and Ellen abused their power to create the vacancy in the office of CEO. Jim Sr. was the CEO of RDI. At the Board's request, Jim Sr. submitted a succession plan. He recommended that Jim Jr., who was President, succeed his father as CEO. The RDI Board accepted that plan. When Jim Sr. stepped down, the Board named Jim Jr. as CEO. When their father died, Margaret and Ellen demanded

promotions, long-term employment contracts and pay-raises. Jim Jr., in exercising his fiduciary duties, properly declined such demands and Margaret and Ellen revolted.

4. Enraged, Margaret and Ellen exploited their fiduciary powers to stage a boardroom coup and fire Jim Jr. In order to find a replacement CEO, the RDI Board retained an independent search firm. But Margaret and Ellen then exploited their power to derail the search process and handed the job to Ellen. Ellen, however, woefully fails to match the criteria established by the Board and its independent search firm for the position. The Search Committee—with the concurrence of Margaret and Ellen—determined that the CEO must possess significant real estate development experience and expertise to help RDI unlock the growth driver of its business, its materially under-developed real estate assets. Ellen has no experience that would qualify her for the job as defined by the Board and the independent search firm. The search firm identified candidates who were interviewed for the position and who did have extensive real estate experience and proven track records in the field. In fact, had the RDI Board simply decided to hire from within, there are even other RDI employees with more appropriate credentials for the job than Ellen. But those employees lack one thing Ellen purports to have: power, together with Margaret, over the Trust and Jim Sr.'s estate. They exploited that power and thwarted the efforts of the search firm retained for the express purpose of finding an appropriate CEO to manage RDI.

5. The rationale? There can be no legitimate explanation for handing the job to a person who pales in comparison to the criteria for the position, the candidates identified by the independent search firm who matched that criteria, or even internal candidates whom the Board might have considered. Instead, the Search Committee explained: "as a practical matter, the nominee will need to be acceptable to Ellen Cotter and Margaret Cotter as representatives of the controlling stockholder of the Company … the scope and extent of [Ellen's] personal financial interest in the Company, and the scope and extent of her control over the Company given her position as Co-executor of the James J. Cotter, Sr. Estate, and as a Co-Trustee of the James J. Cotter, Sr. Trust, and the likely impact of such

interest and obligations on her performance as President and Chief Executive Officer." (Spitz Addendum Ex. H at 8.) That is all one needs to know: in their own words, by their own admission, it was their abuse of power that dictated the self-interested result.

6. But that's not all. Ellen then promoted Margaret to a position to which she is also wholly unqualified. And again, that's not all. Under the complete control and domination of Margaret and Ellen, the Board tripled Ellen's expected compensation and increased Margaret's significantly. Ellen's expected compensation is now quadruple the compensation that Jim Jr. received while he served as CEO of RDI. They did all this while the stock price for RDI has declined 17 percent since they ousted Jim Jr. Meanwhile, RDI has just reported to the Securities and Exchange Commission that it will not even be able to file its Annual Report on Form 10-K on time, a bad sign for a public company.

7. These actions have resulted in lawsuits by independent outside investor groups and have already caused significant damage to the stock value of RDI. In a lawsuit resulting from this sham CEO search, outside institutional investors allege:

> The CEO search process undertaken by the Search Committee was a ruse to give the outward appearance to Plaintiffs and other public shareholders that the Board had undertaken an independent search using search criteria employed by a national executive search firm. However, after paying Korn Ferry hundreds of thousands of dollars, Ellen Cotter, Margaret Cotter, Bill Gould and Doug McEachern (the Search Committee) abruptly cancelled Korn Ferry's search process before it could complete its assignment and make a recommendation on the most qualified candidate(s) to the Board. The payment of hundreds of thousands of dollars to Korn Ferry constitutes corporate waste. Further, the members of the Board did not exercise an independent, informed decision-making process when they voted to appoint Ellen Cotter as the permanent CEO, because (1) they did not interview any of the candidates; (2) they were only provided with a written summary of the Search Committee's work two days before the Board meeting to vote on Ellen Cotter; (3) Korn Ferry's further assessment of the semi-finalist candidates was terminated by the Search Committee before it could complete its contractual assignment and make a final recommendation to the Board on the most qualified candidate(s).

8. There is nothing about Ellen aborting the CEO search process, taking the CEO job for herself in an instance where she is demonstrably unqualified for it by RDI's

own metrics, promoting her sister, and massively increasing their own compensation (not to mention inviting litigation over their actions by outside investor groups), that benefited the beneficiaries of the Trust. Ellen hijacked the CEO process solely out of self-interest, preventing RDI from finding the appropriate and best person to manage this Company for the interest of the beneficiaries. Margaret and Ellen abused their power and their irreconcilable conflict of interest to benefit themselves. The court should appoint a temporary trustee whose loyalty is solely to the grandchildren, and who can exercise the rights of a Trustee free from any such conflicts of interest.

9. RDI's annual stockholders' meeting is set for June 2, 2016. A temporary trustee with the power to act for the benefit of the grandchildren's interest, free from any personal stake or conflict of interest, is critical. The temporary trustee will need time to become acquainted with RDI and the matters to be acted upon at the annual meeting; hence, the urgent need for this relief.

10. This petition is supported by the Declaration of Richard Spitz. From 1996 until 2009, Mr. Spitz rose to be the most successful executive recruiter and in the top brass of Korn/Ferry International, Inc. ("**Korn Ferry**"), the same independent search firm retained by RDI to find a CEO to replace Jim Jr. During his tenure at Korn Ferry, including as Chairman of the Global Technology Market, Mr. Spitz conducted well over 500 senior level executive searches, including well over 150 president and CEO searches.

11. Mr. Spitz examined the Company's search process and, as his Declaration demonstrates, has concluded the Board initiated an appropriate search, but that Ellen hijacked that process and prevented the Board and Korn Ferry from finding a suitable person for the job, instead causing the Board to appoint Ellen, who is totally unqualified based upon the criteria established by the RDI Board and Korn Ferry.

12. More specifically, Mr. Spitz declares at Paragraphs 34 to 38 of his Declaration:

> 34. From my review, it appears that the search process conducted by the Board was appropriate at its beginning. At the outset, the Board outlined a complete and proper search

process. It authorized the formation of a search committee and the selection of a reputable executive search firm from three leading firms. The Board, through the delegated Search Committee, took responsibility for developing the requirements for the new CEO. The Board retained authority to set the compensation for the CEO, and to interview the Search Committee's top three candidates. The Company hired a reputable search firm and provided for an assessment process that would "de-risk" the selection of the final candidate from either the internal or external candidate pool. Finally, the Position Specification was approved that reflected the strategic imperative of the Company and focused the search process on finding someone who could unlock the "value gap" of its real estate holdings.

35. At some point in time, Ellen Cotter announced her intention to be a CEO candidate to the Search Committee, and the search process then became corrupted. When she made the announcement to the Search Committee, Ellen Cotter had already interviewed and selected the executive search firm on behalf the Board, she had been the de-facto Search Committee chair and she had managed the Korn Ferry search activities for several months. That she did not interview candidates competing for the position did not remove the tremendous influence she had over the search process and its outcome. And while it is not clear exactly when she made her announcement to the Search Committee, a month or more after the first candidate interviews were conducted, the Search Committee still had not yet selected a new chair. The Company's materials additionally do not indicate that Ellen Cotter notified the Board of her candidacy until December 2015. Addendum Ex. K. The conduct of Ellen Cotter with respect to service on the Search Committee undermines the confidence one should have that the search process was properly directed and completed. As a key driver of the process who failed to announce her intentions on a timely basis, Ellen Cotter was in a position to ensure that the search for external candidates would not succeed. As a result of her activities as the de-facto chair of the Search Committee and the failure of the Search Committee to complete the search process in accordance with Positon Specification and the Engagement Letter, I have no confidence that the search process was properly managed.

36. While the Search Committee believed that the Korn Ferry search activities resulted in a number of "high caliber" external candidates, it decided not to have any external candidates assessed and presented to the entire Board. In so doing, the Search Committee did not follow the process mandated by the Board. Rather, the Search Committee determined on its own effectively that the Board would not consider a single candidate who satisfied the requisite candidate criteria set forth in the Position Specification. This is highly concerning not only because the Search Committee failed to properly follow the process but because the Search Committee failed to de-risk the CEO selection by providing the Board with "an objective

and unbiased comparison of both internal and external candidates." Equally concerning is that the Search Committee decided not to have Ellen Cotter's Assessment taken. Her Assessment would have shown the Board how she compared to the CEO success profiles and helped the Board determine whether she was ready to be CEO of RDI. Without interviewing the top Korn Ferry candidates and considering the Assessment for all candidates including Ellen Cotter, the Board could not have made an informed decision when it accepted the Search Committee's nomination.

37. For these reasons I find that the search process was corrupted and not properly conducted. Most importantly, as a result of these actions by Ellen Cotter and the Search Committee, the Board did not have the opportunity to address the strategic objective for the search, and the Search Committee had ignored the Position Specification that it had created. If unlocking the intrinsic value of the Company's real estate holdings was not the Company's objective for conducting the search process, one has to wonder why did the Board (or the Search Committee) authorize and undertake the following:

- Set up its externally focused search process;
- Hire an executive search firm;
- Pay Korn Ferry $230,000 in fees;
- Set up an Assessment process;
- Approve the Position Specification;
- Conduct a search for more than 5 months;
- Interview 6 senior executives with significant real estate development experience; and
- Dismiss all external candidates without a Board interview
- Ignore all internal candidates except one, the Board Chair and former Search Committee chair.

38. Had the search process been carried out properly and not been corrupted by actions of Ellen Cotter and the Search Committee, there would be no question about the purpose of the search. But they did corrupt the process, and the Board did not take corrective action. So one has to conclude I as do here that the search process was not undertaken with the intent for it to produce the final candidate.

(Sptiz Decl. ¶¶ 34-38.)

II. JURISDICTIONAL ALLEGATIONS

13. This court has jurisdiction over Jim Jr.'s Petition, which concerns the internal affairs of the Trust, pursuant to California Probate Code § 17000(a).

14. Venue is proper pursuant to California Probate Code § 17005(a)(1), because the principal place of the Trust's administration is in Los Angeles County.

III. MARGARET AND ELLEN BREACH THEIR FIDUCIARY DUTIES BY INSTALLING ELLEN AS RDI'S PRESIDENT AND CEO

15. Jim Jr. became RDI's President in June 2013. He became its CEO on August 7, 2014, pursuant to the Company's Board-accepted long-term succession plan, when Jim Sr. was no longer able to continue in that role.

16. As set forth in detail in Jim Jr.'s removal petition filed August 18, 2015, when Jim Jr. rejected demands by Ellen and Margaret for promotions and pay increases, they orchestrated a boardroom coup with their control over the Trust and Jim Sr.'s estate and terminated Jim Jr.'s employment with RDI. The Board named Ellen as interim President and CEO. Jim Jr. not only filed his removal petition but also filed a derivative action in Nevada District Court. Outside investors also filed a derivative action angered over the ouster of Jim Jr.

17. After this stunt, the Board approved a search process to find a replacement CEO. Margaret and Ellen acted as if they were heeding the advice for only so long as it suited their interests.

A. ELLEN LEADS A CEO SEARCH AND HIRES KORN FERRY

18. The search process began when, at its June 2015 meeting, the Board authorized the formation of a search committee (the "**Search Committee**"). Although the Board delegated some authority to the Search Committee, it retained for itself the responsibility of interviewing the "three top candidates," and setting the compensation of the chosen candidate. (Spitz Addendum, Ex. G at 2.)

19. With Margaret and Ellen playing along, Ellen populated the Search Committee (with Ellen acting as Chair) along with her sister Margaret and Board members

Doug McEachern and William Gould. Ellen obtained the right to select the executive search firm.

20. Ellen chose Korn Ferry. Korn Ferry had an advantage: Korn Ferry's proprietary assessment process for the finalists, available for an additional cost, would enable the Company to "de-risk" the search and selection process. (Spitz Addendum, Ex. I.)

21. Ellen herself signed an engagement agreement with Korn Ferry on August 3, 2015, of which she notified RDI's Board on August 4, 2015. (Spitz Addendum, Ex. J.)

22. The terms of Korn Ferry's engagement were clear (as memorialized in its engagement letter signed by Ellen): it was to find a "new CEO" who was "a strong leader and manager who can directly impact value creation for the firm's ***real estate*** portfolio." (Spitz Addendum, Ex. H at 11 (emphasis added).)

B. <u>THE SEARCH PROCESS</u>

23. Korn Ferry set forth a six-step process to be used to find a qualified President and CEO, including (1) developing a profile of a successful candidate, (2) assessing candidates, (3) interviewing candidates, (4) drafting assessment reports of the candidates, (5) reporting the assessments to the Board, and (6) providing face-to-face feedback to internal candidates and the new CEO. (Spitz Addendum, Ex H at 12-14.)

24. In September 2015, Korn Ferry, with Ellen and Margaret's input and approval, prepared a position specification for RDI, which confirmed that RDI sought to recruit a leader who possessed substantial real estate experience who could unlock the value of its real estate holdings, the Company's growth driver. (Spitz Decl. ¶¶ 9-11, 18-19; Addendum Ex H at 5, 13, 21-22.) This demonstrates recognition of the economic realities of this Company. According to the Company's Annual Report on Form 10-K filed with the SEC for 2014, its cinema business was mature with low growth potential. RDI thus decided to use the fairly consistent cash flow from its cinema activities to fund its real estate activities. As the Company and various third-party investors and analysts recognized, the Company's real estate activities were its growth driver. (Spitz Decl. ¶¶ 9-

11; Addendum Exs. A at 3, 4, 6, 39; C-E.) Thus, a CEO with significant full cycle real estate experience was required to unlock the value of those real estate assets in order for RDI to grow.

25. The position specification thus summarized that "the successful candidate will be a proven leader with significant real estate investment and development experience. The new Chief Executive ***must have*** a proven and verifiable track record in directing and managing diverse real estate organizations and businesses." (Spitz Addendum, Ex. H at 21 (emphasis added).)

26. The specification additionally provided specific qualifications related to real estate, including, without limitation: (1) a "[m]inimum of 20 years of relevant experience within the real estate industry, with at least five years in an executive leadership position within dynamic public or private company environments," (2) a "[p]roven track record in the full cycle management of development investments . . . and vertical construction, with a proven record of value creation," and (3) a "[a] track record or raising debt and equity capital, with additional exposure to joint-ventures, M&A, and institutional/investor relations.[1] (Spitz Addendum, Ex. H at 21-22.)

27. Consistent with this strategy of seeking a real estate person, between November 13, 2015 and December 23, 2015, the Search Committee interviewed six candidates, all of whom were real estate professionals with extensive real estate backgrounds. During the process, the Search Committee again confirmed that it was looking for a real estate professional, and "directed Korn Ferry to focus more on individuals with both operating company and real estate experience, ideally in a public company setting." (Spitz Addendum, Ex. H at 5.)

---

[1] The position specification was beneficial to Ellen and Margaret. Even if Ellen was not President and CEO, a CEO with real estate experience but not cinema experience ensured Ellen would maintain control over the Company's U.S. cinema operations. Similarly, Margaret would maintain control over the live theater operations.

28. The Search Committee was also satisfied with the candidates it was interviewing, remarking that they were of "the highest caliber, and that any of them would likely be competent to run a company such as Reading." (Spitz Addendum, Ex. H at 8.)

29. None of that mattered, however, once Ellen, who has none of the desired real estate experience, declared her candidacy to the Board.

C. ELLEN DECLARES HER CANDIDACY, DISREGARDS THE SEARCH PROCESS, AND PURSUES HER OWN AGENDA

30. On December 17, 2015—four months after Ellen informed the Board of Korn Ferry's engagement—Ellen clued the Board in on the status of the search process, including for the first time, that she was a candidate for the CEO position—to be clear, Korn Ferry never identified Ellen as an appropriate candidate before she announced her candidacy on December 17, 2015.

31. From Ellen's December 17, 2015 communication and subsequent documents provided to the Board, it is clear that Ellen and Margaret used their power as purported controlling shareholders of RDI to abort the search process midway through and appoint Ellen President and CEO, despite her lack of qualifications.

32. Some time after declaring on her candidacy for CEO, in November 2015, Ellen resigned from the Search Committee, as though that would somehow cure how she corrupted the process.[2]

33. Although Ellen resigned from the Search Committee, Margaret, despite her obvious conflict of interest, did not.

34. On December 17, 2015, Korn Ferry recommended that it be permitted to undertake further and more detailed analysis of Ellen and two candidates with significant real estate experience whom Korn Ferry had actually identified for the job. Unlike the

---

[2] Because Ellen did not did not inform the Board of her resignation from the Search Committee until December 17, 2015, no replacement chair was appointed until that date, making it unclear who was interfacing with Korn Ferry and otherwise leading the Search Committee after Ellen's supposed resignation.

other two candidates, Korn Ferry had not done any assessment of Ellen as a CEO candidate. Of course, what happened next should come as no surprise if one is following along: the Search Committee rejected Korn Ferry's recommendation that it needed to conduct further assessment of all three candidates, which was the raison d'être for choosing Korn Ferry in the first place.

35. Instead, the Search Committee decided on December 17, 2015 that the Search Committee—not Korn Ferry—would interview one last candidate identified by Korn Ferry on December 23, 2015, and if the Search Committee decided it preferred Ellen, the Search Committee would instruct Korn Ferry to suspend its work—for which RDI had already paid a significant amount of money—given the Committee members' extensive past experience with Ellen Cotter." (Spitz Addendum, Ex. H at 6.)

36. The Search Committee, including Margaret, purportedly interviewed Ellen on December 23, 2015, even though she had none of the real estate experience that the Board and independent search firm determined were the critical criteria for the job.

37. On December 23, 2015, after interviewing the final candidate, the Search Committee determined—despite Korn Ferry's recommendation that it conduct its independent assessment—that "the consensus of the Committee was that Ellen Cotter would likely be the Committee's recommended candidate." (Spitz Addendum, Ex. H at 7.)

38. Of course, that result was pre-ordained as evidenced by the fact that on December 18, 2015, five days before this last interview, Craig Tompkins, "special counsel" to Ellen as interim CEO, ordered Korn Ferry to suspend all further work pending a determination of Ellen's candidacy.

39. On December 29, 2015, the Search Committee again met and agreed to recommend Ellen for the President and CEO position. In another bit of Kabuki theater, once Messrs. Gould and McEachern voted in favor of Ellen's appointment, Margaret elected to abstain from the vote. Margaret, however, stated her wholehearted concurrence with and support of the Search Committee's recommendation of Ellen.

40. On January 8, 2016, on the basis of the Search Committee's recommendation of Ellen, the Board appointed Ellen as President and CEO, despite the fact that the Board did not, as originally agreed, interview any finalist candidates, the fact that Ellen did not undergo the in-depth Korn Ferry assessment, for which RDI paid handsomely, and did not in any way match the position specification.

D. THE SEARCH PROCESS DEMONSTRATES THAT MARGARET AND ELLEN ACTED IN THEIR SELF-INTEREST

41. The Company's abandonment of the CEO search process on which it had spent hundreds of thousands of dollars immediately upon Ellen's informing the Board of her candidacy makes clear that that Ellen and Margaret were acting in their self-interest—not in the best interest of the beneficiaries—and in breach of their fiduciary duties to the Trust.

42. Simply, Ellen and Margaret used their power as purported controlling shareholders to abort the search process and appoint Ellen President and CEO, despite her lack of qualifications. It is true that the Search Committee did mention real estate once—despite the clear focus on real estate executives in the search process—in recommending Ellen, claiming that Ellen "demonstrated her competency and experience in dealing with real estate matters in her handling of the Cannon Park and Sundance matters and her activities in connection with the development/refurbishment of a variety the Company's cinemas." (Spitz Addendum, Ex. H at 9.) This really simply serves as further evidence that RDI knew that real estate was king and it had to find some way of mentioning real estate after embarking on a costly search for a real-estate professional with 20 years of experience focused solely on real estate. However, Ellen's handling of an acquisition of a fully developed/stabilized shopping center that was fully leased, and a busted acquisition deal for some theatres (it was never consummated) not development of anything new, does not even come close to addressing the needs of the Company's strategic imperative, or the position specification, which sought a minimum of 20 years of experience through the full cycle of real estate development.

43. The Search Committee chose Ellen not for her qualifications, but because "as a practical matter, the nominee will need to be acceptable to Ellen Cotter and Margaret Cotter as representatives of the controlling stockholder of the Company. . . . the scope and extent of her [Ellen's] personal financial interest in the Company, and the scope and extent of her control over the Company given her position as Co-executor of the James J. Cotter, Sr. Estate, and as a Co-Trustee of the James J. Cotter, Sr. Trust, and the likely impact of such interest and obligations on her performance as President and Chief Executive Officer." (Spitz Addendum, Ex. H at 8.)

44. It is also interesting to consider what might have happened had the Board and Korn Ferry determined that real estate is not the growth driver and essential value of RDI, but that the Company needs a CEO with cinema experience. Ellen has been responsible for the domestic cinema operations. But even if the Board had made a drastically different decision—one that would make no sense based upon the economics of this Company—that the CEO should be someone with cinema experience, there was no search for a cinema person from outside the Company to determine whether Ellen's qualifications would have satisfied such a hypothetical CEO job description, and Ellen does not even match up internally at RDI. Take, for example, Wayne Smith. He actually submitted his resume, but no one considered Mr. Smith, because the Search Committee and Korn Ferry decided they needed a real-estate CEO. Had the Board set its sights on a cinema person, Mr. Smith runs circles around Ellen. He operates Australia and New Zealand. Mr. Smith's division trounces the performance of the domestic cinema division run by Ellen.

45. The Company's own records make clear that it was Ellen's identity, and not her performance or her qualifications, that landed her the CEO role.

E. ELLEN'S FIRST ACTS ARE SELF-INTERESTED BREACHES OF DUTY THAT HARM THE BENEFICIARIES

46. After succeeding in taking for herself the role of President and CEO, Ellen and Margaret have continued to act in their own self-interest, rather than in the best interests of the Trust's beneficiaries.

47. Given her total inexperience with real estate development, and the importance of real estate to the Company, as shown by the position specification (and supported by the Company's balance sheet), perhaps Ellen might have taken some action to shore up the Company's need for real-estate experience. Instead, at a February 18, 2016 Board meeting, Ellen declared that she was unilaterally appointing Margaret as head of the Company's domestic real estate division. Counsel advised her that she only had the authority as CEO to recommend such an appointment. Margaret, like her sister, is wholly unqualified for that role. Margaret has virtually no experience developing commercial real estate. Even Board member Edward Kane, one of Margaret and Ellen's staunchest supporters, said as of January 9, 2014 that Margaret should not have "control over the NYC properties given her total lack of experience."

48. Again putting themselves before the beneficiaries of the Trust, Ellen and Margaret caused themselves to be awarded huge bonuses from RDI—orders of magnitude greater than when Jim Sr. was alive. They received similarly startling compensation increases, with Ellen going from total compensation of $410,000 in 2014 to $1,177,500 in 2016 and Margaret going from $397,000in 2014 to $555,000 in 2016. They awarded themselves these salaries and expected bonuses even though RDI's stock has ***declined 17 percent*** since they ousted Jim Jr. in June 2015, and Ellen took over as interim President and CEO.

49. Ellen's new outlandish compensation is particularly important because the Search Committee justified hiring Ellen, as opposed to other external candidates who met the Company's real estate requirements, because of the compensation demands of the other candidates. (Spitz Decl. ¶ 31; Addendum Ex. H at 8,) The compensation that the other

candidates demanded, however, were not out-of-step with the $1.2 million that Ellen is expected to receive next year. Thus, the Company's focus on the compensation requested by outside candidates was merely a pretext to disregard them in favor of Ellen.

IV. INJURY TO THE BENEFICIARIES FROM ELLEN'S APPOINTMENT

50. Margaret and Ellen's conduct—appointing themselves to positions for which they are completely unqualified with exorbitant salaries—has injured and will continue to injure the beneficiaries of the Trust by harming the Company's performance.

51. The stock market has reacted very negatively to Ellen's leadership. Since Ellen became interim CEO in June 2015, RDI's stock is down more than *17%*. By comparison, the NASDAQ, of which RDI is a part, fell only 6% during the same time period.

52. The Trust owns approximately 70% of the voting shares of the Company, and millions of shares of non-voting stock. Stated otherwise, the Trust beneficiaries are paying dearly in losses from the fiduciary breaches by the Trustees.

53. As a result, the value of the Trust assets to the beneficiaries has significantly decreased as a result of Ellen and Margaret's actions.

V. MARGARET AND ELEN'S POWERS SHOULD BE SUSPENDED AND A TEMPORARY TRUSTEE SHOULD BE APPOINTED

54. A trustee has a duty to exercise reasonable care, skill, and prudence in administering the trust. Prob. Code § 16040(a).

55. Ellen and Margaret have a duty under Probate Code § 16002, to administer the trust solely in the interest of the beneficiaries. As part of that duty, a trustee must act impartially with all trust beneficiaries, and must not use or deal with trust property for the trustee's own profit, or take part in any transaction in which the trustee has an interest adverse to the beneficiaries. Prob. Code § § 16003-16004.

56. The trustee also has a fiduciary duty to take reasonable steps to control and preserve trust property, and to make the trust property productive. Prob. Code § § 16006-16007.

57. Ellen and Margaret have a duty to manage the corporation consistent with their duties as trustees, *i.e.*, in the interests of the beneficiaries of the trust. *Estate of Feraud* (1979) 92 Cal.App.3d 717, 723 (explaining that because "the beneficial owners of the stock of the corporation in this case were the beneficiaries of the three trusts ... [the trustee] was under a duty to these beneficiaries to administer the three trusts, including their principal asset, the Company, solely in their interests [citations] . . . ." (emphasis in original)).

58. Pursuant to Probate Code sections 15642 and 16420, Jim Jr. requests that the court immediately suspend the powers of Margaret and Ellen as co-trustees for violating their duties as co-trustees by causing Ellen to be appointed President and CEO of the Company, a role for which she is clearly unqualified, even by her own standards, because it is in their personal interest to do so, even though it is clearly not in the best interest of the beneficiaries. Cal. Probate Code §§ 15642(b)(1) ("Where the trustee has committed a breach of the trust"); (b)(2) ("Where the trustee is ... unfit to administer the trust"); (b)(3) ("Where hostility or lack of cooperation among co-trustees impairs the administration of the trust"); (b)(4) ("Where the trustee fails or declines to act"); and (b)(9) ("For other good cause").

59. Margaret and Ellen should be immediately suspended for violating their duties as co-trustees by causing Margaret to lead the Company's domestic real estate division, even though she is unqualified for such role and appointing Margaret to that role is clearly not in the best interest of the beneficiaries.

60. Margaret and Ellen have caused themselves to receive large and undeserved compensation increases, which shows that they are acting to further their personal interests, not protect the interests of the beneficiaries. For this additional reason, Margaret and Ellen should be immediately suspended.

61. Pursuant to Probate Code sections 15642 and 16420, Jim Jr. requests that the court appoint a temporary trustee to take all actions necessary to accomplish the Trust's terms during the period of suspension pending an outcome on the removal petition,

including without limitation, any authority to exercise any rights in respect of the Trust's ownership of RDI stock. Jim Jr. proposes the appointment of Michael J. Seibert, a private professional fiduciary, of LA Fiduciary Partners LLC to serve as the temporary trustee. Mr. Seibert's consent is attached hereto and incorporated herein by reference.

VI. PERSONS ENTITLED TO NOTICE

62. The following persons are entitled to notice of this Petition (there have been no requests for special notice):

Margaret G. Lodise, Esq. Kenneth M. Glazier, Esq. Douglas E. Lawson, Esq. SACKS, GLAZIER, FRANKLIN & LODISE LLP 350 South Grand Avenue, Suite 3500 Los Angeles, CA 90071	Attorneys for Petitioners, Ann Margaret Cotter and Ellen Cotter
Harry P. Susman, Esq. SUSMAN GODFREY L.L.P. 1000 Louisiana, Suite 5100 Houston, TX 77002	Attorneys for Petitioners, Ann Margaret Cotter and Ellen Marie Cotter
Glenn Bridgman, Esq. SUSMAN GODFREY L.L.P. 1901 Avenue of the Stars, Suite 950 Los Angeles, CA 90067-6029	Attorneys for Petitioners, Ann Margaret Cotter and Ellen Marie Cotter
James J. Cotter, Jr. 311 Homewood Los Angeles, California 90049	Adult Son; Beneficiary; Successor Co-Trustee
Ellen Marie Cotter 20 East 74th Street, Apt. 5B New York, NY 10021	Adult Daughter; Beneficiary; Successor Co-Trustee; Co-Executor
Ann Margaret Cotter 120 Central Park South Apt. 8A New York, NY 10019	Adult Daughter; Beneficiary; Successor Co-Trustee; Co-Executor
Duffy James Drake 120 Central Park South	Minor Grandson; Beneficiary

Apt. 8A New York, NY 10019	
Margot James Drake Cotter 120 Central Park South Apt. 8A New York, NY 10019	Minor Granddaughter; Beneficiary
Sophia I. Cotter 311 Homewood Los Angeles, California 90049	Minor Granddaughter; Beneficiary
Brooke E. Cotter 311 Homewood Los Angeles, California 90049	Minor Granddaughter; Beneficiary
James J. Cotter 311 Homewood Los Angeles, California 90049	Minor Grandson; Beneficiary
Gerard Cotter 226 Pondfield Road Bronxville, New York 10708	Beneficiary
Victoria Heinrich 186 Cherrybrook Lane Irvine, California 92613	Beneficiary
Susan Heierman 262 West Pecan Place Tempe, Arizona 85284	Beneficiary
Eva Barragan 13914 Don Julian La Puente, California 91746	Beneficiary
Mary Cotter 2818 Dumfries Road Los Angeles, California 90064	Beneficiary
James J. Cotter Foundation Reading International 6100 Center Drive	Beneficiary

Suite 900 Los Angeles, California 90045	

VII. PRAYER FOR RELIEF

WHEREFORE, Jim Jr. prays for an order granting the Petition as follows:

1. Immediately suspending the powers of Margaret and Ellen pending hearing on permanent removal;

2. Appointing Michael J. Seibert as the temporary trustee in place and instead of Margaret and Ellen to exercise all powers under Trust pending hearing on permanent removal of Margaret and Ellen;

3. Permanently removing Margaret and Ellen and appointing Michael J. Seibert as successor trustee of the Trust in their place;

4. Surcharging Margaret and Ellen for any damage caused by their breaches of fiduciary duty according to proof at trial;

5. That Margaret and Ellen be ordered to disgorge any attorneys' fees and costs paid from the Trust in defense of this Petition, as not being reasonably incurred for the benefit of the Trust;

6. For costs of suit, including attorneys' fees; and

7. For such other relief as the court may deem just and proper.

Dated: March 24, 2016

SHEPPARD, MULLIN, RICHTER & HAMPTON LLP

By

ADAM F. STREISAND
NICHOLAS J. VAN BRUNT
Attorneys for JAMES J. COTTER, JR.

VERIFICATION

STATE OF CALIFORNIA, COUNTY OF LOS ANGELES

I have read the foregoing **PETITION BY JAMES J. COTTER, JR. FOR IMMEDIATE SUSPENSION OF POWERS OF ANN MARGARET COTTER AND ELLEN COTTER AS CO-TRUSTEES AND FOR APPOINTMENT OF TEMPORARY TRUSTEE; PETITION FOR PERMANENT REMOVAL; DECLARATION OF RICHARD SPITZ IN SUPPORT THEREOF; CONSENT OF MICHAEL J. SEIBERT** and know its contents.

I am a party to this action. The matters stated in the foregoing document are true of my own knowledge except as to those matters which are stated on information and belief, and as to those matters I believe them to be true.

Executed on March 23, 2016, at Los Angeles, California.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

James J. Cotter, Jr.
Print Name of Signatory

Signature

SMRH:475114214

Electronically Filed
09/23/2016 02:05:38 PM

CLERK OF THE COURT

0064
COHEN|JOHNSON|PARKER|EDWARDS
H. STAN JOHNSON, ESQ.
Nevada Bar No. 00265
sjohnson@cohenjohnson.com
255 East Warm Springs Road, Suite 100
Las Vegas, Nevada 89119
Telephone: (702) 823-3500
Facsimile: (702) 823-3400

QUINN EMANUEL URQUHART & SULLIVAN, LLP
CHRISTOPHER TAYBACK, ESQ.
California Bar No. 145532, *pro hac vice*
christayback@quinnemanuel.com
MARSHALL M. SEARCY, ESQ.
California Bar No. 169269, *pro hac vice*
marshallsearcy@quinnemanuel.com
865 South Figueroa Street, 10th Floor
Los Angeles, CA 90017
Telephone: (213) 443-3000

Attorneys for Defendants Margaret Cotter,
Ellen Cotter, Douglas McEachern, Guy Adams, and Edward Kane

EIGHTH JUDICIAL DISTRICT COURT

CLARK COUNTY, NEVADA

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

Plaintiffs,

v.

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

Defendants.

AND

READING INTERNATIONAL, INC., a Nevada corporation,

Nominal Defendant.

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

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

Related and Coordinated Cases

BUSINESS COURT

INDIVIDUAL DEFENDANTS' MOTION FOR PARTIAL SUMMARY JUDGMENT (NO. 2) RE: THE ISSUE OF DIRECTOR INDEPENDENCE

Judge: Hon. Elizabeth Gonzalez
Date of Hearing: 10/25/16
Time of Hearing: 8:30 AM

TO ALL PARTIES, COUNSEL, AND THE COURT:

Pursuant to Nevada Rule of Civil Procedure 56, Defendants Margaret Cotter, Ellen Cotter, Guy Adams, Edward Kane, Douglas McEachern, Judy Codding, and Michael Wrotniak (collectively, the "Individual Defendants"), by and through their counsel of record, Cohen|Johnson|Parker|Edwards and Quinn Emanuel Urquhart & Sullivan, LLP, hereby submit this Motion for Partial Summary Judgment (No. 2) as to the First, Second, Third, and Fourth Causes of Action in Plaintiff's Second Amended Complaint, to the extent that they assert or rely upon an argument that any of the non-Cotter directors of Reading International, Inc. ("RDI") are not "independent."

This Motion is based upon the following Memorandum of Points and Authorities, the accompanying Declaration of Noah S. Helpern ("HD") and exhibits thereto, the pleadings and papers on file, and any oral argument at the time of a hearing on this motion.

Dated: September 23, 2016

COHEN|JOHNSON|PARKER|EDWARDS

By: /s/ H. Stan Johnson
H. STAN JOHNSON, ESQ.
Nevada Bar No. 00265
sjohnson@cohenjohnson.com
255 East Warm Springs Road, Suite 100
Las Vegas, Nevada 89119

QUINN EMANUEL URQUHART & SULLIVAN, LLP
CHRISTOPHER TAYBACK, ESQ.
California Bar No. 145532, *pro hac vice*
christayback@quinnemanuel.com
MARSHALL M. SEARCY, ESQ.
California Bar No. 169269, *pro hac vice*
marshallsearcy@quinnemanuel.com
865 South Figueroa Street, 10th Floor
Los Angeles, CA 90017

Attorneys for Defendants Margaret Cotter, Ellen Cotter, Douglas McEachern, Guy Adams, and Edward Kane

NOTICE OF MOTION

TO: LEWIS ROCA ROTHGERBER CHRISTIE LLP, Attorneys for Plaintiff.

PLEASE TAKE NOTICE that the above Motion will be heard the 25 day of Oct., 2016 at 8:30 AM in Department ~~XXVII~~ XI of the above designated Court or as soon thereafter as counsel can be heard.

Dated: September 23, 2016

COHEN|JOHNSON|PARKER|EDWARDS

By: /s/ H. Stan Johnson
H. STAN JOHNSON, ESQ.
Nevada Bar No. 00265
sjohnson@cohenjohnson.com
255 East Warm Springs Road, Suite 100
Las Vegas, Nevada 89119

QUINN EMANUEL URQUHART & SULLIVAN, LLP
CHRISTOPHER TAYBACK, ESQ.
California Bar No. 145532, *pro hac vice*
christayback@quinnemanuel.com
MARSHALL M. SEARCY, ESQ.
California Bar No. 169269, *pro hac vice*
marshallsearcy@quinnemanuel.com
865 South Figueroa Street, 10th Floor
Los Angeles, CA 90017

Attorneys for Defendants Margaret Cotter, Ellen Cotter, Douglas McEachern, Guy Adams, and Edward Kane

TABLE OF CONTENTS

Page

I. INTRODUCTION 1

II. FACTUAL BACKGROUND 4

A. The RDI Board at the Time of Plaintiff's Termination 4

1. Margaret and Ellen Cotter 4

2. Douglas McEachern 5

3. Edward Kane 6

4. Guy Adams 8

5. Timothy Storey 10

6. William Gould 11

B. The Composition of the RDI Board Changes 12

1. Dr. Judy Codding 12

2. Michael Wrotniak 13

III. LEGAL STANDARD 13

IV. ARGUMENT 14

A. The Personal or Familial Friendships Involving Directors Kane, Codding, and Wrotniak Are Legally Insufficient to Render Them "Beholden" 15

1. Director Kane Is Independent as a Matter of Law 15

2. Director Codding Is Independent as a Matter of Law 19

3. Director Wrotniak Is Independent as a Matter of Law 20

B. The Financial Relationships Involving Director Adams Are Legally Insufficient to Render Him "Beholden" 22

V. CONCLUSION 27

TABLE OF AUTHORITIES

Page

CASES

Anderson v. Liberty Lobby, Inc.,
477 U.S. 242 (1986) 13

Andreae v. Andreae,
Civ. A. No. 11,905, 1992 Del. Ch. LEXIS 44 (Del. Ch. Mar. 3, 1992) 21

Aronson v. Lewis,
473 A.2d 805 (Del. 1984) 15, 19, 23

Beam ex rel. Martha Stewart Living Omnimedia, Inc. v. Stewart,
845 A.2d 1040 (Del. 2004) 16, 17, 19

Brehm v. Eisner,
746 A.2d 244 (Del. 2000) 22, 25

Crescent/Mach I Partners, L.P. v. Turner,
846 A.2d 963 (Del. Ch. 2000) 17

Frank v. Elgamal,
C.A. No. 6120-VCN, 2014 WL 957550 (Del. Ch. Mar. 10, 2014) 19

Grobow v. Perot,
539 A.2d 180 (Del. 1988) 18, 25

Holcomb v. Ga. Pac., LLC,
289 P.3d 188 (Nev. 2012) 13

In re EZCORP Inc. Consulting Agreement Deriv. Litig.,
C.A. No. 9962-VCL, 2016 WL 301245 (Del. Ch. Jan. 25, 2016) 27

In re Gaylord Container Corp. S'holders Litig.,
753 A.2d 462 (Del. Ch. 2000) 15

In re MFW S'holders Litig.,
67 A.3d 496 (Del. Ch. 2013) 14, 21, 23, 26

In re Transkaryotic Therapies, Inc.,
954 A.2d 346 (Del. Ch. 2008) 15, 20

In re W. Nat'l Corp. S'holders Litig.,
No. 15927, 2000 WL 710192 (Del. Ch. May 22, 2000) 19, 20, 21

In re Walt Disney Co. Deriv. Litig.,
731 A.2d 342 (Del. Ch. 1998) 25

Kahn v. M & F Worldwide,
88 A.2d 635 (Del. 2014) 14, 15

Khanna v. McMinn,
No. Civ. A. 20545-NC, 2006 WL 1388744 (Del. Ch. May 9, 2006) 15, 16, 24

La. Mun. Police Emps.' Ret. Sys. v. Wynn,
No. 2:12-cv-509 JCM, 2014 WL 994616 (D. Nev. Mar. 13, 2014) 14, 17, 20, 24

La. Mun. Police Emps.' Ret. Sys. v. Wynn,
--- F.3d ----, 2016 WL 3878228 (9th Cir. July 18, 2016) 17, 21

LaMantia v. Redisi,
118 Nev. 27 (2002) 14

McWhirter v. Washington Royalties Co.,
152 A. 220 (Del. Ch. 1930)..... 22

Orman v. Cullman,
794 A.2d 5 (Del. Ch. 2002)..... 19, 23, 24

Posadas v. City of Reno,
109 Nev. 448 (1993) 14

Rales v. Blasband,
634 A.2d 927 (Del. 1993) 15

SEPTA v. Volgenau,
C.A. No. 6354-VCN, 2013 WL 4009193 (Del. Ch. Aug. 5, 2013) 15

Shoen v. SAC Holding Corp.,
122 Nev. 621 (2006) 15

Shuck v. Signature Flight Support of Nev., Inc.,
126 Nev. 434 (2010) 14

White v. Panic,
793 A.2d 356 (Del. Ch. 2000)..... 19

Wood v. Safeway, Inc.,
121 Nev. 724 (2005) 13, 14

STATUTES

Nev. R. Civ. Proc. 56 13

NRS 78.138(3) 15

NRS 78.140..... 14

MEMORANDUM OF POINTS AND AUTHORITIES

I. INTRODUCTION

In an attempt to circumvent the "business judgement" rule that would otherwise immediately nullify his challenges to a variety of transactions entered into, and a multitude of corporate conduct engaged in, by the Board of Directors of Reading International, Inc. ("RDI" or "the Company"), Plaintiff has questioned the independence of certain RDI Board members. While he concedes that directors Douglas McEachern, Timothy Storey, and William Gould are "independent" as a matter of law, Plaintiff maintains that historic directors Edward Kane and Guy Adams, as well as newer directors Dr. Judy Codding and Michael Wrotniak, are somehow "beholden" to his sisters Margaret and Ellen Cotter as a result of close personal friendships or significant economic ties. Plaintiff's challenge is, of course, entirely motivated by the Board's termination of him as the Company's CEO and President on June 12, 2015; prior to that time, all historic directors had been elected with his support (including directors Kane and Adams), and he approved of their description as "independent" in documents filed with the SEC mere weeks before his firing.

Plaintiff faces a difficult task to avoid summary judgment on the issue of director independence. As a matter of black-letter law, there is a presumption that all directors are independent, even in situations where a single stockholder or coordinated group controls a majority of a company's shares. To overcome this legal inference, Plaintiff must produce evidence sufficient to show that the challenged non-Cotter directors are so "beholden" to Margaret and Ellen Cotter that their discretion is "sterilized" and they are "unable to consider a business decision on the merits." Because Plaintiff has not made—and cannot make—this showing with respect to ***any*** of the non-Cotter Board members (let alone a majority), there is no genuine issue of triable fact, and summary judgment on the issue of director independence is fully warranted.

First, the "deep friendship" of which Plaintiff complains with respect to director Kane was actually between Kane and the now-deceased James J. Cotter, Sr.—not between Kane and the Cotter sisters. While Margaret and Ellen Cotter at times have called Kane "Uncle Ed," so

has Plaintiff. While each has spoken with Kane outside of the office, so has Plaintiff, who has personally visited Kane at his residence. While Kane has supported certain transactions that Plaintiff now questions, such as a 20% annual raise provided to Ellen Cotter, Plaintiff himself explicitly approved many of them (including the raise), and the others were not in any way improper. There is simply no evidence that the outside relationship between Kane and the Cotter sisters is of such "a bias-producing nature" that Kane would be more willing to risk his well-earned reputation rather than jeopardize his relationship with them. Instead, Kane has stressed that he does not "take into account the Cotter children" when evaluating what is best for RDI, and Plaintiff himself "reviewed" and approved materials filed by RDI with the SEC weeks prior to his termination that identified Kane as "independent." Because the personal relationships and corporate actions that Plaintiff has identified with respect to Kane are factually inapposite and legally insufficient to disturb his presumed independence, summary judgment on the issue of Kane's independence is warranted.

Second, similar to Kane, the "long standing, close personal friendship" of which Plaintiff complains with respect to director Codding is actually between Codding and Plaintiff's *mother*—not with Margaret and Ellen Cotter. Not only is such a relationship wholly irrelevant to Codding's independence, there is no evidence that Plaintiff's mother has chosen sides in the intra-family dispute, that she has relayed this choice to Codding, or that Codding would consider that view to be any way material to her exercise of her duties as an RDI director. Under well-settled law, the fact that Ellen Cotter played a role in Codding's nomination to the RDI Board is also a nonstarter. Courts have routinely held that a director's nomination or election by a large stockholder does not render them "beholden" to their sponsor. Because Plaintiff has not raised a reasonable doubt as to Codding's presumed independence, summary judgment on the issue of Codding's independence is also justified.

Third, as with Codding, the "close" friendship of which Plaintiff complains with respect to director Wrotniak is actually between Margaret Cotter and Wrotniak's *wife*. Prior to his joining RDI's Board, the evidence is that Wrotniak and Margaret Cotter did not have a substantial "ongoing relationship," as they saw each other about "once a year" and only

communicated sporadically via email regarding "show tickets." This falls well short of the "thick as blood relations" standard required to overturn Wrotniak's presumptive independence. Again similar to Codding, the fact that Margaret and Ellen Cotter may have proposed Wrotniak as a nominee is not legally pertinent to the "independence" analysis; the relevant inquiry is not how the director got his position, but rather how he comports himself in it. Because the personal relationship and nomination process identified by Plaintiff are factually irrelevant and legally insufficient to disturb Wrotniak's presumed independence, summary judgment is warranted.

Fourth, and finally, the financial ties of which Plaintiff complains with respect to director Adams are clearly insufficient to render him "beholden" to Margaret and Ellen Cotter as a matter of law. There is nothing unusual about the fees that Adams has earned as an RDI director: the amounts paid to him by the Company are consistent with the compensation paid to all other non-employee directors who have spent substantial time in the past two years addressing the deficiencies in Plaintiff's performance as CEO, Plaintiff's ultimate termination, and the various challenges encountered by the Company in its normal course of business and as a result of Plaintiff's baseless personal attacks. To the extent that Adams has ties to certain Cotter family entities outside of his Board service, those dealings originated years before his election to the RDI Board, were the result of dealings with James J. Cotter, Sr. (rather than any of the Cotter siblings), were well-known to Plaintiff (who worked with Adams on some of these outside ventures), and the funds from those ventures are either contractually-owed to him (and thereby immune from present-day pressures) or immaterial to his overall economic situation. Plaintiff has identified no financial reason why Adams would be biased in favor of Margaret and Ellen Cotter and against him. Instead, given that Adams is of retirement age, has a net worth approaching [redacted], and has been repeatedly found to be "independent" under the NASDAQ standards for the purposes of his general service as an RDI director, there is no reasonable legal basis upon which his presumed independence can be questioned. As such, summary judgment on the issue of Adams' independence is also entirely merited.

II. FACTUAL BACKGROUND

A. The RDI Board at the Time of Plaintiff's Termination

As of June 12, 2015, the date on which Plaintiff was terminated from his positions as CEO and President of RDI, the following individuals served on the Company's Board of Directors: (1) Plaintiff James J. Cotter, Jr. ("Plaintiff"); (2) Margaret Cotter; (3) Ellen Cotter; (4) Douglas McEachern; (5) Edward Kane; (6) Guy Adams; (7) Timothy Storey; and (8) William Gould. (HD Ex. 10 at 3-6; HD Ex. 18 at 1-2.)[1]

1. Margaret and Ellen Cotter

Margaret Cotter, Plaintiff's sister, has served as a director of RDI since September 2002. (HD Ex. 10 at 4.) At the time of Plaintiff's termination in June 2015, Margaret Cotter had been Vice-Chairman of the Board since August 2014, ran the Company's live theater division, managed certain live theater real estate, and was responsible for re-development work on RDI's Manhattan theater properties. (*Id.*) Margaret Cotter is currently a member of RDI's Executive Committee. (HD Ex. 12 at 16.) On March 10, 2016, RDI's Board appointed Margaret Cotter as Executive Vice President-Real Estate Management and Development-NYC, which resulted in the termination of her previous outside management agreement but continued her supervision of RDI's live theater properties and operations, including oversight on certain Manhattan-based re-development projects. (*Id.*)

Ellen Cotter, Plaintiff's other sister, has served as a director of RDI since March 2013. (HD Ex. 10 at 4.) At the time of Plaintiff's termination, Ellen Cotter had been RDI's Chairman of the Board since August 2014, been a RDI employee since March 1998, and had run the day-to-day operations of the Company's domestic cinema operations since 2002. (*Id.*) Ellen Cotter also served as the Chief Executive Officer of the Company's subsidiary, Consolidated Entertainment, LLC, which operates substantially all of RDI's cinemas in Hawaii and California. (*Id.*) Following Plaintiff's termination, Ellen Cotter became interim CEO and President of RDI,

---

[1] The documentary and testimonial evidence supporting this Motion is attached to the Declaration of Noah S. Helpern ("HD").

positions to which she was appointed in a permanent capacity on January 8, 2016. (HD Ex. 12 at 14.) Ellen Cotter is also currently a member of RDI's Executive Committee. (*Id.*)

2. Douglas McEachern

Douglas McEachern has served as a director of RDI since May 2012. (HD Ex. 10 at 6.) McEachern has been the Chairman of the Company's Audit Committee since August 1, 2012, and has served as a member of its Compensation Committee since May 14, 2016. (HD Ex. 12 at 17.) McEachern has also served on (1) the Board of Directors and Audit and Compensation Committee for Willdan Group, a NASDAQ-listed engineering company, since 2009; (2) as Chairman of the Board of Directors and a member of the Audit Committee of Community Bank in Pasadena, California; and (3) on the Finance Committee of the Methodist Hospital in Arcadia, California. (HD Ex. 10 at 6.) McEachern formerly worked as an audit partner at Deloitte & Touche from 1985-2009, with client concentrations in financial institutions and real estate, and since July 2009 has served as an instructor of auditing and accountancy at Claremont McKenna College and of accounting at California State Polytechnic University in Pomona. (*Id.*) In all, McEachern has more than 37 years of experience in the accounting and auditing of financial institutions and real estate clients, in reporting as an independent auditor to various boards of directors, and as a board member himself to various public and not-for-profit companies. (*Id.*)

McEachern received a total of $82,000 in 2015 as a result from his service as an RDI director. (HD Ex. 12 at 18.) Like all non-employee RDI directors, McEachern received a director's fee of $50,000; he also received—along with directors Adams, Gould, and Kane—a one-time fee of $25,000 for the unexpected, additional time he had to spend on the Company's business that year, as well as another $7,000 for his role on the Audit Committee. (*Id.*) In 2016, in addition to his usual annual director's fees at RDI, McEachern received another $10,000 in "special compensation" in return "for extraordinary services to the Company and devotion of time in providing such services." (*Id.*) During his deposition, Plaintiff confessed that McEachern is "independent" and has "no relationship" or "business relationship" with Ellen and/or Margaret Cotter that would lead him to question McEachern's independence. (HD Ex. 7 at 84:21-86:4.)

3. Edward Kane

Edward Kane has served as a director of RDI since October 2004, had previously served on the Company's Board from 1985 to 1997, and was once President of two of the its corporate predecessors—Craig Corporation and Reading Company. (HD Ex. 10 at 5-6.) Kane also serves as Chairman of RDI's Compensation Committee, and is a member of its Executive Committee and Audit and Conflicts Committee. (HD Ex. 12 at 16.) Kane previously served as Chairman of the Company's Tax Oversight Committee, whose functions were moved to the Audit Committee on May 5, 2016. (*Id.*) Since 1996, Kane's principal occupation has been as a healthcare consultant and advisor; in that capacity, he has served as President and sole shareholder of High Avenue Consulting, a healthcare consulting firm, and as the head of its successor proprietorship. (HD Ex. 10 at 5.) Kane also has a background as a tax attorney and law professor, having—at various times in the three decades prior to June 2015—served as an Adjunct Professor of Law at Thomas Jefferson School of Law and California Western School of Law. (*Id.*) Kane now considers himself retired but for the "countless hours" he spends on his duties as an RDI director. (HD Ex. 3 at 50:8-52:20.) Currently, his sole source of income outside of RDI are the self-funded retirement plans that he and his wife have, which have assets in excess of [redacted]; his personal or joint debts are presently less than [redacted]. (*Id.*)

Kane received a total of $98,000 in 2015 as a result from his service as an RDI director. (HD Ex. 12 at 18.) Like all non-employee RDI directors, Kane received a director's fee of $50,000; he also received—along with directors Adams, Gould, and McEachern—a one-time fee of $25,000 for the unexpected, additional time he had to spend on the Company's business that year, as well as another $23,000 for his roles on various RDI committees. (*Id.*) In 2016, in addition to his usual annual director's fees at RDI, Kane received another $10,000 in "special compensation" in return "for extraordinary services to the Company and devotion of time in providing such services." (*Id.*)

Kane had been friends with James J. Cotter, Sr. from 1963 until his passing in 2014, serving at an usher during Cotter, Sr.'s wedding with Mary Cotter and participating with Cotter, Sr. in an outside citrus grove investment utilized as a tax shelter in the 1970s, which Kane

subsequently exited in the early 1980s. (HD Ex. 3 at 29:4-35:6.) Both Kane and his children have known Plaintiff, Ellen, and Margaret Cotter since they were children, and all three Cotter siblings—including Plaintiff—have historically called him "Uncle Ed," with Plaintiff ceasing to do so only after his termination. (*Id.*; *see also* HD Ex. 7 at 83:6-12.) Kane testified that he did not "think my relationship was any different with the three of them," given that he has known each "all their lives" but did not frequently socialize with the Cotter siblings due to the distance between his home in San Diego and their typical location in Los Angeles. (HD Ex. 3 at 36:5-25.) During their time at RDI, Kane has occasionally met with or talked to the Cotter siblings outside of the office. (*Id.* at 35:10-22.) For instance, he has talked with Ellen Cotter on "the phone" outside of work hours given that Ellen, "like her father," "like[s] to work at night," and Plaintiff, while he was CEO of RDI, "visited [Kane] in San Diego" to have "lunch" and "dr[ive] around" for several hours. (*Id.*; *see also* Ex. 8 at 753:9-754:8.)

In September 2014, shortly after Plaintiff became CEO of RDI, Kane—as Chairman of the Compensation and Stock Options Committee—authorized his signature on a letter that Ellen Cotter needed to qualify for a mortgage, which stated that it was anticipated that Ellen would receive "a total cash compensation increase of no less than 20%." (HD Ex. 4 at 213:15-214:7; HD Ex. 5 at 459:22-460:22; HD Ex. 21.) Kane assented to this letter because it was expected that a compensation consultant previously retained by James J. Cotter, Sr. would soon "recommend that Ellen and other top executives receive a substantial increase in compensation," Ellen's 2013 year-end bonus remained delayed and unpaid, her division's performance was strong, Plaintiff himself was "clearly on record stating [Ellen] deserves a raise and will receive one," and Kane was "confident" that the predicted increase would happen. (HD Ex. 21.)

During his deposition, Plaintiff admitted that Kane does not have a business relationship with either Ellen or Margaret Cotter. (HD Ex. 7 at 82:2-5.) On May 8, 2015, the Company filed a Form 10-K/A, Amendment No. 1, with the United States Securities and Exchange Commission ("SEC"), in which it stated that the "standing Compensation and Stock Options Committee," which included Kane as its Chairman, was "comprised entirely of independent directors." (HD Ex. 11 at -5644.) Plaintiff, as CEO and President of RDI at the time it filed this Form 10-K/A,

certified that he had "reviewed" this statement (and all other statements in the filing) and that the "report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading." (*Id.* at -5665; *see also* HD Ex. 25 at Resp. Nos. 24-26.) Moreover, Plaintiff has admitted that, prior to May 21, 2015, the first Board meeting at which his possible termination was discussed, he never claimed that Kane lacked sufficient disinterestedness to serve on RDI's Board. (HD Ex. 25 at Resp. No. 21.) Kane has testified that as a "director of this company . . . I do what I think is in the best interest of the shareholders and the employees of the company. I don't mix my personal feelings for [the Cotter siblings] with my decisions." (HD Ex. 3 at 37:16-38:4.) According to Kane, "[w]hat I do does not take into account [t]he Cotter children." (*Id.*)

4. Guy Adams

Guy Adams, who is 65 years-old, has served as a director of RDI since his unanimous election—which included Plaintiff's vote—in January 2014. (HD Ex. 10 at 5; HD Ex. 13 at -7563; HD Ex. 20 at 1.) Adams is currently Chairman of RDI's Executive Committee, and was a member of the Company's Compensation Committee until May 14, 2016. (HD Ex. 12 at 15.) During the ten years prior to June 2015, Adams served as an independent director on the boards of Lone Star Steakhouse & Saloon, Mercer International, Exar Corporation, and Vitesse Semiconductor, and been—at various times—Lead Director, Audit Committee Chair, and/or Compensation Committee Chair at those entities. (HD Ex. 10 at 5.) Adams also provided investment advice to various family offices as well as investing his own capital in public and private equity transactions. (*Id.*) In this capacity, Adams was a Managing Member of GWA Capital Partners, LLC, a registered investment adviser managing GWA Investments, LLC (a fund which invests in various publicly-traded securities). (*Id.*) However, GWA Capital Partners let its last employee go in 2009, and since that date the fund has simply held Adams' personal funds; while the fund is still registered, it has been largely "dormant" and its revenues have been [redacted] since 2010. (HD Ex. 2 at 11:19-12:21, 24:14-26:6.) Adams' net worth, as of May 2015, was approximately [redacted]. (*Id.* at 35:21-36:25.)

Adams received a total of $75,000 in 2015 from his service as an RDI director. (HD Ex. 12 at 18.) Like all non-employee RDI directors, Adams received a director's fee of $50,000; he also received—along with directors McEachern, Gould, and Kane—a one-time fee of $25,000 for the unexpected, additional time he had to spend on the Company's business that year. (*Id.*) In 2016, in addition to his usual annual director's fees at RDI, Adams received another $50,000 in "special compensation" in return "for extraordinary services to the Company and devotion of time in providing such services." (*Id.*) Moreover, in 2015, Adams realized a "net" of approximately [redacted] from the sale of a condominium in Santa Barbara, which his ex-wife purchased from him pursuant to the terms of their divorce decree. (HD Ex. 2 at 13:17-15:5.) Adams, in March or April 2015, also "exercised options" and sold some RDI stock, given that "[t]he stock was up quite a bit," and Adams "wanted to capture the financial gain," which resulted in another net return of approximately [redacted]. (*Id.* at 236:17-238:11.)

Prior to serving on the RDI Board, Adams partnered with James J. Cotter, Sr. in September or October 2012 in four real estate ventures; this agreement provided Adams with a 5% carried interest in Shadow View in Coachella (a venture in which Cotter, Sr. owns 50% and RDI owns the remainder), Sorento Holdings, Panorama Holdings, and Leander Holdings. (*Id.* at 41:16-47:11.) Adams, who disclosed the 5% interest in the prospective Shadow View development to "all board members" at RDI, has received approximately $29,000 in proceeds from Panorama Holdings, anticipates that he will ultimately receive $100,000 from Leander Holdings, and likely will not receive any proceeds from Sorento Holdings until 2019. (*Id.* at 44:25-58:14.)

In or about September 2012, pursuant to a deal with James J. Cotter, Sr., Adams also began earning approximately [redacted] annually from the Cotter Family Farms (which include an orchard, packing house, and entities that run the operation) for his estate-planning work on behalf of James J. Cotter, Sr. and, subsequently, the Estate of James J. Cotter, Sr. (*Id.* at 16:4-17:16, 27:1-35:20.) As part of Adams' estate-planning work for the Cotter family, he also serves as Chief Financial Officer focused on filing and reporting at two "captive insurance companies" that are owned by a Cotter family trust, of which Margaret Cotter is President: York Street

Guaranty Insurance Company and South Street Guaranty Insurance Company. (*Id.* at 27:1-35:20.) All three Cotter siblings, including Plaintiff, are board members of the two captive insurance companies. (*Id.* at 34:24-35:20.) With respect to the captive insurance companies, Adams interfaces with Margaret Cotter, and with respect to the Cotter Family Farms, Adams typically has dealt with outside individuals such as Alice Nelson and David Roth rather than any of the Cotter siblings. (*Id.* at 27:1-35:20.)

On May 8, 2015, the Company filed a Form 10-K/A, Amendment No. 1, with the SEC, in which it stated that the "standing Compensation and Stock Options Committee," which at the time included Adams, was "comprised entirely of independent directors." (HD Ex. 11 at -5644.) Plaintiff, as CEO and President of RDI at the time it filed this Form 10-K/A, certified that he had "reviewed" this statement (and all other statements in the filing) and that the "report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading." (*Id.* at -5665; *see also* HD Ex. 25 at Resp. Nos. 24-26.) Moreover, Plaintiff has admitted that, prior to May 21, 2015, the first Board meeting at which his possible termination was discussed, he never claimed that Adams lacked sufficient disinterestedness to serve on RDI's Board. (HD Ex. 25 at Resp. No. 22.) Following Plaintiff's newfound concern regarding the independence of director Adams, first raised when his termination was being discussed, Bill Ellis, then-General Counsel of RDI, looked into the issue of Adams' independence and concluded that Adams met the standard required for director "independence." (HD Ex. 2 at 47:25-49:8; HD Ex. 9 at 157:5-158:4, 159:1-23.) Plaintiff was so informed. (HD Ex. 17 at 2.)

5. Timothy Storey

Timothy Storey served as a director of RDI from December 2011 until his retirement on October 11, 2015, bringing with him significant experience in New Zealand corporate law and commercial real estate matters. (HD Ex. 1 at 14:20-23; HD Ex. 10 at 6; HD Ex. 12 at 18 n.3.) During his tenure on the RDI Board, Storey served on the Company's Compensation Committee. (HD Ex. 12 at 18 n.3.) In addition, Storey has served as the sole outside director of the Company's wholly-owned New Zealand subsidiary since 2006. (HD Ex. 10 at 6.) Since April

2009, Storey has also served as a director and chairman of the board of DNZ Property Fund Limited, a New Zealand-based commercial property investment fund, and had previously served as a director of NZ Farming Systems Uruguay, which owns and operates dairy farms in Uruguay, from 2011 to 2012. (*Id.*) Prior to 2009, Storey was a partner in Bell Gully, a law firm in New Zealand, and a principal in Prolex Advisory, a private company that provides commercial advisory and consulting services across a range of industries, including health care, community housing, student accommodation, and agriculture. (*Id.*)

Storey received a total of $112,500 in 2015 as a result from his service as an RDI director. (HD Ex. 12 at 18.) Like all non-employee RDI directors, Storey received a director's fee of $37,500 (pro rated from $50,000); he also received a one-time fee of $75,000 for the unexpected, additional time he had to spend on the Company's business that year, as well as another $7,000 for his role on the Audit Committee. (*Id.*) In addition, Storey received a $21,136 fee for his service as the sole outside director of the Company's wholly-owned New Zealand subsidiary in 2015. (*Id.*) During his deposition, Plaintiff admitted that Storey "was independent." (HD Ex. 7 at 146:18-149:11.)

6. William Gould

William Gould has served as a director of RDI since October 2004, and is currently Lead Independent Director. (HD Ex. 10 at 5; HD Ex. 12 at 16.) Gould has been a member of the law firm of TroyGould PC since 1986, prior to which he was a partner at the law firm of O'Melveny & Myers. (HD Ex. 10 at 5.) RDI has retained TroyGould PC from time to time for legal advice. (*Id.*) The total fees paid by RDI to TroyGould PC for the calendar year 2015 were $61,000.84. (HD Ex. 12 at 16.) During his time as a corporate attorney and as an author and lecturer on the subjects of corporate governance and mergers and acquisitions, Gould has acquired significant corporate transactional experience and expertise in corporate governance matters. (HD Ex. 10 at 5.)

Gould received a total of $80,000 in 2015 as a result from his service as an RDI director. (HD Ex. 12 at 18.) Like all non-employee RDI directors, Gould received a director's fee of $50,000; he also received—along with directors McEachern, Adams, and Kane—a one-time fee

of $25,000 for the unexpected, additional time he had to spend on the Company's business that year, and another $5,000 for his committee service. (*Id.*) During his deposition, Plaintiff conceded that Gould, whom he has known "at least since 2002," "is independent" and "doesn't have a relationship with me and my two sisters that would be of such that would question his independence." (HD Ex. 7 at 79:12-80:16.)

B. The Composition of the RDI Board Changes

The composition of the RDI Board changed in October 2015, with Dr. Judy Codding added to the Board on October 5, 2015 and Michael Wrotniak joining on October 12, 2015. (HD Ex. 12 at 15, 17.) Codding and Wrotniak filled the spots made vacant by the death of James J. Cotter, Sr. and the retirement of Storey from service on the RDI Board. (*Id.*)

1. Dr. Judy Codding

Codding has served as a director of RDI since October 5, 2015, and is currently a member of the Company's Compensation Committee. (HD Ex. 12 at 15.) A globally-respected education leader, Codding previously served as the Managing Director of "The System of Courses," a division of Pearson, PLC, and as the Chief Executive Officer and President of America's Choice, Inc. (*Id.*) Codding has also served on various other boards, including the Board of Trustees of both Curtis School in Los Angeles, California, and Educational Development Center, Inc. (*Id.*) Through family entities, Codding has been and continues to be involved in the real estate business, through the ownership of hotels, shopping centers, and buildings in Florida and the exploration of mineral, oil, and gas rights in Maryland and Kentucky. (*Id.*)

Like all non-employee RDI directors, Codding received a director's fee of $11,957 in 2015 (pro rated from $50,000). (*Id.* at 18.) Codding has been a friend of Mary Cotter, the mother of Plaintiff and his sisters, for approximately 30 years. (HD Ex. 7 at 70:18-25.) During his deposition, Plaintiff conceded that Codding "might" satisfy a "legal technical definition of independence." (*Id.* at 70:18-71:6.)

2. Michael Wrotniak

Wrotniak has served as a director of RDI since October 12, 2015, and is currently a member of the Company's Audit Committee. (HD Ex. 12 at 17.) A specialist in foreign trade with a focus on Europe and Asia, Wrotniak has been a partner of Aminco Resources, LLC, a privately-held international commodities trading firm, since 2002, and its Chief Executive Officer since 2009. (*Id.*) Wrotniak has also served as a trustee of St. Joseph's Church in Bronxville, New York, and a member of the Board of Advisers of the Little Sisters of the Poor in the Bronx, New York. (*Id.*)

Like all non-employee RDI directors, Wrotniak received a director's fee of $11,005 in 2015 (pro rated from $50,000). (*Id.* at 18.) After first recommending two other candidates, Margaret Cotter raised the idea of Wrotniak joining the RDI Board in mid-2015. (Ex. 6 at 314:10-327:18.) Margaret Cotter has been a "close friend" of Wrotniak's wife, Patricia, since college; they speak "every three or four weeks" and see each other "maybe four times a year." (*Id.*) While Margaret Cotter became acquainted with Wrotniak "later in college," she does not have "an ongoing relationship with him," sees him about "once a year if I went to [Patricia Wrotniak's] house for dinner," and their communications prior to Wrotniak joining the RDI Board were mainly via "email" if Wrotniak "wanted show tickets." (*Id.*.)

III. LEGAL STANDARD

Summary judgment is warranted under Nevada Rule of Civil Procedure 56 whenever the "pleadings, depositions, answers to interrogatories, admissions, and affidavits, if any, that are properly before the court demonstrate that no genuine issue of material fact exists, and the moving party is entitled to judgment as a matter of law." *Wood v. Safeway, Inc.*, 121 Nev. 724, 731 (2005). "The substantive law controls which factual disputes are material and will preclude summary judgment; other factual disputes are irrelevant." *Id.*; *see also Anderson v. Liberty Lobby, Inc.*, 477 U.S. 242, 248 (1986) ("Factual disputes that are irrelevant or unnecessary will not be counted."). A factual dispute is "genuine" only "when the evidence is such that a rational trier of fact could return a verdict for the nonmoving party." *Holcomb v. Ga. Pac., LLC*, 289 P.3d 188, 192 (Nev. 2012) (citation omitted).

While the pleadings and other proof are "construed in the light most favorable to the nonmoving party," *LaMantia v. Redisi*, 118 Nev. 27, 29 (2002), that party "bears the burden to more than simply show that there is some metaphysical doubt as to the operative facts in order to avoid summary judgment." *Wood*, 121 Nev. at 732 (citation and internal quotation marks omitted) (rejecting the "slightest doubt" standard). The nonmoving party "is not entitled to build a case on the gossamer threads of whimsy, speculation, and conjecture," *id.* (citation omitted), but instead must identify "admissible evidence" showing "a genuine issue for trial." *Posadas v. City of Reno*, 109 Nev. 448, 452 (1993); *Shuck v. Signature Flight Support of Nev., Inc.*, 126 Nev. 434, 436 (2010) ("bald allegations without supporting facts" are insufficient); *LaMantia*, 118 Nev. at 29 (nonmovant must "show specific facts, rather than general allegations and conclusions"). A nonmoving party that fails to make this showing will "have summary judgment entered against him." *Wood*, 121 Nev. at 732 (citation omitted).

IV. ARGUMENT

Plaintiff does not contend that any of RDI's non-Cotter directors are "interested" in the corporate actions and/or transactions of which he complains.[2] Nor can he. "No issue of self-interest exists where directors did not stand on both sides of the transaction or receive any personal financial benefit." *La. Mun. Police Emps.' Ret. Sys. v. Wynn*, No. 2:12-cv-509 JCM, 2014 WL 994616, at *4 (D. Nev. Mar. 13, 2014) (applying Nevada law); NRS 78.140(1)(a) (defining "interested director"). Here, there are no allegations, let alone evidence, that this occurred. Instead, Plaintiff focuses his action on a theory that certain non-Cotter directors—as a result of friendship or economic ties—are somehow "beholden" to Ellen and Margaret Cotter. (*See, e.g.*, SAC ¶¶ 20-21, 24-25, 63-71, 121-134, 171.) This is a arduous undertaking. "[T]here is a presumption that directors are independent," *In re MFW S'holders Litig.*, 67 A.3d 496, 509 (Del. Ch. 2013), *aff'd sub nom.*, *Kahn v. M & F Worldwide*, 88 A.2d 635 (Del. 2014), and "even

[2] The Individual Defendants, for the purposes of this motion, do not contest the independence of Ellen and Margaret Cotter as RDI directors with respect to the transactions and/or corporate conduct at issue—which are addressed in the Individual Defendants' other, contemporaneously-filed summary judgment motions.

proof of majority ownership of a company does not strip the directors of the presumptions of independence, and that their acts have been taken in good faith and in the best interests of the corporation." *Aronson v. Lewis*, 473 A.2d 805, 815 (Del. 1984). *See also* NRS 78.138(3) ("Directors and officers, in deciding upon matters of business, are presumed to act in good faith, on an informed basis and with a view to the interests of the corporation.").

As the evidence adduced during discovery has made clear, Plaintiff cannot show that ***any*** of the non-Cotter directors are so "beholden" to Ellen and Margaret Cotter "or so under their influence that their discretion would be sterilized." *Rales v. Blasband*, 634 A.2d 927, 936 (Del. 1993); *Shoen v. SAC Holding Corp.*, 122 Nev. 621, 639 (2006) (same). Plaintiff has conceded that directors McEachern, Storey, and Gould are independent, and that Codding "might" be. (*See* Factual Background, *supra* at 8, 11-12.) To the extent that Plaintiff continues to assert that directors Kane, Codding, and Wrotniak are "beholden" to Ellen and Margaret Cotter as a result of personal or familial friendship, or that director Adams is as a result of certain business relationships with the Cotter family, his allegations are wrong as a matter of fact and contrary to established law, as set forth below. Courts have regularly decided director independence as a matter of law at the summary judgment stage, and this Court should do so accordingly.[3]

A. The Personal or Familial Friendships Involving Directors Kane, Codding, and Wrotniak Are Legally Insufficient to Render Them "Beholden"

1. Director Kane Is Independent as a Matter of Law

Plaintiff has conceded that director Kane does not have a business relationship with either Ellen or Margaret Cotter that would lead him to question Kane's independence. (HD Ex. 7 at 85:2-5.) Instead, Plaintiff challenges Kane's independence based on (1) his "relationship going back . . . close to 50 years with the three of us," pursuant to which he has been called "Uncle Ed" by the Cotter siblings; and (2) certain actions that he has purportedly taken with

---

[3] *See, e.g.*, *Kahn*, 88 A.2d at 647-50 (affirming finding of director independence at summary judgment stage); *SEPTA v. Volgenau*, C.A. No. 6354-VCN, 2013 WL 4009193, at *12-21 (Del. Ch. Aug. 5, 2013) (same); *In re Transkaryotic Therapies, Inc.*, 954 A.2d 346, 369-70 (Del. Ch. 2008) (same); *In re Gaylord Container Corp. S'holders Litig.*, 753 A.2d 462, 465 (Del. Ch. 2000) (same).

respect to Ellen Cotter's compensation and the director fees afforded to those on RDI's Board. (HD Ex. 7 at 81:7-17; HD Ex. 26 at 25.) Not only is Plaintiff's attack on Kane's independence not supportable under law, his bald allegations are contradicted by the undisputed facts. There is no triable issue of fact as to Kane's independence.

First, "[a]llegations of mere personal friendship or mere outside business relationship, standing alone, are insufficient to raise a reasonable doubt about a director's independence." *Beam ex rel. Martha Stewart Living Omnimedia, Inc. v. Stewart*, 845 A.2d 1040, 1050 (Del. 2004); *see also Khanna v. McMinn*, No. Civ. A. 20545-NC, 2006 WL 1388744, at *19 (Del. Ch. May 9, 2006) ("Mere allegations that the directors in question move in the same business and social circles, or a characterization that they are close friends, is not enough to negate independence.") (citation omitted). Rather, to undermine the presumption of independence, "a relationship must be of a bias-producing nature." *Beam*, 845 A.2d at 1050. "In other words, considering the risks that directors would take by protecting their social acquaintances in the face of allegations that those friends engaged in misconduct," Plaintiff must provide evidence sufficient "to create a reasonable doubt" that Kane "would be more willing to risk his . . . reputation than risk the relationship with the interested director." *Khanna*, 2006 WL 1388744, at *19 (citation omitted).

Plaintiff cannot meet this standard. The evidence establishes that any "deep friendship" was between Kane and the deceased James J. Cotter, Sr.—not with his daughters Ellen and Margaret Cotter. (*See* Factual Background, *supra* at 6-8.) While Kane has known Ellen and Margaret Cotter "all their lives," the same is true of his relationship with Plaintiff. While Ellen and Margaret Cotter have called him "Uncle Ed," so has Plaintiff—at least up to the point of his termination in June 2015. While Kane speaks with Ellen Cotter at times after work hours on the phone, those conversations are work-related, as one would expect between a CEO and Board member. Plaintiff has also called on Kane outside of the office, including a trip and day-long visit to Kane's house in the spring of 2015. Ultimately, any visits between Kane and any of the Cotter siblings are limited and rare, given the distance between Los Angeles and Kane's residence in San Diego. Kane has made clear that he "does not take into account [t]he Cotter

children" and does not "mix my personal feelings for [the Cotter siblings] with my decisions" as an RDI director. (*Id.* at 8.) RDI's Board has concluded that Kane is "independent," including in materials filed with the SEC that Plaintiff "reviewed" and approved, and Plaintiff himself has conceded that, prior to May 21, 2015, the first Board meeting at which his possible termination was discussed, he never claimed that Kane lacked sufficient disinterestedness to serve on RDI's Board—despite the fact that all of the ties of which Plaintiff now complains with respect to Kane were known to him by that time. (*Id.* at 7-8.)

In short, there is no evidence sufficient to undermine the presumption of director independence with respect to Kane based on friendships or familial relationship, or showing that he would more willing to risk his reputation than risk a relationship with Ellen or Margaret Cotter. Rather, the facts establish that the relationship between Kane and the Cotter sisters was the equivalent of the relationship between Kane and Plaintiff, and that there is no underlying reason why Kane would be inherently biased as to one particular side when evaluating what is best for RDI as a director. *See La. Mun. Police Emps.' Ret. Sys. v. Wynn*, --- F.3d ----, 2016 WL 3878228, at *7 (9th Cir. July 18, 2016) (applying Nevada law and finding that allegations involving social ties between controlling shareholder and director were insufficient to cast the director's "impartiality into doubt" even where they were longtime friends whose fathers once operated a joint business). Courts have repeatedly found that similar friendships or familial relationships are entirely insufficient to disturb the presumption of independence as a matter of law. *See, e.g.*, *Wynn*, 2014 WL 994616, at *6 (30-year friendship between controlling shareholder and director, which involved large donations by shareholder to entities run by director, insufficient to establish that director was "beholden"); *Beam*, 845 A.2d at 1054 (allegations regarding longtime "close personal friendship" between director and controlling shareholder, including wedding attendance, did not "create a reasonable doubt of independence" and were not a "close call"); *Crescent/Mach I Partners, L.P. v. Turner*, 846 A.2d 963, 980-81 (Del. Ch. 2000) (allegation of a "long-standing 15-year professional and personal relationship" between "controlling shareholder and director" failed to raise a reasonable doubt that director could "exercise his independent business judgment").

Second, the corporate actions identified by Plaintiff in no way support his claims of demonstrable bias. (*See* SAC ¶¶ 38-40.) While Plaintiff complains that Kane authorized his signature on a letter required for mortgage qualification purposes, which attested to a likely "a total cash compensation increase of no less than 20%" for Ellen Cotter (*id.* ¶ 38), Plaintiff conspicuously avoids the fact that he also "support[ed]" the "letter with minor suggested changes," he vowed in writing that he "would definitely support [a] 20% increase to her total compensation, which is below market," and he explicitly voted in favor of the 20% increase to Ellen Cotter's compensation at the November 13, 2014 Compensation and Stock Option Committee meeting. (HD Ex. 16 at -713; HD Ex. 22 at -115.) Similarly, while Plaintiff criticizes Kane's support for a measure that provided Ellen Cotter with a $50,000 tax reimbursement in October 2014 due to "a company screw-up" relating to her stock options (SAC ¶ 39; HD Ex. 21; HD Ex. 23), the fact is that all three Cotter directors abstained from a vote on that payment, "the remaining five directors voted to reimburse this amount to Ms. Cotter," and Plaintiff has identified nothing improper with respect to this reimbursement. (*See* HD Ex. 14 at -315.)

Finally, Plaintiff alleges that Kane "began pressing Plaintiff" in September 2014 to recommend to the RDI Board that the annual fees for the Company's outside directors be increased. (SAC ¶ 40.) There are multiple flaws with Plaintiff's assertion. First, the record shows that director Gould, rather than Kane, suggested the increase in the Company's director fees from $35,000 to $50,000 per annum in the fall of 2014. (*See* HD Ex. 16 at -115–116; HD Ex. 24 at -927.) Moreover, Plaintiff himself supported and affirmatively voted in favor of this increase. (*See* HD Ex. 25, Resp. No. 12.) The previous compensation "had not been increased for several years" (HD Ex. 15 at -537), Plaintiff has no evidence that this increase was in any way improper, and "[s]peculation on motives for undertaking corporate action" is "wholly insufficient" to impugn Kane's presumed independence. *Grobow v. Perot*, 539 A.2d 180, 188 (Del. 1988). And, of course, Plaintiff must show that Kane's "particular" interest in this increase of a mere $15,000/year is somehow so "material and debilitating" that it would affect his

independence, *Orman v. Cullman*, 794 A.2d 5, 24 (Del. Ch. 2002), which he cannot, given Kane's healthy economic status. (HD Ex. 3 at 50:8-52:20 (showing Kane's net worth).)

Because the personal relationships and corporate actions identified by Plaintiff are factually inapposite and legally insufficient to disturb Kane's presumed independence, summary judgment as a matter of law on the issue of Kane's independence is fully warranted.

2. Director Codding Is Independent as a Matter of Law

Plaintiff has admitted that director Codding "might" satisfy a "legal technical definition of independence." (HD Ex. 7 at 70:18-71:6.) At most, he attempts to challenge the presumed independence of Codding by noting that she "maintains a long standing, close personal friendship with Mary Cotter" (the mother of Plaintiff, Ellen, and Margaret Cotter), whom Plaintiff claims "has chosen the side" of the sisters "in the family disputes," and that Codding's nomination was proposed by Ellen Cotter. (SAC ¶¶ 124-125; HD Ex. 26 at 12-13.) Neither proposition, even if true, is sufficient to undermine the presumption of Codding's independence, and thus no triable issue of fact remains.

First, "the law is well-settled that [a defendant's] involvement in selecting [board members] is insufficient to create a reasonable doubt about their independence," *White v. Panic*, 793 A.2d 356, 366 (Del. Ch. 2000), and "[m]erely because a director is nominated and elected by a large or controlling shareholder does not mean that [s]he is necessarily beholden to [her] initial sponsor." *Frank v. Elgamal*, C.A. No. 6120-VCN, 2014 WL 957550, at *22 (Del. Ch. Mar. 10, 2014); s*ee also Aronson*, 473 A.2d at 815 (observing that a 47 percent shareholder who personally selected *all* of the directors of the corporation was not sufficient to establish that the stockholder dominated and controlled the corporation's board of directors); *Beam*, 845 A.2d at 1045 n.3 (directors independent despite the fact that they were nominated and approved by holder of 94% of the company's voting stock). "Directors must be nominated and elected to the board in one fashion or another," *In re W. Nat'l Corp. S'holders Litig.*, No. 15927, 2000 WL 710192, at *15 (Del. Ch. May 22, 2000), and the mere fact that Ellen Cotter played a role in Codding's nomination—to which only Plaintiff objected (SAC ¶ 125)—is not enough to show dominance or control. *See Aronson*, 473 A.2d at 816 ("It is the care, attention and sense of

individual responsibility to the performance of one's duties, not the method of election, that generally touches on independence.").

Second, as with director Kane's friendship with the now-deceased James J. Cotter, Sr., *supra* Section I(A)(1), Codding's personal relationship with Mary Cotter—who is not a defendant and is not herself a director or significant shareholder of RDI—is entirely irrelevant to the legal issue of whether Codding is "beholden" to Ellen and Margaret Cotter, and therefore "unable to consider a business decision on the merits" as it relates to their interests. *La. Mun. Police Emps.' Ret. Sys.*, 2014 WL 994616, at *7. Indeed, like Codding, Plaintiff himself has had a "long-standing personal relationship" with his mother but considers himself "independent." (HD Ex. 7 at 71:8-72:15.)[4] Moreover, there exists no non-hearsay evidence establishing what Mary Cotter thinks as to the intra-family fight, whether she has even communicated her feelings to Codding, and whether Mary Cotter's view would be in any way material to Codding's exercise of her director duties.[5] "Mere insinuation is unfair and improper," and Plaintiff's pure speculation does not "support a *reasonable* inference" that Codding "could not act independently." *In re W. Nat'l Corp. S'holders Litig.*, 2000 WL 710192, at *16.

Because the personal relationships and nomination process identified by Plaintiff are factually irrelevant and legally insufficient to disturb Codding's presumed independence, summary judgment as a matter of law on the issue of her independence is fully warranted.

3. Director Wrotniak Is Independent as a Matter of Law

Plaintiff attempts to challenge the presumption of independence as to director Wrotniak by claiming that Wrotniak is "the husband of a close friend of Margaret Cotter," the idea behind

---

[4] In fact, Plaintiff's testimony that, during a conversation at breakfast around the time of her appointment, Codding communicated to Plaintiff her initial reaction that "your sister Ellen should be CEO or you should be CEO" (HD Ex. 7 at 73:17-74:11) undermines his claim that Codding is somehow controlled by Ellen Cotter, given that Codding was purportedly contemplating Plaintiff, rather than Ellen, as permanent CEO.

[5] It is well-settled that "inadmissible hearsay," like the purported statements identified by Plaintiff, "cannot [be] consider[ed] on a motion for summary judgment." *In re Transkaryotic Therapies*, 954 A.2d at 367 (refusing to consider hearsay statements from third-party bankers in evaluating independence of corporate director in context of summary judgment motion).

his nomination was mooted by Margaret Cotter and both sisters formally proposed his addition, and the Board selected Wrotniak notwithstanding the fact that an allegedly more-qualified "senior executive" had expressed his willingness to serve. (SAC ¶¶ 131-133; HD Ex. 26 at 13.) Similar to Plaintiff's challenge to the independence of directors Kane and Codding, none of these considerations—even if true—are legally sufficient to undermine the presumption of Wrotniak's independence. No triable issue of fact remains.

First, as with both Kane and Codding, the preexisting relationship identified by Plaintiff is not nearly enough to remove the presumption of Wrotniak's independence. Once again, the alleged "close friendship" is actually between Margaret Cotter and Wrotniak's wife—not Wrotniak himself. (*See* Factual Background, *supra* at 13.) The evidence instead indicates that Margaret Cotter did not have a substantial "ongoing relationship" with Wrotniak, would see him about "once a year" prior to his joining the RDI Board, and their communications were mainly limited to "email" and focused on the topic of "show tickets." (*Id.*) This falls well short of the kind of "thick as blood relations" that could possibly question Wrotniak's presumptive independence. *See In re MFW S'holders Litig.*, 67 A.3d at 509 n.37 (no justified concerns regarding independence where the parties "occasionally had dinner over the years, go to some of the same parties and gatherings annually, and call themselves 'friends'"); *La. Mun. Police Emps.' Ret. Sys.*, 2016 WL 3878228, at *6-7 (applying Nevada law and finding that a 23-year friendship with dominant shareholder, coupled with political contributions, threat against an opponent in an election, and a million dollar charitable contribution did not disturb the presumption of independence).

Second, as with Codding, the Cotter sisters' participation in the proposal of Wrotniak as a nominee to the RDI Board is irrelevant as a matter of law, and any argument to the contrary "has consistently been rejected" by courts. *Andreae v. Andreae*, Civ. A. No. 11,905, 1992 Del. Ch. LEXIS 44, at *13-14 (Del. Ch. Mar. 3, 1992) (also noting that "the relevant inquiry is not how the director got his position, but rather how he comports himself in that position"); *In re W. Nat'l Corp. S'holders Litig.*, 2000 WL 710192, at *16 (prior relationship with, and nomination by, a

significant or controlling shareholder "merely establishes" that board member was "known and trusted," not that director was "beholden"); *see also supra* Section I(A)(2) (collecting cases).

Third, Plaintiff's complaint that the Board selected Wrotniak over his preferred candidate, whom he claims had superior experience, is legally irrelevant to the actual issue of whether or not Wrotniak is able to independently function as a board member pursuant to his own business judgment, as opposed to being "beholden" to those that nominated him. Even assuming *arguendo* that despite his undisputed expertise in foreign trade (highly relevant to an international company like RDI), Wrotniak was not the best available candidate, "[a]spirational ideals" in which companies always "go beyond minimal requirements" or choose the most exceptional candidate may be preferable, but "they are not required by the corporation law and do not define standards of liability." *Brehm v. Eisner*, 746 A.2d 244, 255-56 (Del. 2000); *see also McWhirter v. Washington Royalties Co.*, 152 A. 220, 224 (Del. Ch. 1930) (decision as to whether board members are "fit and competent" or alternative candidates are "of equal fitness and competency" is left to "the stockholders").[6]

Because the personal relationship and nomination process identified by Plaintiff are factually irrelevant and legally insufficient to disturb Wrotniak's presumed independence, summary judgment as a matter of law on the issue of his independence is warranted.

B. The Financial Relationships Involving Director Adams Are Legally Insufficient to Render Him "Beholden"

Rather than focus on pre-existing personal friendship, Plaintiff contends that director Adams is "beholden" to, and cannot act independently with respect to, Ellen and Margaret Cotter as a result of financial ties between Adams and RDI and/or certain Cotter family entities now within the Estate of James J. Cotter, Sr. (*See* SAC ¶¶ 64-71; HD Ex. 26 at 18-20.) Plaintiff's

---

[6] The throw-away insinuation that "[t]o Adams knowledge, no background check had been conducted on . . . Wrotniak," present in Plaintiff's expert report (*see* HD Ex. 26 at 13), distorts the record and is factually wrong. Regardless of Adams' apparent recollection during his deposition, the contemporaneous written record is clear that Craig Tompkins, in-house counsel for RDI, reported at the October 6, 2015 meeting of the Company's Special Nominating Committee, that "the Company had conducted its usual and customary background check on Mr. Wrotniak, and that it revealed no causes for concern." (*See* HD Ex. 19 at -589.)

attack on the presumptive independence of Adams is factually flawed, legally unsupportable, and fails to raise a genuine issue of triable fact.

It is beyond dispute that Adams is not "interested" in any of the corporate actions or transactions at issue in this litigation. He did not "appear on both sides of a transaction or expect to derive any personal financial benefit from it in the sense of self-dealing, as opposed to a benefit which devolves upon the corporation or all stockholders generally." *Aronson*, 473 A.2d at 812. Thus, the only way that Adams' independence can be subject to question is if his "material ties to the person whose proposal or actions [he] is evaluating"—*i.e.*, Ellen and Margaret Cotter—"are sufficiently substantial that [he] cannot objectively fulfill [his] fiduciary duties." *In re MFW S'holders Litig.*, 67 A.3d at 509. "[T]he simple fact that there are some financial ties between the interested party and the director is not disqualifying." *Id.* Instead, the financial ties or benefit must be "material" to Adams himself, meaning that they are "significant enough *in the context of the director's economic circumstances* as to have made it improbable that the director could perform [his] fiduciary duties to the . . . shareholders without being influenced by [his] overriding personal interest." *Orman*, 794 A.2d at 23 (citation omitted) (emphasis in original). Plaintiff cannot make this showing.

Adams is of retirement age (65 years-old) and has substantial assets, with a net worth, as of May 2015, of approximately [redacted]. (*See* Factual Background, *supra* at 8.) There is nothing unusual about the fees that he earns as an RDI director: like all non-employee directors, he received the regular annual $50,000 director's fee in 2015. (*Id.* at 9.) While he was provided an additional one-time fee of $25,000 for the unexpected, additional time that he spent on the Company's business that year, directors McEachern and Gould (each of whom Plaintiff concedes are independent) as well as director Kane also received that same amount. (*Id.*) Director Storey (whose independence Plaintiff does not challenge) received more than that. (*Id.* at 11.) While Adams was awarded another $50,000 in "special compensation" in return "for extraordinary services to the Company and devotion of time in providing such services" in 2016, that additional compensation is due to his extra service as Chairman of RDI's Executive Committee and is far less than the $75,000 one-time fee that director Storey received for similar service as

ombudsman in 2015. (*Id.* at 9, 11.) It is well-settled that "the mere fact that a director receives compensation for [his] service as a board member adds little or nothing" to the independence analysis. *Khanna*, 2006 WL 1388744, at *16, *17 (claim that a "director's salary . . . might influence his decision" was insufficient to disturb presumption of independence); *see also Grobow*, 539 A.2d at 188 ("allegation that all GM's directors are paid for their service as directors . . . does not establish any financial interest" and did not undermine independence).

While Adams has ties to certain Cotter family entities outside of RDI, those dealings originated years before the corporate conduct and transactions at issue in this litigation. Indeed, both Adams' investment in a real estate venture involving some Cotter family assets and his general estate planning assistance began in 2012 or 2013—before Adams was even an RDI director—and each were at the insistence of James J. Cotter, Sr., rather than Ellen or Margaret Cotter. (*See* Factual Background, *supra* at 9.) And, of course, "[t]he naked assertion of a previous business relationship is not enough to overcome the presumption of a director's independence." *Orman*, 794 A.2d at 27. Moreover, Adams' 5% carried interest in the real estate venture is a preexisting contractual right, and is unaffected by whatever Cotter sibling maintains control of the Estate of James J. Cotter, Sr. (*See* Factual Background, *supra* at 9.) To the extent that Ellen and Margaret Cotter may control that estate at the moment, this outside "business agreement" between a director and these significant shareholders "where both parties could benefit financially" once certain properties are developed is not enough to show "with sufficient particularity that [Adams] could not form business decisions independently" with respect to RDI. *La. Mun. Police Emps.' Ret. Sys.*, 2014 WL 994616, at *7.

Ultimately, Plaintiff's entire attack on Adams' independence is predicated upon a bald assertion that Adams must have made certain corporate decisions in the manner that he did (such as voting to terminate Plaintiff) because, if he did not act in favor of Ellen and Margaret Cotter, he would face removal from the Board, loss of his annual director's fees, and termination of the additional [redacted] he has earned annually from estate planning work for the Cotter Family Farms. (*See* SAC ¶¶ 64-71; HD Ex. 26 at 18-20.) There are multiple fatal problems with this claim.

First, Plaintiff has not identified "any facts tending to show" that Adams' positions with the RDI Board or the Cotter Family Farms were "actually threatened" by Ellen and Margaret Cotter at any point. *Grobow*, 539 A.2d at 188 (rejecting attack on director independence for this reason). In fact, director Gould, who voted ***against*** terminating Plaintiff at the June 12, 2015 Board meeting, still remains a member of RDI's Board and the Company has continued to engage his law firm (TroyGould PC), paying over $61,000 in fees in 2015. (HD Ex. 10 at 16.) Given that Adams—like all RDI directors—has been well aware of Plaintiff's ongoing challenge to his sisters' control of the Estate of James J. Cotter, Sr. and their ability to vote or control certain RDI shares formerly held by their father, Plaintiff also cannot articulate why Adams would be any more "beholden" to the viewpoint of Ellen and Margaret Cotter than Plaintiff himself. In fact, because the assets of the Estate ultimately pour over into the Trust, the control of which is still up in the air due to ongoing litigation, there is no reason for a director such as Adams to prefer Ellen and Margaret Cotter over Plaintiff from a pure self-preservation point of view.

Moreover, while Adams' income from GWA Capital Partners and GWA Investments has been inconsistent and limited in recent years, and—outside of some recent stock or asset sales—his compensation relating to RDI and/or the Cotter family entities has represented a noteworthy portion of his annual income, the mere fact that directors may receive "relatively substantial compensation provided by . . . board membership compared to their outside salaries" does not alone "lead to a reasonable doubt as to the[ir] independence." *In re Walt Disney Co. Deriv. Litig.*, 731 A.2d 342, 359-60 (Del. Ch. 1998), *aff'd in relevant part, rev'd in part and remanded sub non*, *Brehm v. Eisner*, 746 A.2d 244 (Del. 2000). Indeed, courts have expressed concern that focusing too much on this fact would "discourage the membership on corporate boards of people of less-than extraordinary means" as well as "regular folks." *Id.* (concluding the fact that board member's "salary as a teacher is low compared to her director's fees and stock options" did not undermine presumption of independence). Moreover, focusing on the importance of RDI and/or Cotter family entities to Adams' ***yearly*** income vastly overstates the materiality of such funds on his ***overall*** economic picture. Given that Adams has served on at least four different corporate

boards within the last decade (including as Lead Director, Audit Committee Chair, and Compensation Committee Chair), is of retirement age, and has a net worth of nearly [redacted], there is no basis to conclude that he would risk his reputation for the relatively immaterial rewards he receives from his RDI Board service or his work for the Cotter Family Farms. (*See* Factual Background, *supra* at 8-10.)

Finally, not only has Plaintiff admitted that, prior to the commencement of discussions regarding his termination on May 21, 2015, he never claimed that Adams lacked sufficient disinterestedness to serve on RDI's Board, Adams repeatedly has been found to be "independent" under the NASDAQ listing standards for the purposes of his service generally as a director of RDI—including in documents filed with the SEC and "approved" by Plaintiff himself, and again following an investigation by internal and outside counsel in May 2015 once Plaintiff challenged Adams' independence prior to the vote on Plaintiff's termination. (*See* Factual Background, *supra* at 10.)[7] While not outcome-determinative, the NASDAQ standards—like the NYSE rules—"were influenced by experience in Delaware and other states," "were the subject of intensive study by expert parties," "cover many of the key factors that bear on independence," and "are a useful source for [the] court to consider when assessing an argument that a director lacks independence." *In re MFW S'holders Litig.*, 67 A.3d at 510

---

[7] The fact that Adams, as advocated by director Gould, later voluntarily resigned as a member of RDI's Compensation Committee on May 14, 2016 is entirely irrelevant to his general independence. (HD Ex. 12 at 15.) Gould's concern was that, given Adams' financial ties to the Cotter family generally, he could not be independent in passing on the compensation of Cotter family members. (*See* Def. William Gould's Mot. for Summ. J. at 13.) Gould did not express a concern that Adams could not fairly weigh in on disputes ***between*** the Cotters that were unrelated to compensation. Plaintiff also overlooks the fact that the NASDAQ Marketplace Rules with respect to service on a Compensation Committee are stricter than those that apply to service on a board generally. Not only does a director need to be "independent," as Adams is, *see* NASDAQ Rule 5605(d)(2)(A), a Compensation Committee member also cannot receive any fees (other than for service as a director), such as consulting or advisory fees, that are "material" to him from the Company or its subsidiaries. *See* NASDAQ Rule 5605(d)(2)(A)(i). Thus, while Adams disagreed that his financial ties were material, that Adams decided to resign from the Compensation Committee out of an abundance of caution in light of NASDAQ Rule 5605(d)(2)(A)(i) and the fees he earns from his advisory work with the Cotter Family Farms does not affect his "general" independence—an inquiry which is separately determined under NASDAQ Rule 5605(a)(2) and does not concern itself with the advisory fee issue.

(rejecting challenge to director independence). Thus, the fact that Adams so qualifies for the purpose of his general service as an RDI Board member makes it "more likely that [he] is independent for the purposes of [controlling law]." *In re EZCORP Inc. Consulting Agreement Deriv. Litig.*, C.A. No. 9962-VCL, 2016 WL 301245, at *36 (Del. Ch. Jan. 25, 2016) (further noting that the NASDAQ listing standards and Delaware law "are mutually reinforcing and seek to advance similar goals").[8]

Because the financial relationships involving director Adams are factually irrelevant, monetarily immaterial, and legally insufficient to disturb Adams' presumed independence, summary judgment as a matter of law on the issue of his independence is fully warranted.

V. CONCLUSION

For the foregoing reasons, the Individual Defendants respectfully request that the Court grant them partial summary judgment as to the First, Second, Third, and Fourth Causes of Action set forth in Plaintiff's SAC, the extent that they assert or rely upon an argument that any of the non-Cotter directors of RDI are not "independent."

Dated: September 23, 2016

COHEN|JOHNSON|PARKER|EDWARDS

By: /s/ H. Stan Johnson
H. STAN JOHNSON, ESQ.
Nevada Bar No. 00265
sjohnson@cohenjohnson.com
255 East Warm Springs Road, Suite 100
Las Vegas, Nevada 89119

QUINN EMANUEL URQUHART & SULLIVAN, LLP
CHRISTOPHER TAYBACK, ESQ.
California Bar No. 145532, *pro hac vice*
christayback@quinnemanuel.com
MARSHALL M. SEARCY, ESQ.
California Bar No. 169269, *pro hac vice*
marshallsearcy@quinnemanuel.com

[8] The same is true with respect to the fact that director Kane was also found to be "independent" under the NASDAQ standards, including in materials filed with the SEC that were authorized by Plaintiff. (*See* Factual Background, *supra* at 7-8.)

865 South Figueroa Street, 10th Floor
Los Angeles, CA 90017

Attorneys for Defendants Margaret Cotter, Ellen Cotter, Douglas McEachern, Guy Adams, and Edward Kane

DECLARATION OF COUNSEL NOAH S. HELPERN IN SUPPORT OF THE INDIVIDUAL DEFENDANTS' MOTION FOR PARTIAL SUMMARY JUDGMENT (NO. 2) RE: THE ISSUE OF DIRECTOR INDEPENDENCE

I, Noah Helpern, state and declare as follows:

1. I am a member of the Bar of the State of California, and am an attorney with the law firm of Quinn Emanuel Urquhart & Sullivan, LLP ("Quinn Emanuel"), attorneys for the Individual Defendants. I make this declaration based upon personal, firsthand knowledge, except where stated to be on information and belief, and as to that information, I believe it to be true. If called upon to testify as to the contents of this Declaration, I am legally competent to testify to its contents in a court of law.

2. Attached hereto as Exhibit 1 is a true and correct copy of transcript excerpts from the deposition of Timothy Storey, taken on February 12, 2016.

3. Attached hereto as Exhibit 2 is a true and correct copy of transcript excerpts from the deposition of Guy Adams, taken on April 28, 2016.

4. Attached hereto as Exhibit 3 is a true and correct copy of transcript excerpts from the deposition of Edward Kane, taken on May 2, 2016.

5. Attached hereto as Exhibit 4 is a true and correct copy of transcript excerpts from the deposition of Edward Kane, taken on May 3, 2016.

6. Attached hereto as Exhibit 5 is a true and correct copy of transcript excerpts from the deposition of Edward Kane, taken on June 9, 2016.

7. Attached hereto as Exhibit 6 is a true and correct copy of transcript excerpts from the deposition of Margaret Cotter, taken on May 13, 2016.

8. Attached hereto as Exhibit 7 is a true and correct copy of transcript excerpts from the deposition of James J. Cotter, Jr. ("Plaintiff"), taken on May 16, 2016.

9. Attached hereto as Exhibit 8 is a true and correct copy of transcript excerpts from the deposition of Plaintiff, taken on July 6, 2016.

10. Attached hereto as Exhibit 9 is a true and correct copy of transcript excerpts from the deposition of William D. Ellis, taken on June 28, 2016.

11. Attached hereto as Exhibit 10 is a true and correct copy of a Form DEF 14A filed by RDI on April 25, 2014.

12. Attached hereto as Exhibit 11 is a true and correct copy of a Form 10-K/A, Amendment No. 1, filed by RDI on May 18, 2015, previously marked as Exhibit 411 during Plaintiff's deposition.

13. Attached hereto as Exhibit 12 is a true and correct copy of a Form DEF 14A filed by RDI on May 18, 2016.

14. Attached hereto as Exhibit 13 is a true and correct copy of the Minutes of the Meeting of the RDI Board of Directors held on January 14, 2014.

15. Attached hereto as Exhibit 14 is a true and correct copy of the Minutes of the Meeting of the RDI Board of Directors held on October 20, 2014.

16. Attached hereto as Exhibit 15 is a true and correct copy of the Minutes of the Meeting of the RDI Board of Directors held on November 13, 2014.

17. Attached hereto as Exhibit 16 is a true and correct copy of the Minutes of the Meeting of the RDI Compensation and Stock Option Committee held on November 13, 2014, previously marked as Exhibit 95 during Guy Adams' deposition.

18. Attached hereto as Exhibit 17 is a true and correct copy of Minutes of the Meeting of the RDI Board of Directors held on May 29, 2015, previously marked as Exhibit 200 during Plaintiff's deposition.

19. Attached hereto as Exhibit 18 is a true and correct copy of draft Minutes of the Meeting of the RDI Board of Directors held on June 12, 2015, previously marked as Exhibit 346 during William Ellis' deposition.

20. Attached hereto as Exhibit 19 is a true and correct copy of the Minutes of the Meeting of the RDI Special Nominating Committee held on October 6, 2015, previously marked as Exhibit 52 during Timothy Storey's deposition.

21. Attached hereto as Exhibit 20 is a true and correct copy of an Income and Expense Declaration filed by Guy Adams, dated October 9, 2013, previously marked as Exhibit 53 during Guy Adams' deposition.

22. Attached hereto as Exhibit 21 is a true and correct copy of an email sent by Edward Kane to Timothy Storey and Guy Adams re: "Ellen's Compensation," dated September 29, 2014, previously marked as Exhibit 287 during Edward Kane's deposition.

23. Attached hereto as Exhibit 22 is a true and correct copy of emails between Edward Kane and Plaintiff, dated September 30, 2014 and October 2, 2014, previously marked as Exhibit 408 during Plaintiff's deposition.

24. Attached hereto as Exhibit 23 is a true and correct copy of an email from Edward Kane to Plaintiff, Timothy Storey, and Guy Adams re: "Ellen's $50,000 'Settlement' for the Stock Option Screw-Up," dated October 19, 2014, previously marked as Exhibit 410 during Plaintiff's deposition.

25. Attached hereto as Exhibit 24 is a true and correct copy of an email from Edward Kane to Guy Adams, William Gould, Doug McEachern, and Timothy Storey re: "Compensation and Other Items for Our Meeting on the 13th," dated November 5, 2014, previously marked as Exhibit 102 during Edward Kane's deposition.

26. Attached hereto as Exhibit 25 is a true and correct copy of Plaintiff's Amended Responses to Edward Kane's First Set of Requests for Admission, dated July 27, 2016.

27. Attached hereto as Exhibit 26 is a true and correct copy of the report of Plaintiff's expert Myron T. Steele, Esq., dated August 25, 2016.

28. This declaration is made in good faith and not for the purpose of delay.

I declare under penalty of perjury under the laws of the State of Nevada that the foregoing is true and correct.

Executed on the 23rd day of September, 2016, in Los Angeles, California.

/s/ *Noah Helpern*
Noah Helpern

CERTIFICATE OF SERVICE

I hereby certify that, on September 23, 2016, I caused a true and correct copy of the foregoing **INDIVIDUAL DEFENDANTS' MOTION FOR PARTIAL SUMMARY JUDGMENT (NO. 2) RE: THE ISSUE OF DIRECTOR INDEPENDENCE** to be served on all interested parties, as registered with the Court's E-Filing and E-Service System.

/s/ *C.J. Barnabi*
An employee of Cohen|Johnson|Parker|Edwards

EXHIBIT 1

DISTRICT COURT

CLARK COUNTY, NEVADA

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

DEPOSITION OF TIMOTHY STOREY, a defendant herein, noticed by LEWIS ROCA ROTHGERBER CHRISTIE LLP, at 1453 Third Street Promenade, Santa Monica, California, at 9:28 a.m., on Friday, February 12, 2016, before Teckla T. Hollins, CSR 13125.

Job Number 291961

New Zealand.

Q. And describe for us generally, please, your experience beyond what you just told us with respect to cinema operations.

A. I had a little experience, other than what I've gleaned with Reading. In fact, I acted for Reading since the mid-'90s, since they entered New Zealand. So I guess I have history in that regard.

Q. And what was the nature of the business of DNZ?

A. DNZ is a list of property investment company.

Q. So do you have experience with real estate, other than DNZ and Reading?

A. I've had various -- Well, as a lawyer, I practiced predominantly in real estate, but around corporate and commercial matters. And I've had various property investments and consultancies since.

Q. Okay.

And you remain a director of DNZ today; correct?

A. Of Stride, yes.

Q. Stride, yes. I'm sorry.

And you retired, in one manner or another, as a director of RDI in October of 2015; correct?

A. That is as I recollect.

THE REPORTER: What was that?

THE WITNESS: That is as I recollect.

EXHIBIT 2

Confidential – Filed Under Seal

EXHIBIT 3

DISTRICT COURT

CLARK COUNTY, NEVADA

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

DEPOSITION OF: EDWARD KANE

TAKEN ON: MAY 2, 2016

REPORTED BY:

PATRICIA L. HUBBARD, CSR #3400

and it became in- -- difficult.

And so the regulators came down and they suggested that I leave, and I did.

Q. When did you first meet Jim Cotter, Sr.?

A. He was in the master's of tax program with me in 1963. So I met him in the fall of 1963.

Q. When did you and he become friends?

A. Very shortly thereafter. We found that we had similar backgrounds even though we don't -- didn't have similar religions.

But we were both middle class, lower middle class. We lived in that neighborhood. We didn't have any money when we went to college or law school.

And we just -- just became fast friends.

He was the first person I invited to my house for dinner.

I was married. I had gotten married in the summer of '63. And we started socializing with he and his, I guess, fiance, Mary Ellen Cotter, went to the World's Fair with them, because Mary was working for American Airlines, could get us free tickets.

And then I got the position with Donovan Leisure. And he joined the -- the IRS as a trial

counsel.

And in those days he couldn't stay in New York. He went to Los Angeles because they felt that his looking at cases or tax situations with people in the neighborhood, it would be bad. So he was -- he went to L.A. Liked it in L.A.

He came back I think in 1965 to get married to Mary. And I was an usher at his wedding. And then Mary, of course, moved out to California, because he wanted -- decided to stay here.

Well -- and then he was offered the job with Pacific Theatres. And he stayed out there.

I was looking for a job at Donovan Leisure, because I couldn't afford to stay there.

In those days -- I was treated as if I was employed in '63, because they gave me credit for my master's degree. And beginning of 1967 I was making $12,000, and I had two children. Inflation began. I couldn't afford to live in New York. I was commuting, taking the train from Yonkers. It was a hell of a life.

So I went back to N.Y.U. And they had a enormous placement service for people with a degree in tax.

And I was -- I had the highest grades in

my class and was on Tax Law Review. They put me on the law review.

So I took interviews and was offered jobs in Hawaii, which I took and came home and told my wife and she said "I'm not going." So that took care of that job. And in Denver.

But Jim called me and said, "You know, there's a firm in San Diego, big firm. It's called Gray -- Gray, Cary, Ames and Frye. And they just lost their one tax attorney."

And I -- he knew him because he also worked for the Government in that area.

And he said, "Why don't you go out and take a -- a look at it."

And so I did fly out with my wife and they offered me the position at Gray, Cary.

And we had an idea together, I take the bar and he took the California Bar. And we would form a firm, he and I. He would do the litigation and I would do the tax planning.

But then he was handling a couple cases that came to the attention of the head of Peat, Marwick, Mitchell. And he recommended him to Bill Foreman at Pacific Theatres. And Jim -- there was a four-year commitment, he had a four-year commitment.

And he called me up and said, "The partnership is over because Bill Foreman has offered me four times what I'm making here to come in."

And so I said "Okay."

And I left Gray, Cary and joined with these other guys who -- they were from back east and fine lawyers. It was a very small firm. But four of them became Superior Court judges and one of them became a Court of Appeals judge.

Q. Let me interject a question, Mr. Kane.

A. Sure.

Q. I thought you said something to the effect that he said the partnership was over.

To what were you referring there?

A. Our -- our dream of becoming partners in a law firm, he and I. That was over.

Q. Okay. I'm sorry. Please continue.

A. Sure. So I joined the firm as equal partner.

And I guess I've covered the rest of it except that Jim and I had a very close relationship, even then. And he called me up, and he had a tax problem at Pacific Theatres, a personal tax problem. And he said there are some -- "We have some theaters up in the Fresno area and we could -- maybe we

should buy an orange grove. It's a great tax shelter."

Well, I looked it up and it was a terrific thing. I mean it's one of the few shelters, you could lose money and be ahead of the game.

So, he and I went up there, and we -- he had heard from Prudential, they were foreclosing on thousands of acres of citrus. And we ended up buying an 80-acre citrus grove.

Q. The two of you did?

A. Two of us, yeah.

Q. Okay. Go ahead, please.

A. Actually it was $120,000, ten percent down, $12,000. He didn't have six. And so I put up eight and he put up four. And of course he paid me back.

And we never -- neither of us ever went up there except one time when I took my family without the other one coming.

And we would go up there on a regular basis. I'd drive up to L.A. and then he would drive up there, we'd stay in the same Holiday Inn Motel. And we kept expanding. And after a while we owned about 220 acres.

And then my kids -- he wanted to expand. And my kids were both starting college. They had graduated high school in the same year. Vassar and Cal was expensive, and I said, "I'm not expanding."

Then -- but he -- you had to know him. He was so ethical in many ways. He said, "All right. Just stay here. And I'm going to buy more, but I'll make sure that -- that they pick our groves first before they pick mine so" -- because in those days they had a marketing order and you had to pick only so much off of each grove at different periods.

I said, "It isn't going to work, Jim. It's just not going to. So, buy me out."

And he did. He said set a price. We never had an agreement. I set the price, he said that sounds fair, and that was it.

Q. When did that happen?

A. Approximately -- let me think. My son was born in 1965 and he was going to college. So that was probably 1982 or '3.

Q. And when did the two of you buy the first 80 acres?

A. It was in the '70's. I don't remember exactly when.

Q. And was that the end of your involvement

with Mr. Cotter, Sr., and orange groves?

A. Yeah. Yeah.

Q. Okay.

A. He expanded. I don't know. I think he -- his son can tell you, but I think they may have as many as 2,000 acres by now.

Q. So you've known Mary Cotter since before she and Jim Cotter, Sr., were married?

A. Yes.

Q. You still communicate with her, correct?

A. Not regularly. Lately I talk to her more because I -- when Ellen is out here, Ellen will stay with her or Margaret.

And Ellen is a bit like her father. She does like to work at night. So she'll call me and I'll see the number and I'll call back and it's at the house, and then Mary will answer the phone. So we'll chitchat a bit.

But I -- the last time I saw her was in -- around Christmas. What is that? Four or five months ago. And before that it might have been as long as a year before I actually saw her.

Q. Have you had other business ventures with Jim Cotter, Sr., beyond what you've already described to us?

MR. SEARCY: Objection. Vague.

THE WITNESS: Trying to think. I can't think of any.

BY MR. KRUM:

Q. Answer this as you see fit, Mr. Kane. Describe your historical relationship with Ellen and Margaret Cotter.

MR. SEARCY: Objection. Vague, overbroad.

THE WITNESS: I knew them as children, just as I know Jim, Jr. I don't think my relationship was any different with the three of them.

It was just a relationship I've had with someone I've known all my -- all their lives.

BY MR. KRUM:

Q. Do your family and the family of Jim Cotter, Sr., socialize?

MR. SEARCY: Objection. Vague.

BY MR. KRUM:

Q. Socialize meaning see each other socially.

A. No. No. Just because of the distance.

Q. Between San Diego and Los Angeles?

A. Right. Right. Right.

Q. Do your children know the three Cotter children?

A. I -- I think they do, yes. Yes.

Q. Do any of Ellen Cotter, Margaret Cotter or Jim Cotter call you Uncle Ed?

A. All of them, including their mother and their father.

Q. But for the three kids, has that been how they've addressed you since they were able to speak?

MR. SEARCY: Objection. Vague.

THE WITNESS: I think that's true. And they still do except for Mr. Cotter, Jr. He stopped calling me Uncle Ed when he was terminated.

BY MR. KRUM:

Q. In your decision-making with respect to any or all of the three Cotter children since the passing of Jim Cotter, Sr., have you attempted to do what you thought he would have wanted you to do?

MR. SEARCY: Objection. Vague and lacks foundation.

THE WITNESS: What I do does not take into account The Cotter children.

I'm a director of this company. And I do what I think is in the best interest of the

shareholders and the employees and the company.

I don't mix my personal feelings for them with my decisions.

BY MR. KRUM:

Q. So the answer to my question is a "no," with the explanation you just provided?

A. Yes.

Q. So, over the years, Mr. Kane, have you -- did you have conversations with Jim Cotter, Sr., about what his hopes and aspirations or plans, as the case may be, were for any or all of his three children?

MR. SEARCY: Objection. Vague.

THE WITNESS: I -- you'd have to be more specific.

BY MR. KRUM:

Q. Okay.

A. They were in the business. I didn't -- he didn't ask me if Ellen should go in the business or Margaret go into the business over his decisions or Jimmy.

Q. Do you recall the circumstances of any of the three Cotter children going into the Redding or RDI business?

A. No, I don't. I don't.

VIDEOTAPE OPERATOR: We are on the record.

The time is 11:32 A.M.

This is the beginning of media number two in the continuing deposition of Edward Kane volume one.

BY MR. KRUM:

Q. Mr. Kane, do you consider yourself retired, sir?

A. I guess yes, yes.

Q. For how long have you been retired?

A. I stopped teaching two or three years ago. So, I guess since then.

Q. So you --

A. Let me rephrase that. I'm retired except I'm working countless hours for this company.

Q. Reading?

A. Reading.

Q. What was the last non-teaching job you had?

A. The last non-teaching job was at Sharp Community Medical Group where, as I said, I was a non-director/director. And that took a good bit of time, probably 15, 20 hours a week.

Q. When did that end?

A. Probably two, two and a half years ago.

Q. What was your compensation in that role?

A. I think I was paid $6500 month.

Q. And just to be clear, so that ended in -- somewhere between the beginning and the middle of 2014?

A. Something like that.

Q. Since that time have you had any income other than as a Reading director?

MR. SEARCY: Objection. Vague.

BY MR. KRUM:

Q. Excluding passive investment income.

A. Well, I have self-funded -- my wife and I have self-funded retirement plans. That's passive, I suppose you could say.

Q. Okay. So, since the work ended with the Community Medical Group --

A. Uh-huh.

Q. -- your sole source of income has been your self-funded retirement plans and your work as a Reading director, correct?

A. That's correct.

Q. How many retirement plans do you have, sir?

A. My wife has one and I have two.

Q. What are the principal balances of your two self-funded retirement plans?

A. Mine?

Q. Yes.

A. In excess of $2 million.

Q. What sort of financial obligations do you have of a material magnitude, whether it be rent, mortgage, cars, that kind of thing?

A. I have home equity loans, less than $200,000.

I have two other home equity loans, but they're joint with my children. One with one child, one with the other, $100,000. But the money is sitting there in a savings account -- in the bank account where -- who gave me that. That's in case there's -- we're in Europe or something or something fatal happens they'll have access to money right away.

So, it's joint accounts, but it's my Social Security number.

(Whereupon Mr. Ferrario re-entered the deposition proceedings at this time.)

BY MR. KRUM:

Q. Is that it -- excuse me.

EXHIBIT 4

DISTRICT COURT

CLARK COUNTY, NEVADA

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

VIDEOTAPED DEPOSITION OF EDWARD KANE

TAKEN ON MAY 3, 2016

VOLUME 2

Job no. 305191

REPORTED BY:

PATRICIA L. HUBBARD, CSR #3400

MR. SEARCY: Objection. Vague.

THE WITNESS: I don't know that that was an issue of importance, at least it never came to me that way.

BY MR. KRUM:

Q. Did you have any discussions or communications with Ellen Cotter about the subject of her title?

A. I don't believe I did.

Q. Did you have any conver- --

Well, okay. One of the issues between Ellen Cotter on the one hand and Jim Cotter, Jr., on the other was Ellen's compensation, correct?

A. No. I don't think that is correct.

Q. Did you ever have communications with Ellen Cotter regarding either her title or her compensation or both?

A. I don't believe I had any conversations with her over her title. She did come to me for a raise in her pay in 2014 as chairman of the compensation committee.

Q. Was that the circumstance where she needed a raise to secure a mortgage on a piece of real estate?

A. Correct.

Q. Okay. That's the circumstance where you signed a letter to the lender saying that as chairman of the compensation committee you would expect or the committee expected that she would have a raise of at least 20 percent starting the beginning of the next year?

A. Correct.

Q. Now, my question before, Mr. Kane, was about communications. Not conversations.

And to be clear, the reason I do that is I include in the question written communications, whether email or otherwise.

So, with that by way of explanation, let me ask the question again.

Did you ever have communications with Ellen Cotter regarding her title?

A. I may have. I just don't remember.

Q. Did you ever have communications with Jim Cotter, Jr., regarding Ellen's title?

A. Again, I may have, but I don't remember.

Q. Did you ever have communications with any of the four other non-Cotter directors regarding Ellen's title?

A. I don't recall ever talking with them about it.

EXHIBIT 5

DISTRICT COURT

CLARK COUNTY, NEVADA

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

VIDEOTAPED DEPOSITION OF EDWARD KANE

TAKEN ON JUNE 9, 2016

VOLUME 3

Job No.: 315759

REPORTED BY:

PATRICIA L. HUBBARD, CSR #3400

Q. In any event, neither Ellen Cotter nor Craig Tompkins have brought to your attention the issues that have arisen with Jim Cotter, Jr., and the question of who's responsible for payment of certain taxes on account of him exercising an options -- exercising options in 2013?

A. Never been brought to my attention.

MR. SEARCY: Objection. Vague and lacks foundation.

BY MR. KRUM:

Q. Directing your attention back to Exhibit 287.

A. Yes.

Q. Item one in your email is an increase to Ellen's compensation, and item three is a letter from you as compensation committee chairman to a lender.

A. Yes.

Q. Now, were those separate issues or were those, in effect, the flip side of the same coin?

A. Those were separate issues.

Q. And the letter was simply that Ellen needed a letter to the lender to -- saying that she had the 20 percent increase in her compensation so she could qualify for a mortgage, right?

A. Right.

Q. And that letter was sent out under your signature?

A. Yes.

Q. Ellen signed it for you, right?

A. Yes, she did. I authorized her to do it. It was a time issue.

Q. Now, item number one, an increase in her compensation, what was the genesis of that? Meaning how did it come about that in September of 2014 you were raising the subject of increase in Ellen's compensation?

A. She raised it with me. And I consulted with Jim, Jr. And he gave me the name of the consultant they had met with.

He -- I think his father, Ellen and Margaret, it was Pearl Meyer. They weren't using Towers Watson or they decided not to use Towers Watson. And either he gave me or I obtained a copy of the Pearl Meyer recommendations, which would provide a substantial increase in both his and Ellen's compensation if adopted.

Q. Do you recall that Mr. Adams agreed with the recommendations you have made in Exhibit 287?

A. Which recommendation are you talking

EXHIBIT 6

DISTRICT COURT

CLARK COUNTY, NEVADA

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

VIDEOTAPED DEPOSITION OF MARGARET COTTER

TAKEN ON MAY 13, 2016

VOLUME II

REPORTED BY:

PATRICIA L. HUBBARD, CSR #3400

A. Ms.

Q. Had you dealt with her before?

A. For 16 years.

Q. Did Ms. Ward handle the arbitration?

A. No, she did not.

Q. Who handled the arbitration for Reading?

A. Quinn Emanuel.

Q. Oh, yes. Good lawyers, huh?

A. Very good.

Q. Did there come a time, Ms. Cotter, that you had communications with your sister Ellen about a new director or possible new director for the RDI board of directors?

A. Yes.

Q. When was that?

A. I don't recall.

Q. What was the context?

A. We spoke about Fehmi Karahan. And she thought that he would be a great addition to the board. And he -- she had a conversation with him, and he was willing to join the board.

Q. And how did it arise that you and your sister Ellen began to talk about the subject of a new director as distinct from the identity of the new director?

A. How did we begin to talk about it?

I don't know. There was a vacancy on the board.

Q. Well, the vacancy on the board was a longstanding vacancy, right?

MR. SEARCY: Objection. Vague.

THE WITNESS: It was my father's spot.

BY MR. KRUM:

Q. Do you recall discussions with either your sister Ellen or your brother Jim or any other member of RDI's board of directors in which the notion that the board spot that was vacant on account of your father's passing would be left vacant for some period of time?

MR. SEARCY: Objection. Vague.

THE WITNESS: You're asking if I recall having a conversation about that vacant spot?

BY MR. KRUM:

Q. Yeah.

A. With anyone. Other than my sister?

Q. No. With any member of RDI's board. Your sister, your brother or any of the other five.

A. I had the conversation with my sister. I don't know when it was, though.

Q. Did you discuss with her any other

persons as candidates or possible candidates to be added to the RDI board of directors?

A. When?

Q. At any time prior to June 12, 2015 when your brother was terminated.

A. No.

Q. Had you had any discussions with your sister Ellen or anyone else regarding the subject of whether your brother could or would be -- could or would remain on the RDI board of directors following his termination?

A. Did I have any conversation whether --

Q. I'll ask it again.

A. Yeah.

Q. Did you have any communications with your sister Ellen or anyone else at any time prior to June 12, 2015, regarding the subject of whether your brother would or could remain a member of the RDI board of directors following termination of him as president and C.E.O.?

A. I don't recall having that conversation with anyone.

Q. Well, do you recall that at the board meeting on June 12, 2015, Ellen said in words or substance that your brother, having been terminated

as president and C.E.O., was required to resign from the RDI board of directors?

A. I -- I think I recall that. I think she was referring to an employment agreement or something my brother had.

Q. And had you heard the notion prior to that meeting of June 12, 2015, that your brother was required to or would be asked to resign as a director upon termination of him as president and C.E.O.?

A. I don't recall hearing that.

Q. Did you have any communications with anybody about a person to replace your brother as director -- as an RDI director?

A. No.

Q. When was the first time you had any communications with anyone other than what you've already described with your sister about Mr. Fehmi regarding possible additions or replacements to or for the RDI board of directors?

MR. SEARCY: Objection. Vague.

THE WITNESS: I remember speaking to somebody who I thought would be a possible candidate sometime in 2015. I don't recall when it was.

///

BY MR. KRUM:

Q. Well, was it before or after June 12, 2015?

A. I don't recall that.

Q. Who was the person with whom you spoke?

A. Simon Roberts.

Q. Who is Simon Roberts?

A. He was a partner from Bain Capital. And he worked at a hedge -- hedge fund, I believe.

Q. How do you know Simon Roberts?

A. I know him socially in New York.

Q. And when you say you know him socially, Ms. Cotter, explain that or describe that, please.

I mean is it dinner quarterly or did you golf with his wife, whatever it is?

A. I maybe see him once a year. He's friendly with my wife's husband.

Q. How long have you known Mr. Roberts?

A. I believe I first met him in 2005 or 2006.

Q. And what was the circumstance or context, meaning were you out for dinner or -- or what, that you had this discussion with him about becoming a member of the RDI board of directors?

A. I think I had called him up on the

phone.

Q. Had you previously communicated to him that you wanted to speak to him about a business matter, such as had you scheduled a call or did you just extemporaneously call him?

A. I don't recall that.

Q. And had you discussed with your sister Ellen or any other person that you were going to call Mr. Roberts or that you had called and spoken with him?

A. I told my sister I was going to call him. And I believe later on a couple of the directors knew that I had talked to him, because he turned it down.

Q. Who were those couple of the directors that knew?

A. I don't recall who it was.

Q. How do you know they knew?

A. I brought it up in a meeting. I just don't remember who was on the call.

Q. Was that an executive committee meeting?

A. I don't remember what type of meeting it was.

Q. Do you recall what else, if anything, was discussed at that meeting?

A. The meeting that I told him about Simon Roberts?

Q. Yes.

A. I think they were at the meeting about other possible candidates for the board.

Q. So, having gone through that sequence, does that refresh your recollection at all about the time frame in which you had this communication with Mr. Roberts and meeting with other directors in which you discussed your communication with Mr. Roberts?

A. I don't recall when I first had a conversation with Mr. Roberts.

The meeting with the other directors I believe was sometime in 2015 in the fall.

Q. Was there any other person with whom you spoke or communicated about becoming an RDI director at any point in time in 2015?

A. Michael Wrotniak.

Q. Who is he?

A. He is somebody that I went to college with, and he is married to a friend of mine.

Q. What's her name?

A. Patricia Wrotniak.

Q. How long have you known Michael

Wrotniak?

A. I met him in college, so --

Q. We have your education. You don't have to do the calculations.

A. Thank you.

Q. And how long have you known his wife Patricia?

A. I've known her longer than Michael Wrotniak.

Q. Dating back to when, whether my date or place in life?

A. Freshman year in college.

Q. So you've known her since freshman in college and Michael Wrotniak since later in college?

A. That's correct.

Q. I assume because she started dating him, correct?

A. That's correct.

Q. Sometimes lawyers can fuse together a couple points of data.

When did you first communicate with either Patricia or Michael Wrotniak about Michael Wrotniak joining the RDI board of directors?

A. Sometime in the fall of 2015.

Q. Describe your relationship with Patricia

Wrotniak, please.

A. She is a college friend. I speak to her -- I don't know -- once every three or four weeks. I see her maybe four times a year. It varies. She had kids very early on after college, so I really didn't see her that much.

And now that I have kids and work, I don't see her that often.

Q. Does she still -- well, as of today is she one of your best friends?

MR. SEARCY: Objection. Vague.

THE WITNESS: I would consider her a close friend.

BY MR. KRUM:

Q. And describe your relationship with Michael Wrotniak.

A. I don't talk to him or see him as I -- as I had done with Patricia. I would maybe see him once a year if I went to her house for dinner, but I wouldn't consider I have, you know, an ongoing relationship with him.

Q. How often do you communicate with him?

A. Now?

Q. How often did you communicate with him in 2014?

A. Oh, he would email me if he wanted show tickets.

Q. How often did you communicate with him in 2015?

A. I don't know.

MR. KRUM: I'll ask the court reporter to mark as Exhibit 160 --

THE REPORTER: Yes.

MR. KRUM: -- two pages, the first of which is dated April 9, 2015, and appears to be an email from Margaret Cotter to Kelley Anderson with the subject "Michael Wrotniak." Production numbers are MC2812 and 13.

(Whereupon the document referred to was marked Plaintiffs' Exhibit 160 by the Certified Shorthand Reporter and is attached hereto.)

MR. FERRARIO: This has a red mark on it.

MR. KRUM: A what?

MR. FERRARIO: 158. There you go.

MR. KRUM: Oh, I passed you a prior exhibit --

MR. FERRARIO: That's all right.

MR. KRUM: -- that I picked up by accident.

BY MR. KRUM:

Q. Ms. Cotter, do you recognize Exhibit 160?

A. It's an email from me to Kelley with an attachment of Michael Wrotniak's cell phone number.

Q. Kelley Anderson's your assistant?

A. Yes.

Q. She's in New York?

A. Yes.

Q. And why on -- and did you send this email on the date it bears, April 9, 2015?

A. It appears so, yes.

Q. Why did you send Michael Wrotniak's telephone number to her on April 9, 2015?

A. I don't know. I don't know. Or I don't recall.

Q. Does that refresh your recollection as to when you first communicated with Michael Wrotniak regarding the subject of possibly becoming a member of the RDI board of directors?

A. No.

Q. Did you have communications with Michael or Patricia Wrotniak in April of 2015 about Michael

possibly becoming a member of the RDI board of directors?

A. I may have.

Q. And how would that have occurred at that time?

A. I don't know.

MR. KRUM: Okay. I'm going to show the witness what is marked production number MC2814. For the record, it says nothing other than "sent from my iPhone on it."

BY MR. KRUM:

Q. Ms. Cotter, does this page belong at the back of what we've marked as Exhibit 160?

A. I don't know if it does or not.

Q. Okay. Can you tell from looking at Exhibit 160 whether that email from you to Kelley Anderson on April 9 was sent by iPhone or computer or any other way?

A. It's Bates stamped, so -- and then it's --

Q. Sequential?

A. Right. Possibly.

Q. Okay. Well, let's do this. We'll amend the exhibit to -- Exhibit 160 to be 2812 through 2814, because it appears that likely is the case.

The witness has said it's possible, and the record is now clear.

I apologize for that little hiccup.

(Off-the-record discussion.)

MR. KRUM: Well, I can fix this, and I apologize.

BY MR. KRUM:

Q. So, let's mark as Exhibit 161 -- the answer is it's correct.

160 should be three pages, 2812 through 14.

MR. FERRARIO: Okay.

MR. KRUM: Let's mark as Exhibit 161 another April 9 email from Ms. Cotter to Kelley Anderson with the subject "Michael Wrotniak." This one bears production number 2815.

(Whereupon the document referred to was marked Plaintiffs' Exhibit 161 by the Certified Shorthand Reporter and is attached hereto.)

BY MR. KRUM:

Q. Okay, Ms. Cotter. Do you recognize Exhibit 161?

A. Yes. It's an email from me to Kelley

Anderson on April 9, 2015 with an address.

Q. Did you receive the email at the bottom of 161 from Ms. Anderson and then respond with the address on April 9, 2015?

A. Yes.

Q. So does this refresh your recollection that what transpired is that you had sent Ms. Anderson Mr. Wrotniak's V-card, but it didn't have an address, and she asked and you provided it?

A. Yeah.

Q. Does that refresh your recollection that in or about April 9 or at some point in April of 2015 you had communications with Michael Wrotniak about joining the RDI board of directors?

MR. SEARCY: Objection. Lacks foundation.

THE WITNESS: I really don't recall when it was. And this doesn't help.

BY MR. KRUM:

Q. Okay. Do you recall that there came a point in time in April of 2015 when you determined to exercise an option or options you held to acquire RDI class B voting stock?

A. My personal --

Q. Yes. Your personal --

EXHIBIT 7

EIGHTH JUDICIAL DISTRICT COURT
CLARK COUNTY, NEVADA

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

vs. Case No.

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

and

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

(CAPTION CONTINUED ON NEXT PAGE.)

VIDEOTAPED DEPOSITION OF JAMES COTTER, JR.
Los Angeles, California
Monday, May 16, 2016
Volume I

Reported by:
JANICE SCHUTZMAN, CSR No. 9509
Job No. 2312188
Pages 1 - 297

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

Videotaped Deposition of JAMES COTTER, JR., Volume I, taken at 865 South Figueroa Street, 10th Floor, Los Angeles, California, commencing at 10:09 a.m. and ending at 5:40 p.m., Monday, May 16, 2016, before Janice Schutzman, CSR No. 9509.

PAGES 1 - 297

referenced and the cost incurred in defending the derivative suit, you, as you sit here, you can't identify any other monetary damages that you believe any of the grievances you're complaining about have caused shareholders; correct? 11:16:02

MR. KRUM: Objections -- same objections.

THE WITNESS: As I sit here today, that's what I recall.

BY MR. TAYBACK:

Q. Did you ever talk to any shareholders that said that they sold Reading stock because you were terminated? 11:16:18

A. No.

Q. Have you ever heard that from anybody?

A. No. 11:16:29

Q. I'm going ask you some questions about the individual directors.

Judy Codding, do you -- is she an independent director, in your view?

MR. KRUM: Objection, vague and ambiguous, may call for a legal conclusion. 11:17:03

THE WITNESS: Judy Codding has been a long-standing friend of my mother's. I believe Judy Codding has known my mother close to 30 years, if not longer. 11:17:26

Based on her conduct at the board, I do question her independence. Now, whether she satisfies some legal technical definition of independence, she might. But based on a relationship with my mother and her behavior at the board, I do question her independence.

BY MR. TAYBACK:

Q. Well, she's -- you say she's been a long-standing friend of your mother's.

She -- your relationship with your mother goes back longer than hers; correct? 11:17:45 11:18:02

A. Yes.

Q. And you indicated you believe you were independent?

MR. KRUM: Well, objection. The testimony was what it was. 11:18:14

BY MR. TAYBACK:

Q. Is that -- isn't that correct?

A. I think --

MR. KRUM: Same objection. 11:18:20

THE WITNESS: I think I testified that for certain decisions, I'm independent, yes. I mean, it -- but based on -- and yes, I do -- I do go way back with my mother. I mean, but today, there's been -- I don't have the same relationship with my 11:18:32

mother so that it's not equivalent.

But based on Judy Codding's behavior and her relationship with my mother, I do question her independence.

BY MR. TAYBACK: 11:18:50

Q. And you said that based on her decisions.

So you sort of look at how she voted on things and conclude that she's not independent?

MR. KRUM: Object to the char- -- mischaracterizes the testimony. 11:19:02

THE WITNESS: Frankly, I don't know. There were certain decisions that Judy Codding has made that I was not privy to. So I can't tell you exactly how she behaved and whether her independence impacted her decisions. 11:19:28

BY MR. TAYBACK:

Q. So the two grounds that you said made you question her independence were her friendship with your mother and certain of the decisions that she's made? 11:19:42

MR. KRUM: Objection, mischaracterizes the testimony.

BY MR. TAYBACK:

Q. And I'm trying to find out now, what are the decisions that she's made that you think cause 11:19:46

you to question her independence?

A. It's --

MR. KRUM: Same objection.

Go ahead. You can answer.

THE WITNESS: It's more than that. It's more than that. It's based on my communication with Judy Codding that Judy Codding viewed Reading the way that Ellen and Margaret viewed Reading, which was as a family-owned business to be run by the Cotters and that the Cotters' interests should be served first. 11:19:57 11:20:17

And so, yes, I do question Judy Codding's independence. I question not only her relationship with my mother, but derivatively her relationship with my two sisters. 11:20:36

BY MR. TAYBACK:

Q. What did she say that -- what's the communication that you're describing, either say or writing, I'm not sure what it was.

But what was the communication that you're describing with Ms. Codding that gave you -- gives you reason to question her independence that you're describing here? 11:20:47

A. Shortly before or shortly after Judy Codding joined the board, I had breakfast with her. 11:21:03

And this is during a period at which this CEO search committee was looking for a CEO.

And she said something to the effect of, well, you know, your sister Ellen should be CEO or you should be CEO and, you know, it should be one of you guys. 11:21:22

And so this is before Ellen had declared her interest in becoming CEO. And looking back on it, I found it very odd that she would have said something like that as this process to find an outside CEO was unfolding. 11:21:39

Q. So you thought it was odd that she would suggest that a Cotter should be a CEO of the company?

A. Yeah, and -- 11:21:56

MR. KRUM: Objection, mischaracterizes testimony.

THE WITNESS: In my discussion with her, she was describing Reading almost as a family-owned small business, not a public company which would be accountable to outside stockholders. And so that gave me pause and made me question her independence. 11:22:05

BY MR. TAYBACK:

Q. Isn't it true that you became the CEO because you were Mr. Cotter's son -- 11:22:24

MR. KRUM: Same objections.

THE WITNESS: Again, technically, he may be independent. Yes. I mean --

BY MR. TAYBACK:

Q. Yes, he's independent, in your view? 11:28:22

A. I mean, I'm -- again, Mr. Tayback, I'm not a lawyer. I -- so I don't --

Q. I'm not asking the legal definition. I'm asking your view. You've stated that some people in your view aren't independent, and so now I'm asking 11:28:33 about these other people.

Mr. Gould, in your view, is he independent?

A. Technically, I believe he's independent.

Q. Technically.

Are you giving me a legal definition there, 11:28:47 or are you telling me --

A. I don't --

Q. -- what you think?

You don't know.

So with respect to -- I mean, all the other 11:28:54 people we've asked about, Ms. Codding, Mr. Wrotniak, you said, I'm not giving you the legal definition, I'm telling you what I think.

A. Right.

Q. Because you expressed a concern that there 11:29:03

aren't enough independent directors on the board and on this executive committee, and I'm trying to find out if you have a view as to whether Mr. Gould is independent or not.

And you think, in your view, he's independent? 11:29:13

A. For a period of time, Bill was independent but has -- yes, I mean, he is independent.

Q. Okay. And why do you think he's independent? 11:29:23

Does he have no connection to your family?

A. At least he doesn't have a relationship going back with me and my two sisters that would be of such that would question his independence.

Q. How long have you known Mr. Gould? 11:29:44

A. Maybe since -- at least since 2002.

Q. Was he a friend of your father's?

A. He was.

Q. A close friend?

A. I don't know. I mean, he was a business associate with my dad's. I wouldn't describe him as a close friend. 11:30:03

Q. So he did business with your father?

A. He's -- I think he's been on the board for a number years, going back to perhaps 1985. 11:30:16

Q. And did you feel that that made him an independent board member even when your father was in control of the company?

MR. KRUM: Same objections.

THE WITNESS: I don't know. 11:30:28

BY MR. TAYBACK:

Q. Mr. Kane, is he independent, in your view?

A. No.

Q. Why not?

A. Because Mr. Kane has had a relationship 11:30:51 going back close to 50 years with -- close to 50 years with the three of us, with my dad. I think he went back close to 40 years with my father.

And based on that relationship, my sisters call him uncle, Uncle Ed. And based on his behavior 11:31:26 and actions that he's taken, I would say he's not independent.

Q. Mr. Gould's relationship with your father didn't -- doesn't make him currently independent -- does not make him currently not independent, but 11:31:44 Mr. Kane's relationship with your father makes him not independent; is that correct?

MR. KRUM: Objection, mischaracterizes the testimony.

THE WITNESS: Mr. Kane and Mr. Gould had a 11:31:56