

IN THE SUPREME COURT OF THE STATE OF NEVADA

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

Appellant,

v.

DOUGLAS MCEACHERN, EDWARD  
KANE, JUDY CODDING, WILLIAM  
GOULD, MICHAEL WROTONIAK, and  
nominal defendant READING  
INTERNATIONAL, INC., A NEVADA  
CORPORATION

Respondents.

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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 XXVII  
JA6552 – JA6808**

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## 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):

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William Gould

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

**Subject:** RE: RDI

Mark,

With all due respect, it has been **one (1) week**. I have been working on it and would have responded today with or without your unfounded accusations.

As I tried to explain to you during the deposition, the issue is complicated.

The Special Committee meeting closest in time to the date you requested occurred on 12/21. We are willing to redact attorney-client privileged information in the draft minutes and will produce for "Attorneys Eyes Only". Please note that to maintain independence of the committee and to permit the committee to function in such a capacity, the following process on minutes has been followed to date (1) No one other than the committee members have seen the minutes—that includes the Cotters and Craig Tompkins (not seeing them); (2) the committee members have individually seen them, but the committee has not formally approved them; and 3) the minutes have not been provided to the RDI BOD. Please confirm you are agreeable to the Attorney Eyes Only production.

As to your new accusations regarding Mr. Gould's communications with Greenberg Traurig all such communication was either produced or is on the privilege log RDI provided.

Best,  
Kara

---

**From:** Mark G. Krum [mailto:mkrum@bizlit.com]  
**Sent:** Thursday, April 12, 2018 12:18 PM  
**To:** Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; marshallsearcy@quinnemanuel.com; Hendricks, Kara (Shld-LV-LT) <hendricksk@gtlaw.com>  
**Cc:** christayback@quinnemanuel.com; nhelpen@quinnemenuel.com; sm@morrislawgroup.com; al@morrislawgroup.com; Sanford F. Remz <sremz@bizlit.com>; Noemi A. Kawamoto <nkawamoto@bizlit.com>  
**Subject:** RE: RDI

Kara,

With all due respect, that is exactly what you told me a week ago during the deposition of Bill Gould. Likewise, that effectively is what Mark and Marshall told me at the end of February and the beginning of March.

That no one has followed through and circled back to us as promised is particularly troubling in view of the fact that the minutes of the so-called special independent committee meeting of on or about December twenty something should have been included in RDI's production of documents, as well as the productions by individual directors.

Now, of course, we have Bill Gould's deposition testimony of a week ago, which testimony wss that there were additional communications between Greenberg Traurig lawyers and Bill



Gould as chairperson of the so-called special independent committee, as well as between and among those lawyers, Mr. Gould and the other committee members (Coddington and McEachern). Of course, any and all such written communications should have been produced and/or included on privilege logs.

Kindly let us know when those documents, as well as the referenced minutes of the committee meeting from December 20-something, will be produced, logged, or both.

Mark

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From: [hendricksk@gtlaw.com](mailto:hendricksk@gtlaw.com)  
Sent: Monday, April 9, 5:10 PM  
Subject: RE: RDI  
To: Mark G. Krum, [ferrariom@gtlaw.com](mailto:ferrariom@gtlaw.com), [marshallsearcy@quinnemanuel.com](mailto:marshallsearcy@quinnemanuel.com)  
Cc: [christayback@quinnemanuel.com](mailto:christayback@quinnemanuel.com), [nhelpern@quinnemenueel.com](mailto:nhelpern@quinnemenueel.com), [sm@morrislawgroup.com](mailto:sm@morrislawgroup.com), [al@morrislawgroup.com](mailto:al@morrislawgroup.com), Sanford F. Remz, Noemi A. Kawamoto

Mark,

I will look into this.

Kara

**From:** Mark G. Krum [<mailto:mkrum@bizlit.com>]  
**Sent:** Monday, April 9, 2018 1:52 PM  
**To:** Ferrario, Mark E. (Shld-LV-LT) <[ferrariom@gtlaw.com](mailto:ferrariom@gtlaw.com)>; [marshallsearcy@quinnemanuel.com](mailto:marshallsearcy@quinnemanuel.com)  
**Cc:** Christopher Tayback <[christayback@quinnemanuel.com](mailto:christayback@quinnemanuel.com)>; [nhelpern@quinnemenueel.com](mailto:nhelpern@quinnemenueel.com); Hendricks, Kara (Shld-LV-LT) <[hendricksk@gtlaw.com](mailto:hendricksk@gtlaw.com)>; Steve Morris <[SM@morrislawgroup.com](mailto:SM@morrislawgroup.com)>; Akke Levin <[AL@morrislawgroup.com](mailto:AL@morrislawgroup.com)>; Sanford F. Remz <[sremz@bizlit.com](mailto:sremz@bizlit.com)>; Noemi A. Kawamoto <[nkawamoto@bizlit.com](mailto:nkawamoto@bizlit.com)>  
**Subject:** RDI

Mark and Marshall,

At the depositions of Ms. Coddington and Mr. Wrotniak, I asked that you produce the minutes of the special committee meeting that occurred on or about December 27, 2017. The testimony was to the effect that that meeting concerned what we have called the ratifications. For example, see the Wrotniak transcript at 93:16-94:2, when Marshall agreed to follow through on this with Mark. This document is responsive to multiple document requests propounded to each of your clients. Would one of you kindly, promptly follow through on this please? Thank you.

Mark

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JA6553

disseminate such information.

## EXHIBIT 12

TRAN

DISTRICT COURT  
CLARK COUNTY, NEVADA  
\* \* \* \* \*

JAMES COTTER, JR.	.	CASE NO. A-15-719860-B
Plaintiff	.	A-16-735305-B
	.	P-14-082942-E
vs.	.	
	.	DEPT. NO. XI
MARGARET COTTER, et al.	.	
Defendants	.	<b>Transcript of</b>
.....	.	<b>Proceedings</b>

BEFORE THE HONORABLE ELIZABETH GONZALEZ, DISTRICT COURT JUDGE

**JURY TRIAL - DAY 1**

MONDAY, JANUARY 8, 2018

COURT RECORDER:

JILL HAWKINS  
District Court

TRANSCRIPTION BY:

FLORENCE HOYT  
Las Vegas, Nevada 89146

Proceedings recorded by audio-visual recording, transcript  
produced by transcription service.

**JA6556**

APPEARANCES:

FOR THE PLAINTIFF:

MARK G. KRUM, ESQ.  
STEVE L. MORRIS, ESQ.  
AKKE LEVIN, ESQ.

FOR THE DEFENDANTS:

KEVIN JOHNSON, ESQ.  
MARSHALL M. SEARCY, ESQ.  
CHRISTOPHER TAYBACK, ESQ.  
MARK E. FERRARIO, ESQ.  
KARA B. HENDRICKS, ESQ.

1 now going to excuse you and return you to Jury Services. I do  
2 not know if they will let you go home. I am hopeful they will,  
3 but thank you very much for your patience today. I've had to  
4 continue this trial based upon the medical issue of a witness.  
5 So thank you very much.

6 Dan, if you could help them get over to the third  
7 floor to Mariah.

8 (Jury discharged at 2:01 p.m.)

9 THE COURT: Okay. Now that we've finished that part  
10 of our day, let me go to the other parts of my day.

11 So, Mr. Ferrario and Mr. Tayback, you had both as  
12 part of your inquiry asked if there was a cost issue if your  
13 clients could seek any recompense for that. The answer is you  
14 can file whatever motions you think are appropriate.

15 And, Mr. Searcy, if you believe there's a written  
16 motion related to the qualifications of a class  
17 representative, you can, of course, file that.

18 With respect to the motions that I denied this  
19 morning because they were too late, let's talk about that  
20 issue. I indicated earlier today that if we were going to  
21 entertain those motions I was going to reopen discovery and  
22 allow discovery on the issues related to the matters that were  
23 addressed in those motions. Does anybody want to talk to me  
24 about that?

25 MR. FERRARIO: We absolutely want to bring those

1 motions back. To the extent -- I personally don't think  
2 there's discovery needed on the demand futility motion, but to  
3 the extent you're willing to accommodate them I think they can  
4 certainly inquire into the ratification. I think there should  
5 be a limited discovery period opened and with appropriate  
6 limitations, limited to that ratification process. And then  
7 we can bring that to you on a more fulsome record.

8 THE COURT: Mr. Krum, Mr. Morris?

9 MR. FERRARIO: And we will renew the motion, as  
10 well, on the demand futility. As Ms. Cowden pointed out to me  
11 when we were walking back to the war room, Shoen says "must,"  
12 not "may." So I will -- I'll renew that and perhaps address  
13 the Court's comments more targeted. Thank you.

14 THE COURT: Mr. Krum.

15 MR. KRUM: Well, Your Honor, obviously creating  
16 evidence for use in a case is an unusual circumstance, but  
17 obviously we're entitled to discovery if there's any  
18 possibility they're going to be allowed to use it.

19 In this particular case we have evidence that is  
20 predicated on a ruling that is subject of appeal, so we have  
21 multiple moving targets. And I think that, among other  
22 considerations that you'll probably describe to us or you may  
23 describe to us shortly, such as your schedule --

24 THE COURT: What schedule?

25 MR. KRUM: Yes. Exactly.

1           -- as well as the fact that we don't know -- I think  
2 to the extent we assume that seven weeks hence Mr. Cotter is  
3 good to go, so to speak, we'll have to see. So we have a lot  
4 of uncertainties. And I certainly disagree with any  
5 suggestion that we ought to have any expedited limited  
6 discovery period, because we're clearly going to have months  
7 and months and months before we're on track; right? You're  
8 not going to put us on trial in the middle of Wynn-Okada.

9           THE COURT: I was going to see if I could fit you  
10 into my March spot, because the Swarovski people claim they're  
11 going to settle on Friday.

12           MR. KRUM: Okay. Well, that would be a familiar  
13 circumstance for us, Your Honor, that is rushing to complete  
14 discovery. So, look, if the point is that they don't object  
15 to discovery, we'll promptly propound the document requests,  
16 we'll collect documents such as they exist. I think it would  
17 be probably prudent to have a couple written requests, as  
18 well, to identify witnesses so that we don't waste the time of  
19 a deponent doing what we could do by way of an interrogatory  
20 identifying who knows about this, that and the other. And  
21 then we'll undertake to schedule the depositions.

22           THE COURT: So you're talking about a 75- to 90-day  
23 period basically, from what I heard.

24           MR. KRUM: I think it's at least 90 days, Your  
25 Honor, yes.



1 MR. FERRARIO: We -- there's no -- it should not be  
2 90 days. We can get this done quickly. We're prepared to  
3 engage them. And if you want a 16.1 supplement, we'll  
4 supplement 16.1.

5 THE COURT: Well, if you intended to use it, one  
6 would have thought you would have already done a 16.1  
7 supplement, Mr. Ferrario.

8 MR. FERRARIO: Your Honor, with all due respect,  
9 this happened very quickly over the holidays. And, you know,  
10 we're now here dealing with --

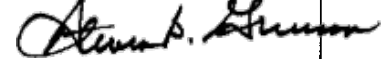
11 THE COURT: You told me about it before it was going  
12 to happen, so I would have thought that you would have filed a  
13 supplement before you did it.

14 MR. FERRARIO: We needed the written order. But  
15 we're here now. So I can tell you we'll supplement the 16.1,  
16 and they should have limited discovery on the ratification.  
17 There's no way it takes 75 or however many days. And if Your  
18 Honor's going to squeeze us in March --

19 THE COURT: I don't know that I can.

20 MR. FERRARIO: I already know what you have in  
21 March, okay, and I don't think it's looking real pretty, and  
22 it isn't looking pretty for me. So if we're going to squeeze  
23 in in March, let's get it done.

24 THE COURT: The trial starts in April, so I have  
25 other things I'm going to do in March besides get ready for



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21 Attorneys for Non-Party William Gould

22  
23 **EIGHTH JUDICIAL DISTRICT COURT**  
24 **CLARK COUNTY, NEVADA**  
25

26 JAMES J. COTTER, JR., individually  
27 and on behalf of READING  
28 INTERNATIONAL, INC.,

Plaintiff,

vs.

MARGARET COTTER, et al.,

Defendant.

and

READING INTERNATIONAL, INC.,

Nominal Defendant.

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

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

Related and Coordinated Cases

**BUSINESS COURT**

**NON-PARTY WILLIAM GOULD'S  
OPPOSITION TO JAMES J.  
COTTER, JR.'S MOTION TO  
COMPEL PRODUCTION OF  
DOCUMENTS AND PRIVILEGE  
LOG**

Date of Hearing: April 30, 2018  
Time of Hearing: 8:30 A.M.

Assigned to Hon. Elizabeth Gonzalez

3488098.2

NON-PARTY WILLIAM GOULD'S OPPOSITION TO JAMES J. COTTER, JR.'S  
MOTION TO COMPEL PRODUCTION OF DOCUMENTS AND PRIVILEGE LOG

1 **MEMORANDUM OF POINTS AND AUTHORITIES**

2 **I. INTRODUCTION**

3 Plaintiff James J. Cotter Jr.'s Motion to Compel Documents and Privilege  
4 Log from third-party William Gould is confounding. *That is because each of the*  
5 *documents that Plaintiff seeks has already been produced, produced in a redacted*  
6 *form, or logged by a party in this case.* Mr. Gould has made every effort to comply  
7 with Plaintiff's document requests, but he cannot produce what he does not have.  
8 Given that Plaintiff already has the information he is seeking or can pursue that  
9 information from a party, that he has deposed Mr. Gould extensively already, and  
10 that Plaintiff has a full and complete understanding of the circumstances involving  
11 ratification, there is simply no basis to put Mr. Gould through the time and expense  
12 of searching backup tapes (or sitting for a further deposition) in this case.

13 **II. ARGUMENT**

14 **A. Plaintiff already has the responsive documents or has a privilege**  
15 **log containing the responsive documents he seeks.**

16 The simple fact is that Plaintiff has either received a copy or a redacted copy  
17 of all non-privileged responsive documents pertaining to ratification, or Plaintiff has  
18 received a privilege log with entries identifying all privileged responsive documents.  
19 That is obvious from the face of Plaintiff's motion. Why does Plaintiff believe  
20 Mr. Gould's production inadequate? Because *Reading already either produced or*  
21 *logged the very emails* that Plaintiff thinks that Mr. Gould also should have  
22 produced regarding ratification. And we are not talking about a significant number  
23 of documents here. Plaintiff has identified only *four* emails that he contends  
24 Mr. Gould failed to produce. Motion at 11. And importantly, Plaintiff does not and  
25 cannot assert that Mr. Gould has, had, or should have had any responsive documents  
26 that have *not* been produced in some form or logged already.<sup>1</sup> Because Plaintiff

27 \_\_\_\_\_  
28 <sup>1</sup> To the contrary, Plaintiff argues only that Mr. Gould is required to produce or

1 already has the very documents he is seeking, under Nevada Rule of Civil Procedure  
2 26(b)(2), “the discovery [sought here] is unreasonably cumulative or duplicative.”

3 Moreover, Plaintiff identifies only a *single* document that he needs and *he has*  
4 *already received it in redacted form* from RDI. Mot. at 12 (discussing a redacted  
5 version of the Minutes of the December 21, 2017 Special Litigation Committee,  
6 produced by Reading). Clearly, Plaintiff can seek an unredacted copy of the  
7 document from Reading and/or engage in any motion practice with Reading over the  
8 assertion of privilege. There is no need to seek a second copy of the same document  
9 from a third party. In short, to the extent that Plaintiff is seeking an unredacted copy  
10 of the Minutes of the December 21, 2017 Special Litigation Committee, the  
11 discovery sought is “obtainable from some other source that is more convenient, less  
12 burdensome or less expensive.” Nev. R. Civ. Proc. 26(b)(2).

13 More generally, as seen through the (slanted) narrative constructed in  
14 Plaintiff’s Motion to Compel, through both document discovery and depositions,  
15 Plaintiff has obtained a comprehensive view of the ratification decision. Mot. at  
16 13-15. Plaintiff knows when the topic was first raised, who discussed it, the reasons  
17 behind it, when it was first raised in committee, how ratification wound up on the  
18 agenda for the December 29, 2017 Board Meeting, and why directors voted in favor

19 \_\_\_\_\_  
20 log all responsive documents (*see* Mot. at 16), and that Mr. Gould had a “unique”  
21 role in the ratification process. Mot. at 17. The unique role apparently consists of  
22 the fact that Mr. Gould voted against Plaintiff’s termination in 2015 and Plaintiff’s  
23 unsupported, untrue assertion that Mr. Gould had weighed in unfavorably on the  
24 authorization of the 100,000 share option. Mot. at 17. Plaintiff does not contend  
25 that there would be any emails relevant to this “unique” role that he does not have,  
26 and, in any event, Plaintiff has already examined Mr. Gould extensively about the  
27 reasons that he voted for ratification. To the extent he contends that Mr. Gould  
28 “was actively involved in the process of creating the record on which defendants  
will rely in any motion based on ratification,” he appears to be talking about the  
email that Mr. Gould sent the Board requesting that ratification be added to the  
agenda for the December 29, 2017 Board Meeting. Plaintiff already has that email  
and has questioned Mr. Gould about it. *See* Mot. at 14-15; Barnett Decl., ¶ 6, Ex. 2.

1 of ratification. *Id.* In short, Plaintiff “has had ample opportunity by discovery in the  
2 action to obtain the information sought,” and he has, in fact, obtained that  
3 information. *See* Nev. R. Civ. Proc. 26 (b)(2). There is simply nothing more to be  
4 gained by this motion, other than putting a third-party witness through a lot of time  
5 and expense that will result in, at best, a miniscule amount of responsive emails,  
6 none of which are likely to be critical in resolving the issues at stake in the lawsuit  
7 because they will be duplicative of other evidence. There is simply no basis for  
8 Plaintiff’s motion under Rule 26.

9       **B. Gould has produced and/or logged all accessible responsive**  
10       **documents in his possession, custody, or control.**

11       Setting aside whether there is any basis for Plaintiff to seek from a third party  
12 documents that he already has, in this case, *there is nothing further to seek.*  
13 Mr. Gould has already produced and/or logged all responsive documents that he was  
14 able to locate. As Gould’s counsel previously explained to Plaintiff’s counsel,  
15 Mr. Gould accidentally deleted the entire contents of his email inbox earlier this  
16 year. This included both Reading-related emails and non-Reading emails. Gould  
17 Decl., ¶ 1. Mr. Gould contacted the IT department at his firm, and they  
18 unsuccessfully attempted to retrieve all of the deleted emails. *Id.* ¶ 3. Mr. Gould  
19 believes there were only a few Reading-related emails in his inbox at the time he  
20 deleted his emails. *Id.* ¶ 2.

21       After diligently attempting to retrieve the deleted emails, in March 2018,  
22 Mr. Gould produced the few responsive non-privileged documents that he had, as  
23 well as a privilege log containing responsive, privileged documents. Motion, Ex. 3.  
24 In response to questions from Plaintiff’s counsel, Mr. Gould’s counsel asked the IT  
25 staff at Mr. Gould’s firm to take another pass at Mr. Gould’s and/or his assistant’s  
26 computer for responsive documents, informed Plaintiff’s counsel about this effort,  
27 and further alerted Plaintiff’s counsel to the fact that any emails that Mr. Gould had  
28 would have been produced or logged by other Board members or the Company, so

1 that he should have all the information needed to question Mr. Gould at his  
2 deposition. *See* Motion, Ex. 7. At Mr. Gould's deposition, Plaintiff's counsel did,  
3 in fact, question him extensively based on documents produced and/or logged by  
4 RDI.

5       Following Mr. Gould's deposition, after numerous discussions with  
6 Mr. Gould, Mr. Gould's assistant, and the IT department at Troy Gould, it was  
7 discovered that in the confusion surrounding the accidentally-deleted inbox,  
8 Mr. Gould's sent email had not been searched. *See* Bannett Decl. ¶ 3. Mr. Gould's  
9 sent email was subsequently searched, and a handful of additional, responsive  
10 documents were located. Counsel was about to produce the additional documents  
11 and a supplemental privilege log when the instant motion to compel was filed. *Id.*  
12 ¶ 4. This supplemental production and log is provided along with this opposition  
13 brief. *Id.* ¶ 5, Ex. 1. With the production of these documents and log, Mr. Gould  
14 has now produced and/or logged all responsive documents through the date of the  
15 subpoena that he has and is able to readily obtain. The only other thing that can be  
16 done at this point is to search a huge amount of data on backup tapes, which would  
17 be prohibitively expensive and certainly not proportional to any value that such  
18 duplicative emails would add to this case.

19       **C. Plaintiff has examined Mr. Gould extensively in this case, and there**  
20       **is no basis for a further deposition.**

21       Plaintiff also requests that the Court order Gould to appear for further  
22 deposition, should Plaintiff need to depose him further after these matters are  
23 resolved. Mr. Gould has been deposed three times in this matter. He is no longer  
24 a party, but a third-party witness. He was already deposed on the topic of  
25 ratification for two hours. *See* Bannett Decl. ¶ 2. Plaintiff asked him questions  
26 based on the documents he produced and the documents he logged, as well as the  
27 documents that were produced by and logged by Reading. As Plaintiff  
28 acknowledges, he learned that Mr. Gould had accidentally deleted emails from his

1 inbox before the deposition was completed, yet he chose not to ask Mr. Gould any  
2 questions about his document collection efforts or what happened to his emails.<sup>2</sup>  
3 And Plaintiff does not identify a single area in which he was unable to adequately  
4 depose Mr. Gould. Plaintiff simply has not demonstrated any need to depose  
5 Mr. Gould for a fourth time.

6 **III. CONCLUSION**

7 For the foregoing reasons, Plaintiff's motion to compel should be denied.

8


9 April 24, 2018

10

BIRD, MARELLA, BOXER, WOLPERT,  
11 NESSIM, DROOKS, LINCENBERG  
12 & RHOW, P.C.

13

14

By   
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Attorneys for Non-Party William Gould

26

27

28

<sup>2</sup> For that reason, Plaintiff's jab that Mr. Gould has failed to provide any substantive explanation for missing ESI is specious. Plaintiff had the unfettered opportunity to ask Mr. Gould for this information while he was under oath.

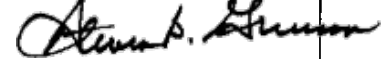
**CERTIFICATE OF SERVICE**

Pursuant to Nev. R. Cir. P. 5(b)(2)(D) and E.D.C.R. 8.05, I certify that on this day, I caused a true and correct copy of the forgoing **NON-PARTY WILLIAM GOULD'S OPPOSITION TO JAMES J. COTTER, JR.'S MOTION TO COMPEL PRODUCTION OF DOCUMENTS AND PRIVILEGE LOG** to be served via the Court's E-Filing system. The date and time of the electronic proof of service is in place of the date and place of deposit in the mail.

DATED this 24<sup>th</sup> day of April, 2018.

Kaitlin Arum  
EMPLOYEE





1 **DECL**

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22 **EIGHTH JUDICIAL DISTRICT COURT**  
23 **CLARK COUNTY, NEVADA**

24 JAMES J. COTTER, JR., individually  
25 and on behalf of READING  
26 INTERNATIONAL, INC.,

27 Plaintiff,

28 vs.

29 MARGARET COTTER, et al.,  
30 Defendant.

31 and

32 READING INTERNATIONAL, INC.,  
33 Nominal Defendant.

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

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

Related and Coordinated Cases

**BUSINESS COURT**

**DECLARATION OF WILLIAM  
GOULD IN SUPPORT OF  
OPPOSITION TO MOTION TO  
COMPEL**

Assigned to Hon. Elizabeth Gonzalez

1 I, William Gould, declare as follows:

2 1. Earlier this year, I attempted to delete a single email from my inbox  
3 and I accidentally deleted my entire inbox. There were both Reading-related and  
4 non-Reading related emails in my inbox at the time and all were deleted.


5 2. I believe that there were only a few Reading-related emails in my inbox  
6 at the time I accidentally deleted my inbox.

7 3. I contacted the IT department at my law firm, Troy Gould, to try and  
8 retrieve the deleted emails, but they informed me that the deleted emails could not  
9 be retrieved.

10 4. All documents that I sent or received relating to ratification were either  
11 sent from, to, or copied to another Reading director, employee or Greenberg Traurig  
12 lawyer. It is my understanding that any such documents have already been  
13 produced in some form or logged by Reading or another director.

14  
15 I declare under penalty of perjury under the laws of the State of California  
16 that the foregoing is true and correct.

17 Executed April 24, 2018, at Los Angeles, California.

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20 William Gould  
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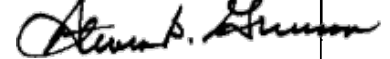
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**CERTIFICATE OF SERVICE**

Pursuant to Nev. R. Cir. P. 5(b)(2)(D) and E.D.C.R. 8.05, I certify that on this day, I caused a true and correct copy of the forgoing **DECLARATION OF WILLIAM GOULD IN SUPPORT OF OPPOSITION TO MOTION TO COMPEL** to be served via the Court's E-Filing system. The date and time of the electronic proof of service is in place of the date and place of deposit in the mail.

DATED this 24<sup>th</sup> day of April, 2018.

Walter B. B. B.  
EMPLOYEE



**DECL**

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Telephone: (310) 201-2100  
Facsimile: (310) 201-2110

Attorneys for Non-Party William Gould

**EIGHTH JUDICIAL DISTRICT COURT  
CLARK COUNTY, NEVADA**

JAMES J. COTTER, JR., individually  
and on behalf of READING  
INTERNATIONAL, INC.,

Plaintiff,

vs.

MARGARET COTTER, et al.,

Defendant.

and

READING INTERNATIONAL, INC.,

Nominal Defendant.

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

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

Related and Coordinated Cases

**BUSINESS COURT**

**DECLARATION OF SHOSHANA E.  
BANNETT IN SUPPORT OF  
OPPOSITION TO MOTION TO  
COMPEL**

Assigned to Hon. Elizabeth Gonzalez

1 I, Shoshana E. Barnett, declare as follows:

2 1. I am an active member of the Bar of the State of California and an

3 associate with Bird, Marella, Boxer, Wolpert, Nessim, Drooks, Lincenberg & Rhow,

4 a professional corporation, attorneys of record for Non-Party William Gould in this

5 action. I make this declaration in support of Gould's Opposition to Motion to

6 Compel Production of Documents and Privilege Log. Except for those matters

7 stated on information and belief, I make this declaration based upon personal

8 knowledge and, if called upon to do so, I could and would so testify.

9 2. On April 5, 2018, Mr. Gould was deposed by Plaintiff for two hours,

10 primarily on the topic of ratification.

11 3. Following Mr. Gould's deposition, I spoke with Mr. Gould,

12 Mr. Gould's assistant Marcia Wizelman, and members of Troy Gould's IT

13 department regarding documents collected in response to the Subpoena Duces

14 Tecum at issue in the Motion to Compel Production of Documents and Privilege

15 Log. As a result of those conversations, I asked that Mr. Gould's sent email be

16 searched for additional, responsive documents.

17 4. In response to that request, I received a handful of responsive

18 documents. I worked with staff to create a supplemental privilege log covering any

19 privileged, responsive documents. I was preparing to make this supplemental

20 production when we received Plaintiff's Motion to Compel.

21 5. Attached as Exhibit 1 is Gould's supplemental production and

22 supplemental privilege log.

23 6. Attached as Exhibit 2 is a true and correct copy of Exhibit 527. This

24 document was produced by RDI, and Mr. Gould was examined on it during his


25 deposition.

26

27

28

1 I declare under penalty of perjury under the laws of the State of California  
2 that the foregoing is true and correct, and that I executed this declaration on  
3 April 24, 2018, at Los Angeles, California.

4   
5

6 Shoshana E. Barnett  
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**CERTIFICATE OF SERVICE**

Pursuant to Nev. R. Cir. P. 5(b)(2)(D) and E.D.C.R. 8.05, I certify that on this day, I caused a true and correct copy of the forgoing **DECLARATION OF SHOSHANA E. BANNETT IN SUPPORT OF OPPOSITION TO MOTION TO COMPEL** to be served via the Court's E-Filing system. The date and time of the electronic proof of service is in place of the date and place of deposit in the mail.

DATED this 24<sup>th</sup> day of April, 2018.

Kaitlin Annun  
EMPLOYEE

# **EXHIBIT 1**



**From:** Gould, William D.  
**Sent:** Wednesday, December 27, 2017 8:49 AM  
**To:** Laura Batista  
**Subject:** Accepted: Board of Directors Meeting (Telephonic)

**William Gould's Updated Supplemental Privilege Log  
Nevada District Court Case No. A-15-719860-B**

CONFIDENTIAL

No.	Date Sent	From	To	CC	Description	Privilege
1	12/11/2017	McEachern, Doug	Gould, William D.; judycodding@gmail.com; bonnerrm@gtlaw.com; ferrariom@gtlaw.com		Communication with counsel regarding special committee meeting.	Attorney Client Communication
2	12/27/2017	McEachern, Doug	bonnerrm@gtlaw.com; ferrariom@gtlaw.com; Gould, William D.		Communication with counsel regarding directors conference call.	Attorney Client Communication
3	12/27/2017	bonnerrm@gtlaw.com	Gould, William D.; dmceachern@deloitteiretired.com	ferrariom@gtlaw.com	Communication with counsel regarding special committee meeting.	Attorney Client Communication
4	12/27/2017	McEachern, Doug	bonnerrm@gtlaw.com; Gould, William D.	ferrariom@gtlaw.com	Communication with counsel regarding special committee meeting.	Attorney Client Communication
5	12/27/2017	Gould, William D.	McEachern, Doug		Communication forwarding attorney client email regarding director conference call	Attorney Client Communication
6	12/27/2017	Gould, William D.	McEachern, Doug		Communication forwarding attorney client email regarding director conference call	Attorney Client Communication
7	12/27/2017	Gould, William D.	bonnerrm@gtlaw.com		Communication with counsel regarding draft letter re Special Board Meeting.	Attorney Client Communication
8	12/27/2017	Gould, William D.	bonnerrm@gtlaw.com		Communication with counsel regarding draft letter re Special Board Meeting.	Attorney Client Communication
9	12/27/2017	Gould, William D.	Wizelman, Marcia		Forwarding attorney-client correspondence regarding draft letter re special committee meeting to personal assistant for file keeping purposes.	Attorney Client Communication

**William Gould's Updated Supplemental Privilege Log  
Nevada District Court Case No. A-15-719860-B**

CONFIDENTIAL

No.	Date Sent	From	To	CC	Description	Privilege
10	12/27/2017	Gould, William D.	bonnerm@gtlaw.com		Communication with counsel regarding draft letter re Special Board Meeting.	Attorney Client Communication
11	12/27/2017	Gould, William D.	Wizelman, Marcia		Forwarding attorney-client correspondence regarding draft letter re special committee meeting to personal assistant for file keeping purposes.	Attorney Client Communication
12	12/27/2017	Gould, William D.	McEachern, Doug; Michael J. Bonner		Communication with counsel regarding directors conference call.	Attorney Client Communication
13	12/28/2017	Gould, William D.	Michael J. Bonner		Communication with counsel regarding Board package.	Attorney Client Communication
14	12/29/2017	Gould, William D.	Ekwon E. Rhow		Communication with counsel regarding board meeting.	Attorney Client Communication
15	12/28/2017	Gould, William D.	bonnerm@gtlaw.com;		Communication with counsel regarding conference call.	Attorney Client Communication

# **EXHIBIT 2**

To: Ellen Cotter[Ellen.Cotter@readingrdi.com]  
Cc: Craig Tompkins[Craig.Tompkins@readingrdi.com]; Bonner, Michael J. (Shid-LV-CP)[bonnem@gtlaw.com]  
From: Wizelman, Marcia E.  
Sent: Wed 12/27/2017 7:54:54 PM  
Subject: Special Board Meeting

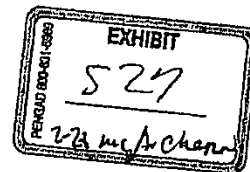
Dear Ellen,

*The undersigned, who together constitute a majority of the Board of Directors of Reading International, Inc., (RDI) request that the Chairperson of the Board call a Special Board Meeting. The purpose of the meeting shall be for the Board to consider the following actions:*

- 1. The ratification of actions taken by Board Members relating to the termination of James J. Cotter, Jr. as President and CEO, as such actions are outlined in the Minutes of the Board Meetings held on May 21, 2015; May 29, 2015; and June 12, 2015.*
- 2. The ratification of the decision of the Compensation Committee, as outlined in the Minutes of the September 21, 2015 Meeting of the Compensation Committee, to permit the Estate of James J. Cotter, Sr. to use Class A Nonvoting Stock as the means of payment for the exercise of an option to purchase 100,000 shares of Class B Voting Stock of RDI.*
- 3. Such other actions as are necessary to accomplish the above.*

*This request for the calling of a Special Meeting is made pursuant to Reading International, Inc. Bylaws, Art. 2, Section 7, and therefore, it is requested that the Special Meeting be held within two days of receipt of this request.*

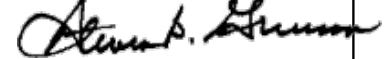
Judy Coddling  
William Gould  
Edward Kone  
Douglas McEachern  
Michael Wrotniak



**CONFIDENTIAL**

**RD10063918**

**JA6581**



**MORRIS LAW GROUP**

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702/474-9400 · FAX 702/474-9422

**RPLY**

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Email: [sm@morrislawgroup.com](mailto:sm@morrislawgroup.com)

Email: [al@morrislawgroup.com](mailto:al@morrislawgroup.com)

Mark G. Krum, Bar No. 10913

Noemi Kawamoto (admitted *pro hac vice*)

Sanford F. Remz (admitted *pro hac vice*)

Yurko, Salvesen & Remz, P.C.

1 Washington Mall, 11th Floor

Boston, MA 02108

Telephone: (617) 723-6900

Facsimile: (617) 723-6905

Email: [mkrum@bizlit.com](mailto:mkrum@bizlit.com)

Email: [nkawamoto@bizlit.com](mailto:nkawamoto@bizlit.com)

Email: [sremz@bizlit.com](mailto:sremz@bizlit.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,

v.

MARGARET COTTER, ELLEN  
COTTER, GUY ADAMS,  
EDWARD KANE, DOUGLAS  
McEACHERN, WILLIAM  
GOULD, JUDY CODDING,  
MICHAEL WROTONIAK,

Defendants.

And

) Case No. A-15-719860-B

) Dept. No. XI

)

) Coordinated with:

)

) Case No. P-14-0824-42-E

) Dept. No. XI

)

) Jointly Administered

)

) **PLAINTIFF JAMES J. COTTER,  
JR.'S REPLY IN SUPPORT OF  
MOTION TO COMPEL —  
WILLIAM GOULD**

)

)

1 READING INTERNATIONAL, )  
2 INC., a Nevada corporation, )  
3 Nominal Defendant. )  
4 )  
5 )

6 **I. INTRODUCTION**

7 Plaintiff's Motion to Compel demonstrated that former  
8 defendant and current Reading International, Inc. ("RDI") director William  
9 Gould failed to produce and list on a privilege log indisputably responsive  
10 (and important) documents. In so doing, Gould impaired Plaintiff's ability  
11 to obtain the discovery to which Plaintiff is entitled regarding the purported  
12 "ratifications," which discovery is important to Plaintiff's opposition to any  
13 renewed motion for summary judgment based upon the purported  
14 ratifications.

15 In his opposition to the Motion, Gould simply argues "no harm,  
16 no foul." In particular, Gould argues that every responsive document he  
17 ever possessed has been produced and/or logged by RDI or another director.  
18 Based upon that unsupported and erroneous premise, Gould also  
19 apparently assumes that he has no obligation to explain his failure to  
20 produce and log indisputably responsive documents.

21 Instead of doing so, he simply avers that he accidentally deleted  
22 the entirety of his email inbox. But he fails to provide any substantive  
23 explanation of how the emails were deleted, and likewise fails to provide  
24 any substantive explanation for why they were not retrieved or recovered.  
25 Similarly, his lawyers provide no explanation of anything, including how  
26 they failed to cause Gould's "sent" emails to be searched until after his  
27 deposition on April 5, 2018.  
28

1 As discussed below, Gould's supplemental privilege log shows  
2 that (i) Gould's assertion that all responsive documents have been produced  
3 or logged by RDI and/or other directors is erroneous and (ii) the privilege  
4 log provided by counsel of record for RDI is incomplete. That is because  
5 there are documents listed on Gould's supplemental privilege log that have  
6 neither been produced nor logged by counsel for RDI and/or directors other  
7 than Gould.

8 Gould's Opposition does not address the facially inadequate or  
9 deficient privilege log he produced originally, which deficiencies have been  
10 replicated in the supplemental privilege log provided with his Opposition.  
11 His Opposition essentially argues that he has been deposed and therefore  
12 that he should not be deposed further, but fails to account for the fact that, at  
13 the time of his deposition, Plaintiff's counsel did not have the documents  
14 and information he was entitled to have, and needed to have to conduct that  
15 deposition, because Gould and others failed to provide what they were  
16 obligated to provide.

17 For the reasons set out in his Motion and for the reasons  
18 described hereinafter, Plaintiff's Motion should be granted.

19 **II. SUPPLEMENTAL FACTS AND PROCEDURE**

20 **A. Evidence That Was Not Timely Disclosed.**

21 According to the April 5, 2018 deposition testimony of William  
22 Gould, the subject of ratification was first raised with him, in his capacity as  
23 chair of a so-called "Special Independent Committee" (the "SIC" or  
24 "Litigation Committee"), in late November 2017 by lawyers Michael Bonner  
25 and Mark Ferrario from Greenberg Traurig ("GT"). See Ex. 8 to Motion to  
26 Compel (Gould 4/5/18 Dep. Tr. at 14:19-15:13).<sup>1</sup> (Former defendant and  
27

28 <sup>1</sup> Unless otherwise indicated, all references to exhibit numbers hereafter  
made are to exhibits attached to Plaintiff's Motion to Compel.



1 current RDI director Douglas McEachern testified that the subject of  
2 ratification was raised "sometime" in late Fall of 2017). None of Gould, RDI  
3 or any other director produced or listed on a privilege log any document  
4 pre-dating December 1, 2017.

5 On December 21, 2017, the SIC met telephonically with GT  
6 attorneys Bonner and Ferrario. *See* Ex. 6 (redacted minutes of the December  
7 21, 2017 meeting, produced for the first time on April 12, 2018). Because  
8 neither Gould nor anyone else produced or logged the document, counsel  
9 for Plaintiff did not learn that critical piece of the chronology until the  
10 (heavily redacted) meeting minutes were first produced on April 12, 2017,  
11 after the depositions of Gould and the other SIC members.

12 With respect to the December 21, 2017 SIC meeting, Gould on  
13 April 5, 2018 testified that the SIC "formally [took] action" to advance the  
14 purported ratification(s). *See* Ex. 8 (Gould 4/5/18 Dep. Tr. at 33:17-25). Prior  
15 to Gould's deposition testimony, counsel for Plaintiff did not know that the  
16 SIC formally considered, much less approved and acted in furtherance of,  
17 "ratification."

18 Gould at his deposition also identified deposition exhibit 527  
19 (Ex. 4) as his December 27, 2017 email that served as the "notice" approved  
20 by the SIC for ratification matters to be raised and approved at the next  
21 regularly scheduled board meeting or, failing that, at a special meeting. *See*  
22 Ex. 8 (Gould 4/5/18 Dep. Tr. at 35:8-23). He also testified that he believes  
23 that either he or GT attorney Bonner provided it to McEachern and Coddling  
24 before his assistant transmitted it to Ellen Cotter on December 27, 2017. *See*  
25 Ex. 8 (Gould 4/5/18 Dep. Tr. at 37:17-38:1). However, neither Gould nor  
26 anyone else produced or logged email communications with McEachern and  
27 Coddling regarding the December 27, 2017 email.  
28

1           **B. Information Gould's Opposition Fails to Provide the Court.**

2           Gould's Opposition includes a declaration from Gould himself,  
3 in which the entirety of his explanation regarding the loss of the emails in  
4 his inbox states that "[e]arlier this year, I attempted to delete a single email  
5 from my inbox and I accidentally deleted my entire inbox." Gould Dec. ¶ 1.  
6 He does not even attempt to explain how he *permanently* deleted the *entirety*  
7 of the contents of his email inbox.

8           Nor does he have an explanation proffered by anyone else,  
9 including his law firm information technology ("IT") department.

10           With respect to any efforts to recover Gould's supposedly  
11 deleted inbox emails, the entirety of the explanation proffered is a single  
12 sentence in Gould's declaration, which says: "I contacted the IT department  
13 at my law firm, Troy Gould, to try and retrieve the deleted emails, but they  
14 informed me that the deleted emails cannot be retrieved." Gould Dec., ¶ 3.  
15 But no declaration is provided by anyone from his IT department, and  
16 neither Gould nor anyone on his behalf provides any description of what  
17 was done to retrieve or recover the emails, when it was done, what the  
18 results were, and so forth.

19           Without providing any foundation for how he knows what he  
20 says, Gould offers the unsubstantiated, self-serving conclusion that he  
21 "believe[s] that there were only a few Reading-related emails in my inbox at  
22 the time I accidentally deleted my inbox." Gould Dec. ¶ 2. He does not  
23 explain the basis for that belief, including for example whether his emails in  
24 his inbox are backed up on a regular basis, whether he or his assistant  
25 routinely move the emails from his inbox into client/matter folders and the  
26 like.

27           Finally, he concludes that "it is my understanding that any  
28 documents [that he sent or received relating to ratification] have already

1 been produced in some form or logged by Reading or another director."  
2 Gould Dec., ¶ 4. He provides no basis for the self-serving conclusion which,  
3 as described in section II. C. below, is shown to be erroneous by Gould's  
4 own supplemental privilege log provided with his Opposition.

5           The declaration submitted by one of Gould's lawyers, Shoshana  
6 E. Barnett, says literally nothing about what those lawyers did to retrieve  
7 and produce documents in response to the subpoena to Gould. Nor does it  
8 even address the subject of when they learned that emails from Gould's  
9 inbox supposedly had been deleted and what steps they took to satisfy their  
10 obligations, including under paragraph 6 of the subpoena, to ascertain what  
11 had happened, what had been done to remedy what had happened, and to  
12 provide an explanation to counsel for Plaintiff. Nor does that declaration  
13 address what the Opposition otherwise acknowledges, which is that Gould's  
14 "sent" emails were not searched for responsive documents prior to his April  
15 5, 2018 deposition. Instead, the declaration simply says that a "supplemental  
16 production" (of a single non-substantive email) has been made and that Ms.  
17 Barnett "worked with staff to create a supplemental privilege log covering  
18 any privileged, responsive documents." Barnett Dec., ¶ 4.

19           **C. Gould's Supplemental Privilege Log Belies His Opposition**  
20           **and Shows that RDI's Privilege Log Is Incomplete.**

21           Gould's Opposition contends that every email he received that is  
22 responsive to the subpoena served on him was either produced or logged by  
23 RDI or another director. But Gould's supplemental privilege log shows that:  
24 (1) this assertion is incorrect; and (2) the privilege log provided by counsel of  
25 record for RDI is incomplete. That is because Gould's supplemental  
26 privilege log lists documents that have neither been produced nor logged by  
27 counsel for RDI and/or directors other than Gould.  
28

1           Of the 15 entries on Gould's supplemental privilege log, three  
2 (Nos. 9, 11 and 14) were internal (from Gould to his assistant or lawyer) and  
3 one (No. 4) was listed on RDI's privilege log (as the entry ending in 59956).  
4 The remaining 11 emails listed on Gould's supplemental privilege log  
5 should have been but were not produced or listed in RDI's February 22, 2018  
6 log. (McEachern provided no privilege log). Of those 11 emails, GT  
7 attorney Bonner sent or received nine of them. The other two (Nos. 5 and 6)  
8 were between Gould and McEachern. Gould does not address how GT  
9 failed to log 11 emails which one or more of its attorneys sent or received.

### 10   **III. ARGUMENT**

#### 11       **A. Gould's Argument That Others' Productions and/or Privilege** 12       **Logs Excuse His Failure to Produce and Log Documents Is** 13       **Mistaken.**

14           Gould's contention that he is excused from producing  
15 documents and logging documents claimed privileged in response to the  
16 subpoena served on him based on his presumption that RDI or other  
17 directors have produced or logged all such documents is mistaken as a  
18 matter of law, logic and fact.

19           Gould cites no law for this proposition, and there is none. A  
20 subpoena requires the non-party to produce all responsive documents "in  
21 the possession, custody or control *of that person . . .*" Nev. R. Civ. P.  
22 45(a)(1)(C) (emphasis added). Thus, Gould is not excused from his  
23 obligation to produce documents by pointing to what other parties may  
24 have produced. Even assuming otherwise, because Gould did not stand on  
25 any objection of the nature he now argues (or any other objection, for that  
26 matter), or move to quash the subpoena on this basis, his argument must be  
27 rejected. *See Humana Inc. v. District Ct.*, 110 Nev. 121, 123, 867 P.2d 1147,  
28 1149 (1994) (denying writ petition and holding hospital failed to comply  
with the subpoena where it failed to object or move to quash).

1 As a matter of logic, Gould's position is erroneous because,  
2 among other things, it often matters—as it does here because of Gould's  
3 unique role in the "ratification" "process"—what the responding party  
4 received, sent, knew, and/or did and when he or she did so, which often is  
5 best (and sometimes only) evidenced by documents the responding party  
6 produces.

7 More tellingly, the stated premise of Gould's argument—that  
8 RDI and/or other directors have produced and/or logged all documents he  
9 ever possessed—is erroneous, as shown by Gould's own supplemental  
10 privilege log. As described above, that log lists 11 email communications  
11 which were neither produced nor logged by RDI or any other director.  
12 Simply put, Gould's own supplemental privilege log establishes that his  
13 argument is factually erroneous.

14 **B. Gould's Failure to Explain the Claimed Loss of Emails and any**  
15 **Efforts to Recover Them also Requires That Relief be Granted**

16 Gould's claim that all of the emails in his inbox were  
17 inadvertently deleted and that none can be recovered is belied by the single  
18 document he produced previously, which is a December 1, 2017 email from  
19 McEachern to Gould. How could Gould possess that email if it was not in  
20 his inbox? That is a particularly good question because the email is not  
21 substantive; in it, McEachern simply asks Gould if a telephone call is  
22 scheduled. This is not the kind of email that ordinarily would have been  
23 printed and retained for any reason.

24 Gould's supplemental privilege log, provided with his  
25 Opposition, raises the same question. The first four of fifteen emails listed  
26 on that log are from others (three from McEachern and one from Bonner) to  
27 Gould. How does Gould possess those emails if the entire contents of his  
28 email inbox were deleted?

1 As described above, the only effort made in Gould's Opposition  
2 to even address what happened to his emails is his declaration, which  
3 consists solely of unfounded, self-serving and erroneous conclusions. Gould  
4 simply asserts that he deleted all of the emails in his inbox by what sounds  
5 to have been a single keystroke, and that his law firm's IT personnel have  
6 told him that the emails cannot be retrieved or recovered. No information is  
7 provided about what exactly happened, either with respect to the supposed  
8 deletion or with respect to the supposed ESI recovery efforts by his firm's IT  
9 personnel. This is facially inadequate, under paragraph 6 of the subpoena to  
10 Gould, and otherwise. *Cf. Equity Analytics, LLC v. Lundin*, 248 F.R.D. 331, 333  
11 (D.D.C. 2008) ("whether a particular [ESI] search methodology . . . will or  
12 will not be effective certainly requires knowledge beyond the ken of a lay  
13 person (and a lay lawyer) and requires expert testimony. . . .").

14 As a threshold matter, Gould's claim that he accidentally deleted  
15 the entire contents of his email inbox as he was attempting to delete a single  
16 email is incredible. As explained in the accompanying declaration of  
17 Andrew Cohen, an IT specialist, deleting the contents of the email in box is a  
18 multistep process. *See* Cohen Decl. ¶¶ 3-6. Additionally, as Mr. Cohen  
19 explains, the suggestion that deleted emails could not be retrieved and/or  
20 restored is an extraordinary one. *Id.* ¶ 7. Independent of Mr. Cohen's  
21 observations, the complete absence of a substantive explanation from Gould,  
22 his IT department and his counsel requires that the conclusions proffered in  
23 his declaration and Opposition be rejected as inadequate.

24 Additionally, the fact that Gould's "sent" email folder was not  
25 searched for responsive documents until *after* his April 5, 2018 deposition  
26 evidences an utter disregard by Gould and his counsel for their respective  
27 obligations in responding to the subpoena served on Gould. That new fact  
28 also weighs in favor of the relief sought by Plaintiff.

1           **C. Gould's Privilege Logs Are Inadequate.**

2           As explained in Plaintiff's Motion, Gould's original privilege log,  
3           which consisted of six (not seven) entries, was inadequate or deficient on its  
4           face. Among other things, it failed to include information sufficient to  
5           identify the subject matter(s) of the withheld communications and failed to  
6           include information sufficient to substantiate any claim of privilege, as Nev.  
7           R. Civ. P. 45(d)(2) requires.

8           Gould's Opposition ignores this issue and the supplemental  
9           privilege log produced with the Opposition suffers from the same  
10          deficiencies.

11                   **1. Gould's Supplemental Privilege Log Entries Belie the**  
12                   **Claimed Attorney-Client Privileges.**

13          To qualify as a communication protected by the attorney-client  
14          privilege, there must be a "confidential communication" between the client  
15          and the attorney made for the purpose of obtaining or providing legal  
16          advice. NRS 49.095. The proponent of a privilege, here Gould, has the  
17          burden of establishing that the information withheld comes within the  
18          privilege. *See Rogers v. State*, 127 Nev. 323, 330, 255 P.3d 1264, 1268 (2011);  
19          *McNair v. Eighth Jud. Dist. Ct.*, 110 Nev. 1285, 1289, 885 P.2d 576, 579 (1994).  
20          "While there is a presumption that communications between a client and  
21          outside counsel are made for the purpose of obtaining legal advice, the  
22          presumption is rebuttable." *Phillips v. C.R. Bard, Inc.*, 290 F.R.D. 615, 627–28,  
23          643 (D. Nev. 2013) (citations omitted).

24          Here, not a single communication on Gould's privilege log is  
25          described as rendering, seeking, or forwarding legal advice, much less about  
26          a certain topic. *None*. Eight of the fifteen entries are labeled as  
27          communications "with counsel" about certain events, such as a "special  
28          committee meeting" or "conference call" and appear to be purely

1 organizational. *See*, Bannett Decl., Ex. 1, Nos. 1-4, Nos 12-15. The mere fact  
2 that attorneys appear on an email along with other directors does make the  
3 communication privileged. *See Phillips*, 290 F.R.D. at 627-28, 630 ("merely  
4 copying or 'cc-ing' legal counsel, in and of itself, is insufficient to trigger the  
5 [attorney-client] privilege.>").

6 The two emails between Gould and fellow director McEachern,  
7 Nos. 5 and 6, also do not support the privilege. They are described as  
8 "Communication forwarding attorney client email regarding director  
9 conference call." A "director conference call" is not privileged. Simply  
10 forwarding an email on which an attorney appears is insufficient to invoke  
11 the privilege, unless for the purpose of forwarding legal advice to fulfill the  
12 purpose for which the attorney was consulted or reasonably necessary to  
13 transmit the communication. *Phillips*, 290 F.R.D. at 631.

14 Even the communications between Gould and GT attorney  
15 Bonner, Nos. 7 and 8, are dubious, because the entries do not specify that  
16 any legal advice was rendered or sought with respect to the "draft letter."

## 17 2. Gould's Privilege Log is Insufficient.

18 When non-parties served with a subpoena withhold documents  
19 on the basis of the attorney-client privilege, they have the obligation to  
20 support the claim "by a description of the nature of the documents,  
21 communications, or things not produced that is sufficient to enable the  
22 demanding party to contest the claim." Nev. R. Civ. P. 45(d)(2) (emphasis  
23 added). Parties seeking discovery are entitled to a "detailed privilege log  
24 with respect to each withheld document," which requires counsel to  
25 "carefully review" the documents to ascertain whether the privilege exists at  
26 all. *Nevada Power Co. v. Monsanto*, 151 F.R.D. 118, 121 (D. Nev. 1993).

27 Gould's privilege log fails to comply with Rule 45(d)(2), because  
28 the entries are too vague to allow Plaintiff to test the claim. The descriptions



1 do not explain, much less in detail, what the basis for the attorney-client  
2 privilege is by providing the necessary information from which Plaintiff or  
3 the Court could make an informed assessment about the claim of privilege.  
4 As explained above, as stated, they refute the claim. By such privilege log  
5 entries, Gould may well deprive Plaintiff of important information about the  
6 chronology of events in the "ratification" "process." The Court should  
7 require Gould to amend his log and reevaluate its privilege claims,  
8 particularly where 11 of the 15 entries on which RDI's counsel appears were  
9 not logged on RDI's privilege log at all.

10 **D. Plaintiff is Entitled to Depose Gould Further.**

11 As made clear by both the Motion and the Opposition, including  
12 the privilege log provided with the Opposition, Plaintiff has been deprived  
13 of information Plaintiff needs to complete his discovery regarding the  
14 "ratification" "process" and to prepare an opposition to a renewed motion for  
15 summary judgment based upon the purported ratification. Gould is one of  
16 the persons who has deprived Plaintiff of such information. Gould is a  
17 unique and critical participant in the "ratification" "process." For such  
18 reasons, Plaintiff is entitled to depose Gould further if Plaintiff so chooses,  
19 after Gould, RDI and the other directors finally fulfill their discovery  
20 obligations.

21 **IV. CONCLUSION**

22 For all the foregoing reasons, Plaintiff respectfully requests that  
23 his Motion directed at former defendant and current RDI director William  
24  
25  
26  
27  
28

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1 Could be granted in all respects, and that the Court award such other relief  
2 as it sees fit.  
3  
4

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**CERTIFICATE OF SERVICE**

Pursuant to Nev. R. Civ. P. 5(b)(2)(D) and E.D.C.R. 8.05, I certify that I am an employee of MORRIS LAW GROUP and that on the date below, I cause the following document(s) to be served via the Court's Odyssey E-Filing System: **PLAINTIFF JAMES J. COTTER, JR.'S REPLY IN SUPPORT OF MOTION TO COMPEL—WILLIAM GOULD**, to be served on all interested parties, as registered with the Court's E-Filing and E-Service System. The date and time of the electronic proof of service is in place of the date and place of deposit in the mail.

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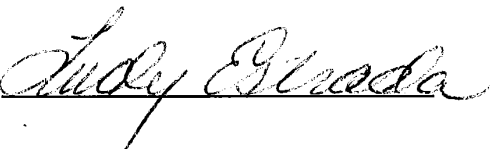
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DATED this 27<sup>th</sup> day of April, 2018.

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10  
11 DISTRICT COURT

12 CLARK COUNTY, NEVADA

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

15 Plaintiff,

16 v.

17 MARGARET COTTER, ELLEN COTTER,  
18 GUY ADAMS, EDWARD KANE, DOUGLAS  
McEACHERN, WILLIAM GOULD, JUDY  
CODDING, MICHAEL WROTNIAK and  
DOES 1 through 100, inclusive,

19 Defendants.

20  
21 And

22 READING INTERNATIONAL, INC., a

23 Nevada corporation,

24 Nominal Defendant  
25  
26  
27  
28

CASE NO.: A-15-719860-B  
DEPT. NO. XI

Coordinated with:  
Case No. P-14-0824-42-E  
Dept. No. XI

Jointly Administered

**DECLARATION OF ANDREW  
B. COHEN IN FURTHER SUPPORT  
OF MOTION TO COMPEL**

Assigned to Hon. Elizabeth Gonzalez

1 I, Andrew B. Cohen, state and declare as follows:

2 1. I am the Founder and Chief Executive Officer of SMR Consulting, Inc.  
3 ("SMR"). SMR has been in business for 17 years and primarily provides outsourced Information  
4 Technology support, with a specialty in implementing email messaging systems using Microsoft's  
5 Office 365 Exchange Online service. I submit this declaration in response to the declaration of  
6 Mr. William Gould, in which he states that he accidentally deleted the entire contents of his email  
7 inbox earlier this year.

8 2. Using publicly available information, I can determine that Mr. Gould's law firm,  
9 Troy Gould, uses Office 365 Exchange Online for its email service (See:  
10 <https://mxtoolbox.com/SuperTool.aspx?action=mx%3atroygould.com&run=toolpage>). This  
11 information confirms that Troy Gould is using a Microsoft Exchange based system for its email  
12 service (See: <https://products.office.com/en-us/exchange/email>).  
13

14 3. Mr. Gould states that he accidentally deleted the entire contents of his email  
15 Inbox. Given that Troy Gould utilizes a Microsoft Exchange based system, Mr. Gould was  
16 presumably using Microsoft's Outlook program to access his email. The only way to delete all  
17 messages in an Outlook folder (Inbox or other), would be to go into the folder, select all the  
18 messages and then select Delete. To select all the messages, the user would have to select the  
19 first message, hold the Shift key down, go to the end, select the last message (which highlights all  
20 messages) and then select Delete. Alternatively, a user could go into the folder, select Ctrl-A,  
21 which highlights all messages, then click on Delete. Regardless of the method chosen, it is  
22 virtually impossible to accidentally delete all the messages in a user's Inbox.  
23

24 4. Further, it should be noted that the default configuration for Outlook accessing a  
25 mailbox on an Exchange based server is to "cache" the last 12 months of emails. That is, only  
26 one year of email is viewable in Outlook (See: <https://support.office.com/en-us/article/turn-on-cached-exchange-mode-7885af08-9a60-4ec3-850a-e221c1ed0c1c>). Older email is stored on the  
27  
28

1 Exchange server. It is possible to access older email, but it requires a conscious action by the  
2 user. With this understanding, one can understand that it is especially difficult to intentionally (let  
3 alone accidentally), delete all messages in a user's Inbox.

4         5.       When a user deletes a message, it is moved into a folder called Deleted Items. The  
5 default Exchange Online setting is for messages to stay in Deleted Items indefinitely until the user  
6 selects the Empty Deleted Items function. In other words, one must take conscious, intentional  
7 steps to remove items from the Deleted Items folder. Alternatively, Troy Gould's Exchange  
8 Online administrator could choose to enable a policy that automatically removes items from  
9 Deleted Items after a predefined period. When an item is removed from the Deleted Items folder  
10 either after the predefined period or by the user selecting the Empty Deleted Items function, it is  
11 moved to a hidden folder named Deletions which itself is a subfolder of a hidden folder named  
12 Recoverable Items. It is possible to recover emails from the Recoverable Items\Deletions folder  
13 using the Recover Deleted Items From Server function. After a pre-defined period, items in the  
14 Recoverable Items\Deletions folder are moved to another hidden folder named Purges which is  
15 also a subfolder of the previously mentioned Recoverable Items folder. The Exchange Online  
16 default for items to be moved from Recoverable Items\Deletions to Recoverable Items\Purges is  
17 14 days. This may be increased to a maximum of 30 days (See: [https://technet.microsoft.com/en-  
18 us/library/dn163584\(v=exchg.150\).aspx](https://technet.microsoft.com/en-us/library/dn163584(v=exchg.150).aspx)). After 14 days, items in the Recoverable Items\Purges  
19 folder are permanently purged and are no longer recoverable (See:  
20 [https://technet.microsoft.com/en-us/library/ee364755\(v=exchg.160\).aspx](https://technet.microsoft.com/en-us/library/ee364755(v=exchg.160).aspx)).

21         6.       When deleting a message from a user's Inbox, it is possible to bypass the Deleted  
22 Items folder and go straight to the Recoverable Items\Deletions folder by selecting the message to  
23 be deleted, holding down the Shift key and then selecting Delete. When taking this action, the  
24 user is asked to respond to a prompt asking: "This will be permanently deleted. Continue?". This  
25 makes it virtually impossible to accidentally delete messages so that they that are irretrievable.  
26  
27  
28


1 Rather, it is quite clear that the only way to bypass the Deleted Items folder is by a conscious  
2 decision to do so, coupled with the know-how to accomplish that.

3 7. Mr. Gould asserts that Troy Gould's IT department was not able to recover any of  
4 the deleted messages. If Mr. Gould asked his IT department to help, it is implausible that its staff  
5 would not be familiar with how to retrieve messages from either the Deleted Items, Recoverable  
6 Items\Deletions or Recoverable Items\Purges folders. It is only plausible if Mr. Gould requested  
7 help from the IT department more than 28 to 58 days (depending on whether the IT department  
8 changed the default), from the day he supposedly deleted all messages and, further, emptied his  
9 Deleted Items folder for some reason. One can only assume that if Mr. Gould had indeed  
10 accidentally deleted all messages in his Inbox, he would have realized that immediately and asked  
11 for help retrieving them immediately.  
12

13 8. In conclusion, it is simply impossible to accidentally delete all messages in a user's  
14 Inbox without the user doing so knowingly and being aware of what is happening. Further, if any  
15 single email or an entire group of emails (including somehow an entire Inbox) were deleted, there  
16 were numerous steps available to recover the deleted messages up to 28 to 58 days after the  
17 occurrence.  
18

19 I declare under penalty of perjury under the laws of the Commonwealth of Massachusetts  
20 that the foregoing is true and correct.  
21

22 Dated: April 27, 2018  
23

24  
25   
26 Andrew B. Cohen  
27  
28

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

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

23 Plaintiff,

24 v.

25 MARGARET COTTER, et al,

26 Defendants.

27 In the Matter of the Estate of

28 JAMES J. COTTER,

Deceased.

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

**Coordinated with:**

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

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

**RDI'S OPPOSITION TO PLAINTIFF  
COTTER, JR.'S MOTION FOR  
OMNIBUS RELIEF**

**Hearing Date: April 30, 2018**  
**Hearing Time: 8:30**



JAMES J. COTTER, JR.,

Plaintiff,

v.

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

Defendants.

Nominal Defendant Reading International, Inc., a Nevada corporation, by and through its undersigned counsel of record, hereby submits its Opposition to Plaintiff James J. Cotter, Jr.'s Motion for Omnibus Relief ("Opposition"). This Opposition is based upon the files and records in this matter, the attached memorandum of authorities, and any argument allowed at the time of hearing.

DATED this 27<sup>th</sup> day of April, 2018.

GREENBERG TRAURIG, LLP

/s/ Mark E. Ferrario

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*Counsel for Reading International, Inc.*

**MEMORANDUM OF POINTS AND AUTHORITIES**

The motion for omnibus relief filed by Plaintiff James J. Cotter Jr.'s ("Plaintiff" or "Cotter, Jr.") is nothing more than a diversion tactic being employed by Plaintiff to deprive RDI of the benefits conferred by 78.140(2)(a). Rather than deal with the merits of ratification, Plaintiff has manufactured a discovery dispute in an effort to avoid or delay a decision on the merits. In short, Plaintiff received the responses he was entitled to during the limited discovery period allowed by the Court. Plaintiff was provided an opportunity to question RDI Directors in deposition regarding the ratification of certain board decisions that occurred in December of 2017 and he has all relevant non-privileged information he is entitled to in that regard.

There is no mystery as to how any of this unfolded nor as to what occurred at the meeting where the ratifications took place. Not only was the process outlined in the motion that was filed regarding the issue in early January, but Plaintiff himself received the materials related to the ratification prior to the meeting. Plaintiff also attended the meeting and knows exactly what occurred.

Instead of dealing with the reality of the situation, Plaintiff's current motion claims that a purported failure to identify on a privilege log information relating to when draft minutes of a Special Independent Committee Meeting were circulated justifies court intervention. However, if counsel for Plaintiff had conducted a proper "meet and confer" after receiving the redacted draft Special Independent Committee minutes early this month this motion would have never been filed. As detailed below, the draft minutes from the Special Independent Committee meeting that are purportedly at issue were first circulated to Special Independent Committee members<sup>1</sup> after Plaintiff's discovery request were made and thus were not required to be on a privilege log. Moreover, Plaintiff was able to ask Special Independent Committee members questions during depositions regarding all discussions they had regarding ratification. And the draft minutes from the Special Independent Committee meeting held prior to the ratification vote were voluntarily produced by RDI even though they had not been seen by anyone other than

---

<sup>1</sup> Members of RDI's Special Independent Committee are William ("Bill") Gould, Judy Coddington and Doug McEachern.

1 Special Independent Committee members and counsel and before being formally approved by  
2 the Special Independent Committee.

3 There is no mystery here as to what has occurred. There is nothing to discover. Nothing  
4 has occurred to warrant an evidentiary hearing or indeed any further discovery. Plaintiff is trying  
5 to create a faux discovery dispute to prevent this Court from addressing an issue that is clear  
6 under Nevada law and which will end this lawsuit.

### 7 RELEVANT FACTS

8 The Court is well aware of the issues raised in this case and the limited discovery that  
9 was to be completed subsequent to trial being delayed in January. During the relevant discovery  
10 period, Plaintiff completed the depositions of Doug McEachern, Judy Coddling, Michael  
11 Wrotniak, Ellen Cotter, William Gould and Edward Kane; the last deposition having been  
12 completed on April 20, 2018.<sup>2</sup> Plaintiff also propounded written discovery on RDI and the  
13 Director Defendants on January 12, 2018 and each party responded to the same. Additionally,  
14 various RDI Directors that were dismissed from this matter have responded to subpoenas issued  
15 by Plaintiff.

16 The only discovery requests made to RDI during the limited discovery period were  
17 requests for production of documents. On January 12, 2018, Plaintiff propounded 18 document  
18 requests on RDI all of which were responded to on February 15, 2018 when RDI produced  
19 documents and an extensive privilege log. *See, RDI's Response attached hereto as Exhibit A.*  
20 When Plaintiff raised concerns regarding duplication and the descriptions regarding several  
21 items on RDI's privilege log, RDI promptly revised the same and produced an updated privilege  
22 log on February 22, 2018. *See, RDI's Updated Privilege Log, attached hereto as Exhibit B.*

23 Important to the issues at hand is the scope of Plaintiff's request for production. Notably,  
24 Plaintiff's document requests included a number of defined terms including:  
25  
26

27  
28 <sup>2</sup> Counsel for the Director Defendants requested Plaintiff's deposition, however, it was represented that Plaintiff does not intend to offer testimony by Mr. Cotter regarding what happened at the December 29, 2017 meeting.

1                   “*Ratification*” shall refer to the vote of the RDI Board of Directors at  
2                   special telephonic meeting held on December 29, 2017, to ratify (i) actions taken  
3                   by board members relating to the termination of JJC Jr. as President and CEO of  
4                   RDI as such actions are outlined in the minutes of the Board Meetings held on  
5                   May 21, 2015; May 29, 2015; and June 12, 2015; and (ii) the decision of the  
6                   Compensation Committee of RDI, as outlined in the minutes of September  
7                   21, 2015 meeting of the Compensation Committee to permit the Estate of JJC Sr.  
8                   to use Class A non-voting stock as a means to pay for the exercise of an option to  
9                   purchase 100,000 shares of Class B voting stock of RDI.

10                   ***See, Plaintiff’s Request for Document Production to RDI attached hereto as Exhibit C.***

11                   Additionally, within request number 4, Plaintiff defined “Meeting” as “the December 29, 2017  
12                   meeting of the Board of Directors of RDI.” ***Ex. C.*** Thereafter, Plaintiffs’ document requests 5 -  
13                   14, 17 and 18 all requested documents somehow related to the “Meeting”. Additionally, the  
14                   document requests did not broadly seek any communication regarding ratification for an  
15                   extended period as suggested by Plaintiff. RDI complied with all Cotter, Jr.’s document requests  
16                   and produced over 110 pages of documents and a 37 page privilege log. ***Ex. A and B.***

17                   During the course of the Director depositions identified above, counsel for Plaintiff  
18                   requested the production of minutes relating to a Special Independent Committee meeting held in  
19                   December of 2017. RDI voluntarily produced a draft of the document (redact for attorney/client  
20                   privilege) on April 12, 2018.<sup>3</sup> Notably, prior to the production, counsel for RDI explained  
21                   special issues associated with draft committee minutes including that:

22                   *The Special Committee meeting closest in time to the date you requested*  
23                   *occurred on 12/21. We are willing to redact attorney-client privileged*  
24                   *information in the draft minutes and will produce for “Attorneys Eyes Only”.*  
25                   *Please note that to maintain independence of the committee and to permit the*  
26                   *committee to function in such a capacity, the following process on minutes has*  
27                   *been followed to date (1) No one other than the committee members have seen the*  
28                   *minutes—that includes the Cotters and Craig Tompkins (not seeing them); (2) the*  
                      *committee members have individually seen them, but the committee has not*  
                      *formally approved them; and 3) the minutes have not been provided to the RDI*  
                      *BOD. Please confirm you are agreeable to the Attorney Eyes Only production.*

29                   ***A true and correct copy of email correspondence dated April 12, 2018 from Ms. Hendricks to***  
30                   ***Mr. Krum is attached hereto as Exhibit D.*** Counsel for Plaintiff committed to not sharing the  
31                   substance of the document with Mr. Cotter and it was thereafter produced with the Attorney’s

32                   

---

  
33                   <sup>3</sup> The production was made one week after RDI counsel Kara Hendricks was made aware of the request.

1 Eyes Only designation.<sup>4</sup>

2 Although Plaintiff's Omnibus Motion suggests the production was not done in good faith,  
3 Plaintiff is wrong. Notably, the draft minutes were voluntarily produced by RDI. Furthermore,  
4 despite accusations by Plaintiff otherwise, there was no basis for emails regarding the draft  
5 minutes to be included on the previously produced privilege logs. Indeed, Plaintiff's document  
6 requests were propounded on January 12, 2018 and the data searches conducted by RDI went  
7 through January 12, 2018. However, the first draft of the December Special Independent  
8 Committee minutes (prepared by counsel) was not even sent to the chair of the Special  
9 Independent Committee for review until January 30, 2018 – something that could have been  
10 easily explained if counsel for Plaintiff had properly “met and conferred” prior to filing the  
11 subject motion. Special Independent Committee Members Coddington and McEachern were not  
12 provided with the draft minutes until February 10, 2018. (Again, something that could have been  
13 explained had there been a proper “meet and confer.”)

14 To avoid any doubt regarding the issue, attached hereto is a true and correct copy of  
15 email correspondence to Bill Gould (excluding privileged draft minutes) sent from Michael  
16 Bonner on January 30, 2018. The email illustrates, the draft minutes from the December 21<sup>st</sup>  
17 Special Independent Committee meeting along with draft minutes from other Special  
18 Independent Committee meetings were first provided to Mr. Gould on January 30, 2018. *See,*  
19 *Declaration of Michael Bonner attached hereto as Exhibit E and related email attached thereto*  
20 *as Exhibit 1.* Providing Mr. Gould drafts of minutes from seven different Special Independent  
21 Committee meetings on January 30, 2018 was merely a result of Mr. Bonner's workload and  
22 availability to prepare the same, was not a litigation strategy and had nothing to do with any  
23 perceived benefit or harm to Plaintiff. *Id.* Mr. Bonner's typical practice is to provide the draft  
24 minutes to Chairman Gould for comment and after receiving comments forward to the other  
25 committee members for review. *Id.* Mr. Bonner sent the December 21, 2017 Special  
26 Independent Committee meetings to Ms. Coddington and Mr. McEachern, as well as to Mr. Gould,

27  
28 <sup>4</sup> Although produced for “Attorney's Eyes Only” counsel for Plaintiff disregarded the designation and provided a  
copy of the same to everyone on the case service list necessitating additional action to claw-back the same.

1 on February 10, 2018 after obtaining comments from Mr. Gould. *See Exhibit 2 to Exhibit E*  
2 attached hereto (redacted in part for attorney-client privilege and excluding privileged draft  
3 minutes). Providing the draft minutes to committee members on February 10, 2018 was merely a  
4 result of Mr. Bonner's workload and availability to prepare the same, was not a litigation  
5 strategy and had nothing to do with any perceived benefit or harm to Plaintiff. *Id.*

6 There is no need for an evidentiary hearing. There is no need for additional written  
7 discovery. There is no need for additional depositions. Not only was there no malfeasance in  
8 the December 21, 2018 draft minutes not being included on a privilege log, but RDI logged  
9 privileged documents responsive to Plaintiff's requests well before any depositions occurred and  
10 Plaintiff's counsel was provided latitude in the depositions to ask any questions he deemed  
11 necessary.

## 12 LEGAL ARGUMENT

13 Plaintiff does not have a legal basis to support the relief requested. Notably, the Omnibus  
14 Motion filed by Plaintiff cites to Rule 45(e) for the proposition that a party can seek an order to  
15 show cause why a third-party should not be held in contempt for failing to abide by a subpoena.  
16 However, RDI is not a third party and RDI was not issued a subpoena. Plaintiff also contends  
17 that RDI willfully disregarded the scope of its obligations to produce and/or log the December  
18 21, 2017 minutes from the Special Independent Committee. However, as the facts set forth  
19 herein indicate, Plaintiff has no basis for such a claim.

### 20 **A. RDI's Actions relating to the Production of December 21, 2017 Special** 21 **Independent Committee Minutes was Proper.**

22 Plaintiff raises several issues regarding the production of the December 21, 2017 Special  
23 Independent Committee minutes and how it purportedly affects his case: 1) Plaintiff argues the  
24 minutes were responsive to multiple document requests propounded on RDI and others and  
25 should have been produced earlier; 2) Plaintiff argues that the minutes were improperly redacted;  
26 and 3) Plaintiff contends that knowing the exact chronology of events was critical to counsel's  
27 ability to examine witnesses. Not only are Plaintiff's assertions inaccurate, but even if true  
28 Plaintiff has not articulated any prejudice associated with the same.

**1. The Special Independent Committee Minutes Were Not Responsive to Written Discovery Requests.**

Plaintiff is wrong when he asserts that the Special Independent Committee Minutes were responsive to particularized document requests propounded on RDI. Notably, not one of the eighteen document requests propounded on RDI requested minutes relating to meetings of RDI's Special Independent Committee. Moreover, Plaintiff's requests were narrowly defined and tailored to the Board Meeting of December 29, 2017 where action was taken to ratify certain previous actions of RDI's Board and even "ratification" was specifically defined to matters relating "to the vote of the RDI Board of Directors at special telephonic meeting held on December 29, 2017..." *Ex. C*, Ratification Definition. Furthermore, Plaintiff's requests were propounded on January 12, 2018 and RDI had a right to rely on January 12, 2018 as being an end date for its obligations to log communication between counsel and RDI board members relating to this matter. Here, the draft minutes were first circulated by counsel for review on January 30, 2018, after Plaintiff's document requests were made.

The Motion broadly references RDI requests numbers 1-10, 13, 16, and 17 as particularized requests that should have yield the production of the minutes or logging entries on a privileged log, however, Plaintiff does not explain how or why. A review of RDI's responses to such requests demonstrates the futility in Plaintiff's argument. Notably, requests 1 – 3 were duplicative of discovery sought by Plaintiff in the prior discovery period and were objected to by RDI. *Ex. A*. Plaintiff did not challenge the objections. The other requests made by Plaintiff would not have yielded their production even if the minutes existed at the time the request was made as the requests were specific to the December 29, 2017 Board Meeting not a meeting of the Special Independent Committee.

- Request 4 sought advice given at the December 29, 2017 meeting.
- Request 5 requested documents concerning prior decisions that were ratified at the December 29, 2017 meeting.
- Request 6 requested relating to calling the December 29, 2017 meeting.
- Request 7 required documents relating to any advice requested or given by counsel concerning the decision to call the meeting.

- Request 8 requested documents relating to the notice of the December 29<sup>th</sup> meeting.
- Request 9 sought documents relating to the December 29<sup>th</sup> meeting concerning ratification.
- Request 10 sought documents relating to advice by counsel concerning the December 29<sup>th</sup> meeting, to the extent it concerned ratification.
- Request 13 requested documents prepared in connection with the December 29<sup>th</sup> meeting.
- Request 16 requested drafts of a December 27, 2017 letter and responses as well documents related to the specific letter.
- Request 17 sought documents relating to the agenda of the December 29, 2017 meeting to the extent they concerned ratification.

*See, Ex. A and C.*

Based on the plain language of Plaintiff's requests to RDI, production of the Special Independent Committee minutes was not required. Regardless, after reference was made in deposition to a meeting held by the Special Independent Committee where ratification was possibly discussed, counsel agreed to voluntarily produce the draft committee minutes.

**2. RDI has an obligation to redact attorney-client privileged communication prior to producing documents.**

As evidenced by the Motion, RDI's willingness to voluntarily produce the Special Independent Committee minutes still did not satisfy Plaintiff because RDI redacted attorney-client privileged information from the same. However, RDI has a right to redact minutes for attorney-client communication and could potentially waive the privilege if the minutes were produced unredacted. RDI believes its redactions were appropriate. Notwithstanding, RDI is willing to provide the Court the draft document in unredacted form for in camera review and will bring a copy of the same to the scheduled hearing.

**3. No prejudice to Plaintiff related to production.**

The only purported prejudice that can be gleaned from the Motion is Plaintiff's contention that knowing the exact chronology of events was critical to counsel's ability to examine witnesses. However, Plaintiff did not propound interrogatories to RDI which would



1 have yielded information regarding dates the Special Independent Committee met which cuts  
2 against the purported importance of the same. Moreover, the Motion fails to explain what  
3 additional questions counsel for Plaintiff would have asked the deponents if he knew the date of  
4 the Special Committee meeting beforehand. No such information is included in the Motion  
5 because Plaintiff did ask the Directors about all discussions they had regarding ratification prior  
6 to the December 29, 2017 meeting and the Directors answered honestly regarding the same.  
7 The fact that a specific date could not be recalled is of no relevance.

8 Plaintiff's claim of a material impairment is not supported by his Motion or the record in  
9 this matter. The privilege log and documents produced by RDI and the Individual Defendants tell  
10 the story of what occurred leading up to and during the December 29, 2017 board meeting where  
11 certain actions of RDI's Board were ratified. There is no mystery here. Plaintiff's Motion  
12 should be denied.

13 **B. No Further Action is Required by this Court.**

14 The Motion filed by Plaintiff makes a host of demands including seeking "specific formal  
15 assurances that no other responsive documents that should have proposed and/or logged have  
16 been withheld." The relief requested by Plaintiff is not justified and should be denied.

17 In addition to Plaintiff's purported concern regarding the production of the Special  
18 Independent Committee minutes, the Motion suggests the testimony of several of RDI's  
19 Directors supports Plaintiff's theory that documents have been withheld. Once again Plaintiff's  
20 analysis is misguided. Tellingly, the testimony on which Plaintiff relies does not suggest there  
21 are any documents that support his position. Director McEachern's deposition testimony that he  
22 recalled the issue of ratification was discussed last fall and was tabled until the judge in the  
23 derivative case took action does not suggest documents were withheld. Indeed, Mr. McEachern  
24 did not testify regarding the existence of any documents supporting his statement. However, to  
25 avoid any doubt regarding the same, attached hereto as *Exhibit F*, is a declaration from Mr.  
26 McEachern detailing the steps he took to respond to the subpoena he was issued from Plaintiff  
27 and confirming that he does not have communications from prior to December 2017 in his  
28 possession relating to ratification.



1 voluntarily provide the Court the unredacted draft minutes from the Special Independent  
2 Committee's December 21, 2017 meeting to resolve any purported concerns Plaintiff may have  
3 regarding redactions. The other four demands made by Plaintiff via the subject motion are  
4 wholly without merit. There is no basis for an evidentiary hearing regarding the December 21,  
5 2017 minute production and any concerns regarding the chronology of the production could have  
6 been resolved with a simple phone call. Moreover, the alternative relief requested by Plaintiff  
7 for additional document production and depositions lacks a factual or legal basis that would  
8 entitle Plaintiff to the same.

9 DATED this 27<sup>th</sup> day of April, 2018.

10 GREENBERG TRAURIG, LLP

11 /s/ Mark E. Ferrario

12 Mark E. Ferrario, Esq. (NBN 1625)

13 Kara B. Hendricks, Esq. (NBN 7743)

14 Tami D. Cowden, Esq. (NBN 8994)

15 3773 Howard Hughes Parkway, Suite 400N

16 Las Vegas, Nevada 89169

17 *Counsel for Reading International, Inc.*

**CERTIFICATE OF SERVICE**

Pursuant to Nev. R. Civ. P. 5(b)(2)(D) and E.D.C.R. 8.05, I certify that on this day, I caused a true and correct copy of the forgoing *RDI's Opposition to Plaintiff Cotter, Jr.'s Motion for Omnibus Relief* to be filed and served via the Court's Odyssey eFileNV Electronic Service system on all registered and active parties. The date and time of the electronic proof of service is in place of the date and place of deposit in the mail.

DATED this 27<sup>th</sup> day of April, 2018.

/s/ Andrea Rosehill

An employee of GREENBERG TRAURIG, LLP

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# EXHIBIT A

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*Counsel for Reading International, Inc.*

**DISTRICT COURT**

**CLARK COUNTY, NEVADA**

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

Plaintiff,

v.

MARGARET COTTER, et al,

Defendants.

In the Matter of the Estate of

JAMES J. COTTER,

Deceased.

JAMES J. COTTER, JR.,

Plaintiff,

v.

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

Defendants.

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

**Coordinated with:**

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

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

**READING INTERNATIONAL, INC.'S  
RESPONSE TO PLAINTIFF JAMES  
COTTER, JR.'S REQUEST FOR  
PRODUCTION OF DOCUMENTS TO  
NOMINAL DEFENDANT DATED  
JANUARY 12, 2018**

1 Pursuant to Nevada Rules of Civil Procedure (“NRCP”), Nominal Defendant Reading  
2 International, Inc. (“RDI”) by and through its counsel Greenberg Traurig, LLP hereby submits its  
3 Response to James Cotter, Jr.’s Request for Production of Documents to Nominal Defendant  
4 Reading International, Inc. dated January 12, 2018.

5 RDI has provided twenty eight productions of non-privileged materials in response to  
6 various discovery requests. While RDI has, on occasion, prepared lists of responsive materials,  
7 all productions were produced to all parties in accordance with N.R.C.P. Rule 34(b)(2)(E)(ii)  
8 which includes relevant metadata for the requesting party to adequately review and search the  
9 data provided in response to discovery in this matter.

10 **DOCUMENT REQUEST NO. 1:**

11 All documents relating to the termination of JJC as President and CEO of RDI.

12 **RESPONSE TO DOCUMENT REQUEST NO. 1:**

13 Objection. This request is overbroad, unduly burdensome, seeks information  
14 protected by the attorney-client privilege, and is beyond the scope of the limited discovery  
15 allowed by the Court in the re-opened discovery period. Moreover, this request is duplicative  
16 of prior discovery and seeks documents that have already been produced pursuant to an  
17 agreement reached with counsel regarding search terms and phrases which RDI utilized to  
18 search and produce documents in this matter.

19 **DOCUMENT REQUEST NO. 2:**

20 All documents relating to the exercise of the option to purchase 100,000 shares of  
21 Class B voting shares’ of RDI, which was exercised by Ellen Cotter and Margaret Cotter  
22 as executors of the Estate of JJC, Sr. on or about September 17, 2015.

23 **RESPONSE TO DOCUMENT REQUEST NO. 2:**

24 Objection. This request is overbroad, unduly burdensome, seeks information protected  
25 by the attorney-client privilege, and is beyond the scope of the limited discovery allowed by the  
26 Court in the re-opened discovery period. Moreover, this request is duplicative of prior discovery  
27

1 and seeks documents that have already been produced pursuant to an agreement reached with  
2 counsel regarding search terms and phrases which RDI utilized to search and produce documents  
3 in this matter.

4 **DOCUMENT REQUEST NO. 3:**

5 All documents relating to payment to exercise the option to purchase 100,000  
6 shares of Class B voting shares of RDI, which was exercised by Ellen Cotter and Margaret  
7 Cotter as executors of the Estate of JJC, Sr. by their actions taken on or about September  
8 17, 2015.

9 **RESPONSE TO DOCUMENT REQUEST NO. 3:**

10 Objection. This request is overbroad, unduly burdensome, seeks information protected  
11 by the attorney-client privilege, and is beyond the scope of the limited discovery allowed by the  
12 Court in the re-opened discovery period. Moreover, this request is duplicative of prior discovery  
13 and seeks documents that have already been produced pursuant to an agreement reached with  
14 counsel regarding search terms and phrases which RDI utilized to search and produce documents  
15 in this matter.

16 **DOCUMENT REQUEST NO. 4:**

17 All documents relating to any advice requested or given by counsel at the  
18 December 29, 2017 meeting of the Board of Directors of RDI (hereafter, the "Meeting")  
19 concerning the prior decisions that were ratified at the Meeting.

20 **RESPONSE TO DOCUMENT REQUEST NO. 4:**

21 Objection. This request is overbroad and seeks information protected by the attorney-  
22 client privilege, work product doctrine, common interest privilege and/or joint defense privilege.  
23 Notwithstanding, and without waiving the forgoing, *see RDI0063804-RDI0063918*, and RDI  
24 Privilege Log produced with RDI's Twenty-Ninth Supplemental Disclosures. *See also*,  
25 Defendants Ellen Cotter, Margaret Cotter and Guy Adams in response to James Cotter, Jr.'s  
26 Production of Document Requests served on January 12, 2018, and third parties Judy Coddington,  
27



1 Edward Kane, Douglas McEachern, Michael Wrotniak and Bill Gould's responses to Plaintiff  
2 James J. Cotter, Jr.'s January 12, 2018 subpoena duces tecum.

3 **DOCUMENT REQUEST NO. 5:**

4 All documents relating to any advice requested or given by counsel prior to the  
5 Meeting concerning the prior decisions that were ratified at the Meeting.

6 **RESPONSE TO DOCUMENT REQUEST NO. 5:**

7 Objection. This request overbroad and seeks information protected by the attorney-client  
8 privilege, work product doctrine, common interest privilege and/or joint defense privilege.  
9 Notwithstanding, and without waiving the forgoing, see *RDI0063810-RDI0063918*, and RDI  
10 Privilege Log produced with RDI's Twenty-Ninth Supplemental Disclosures. See also,  
11 Defendants Ellen Cotter, Margaret Cotter and Guy Adams in response to James Cotter, Jr.'s  
12 Production of Document Requests served on January 12, 2018, and third parties Judy Coddington,  
13 Edward Kane, Douglas McEachern, Michael Wrotniak and Bill Gould's responses to Plaintiff  
14 James J. Cotter, Jr.'s January 12, 2018 subpoena duces tecum.

15 **DOCUMENT REQUEST NO. 6:**

16 All documents relating to the decision to call the Meeting to ratify the prior  
17 decisions.

18 **RESPONSE TO DOCUMENT REQUEST NO. 6:**

19 Objection. This request vague, overbroad and unduly burdensome in seeking "all  
20 documents relating" to a decision made by certain directors and seeks information protected by  
21 the attorney-client privilege, work product doctrine, common interest privilege and/or joint  
22 defense privilege. Notwithstanding, and without waiving the forgoing, see *RDI0063918*, and  
23 RDI Privilege log produced with RDI's Twenty-Ninth Supplemental Disclosures. See also,  
24 Defendants Ellen Cotter, Margaret Cotter and Guy Adams in response to James Cotter, Jr.'s  
25 Production of Document Requests served on January 12, 2018, and third parties Judy Coddington,  
26 Edward Kane, Douglas McEachern, Michael Wrotniak and Bill Gould's responses to Plaintiff  
27

1 James J. Cotter, Jr.'s January 12, 2018 subpoena duces tecum.

2 **DOCUMENT REQUEST NO. 7:**

3 All documents relating to any advice requested or given by counsel concerning the  
4 decision to call the Meeting to ratify the prior decisions.

5 **RESPONSE TO DOCUMENT REQUEST NO. 7:**

6 Objection. This request is overbroad and seeks information protected by the attorney-  
7 client privilege, work product doctrine, common interest privilege and/or joint defense privilege.  
8 Notwithstanding, and without waiving the forgoing, *see* RDI Privilege log produced with RDI's  
9 Twenty-Ninth Supplemental Disclosures. *See also*, Defendants Ellen Cotter, Margaret Cotter  
10 and Guy Adams in response to James Cotter, Jr.'s Production of Document Requests served on  
11 January 12, 2018, and third parties Judy Coddington, Edward Kane, Douglas McEachern, Michael  
12 Wrotniak and Bill Gould's responses to Plaintiff James J. Cotter, Jr.'s January 12, 2018  
13 subpoena duces tecum.

14 **DOCUMENT REQUEST NO. 8:**

15 All documents relating to any advice requested or given by counsel concerning the  
16 notice of Meeting to the extent it concerned Ratification.

17 **RESPONSE TO DOCUMENT REQUEST NO. 8:**

18 Objection. This request is overbroad and seeks information protected by the attorney-  
19 client privilege, work product doctrine, common interest privilege and/or joint defense privilege.  
20 Notwithstanding, and without waiving the forgoing, *see* RDI Privilege log produced with RDI's  
21 Twenty-Ninth Supplemental Disclosures. *See also*, Defendants Ellen Cotter, Margaret Cotter  
22 and Guy Adams in response to James Cotter, Jr.'s Production of Document Requests served on  
23 January 12, 2018, and third parties Judy Coddington, Edward Kane, Douglas McEachern, Michael  
24 Wrotniak and Bill Gould's responses to Plaintiff James J. Cotter, Jr.'s January 12, 2018  
25 subpoena duces tecum.

26  
27 ///

**DOCUMENT REQUEST NO. 9:**

All documents relating to the Meeting to the extent concerning ratification.

**RESPONSE TO DOCUMENT REQUEST NO. 9:**

Objection. This request seeks information protected by the attorney-client privilege, work product doctrine, common interest privilege and/or joint defense privilege. Notwithstanding, and without waiving the forgoing, *see RDI0063804-RDI0063918*, and RDI Privilege Log produced with RDI's Twenty-Ninth Supplemental Disclosures. *See also*, Defendants Ellen Cotter, Margaret Cotter and Guy Adams in response to James Cotter, Jr.'s Production of Document Requests served on January 12, 2018, and third parties Judy Coddling, Edward Kane, Douglas McEachern, Michael Wrotniak and Bill Gould's responses to Plaintiff James J. Cotter, Jr.'s January 12, 2018 subpoena duces tecum.

**DOCUMENT REQUEST NO. 10:**

All documents relating to any advice requested of or given by counsel concerning the Meeting to the extent it concerned Ratification.

**RESPONSE TO DOCUMENT REQUEST NO. 10:**

Objection. This request seeks information protected by the attorney-client privilege, work product doctrine, common interest privilege and/or joint defense privilege. Notwithstanding, and without waiving the forgoing, *see RDI0063804-RDI0063918*, and RDI Privilege Log produced with RDI's Twenty-Ninth Supplemental Disclosures. *See also*, Defendants Ellen Cotter, Margaret Cotter and Guy Adams in response to James Cotter, Jr.'s Production of Document Requests served on January 12, 2018, and third parties Judy Coddling, Edward Kane, Douglas McEachern, Michael Wrotniak and Bill Gould's responses to Plaintiff James J. Cotter, Jr.'s January 12, 2018 subpoena duces tecum.

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**DOCUMENT REQUEST NO. 11:**

All draft notices of the Meeting.

**RESPONSE TO DOCUMENT REQUEST NO. 11:**

Objection. This request seeks information protected by the attorney-client privilege, work product doctrine, common interest privilege and/or joint defense privilege. Notwithstanding, and without waiving the forgoing, *see RDI0063810*, and RDI Privilege Log produced with RDI's Twenty-Ninth Supplemental Disclosures.

**DOCUMENT REQUEST NO. 12:**

All draft minutes of the Meeting.

**RESPONSE TO DOCUMENT REQUEST NO. 12:**

Objection. This request seeks information protected by the attorney-client privilege, work product doctrine, common interest privilege and/or joint defense privilege. Notwithstanding, and without waiving the forgoing, *see RDI0063804-RDI0063809*, and RDI Privilege Log produced with RDI's Twenty-Ninth Supplemental Disclosures.

**DOCUMENT REQUEST NO. 13:**

All documents prepared in connection with the Meeting.

**RESPONSE TO DOCUMENT REQUEST NO. 13:**

Objection. This request is vague, overbroad and unduly burdensome in seeking "all documents prepared in connection with the Meeting" regardless of author or scope and in so doing, seeks information protected by the attorney-client privilege, work product doctrine, common interest privilege and/or joint defense privilege. Notwithstanding, and without waiving the forgoing, *see RDI0063804-RDI0063918*, and RDI Privilege Log produced with RDI's Twenty-Ninth Supplemental Disclosures. *See also*, Defendants Ellen Cotter, Margaret Cotter and Guy Adams in response to James Cotter, Jr.'s Production of Document Requests served on January 12, 2018, and third parties Judy Coddington, Edward Kane, Douglas McEachern, Michael Wrotniak and Bill Gould's responses to Plaintiff James J. Cotter, Jr.'s January 12, 2018

1 subpoena duces tecum.

2 **DOCUMENT REQUEST NO. 14:**

3 All documents distributed prior to or at the Meeting

4 **RESPONSE TO DOCUMENT REQUEST NO. 14:**

5 Objection. This request is vague, overbroad and unduly burdensome in seeking “all  
6 documents distributed” and does not identify a person and/or entity such documents were  
7 purportedly distributed to and in so doing, seeks information protected by the attorney-client  
8 privilege, work product doctrine, common interest privilege and/or joint defense privilege.  
9 Notwithstanding, and without waiving the forgoing, *see RDI0063810-RDI0063918*, and RDI  
10 Privilege Log produced with RDI’s Twenty-Ninth Supplemental Disclosures. *See also*,  
11 Defendants Ellen Cotter, Margaret Cotter and Guy Adams in response to James Cotter, Jr.’s  
12 Production of Document Requests served on January 12, 2018, and third parties Judy Coddling,  
13 Edward Kane, Douglas McEachern, Michael Wrotniak and Bill Gould’s responses to Plaintiff  
14 James J. Cotter, Jr.’s January 12, 2018 subpoena duces tecum.

15 **DOCUMENT REQUEST NO. 15:**

16 All documents referring to, discussing, analyzing or relating to the disinterestedness  
17 or independence of Adams as a Director of RDI.

18 **RESPONSE TO DOCUMENT REQUEST NO. 15:**

19 Objection. This request is overbroad, unduly burdensome, seeks information  
20 protected by the attorney-client privilege, and is beyond the scope of the limited discovery  
21 allowed by the Court in the re-opened discovery period. Moreover, this request is duplicative  
22 of prior discovery and seeks documents that have already been produced pursuant to an  
23 agreement reached with counsel regarding search terms and phrases which RDI utilized to  
24 search and produce documents in this matter. Notwithstanding and without waiving the  
25 foregoing, documents relating to Adams independence were included in the Board packet  
26 distributed prior to the Meeting and have been produced as *RDI0063804-RDI0063918*.  
27

**DOCUMENT REQUEST NO. 16:**

All documents relating to the "letter dated December 27, 2017" referenced on page 3 of Exhibit 1 to RDI's Errata to its "Joinder to the Individual Defendants' Opposition to Plaintiff's Motion for Rule 54(b) Certification and Stay," including any drafts of the letter and responses thereto, as well as emails transmitting such documents.

**RESPONSE TO DOCUMENT REQUEST NO. 16:**

Objection. This request is vague, overbroad and unduly burdensome in seeking "all documents relating" to a letter and seeks information protected by the attorney-client privilege, work product doctrine, common interest privilege and/or joint defense privilege. Notwithstanding, and without waiving the forgoing, *see RDI0063918* and RDI Privilege log produced with RDI's Twenty-Ninth Supplemental Disclosures. *See also*, Defendants Ellen Cotter, Margaret Cotter and Guy Adams in response to James Cotter, Jr.'s Production of Document Requests served on January 12, 2018, and third parties Judy Coddington, Edward Kane, Douglas McEachern, Michael Wrotniak and Bill Gould's responses to Plaintiff James J. Cotter, Jr.'s January 12, 2018 subpoena duces tecum.

**DOCUMENT REQUEST NO. 17:**

All documents relating to the agenda for the Meeting, including any communications relating to the agenda to the extent concerning Ratification.

**RESPONSE TO DOCUMENT REQUEST NO. 17:**

Objection. This request is vague, overbroad and unduly burdensome in seeking "all documents relating" to an agenda and in so doing, seeks information protected by the attorney-client privilege, work product doctrine, common interest privilege and/or joint defense privilege. Notwithstanding, and without waiving the forgoing, *See RDI0063810 - RDI00063917* and RDI Privilege log produced with RDI's Twenty-Ninth Supplemental Disclosures. *See also*, Defendants Ellen Cotter, Margaret Cotter and Guy Adams in response to James Cotter, Jr.'s Production of Document Requests served on January 12, 2018, and third parties Judy Coddington,

Edward Kane, Douglas McEachern, Michael Wrotniak and Bill Gould's responses to Plaintiff James J. Cotter, Jr.'s January 12, 2018 subpoena duces tecum.

**DOCUMENT REQUEST NO. 18:**

All communications with any RDI director relating to the Meeting, including any emails from EC and or MC to any RDI director transmitting, referencing, and/or discussing any written board materials in advance of the Meeting

**RESPONSE TO DOCUMENT REQUEST NO. 18:**

Objection. This request is vague, overbroad and unduly burdensome in seeking "all communications" and seeks information protected by the attorney-client privilege, work product doctrine, common interest privilege and/or joint defense privilege. Notwithstanding, and without waiving the forgoing, *see RDI0063810-RDI0063918*, and RDI Privilege Log produced with RDI's Twenty-Ninth Supplemental Disclosures. *See also*, Defendants Ellen Cotter, Margaret Cotter and Guy Adams in response to James Cotter, Jr.'s Production of Document Requests served on January 12, 2018, and third parties Judy Coddington, Edward Kane, Douglas McEachern, Michael Wrotniak and Bill Gould's responses to Plaintiff James J. Cotter, Jr.'s January 12, 2018 subpoena duces tecum.

DATED: this 15<sup>th</sup> day of February, 2018

GREENBERG TRAURIG, LLP

/s/ Kara B. Hendricks

MARK E. FERRARIO (NV Bar No. 1625)  
KARA B. HENDRICKS (NV Bar No. 7743)  
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*Counsel for Reading International, Inc.*

**CERTIFICATE OF SERVICE**

Pursuant to Nev. R. Civ. P. 5(b)(2)(D) and E.D.C.R. 8.05, I certify that on this day, I caused a true and correct copy of the forgoing **READING INTERNATIONAL, INC.'S RESPONSE TO PLAINTIFF JAMES COTTER, JR.'S REQUEST FOR PRODUCTION OF DOCUMENTS TO NOMINAL DEFENDANT DATED JANUARY 12, 2018** to be filed and served via the Court's E-Filing system. The date and time of the electronic proof of service is in place of the date and place of deposit in the mail.

DATED this 15<sup>th</sup> day of February, 2018.

/s/ Megan L. Sheffield

AN EMPLOYEE OF GREENBERG TRAURIG, LLP



---

# EXHIBIT B

---



KARA HENDRICKS  
Tel 702.792.3773  
Fax 702.792.9002  
hendricksk@gtlaw.com

February 22, 2018

*Via Wiznet eService*

All Counsel of Record

**Re:    *Reading International, Inc. Privilege Log***  
***Cotter v. Cotter. et al.*; Case No. A-15-719860-B**

Dear Counsel:

Please see the attached privilege log which will replace the privilege log produced by Reading International, Inc. on February 15, 2017. The new privilege log is a deduplicated log and also contains additional information requested by Mr. Krum for specific log entries.

Best regards,

*/s/ Kara Hendricks*

Kara Hendricks, Esq.  
GREENBERG TRAURIG

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TRAURIG GRZESIAK sp.k.  
\*\*STRATEGIC ALLIANCE

EJDC Case No. A-15-719860  
Reading International's Privilege Log (Responses to JJC Jr.'s RFPs dated January 12, 2018)  
February 22, 2018 (Deduped and Supplemented)

Control Number	AttachIDs	Date Sent	Date Created	FileName	Email Subject	Email To	Email From	Email CC	Privilege	Additional Information requested by Plaintiff
RDI0000059762	RDI0000059763;RDI0000059764	1/4/2018		Draft Press Release--suggested revisions (4).msg	Draft Press Release--suggested revisions	S. Craig Tompkins (Craig.Tompkins@readingrdi.com)	Bonner, Michael J. (Shld-LV-CP) </o=GTLAW/ou=LV/cn=Recipients/cn=bonnerm>	Hendricks, Kara (Shld-LV-LT) <hendricksk@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) </o=GTLAW/ou=LV/cn=Recipients/cn=ferrariom>; Ellen Cotter - Reading International, Inc. (Ellen.Cotter@readingrdi.com)	Communication with Counsel; Work product	
RDI0000059763			1/4/2018	Document1.docx					Work product	
RDI0000059764			1/4/2018	Document1.docx					Work product	
RDI0000059765	RDI0000059766;RDI0000059767	1/4/2018		Draft Press Release--suggested revisions.msg	Draft Press Release--suggested revisions	S. Craig Tompkins (Craig.Tompkins@readingrdi.com)	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>	Hendricks, Kara (Shld-LV-LT) <hendricksk@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Ellen Cotter - Reading International, Inc. (Ellen.Cotter@readingrdi.com)	Communication with Counsel; Work product	
RDI0000059766			1/4/2018	Document1.docx					Work product	
RDI0000059767			1/4/2018	Document1.docx					Work product	
RDI0000059768		12/27/2017		For Bill Gould to sign.msg	For Bill Gould to sign	Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>; Brewer, John N. (Shld-LV-CP) <brewerjn@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) </o=GTLAW/ou=LV/cn=Recipients/cn=ferrariom>; S. Craig Tompkins (Craig.Tompkins@readingrdi.com); Hendricks, Kara (Shld-LV-	Bonner, Michael J. (Shld-LV-CP) </o=GTLAW/ou=LV/cn=Recipients/cn=bonnerm>		Communication with Counsel; Work product	Communication regarding draft letter re Special Board Meeting
RDI0000059775		12/29/2017		FW Can you review.msg	FW: Can you review	William D. Gould Esq. (wgould@troygould.com)	Bonner, Michael J. (Shld-LV-CP) </o=GTLAW/ou=LV/cn=Recipients/cn=bonnerm>	Ferrario, Mark E. (Shld-LV-LT) </o=GTLAW/ou=LV/cn=Recipients/cn=ferrariom>	Communication with Counsel; Work product	Communication re attendance of Meeting
RDI0000059792		12/27/2017		FW For Bill Gould to sign.msg	FW: For Bill Gould to sign	William D. Gould Esq. (wgould@troygould.com)	Bonner, Michael J. (Shld-LV-CP) </o=GTLAW/ou=LV/cn=Recipients/cn=bonnerm>	Ferrario, Mark E. (Shld-LV-LT) </o=GTLAW/ou=LV/cn=Recipients/cn=ferrariom>; Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>	Communication with Counsel; Work product	Communication regarding draft letter re Special Board Meeting
RDI0000059814	RDI0000059815;RDI0000059816;RDI0000059817	12/29/2017		FW Sent on Behalf of Ellen Cotter Materials for Board of Directors Meeting - December 29 2017.msg	FW: Sent on Behalf of Ellen Cotter: Materials for Board of Directors Meeting - December 29, 2017	William D. Gould Esq. (wgould@troygould.com)	Bonner, Michael J. (Shld-LV-CP) </o=GTLAW/ou=LV/cn=Recipients/cn=bonnerm>	Ferrario, Mark E. (Shld-LV-LT) </o=GTLAW/ou=LV/cn=Recipients/cn=ferrariom>	Communication with Counsel; Work product	

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RDI0000059815			12/28/2017	2017 12 29 Agenda BOD Meeting Re Compensation_Final.pdf					Attachment to Privileged Communication	
RDI0000059816			12/28/2017	2017 12 27 Compensation and Stock Options Committee Materials.pdf					Attachment to Privileged Communication	
RDI0000059817			12/28/2017	2017 12 29 Board Materials.pdf					Attachment to Privileged Communication	
RDI0000059829		12/22/2017		Ratification issue discussed yesterday.msg	Ratification issue discussed yesterday	William D. Gould Esq. (wgould@troygould.com)	Bonner, Michael J. (Shld-LV-CP) </o=GTLAW/ou=LV/cn=Recipients/cn=bonnerm>	Ferrario, Mark E. (Shld-LV-LT) </o=GTLAW/ou=LV/cn=Recipients/cn=ferrariom>; Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>; Hendricks, Kara (Shld-LV-LT) <hendricksk@gtlaw.com>	Communication with Counsel; Work product	
RDI0000059843			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Direct....doc					Work product	
RDI0000059862	RDI0000059863	12/31/2017		Reading International Inc Minutes of the Board of Directors Meeting December 29 2017 (5).msg	Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Ellen Cotter - Reading International, Inc. (Ellen.Cotter@readingrdi.com); William D. Gould Esq. (wgould@troygould.com); S. Craig Tompkins (Craig.Tompkins@readingrdi.com); Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>	Bonner, Michael J. (Shld-LV-CP) </O=GTLAW/OU=LV/CN=RECIPIENTS/CN=BONNERM>		Communication with Counsel; Work product	
RDI0000059863			12/31/2017	421037223_v 2_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017.DOCX					Work product	

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RD10000059865			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (2).DOC					Work product	
RD10000059866			1/3/2018	421038703_v 1_GTRedline_421037 223v1 - 421037223v4.pdf					Communication with Counsel; Work product	
RD10000059899		12/27/2017		For Bill Gould to sign.msg	For Bill Gould to sign	Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>; Brewer, John N. (Shld-LV-CP) <brewerjn@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; S. Craig Tompkins (Craig.Tompkins@readingrdi.com ); Hendricks, Kara (Shld-LV-LT) <hendricksk@gtlaw.	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>		Communication with Counsel; Work product	Communication regarding draft letter re Special Board Meeting
RD10000059902		12/27/2017		FW use of Executive Committee.msg	FW: use of Executive Committee	Craig Tompkins (Craig.Tompkins@readingrdi.com )	Cowden, Tami D. (OfCnsl-LV-LT) </o=GT LAW/ou=LV/cn=Recipients /cn=cowdent>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; Hendricks, Kara (Shld-LV-LT) <hendricksk@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>	Communication with Counsel; Work product	
RD10000059911		12/27/2017		RE For Bill Gould to sign (2).msg	RE: For Bill Gould to sign	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; Brewer, John N. (Shld-LV-CP) <brewerjn@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; S. Craig Tompkins (Craig.Tompkins@readingrdi.com ); Hendricks, Kara (Shld-LV-LT) <hendricksk@gtlaw	Cowden, Tami D. (OfCnsl-LV-LT) </o=GT LAW/ou=LV/cn=Recipients /cn=cowdent>		Communication with Counsel; Work product	Communication regarding draft letter re Special Board Meeting

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RD10000059912		12/27/2017		RE For Bill Gould to sign.msg	RE: For Bill Gould to sign	Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>; Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; S. Craig Tompkins (Craig.Tompkins@readingrdi.com); Hendricks, Kara (Shld-LV-LT) <hendricksk@gtla	Brewer, John N. (Shld-LV-CP) <brewerjn@gtlaw.com>		Communication with Counsel; Work product	Communication regarding draft letter re Special Board Meeting
RD10000059914		1/3/2018		RE Revised draft Reading International Inc Minutes of the Board of Directors Meeting December 29 2017 (1).msg	RE: Revised draft; Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Jackson, Carolyn (Secy-LV-CP) <jacksonc@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>; Craig.Tompkins@readingrdi.com	David Armillei <davidarmillei@quinnemanuel.com>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; Rosehill, Andrea (Secy-LV-LT) <rosehilla@gtlaw.com>; Cotter Team <CotterTeam@quinnemanuel.com>	Communication with Counsel; Work product	
RD10000059915	RD10000059916	1/3/2018		RE Revised draft Reading International Inc Minutes of the Board of Directors Meeting December 29 2017.msg	RE: Revised draft; Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>; Craig.Tompkins@readingrdi.com; David Armillei <davidarmillei@quinnemanuel.com>	Jackson, Carolyn (Secy-LV-CP) <jacksonc@gtlaw.com>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; Rosehill, Andrea (Secy-LV-LT) <rosehilla@gtlaw.com>	Communication with Counsel; Work product	
RD10000059916			1/3/2018	421037223_v4_Reading International, Inc. Minutes of the Board of Direct....doc					Work product	
RD10000059917		12/27/2017		RE use of Executive Committee.msg	RE: use of Executive Committee	Craig Tompkins (Craig.Tompkins@readingrdi.com)	Cowden, Tami D. (OfCnsl-LV-LT) </o=GT LAW/ou=LV/cn=Recipients/cn=cowdent>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; Hendricks, Kara (Shld-LV-LT) <hendricksk@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>	Communication with Counsel; Work product	

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RDI0000059919			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (2).DOC					Work product	
RDI0000059920			1/3/2018	421038703_v 1_GTRedline_421037 223v1 - 421037223v4.pdf					Communication with Counsel; Work product	
RDI0000059921		12/27/2017		use of Executive Committee.msg	use of Executive Committee	'Craig.Tompkins@readingrdi.com '	Cowden, Tami D. (OfCnsl-LV-LT) </o=GT LAW/ou=LV/cn=Recipients /cn=cowdent>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>	Communication with Counsel; Work product	
RDI0000059927		12/28/2017		Call (3).msg	Call	judycodding@gmail.com; m.wrotniak@aminco.biz	Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>	Communication with Counsel; Work product	Communication regarding Special Board Meeting
RDI0000059928		12/28/2017		Call .msg	Call	dmceachern@deloitteiretired.co m; Edward Kane <elkane@san. rr. com> <elkane@san.rr.com>	Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>	Communication with Counsel; Work product	Communication regarding Special Board Meeting
RDI0000059932			1/4/2018	Document1.docx					Work product	
RDI0000059933			1/4/2018	Document1.docx					Work product	
RDI0000059937		12/27/2017		FW For Bill Gould to sign.msg	FW: For Bill Gould to sign	William D. Gould Esq. (wgould@troygould.com)	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>	Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>	Communication with Counsel; Work product	Communication regarding draft letter re Special Board Meeting
RDI0000059939			12/28/2017	2017 12 29 Agenda BOD Meeting Re Compensation_Final. pdf					Attachment to Privileged Communication	
RDI0000059940			12/28/2017	2017 12 27 Compensation and Stock Options Committee Materials.pdf					Attachment to Privileged Communication	

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RD10000059941			12/28/2017	2017 12 29 Board Materials.pdf					Attachment to Privileged Communication	
RD10000059956		12/27/2017		Re Special Committee meeting.msg	Re: Special Committee meeting	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; WGould@troygould.com	McEachern, Doug (US - Retired) <dmceachern@deloitteiretired.com>	Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>	Communication with Counsel; Work product	
RD10000059959		12/27/2017		RE For Bill Gould to sign (4).msg	RE: For Bill Gould to sign	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; Brewer, John N. (Shld-LV-CP) <brewerjn@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; S. Craig Tompkins (Craig.Tompkins@readingrdi.com); Hendricks, Kara (Shld-LV-LT) <hendricksk@gtlaw	Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>		Communication with Counsel; Work product	Communication regarding draft letter re Special Board Meeting
RD10000059965		1/3/2018		RE Revised draft Reading International Inc Minutes of the Board of Directors Meeting December 29 2017 (1).msg	RE: Revised draft; Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Jackson, Carolyn (Secy-LV-CP) <jacksonc@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>; Craig.Tompkins@readingrdi.com	David Armillei <davidarmillei@quinnemanuel.com>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; Rosehill, Andrea (Secy-LV-LT) <rosehilla@gtlaw.com>; Cotter Team <CotterTeam@quinnemanuel.com>	Communication with Counsel; Work product	
RD10000059967			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Direct....doc					Work product	
RD10000059972		12/27/2017		RE use of Executive Committee.msg	RE: use of Executive Committee	Craig Tompkins (Craig.Tompkins@readingrdi.com)	Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; Hendricks, Kara (Shld-LV-LT) <hendricksk@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>	Communication with Counsel; Work product	
RD10000059979	RD10000059980	12/31/2017		Reading International Inc Minutes of the Board of Directors Meeting December 29 2017 (2).msg	Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Ellen Cotter - Reading International, Inc. (Ellen.Cotter@readingrdi.com); William D. Gould Esq. (wgould@troygould.com); S. Craig Tompkins (Craig.Tompkins@readingrdi.com); Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>		Communication with Counsel; Work product	



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RDI0000059980			12/31/2017	421037223_v 2_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017.DOCX					Work product	
RDI0000059982			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (2).DOC					Work product	
RDI0000059983			1/3/2018	421038703_v 1_GTRedline_421037 223v1 - 421037223v4.pdf					Communication with Counsel; Work product	
RDI0000060002			1/4/2018	Document1.docx					Work product	
RDI0000060003			1/4/2018	Document1.docx					Work product	
RDI0000060005		12/22/2017		FW Derivative Trial.msg	FW: Derivative Trial	William D. Gould Esq. (wgould@troygould.com)	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>	Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Rosehill, Andrea (Secy-LV-LT) <rosehilla@gtlaw.com>; Ellen Cotter - Reading International, Inc. (Ellen.Cotter@readingrdi.com); S. Craig Tompkins (Craig.Tompkins@readingrdi.com) ; Laura Batista (Laura.Ba	Communication with Counsel; Work product	
RDI0000060006		12/27/2017		FW use of Executive Committee.msg	FW: use of Executive Committee	Craig Tompkins (Craig.Tompkins@readingrdi.com )	Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; Hendricks, Kara (Shld-LV-LT) <hendricksk@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>	Communication with Counsel; Work product	

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RD10000060012		12/22/2017		Ratification issue discussed yesterday.msg	Ratification issue discussed yesterday	William D. Gould Esq. (wgould@troygould.com)	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>	Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>; Hendricks, Kara (Shld-LV-LT) <hendricksk@gtlaw.com>	Communication with Counsel; Work product	
RD10000060027	RD10000060028	1/3/2018		FW Revised draft Reading International Inc Minutes of the Board of Directors Meeting December 29 2017.msg	FW: Revised draft; Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Craig.Tompkins@readingrdi.com	Jackson, Carolyn (Secy-LV-CP) </o=GTLAW/ou=LV/cn=Recipients/cn=jacksonc>		Communication with Counsel; Work product	
RD10000060028			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Direct....doc					Work product	
RD10000060029	RD10000060030	1/3/2018		RE Revised draft Reading International Inc Minutes of the Board of Directors Meeting December 29 2017.msg	RE: Revised draft; Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>; Craig.Tompkins@readingrdi.com; David Armillei <davidarmillei@quinnemanuel.com>	Jackson, Carolyn (Secy-LV-CP) </o=GTLAW/ou=LV/cn=Recipients/cn=jacksonc>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; Rosehill, Andrea (Secy-LV-LT) <rosehilla@gtlaw.com>	Communication with Counsel; Work product	
RD10000060030			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Direct....doc					Work product	
RD10000060031	RD10000060032; RD10000060033	1/3/2018		Reading International Inc Minutes of the Board of Directors Meeting December 29 2017.msg	Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>; 'Craig.Tompkins@readingrdi.com'	Jackson, Carolyn (Secy-LV-CP) </o=GTLAW/ou=LV/cn=Recipients/cn=jacksonc>	Michael J. Bonner (bonnerm@gtlaw.com)	Communication with Counsel; Work product	

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RDI0000060032			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (2).DOC					Work product	
RDI0000060033			1/3/2018	421038703_v 1_GTRedline_421037 223v1 - 421037223v4.pdf					Communication with Counsel; Work product	
RDI0000060034	RDI0000060035	1/3/2018		Revised draft Reading International Inc Minutes of the Board of Directors Meeting December 29 2017.msg	Revised draft; Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>; 'Craig.Tompkins@readingrdi.com '; 'David Armillei' <davidarmillei@quinnemanuel.c om>	Jackson, Carolyn (Secy-LV-CP) </o=GTLAW/ou=LV/cn=Recipients /cn=jacksonc>	Michael J. Bonner (bonnerm@gtlaw.com); Rosehill, Andrea (Secy-LV-LT) <rosehilla@gtlaw.com>	Communication with Counsel; Work product	
RDI0000060035			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (3).DOC					Work product	
RDI0000060036	RDI0000060037;R DI0000060038	1/4/2018		RSU Grant.msg	RSU Grant	Einig, Michael R. (Shld-Mia-Tx) <einigm@gtlaw.com>; Craig.Tompkins@readingrdi.com	Jackson, Carolyn (Secy-LV-CP) </o=GTLAW/ou=LV/cn=Recipients /cn=jacksonc>	Michael J. Bonner (bonnerm@gtlaw.com); Gregory H. Cooper (coopergr@gtlaw.com)	Communication with Counsel; Work product	
RDI0000060037			1/4/2018	GTRedline_2017 Form of Non-Employee Directors -RSU Grant - FINAL - Filed Document.pdf					Communication with Counsel; Work product	
RDI0000060038			1/4/2018	2017 Form of Non- Employee Directors - RSU Grant - FINAL.DOCX					Work product	

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RD10000060058			12/26/2017	2017 12 29 Agenda BOD Meeting Re Compensation.docx					Work product	
RD10000060069			12/31/2017	421037223_v 2_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017.DOCX					Work product	
RD10000060083	RD10000060084;R DI0000060085	12/27/2017		FW Sent on Behalf of Ellen Cotter DRAFT BOD Agenda & Special Board Meeting (Bonner Michael J (Shld-LV- CP)).msg	FW: Sent on Behalf of Ellen Cotter: DRAFT BOD Agenda & Special Board Meeting	Jackson, Carolyn (Secy-LV-CP) <jacksonc@gtlaw.com>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>		Communication with Counsel; Work product	
RD10000060084			12/26/2017	2017 12 29 Agenda BOD Meeting Re Compensation.docx					Work product	
RD10000060089			12/31/2017	421037223_v 2_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017.DOCX					Work product	
RD10000060100		1/3/2018		RE Reading International Inc Minutes of the Board of Directors Meeting December 29 2017 (Craig Tompkins) (1).msg	RE: Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Jackson, Carolyn (Secy-LV-CP) <jacksonc@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com >	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>	Communication with Counsel; Work product	

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RDI0000060101		1/3/2018		RE Reading International Inc Minutes of the Board of Directors Meeting December 29 2017 (Craig Tompkins) (2).msg	RE: Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; Jackson, Carolyn (Secy-LV-CP) <jacksonc@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>		Communication with Counsel; Work product	
RDI0000060102		1/3/2018		RE Reading International Inc Minutes of the Board of Directors Meeting December 29 2017 (Craig Tompkins) (3).msg	RE: Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Jackson, Carolyn (Secy-LV-CP) <jacksonc@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>	Communication with Counsel; Work product	
RDI0000060103		1/3/2018		Re Reading International Inc Minutes of the Board of Directors Meeting December 29 2017 (Craig Tompkins).msg	Re: Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Jackson, Carolyn (Secy-LV-CP) <jacksonc@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>	Communication with Counsel; Work product	
RDI0000060123		1/3/2018		RE Minutes (Bonner Michael J (Shld-LV-CP)).msg	RE: Minutes.	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>	Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>; Jackson, Carolyn (Secy-LV-CP) <jacksonc@gtlaw.com>	Communication with Counsel; Work product	Communication regarding draft Board Minutes

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RDI0000060124		1/3/2018		Re Reading International Inc Minutes of the Board of Directors Meeting December 29 2017 (Bonner Michael J (Shld-LV-CP)) (1).msg	Re: Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>	Jackson, Carolyn (Secy-LV-CP) <jacksonc@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>	Communication with Counsel; Work product	
RDI0000060125		1/3/2018		RE Reading International Inc Minutes of the Board of Directors Meeting December 29 2017 (Bonner Michael J (Shld-LV-CP)) (3).msg	RE: Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Craig Tompkins <Craig.Tompkins@readingrdi.com>; Jackson, Carolyn (Secy-LV-CP) <jacksonc@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>		Communication with Counsel; Work product	
RDI0000060126		1/3/2018		RE Reading International Inc Minutes of the Board of Directors Meeting December 29 2017 (Bonner Michael J (Shld-LV-CP)).msg	RE: Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Craig Tompkins <Craig.Tompkins@readingrdi.com>; Jackson, Carolyn (Secy-LV-CP) <jacksonc@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>	Ellen Cotter - Reading International, Inc. (Ellen.Cotter@readingrdi.com)	Communication with Counsel; Work product	
RDI0000060127		1/3/2018		RE Reading International Inc Minutes of the Board of Directors Meeting December 29 2017 (Cowden Tami D (OfCnsl-LV-LT)).msg	RE: Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; Craig Tompkins <Craig.Tompkins@readingrdi.com>	Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>	Jackson, Carolyn (Secy-LV-CP) <jacksonc@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>	Communication with Counsel; Work product	

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RD10000060128		1/3/2018		RE Recall Revised draft Reading International Inc Minutes of the Board of Directors Meeting December 29 2017 (David Armillei).msg	RE: Recall: Revised draft; Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Craig Tompkins <Craig.Tompkins@readingrdi.com>; Jackson, Carolyn (Secy-LV-CP) <jacksonc@gtlaw.com>	David Armillei <davidarmillei@quinnemanuel.com>	Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>; Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; Rosehill, Andrea (Secy-LV-LT) <rosehilla@gtlaw.com>	Communication with Counsel; Work product	
RD10000060129		12/27/2017		RE Sent on Behalf of Ellen Cotter - CONFIDENTIAL (Bonner Michael J (Shld-LV-CP)).msg	RE: Sent on Behalf of Ellen Cotter - CONFIDENTIAL	'Craig Tompkins' <Craig.Tompkins@readingrdi.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Dev Ghose (Dev.Ghose@readingrdi.com)	Communication with Counsel; Work product	Communication regarding materials for Board Meeting
RD10000060141	RD10000060142	12/31/2017		Reading International Inc Minutes of the Board of Directors Meeting December 29 2017 (Bonner Michael J (Shld-LV-CP)).msg	Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Ellen Cotter - Reading International, Inc. (Ellen.Cotter@readingrdi.com); William D. Gould Esq. (wgould@troygould.com); S. Craig Tompkins (Craig.Tompkins@readingrdi.com); Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>		Communication with Counsel; Work product	
RD10000060142			12/31/2017	421037223_v2_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017.DOCX					Work product	

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RDI0000060143	RDI0000060144;R DI0000060145	1/3/2018		Reading International Inc Minutes of the Board of Directors Meeting December 29 2017 (Jackson Carolyn (Secy-LV- CP)).msg	Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>; Craig.Tompkins@readingrdi.com	Jackson, Carolyn (Secy-LV-CP) <jacksonc@gtlaw.com>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>	Communication with Counsel; Work product	
RDI0000060144			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (2).DOC					Work product	
RDI0000060145			1/3/2018	421038703_v 1_GTRedline_421037 223v1 - 421037223v4.pdf					Communication with Counsel; Work product	
RDI0000060147			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (3).DOC					Work product	



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RDI0000060161		1/3/2018		Re Recall Revised draft Reading International Inc Minutes of the Board of Directors Meeting December 29 2017 (Craig Tompkins).msg	Re: Recall: Revised draft; Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Jackson, Carolyn (Secy-LV-CP) <jacksonc@gtlaw.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>; davidarmillei@quinnemanuel.com ; Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; Rosehill, Andrea (Secy-LV-LT) <rosehilla@gtlaw.com>	Communication with Counsel; Work product	
RDI0000060162	RDI0000060163;RDI0000060164;RDI0000060165;RDI0000060166	12/22/2017		Call re letter for Special Meeting re ratification.msg	Call re letter for Special Meeting re ratification	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Hendricks, Kara (Shld-LV-LT) <hendricksk@gtlaw.com>; Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>; Craig Tompkins <Craig.Tompkins@readingrdi.c	Rosehill, Andrea (Secy-LV-LT) <rosehilla@gtlaw.com>	Susan Villeda <susan.villeda@readingrdi.com>	Communication with Counsel; Work product	
RDI0000060163			12/22/2017	20150921 Compensation & Stock Option Committee Mintues.pdf					Attachment to Privileged Communication	
RDI0000060164			12/22/2017	20150612 BOD Minutes.pdf					Attachment to Privileged Communication	
RDI0000060165			12/22/2017	20150529 BOD Minutes.pdf					Attachment to Privileged Communication	
RDI0000060166			12/22/2017	20150521 BOD Minutes.pdf					Attachment to Privileged Communication	
RDI0000060185		1/4/2018		RE ATTORNEY CLIENT COMMUNICATION - Press Release (Bonner Michael J (Shld-LV-CP)).msg	RE: ATTORNEY CLIENT COMMUNICATION - Press Release	'Susan Villeda' <susan.villeda@readingrdi.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>; Craig Tompkins <Craig.Tompkins@readingrdi.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; 'Gross, Matthew' <mgross@joelefrank.com>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>	reading-jf <reading-jf@joelefrank.com>	Communication with Counsel; Work product	Communication regarding draft Press Release

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RDI0000060193		1/3/2018		RE Recall Revised draft Reading International Inc Minutes of the Board of Directors Meeting December 29 2017 (David Armillei).msg	RE: Recall: Revised draft; Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Craig Tompkins <Craig.Tompkins@readingrdi.com>; Jackson, Carolyn (Secy-LV-CP) <jacksonc@gtlaw.com>	David Armillei <davidarmillei@quinnemanuel.com>	Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>; Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; Rosehill, Andrea (Secy-LV-LT) <rosehilla@gtlaw.com>	Communication with Counsel; Work product	
RDI0000060194		1/3/2018		RE Revised draft Reading International Inc Minutes of the Board of Directors Meeting December 29 2017 (David Armillei).msg	RE: Revised draft; Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Jackson, Carolyn (Secy-LV-CP) <jacksonc@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>; Craig.Tompkins@readingrdi.com	David Armillei <davidarmillei@quinnemanuel.com>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; Rosehill, Andrea (Secy-LV-LT) <rosehilla@gtlaw.com>; Cotter Team <CotterTeam@quinnemanuel.com>	Communication with Counsel; Work product	
RDI0000060196			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Direct....doc					Work product	
RDI0000060207	RDI0000060208	1/3/2018		Revised draft Reading International Inc Minutes of the Board of Directors Meeting December 29 2017 (Jackson Carolyn (Secy-LV-CP)).msg	Revised draft; Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>; Craig.Tompkins@readingrdi.com; David Armillei <davidarmillei@quinnemanuel.com>	Jackson, Carolyn (Secy-LV-CP) <jacksonc@gtlaw.com>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; Rosehill, Andrea (Secy-LV-LT) <rosehilla@gtlaw.com>	Communication with Counsel; Work product	
RDI0000060208			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (3).DOC					Work product	

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RDI0000060215			12/27/2017	421035975_v 2_2017 12 29 Agenda BOD Meeting Re Compensation (3).DOCX					Communication with Counsel; Work product	
RDI0000060220			12/27/2017	421035975_v 2_2017 12 29 Agenda BOD Meeting Re Compensation (3).DOCX					Communication with Counsel; Work product	
RDI0000060236			1/4/2018	2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - DRAFT 1.4.18 11.22am.docx					Work product	
RDI0000060237		1/4/2018		Ratificat.zip?Ratificat\ ATTORNEY CLIENT COMMUNICATION - Press Release [01.04.18 B].msg	ATTORNEY CLIENT COMMUNICATION - Press Release	Craig Tompkins <Craig.Tompkins@readingrdi.co m>; mgross@joelefrank.com; Susan Villeda <susan.villeda@readingrdi.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>; ferrariom@gtlaw.com	bonnerm@gtlaw.com	reading-jf@joelefrank.com	Communication with Counsel; Work product	Communication regarding draft Press Release
RDI0000060245			1/4/2018	2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - DRAFT 1.4.18 11.22am (SCT Comments).docx					Communication with Counsel; Work product	

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RD10000060246		1/4/2018		Ratificat.zip?Ratificat\ATTORNEY CLIENT COMMUNICATION [01.03.17].msg	ATTORNEY CLIENT COMMUNICATION	Ellen Cotter <Ellen.Cotter@readingrdi.com>	Gross, Matthew	reading-jf <reading-jf@joelefrank.com>; mark ferrario (ferrariom@gtlaw.com); bonnerm@gtlaw.com; Craig Tompkins <Craig.Tompkins@readingrdi.com>	Communication with Counsel; Work product	Communication regarding draft Press Release
RD10000060249	RD10000060250	1/4/2018		Ratificat.zip?Ratificat\ATTORNEY CLIENT COMMUNICATION [01.04.18 B].msg	ATTORNEY CLIENT COMMUNICATION	Craig Tompkins <Craig.Tompkins@readingrdi.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>; mark ferrario (ferrariom@gtlaw.com); bonnerm@gtlaw.com; Susan Villeda <susan.villeda@readingrdi.com>	Gross, Matthew	reading-jf <reading-jf@joelefrank.com>	Communication with Counsel; Work product	Communication regarding draft Press Release
RD10000060250			1/4/2018	2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - DRAFT (JF COMMENTS) (00943644xA26CA).D OCX					Communication with Counsel; Work product	
RD10000060251	RD10000060252	1/4/2018		Ratificat.zip?Ratificat\ATTORNEY CLIENT COMMUNICATION [01.04.18 C].msg	ATTORNEY CLIENT COMMUNICATION	Gross, Matthew <mgross@joelefrank.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>	Craig Tompkins	reading-jf <reading-jf@joelefrank.com>; mark ferrario (ferrariom@gtlaw.com); bonnerm@gtlaw.com; Susan Villeda <susan.villeda@readingrdi.com>	Communication with Counsel; Work product	Communication regarding draft Press Release
RD10000060252			1/4/2018	2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - DRAFT (Tompkins Comments).docx					Communication with Counsel; Work product	
RD10000060258		12/22/2017		Ratificat.zip?Ratificat\Call re Letter for Special Meeting re ratification [12.22.17 A].msg	Call re: Letter for Special Meeting re ratification	rosehilla@gtlaw.com	Craig Tompkins	Susan Villeda <susan.villeda@readingrdi.com>; bonnerm@gtlaw.com	Communication with Counsel; Work product	

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RD10000060260		12/22/2017		Ratificat.zip?Ratificat\ Call re Letter for Special Meeting re ratification [12.22.17 C].msg	Call re: Letter for Special Meeting re ratification	Susan Villeda <susan.villeda@readingrdi.com>	rosehilla@gtlaw.com	Craig Tompkins <Craig.Tompkins@readingrdi.com>; bonnerm@gtlaw.com	Communication with Counsel; Work product	
RD10000060262		12/22/2017		Ratificat.zip?Ratificat\ Call re Letter for Special Meeting re ratification [12.22.17B].msg	Call re: Letter for Special Meeting re ratification	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Susan Villeda		Communication with Counsel; Work product	
RD10000060265		12/22/2017		Ratificat.zip?Ratificat\ Call re Letter for Special Meeting re ratification [12.22.17].msg	Call re: Letter for Special Meeting re ratification	Craig Tompkins <Craig.Tompkins@readingrdi.com>	rosehilla@gtlaw.com	Susan Villeda <susan.villeda@readingrdi.com>; bonnerm@gtlaw.com	Communication with Counsel; Work product	
RD10000060267	RD10000060269; RD10000060270; RD10000060271; RD10000060272	12/22/2017		Ratificat.zip?Ratificat\ Call re letter for Special Meeting re ratification.msg	Call re letter for Special Meeting re ratification	bonnerm@gtlaw.com; ferrariom@gtlaw.com; hendricksk@gtlaw.com; cowdent@gtlaw.com; Craig Tompkins <Craig.Tompkins@readingrdi.com>	rosehilla@gtlaw.com	Susan Villeda <susan.villeda@readingrdi.com>	Communication with Counsel; Work product	
RD10000060269			12/22/2017	20150921 Compensation & Stock Option Committee Mintues.pdf					Attachment to Privileged Communication	
RD10000060270			12/22/2017	20150612 BOD Minutes.pdf					Attachment to Privileged Communication	
RD10000060271			12/22/2017	20150529 BOD Minutes.pdf					Attachment to Privileged Communication	
RD10000060272			12/22/2017	20150521 BOD Minutes.pdf					Attachment to Privileged Communication	
RD10000060273		12/29/2017		Ratificat.zip?Ratificat\ Can you review.msg	Can you review	bonnerm@gtlaw.com; Craig Tompkins <Craig.Tompkins@readingrdi.com>; Laura Batista <Laura.Batista@readingrdi.com>	Ellen Cotter		Communication with Counsel; Work product	Communication re draft board meeting materials

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RDI0000060296	RDI0000060299	1/3/2018		Ratificat.zip?Ratificat\CotterRDI Motion for Judgment as a Matter of Law on Plaintiff's Termination and Share Option Exercise Claims -- For Your Review [01.03.18 A].msg	Cotter/RDI: Motion for Judgment as a Matter of Law on Plaintiff's Termination and Share Option Exercise Claims -- For Your Review	Craig Tompkins <Craig.Tompkins@readingrdi.com>	David Armillei	cowdent@gtlaw.com; Cotter Team <CotterTeam@quinnemanuel.com>; ferrariom@gtlaw.com; hendricksk@gtlaw.com	Communication with Counsel; Work product	
RDI0000060299			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Direct....doc					Work product	
RDI0000060329			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Direct....doc					Work product	
RDI0000060358		1/3/2018		Ratificat.zip?Ratificat\CotterRDI Motion for Judgment as a Matter of Law on Plaintiff's Termination and Share Option Exercise Claims -- For Your Review [01.03.18].msg	Cotter/RDI: Motion for Judgment as a Matter of Law on Plaintiff's Termination and Share Option Exercise Claims -- For Your Review	David Armillei <davidarmillei@quinnemanuel.com>	Craig Tompkins	cowdent@gtlaw.com; Cotter Team <CotterTeam@quinnemanuel.com>; ferrariom@gtlaw.com; hendricksk@gtlaw.com	Communication with Counsel; Work product	
RDI0000060364		1/3/2018		Ratificat.zip?Ratificat\CotterRDI Motion for Judgment as a Matter of Law on Plaintiff's Termination and Share Option Exercise Claims -- For Your Review.msg	Cotter/RDI: Motion for Judgment as a Matter of Law on Plaintiff's Termination and Share Option Exercise Claims -- For Your Review	Craig Tompkins <Craig.Tompkins@readingrdi.com>	David Armillei	cowdent@gtlaw.com; Cotter Team <CotterTeam@quinnemanuel.com>; ferrariom@gtlaw.com; hendricksk@gtlaw.com	Communication with Counsel; Work product	
RDI0000060376			1/18/2018	Document1.docx					Work product	
RDI0000060377			1/18/2018	Document1.docx					Work product	

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RD10000060378		1/4/2018		Ratificat.zip?Ratificat\Draft Press Release--suggested revisions [01.03.18 B].msg	Draft Press Release--suggested revisions	Craig Tompkins <Craig.Tompkins@readingrdi.com>	bonnerm@gtlaw.com	hendricksk@gtlaw.com; ferrariom@gtlaw.com; Ellen Cotter <Ellen.Cotter@readingrdi.com>; Susan Villeda <susan.villeda@readingrdi.com>	Communication with Counsel; Work product	
RD10000060380	RD10000060382; RD10000060383	1/4/2018		Ratificat.zip?Ratificat\Draft Press Release--suggested revisions [01.03.18 C].msg	Draft Press Release--suggested revisions	Craig Tompkins	bonnerm@gtlaw.com		Communication with Counsel; Work product	
RD10000060382			1/18/2018	Document1.docx					Work product	
RD10000060383			1/18/2018	Document1.docx					Work product	
RD10000060386			1/18/2018	Document1.docx					Work product	
RD10000060387			1/18/2018	Document1.docx					Work product	
RD10000060388	RD10000060390; RD10000060391	1/4/2018		Ratificat.zip?Ratificat\Draft Press Release--suggested revisions.msg	Draft Press Release--suggested revisions	Susan Villeda <susan.villeda@readingrdi.com>	bonnerm@gtlaw.com	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Communication with Counsel; Work product	
RD10000060390			1/18/2018	Document1.docx					Work product	
RD10000060391			1/18/2018	Document1.docx					Work product	
RD10000060392	RD10000060395; RD10000060396	1/4/2018		Ratificat.zip?Ratificat\Draft Press Release--Update on Court Ruling [01.03.17].msg	Draft Press Release--Update on Court Ruling	Ellen Cotter; Craig Tompkins; 'bonnerm@gtlaw.com'	Susan Villeda		Communication with Counsel; Work product	
RD10000060395			1/4/2018	2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - DRAFT.docx					Work product	
RD10000060396			1/4/2018	2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - comparison to GT draft 1.3.18.docx					Communication with Counsel; Work product	
RD10000060402			12/28/2017	2017 12 29 Agenda BOD Meeting Re Compensation_Final.docx					Communication with Counsel; Work product	

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RD10000060404		12/27/2017		Ratificat.zip?Ratificat\For Bill Gould to sign [12.26.17 A].msg	For Bill Gould to sign	bonnerm@gtlaw.com; cowdent@gtlaw.com; brewerjn@gtlaw.com; ferrariom@gtlaw.com; hendricksk@gtlaw.com	Craig Tompkins		Communication with Counsel; Work product	Communication regarding draft letter re Special Board Meeting
RD10000060408		12/27/2017		Ratificat.zip?Ratificat\For Bill Gould to sign [12.26.17 C].msg	For Bill Gould to sign	Craig Tompkins <Craig.Tompkins@readingrdi.com>; cowdent@gtlaw.com; brewerjn@gtlaw.com; ferrariom@gtlaw.com; hendricksk@gtlaw.com	bonnerm@gtlaw.com		Communication with Counsel; Work product	Communication regarding draft letter re Special Board Meeting
RD10000060412		12/27/2017		Ratificat.zip?Ratificat\For Bill Gould to sign [12.26.17 E].msg	For Bill Gould to sign	cowdent@gtlaw.com; brewerjn@gtlaw.com; ferrariom@gtlaw.com; Craig Tompkins <Craig.Tompkins@readingrdi.com>; hendricksk@gtlaw.com	bonnerm@gtlaw.com		Communication with Counsel; Work product	Communication regarding draft letter re Special Board Meeting
RD10000060424		12/27/2017		Ratificat.zip?Ratificat\For Bill Gould to sign [12.27.18 A].msg	For Bill Gould to sign	cowdent@gtlaw.com	Craig Tompkins	bonnerm@gtlaw.com; brewerjn@gtlaw.com; ferrariom@gtlaw.com; hendricksk@gtlaw.com	Communication with Counsel; Work product	Communication regarding Special Meeting Request
RD10000060428		12/27/2017		Ratificat.zip?Ratificat\For Bill Gould to sign [12.27.18].msg	For Bill Gould to sign	cowdent@gtlaw.com; bonnerm@gtlaw.com; ferrariom@gtlaw.com; Craig Tompkins <Craig.Tompkins@readingrdi.com>; hendricksk@gtlaw.com	brewerjn@gtlaw.com		Communication with Counsel; Work product	Communication regarding draft letter re Special Board Meeting
RD10000060447	RD10000060449	1/4/2018		Ratificat.zip?Ratificat\Press Release - Update on NV Court Ruling re Derivative Lawsuit.msg	Press Release - Update on NV Court Ruling re Derivative Lawsuit	Andrzej Matyczynski; Dev Ghose	Susan Villeda		Communication with Counsel; Work product	
RD10000060449			1/4/2018	2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - DRAFT 1.4.18 11.53am.docx					Work product	



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RDI0000060450		12/27/2017		Ratificat.zip?Ratificat\ Ratification [12.16.17].msg	Ratification	Craig Tompkins <Craig.Tompkins@readingrdi.com>	bonnerm@gtlaw.com	ferrariom@gtlaw.com; Ellen Cotter <Ellen.Cotter@readingrdi.com>	Communication with Counsel; Work product	
RDI0000060452		12/27/2017		Ratificat.zip?Ratificat\ Ratification [12.26.17 A].msg	Ratification	bonnerm@gtlaw.com	Craig Tompkins	ferrariom@gtlaw.com; Ellen Cotter <Ellen.Cotter@readingrdi.com>	Communication with Counsel; Work product	
RDI0000060464		12/27/2017		Ratificat.zip?Ratificat\ Ratification [12.27.18].msg	Ratification	bonnerm@gtlaw.com; ferrariom@gtlaw.com	Craig Tompkins	Ellen Cotter <Ellen.Cotter@readingrdi.com>	Communication with Counsel; Work product	
RDI0000060475			1/3/2018	421037223_v4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (2).DOC					Work product	
RDI0000060476			1/3/2018	421038703_v1_GTRedline_421037223v1 - 421037223v4.pdf					Communication with Counsel; Work product	
RDI0000060477		1/3/2018		Ratificat.zip?Ratificat\ Reading International Inc. Minutes of the Board of Directors Meeting December 29 2017 [01.03.18 C].msg	Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	bonnerm@gtlaw.com	Craig Tompkins	jacksonc@gtlaw.com; ferrariom@gtlaw.com; cowdent@gtlaw.com; Ellen Cotter <Ellen.Cotter@readingrdi.com>	Communication with Counsel; Work product	
RDI0000060480	RDI0000060482; RDI0000060483	1/3/2018		Ratificat.zip?Ratificat\ Reading International Inc. Minutes of the Board of Directors Meeting December 29 2017 [01.03.18 D].msg	Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	ferrariom@gtlaw.com; cowdent@gtlaw.com; Craig Tompkins <Craig.Tompkins@readingrdi.com>	jacksonc@gtlaw.com	bonnerm@gtlaw.com	Communication with Counsel; Work product	

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RDI0000060482			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (2).DOC					Work product	
RDI0000060483			1/3/2018	421038703_v 1_GTRedline_421037 223v1 - 421037223v4.pdf					Communication with Counsel; Work product	
RDI0000060484			1/3/2018	Ratificat.zip?Ratificat\ Reading International Inc. Minutes of the Board of Directors Meeting December 29 2017 [01.03.18 E].msg	Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Craig Tompkins <Craig.Tompkins@readingrdi.co m>; jacksonc@gtlaw.com; ferrariom@gtlaw.com; cowdent@gtlaw.com	bonnerm@gtlaw.com		Communication with Counsel; Work product	
RDI0000060486			1/3/2018	Ratificat.zip?Ratificat\ Reading International Inc. Minutes of the Board of Directors Meeting December 29 2017 [01.03.18 F].msg	Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Craig Tompkins <Craig.Tompkins@readingrdi.co m>	bonnerm@gtlaw.com	jacksonc@gtlaw.com; ferrariom@gtlaw.com; cowdent@gtlaw.com; Ellen Cotter <Ellen.Cotter@readingrdi.com>	Communication with Counsel; Work product	
RDI0000060496			1/18/2018	421037223_v 2_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017.DOCX					Work product	

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RDI0000060497	RDI0000060499	12/31/2017		Ratificat.zip?Ratificat\Reading International Inc. Minutes of the Board of Directors Meeting December 29 2017 [12.30.17].msg	Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Ellen Cotter <Ellen.Cotter@readingrdi.com>; wgould@troygould.com; Craig Tompkins <Craig.Tompkins@readingrdi.com>; ferrariom@gtlaw.com	bonnerm@gtlaw.com		Communication with Counsel; Work product	
RDI0000060499			1/18/2018	421037223_v 2_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017.DOCX					Work product	
RDI0000060504	RDI0000060506	1/3/2018		Ratificat.zip?Ratificat\Revised draft; Reading International Inc. Minutes of the Board of Directors Meeting December 29 2017 [01.03.18 A].msg	Revised draft; Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	ferrariom@gtlaw.com; cowdent@gtlaw.com; Craig Tompkins <Craig.Tompkins@readingrdi.com>; davidarmillei@quinnemanuel.com	jacksonc@gtlaw.com	bonnerm@gtlaw.com; rosehilla@gtlaw.com	Communication with Counsel; Work product	
RDI0000060506			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (3).DOC					Work product	
RDI0000060509			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Direct....doc					Work product	

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RDI0000060512			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (3).DOC					Work product	
RDI0000060513	RDI0000060515	1/3/2018		Ratificat.zip?Ratificat\ Revised draft; Reading International Inc. Minutes of the Board of Directors Meeting December 29 2017 [01.03.18).msg	Revised draft; Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	ferrariom@gtlaw.com; cowdent@gtlaw.com; Craig Tompkins <Craig.Tompkins@readingrdi.co m>; davidarmillei@quinnemanuel.co m	jacksonc@gtlaw.com	bonnerm@gtlaw.com; rosehilla@gtlaw.com	Communication with Counsel; Work product	
RDI0000060515			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Direct....doc					Work product	
RDI0000060518			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Direct....doc					Work product	
RDI0000060521			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Direct....doc					Work product	

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RDI0000060533		12/21/2017		Ratificat.zip?Ratificat\Special CommitteeStockholder Action Alternatives.msg	Special Committee/Stockholder Action Alternatives	Craig Tompkins <Craig.Tompkins@readingrdi.com>; ferrariom@gtlaw.com	bonnerm@gtlaw.com	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Margaret Cotter <margaret.cotter@readingrdi.com>	Communication with Counsel; Work product	
RDI0000060536		1/9/2018		Ratificat.zip?Ratificat\To Do List.msg	To Do List	ferrariom@gtlaw.com	Craig Tompkins	bonnerm@gtlaw.com; Ellen Cotter <Ellen.Cotter@readingrdi.com>; Christopher Tayback <christayback@quinnemanuel.com>; Marshall Searcy <marshallsearcy@quinnemanuel.com>; Margaret Cotter <margaret.cotter@readingrdi.com>	Communication with Counsel; Work product	Follow-up regarding various derivative case issues including briefs, timeline and arbitration scheduling
RDI0000060560		1/3/2018		Ratificat.zip?Ratificat\who can work with GT today [01.,02.18].msg	who can work with GT today	Craig Tompkins <Craig.Tompkins@readingrdi.com>	bonnerm@gtlaw.com	cowdent@gtlaw.com; ferrariom@gtlaw.com	Communication with Counsel; Work product	Communication regarding draft Board Meeting Minutes
RDI0000060562		1/3/2018		Ratificat.zip?Ratificat\who can work with GT today [01.02.18 A].msg	who can work with GT today	cowdent@gtlaw.com; Craig Tompkins <Craig.Tompkins@readingrdi.com>	bonnerm@gtlaw.com	ferrariom@gtlaw.com	Communication with Counsel; Work product	Communication regarding draft Board Meeting Minutes & draft Motion to Dismiss
RDI0000060566		1/3/2018		Ratificat.zip?Ratificat\who can work with GT today [01.02.18 C].msg	who can work with GT today	bonnerm@gtlaw.com	Craig Tompkins	cowdent@gtlaw.com; ferrariom@gtlaw.com	Communication with Counsel; Work product	Communication regarding draft Board Meeting Minutes & draft Motion to Dismiss
RDI0000060573			1/2/2018	Document1 [Compatibility Mode].doc					Communication with Counsel; Work product	
RDI0000060574	RDI0000060576	1/3/2018		Ratificat.zip?Ratificat\who can work with GT today [01.02.18 G].msg	who can work with GT today	bonnerm@gtlaw.com; cowdent@gtlaw.com	Craig Tompkins		Communication with Counsel; Work product	Communication regarding draft Board Meeting Minutes
RDI0000060576			1/3/2018	Draft December 29, 2017 Board Minutes.doc					Communication with Counsel; Work product	

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RD10000060579			1/3/2018	Draft December 29, 2017 Board Minutes.doc					Communication with Counsel; Work product	
RD10000060588			1/2/2018	Document1 [Compatibility Mode].doc					Communication with Counsel; Work product	
RD10000060591			1/3/2018	Draft December 29, 2017 Board Minutes.doc					Communication with Counsel; Work product	
RD10000060592	RD10000060593	1/4/2018		8K and press release [01.03.18 B].msg	8K and press release	Susan Villeda <susan.villeda@readingrdi.com>	Craig Tompkins		Communication with Counsel; Work product	
RD10000060594	RD10000060595	1/3/2018		8K and press release [01.03.18 C].msg	8K and press release	bonnerm@gtlaw.com	Unspecified Sender	ferrariom@gtlaw.com; Ellen Cotter <Ellen.Cotter@readingrdi.com>	Communication with Counsel; Work product	
RD10000060596	RD10000060597	1/3/2018		8K and press release 01.03.18 C].msg	8K and press release	bonnerm@gtlaw.com	Craig Tompkins	ferrariom@gtlaw.com; Ellen Cotter <Ellen.Cotter@readingrdi.com>	Communication with Counsel; Work product	
RD10000060607			12/27/2017	421035975_v 2_2017 12 29 Agenda BOD Meeting Re Compensation (3).DOCX					Communication with Counsel; Work product	
RD10000060609	RD10000060612;	12/28/2017		2017 12 29 Agenda BOD Meeting Re Compensation.DOCX. msg	2017 12 29 Agenda BOD Meeting Re Compensation.DOCX	Laura Batista	bonnerm@gtlaw.com		Communication with Counsel; Work product	
RD10000060612			12/27/2017	421035975_v 2_2017 12 29 Agenda BOD Meeting Re Compensation (3).DOCX					Communication with Counsel; Work product	

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RD10000060614	RD10000060616	1/4/2018		ATTORNEY CLIENT COMMUNICATION - Press Release [01.04.18 A].msg	ATTORNEY CLIENT COMMUNICATION - Press Release	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Craig Tompkins <Craig.Tompkins@readingrdi.co m>; mark ferrario (ferrariom@gtlaw.com); bonnerm@gtlaw.com; 'Gross, Matthew' <mgross@joelefrank.com>	Susan Villeda	reading-jf <reading- jf@joelefrank.com>	Communication with Counsel; Work product	Communication regarding draft Press Release
RD10000060616			1/4/2018	2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - DRAFT 1.4.18 11.22am.docx					Work product	
RD10000060620		1/4/2018		ATTORNEY CLIENT COMMUNICATION - Press Release [01.04.18 C].msg	ATTORNEY CLIENT COMMUNICATION - Press Release	Susan Villeda <susan.villeda@readingrdi.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>; Craig Tompkins <Craig.Tompkins@readingrdi.co m>; ferrariom@gtlaw.com; mgross@joelefrank.com	bonnerm@gtlaw.com	reading-jf@joelefrank.com	Communication with Counsel; Work product	Communication regarding draft Press Release
RD10000060623	RD10000060625	1/4/2018		ATTORNEY CLIENT COMMUNICATION - Press Release [01.04.18].msg	ATTORNEY CLIENT COMMUNICATION - Press Release	Gross, Matthew <mgross@joelefrank.com>; Susan Villeda <susan.villeda@readingrdi.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>; mark ferrario (ferrariom@gtlaw.com); bonnerm@gtlaw.com	Craig Tompkins	reading-jf <reading- jf@joelefrank.com>	Communication with Counsel; Work product	Communication regarding draft Press Release
RD10000060625			1/4/2018	2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - DRAFT 1.4.18 11.22am (SCT Comments).docx					Communication with Counsel; Work product	

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RD10000060627		1/4/2018		ATTORNEY CLIENT COMMUNICATION [01.03.18 B].msg	ATTORNEY CLIENT COMMUNICATION	'Reading-JF@joelefrank.com'; mark ferrario (ferrariom@gtlaw.com); bonnerm@gtlaw.com; Craig Tompkins <Craig.Tompkins@readingrdi.com>	Ellen Cotter		Communication with Counsel; Work product	Communication regarding draft Press Release
RD10000060628		1/4/2018		ATTORNEY CLIENT COMMUNICATION [01.04.17 A].msg	ATTORNEY CLIENT COMMUNICATION	Gross, Matthew <mgross@joelefrank.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>	Craig Tompkins	reading-jf <reading-jf@joelefrank.com>; mark ferrario (ferrariom@gtlaw.com); bonnerm@gtlaw.com	Communication with Counsel; Work product	Communication regarding draft Press Release
RD10000060630			1/4/2018	2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - DRAFT (JF COMMENTS) (00943644xA26CA).D OCX					Communication with Counsel; Work product	
RD10000060632			1/4/2018	2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - DRAFT (Tompkins Comments).docx					Communication with Counsel; Work product	
RD10000060633		1/4/2018		ATTORNEY CLIENT COMMUNICATION [01.04.18 D].msg	ATTORNEY CLIENT COMMUNICATION	Craig Tompkins <Craig.Tompkins@readingrdi.com>; mgross@joelefrank.com; Ellen Cotter <Ellen.Cotter@readingrdi.com>	bonnerm@gtlaw.com	reading-jf@joelefrank.com; ferrariom@gtlaw.com	Communication with Counsel; Work product	Communication regarding draft Press Release
RD10000060635		1/4/2018		ATTORNEY CLIENT COMMUNICATION.msg	ATTORNEY CLIENT COMMUNICATION	Craig Tompkins <Craig.Tompkins@readingrdi.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>	Gross, Matthew	reading-jf <reading-jf@joelefrank.com>; mark ferrario (ferrariom@gtlaw.com); bonnerm@gtlaw.com	Communication with Counsel; Work product	Communication regarding draft Press Release



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RD10000060636		12/22/2017		Board Time check.msg	Board Time check	Laura Batista <Laura.Batista@readingrdi.com>	bonnerm@gtlaw.com	ferrariom@gtlaw.com; cowdent@gtlaw.com; Ellen Cotter <Ellen.Cotter@readingrdi.com>; Craig Tompkins <Craig.Tompkins@readingrdi.com >	Communication with Counsel; Work product	Communication regarding scheduling Board Meeting
RD10000060649			12/22/2017	20150921 Compensation & Stock Option Committee Minutes.pdf					Attachment to Privileged Communication	
RD10000060650			12/22/2017	20150612 BOD Minutes.pdf					Attachment to Privileged Communication	
RD10000060651			12/22/2017	20150529 BOD Minutes.pdf					Attachment to Privileged Communication	
RD10000060652			12/22/2017	20150521 BOD Minutes.pdf					Attachment to Privileged Communication	
RD10000060679			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Direct....doc					Work product	
RD10000060709			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Direct....doc					Work product	
RD10000060756			1/18/2018	Document1.docx					Work product	
RD10000060757			1/18/2018	Document1.docx					Work product	
RD10000060762			1/18/2018	Document1.docx					Work product	
RD10000060763			1/18/2018	Document1.docx					Work product	
RD10000060766			1/18/2018	Document1.docx					Work product	
RD10000060767			1/18/2018	Document1.docx					Work product	
RD10000060770			1/18/2018	Document1.docx					Work product	
RD10000060771			1/18/2018	Document1.docx					Work product	

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RD10000060775			1/4/2018	2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - DRAFT.docx					Work product	
RD10000060776			1/4/2018	2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - comparison to GT draft 1.3.18.docx					Communication with Counsel; Work product	
RD10000060777		12/26/2017		Draft your your review [12.26.17 A].msg	Draft your your review	Ellen Cotter <Ellen.Cotter@readingrdi.com>	bonnerm@gtlaw.com	Craig Tompkins <Craig.Tompkins@readingrdi.com>; ferrariom@gtlaw.com; cowdent@gtlaw.com; wgould@troygould.com	Communication with Counsel; Work product	Communication regarding draft Board Meeting Materials
RD10000060780		12/26/2017		Draft your your review.msg	Draft your your review	Craig Tompkins <Craig.Tompkins@readingrdi.com>	bonnerm@gtlaw.com	Ellen Cotter <Ellen.Cotter@readingrdi.com>; ferrariom@gtlaw.com; cowdent@gtlaw.com; wgould@troygould.com	Communication with Counsel; Work product	Communication regarding notice and agenda for upcoming Board Meeting
RD10000060781	RD10000060782;	12/28/2017		Final Version .msg	Final Version	bonnerm@gtlaw.com	Laura Batista	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Craig Tompkins <Craig.Tompkins@readingrdi.com>	Communication with Counsel; Work product	
RD10000060782			12/28/2017	2017 12 29 Agenda BOD Meeting Re Compensation_Final.docx					Communication with Counsel; Work product	
RD10000060790		12/27/2017		For Bill Gould to sign [12.26.17 D].msg	For Bill Gould to sign	bonnerm@gtlaw.com; cowdent@gtlaw.com; brewerjn@gtlaw.com; ferrariom@gtlaw.com; hendricksk@gtlaw.com	Craig Tompkins		Communication with Counsel; Work product	Communication regarding draft letter re Special Board Meeting
RD10000060798		12/27/2017		For Bill Gould to sign [12.26.17].msg	For Bill Gould to sign	Craig Tompkins <Craig.Tompkins@readingrdi.com>	bonnerm@gtlaw.com	cowdent@gtlaw.com; brewerjn@gtlaw.com; ferrariom@gtlaw.com; hendricksk@gtlaw.com	Communication with Counsel; Work product	Communication regarding board meeting, notice and ratification process

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RDI0000060802		12/27/2017		For Bill Gould to sign [12.27.17 B].msg	For Bill Gould to sign	bonnerm@gtlaw.com; brewerjn@gtlaw.com; ferrariom@gtlaw.com; Craig Tompkins <Craig.Tompkins@readingrdi.com>; hendricksk@gtlaw.com	cowdent@gtlaw.com		Communication with Counsel; Work product	Communication regarding draft letter re Special Board Meeting
RDI0000060810		12/27/2017		For Bill Gould to sign.msg	For Bill Gould to sign	bonnerm@gtlaw.com	brewerjn@gtlaw.com	cowdent@gtlaw.com; ferrariom@gtlaw.com; Craig Tompkins <Craig.Tompkins@readingrdi.com>; hendricksk@gtlaw.com	Communication with Counsel; Work product	Communication regarding draft letter re Special Board Meeting
RDI0000060822		1/3/2018		Minutes. [01.03.18].msg	Minutes.	Craig Tompkins <Craig.Tompkins@readingrdi.com>	bonnerm@gtlaw.com	ferrariom@gtlaw.com; Ellen Cotter <Ellen.Cotter@readingrdi.com>; jacksonc@gtlaw.com	Communication with Counsel; Work product	Communication regarding draft Board Minutes
RDI0000060823		12/15/2017		Misc [12.15.17].msg	Misc	bonnerm@gtlaw.com	Craig Tompkins	Ellen Cotter <Ellen.Cotter@readingrdi.com>; ferrariom@gtlaw.com	Communication with Counsel; Work product	Communication regarding ratification process
RDI0000060824		12/15/2017		Misc.msg	Misc	Craig Tompkins <Craig.Tompkins@readingrdi.com>	bonnerm@gtlaw.com	Ellen Cotter <Ellen.Cotter@readingrdi.com>; ferrariom@gtlaw.com	Communication with Counsel; Work product	Communication regarding ratification process
RDI0000060829			1/4/2018	2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - DRAFT 1.4.18 11.53am.docx					Work product	
RDI0000060843		12/27/2017		Ratification [12.27.17].msg	Ratification	Michael J. Bonner <bonnerm@gtlaw.com>; ferrariom@gtlaw.com	Craig Tompkins		Communication with Counsel; Work product	
RDI0000060846		12/27/2017		Ratification.msg	Ratification	Craig Tompkins <Craig.Tompkins@readingrdi.com>; ferrariom@gtlaw.com	bonnerm@gtlaw.com	Ellen Cotter <Ellen.Cotter@readingrdi.com>; cowdent@gtlaw.com	Communication with Counsel; Work product	

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RDI0000060855			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (2).DOC					Work product	
RDI0000060856			1/3/2018	421038703_v 1_GTRedline_421037 223v1 - 421037223v4.pdf					Communication with Counsel; Work product	
RDI0000060862			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (2).DOC					Work product	
RDI0000060863			1/3/2018	421038703_v 1_GTRedline_421037 223v1 - 421037223v4.pdf					Communication with Counsel; Work product	
RDI0000060872		1/3/2018		Reading International Inc. Minutes of the Board of Directors Meeting December 29 2017 [01.03.18].msg	Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Craig Tompkins <Craig.Tompkins@readingrdi.co m>; jacksonc@gtlaw.com; ferrariom@gtlaw.com; cowdent@gtlaw.com	bonnerm@gtlaw.com	Ellen Cotter <Ellen.Cotter@readingrdi.com>	Communication with Counsel; Work product	
RDI0000060876			1/18/2018	421037223_v 2_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017.DOCX					Work product	

EJDC Case No. A-15-719860  
Reading International's Privilege Log (Responses to JJC Jr.'s RFPs dated January 12, 2018)  
February 22, 2018 (Deduped and Supplemented)

RD10000060879			1/18/2018	421037223_v 2_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017.DOCX					Work product	
RD10000060886			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (3).DOC					Work product	
RD10000060889			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Direct....doc					Work product	
RD10000060892			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (3).DOC					Work product	
RD10000060895			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Direct....doc					Work product	
RD10000060898			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Direct....doc					Work product	

EJDC Case No. A-15-719860  
Reading International's Privilege Log (Responses to JJC Jr.'s RFPs dated January 12, 2018)  
February 22, 2018 (Deduped and Supplemented)

RDI0000060899	RDI0000060901	1/3/2018		Revised draft; Reading International Inc. Minutes of the Board of Directors Meeting December 29 2017.msg	Revised draft; Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Craig Tompkins <Craig.Tompkins@readingrdi.com>	jacksonc@gtlaw.com		Communication with Counsel; Work product	
RDI0000060901			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Direct....doc					Work product	
RDI0000060904		12/27/2017		Sent on Behalf of Ellen Cotter - CONFIDENTIAL.msg	Sent on Behalf of Ellen Cotter - CONFIDENTIAL	Craig Tompkins <Craig.Tompkins@readingrdi.com>; ferrariom@gtlaw.com	bonnerm@gtlaw.com	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Dev Ghose <Dev.Ghose@readingrdi.com>	Communication with Counsel; Work product	Communication regarding materials for Board Meeting
RDI0000060907		12/13/2017		Special Committee [12.12.17 A].msg	Special Committee	bonnerm@gtlaw.com; ferrariom@gtlaw.com	Craig Tompkins	Ellen Cotter <Ellen.Cotter@readingrdi.com>	Communication with Counsel; Work product	Communication regarding Ratification process
RDI0000060911		12/13/2017		Special Committee.msg	Special Committee	Craig Tompkins <Craig.Tompkins@readingrdi.com>	ferrariom@gtlaw.com	bonnerm@gtlaw.com; Ellen Cotter <Ellen.Cotter@readingrdi.com>	Communication with Counsel; Work product	Communication regarding Ratification process
RDI0000060928		12/27/2017		use of Executive Committee [12.27.17 A].msg	use of Executive Committee	Craig Tompkins <Craig.Tompkins@readingrdi.com>	cowdent@gtlaw.com	bonnerm@gtlaw.com; hendricksk@gtlaw.com; ferrariom@gtlaw.com	Communication with Counsel; Work product	
RDI0000060930		12/27/2017		use of Executive Committee [12.27.17 B].msg	use of Executive Committee	Craig Tompkins <Craig.Tompkins@readingrdi.com>	cowdent@gtlaw.com	bonnerm@gtlaw.com	Communication with Counsel; Work product	
RDI0000060932		12/27/2017		use of Executive Committee [12.27.18].msg	use of Executive Committee	cowdent@gtlaw.com	Craig Tompkins	bonnerm@gtlaw.com; hendricksk@gtlaw.com; ferrariom@gtlaw.com	Communication with Counsel; Work product	
RDI0000060936		12/27/2017		use of Executive Committee.msg	use of Executive Committee	Craig Tompkins <Craig.Tompkins@readingrdi.com>	cowdent@gtlaw.com	bonnerm@gtlaw.com; hendricksk@gtlaw.com; ferrariom@gtlaw.com	Communication with Counsel; Work product	

EJDC Case No. A-15-719860  
Reading International's Privilege Log (Responses to JJC Jr.'s RFPs dated January 12, 2018)  
February 22, 2018 (Deduped and Supplemented)

RDI0000060944		1/3/2018		who can work with GT today [01.02.18 B].msg	who can work with GT today	Craig Tompkins <Craig.Tompkins@readingrdi.com>; bonnerm@gtlaw.com	cowdent@gtlaw.com	ferrariom@gtlaw.com	Communication with Counsel; Work product	Communication regarding draft Board Meeting Minutes & draft Motion to Dismiss
RDI0000060949		1/3/2018		who can work with GT today [01.02.18 E].msg	who can work with GT today	bonnerm@gtlaw.com	cowdent@gtlaw.com	ferrariom@gtlaw.com; Craig Tompkins <Craig.Tompkins@readingrdi.com>	Communication with Counsel; Work product	Communication regarding draft Board Meeting Minutes & draft Motion to Dismiss
RDI0000060953			1/2/2018	Document1 [Compatibility Mode].doc					Communication with Counsel; Work product	
RDI0000060956			1/3/2018	Draft December 29, 2017 Board Minutes.doc					Communication with Counsel; Work product	
RDI0000060959			1/3/2018	Draft December 29, 2017 Board Minutes.doc					Communication with Counsel; Work product	
RDI0000060964		1/3/2018		who can work with GT today [01.02.18 K].msg	who can work with GT today	cowdent@gtlaw.com	bonnerm@gtlaw.com	ferrariom@gtlaw.com; Craig Tompkins <Craig.Tompkins@readingrdi.com>	Communication with Counsel; Work product	Communication regarding draft Board Meeting Minutes
RDI0000060966	RDI0000060968	1/2/2018		who can work with GT today [01.02.18 L].msg	who can work with GT today	cowdent@gtlaw.com	bonnerm@gtlaw.com	ferrariom@gtlaw.com; Craig Tompkins <Craig.Tompkins@readingrdi.com>	Communication with Counsel; Work product	Communication regarding draft Board Meeting Minutes
RDI0000060968			1/2/2018	Document1 [Compatibility Mode].doc					Communication with Counsel; Work product	
RDI0000060971			1/3/2018	Draft December 29, 2017 Board Minutes.doc					Communication with Counsel; Work product	

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# EXHIBIT C

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**MORRIS LAW GROUP**

411 E. BONNEVILLE AVE., STE. 360 · LAS VEGAS, NEVADA 89101  
702/474-9400 · FAX 702/474-9422

**REQT**

MORRIS LAW GROUP  
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Akke Levin, Bar No. 9102  
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Mark G. Krum, Bar No. 10913  
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Boston, MA 02108  
Telephone: (617) 723-6900  
Facsimile: (617) 723-6905  
Email: mkrum@bizlit.com

Attorneys for Plaintiff  
James J. Cotter, Jr.

**DISTRICT COURT  
CLARK COUNTY, NEVADA**

16	JAMES J. COTTER, JR.,	) Case No. A-15-719860-B
17	derivatively on behalf of Reading	) Dept. No. XI
18	International, Inc.,	)
19	Plaintiff,	) Coordinated with:
20	v.	) Case No. P-14-0824-42-E
21		) Dept. No. XI
22	MARGARET COTTER, ELLEN	)
23	COTTER, GUY ADAMS,	) Jointly Administered
24	EDWARD KANE, DOUGLAS	)
25	McEACHERN, WILLIAM	) PLAINTIFF JAMES COTTER,
26	GOULD, JUDY CODDING,	) JR.'S REQUEST FOR
27	MICHAEL WROTONIAK,	) PRODUCTION OF
28	Defendants.	) DOCUMENTS TO NOMINAL
		) DEFENDANT READING
	And	) INTERNATIONAL, INC.
	READING INTERNATIONAL,	)
	INC., a Nevada corporation,	)
	Nominal Defendant.	)

1 Plaintiff James J. Cotter, Jr. ("JJC" or "Plaintiff") , by and through  
2 his attorneys pursuant to Nevada Rule of Civil Procedure 34, hereby  
3 requests that nominal defendant Reading International, Inc. ("RDI") produce  
4 and make available for inspection and copying the documents and things  
5 described herein, in accordance with the Definitions and Instructions set  
6 forth below, at the offices of Morris Law Group, 411 E. Bonneville Ave., Ste.  
7 360, Las Vegas, NV 89101 within 30 days of the date of service of this  
8 request.

### 9 INSTRUCTIONS

10 1. *If any document responsive to this Request for Production has*  
11 *already been produced in this action, you are not required to produce it again.*

12 2. This Request for Production is a continuing request. You  
13 shall promptly produce any and all additional documents that are received,  
14 discovered or created after the time of the initial production.

15 3. This Request for Production applies to all documents in  
16 your possession, custody or control, and includes documents within the  
17 possession, custody or control of your partners, employees, agents,  
18 attorneys and representatives, wherever located, including but not limited  
19 to all documents obtained by Defendants.

20 4. If you object to any request in part, you shall produce all  
21 responsive documents to which the objection does not apply.

22 5. If any documents are withheld from production on the  
23 alleged grounds of privilege or immunity (whether under common law,  
24 statute, or otherwise), each such document is to be identified by stating: (a)  
25 the identity of each person who prepared and/or signed the document; (b)  
26 the identity of each person designated as an addressee; (c) the identity of  
27 each person who received any copy of the document; (d) the date of the  
28 document; (e) the subject matter of the document; (f) the type of document;  
and (g) the basis for withholding the document.

1           6. If a document contains both privileged and non-privileged  
2 material, the non-privileged material must be disclosed to the fullest extent  
3 possible without thereby disclosing the privileged material. If a privilege is  
4 asserted with regard to part of the material contained in a document, the  
5 party claiming the privilege must clearly indicate the portions as to which  
6 the privilege is claimed. When a document has been redacted or altered in  
7 any fashion, identify as to each document the reason for the redaction or  
8 alteration, the date of the redaction or alteration, and the person performing  
9 the redaction or alteration. Any redaction must be clearly visible on the  
10 redacted documents.

11           7. In the event that any document called for by this Request  
12 for Production has been destroyed or discarded, that document is to be  
13 identified by stating; (a) any address or any addressee; (b) any indicated or  
14 blind copies; (c) the document's date, subject matter, number of pages, and  
15 attachments or appendices; (d) all persons to whom the document was  
16 distributed, shown or explained; (e) its date of destruction or discard,  
17 manner of destruction or discard, and reason for destruction or discard; (f)  
18 the persons who authorized and carried out such destruction or discard;  
19 and (g) whether any copies of the document presently exist and, if so, the  
20 name of the custodian of each copy.

21           8. Any copy of a document that varies in any way  
22 whatsoever from the original or from any other copy of the document,  
23 whether by reason of handwritten or other notation or any omission, shall  
24 constitute a separate document and must be produced, whether or not the  
25 original of such a document is within your possession, custody or control. A  
26 request for any document shall be deemed to include a request for all drafts  
27 thereof, and all revisions and modifications thereto, including any red-lined  
28 versions or document comparisons, in addition to the document itself. Each

1 document is to be produced in its entirety, without abbreviation or  
2 expurgation.

3 9. In producing documents, all documents that are physically  
4 attached to each other when located for production shall be left so attached.  
5 Documents that are segregated or separated from other documents, whether  
6 by inclusion of binders, files, subfiles or by use of dividers, tabs, or any other  
7 method, shall be left so segregated or separated. Documents shall be  
8 retained in the order in which they were maintained and in the file where  
9 found. If no documents exist that are responsive to a particular request, you  
10 shall so state in writing.

11 10. Electronic records and computerized information as well  
12 as documents stored electronically, including, but not limited to, electronic  
13 mail and draft documents, must be produced in electronic form in an  
14 intelligible format as well as in hard copy form, together with a description  
15 of the system from which it was derived sufficient to permit rendering the  
16 materials intelligible.

### 17 DEFINITIONS

18 The following Definitions shall apply herein and to each  
19 Request:

20 1. "All," as used herein means "any and all" and "Any" means  
21 "any and all."

22 2. "And/Or," as used herein, means either disjunctively or  
23 conjunctively as necessary to bring within the scope of the Request, all  
24 responses that might otherwise be construed to be outside of its scope.

25 3. "Communication," as used herein, or its plural or any  
26 synonym thereof, means any exchange, transmission or receipt (whether as  
27 listener, addressee, person called or otherwise) of information, whether such  
28 exchange, transmission or receipt be oral, written, electronic or otherwise  
and includes, without limitation, any meeting, conversation, telephone call,

1 letter, email, telegram and the exchange, transmission, or receipt of any  
2 Document of any kind whatsoever.

3 4. "Concerning" "Concerns" or "Concern," as used herein, all  
4 mean concerning, related to, referring to, relying on, describing,  
5 memorializing, evidencing, reflecting, touching upon, or constituting in any  
6 way. When used to refer to a Document and/or Writing it includes, but is  
7 not limited to, all Documents and/or Writings now or previously attached  
8 or appended to any Documents and/or Writings called for by a Request.

9 5. As used herein, the term "documents" means all writings  
10 of any kind, including the originals and all nonidentical copies, whether  
11 different from the original by reasons of any abstracts, agreements,  
12 appointment records, audio recordings (whether transcribed or not), balance  
13 sheets, bills, bills of lading, blueprints, books, books of account, bulletins,  
14 bylaws, cablegrams, cassettes, catalogues, certificates, charts, charters,  
15 checks, circulars, computer printouts, computer programs, computer tapes,  
16 contracts, correspondence, data compilations from which information can be  
17 obtained or translated through proper devices, data processing cards, data  
18 sheets, delivery records, desk calendars, diagrams, diaries, discs, drafts,  
19 electronic mail, electric or electronic records or representations, entries,  
20 estimates, expense reports, field notes, files, financial analyses, financial  
21 statements, forms, graphs, handbooks, income statements, indices,  
22 instructions, instruments, insurance policies, insurance riders, interoffice  
23 communications, intraoffice communications, invoices, itemizations,  
24 journals, letters, maps, mechanical records, meeting reports, memoranda,  
25 memoranda of all conversations (including telephone calls), microfiche,  
26 microfilm, minutes, motion pictures, notes, notices, order forms, orders,  
27 pamphlets, photographs, printed matter, prospectuses, receipts, recordings,  
28 records, records of account, reports, requisitions, resolutions, retrievable  
information in computer storage, returns, sketches, specifications,

1 statements, statistical records, studies, summaries, system analyses, tapes,  
2 telefaxes, telegrams, teletypes, telexes, tests, text, time records, transcripts,  
3 valuations, video recordings, writings, and work papers, and notations of  
4 any sort of communications or conversations, and all drafts, changes and  
5 amendments of any of the foregoing.

6           6. As used herein, the term "communications" means or  
7 refers to inquiries, discussions, conversations, emails, negotiations,  
8 agreements, understandings, meetings, telephone conversations, letters,  
9 notes, memoranda, telegrams, advertisements, or other form of verbal  
10 intercourse, whether oral or written, or any summaries, paraphrases or other  
11 records of any of the foregoing.

12           7. As used herein, the term "all documents" means every  
13 document as above defined known to you and every such document, which  
14 can be located or discovered by reasonably diligent efforts.

15           8. As used herein, the terms "JJC" or "Plaintiff" shall mean  
16 and refer to James J. Cotter, Jr.

17           9. As used herein, the term "JJC, Sr." refers to James J. Cotter,  
18 Sr.

19           10. As used herein, the term "EC" refers to defendant Ellen  
20 Cotter.

21           11. As used herein, the term "MC" refers to defendant  
22 Margaret Cotter.

23           12. As used herein, the term "Kane" refers to dismissed  
24 defendant Edward Kane.

25           13. As used herein, the term "Adams" refers to defendant Guy  
26 Adams.

27           14. As used herein, the term "McEachern" refers to dismissed  
28 defendant Doug McEachern.

1                   15. As used herein, the term "Storey" refers to dismissed  
2 defendant Timothy Storey.

3                   16. As used herein, the term "Gould" refer to dismissed  
4 defendant William Gould.

5                   17. As used herein, the term "Coddling" refer to dismissed  
6 defendant Judy Coddling.

7                   18. As used herein, the term "RDI" refers to nominal defendant  
8 Reading International, Inc.

9                   19. As used herein, the term "Relate to," including but not  
10 limited to its various forms such as "relating to," shall mean, consist of, refer  
11 to, reflect, or be in any way logically or factually connected with the matter  
12 discussed.

13                  20. "Ratification" shall refer to the vote of the RDI Board of  
14 Directors at special telephonic meeting held on December 29, 2017, to ratify  
15 (i) actions taken by board members relating to the termination of JJC Jr. as  
16 President and CEO of RDI as such actions are outlined in the minutes of the  
17 Board Meetings held on May 21, 2015; May 29, 2015; and June 12, 2015; and  
18 (ii) the decision of the Compensation Committee of RDI, as outlined in the  
19 minutes of September 21, 2015 meeting of the Compensation Committee to  
20 permit the Estate of JJC Sr. to use Class A non-voting stock as a means to  
21 pay for the exercise of an option to purchase 100,000 shares of Class B voting  
22 stock of RDI.

23                  21. Whenever appropriate, the singular form of a word should  
24 be interpreted in the plural and vice versa. All words and phrases shall be  
25 construed as masculine, feminine, or neuter gender, according to the  
26 context. "And" as well as "or" shall be construed either disjunctively or  
27 conjunctively as necessary to bring within the scope of this request any  
28 information which might otherwise be construed to be outside the scope.

1                   22. "Person" means or refers to any individual, corporation,  
2 partnership, association, organization and any other entity of any type and  
3 nature.

4                   23. "Identify," when used in reference to a Person, means to:

- 5                   a) state his or her full name;
- 6                   b) state his or her present or last-known address;
- 7                   c) state his or her present or last-known position and
- 8                   business affiliation; and
- 9                   d) describe his or her relationship, if any, to You.

10                  24. "Identify," when used in reference to a corporation,  
11 partnership, or entity, means:

- 12                  a) state its full name;
- 13                  b) state its present or last-known address;
- 14                  c) state the names and addresses of its directors,
- 15                  members, officers, directors, executives and/or
- 16                  shareholders, as appropriate;
- 17                  d) set forth the state of its incorporation or formation, as
- 18                  appropriate;
- 19                  e) describe its relationship, if any, to You; and
- 20                  f) provide specific references to any and all contracts
- 21                  You had or have with the entity.

22                  25. "Identify," when used in reference to a Document and/or  
23 Writing, means to:

- 24                  a) state the date of preparation, author, title (if any),
- 25                  subject matter, number of pages, and type of
- 26                  Document and/or Writing (e.g., contract, letter,
- 27                  reports, etc.) or some other means of distinguishing
- 28                  the Document and/or Writing;



- b) Identify each and every Person who prepared or participated in the preparation of the Document and/or Writing;
- c) Identify each and every Person who received an original or copy of the Document and/or Writing;
- d) state the present location of the Document and/or Writing;
- e) Identify each and every Person having custody or control of the Document and/or Writing;
- f) state whether any copy of the Document and/or Writing is not identical to the original by reason of shorthand, translation or other written notes, initials, or any other modifications;
- g) state, if the Document and/or Writing has been destroyed, the circumstances surrounding the reason for the destruction; and
- h) Identify, if the Document and/or Writing has been destroyed, each and every Person who destroyed, or participated in, or ordered or suggested the destruction of it.

26. Unless otherwise indicated, each request calls for any and all documents created or dated on or after January 1, 2014, including all communications by, between, among, to or from any or all of Ellen Cotter ("EC"), Margaret Cotter ("MC"), Edward Kane ("Kane"), Guy Adams ("Adams"), Doug McEachern ("McEachern"), Tim Storey ("Storey"), William Gould ("Gould") and/or nominal defendant Reading International, Inc. ("RDI").

#### REQUEST FOR DOCUMENTS

1. All documents relating to the termination of JJC as President and CEO of RDI.

2. All documents relating to the exercise of the option to purchase 100,000 shares of Class B voting shares of RDI, which was

1 exercised by Ellen Cotter and Margaret Cotter as executors of the Estate of  
2 JJC, Sr. on or about September 17, 2015.

3 3. All documents relating to payment to exercise the option  
4 to purchase 100,000 shares of Class B voting shares of RDI, which was  
5 exercised by Ellen Cotter and Margaret Cotter as executors of the Estate of  
6 JJC, Sr. by their actions taken on or about September 17, 2015.

7 4. All documents relating to any advice requested or given by  
8 counsel at the December 29, 2017 meeting of the Board of Directors of RDI  
9 (hereafter, the "Meeting") concerning the prior decisions that were ratified at  
10 the Meeting.

11 5. All documents relating to any advice requested or given by  
12 counsel prior to the Meeting concerning the prior decisions that were  
13 ratified at the Meeting.

14 6. All documents relating to the decision to call the Meeting  
15 to ratify the prior decisions.

16 7. All documents relating to any advice requested or given by  
17 counsel concerning the decision to call the Meeting to ratify the prior  
18 decisions.

19 8. All documents relating to any advice requested or given by  
20 counsel concerning the notice of Meeting to the extent it concerned  
21 Ratification.

22 9. All documents relating to the Meeting to the extent  
23 concerning Ratification.

24 10. All documents relating to any advice requested of or given  
25 by counsel concerning the Meeting to the extent it concerned Ratification.

26 11. All draft notices of the Meeting.

27 12. All draft minutes of the Meeting.

28 13. All documents prepared in connection with the Meeting.

- 1 14. All documents distributed prior to or at the Meeting.
- 2 15. All documents referring to, discussing, analyzing or
- 3 relating to the disinterestedness or independence of Adams as a Director of
- 4 RDI.
- 5 16. All documents relating to the "letter dated December 27,
- 6 2017" referenced on page 3 of Exhibit 1 to RDI's Errata to its "Joinder to the
- 7 Individual Defendants' Opposition to Plaintiff's Motion for Rule 54(b)
- 8 Certification and Stay," including any drafts of the letter and responses
- 9 thereto, as well as emails transmitting such documents.
- 10 17. All documents relating to the agenda for the Meeting,
- 11 including any communications relating to the agenda to the extent
- 12 concerning Ratification.
- 13 18. All communications with any RDI director relating to the
- 14 Meeting, including any emails from EC and or MC to any RDI director
- 15 transmitting, referencing, and/or discussing any written board materials in
- 16 advance of the Meeting.

MORRIS LAW GROUP

By: /s/ STEVE MORRIS

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Akke Levin, Bar No. 9102  
411 E. Bonneville Ave., Ste. 360  
Las Vegas, Nevada 89101

Mark G. Krum, Bar No. 10913  
YURKO, SALVESEN & REMZ, P.C.  
1 Washington Mall, 11th Floor  
Boston, MA 02108

Attorneys for Plaintiff  
James J. Cotter, Jr.

**CERTIFICATE OF SERVICE**

Pursuant to Nev. R. Civ. P. 5(b)(2)(D) and E.D.C.R. 8.05, I certify that I am an employee of MORRIS LAW GROUP and that on the date below, I cause the following document(s) to be served via the Court's Odyssey E-Filing System: **PLAINTIFF JAMES COTTER, JR.'S REQUEST FOR PRODUCTION OF DOCUMENTS TO NOMINAL DEFENDANT READING INTERNATIONAL, INC.**, to be served on all interested parties, as registered with the Court's E-Filing and E-Service System. The date and time of the electronic proof of service is in place of the date and place of deposit in the mail.

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

Donald A. Lattin  
Carolyn K. Renner  
Maupin, Cox & LeGoy  
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Attorneys for Defendant William  
Gould

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Kara Hendricks  
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Las Vegas, NV 89169

Attorneys for Nominal Defendant  
Reading International, Inc.

DATED this 12th day of January, 2018.

By: /s/ PATRICIA FERRUGIA

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# EXHIBIT D

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**From:** Hendricks, Kara (Shld-LV-LT)  
**Sent:** Thursday, April 12, 2018 7:21 PM  
**To:** 'Mark G. Krum'; Ferrario, Mark E. (Shld-LV-LT); marshallsearcy@quinnemanuel.com  
**Cc:** christayback@quinnemanuel.com; nhelpern@quinnemenuel.com; sm@morrislawgroup.com; al@morrislawgroup.com; Sanford F. Remz; Noemi A. Kawamoto; Sheffield, Megan (Para-NY-LT) (sheffieldm@gtlaw.com)  
**Subject:** RE: RDI

Mark,

There is no need to posture and make accusations of delay.

We will produce the draft minutes today for "Attorneys' Eyes Only" based on your commitment below that you will not share it with your client.

I do not have a copy of Mr. Gould's deposition yet. However, your email below appears to take issue with telephone calls referenced by Mr. Gould. A telephone call is not a document and we are under no obligation to log the same.

Kara

---

**From:** Mark G. Krum [mailto:mkrum@bizlit.com]  
**Sent:** Thursday, April 12, 2018 3:48 PM  
**To:** Hendricks, Kara (Shld-LV-LT) <hendricksk@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; marshallsearcy@quinnemanuel.com  
**Cc:** christayback@quinnemanuel.com; nhelpern@quinnemenuel.com; sm@morrislawgroup.com; al@morrislawgroup.com; Sanford F. Remz <sremz@bizlit.com>; Noemi A. Kawamoto <nkawamoto@bizlit.com>  
**Subject:** RE: RDI

Kara,

It may have been one week since you started working on this, but it has been 3 months since we propounded the document requests to which this document is responsive, 2 months since it should been produced and approximately 6 weeks since I first identified it particularly. Had defendants undertaken to delay the production of the document(s) until after the depositions of the three committee members had been taken, so that we were unable to be fully prepared to take those depositions and unable to examine them about that meeting or those meetings, defendants would have done exactly what was done here.

If we have an "Attorneys' Eyes Only" provision in our stipulated protective order, you are entitled to invoke it. Even if we do not, I will commit to not sharing the document or the substance of it with Mr. Cotter. Whether and how that works with Greenberg Traurig {"GT"}) and its corporate client is another issue.

I have made no "new accusations regarding Mr. Gould's communications with Greenberg Traurig." What I did was to reference his deposition testimony, which includes the following:

- At 14:19 – 15:13 of the rough of his transcript, he testified that the first communication he had (in his capacity as the chairperson of the special committee) regarding ratification was telephonically in mid or late November 2017 with Bonner and Ferrario of GT;

- At 16:20 – 17:11, he testified that the next communication he had regarding ratification was **telephonically** in early December with committee members Coddington and McEachern, with Bonner of GT on the call:
- At 26:22 – 27:3, he testified that the next communications he had regarding ratification after the early December call were **follow-up calls** with Bonner and Ferrario of GT.

Not one document with respect to the foregoing communications has been produced, and not one such document is listed on a privilege log. Kindly produce and/or log of all such documents and/or explain why no documents have been produced or logged. Please have this completed by close of business Monday, sufficiently in advance of when our next status report is due that we can proceed accordingly.

Thank you.

Mark

---

**From:** [hendricksk@gtlaw.com](mailto:hendricksk@gtlaw.com) [<mailto:hendricksk@gtlaw.com>]  
**Sent:** Thursday, April 12, 2018 4:38 PM  
**To:** Mark G. Krum <[mkrum@bizlit.com](mailto:mkrum@bizlit.com)>; [ferrariom@gtlaw.com](mailto:ferrariom@gtlaw.com); [marshallsearcy@quinnemanuel.com](mailto:marshallsearcy@quinnemanuel.com)  
**Cc:** [christayback@quinnemanuel.com](mailto:christayback@quinnemanuel.com); [nhelpern@quinnemenueuel.com](mailto:nhelpern@quinnemenueuel.com); [sm@morrislawgroup.com](mailto:sm@morrislawgroup.com); [al@morrislawgroup.com](mailto:al@morrislawgroup.com); Sanford F. Remz <[sremz@bizlit.com](mailto:sremz@bizlit.com)>; Noemi A. Kawamoto <[nkawamoto@bizlit.com](mailto:nkawamoto@bizlit.com)>  
**Subject:** RE: RDI

Mark,

With all due respect, it has been **one (1) week**. I have been working on it and would have responded today with or without your unfounded accusations.

As I tried to explain to you during the deposition, the issue is complicated.

The Special Committee meeting closest in time to the date you requested occurred on 12/21. We are willing to redact attorney-client privileged information in the draft minutes and will produce for "Attorneys Eyes Only". Please note that to maintain independence of the committee and to permit the committee to function in such a capacity, the following process on minutes has been followed to date (1) No one other than the committee members have seen the minutes—that includes the Cotters and Craig Tompkins (not seeing them); (2) the committee members have individually seen them, but the committee has not formally approved them; and 3) the minutes have not been provided to the RDI BOD. Please confirm you are agreeable to the Attorney Eyes Only production.

As to your new accusations regarding Mr. Gould's communications with Greenberg Traurig all such communication was either produced or is on the privilege log RDI provided.

Best,  
 Kara

---

**From:** Mark G. Krum [<mailto:mkrum@bizlit.com>]  
**Sent:** Thursday, April 12, 2018 12:18 PM  
**To:** Ferrario, Mark E. (Shld-LV-LT) <[ferrariom@gtlaw.com](mailto:ferrariom@gtlaw.com)>; [marshallsearcy@quinnemanuel.com](mailto:marshallsearcy@quinnemanuel.com); Hendricks, Kara (Shld-LV-LT) <[hendricksk@gtlaw.com](mailto:hendricksk@gtlaw.com)>  
**Cc:** [christayback@quinnemanuel.com](mailto:christayback@quinnemanuel.com); [nhelpern@quinnemenueuel.com](mailto:nhelpern@quinnemenueuel.com); [sm@morrislawgroup.com](mailto:sm@morrislawgroup.com); [al@morrislawgroup.com](mailto:al@morrislawgroup.com); Sanford F. Remz <[sremz@bizlit.com](mailto:sremz@bizlit.com)>; Noemi A. Kawamoto <[nkawamoto@bizlit.com](mailto:nkawamoto@bizlit.com)>  
**Subject:** RE: RDI

Kara,

With all due respect, that is exactly what you told me a week ago during the deposition of Bill Gould. Likewise, that effectively is what Mark and Marshall told me at the end of February and the beginning of March.

That no one has followed through and circled back to us as promised is particularly troubling in view of the fact that the minutes of the so-called special independent committee meeting of on or about December twenty something should have been included in RDI's production of documents, as well as the productions by individual directors.

Now, of course, we have Bill Gould's deposition testimony of a week ago, which testimony was that there were additional communications between Greenberg Traurig lawyers and Bill Gould as chairperson of the so-called special independent committee, as well as between and among those lawyers, Mr. Gould and the other committee members (Coddington and McEachern). Of course, any and all such written communications should have been produced and/or included on privilege logs.

Kindly let us know when those documents, as well as the referenced minutes of the committee meeting from December 20-something, will be produced, logged, or both.

Mark

Dictated to a smartphone.  
Get [Outlook for Android](#)

From: [hendricksk@gtlaw.com](mailto:hendricksk@gtlaw.com)  
Sent: Monday, April 9, 5:10 PM  
Subject: RE: RDI  
To: Mark G. Krum, [ferrariom@gtlaw.com](mailto:ferrariom@gtlaw.com), [marshallsearcy@quinnemanuel.com](mailto:marshallsearcy@quinnemanuel.com)  
Cc: [christayback@quinnemanuel.com](mailto:christayback@quinnemanuel.com), [nhelpern@quinnemenueuel.com](mailto:nhelpern@quinnemenueuel.com), [sm@morrislawgroup.com](mailto:sm@morrislawgroup.com),  
[al@morrislawgroup.com](mailto:al@morrislawgroup.com), Sanford F. Remz, Noemi A. Kawamoto

Mark,

I will look into this.

Kara

**From:** Mark G. Krum [<mailto:mkrum@bizlit.com>]  
**Sent:** Monday, April 9, 2018 1:52 PM  
**To:** Ferrario, Mark E. (Shld-LV-LT) <[ferrariom@gtlaw.com](mailto:ferrariom@gtlaw.com)>; [marshallsearcy@quinnemanuel.com](mailto:marshallsearcy@quinnemanuel.com)  
**Cc:** Christopher Tayback <[christayback@quinnemanuel.com](mailto:christayback@quinnemanuel.com)>; [nhelpern@quinnemenueuel.com](mailto:nhelpern@quinnemenueuel.com); Hendricks, Kara (Shld-LV-LT) <[hendricksk@gtlaw.com](mailto:hendricksk@gtlaw.com)>; Steve Morris <[SM@morrislawgroup.com](mailto:SM@morrislawgroup.com)>; Akke Levin <[AL@morrislawgroup.com](mailto:AL@morrislawgroup.com)>; Sanford F. Remz <[sremz@bizlit.com](mailto:sremz@bizlit.com)>; Noemi A. Kawamoto <[nkawamoto@bizlit.com](mailto:nkawamoto@bizlit.com)>  
**Subject:** RDI

Mark and Marshall,

At the depositions of Ms. Coddington and Mr. Wrotniak, I asked that you produce the minutes of the special committee meeting that occurred on or about December 27, 2017. The testimony was to the effect that that meeting concerned what we have called the ratifications. For example, see the Wrotniak transcript at 93:16-94:2, when Marshall agreed to follow through on this with Mark. This document is responsive to multiple document requests propounded to each of your clients. Would one of you kindly, promptly follow through on this please? Thank you.

Mark



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If you are not an intended recipient of confidential and privileged information in this email, please delete it, notify us immediately at [postmaster@gtlaw.com](mailto:postmaster@gtlaw.com), and do not use or disseminate such information.

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# EXHIBIT E

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1 **DECL**

2 MARK E. FERRARIO, ESQ.

3 (NV Bar No. 1625)

4 KARA B. HENDRICKS, ESQ.

5 (NV Bar No. 7743)

6 TAMI D. COWDEN, ESQ.

7 (NV Bar No. 8994)

8 GREENBERG TRAURIG, LLP

9 3773 Howard Hughes Parkway

10 Suite 400 North

11 Las Vegas, Nevada 89169

12 Telephone: (702) 792-3773

13 Facsimile: (702) 792-9002

14 Email: ferrariom@gtlaw.com

15 hendricksk@gtlaw.com

16 cowdent@gtlaw.com

17 *Counsel for Reading International, Inc.*

18 **DISTRICT COURT**

19 **CLARK COUNTY, NEVADA**

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

23 Plaintiff,

24 v.

25 MARGARET COTTER, et al,

26 Defendants.

**Case No. A-15-719860-B**

Dept. No. XI

**Coordinated with:**

Case No. P 14-082942-E

Dept. XI

Case No. A-16-735305-B

Dept. XI

**DECLARATION OF MICHAEL J.  
BONNER IN SUPPORT OF RDI'S  
OPPOSITION TO PLAINTIFF  
COTTER, JR.'S MOTION FOR  
OMNIBUS RELIEF**

**Hearing Date: April 30, 2018**

**Hearing Time: 8:30**

27 In the Matter of the Estate of

28 JAMES J. COTTER,

Deceased.

1 JAMES J. COTTER, JR.,  
2 Plaintiff,  
3 v.  
4 READING INTERNATIONAL, INC., a  
5 Nevada corporation; DOES 1-100, and ROE  
6 ENTITIES, 1-100, inclusive,  
7 Defendants.

8 **DECLARATION OF MICHAEL J. BONNER**

9 I, Michael J. Bonner, declare as follows:

- 10 1. I am an attorney licensed to practice law in the State of Nevada and a shareholder at  
11 Greenberg Traurig, LLP.
- 12 2. Through our law firm, I serve as corporate counsel to Reading International, Inc. ("RDI")  
13 and as counsel to the Special Independent Committee of the Board of Directors.
- 14 3. I attended by telephone the meetings of the Special Independent Committee on the  
15 following dates:
- 16 ○ November 28, 2017
  - 17 ○ December 1, 2017
  - 18 ○ December 12, 2017
  - 19 ○ December 21, 2017
  - 20 ○ January 10, 2018
  - 21 ○ January 11, 2018
  - 22 ○ January 18, 2018
- 23 4. On or about January 24, 2018 I dictated drafts of the minutes for the meetings listed above.
- 24 5. After review of the draft minutes, I forwarded the drafts to Bill Gould on January 30, 2018.
- 25 See **Exhibit 1**, attached hereto.
- 26 6. Providing Mr. Gould drafts of minutes from seven different Special Independent  
27 Committee meetings on January 30, 2018 was merely a result of my workload and  
28

1 availability to prepare the same, was not a litigation strategy and had nothing to do with  
2 any perceived benefit or harm to Plaintiff.

3 7. As counsel to the Special Independent Committee, my typical practice is to provide the  
4 draft minutes to Chairman Gould for comment. Subsequent to receiving Mr. Gould's  
5 comments, I sent the draft minutes on to the other committee members for review.

6 8. I sent the draft minutes from the Special Independent Committee meetings referenced  
7 above to Ms. Coddington and Mr. McEachern, as well as to Mr. Gould, on February 10, 2018.  
8 See **Exhibit 2** attached hereto.

9 9. Providing Ms. Coddington and Mr. McEachern drafts of minutes from Special Independent  
10 Committee meetings on February 10, 2018 was merely a result of my workload and  
11 availability to prepare the same, was merely a result of my workload and availability to  
12 prepare the same, was not a litigation strategy and had nothing to do with any perceived  
13 benefit or harm to Plaintiff.

14 10. The draft Special Independent Committee Minutes referenced above have not yet been  
15 approved by RDI's Special Independent Committee.

16 11. The draft Special Independent Committee Minutes referenced above have not been  
17 provided to RDI's full Board of Directors or RDI's management, including its General  
18 Counsel. This was done to preserve the independence of and to assist in maintaining  
19 confidential matters being considered by the Special Independent Committee.

20 I declare under penalty of perjury under the laws of the State of Nevada that the foregoing  
21 is true and correct.

22 Executed on this 27<sup>th</sup> day of April, 2018.

23

24 /s/ Michael J. Bonner  
25 Michael J. Bonner, Esq.

26

27

28

29

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# EXHIBIT 1

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**From:** Bonner, Michael J. (Shld-LV-CP)  
**Sent:** Tuesday, January 30, 2018 4:01 AM  
**To:** William D. Gould Esq. (wgould@troygould.com)  
**Subject:** Draft Minutes of Special Independent Committee  
**Attachments:** 421055479\_v 1\_January 11 2018 Minutes of a Meeting of the Special Independent Committee of the Board of Directors of Reading International Inc..DOCX; 421052507\_v 1\_Reading International Inc. - Minutes of a Meeting - January 18, 2018.DOCX; 421052197\_v 1\_2018 01 10 Special Independent Committee Minutes - DRAFT.DOCX; 421052027\_v 1\_2017 12 21 Special Independent Committee Minutes - DRAFT.DOCX; 421052042\_v 1\_2017 12 12 Special Independent Committee Minutes - DRAFT.DOCX; 421051975\_v 1\_2017 12 01 Special Independent Committee Minutes - DRAFT.DOCX; 421051942\_v 1\_2017 11 28 Special Independent Committee Minutes - DRAFT.DOCX

Dear Bill:

I have been delinquent in sending you drafts of the Special Independent Committee minutes. For your review and comment, enclosed are the draft minutes for the following meetings (the prior meeting minutes were approved by you, but not yet submitted to the Committee for approval, at your instruction):

November 28, 2017  
December 1, 2017  
December 12, 2017  
December 21, 2017  
January 10, 2018  
January 11, 2018  
January 18, 2018

I will also ask my secretary to confirm the document names so they all in a conventional pattern. That is my fault, as I saved some of the documents myself!

Mike

**Michael J. Bonner**  
Co-Managing Shareholder

Greenberg Traurig, LLP  
Suite 400 North  
3773 Howard Hughes Parkway | Las Vegas, Nevada 89169  
T 702.599.8030 | C 702.510.7720  
[bonnerm@gtlaw.com](mailto:bonnerm@gtlaw.com) | [www.gtlaw.com](http://www.gtlaw.com) | [View GT Biography](#)



Albany. Amsterdam. Atlanta. Austin. Boston. Berlin\*. Chicago. Dallas. Delaware. Denver. Fort Lauderdale. Houston. Las Vegas. London\*. Los Angeles. Mexico City\*. Miami. New Jersey. New York. Northern Virginia. Orange County. Orlando. Palm Beach County. Philadelphia. Phoenix. Sacramento. San Francisco. Seoul\*. Shanghai. Silicon Valley. Tallahassee. Tampa. Tel Aviv\*. Tokyo\*. Warsaw\*. Washington, D.C. Westchester County.

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## EXHIBIT 2

---



**From:** Bonner, Michael J. (Shld-LV-CP)

**Sent:** Saturday, February 10, 2018 5:13 PM

**To:** William D. Gould Esq. ([wgould@troygould.com](mailto:wgould@troygould.com)) <[wgould@troygould.com](mailto:wgould@troygould.com)>; Douglas McEachern ([dmceachern@deloitteired.com](mailto:dmceachern@deloitteired.com)) <[dmceachern@deloitteired.com](mailto:dmceachern@deloitteired.com)>; Judy Coddling ([judycoddling@gmail.com](mailto:judycoddling@gmail.com)) <[judycoddling@gmail.com](mailto:judycoddling@gmail.com)>

**Subject:** Special Independent Committee Minutes

Dear Bill, Judy and Doug:

Bill and I have previously reviewed and edited the Special Independent Committee minutes for all of the meetings held to date.

I recognize these meetings go back several months. Please review the attached at your convenience and advise of any comments.

The minutes attached to this email are for the following Committee meetings:

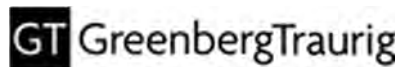
August 10, 2017  
September 10, 2017  
September 14, 2017  
September 21, 2017  
October 4, 2017  
November 28, 2017  
December 1, 2017  
December 12, 2017  
December 21, 2017  
January 10, 2018  
January 11, 2018  
January 18, 2018

For the last Committee meeting I attended, on February 1, 2018—those minutes have been drafted and sent to our Document Services department, and I will send those to you under separate cover.

Mike

**Michael J. Bonner**  
Co-Managing Shareholder

Greenberg Traurig, LLP  
Suite 400 North  
3773 Howard Hughes Parkway | Las Vegas, Nevada 89169  
T 702.599.8030 | C 702.510.7720  
[bonnerm@gtlaw.com](mailto:bonnerm@gtlaw.com) | [www.gtlaw.com](http://www.gtlaw.com) | [View GT Biography](#)



Albany. Amsterdam. Atlanta. Austin. Boston. Berlin\*. Chicago. Dallas. Delaware. Denver. Fort Lauderdale. Houston. Las Vegas. London\*. Los Angeles. Mexico City\*. Miami. New Jersey. New York. Northern Virginia. Orange County. Orlando. Palm Beach County. Philadelphia. Phoenix. Sacramento. San Francisco. Seoul\*. Shanghai. Silicon Valley. Tallahassee. Tampa. Tel Aviv\*. Tokyo\*. Warsaw\*. Washington, D.C. Westchester County.

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# EXHIBIT F

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**DECLARATION OF DOUGLAS MCEACHERN**

I, Douglas McEachern, declare as follows:

1. I am a member of the Board of Directors of Reading International, Inc. ("RDI") and a former defendant in this action. I make this declaration of personal, firsthand knowledge, and if called and sworn as a witness, I could and would testify competently thereto.

2. In January 2018, I was served via counsel with a subpoena directing me to produce a variety of documents, including documents relating to the Board's meeting on December 29, 2017 at which the Board voted to ratify certain prior decisions of the Board of Directors and its Compensation Committee.

3. In response to that subpoena, I searched for and provided to my counsel all documents (including emails and attachments) that were in my possession, custody, or control relating to the Board's ratification vote and the December 29 meeting. It is my understanding that all such non-privileged ratification documents that were in my possession, custody, or control have been produced to Plaintiff.

4. I am informed that Plaintiff, in his Motion for Omnibus Relief, suggests that Board communications about ratification from earlier than December 2017 were improperly withheld from production. I do not have communications from prior to December 2017 relating to ratification in my possession, custody, or control. Nor am I aware of there being any such documents.

I declare under penalty of perjury under the laws of the State of Nevada that the foregoing is true and correct.

Executed on this 26 day of April, 2018, at Rancho Santa Fe, California.

  
Douglas McEachern

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# EXHIBIT G

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**DECLARATION OF JUDY CODDING**

I, Judy Coddling, declare as follows:

1. I am a member of the Board of Directors of Reading International, Inc. ("RDI") and a former defendant in this action. I make this declaration of personal, firsthand knowledge, and if called and sworn as a witness, I could and would testify competently thereto.


2. In January 2018, I was served via counsel with a subpoena directing me to produce a variety of documents, including documents relating to the Board's meeting on December 29, 2017 at which the Board voted to ratify certain prior decisions of the Board of Directors and its Compensation Committee.

3. In response to that subpoena, I searched for and provided to my counsel all documents (including emails and attachments) that were in my possession, custody, or control relating to the Board's ratification vote and the December 29 meeting. It is my understanding that all such non-privileged ratification documents that were in my possession, custody, or control have been produced to Plaintiff.

4. I am informed that Plaintiff, in his Motion for Omnibus Relief, suggests that Board communications about ratification from earlier than December 2017 were improperly withheld from production. I do not have communications from prior to December 2017 relating to ratification in my possession, custody, or control. Nor am I aware of there being any such documents.

I declare under penalty of perjury under the laws of the State of Nevada that the foregoing is true and correct.

Executed on this 26 day of April, 2018, at Los Angeles, California.

  
\_\_\_\_\_  
Judy Coddling

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# EXHIBIT H

---

1 **DECL**  
2 MARK E. FERRARIO, ESQ.  
(NV Bar No. 1625)  
3 KARA B. HENDRICKS, ESQ.  
(NV Bar No. 7743)  
4 TAMI D. COWDEN, ESQ.  
(NV Bar No. 8994)  
5 GREENBERG TRAURIG, LLP  
3773 Howard Hughes Parkway  
Suite 400 North  
6 Las Vegas, Nevada 89169  
Telephone: (702) 792-3773  
7 Facsimile: (702) 792-9002  
Email: ferrariom@gtlaw.com  
8 hendricksk@gtlaw.com  
cowdent@gtlaw.com

9 *Counsel for Reading International, Inc.*

10 **DISTRICT COURT**  
11 **CLARK COUNTY, NEVADA**

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

14 Plaintiff,

15 v.

16 MARGARET COTTER, et al,

17 Defendants.

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

**Coordinated with:**

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

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

**DECLARATION OF KARA B.  
HENDRICKS IN SUPPORT OF  
RDI'S OPPOSITION TO PLAINTIFF  
COTTER, JR.'S MOTION FOR  
OMNIBUS RELIEF**

**Hearing Date: April 30, 2018**  
**Hearing Time: 8:30**

22 In the Matter of the Estate of  
23 JAMES J. COTTER,  
24 Deceased.



JAMES J. COTTER, JR.,  
Plaintiff,  
v.  
READING INTERNATIONAL, INC., a  
Nevada corporation; DOES 1-100, and ROE  
ENTITIES, 1-100, inclusive,  
Defendants.

**DECLARATION OF KARA B. HENDRICKS**

I, Kara B. Hendricks, declare as follows:

1. I am an attorney licensed to practice law in the State of Nevada and a shareholder at Greenberg Traurig, LLP.
2. I serve as counsel or record to Reading International, Inc. ("RDI") in the above referenced matter and make this declaration in support of RDI's Opposition to Plaintiff Cotter, Jr.'s Motion for Omnibus Relief.
3. On January 12, 2018, Plaintiff propounded 18 document requests on RDI all of which were responded to on February 15, 2018 when RDI produced documents and an extensive privilege log.
4. Subsequent to RDI's production, I coordinated an additional search for electronic communication between Greenberg Traurig attorneys and staff working on RDI matters on the one hand and RDI Directors and general counsel Craig Tompkins on the other hand.
5. The date range utilized for the additional search was September 1, 2017 through December 10, 2017 and responsive emails were then searched for the use of the term *ratif*\*.

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1 6. Following the search, my team reviewed potentially responsive documents and did not  
2 locate any documents relating to ratification in the context of the what occurred at the  
3 December 29, 2017 Board meeting.

4 I declare under penalty of perjury under the laws of the State of Nevada that the foregoing  
5 is true and correct.

6 Executed on this 27<sup>th</sup> day of April, 2018.

7  
8 /s/ Kara B. Hendricks  
9 Kara B. Hendricks, Esq.  
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DISTRICT COURT  
CLARK COUNTY, NEVADA  
\* \* \* \* \*

• • • • •

# Transcript of Proceedings

**JA6699**

APPEARANCES:

FOR THE PLAINTIFF:

MARK G. KRUM, ESQ.  
STEVE L. MORRIS, ESQ.

FOR THE DEFENDANTS:

SHOSHANA E. BANNETT, ESQ.  
MARSHALL M. SEARCY, ESQ.  
CHRISTOPHER TAYBACK, ESQ.  
JAMES L. EDWARDS, ESQ.  
MARK E. FERRARIO, ESQ.

1 LAS VEGAS, NEVADA, MONDAY, APRIL 30, 2018, 9:04 A.M.

2 (Court was called to order)

3 THE COURT: Cotter.

4 Mr. Krum, why did you define "meeting" so narrowly?  
5 Why did you define "meeting" so narrowly?

6 MR. KRUM: We defined "meeting" because we didn't  
7 have the information that there was anything else going on.  
8 But it doesn't matter for purposes of the motion today,  
9 because we have other requests which the December 21  
10 [inaudible] is the ones that are -- created the issue are  
11 clearly responsive.

12 THE COURT: Okay. So you relied upon the  
13 representation that was made in court about the meetings that  
14 were occurring in December?

15 MR. KRUM: Well, no, Your Honor. I mean, the answer  
16 is sure, we understood that based on the motion that was made  
17 on the 27th the five dismissed directors had supposedly agreed  
18 what happened. What we actually know is Mr. Gould's assistant  
19 sent an email asking these matters be put on either the next  
20 board meeting, which was the 29th, or a special meeting. But  
21 we didn't miss it, Your Honor. Request Number 6 actually is  
22 exactly what we would have drafted had we known what we did  
23 not know.

24 Request Number 6 calls for all documents relating to  
25 the decision to call the meeting, which is the December 29

1 meeting, to ratify prior decisions. And the testimony, as we  
2 provided to you in the motion, was that the three members of  
3 the so-called special independent committee, Gould, Coddington,  
4 and McEachern, had a meeting on a day they couldn't identify,  
5 and they agreed at the meeting to do that. And the meeting  
6 minutes presumably say that, but they're completely redacted.

7 But there are other requests, Your Honor. But I  
8 don't need to go through them. So what happened is, as we now  
9 know from the opposition papers, that, unlike the minutes of  
10 the December 29 meeting which they were able to prepare in  
11 about five days and use a draft of the December 29 minutes as  
12 the basis for their motion for summary judgment, they didn't  
13 bring to bear the same case in preparing the minutes of the  
14 special independent committee of December 21. Mr. Bonner's  
15 declaration says he was busy and he didn't prepare them until  
16 January 24, he provided to Gould on January 30, and then he  
17 gets comments and provides them to Coddington and McEachern on  
18 the 10th.

19 Your Honor, they first produced the document, first  
20 produced documents and a privilege log on the 15th of  
21 February. There was no basis upon which to withhold the  
22 December 21 minutes, except for a claim of privilege. But  
23 they didn't log them. They simply withheld them. And all  
24 this talk in their opposition about what transpired  
25 subsequently doesn't really change the fact that they withheld

1 responsive documents. They didn't produce the document, they  
2 didn't log the document until April 12, Your Honor. That's  
3 after I requested it -- I didn't request it in McEachern's  
4 deposition, because he was unclear about what transpired. But  
5 later that day Ms. Coddling said, we had a special independent  
6 committee meeting a couple days before. And at that  
7 deposition I asked the lawyers present, Mr. Tayback and Mr.  
8 Ferrario, would you please produce those meeting minutes. And  
9 whether it was there -- there was some colloquy there or  
10 subsequently were they requested, the answer, sure they are  
11 and -- sure they are. And so nobody said to me they're not  
12 responsive. Nobody said, we're withholding them.

13           Approximately five or six days later I was in White  
14 Plains, New York, deposing Mr. Wrotniak, who's not a member of  
15 this committee. But at the end of that deposition I asked the  
16 lawyers present, it was Mr. Searcy in person and Ms. Hendricks  
17 telephonically, by the way, I asked at the last deposition for  
18 the meeting minutes of the special independent committee,  
19 would you produce them. Now, I had no idea that it was a  
20 meeting about ratification. Ms. Coddling said it was just --  
21 neither Coddling nor McEachern said they took any action. In  
22 fact, one of them, I think McEachern, suggested they didn't.  
23 So I'm like, well, fine, I'll get these minutes when Mr. Gould  
24 makes his production. Because the productions, Your Honor,  
25 were fairly consistent. Well, they weren't fairly consistent,

1 they were exactly the same.

2 GT made a production I think it was on the 15th of  
3 February, and a week or so later Quinn made a production. The  
4 only difference was that the Quinn productions included some  
5 nonresponsive documents they apparently want to use in the  
6 case. And there was three sets of documents. Nothing in  
7 those documents referenced this December 21 meeting. In fact,  
8 as you saw in the email correspondence between me and Ms.  
9 Hendricks, I understood that it was a December 27 meeting  
10 based on Ms. Coddington's testimony being more definitive. That  
11 is, of course, until I deposed Mr. Gould, who, like Mr.  
12 McEachern, placed it somewhere else in December, and, unlike  
13 either of them said, no, we formally acted, we formally acted  
14 at that special independent committee meeting and by, the way,  
15 there are minutes. And they then finalized. Well, apparently  
16 they hadn't been approved, but that's a process that they're  
17 holding off on for reasons that may or may not have to do with  
18 this case.

19 So what happened? I sat there and examined three  
20 different committee members, the first two of which don't  
21 really tell me what transpired. I asked for the minutes. The  
22 minutes are responsive to this and other requests. And  
23 nothing happens. I get nothing. And then, of course, we have  
24 a different issue with Mr. Gould's production.

25 THE COURT: Okay. I don't know how you accidentally



1 delete your entire in box, so let's talk about that.

2 MR. KRUM: We'll get to that. But, to the point,  
3 Your Honor, so what transpired on the ratification process was  
4 unknown to me until Mr. Gould's testimony April 5th, both in  
5 terms of chronology and in terms of what three of the five  
6 ratifying directors did. I spent a lot of time going through  
7 the privilege log, the only privilege log that was produced by  
8 any of the defendants, which was by GT, because there weren't  
9 any documents that told me anything about what transpired.  
10 Literally. You know, we said three different sets of  
11 documents, December 27 and 29, I think it was. So I spent a  
12 lot of time. And then I get -- and then I don't get the  
13 document.

14 You know, it's not conceivable to me that a lawyer  
15 could sit through all these depositions where I'm examining  
16 three different committee members giving three varying  
17 versions of what transpired when and not say, well, gee,  
18 should I double check and see if the minutes that Krum  
19 specifically requested are responsive, after they've made that  
20 decision to start with, Your Honor. That was the entire  
21 choreography. And, by the way, it wasn't --

22 THE COURT: I was never told about a special  
23 committee meeting. I was only told that the December 27th  
24 meeting occurred at which everybody ratified the actions of  
25 the directors who remain parties to this case.

1           MR. KRUM: Right. And, of course, the process is  
2 critical. The process is what it's all about, this process  
3 where some number of these five ratifiers took the time to  
4 make an informed decision and ratify a corporate decision.  
5 What did they do? What did they know? Whether or not they  
6 can make the case they're trying to make in their summary  
7 judgment motion depends on that. That's exactly why you said  
8 I needed discovery, figure out what happened.

9           THE COURT: So let me scoot back for a second. One  
10 of your motions today asks me to have an evidentiary hearing  
11 about what led up to the failure to produce this information  
12 and whether sanctions are appropriate as a result of that.  
13 Why do you think we should have an evidentiary hearing at this  
14 late date?

15           MR. KRUM: Well, I think it's easy, Your Honor. We  
16 don't need an evidentiary hearing. We think denying the  
17 motion for leave to renew their ratification summary judgment  
18 motion, grant the relief we request, which is preclude them  
19 from offering that as a defense at trial. Otherwise, what we  
20 have, Your Honor, if you don't think we need one and you're  
21 prepared to make those decisions, which I think you can and I  
22 think are appropriate, that's fine. I suggested to have an  
23 evidentiary hearing because sometimes that's what you seek to  
24 do to find out what happened in circumstances like this where  
25 the lawyers seem to have not have done what they are supposed

1 to have done.

2           The timing, Your Honor, is entirely their doing. We  
3 were here on January 8th. Mr. Ferrario made comments to the  
4 effect that he was going to be cooperative, they're going to  
5 be forthcoming, and he said, I don't speak for Mr. Tayback or  
6 Mr. Searcy, but they can say if they disagree. And he even in  
7 those comments talked about having the draft December 29 board  
8 minutes that were the basis for the motion approved and  
9 finalized.

10           So they were going to make this all happen, we're  
11 going to do it on an expedited basis. And not only did they  
12 not do that, they didn't produce one of the critical documents  
13 that we need to have and possess and know to obtain the  
14 discovery that you told them they had to provide before they  
15 could renew -- ask to renew their motion.

16           So do we need an evidentiary hearing? If we can't  
17 get ratification out of the case, Your Honor, we don't need  
18 one. But I know even, by the way, even it was an honest  
19 mistake and somehow the left hand didn't know what the right  
20 hand was doing, the lawyers weren't listening to me, what I  
21 said at the depositions, can you please produce those minutes.  
22 I've still been hamstrung. Three of the five ratifiers made a  
23 decision at a meeting that I didn't even know happened.

24           THE COURT: Me, either.

25           MR. KRUM: So --

1           THE COURT: And it was a week before trial -- two  
2 weeks before trial.

3           MR. KRUM: Well, as it turned out, Your Honor, the  
4 chronology of the directors was that the three, Gould,  
5 Coddling, and McEachern as members of the special independent  
6 committee, we now know had a meeting on December 21st of that  
7 committee.

8           THE COURT: I know that from the brief. Thank you.

9           All right. Guys, somebody want to say anything?

10          First, how do you accidentally delete your entire in  
11 box, and why on earth wasn't anyone informed about this  
12 meeting when Mr. Ferrario came in and said, hey, Judge, I win?  
13 He said that the first day when we getting ready to pick the  
14 jury.

15          MR. FERRARIO: We should have won. And we should  
16 win again. And this is a farce. And we'll explain why.

17          MS. BANNETT: Your Honor, I can't address that. I'm  
18 going to leave that to Mr. Ferrario, because we weren't even  
19 present for that -- or at least I wasn't present. So I don't  
20 know what happened in terms of any representations on that  
21 date.

22          But I can address Mr. Gould. And I want to start  
23 with Your Honor's question about how do you delete an in box.

24          THE COURT: No. How do you accidentally delete an in  
25 box.

1 MS. BANNETT: Accidentally delete an in box.

2 THE COURT: An entire in box. But not your out --  
3 but not your out box.

4 MS. BANNETT: Right. My client is not of a  
5 generation that is super accustomed to dealing with email,  
6 although he does use it in the course of his job. His in box  
7 generally consists of not very many emails. He says maybe  
8 about 10 or so emails were in his in box in total when he  
9 accidentally deleted it. So he regularly moves things out and  
10 files things. He had about 10 emails. He thinks about three  
11 of them were Reading related at that time. Beyond that he  
12 doesn't know.

13 THE COURT: He knows how to move them -- he knows  
14 how to move them into subfolders; right?

15 MS. BANNETT: He does, yes.

16 THE COURT: Okay. All right. So that's a little  
17 more adeptness with email than a lot of other people of that  
18 generation, and "of that generation" I'm going one generation  
19 above me.

20 MS. BANNETT: Yes. At least one generation.

21 THE COURT: Mr. Morris is very adept at email, too,  
22 and he's in that generation.

23 MS. BANNETT: I don't know whether he moves -- I  
24 have to say I don't know whether he moves them directly or  
25 sends them to his -- forwards them to his assistant to move.

1 THE COURT: But he knows how to do that. He knows  
2 how to preserve his emails.

3 MS. BANNETT: He at least forwards his email. Yes.  
4 And, like I said, this was not -- this was something that's  
5 inadvertent. He doesn't know what he did. So other than  
6 saying he went to delete one email and then he deleted the  
7 rest, he doesn't actually know what he did.

8 And I don't know if you've ever misfiled an email  
9 and not known where it's gone to, but I'm of a generation that  
10 grew up using email, and I did that just two days ago when I  
11 tried to forward an airline reservation to my assistant from  
12 my phone, pressed some button to -- I have no idea where that  
13 email is. Can't figure it out. I think that that's what  
14 happens.

15 But I think that the important thing to remember is  
16 that we're talking about what is likely three emails, maybe  
17 four emails total that --

18 THE COURT: About this meeting that I didn't know  
19 anything about right before our trial.

20 MS. BANNETT: No, I don't know that they were about  
21 the December 21st meeting. They may -- they could be about  
22 the December 27th meeting. Or I think it was the December  
23 29th meeting, actually. The email setting the meeting went  
24 out on December 27th.

25 So -- but we're talking about an extremely limited

1 number of emails in his in box. Everything that he sent  
2 relating to the topic of ratification was sent to either a  
3 party or --

4 THE COURT: No. Those would be things in his out  
5 box. See, when you send them they're in your out box. Your  
6 in box are things you receive from other people.

7 MS. BANNETT: Yes. Everything that was either sent  
8 or received relating to ratification came from or was copied  
9 to a party in the case and so should have been produced or can  
10 be pursued from a party. This isn't a case where this was the  
11 only copy of the email in existence or that it was purely  
12 internal communications with someone else at his firm. That's  
13 not the kind of communications that were talking about here.

14 THE COURT: Okay. Anything else you want to tell  
15 me?

16 MS. BANNETT: I think that the last point that I  
17 want to make is that I think that Mr. Krum has a very clear  
18 picture of what happened through the document discovery that  
19 he's conducted from my client and from the other directors and  
20 from the company and also from the depositions that he took  
21 where he asked whatever questions he wanted to ask. And he  
22 has a clear picture of what happened, when it happened, and  
23 the reasons that the directors voted for ratification. And  
24 it's not clear what additional information he's seeking at  
25 this point.

1 THE COURT: Okay.

2 MS. BANNETT: Do you have any further questions?

3 THE COURT: Not really.

4 Mr. Ferrario.

5 MR. FERRARIO: What do you want to talk about?

6 THE COURT: How come it takes so long to produce the  
7 minutes that you told me the day you came in and said, hey,  
8 Judge, it's all over, we win?

9 MR. FERRARIO: We have two separate committees,  
10 Judge. And you know what -- and Mr. Krum -- this is a farce.  
11 You want to what else you didn't know about going to trial?

12 THE COURT: What else don't I know about?

13 MR. FERRARIO: You want to know what else? They  
14 didn't pay their experts. I've got collection agents up --  
15 bugging one of my client's subsidiary's employees because they  
16 didn't pay their experts before trial. We're going to have to  
17 get into that little bit.

18 THE COURT: That's not fun.

19 MR. FERRARIO: Oh, that's not fun, is it, when we  
20 all of a sudden had to continue the trial. Just learned --  
21 but let's just -- let's put this back in perspective. The  
22 issue --

23 THE COURT: So are you saying Mr. Cotter really  
24 wasn't sick?

25 MR. FERRARIO: I don't know if Mr. Cotter was sick.



1           THE COURT: Because that would be bad if he wasn't  
2 really sick and I dismissed the jury based on an illness.

3           MR. FERRARIO: I don't know, okay. We were  
4 suspicious, but Your Honor took their affidavit at face value,  
5 that's it.

6           THE COURT: I had an affidavit from a doctor.

7           MR. FERRARIO: The next thing I know I've got a lot  
8 of weird stuff going on about not paying their experts, okay.  
9 So we could throw that out there.

10           But let's just get to this issue, because there's a  
11 special litigation committee. I have the minutes right here  
12 that Mr. Bonner -- I'm prepared to show these to Your Honor  
13 and you can see what we talked about at the committee.

14           THE COURT: If you want to submit them in an in-  
15 camera submission --

16           MR. FERRARIO: Absolutely.

17           THE COURT: -- that would be part of my record, I  
18 will. I'm not looking at it on your tablet, Mr. Ferrario.

19           MR. FERRARIO: Okay. Well, I would have had that,  
20 but I --

21           THE COURT: You've been through this before with  
22 other cases.

23           MR. FERRARIO: I have. I had kid duty this morning  
24 and I took the wrong car. My pleadings are in another car.

25           THE COURT: I left my phone at home and had to go

1 back home.

2 MR. FERRARIO: All right. I didn't want to go back  
3 home and be late. But that's neither here nor there.

4 So here's the issue. There's a special litigation  
5 committee, okay, that considers all sorts of things having to  
6 do with this case, an arbitration matter, and other related  
7 matters, okay. That's the committee we're talking about.  
8 That committee cannot bind the company. That committee cannot  
9 ratify. The board ratifies, okay. The ratification took  
10 place at the board meeting. Mr. Krum has set out in his  
11 pleadings a rather detailed history of what occurred here,  
12 okay. He knows exactly what occurred here. He knows the that  
13 issue came up in a form at the special litigation committee  
14 meeting. He knows when the ratification meeting took place.  
15 He knows what materials were considered at that meeting. He  
16 has deposed all these people. He has seen the documents.

17 And the other thing when he talks about process that  
18 is just glaringly omitted from his pleadings is every one of  
19 these people that are on the board were once sued by Mr. Krum  
20 and his client. Every one of these people lived the case.  
21 Every one of these people were deposed. Every one of these  
22 people knows what happened, knows the chronology, knows the  
23 facts, knows all of that, okay. So all this is at this point  
24 is an attempt by Mr. Krum to deprive my client and the board  
25 members of an opportunity that they have available under the

1 Nevada statute, to ratify an action even if --

2 THE COURT: The week before trial.

3 MR. FERRARIO: But, Your Honor, you and I talked --

4 THE COURT: I'm just sayin'.

5 MR. FERRARIO: We talked about that. That -- this  
6 was all occasioned as a result of your ruling.

7 THE COURT: Which means I may never grant summary  
8 judgment to anyone again ever.

9 MR. FERRARIO: Well, I don't think that's the case.  
10 I think -- you know, if Your Honor makes a ruling, it  
11 obviously impacts trial. It impacts all sorts of things.

12 THE COURT: This was a new one on me, though, Mr.  
13 Ferrario. I've done a lot of trials in my career, and this  
14 one was new. Very creative, but new.

15 MR. FERRARIO: But, Your Honor --

16 THE COURT: I'm not saying it's wrong, because I  
17 haven't heard the evidence yet.

18 MR. FERRARIO: That's all I wanted to hear is you  
19 not saying it's wrong.

20 THE COURT: How on earth -- so is the secret minutes  
21 of the December 21 --

22 MR. FERRARIO: They're not secret.

23 THE COURT: Wait. They're redacted.

24 MR. FERRARIO: They're right here.

25 THE COURT: I can't look at your tablet. Are the

1 redacted minutes of the December 21, 2017, special independent  
2 committee meeting solely about this case?

3 MR. FERRARIO: Let me read them.

4 No. There's -- and I have to be clear. Without a  
5 waiver, there's a discussion in here about possible  
6 resolution, but it involves more than this case.

7 THE COURT: So the probate case, the one in  
8 California?

9 MR. FERRARIO: It's more than that, Your Honor.  
10 There's all sorts of prongs to this, okay.

11 THE COURT: Okay. Well, but that's really all about  
12 this case for discovery purposes.

13 MR. FERRARIO: No.

14 THE COURT: When you guys asked me to take time off  
15 so you can go to California to try and settle this case and  
16 you're unsuccessful I know that they're related.

17 MR. FERRARIO: There were a lot of actions and there  
18 were discussions about let's call it a global settlement --

19 THE COURT: Okay.

20 MR. FERRARIO: -- an omnibus settlement.

21 THE COURT: So -- that's fine. So one of the  
22 requests is that I review those documents in camera. I am  
23 happy to review them in camera, but you have to submit them to  
24 me camera so I can then make a review.

25 MR. FERRARIO: I will.

1           THE COURT: I am inclined to set an evidentiary  
2 hearing related to the delay in the production of those  
3 minutes. Whether that hearing is one at which we will take  
4 witness testimony or not is one that I won't know until I see  
5 the minutes to see what they talk about. Since I've never  
6 seen them, I'm in a bit of a quandary.

7           I am declining to order Gould, Coddington, and  
8 McEachern to appear for further deposition, but reserve the  
9 right to have them physically appear for the evidentiary  
10 hearing.

11          MR. FERRARIO: That's fine, Your Honor. There's  
12 no --

13          THE COURT: Okay. So when do you want to do it?

14          MR. FERRARIO: There's no mystery here.

15          THE COURT: When do you want to do it?

16          MR. FERRARIO: I'll do it tomorrow. I'll do it --

17          THE COURT: Okay.

18          MR. FERRARIO: -- this afternoon. I could care  
19 less.

20          THE COURT: All right. What time do you want to  
21 start?

22          Ms. Brown, how long are we going to be with your  
23 settlement conference today?

24          MS. BROWN: Hopefully all day, Your Honor.

25          THE COURT: So we can't do it today.

1 MR. FERRARIO: Do you want me to bring Mr. Bonner  
2 over? Do you want to talk to Mike?

3 THE COURT: You want to do it later in the week?

4 MR. FERRARIO: No. If he's here, I'll bring him  
5 over this afternoon.

6 THE COURT: No. I'm doing a settlement conference  
7 this afternoon.

8 MR. FERRARIO: Oh. Give us a date. But let's get  
9 this done, because it's much ado about nothing. And all this  
10 is they want to avoid what the Nevada statute mandates this  
11 Court to do. And this is a half-baked attempt to create a  
12 discovery dispute where none exists.

13 THE COURT: And it may be that none exists.

14 MR. FERRARIO: That's all this is.

15 THE COURT: But the fact that I never heard about  
16 this special committee meeting prior to this motion practice  
17 is of concern to me.

18 MR. FERRARIO: Why? It was a special litigation  
19 committee that considers all sorts of things, as you will see  
20 when I give you the minutes.

21 THE COURT: Okay.

22 MR. KRUM: Well, Your Honor, I don't know how he --

23 THE COURT: So I'm scheduling an evidentiary  
24 hearing.

25 MR. KRUM: Yes. I'm sorry, Your Honor.

1 THE COURT: So I have a case called Nuveda that has  
2 an evidentiary hearing Wednesday, Thursday, and Friday, but  
3 the following week I have time.

4 MR. KRUM: Next week, Your Honor.

5 THE COURT: Next week?

6 MR. FERRARIO: Oh. We can't do it this week?

7 THE COURT: I could, but I have another evidentiary  
8 hearing on enforcement of a settlement on Wednesday, Thursday,  
9 and Friday.

10 MR. FERRARIO: All right. What days next week, Your  
11 Honor?

12 THE COURT: I think any day.

13 Right, Dulce? Except Tuesday afternoon when I have  
14 to do my Mental Health Court duty.

15 MR. FERRARIO: We'll only need I would say an hour  
16 or so.

17 THE COURT: Huh-uh. Never happen.

18 MR. FERRARIO: Two hours?

19 MR. KRUM: My suggestion is Wednesday, Your Honor.

20 THE COURT: In the afternoon.

21 MR. FERRARIO: Wednesday of the 9th?

22 THE COURT: Everybody okay on Wednesday, the 9th?  
23 Starting at what time?

24 MR. FERRARIO: Your Honor, that day is horrible.

25 THE COURT: Okay. Thought you said you wanted to do

1 this.

2 MR. FERRARIO: I did. I wanted to do it today.

3 THE COURT: Well, I can't. I'm doing a settlement  
4 conference that's apparently all day.

5 MR. FERRARIO: Can we do Tuesday?

6 THE COURT: In the morning.

7 MR. FERRARIO: Tuesday in the morning. That'll  
8 work.

9 MR. KRUM: Your Honor, Tuesday's fine. I'd like to  
10 start and finish, because I'm travelling in for that.

11 THE COURT: I have to take a break to do my Mental  
12 Health Court duties. They don't always take a long time; it  
13 depends on how many people need to be terminated from Mental  
14 Health Court.

15 THE CLERK: Mental Health is dark.

16 THE COURT: Mental Health is dark that day.  
17 Apparently I have all day on May 8th for you.

18 MR. KRUM: Well, then we'll take May 8th. But, Your  
19 Honor, if you would, please. I don't understand who you have  
20 -- who you expect to have testify and that sort of thing.

21 THE COURT: Well, if somebody thinks it would be  
22 important for me to hear from Gould, Coddling, and McEachern  
23 about why the minutes weren't produced in a timely fashion --  
24 I'm not sure they're really the people who answer those  
25 questions -- then they will need to come. I'm not going to



1 let you take their deposition again. I assume that Mr. Bonner  
2 will be here to explain to me what the hell happened.

3 MR. KRUM: Mr. Bonner and Mr. Ferrario were both at  
4 the December 11 meeting, I believe.

5 THE COURT: Well, and Mr. Ferrario's going to be  
6 here. I'm not sure I'm going to make him testify to explain  
7 what happened, but he's going to be here to argue why he did  
8 it as fast as humanly possible.

9 MR. FERRARIO: I don't prepare minutes.

10 THE COURT: I'm aware of that. I don't know that  
11 you even prepare orders.

12 MR. FERRARIO: I have done that.

13 THE COURT: Have you done that in your history?

14 So I am going to reserve ruling -- or I'm going to  
15 continue all of the motions that are on today to May 8th, and  
16 I will see you starting at -- how about 9:00? Can we do 9:00  
17 o'clock?

18 MR. KRUM: Yes.

19 MR. FERRARIO: That'll work.

20 MR. KRUM: Thank you.

21 MR. FERRARIO: Thank you, Your Honor.

22 THE COURT: We won't know what courtroom we'll be in  
23 until I see you.

24 MR. FERRARIO: And I'll submit the email prior to  
25 the hearing; right?

1 THE COURT: It comes in a sealed envelope --

2 MR. FERRARIO: Yeah.

3 THE COURT: -- and it needs to be marked "For In-  
4 Camera Submission." The face sheet of what you're giving me  
5 needs to be served on all parties, and then I will look at it.

6 MR. FERRARIO: Okay.

7 THE PROCEEDINGS CONCLUDED AT 9:30 A.M.

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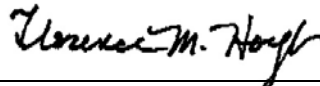
**CERTIFICATION**

I CERTIFY THAT THE FOREGOING IS A CORRECT TRANSCRIPT FROM THE AUDIO-VISUAL RECORDING OF THE PROCEEDINGS IN THE ABOVE-ENTITLED MATTER.

**AFFIRMATION**

I AFFIRM THAT THIS TRANSCRIPT DOES NOT CONTAIN THE SOCIAL SECURITY OR TAX IDENTIFICATION NUMBER OF ANY PERSON OR ENTITY.

**FLORENCE HOYT  
Las Vegas, Nevada 89146**



\_\_\_\_\_  
FLORENCE M. HOYT, TRANSCRIBER

4/30/18

\_\_\_\_\_  
DATE

*Steven D. Grierson*

**DISTRICT COURT  
CLARK COUNTY, NEVADA**

JAMES COTTER, JR. ET AL,

Plaintiff(s),

vs

MARGARET COTTER, ET AL,

Defendant(s),

READING INTERNATIONAL, INC,

Nominal Defendant.

AND ALL COORDINATED MATTERS.

Case No. 15 A 719860

Coordinated With;

16-A-735305

14-P-082942

Dept. No. XI

**2<sup>nd</sup> AMENDED ORDER SETTING CIVIL JURY TRIAL,  
PRE-TRIAL CONFERENCE AND CALENDAR CALL**

**IT IS HEREBY FURTHER ORDERED THAT:**

A. The above entitled case is set to be tried to a jury on a Five week stack to begin,

**June 25, 2018 at 1:30p.m.**

B. A calendar call will be held on Monday, **June 18, 2018 at 8:15a.m.** Parties

must bring to Calendar Call the following:

- (1) Typed exhibit lists;
- (2) List of depositions;
- (3) List of equipment needed for trial, including audiovisual equipment;<sup>1</sup> and
- (4) Courtesy copies of any legal briefs on trial issues.

If counsel anticipate the need for audio visual equipment during the trial, a request must be submitted to

the District Courts AV department following the calendar call. You can reach the AV Dept at 671-3300 or via E-

Mail at [CourtHelpDesk@ClarkCountyCourts.us](mailto:CourtHelpDesk@ClarkCountyCourts.us)

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MAY 04 2018

CLERK OF THE COURT

1 The Final Pretrial Conference will be set at the time of the Calendar Call.

2 C. A Pre-Trial Conference with the designated attorney and/or parties in proper person  
3 will be held on Monday, **May 21, 2018 at 8:30a.m.**  
4

5 D. The Pre-Trial Memorandum must be filed no later than **May 18, 2018**, with a  
6 courtesy copy delivered to Department XI. All parties, (Attorneys and parties in proper person)  
7 **MUST** comply with **All REQUIREMENTS** of E.D.C.R. 2.67, 2.68 and 2.69. Counsel should include  
8 in the Memorandum an identification of orders on all motions in limine or motions for partial  
9 summary judgment previously made, a summary of any anticipated legal issues remaining, a brief  
10 summary of the opinions to be offered by any witness to be called to offer opinion testimony as well as  
11 any objections to the opinion testimony.  
12

13 E. All original depositions anticipated to be used in any manner during the trial must be  
14 delivered to the clerk prior to the final Pre-Trial Conference. If deposition testimony is anticipated to  
15 be used in lieu of live testimony, a designation (by page/line citation) of the portions of the testimony  
16 to be offered must be filed and served by facsimile or hand, two (2) judicial days prior to the final Pre-  
17 Trial Conference. Any objections or counterdesignations (by page/line citation) of testimony must be  
18 filed and served by facsimile or hand, one (1) judicial day prior to the final Pre-Trial Conference  
19 commencement. Counsel shall advise the clerk prior to publication.  
20

21 F. In accordance with EDCR 2.67, counsel shall meet, review, and discuss exhibits. All  
22 exhibits must comply with EDCR 2.27. Two (2) sets must be three hole punched placed in three ring  
23 binders along with the exhibit list. The sets must be delivered to the clerk prior to the final Pre-Trial  
24 Conference. Any demonstrative exhibits including exemplars anticipated to be used must be disclosed  
25 prior to the calendar call. Pursuant to EDCR 2.68, at the final Pre-Trial Conference, counsel shall be  
26 prepared to stipulate or make specific objections to individual proposed exhibits. Unless otherwise  
27 agreed to by the parties, demonstrative exhibits are marked for identification but not admitted into  
28 evidence.

1 G. In accordance with EDCR 2.67, counsel shall meet, review, and discuss items to be  
2 included in the Jury Notebook. Pursuant to EDCR 2.68, at the final Pre-Trial Conference, counsel shall  
3 be prepared to stipulate or make specific objections to items to be included in the Jury Notebook.

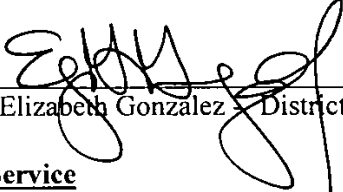
4 H. In accordance with EDCR 2.67, counsel shall meet and discuss preinstructions to the  
5 jury, jury instructions, special interrogatories, if requested, and verdict forms. Each side shall provide  
6 the Court, at the final Pre-Trial Conference, an agreed set of jury instructions and proposed form of  
7 verdict along with any additional proposed jury instructions with an electronic copy in Word format.

9 I. In accordance with EDCR 7.70, counsel shall file and serve by facsimile or hand, two  
10 (2) judicial days prior to the final Pre-Trial Conference voir dire proposed to be conducted pursuant to  
11 conducted pursuant to EDCR 2.68.

12 **Failure of the designated trial attorney or any party appearing in proper person to**  
13 **appear for any court appearances or to comply with this Order shall result in any of the**  
14 **following: (1) dismissal of the action (2) default judgment; (3) monetary sanctions; (4) vacation**  
15 **of trial date; and/or any other appropriate remedy or sanction.**  
16

17 Counsel is required to advise the Court immediately when the case settles or is otherwise  
18 resolved prior to trial. A stipulation which terminates a case by dismissal shall also indicate whether a  
19 Scheduling Order has been filed and, if a trial date has been set, the date of that trial. A copy should  
20 be given to Chambers.

DATED this 4<sup>th</sup> day of May, 2018.

21  
22  
23   
24 Elizabeth Gonzalez District Court Judge

25 **Certificate of Service**

26 I hereby certify that on or about the date filed, this document was Electronically  
27 Served to the Counsel on Record on the Clark County E-File Electronic Service List:

28 James L Edwards, Esq. (Cohen Johnson, et al)  
Mark E Ferrario, Esq. (Greenberg Traurig)  
Steve Morris, Esq. (Morris Law Group)

  
Dan Kutinac

DISTRICT COURT  
CLARK COUNTY, NEVADA  
\* \* \* \* \*

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# Transcript of Proceedings

**JA6727**

APPEARANCES:

FOR THE PLAINTIFF:

MARK G. KRUM, ESQ.  
STEVE L. MORRIS, ESQ.  
AKKE LEVIN, ESQ.

FOR THE DEFENDANTS:

SHOSHANA E. BANNETT, ESQ.  
MARSHALL SEARCY, ESQ.  
KEVIN M. JOHNSON, ESQ.  
MARK E. FERRARIO, ESQ.  
KARA B. HENDRICKS, ESQ.



1 LAS VEGAS, NEVADA, WEDNESDAY, MAY 2, 2018, 2:15 P.M.

2 (Court was called to order)

3 THE COURT: Are we ready? So are we going to call a  
4 witness first, or are we going to do something else first?

5 MR. FERRARIO: Well, we have Mr. Gould standing by  
6 via video link. And I would think that --

7 THE COURT: Do you have the exhibits?

8 MR. FERRARIO: We do. And Ms. Bannett will be  
9 handling that, Your Honor. I know you don't like opening  
10 statements on things like this, so if you want to get --

11 THE COURT: It's not that I don't like them. I  
12 don't need them.

13 MR. FERRARIO: Okay. Well, you don't need them.

14 THE COURT: And I heard a rumor that Mr. Tayback got  
15 stuck in an airport somewhere. But you're here, Mr. Searcy.

16 MR. SEARCY: He's stuck in Burbank, but I came in  
17 the night before. He wanted to be here in case there were  
18 scheduling issues, but I've got it covered, Your Honor.

19 THE COURT: You've got it covered?

20 MR. SEARCY: I've got it covered.

21 THE COURT: I'm so glad to hear that.

22 MR. FERRARIO: And, Your Honor --

23 THE COURT: I can't do video and a call in both. I  
24 can only do one or the other.

25 MR. SEARCY: I tried to tell him that.

1 MR. FERRARIO: This will come up, and I'll let Ms.  
2 Bannett speak to this further, but following your questioning  
3 and some of the surprise you expressed on --

4 THE COURT: About which subject?

5 MR. FERRARIO: Monday about --

6 THE COURT: Deleting in boxes?

7 MR. FERRARIO: -- deleting an in box and not being  
8 able to retrieve it. Renewed efforts were undertaken, perhaps  
9 more pointed questions asked, and Mr. Gould was able to  
10 retrieve some material. And --

11 THE COURT: Amazing.

12 MR. FERRARIO: -- Ms. Bannett will get to -- look,  
13 it happens. And you will see Mr. Gould is of that generation  
14 that's older than you and I, and -- at any rate, what we --  
15 we've been going through it, and I feel comfortable in telling  
16 the Court based on what I've seen now, and I don't think  
17 anything will surprise us, all the material that we recovered  
18 was produced by either the company or it's on a company  
19 privilege log or by one of the other parties. I don't think  
20 there's anything new that was retrieved. But we were able to  
21 retrieve it, okay. I wasn't, but Ms. Bannett was. And I'll  
22 let her speak to that, Your Honor.

23 THE COURT: Okay. Ms. Levin.

24 MS. LEVIN: Yeah. We just want to raise our  
25 objection on this. We received an email from Ms. Bannett at

1 11:18, late morning, about further production. The documents  
2 that we received were ones already produced. But, more  
3 importantly, we were told that they were going to provide us  
4 with a supplemental privilege log but not today, not until  
5 after the hearing. And our problem is that we won't be able  
6 to test Mr. Gould's testimony as against those privilege log  
7 entries that we haven't seen. So we are taking the position  
8 that this -- we don't believe we can make a determination  
9 today as to what he will testify to, because we haven't had an  
10 opportunity to see those privilege log entries. And we would  
11 say that, you know, we would reserve the right to depose him  
12 further on those entries.

13 THE COURT: Well, that's something you've asked for  
14 in your motion, and I haven't made a determination on what  
15 relief I'm going to give you in your motion yet other than  
16 scheduling this evidentiary hearing.

17 MR. FERRARIO: Your Honor, we are in no way, shape,  
18 or form trying to impede, you know, a full examination of Mr.  
19 Gould. This happened. We responded as quickly as we could.  
20 He stayed up till 3:00 in the morning get all this together.  
21 I think -- we haven't gone through all of the privileged  
22 documents and all the privilege logs, but I suspect that most  
23 everything will have been on the company privilege log. There  
24 may be one or two additional documents. I can tell the Court  
25 from my brief review of these materials -- and I think Ms.

1 Levin indicated that most of them have already been -- I think  
2 all of them have been produced -- a lot of them are like  
3 calendar entry things that you get that says, we're going to  
4 have a meeting or a call at some point in time, those kind of  
5 things. Now, that probably won't appear on a privilege log,  
6 but there's some other stuff.

7 But the bottom line is what we suspected. There  
8 will be no prejudice. But, again, if the Court determines  
9 that Mr. Gould needs to be redeposed, then, you know, we  
10 understand that. The other thing I would point out is they  
11 haven't challenged any of the privilege logs to this point, so  
12 I don't know that that's really much of an issue. And Your  
13 Honor looked at the meeting minutes this morning and  
14 determined that was a proper --

15 THE COURT: Two pages of documents. I sustained the  
16 redactions.

17 MR. FERRARIO: Exactly. So with that, I'll let Ms.  
18 Bannett go, and we'll call Mr. Gould.

19 THE COURT: Ms. Levin, did you have anything else  
20 you wanted to add before I go to the witness?

21 MS. LEVIN: I just wanted to raise one point, is  
22 that the -- it still doesn't resolve the issue that some of  
23 these emails that Mr. Gould disclosed on his first  
24 supplemental privilege log were not logged by GT on its RDI  
25 log. So we still haven't resolved that issue.

1           And so we want to preserve all rights, because it  
2 seems that the story also with respect to what was able to be  
3 retrieved keeps changing, and we just want to make sure that  
4 we get all the documents --

5           THE COURT: You got that.

6           MS. LEVIN: Okay.

7           THE COURT: If you couldn't find documents on Monday  
8 because they were so unavailable and then I expressed  
9 disbelief and they amazingly appear, that is suspicious.

10          MR. KRUM: One other thing, Your Honor, just to be  
11 -- to correct the record. We did challenge the adequacy of  
12 the privilege logs, both the original and the supplemental log  
13 provided by Mr. Gould.

14          THE COURT: Okay. Ms. Hendricks.

15          MS. HENDRICKS: I wanted to address the issue that  
16 Ms. Levin raised regarding GT's log and the log that Mr. Gould  
17 produced last week. We did cross-reference it. There's  
18 really two reasons that there are some discrepancies, one  
19 being for RDI's privilege log if things were nonresponsive to  
20 the requests propounded on RDI, those emails are not on our  
21 privilege log. And some of those -- the communication that  
22 Mr. Gould identified was not on there because it wasn't  
23 relevant to the [inaudible] RDI's privilege.

24          The second issue is everything appeared to be on  
25 email chains, except maybe one or two documents that had

1 already been produced. So the email chain where the  
2 communication started between the parties is on RDI's  
3 privilege log. When Mr. Krum asked us to de-dupe the  
4 privilege log about 150 entries were removed. And I believe  
5 some of that got caught up when that happened. But the email  
6 chain itself has been identified previously.

7 THE COURT: Okay. Are we ready to go to the  
8 witness?

9 MS. BANNETT: It depends however Your Honor wants to  
10 do it. I would like at some point to explain what we did to  
11 get the documents --

12 THE COURT: Miraculously the documents are no longer  
13 lost between Monday and Wednesday?

14 MS. BANNETT: Yes. And Mr. Gould will address to  
15 the extent that he can. But obviously I also had a role. So  
16 I don't know if you want me to talk about my role to start.

17 THE COURT: Why would I want to ask you that now  
18 when I have a witness who's waiting for us to ask questions?

19 MS. BANNETT: Then, Your Honor --

20 THE COURT: Let me go back to my question. Do you  
21 have exhibits? Where are they?

22 MR. FERRARIO: Yes. We've given them to Dulce.

23 THE COURT: I'm looking for the ones that Mr. Gould  
24 has.

25 MS. BANNETT: I believe he has them -- I believe he

1 has them all.

2 THE COURT: What did you send him?

3 MR. FERRARIO: What you have in your hand --

4 THE COURT: Who sent him the documents?

5 Ms. Hendricks, what did you send him?

6 MS. HENDRICKS: [Inaudible].

7 MR. FERRARIO: What do you mean? Don't trust me?

8 THE COURT: No.

9 MS. HENDRICKS: Sent him the notes. You've got --  
10 the two sets you have in front of you are what were sent to  
11 Mr. Gould. So we forwarded it to the Court, and then  
12 forwarded it to --

13 THE COURT: So I have two sets of documents, one  
14 called Plaintiff's Proposed Exhibits for Evidentiary Hearing,  
15 which appear to have -- are they sequential Bates numbers, Mr.  
16 Krum?

17 MR. KRUM: No.

18 THE COURT: No, they're not sequential. So those  
19 would be P-1 through P-5. And then I have those that are  
20 Defendants' Proposed Exhibits for Evidentiary Hearing, and  
21 these are A through D, and they appear to be sequentially  
22 numbered.

23 MS. HENDRICKS: Correct, Your Honor. The only thing  
24 I would bring to your attention is they were not marked with  
25 exhibit numbers before they were sent to Mr. Gould, so --

1 THE COURT: And that's why I said Bates numbers.

2 MS. HENDRICKS: We do have somebody with Mr. Gould  
3 that is going to help him find the right documents and get the  
4 exhibits in front of him, so they'll --

5 MR. FERRARIO: And, Your Honor, you will see I've  
6 got, for example, Mr. Bonner's declaration which is already  
7 part of the record. But having been in front of you on other  
8 hearings like this, you I think want us to reintroduce it  
9 here. So that's what we're --

10 THE COURT: I want you to introduce it here, because  
11 it's not introduced when it's filed with a brief.

12 MR. FERRARIO: Thank you.

13 THE COURT: Okay. Did you want to ask Mr. Gould  
14 some questions?

15 MS. BANNETT: I do.

16 THE COURT: How do I get Mr. Gould on the camera,  
17 Jill?

18 MR. KRUM: There he is.

19 THE COURT: Mr. Gould, how are you?

20 MR. GOULD: I'm fine, thank you.

21 THE COURT: Can you hear me okay?

22 MR. GOULD: Yes, I can.

23 THE COURT: The lawyers have microphones in front of  
24 them, but sometimes you won't be able to hear them. I'm going  
25 to ask them to stand near a microphone and keep their voice



1 up. Our cameras do automatically go to folks when they speak,  
2 so if someone makes an objection, please remember I need you  
3 to pause for a minute before you answer so I can rule on their  
4 objection. Okay? Is that okay, sir? Sir, can you hear me?

5 MR. GOULD: Oh. You were talking to me? I --

6 THE COURT: Yes.

7 MR. GOULD: Oh. Yes, that's fine.

8 THE COURT: Okay. Can you raise your right hand so  
9 I can swear you in, please. Sir, are you agreeing to be sworn  
10 by my clerk over the video line?

11 MR. GOULD: Yes.

12 THE COURT: Okay.

13 WILLIAM GOULD, A DEFENDANT HEREIN, SWORN

14 THE CLERK: Thank you. Please state and spell your  
15 name for the record.

16 THE WITNESS: My name is William Gould, G-O-U-L-D.

17 THE COURT: You may proceed, Counsel. Please  
18 remember to keep your voice up.

19 MS. BANNETT: Thank you for the reminder, Your  
20 Honor.

21 DIRECT EXAMINATION

22 BY MS. BANNETT:

23 Q Mr. Gould, good afternoon.

24 A Good afternoon to you.

25 Q Did you receive a subpoena duces tecum from the

1 plaintiff in January of this year?

2 A Yes, I did.

3 Q And what did you do to collect documents when you  
4 received the subpoena?

5 A I asked my secretary to collect all the documents  
6 that were responsive to the subpoena.

7 Q And were you able to collect at that time all of the  
8 documents that you sent or received relating to ratification?

9 MR. KRUM: Objection. Foundation.

10 THE COURT: Overruled. You can answer.

11 THE WITNESS: Okay. Well, I was concerned about one  
12 thing, and that is about a few months ago I was trying to mess  
13 around with my computer and delete a few things, and I must  
14 have pressed a button that completely eliminated my in box.  
15 And I tried to get it back. I couldn't do it. And then I  
16 asked my secretary, who's more well versed in these kinds of  
17 things than I am, to help me, and she couldn't do it.

18 So I called in the IT Department. They came in,  
19 they fiddled with my computer for about 20 minutes, and  
20 finally they said, no, you can't get those back, we cannot get  
21 you those emails back.

22 So I think there may have been some -- probably were  
23 some Reading emails on that in box.

24 BY MS. BANNETT:

25 Q Mr. Gould, how did you accidentally delete your in

1 box?

2 A I don't know. I have no idea what happened. It's a  
3 mystery to me.

4 Q After the hearing do you remember that I called you  
5 and told you that the Judge was very surprised that these  
6 emails couldn't be recovered?

7 A Yes, I do.

8 Q And what did you do after that phone call?

9 A Well, after that phone call it disturbed me, because  
10 apparently a lot of people in the courtroom were skeptical of  
11 the story. So I went back to the IT Department and I asked  
12 them, there has to be some way that this -- these things can  
13 be produced -- excuse me, somehow brought back. And they  
14 said, no, we told you before, nothing has changed, can't do  
15 it. Then after discussion they finally came back and said  
16 that they actually could get these emails back.

17 Q And did they tell you what it was technically that  
18 they were going to?

19 A No. On the technical side I couldn't understand  
20 that part of it, but I did have them get in touch with you to  
21 go over why this was able to be done.

22 MS. BANNETT: No further questions at this time.

23 THE COURT: Mr. Krum, cross-examination?

24 //

25 //

1 CROSS-EXAMINATION

2 BY MR. KRUM:

3 Q Good afternoon, Mr. Gould.

4 A Good afternoon, you.

5 Q When did you lose your emails, meaning when did you  
6 delete your in box?

7 A You know, I don't -- I don't actually remember the  
8 exact time, but I think it was -- must have been, oh, maybe  
9 two or three months ago.

10 Q Is there some means by which you could determine the  
11 exact time?

12 A I don't know. I'll ask if there's a way -- probably  
13 there would be. I don't know.

14 Q Was it also in the same time range, two or three  
15 months ago, that your IT Department first told you that the  
16 emails could not be retrieved?

17 A Yes, it was.

18 Q Is there any reason a person from your IT Department  
19 could not testify in this proceeding?

20 A No. They're standing by, ready to testify if you  
21 would like to hear them.

22 Q Do you have any documents that reflect your request  
23 to them and their efforts to retrieve your emails?

24 A No. This was all done orally. I mean, we had this  
25 conversation and, you know, I grilled them, and they said they

1 just couldn't do it. And I'm not -- I don't know enough about  
2 technology and modern developments, but I take them at their  
3 word.

4 Q Do you recall that the subpoena directed to you was  
5 served on or about January 12, 2018?

6 A Yes.

7 Q Were your emails -- was your in box deleted before  
8 or after that?

9 A After that, I would think. My recollection, after  
10 that.

11 Q When did you first communicate with your secretary  
12 about retrieving documents responsive to that subpoena?

13 A Shortly after I discovered that my email for that  
14 particular day had gone away I call to tell her that, because  
15 I knew that there might be some Reading emails on there and  
16 that she should know that.

17 Q So your testimony, Mr. Gould, is that you had asked  
18 her to retrieve documents responsive to the subpoena you  
19 received on or about January 12 prior to when you deleted your  
20 in box?

21 A I'm not sure about the sequence of timing, but I'm  
22 -- I really don't know. I'm not sure about that.

23 Q Do you know when she began looking for documents  
24 responsive to that subpoena?

25 A When you say she you mean my secretary?

1 Q Well, that's who did it; right?

2 A Right. I just wanted to make sure that's what you  
3 were referring to.

4 Q Yes.

5 A Would you repeat that question.

6 Q Of course. When did your secretary begin looking  
7 for documents responsive to the subpoena you received on or  
8 about January 12th?

9 A I believe it was shortly after I received the  
10 subpoena.

11 Q So your best understanding is that she began the  
12 search for documents responsive to that subpoena before you  
13 deleted your in box?

14 A Not sure.

15 Q Do you have any understanding, Mr. Gould, as to why  
16 it was nobody searched your sent email box prior to the  
17 hearing in this case?

18 A Yes, I do.

19 Q What happened?

20 A What happened was the question posed to the IT  
21 people was, can you recover those emails. And they focused on  
22 that particular thing and they said, no, we can't recover  
23 them. Later it turned out that they could recover both my in  
24 box and my outgoing emails, and at that point what had  
25 happened was just a misunderstanding on the scope of what they

1 were looking at.

2 Q Is it your testimony that the misunderstanding was  
3 on the part of your secretary?

4 A Not necessarily. I would blame it more -- the  
5 misunderstanding on both my secretary and I and the IT  
6 Department. You know, we weren't asking them -- you know,  
7 they knew we wanted these memos -- or these emails back, and,  
8 in fairness, we just asked them, is there any way to retrieve  
9 these emails. What happened here is it turns out there's  
10 another way to retrieve them other than going back and trying  
11 to get the actual deleted emails.

12 Q When did you first tell your lawyers at Bird Marella  
13 about the deleted in box?

14 A It was not too long after the deletion occurred.

15 Q So you would put that in the two to three months ago  
16 time frame?

17 A Yes. Or maybe -- yeah, that's about right.

18 Q At any point in time after you deleted your in box,  
19 Mr. Gould, did you have any discussions about engaging an  
20 outside IT person to do what your law firm IT Department had  
21 initially told you could not be done, which is to recover  
22 those deleted emails?

23 A No. We hadn't considered that.

24 MR. KRUM: I have no further questions, Your Honor.

25 THE COURT: Thank you.

1           Anyone else have any questions for Mr. Gould?  
2           Hold on, sir. They're consulting.  
3           MS. BANNETT: I don't believe so.  
4           THE COURT: All right. Thank you, sir. We  
5 appreciate your time. Have a nice afternoon. We're going to  
6 close the video link.  
7           THE WITNESS: Thank you, Your Honor.  
8           THE COURT: Who's your next witness?  
9           MR. FERRARIO: Mike Bonner.  
10          THE COURT: Mr. Bonner, come on up.  
11          MICHAEL J. BONNER, ESQ., DEFENDANTS' WITNESS, SWORN  
12          THE CLERK: Thank you. Please be seated. Please  
13 state and spell your name for the record.  
14          THE WITNESS: My name is Michael J. Bonner. Last  
15 name is Bonner.  
16          MR. FERRARIO: Can I dispense with background?  
17          THE COURT: Mr. Bonner, you're an attorney; right?  
18 Been an attorney for 30 years or so?  
19          THE WITNESS: Yes, Your Honor.  
20          THE COURT: Okay. Keep going.  
21          MR. FERRARIO: I was going to ask him what he got in  
22 -- what grades he got in law school, but I won't do that.  
23          THE COURT: Thank you, Mr. Ferrario.  
24        //  
25        //



DIRECT EXAMINATION

BY MR. FERRARIO:

Q Mr. Bonner, you currently work at Greenberg Traurig; correct?

A Yes.

Q And is a company called Reading International a client?

A Yes. It's a client of our firm.

Q Okay. And are you the principal contact for that client?

A Yes.

Q Okay. And in your capacity as a lawyer for that client do you get involved with something called the special independent committee of the board of directors of Reading International, Inc.?

A Yes.

Q Okay. Can you tell the Court a little bit about that committee, how it came into existence and what its purpose is.

A Yes. Board of directors of Reading formed the special independent committee in August of 2017. It was formed to consist of independent directors only to allow an independent committee separate from the Cotter directors to overview, oversee, and take a supervisory position, if you will, with respect to the various litigation involving the

1 Cotter's, including the derivative litigation, the James  
2 Cotter, Jr., employment litigation, the Trust, the Cotter  
3 Family Trust litigation in California, and related similar  
4 matters.

5 THE COURT: And the probate case here in Nevada.

6 THE WITNESS: Yes, Your Honor.

7 MR. FERRARIO: That's true.

8 BY MR. FERRARIO:

9 Q And who are the members of that committee?

10 A Member of the committee are William Gould, who's the  
11 chairman; Judy Coddington; and Douglas McEachern.

12 MR. FERRARIO: Your Honor, I'd like to show the  
13 witness Exhibit B. May I approach?

14 THE COURT: Yes.

15 Sir, this is not our usual organized set of binders.  
16 Mr. Ferrario's hopefully going to get you to the right  
17 document. I think it's your declaration.

18 MR. FERRARIO: We're going to pass the dec. We're  
19 going to go back to [inaudible].

20 THE COURT: All right. So we're going to do  
21 minutes. The redacted version?

22 MR. FERRARIO: We're going to go to the charter.

23 THE COURT: The charter.

24 BY MR. FERRARIO:

25 Q Do you recognize what I've put in front of you as

1 Exhibit B?

2 A Yes.

3 Q And what is that?

4 A It's a copy of the charter of the special  
5 independent committee of the board of directors of Reading  
6 International, Inc.

7 MR. KRUM: I apologize for interrupting. We don't  
8 have that set.

9 MS. HENDRICKS: Here you go.

10 THE COURT: You do now.

11 Thank you, Ms. Hendricks.

12 MR. KRUM: Thank you, Ms. Hendricks.

13 THE COURT: And at the time they offer it if you  
14 have an objection, let me know. I'm going to let him try and  
15 lay some foundation first.

16 BY MR. FERRARIO:

17 Q All right. And this charter sets forth the purpose  
18 and duties of the committee; correct?

19 A Yes.

20 Q Okay. And were you involved in preparing this  
21 charter?

22 A Yes.

23 MR. FERRARIO: Your Honor, I would offer Exhibit B  
24 into evidence.

25 THE COURT: Any objection to B, the charter?

1 MR. KRUM: No objection, Your Honor. We still have  
2 an issue, though. Excuse me.

3 (Pause in the proceedings)

4 THE COURT: So the charter will be admitted, but  
5 we're in the process of making sure that Mr. Krum has a copy  
6 of A through D.

7 Hold on, sir.

8 MS. HENDRICKS: They were all sent via email. I  
9 apologize, Your Honor.

10 THE COURT: Even my copy?

11 Are you okay now, Mr. Krum?

12 MR. KRUM: We are.

13 THE COURT: Okay.

14 MR. KRUM: Thank you.

15 THE COURT: B has been admitted.

16 (Defendants' Exhibit B admitted)

17 BY MR. FERRARIO:

18 Q Okay. Mr. Bonner, now, you've explained to the  
19 Court the purposes of the committee. How are meetings called,  
20 and how does the committee generally operate?

21 A The meeting -- I'm sorry. The committee thus far  
22 since its formation in August has basically started out in a  
23 somewhat planning mode for the first several meetings. As the  
24 months have gone by the committee has scheduled meetings for  
25 updates relative principally to the status of the derivative

1 case as it proceeded toward trial, and also some events that  
2 were occurring with respect to the Trust case. And so  
3 typically the chairman of the committee, Mr. Gould, will call  
4 a meeting of the committee. They're almost always held by  
5 telephone, and they're typically done in that fashion.

6 Q And are you the person that is charged with  
7 preparing minutes regarding committee meetings?

8 A Yes.

9 Q Okay. And what is your typical practice in regard  
10 to preparing minutes?

11 A I participate in the meeting, I'm in the room or on  
12 the telephone, as the case may be, I have a legal tablet, and  
13 I write down summaries to myself in my own handwriting and I  
14 -- you know, they're done contemporaneously. And at some  
15 point I will transfer those typically by dictation. I dictate  
16 often -- when I get to actually turn them into a document I  
17 typically dictate those through our firm's dictation system  
18 and oftentimes through our document center, which is located  
19 in another state, and they're returned to me.

20 Q There's been an issue raised in -- that brings us  
21 here today regarding kind of the timeliness of the preparation  
22 of minutes. Is it your practice to prepare minutes, you know,  
23 a day after the meeting, a week after the meeting? Or what is  
24 your practice I guess would be a better way to ask the  
25 question.

1           A     All of the above. I mean, if I have the time, I  
2 would prefer to do it sooner. But it's not uncommon due tot  
3 press of business I may do them weeks later at times. It  
4 would also depend on if the meeting -- if there's any  
5 important action taken in the meeting where the existence of  
6 the minutes may have some import.

7           Q     Okay. And once you prepare the minutes what do you  
8 typically do with them?

9           A     In the case of the special independent committee my  
10 practice was to prepare them and then send them to Chair Gould  
11 for his review. And then ultimately we sent them on to the  
12 other members for their review.

13          Q     If you'll look at the packet in front of you and  
14 turn to Exhibit A, which is the declaration. Go the other  
15 way. There you go. Take a look at that for a minute? You  
16 recognize that document?

17          A     Yes.

18          Q     Okay. And does that declaration set forth what  
19 occurred with regard to the preparation of minutes for the  
20 meetings that are reflected on page 2 of the declaration?

21          A     Yes.

22          Q     And as you said in the declaration, you essentially  
23 prepared minutes for all of these meetings, starting with the  
24 meeting in November, on November 28, 2017, sometime in late  
25 January 2018?

1           A     Yes.

2           Q     Okay.  And as you said in your declaration, the only  
3 reason that it took so long -- if you want to say it that way  
4 -- to prepare these minutes was because you were busy doing  
5 other things?

6           A     Yes.

7           Q     I know you can't tell the Court -- or can't tell the  
8 parties here what companies were involved in a transaction,  
9 but were you involved in a rather time-pressing transaction  
10 through the month of January?

11          A     Yes.  We were retained just before Christmas on a  
12 significant transaction in which I was lead merger counsel.  
13 It had a very short fuse, and so I was very busy in that  
14 particular transaction from just before Christmas into January  
15 and beyond.  As a postscript, that deal was cancelled, so much  
16 of the work was for naught, but it took up a lot of time.

17                In addition, I'm co-managing shareholder of the Las  
18 Vegas office.  We have significant duties with respect to  
19 year-end collections, and that took up much of the time toward  
20 the end of the year, amongst other demands on my time.

21               MR. FERRARIO:  Nothing further, Your Honor.

22               THE COURT:  Cross-examination.

23                               CROSS-EXAMINATION

24 BY MR. KRUM:

25          Q     Good afternoon, Mr. Bonner.

1           A     Good afternoon.

2           Q     You attended an RDI board meeting on December 29,  
3 2017; correct?

4           A     Yes. By telephone, as I recall.

5           Q     You prepared minutes for that meeting; correct?

6           A     Yes.

7                 MR. FERRARIO: Your Honor, I'm going to object.  
8 This is beyond the scope of this hearing.

9                 THE COURT: Overruled.

10           MR. FERRARIO: We're talking now about the board  
11 meeting, not the special committee.

12           THE COURT: I know. The one I was told about, as  
13 opposed to the one I wasn't told about. Remember we had this  
14 discussion on Monday?

15           MR. FERRARIO: Well, you know why you weren't told.

16           THE COURT: No, I still don't know why I wasn't  
17 told.

18           MR. FERRARIO: Yes, you do.

19           THE COURT: But okay.

20           MR. FERRARIO: You read the minutes.

21           THE COURT: I have now read the minutes.

22           Mr. Krum, you may continue.

23           MR. KRUM: Thank you, Your Honor.

24 BY MR. KRUM:

25           Q     You prepared those minutes for the December 29 board



1 meeting within days of the meeting; correct?

2 A I participated in them. I would have to double  
3 check and see if I was the sole preparer. But I did  
4 participate in it.

5 Q Who else participated?

6 A I don't know. I'd need to check.

7 Q Those minutes were prepared on an expedited basis;  
8 right?

9 A Yes.

10 Q For use in litigation; correct?

11 A No. They were prepared because an action was taken  
12 by the board.

13 Q Well, they weren't approved -- in fact, they weren't  
14 submitted to the board for approval until much later; correct?

15 A They were -- the minutes themselves were approved at  
16 a subsequent meeting of the board.

17 Q So the only use to which those minutes were put  
18 within a week or so of the meeting was to be an exhibit in a  
19 motion filed in this case; correct?

20 A I don't know if that was the only use. They were  
21 prepared in the normal course of business of maintaining  
22 records of the company.

23 Q Is it your testimony, Mr. Bonner, that minutes of  
24 RDI board meetings are ordinarily prepared within days of the  
25 meetings?

1           A     That's not my testimony. What I said is they were  
2 -- minutes were maintained in the normal course of the  
3 business of the company.

4           Q     Directing your attention to the December 29 board  
5 meeting, there were matters characterized as ratification that  
6 were raised; correct?

7           A     Yes.

8           Q     And in your own terms, if you would, succinctly, if  
9 you can, just describe what those matters were so that I can  
10 use some of your words to refer to them.

11          A     There was a matter put on the agenda of the board of  
12 directors. The issue was with respect to the fact that due  
13 to, as I understand it, recent rulings of this Court, certain  
14 members of the board were dismissed. And these are my words,  
15 not legal words, so you can correct me if I misstate this;  
16 but, as a result, the conclusion was that there were a number  
17 of directors who would be deemed independent for certain  
18 purposes. As a result, a matter was put on the agenda to  
19 determine whether it was appropriate to ratify certain actions  
20 of the board pursuant to Nevada statute.

21          Q     The actions in question were two different sets of  
22 actions that were taken in 2015; right?

23          A     I don't remember the exact dates, but, yes, they  
24 were prior actions taken by the board.

25               MR. KRUM: Your Honor, may I approach?

1 THE COURT: You may.

2 Somebody's cell phone is too close to the  
3 microphones.

4 MR. FERRARIO: What document are you looking at?

5 MS. LEVIN: P-1.

6 MR. FERRARIO: Okay.

7 MR. KRUM: Plaintiff's Exhibit 1, Counsel.

8 THE COURT: Dulce, do you have their stack? I'll  
9 hand it to Mr. Bonner.

10 Mr. Bonner, here's their stack of exhibits. Counsel  
11 says this is P-1.

12 BY MR. KRUM:

13 Q Mr. Bonner, do you recognize that document?

14 A What you handed me, or what the Judge handed me? I  
15 just want to get to the right page.

16 Should I be referring, Your Honor, to the one handed  
17 me, or the one Mr. Krum handed me?

18 THE COURT: If they're the same, it doesn't matter.  
19 If they're not, then I need to know that.

20 THE WITNESS: It looks like they have the same  
21 numbering at the bottom --

22 THE COURT: Okay.

23 THE WITNESS: -- this 918, the last three digits.

24 THE COURT: You can look at whichever is easier for  
25 you.

1 THE WITNESS: Okay. Great.

2 BY MR. KRUM:

3 Q Mr. Bonner, do you recognize that document?

4 A Yes.

5 Q What is it?

6 A It's -- well, it's an email addressed to Ellen  
7 Cotter from Marsha Weitsman, who I believe is William Gould's  
8 secretary. And it is a letter addressed to Ms. Cotter, and  
9 it's I guess typed signatures by Judy Coddington, William Gould,  
10 Edward Kane, Douglas McEachern, Michael Wrotniak.

11 Q Did you prepare this document?

12 A I question whether any of this privileged or work  
13 product.

14 THE COURT: So I'm assuming not, since we're talking  
15 about it now and it's in your hand in my evidentiary hearing.  
16 So I'm assuming nobody's expressed a privilege related to it.

17 THE WITNESS: I don't know if I prepared it. I  
18 definitely saw it and may have had input in it.

19 BY MR. KRUM:

20 Q Well, directing your attention in particular, Mr.  
21 Bonner, to a paragraph numbered 1 and 2, did you prepare those  
22 or were you a participant in the preparation of those two  
23 paragraphs?

24 A I don't recall if I prepared them. I definitely  
25 saw them. I may have participated in the preparation. I just

1 don't recall.

2 MR. FERRARIO: Your Honor, can I renew an objection.  
3 This is beyond the scope of this hearing. The scope of this  
4 hearing I thought was going to be whether Mr. Gould produced  
5 documents and whether Mr. -- it had to do with the timeliness  
6 of Mr. Bonner's minutes. If you want to get into a full  
7 evidentiary hearing regarding --

8 THE COURT: Oh, no. No.

9 MR. FERRARIO: -- what happened on December 29th,  
10 I'm more than comfortable doing that. But I think we should  
11 have notice of that.

12 THE COURT: I don't know that we have -- y'all told  
13 me we're going to do two hours, so I don't think you can do  
14 all of that in two hours. But as there is a difference in the  
15 handling of the minutes from the meeting I was told about and  
16 the minutes of the meeting I didn't know about it, I think  
17 it's relevant for that purpose. I have no idea what P-1 is,  
18 because I'm not looking at it because it's not admitted. So I  
19 can't give you any more information than that, Mr. Ferrario.  
20 If there's something more specific you want to tell me, let me  
21 know.

22 MR. FERRARIO: This has nothing to do with minutes.  
23 This is going into the substance of the December 27th meeting.  
24 And you know what --

25 THE COURT: December 27th, or December 29th?

1 MR. FERRARIO: December 29th. I'm sorry.

2 THE COURT: Okay. The meeting I knew about.

3 MR. FERRARIO: The meeting you knew about. Why  
4 would you want to know about the other meeting? Do you want  
5 me to -- you want to know about every meeting they have?

6 THE COURT: Only if it's --

7 MR. FERRARIO: Do you want to know about the ones  
8 that happened in January when Mr. Bonner and I got undressed  
9 for two hours by -- because the trial got continued and I had  
10 to explain that to a group of people?

11 THE COURT: I wasn't real happy with it, either,  
12 remember?

13 MR. FERRARIO: Yeah. I could tell you it wasn't  
14 fun. That's why you've got two meetings in January.

15 THE COURT: Okay.

16 MR. FERRARIO: Having said that --

17 THE COURT: Let me ask Mr. Krum a question.

18 MR. FERRARIO: -- I have no -- okay. Go ahead.

19 THE COURT: Mr. Krum, why are we talking about this  
20 now?

21 MR. KRUM: For the same reason, Your Honor, they  
22 included information relating to this in their supplemental  
23 opposition filed this morning. What happened and what I want  
24 to walk through with Mr. Bonner because he was a participant  
25 in all of it is that at the December 21 special independent

1 committee meeting the three members of that committee --

2 THE COURT: The December 27th one?

3 MR. KRUM: No. The December 21 one that -- a  
4 meeting which you and I did not know until I learned on  
5 April 12 when they produced the document for the first time.  
6 The three committee members authorized the preparation of  
7 Plaintiff's Exhibit 1. So it all ties together. This is  
8 working backwards to the meeting --

9 THE COURT: So you're going to establish this  
10 relates to the first meeting?

11 MR. KRUM: Yes. That's exactly right.

12 THE COURT: Well, then, could you do that.

13 MR. KRUM: Of course.

14 THE COURT: Thanks.

15 BY MR. KRUM:

16 Q Who else participated in the preparation of  
17 Plaintiff's Exhibit 1?

18 A The best of my recollection, Mr. Gould and probably  
19 general counsel, Mr. Tompkins.

20 Q Craig Tompkins?

21 A Yes, sir.

22 Q And how did it come to pass that Plaintiff's  
23 Exhibit 1 was prepared to begin with?

24 MR. FERRARIO: Can I renew my objection? I don't  
25 see any relevance to this hearing on this.

1 THE COURT: Sir, is this --

2 Wait.

3 Was this prepared as a result of what happened at  
4 the special investigation committee -- special independent  
5 committee's meeting in December?

6 THE WITNESS: No.

7 THE COURT: Thank you.

8 Mr. Krum, it doesn't sound like it's related to that  
9 meeting.

10 MR. KRUM: Well, according to all the committee  
11 members it is. We'll argue that.

12 THE COURT: I guess.

13 MR. KRUM: Including the testimony in their  
14 supplement today.

15 All right. Well, I move to admit this. He's  
16 authenticated it.

17 THE COURT: Any objection to P-1? P-1's okay.

18 (Plaintiff's Exhibit 1 admitted)

19 THE COURT: What else have you got, Mr. Krum, with  
20 Mr. Bonner?

21 BY MR. KRUM:

22 Q Why was Mr. Tompkins involved in the preparation of  
23 the document purportedly sent on behalf of the five directors  
24 named at the bottom of Plaintiff's P-1?

25 MR. FERRARIO: Object. Attorney-client privilege,



1 Your Honor.

2 THE COURT: Sustained.

3 BY MR. KRUM:

4 Q You attended the telephonic meeting of the special  
5 independent committee on December 21, 2017; right?

6 A Yes.

7 Q How did that meeting come to be scheduled?

8 A It was scheduled by Chairman Gould to receive an  
9 update on certain developments.

10 Q How?

11 A How physically? Mechanically?

12 Q Did he send an email?

13 A I don't recall. Typically either he or his office  
14 would send out a dial-in. Sometimes I believe our office  
15 would send out a dial-in.

16 Q How were the dates and times picked, including in  
17 particular for the December 21 meeting?

18 A The December 21 meeting was a further updated  
19 briefing for certain events that the committee was monitoring.  
20 If you like, I can sort of summarize what those were, but --

21 Q Well, was the subject of ratification discussed at  
22 that meeting?

23 MR. FERRARIO: I'm going to object, Your Honor.  
24 Attorney-client privilege.

25 THE COURT: Overruled. It's a yes or no.

1 THE WITNESS: Yes.

2 BY MR. KRUM:

3 Q You took notes on your legal pad for the purpose of  
4 preparing minutes of that meeting?

5 A Yes.

6 Q Do those notes contain references to the discussion  
7 of ratification?

8 A No.

9 Q Why not?

10 A Because there was a attorney-client privilege  
11 strategy discussion. I did not maintain minutes of that  
12 session.

13 Q At some point, whether at the end of the  
14 December 21 special independent committee meeting or at  
15 another point in the meeting did one or more of the committee  
16 members say in words or substance that they agreed with or  
17 approved pursuing the subject of ratification with the full  
18 board of directors?

19 MR. FERRARIO: Objection, Your Honor. Attorney-  
20 client privilege.

21 THE COURT: Sustained.

22 BY MR. KRUM:

23 Q How did it come to pass, Mr. Bonner, that the  
24 subject of ratification was raised with the full board of  
25 directors pursuant to Plaintiff's Exhibit 1?

1 MR. FERRARIO: Same objection, Your Honor.

2 THE COURT: How did it come to be raised at the full  
3 board meeting, Mr. Krum?

4 MR. KRUM: Yes.

5 THE COURT: Overruled.

6 THE WITNESS: The letter you had me refer to is a  
7 request by those directors that it be placed on the agenda.

8 BY MR. KRUM:

9 Q When did --

10 MR. FERRARIO: For the record, Your Honor, that's?

11 THE COURT: P-1.

12 MR. FERRARIO: P-1.

13 THE COURT: I saw him hold it up. But, for the  
14 record, it's P-1. Good catch, Mr. Ferrario.

15 MR. FERRARIO: It's taking me a long time, but I'm  
16 getting there.

17 BY MR. KRUM:

18 Q When did Mr. Gould determine to make that request?

19 A I don't -- I don't know the exact time. Sometime  
20 between December 21 and December 27.

21 Q When did Ms. Coddington determine to make that request?

22 A I don't know.

23 Q Did she indicate at the December 21 meeting that she  
24 was agreeable to making a request of the nature made in  
25 Plaintiffs' Exhibit 1?

1 MR. FERRARIO: Objection. Attorney-client  
2 privilege.

3 THE COURT: Sustained.

4 Mr. Krum, please be careful of the mike.

5 BY MR. KRUM:

6 Q When did Mr. McEachern determine to make the request  
7 that's reflected in Plaintiffs' Exhibit 1?

8 MR. FERRARIO: Same objection, Your Honor.

9 MR. KRUM: This is the same question about it raised  
10 pursuant to Plaintiffs' Exhibit 1 at the December 29th board  
11 meeting.

12 MR. FERRARIO: Outside of the December 21st meeting?  
13 You changed your question there.

14 THE COURT: Mr. Krum, can you rephrase your  
15 question, please.

16 BY MR. KRUM:

17 Q When did Mr. McEachern agree to raise at the  
18 December 29 board meeting or special meeting to be called for  
19 the purpose of the matters set out in Plaintiffs' Exhibit 1?

20 MR. FERRARIO: Objection. Attorney-client, Your  
21 Honor.

22 THE COURT: Sustained.

23 BY MR. KRUM:

24 Q What communications did you have with Judy Coddington,  
25 if any, between December 21 and December 29 with respect to

1 the subject --

2 MR. FERRARIO: The number of communications, not  
3 substance; right?

4 MR. KRUM: Yeah.

5 MR. FERRARIO: Oh. You're laying a foundation.

6 MR. KRUM: Foundation.

7 MR. FERRARIO: Okay.

8 THE COURT: How many?

9 THE WITNESS: I apologize. Could you repeat the  
10 question.

11 BY MR. KRUM:

12 Q How many communications did you have with Judy  
13 Coddling following the December 21 special independent  
14 committee meeting and prior to the December 29 board meeting,  
15 if any?

16 A I don't recall. And the answer could be none. I  
17 just don't recall.

18 Q Same question with respect to Mr. Gould.

19 A I would say I had at least one communication with  
20 Mr. Gould during that period of time.

21 Q Do you recall what that was, meaning what the  
22 subject matter was?

23 THE COURT: And this is do you recall, yes or no.

24 THE WITNESS: Generally, yes.

25 //

1 BY MR. KRUM:

2 Q Without disclosing the substance of the  
3 communication, what was the subject matter or what were the  
4 subject matters?

5 A The scheduling of the request that this be placed on  
6 the agenda.

7 Q You're referring to the request embodied in  
8 Plaintiffs' Exhibit 1?

9 A Yes.

10 Q Are you aware of any communications between or among  
11 any of the five directors listed at the bottom of Plaintiffs'  
12 Exhibit 1 regarding the subject of ratification, other than at  
13 the December 21 special independent committee meeting and the  
14 December 29 board meeting?

15 A I have no recollection at the moment. I don't know  
16 if I ever would have had any knowledge of that.

17 Q If you look at the exhibit binder that Mr. Ferrario  
18 used -- no, I'm sorry. He didn't bring your attention to  
19 that.

20 THE COURT: So, sir, while he's looking let me ask  
21 the elephant-in-the-room question for me. Why was one set of  
22 minutes prepared so quickly, and the other set of minutes was  
23 delayed by the press of business?

24 THE WITNESS: Great question. I'm happy to answer  
25 it, actually. The action of the board on December 29 was

1 actually a decision of the board that had -- it was a decision  
2 of the board that had some consequence. The committee  
3 meeting, the special independent committee meetings, there  
4 were several of them, were basically updates. There's a  
5 series of updates of special committee where the special  
6 committee was getting updates on status of some potential  
7 settlements of this either this action or related actions.  
8 There were significant concerns about the timing of the trial,  
9 directors were trying to make plans. So there were several  
10 update special independent committee meetings. The  
11 independent committee is charged with overseeing the company's  
12 role, you know, with respect to the derivative litigation. So  
13 these were basically updates. They were typically 20, 30, 40  
14 minutes long. And there was no formal action taken in any of  
15 these, so they didn't have any particular consequence. I just  
16 simply had a big stack of materials. I knew I'd get to them,  
17 and that's absolutely the only reason they didn't get prepared  
18 sooner.

19 THE COURT: But the board meeting, because, in your  
20 words, had consequences to it, that was put on the front  
21 burner to make sure that they were typed and distributed?

22 THE WITNESS: There's a formal action of the board  
23 taken, and so there's a legal consequence to what that board  
24 did. The special independent committee meetings were merely  
25 update status calls, if you will.

1 THE COURT: Okay. Thank you.

2 Mr. Krum.

3 BY MR. KRUM:

4 Q What was the consequence of the actions taken at the  
5 December 29 board meeting?

6 A A ratification of the acts that were considered at  
7 that time.

8 Q And the minutes were needed to do what?

9 A Memorialize the action taken.

10 Q Why?

11 A Good corporate practice.

12 Q So they were prepared on an expedited basis for the  
13 purpose of putting them in the minute book?

14 A They were prepared on an expedited basis to  
15 memorialize the action taken by the board of directors, as  
16 opposed to a status conference call that had no legal  
17 consequence.

18 Q The action needed to be memorialized on an expedited  
19 basis why?

20 A Because there was a particular import to that  
21 action.

22 Q When did RDI start preparing minutes on an expedited  
23 basis because the minutes memorialized an action?

24 A You mischaracterize what I said, and you  
25 mischaracterize the policy of Reading. There is no such



1 policy. The intent is to prepare the minutes when you can.  
2 import, whether it's a loan closing, a transactional approval,  
3 something that has some legal consequence, you typically  
4 prepare those resolutions quite quickly.

5 Q What was the particular legal import in this  
6 instance?

7 A The ratification of the matters that were considered  
8 at the December 29 meeting.

9 Q And is it your testimony, Mr. Bonner, that the  
10 existence of minutes had some legal import?

11 A Well, no. I think as you probably know, the board's  
12 vote constitutes the action of the board. The minutes are  
13 merely a memorialization of that. But where there's something  
14 that had some significance you typically prepare the  
15 resolutions quite quickly.

16 Q To what use have those minutes been put since they  
17 were drafted?

18 MR. FERRARIO: We used them in the motion.

19 THE COURT: Yeah. We all know that. But Mr. Bonner  
20 has to now say that.

21 MR. FERRARIO: He's the minute guy. I'm the  
22 litigator.

23 THE COURT: He may not -- he may not know that,  
24 because he's a transactional guy.

25 MR. FERRARIO: You're right.

1 THE COURT: He does business stuff.

2 MR. FERRARIO: Okay.

3 THE COURT: He may not know that. All the rest of  
4 us know.

5 MR. FERRARIO: We all know what happened.

6 THE COURT: That was why you required them so  
7 quickly, Mr. Ferrario.

8 MR. FERRARIO: Who cares?

9 THE COURT: So you could come and wave it and say,  
10 hey, Judge, I win now.

11 MR. FERRARIO: That's exactly what I did. Thank  
12 you. Okay. This is fascinating, but --

13 BY MR. KRUM:

14 Q Do you have the question in mind, Mr. Bonner, or do  
15 you want me to repeat it?

16 THE COURT: You guys are killing me.

17 THE WITNESS: If you don't mind, would you repeat  
18 the question?

19 BY MR. KRUM:

20 Q To what use were the minutes of the December 29  
21 board meeting put?

22 A Number one, they memorialized the ratification of  
23 the board of directors of two events. Number two, I  
24 understand they were in fact the subject of a motion filed in  
25 this case.

1           Q     Thank you, Mr. Bonner. Directing your attention,  
2 Mr. Bonner, back to the December 21 meeting of the special  
3 independent committee, which, if any, of those three committee  
4 members had been told beforehand that the subject of  
5 ratification would be discussed at that meeting?

6           MR. FERRARIO: Objection. Attorney-client, Your  
7 Honor.

8           THE COURT: We're only identifying individuals with  
9 whom he had a communication, not the nature of the  
10 communication?

11          MR. FERRARIO: Before the meeting.

12          MR. KRUM: Only the subject matter.

13          THE COURT: Before the meeting.

14          MR. FERRARIO: Okay. All right.

15          THE COURT: So, sir, you could answer it or just  
16 give me names if you remember.

17          THE WITNESS: There's a -- I don't know if I'm  
18 permitted to ask Mr. Ferrario a question. There's an issue  
19 relative to the way the question --

20          THE COURT: If you think there is a privilege  
21 related to it, you are absolutely entitled to -- under the  
22 Harvey Whittemore decision to ask Mr. Ferrario questions about  
23 the extent and claim of the privilege. And I will take a  
24 break for you to do so. And you will not be subject to  
25 interrogation about that subject.

1 Did I summarize it correctly?

2 MR. FERRARIO: That's pretty good.

3 THE COURT: Okay. You know, I can take direction  
4 from the Nevada Supreme Court.

5 MR. FERRARIO: I'm glad you started laughing.

6 THE WITNESS: So may I ask Mr. --

7 THE COURT: Do you need to talk to Mr. Ferrario?

8 THE WITNESS: For one minute.

9 THE COURT: We're going to take a short break --

10 THE WITNESS: One minute.

11 THE COURT: -- for you to consult with Mr. Ferrario  
12 on a privilege issue.

13 (Court recessed at 3:10 p.m., until 3:13 p.m.)

14 THE COURT: Mr. Bonner, have you had an opportunity  
15 to discuss with Mr. Ferrario whether you need to assert any  
16 privileges?

17 THE WITNESS: Yes, Your Honor.

18 THE COURT: Okay.

19 BY MR. KRUM:

20 Q So the question --

21 MR. KRUM: Can I ask that it be read back?

22 THE COURT: Nope.

23 MR. KRUM: That's right.

24 BY MR. KRUM:

25 Q Can you answer the question, Mr. Bonner, without

1 disclosing privilege?

2 MR. FERRARIO: On topic, Mark -- on the topic of  
3 ratification, yes, he can. Just that.

4 THE WITNESS: And I'm sorry. Could you now ask the  
5 question again or have it read back?

6 THE COURT: I think we were on the names of the  
7 people who may have been talked to about ratification before  
8 the meeting.

9 MR. KRUM: Thank you.

10 MR. FERRARIO: December 21st meeting, yes.

11 MR. KRUM: Right.

12 THE COURT: The 12/21 meeting.

13 BY MR. KRUM:

14 Q So with --

15 THE COURT: Did I do good?

16 BY MR. KRUM:

17 Q Did you or anyone else at Greenberg Traurig,  
18 including Mr. Ferrario, have communications with any of the  
19 special independent committee members prior to the December  
20 21, 2017, meeting about the subject of ratification?

21 THE COURT: And this is a yes or a no.

22 THE WITNESS: Yes as to me. I can't speak as to  
23 other GT lawyers.

24 BY MR. KRUM:

25 Q With whom did you have such communications?

1           THE COURT: And that's just identification of the  
2 individuals.

3           THE WITNESS: The best of my recollection, we may  
4 have had a conversation -- I may have had a conversation with  
5 Mr. Gould. That's all I recall.

6 BY MR. KRUM:

7           Q     One conversation, or multiple conversations with Mr.  
8 Gould?

9           A     Don't recall.

10          Q     Over what period of time did you have those  
11 conversations?

12          A     Days, one or two days.

13          Q     Okay. And what time frame? Was it December, was it  
14 November, was it earlier?

15          A     Oh. No. It would have been just prior to the  
16 December 21 meeting.

17          Q     Not speaking to the substance, did either of those  
18 communications speak to a topic of a formal request such as  
19 Plaintiffs' Exhibit 1?

20               MR. FERRARIO: Objection. Attorney-client.

21               THE COURT: Sustained.

22 BY MR. KRUM:

23          Q     Each of Gould, Coddington, and McEachern at the  
24 December 21 special independent committee meeting agreed that  
25 ratification would be formally pursued with the full RDI

1 board; correct?

2 MR. FERRARIO: Same objection, Your Honor.

3 THE COURT: Sustained.

4 MR. KRUM: I'm not asking if they gave him a  
5 direction. I'm asking merely if they took a position.

6 THE COURT: I understand what you're asking, Mr.  
7 Krum. I've sustained the objection on the privilege issue.

8 BY MR. KRUM:

9 Q Did you have any discussions prior to the  
10 December 29 board meeting about the subject of ratification  
11 with Mr. Wrotniak?

12 A I've no recollection of any.

13 Q With Mr. Ferrario?

14 A I do not know.

15 Q Do you recall having a telephone call with Mr.  
16 Ferrario and Mr. Wrotniak and Ms. Coddling in December shortly  
17 before the December 29 board meeting at which the subject of  
18 ratification was discussed?

19 THE COURT: And that's a yes or no.

20 THE WITNESS: I don't have any particular -- no.

21 BY MR. KRUM:

22 Q Were any documents provided to the committee members  
23 either in anticipation of or as a result of the December 21,  
24 2017, special independent committee meeting?

25 THE COURT: Did you give them any documents? Is

1 that the question?

2 MR. FERRARIO: And you're talking about the special  
3 independent committee?

4 THE COURT: The 12/21 meeting.

5 MR. KRUM: Right.

6 MR. FERRARIO: Prior to that meeting, or --

7 THE COURT: He said prior to or as a result of. Do  
8 you want him to break it up?

9 MR. FERRARIO: Yeah.

10 THE COURT: Or is the answer just no?

11 MR. FERRARIO: I think the answer's no, but go  
12 ahead.

13 THE WITNESS: No.

14 BY MR. KRUM:

15 Q Are you excluding Plaintiffs' Exhibit 1?

16 A Yes.

17 THE COURT: And that's the December 27th email.

18 THE WITNESS: No, I'm not excluding it.

19 BY MR. KRUM:

20 Q So is it your testimony, Mr. Bonner, that  
21 Plaintiffs' Exhibit 1 is unrelated to the conversations  
22 concerning ratification at the December 21, 2017, special  
23 independent committee meeting?

24 MR. FERRARIO: Objection. Attorney-client, Your  
25 Honor. He's trying to back door into this.



1 THE COURT: Sustained.

2 BY MR. KRUM:

3 Q Were any documents, other than your handwritten  
4 notes about what you've already testified, used at or created  
5 in connection with -- strike that.

6 Did you have discussions with McEachern, Doug  
7 McEachern in the fall of 2017 about the subject of  
8 ratification?

9 A Not that I recall.

10 Q Direct your attention, Mr. Bonner, to Plaintiffs'  
11 Exhibit 3.

12 MS. HENDRICKS: Mark, our exhibits aren't marked.  
13 Can you tell us what you're referring to?

14 MR. FERRARIO: Do you have a Bates number?

15 THE COURT: Sir, I'm going to hand you mine, because  
16 mine is tabbed and I'm not writing on it.

17 MR. FERRARIO: Oh. The redacted minutes?

18 MR. KRUM: Yes.

19 MR. FERRARIO: Thank you.

20 THE COURT: I've given him my copy to speed up the  
21 process, guys.

22 MS. HENDRICKS: Thank you.

23 BY MR. KRUM:

24 Q Mr. Bonner, do you recognize the page of redacted  
25 minutes -- page and a half, I guess, on the second and third

1 pages of Plaintiffs' Exhibit 3?

2 A Yes.

3 Q You prepared those; correct?

4 A Yes.

5 Q These are the very minutes about which you testified  
6 in response to some questions from Mr. Ferrario; correct?

7 A Yes.

8 MR. KRUM: Move to admit.

9 THE COURT: Any objection to P-3?

10 MR. FERRARIO: No objection.

11 THE COURT: Admitted.

12 (Plaintiffs' Exhibit 3 admitted)

13 BY MR. KRUM:

14 Q Okay. And you provided these minutes to Mr. Gould  
15 on or about January 30, 2018; is that correct?

16 A Yes.

17 Q How?

18 A Email.

19 Q Was anyone copied on that email?

20 A I have to look at the email. May I?

21 Q Of course.

22 A Is there a copy? I think it's --

23 THE COURT: And if you find it, sir, if you'd tell  
24 us the Bates numbers on the bottom.

25 THE WITNESS: What I'm looking at doesn't have a

1 Bates number. It's --

2 THE COURT: Is it under a tab?

3 MS. HENDRICKS: If I can help, it would be  
4 Defendant's Exhibit 1.

5 THE COURT: So --

6 MS. HENDRICKS: Or Exhibit A. Excuse me.

7 THE COURT: Defendant's A. It's attached to the  
8 declaration?

9 MS. HENDRICKS: Correct.

10 THE COURT: Okay. Sir, after you've refreshed your  
11 recollection, let us know.

12 THE WITNESS: This does not appear that there's a  
13 cc. I don't have any recollection that I would have sent it  
14 to anybody else.

15 BY MR. KRUM:

16 Q And you heard back from Mr. Gould within a week  
17 or so with -- in response to your sending him Plaintiffs'  
18 Exhibit 3?

19 A Yes.

20 Q And you sent it on to Ms. Coddington and Mr. McEachern?

21 A Yes.

22 Q You did that on or about February 10; is that right?

23 A Yes.

24 Q How did you transmit it to them? Was that by email,  
25 as well?

1           A     Do you need me to indicate how I'm refreshing my  
2 recollection?

3           Q     Please.

4           A     I'm looking at the email that's attached to my  
5 declaration. It says at the bottom "Opposition Exhibit Page  
6 077." And I see it's an email from me to William Gould,  
7 Douglas McEachern, and Judy Coddington. And it doesn't indicate  
8 any cc.

9           Q     Directing your attention back, Mr. Bonner, to your  
10 prior testimony about people with whom you shared either  
11 Plaintiffs' Exhibit 1 or a draft of it, Tompkins was one of  
12 those people; correct?

13          A     Yes.

14          Q     Did you send him a draft, the final version, or  
15 both?

16          A     I don't recall if I reviewed a draft, if I prepared  
17 a draft. I just don't know. So I don't know if I prepared  
18 it, somebody else prepared it. I just don't recall.

19          Q     Did you also share Plaintiffs' Exhibit 1 or a draft  
20 of it with Ellen Cotter?

21          A     I don't recall. She was the ultimate recipient, I  
22 guess, but --

23          Q     Mr. Bonner, I'd ask you to take a look at  
24 Plaintiffs' Exhibit 2, please.

25               MR. KRUM: Counsel, that's your February 22

1 privilege log.

2 THE COURT: It should be on the tab that says P-2.

3 MR. KRUM: I'd move to admit this.

4 THE COURT: Any objection to P-2, the privilege log?

5 MR. FERRARIO: Your Honor, it's authentic and  
6 obviously it's our privilege log. I don't know what relevance  
7 it has to this --

8 THE COURT: That's a different issue. We'll find  
9 out in a minute.

10 So it's admitted.

11 (Plaintiffs' Exhibit 2 admitted)

12 THE COURT: What page do you want to send him to, or  
13 what entry?

14 BY MR. KRUM:

15 Q Mr. Bonner, I direct your attention to page 32,  
16 using the numbers at the bottom of the document where -- so  
17 I'd be page 32 of 37. Let me know when you have that.

18 Do you have it, sir?

19 A Yes.

20 Q Okay. If you would, please, I direct your attention  
21 to the fourth entry. Moving top to bottom on the left-hand  
22 side, it ends with the number 60780. Do you have that?

23 A Yes.

24 Q This lists a document from you to Mr. Tompkins with  
25 a copy to Ellen Cotter and others, including Mr. Gould and Mr.

1 Ferrario. You see that?

2 A I do.

3 Q You see that the date is December 26?

4 A I do.

5 Q See that the re line, apparently, on the email said,  
6 "Draft for your review"?

7 A I do see that, yes.

8 Q See the description of it -- for the privilege log  
9 purposes is "Communication regarding notice and agenda for  
10 upcoming board meeting? See that?

11 A I do.

12 Q You recall you were involved in the preparation of  
13 the notice and agenda for the board meeting; right? The  
14 December 29 board meeting.

15 A I was involved in the -- in that meeting. I don't  
16 recall if I prepared the notice, but --

17 Q To what use, if any, was Plaintiffs' Exhibit 1 put  
18 in the preparation of any of the board materials, including in  
19 particular the agenda?

20 MR. FERRARIO: Could you flip that around and just  
21 ask, was it put to any use, so I can see if there's any --

22 MR. KRUM: Of course.

23 MR. FERRARIO: -- attorney-client.

24 BY MR. KRUM:

25 Q Was Plaintiffs' Exhibit 1, the December 27 Gould

1 email, put to any use in preparation of the board package,  
2 including in particular the agenda?

3 THE COURT: And that's a yes or no. Was it put to a  
4 use?

5 THE WITNESS: Presumably, yes.

6 BY MR. KRUM:

7 Q I direct your attention, Mr. Bonner, to page 1 of  
8 this document. Page 1 of 37.

9 THE COURT: You're back on the privilege log?

10 MR. KRUM: Yes, back on the privilege log.

11 THE COURT: That's P-2.

12 MR. KRUM: Thank you.

13 BY MR. KRUM:

14 Q Do you have that?

15 A 1 of 37?

16 Q That's correct.

17 A Yes.

18 Q I direct your attention, Mr. Bonner, to the next-to-  
19 last entry on the left-hand side. It ends in 59792, I think.

20 Do you have that?

21 A Yes.

22 Q Do you see that's an email from you to Mr. Gould  
23 with copies to others?

24 A I see that, yes.

25 Q You see the description is "Fwd: For Bill Gould to

1 sign"? That apparently is the re line; is that right?

2 A I assume it is just by looking at the top column.

3 Q Okay. And do you see on the right-hand side the  
4 description for privilege log purposes is "Communication  
5 regarding draft letter re special board meeting"?

6 A I see that, yes.

7 Q Okay. So did you on or -- on December 27th send Mr.  
8 Gould an email concerning a draft letter for a special board  
9 meeting?

10 A Based on this description, yes.

11 Q Does that comport with your independent  
12 recollection?

13 A I don't know if I remember this specific email, but  
14 generally I do. Generally the whole --

15 Q That's what I'm asking. So I direct your attention  
16 on the same page, Mr. Bonner, two entries left of the entry  
17 ending in 68, I believe the numbers are. Do you have that?

18 A I do.

19 Q Do you see that has the -- apparently the re line is  
20 "For Bill Gould to sign." Do you see that?

21 A I do.

22 Q And the description is the same as the last one at  
23 which we looked, "Communication regarding draft letter re  
24 special board meeting"; right?

25 A I see that, yes.



1           Q     You see this is an email from you to Craig Tompkins  
2 and others?

3           A     I see that, yes, indicated in the box.

4           Q     So did you -- did you have email communications with  
5 Mr. Tompkins on or about the 27th of December with respect to  
6 the matters reflected in the re line of the privilege  
7 description?

8           A     Based on this document I guess I did, yes.

9           Q     Did you disclose to Mr. Gould that you had had  
10 communications with Mr. Tompkins about a draft letter  
11 regarding a special board meeting?

12               MR. FERRARIO:  Objection.  Attorney-client, Your  
13 Honor.

14               MR. KRUM:  Yes or no, Your Honor.

15               THE COURT:  Sustained.

16 BY MR. KRUM:

17           Q     Did you have any communications -- strike that.

18               Did you ever have any discussions with any or all of  
19 the members of the special independent committee about the  
20 subject matter of Greenberg Traurig jointly representing the  
21 company and the special independent committee?

22               MR. FERRARIO:  Objection, Your Honor.  That's beyond  
23 the scope of this hearing, calls the attorney-client --

24               THE COURT:  Sustained.

25               MR. KRUM:  Your Honor, it actually goes to exactly

1 what's transpired here.

2 THE COURT: No.

3 BY MR. KRUM:

4 Q Was there a point in time, Mr. Bonner, when you  
5 learned or were told that documents in your possession needed  
6 to be reviewed for purposes of possible production in this  
7 litigation?

8 A Yes.

9 Q When was that?

10 A Sometime in -- sometime, as I recall, in January,  
11 February.

12 Q What did you do, if anything, after you were told  
13 that to comply with whatever you were told?

14 A I think we had people in the department look for  
15 some documents.

16 Q And when you say the department to what are you  
17 referring?

18 A I'm sorry. The legal -- corporate -- our corporate  
19 group in the firm.

20 THE COURT: The not litigators part?

21 THE WITNESS: Yes, Your Honor.

22 THE COURT: Those of you who aren't actually  
23 litigating all the time?

24 THE WITNESS: Yes.

25 THE COURT: Okay.

1 BY MR. KRUM:

2 Q What did you do, if anything, to make your  
3 electronically stored information, meaning emails and draft  
4 documents, available to be searched for the purposes of  
5 possible production in this case?

6 A My recollection is that the IT people were given  
7 access electronically so they could conduct whatever search  
8 they --

9 Q Did you give them directions as to what it was for  
10 which they should search?

11 A I think they were given a broad search, you know,  
12 scope. I didn't establish the scope. Others did.

13 Q What's the basis for the testimony you just gave?

14 A Just recollection.

15 Q How did you learn that if you didn't establish the  
16 scope?

17 MR. FERRARIO: What do you mean? He didn't  
18 establish the scope.

19 THE COURT: How does he remember who set the ESI  
20 search terms and the scope of custodians; right? How does he  
21 know that? He says he recalls generally. He just ran into  
22 somebody in the hallway, somebody told him, he got an email.  
23 Those are all kinds of options for the answer. Or, I don't  
24 remember, which is also an option.

25 THE WITNESS: My recollection is either I was asked

1 for permission or it was indicated to me that there was going  
2 to be a scope, some kind of search electronically. And I  
3 can't remember if I had to consent or not. But if I was asked  
4 for consent, I did. I may have just been told it was going to  
5 happen.

6 BY MR. KRUM:

7 Q Do you know, Mr. Bonner, whether that search --  
8 strike that.

9 THE COURT: There's now a Greenberg Traurig Privacy  
10 Act.

11 MR. KRUM: I'm not going there. I am not going  
12 there.

13 THE COURT: We're not going to talk about data  
14 privacy?

15 MR. KRUM: Oh, no.

16 THE COURT: Oh, no. Okay. Come on.

17 MR. KRUM: I didn't then, either, you'll recall.

18 BY MR. KRUM:

19 Q Were your handwritten notes from special independent  
20 committee board meeting minutes made available to the people  
21 conducting the search?

22 A They were not -- they were not electronically  
23 stored, so no.

24 Q What about drafts of documents, such as drafts --  
25 strike that.

1           Were the drafts -- was the draft you prepared of the  
2 December 21, 2017, special independent committee meeting  
3 minutes made available to the people who were searching for  
4 documents for production in this case?

5           A     Again, as I recall, they had carte blanche  
6 electronic access to anything in the system. So they would  
7 have had access to anything I have.

8           Q     And the same would be true for the file version of  
9 those minutes that you sent to Ms. Coddington and Mr. McEachern  
10 in early February; correct?

11          A     I suppose so. Again, I don't know what the various  
12 time frames of the searches were. But if the searches were  
13 done at a time those documents existed, then they would have  
14 picked them up.

15          Q     Do you have any understanding as to when the  
16 searches were conducted?

17          A     I don't.

18          Q     Do you have any understanding as to what the time  
19 frame of your documents was that -- which documents were  
20 searched?

21          A     I really don't. I just recall generally it  
22 happening.

23          Q     Did you have any discussions with anybody who  
24 conducted the search and review of your hard-copy documents or  
25 your electronically stored information?

1           A     Again, I recall the inquiry, I recall being asked to  
2 be sure that if there's anything -- you know, that these  
3 searches were coming, and we gave permission to access  
4 whatever they needed to.

5           MR. KRUM: Your Honor, if I may have a moment.

6           THE COURT: You may.

7                     (Pause in the proceedings)

8           MR. KRUM: I have nothing further, Your Honor.

9           THE COURT: Thank you.

10          Mr. Ferrario, did you have any more?

11          MR. FERRARIO: Just one.

12          THE COURT: You know now dangerous that is.

13          MR. FERRARIO: This is off the wall.

14                     REDIRECT EXAMINATION

15 BY MR. FERRARIO:

16          Q     During the break it was brought to my attention that  
17 a tax issue reared its head toward the end of 2017. Do you  
18 recall that?

19          A     Yes.

20          Q     Now, I think we're all aware that President Trump  
21 passed the tax bill; right?

22          MR. KRUM: Objection. Beyond the scope.

23          THE COURT: Overruled.

24 BY MR. FERRARIO:

25          Q     Right?

1           A     Yes.

2           Q     And Mr. Krum asked you a number of questions  
3 regarding why these meetings were prepared, you know,  
4 regarding the 29th meeting, you know, within a week or so. Do  
5 you remember the tax issue coming up?

6           A     Yes.

7           Q     And is that what prompted the immediate -- primarily  
8 what prompted the immediate preparation of these meeting  
9 minutes?

10          A     That was the biggest driver of the urgency.

11          Q     Was it the biggest driver of the meeting itself?

12          A     I believe it was the principal purpose for which the  
13 meeting was called.

14          Q     And there were certain actions that need to be taken  
15 in order for the company to avail itself of certain tax  
16 benefits; correct?

17          A     Absolutely. Yes.

18               MR. FERRARIO: Thank you. Nothing further.

19               THE COURT: Anything else, Mr. Krum?

20               MR. KRUM: Yes, Your Honor.

21                         RE CROSS-EXAMINATION

22 BY MR. KRUM:

23          Q     The December 29 board meeting previously had been  
24 scheduled for the purpose of the compensation, or, as Mr.  
25 Ferrario says, tax issues being taken up; correct?

1           A       Yes.

2           Q       And what happened is the matters we referred to as  
3   ratification were added to the agenda a day or two before the  
4   meeting; correct?

5           A       They were added to the agenda. Whether it was a day  
6   or two, that sounds about right.

7           MR. KRUM: Okay. Thank you, Your Honor.

8           THE COURT: Anything else?

9           MR. KRUM: Nope.

10          THE COURT: Thank you, Mr. Bonner. Have a nice day.  
11   Leave before they change their mind.

12          THE WITNESS: Thank you, Your Honor.

13          THE COURT: Have a nice day. Travel safely.

14          Mr. Ferrario, next witness.

15          MR. FERRARIO: That's it.

16          THE COURT: Mr. Krum, do you have any additional  
17   witnesses that you'd like to call at this time?

18          MR. KRUM: Well, Your Honor, the answer is it  
19   depends how you want to handle this. The testimony offered  
20   today is, as I think I suggested previously, in at least one  
21   respect inconsistent with deposition testimony we've taken  
22   before.

23          THE COURT: Happens all the time. Witnesses testify  
24   differently about recollections all the time. And that goes  
25   to their credibility.



1           MR. KRUM: Well, to answer your question, though, I  
2 don't think it's necessary to take the time of everyone here  
3 to ask Mr. McEachern and Ms. Coddington to come testify, but  
4 we'll need an opportunity to bring to your attention their  
5 deposition testimony, as well as that of Mr. Gould, that's  
6 inconsistent with what we heard today.

7           THE COURT: I anticipate we will have that  
8 opportunity before long.

9           All right. So that concludes the evidence that I am  
10 hearing at this evidentiary hearing. I have had -- before we  
11 close the hearing, Exhibit B was admitted, and Exhibit P-1,  
12 P-3, and P-2 were admitted.

13           MR. FERRARIO: I would ask for A, as well, Your  
14 Honor. It's Mr. Bonner's declaration.

15           THE COURT: Any objection to the declaration being  
16 admitted, since he was subject to cross-examination?

17           MR. KRUM: No objection, Your Honor.

18           THE COURT: A will be admitted, as well.

19                     (Defendants' Exhibit A admitted)

20           THE COURT: Any additional exhibits anyone wants to  
21 offer before I let you argue?

22           All right. Since all of the motions except one were  
23 yours, Mr. Krum, I'm going to let you have the first bite at  
24 any additional argument, remembering it's only Wednesday and I  
25 remember what you said on Monday.

1           MR. KRUM: Well, Your Honor, let me ask about the  
2 process.

3           THE COURT: I've already written down what I'm going  
4 to do. You may be able to change my mind, but I've written  
5 down what I'm going to do.

6           Mr. Ferrario is unlikely to be able to change my  
7 mind on what I'm going to do.

8           MR. KRUM: Well, two things, Your Honor. First of  
9 all --

10          MR. FERRARIO: That must mean I'm winning.

11          THE COURT: Not necessarily.

12          MR. KRUM: First of all, Your Honor, the point Ms.  
13 Levin made at the outset is meaningful here. It is not only  
14 the motion directed at Mr. Gould that may be impacted by the  
15 supplemental log that Mr. Gould's going to provide, there's  
16 also the motion directed I would say at McEachern and Coddling,  
17 but it's also I guess RDI, because Greenberg Traurig prepared  
18 the privilege log, withheld the document, and belatedly  
19 produced it and so forth. And I say that, Your Honor, not to  
20 speak in an open-ended hypothetical way --

21          THE COURT: And that's part of Mr. Cotter's, your  
22 client's, motion for omnibus relief, which is also being  
23 argued at the same time. So I've got you arguing two motions  
24 right now, the motion to compel that we've heard testimony  
25 about, and your motion for omnibus relief, which is what

1 resulted in the scheduling of this hearing.

2 I'm also going to then talk to Mr. Ferrario about a  
3 motion that he wants to file. But you've got two issues that  
4 are interrelated that we're talking about here that you've  
5 asked me for some relief related to. I am prepared to give  
6 you some relief related to it in addition to what I've already  
7 done today, but I am waiting for you and Mr. Ferrario to  
8 finish arguing before I tell you what I'm going to do.

9 MR. KRUM: Right. The point I'm attempting to make  
10 and I didn't conclude, Your Honor, is, as we pointed out in  
11 our reply, I think it was, in support of the motion directed  
12 at Mr. Gould, his privilege log listed 11 documents that had  
13 not been listed on the February 22 privilege log produced by  
14 Greenberg Traurig, nine of which were email communications to  
15 or from Greenberg Traurig lawyers.

16 Now, today for the first time there was -- Ms.  
17 Hendricks addressed that point, and she made comments that  
18 were difficult to follow about de-duplication and email chains  
19 and so forth.

20 THE COURT: I followed it perfectly.

21 MR. KRUM: Well, the point -- my point, Your Honor,  
22 is we can't respond to that. They've offered nothing in  
23 writing, they've made no reference to privilege log.

24 THE COURT: You're going to have an opportunity to.

25 MR. KRUM: Okay.

1 THE COURT: But you've got to let me get to my part  
2 about the ruling.

3 MR. KRUM: Yes. Okay.

4 THE COURT: Is there anything else you want to tell  
5 me?

6 MR. KRUM: Well, that's the procedural stuff.

7 THE COURT: Okay.

8 MR. KRUM: And so you'd like me to speak to the  
9 motions directed at Gould in the omnibus motion?

10 THE COURT: If you have anything else you'd like to  
11 add.

12 MR. KRUM: I do.

13 THE COURT: Okay.

14 MR. KRUM: Very briefly on the Gould motion. The  
15 production today, on the 2nd of May, of documents and the  
16 promise today, on the 2nd of May, of a second supplemental  
17 privilege log obviously is woefully untimely. According to  
18 Mr. Gould, it was two or three months ago, and he was unclear  
19 about that, and it could have been more, because, after all,  
20 it was January when our subpoena to him was served that the  
21 issue of lost emails arose. He said it was after the  
22 subpoena. So probably February.

23 As you saw from the email exchanges, there was no  
24 indication by his counsel of any issue of the nature that they  
25 disclosed for the first time at his April 5 deposition. I

1 would have expected and I'm flabbergasted we didn't receive  
2 what was given today and more, including a declaration or  
3 something from the IT people in March, if not February.

4           So the relief we request on that is all  
5 appropriately sought.

6           And now to speak to the other motion. As I said  
7 already, the uncertainty occasioned by the debacle with the  
8 Gould documents, it also adds uncertainty as to the omnibus  
9 motion. The testimony today as I understood it said, we  
10 didn't put anything in the minutes -- which haven't been put  
11 on a privilege log, so we don't know, Your Honor, what the  
12 wholly redacted December 11, 2017, minutes reference in terms  
13 of subjects, including whether they reference the subject of  
14 ratification. Presumably there's a line to the effect that  
15 the minutes are complete, there was a privileged discussion on  
16 the subject of ratification. And if there is no such line and  
17 ratification is not mentioned in the minutes, we do not have  
18 the issue we thought we had, which is improper withholding of  
19 minutes that are responsive, we have that and the issue of  
20 what amounts to manipulating the contrived evidence for the  
21 purpose of use in litigation.

22           We all do minutes. We all see minutes. Because the  
23 subject is privileged doesn't mean the subject isn't  
24 identified as one that was discussed. And while Mr. Bonner  
25 couldn't speak to that because his comments were privileged,

1 the testimony of each of Gould, Coddington, and McEachern was  
2 that the subject of ratification was discussed and they agreed  
3 that the matter would be -- the proposed ratifications would  
4 be pursued and taken up with the full board. That is in --  
5 the Coddington and McEachern testimony to that effect is in the  
6 supplemental brief they filed this morning. The Gould  
7 testimony was in our motion. And there are emails about this.  
8 Well, do the emails mention ratification? Presumably not,  
9 because they just say, let's have a meeting. Although was the  
10 meeting about ratification? If you listen to Mr. Bonner,  
11 either no or he can't speak to it. If you listen to the three  
12 committee members, it was.

13 One of the issues, if not the issue, raised in the  
14 motion -- in their motion seeking leave to renew their so-  
15 called ratification motion for summary judgment is whether  
16 there was a good-faith process, whether the directors made an  
17 informed decision.

18 THE COURT: Whether they're entitled to protection  
19 under the business judgment rule, those kind of things.

20 MR. KRUM: Right. And so what we eventually learned  
21 on April 5th because of Mr. Gould's testimony, but not from  
22 McEachern or Coddington, is that those three decided on  
23 December 11th. But we had no way to ask them the questions  
24 about on what basis did they do so because we didn't know  
25 about December 11th, that they decided, until Mr. Gould's

1 testimony.

2 THE COURT: You mean December 21st?

3 MR. KRUM: No. I mean December 11th, when the  
4 special independent committee meeting met.

5 THE COURT: I thought it met on December 21st.

6 MR. KRUM: I misspoke. You're right. I apologize.

7 THE COURT: Okay.

8 MR. KRUM: So on December 21st they all made that  
9 decision. But McEachern was -- anyway, I [unintelligible].

10 So the point, Your Honor, is we have a document that  
11 they claim wasn't responsive. I don't know whether it is or  
12 not, because we don't have it listed on a privilege log. And  
13 we're asking that you order them to do so and that they  
14 properly log it and identify the subject matters. It either  
15 says ratification and should have been logged, because you  
16 already determined it's properly withheld as privileged, so  
17 I've got to abide by that, talk about the log, or it omits  
18 information.

19 THE COURT: I ruled that after doing an in-camera  
20 review of it.

21 MR. KRUM: Right. What we asked, though, Your  
22 Honor, that you did not address in your minute order is that  
23 they log it. And now, if it doesn't say anything about  
24 ratification, then I guess you would deny that request. If it  
25 has the sentence it ought to have, which is there was a

1 privileged conversation about the subject of ratification,  
2 then it should be logged.

3 THE COURT: It could have a privileged conversation  
4 about something else, too.

5 MR. KRUM: I understand that, Your Honor. The  
6 question is whether the document as prepared is responsive. I  
7 don't know.

8 THE COURT: I understand. Is there anything else  
9 you want to tell me?

10 MR. KRUM: So -- I'm sorry, Your Honor. I lost my  
11 train of thought.

12 THE COURT: Sorry.

13 MR. KRUM: I'll let Mr. Ferrario speak, and  
14 perhaps --

15 THE COURT: Mr. Ferrario.

16 MR. FERRARIO: Well, having listened to you before,  
17 you've already made up your mind before I start rambling.

18 THE COURT: Well, I haven't made up my mind, but --

19 MR. FERRARIO: Why don't you tell me what you're  
20 inclined to do.

21 THE COURT: -- I have outlined the relief that I  
22 intend to grant to Mr. Krum, which may result in other things  
23 eventually happening. But I have outlined based on Mr.  
24 Bonner's testimony and the testimony of Mr. Gould what it  
25 appears now that we have found some information what we need



1 to do.

2 MR. FERRARIO: Why don't you tell me what you need  
3 to do, and then maybe I'll respond accordingly.

4 THE COURT: Not me. You guys.

5 MR. FERRARIO: Well, tell me what we need to do, and  
6 then -- because I have -- I have a lot to say here, but I  
7 might be able to refrain from saying it.

8 THE COURT: All right. I am inclined to order  
9 Coddling, McEachern, Gould, Kane, Wrotniak, and RDI to produce  
10 all documents which mention the scheduling or the holding or  
11 the minutes related to the December 21st special independent  
12 committee or relate to the subject matter contained in P-1 or  
13 any draft of P-1 or the preparation of P-1 or discuss the  
14 subject of ratification, understanding that there may be  
15 assertions of privilege that occur.

16 In addition, I will consider whether additional  
17 depositions need to be taken after the production of that  
18 information once I've seen the volume of the information.

19 MR. FERRARIO: Your Honor, we're comfortable doing  
20 that. We're not here to hide anything, okay. And you saw Mr.  
21 Gould come and testify, and it's unfortunate he couldn't be  
22 here today, but he's sick.

23 THE COURT: It's okay. He was by video.

24 MR. FERRARIO: And we'll be happy to do that. We're  
25 not hiding anything.

1           THE COURT: Now that his in box has been located and  
2 the --

3           MR. FERRARIO: It hasn't been located.

4           THE COURT: Okay. Now that the historical backups  
5 of his in box material have been located --

6           MR. FERRARIO: Mr. Gould learned something new.  
7 It's called The Cloud, okay. So we didn't drag you through  
8 that, because that would have been like a 45-minute  
9 exposition.

10          THE COURT: Yeah. I don't need to know.

11          MR. FERRARIO: Yeah. We're happy to do that, and  
12 we're happy to do it on a relatively short time frame.

13          One thing I did want to talk about today is  
14 scheduling.

15          THE COURT: I'm not there yet. Let me hear from Mr.  
16 Krum so I can --

17          MR. FERRARIO: I'm comfortable with that relief, and  
18 I'll just save --

19          THE COURT: Once I say the order then we can talk  
20 about scheduling.

21          MR. FERRARIO: -- save my breath on the merits of  
22 the motion.

23          THE COURT: You then have a -- you have a motion you  
24 need to argue.

25          Mr. Krum.

1           MR. KRUM: Your Honor, that's all appropriate, and I  
2 concur with your assessment that we need to see what the  
3 result is to see what, if anything else, we need to do.

4           THE COURT: Okay. So the motion for omnibus relief  
5 is granted in part. The individuals I outlined will produce  
6 the information that I outlined. If there is an issue related  
7 to the logging of any of that information on a privilege log,  
8 given the definition of the scope of the relevant information  
9 I have ordered produced, I would appreciate you addressing  
10 those among yourselves if there's an issue, and then I will be  
11 happy to rule on it if you need me to.

12           With respect to Cotter's motion to compel production  
13 of documents and for privilege, that has been covered under  
14 the ruling that I've made today. Part of the alternative  
15 relief was that I require additional information to be  
16 provided.

17           And with respect to the motion for leave to file  
18 summary judgment motion --

19           MR. FERRARIO: Yes, Your Honor.

20           THE COURT: -- I want you to wait to file such a  
21 motion until Mr. Krum has had an opportunity to review the  
22 information that I've just ordered.

23           How long is it going to take you to produce that  
24 information?

25           MR. FERRARIO: I was just going to speak to Mr.

1 Krum. I think the original date range we used was, what, the  
2 -- was after Your Honor's order, and I don't remember what  
3 that date was, forward. Then we moved it back.

4 THE COURT: Remember how I tried to set you for  
5 trial last week and you didn't like it?

6 MR. FERRARIO: No. I want to get to that.

7 So we'll start -- we'll back it up -- you want back  
8 to September 1st of 2017?

9 MR. KRUM: Well, you're asking about when is the  
10 beginning date for the search for responsive documents?

11 MR. FERRARIO: Yeah. That'll give us -- that gives  
12 us --

13 MR. KRUM: My answer is that would be the day I  
14 picked based on the information I have.

15 MR. FERRARIO: That's fine.

16 MR. KRUM: But if you know better, then back it up  
17 further.

18 MR. FERRARIO: I will check. But we'll start with  
19 September --

20 MS. HENDRICKS: Your Honor, could you read the scope  
21 one more time? Because I thought we were talking just about  
22 the December special independent committee minutes. If it's  
23 broader than that --

24 MR. FERRARIO: No. It's ratification.

25 THE COURT: No, you were not -- you were not talking

1 about just the December special committee --

2 MS. HENDRICKS: This --

3 MR. FERRARIO: No, it's not. It's prior to --

4 MS. HENDRICKS: -- and the ratification, as well.

5 MR. FERRARIO: Right.

6 THE COURT: And the P-1 and the preparation of P-1  
7 and the drafts of P-1 and all that stuff. So three  
8 categories, the 12/21 special committee meeting, whether it's  
9 scheduling, content, scope, minutes, whatever, related to that  
10 meeting; P-1, whether it's subject matter, preparation,  
11 drafting, circulation, how we're going to get it on the agenda  
12 for the 12/29 meeting; and then the third issue is any  
13 discussion of ratification, not limited by time.

14 MR. FERRARIO: We'll work -- we're going to work the  
15 date out.

16 THE COURT: So -- well, but I need to know. How  
17 long do you think? Best guess.

18 MR. FERRARIO: We'll do it within a week.

19 THE COURT: No, you can't do it in a week.

20 MR. FERRARIO: Why not?

21 THE COURT: Because it's going to take you longer.

22 MR. FERRARIO: It's not going to take --

23 THE COURT: You're going to need to give a privilege  
24 log when you do it, because I anticipate some of the  
25 information is going to be a claim of privilege.

1           MR. FERRARIO: Your Honor, right now we're going to  
2 proceed on the assumption we're going to start in September.  
3 I need to talk to my folks.

4           MS. HENDRICKS: We already have pulled all the data.

5           MR. FERRARIO: I know. So we've got to just verify.

6           MS. HENDRICKS: So I would say even if we did it, if  
7 you'd give us till May 11th, which is a couple extra days, but  
8 by a week from Friday we should be able to get it in.

9           MR. FERRARIO: If we start from that date, we're  
10 fine. I will talk to Mr. Krum more. I'm going to talk to my  
11 team. I can't sit here and tell you that at some point in  
12 2015 or 2016 in one of the many discussions we may have had  
13 where we talked about Nevada statute that that topic didn't  
14 come up. I can't tell you that. Do I -- as I stand in front  
15 of Your Honor do I believe there's any written document that  
16 mentions that? I don't believe there is, okay.

17          THE COURT: You will notice that my order does not  
18 have a time limitation.

19          MR. FERRARIO: If you want us to go back to 2015,  
20 then we'll have to work on search terms, and we can pump those  
21 through the system. But I suspect it's going to come up with  
22 nothing. And it might take a little longer.

23          THE COURT: That may be. So you've asked for  
24 permission, you've asked for permission --

25          MR. SEARCY: I did ask.

1 THE COURT: -- to file a new motion for summary  
2 judgment --

3 MR. KRUM: We have.

4 THE COURT: -- on the, I win, Judge, thing.

5 MR. FERRARIO: The, I win, Judge, thing, yeah.

6 THE COURT: Yeah. So I want Mr. Krum, instead of me  
7 facing a 56(f) issue at the time you file that motion, he's  
8 ready to file his opposition, I want him to have the  
9 opportunity to get these documents with the privilege logs,  
10 look at them, and then have a period of time he can decide  
11 whether he needs to take additional depositions and, if you  
12 fight about it, for me to rule on it.

13 So I'm going to grant your request even though I am  
14 hesitant to do so under the circumstances, but I don't want to  
15 be in a position where you guys slow play them and then I'm  
16 sitting back here again that he didn't get the stuff.

17 MR. FERRARIO: We're not going to do that, Your  
18 Honor.

19 MR. KRUM: Well, Your Honor --

20 THE COURT: It's called sandbagging.

21 MR. FERRARIO: You don't do that.

22 MR. KRUM: My suggestion -- and this is not for any  
23 purpose other than what you just articulated -- is that,  
24 rather than granting the motion today, it be continued for  
25 whatever time they predict, two weeks, four weeks --

1 THE COURT: No. I granted it today.

2 MR. KRUM: -- and in chambers, because --

3 THE COURT: No. I granted it --

4 MR. KRUM: -- I don't want to be back fighting about  
5 whether they've prematurely filed the motion when we haven't  
6 finished this process.

7 MR. FERRARIO: Mark, I'm going to get you the  
8 documents, and the Judge has already indicated you're going to  
9 have a chance to depose people if you want. We're going to  
10 make them available. We want this heard. We're not going to  
11 screw around, we're not going to have a 56(f) problem.

12 And can we now pick a trial date?

13 MR. KRUM: I was told that in January, by the way.

14 MR. SEARCY: Before we pick the trial date --

15 THE COURT: I've been trying to keep you guys under  
16 control for four years.

17 MR. SEARCY: Your Honor, I have one logistical  
18 question about the summary judgment motion. We attached our  
19 motion with the motion for leave to file.

20 THE COURT: You don't want to file that motion. You  
21 want to file a new motion that includes the issues that we  
22 talked about today.

23 MR. SEARCY: Thank you, Your Honor. That's --

24 MR. KRUM: And, Your Honor --

25 Thank you, Mr. Searcy.