

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 XVIII
JA4309 – JA4558**

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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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By: /s/ Gabriela Mercado

1 injury from replacing outstanding liquid class A stock with effectively illiquid class B stock and, I
2 am informed and believe, from covering the tax obligation that belong to the person or entity
3 exercising the option.

4 **Monetary Rewards to Margaret, Ellen and Adams**

5 36. In March 2016, the Board approved giving Margaret employment at the Company
6 as the senior executive in charge of development of the Company's valuable New York real estate.
7 That is a position Margaret had sought since my father passed. It is a position that I refused to give
8 her, with the then support of all of the non-Cotter directors, because she was unqualified to hold it.
9 She has no prior real estate development experience. What was discussed during my tenure as
10 President and CEO was providing Margaret employment at the Company, so that she could have
11 health benefits for herself and her two children, in a position in which she would continue to be
12 responsible for the modest live theater operations and in which she could work in connection with
13 any development of the Company's New York real estate, but not as the senior executive
14 responsible for the development of the Company's New York real estate. In other words, Margaret
15 could have a position, but she would not have a position that called upon her to do that which she
16 had no experience doing and that which she was unqualified to do. That is the position Margaret
17 was given in March. It is a highly compensated position that reflects its responsibilities. But
18 Margaret has neither the prior experience nor the qualifications to hold it. Nevertheless, she is paid
19 as if she does. Which, in my view, amounts to waste of Company monies. Additionally, the
20 \$200,000 paid to Margaret, ostensibly for concessions Margaret previously was willing to make
21 for free to become an employee of the Company, and reportedly for prior services rendered which
22 the Board year after year had not chosen to pay her, is simply a gift, presumably because Margaret
23 made less money in 2015 due to the Stomp debacle.

24 37. The compensation package provided to Ellen in March 2016, like the one provided
25 to Margaret, is a departure from the Company's practices, in terms of the amount paid relative to
26 the skill and experience of the person being paid. Ellen now is the CEO of what basically is the
27 same company of which I was CEO, but she has a compensation package that could pay her twice
28 to three times as much. No board member has ever explained to me why they think this is

1 appropriate, except to the extent they have alluded to the fact that they view Ellen and Margaret as
2 controlling shareholders.

3 38. Adams in March 2016 was awarded what amounted to a \$50,000 bonus for being a
4 director. As a director, I have not seen him provide extraordinary service that warrants a payment
5 such as that, which is a material departure from past practices at the Company, in which extra cash
6 payments to Directors typically were \$10,000. The sole notable exception was the \$75,000 paid
7 to Tim Storey for his work as ombudsman, but the amount of time and effort he put in that role,
8 including travel between New Zealand and Los Angeles, exceeded by a multiple the amount of
9 time Adams has devoted to being a director in 2015 and 2016. I have no doubt that Adams was
10 paid \$50,000 for what amounted to exemplary loyalty to Ellen.

11 **The Offer**

12 39. Ellen shared with the full Board, in or about early June, an offer by third parties to
13 purchase all of the outstanding stock of RDI for cash consideration at a price of approximately
14 33% above the prices of which RDI stock then traded (i.e., the "Offer"). The Board met on June 2,
15 2016 regarding the Offer. At that time, Ellen proposed to have management prepare
16 documentation regarding the value of the Company to be provided to Board members for their
17 review and consideration in advance of another board meeting to consider the Offer. I objected,
18 suggesting that an independent person or company be charged with preparing such documentation
19 for review by the Board. My objection was noted and overruled, and the Board agreed to proceed
20 in the manner Ellen suggested. Additionally, board members inquired what Ellen and Margaret as
21 controlling shareholders wanted to do in response to the Offer.

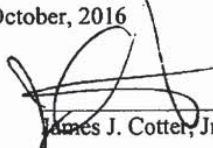
22 40. On or about June 7, 2016, in view of the Offer, I asked Ellen to provide me the
23 Company's business plan. I understood that there was none and her failure to respond confirmed
24 that.

25 41. The Board reconvened on June 23, 2016, regarding the Offer. No materials had
26 been delivered to Board members prior to that meeting. At that meeting, Ellen made an oral
27 presentation regarding the supposed value of the Company. I found it difficult to follow her oral
28 presentation with no prior or contemporaneous documentation. I cannot imagine how outside

1 directors less familiar with the details of the Company followed it. Not one of the directors other
2 than Ellen indicated that they had taken any action at all, whether reviewing Company
3 documentation, speaking with experts such as counsel or bankers or doing anything else at all, to
4 prepare to discuss the Offer. At that meeting, Ellen also indicated that she and Margaret would
5 oppose any response other than rejecting the Offer, and added that it was their belief that the
6 Company should proceed on its course as an independent company. No director asked questions
7 about whether and how the Company could ever actualize the supposed value Ellen claimed it had.
8 None asked questions about whether management was preparing a business plan to do so or, for
9 that matter, simply preparing a long-term or strategic business plan. None exists. Instead, the non-
10 Cotter directors simply ascertained that Ellen and Margaret wanted to reject the Offer and agreed
11 that the price offered was inadequate. They all voted to proceed in the manner Ellen
12 recommended.

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

15 DATED this 13th day of October, 2016

16 
17 _____
18 James J. Cotter, Jr.



CLERK OF THE COURT

1 **APEN**

2 Mark G. Krum (SBN 10913)
3 Lewis Roca Rothgerber Christie LLP
4 3993 Howard Hughes Pkwy, Suite 600
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9 *Attorneys for Plaintiff, James J. Cotter, Jr.*

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

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

15 **Plaintiff,**

16 vs.

17 MARGARET COTTER, ELLEN COTTER,
18 GUY ADAMS, EDWARD KANE, DOUGLAS
19 McEACHERN, TIMOTHY STOREY,
20 WILLIAM GOULD, and DOES 1 through 100,
21 inclusive,

22 **Defendants.**

23 READING INTERNATIONAL, INC., a
24 Nevada corporation,

25 **Nominal Defendant.**

26 T2 PARTNERS MANAGEMENT, LP, a
27 Delaware limited partnership, doing business as
28 KASE CAPITAL MANAGEMENT, et al.,

Plaintiffs,

vs.

MARGARET COTTER, ELLEN COTTER,
GUY ADAMS, EDWARD KANE, DOUGLAS
McEACHERN, WILLIAM GOULD, JUDY
CODDING, MICHAEL WROTONIAK, CRAIG
TOMPKINS, and DOES 1 through 100,
inclusive,

Defendants.

and

READING INTERNATIONAL, INC., a
Nevada corporation,

Nominal Defendant.

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

Coordinated with:

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

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

Jointly Administered

Business Court

**APPENDIX OF EXHIBITS IN SUPPORT
OF PLAINTIFF JAMES J. COTTER, JR.'S
OPPOSITION TO INDIVIDUAL
DEFENDANTS' MOTION FOR PARTIAL
SUMMARY JUDGMENT (NO. 2) RE: THE
ISSUE OF DIRECTOR INDEPENDENCE
(Exhibits 4 and 19 filed under seal)**

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

Lewis Roca
ROTHGERBER CHRISTIE

APPENDIX OF EXHIBITS

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3	Excerpts from June 9, 2016 deposition of Edward Kane	028-031
4	Depo Exhibit 118 – Filed separately under seal	032-034
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6	Excerpts from May 16, 2016 deposition of Jim Cotter Jr.	036-038
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8	MC00006333	044
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10	MC00001201	048
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16	Excerpts from May 19, 2016 deposition of Ellen Cotter	057-061
17	Excerpts from April 28, 2016 deposition of Guy Adams	062-076
18	Depo Exhibit 53	077-097
19	Depo Exhibit 55 – Filed separately under seal	098-127

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20	Excerpts from June 8, 2016 deposition of William Gould	128-133
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22	JJC Declaration	139-153

DATED this 17th day of October, 2016.

LEWIS ROCA ROTHGERBER CHRISTIE LLP

By: /s/ Mark G. Krum

Mark G. Krum (SBN 10913)
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Attorneys for Plaintiff James J. Cotter, Jr.

CERTIFICATE OF SERVICE

I hereby certify that on this 17th day of October, 2016, I caused a true and correct copy of the foregoing **APPENDIX OF EXHIBITS IN SUPPORT OF PLAINTIFF JAMES J. COTTER, JR.'S OPPOSITION TO INDIVIDUAL DEFENDANTS' MOTION FOR PARTIAL SUMMARY JUDGMENT (NO. 2) RE: THE ISSUE OF DIRECTOR INDEPENDENCE (Exhibits 4 and 19 filed under seal)** to be electronically filed and served only via this Court's electronic filing system to all parties listed on the E-Service Master List.

/s/ Luz Horvath

An employee of Lewis Roca Rothgerber Christie
LLP

Exhibit 1

Exhibit 1

1 DISTRICT COURT
2 CLARK COUNTY, NEVADA
3
4 JAMES J. COTTER, JR.,)
5 individually and)
6 derivatively on behalf of)
7 Reading International,)
8 Inc.,)
9 Plaintiff,) Case No. A-15-719860-B
10 vs.) Coordinated with:
11 MARGARET COTTER, et al.,) Case No. P-14-082942-E
12 Defendants.)
13 and)
14 READING INTERNATIONAL,)
15 INC., a Nevada)
16 corporation,)
17 Nominal Defendant)
18
19 DEPOSITION OF: EDWARD KANE
20
21 TAKEN ON: MAY 2, 2016
22
23
24 REPORTED BY:
25 PATRICIA L. HUBBARD, CSR #3400

1 In 1987 at the request of James Cotter,
2 Sr., I became president of Craig Corporation. And I
3 remained president of Craig Corporation -- I
4 can't -- don't know how long that was.

5 I -- at the same time but later on I
6 became president of Reading, which was a separate
7 company before it was merged into Craig Corporation.

8 From time to time I had -- I had
9 resigned -- I must have resigned from Craig or
10 Reading at least three or four times.

11 I took a position -- the first time I
12 resigned I was offered a position as chairman and
13 C.E.O. of an outpatient surgery center company, ASMG
14 Outpatient Services. They had three outpatient
15 centers in San Diego area. And while I was there I
16 obtained a contract to do the outpatient services in
17 a hospital in Palm Springs.

18 At the request of the company I sold
19 that -- the shareholders, I sold that to a company
20 that later became Health South.

21 I also became a -- tough to describe,
22 but I was a non-director/director of an 800-person
23 independent practice association, 800 physicians.

24 I say "non-director/director" because
25 since I wasn't a physician, I couldn't be a director

1 of the company, but I was treated as such and paid
2 as such and went to the weekly executive committee
3 meetings and also monthly board meetings of that
4 company. It was called Sharp Community Medical
5 Group.

6 In 2000 -- god, I can't remember the
7 date. I think it was 2004 Mr. Cotter called me and
8 asked me to come back on the board of what was now
9 Reading. And I did that.

10 I also during all this period of time
11 taught tax, various tax courses, at local law
12 schools here.

13 Starting probably around 1969 I
14 taught -- taught some tax courses at University of
15 San Diego. And then I taught almost every year at
16 least one course at California Western School of
17 Law, various tax courses, partnership tax, corporate
18 tax, individual income tax. And thought about
19 teaching full time, but I didn't.

20 And I also taught -- my most recent
21 teaching position was at Thomas Jefferson School of
22 Law. I taught income tax courses there for two
23 years. And I think the last time was about three or
24 four years ago.

25 Q. Are you done, sir?

1 We were too good friends to let that
2 thing fester too long.

3 **Q. Mr. Kane, does the name "Citadel" mean**
4 **anything to you?**

5 A. Oh, sure.

6 **Q. Tell us --**

7 A. Citadel, that was the holding company
8 for Fidelity Federal Savings and loan.

9 **Q. And did you have positions with Citadel,**
10 **Fidelity or both?**

11 A. Yes.

12 **Q. How did that come to pass?**

13 A. Well, Mr. Cotter had bought stock, and
14 together -- I say "together," I shouldn't use that
15 word.

16 But he had been introduced to it by a
17 fellow named Fred Rovin who had a position in the --
18 in the company. And I think he persuaded Mr. Cotter
19 to have Craig or Reading -- I forget who was
20 involved at the time -- to take a position in it.

21 And so it got to the point where
22 Mr. Cotter was -- and Mr. Rovin both had enough
23 stock to appoint directors to the board. Mr. Rovin
24 appointed his brother and a lawyer and Mr. Cotter
25 got Ralph Perry, who was a lawyer, and myself on the

1 and it became in- -- difficult.

2 And so the regulators came down and they
3 suggested that I leave, and I did.

4 Q. When did you first meet Jim Cotter, Sr.?

5 A. He was in the master's of tax program
6 with me in 1963. So I met him in the fall of 1963.

7 Q. When did you and he become friends?

8 A. Very shortly thereafter. We found that
9 we had similar backgrounds even though we don't --
10 didn't have similar religions.

11 But we were both middle class, lower
12 middle class. We lived in that neighborhood. We
13 didn't have any money when we went to college or law
14 school.

15 And we just -- just became fast friends.

16 He was the first person I invited to my
17 house for dinner.

18 I was married. I had gotten married in
19 the summer of '63. And we started socializing with
20 he and his, I guess, fiance, Mary Ellen Cotter, went
21 to the World's Fair with them, because Mary was
22 working for American Airlines, could get us free
23 tickets.

24 And then I got the position with Donovan
25 Leisure. And he joined the -- the IRS as a trial

1 And he called me up and said, "The partnership is
2 over because Bill Foreman has offered me four times
3 what I'm making here to come in."

4 And so I said "Okay."

5 And I left Gray, Cary and joined with
6 these other guys who -- they were from back east and
7 fine lawyers. It was a very small firm. But four
8 of them became Superior Court judges and one of them
9 became a Court of Appeals judge.

10 Q. Let me interject a question, Mr. Kane.

11 A. Sure.

12 Q. I thought you said something to the
13 effect that he said the partnership was over.

14 To what were you referring there?

15 A. Our -- our dream of becoming partners in
16 a law firm, he and I. That was over.

17 Q. Okay. I'm sorry. Please continue.

18 A. Sure. So I joined the firm as equal
19 partner.

20 And I guess I've covered the rest of it
21 except that Jim and I had a very close relationship,
22 even then. And he called me up, and he had a tax
23 problem at Pacific Theatres, a personal tax problem.
24 And he said there are some -- "We have some theaters
25 up in the Fresno area and we could -- maybe we

1 Q. Do your children know the three Cotter
2 children?

3 A. I -- I think they do, yes. Yes.

4 Q. Do any of Ellen Cotter, Margaret Cotter
5 or Jim Cotter call you Uncle Ed?

6 A. All of them, including their mother and
7 their father.

8 Q. But for the three kids, has that been
9 how they've addressed you since they were able to
10 speak?

11 MR. SEARCY: Objection. Vague.

12 THE WITNESS: I think that's true. And
13 they still do except for Mr. Cotter, Jr. He stopped
14 calling me Uncle Ed when he was terminated.

15 BY MR. KRUM:

16 Q. In your decision-making with respect to
17 any or all of the three Cotter children since the
18 passing of Jim Cotter, Sr., have you attempted to do
19 what you thought he would have wanted you to do?

20 MR. SEARCY: Objection. Vague and lacks
21 foundation.

22 THE WITNESS: What I do does not take
23 into account The Cotter children.

24 I'm a director of this company. And I
25 do what I think is in the best interest of the

1 issues within the family are
2 resolved and all litigation pending
3 or proposed is terminated, there
4 should be no Cotter increases."

5 You see that?

6 A. Yes.

7 Q. When you refer to "all issues within the
8 family," to what were you referring?

9 A. I can't recall. I see "litigation"
10 there. That was one thing. But I can't recall what
11 the other issues were at the time.

12 Q. Well, one of the issues was the lack of
13 agreement regarding whether Margaret or Jim and
14 Margaret would be the trustees of the voting trust,
15 correct?

16 MR. SEARCY: Objection. Lacks
17 foundation.

18 THE WITNESS: Well, that's litigation in
19 my mind.

20 BY MR. KRUM:

21 Q. Okay. So let me ask a different
22 question.

23 Were you referring to the disputes or,
24 as the case may be, litigation involving the
25 question of whether it would be Margaret Cotter,

1 lacks foundation.

2 THE WITNESS: I didn't -- I don't recall
3 that part of the -- of the meeting after we were --
4 ended.

5 BY MR. KRUM:

6 Q. Do you recall that the -- that that
7 evening there was a conference call during which
8 Ellen Cotter reported that she and Margaret on one
9 hand and Jim Cotter, Jr., on the other hand had
10 reached a tentative settlement that resolved the
11 trust and estate litigation and disputes between
12 them and included certain items relating to the
13 governance of RDI?

14 MR. SEARCY: Objection. Vague.

15 THE WITNESS: I recall a phone call or
16 something saying they had reached an agreement. I
17 don't recall what they had reached or what it
18 involved, but an agreement whereby they would work
19 together going forward.

20 BY MR. KRUM:

21 Q. And do you recall that as a result of
22 that, the vote to terminate Jim Cotter, Jr., as
23 president and C.E.O. was not had?

24 A. Correct, it was not had then.

25 Q. And do you recall that a week or ten

1 days later when no agreement between Ellen and
2 Margaret Cotter on one hand and Jim Cotter, Jr., on
3 the other had come to pass or into existence that
4 the supposed board meeting was reconvened on
5 June 12, comma -- June 12, 2015 and that the vote
6 was had and he was terminated as president and
7 C.E.O.?

8 A. Yes.

9 MR. SEARCY: Objection. Vague, assumes
10 facts.

11 THE WITNESS: I recall that, yes.

12 BY MR. KRUM:

13 Q. And did you ever communications with
14 Ellen or Margaret Cotter during the course of these
15 supposed board meetings regarding whether a
16 settlement of any sort had been reached with Jim
17 Cotter, Jr.?

18 MR. SEARCY: Objection. Argumentative.

19 THE WITNESS: I may have.

20 BY MR. KRUM:

21 Q. What's your best recollection about what
22 you communicated with them and what they
23 communicated to you?

24 A. I can't recall directly. My
25 communications by that time were all with Jim

1 I -- I said to him at one point, "Take
2 it. You have nothing to lose. You're going to get
3 terminated if you don't. If you can work it out
4 with your sisters, it will go on and I will support
5 you. I'll even make a motion to see if the company
6 will reimburse the legal fees."

7 I did not want him to go.

8 And you, I'm sure, see emails in there
9 to that effect. Even though I voted -- was voting
10 against him, I wanted him to stay as C.E.O.

11 BY MR. KRUM:

12 Q. If you wanted him to stay as C.E.O. --

13 A. Right.

14 Q. -- why did you vote against him?

15 A. Because I wanted him to stay as C.E.O.,
16 working with his sisters who were work -- willing to
17 work with him for the benefit of the company.

18 And to me it was a wonderful solution,
19 and it had no adverse impact. If it didn't work
20 out, then we would deal with it. But he would work
21 with them and -- as an executive committee.

22 He told me that he didn't want Guy Adams
23 on there. And I told him, "I'll do my best to make
24 sure that he isn't on that; just you and your
25 sisters."

1 And if they could work together, that's
2 all we wanted.

3 Q. Are you drawing a distinction, Mr. Kane,
4 between Ellen and Margaret working with Jim
5 Cotter, Jr., as distinct from working for him?

6 MR. SEARCY: Objection. Vague.

7 THE WITNESS: I don't think I ever made
8 that distinction, but I think he would glean and
9 learn a lot working with them.

10 After all they were the operating
11 executives of this company.

12 BY MR. KRUM:

13 Q. And did you understand that -- strike
14 that.

15 But that resolution did not come to pass
16 because Jim Cotter, Jr., rejected it, correct?

17 MR. SEARCY: Objection. Vague.

18 THE WITNESS: He rejected it, yes.

19 (Whereupon Ms. Bannett left the
20 deposition proceedings at this
21 time.)

22 BY MR. KRUM:

23 Q. And he got himself terminated, right?

24 MR. SEARCY: Objection. Vague.

25 THE WITNESS: Yes.

REPORTER'S CERTIFICATE

I, PATRICIA L. HUBBARD, do hereby certify:

That I am a duly qualified Certified
Shorthand Reporter in and for the State of California,
holder of Certificate Number 3400, which is in full
force and effect, and that I am authorized to
administer oaths and affirmations;

That the foregoing deposition testimony of
the herein named witness, to wit, EDWARD KANE, was
taken before me at the time and place herein set
forth;

That prior to being examined, EDWARD KANE
was duly sworn or affirmed by me to testify the truth,
the whole truth, and nothing but the truth;

That the testimony of the witness and all
objections made at the time of examination were
recorded stenographically by me and were thereafter
transcribed by me or under my direction and
supervision;

1 That the foregoing pages contain a full,
2 true and accurate record of the proceedings and
3 testimony to the best of my skill and ability;
4

5 I further certify that I am not a relative
6 or employee or attorney or counsel of any of the
7 parties, nor am I a relative or employee of such
8 attorney or counsel, nor am I financially interested
9 in the outcome of this action.
10

11 IN WITNESS WHEREOF, I have subscribed my
12 name this 4th day of May, 2016.

13 
14

15 PATRICIA L. HUBBARD, CSR #3400
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25

Exhibit 2

Exhibit 2

1

2

3

DISTRICT COURT

4

CLARK COUNTY, NEVADA

5

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

8

Plaintiff,)

Case No. A-15-719860-B

9

vs.)

Coordinated with:

10

MARGARET COTTER, et al.,)

Case No. P-14-082942-E

11

Defendants.)

12

and)

13

READING INTERNATIONAL,)
INC., a Nevada)
corporation,)

14

15

Nominal Defendant)

16

17

VIDEOTAPED DEPOSITION OF EDWARD KANE

18

TAKEN ON MAY 3, 2016

19

VOLUME 2

20

21

22

23

Job no. 305191

24

REPORTED BY:

25

PATRICIA L. HUBBARD, CSR #3400

1 So, directing your attention to the
2 period of time from September 2015 through June --
3 excuse me. Let's start that again.

4 Directing your attention, Mr. Kane, to
5 the period of time from September 2014 through June
6 2015, do you recall that you and some, if not all,
7 of the other four non-Cotter directors devoted
8 substantial time to attempting to enable or
9 encourage the three Cotter siblings to work together
10 professionally and politely?

11 A. Yes.

12 MR. SEARCY: Objection. Vague.

13 THE WITNESS: Oh, sorry.

14 MR. SEARCY: That's all right.

15 BY MR. KRUM:

16 Q. Is it correct to say in your view,
17 Mr. Kane, that those efforts were largely
18 unsuccessful?

19 A. Yes.

20 Q. With respect to your understanding as to
21 the matters in dispute between Jim Cotter, Jr., on
22 one hand and either or both Ellen and Margaret
23 Cotter on the other hand, did you understand that
24 one of the issues in dispute was who would control
25 the -- the trust that held class B voting stock;

1 that is, RDI class B voting stock?

2 MR. SEARCY: Objection. Vague.

3 THE WITNESS: Yes.

4 BY MR. KRUM:

5 Q. You understood that there was a 2000 --
6 a so-called 2013 amendment to the trust
7 documentation of James Cotter, Sr., that provided
8 that Margaret Cotter would be the sole trustee of
9 the trust that held and voted the class B RDI voting
10 stock, right?

11 A. Correct.

12 Q. You also understood that the so-called
13 2014 amendment to the trust documentation of James
14 Cotter, Sr., provided that Margaret Cotter and Jim
15 Cotter, Jr., would in some manner, whether jointly
16 or alternatively, vote the RDI class B voting stock,
17 right?

18 A. Correct.

19 Q. Was there a point in time, Mr. Kane,
20 when you concluded that that dispute needed to be
21 resolved in order for the siblings, meaning Jim
22 Cotter, Jr., on one hand and Ellen and Margaret
23 Cotter on the other hand, to get along and work
24 together?

25 MR. SEARCY: Objection. Vague.

1 foundation.

2 BY MR. KRUM:

3 Q. Was it your understanding that he did
4 intend for Margaret to become an employee of RDI?

5 A. I had no understanding either way.

6 Q. Now, directing your attention, Mr. Kane,
7 to your prior testimony regarding Margaret being the
8 sole trustee of the voting trust under the 2013
9 amendment and something to the effect that that was
10 part of Jim Cotter, Sr.'s plan to cause the Cotter
11 children to work together, in that context, learning
12 whatever you learned about the 2013 amendment, did
13 you have any understanding as to what Jim Cotter,
14 Sr.'s intentions regarding whether Margaret Cotter
15 would become an employee of RDI?

16 MR. SEARCY: Objection. Vague.

17 THE WITNESS: I had no understanding.

18 BY MR. KRUM:

19 Q. Now, I'm not going to sum up again your
20 prior testimony. I'm just going to refer you to the
21 subject matter.

22 Referring you, Mr. Kane, to your
23 testimony about your understanding as to why in the
24 2013 amendment Margaret had been designated as
25 trustee of the voting trust, how did you come to

1 have that understanding?

2 A. Mr. Cotter informed me. In one of our
3 conversations he said he was making Margaret the
4 trustee of the voting stock.

5 And I asked him why. And he told me --
6 and it's right in my brain, it's imprinted on it --
7 that "that will force them to work together."

8 That's a quote.

9 Q. What else did you say or what else did
10 he say in that conversation about either the trust
11 documentation or The Cotter children working
12 together?

13 A. Excuse me. Repeat that, please.

14 Q. What else did he say, if anything,
15 during that conversation about the trust
16 documentation?

17 A. Nothing that I can recall.

18 Q. What else, if anything, did he say
19 during that conversation about prompting or forcing
20 the three -- his three Cotter children to work
21 together?

22 A. He didn't need to say anything. I knew
23 what he was talking about.

24 Q. What was your understanding at the time?

25 A. Understanding was that their diverse

1 personalities, and there had been some incidents --
2 I call incidents, nothing specific or difficult --
3 at board meetings that I thought it was a good idea
4 to make Margaret, given the background -- I was
5 surprised, but I thought it was a good idea that he
6 make Margaret the sole trustee.

7 Q. Were you present for what you have
8 called incidents at board meetings?

9 A. Yes.

10 Q. To what are you referring?

11 A. When we had board meetings Mr. -- excuse
12 me. Get a little water.

13 Margaret and Ellen Cotter would give
14 reports. Jim Cotter, Jr., was not the president at
15 that time, and he would always have questions for
16 them. It appeared to me that he would have
17 questions that he was seeking to embarrass them
18 before the other directors.

19 And he asked questions that he knew the
20 answer to, because he was being paid to run a weekly
21 executive committee meeting.

22 But it was like brother/sister fighting.
23 He knew the answer and there was no reason to ask
24 those questions.

25 And that's about the only input he ever

1 have wanted?

2 A. I think I knew better than anybody what
3 he would have wanted. I've known him for -- I knew
4 him for 50 years.

5 We would have regular meetings in Laguna
6 just the two of us, talk over strategy, talk over
7 his children, talk over all issues.

8 And it was reflected in his comment to
9 me that he was giving Margaret the voting power to
10 force them to work together.

11 So, I knew that's what he wanted.

12 MR. KRUM: I'll ask the court reporter
13 to mark as Exhibit 111 a two-page document bearing
14 production number 5488 and 89.

15 (Whereupon the document referred
16 to was marked Plaintiffs'
17 Exhibit 111 by the Certified
18 Shorthand Reporter and is attached
19 hereto.)

20 THE WITNESS: (Indicating.)

21 MR. SEARCY: That's for the court
22 reporter.

23 THE WITNESS: Oh.

24 BY MR. KRUM:

25 Q. Do you recognize Exhibit 111?

1 A. That and the fact that he made Margaret
2 the trustee of the voting stock and told me it was
3 to force them to work together.

4 Q. You understood, by the way, sir, that
5 the 2014 amendment made Margaret and Jim, Jr.,
6 co-trustees of the voting trust, right?

7 A. It purports to do that, yes.

8 Q. When you say "it purports to do that,"
9 I'm not asking whether you agree with it. I'm
10 asking if you understood what it provides by its
11 terms --

12 A. I know --

13 Q. Let's not speak over each other. Let me
14 ask the question and then you can respond.

15 You understand, Mr. Kane, that the
16 so-called 2014 amendment by its terms makes Margaret
17 Cotter and Jim Cotter, Jr., the co-trustees of the
18 voting trust that would vote the RDI class B voting
19 stock, right?

20 A. Yes.

21 Q. You also understand that that
22 documentation provides that if they -- to the effect
23 that if Margaret and Jim, Jr., cannot agree, they
24 will each be the trustee in alternating years?

25 A. Yes.

1 Q. Now, we began to talk over each other.

2 Were you about to tell me something

3 about whether you thought the 2014 amendment

4 reflected what you understand to be Jim Cotter,

5 Sr.'s wishes?

6 MR. SEARCY: Objection. Vague.

7 THE WITNESS: That's what the Court will
8 decide.

9 I don't -- I try to stay out of that. I
10 have my own opinion, but I don't have all the facts.

11 BY MR. KRUM:

12 Q. What's the basis for your opinion?

13 The conversation that you described to
14 us already?

15 A. Yes.

16 Q. Anything else?

17 A. 50 years of friendship. And so I think
18 I knew him in some respects better than any member
19 of his family.

20 Q. Okay. And your opinion is that based on
21 the facts you have --

22 A. Yes.

23 Q. -- and not considering the facts you
24 acknowledge you do not have --

25 A. I don't know if there are any.

1 Q. Right. But based on the facts you have,
2 you think it's the 2013 amendment that reflects Jim
3 Cotter, Sr.'s wishes?

4 A. Yes.

5 Q. So, returning to your May 9, 2015 email
6 that's part of Exhibit 111, it continues where we
7 left off with the words, quote,

8 "Second, because it is in the best
9 interest of the company," close
10 quote.

11 You see that?

12 A. Yes.

13 Q. And are you referring there to what
14 you've described earlier in terms of how important
15 you thought it was Jim Cotter, Jr., succeed at
16 repairing his relationship with Ellen and Margaret
17 Cotter?

18 MR. SEARCY: Objection. Vague.

19 THE WITNESS: Of course it would be in
20 the best interest of the company if they were
21 working together.

22 BY MR. KRUM:

23 Q. Continuing on, Mr. Kane, the text in
24 that same paragraph of Exhibit 111 says,

25 "Third, because it will safeguard

1 your May 22 email, part of Exhibit 112, quote,

2 "You might think about it on the
3 drive down here," close quote.

4 Were you telling him he should
5 reconsider his -- his rejection of the proposal
6 described in your second sentence of that paragraph?

7 A. I don't know what I had in mind at that
8 time. I don't even -- I know that there was a
9 proposal made that he take the title of president
10 and not C.E.O., but that was from Bill Gould.

11 Q. Margaret's proposal was an executive
12 committee proposal, was it not?

13 MR. SEARCY: Objection. Vague as to
14 time.

15 BY MR. KRUM:

16 Q. Well, here, let me -- go ahead,
17 Mr. Kane.

18 A. That's not my recollection at this
19 point.

20 Q. Well, let's go back to your second
21 sentence, because it perhaps will refresh your
22 recollection.

23 After the part about Margaret suggesting
24 he take what the board offered, I'd focus your
25 attention, please, Mr. Kane on the words and,

REPORTER'S CERTIFICATE

I, PATRICIA L. HUBBARD, do hereby certify:

That I am a duly qualified Certified
Shorthand Reporter in and for the State of California,
holder of Certificate Number 3400, which is in full
force and effect, and that I am authorized to
administer oaths and affirmations;

That the foregoing deposition testimony of
the herein named witness, to wit, EDWARD KANE, was
taken before me at the time and place herein set
forth;

That prior to being examined, EDWARD KANE
was duly sworn or affirmed by me to testify the truth,
the whole truth, and nothing but the truth;

That the testimony of the witness and all
objections made at the time of examination were
recorded stenographically by me and were thereafter
transcribed by me or under my direction and
supervision;

1 That the foregoing pages contain a full,
2 true and accurate record of the proceedings and
3 testimony to the best of my skill and ability;
4

5 I further certify that I am not a relative
6 or employee or attorney or counsel of any of the
7 parties, nor am I a relative or employee of such
8 attorney or counsel, nor am I financially interested
9 in the outcome of this action.
10

11 IN WITNESS WHEREOF, I have subscribed my
12 name this 10th day of May, 2016.

13 
14

15 PATRICIA L. HUBBARD, CSR #3400
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Exhibit 3

Exhibit 3

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DISTRICT COURT

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CLARK COUNTY, NEVADA

5

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

8

Plaintiff,)

Case No. A-15-719860-B

9

vs.)

Coordinated with:

10

MARGARET COTTER, et al.,)

Case No. P-14-082942-E

11

Defendants.)

12

and)

13

READING INTERNATIONAL,)
INC., a Nevada)
14 corporation,)

15

Nominal Defendant)

16

17

VIDEOTAPED DEPOSITION OF EDWARD KANE

18

TAKEN ON JUNE 9, 2016

19

VOLUME 3

20

21

22

23

Job No.: 315759

24

REPORTED BY:

25

PATRICIA L. HUBBARD, CSR #3400

1 that Margaret be the sole trustee of the voting
2 trust that held --

3 A. Yes.

4 Q. -- the class B voting stock?

5 A. Yes.

6 Q. Do you recall how you learned that?

7 A. I don't.

8 Q. And the next sentence reads, quote,

9 "As I said, your dad told me that
10 giving Margaret the vote was his
11 way of, sub quote, forcing, close
12 sub quote, the three of you to work
13 together," close quote.

14 Does that refer to discussions about
15 which I believe you've already testified, Mr. Kane,
16 you had with Jim Cotter, Sr.?

17 A. Yes.

18 Q. And the next sentence in paragraph
19 numbered one in Exhibit 306 reads as follows, quote,

20 "Asking to change that is a
21 nonstarter," close quote, with
22 "nonstarter" being italicized.

23 Do you see that?

24 A. Yes.

25 Q. Why did you say that?

1 REPORTER'S CERTIFICATE

2

3 I, PATRICIA L. HUBBARD, do hereby certify:

4

5 That I am a duly qualified Certified
6 Shorthand Reporter in and for the State of California,
7 holder of Certificate Number 3400, which is in full
8 force and effect, and that I am authorized to
9 administer oaths and affirmations;

10

11 That the foregoing deposition testimony of
12 the herein named witness, to wit, EDWARD KANE, was
13 taken before me at the time and place herein set
14 forth;

15

16 That prior to being examined, EDWARD KANE
17 was duly sworn or affirmed by me to testify the truth,
18 the whole truth, and nothing but the truth;

19

20 That the testimony of the witness and all
21 objections made at the time of examination were
22 recorded stenographically by me and were thereafter
23 transcribed by me or under my direction and
24 supervision;

25

1 That the foregoing pages contain a full,
2 true and accurate record of the proceedings and
3 testimony to the best of my skill and ability;
4

5 I further certify that I am not a relative
6 or employee or attorney or counsel of any of the
7 parties, nor am I a relative or employee of such
8 attorney or counsel, nor am I financially interested
9 in the outcome of this action.

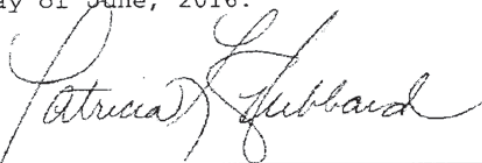
10

11 IN WITNESS WHEREOF, I have subscribed my
12 name this 15th day of June, 2016.

13

14

15



PATRICIA L. HUBBARD, CSR #3400

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EXHIBIT 4

(Filed Separately Under Seal)

Exhibit 5

Exhibit 5

From: Kane <ekane@satur.com>
Sent: Thursday, June 11, 2015 1:43 PM
To: Cotter Jr. James

This morning, without the wine I was drinking last night during and after talking with your mother, I'm thinking more about your call to me last night and our conversation. I can see that from your point of view having Guy in on the meetings with your sisters could be a problem and doesn't solve the need to be able to work with them cohesively going forward. If you explain that to them they may be willing to accommodate you.

But, the main question is what are you going to do to accommodate them?

1. For now, I think you have to concede that Margaret will vote the B stock. As I said, your dad told me that giving Margaret the vote was his way of "forcing" the three of you to work together. Asking to change that is a *nonstarter*. Again, you need to compromise your "wants" as they have been willing to do. If you can work together than it becomes a non-issue and eventually your and her kids will have the vote. What's wrong with that?

2. For now you need ASAP to agree on the nominees for the Board going forward. As I told you months ago, changes are necessary and you need some quality people with expertise in fields where it is needed and lacking. You also need to get rid of divisive persons.

3. I do believe that if you give up what you consider "control" for now to work cooperatively with your sisters, you will find that you will have a lot more commonality than you think. You all want the same things: a vibrant growing business. After trust is established you can all go back to where you want to be.

4. I think if you make the proper and needed concessions, they might well relent on having Guy in the meetings as they can easily see there is great animosity between the two of you.

5. Bottom line: recognize you are not dealing from strength right now and be willing to compromise as they are rational and reasonable people who have been hurt and demeaned and you need to help heal the family. Otherwise you will be sorry for the rest of your life, they and your mother will be hurt and your children will lose a golden opportunity.

6. I am willing to help but I'd much prefer that you bend a bit and work it out between you to build the trust that is necessary so that you don't lose control of the company, as you presently have.

EXN 306
DATE 6-9-16
WIT Kam
PATRICIA HUBBARD

Exhibit 6

Exhibit 6

EIGHTH JUDICIAL DISTRICT COURT
CLARK COUNTY, NEVADA

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

vs.

Case No.

MARGARET COTTER, ELLEN COTTER, A-15-719860-B
GUY ADAMS, EDWARD KANE, DOUGLAS
McEACHERN, TIMOTHY STOREY,
WILLIAM GOULD, JUDY CODDING,
MICHAEL WROTONIAK, and DOES 1
through 100, inclusive,
Defendants.

and

READING INTERNATIONAL, INC.,
a Nevada corporation,
Nominal Defendant.

(CAPTION CONTINUED ON NEXT PAGE.)

VIDEOTAPED DEPOSITION OF JAMES COTTER, JR.
Los Angeles, California
Monday, May 16, 2016
Volume I

Reported by:
JANICE SCHUTZMAN, CSR No. 9509
Job No. 2312188
Pages 1 - 297

Page 1

1 also talked about the independence of --

2 BY MR. TAYBACK:

3 Q. Who's "we talked about"?

4 A. You and I.

5 Q. Okay.

6 A. Well, I've spoken about the process.

7 I've -- and there's also the independence or lack of
8 independence of the directors who made that
9 decision.

10 And I do not believe that Mr. Adams could 12:17:15
11 have made a proper decision to terminate the CEO
12 given his absolute dependence on Ellen and Margaret
13 for his livelihood.

14 And I do not believe that Mr. Kane, given
15 his 47-year-long relationship with Ellen and 12:17:39
16 Margaret, and the fact that he had been absolutely
17 co-opted into the civil war that had erupted between
18 my sister Ellen and Margaret on the one hand and me
19 on the other hand, with my mother calling him up in
20 tears and telling him what he should do, not do, 12:18:05
21 that he was in a position to make an independent
22 decision about whether a public company should
23 terminate its CEO.

24 Q. Mr. McEachern is independent, made the same
25 decision. 12:18:24

Page 105

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I, JANICE SCHUTZMAN, Certified Shorthand
Reporter of the State of California, do hereby
certify:

That the foregoing proceedings were taken
before me at the time and place herein set forth;
that any witnesses in the foregoing proceedings,
prior to testifying, were placed under oath; that
the testimony of the witness and all objections made
by counsel at the time of the examination were
recorded stenographically by me, and were thereafter
transcribed under my direction and supervision; and
that the foregoing pages contain a full, true and
accurate record of all proceedings and testimony to
the best of my skill and ability.

I further certify that I am neither financially
interested in the action nor a relative or employee
of any attorney or any of the parties.

IN WITNESS WHEREOF, I have subscribed my name
this 19th day of May, 2016.



JANICE SCHUTZMAN
CSR No. 9509

Exhibit 7

Exhibit 7

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DISTRICT COURT
CLARK COUNTY, NEVADA

JAMES J. COTTER, JR.,	)	
individually and	)	
derivatively on behalf of	)	
Reading International,	)	
Inc.,	)	
	)	Case No. A-15-719860-B
Plaintiff,	)	
	)	Coordinated with:
vs.	)	
	)	Case No. P-14-082942-E
MARGARET COTTER, et al.,	)	
	)	
Defendants.	)	
and	)	
	)	
READING INTERNATIONAL,	)	
INC., a Nevada	)	
corporation,	)	
	)	
Nominal Defendant)	)	

VIDEOTAPED DEPOSITION OF MARGARET COTTER
TAKEN ON MAY 13, 2016
VOLUME II

REPORTED BY:
PATRICIA L. HUBBARD, CSR #3400

1 Wrotniak, please.

2 A. She is a college friend. I speak to
3 her -- I don't know -- once every three or four
4 weeks. I see her maybe four times a year. It
5 varies. She had kids very early on after college,
6 so I really didn't see her that much.

7 And now that I have kids and work, I
8 don't see her that often.

9 Q. Does she still -- well, as of today is
10 she one of your best friends?

11 MR. SEARCY: Objection. Vague.

12 THE WITNESS: I would consider her a
13 close friend.

14 BY MR. KRUM:

15 Q. And describe your relationship with
16 Michael Wrotniak.

17 A. I don't talk to him or see him as I --
18 as I had done with Patricia. I would maybe see him
19 once a year if I went to her house for dinner, but I
20 wouldn't consider I have, you know, an ongoing
21 relationship with him.

22 Q. How often do you communicate with him?

23 A. Now?

24 Q. How often did you communicate with him
25 in 2014?

1 A. Oh, he would email me if he wanted show
2 tickets.

3 Q. How often did you communicate with him
4 in 2015?

5 A. I don't know.

6 MR. KRUM: I'll ask the court reporter
7 to mark as Exhibit 160 --

8 THE REPORTER: Yes.

9 MR. KRUM: -- two pages, the first of
10 which is dated April 9, 2015, and appears to be an
11 email from Margaret Cotter to Kelley Anderson with
12 the subject "Michael Wrotniak." Production numbers
13 are MC2812 and 13.

14 (Whereupon the document referred
15 to was marked Plaintiffs'
16 Exhibit 160 by the Certified
17 Shorthand Reporter and is attached
18 hereto.)

19 MR. FERRARIO: This has a red mark on
20 it.

21 MR. KRUM: A what?

22 MR. FERRARIO: 158. There you go.

23 MR. KRUM: Oh, I passed you a prior
24 exhibit --

25 MR. FERRARIO: That's all right.

REPORTER'S CERTIFICATE

I, PATRICIA L. HUBBARD, do hereby certify:

That I am a duly qualified Certified
Shorthand Reporter in and for the State of California,
holder of Certificate Number 3400, which is in full
force and effect, and that I am authorized to
administer oaths and affirmations;

That the foregoing deposition testimony of
the herein named witness, to wit, MARGARET COTTER, was
taken before me at the time and place herein set
forth;

That prior to being examined, MARGARET
COTTER was duly sworn or affirmed by me to testify the
truth, the whole truth, and nothing but the truth;

That the testimony of the witness and all
objections made at the time of examination were
recorded stenographically by me and were thereafter
transcribed by me or under my direction and
supervision;

1 That the foregoing pages contain a full,
2 true and accurate record of the proceedings and
3 testimony to the best of my skill and ability;
4

5 I further certify that I am not a relative
6 or employee or attorney or counsel of any of the
7 parties, nor am I a relative or employee of such
8 attorney or counsel, nor am I financially interested
9 in the outcome of this action.
10

11 IN WITNESS WHEREOF, I have subscribed my
12 name this 17th day of May, 2016.

13 
14

15 PATRICIA L. HUBBARD, CSR #3400
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Exhibit 8

Exhibit 8

From: Unger, Jill (US) <Jill.Unger@RalphLauren.com>
Sent: Wednesday, September 17, 2014 10:54 AM
To: Margaret Cotter
Subject: Re: News about my dad

So beautifully written.

You were so fortunate to have a dad like him.

Xoxoxoxoxoxoxoxoxoxoxo

----- Original Message -----

From: Margaret Cotter [<mailto:margaret.cotter@readingrdi.com>]
Sent: Wednesday, September 17, 2014 12:54 AM
To: Unger, Jill (US); Patricia Wrotniak <pwrotniak@hotmail.com>; Kim Fanning <kjcrew1@aol.com>; Jenny Kallenbach <JKallenbach@CATIACCESS.COM>; Michaela Burschinger <bkaela@mac.com>; Tiffany Sacks <tiffany@sackshome.com>; Patricia McLain <patricia_mclain@hotmail.com>
Subject: News about my dad

It is with the deepest sadness that we announce the passing of James J. Cotter, Sr.

Jim lost his battle to cancer on Saturday, September 13, 2014. As he did in life, Jim fought valiantly until the end. Our family is completely heartbroken over the loss of our father, mentor and friend. We hope you will join us in cherishing the colorful memories that this brilliant man bestowed upon us.

A Memorial Mass to celebrate his life will be held in Los Angeles at St Pauls the Apostle next Friday. See attachment.
Margaret Cotter

This message and any attached documents contain information which may be confidential, subject to privilege or exempt from disclosure under applicable law. These materials are intended only for the use of the intended recipient. If you are not the intended recipient of this transmission you are hereby notified that any distribution, disclosure, printing, copying, storage, modification or the taking of any action in reliance upon this transmission is strictly prohibited. Delivery of this message to any person other than the intended recipient shall not compromise or waive such confidentiality, privilege or exemption from disclosure as to this communication. If you have received this communication in error, please immediately notify the sender and delete the message from your system.

Exhibit 9

Exhibit 9

From: Patricia Wrotniak <pwrotniak@hotmail.com>
Sent: Wednesday, November 26, 2014 2:37 PM
To: Margaret Cotter
Subject: RE: Favor!!!

This is tough for you all....I am so sorry that you are going through this. Hopefully Thanksgiving Day will be a bit of a respite for you. It will be a nice dinner. Just try to relax and since the nanny is coming have a few cocktails! By the way, we saw The Elephant Man on Friday evening with Bradley Cooper....just Michael and I. It was really good....he is an amazing actor....very versatile! Thinking of you and thanks for checking on the tickets! Triciaxoxo

To: pwrotniak@hotmail.com
Subject: Re: Favor!!!
From: amcotter1@aol.com
Date: Tue, 25 Nov 2014 17:55:31 -0500

hi... had to come to ny sunday night. headed back thursday morning. im so sick of this! i am sure would be ok... let me find out tomorrow. have fun.... going to bel air for thanksgiving with mom ellen kids and nanny. duffy is sick. ems called yesterday. he fell and ellen got worried. he asked the ems workers if they wanted to stay and play! im living in the twilight zone.

have good time.

-----Original Message-----

From: Patricia Wrotniak <pwrotniak@hotmail.com>

To: Margaret Cotter <amcotter1@aol.com>

Sent: Tue, Nov 25, 2014 12:11 pm

Subject: Favor!!!

Hi there! Hope you are doing OK and not too stressed out!

How was your birthday? Margot's?? What are you doing for Thanksgiving?

I will call you tomorrow! We are going to The Mohonk House for my in-laws 50th wedding anniversary.

3 nights....I am looking forward to the break! and no cooking!!

Mary really wants to see It's Only a Play with Rupert Grint (the guy who was Ron in Harry Potter).

Do you have any pull to get us 4 tickets for Saturday, January, 3rd.....2pm matinee? Let me know when you have a chance.....if you can't get them I'll have Michael's asst. try through ticketmaster! It is at the Schoenfeld Theater. I think it might be a tough ticket.....so many big names.....Nathan Lane, Mathew Broderick. I don't want to pay \$250 a ticket through a box office!!

Thanks and I'll call tomorrow when I am on the rode!!

Love,

T

Exhibit 10

Exhibit 10

From: Margaret Cotter <amcotter1@aol.com>
Sent: Wednesday, February 26, 2014 8:15 PM
To: Patricia Wrotniak
Subject: Re:

Is the a mat on Wednesday? Usually we don't have one. Yes in la. So busy. Will call u later today picking up dog for my mom in any 2 hrs.she will have a heart attack but I want to be her for the first few days with the dog

Sent from my iPhone

On Feb 26, 2014, at 11:23 AM, Patricia Wrotniak <pwrotniak@hotmail.com> wrote:

> Hi there! Sent you a text yesterday! I am home from Florida and just playing catch up!
> Are you still good to get us 4 tickets to STOMP for the GSP kids? Any interest in treating them to a casual dinner that evening too??? Something inexpensive in the neighborhood?? I hope you don't think I am asking too much.....you know I am not pushy....just trying to get other alums involved in their week so they don't spend too much of their own money...they really don't have much but are such nice guys and so grateful to be spending the week with us. Even if there is a fun, cheap, famous pizza place near the theatre. I was thinking maybe a Wednesday matinee for the show....that would be March 12th. Let me know what you think!
>
> Are you back yet? Hope you are all doing well! Still can't get over that beautiful picture of Margot!
> By the way, we should grab dinner together one night and go see "Beautiful" together....that Carol King Broadway show. Could you swing a sitter one night? Or even a Saturday matinee and then an early dinner!
> Hugs and Kisses to the children!!!!
> T

Exhibit 11

Exhibit 11

From: Margaret Cotter
Sent: Wednesday, November 19, 2014 10:37 PM
To: Michael Wrotniak
Subject: RE: Stomp tickets

The dates are fine... get me the name and we will set it up....thanks!

From: Michael Wrotniak [<mailto:m.wrotniak@aminco.biz>]
Sent: Wednesday, November 19, 2014 2:30 PM
To: Margaret Cotter
Subject: RE: Stomp tickets

Hi Margaret,

Hope you are ok...

The winner of the Stomp tickets came forward to claim her prize.

The woman suggested two dates – Dec 3 or Dec 4 with a preference for the 3rd.

I will get her last name once you work out the dates.

Thank you.

Michael

From: Margaret Cotter [<mailto:margaret.cotter@readingrds.com>]
Sent: Thursday, November 13, 2014 7:55 PM
To: Michael Wrotniak
Subject:

I need the ticket request lennon for little sisters

Margaret Cotter
Liberty Theatres LLC
189 Second Ave Suite 3N | New York, New York 10003
o. 212.871.6834 | c. 917.705.4458

Exhibit 12

Exhibit 12

To: Kelley Anderson
Subject: FW:

From: Michael Wrotniak [<mailto:m.wrotniak@aminco.biz>]
Sent: Friday, November 14, 2014 8:43 AM
To: Margaret Cotter
Subject: RE:

Hello Margaret –

Bday coming up right – Happy Birthday to you.

Thanks for the reminder about the Lennon tix

Dec 6 – two tickets for the evening show under the name:

Mr. Francois Chaillou

Thanks again for your contribution to the Little Sisters.

Michael

PS How is Lennon doing ?

From: Margaret Cotter [<mailto:margaret.cotter@readingrdi.com>]
Sent: Thursday, November 13, 2014 7:55 PM
To: Michael Wrotniak
Subject:

I need the ticket request lennon for little sisters

Margaret Cotter
Liberty Theatres LLC
189 Second Ave Suite 3N1 New York, New York 10003
o. 212.871.6834 l.c. 917.705.4458

Exhibit 13

Exhibit 13

From: Kelley Anderson
Sent: Tuesday, December 02, 2014 8:44 PM
To: Margaret Cotter
Subject: RE: Stomp tickets

I did and I confirmed with him- it is all set!

From: Margaret Cotter
Sent: Tuesday, December 02, 2014 3:43 PM
To: Kelley Anderson
Subject: FW: Stomp tickets

Did you handle this? and email Michael?

From: Margaret Cotter
Sent: Monday, December 01, 2014 9:41 AM
To: Kelley Anderson
Subject: Fwd: Stomp tickets

Can u set these up

Margaret Cotter
Liberty Theatres, LLC | 189 Second Avenue Suite 3N
New York, New York 10003 | p. 212.871.6834
Sent from my iPhone

Begin forwarded message:

From: Michael Wrotniak <m.wrotniak@aminco.biz>
Date: December 1, 2014, 7:59:20 AM PST
To: Margaret Cotter <margaret.cotter@readingrdr.com>
Subject: RE: Stomp tickets

Hi M,

I hope you had a nice Thanksgiving with your kiddies – I am sure this year was more difficult than most with the adults – but day by day....

Regarding Stomp, for Dec 3 – can you hold two house tickets under the name Judy Rudderow. It is the 8 pm show on Wed Dec 3 correct?

Thanks again Margaret.

Kind regards

Michael

PS Tricia and I sat in the second row for Elephant Man a week ago – very good show. Cooper is a good actor

MC00007906

051

JA4376

From: Margaret Cotter [<mailto:margaret.cotter@readingrdi.com>]
Sent: Wednesday, November 19, 2014 5:37 PM
To: Michael Wrotniak
Subject: RE: Stomp tickets

The dates are fine... get me the name and we will set it up....thanks!

From: Michael Wrotniak [<mailto:m.wrotniak@aminco.biz>]
Sent: Wednesday, November 19, 2014 2:30 PM
To: Margaret Cotter
Subject: RE: Stomp tickets

Hi Margaret,

Hope you are ok...

The winner of the Stomp tickets came forward to claim her prize.

The woman suggested two dates – Dec 3 or Dec 4 with a preference for the 3rd.

I will get her last name once you work out the dates.

Thank you.

Michael

From: Margaret Cotter [<mailto:margaret.cotter@readingrdi.com>]
Sent: Thursday, November 13, 2014 7:55 PM
To: Michael Wrotniak
Subject:

I need the ticket request lennon for little sisters

Margaret Cotter
Liberty Theatres LLC
189 Second Ave Suite 3N1 New York, New York 10003
o. 212.871.6834 f. 917.705.4458

Exhibit 14

Exhibit 14

From: Kelley Anderson
Sent: Monday, June 09, 2014 4:46 PM
To: 'Mary Cotter'
Subject: RE: Please do me a favor -

This is in the mail and all set! Let me know if you need anything else!

Kelley

From: Mary Cotter [<mailto:marytimely@yahoo.com>]
Sent: Sunday, June 08, 2014 11:04 AM
To: Kelley Anderson
Subject: Please do me a favor -

Kelley: I would so appreciate if you could fedex to Judy Coddling some invoices - my computer does not connect to Margaret printer. Her address is Judy Coddling 2266 Canyon Back Road Los Angeles Ca. 90049 tel 310 476 1854. Do it overnite. Thanks and I will email you again with the nbr of invoices. Thanks and call me at Margaret if you need any info. Much appreciated.

Mary E. Cotter
Designer Travel, Inc.
13245 Riverside Dr. Suite 560
Sherman Oaks CA 91423
t. 310-559-0581
f. 310-425-8841

From: Kelley Anderson
Sent: Monday, June 09, 2014 8:15 PM
To: 'Mary Cotter'
Subject: RE: Please do me a favor -

Yes! Fedex overnight- they should have it around 9:30am tomorrow.

Thanks!
Kelley

From: Mary Cotter [<mailto:marytimely@yahoo.com>]
Sent: Monday, June 09, 2014 4:16 PM
To: Kelley Anderson
Subject: Re: Please do me a favor -

Kelley: Do you do FEDEX - THANKS.

Mary E. Cotter
Designer Travel, Inc.
13245 Riverside Dr. Suite 560
Sherman Oaks CA 91423
t. 310-559-0581
f. 310-425-8841

On Monday, June 9, 2014 9:48 AM, Kelley Anderson <Kelley.Anderson@readingrdi.com> wrote:

This is in the mail and all set! Let me know if you need anything else!

Kelley

From: Mary Cotter [<mailto:marytimely@yahoo.com>]
Sent: Sunday, June 08, 2014 11:04 AM
To: Kelley Anderson
Subject: Please do me a favor -

Kelley: I would so appreciate if you could fedex to Judy Coddling some invoices - my computer does not connect to Margaret printer. Her address is Judy Coddling 2266 Canyon Back Road Los Angeles Ca. 90049 tel 310 476 1854. Do it overnite. Thanks and I will email you again with the nbr of invoices. Thanks and call me at Margaret if you need any info. Much appreciated.

Mary E. Cotter
Designer Travel, Inc.
13245 Riverside Dr. Suite 560
Sherman Oaks CA 91423
t. 310-559-0581
f. 310-425-8841

Exhibit 15

Exhibit 15

From: amcotter1@aol.com
Sent: Tuesday, October 06, 2015 9:26 PM
To: kingsherry@gmail.com; judycodding@gmail.com
Subject: Re: Hamilton????

Hi.. yes I am back in my "new" routine and in the kindergarten interviewing frenzy. Being in LA was so nice having my mother as a fall back. I know she was not so quietly counting the days to our departure!!!

You picked the most popular show but I can try. Shows have producer seats available for purchase. They are full price tickets without the service charges and no broker mark ups. Usually show's house seat book opens a month prior to performance month so we are a little behind. Can you call or email me a credit card#, expiration, security code, billing zip, and cellphone to reach you so I can submit the order?

Margaret
9177054458

-----Original Message-----

From: Sherry King <kingsherry@gmail.com>
To: margaret <amcotter1@aol.com>; Judy Codding <judycodding@gmail.com>
Sent: Sun, Oct 4, 2015 7:08 pm
Subject: Hamilton????

Hi Margaret. I hear you're back and into the NY routine.....I'm sure it's as hectic here as ever with those adorable kids!

Judy Codding has to be in New York the week-end of Oct. 24-25. Is there any way you might be able to get us tickets to Hamilton for Sunday the 25? We absolutely would pay, but as you know, they're close to impossible to get. I have no idea if that's feasible for you. I know from my ancient days hanging out with the general manager of the Public Theater, that there were generally house seats like that if you were lucky enough to know someone.

Exhibit 16

Exhibit 16

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DISTRICT COURT
CLARK COUNTY, NEVADA

JAMES J. COTTER, JR.,	)	
individually and	)	
derivatively on behalf of)	)	
Reading International,	)	
Inc.,	)	
	)	Case No. A-15-719860-B
Plaintiff,	)	
	)	Coordinated with:
vs.	)	
	)	Case No. P-14-082942-E
MARGARET COTTER, et al.,	)	
	)	
Defendants.	)	
and	)	
	)	
READING INTERNATIONAL,	)	
INC., a Nevada	)	
corporation,	)	
	)	
Nominal Defendant)	)	
	)	

VIDEOTAPED DEPOSITION OF ELLEN COTTER
TAKEN ON MAY 19, 2016
VOLUME II

Job Number 308469
REPORTED BY:
PATRICIA L. HUBBARD, CSR #3400

1 the context of larger discussions you were having
2 with your mother?

3 A. I don't recall the conversations.

4 Q. If your mother had said to you in words
5 or substance that she thought that it was a bad idea
6 to ask Ms. Coddington to join the RDI board of
7 directors or expressed any such sentiment with
8 reservations, would that have made any difference to
9 how you proceeded?

10 MR. SEARCY: Objection. Lacks
11 foundation, calls for speculation.

12 THE WITNESS: My mother's opinions on
13 Judy Coddington had no bearing on me asking Judy to be
14 on the board. Judy has an amazing background. And
15 I've known of her for years.

16 So, whatever my mother thought about her
17 did not factor into my analysis at all.

18 BY MR. KRUM:

19 Q. How have you known -- how had you known
20 of Ms. Coddington for years?

21 A. I had known of her reputation.

22 Q. Had you ever met her?

23 A. Yes.

24 Q. On how many occasions?

25 A. I don't know. I don't know.

1 Q. Can you estimate?

2 A. It wasn't frequent. Prior to asking
3 Judy to consider being on the board I might have met
4 her -- I don't know -- between five and ten times
5 maybe.

6 Q. Over what period of time?

7 A. Probably the last 15 years.

8 Q. And where had you met her? At your
9 mother's house?

10 A. I met her at my mother's house on one
11 occasion that I recall.

12 Q. Where else had you met her?

13 A. I would have met her with Peggy and
14 Harvey Saferstein.

15 Q. Did you ever meet her with your mother
16 other than at your mother's house on one occasion
17 that you recall?

18 A. I don't recall.

19 Q. Who are Peggy and Harvey Saferstein?

20 A. They are family friends.

21 Q. Cotter family friends?

22 A. Cotter family friends.

23 Q. Are they your mother's age? Are they
24 your mother's friends?

25 A. Yes.

REPORTER'S CERTIFICATE

I, PATRICIA L. HUBBARD, do hereby certify:

That I am a duly qualified Certified
Shorthand Reporter in and for the State of California,
holder of Certificate Number 3400, which is in full
force and effect, and that I am authorized to
administer oaths and affirmations;

That the foregoing deposition testimony of
the herein named witness, to wit, ELLEN M. COTTER, was
taken before me at the time and place herein set
forth;

That prior to being examined, ELLEN M.
COTTER was duly sworn or affirmed by me to testify the
truth, the whole truth, and nothing but the truth;

That the testimony of the witness and all
objections made at the time of examination were
recorded stenographically by me and were thereafter
transcribed by me or under my direction and
supervision;

1 That the foregoing pages contain a full,
2 true and accurate record of the proceedings and
3 testimony to the best of my skill and ability;
4

5 I further certify that I am not a relative
6 or employee or attorney or counsel of any of the
7 parties, nor am I a relative or employee of such
8 attorney or counsel, nor am I financially interested
9 in the outcome of this action.
10

11 IN WITNESS WHEREOF, I have subscribed my
12 name this 24th day of May, 2016.

13 
14

15 PATRICIA L. HUBBARD, CSR #3400
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Exhibit 17

Exhibit 17

1 EIGHTH JUDICIAL DISTRICT COURT
2 CLARK COUNTY, NEVADA
3
4 JAMES J. COTTER, JR.,)
5 derivatively on behalf of)
6 Reading International, Inc.,)
7 Plaintiff,) Case No.
8 vs.) A-15-719860-B
9 MARGARET COTTER, ELLEN)
10 COTTER, GUY ADAMS, EDWARD) Case No.
11 KANE, DOUGLAS McEACHERN,) P-14-082942-E
12 TIMOTHY STOREY, WILLIAM)
13 GOULD, and DOES 1 through) Related and
14 100, inclusive,) Coordinated Cases
15 Defendants,)
16 and)
17 READING INTERNATIONAL, INC.,)
18 a Nevada corporation,)
19 Nominal Defendant.)
20 Complete caption, next page.
21
22
23
24 VIDEOTAPED DEPOSITION OF GUY ADAMS
25 LOS ANGELES, CALIFORNIA
THURSDAY, APRIL 28, 2016
VOLUME I
REPORTED BY: LORI RAYE, CSR NO. 7052
JOB NUMBER: 305144

1 MR. TAYBACK: Object to the form of the
2 question; vague.

3 You can answer the question.

4 THE WITNESS: I don't think I thought of him
5 as my boss, no. He was -- I think of him more like
6 a partner. If he needed help doing something, I
7 told him I would do it and he said he would
8 remunerate me for it.

9 BY MR. KRUM:

10 Q. Let me ask you a more precise question.

11 A. Okay.

12 Q. So the person who made the decision that
13 you would be paid \$52,000 a year by Cotter Family
14 Farms was Jim Cotter Senior; correct?

15 A. Correct.

16 Q. And who is the person or who were the
17 persons who make the decision today as to whether
18 you will continue to be paid 52,000 a year by
19 Cotter Family Farms?

20 A. I presume the estate that controls Cotter
21 Family Farms.

22 Q. And by "the estate," you're referring to
23 the estate of Jim Cotter Senior; right?

24 A. Yes.

25 Q. And the co-executors of the estate are

1 Margaret Cotter and Ellen Cotter; correct?

2 A. To my understanding, yes.

3 Q. Have you had any communications with them
4 about continuing or not continuing the work you've
5 been doing for which you're paid \$52,000 a year by
6 Cotter Family Farms?

7 A. No.

8 Q. Have you ever had any conversations with
9 either both Margaret and/or Ellen Cotter about any
10 work you did for any Cotter Family owned or
11 controlled entities, whether Cotter Family Farms or
12 some other entity?

13 A. Yes.

14 Q. And give me the list of entities to
15 start, please.

16 A. Well, the -- there's, within the -- not
17 the Cotter estate but outside of the Cotter estate
18 are these captive insurance companies that are
19 owned by -- my understanding, they're owned by a
20 trust. And Margaret is president of that. Those
21 insurance -- captive insurance companies, I'm CFO.
22 There's filing, reporting, things that need to be
23 done and administered, so I talk to Margaret about
24 that.

25 Q. What are the -- well, first of all, how

1 A. Roughly?

2 Q. Yes.

3 MR. TAYBACK: I'm going to designate this as
4 confidential private information under the
5 protective order.

6 MR. KRUM: That's fine.

7 THE WITNESS: I just want to reiterate to you,
8 I'm not comfortable with this. I will answer it.

9 BY MR. KRUM:

10 Q. Here is what we're doing. Mr. Tayback
11 has designated your testimony about your --

12 MR. TAYBACK: Personal finances.

13 BY MR. KRUM:

14 Q. -- personal finances as confidential.
15 That means we handle it in a different way. It's
16 not going to be floating around in public so you
17 don't have to worry about that.

18 A. Approximately \$900,000.

19 Q. And in May of last year, May of 2015,
20 what was your approximate net worth?

21 A. Approximately \$900,000.

22 Q. Okay. And is it correct --

23 A. Maybe -- maybe it was a little more.

24 Q. I understand. It's approximate.

25 A. Yeah.

1 \$4 million, something like that.

2 **Q. So somewhere in or around 2008,**
3 **Mr. Cotter also took his money out of your fund?**

4 A. Oh, no. His money was in for a short
5 period of time. I was working on a couple things
6 that he thought were interesting. He got in and
7 when those things were sold, he said, When can I
8 get my money out?

9 I said, You can take your money out at
10 the end of the quarter. So I would say he wasn't
11 in not even a year. It was a very fortuitous
12 investment. It worked out. For a fund starting
13 out, the first year is important and that was a
14 good investment for me. And Mr. Cotter asked for
15 his money out and I redeemed him.

16 **Q. Okay. So what other business dealings,**
17 **if any, have you ever had with Jim Cotter Senior?**

18 A. He's bought some real estate and that's
19 part of the farm management payment as well, is to
20 look after these real estate investments he made.
21 And when he hired me and brought me aboard, he had
22 already made -- he had already made three of them
23 with a man named Tom Riley in Orange County. He's
24 a developer.

25 Mr. Cotter told me about the real estate

1 investments. I told him they sounded interesting
2 and he says, I need your help with them to oversee
3 them. I said, I'm not a real estate guy. This
4 isn't what I -- my strong suit, I'm sorry. He knew
5 that. He said, I don't care. I want you to help
6 me with them. And he said, You'll learn something.
7 It will be fun.

8 And candidly, working with Mr. Cotter,
9 even if I didn't know it, I'd learn about it along
10 the way.

11 But the point is that there were real
12 estate investments that Mr. Cotter made and three
13 of them were made before I got there, or maybe one
14 of them was made the week I walked in the door. I
15 had no involvement in it. And then one was made
16 approximately a year later.

17 Q. So how were you paid or what was the
18 compensation arrangement, if any, for you to do
19 what you did with respect to these four real estate
20 investments?

21 A. Mr. Cotter included the thousand dollars
22 a week from Family Farms and he said, I'm going to
23 make you my partner, a 5 percent partner on my real
24 estate ventures. I didn't bargain. I didn't
25 debate. I just said, Yes, thank you.

1 2019 before the first -- according to the
2 pro forma, before the first -- first you have to
3 pay out Stern. And after he's paid out, then the
4 subordinated loan can get paid out, and I think
5 that's a 2019 economic event before that happens.

6 Q. So just for the purposes of understanding
7 how you would be paid, I'm not arguing about when
8 it might occur.

9 A. Okay.

10 Q. Let me pose the question this way.

11 A. Okay.

12 Q. So if it were today instead of 2019 or
13 later, the money would be paid to the entity that
14 is owned by Mr. Cotter and Mr. Riley --

15 A. Yes.

16 Q. -- and then through that entity, money
17 would go to Mr. Cotter, today his estate?

18 A. Yes.

19 Q. And then to you through the estate?

20 A. Yes.

21 Q. What was his investment in that, by the
22 way?

23 A. One point --

24 MR. TAYBACK: Objection; foundation; calls for
25 speculation.

1 **Q. What was that period of time?**

2 A. 2013, 2014 or 2014, 2015.

3 **Q. But are there still pieces remaining to**
4 **be sold?**

5 A. There are not but there is a clause in
6 the agreement that says -- it's called a bonus
7 payment. And if the developer can sell his homes,
8 when he pro formas the sale, if he can meet his
9 pro forma, then he's good. If he can sell the
10 homes at a higher value, we get a lookback for a
11 quote, bonus payment, and that's to be determined
12 upon lookback.

13 **Q. Which will be when?**

14 A. I'm hoping the end of the year, that
15 calculation will be made, or the first part of next
16 year the calculation will be made. If any, if
17 there is a bonus payment.

18 **Q. And the monies that you received from**
19 **this investment totaled to date -- totaled**
20 **approximately how much?**

21 A. A little under \$30,000, maybe 29, 28,
22 something like that.

23 **Q. And how did those monies flow to you?**

24 A. I believe I asked for a check to put in
25 GWA Advisors.

1 Q. Who wrote the check?

2 A. I think maybe the first check, a Cotter
3 entity did. The second check, the Tom and Jim LLC
4 did.

5 Q. With whom did you interact to --

6 A. Ellen and Margaret.

7 Q. I didn't finish the question.

8 So Ellen and Margaret were the persons
9 with whom you interacted to see to it that you
10 received your 5 percent?

11 A. Yes.

12 Q. Was that informally or did they have some
13 particular capacity, such as co-executors of the
14 estate?

15 MR. SWANIS: Objection; form.

16 MR. TAYBACK: Join.

17 THE WITNESS: Well, it was formulated that
18 there was a calculation. I mean, there's closing
19 costs of each section and all that in the
20 calculation. Informally, they -- they authorized
21 it.

22 BY MR. KRUM:

23 Q. Okay. What's the fourth piece of real
24 estate?

25 A. It's called Leander Holdings,

1 L-e-a-n-d-e-r. It's also in Austin, Texas and it's
2 on the west side, the desirable side of Austin.

3 **Q. What's the status of that?**

4 A. It's being developed and we have buyers
5 for the first part of it and it's the same sort of
6 takedown. Developers agree to take down certain
7 parts of it. So Tom Riley builds it, puts the
8 gutters and power all in. They buy it and then Tom
9 has to get the second phase ready for them.
10 Leander, unlike Sorento, will go down in two phases
11 and there is no lookback, no bonus payment.

12 **Q. How much money did Mr. Cotter invest in**
13 **Leander Holdings?**

14 MR. TAYBACK: Objection; foundation.

15 You can answer.

16 THE WITNESS: He invested approximately
17 \$2.4 million.

18 BY MR. KRUM:

19 **Q. And so when do you expect the -- that's**
20 **not right.**

21 **Have any payouts been made yet?**

22 A. No.

23 **Q. When do you anticipate the first payout**
24 **to occur?**

25 A. Fourth quarter of this year, fourth

1 quarter next year, if there are no delays with
2 building, et cetera, putting the roads in.

3 **Q. Those are the two payments, first and**
4 **second, that you anticipate in the fourth**
5 **quarter --**

6 A. I'm -- I'm not being completely accurate
7 there. There's more one developer that's buying
8 these lots and they're not all doing it the same
9 day, but they're within like two months of each
10 other. So I'd say the fourth quarter -- there's
11 three developers. The three developers are going
12 to close their lots. Tom has to get other lots
13 ready for the next closing from these three guys,
14 and their spacing isn't all in one month. It's
15 spread out. So fourth quarter is -- kind of
16 captures when the flow of funds would happen.

17 **Q. And how will those funds flow to you?**

18 A. I don't know. I presume just like
19 before, I would -- we would get the closing
20 statement, we'd look at the analysis, we'd
21 carefully check all the numbers and make the
22 calculation and I'd show them to Ellen and Margaret
23 Cotter of the estate and say, How would you like
24 the money wired in?

25 **Q. How much money do you anticipate**

1 receiving from the Leander development?

2 MR. TAYBACK: Objection; vague as to the
3 "you." Mr. Adams personally?

4 MR. KRUM: Yes, thank you.

5 THE WITNESS: Honestly, I don't know. I can
6 think for a minute about it. We think about two --
7 maybe two, so five -- in two payments, 100,000.
8 Both payments, 50,000 each.

9 BY MR. KRUM:

10 Q. Okay. Thanks.

11 Have you done any other business beyond
12 what you've described today with or for Mr. Cotter
13 Senior?

14 A. None that I can think of at this time.

15 Q. Have you done any other business with or
16 for either both Ellen Cotter and/or Margaret
17 Cotter, whether as individuals, as co-executors of
18 the estate or in any other capacity?

19 MR. TAYBACK: Other than what he's already
20 mentioned?

21 BY MR. KRUM:

22 Q. Other than what you've already mentioned,
23 yeah.

24 A. Other than what I already mentioned,
25 thank you.

1 Q. Did you vote Margaret president as well?

2 A. Yes, I did.

3 Q. Jim Junior did not participate; correct?

4 A. My recollection is he chose not to
5 participate.

6 Q. And what did they say to you at this
7 lunch in Beverly Hills, if anything, with regard to
8 your ongoing interest in these real estate
9 projects?

10 A. They didn't say anything.

11 Q. What else, if anything, was discussed at
12 this lunch in Beverly Hills in August of 2014?

13 A. My recollection is those were the two
14 issues we talked about.

15 Q. Other than what you've already described,
16 Mr. Adams, in terms of your communications with
17 Ellen and/or Margaret Cotter regarding your
18 interest in these four real estate projects and
19 payment of monies to you, have you had any other
20 communications with either Ellen or Margaret Cotter
21 about either the real estate projects generally, or
22 particularly payments of money to you from them?

23 A. I go to Austin, Texas, generally once a
24 year and review the project and where we are and
25 find out how the economics are, and I talk to them

1 about that occasionally.

2 Q. Okay. Does that include talking about
3 when -- when proceeds from the project could be
4 expected by the Cotter estate or entity and the
5 estate, as the case may be, and you?

6 A. They have asked me that question, when
7 the proceeds from these developments will come
8 about. My recollection is I gave them a schedule.

9 Q. A written schedule?

10 A. Yeah.

11 Q. When was that?

12 A. Maybe 2014. Late 2014.

13 Q. Have you ever had any other conversations
14 with them beyond what you've already told us about
15 the real estate, those four real estate ventures or
16 payment of monies to the Cotter estate and/or you?

17 A. No, none that I recall.

18 MR. KRUM: I'll ask the court reporter to mark
19 as Exhibit 58, a two-page document bearing
20 production numbers GA00001613 and 14.

21 (Exhibit 58 was marked for
22 identification.)

23 BY MR. KRUM:

24 Q. Mr. Adams, do you recognize Exhibit 58?

25 A. Yes, I do.

CERTIFICATE OF REPORTER

STATE OF CALIFORNIA)
)SS:
COUNTY OF LOS ANGELES)

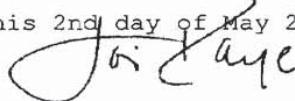
I, Lori Raye, a duly commissioned and
licensed court reporter for the State of
California, do hereby certify:

That I reported the taking of the deposition
of the witness, GUY ADAMS, commencing on Thursday,
April 28, 2016, at 10:13 a.m.;

That prior to being examined, the witness was,
by me, placed under oath to testify to the truth;
that said deposition was taken down by me
stenographically and thereafter transcribed;
that said deposition is a complete, true and
accurate transcription of said stenographic notes.

I further certify that I am not a relative or
an employee of any party to said action, nor in
anywise interested in the outcome thereof; that a
request has been made to review the transcript.

In witness whereof, I have hereunto
subscribed my name this 2nd day of May 2016.



LORI RAYE
CSR No. 7052

Exhibit 18

Exhibit 18

FL-159

By: K. G. G. G., Deputy

Attach copies
of your pay
stubs for last
two months
(black and
social
security
numbers).

- a. Employer: GWA Advisors, LLC
b. Employer's address: 433 No. Camden Drive, Suite 810, Beverly Hills, CA 90210
c. Employer's phone number: (310) 385-1951
d. Occupation: Investment Advisor
e. Date job started: November 2002
f. If unemployed, state job method
g. I work about 25 - 40 hours per week.
h. I get paid \$ 5,000 gross (before taxes) ☒ per month ☐ per week ☐ per hour

(If you have more than one job, attach an 8½-by-11-inch sheet of paper and list the same information as above for your other jobs. Write "Question 1—Other Jobs" at the top.)

2. Age and education

- a. My age is (specify): 62
- b. I have completed high school or the equivalent: ☒ Yes ☐ No If no, highest grade completed (specify):
- c. Number of years of college completed (specify): 4 ☒ Degree(s) obtained (specify):
- d. Number of years of graduate school completed (specify): 2 ☒ Degree(s) obtained (specify):
- e. I have: ☐ professional/occupational license(s) (specify):
☐ extensive training (specify):

3 Tax implications

- a. ☒ I am filing taxes for tax year (specify year): 2012
- b. My tax filing status is ☐ single ☐ head of household ☐ married, filing separately
☒ married, filing jointly with (specify name): Luis M. Kwassigroch
- c. I file state tax returns in: ☒ California ☐ other (specify state):
- d. Claim the following number of exemptions (including myself on my taxes (specify):

4. Other party's income. I estimate the gross monthly income (before taxes) of the other party (in this case, my fiancé), \$61,836/mo. This estimate is based on (exhibit) W-2 for 2012 shows \$742,035

(If you need more space to answer any questions on this form, attach an 8½-by-11-inch sheet of paper and write the question number before your answer.) Number of pages attached: _____

I declare under penalty of perjury under the laws of the State of California that the information contained on all pages of this form and any attachments is true and correct.

Date: October 7, 2013

Ch. 9. Access
1995-01-01

~~~~~

2005-2006 Department for the Environment  
 2005-2006 Department for the Environment  
 2005-2006 Department for the Environment

## INCOME AND EXPENSE DECLARATION

**Los Angeles & Associated Companies, Inc. and Capital Group**

EXHIBIT  
53  
Adams

001158014954



FL-160

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                          |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|
| <p><small>ATTORNEY OR PARTY WITHOUT ATTORNEY should print the number and address:</small></p> <p>William P. Glavin, Esq., EBN: 138132<br/>         Law Offices of William P. Glavin<br/>         841 Apollo Street, Suite 450<br/>         El Segundo, CA 90245<br/>         Telephone: (310) 882-0000</p> <p><small>E-MAIL ADDRESS (optional):</small></p> <p><small>ATTORNEY FOR please:</small> Petitioner, Guy W. Adams</p> <p><small>SUPERIOR COURT OF CALIFORNIA, COUNTY OF Los Angeles</small></p> <p><small>STREET ADDRESS:</small> 111 North Hill Street<br/> <small>MAILING ADDRESS:</small> 111 North Hill Street<br/> <small>CITY AND ZIP CODE:</small> Los Angeles, CA 90012<br/> <small>DIVISION NAME:</small> Central District</p> <p><small>PETITIONER/PLAINTIFF:</small> Guy W. Adams<br/> <small>RESPONDENT/DEFENDANT:</small> Lois M. Kwaigroch<br/> <small>OTHER PARTY/CLAIMANT:</small></p> | <p><small>FOR COURT USE ONLY</small></p> |
| <p><b>INCOME AND EXPENSE DECLARATION</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                          |

1. **Employment** (Give information on your current job or, if you're unemployed, your most recent job.)
- Attach copies of your pay stubs for last two months (check out social security numbers).
- Employer: GWA Advisors, LLC
  - Employer's address: 433 No. Camden Drive, Suite 810, Beverly Hills, CA 90210
  - Employer's phone number: (310) 385-1951
  - Occupation: Investment Advisor
  - Date job started: November 2002
  - If unemployed, date job ended:
  - I work about 25 - 40 hours per week.
  - I get paid \$ 5,000 gross (before taxes) ☒ per month ☐ per week ☐ per hour.
- (If you have more than one job, attach an 8½-by-11-inch sheet of paper and list the same information as shown for your other jobs. Write "Question 1—Other Jobs" at the top.)
2. **Age and education**
- My age is (specify): 62
  - I have completed high school or the equivalent: ☒ Yes ☐ No If no, highest grade completed (specify):
  - Number of years of college completed (specify): 4 ☒ Degree(s) obtained (specify):
  - Number of years of graduate school completed (specify): 2 ☒ Degree(s) obtained (specify):
  - I have: ☐ professional/occupational license(s) (specify):  
☐ vocational training (specify):
3. **Tax information**
- ☒ I last filed taxes for tax year (specify year): 2012
  - My tax filing status is ☐ single ☐ head of household ☐ married, filing separately  
☒ married, filing jointly with (specify name): Lois M. Kwaigroch
  - I file state tax returns in ☒ California ☐ other (specify state):
  - I claim the following number of exemptions (including myself) on my taxes (specify): 1
4. **Other party's income.** I estimate the gross monthly income (before taxes) of the other party in this case at (specify): \$61,836/mo.  
 This estimate is based on (specify): W-2 for 2012 shows \$742,035

(If you need more space to answer any questions on this form, attach an 8½-by-11-inch sheet of paper and write the question number before your answer.) Number of pages attached: \_\_\_\_\_

I declare under penalty of perjury under the laws of the State of California that the information contained on all pages of this form and any attachments is true and correct.

Date: October 7, 2013

Guy W. Adams  
(TYPE OR PRINT NAME)

  
(SIGNATURE OF RESPONDENT)

Form Adopted by Judiciary Law  
 Judicial Council of California  
 FL-160 (Rev. January 1, 2009)

**INCOME AND EXPENSE DECLARATION**

Page 1 of 6  
 Family Code, §§ 2050-2055  
 2020-01-01, 2021-01-01, 2022-01-01  
 400-000, 400-000  
 400-000, 400-000  
 400-000, 400-000

Locally Printed and Distributed California Judicial Council Forms

JCOTTER014955

078

JA4408

|                                                                                                          |              |
|----------------------------------------------------------------------------------------------------------|--------------|
| PETITIONER/PLAINTIFF: Guy W. Adams<br>RESPONDENT/DEFENDANT: Lois M. Kwasigroch<br>OTHER PARENT/CLAIMANT: | CASE NUMBER: |
|----------------------------------------------------------------------------------------------------------|--------------|

FL-150

Attach copies of your pay stubs for the last two months and proof of any other income. Take a copy of your latest federal tax return to the court hearing. (Black out your social security number on the pay stub and tax return.)

5. Income (For average monthly, add up all the income you received in each category in the last 12 months and divide the total by 12.)

|                                                                                                                                                                    | Last month | Average monthly |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|-----------------|
| a. Salary or wages (gross, before taxes) .....                                                                                                                     | \$ 8,472*  | 8,472*          |
| b. Overtime (gross, before taxes) .....                                                                                                                            | \$ 0       | 0               |
| c. Commissions or bonuses .....                                                                                                                                    | \$ 2,083*  | 2,083*          |
| d. Public assistance (for example: TANF, SSI, GAVRS) <input type="checkbox"/> currently receiving .....                                                            | \$ 0       | 0               |
| e. Spousal support <input type="checkbox"/> from this marriage <input type="checkbox"/> from a different marriage .....                                            | \$ 0       | 0               |
| f. Partner support <input type="checkbox"/> from this domestic partnership <input type="checkbox"/> from a different domestic partnership .....                    | \$ 0       | 0               |
| g. Pension/retirement fund payments .....                                                                                                                          | \$ 0       | 0               |
| h. Social security retirement (not SSI) .....                                                                                                                      | \$ 0       | 0               |
| i. Disability: <input type="checkbox"/> Social security (not SSI) <input type="checkbox"/> State disability (SDI) <input type="checkbox"/> Private insurance ..... | \$ 0       | 0               |
| j. Unemployment compensation .....                                                                                                                                 | \$ 0       | 0               |
| k. Workers' compensation .....                                                                                                                                     | \$ 0       | 0               |
| l. Other (military BAQ, royalty payments, etc.) (specify): .....                                                                                                   | \$ 0       | 0               |

6. Investment Income (Attach a schedule showing gross receipts less cash expenses for each piece of property.)

|                                 |      |   |
|---------------------------------|------|---|
| a. Dividends/interest .....     | \$ 0 | 0 |
| b. Rental property income ..... | \$ 0 | 0 |
| c. Trust income .....           | \$ 0 | 0 |
| d. Other (specify): .....       | \$ 0 | 0 |

(\*) See Attachment 9

7. Income from self-employment, after business expenses for all businesses .....

|  |          |        |
|--|----------|--------|
|  | \$ 4,667 | 2,011* |
|--|----------|--------|

I am the ☒ owner/sole proprietor ☐ business partner ☐ other (specify):  
 Number of years in this business (specify): 11  
 Name of business (specify): GWA Capital Partners, LLC and GWA Advisors, LLC  
 Type of business (specify): Investment Manager and Investment Advisor

Attach a profit and loss statement for the last two years or a Schedule C from your last federal tax return. Black out your social security number. If you have more than one business, provide the information above for each of your businesses.  
 See Attached Exhibit 1

8. ☐ Additional income I received one-time money (lottery winnings, inheritance, etc.) in the last 12 months (specify source and amount):

9. ☒ Change in income: My financial situation has changed significantly over the last 12 months because (specify):  
 See Attachment 9 (Exhibit 2)

10. Deductions

|                                                                                                                   | Last month |  |
|-------------------------------------------------------------------------------------------------------------------|------------|--|
| a. Required union dues .....                                                                                      | \$ 0       |  |
| b. Required retirement payments (not social security, FICA, 401(k), or IRA) .....                                 | \$ 0       |  |
| c. Medical, hospital, dental, and other health insurance premiums (total monthly amount) .....                    | \$ 0       |  |
| d. Child support that I pay for children from other relationships .....                                           | \$ 0       |  |
| e. Spousal support that I pay by court order from a different marriage .....                                      | \$ 0       |  |
| f. Partner support that I pay by court order from a different domestic partnership .....                          | \$ 0       |  |
| g. Necessary job-related expenses not reimbursed by my employer (attach explanation labeled "Question 10g") ..... | \$ 0       |  |

11. Assets

|                                                                                                                                                                             |         |                 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------|-----------------|
| a. Cash and checking accounts, savings, credit union, money market, and other deposit accounts .....                                                                        | Approx. | Total \$ 96,000 |
| b. Stocks, bonds, and other assets I could easily sell .....                                                                                                                | Approx. | \$ 243,000      |
| c. All other property, <input checked="" type="checkbox"/> real and <input checked="" type="checkbox"/> personal (estimate fair market value minus the debts you owe) ..... |         | \$ 2,802,798    |

FL-150 (Rev. January 1, 2007)

## INCOME AND EXPENSE DECLARATION

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Lexipol's Automated California Judicial Council Forms

JCOTTER014956

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JA4409



|                                          |              |
|------------------------------------------|--------------|
| PETITIONER/PLAINTIFF: Guy W. Adams       | CASE NUMBER: |
| RESPONDENT/DEFENDANT: Lois M. Kwasigroch |              |
| OTHER PARENT/CLAIMANT:                   |              |

## 12. The following people live with me: During Marriage

| Name                  | Age | How the person is related to me? (as: son) | That person's gross monthly income | Pay some of the household expenses?                                 |
|-----------------------|-----|--------------------------------------------|------------------------------------|---------------------------------------------------------------------|
| a. Lois M. Kwasigroch |     | Wife                                       | 61,836                             | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| b.                    |     |                                            |                                    | <input type="checkbox"/> Yes <input type="checkbox"/> No            |
| c.                    |     |                                            |                                    | <input type="checkbox"/> Yes <input type="checkbox"/> No            |
| d.                    |     |                                            |                                    | <input type="checkbox"/> Yes <input type="checkbox"/> No            |
| e.                    |     |                                            |                                    | <input type="checkbox"/> Yes <input type="checkbox"/> No            |

## See Exhibit 3 (Combined Expenses/Spending)

13. Average monthly expenses ☐ Estimated expenses ☐ Actual expenses ☐ Proposed needs

a. Home:

(1) ☐ Rent or ☐ mortgage... \$ \_\_\_\_\_

If mortgage:

(a) average principal: \$ \_\_\_\_\_

(b) average interest: \$ \_\_\_\_\_

(2) Real property taxes... \$ \_\_\_\_\_

(3) Homeowner's or renter's insurance (if not included above)... \$ \_\_\_\_\_

(4) Maintenance and repair... \$ \_\_\_\_\_

b. Health-care costs not paid by insurance... \$ \_\_\_\_\_

c. Child care... \$ \_\_\_\_\_

d. Groceries and household supplies... \$ \_\_\_\_\_

e. Eating out... \$ \_\_\_\_\_

f. Utilities (gas, electric, water, trash)... \$ \_\_\_\_\_

g. Telephone, cell phone, and e-mail... \$ \_\_\_\_\_

h. Laundry and cleaning... \$ \_\_\_\_\_

i. Clothes... \$ \_\_\_\_\_

j. Education... \$ \_\_\_\_\_

k. Entertainment, gifts, and vacation... \$ \_\_\_\_\_

l. Auto expenses and transportation (insurance, gas, repairs, bus, etc.)... \$ \_\_\_\_\_

m. Insurance (life, accident, etc.; do not include auto, home, or health insurance)... \$ \_\_\_\_\_

n. Savings and investments... \$ \_\_\_\_\_

o. Charitable contributions... \$ \_\_\_\_\_

p. Monthly payments listed in item 14 (itemize below in 14 and insert total here)... \$ \_\_\_\_\_

q. Other (specify):... \$ \_\_\_\_\_

r. TOTAL EXPENSES (a-q) (do not add in the amounts in s(1)(a) and (b)) \$ \_\_\_\_\_

s. Amount of expenses paid by others \$ \_\_\_\_\_

## 14. Installment payments and debts not listed above

| Paid to | For | Amount | Balance | Date of last payment |
|---------|-----|--------|---------|----------------------|
|         |     | \$     | \$      |                      |
|         |     | \$     | \$      |                      |
|         |     | \$     | \$      |                      |
|         |     | \$     | \$      |                      |
|         |     | \$     | \$      |                      |
|         |     | \$     | \$      |                      |

## 15. Attorney fees (This is required if either party is requesting attorney fees.):

- a. To date, I have paid my attorney this amount for fees and costs (specify): \$ 10,000
- b. The source of this money was (specify): Savings account
- c. I still owe the following fees and costs to my attorney (specify total owed): \$ 0
- d. My attorney's hourly rate is (specify): \$ 450/hr

I confirm this fee arrangement.

Date: October 7, 2013

William P. Glavin

(TYPE OR PRINT NAME OF ATTORNEY)

(SIGNATURE OF ATTORNEY)

FL-150 (Rev. January 1, 2007)

INCOME AND EXPENSE DECLARATION

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LexisNexis® Automated California Judicial Council Forms

JCOTTER014957

080

JA4410

|                                          |              |
|------------------------------------------|--------------|
| PETITIONER/PLAINTIFF: Guy W. Adams       | CASE NUMBER: |
| RESPONDENT/DEFENDANT: Lois M. Kwasigroch |              |
| OTHER PARENT/CLAIMANT:                   |              |

## CHILD SUPPORT INFORMATION

(NOTE: Fill out this page only if your case involves child support.)

16. Number of children
- a. I have (specify number): 0 children under the age of 18 with the other parent in this case.
- b. The children spend \_\_\_\_\_ percent of their time with me and \_\_\_\_\_ percent of their time with the other parent.  
(If you're not sure about percentage or it has not been agreed on, please describe your parenting schedule here.)
17. Children's health-care expenses
- a. ☐ I do ☐ I do not have health insurance available to me for the children through my job.
- b. Name of insurance company:
- c. Address of insurance company:
- d. The monthly cost for the children's health insurance is or would be (specify): \$  
(Do not include the amount your employer pays.)
18. Additional expenses for the children in this case
- |                                                                  | Amount per month |
|------------------------------------------------------------------|------------------|
| a. Child care so I can work or get job training                  | \$ _____         |
| b. Children's health care not covered by insurance               | \$ _____         |
| c. Travel expenses for visitation                                | \$ _____         |
| d. Children's educational or other special needs (specify below) | \$ _____         |
19. Special hardships. I ask the court to consider the following special financial circumstances  
(attach documentation of any item listed here, including court orders):
- |                                                                                               | Amount per month | For how many months? |
|-----------------------------------------------------------------------------------------------|------------------|----------------------|
| a. Extraordinary health expenses not included in 18b.                                         | \$ _____         | _____                |
| b. Major losses not covered by insurance (examples: fire, theft, other insured loss)          | \$ _____         | _____                |
| c. (1) Expenses for my minor children who are from other relationships and are living with me | \$ _____         | _____                |
| (2) Names and ages of those children (specify):                                               |                  |                      |
| (3) Child support I receive for those children.                                               | \$ _____         |                      |
- The expenses listed in a, b, and c create an extreme financial hardship because (explain):
20. Other information I want the court to know concerning support in my case (specify):  
Moving into my rental apartment and furnishing it, I spent over \$15,000.

## Exhibit 1

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JCOTTER014959

082

JA4412

**Attachment No. 9 and GWA Consulting Income Schedule  
(Exhibit 1)**

The attached schedule reflects my change in income. I no longer receive an income from Mercer (Column C) and included in my average monthly income Line 5(a), page 2, is a one time fee that I will not receive in the future and is not indicative of my regular/average income.

9. Change In Income.

Column A - is "at will" on a monthly basis

Column B - is "at will" and is on a short-term basis that can end abruptly

Column C - This income ended May 31, 2013

Column D - This income was a one-time fee. No further compensation is expected from this source.

**GWA Consulting Income**  
**9/1/2012 through 8/31/2013**

| Column<br>A             | Column<br>B | Column<br>C | Column<br>D  | TOTAL     |
|-------------------------|-------------|-------------|--------------|-----------|
| HC Farms                | Fedeman     | Mercol      | Capitol Pkwy | Amount    |
| \$48,000                | \$9,000     | \$45,667    | \$25,000     | \$128,667 |
| 4,000                   | 667         | 3,800       | 2,053        | 10,510    |
| TOTAL INCOME            |             |             |              |           |
| Per Month               |             |             |              |           |
|                         |             |             |              |           |
| Total Expenses LTM      |             |             |              |           |
| Total Expenses LTM      |             |             |              |           |
| TOTAL BUSINESS EXPENSES |             |             |              |           |
| Per Mo                  |             |             |              |           |
| LTM Net Income          |             |             |              |           |
| Per Mo                  |             |             |              |           |

## Exhibit 2

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JCOTTER014962

085

JA4415

# GWA Advisors, LLC

2011

Jan - Dec 11

|                       |                 |        |
|-----------------------|-----------------|--------|
| Income                |                 |        |
| GWA Capital           | \$(84,285.11)   | Note 1 |
| Consulting Fee Income | 54,500.00       |        |
| Mercer Stock          | 101,640.00      | Note 2 |
| Total Income          | 71,854.89       |        |
| Total Expense         | <u>00000.00</u> |        |
| Net Income            | \$ 71,854.89    |        |

2012

Jan - Dec 12

|                       |                 |        |
|-----------------------|-----------------|--------|
| Income                |                 |        |
| GWA Capital           | \$(70,273.86)   | Note 1 |
| Consulting Fee Income | 68,500.00       |        |
| Mercer Stock          | 29,850.00       | Note 2 |
| Total Income          | 29,076.14       |        |
| Expense               | <u>00000.00</u> |        |
| Net Income            | \$ 29,076.14    |        |

Note 1 Advisors has no expenses. Advisor owns Capital Partners  
All income and expenses from Capital Partners are reflected  
in this line item.

Note 2 Represents stock grant awards. This amount is shown for  
tax purposes, as income, however it is NOT CASH and cannot  
be sold for one year.

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GWA CAPITAL PARTNERS, LLC  
Profit & Loss  
January through December 2012

2012  
Accrual Basis

|                         |              |
|-------------------------|--------------|
| Gain on Capital Account |              |
| GWA Investments         | \$(7,191.72) |
| Other Income            | <u>3.28</u>  |
| Total Income            | \$(7,188.43) |

|                             |               |
|-----------------------------|---------------|
| Moving Expense              | \$5,861.81    |
| Bank Service Charge         | 99.00         |
| Data Service                | 7,520.95      |
| Depreciation                | 393.69        |
| Dues and Subscriptions      | 743.39        |
| Equipment Purchases         | 1,746.07      |
| Licenses and Permits        | 1,047.00      |
| Marketing and Sales         | 68.33         |
| Meals and Entertainment     | 5,332.47      |
| Miscellaneous               | 162.80        |
| Office Supplies             | 1,518.71      |
| Parking                     | 2,183.89      |
| Postage and Delivery        | 266.82        |
| Accounting                  | 5,657.00      |
| Legal                       | 460.00        |
| Other Professional Services | 412.95        |
| Total Professional Fees     | 6,529.95      |
| Rent - Office               | 9,380.00      |
| Rent - Other                | 1,925.00      |
| Repairs and Maintenance     | 2,004.64      |
| Software                    | 320.74        |
| Income Tax                  | 1,600.00      |
| Taxes - Other               | 800.00        |
| Total Taxes                 | 2,400.00      |
| Telephone                   | 4,308.01      |
| Airfare                     | 2,560.02      |
| Lodging                     | 2,680.72      |
| Other                       | 423.77        |
| Taxi                        | 250.00        |
| Transportation              | 156.74        |
| Total Travel                | 6,271.25      |
| Total Expense               | \$ 63,085.12  |
| Net Income                  | \$(70,273.55) |

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GWA CAPITAL PARTNERS, LLC  
Profit & Loss  
January through December 2011

2011  
Accrual Basis

|                             |                      |
|-----------------------------|----------------------|
| Gain on Capital Account     |                      |
| GWA Investments             | <u>\$(10,528.59)</u> |
| Total Income                | <u>\$(10,528.59)</u> |
| Bank Service Charge         | 49.00                |
| Data Service                | 18,246.08            |
| Depreciation                | 539.00               |
| Dues and Subscriptions      | 1,379.48             |
| Equipment Purchases         | 4,734.43             |
| Licenses and Permits        | 1,469.00             |
| Marketing and Sales         | 64.90                |
| Meals and Entertainment     | 4,718.31             |
| Miscellaneous               | 9.99                 |
| Office Supplies             | 1,508.99             |
| Parking                     | 1,976.03             |
| Postage and Delivery        | 206.92               |
| Accounting                  | 5,455.00             |
| Other Professional Services | 737.63               |
| Total Professional Fees     | 6,192.63             |
| Rent - Other                | 3,968.00             |
| Repairs and Maintenance     | 5,641.25             |
| Software                    | 1,130.38             |
| Taxes                       | 3,954.00             |
| Telephone                   | 5,117.29             |
| Airfare                     | 3,372.46             |
| Lodging                     | 9,411.07             |
| Other                       | 74.24                |
| Taxi                        | 245.00               |
| Transportation              | 308.40               |
| Total Travel                | <u>13,411.17</u>     |
| Total Expenses              | <u>\$74,296.85</u>   |
| Interest Income             | 1.33                 |
| Net Income                  | <u>\$(84,824.11)</u> |

# **GWA Assets and Liabilities**

(As Of August 31, 2013)

|                                                |                   | <u>Cash</u>     | <u>Stock</u>     |
|------------------------------------------------|-------------------|-----------------|------------------|
| Personal                                       |                   |                 |                  |
|                                                | Cash              | \$92,289        |                  |
|                                                | Stock             |                 | \$143,975        |
| Capital Partners                               |                   |                 |                  |
|                                                | Cash              | 2,994           |                  |
|                                                | Stock             |                 | 99,456           |
| Advisors                                       |                   |                 |                  |
|                                                | Cash              | 1,688           | 0                |
|                                                | <b>TOTALS</b>     | <b>\$96,971</b> | <b>\$243,431</b> |
| IRA                                            |                   |                 |                  |
|                                                | Cash              | \$44,804        |                  |
|                                                | Stock             |                 | \$1,678          |
| Retirement Plan for<br>Deccurion Corporation * |                   |                 |                  |
|                                                | Cash/ Stock Value | U / K           | U / K            |
| Debt and Liabilities                           |                   | \$ 0            |                  |

\* Defined Contribution Plan from past employment in 1994.

JCOTTER014960

## Exhibit 3

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JCOTTER014967

090

JA4420

Average Combined Spending by Category

1/1/2011 through 12/31/2012  
Category

Annual Expenses

|                             |            |             |
|-----------------------------|------------|-------------|
| Auto Lease- LMK             | \$ 6,600 * |             |
| Auto:Fuel                   | 4,800      |             |
| Auto:Fuel-LMK               | 2,400 *    |             |
| Auto:Insurance-Guy          | 753        |             |
| Auto:Insurance-LMK          | 1,650 *    |             |
| Auto License - Fees         | 358        |             |
| Auto:Service                | 1,944      |             |
| Apartment Rent -- Guy       | 36,000 *   |             |
| Bank Charge                 | 121        |             |
| Charitable                  | 1,097      |             |
| Christmas + Gifts           | 2,638      |             |
| Christmas + Gifts-LMK       | 3,000 *    |             |
| College Fees - LMK          | 30,000 *   |             |
| Clothing-Guy                | 2,400      |             |
| Clothing-LMK                | 4,000 *    |             |
| Dependent Support - LMK     | 6,000 *    |             |
| Entertainment - Guy         | 2,676      |             |
| Entertainment-LMK           | 2,400 *    |             |
| Groceries:Fast Foods        | 868        |             |
| Groceries:Food Store        | 8,222      |             |
| Groceries:Food Store-LMK    | 4,000 *    |             |
| Household:Gardener          | 5,100      | Ave 425/ mo |
| Household:Maintenance       | 95         |             |
| Household:Maintenance-LMK   | 4,800 *    |             |
| Housing:Expenses (Wells)    | 3,460      |             |
| Housing:Expense (HB)        | 1,016      |             |
| Housing: Interest-LMK-Wells | 61,126     |             |
| Housing Interest-LMK-SB     | 32,850     |             |

JCOTTER014968

091

JA4421

|                                  |              |
|----------------------------------|--------------|
| Property Tax-Wells - LMK         | 13,938       |
| Property Tax - SB - LMK          | \$12,878     |
| Santa Barbara Homeowners Fee-LMK | 11,760 *     |
| Storage Rental                   | 3,600        |
| Insurance-Life Insurance         | 1,383        |
| Insurance-Houses - LMK           | 1,500 *      |
| Medical-Guy                      | 2,714        |
| Medical-LMK                      | 3,000 *      |
| Misc-Guy                         | 4,855        |
| Misc-LMK                         | 5,000 *      |
| Utilities                        | 12,600       |
| Vacation-Guy                     | 6,000 *      |
| Vacation- LMK                    | 1,500 *      |
| Major Expenditures-LMK           | 4,200 *      |
| Major Expenditures-Guy           | <u>3,718</u> |
| OVERALL TOTAL                    |              |
| /Yr                              | \$318,820    |
| /Mo                              | \$ 26,568    |

\*Estimate

## Exhibit 4

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JCOTTER014970

093

JA4423

In Re Marriage of Adams

Petitioner's Income and Expense Declaration

Exhibit 4

13 q. Other, Miscellaneous Expenses (Monthly):

|                                                                                                                                                           |        |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------|--------|
| Gym membership and vitamins                                                                                                                               | \$ 222 |
| Bed, furniture and furnishings for<br>HB residence; Bed, furniture and<br>furnishings for Santa Barbara condo;<br>contribution to Grandchildren education | 309    |
| Political contributions (non-deductible)                                                                                                                  | 15     |
| Supplies and other expenses                                                                                                                               | 117    |
| Bank Charges                                                                                                                                              | 10     |
| Credit Card Interest Expenses                                                                                                                             | 6      |
| Credit Card Fees/Costs for Card                                                                                                                           | 16     |
| Total                                                                                                                                                     | \$ 695 |

1 **DECLARATION OF GUY W. ADAMS**

2 I, Guy W. Adams, declare as follows:

3 1. I am the Petitioner in the instant matter. I make and submit this  
4 declaration in support of my Request for Order Re Spousal Support and Attorneys  
5 Fees and Costs. The facts stated herein are known to me personally, and if called  
6 upon as a witness, I could and would competently testify thereto.

7 2. I offer this Declaration in lieu of personal testimony, pursuant to §§2009  
8 and 2015.5 of the *California Code of Civil Procedure*, Rule 5.118(f) of *California Rules*  
9 of Court, and pursuant to the authority of *Reiffer vs. Superior Court* (1974) 39 Cal.  
10 App.3d 479, and *Marriage of Stevenot* (1984) 154 Cal.App.3d 1051.

11 3. Respondent, Lois M. Kwasigroch (hereinafter "Lois") and I married on  
12 September 29, 2007 and separated on September 1, 2013, a period of 5 years and  
13 11 months. We do not have any children together, however, Lois has a daughter,  
14 Annelise Alexander, age 20, from a prior marriage. Lois and I did not sign a  
15 prenuptial agreement prior to our marriage.

16 **SPOUSAL SUPPORT**

17 4. Prior to our marriage, I owned and operated two businesses: GWA  
18 Capital Partners, an investment management company, and GWA Advisors, a  
19 investment consulting firm. At that time, GWA Capital Partners had four employees.  
20 Prior to our marriage, both of my businesses were prospering, but the 2007-08 market  
21 meltdown resulted in significant investment losses for both companies. By the end  
22 2008, most of my investors had pulled out, and my businesses' combined value had  
23 declined by approximately 70%. At that time, I had to lay off all of my employees.  
24 Since that time, I have worked to rebuild my businesses. I am currently devoting most  
25 of my time to advisory assignments.

26 5. Lois is an attorney specializing in biotech patent litigation. She started  
27 working at her current employer, Amgen, a few months prior to our marriage in 2007.  
28



1 She is presently an Associate General Counsel at Amgen. Prior to starting work at  
2 Amgen, Lois was a partner at Jones Day.

3 6. Lois' income far exceeds mine. Pursuant to our 2012 tax return, my  
4 gross income from both of my businesses was \$100,350 before any business  
5 expenses. (See 2012 tax returns, attached hereto as Exhibit "A"). Per schedule C of  
6 our tax returns, my business expenses were \$63,962. (See Exhibit "A"). My current  
7 income is approximately \$5,000 per month, most of which I earn from short-term  
8 consulting assignments. Also, in 2013, my income has decreased because my 10  
9 year contract that I had with Mercer, one of my major clients, ended on May 31, 2013.

10 7. In contrast to me, Lois' income has not been negatively impacted by the  
11 recent economic recession. Pursuant to our 2012 tax return, Lois' gross income from  
12 her employment at Amgen was \$742,035. (See Exhibit "A"). Considering Lois'  
13 monthly income of \$61,833, my monthly income of \$5,000, both of us filing as single  
14 and claiming one deduction, and Lois' property tax expenses of \$1,161 and mortgage  
15 interest deduction of \$5,093, Lois' monthly spousal support obligation to me is  
16 \$22,377. (See Dissomaster, attached hereto as Exhibit "B").

17 **ATTORNEYS FEES AND COSTS**

18 8. In addition to earning significantly more income than me, Lois has more  
19 assets than me. In 2007, when Lois and I married, my IRA account had an  
20 approximate balance of \$161,991. Today the balance of my IRA account is less than  
21 \$50,000. Most of the loss in value of my IRA was a result of the 2007-08 market  
22 decline. I have one other retirement account which has an approximate value of  
23 \$20,000. Lois has several retirement accounts. Her 401(k) and IRAs have  
24 appreciated significantly during our marriage, in large part due to the contributions by  
25 her employer. I estimate that the current value of Lois' 401(k) and IRAs is in excess  
26 of \$600,000. In addition to her retirement accounts, Lois has checking and savings  
27 accounts to which I do not have access, so I am unaware as to their current balances.  
28

1       9. In addition to her liquid assets, Lois has a residence that is primarily her  
2 separate property. During our marriage, Lois and I primarily resided in a house which  
3 Lois acquired in 1988, prior to our marriage. Although the residence is Lois' separate  
4 property, we made significant improvements to the property during our marriage using  
5 our community property. Additionally, Lois refinanced the property twice during our  
6 marriage, and we paid the mortgage from our community property earnings. Since  
7 our separation, Lois has continued to reside in the property.

8       10. On May 25, 2012, Lois and I purchased a second home in Montecito,  
9 California for \$1,211,927. The down payment for this purchase came predominately  
10 from Lois' bonus payment received in March of that year. Since our purchase of this  
11 property, the residence has increased in value. Since our separation, Lois has had  
12 exclusive use and occupancy of the Montecito property.

13       11. Since our separation, I have incurred significant expenses locating,  
14 leasing and furnishing an apartment while Lois has remained living in both of our  
15 family residences.

16       12. Additionally, I have paid \$10,000 to retain an attorney to represent me in  
17 this litigation. Based on Lois' statements to me regarding support and division of our  
18 assets, I anticipate that I will incur significant legal fees before our dissolution matter  
19 is resolved.

20                               RELIEF REQUESTED

21       13. I respectfully request that Lois be ordered to pay me \$22,377 per month  
22 as and for spousal support.

23       14. I further respectfully request that Lois be ordered to make a \$25,000  
24 contribution to my attorneys fees and costs forthwith.

25       I declare under penalty of perjury that the foregoing is true and correct.

26 Executed this 7<sup>th</sup> day of October 2013, at El Segundo, California.

27  
28   
Guy W. Adams

-3-

cs:\Adams, Guy\DEC-2013\10-13-2013

DECLARATION OF GUY W. ADAMS

# EXHIBIT 19

(Filed Separately Under Seal)

## **Exhibit 20**

## **Exhibit 20**

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DISTRICT COURT  
CLARK COUNTY, NEVADA

|                            |   |                        |
|----------------------------|---|------------------------|
| JAMES J. COTTER, JR.,      | ) |                        |
| individually and           | ) |                        |
| derivatively on behalf of) | ) |                        |
| Reading International,     | ) |                        |
| Inc.,                      | ) |                        |
| Plaintiff,                 | ) | Case No. A-15-719860-B |
| vs.                        | ) | Coordinated with:      |
| MARGARET COTTER, et al.,   | ) | Case No. P-14-082942-E |
| Defendants.                | ) |                        |
| and                        | ) |                        |
| READING INTERNATIONAL,     | ) |                        |
| INC., a Nevada             | ) |                        |
| corporation,               | ) |                        |
| Nominal Defendant)         | ) |                        |

VIDEOTAPED DEPOSITION OF WILLIAM GOULD  
TAKEN ON JUNE 8, 2016  
VOLUME 1

JOB NUMBER 315485  
REPORTED BY:  
PATRICIA L. HUBBARD, CSR #3400

1           A.    I learned that in Guy Adams's deposition  
2   he admitted that a great percentage of his net worth  
3   had come from the corporate -- not his net worth,  
4   but his earnings had been derived from the  
5   corporation and from the Cotter family.

6           Q.    And by "the corporation" you're  
7   referring to RDI?

8           A.    RDI.

9           Q.    What, if anything, did you do as a  
10   consequence of learning that information?

11          A.    I was asked whether Guy Adams was -- if  
12   I considered him independent for the purposes of his  
13   service on the comp committee.

14          Q.    Who asked you that?

15          A.    Craig Tompkins and Ellen Cotter.

16          Q.    What was your response?

17                MR. SWANIS: I just want to object to  
18   this line of questioning, object on attorney-client  
19   privilege.

20                I didn't know if you were heading into  
21   the -- the person that asked him that.

22                MR. KRUM: Well, no. I haven't asked  
23   about what Mr. Tompkins said --

24                MR. SWANIS: Let me finish.

25                MR. KRUM: I'm sorry. Go ahead.

1 might be not independent for that type of  
2 transaction.

3 And clearly if Mr. Adams's income was  
4 substantially derived from Reading and the Cotter  
5 family, if his whole livelihood depended on them, he  
6 could not be independent in passing on the  
7 compensation of the Cotter family members.

8 Q. What other types of transactions were  
9 you referencing in your last answer, if any, beyond  
10 passing on compensation of Cotter family members?

11 A. That -- that's what I was referencing,  
12 just that particular matter.

13 Q. What types of transactions are subject  
14 to the overriding test you just described?

15 MR. HELPERN: Objection. Form.

16 MR. SWANIS: Join. Foundation.

17 THE WITNESS: Well, if a question -- a  
18 party, for example, was totally independent, has a  
19 separate business relationship or transaction  
20 proposed with the company, even though that person  
21 might otherwise be independent for all other  
22 purposes, that transaction brings into question that  
23 person's independence with respect to that  
24 transaction. That's what I was referring to.  
25 ///

1 BY MR. KRUM:

2 Q. Mr. Gould, what other discussions, if  
3 any, have you had with anyone regarding the subject  
4 of Mr. Adams's independence or lack of independence?

5 A. The only people I talked to about that  
6 were Ellen and Craig Tompkins. I don't recall  
7 discussing it with anybody else.

8 Q. Mr. Adams has resigned from the RDI  
9 board of directors compensation committee, correct?

10 A. Yes.

11 Q. But he was on the RDI board of directors  
12 compensation committee when it approved the  
13 compensation packages -- the new compensation  
14 packages for Ellen Cotter and Margaret Cotter  
15 earlier in calendar year 2016, correct?

16 MR. HELPERN: Objection to form.

17 MR. SWANIS: Join.

18 BY MR. KRUM:

19 Q. Mr. Adams also was a vocal proponent in  
20 support of terminating Jim Cotter, Jr., correct?

21 MR. SWANIS: Objection to form.

22 THE WITNESS: Yes.

23 MR. HELPERN: Join.

24 MR. RHOW: I'm --

25 ///



REPORTER'S CERTIFICATE

I, PATRICIA L. HUBBARD, do hereby certify:

That I am a duly qualified Certified  
Shorthand Reporter in and for the State of California,  
holder of Certificate Number 3400, which is in full  
force and effect, and that I am authorized to  
administer oaths and affirmations;

That the foregoing deposition testimony of  
the herein named witness, to wit, WILLIAM GOULD, was  
taken before me at the time and place herein set  
forth;

That prior to being examined, WILLIAM  
GOULD was duly sworn or affirmed by me to testify the  
truth, the whole truth, and nothing but the truth;

That the testimony of the witness and all  
objections made at the time of examination were  
recorded stenographically by me and were thereafter  
transcribed by me or under my direction and  
supervision;

1                   That the foregoing pages contain a full,  
2 true and accurate record of the proceedings and  
3 testimony to the best of my skill and ability;  
4

5                   I further certify that I am not a relative  
6 or employee or attorney or counsel of any of the  
7 parties, nor am I a relative or employee of such  
8 attorney or counsel, nor am I financially interested  
9 in the outcome of this action.  
10

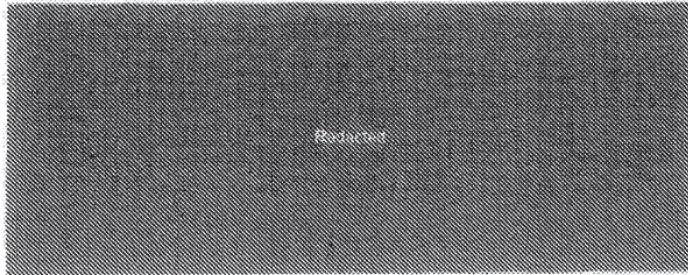
11                   IN WITNESS WHEREOF, I have subscribed my  
12 name this 13th day of June, 2016.

13  
14 

15                   \_\_\_\_\_  
16 PATRICIA L. HUBBARD, CSR #3400  
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## **Exhibit 21**

## **Exhibit 21**



From: Harry Susman (mailto:HSUSMAN@SusmanGodfrey.com)  
Sent: Wednesday, May 27, 2015 2:39 PM  
To: Ariam Spensand  
Cc: Meg Lodie  
Subject: Confidential Settlement Proposal--Subject to R. 406

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

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



JCOTTER002902

## Confidential Settlement Memo of Understanding

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

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

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

| TERM/CONDITION                                                                                                                   | EMC/AMC SETTLEMENT TERMS AND CONDITIONS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|----------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Reaching International Management Structure (JIC, EMC & AMC would cooperate in good faith in the implementation of this changes) | <p>JIC would continue to serve as CEO and President under the terms of his existing contract, but in the overall management structure and subject to the limitations set forth below:</p> <p><i>Executive Committee Structure</i></p> <p>The existing Executive Committee would be renewed as a standing committee of the Board of Directors, as follows:</p> <ul style="list-style-type: none"> <li>Members: EMC, AMC, JIC and Guy Adams (Chairman).</li> <li>Delegated Authority to the Executive Committee would be as determined by the Board of Directors, but would include, at a minimum, the following: <ul style="list-style-type: none"> <li>(i) Approval over the Hiring/Firing/Compensation of all senior level consultants/employees;</li> <li>(ii) Review and approval/disapproval of all contracts/commitments have an overall exposure to the Company in excess of \$1 million; and</li> <li>(iii) Review and approval of annual Budget and Business Plan.</li> </ul> </li> </ul> <p>Meetings would be held on a regularly scheduled basis weekly. Executive Committee members would naturally be free to attend and participate in internal meetings called by the CEO, and would</p> |

|                                                                                                                                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|--------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                                                                                      | <p>endeavor to make themselves reasonably available to attend such meetings as to which they may be invited by the CEO.</p> <p>Unless approved in advance by the Executive Committee, all investor relations would be handled by CFO in consultation with the GC, not CEO. All press releases and public filings would be subject to review and sign-off by the Executive Committee and the GC.</p> <p>The Company would enter into employment agreements with EMC and AMC on substantially the same terms and conditions as IR.</p> <p>EMC will be appointed President of the US Cinema division.</p> <p>Margaret Cotter will be appointed as Chairman of the NYC Real Estate Oversight Committee (members to include JIC, AMC, SCT and WFE).</p> <p>It is recognized that the implementation of the above will require the adoption of various bylaws, policies and procedures.</p> |
| Reading Voting Stock -- Class B                                                                                                      | <p>JIC will decline to serve as Co-Trustee of the Voting Trust and renounces any intention or desire to serve as a successor trustee.</p> <p>Margaret Cotter will be the Sole Voting Trustee of the Voting Stock.</p> <p>JIC, EMC and AMC will sign an acknowledgement that there is an inconsistency in the 2014 Amendment between SR's expressed intent that AMC serve as Chair and another provision that says SR intended for rotation; JIC, EMC and AMC will agree that SR intended for AMC to serve as Chair and that neither EMC nor JIC wish to serve as Chair.</p>                                                                                                                                                                                                                                                                                                           |
| Immediate Release and Waiver signed by JIC with respect to all litigation, including any matters covered by the specified litigation | <ol style="list-style-type: none"> <li>1. California Superior Court case</li> <li>2. Nevada case filed by JIC</li> <li>3. All threats against Directors</li> <li>4. All threats of Company Derivative Action</li> <li>5. Agreement that Reading International, Inc. can drop the Interpleader action in Nevada and recognize the Estate as the owner of Class B Shares and Options</li> <li>6. JIC further agrees to not sue Company over these matters or participate in any lawsuit related to the Company</li> </ol>                                                                                                                                                                                                                                                                                                                                                               |
| 2014 Trust Amendment                                                                                                                 | <p>Subject to the terms and conditions herein, EMC and AMC will drop any challenge to the enforceability of the 2014 Amendment.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| Trustees of the Living Trust                                                                                                         | <p>JIC resigns as Trustee and renounces any intent or desire to serve as successor trustee while either EMC or AMC are alive.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| Specific Bequests                                                                                                                    | <p>Laguna Beach Condo will be sold immediately to provide liquidity to the Estate. The parties will agree to consent to such sale under terms determined by AMC and EMC in their sole discretion as Co-Trustees.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |



|                                              |                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|----------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Ownership of Agriculture Assets              | Cotter Family Farms, LLC Agreement amended <ul style="list-style-type: none"> <li>Majority rule for decision-making by Co-Managers;</li> <li>Remove restrictions on distributions or sale of assets;</li> <li>JJC, EMC and AMC will sign an agreement that they have unanimously agreed that the assets of the Cotrus Trust, including ownership interests in the LLC, will be distributed pro rata to EMC, AMC, and JJC.</li> </ul> |
| JJC's "Lead Director" Agreement with Cecelia | JJC's "lead director" Agreement will be voided. JJC will relinquish any remaining rights in such Agreement.                                                                                                                                                                                                                                                                                                                          |
| \$200,000 per annum<br>\$1.5 million loan    | As executors, EMC and AMC will work out a reasonable payment back to Estate over time, taking into due consideration JJC's ability to make such repayments.                                                                                                                                                                                                                                                                          |
| Legal Expenses                               | All legal expenses and other professional fees incurred to date by JJC, EMC, AMC, the Trust, and the Estate relating to the litigation or administration issues will be reimbursed by Trust or Estate as appropriate, and JJC will sign an acknowledgment that this is appropriate and reasonable.                                                                                                                                   |
| Relinquish by EMC and AMC                    | EMC and AMC will take all actions to have their claims pending in CA and NV over SR's estate and trust dismissed with prejudice, except to the extent such dismissal would be inconsistent with any term of this Agreement, such as with regard to the \$1.5 million loan (in which case the parties will work to carve out such claims).                                                                                            |
| 2014 Gifts                                   | JJC delivers EMC check for \$28,000.                                                                                                                                                                                                                                                                                                                                                                                                 |
| James I. Cotter Foundation                   | AMC, EMC and JJC will become co-trustees and/or co-directors of the James I. Cotter Foundation. They further will agree that decision-making will be done by majority rule.                                                                                                                                                                                                                                                          |
| Court Approval                               | The parties will use their best efforts to obtain court approval in CA and NV of any settlement agreement.                                                                                                                                                                                                                                                                                                                           |
| Counseling                                   | AMC, JJC and EMC will engage in professional counseling to determine how to work cooperatively together and with respect.                                                                                                                                                                                                                                                                                                            |

AGREED:

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

Ellen Cotter (individually and in all representative capacities)

Margaret Cotter (individual and in all representative capacities)

Ver. 0.0.0.0 5/27/2015 1:53 PM COT

4

JCOTTER002388



## **Exhibit 22**

## **Exhibit 22**

1 **DEC**  
2 MARK G. KRUM (Nevada Bar No. 10913)  
3 MKrum@LRRC.com  
4 LEWIS ROCA ROTHGERBER CHRISTIE LLP  
5 3993 Howard Hughes Parkway, Suite 600  
6 Las Vegas, Nevada 89169  
7 (702) 949-8200  
8 (702) 949-8398 fax

9 Attorneys for Plaintiff  
10 *James J. Cotter, Jr.*

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DISTRICT COURT  
CLARK COUNTY, NEVADA

JAMES J. COTTER, JR., individually and  
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, and  
DOES 1 through 100, inclusive,

Defendants.

and

READING INTERNATIONAL, INC., a Nevada  
corporation;

Nominal Defendant.

T2 PARTNERS MANAGEMENT, LP, a  
Delaware limited partnership, doing business as  
KASE CAPITAL MANAGEMENT, et al.,

Plaintiffs,

vs.

MARGARET COTTER, ELLEN COTTER,  
GUY ADAMS, EDWARD KANE, DOUGLAS  
McEACHERN, WILLIAM GOULD, JUDY  
CODDING, MICHAEL WROTONIAK, CRAIG  
TOMPKINS, and DOES 1 through 100,  
inclusive,

CASE NO. A-15-719860-B  
DEPT. NO. XI  
Coordinated with:  
CASE NO. P-14-082942-E  
DEPT. NO. XI  
CASE NO. A-16-735305-B  
DEPT. NO. XI  
*Jointly administered*

**DECLARATION OF PLAINTIFF  
JAMES J. COTTER, JR. IN  
OPPOSITION TO ALL INDIVIDUAL  
DEFENDANTS' MOTIONS FOR  
PARTIAL SUMMARY JUDGMENT  
(AND GOULD JOINDERS)**

**[Business Court Requested: [EDCR 1.61]**

**[Exempt From Arbitration: declaratory  
relief requested; action in equity]**

Defendants.

and

READING INTERNATIONAL, INC., a  
Nevada corporation,

Nominal Defendant.

I, James J. Cotter, Jr. hereby declare, under the penalty of perjury and the laws of Nevada,  
as follows:

1. I am over eighteen (18) years of age. I have personal knowledge of the facts  
contained in this declaration, except on those matters stated upon information and belief, and as to  
those matters, I believe them to be true. If called upon to testify as to the contents of this  
declaration, I am legally competent to do so in a court of law.

2. I am the Plaintiff in the above-captioned action. I am, and at all times relevant  
hereto was, a shareholder of RDI. I have been a director of RDI since on or about March 21, 2002.  
I have been involved in RDI management since mid-2005, I was appointed Vice Chairman of the  
RDI board of directors in 2007 and President of RDI on or about June 1, 2013. I was appointed  
CEO by the RDI Board on or about August 7, 2014, immediately after James J. Cotter, Sr. (JJC,  
Sr.) resigned from that position. I am the son of the late JJC, Sr., and the brother of defendants  
Margaret Cotter ("MC") and Ellen Cotter ("EC"). I presently own approximately 560,186 shares  
of RDI Class A non-voting stock and options to acquire another 50,000 shares of RDI Class A  
non-voting stock. I am also the co-trustee and beneficiary of the James J. Cotter Living Trust,  
dated August 1, 2000, as amended (the "Trust"), which owns 2,115,539 shares of RDI Class A  
(non-voting) stock and 1,123,888 shares of RDI Class B (voting) stock. The Trust became  
irrevocable upon the passing of JJC, Sr. on September 13, 2014.

3. I submit this declaration in support of the oppositions to all of the motions for  
summary judgment filed by one or more of the individual defendants in this action.

4. Nominal defendant Reading International, Inc. (RDI or Company) is a Nevada  
corporation and is, according to its public filings with the United States Securities and Exchange

1 Commission (the "SEC"), an internationally diversified company principally focused on the  
2 development, ownership and operation of entertainment and real estate assets in the United States,  
3 Australia and New Zealand. The Company operates in two business segments, namely, cinema  
4 exhibition, through approximately 58 multiplex cinemas, and real estate, including real estate  
5 development and the rental of retail, commercial and live theater assets. The Company manages  
6 world-wide cinemas in the United States, Australia and New Zealand. RDI has two classes of  
7 stock, Class A stock held by the investing public, which stock exercises no voting rights, and  
8 Class B stock, which is the sole voting stock with respect to the election of directors. An  
9 overwhelming majority (approximately eighty percent (80%)) of the Class A stock is legally  
10 and/or beneficially owned by shareholders unrelated to me, EC or MC. Approximately seventy  
11 percent (70%) of the Class B stock is subject to disputes and pending trust and estate litigation in  
12 California between EC and MC, on the one hand, and me, on the other hand, and a probate action  
13 in Nevada. Of the Class B stock, approximately forty-four percent (44%) is held in the name of the  
14 Trust. RDI is named only as a nominal defendant in this derivative action.

15         5. I signed a verification of a Second Amended Verified Complaint (the "SAC") in  
16 this action. I stand by the substantive allegations of the SAC and incorporate them herein by  
17 reference.

18 **The Position of CEO at RDI**

19         6. Certain of the motions for summary judgment brought by the individual defendants  
20 in this action suggest that I was appointed CEO of RDI in August 2014 after what amounted to no  
21 deliberation by the Board of Directors. That is absolutely false. In fact, as early as 2006, James J  
22 Cotter, Sr. ("JJC, Sr."), then the CEO and controlling shareholder of RDI, had communicated to  
23 the RDI board of directors his proposed succession plan for the positions of President and CEO.  
24 That plan was for me to work under the direction of JJC, Sr. to learn the businesses of RDI,  
25 including by functioning in a senior executive role.

26         7. Since 2005, I was involved in most RDI executive management meetings and  
27 privy to most significant internal senior management memos. As mentioned above, I was  
28 appointed Vice Chairman of the RDI board in 2007. The RDI Board appointed me President of

1 RDI on or about June 1, 2013, and I filled those responsibilities without objection by the RDI  
2 board of directors.

3 8. Soon after I became CEO, my sisters, Ellen, who was an executive at RDI in the  
4 domestic cinema segment of the Company's business, and Margaret, who managed RDI's limited  
5 live theater operations as a third-party consultant, both communicated to me and to members of  
6 the RDI Board of Directors that they did not want to report to me as CEO. In fact, neither of them  
7 previously while working for or with the Company effectively had ever reported to anyone other  
8 than our father, JJC, Sr. Margaret in particular resisted and effectively refused to report to me until  
9 she no longer needed to do so, following my (purported) termination as President and CEO of the  
10 Company. They also co-opted at least one employee, Linda Pham, who claimed at some point in  
11 2014 that I had created a hostile work environment for her, which accusation was not well-taken  
12 and, in any event, moot with the passage of time by Spring 2015, as director Kane acknowledged  
13 at the time.

14 **Disputes With My Sisters**

15 9. My sisters and I had certain disputes with respect to matters of our father's estate.  
16 The most significant and contentious dispute concerned who would be the trustee or trustees of the  
17 voting trust that, following our father's death, holds approximately 70% of the voting stock of  
18 RDI. According to a 2013 amendment to his trust documentation, Margaret was to be the sole  
19 trustee. Pursuant to a 2014 amendment to his trust documentation, Margaret and I were to serve  
20 contemporaneously as co-trustees. In early February 2015, Ellen and Margaret commenced a  
21 lawsuit in California state court challenging the validity of the 2014 amendment to our father's  
22 trust documents (the "California Trust Action").

23 10. My sisters and I also had certain disputes with respect to RDI. Most generally, they  
24 disagreed with my view and approach of running RDI like a public company, including hiring a  
25 senior executive qualified to oversee the development of the Company's valuable real estate and,  
26 more fundamentally, operating the Company to increase its value for all shareholders, not just its  
27 value to the Cotter family as controlling shareholders.



**Threatened Termination and Termination**

11. Late in the day on May 19, 2015, I received from Ellen, as the chairperson of the RDI Board of Directors, an agenda for a supposed special meeting of the RDI board on May 21, 2015, two days later. I learned that the benignly described first item on the agenda, "status of president and CEO," apparently referred to a secret plan of Ellen and Margaret, together with Ed Kane, Guy Adams and Doug McEachern, to vote to remove me as President and CEO of RDI. However, that meeting commenced and concluded without the threatened vote being taken.

12. Next, on or about May 27, 2015, the lawyer representing Ellen and Margaret in the California Trust Action transmitted to my lawyer in that action a document that proposed to resolve the disputes between my sisters and me, including with respect to who would be the trustee of the voting trust and whether Margaret and Ellen would report to me as CEO of RDI. (A true and correct copy of the May 27, 2015 document, which was marked as deposition exhibit 322, is attached hereto as exhibit "A.")

13. On Friday, May 29, 2015, the (supposed) special board meeting of May 21 was to resume. That morning, before the meeting, I met with Ellen and Margaret. At that meeting, they told me that they were unwilling to mediate or to negotiate any of the terms of the May 27 document described above. They also told me that if I did not agree to resolve my disputes with them on the terms set out in that document, that the RDI Board of Directors would vote at the (supposed) meeting that day to terminate me as President and CEO.

14. The (supposed) special board meeting commenced on May 29 and the issue of my termination as President and CEO was the subject. At this (supposed) special meeting, or another, McEachern pressured me to resign as President and CEO. Eventually, the non-Cotter members of the RDI Board of Directors met with my sisters separately from me. Following that, the majority of the non-cotter directors, namely, Messrs. Adams, Kane and McEachern, advised me that the meeting would adjourn temporarily and resume telephonically at 6 p.m. They further advised that, if I had not reached a resolution of disputes between me and my sisters by the time the (supposed) special meeting reconvened telephonically at 6 p.m. that day, they would proceed with the vote to

1 terminate me, meaning that the three of them would vote to terminate me as President and CEO of  
2 RDI.

3 15. That afternoon, Ellen and Margaret again refused to mediate and again refused to  
4 negotiate. Ultimately, I indicated a willingness to resolve disputes based on the document  
5 provided, subject to conferring with counsel. At or about 6 p.m., the (supposed) special RDI board  
6 meeting resumed telephonically, at which time Ellen reported to the five non-Cotter directors that  
7 we had reached an agreement in principle to resolve our disputes, subject to conferring with  
8 respective counsel. Ed Kane congratulated us and made a statement to the effect that he hoped that  
9 I was CEO of the Company for 30 years. No vote was taken on my termination.

10 16. On or about June 8, 2015, I communicated to my sisters that I could not agree to  
11 the document their lawyer had transmitted to my lawyer on or about June 2, 2015. Ellen called a  
12 (supposed) special board meeting for June 12, 2015, at which meeting each of Messrs. Adams,  
13 Kane and McEachern made good on their threat to vote to terminate me and did so.

14 **Director Interest and Independence**

15 17. One or more of the defendants' motions for summary judgment claim that SEC  
16 filings by RDI describe the non-Cotter directors as "independent," that I signed one or more of  
17 those SEC filings and that I therefore admit that those directors are independent for the purposes  
18 of this action. That is inaccurate. The term "independent" as used in RDI's SEC filings do not  
19 refer to matters of Nevada law. It referred usually to the fact that, pursuant to the terms of the  
20 Company's listing agreement with NASDAQ, the stock exchange on which RDI stock trades,  
21 directors meet the standard of independence of NASDAQ. None of the director defendants have  
22 ever suggested to me that they understood use of the term "independent" in RDI's SEC filings to  
23 communicate anything other than that non-Cotter directors were not members of the Cotter family  
24 which, in one manner or another, controlled approximately 70% of the voting stock of RDI. As  
25 among members of the RDI Board of Directors, the term "independent" was used historically to  
26 refer to directors who were not members of the Cotter family.

27 18. Ed Kane was a life-long friend of my father, having met when they were graduate  
28 students. Kane was in my father's wedding and was a speaker at my father's funeral. Over my

1 lengthy tenure as a director at RDI, I observed Kane as a director of RDI acting at all times as if  
2 his job as a director was to carry out my father's wishes. Kane admitted to me that he was not  
3 independent for purposes other than the NASDAQ listing agreement and suggested after I became  
4 CEO that the Company would benefit from independent directors knowledgeable about its two  
5 principal businesses, cinemas and real estate.

6 19. On the contentious issue between me and my sisters regarding who would be the  
7 trustee(s) of the voting trust, Kane communicated to me that his view was that it was my fathers'  
8 wishes that Margaret alone be the trustee, and he pressured me to agree to that. At one point in the  
9 context of discussions regarding terminating me as President and CEO of RDI, Kane said to me  
10 angrily that he thought I "f\*#\*ed Margaret" by the 2014 amendment to my father's trust  
11 documentation, which amendment made me a co-trustee with Margaret of the voting trust.

12 20. Kane remains very close with my sisters, who still call him "Uncle Ed" (which I  
13 ceased doing after joining RDI). They continue to get together socially, including for family meals  
14 during holiday periods, which is what they admittedly did around the Christmas holidays in 2015.

15 21. Guy Adams is a long time friend of my father. After Adams effectively became  
16 unemployed, my father attempted to provide him work and income. Eventually, my father through  
17 a company he wholly-owned entered into an agreement with Adams to pay Adams \$1000 per  
18 month. That company now is part of my father's estate, of which my sisters are executors, such  
19 that they are in a position to control whether Adams is paid that money or not. Adams also has  
20 carried interests in certain real estate in which my father invested. My sisters as executors of my  
21 father's estate are in position to see to it that Adams is or is not paid any monies he is owed on  
22 account of those carried interests.

23 22. Prior to on or about May 2015, Adam's financial condition and, more particularly,  
24 his dependence on or independence from my sisters, in terms of his financial situation, had not  
25 arisen as a subject. When I suspected that Adams had agreed with my sisters to vote to terminate  
26 me as President and CEO of RDI, that raised the issue of whether he was financially dependent on  
27 them. I now know that he is. I learned from Adams' sworn declarations in his California state  
28 court divorce case that almost all of his income comes from RDI and from one or more companies



1 that my sisters control. Adams is not independently wealthy. I asked him about his financial  
2 dependence or independence at the (supposed) May 21, 2015 special board meeting, at which time  
3 he refused to answer.

4       23. Michael Wrotniak's wife Trisha was Margaret's roommate in her freshman year of  
5 college at Georgetown University. Margaret and Trisha have been life-long best friends starting  
6 with their first year in college together. Michael also went to Georgetown University where he  
7 met his wife Trisha and also developed a very close friendship with Margaret in college. Given  
8 that Margaret only has a few friends, her relationship with Trisha and Michael is extremely  
9 important. Margaret has spent a lot of time with Michael and his wife over the years, as all three  
10 live in metropolitan New York City. Margaret became like an aunt to Trisha and Michael's  
11 children. My sister Ellen and mother also know Trisha and Michael very well, and they have all  
12 attended social events together in New York, such as birthday and cocktail parties my sister  
13 Margaret has hosted at her apartment in New York City. I believe Margaret's oldest child refers to  
14 Trisha and Michael as Aunt and Uncle. Michael's communication with me as a director has been  
15 very guarded, which I understand to reflect his knowledge of the lawsuit and his close relationship  
16 with Margaret.

17       24. Judy Coddling has had a very close personal relationship with my mother for more  
18 than thirty years. (Ellen lives with our mother, who has chosen my sisters' side in the disputes  
19 between us.) Ms. Coddling has become close with my sisters Ellen and Margaret. On October 13,  
20 2015, over breakfast I had with her, she expressed to me that RDI is a family business and that the  
21 only people who should manage it should be one of the Cotters and that she would help make sure  
22 of that, whether it be Ellen or me. Her reaction to the offer to purchase all of the stock of the  
23 Company at a price in excess of what it trades in the market (the "Offer"), first made by  
24 correspondence dated on or about May 31, 2015, reflected Ms. Coddling's unwavering loyalty to  
25 Ellen. Before the board meeting at which the Board was going to discuss the Offer, she indicated  
26 to me that there was no way that the Offer should even be considered (clearly having spoken to  
27 Ellen about it before the board meeting).

1           25. Bill Gould was a professional acquaintance and friendly with my father for years.  
2 Repeatedly since my termination as President and CEO, he has said to me that he has acquiesced  
3 as an RDI director to conduct to which he objects and/or to conclusions with which he disagrees,  
4 stating in words or substance that he must "pick his fights."

5           26. For example, at a board meeting at which the board was asked to approve minutes  
6 from the (supposed) special board meetings of May 21 and 29, 2015 in June 12, 2015, at which I  
7 objected because the minutes contained significant factual inaccuracies, at which I voted against  
8 approving the minutes and at which Tim Storey abstained, reflecting that he that too thought the  
9 minutes inaccurate (as he testified unequivocally in deposition in this case), Bill Gould voted to  
10 approve the minutes. When I asked him afterwards why he had voted to approve inaccurate  
11 minutes, he said that, although he could not remember the meetings well enough to state that the  
12 minutes were accurate, he thought the ultimate descriptions of action taken, meaning the  
13 termination of me, the appointment of Ellen as interim CEO and the repopulation of the executive  
14 committee, were accurate, and that he did not want to fight about them.

15           27. Also as an example, Bill Gould admitted to me that he thought the process  
16 deficient, and the time inadequate, to make a genuinely informed decision about whether to add  
17 Judy Coddington to the RDI Board of Directors. At the board meeting when that happened, he  
18 described the decision to add her as a director as having been "slammed down," but he acquiesced.

19           28. It is clear to me that Bill Gould effectively has given up trying to do what he thinks  
20 is the proper thing to do as an RDI director, and is and since June 2015 has been in "go along, get  
21 along" mode. He first failed to cause any proper process to occur regarding my termination, and  
22 allowed the ombudsman process (by which then director Tim Storey as the representative of the  
23 non-Cotter directors was working with me and my sisters to enable us to work together as  
24 professionals, which process was to continue into June 2015) to be aborted. That, together with the  
25 forced "retirement" of Tim Storey, apparently so chastened Bill Gould that he became unwilling to  
26 take a stand on any matter in which doing so would place him in disagreement with my sisters. For  
27 example, he has acknowledged that Margaret lacks the experience and qualifications to hold the  
28

1 highly compensated job she now holds at RDI, but Bill Gould did not object to it or the  
2 compensation being given to her.

3 **The Executive Committee**

4 29. My sisters first proposed an executive committee as a means to avoid reporting to  
5 me or, as a practical matter, to anyone, in the Fall of 2014. I resisted that executive committee  
6 construct, which was not implemented at that time. As part of the resolution of our disputes that  
7 they attempted to force me to accept in May and June 2015, described above, they included an  
8 executive committee construct that would have had them reporting to the executive committee that  
9 they, together with Guy Adams who is financially beholden to them, would control. As part of  
10 their seizure of control of RDI, in addition to terminating me as President and CEO, they activated  
11 and repopulated RDI's Board of Directors executive committee. That executive committee  
12 previously had never met and never made a decision. After it was activated and repopulated on  
13 June 12, 2015, it was used as a means to exclude me and then director Tim Storey, and to a lesser  
14 extent Bill Gould, from functioning as directors of RDI and, in some instances, even having  
15 knowledge of matters that were handled by the executive committee that historically and  
16 ordinarily were handled by RDI's Board of Directors.

17 **The Supposed CEO Search**

18 30. When RDI filed a Form 8-K with the SEC and issued a press release announcing  
19 the termination of me as President and CEO, RDI also announced that it would engage a search  
20 firm to conduct the search for a new President and CEO. The board empowered Ellen to select the  
21 search firm. Ellen selected Korn Ferry ("KF"). She explained to the RDI Board of Directors the  
22 she selected KF because KF offered a proprietary assessment tool, which would be used to assess  
23 the three finalists for the position of President and CEO, which assessment she asserted would  
24 "de-risk" the search process. The Board agreed. Ellen also told the Board that the three final  
25 candidates would be presented to the Board for interviews. The Board agreed. Ellen selected  
26 herself, Margaret, Bill Gould and Doug McEachern to be members of the CEO search committee,  
27 which the Board accepted without substantive discussion.

1           31. After the CEO search committee was put in place and KF engaged, the full board  
2 received effectively no information about whether and how the CEO search was proceeding. In the  
3 time frame from August through December 2015, Ellen for the CEO search committee provided  
4 approximately two reports, the latter of which was in mid-December which, as it turned out, was  
5 after the process had been aborted and Ellen selected, at least preliminarily. Tim Storey objected  
6 to the full board not being apprised of the status of the CEO search, prior to his forced  
7 “retirement.”

8           32. Ultimately, in early January 2016, the CEO search committee presented Ellen as  
9 their choice for President and CEO. They did not offer, much less present, three finalists to the  
10 Board for interviews. They did not have KF perform its paid for, proprietary assessment of the  
11 finalists, or of anyone. Before that Board meeting, at which Ellen was made President and CEO,  
12 the material provided to the Board effectively amounted to a memorandum prepared by Craig  
13 Tompkins, which memorandum claimed to summarize the reasons for the CEO search committee  
14 selecting Ellen. The stated reasons are reasons that no outside candidate could have met. The  
15 stated reasons are reasons that do not approximate, much less match, the criteria that the CEO  
16 search committee created and KF memorialized as the criteria to identify candidates and  
17 ultimately select a new President and CEO. The stated reasons for selecting Ellen were, as I heard  
18 them explained at the January board meeting, effectively distilled into a single consideration,  
19 namely, that Ellen and Margaret were controlling shareholders.

20           33. Although I did not agree with the termination of me as President and CEO, and  
21 thought and maintain that it was improper, I had hoped that the CEO search committee would  
22 conduct a bona fide search and provide to the board for interview three qualified finalists, as had  
23 been agreed. I now know that not only did that not happen, but that the CEO search committee  
24 terminated the search, and effectively terminated KF, after meeting with Ellen as a declared  
25 candidate for the positions of President and CEO. Independent of the results of that process, which  
26 at the time I asserted did not serve the interests of the Company, that the process was manipulated  
27 and/or aborted in my view amounts to abdication of the board’s responsibilities.  
28



1 **Actions to Secure Control and Use It to Pay those Who Have It**

2 34. In April 2015, I learned that Ellen and Margaret had exercised options they held  
3 personally to acquire RDI class B voting stock and that, with the advice and assistance of Craig  
4 Tompkins, a lawyer who was a consultant to the Company, they sought to exercise a supposed  
5 option in my father's name to acquire 100,000 shares of RDI Class B voting stock. The factual  
6 context for the effort to exercise the supposed 100,000 share option is that a majority of the voting  
7 stock controlled by my father was held in the name of his Trust, of which the three of us were  
8 trustees. Because of that, Ellen and Margaret could not properly vote that stock without my  
9 agreement. The stock that was held—not owned—in my father's estate, which was controlled by  
10 Ellen and Margaret as the executors, approximated the amount of RDI class B voting stock held  
11 by third parties, including Mark Cuban. The point of the effort to exercise the supposed 100,000  
12 share option was to ensure that Ellen and Margaret as executors would have more class B stock  
13 then third parties, including Mark Cuban.

14 35. There were a host of issues faced by the Company due to the request of Margaret  
15 and Ellen to exercise these supposed 100,000 share option. For example, one threshold question  
16 the Company would have needed to have answered was whether the option was legally effective.  
17 That question was not answered. Another threshold question was whether the supposed 100,000  
18 share option automatically had transferred to my father's trust upon his death. That also was not  
19 answered, to my knowledge. Possibly due to such unanswered questions, the compensation  
20 committee of the Board did not authorize the exercise of the supposed 100,000 share option in  
21 April. Margaret and Ellen therefore delayed to the 2015 annual shareholders meeting. After the  
22 executive committee (at Ellen's request) had set the annual shareholders meeting for November  
23 (meaning that as a board member I had no say on the subject) and the record date for it in October  
24 2015, Ellen had Kane and Adams as two of three members of the compensation committee  
25 authorize the request to exercise the supposed 100,000 share option, which was done in September  
26 shortly before a hearing in the Nevada probate case. I understand they did so so that the 100,000  
27 shares supposedly could be registered with the Company in the name of Ellen and Margaret as  
28 executors prior to the record date. The Company received no benefit from this, in fact suffered the

1 injury from replacing outstanding liquid class A stock with effectively illiquid class B stock and, I  
2 am informed and believe, from covering the tax obligation that belong to the person or entity  
3 exercising the option.

4 **Monetary Rewards to Margaret, Ellen and Adams**

5 36. In March 2016, the Board approved giving Margaret employment at the Company  
6 as the senior executive in charge of development of the Company's valuable New York real estate.  
7 That is a position Margaret had sought since my father passed. It is a position that I refused to give  
8 her, with the then support of all of the non-Cotter directors, because she was unqualified to hold it.  
9 She has no prior real estate development experience. What was discussed during my tenure as  
10 President and CEO was providing Margaret employment at the Company, so that she could have  
11 health benefits for herself and her two children, in a position in which she would continue to be  
12 responsible for the modest live theater operations and in which she could work in connection with  
13 any development of the Company's New York real estate, but not as the senior executive  
14 responsible for the development of the Company's New York real estate. In other words, Margaret  
15 could have a position, but she would not have a position that called upon her to do that which she  
16 had no experience doing and that which she was unqualified to do. That is the position Margaret  
17 was given in March. It is a highly compensated position that reflects its responsibilities. But  
18 Margaret has neither the prior experience nor the qualifications to hold it. Nevertheless, she is paid  
19 as if she does. Which, in my view, amounts to waste of Company monies. Additionally, the  
20 \$200,000 paid to Margaret, ostensibly for concessions Margaret previously was willing to make  
21 for free to become an employee of the Company, and reportedly for prior services rendered which  
22 the Board year after year had not chosen to pay her, is simply a gift, presumably because Margaret  
23 made less money in 2015 due to the Stomp debacle.

24 37. The compensation package provided to Ellen in March 2016, like the one provided  
25 to Margaret, is a departure from the Company's practices, in terms of the amount paid relative to  
26 the skill and experience of the person being paid. Ellen now is the CEO of what basically is the  
27 same company of which I was CEO, but she has a compensation package that could pay her twice  
28 to three times as much. No board member has ever explained to me why they think this is

1 appropriate, except to the extent they have alluded to the fact that they view Ellen and Margaret as  
2 controlling shareholders.

3 38. Adams in March 2016 was awarded what amounted to a \$50,000 bonus for being a  
4 director. As a director, I have not seen him provide extraordinary service that warrants a payment  
5 such as that, which is a material departure from past practices at the Company, in which extra cash  
6 payments to Directors typically were \$10,000. The sole notable exception was the \$75,000 paid  
7 to Tim Storey for his work as ombudsman, but the amount of time and effort he put in that role,  
8 including travel between New Zealand and Los Angeles, exceeded by a multiple the amount of  
9 time Adams has devoted to being a director in 2015 and 2016. I have no doubt that Adams was  
10 paid \$50,000 for what amounted to exemplary loyalty to Ellen.

11 **The Offer**

12 39. Ellen shared with the full Board, in or about early June, an offer by third parties to  
13 purchase all of the outstanding stock of RDI for cash consideration at a price of approximately  
14 33% above the prices of which RDI stock then traded (i.e., the "Offer"). The Board met on June 2,  
15 2016 regarding the Offer. At that time, Ellen proposed to have management prepare  
16 documentation regarding the value of the Company to be provided to Board members for their  
17 review and consideration in advance of another board meeting to consider the Offer. I objected,  
18 suggesting that an independent person or company be charged with preparing such documentation  
19 for review by the Board. My objection was noted and overruled, and the Board agreed to proceed  
20 in the manner Ellen suggested. Additionally, board members inquired what Ellen and Margaret as  
21 controlling shareholders wanted to do in response to the Offer.

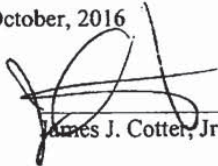
22 40. On or about June 7, 2016, in view of the Offer, I asked Ellen to provide me the  
23 Company's business plan. I understood that there was none and her failure to respond confirmed  
24 that.

25 41. The Board reconvened on June 23, 2016, regarding the Offer. No materials had  
26 been delivered to Board members prior to that meeting. At that meeting, Ellen made an oral  
27 presentation regarding the supposed value of the Company. I found it difficult to follow her oral  
28 presentation with no prior or contemporaneous documentation. I cannot imagine how outside

1 directors less familiar with the details of the Company followed it. Not one of the directors other  
2 than Ellen indicated that they had taken any action at all, whether reviewing Company  
3 documentation, speaking with experts such as counsel or bankers or doing anything else at all, to  
4 prepare to discuss the Offer. At that meeting, Ellen also indicated that she and Margaret would  
5 oppose any response other than rejecting the Offer, and added that it was their belief that the  
6 Company should proceed on its course as an independent company. No director asked questions  
7 about whether and how the Company could ever actualize the supposed value Ellen claimed it had.  
8 None asked questions about whether management was preparing a business plan to do so or, for  
9 that matter, simply preparing a long-term or strategic business plan. None exists. Instead, the non-  
10 Cotter directors simply ascertained that Ellen and Margaret wanted to reject the Offer and agreed  
11 that the price offered was inadequate. They all voted to proceed in the manner Ellen  
12 recommended.

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

15 DATED this 13<sup>th</sup> day of October, 2016

16   
17 James J. Cotter, Jr.





CLERK OF THE COURT

1 **APEN**

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9 *Attorneys for Plaintiff, James J. Cotter, Jr.*

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**DISTRICT COURT  
CLARK COUNTY, NEVADA**

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

Plaintiff,

vs.

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

Defendants.

READING INTERNATIONAL, INC., a  
Nevada corporation,

Nominal Defendant.

T2 PARTNERS MANAGEMENT, LP, a  
Delaware limited partnership, doing business as  
KASE CAPITAL MANAGEMENT, et al.,

Plaintiffs,

vs.

MARGARET COTTER, ELLEN COTTER,  
GUY ADAMS, EDWARD KANE, DOUGLAS  
McEACHERN, WILLIAM GOULD, JUDY  
CODDING, MICHAEL WROTONIAK, CRAIG  
TOMPKINS, and DOES 1 through 100,  
inclusive,

Defendants.

and

READING INTERNATIONAL, INC., a  
Nevada corporation,

Nominal Defendant.

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

Coordinated with:

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

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

Jointly Administered

**Business Court**

**APPENDIX OF EXHIBITS IN SUPPORT  
OF PLAINTIFF JAMES J. COTTER, JR.'S  
OPPOSITION PLAINTIFF JAMES J.  
COTTER, JR.'S OPPOSITION TO  
DEFENDANT GOULD'S MOTION FOR  
SUMMARY JUDGMENT (Exhibits 2, 7, 9  
and 12 Filed Under Seal)**

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

**Lewis Roca  
ROTHGERBER CHRISTIE**

**APPENDIX OF EXHIBITS**

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| <u>Exhibit</u> | <u>Description</u>                                               | <u>Page Nos.</u> |
|----------------|------------------------------------------------------------------|------------------|
| 1              | Excerpts from April 28, 2016 deposition of Guy Adams             | 001-009          |
| 2              | Depo Exhibit 115 – Filed separately under seal                   | 010-012          |
| 3              | Excerpts from June 8, 2016 deposition of William Gould           | 013-017          |
| 4              | Excerpts from April 29, 2016 deposition of Guy Adams             | 018-022          |
| 5              | Excerpts from July 6, 2016 deposition of Jim Cotter, Jr          | 023-027          |
| 6              | Excerpts from February 12, 2016 deposition of Timothy Storey     | 028-031          |
| 7              | Depo Exhibit 380 – Filed separately under seal                   | 032-038          |
| 8              | Excerpts from August 18, 2016 deposition of Robert Mayes         | 039-043          |
| 9              | Depo Exhibit 422 – Filed separately under seal                   | 044-047          |
| 10             | Depo Exhibit 347                                                 | 048-056          |
| 11             | Depo Exhibit 390                                                 | 057-059          |
| 12             | Depo Exhibit 119 Douglas McEachern – Filed separately under seal | 060-070          |

DATED this 17th day of October, 2016.

LEWIS ROCA ROTHGERBER CHRISTIE LLP

By: /s/ Mark G. Krum

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*Attorneys for Plaintiff James J. Cotter, Jr.*

**CERTIFICATE OF SERVICE**

I hereby certify that on this 17th day of October, 2016, I caused a true and correct copy of the foregoing **APPENDIX OF EXHIBITS IN SUPPORT OF PLAINTIFF JAMES J. COTTER, JR.'S OPPOSITION PLAINTIFF JAMES J. COTTER, JR.'S OPPOSITION TO DEFENDANT GOULD'S MOTION FOR SUMMARY JUDGMENT (Exhibits 2, 7, 9 and 12 filed under seal)** to be electronically filed and served via this Court's electronic filing system to all parties listed on the E-Service Master List.

/s/ Luz Horvath

An employee of Lewis Roca Rothgerber Christie  
LLP

# **Exhibit 1**

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1 EIGHTH JUDICIAL DISTRICT COURT  
2 CLARK COUNTY, NEVADA  
3  
4 JAMES J. COTTER, JR., )  
5 derivatively on behalf of )  
6 Reading International, Inc., ) Case No.  
7 Plaintiff, ) A-15-719860-B  
8 vs. )  
9 MARGARET COTTER, ELLEN ) Case No.  
10 COTTER, GUY ADAMS, EDWARD ) P-14-082942-E  
11 KANE, DOUGLAS McEACHERN, )  
12 TIMOTHY STOREY, WILLIAM ) Related and  
13 GOULD, and DOES 1 through ) Coordinated Cases  
14 100, inclusive, )  
15 Defendants, )  
16 and )  
17 READING INTERNATIONAL, INC., )  
18 a Nevada corporation, )  
19 Nominal Defendant. )  
20 Complete caption, next page.  
21  
22  
23  
24 VIDEOTAPED DEPOSITION OF GUY ADAMS  
25 LOS ANGELES, CALIFORNIA  
THURSDAY, APRIL 28, 2016  
VOLUME I  
REPORTED BY: LORI RAYE, CSR NO. 7052  
JOB NUMBER: 305144

1 discussed with Mr. Kane the subject of you serving  
2 as interim CEO, did you say to him, in words or  
3 substance, Have we already concluded that Jim  
4 Cotter Junior will be terminated as CEO?

5 A. There was a notion that we would have a  
6 board meeting and the independent directors would  
7 discuss this and there would be a vote. And I  
8 wasn't -- I wasn't sure how the vote would come  
9 out. I didn't know. But there was a -- everyone  
10 had concerns. Ed and I had a concern about it,  
11 wanted to talk about it.

12 Q. When was the first time you had a  
13 conversation with someone other than Ed Kane about  
14 the subject of the termination or possible  
15 termination of Jim Cotter Junior as CEO?

16 A. Bill Gould.

17 Q. And --

18 A. First week or so of April.

19 Q. Was that in person or by phone?

20 A. In person.

21 Q. Was anyone else present?

22 A. No.

23 Q. Where did that occur?

24 A. I went to his office. We walked across  
25 the street and had lunch. I don't know the name of