IN THE SUPREME COURT OF THE STATE OF NEVADA

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

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

JOINT APPENDIX TO OPENING BRIEFS FOR CASE NOS. 77648 & 76981
Volume XXVII
JA6552 – JA6808

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CERTIFICATE OF SERVICE

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

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By: /s/ Gabriela Mercado

Subject: RE: RDI

Mark,

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

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

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

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

Best,
Kara

From: Mark G. Krum [mailto:mkrum@bizlit.com]
Sent: Thursday, April 12, 2018 12:18 PM
To: Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; marshallsearcy@quinnemanuel.com; Hendricks, Kara (Shld-LV-LT) <hendricksk@gtlaw.com>
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Subject: RE: RDI

Kara,

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

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

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

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

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

Mark

Dictated to a smartphone.
Get Outlook for Android

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

Mark,

I will look into this.

Kara

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

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

If you are not an intended recipient of confidential and privileged information in this email, please delete it, notify us immediately at postmaster@gtlaw.com, and do not use or

disseminate such information.

EXHIBIT 12

TRAN

DISTRICT COURT
CLARK COUNTY, NEVADA
* * * * *

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

BEFORE THE HONORABLE ELIZABETH GONZALEZ, DISTRICT COURT JUDGE

JURY TRIAL - DAY 1

MONDAY, JANUARY 8, 2018

COURT RECORDER:	TRANSCRIPTION BY:
JILL HAWKINS District Court	FLORENCE HOYT Las Vegas, Nevada 89146

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

APPEARANCES:

FOR THE PLAINTIFF:	MARK G. KRUM, ESQ. STEVE L. MORRIS, ESQ. AKKE LEVIN, ESQ.
FOR THE DEFENDANTS:	KEVIN JOHNSON, ESQ. MARSHALL M. SEARCY, ESQ. CHRISTOPHER TAYBACK, ESQ. MARK E. FERRARIO, ESQ. KARA B. HENDRICKS, ESQ.

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

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

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

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

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

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

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

MR. FERRARIO: We absolutely want to bring those

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

THE COURT: Mr. Krum, Mr. Morris?

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

THE COURT: Mr. Krum.

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

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

THE COURT: What schedule?

MR. KRUM: Yes. Exactly.

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

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

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

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

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

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

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

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

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

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

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

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

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

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Attorneys for Non-Party William Gould

EIGHTH JUDICIAL DISTRICT COURT

CLARK COUNTY, NEVADA

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

Plaintiff,

vs.

MARGARET COTTER, et al.,

Defendant.

and

READING INTERNATIONAL, INC.,

Nominal Defendant.

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

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

Related and Coordinated Cases

BUSINESS COURT

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

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

Assigned to Hon. Elizabeth Gonzalez

MEMORANDUM OF POINTS AND AUTHORITIES

I. INTRODUCTION

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

II. ARGUMENT

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

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

[1] To the contrary, Plaintiff argues only that Mr. Gould is required to produce or

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

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

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

---

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

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

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

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

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

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

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

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

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

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

III. CONCLUSION

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

April 24, 2018

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

By _____

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Attorneys for Non-Party William Gould

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

CERTIFICATE OF SERVICE

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

DATED this 24th day of April, 2018.

Kaitlin Aumm
EMPLOYEE

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EIGHTH JUDICIAL DISTRICT COURT

CLARK COUNTY, NEVADA

JAMES J. COTTER, JR., individually and on behalf of READING INTERNATIONAL, INC., Plaintiff, vs. MARGARET COTTER, et al., Defendant. and READING INTERNATIONAL, INC., Nominal Defendant.	Case No. A-15-719860-B Dept. XI Case No. P-14-082942-E Dept. XI Related and Coordinated Cases **BUSINESS COURT** **DECLARATION OF WILLIAM GOULD IN SUPPORT OF OPPOSITION TO MOTION TO COMPEL** Assigned to Hon. Elizabeth Gonzalez

I, William Gould, declare as follows:

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

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

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

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

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

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

William Gould

CERTIFICATE OF SERVICE

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

DATED this 24th day of April, 2018.

Kaitlin Amuel
EMPLOYEE

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EIGHTH JUDICIAL DISTRICT COURT

CLARK COUNTY, NEVADA

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

Plaintiff,

vs.

MARGARET COTTER, et al.,

Defendant.

and

READING INTERNATIONAL, INC.,

Nominal Defendant.

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

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

Related and Coordinated Cases

BUSINESS COURT

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

Assigned to Hon. Elizabeth Gonzalez

I, Shoshana E. Bannett, declare as follows:

1. I am an active member of the Bar of the State of California and an associate with Bird, Marella, Boxer, Wolpert, Nessim, Drooks, Lincenberg & Rhow, a professional corporation, attorneys of record for Non-Party William Gould in this action. I make this declaration in support of Gould's Opposition to Motion to Compel Production of Documents and Privilege Log. Except for those matters stated on information and belief, I make this declaration based upon personal knowledge and, if called upon to do so, I could and would so testify.

2. On April 5, 2018, Mr. Gould was deposed by Plaintiff for two hours, primarily on the topic of ratification.

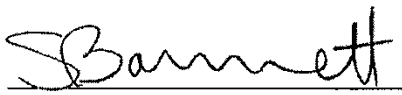
3. Following Mr. Gould's deposition, I spoke with Mr. Gould, Mr. Gould's assistant Marcia Wizelman, and members of Troy Gould's IT department regarding documents collected in response to the Subpoena Duces Tecum at issue in the Motion to Compel Production of Documents and Privilege Log. As a result of those conversations, I asked that Mr. Gould's sent email be searched for additional, responsive documents.

4. In response to that request, I received a handful of responsive documents. I worked with staff to create a supplemental privilege log covering any privileged, responsive documents. I was preparing to make this supplemental production when we received Plaintiff's Motion to Compel.

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

6. Attached as Exhibit 2 is a true and correct copy of Exhibit 527. This document was produced by RDI, and Mr. Gould was examined on it during his deposition.

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



Shoshana E. Bannett

CERTIFICATE OF SERVICE

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

DATED this 24th day of April, 2018.

Kaitlin Amum
EMPLOYEE

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ATTORNEYS AT LAW
P.O. Box 30000
Reno, Nevada 89520

EXHIBIT 1

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

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

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

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

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

EXHIBIT 2

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

Deor Ellen,

The undersigned, who together constitute o majority of the Board of Directors of Reading International, Inc., (RDI) request that the Chairperson of the Board coll o Speciol Boord Meeting. The purpose of the meeting shall be for the Board to consider the following ootions:

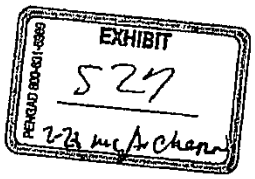
1. *The rotificotion of octions token by Boord Members reloting to the terminotion of Jomes J. Cotter, Jr. os President ond CEO, os such octions ore outlined in the Minutes of the Boord Meetings held on Moy 21, 2015; Moy 29, 2015; ond June 12, 2015.*

2. *The rotificotion of the decision of the Compensotion Committee, os outlined in the Minutes of the September 21, 2015 Meeting of the Compensotion Committee, to permit the Estate of Jomes J. Cotter, Sr. to use Class A Nonvoting Stock os the meons of poyment for the exercise of on option to purchose 100,000 shores of Class B Voting Stock of RDI.*

3. *Such other octions os ore necessory to occomplish the obove.*

This request for the colling of o Speciol Meeting is mode pursuont to Reoding Internotionol, Inc. Bylows, Art. 2, Section 7, ond therefore, it is requested thot the Speciol Meeting be held within two doys of receipt of this request.

Judy Codding
William Gould
Edword Kone
Douglos McEochern
Michoel Wrotniok



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Steven D. Grierson
CLERK OF THE COURT

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DISTRICT COURT
CLARK COUNTY, NEVADA

JAMES J. COTTER, JR., derivatively on behalf of Reading International, Inc., Plaintiff, v. MARGARET COTTER, ELLEN COTTER, GUY ADAMS, EDWARD KANE, DOUGLAS McEACHERN, WILLIAM GOULD, JUDY CODDING, MICHAEL WROTNIAK, Defendants. And	) Case No. A-15-719860-B) Dept. No. XI)) Coordinated with:)) Case No. P-14-0824-42-E) Dept. No. XI)) Jointly Administered)) **PLAINTIFF JAMES J. COTTER, JR.'S REPLY IN SUPPORT OF MOTION TO COMPEL— WILLIAM GOULD**))

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

I. INTRODUCTION

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

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

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

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

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

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

II. SUPPLEMENTAL FACTS AND PROCEDURE

A. Evidence That Was Not Timely Disclosed.

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

[1] Unless otherwise indicated, all references to exhibit numbers hereafter made are to exhibits attached to Plaintiff's Motion to Compel.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

III. ARGUMENT

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

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

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

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

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

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

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

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

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

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

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

C. Gould's Privilege Logs Are Inadequate.

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

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

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

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

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

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

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

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

2. Gould's Privilege Log is Insufficient.

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

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

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

D. Plaintiff is Entitled to Depose Gould Further.

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

IV. CONCLUSION

For all the foregoing reasons, Plaintiff respectfully requests that his Motion directed at former defendant and current RDI director William

Gould be granted in all respects, and that the Court award such other relief as it sees fit.

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CERTIFICATE OF SERVICE

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

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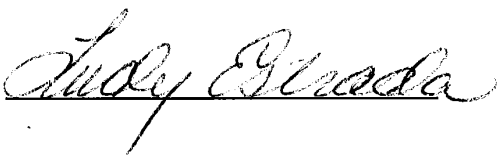
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DISTRICT COURT

CLARK COUNTY, NEVADA

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

Plaintiff,

v.

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

Defendants.

And

READING INTERNATIONAL, INC., a Nevada corporation,

Nominal Defendant

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

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

Jointly Administered

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

Assigned to Hon. Elizabeth Gonzalez

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

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

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

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

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

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

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

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

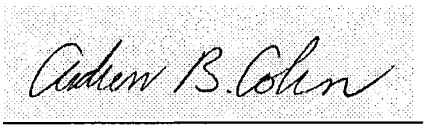
Rather, it is quite clear that the only way to bypass the Deleted Items folder is by a conscious decision to do so, coupled with the know-how to accomplish that.

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

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

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

Dated: April 27, 2018



Andrew B. Cohen

OPP

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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, et al, Defendants.	**Case No. A-15-719860-B** Dept. No. XI **Coordinated with:** Case No. P 14-082942-E Dept. XI Case No. A-16-735305-B Dept. XI **RDI'S OPPOSITION TO PLAINTIFF COTTER, JR.'S MOTION FOR OMNIBUS RELIEF** **Hearing Date: April 30, 2018** **Hearing Time: 8:30**
In the Matter of the Estate of JAMES J. COTTER, Deceased.	

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JAMES J. COTTER, JR.,

Plaintiff,

v.

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

Defendants.

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

DATED this 27th day of April, 2018.

GREENBERG TRAURIG, LLP

/s/ Mark E. Ferrario
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MEMORANDUM OF POINTS AND AUTHORITIES

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

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

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

[1] Members of RDI's Special Independent Committee are William ("Bill") Gould, Judy Codding and Doug McEachern.

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

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

RELEVANT FACTS

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

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

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

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

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

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

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

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

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

[3] The production was made one week after RDI counsel Kara Hendricks was made aware of the request.

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Eyes Only designation.[4]

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

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

[4] Although produced for "Attorney's Eyes Only" counsel for Plaintiff disregarded the designation and provided a copy of the same to everyone on the case service list necessitating additional action to claw-back the same.

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

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

LEGAL ARGUMENT

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

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

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

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

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

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

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

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

***See*, Ex. A and C**.

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

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

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

3. No prejudice to Plaintiff related to production.

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

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

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

B. No Further Action is Required by this Court.

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

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

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Additionally, the testimony Plaintiff's relies on from Director Gould does not even reference documents and instead specifically indicates Mr. Gould had ***discussions*** with attorneys at Greenberg Traurig in mid or late November. He did not testify there were emails or other written documents evidencing the same. Plaintiff's paranoia cannot be imputed on RDI who responded in good faith to the discovery that was propounded.

Notably, Plaintiff did not even attempt to rely on any testimony for Director Codding to support his unfounded request for delay. However, to avoid any doubt regarding Ms. Codding's compliance with discovery requests, attached hereto as ***Exhibit G***, is a declaration from Ms. Codding that non-privileged documents relating to ratification have been produced and that she is not aware of any communication prior to December 2017 relating to ratification.

Lastly, it appears that Plaintiff is attempting to expand the scope of his discovery requests on RDI by and through the subject Motion. Indeed, Plaintiff appears to be suggesting that regardless of the scope of the discovery that was propounded in January that was specific to the December 29, 2017 Board meeting, that RDI should have searched for any document between counsel and any RDI Director that even mentioned the word ratification in the months prior to meeting. That is not what Plaintiff's document requests called for. Notwithstanding, RDI did conduct additional searches dating back to September 2017 between Greenberg Traurig attorneys and staff working on RDI matters on the one hand and RDI Directors and general counsel Craig Tompkins on the other hand to see if any potentially responsive documents relating to "ratification" exist. *See, Declaration of Kara Hendricks attached hereto as* ***Exhibit H.*** However, a review of the documents identified as potentially responsive yielded no additional documents. Id.

RDI has gone above and beyond its discovery obligations and there is no need for additional action by the Court in this regard.

CONCLUSION

Plaintiff's Motion for Omnibus Relief should be denied and this matter set for trial forthwith. Rather than deal with the merits of ratification, Plaintiff has manufactured a discovery dispute in an effort to deprive RDI of the benefits conferred by 78.140(2)(a). RDI will

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

DATED this 27th day of April, 2018.

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CERTIFICATE OF SERVICE

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

DATED this 27th day of April, 2018.

/s/ Andrea Rosehill
An employee of GREENBERG TRAURIG, LLP

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EXHIBIT A

RSPN
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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, et al, Defendants.	**Case No. A-15-719860-B** Dept. No. XI **Coordinated with:** Case No. P 14-082942-E Dept. XI Case No. A-16-735305-B Dept. XI
In the Matter of the Estate of JAMES J. COTTER, Deceased.	**READING INTERNATIONAL, INC.'S RESPONSE TO PLAINTIFF JAMES COTTER, JR.'S REQUEST FOR PRODUCTION OF DOCUMENTS TO NOMINAL DEFENDANT DATED JANUARY 12, 2018**
JAMES J. COTTER, JR., Plaintiff, v. READING INTERNATIONAL, INC., a Nevada corporation; DOES 1-100, and ROE ENTITIES, 1-100, inclusive, Defendants.	

LV 421064002v2

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

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

DOCUMENT REQUEST NO. 1:

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

RESPONSE TO DOCUMENT REQUEST NO. 1:

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

DOCUMENT REQUEST NO. 2:

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

RESPONSE TO DOCUMENT REQUEST NO. 2:

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

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

DOCUMENT REQUEST NO. 3:

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

RESPONSE TO DOCUMENT REQUEST NO. 3:

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

DOCUMENT REQUEST NO. 4:

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

RESPONSE TO DOCUMENT REQUEST NO. 4:

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

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Telephone: (702) 792-3773
Facsimile: (702) 792-9002

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

DOCUMENT REQUEST NO. 5:

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

RESPONSE TO DOCUMENT REQUEST NO. 5:

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

DOCUMENT REQUEST NO. 6:

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

RESPONSE TO DOCUMENT REQUEST NO. 6:

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

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

DOCUMENT REQUEST NO. 7:

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

RESPONSE TO DOCUMENT REQUEST NO. 7:

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

DOCUMENT REQUEST NO. 8:

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

RESPONSE TO DOCUMENT REQUEST NO. 8:

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

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DOCUMENT REQUEST NO. 9:

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

RESPONSE TO DOCUMENT REQUEST NO. 9:

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

DOCUMENT REQUEST NO. 10:

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

RESPONSE TO DOCUMENT REQUEST NO. 10:

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

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DOCUMENT REQUEST NO. 11:

All draft notices of the Meeting.

RESPONSE TO DOCUMENT REQUEST NO. 11:

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

DOCUMENT REQUEST NO. 12:

All draft minutes of the Meeting.

RESPONSE TO DOCUMENT REQUEST NO. 12:

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

DOCUMENT REQUEST NO. 13:

All documents prepared in connection with the Meeting.

RESPONSE TO DOCUMENT REQUEST NO. 13:

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

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subpoena duces tecum.

DOCUMENT REQUEST NO. 14:

All documents distributed prior to or at the Meeting

RESPONSE TO DOCUMENT REQUEST NO. 14:

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

DOCUMENT REQUEST NO. 15:

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

RESPONSE TO DOCUMENT REQUEST NO. 15:

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

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DOCUMENT REQUEST NO. 16:

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

RESPONSE TO DOCUMENT REQUEST NO. 16:

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

DOCUMENT REQUEST NO. 17:

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

RESPONSE TO DOCUMENT REQUEST NO. 17:

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

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

DOCUMENT REQUEST NO. 18:

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

RESPONSE TO DOCUMENT REQUEST NO. 18:

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

DATED: this 15th day of February, 2018

GREENBERG TRAURIG, LLP

/s/ Kara B. Hendricks

MARK E. FERRARIO (NV Bar No. 1625)
KARA B. HENDRICKS (NV Bar No. 7743)
TAMI D. COWDEN (NV Bar No. 8994)
3773 Howard Hughes Parkway, Suite 400 N.
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FerrarioM@gtlaw.com
HendricksK@gtlaw.com
CowdenT@gtlaw.com

Counsel for Reading International, Inc.

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CERTIFICATE OF SERVICE

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

DATED this 15th day of February, 2018.

/s/ Megan L. Sheffield
AN EMPLOYEE OF GREENBERG TRAURIG, LLP

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Las Vegas, Nevada 89169
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EXHIBIT B

ELECTRONICALLY SERVED
2/22/2018 2:58 PM

GT GreenbergTraurig

KARA HENDRICKS
Tel 702.792.3773
Fax 702.792.9002
hendricksk@gtlaw.com

February 22, 2018

Via Wiznet eService

All Counsel of Record

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

Dear Counsel:

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

Best regards,

/s/ Kara Hendricks

Kara Hendricks, Esq.
GREENBERG TRAURIG

ALBANY
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DALLAS
DELAWARE
DENVER
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MEXICO CITY†
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MILAN**
NEW JERSEY
NEW YORK
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PHOENIX
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†OPERATES AS GREENBERG TRAURIG, S.C.
^A BRANCH OF GREENBERG TRAURIG, P.A., FLORIDA, USA
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**STRATEGIC ALLIANCE

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

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

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

RDI0000059865			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (2).DOC					Work product	
RDI0000059866			1/3/2018	421038703_v 1_GTRedline_421037 223v1 - 421037223v4.pdf					Communication with Counsel; Work product	
RDI0000059899		12/27/2017		For Bill Gould to sign.msg	For Bill Gould to sign	Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>; Brewer, John N. (Shld-LV-CP) <brewerjn@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; S. Craig Tompkins (Craig.Tompkins@readingrdi.com); Hendricks, Kara (Shld-LV-LT) <hendricksk@gtlaw.	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>		Communication with Counsel; Work product	Communication regarding draft letter re Special Board Meeting
RDI0000059902		12/27/2017		FW use of Executive Committee.msg	FW: use of Executive Committee	Craig Tompkins (Craig.Tompkins@readingrdi.com)	Cowden, Tami D. (OfCnsl-LV-LT) </o=GTLAW/ou=LV/cn=Recipients /cn=cowdent>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; Hendricks, Kara (Shld-LV-LT) <hendricksk@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>	Communication with Counsel; Work product	
RDI0000059911		12/27/2017		RE For Bill Gould to sign (2).msg	RE: For Bill Gould to sign	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; Brewer, John N. (Shld-LV-CP) <brewerjn@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; S. Craig Tompkins (Craig.Tompkins@readingrdi.com); Hendricks, Kara (Shld-LV-LT) <hendricksk@gtlaw	Cowden, Tami D. (OfCnsl-LV-LT) </o=GTLAW/ou=LV/cn=Recipients /cn=cowdent>		Communication with Counsel; Work product	Communication regarding draft letter re Special Board Meeting

RDI0000059912		12/27/2017		RE For Bill Gould to sign.msg	RE: For Bill Gould to sign	Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>; Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; S. Craig Tompkins (Craig.Tompkins@readingrdi.com); Hendricks, Kara (Shld-LV-LT) <hendricksk@gtla	Brewer, John N. (Shld-LV-CP) <brewerjn@gtlaw.com>		Communication with Counsel; Work product	Communication regarding draft letter re Special Board Meeting
RDI0000059914		1/3/2018		RE Revised draft Reading International Inc Minutes of the Board of Directors Meeting December 29 2017 (1).msg	RE: Revised draft; Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Jackson, Carolyn (Secy-LV-CP) <jacksonc@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>; Craig.Tompkins@readingrdi.com	David Armillei <davidarmillei@quinnemanuel.com>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; Rosehill, Andrea (Secy-LV-LT) <rosehilla@gtlaw.com>; Cotter Team <CotterTeam@quinnemanuel.com>	Communication with Counsel; Work product	
RDI0000059915	RDI0000059916	1/3/2018		RE Revised draft Reading International Inc Minutes of the Board of Directors Meeting December 29 2017.msg	RE: Revised draft; Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>; Craig.Tompkins@readingrdi.com; David Armillei <davidarmillei@quinnemanuel.com>	Jackson, Carolyn (Secy-LV-CP) <jacksonc@gtlaw.com>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; Rosehill, Andrea (Secy-LV-LT) <rosehilla@gtlaw.com>	Communication with Counsel; Work product	
RDI0000059916			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Direct....doc					Work product	
RDI0000059917		12/27/2017		RE use of Executive Committee.msg	RE: use of Executive Committee	Craig Tompkins (Craig.Tompkins@readingrdi.com)	Cowden, Tami D. (OfCnsl-LV-LT) </o=GTLAW/ou=LV/cn=Recipients /cn=cowdent>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; Hendricks, Kara (Shld-LV-LT) <hendricksk@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>	Communication with Counsel; Work product	

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

RDI0000059941			12/28/2017	2017 12 29 Board Materials.pdf					Attachment to Privileged Communication	
RDI0000059956		12/27/2017		Re Special Committee meeting.msg	Re: Special Committee meeting	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; WGould@troygould.com	McEachern, Doug (US - Retired) <dmceachern@deloitteretired.com>	Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>	Communication with Counsel; Work product	
RDI0000059959		12/27/2017		RE For Bill Gould to sign (4).msg	RE: For Bill Gould to sign	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; Brewer, John N. (Shld-LV-CP) <brewerjn@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; S. Craig Tompkins (Craig.Tompkins@readingrdi.com); Hendricks, Kara (Shld-LV-LT) <hendricksk@gtlaw	Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>		Communication with Counsel; Work product	Communication regarding draft letter re Special Board Meeting
RDI0000059965		1/3/2018		RE Revised draft Reading International Inc Minutes of the Board of Directors Meeting December 29 2017 (1).msg	RE: Revised draft; Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Jackson, Carolyn (Secy-LV-CP) <jacksonc@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>; Craig.Tompkins@readingrdi.com	David Armillei <davidarmillei@quinnemanuel.com>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; Rosehill, Andrea (Secy-LV-LT) <rosehilla@gtlaw.com>; Cotter Team <CotterTeam@quinnemanuel.com>	Communication with Counsel; Work product	
RDI0000059967			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Direct....doc					Work product	
RDI0000059972		12/27/2017		RE use of Executive Committee.msg	RE: use of Executive Committee	Craig Tompkins (Craig.Tompkins@readingrdi.com)	Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; Hendricks, Kara (Shld-LV-LT) <hendricksk@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>	Communication with Counsel; Work product	
RDI0000059979	RDI0000059980	12/31/2017		Reading International Inc Minutes of the Board of Directors Meeting December 29 2017 (2).msg	Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Ellen Cotter - Reading International, Inc. (Ellen.Cotter@readingrdi.com); William D. Gould Esq. (wgould@troygould.com); S. Craig Tompkins (Craig.Tompkins@readingrdi.com); Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>		Communication with Counsel; Work product	

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

RDI0000060012		12/22/2017		Ratification issue discussed yesterday.msg	Ratification issue discussed yesterday	William D. Gould Esq. (wgould@troygould.com)	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>	Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>; Hendricks, Kara (Shld-LV-LT) <hendricksk@gtlaw.com>	Communication with Counsel; Work product	
RDI0000060027	RDI0000060028	1/3/2018		FW Revised draft Reading International Inc Minutes of the Board of Directors Meeting December 29 2017.msg	FW: Revised draft; Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Craig.Tompkins@readingrdi.com	Jackson, Carolyn (Secy-LV-CP) </o=GTLAW/ou=LV/cn=Recipients /cn=jacksonc>		Communication with Counsel; Work product	
RDI0000060028			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Direct....doc					Work product	
RDI0000060029	RDI0000060030	1/3/2018		RE Revised draft Reading International Inc Minutes of the Board of Directors Meeting December 29 2017.msg	RE: Revised draft; Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>; Craig.Tompkins@readingrdi.com; David Armillei <davidarmillei@quinnemanuel.com>	Jackson, Carolyn (Secy-LV-CP) </o=GTLAW/ou=LV/cn=Recipients /cn=jacksonc>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; Rosehill, Andrea (Secy-LV-LT) <rosehilla@gtlaw.com>	Communication with Counsel; Work product	
RDI0000060030			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Direct....doc					Work product	
RDI0000060031	RDI0000060032;RDI0000060033	1/3/2018		Reading International Inc Minutes of the Board of Directors Meeting December 29 2017.msg	Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>; 'Craig.Tompkins@readingrdi.com'	Jackson, Carolyn (Secy-LV-CP) </o=GTLAW/ou=LV/cn=Recipients /cn=jacksonc>	Michael J. Bonner (bonnerm@gtlaw.com)	Communication with Counsel; Work product	

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

RDI0000060058			12/26/2017	2017 12 29 Agenda BOD Meeting Re Compensation.docx					Work product	
RDI0000060069			12/31/2017	421037223_v 2_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017.DOCX					Work product	
RDI0000060083	RDI0000060084;RDI0000060085	12/27/2017		FW Sent on Behalf of Ellen Cotter DRAFT BOD Agenda & Special Board Meeting (Bonner Michael J (Shld-LV-CP)).msg	FW: Sent on Behalf of Ellen Cotter: DRAFT BOD Agenda & Special Board Meeting	Jackson, Carolyn (Secy-LV-CP) <jacksonc@gtlaw.com>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>		Communication with Counsel; Work product	
RDI0000060084			12/26/2017	2017 12 29 Agenda BOD Meeting Re Compensation.docx					Work product	
RDI0000060089			12/31/2017	421037223_v 2_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017.DOCX					Work product	
RDI0000060100		1/3/2018		RE Reading International Inc Minutes of the Board of Directors Meeting December 29 2017 (Craig Tompkins) (1).msg	RE: Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Jackson, Carolyn (Secy-LV-CP) <jacksonc@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>	Communication with Counsel; Work product	

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

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

RDI0000060128		1/3/2018		RE Recall Revised draft Reading International Inc Minutes of the Board of Directors Meeting December 29 2017 (David Armillei).msg	RE: Recall: Revised draft; Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Craig Tompkins <Craig.Tompkins@readingrdi.com>; Jackson, Carolyn (Secy-LV-CP) <jacksonc@gtlaw.com>	David Armillei <davidarmillei@quinnemanuel.com>	Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>; Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; Rosehill, Andrea (Secy-LV-LT) <rosehilla@gtlaw.com>	Communication with Counsel; Work product	
RDI0000060129		12/27/2017		RE Sent on Behalf of Ellen Cotter - CONFIDENTIAL (Bonner Michael J (Shld-LV-CP)).msg	RE: Sent on Behalf of Ellen Cotter - CONFIDENTIAL	'Craig Tompkins' <Craig.Tompkins@readingrdi.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Dev Ghose (Dev.Ghose@readingrdi.com)	Communication with Counsel; Work product	Communication regarding materials for Board Meeting
RDI0000060141	RDI0000060142	12/31/2017		Reading International Inc Minutes of the Board of Directors Meeting December 29 2017 (Bonner Michael J (Shld-LV-CP)).msg	Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Ellen Cotter - Reading International, Inc. (Ellen.Cotter@readingrdi.com); William D. Gould Esq. (wgould@troygould.com); S. Craig Tompkins (Craig.Tompkins@readingrdi.com); Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>		Communication with Counsel; Work product	
RDI0000060142			12/31/2017	421037223_v 2_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017.DOCX					Work product	

RDI0000060143	RDI0000060144;RDI0000060145	1/3/2018		Reading International Inc Minutes of the Board of Directors Meeting December 29 2017 (Jackson Carolyn (Secy-LV-CP)).msg	Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>; Craig.Tompkins@readingrdi.com	Jackson, Carolyn (Secy-LV-CP) <jacksonc@gtlaw.com>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>	Communication with Counsel; Work product	
RDI0000060144			1/3/2018	421037223_v4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (2).DOC					Work product	
RDI0000060145			1/3/2018	421038703_v1_GTRedline_421037223v1 - 421037223v4.pdf					Communication with Counsel; Work product	
RDI0000060147			1/3/2018	421037223_v4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (3).DOC					Work product	

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

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

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

RDI0000060246		1/4/2018		Ratificat.zip?Ratificat\ATTORNEY CLIENT COMMUNICATION [01.03.17].msg	ATTORNEY CLIENT COMMUNICATION	Ellen Cotter <Ellen.Cotter@readingrdi.com>	Gross, Matthew	reading-jf <reading-jf@joelefrank.com>; mark ferrario (ferrariom@gtlaw.com); bonnerm@gtlaw.com; Craig Tompkins <Craig.Tompkins@readingrdi.com>	Communication with Counsel; Work product	Communication regarding draft Press Release
RDI0000060249	RDI0000060250	1/4/2018		Ratificat.zip?Ratificat\ATTORNEY CLIENT COMMUNICATION [01.04.18 B].msg	ATTORNEY CLIENT COMMUNICATION	Craig Tompkins <Craig.Tompkins@readingrdi.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>; mark ferrario (ferrariom@gtlaw.com); bonnerm@gtlaw.com; Susan Villeda <susan.villeda@readingrdi.com>	Gross, Matthew	reading-jf <reading-jf@joelefrank.com>	Communication with Counsel; Work product	Communication regarding draft Press Release
RDI0000060250			1/4/2018	2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - DRAFT (JF COMMENTS) (00943644xA26CA).DOCX					Communication with Counsel; Work product	
RDI0000060251	RDI0000060252	1/4/2018		Ratificat.zip?Ratificat\ATTORNEY CLIENT COMMUNICATION [01.04.18 C].msg	ATTORNEY CLIENT COMMUNICATION	Gross, Matthew <mgross@joelefrank.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>	Craig Tompkins	reading-jf <reading-jf@joelefrank.com>; mark ferrario (ferrariom@gtlaw.com); bonnerm@gtlaw.com; Susan Villeda <susan.villeda@readingrdi.com>	Communication with Counsel; Work product	Communication regarding draft Press Release
RDI0000060252			1/4/2018	2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - DRAFT (Tompkins Comments).docx					Communication with Counsel; Work product	
RDI0000060258		12/22/2017		Ratificat.zip?Ratificat\Call re Letter for Special Meeting re ratification [12.22.17 A].msg	Call re: Letter for Special Meeting re ratification	rosehilla@gtlaw.com	Craig Tompkins	Susan Villeda <susan.villeda@readingrdi.com>; bonnerm@gtlaw.com	Communication with Counsel; Work product	

RDI0000060260		12/22/2017		Ratificat.zip?Ratificat\Call re Letter for Special Meeting re ratification [12.22.17 C].msg	Call re: Letter for Special Meeting re ratification	Susan Villeda <susan.villeda@readingrdi.com>	rosehilla@gtlaw.com	Craig Tompkins <Craig.Tompkins@readingrdi.com>; bonnerm@gtlaw.com	Communication with Counsel; Work product	
RDI0000060262		12/22/2017		Ratificat.zip?Ratificat\Call re Letter for Special Meeting re ratification [12.22.17B].msg	Call re: Letter for Special Meeting re ratification	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Susan Villeda		Communication with Counsel; Work product	
RDI0000060265		12/22/2017		Ratificat.zip?Ratificat\Call re Letter for Special Meeting re ratification [12.22.17].msg	Call re: Letter for Special Meeting re ratification	Craig Tompkins <Craig.Tompkins@readingrdi.com>	rosehilla@gtlaw.com	Susan Villeda <susan.villeda@readingrdi.com>; bonnerm@gtlaw.com	Communication with Counsel; Work product	
RDI0000060267	RDI0000060269;RDI0000060270;RDI0000060271;RDI0000060272	12/22/2017		Ratificat.zip?Ratificat\Call re letter for Special Meeting re ratification.msg	Call re letter for Special Meeting re ratification	bonnerm@gtlaw.com; ferrariom@gtlaw.com; hendricksk@gtlaw.com; cowdent@gtlaw.com; Craig Tompkins <Craig.Tompkins@readingrdi.com>	rosehilla@gtlaw.com	Susan Villeda <susan.villeda@readingrdi.com>	Communication with Counsel; Work product	
RDI0000060269			12/22/2017	20150921 Compensation & Stock Option Committee Mintues.pdf					Attachment to Privileged Communication	
RDI0000060270			12/22/2017	20150612 BOD Minutes.pdf					Attachment to Privileged Communication	
RDI0000060271			12/22/2017	20150529 BOD Minutes.pdf					Attachment to Privileged Communication	
RDI0000060272			12/22/2017	20150521 BOD Minutes.pdf					Attachment to Privileged Communication	
RDI0000060273		12/29/2017		Ratificat.zip?Ratificat\Can you review.msg	Can you review	bonnerm@gtlaw.com; Craig Tompkins <Craig.Tompkins@readingrdi.com>; Laura Batista <Laura.Batista@readingrdi.com>	Ellen Cotter		Communication with Counsel; Work product	Communication re draft board meeting materials

RDI0000060296	RDI0000060299	1/3/2018		Ratificat.zip?Ratificat\CotterRDI Motion for Judgment as a Matter of Law on Plaintiff's Termination and Share Option Exercise Claims -- For Your Review [01.03.18 A].msg	Cotter/RDI: Motion for Judgment as a Matter of Law on Plaintiff's Termination and Share Option Exercise Claims -- For Your Review	Craig Tompkins <Craig.Tompkins@readingrdi.com>	David Armillei	cowdent@gtlaw.com; Cotter Team <CotterTeam@quinnemanuel.com>; ferrariom@gtlaw.com; hendricksk@gtlaw.com	Communication with Counsel; Work product	
RDI0000060299			1/3/2018	421037223_v4_Reading International, Inc. Minutes of the Board of Direct....doc					Work product	
RDI0000060329			1/3/2018	421037223_v4_Reading International, Inc. Minutes of the Board of Direct....doc					Work product	
RDI0000060358		1/3/2018		Ratificat.zip?Ratificat\CotterRDI Motion for Judgment as a Matter of Law on Plaintiff's Termination and Share Option Exercise Claims -- For Your Review [01.03.18].msg	Cotter/RDI: Motion for Judgment as a Matter of Law on Plaintiff's Termination and Share Option Exercise Claims -- For Your Review	David Armillei <davidarmillei@quinnemanuel.com>	Craig Tompkins	cowdent@gtlaw.com; Cotter Team <CotterTeam@quinnemanuel.com>; ferrariom@gtlaw.com; hendricksk@gtlaw.com	Communication with Counsel; Work product	
RDI0000060364		1/3/2018		Ratificat.zip?Ratificat\CotterRDI Motion for Judgment as a Matter of Law on Plaintiff's Termination and Share Option Exercise Claims -- For Your Review.msg	Cotter/RDI: Motion for Judgment as a Matter of Law on Plaintiff's Termination and Share Option Exercise Claims -- For Your Review	Craig Tompkins <Craig.Tompkins@readingrdi.com>	David Armillei	cowdent@gtlaw.com; Cotter Team <CotterTeam@quinnemanuel.com>; ferrariom@gtlaw.com; hendricksk@gtlaw.com	Communication with Counsel; Work product	
RDI0000060376			1/18/2018	Document1.docx					Work product	
RDI0000060377			1/18/2018	Document1.docx					Work product	

RDI0000060378		1/4/2018		Ratificat.zip?Ratificat\Draft Press Release--suggested revisions [01.03.18 B].msg	Draft Press Release--suggested revisions	Craig Tompkins <Craig.Tompkins@readingrdi.com>	bonnerm@gtlaw.com	hendricksk@gtlaw.com; ferrariom@gtlaw.com; Ellen Cotter <Ellen.Cotter@readingrdi.com>; Susan Villeda <susan.villeda@readingrdi.com>	Communication with Counsel; Work product	
RDI0000060380	RDI0000060382;RDI0000060383	1/4/2018		Ratificat.zip?Ratificat\Draft Press Release--suggested revisions [01.03.18 C].msg	Draft Press Release--suggested revisions	Craig Tompkins	bonnerm@gtlaw.com		Communication with Counsel; Work product	
RDI0000060382			1/18/2018	Document1.docx					Work product	
RDI0000060383			1/18/2018	Document1.docx					Work product	
RDI0000060386			1/18/2018	Document1.docx					Work product	
RDI0000060387			1/18/2018	Document1.docx					Work product	
RDI0000060388	RDI0000060390;RDI0000060391	1/4/2018		Ratificat.zip?Ratificat\Draft Press Release--suggested revisions.msg	Draft Press Release--suggested revisions	Susan Villeda <susan.villeda@readingrdi.com>	bonnerm@gtlaw.com	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Communication with Counsel; Work product	
RDI0000060390			1/18/2018	Document1.docx					Work product	
RDI0000060391			1/18/2018	Document1.docx					Work product	
RDI0000060392	RDI0000060395;RDI0000060396	1/4/2018		Ratificat.zip?Ratificat\Draft Press Release--Update on Court Ruling [01.03.17].msg	Draft Press Release--Update on Court Ruling	Ellen Cotter; Craig Tompkins; 'bonnerm@gtlaw.com'	Susan Villeda		Communication with Counsel; Work product	
RDI0000060395			1/4/2018	2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - DRAFT.docx					Work product	
RDI0000060396			1/4/2018	2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - comparison to GT draft 1.3.18.docx					Communication with Counsel; Work product	
RDI0000060402			12/28/2017	2017 12 29 Agenda BOD Meeting Re Compensation_Final.docx					Communication with Counsel; Work product	

RDI0000060404		12/27/2017		Ratificat.zip?Ratificat\For Bill Gould to sign [12.26.17 A].msg	For Bill Gould to sign	bonnerm@gtlaw.com; cowdent@gtlaw.com; brewerjn@gtlaw.com; ferrariom@gtlaw.com; hendricksk@gtlaw.com	Craig Tompkins		Communication with Counsel; Work product	Communication regarding draft letter re Special Board Meeting
RDI0000060408		12/27/2017		Ratificat.zip?Ratificat\For Bill Gould to sign [12.26.17 C].msg	For Bill Gould to sign	Craig Tompkins <Craig.Tompkins@readingrdi.com>; cowdent@gtlaw.com; brewerjn@gtlaw.com; ferrariom@gtlaw.com; hendricksk@gtlaw.com	bonnerm@gtlaw.com		Communication with Counsel; Work product	Communication regarding draft letter re Special Board Meeting
RDI0000060412		12/27/2017		Ratificat.zip?Ratificat\For Bill Gould to sign [12.26.17 E].msg	For Bill Gould to sign	cowdent@gtlaw.com; brewerjn@gtlaw.com; ferrariom@gtlaw.com; Craig Tompkins <Craig.Tompkins@readingrdi.com>; hendricksk@gtlaw.com	bonnerm@gtlaw.com		Communication with Counsel; Work product	Communication regarding draft letter re Special Board Meeting
RDI0000060424		12/27/2017		Ratificat.zip?Ratificat\For Bill Gould to sign [12.27.18 A].msg	For Bill Gould to sign	cowdent@gtlaw.com	Craig Tompkins	bonnerm@gtlaw.com; brewerjn@gtlaw.com; ferrariom@gtlaw.com; hendricksk@gtlaw.com	Communication with Counsel; Work product	Communication regarding Special Meeting Request
RDI0000060428		12/27/2017		Ratificat.zip?Ratificat\For Bill Gould to sign [12.27.18].msg	For Bill Gould to sign	cowdent@gtlaw.com; bonnerm@gtlaw.com; ferrariom@gtlaw.com; Craig Tompkins <Craig.Tompkins@readingrdi.com>; hendricksk@gtlaw.com	brewerjn@gtlaw.com		Communication with Counsel; Work product	Communication regarding draft letter re Special Board Meeting
RDI0000060447	RDI0000060449	1/4/2018		Ratificat.zip?Ratificat\Press Release - Update on NV Court Ruling re Derivative Lawsuit.msg	Press Release - Update on NV Court Ruling re Derivative Lawsuit	Andrzej Matyczynski; Dev Ghose	Susan Villeda		Communication with Counsel; Work product	
RDI0000060449			1/4/2018	2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - DRAFT 1.4.18 11.53am.docx					Work product	

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

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

RDI0000060497	RDI0000060499	12/31/2017		Ratificat.zip?Ratificat\Reading International Inc. Minutes of the Board of Directors Meeting December 29 2017 [12.30.17].msg	Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Ellen Cotter <Ellen.Cotter@readingrdi.com>; wgould@troygould.com; Craig Tompkins <Craig.Tompkins@readingrdi.com>; ferrariom@gtlaw.com	bonnerm@gtlaw.com		Communication with Counsel; Work product	
RDI0000060499			1/18/2018	421037223_v2_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017.DOCX					Work product	
RDI0000060504	RDI0000060506	1/3/2018		Ratificat.zip?Ratificat\Revised draft; Reading International Inc. Minutes of the Board of Directors Meeting December 29 2017 [01.03.18 A].msg	Revised draft; Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	ferrariom@gtlaw.com; cowdent@gtlaw.com; Craig Tompkins <Craig.Tompkins@readingrdi.com>; davidarmillei@quinnemanuel.com	jacksonc@gtlaw.com	bonnerm@gtlaw.com; rosehilla@gtlaw.com	Communication with Counsel; Work product	
RDI0000060506			1/3/2018	421037223_v4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (3).DOC					Work product	
RDI0000060509			1/3/2018	421037223_v4_Reading International, Inc. Minutes of the Board of Direct....doc					Work product	

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

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

RDI0000060579			1/3/2018	Draft December 29, 2017 Board Minutes.doc					Communication with Counsel; Work product	
RDI0000060588			1/2/2018	Document1 [Compatibility Mode].doc					Communication with Counsel; Work product	
RDI0000060591			1/3/2018	Draft December 29, 2017 Board Minutes.doc					Communication with Counsel; Work product	
RDI0000060592	RDI0000060593	1/4/2018		8K and press release [01.03.18 B].msg	8K and press release	Susan Villeda <susan.villeda@readingrdi.com>	Craig Tompkins		Communication with Counsel; Work product	
RDI0000060594	RDI0000060595	1/3/2018		8K and press release [01.03.18 C].msg	8K and press release	bonnerm@gtlaw.com	Unspecified Sender	ferrariom@gtlaw.com; Ellen Cotter <Ellen.Cotter@readingrdi.com>	Communication with Counsel; Work product	
RDI0000060596	RDI0000060597	1/3/2018		8K and press release 01.03.18 C].msg	8K and press release	bonnerm@gtlaw.com	Craig Tompkins	ferrariom@gtlaw.com; Ellen Cotter <Ellen.Cotter@readingrdi.com>	Communication with Counsel; Work product	
RDI0000060607			12/27/2017	421035975_v 2_2017 12 29 Agenda BOD Meeting Re Compensation (3).DOCX					Communication with Counsel; Work product	
RDI0000060609	RDI0000060612;	12/28/2017		2017 12 29 Agenda BOD Meeting Re Compensation.DOCX.msg	2017 12 29 Agenda BOD Meeting Re Compensation.DOCX	Laura Batista	bonnerm@gtlaw.com		Communication with Counsel; Work product	
RDI0000060612			12/27/2017	421035975_v 2_2017 12 29 Agenda BOD Meeting Re Compensation (3).DOCX					Communication with Counsel; Work product	

RDI0000060614	RDI0000060616	1/4/2018		ATTORNEY CLIENT COMMUNICATION - Press Release [01.04.18 A].msg	ATTORNEY CLIENT COMMUNICATION - Press Release	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Craig Tompkins <Craig.Tompkins@readingrdi.com>; mark ferrario (ferrariom@gtlaw.com); bonnerm@gtlaw.com; 'Gross, Matthew' <mgross@joelefrank.com>	Susan Villeda	reading-jf <reading-jf@joelefrank.com>	Communication with Counsel; Work product	Communication regarding draft Press Release
RDI0000060616			1/4/2018	2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - DRAFT 1.4.18 11.22am.docx					Work product	
RDI0000060620		1/4/2018		ATTORNEY CLIENT COMMUNICATION - Press Release [01.04.18 C].msg	ATTORNEY CLIENT COMMUNICATION - Press Release	Susan Villeda <susan.villeda@readingrdi.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>; Craig Tompkins <Craig.Tompkins@readingrdi.com>; ferrariom@gtlaw.com; mgross@joelefrank.com	bonnerm@gtlaw.com	reading-jf@joelefrank.com	Communication with Counsel; Work product	Communication regarding draft Press Release
RDI0000060623	RDI0000060625	1/4/2018		ATTORNEY CLIENT COMMUNICATION - Press Release [01.04.18].msg	ATTORNEY CLIENT COMMUNICATION - Press Release	Gross, Matthew <mgross@joelefrank.com>; Susan Villeda <susan.villeda@readingrdi.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>; mark ferrario (ferrariom@gtlaw.com); bonnerm@gtlaw.com	Craig Tompkins	reading-jf <reading-jf@joelefrank.com>	Communication with Counsel; Work product	Communication regarding draft Press Release
RDI0000060625			1/4/2018	2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - DRAFT 1.4.18 11.22am (SCT Comments).docx					Communication with Counsel; Work product	

RDI0000060627		1/4/2018		ATTORNEY CLIENT COMMUNICATION [01.03.18 B].msg	ATTORNEY CLIENT COMMUNICATION	'Reading-JF@joelefrank.com'; mark ferrario (ferrariom@gtlaw.com); bonnerm@gtlaw.com; Craig Tompkins <Craig.Tompkins@readingrdi.com>	Ellen Cotter		Communication with Counsel; Work product	Communication regarding draft Press Release
RDI0000060628		1/4/2018		ATTORNEY CLIENT COMMUNICATION [01.04.17 A].msg	ATTORNEY CLIENT COMMUNICATION	Gross, Matthew <mgross@joelefrank.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>	Craig Tompkins	reading-jf <reading-jf@joelefrank.com>; mark ferrario (ferrariom@gtlaw.com); bonnerm@gtlaw.com	Communication with Counsel; Work product	Communication regarding draft Press Release
RDI0000060630			1/4/2018	2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - DRAFT (JF COMMENTS) (00943644xA26CA).DOCX					Communication with Counsel; Work product	
RDI0000060632			1/4/2018	2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - DRAFT (Tompkins Comments).docx					Communication with Counsel; Work product	
RDI0000060633		1/4/2018		ATTORNEY CLIENT COMMUNICATION [01.04.18 D].msg	ATTORNEY CLIENT COMMUNICATION	Craig Tompkins <Craig.Tompkins@readingrdi.com>; mgross@joelefrank.com; Ellen Cotter <Ellen.Cotter@readingrdi.com>	bonnerm@gtlaw.com	reading-jf@joelefrank.com; ferrariom@gtlaw.com	Communication with Counsel; Work product	Communication regarding draft Press Release
RDI0000060635		1/4/2018		ATTORNEY CLIENT COMMUNICATION.msg	ATTORNEY CLIENT COMMUNICATION	Craig Tompkins <Craig.Tompkins@readingrdi.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>	Gross, Matthew	reading-jf <reading-jf@joelefrank.com>; mark ferrario (ferrariom@gtlaw.com); bonnerm@gtlaw.com	Communication with Counsel; Work product	Communication regarding draft Press Release

RDI0000060636		12/22/2017		Board Time check.msg	Board Time check	Laura Batista <Laura.Batista@readingrdi.com>	bonnerm@gtlaw.com	ferrariom@gtlaw.com; cowdent@gtlaw.com; Ellen Cotter <Ellen.Cotter@readingrdi.com>; Craig Tompkins <Craig.Tompkins@readingrdi.com>	Communication with Counsel; Work product	Communication regarding scheduling Board Meeting
RDI0000060649			12/22/2017	20150921 Compensation & Stock Option Committee Mintues.pdf					Attachment to Privileged Communication	
RDI0000060650			12/22/2017	20150612 BOD Minutes.pdf					Attachment to Privileged Communication	
RDI0000060651			12/22/2017	20150529 BOD Minutes.pdf					Attachment to Privileged Communication	
RDI0000060652			12/22/2017	20150521 BOD Minutes.pdf					Attachment to Privileged Communication	
RDI0000060679			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Direct....doc					Work product	
RDI0000060709			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Direct....doc					Work product	
RDI0000060756			1/18/2018	Document1.docx					Work product	
RDI0000060757			1/18/2018	Document1.docx					Work product	
RDI0000060762			1/18/2018	Document1.docx					Work product	
RDI0000060763			1/18/2018	Document1.docx					Work product	
RDI0000060766			1/18/2018	Document1.docx					Work product	
RDI0000060767			1/18/2018	Document1.docx					Work product	
RDI0000060770			1/18/2018	Document1.docx					Work product	
RDI0000060771			1/18/2018	Document1.docx					Work product	

RDI0000060775			1/4/2018	2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - DRAFT.docx					Work product	
RDI0000060776			1/4/2018	2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - comparison to GT draft 1.3.18.docx					Communication with Counsel; Work product	
RDI0000060777		12/26/2017		Draft your your review [12.26.17 A].msg	Draft your your review	Ellen Cotter <Ellen.Cotter@readingrdi.com>	bonnerm@gtlaw.com	Craig Tompkins <Craig.Tompkins@readingrdi.com>; ferrariom@gtlaw.com; cowdent@gtlaw.com; wgould@troygould.com	Communication with Counsel; Work product	Communication regarding draft Board Meeting Materials
RDI0000060780		12/26/2017		Draft your your review.msg	Draft your your review	Craig Tompkins <Craig.Tompkins@readingrdi.com>	bonnerm@gtlaw.com	Ellen Cotter <Ellen.Cotter@readingrdi.com>; ferrariom@gtlaw.com; cowdent@gtlaw.com; wgould@troygould.com	Communication with Counsel; Work product	Communication regarding notice and agenda for upcoming Board Meeting
RDI0000060781	RDI0000060782;	12/28/2017		Final Version .msg	Final Version	bonnerm@gtlaw.com	Laura Batista	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Craig Tompkins <Craig.Tompkins@readingrdi.com>	Communication with Counsel; Work product	
RDI0000060782			12/28/2017	2017 12 29 Agenda BOD Meeting Re Compensation_Final.docx					Communication with Counsel; Work product	
RDI0000060790		12/27/2017		For Bill Gould to sign [12.26.17 D].msg	For Bill Gould to sign	bonnerm@gtlaw.com; cowdent@gtlaw.com; brewerjn@gtlaw.com; ferrariom@gtlaw.com; hendricksk@gtlaw.com	Craig Tompkins		Communication with Counsel; Work product	Communication regarding draft letter re Special Board Meeting
RDI0000060798		12/27/2017		For Bill Gould to sign [12.26.17].msg	For Bill Gould to sign	Craig Tompkins <Craig.Tompkins@readingrdi.com>	bonnerm@gtlaw.com	cowdent@gtlaw.com; brewerjn@gtlaw.com; ferrariom@gtlaw.com; hendricksk@gtlaw.com	Communication with Counsel; Work product	Communication regarding board meeting, notice and ratification process

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

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

RDI0000060879			1/18/2018	421037223_v 2_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017.DOCX					Work product	
RDI0000060886			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (3).DOC					Work product	
RDI0000060889			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Direct....doc					Work product	
RDI0000060892			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (3).DOC					Work product	
RDI0000060895			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Direct....doc					Work product	
RDI0000060898			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Direct....doc					Work product	

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

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

EXHIBIT C

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REQT

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Attorneys for Plaintiff
James J. Cotter, Jr.

DISTRICT COURT
CLARK COUNTY, NEVADA

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

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

INSTRUCTIONS

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

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

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

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

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

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

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

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

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

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

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

DEFINITIONS

The following Definitions shall apply herein and to each Request:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

17. As used herein, the term "Codding" refer to dismissed defendant Judy Codding.

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

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

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

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

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

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

a) state his or her full name;

b) state his or her present or last-known address;

c) state his or her present or last-known position and business affiliation; and

d) describe his or her relationship, if any, to You.

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

a) state its full name;

b) state its present or last-known address;

c) state the names and addresses of its directors, members, officers, directors, executives and/or shareholders, as appropriate;

d) set forth the state of its incorporation or formation, as appropriate;

e) describe its relationship, if any, to You; and

f) provide specific references to any and all contracts You had or have with the entity.

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

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

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b) Identify each and every Person who prepared or participated in the preparation of the Document and/or Writing;

c) Identify each and every Person who received an original or copy of the Document and/or Writing;

d) state the present location of the Document and/or Writing;

e) Identify each and every Person having custody or control of the Document and/or Writing;

f) state whether any copy of the Document and/or Writing is not identical to the original by reason of shorthand, translation or other written notes, initials, or any other modifications;

g) state, if the Document and/or Writing has been destroyed, the circumstances surrounding the reason for the destruction; and

h) Identify, if the Document and/or Writing has been destroyed, each and every Person who destroyed, or participated in, or ordered or suggested the destruction of it.

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

REQUEST FOR DOCUMENTS

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

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

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

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

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

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

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

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

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

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

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

11. All draft notices of the Meeting.

12. All draft minutes of the Meeting.

13. All documents prepared in connection with the Meeting.

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14. All documents distributed prior to or at the Meeting.

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

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

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

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

MORRIS LAW GROUP

By: /s/ STEVE MORRIS
Steve Morris, Bar No. 1543
Akke Levin, Bar No. 9102
411 E. Bonneville Ave., Ste. 360
Las Vegas, Nevada 89101

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

Attorneys for Plaintiff
James J. Cotter, Jr.

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CERTIFICATE OF SERVICE

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

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

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

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

Mark Ferrario
Kara Hendricks
Tami Cowden
Greenberg Traurig, LLP
3773 Howard Hughes Parkway
Suite 400 North
Las Vegas, NV 89169

Attorneys for Nominal Defendant Reading International, Inc.

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

Attorneys for Defendant William Gould

DATED this 12th day of January, 2018.

By: /s/ PATRICIA FERRUGIA

EXHIBIT D

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

Mark,

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

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

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

Kara

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

Kara,

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

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

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

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

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

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

Thank you.

Mark

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

Mark,

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

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

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

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

Best,
Kara

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

Kara,

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

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

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

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

Mark

Dictated to a smartphone.
Get Outlook for Android

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

Mark,

I will look into this.

Kara

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

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

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

EXHIBIT E

DECL

MARK E. FERRARIO, ESQ.
(NV Bar No. 1625)
KARA B. HENDRICKS, ESQ.
(NV Bar No. 7743)
TAMI D. COWDEN, ESQ.
(NV Bar No. 8994)
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Email: ferrariom@gtlaw.com
hendricksk@gtlaw.com
cowdent@gtlaw.com

Counsel for Reading International, Inc.

DISTRICT COURT

CLARK COUNTY, NEVADA

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

Plaintiff,

v.

MARGARET COTTER, et al,

Defendants.

In the Matter of the Estate of

JAMES J. COTTER,

Deceased.

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

Coordinated with:

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

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

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

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

JAMES J. COTTER, JR.,

Plaintiff,

v.

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

Defendants.

DECLARATION OF MICHAEL J. BONNER

I, Michael J. Bonner, declare as follows:

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

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

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

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

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

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

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

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

Executed on this 27th day of April, 2018.

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

EXHIBIT 1

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

Dear Bill:

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

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

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

Mike

Michael J. Bonner
Co-Managing Shareholder

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bonnerm@gtlaw.com | www.gtlaw.com | View GT Biography



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

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EXHIBIT 2

[redacted]

From: Bonner, Michael J. (Shld-LV-CP)
Sent: Saturday, February 10, 2018 5:13 PM
To: William D. Gould Esq. (wgould@troygould.com) <wgould@troygould.com>; Douglas McEachern (dmceachern@deloitteretired.com) <dmceachern@deloitteretired.com>; Judy Codding (judycodding@gmail.com) <judycodding@gmail.com>
Subject: Special Independent Committee Minutes

Dear Bill, Judy and Doug:

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

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

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

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

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

Mike

Michael J. Bonner
Co-Managing Shareholder

Greenberg Traurig, LLP
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3773 Howard Hughes Parkway | Las Vegas, Nevada 89169
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bonnerm@gtlaw.com | www.gtlaw.com | View GT Biography

GT GreenbergTraurig

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

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EXHIBIT F

DECLARATION OF DOUGLAS MCEACHERN

I, Douglas McEachern, declare as follows:

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

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

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

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

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

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

Douglas McEachern

EXHIBIT G

DECLARATION OF JUDY CODDING

I, Judy Codding, declare as follows:

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

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

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

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

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

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

Judy Codding

Judy Codding

EXHIBIT H

DECL

MARK E. FERRARIO, ESQ.
(NV Bar No. 1625)
KARA B. HENDRICKS, ESQ.
(NV Bar No. 7743)
TAMI D. COWDEN, ESQ.
(NV Bar No. 8994)
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hendricksk@gtlaw.com
cowdent@gtlaw.com

Counsel for Reading International, Inc.

DISTRICT COURT

CLARK COUNTY, NEVADA

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

Plaintiff,

v.

MARGARET COTTER, et al,

Defendants.

In the Matter of the Estate of

JAMES J. COTTER,

Deceased.

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

Coordinated with:

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

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

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

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

JAMES J. COTTER, JR.,

Plaintiff,

v.

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

Defendants.

DECLARATION OF KARA B. HENDRICKS

I, Kara B. Hendricks, declare as follows:

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

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

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

Executed on this 27th day of April, 2018.

/s/ Kara B. Hendricks
Kara B. Hendricks, Esq.

Electronically Filed
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Steven D. Grierson
CLERK OF THE COURT

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DISTRICT COURT
CLARK COUNTY, NEVADA
* * * * *

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

BEFORE THE HONORABLE ELIZABETH GONZALEZ, DISTRICT COURT JUDGE

HEARING ON MOTION TO COMPEL AND MOTION TO SEAL

MONDAY, APRIL 30, 2018

COURT RECORDER:	TRANSCRIPTION BY:
JILL HAWKINS District Court	FLORENCE HOYT Las Vegas, Nevada 89146

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

APPEARANCES:

FOR THE PLAINTIFF:	MARK G. KRUM, ESQ. STEVE L. MORRIS, ESQ.
FOR THE DEFENDANTS:	SHOSHANA E. BANNETT, ESQ. MARSHALL M. SEARCY, ESQ. CHRISTOPHER TAYBACK, ESQ. JAMES L. EDWARDS, ESQ. MARK E. FERRARIO, ESQ.

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

(Court was called to order)

THE COURT: Cotter.

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

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

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

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

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

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

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

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

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

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

they were exactly the same.

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

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

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

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

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

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

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

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

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

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

to have done.

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

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

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

THE COURT: Me, either.

MR. KRUM: So --

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

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

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

All right. Guys, somebody want to say anything?

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

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

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

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

THE COURT: No. How do you accidently delete an in box.

MS. BANNETT: Accidently delete an in box.

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

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

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

MS. BANNETT: He does, yes.

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

MS. BANNETT: Yes. At least one generation.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

THE COURT: Okay.

MS. BANNETT: Do you have any further questions?

THE COURT: Not really.

Mr. Ferrario.

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

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

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

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

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

THE COURT: That's not fun.

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

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

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

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

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

THE COURT: I had an affidavit from a doctor.

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

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

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

MR. FERRARIO: Absolutely.

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

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

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

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

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

back home.

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

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

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

Nevada statute, to ratify an action even if --

THE COURT: The week before trial.

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

THE COURT: I'm just sayin'.

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

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

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

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

MR. FERRARIO: But, Your Honor --

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

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

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

MR. FERRARIO: They're not secret.

THE COURT: Wait. They're redacted.

MR. FERRARIO: They're right here.

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

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

MR. FERRARIO: Let me read them.

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

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

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

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

MR. FERRARIO: No.

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

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

THE COURT: Okay.

MR. FERRARIO: -- an omnibus settlement.

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

MR. FERRARIO: I will.

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

I am declining to order Gould, Codding, and McEachern to appear for further deposition, but reserve the right to have them physically appear for the evidentiary hearing.

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

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

MR. FERRARIO: There's no mystery here.

THE COURT: When do you want to do it?

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

THE COURT: Okay.

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

THE COURT: All righty. What time do you want to start?

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

MS. BROWN: Hopefully all day, Your Honor.

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

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

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

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

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

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

THE COURT: And it may be that none exists.

MR. FERRARIO: That's all this is.

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

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

THE COURT: Okay.

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

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

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

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

MR. KRUM: Next week, Your Honor.

THE COURT: Next week?

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

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

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

THE COURT: I think any day.

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

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

THE COURT: Huh-uh. Never happen.

MR. FERRARIO: Two hours?

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

THE COURT: In the afternoon.

MR. FERRARIO: Wednesday of the 9th?

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

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

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

this.

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

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

MR. FERRARIO: Can we do Tuesday?

THE COURT: In the morning.

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

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

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

THE CLERK: Mental Health is dark.

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

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

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

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

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

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

MR. FERRARIO: I don't prepare minutes.

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

MR. FERRARIO: I have done that.

THE COURT: Have you done that in your history?

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

MR. KRUM: Yes.

MR. FERRARIO: That'll work.

MR. KRUM: Thank you.

MR. FERRARIO: Thank you, Your Honor.

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

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

THE COURT: It comes in a sealed envelope --

MR. FERRARIO: Yeah.

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

MR. FERRARIO: Okay.

THE PROCEEDINGS CONCLUDED AT 9:30 A.M.

* * * * *

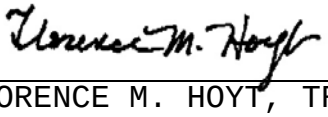
CERTIFICATION

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

AFFIRMATION

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

FLORENCE HOYT
Las Vegas, Nevada 89146



FLORENCE M. HOYT, TRANSCRIBER

4/30/18

DATE

Electronically Filed
5/4/2018 1:49 PM
Steven D. Grierson
CLERK OF THE COURT

DISTRICT COURT
CLARK COUNTY, NEVADA

JAMES COTTER, JR. ET AL, Plaintiff(s), vs MARGARET COTTER, ET AL, Defendant(s), READING INTERNATIONAL, INC, Nominal Defendant. AND ALL COORDINATED MATTERS.	**Case No.** 15 A 719860 Coordinated With; 16-A-735305 14-P-082942 **Dept. No.** XI

2nd AMENDED ORDER SETTING CIVIL JURY TRIAL, PRE-TRIAL CONFERENCE AND CALENDAR CALL

IT IS HEREBY FURTHER ORDERED THAT:

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

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

B. A calendar call will be held on Monday, **June 18, 2018 at 8:15a.m.** Parties must bring to Calendar Call the following:

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

[1] If counsel anticipate the need for audio visual equipment during the trial, a request must be submitted to the District Courts AV department following the calendar call. You can reach the AV Dept at 671-3300 or via E-Mail at CourtHelpDesk@ClarkCountyCourts.us

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

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

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

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

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

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

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

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

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

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

DATED this 4th day of May, 2018.

Elizabeth Gonzalez – District Court Judge

Certificate of Service

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

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

Dan Kutinac

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DISTRICT COURT
CLARK COUNTY, NEVADA
* * * * *

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

BEFORE THE HONORABLE ELIZABETH GONZALEZ, DISTRICT COURT JUDGE

EVIDENTIARY HEARING

WEDNESDAY, MAY 2, 2018

COURT RECORDER:	TRANSCRIPTION BY:
JILL HAWKINS District Court	FLORENCE HOYT Las Vegas, Nevada 89146

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

APPEARANCES:

FOR THE PLAINTIFF:	MARK G. KRUM, ESQ. STEVE L. MORRIS, ESQ. AKKE LEVIN, ESQ.
FOR THE DEFENDANTS:	SHOSHANA E. BANNETT, ESQ. MARSHALL SEARCY, ESQ. KEVIN M. JOHNSON, ESQ. MARK E. FERRARIO, ESQ. KARA B. HENDRICKS, ESQ.

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

(Court was called to order)

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

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

THE COURT: Do you have the exhibits?

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

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

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

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

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

THE COURT: You've got it covered?

MR. SEARCY: I've got it covered.

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

MR. FERRARIO: And, Your Honor --

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

MR. SEARCY: I tried to tell him that.

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

THE COURT: About which subject?

MR. FERRARIO: Monday about --

THE COURT: Deleting in boxes?

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

THE COURT: Amazing.

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

THE COURT: Okay. Ms. Levin.

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

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

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

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

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

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

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

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

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

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

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

THE COURT: You got that.

MS. LEVIN: Okay.

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

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

THE COURT: Okay. Ms. Hendricks.

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

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

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

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

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

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

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

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

MS. BANNETT: Then, Your Honor --

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

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

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

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

has them all.

THE COURT: What did you send him?

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

THE COURT: Who sent him the documents?

Ms. Hendricks, what did you send him?

MS. HENDRICKS: [Inaudible].

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

THE COURT: No.

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

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

MR. KRUM: No.

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

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

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

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

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

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

MR. FERRARIO: Thank you.

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

MS. BANNETT: I do.

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

MR. KRUM: There he is.

THE COURT: Mr. Gould, how are you?

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

THE COURT: Can you hear me okay?

MR. GOULD: Yes, I can.

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

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

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

THE COURT: Yes.

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

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

MR. GOULD: Yes.

THE COURT: Okay.

WILLIAM GOULD, A DEFENDANT HEREIN, SWORN

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

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

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

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

DIRECT EXAMINATION

BY MS. BANNETT:

Q Mr. Gould, good afternoon.

A Good afternoon to you.

Q Did you receive a subpoena duces tecum from the

plaintiff in January of this year?

A Yes, I did.

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

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

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

MR. KRUM: Objection. Foundation.

THE COURT: Overruled. You can answer.

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

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

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

BY MS. BANNETT:

Q Mr. Gould, how did you accidently delete your in

box?

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

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

A Yes, I do.

Q And what did you do after that phone call?

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

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

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

MS. BANNETT: No further questions at this time.

THE COURT: Mr. Krum, cross-examination?

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CROSS-EXAMINATION

BY MR. KRUM:

Q Good afternoon, Mr. Gould.

A Good afternoon, you.

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

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

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

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

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

A Yes, it was.

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

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

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

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

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

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

A Yes.

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

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

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

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

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

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

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

A When you say she you mean my secretary?

Q Well, that's who did it; right?
A Right. I just wanted to make sure that's what you were referring to.
Q Yes.
A Would you repeat that question.
Q Of course. When did your secretary begin looking for documents responsive to the subpoena you received on or about January 12th?
A I believe it was shortly after I received the subpoena.
Q So your best understanding is that she began the search for documents responsive to that subpoena before you deleted your in box?
A Not sure.
Q Do you have any understanding, Mr. Gould, as to why it was nobody searched your sent email box prior to the hearing in this case?
A Yes, I do.
Q What happened?
A What happened was the question posed to the IT people was, can you recover those emails. And they focused on that particular thing and they said, no, we can't recover them. Later it turned out that they could recover both my in box and my outgoing emails, and at that point what had happened was just a misunderstanding on the scope of what they

were looking at.

Q Is it your testimony that the misunderstanding was on the part of your secretary?

A Not necessarily. I would blame it more -- the misunderstanding on both my secretary and I and the IT Department. You know, we weren't asking them -- you know, they knew we wanted these memos -- or these emails back, and, in fairness, we just asked them, is there any way to retrieve these emails. What happened here is it turns out there's another way to retrieve them other than going back and trying to get the actual deleted emails.

Q When did you first tell your lawyers at Bird Marella about the deleted in box?

A It was not too long after the deletion occurred.

Q So you would put that in the two to three months ago time frame?

A Yes. Or maybe -- yeah, that's about right.

Q At any point in time after you deleted your in box, Mr. Gould, did you have any discussions about engaging an outside IT person to do what your law firm IT Department had initially told you could not be done, which is to recover those deleted emails?

A No. We hadn't considered that.

MR. KRUM: I have no further questions, Your Honor.

THE COURT: Thank you.

Anyone else have any questions for Mr. Gould?

Hold on, sir. They're consulting.

MS. BANNETT: I don't believe so.

THE COURT: All right. Thank you, sir. We appreciate your time. Have a nice afternoon. We're going to close the video link.

THE WITNESS: Thank you, Your Honor.

THE COURT: Who's your next witness?

MR. FERRARIO: Mike Bonner.

THE COURT: Mr. Bonner, come on up.

MICHAEL J. BONNER, ESQ., DEFENDANTS' WITNESS, SWORN

THE CLERK: Thank you. Please be seated. Please state and spell your name for the record.

THE WITNESS: My name is Michael J. Bonner. Last name is Bonner.

MR. FERRARIO: Can I dispense with background?

THE COURT: Mr. Bonner, you're an attorney; right? Been an attorney for 30 years or so?

THE WITNESS: Yes, Your Honor.

THE COURT: Okay. Keep going.

MR. FERRARIO: I was going to ask him what he got in -- what grades he got in law school, but I won't do that.

THE COURT: Thank you, Mr. Ferrario.

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DIRECT EXAMINATION

BY MR. FERRARIO:

Q Mr. Bonner, you currently work at Greenberg Traurig; correct?

A Yes.

Q And is a company called Reading International a client?

A Yes. It's a client of our firm.

Q Okay. And are you the principal contact for that client?

A Yes.

Q Okay. And in your capacity as a lawyer for that client do you get involved with something called the special independent committee of the board of directors of Reading International, Inc.?

A Yes.

Q Okay. Can you tell the Court a little bit about that committee, how it came into existence and what its purpose is.

A Yes. Board of directors of Reading formed the special independent committee in August of 2017. It was formed to consist of independent directors only to allow an independent committee separate from the Cotter directors to overview, oversee, and take a supervisory position, if you will, with respect to the various litigation involving the

Cotter's, including the derivative litigation, the James Cotter, Jr., employment litigation, the Trust, the Cotter Family Trust litigation in California, and related similar matters.

THE COURT: And the probate case here in Nevada.

THE WITNESS: Yes, Your Honor.

MR. FERRARIO: That's true.

BY MR. FERRARIO:

Q And who are the members of that committee?

A Member of the committee are William Gould, who's the chairman; Judy Codding; and Douglas McEachern.

MR. FERRARIO: Your Honor, I'd like to show the witness Exhibit B. May I approach?

THE COURT: Yes.

Sir, this is not our usual organized set of binders. Mr. Ferrario's hopefully going to get you to the right document. I think it's your declaration.

MR. FERRARIO: We're going to pass the dec. We're going to go back to [inaudible].

THE COURT: All right. So we're going to do minutes. The redacted version?

MR. FERRARIO: We're going to go to the charter.

THE COURT: The charter.

BY MR. FERRARIO:

Q Do you recognize what I've put in front of you as

Exhibit B?

A Yes.

Q And what is that?

A It's a copy of the charter of the special independent committee of the board of directors of Reading International, Inc.

MR. KRUM: I apologize for interrupting. We don't have that set.

MS. HENDRICKS: Here you go.

THE COURT: You do now.

Thank you, Ms. Hendricks.

MR. KRUM: Thank you, Ms. Hendricks.

THE COURT: And at the time they offer it if you have an objection, let me know. I'm going to let him try and lay some foundation first.

BY MR. FERRARIO:

Q All right. And this charter sets forth the purpose and duties of the committee; correct?

A Yes.

Q Okay. And were you involved in preparing this charter?

A Yes.

MR. FERRARIO: Your Honor, I would offer Exhibit B into evidence.

THE COURT: Any objection to B, the charter?

MR. KRUM: No objection, Your Honor. We still have an issue, though. Excuse me.

(Pause in the proceedings)

THE COURT: So the charter will be admitted, but we're in the process of making sure that Mr. Krum has a copy of A through D.

Hold on, sir.

MS. HENDRICKS: They were all sent via email. I apologize, Your Honor.

THE COURT: Even my copy?

Are you okay now, Mr. Krum?

MR. KRUM: We are.

THE COURT: Okay.

MR. KRUM: Thank you.

THE COURT: B has been admitted.

(Defendants' Exhibit B admitted)

BY MR. FERRARIO:

Q Okay. Mr. Bonner, now, you've explained to the Court the purposes of the committee. How are meetings called, and how does the committee generally operate?

A The meeting -- I'm sorry. The committee thus far since its formation in August has basically started out in a somewhat planning mode for the first several meetings. As the months have gone by the committee has scheduled meetings for updates relative principally to the status of the derivative

case as it proceeded toward trial, and also some events that were occurring with respect to the Trust case. And so typically the chairman of the committee, Mr. Gould, will call a meeting of the committee. They're almost always held by telephone, and they're typically done in that fashion.

Q And are you the person that is charged with preparing minutes regarding committee meetings?

A Yes.

Q Okay. And what is your typical practice in regard to preparing minutes?

A I participate in the meeting, I'm in the room or on the telephone, as the case may be, I have a legal tablet, and I write down summaries to myself in my own handwriting and I -- you know, they're done contemporaneously. And at some point I will transfer those typically by dictation. I dictate often -- when I get to actually turn them into a document I typically dictate those through our firm's dictation system and oftentimes through our document center, which is located in another state, and they're returned to me.

Q There's been an issue raised in -- that brings us here today regarding kind of the timeliness of the preparation of minutes. Is it your practice to prepare minutes, you know, a day after the meeting, a week after the meeting? Or what is your practice I guess would be a better way to ask the question.

A All of the above. I mean, if I have the time, I would prefer to do it sooner. But it's not uncommon due tot press of business I may do them weeks later at times. It would also depend on if the meeting -- if there's any important action taken in the meeting where the existence of the minutes may have some import.

Q Okay. And once you prepare the minutes what do you typically do with them?

A In the case of the special independent committee my practice was to prepare them and then send them to Chair Gould for his review. And then ultimately we sent them on to the other members for their review.

Q If you'll look at the packet in front of you and turn to Exhibit A, which is the declaration. Go the other way. There you go. Take a look at that for a minute? You recognize that document?

A Yes.

Q Okay. And does that declaration set forth what occurred with regard to the preparation of minutes for the meetings that are reflected on page 2 of the declaration?

A Yes.

Q And as you said in the declaration, you essentially prepared minutes for all of these meetings, starting with the meeting in November, on November 28, 2017, sometime in late January 2018?

A Yes.

Q Okay. And as you said in your declaration, the only reason that it took so long -- if you want to say it that way -- to prepare these minutes was because you were busy doing other things?

A Yes.

Q I know you can't tell the Court -- or can't tell the parties here what companies were involved in a transaction, but were you involved in a rather time-pressing transaction through the month of January?

A Yes. We were retained just before Christmas on a significant transaction in which I was lead merger counsel. It had a very short fuse, and so I was very busy in that particular transaction from just before Christmas into January and beyond. As a postscript, that deal was cancelled, so much of the work was for naught, but it took up a lot of time.

In addition, I'm co-managing shareholder of the Las Vegas office. We have significant duties with respect to year-end collections, and that took up much of the time toward the end of the year, amongst other demands on my time.

MR. FERRARIO: Nothing further, Your Honor.

THE COURT: Cross-examination.

CROSS-EXAMINATION

BY MR. KRUM:

Q Good afternoon, Mr. Bonner.

A Good afternoon.
Q You attended an RDI board meeting on December 29, 2017; correct?
A Yes. By telephone, as I recall.
Q You prepared minutes for that meeting; correct?
A Yes.
MR. FERRARIO: Your Honor, I'm going to object. This is beyond the scope of this hearing.
THE COURT: Overruled.
MR. FERRARIO: We're talking now about the board meeting, not the special committee.
THE COURT: I know. The one I was told about, as opposed to the one I wasn't told about. Remember we had this discussion on Monday?
MR. FERRARIO: Well, you know why you weren't told.
THE COURT: No, I still don't know why I wasn't told.
MR. FERRARIO: Yes, you do.
THE COURT: But okay.
MR. FERRARIO: You read the minutes.
THE COURT: I have now read the minutes.
Mr. Krum, you may continue.
MR. KRUM: Thank you, Your Honor.
BY MR. KRUM:
Q You prepared those minutes for the December 29 board

meeting within days of the meeting; correct?

A I participated in them. I would have to double check and see if I was the sole preparer. But I did participate in it.

Q Who else participated?

A I don't know. I'd need to check.

Q Those minutes were prepared on an expedited basis; right?

A Yes.

Q For use in litigation; correct?

A No. They were prepared because an action was taken by the board.

Q Well, they weren't approved -- in fact, they weren't submitted to the board for approval until much later; correct?

A They were -- the minutes themselves were approved at a subsequent meeting of the board.

Q So the only use to which those minutes were put within a week or so of the meeting was to be an exhibit in a motion filed in this case; correct?

A I don't know if that was the only use. They were prepared in the normal course of business of maintaining records of the company.

Q Is it your testimony, Mr. Bonner, that minutes of RDI board meetings are ordinarily prepared within days of the meetings?

A That's not my testimony. What I said is they were -- minutes were maintained in the normal course of the business of the company.

Q Directing your attention to the December 29 board meeting, there were matters characterized as ratification that were raised; correct?

A Yes.

Q And in your own terms, if you would, succinctly, if you can, just describe what those matters were so that I can use some of your words to refer to them.

A There was a matter put on the agenda of the board of directors. The issue was with respect to the fact that due to, as I understand it, recent rulings of this Court, certain members of the board were dismissed. And these are my words, not legal words, so you can correct me if I misstate this; but, as a result, the conclusion was that there were a number of directors who would be deemed independent for certain purposes. As a result, a matter was put on the agenda to determine whether it was appropriate to ratify certain actions of the board pursuant to Nevada statute.

Q The actions in question were two different sets of actions that were taken in 2015; right?

A I don't remember the exact dates, but, yes, they were prior actions taken by the board.

MR. KRUM: Your Honor, may I approach?

THE COURT: You may.

Somebody's cell phone is too close to the microphones.

MR. FERRARIO: What document are you looking at?

MS. LEVIN: P-1.

MR. FERRARIO: Okay.

MR. KRUM: Plaintiff's Exhibit 1, Counsel.

THE COURT: Dulce, do you have their stack? I'll hand it to Mr. Bonner.

Mr. Bonner, here's their stack of exhibits. Counsel says this is P-1.

BY MR. KRUM:

Q Mr. Bonner, do you recognize that document?

A What you handed me, or what the Judge handed me? I just want to get to the right page.

Should I be referring, Your Honor, to the one handed me, or the one Mr. Krum handed me?

THE COURT: If they're the same, it doesn't matter. If they're not, then I need to know that.

THE WITNESS: It looks like they have the same numbering at the bottom --

THE COURT: Okay.

THE WITNESS: -- this 918, the last three digits.

THE COURT: You can look at whichever is easier for you.

THE WITNESS: Okay. Great.

BY MR. KRUM:

Q Mr. Bonner, do you recognize that document?

A Yes.

Q What is it?

A It's -- well, it's an email addressed to Ellen Cotter from Marsha Weitsman, who I believe is William Gould's secretary. And it is a letter addressed to Ms. Cotter, and it's I guess typed signatures by Judy Codding, William Gould, Edward Kane, Douglas McEachern, Michael Wrotniak.

Q Did you prepare this document?

A I question whether any of this privileged or work product.

THE COURT: So I'm assuming not, since we're talking about it now and it's in your hand in my evidentiary hearing. So I'm assuming nobody's expressed a privilege related to it.

THE WITNESS: I don't know if I prepared it. I definitely saw it and may have had input in it.

BY MR. KRUM:

Q Well, directing your attention in particular, Mr. Bonner, to a paragraph numbered 1 and 2, did you prepare those or were you a participant in the preparation of those two paragraphs?

A I don't recall if I prepared them. I definitely saw them. I may have participated in the preparation. I just

don't recall.

MR. FERRARIO: Your Honor, can I renew an objection. This is beyond the scope of this hearing. The scope of this hearing I thought was going to be whether Mr. Gould produced documents and whether Mr. -- it had to do with the timeliness of Mr. Bonner's minutes. If you want to get into a full evidentiary hearing regarding --

THE COURT: Oh, no. No.

MR. FERRARIO: -- what happened on December 29th, I'm more than comfortable doing that. But I think we should have notice of that.

THE COURT: I don't know that we have -- y'all told me we're going to do two hours, so I don't think you can do all of that in two hours. But as there is a difference in the handling of the minutes from the meeting I was told about and the minutes of the meeting I didn't know about it, I think it's relevant for that purpose. I have no idea what P-1 is, because I'm not looking at it because it's not admitted. So I can't give you any more information than that, Mr. Ferrario. If there's something more specific you want to tell me, let me know.

MR. FERRARIO: This has nothing to do with minutes. This is going into the substance of the December 27th meeting. And you know what --

THE COURT: December 27th, or December 29th?

MR. FERRARIO: December 29th. I'm sorry.

THE COURT: Okay. The meeting I knew about.

MR. FERRARIO: The meeting you knew about. Why would you want to know about the other meeting? Do you want me to -- you want to know about every meeting they have?

THE COURT: Only if it's --

MR. FERRARIO: Do you want to know about the ones that happened in January when Mr. Bonner and I got undressed for two hours by -- because the trial got continued and I had to explain that to a group of people?

THE COURT: I wasn't real happy with it, either, remember?

MR. FERRARIO: Yeah. I could tell you it wasn't fun. That's why you've got two meetings in January.

THE COURT: Okay.

MR. FERRARIO: Having said that --

THE COURT: Let me ask Mr. Krum a question.

MR. FERRARIO: -- I have no -- okay. Go ahead.

THE COURT: Mr. Krum, why are we talking about this now?

MR. KRUM: For the same reason, Your Honor, they included information relating to this in their supplemental opposition filed this morning. What happened and what I want to walk through with Mr. Bonner because he was a participant in all of it is that at the December 21 special independent

committee meeting the three members of that committee --

THE COURT: The December 27th one?

MR. KRUM: No. The December 21 one that -- a meeting which you and I did not know until I learned on April 12 when they produced the document for the first time. The three committee members authorized the preparation of Plaintiff's Exhibit 1. So it all ties together. This is working backwards to the meeting --

THE COURT: So you're going to establish this relates to the first meeting?

MR. KRUM: Yes. That's exactly right.

THE COURT: Well, then, could you do that.

MR. KRUM: Of course.

THE COURT: Thanks.

BY MR. KRUM:

Q Who else participated in the preparation of Plaintiff's Exhibit 1?

A The best of my recollection, Mr. Gould and probably general counsel, Mr. Tompkins.

Q Craig Tompkins?

A Yes, sir.

Q And how did it come to pass that Plaintiff's Exhibit 1 was prepared to begin with?

MR. FERRARIO: Can I renew my objection? I don't see any relevance to this hearing on this.

THE COURT: Sir, is this --

Wait.

Was this prepared as a result of what happened at the special investigation committee -- special independent committee's meeting in December?

THE WITNESS: No.

THE COURT: Thank you.

Mr. Krum, it doesn't sound like it's related to that meeting.

MR. KRUM: Well, according to all the committee members it is. We'll argue that.

THE COURT: I guess.

MR. KRUM: Including the testimony in their supplement today.

All right. Well, I move to admit this. He's authenticated it.

THE COURT: Any objection to P-1? P-1's okay.

(Plaintiff's Exhibit 1 admitted)

THE COURT: What else have you got, Mr. Krum, with Mr. Bonner?

BY MR. KRUM:

Q Why was Mr. Tompkins involved in the preparation of the document purportedly sent on behalf of the five directors named at the bottom of Plaintiff's P-1?

MR. FERRARIO: Object. Attorney-client privilege,

Your Honor.

THE COURT: Sustained.

BY MR. KRUM:

Q You attended the telephonic meeting of the special independent committee on December 21, 2017; right?

A Yes.

Q How did that meeting come to be scheduled?

A It was scheduled by Chairman Gould to receive an update on certain developments.

Q How?

A How physically? Mechanically?

Q Did he send an email?

A I don't recall. Typically either he or his office would send out a dial-in. Sometimes I believe our office would send out a dial-in.

Q How were the dates and times picked, including in particular for the December 21 meeting?

A The December 21 meeting was a further updated briefing for certain events that the committee was monitoring. If you like, I can sort of summarize what those were, but --

Q Well, was the subject of ratification discussed at that meeting?

MR. FERRARIO: I'm going to object, Your Honor. Attorney-client privilege.

THE COURT: Overruled. It's a yes or no.

THE WITNESS: Yes.

BY MR. KRUM:

Q You took notes on your legal pad for the purpose of preparing minutes of that meeting?

A Yes.

Q Do those notes contain references to the discussion of ratification?

A No.

Q Why not?

A Because there was a attorney-client privilege strategy discussion. I did not maintain minutes of that session.

Q At some point, whether at the end of the December 21 special independent committee meeting or at another point in the meeting did one or more of the committee members say in words or substance that they agreed with or approved pursuing the subject of ratification with the full board of directors?

MR. FERRARIO: Objection, Your Honor. Attorney-client privilege.

THE COURT: Sustained.

BY MR. KRUM:

Q How did it come to pass, Mr. Bonner, that the subject of ratification was raised with the full board of directors pursuant to Plaintiff's Exhibit 1?

MR. FERRARIO: Same objection, Your Honor.

THE COURT: How did it come to be raised at the full board meeting, Mr. Krum?

MR. KRUM: Yes.

THE COURT: Overruled.

THE WITNESS: The letter you had me refer to is a request by those directors that it be placed on the agenda.

BY MR. KRUM:

Q When did --

MR. FERRARIO: For the record, Your Honor, that's?

THE COURT: P-1.

MR. FERRARIO: P-1.

THE COURT: I saw him hold it up. But, for the record, it's P-1. Good catch, Mr. Ferrario.

MR. FERRARIO: It's taking me a long time, but I'm getting there.

BY MR. KRUM:

Q When did Mr. Gould determine to make that request?

A I don't -- I don't know the exact time. Sometime between December 21 and December 27.

Q When did Ms. Codding determine to make that request?

A I don't know.

Q Did she indicate at the December 21 meeting that she was agreeable to making a request of the nature made in Plaintiffs' Exhibit 1?

MR. FERRARIO: Objection. Attorney-client privilege.

THE COURT: Sustained.

Mr. Krum, please be careful of the mike.

BY MR. KRUM:

Q When did Mr. McEachern determine to make the request that's reflected in Plaintiffs' Exhibit 1?

MR. FERRARIO: Same objection, Your Honor.

MR. KRUM: This is the same question about it raised pursuant to Plaintiffs' Exhibit 1 at the December 29th board meeting.

MR. FERRARIO: Outside of the December 21st meeting? You changed your question there.

THE COURT: Mr. Krum, can you rephrase your question, please.

BY MR. KRUM:

Q When did Mr. McEachern agree to raise at the December 29 board meeting or special meeting to be called for the purpose of the matters set out in Plaintiffs' Exhibit 1?

MR. FERRARIO: Objection. Attorney-client, Your Honor.

THE COURT: Sustained.

BY MR. KRUM:

Q What communications did you have with Judy Codding, if any, between December 21 and December 29 with respect to

the subject --

MR. FERRARIO: The number of communications, not substance; right?

MR. KRUM: Yeah.

MR. FERRARIO: Oh. You're laying a foundation.

MR. KRUM: Foundation.

MR. FERRARIO: Okay.

THE COURT: How many?

THE WITNESS: I apologize. Could you repeat the question.

BY MR. KRUM:

Q How many communications did you have with Judy Codding following the December 21 special independent committee meeting and prior to the December 29 board meeting, if any?

A I don't recall. And the answer could be none. I just don't recall.

Q Same question with respect to Mr. Gould.

A I would say I had at least one communication with Mr. Gould during that period of time.

Q Do you recall what that was, meaning what the subject matter was?

THE COURT: And this is do you recall, yes or no.

THE WITNESS: Generally, yes.

//

BY MR. KRUM:

Q Without disclosing the substance of the communication, what was the subject matter or what were the subject matters?

A The scheduling of the request that this be placed on the agenda.

Q You're referring to the request embodied in Plaintiffs' Exhibit 1?

A Yes.

Q Are you aware of any communications between or among any of the five directors listed at the bottom of Plaintiffs' Exhibit 1 regarding the subject of ratification, other than at the December 21 special independent committee meeting and the December 29 board meeting?

A I have no recollection at the moment. I don't know if I ever would have had any knowledge of that.

Q If you look at the exhibit binder that Mr. Ferrario used -- no, I'm sorry. He didn't bring your attention to that.

THE COURT: So, sir, while he's looking let me ask the elephant-in-the-room question for me. Why was one set of minutes prepared so quickly, and the other set of minutes was delayed by the press of business?

THE WITNESS: Great question. I'm happy to answer it, actually. The action of the board on December 29 was

actually a decision of the board that had -- it was a decision of the board that had some consequence. The committee meeting, the special independent committee meetings, there were several of them, were basically updates. There's a series of updates of special committee where the special committee was getting updates on status of some potential settlements of this either this action or related actions. There were significant concerns about the timing of the trial, directors were trying to make plans. So there were several update special independent committee meetings. The independent committee is charged with overseeing the company's role, you know, with respect to the derivative litigation. So these were basically updates. They were typically 20, 30, 40 minutes long. And there was no formal action taken in any of these, so they didn't have any particular consequence. I just simply had a big stack of materials. I knew I'd get to them, and that's absolutely the only reason they didn't get prepared sooner.

THE COURT: But the board meeting, because, in your words, had consequences to it, that was put on the front burner to make sure that they were typed and distributed?

THE WITNESS: There's a formal action of the board taken, and so there's a legal consequence to what that board did. The special independent committee meetings were merely update status calls, if you will.

THE COURT: Okay. Thank you.

Mr. Krum.

BY MR. KRUM:

Q What was the consequence of the actions taken at the December 29 board meeting?

A A ratification of the acts that were considered at that time.

Q And the minutes were needed to do what?

A Memorialize the action taken.

Q Why?

A Good corporate practice.

Q So they were prepared on a expedited basis for the purpose of putting them in the minute book?

A They were prepared on an expedited basis to memorialize the action taken by the board of directors, as opposed to a status conference call that had no legal consequence.

Q The action needed to be memorialized on an expedited basis why?

A Because there was a particular import to that action.

Q When did RDI start preparing minutes on an expedited basis because the minutes memorialized an action?

A You mischaracterize what I said, and you mischaracterize the policy of Reading. There is no such

policy. The intent is to prepare the minutes when you can. import, whether it's a loan closing, a transactional approval, something that has some legal consequence, you typically prepare those resolutions quite quickly.

Q What was the particular legal import in this instance?

A The ratification of the matters that were considered at the December 29 meeting.

Q And is it your testimony, Mr. Bonner, that the existence of minutes had some legal import?

A Well, no. I think as you probably know, the board's vote constitutes the action of the board. The minutes are merely a memorialization of that. But where there's something that had some significance you typically prepare the resolutions quite quickly.

Q To what use have those minutes been put since they were drafted?

MR. FERRARIO: We used them in the motion.

THE COURT: Yeah. We all know that. But Mr. Bonner has to now say that.

MR. FERRARIO: He's the minute guy. I'm the litigator.

THE COURT: He may not -- he may not know that, because he's a transactional guy.

MR. FERRARIO: You're right.

THE COURT: He does business stuff.

MR. FERRARIO: Okay.

THE COURT: He may not know that. All the rest of us know.

MR. FERRARIO: We all know what happened.

THE COURT: That was why you required them so quickly, Mr. Ferrario.

MR. FERRARIO: Who cares?

THE COURT: So you could come and wave it and say, hey, Judge, I win now.

MR. FERRARIO: That's exactly what I did. Thank you. Okay. This is fascinating, but --

BY MR. KRUM:

Q Do you have the question in mind, Mr. Bonner, or do you want me to repeat it?

THE COURT: You guys are killing me.

THE WITNESS: If you don't mind, would you repeat the question?

BY MR. KRUM:

Q To what use were the minutes of the December 29 board meeting put?

A Number one, they memorialized the ratification of the board of directors of two events. Number two, I understand they were in fact the subject of a motion filed in this case.

Q Thank you, Mr. Bonner. Directing your attention, Mr. Bonner, back to the December 21 meeting of the special independent committee, which, if any, of those three committee members had been told beforehand that the subject of ratification would be discussed at that meeting?

MR. FERRARIO: Objection. Attorney-client, Your Honor.

THE COURT: We're only identifying individuals with whom he had a communication, not the nature of the communication?

MR. FERRARIO: Before the meeting.

MR. KRUM: Only the subject matter.

THE COURT: Before the meeting.

MR. FERRARIO: Okay. All right.

THE COURT: So, sir, you could answer it or just give me names if you remember.

THE WITNESS: There's a -- I don't know if I'm permitted to ask Mr. Ferrario a question. There's an issue relative to the way the question --

THE COURT: If you think there is a privilege related to it, you are absolutely entitled to -- under the Harvey Whittemore decision to ask Mr. Ferrario questions about the extent and claim of the privilege. And I will take a break for you to do so. And you will not be subject to interrogation about that subject.

Did I summarize it correctly?

MR. FERRARIO: That's pretty good.

THE COURT: Okay. You know, I can take direction from the Nevada Supreme Court.

MR. FERRARIO: I'm glad you started laughing.

THE WITNESS: So may I ask Mr. --

THE COURT: Do you need to talk to Mr. Ferrario?

THE WITNESS: For one minute.

THE COURT: We're going to take a short break --

THE WITNESS: One minute.

THE COURT: -- for you to consult with Mr. Ferrario on a privilege issue.

(Court recessed at 3:10 p.m., until 3:13 p.m.)

THE COURT: Mr. Bonner, have you had an opportunity to discuss with Mr. Ferrario whether you need to assert any privileges?

THE WITNESS: Yes, Your Honor.

THE COURT: Okay.

BY MR. KRUM:

Q So the question --

MR. KRUM: Can I ask that it be read back?

THE COURT: Nope.

MR. KRUM: That's right.

BY MR. KRUM:

Q Can you answer the question, Mr. Bonner, without

disclosing privilege?

MR. FERRARIO: On topic, Mark -- on the topic of ratification, yes, he can. Just that.

THE WITNESS: And I'm sorry. Could you now ask the question again or have it read back?

THE COURT: I think we were on the names of the people who may have been talked to about ratification before the meeting.

MR. KRUM: Thank you.

MR. FERRARIO: December 21st meeting, yes.

MR. KRUM: Right.

THE COURT: The 12/21 meeting.

BY MR. KRUM:

Q So with --

THE COURT: Did I do good?

BY MR. KRUM:

Q Did you or anyone else at Greenberg Traurig, including Mr. Ferrario, have communications with any of the special independent committee members prior to the December 21, 2017, meeting about the subject of ratification?

THE COURT: And this is a yes or a no.

THE WITNESS: Yes as to me. I can't speak as to other GT lawyers.

BY MR. KRUM:

Q With whom did you have such communications?

THE COURT: And that's just identification of the individuals.

THE WITNESS: The best of my recollection, we may have had a conversation -- I may have had a conversation with Mr. Gould. That's all I recall.

BY MR. KRUM:

Q One conversation, or multiple conversations with Mr. Gould?

A Don't recall.

Q Over what period of time did you have those conversations?

A Days, one or two days.

Q Okay. And what time frame? Was it December, was it November, was it earlier?

A Oh. No. It would have been just prior to the December 21 meeting.

Q Not speaking to the substance, did either of those communications speak to a topic of a formal request such as Plaintiffs' Exhibit 1?

MR. FERRARIO: Objection. Attorney-client.

THE COURT: Sustained.

BY MR. KRUM:

Q Each of Gould, Codding, and McEachern at the December 21 special independent committee meeting agreed that ratification would be formally pursued with the full RDI

board; correct?

MR. FERRARIO: Same objection, Your Honor.

THE COURT: Sustained.

MR. KRUM: I'm not asking if they gave him a direction. I'm asking merely if they took a position.

THE COURT: I understand what you're asking, Mr. Krum. I've sustained the objection on the privilege issue.

BY MR. KRUM:

Q Did you have any discussions prior to the December 29 board meeting about the subject of ratification with Mr. Wrotniak?

A I've no recollection of any.

Q With Mr. Ferrario?

A I do not know.

Q Do you recall having a telephone call with Mr. Ferrario and Mr. Wrotniak and Ms. Codding in December shortly before the December 29 board meeting at which the subject of ratification was discussed?

THE COURT: And that's a yes or no.

THE WITNESS: I don't have any particular -- no.

BY MR. KRUM:

Q Were any documents provided to the committee members either in anticipation of or as a result of the December 21, 2017, special independent committee meeting?

THE COURT: Did you give them any documents? Is

that the question?

MR. FERRARIO: And you're talking about the special independent committee?

THE COURT: The 12/21 meeting.

MR. KRUM: Right.

MR. FERRARIO: Prior to that meeting, or --

THE COURT: He said prior to or as a result of. Do you want him to break it up?

MR. FERRARIO: Yeah.

THE COURT: Or is the answer just no?

MR. FERRARIO: I think the answer's no, but go ahead.

THE WITNESS: No.

BY MR. KRUM:

Q Are you excluding Plaintiffs' Exhibit 1?

A Yes.

THE COURT: And that's the December 27th email.

THE WITNESS: No, I'm not excluding it.

BY MR. KRUM:

Q So is it your testimony, Mr. Bonner, that Plaintiffs' Exhibit 1 is unrelated to the conversations concerning ratification at the December 21, 2017, special independent committee meeting?

MR. FERRARIO: Objection. Attorney-client, Your Honor. He's trying to back door into this.

THE COURT: Sustained.

BY MR. KRUM:

Q Were any documents, other than your handwritten notes about what you've already testified, used at or created in connection with -- strike that.

Did you have discussions with McEachern, Doug McEachern in the fall of 2017 about the subject of ratification?

A Not that I recall.

Q Direct your attention, Mr. Bonner, to Plaintiffs' Exhibit 3.

MS. HENDRICKS: Mark, our exhibits aren't marked. Can you tell us what you're referring to?

MR. FERRARIO: Do you have a Bates number?

THE COURT: Sir, I'm going to hand you mine, because mine is tabbed and I'm not writing on it.

MR. FERRARIO: Oh. The redacted minutes?

MR. KRUM: Yes.

MR. FERRARIO: Thank you.

THE COURT: I've given him my copy to speed up the process, guys.

MS. HENDRICKS: Thank you.

BY MR. KRUM:

Q Mr. Bonner, do you recognize the page of redacted minutes -- page and a half, I guess, on the second and third

pages of Plaintiffs' Exhibit 3?

A Yes.

Q You prepared those; correct?

A Yes.

Q These are the very minutes about which you testified in response to some questions from Mr. Ferrario; correct?

A Yes.

MR. KRUM: Move to admit.

THE COURT: Any objection to P-3?

MR. FERRARIO: No objection.

THE COURT: Admitted.

(Plaintiffs' Exhibit 3 admitted)

BY MR. KRUM:

Q Okay. And you provided these minutes to Mr. Gould on or about January 30, 2018; is that correct?

A Yes.

Q How?

A Email.

Q Was anyone copied on that email?

A I have to look at the email. May I?

Q Of course.

A Is there a copy? I think it's --

THE COURT: And if you find it, sir, if you'd tell us the Bates numbers on the bottom.

THE WITNESS: What I'm looking at doesn't have a

Bates number. It's --

THE COURT: Is it under a tab?

MS. HENDRICKS: If I can help, it would be Defendant's Exhibit 1.

THE COURT: So --

MS. HENDRICKS: Or Exhibit A. Excuse me.

THE COURT: Defendant's A. It's attached to the declaration?

MS. HENDRICKS: Correct.

THE COURT: Okay. Sir, after you've refreshed your recollection, let us know.

THE WITNESS: This does not appear that there's a cc. I don't have any recollection that I would have sent it to anybody else.

BY MR. KRUM:

Q And you heard back from Mr. Gould within a week or so with -- in response to your sending him Plaintiffs' Exhibit 3?

A Yes.

Q And you sent it on to Ms. Codding and Mr. McEachern?

A Yes.

Q You did that on or about February 10; is that right?

A Yes.

Q How did you transmit it to them? Was that by email, as well?

A Do you need me to indicate how I'm refreshing my recollection?

Q Please.

A I'm looking at the email that's attached to my declaration. It says at the bottom "Opposition Exhibit Page 077." And I see it's an email from me to William Gould, Douglas McEachern, and Judy Codding. And it doesn't indicate any cc.

Q Directing your attention back, Mr. Bonner, to your prior testimony about people with whom you shared either Plaintiffs' Exhibit 1 or a draft of it, Tompkins was one of those people; correct?

A Yes.

Q Did you send him a draft, the final version, or both?

A I don't recall if I reviewed a draft, if I prepared a draft. I just don't know. So I don't know if I prepared it, somebody else prepared it. I just don't recall.

Q Did you also share Plaintiffs' Exhibit 1 or a draft of it with Ellen Cotter?

A I don't recall. She was the ultimate recipient, I guess, but --

Q Mr. Bonner, I'd ask you to take a look at Plaintiffs' Exhibit 2, please.

MR. KRUM: Counsel, that's your February 22

privilege log.

THE COURT: It should be on the tab that says P-2.

MR. KRUM: I'd move to admit this.

THE COURT: Any objection to P-2, the privilege log?

MR. FERRARIO: Your Honor, it's authentic and obviously it's our privilege log. I don't know what relevance it has to this --

THE COURT: That's a different issue. We'll find out in a minute.

So it's admitted.

(Plaintiffs' Exhibit 2 admitted)

THE COURT: What page do you want to send him to, or what entry?

BY MR. KRUM:

Q Mr. Bonner, I direct your attention to page 32, using the numbers at the bottom of the document where -- so I'd be page 32 of 37. Let me know when you have that.

Do you have it, sir?

A Yes.

Q Okay. If you would, please, I direct your attention to the fourth entry. Moving top to bottom on the left-hand side, it ends with the number 60780. Do you have that?

A Yes.

Q This lists a document from you to Mr. Tompkins with a copy to Ellen Cotter and others, including Mr. Gould and Mr.

Ferrario. You see that?

A I do.

Q You see that the date is December 26?

A I do.

Q See that the re line, apparently, on the email said, "Draft for your review"?

A I do see that, yes.

Q See the description of it -- for the privilege log purposes is "Communication regarding notice and agenda for upcoming board meeting? See that?

A I do.

Q You recall you were involved in the preparation of the notice and agenda for the board meeting; right? The December 29 board meeting.

A I was involved in the -- in that meeting. I don't recall if I prepared the notice, but --

Q To what use, if any, was Plaintiffs' Exhibit 1 put in the preparation of any of the board materials, including in particular the agenda?

MR. FERRARIO: Could you flip that around and just ask, was it put to any use, so I can see if there's any --

MR. KRUM: Of course.

MR. FERRARIO: -- attorney-client.

BY MR. KRUM:

Q Was Plaintiffs' Exhibit 1, the December 27 Gould

email, put to any use in preparation of the board package, including in particular the agenda?

THE COURT: And that's a yes or no. Was it put to a use?

THE WITNESS: Presumably, yes.

BY MR. KRUM:

Q I direct your attention, Mr. Bonner, to page 1 of this document. Page 1 of 37.

THE COURT: You're back on the privilege log?

MR. KRUM: Yes, back on the privilege log.

THE COURT: That's P-2.

MR. KRUM: Thank you.

BY MR. KRUM:

Q Do you have that?

A 1 of 37?

Q That's correct.

A Yes.

Q I direct your attention, Mr. Bonner, to the next-to-last entry on the left-hand side. It ends in 59792, I think. Do you have that?

A Yes.

Q Do you see that's an email from you to Mr. Gould with copies to others?

A I see that, yes.

Q You see the description is "Fwd: For Bill Gould to

sign"? That apparently is the re line; is that right?

A I assume it is just by looking at the top column.

Q Okay. And do you see on the right-hand side the description for privilege log purposes is "Communication regarding draft letter re special board meeting"?

A I see that, yes.

Q Okay. So did you on or -- on December 27th send Mr. Gould an email concerning a draft letter for a special board meeting?

A Based on this description, yes.

Q Does that comport with your independent recollection?

A I don't know if I remember this specific email, but generally I do. Generally the whole --

Q That's what I'm asking. So I direct your attention on the same page, Mr. Bonner, two entries left of the entry ending in 68, I believe the numbers are. Do you have that?

A I do.

Q Do you see that has the -- apparently the re line is "For Bill Gould to sign." Do you see that?

A I do.

Q And the description is the same as the last one at which we looked, "Communication regarding draft letter re special board meeting"; right?

A I see that, yes.

Q You see this is an email from you to Craig Tompkins and others?

A I see that, yes, indicated in the box.

Q So did you -- did you have email communications with Mr. Tompkins on or about the 27th of December with respect to the matters reflected in the re line of the privilege description?

A Based on this document I guess I did, yes.

Q Did you disclose to Mr. Gould that you had had communications with Mr. Tompkins about a draft letter regarding a special board meeting?

MR. FERRARIO: Objection. Attorney-client, Your Honor.

MR. KRUM: Yes or no, Your Honor.

THE COURT: Sustained.

BY MR. KRUM:

Q Did you have any communications -- strike that.

Did you ever have any discussions with any or all of the members of the special independent committee about the subject matter of Greenberg Traurig jointly representing the company and the special independent committee?

MR. FERRARIO: Objection, Your Honor. That's beyond the scope of this hearing, calls the attorney-client --

THE COURT: Sustained.

MR. KRUM: Your Honor, it actually goes to exactly

what's transpired here.

THE COURT: No.

BY MR. KRUM:

Q Was there a point in time, Mr. Bonner, when you learned or were told that documents in your possession needed to be reviewed for purposes of possible production in this litigation?

A Yes.

Q When was that?

A Sometime in -- sometime, as I recall, in January, February.

Q What did you do, if anything, after you were told that to comply with whatever you were told?

A I think we had people in the department look for some documents.

Q And when you say the department to what are you referring?

A I'm sorry. The legal -- corporate -- our corporate group in the firm.

THE COURT: The not litigators part?

THE WITNESS: Yes, Your Honor.

THE COURT: Those of you who aren't actually litigating all the time?

THE WITNESS: Yes.

THE COURT: Okay.

BY MR. KRUM:

Q What did you do, if anything, to make your electronically stored information, meaning emails and draft documents, available to be searched for the purposes of possible production in this case?

A My recollection is that the IT people were given access electronically so they could conduct whatever search they --

Q Did you give them directions as to what it was for which they should search?

A I think they were given a broad search, you know, scope. I didn't establish the scope. Others did.

Q What's the basis for the testimony you just gave?

A Just recollection.

Q How did you learn that if you didn't establish the scope?

MR. FERRARIO: What do you mean? He didn't establish the scope.

THE COURT: How does he remember who set the ESI search terms and the scope of custodians; right? How does he know that? He says he recalls generally. He just ran into somebody in the hallway, somebody told him, he got an email. Those are all kinds of options for the answer. Or, I don't remember, which is also an option.

THE WITNESS: My recollection is either I was asked

for permission or it was indicated to me that there was going to be a scope, some kind of search electronically. And I can't remember if I had to consent or not. But if I was asked for consent, I did. I may have just been told it was going to happen.

BY MR. KRUM:

Q Do you know, Mr. Bonner, whether that search -- strike that.

THE COURT: There's now a Greenberg Traurig Privacy Act.

MR. KRUM: I'm not going there. I am not going there.

THE COURT: We're not going to talk about data privacy?

MR. KRUM: Oh, no.

THE COURT: Oh, no. Okay. Come on.

MR. KRUM: I didn't then, either, you'll recall.

BY MR. KRUM:

Q Were your handwritten notes from special independent committee board meeting minutes made available to the people conducting the search?

A They were not -- they were not electronically stored, so no.

Q What about drafts of documents, such as drafts -- strike that.

Were the drafts -- was the draft you prepared of the December 21, 2017, special independent committee meeting minutes made available to the people who were searching for documents for production in this case?

A Again, as I recall, they had carte blanche electronic access to anything in the system. So they would have had access to anything I have.

Q And the same would be true for the file version of those minutes that you sent to Ms. Codding and Mr. McEachern in early February; correct?

A I suppose so. Again, I don't know what the various time frames of the searches were. But if the searches were done at a time those documents existed, then they would have picked them up.

Q Do you have any understanding as to when the searches were conducted?

A I don't.

Q Do you have any understanding as to what the time frame of your documents was that -- which documents were searched?

A I really don't. I just recall generally it happening.

Q Did you have any discussions with anybody who conducted the search and review of your hard-copy documents or your electronically stored information?

A Again, I recall the inquiry, I recall being asked to be sure that if there's anything -- you know, that these searches were coming, and we gave permission to access whatever they needed to.

MR. KRUM: Your Honor, if I may have a moment.

THE COURT: You may.

(Pause in the proceedings)

MR. KRUM: I have nothing further, Your Honor.

THE COURT: Thank you.

Mr. Ferrario, did you have any more?

MR. FERRARIO: Just one.

THE COURT: You know now dangerous that is.

MR. FERRARIO: This is off the wall.

REDIRECT EXAMINATION

BY MR. FERRARIO:

Q During the break it was brought to my attention that a tax issue reared its head toward the end of 2017. Do you recall that?

A Yes.

Q Now, I think we're all aware that President Trump passed the tax bill; right?

MR. KRUM: Objection. Beyond the scope.

THE COURT: Overruled.

BY MR. FERRARIO:

Q Right?

A Yes.

Q And Mr. Krum asked you a number of questions regarding why these meetings were prepared, you know, regarding the 29th meeting, you know, within a week or so. Do you remember the tax issue coming up?

A Yes.

Q And is that what prompted the immediate -- primarily what prompted the immediate preparation of these meeting minutes?

A That was the biggest driver of the urgency.

Q Was it the biggest driver of the meeting itself?

A I believe it was the principal purpose for which the meeting was called.

Q And there were certain actions that need to be taken in order for the company to avail itself of certain tax benefits; correct?

A Absolutely. Yes.

MR. FERRARIO: Thank you. Nothing further.

THE COURT: Anything else, Mr. Krum?

MR. KRUM: Yes, Your Honor.

RECROSS-EXAMINATION

BY MR. KRUM:

Q The December 29 board meeting previously had been scheduled for the purpose of the compensation, or, as Mr. Ferrario says, tax issues being taken up; correct?

A Yes.

Q And what happened is the matters we referred to as ratification were added to the agenda a day or two before the meeting; correct?

A They were added to the agenda. Whether it was a day or two, that sounds about right.

MR. KRUM: Okay. Thank you, Your Honor.

THE COURT: Anything else?

MR. KRUM: Nope.

THE COURT: Thank you, Mr. Bonner. Have a nice day. Leave before they change their mind.

THE WITNESS: Thank you, Your Honor.

THE COURT: Have a nice day. Travel safely.

Mr. Ferrario, next witness.

MR. FERRARIO: That's it.

THE COURT: Mr. Krum, do you have any additional witnesses that you'd like to call at this time?

MR. KRUM: Well, Your Honor, the answer is it depends how you want to handle this. The testimony offered today is, as I think I suggested previously, in at least one respect inconsistent with deposition testimony we've taken before.

THE COURT: Happens all the time. Witnesses testify differently about recollections all the time. And that goes to their credibility.

MR. KRUM: Well, to answer your question, though, I don't think it's necessary to take the time of everyone here to ask Mr. McEachern and Ms. Codding to come testify, but we'll need an opportunity to bring to your attention their deposition testimony, as well as that of Mr. Gould, that's inconsistent with what we heard today.

THE COURT: I anticipate we will have that opportunity before long.

All right. So that concludes the evidence that I am hearing at this evidentiary hearing. I have had -- before we close the hearing, Exhibit B was admitted, and Exhibit P-1, P-3, and P-2 were admitted.

MR. FERRARIO: I would ask for A, as well, Your Honor. It's Mr. Bonner's declaration.

THE COURT: Any objection to the declaration being admitted, since he was subject to cross-examination?

MR. KRUM: No objection, Your Honor.

THE COURT: A will be admitted, as well.

(Defendants' Exhibit A admitted)

THE COURT: Any additional exhibits anyone wants to offer before I let you argue?

All right. Since all of the motions except one were yours, Mr. Krum, I'm going to let you have the first bite at any additional argument, remembering it's only Wednesday and I remember what you said on Monday.

MR. KRUM: Well, Your Honor, let me ask about the process.

THE COURT: I've already written down what I'm going to do. You may be able to change my mind, but I've written down what I'm going to do.

Mr. Ferrario is unlikely to be able to change my mind on what I'm going to do.

MR. KRUM: Well, two things, Your Honor. First of all --

MR. FERRARIO: That must mean I'm winning.

THE COURT: Not necessarily.

MR. KRUM: First of all, Your Honor, the point Ms. Levin made at the outset is meaningful here. It is not only the motion directed at Mr. Gould that may be impacted by the supplemental log that Mr. Gould's going to provide, there's also the motion directed I would say at McEachern and Codding, but it's also I guess RDI, because Greenberg Traurig prepared the privilege log, withheld the document, and belatedly produced it and so forth. And I say that, Your Honor, not to speak in an open-ended hypothetical way --

THE COURT: And that's part of Mr. Cotter's, your client's, motion for omnibus relief, which is also being argued at the same time. So I've got you arguing two motions right now, the motion to compel that we've heard testimony about, and your motion for omnibus relief, which is what

resulted in the scheduling of this hearing.

I'm also going to then talk to Mr. Ferrario about a motion that he wants to file. But you've got two issues that are interrelated that we're talking about here that you've asked me for some relief related to. I am prepared to give you some relief related to it in addition to what I've already done today, but I am waiting for you and Mr. Ferrario to finish arguing before I tell you what I'm going to do.

MR. KRUM: Right. The point I'm attempting to make and I didn't conclude, Your Honor, is, as we pointed out in our reply, I think it was, in support of the motion directed at Mr. Gould, his privilege log listed 11 documents that had not been listed on the February 22 privilege log produced by Greenberg Traurig, nine of which were email communications to or from Greenberg Traurig lawyers.

Now, today for the first time there was -- Ms. Hendricks addressed that point, and she made comments that were difficult to follow about de-duplication and email chains and so forth.

THE COURT: I followed it perfectly.

MR. KRUM: Well, the point -- my point, Your Honor, is we can't respond to that. They've offered nothing in writing, they've made no reference to privilege log.

THE COURT: You're going to have an opportunity to.

MR. KRUM: Okay.

THE COURT: But you've got to let me get to my part about the ruling.

MR. KRUM: Yes. Okay.

THE COURT: Is there anything else you want to tell me?

MR. KRUM: Well, that's the procedural stuff.

THE COURT: Okay.

MR. KRUM: And so you'd like me to speak to the motions directed at Gould in the omnibus motion?

THE COURT: If you have anything else you'd like to add.

MR. KRUM: I do.

THE COURT: Okay.

MR. KRUM: Very briefly on the Gould motion. The production today, on the 2nd of May, of documents and the promise today, on the 2nd of May, of a second supplemental privilege log obviously is woefully untimely. According to Mr. Gould, it was two or three months ago, and he was unclear about that, and it could have been more, because, after all, it was January when our subpoena to him was served that the issue of lost emails arose. He said it was after the subpoena. So probably February.

As you saw from the email exchanges, there was no indication by his counsel of any issue of the nature that they disclosed for the first time at his April 5 deposition. I

would have expected and I'm flabbergasted we didn't receive what was given today and more, including a declaration or something from the IT people in March, if not February.

So the relief we request on that is all appropriately sought.

And now to speak to the other motion. As I said already, the uncertainty occasioned by the debacle with the Gould documents, it also adds uncertainty as to the omnibus motion. The testimony today as I understood it said, we didn't put anything in the minutes -- which haven't been put on a privilege log, so we don't know, Your Honor, what the wholly redacted December 11, 2017, minutes reference in terms of subjects, including whether they reference the subject of ratification. Presumably there's a line to the effect that the minutes are complete, there was a privileged discussion on the subject of ratification. And if there is no such line and ratification is not mentioned in the minutes, we do not have the issue we thought we had, which is improper withholding of minutes that are responsive, we have that and the issue of what amounts to manipulating the contrived evidence for the purpose of use in litigation.

We all do minutes. We all see minutes. Because the subject is privileged doesn't mean the subject isn't identified as one that was discussed. And while Mr. Bonner couldn't speak to that because his comments were privileged,

the testimony of each of Gould, Codding, and McEachern was that the subject of ratification was discussed and they agreed that the matter would be -- the proposed ratifications would be pursued and taken up with the full board. That is in -- the Codding and McEachern testimony to that effect is in the supplemental brief they filed this morning. The Gould testimony was in our motion. And there are emails about this. Well, do the emails mention ratification? Presumably not, because they just say, let's have a meeting. Although was the meeting about ratification? If you listen to Mr. Bonner, either no or he can't speak to it. If you listen to the three committee members, it was.

One of the issues, if not the issue, raised in the motion -- in their motion seeking leave to renew their so-called ratification motion for summary judgment is whether there was a good-faith process, whether the directors made an informed decision.

THE COURT: Whether they're entitled to protection under the business judgment rule, those kind of things.

MR. KRUM: Right. And so what we eventually learned on April 5th because of Mr. Gould's testimony, but not from McEachern or Codding, is that those three decided on December 11th. But we had no way to ask them the questions about on what basis did they do so because we didn't know about December 11th, that they decided, until Mr. Gould's

testimony.

THE COURT: You mean December 21st?

MR. KRUM: No. I mean December 11th, when the special independent committee meeting met.

THE COURT: I thought it met on December 21st.

MR. KRUM: I misspoke. You're right. I apologize.

THE COURT: Okay.

MR. KRUM: So on December 21st they all made that decision. But McEachern was -- anyway, I [unintelligible].

So the point, Your Honor, is we have a document that they claim wasn't responsive. I don't know whether it is or not, because we don't have it listed on a privilege log. And we're asking that you order them to do so and that they properly log it and identify the subject matters. It either says ratification and should have been logged, because you already determined it's properly withheld as privileged, so I've got to abide by that, talk about the log, or it omits information.

THE COURT: I ruled that after doing an in-camera review of it.

MR. KRUM: Right. What we asked, though, Your Honor, that you did not address in your minute order is that they log it. And now, if it doesn't say anything about ratification, then I guess you would deny that request. If it has the sentence it ought to have, which is there was a

privileged conversation about the subject of ratification, then it should be logged.

THE COURT: It could have a privileged conversation about something else, too.

MR. KRUM: I understand that, Your Honor. The question is whether the document as prepared is responsive. I don't know.

THE COURT: I understand. Is there anything else you want to tell me?

MR. KRUM: So -- I'm sorry, Your Honor. I lost my train of thought.

THE COURT: Sorry.

MR. KRUM: I'll let Mr. Ferrario speak, and perhaps --

THE COURT: Mr. Ferrario.

MR. FERRARIO: Well, having listened to you before, you've already made up your mind before I start rambling.

THE COURT: Well, I haven't made up my mind, but --

MR. FERRARIO: Why don't you tell me what you're inclined to do.

THE COURT: -- I have outlined the relief that I intend to grant to Mr. Krum, which may result in other things eventually happening. But I have outlined based on Mr. Bonner's testimony and the testimony of Mr. Gould what it appears now that we have found some information what we need

to do.

MR. FERRARIO: Why don't you tell me what you need to do, and then maybe I'll respond accordingly.

THE COURT: Not me. You guys.

MR. FERRARIO: Well, tell me what we need to do, and then -- because I have -- I have a lot to say here, but I might be able to refrain from saying it.

THE COURT: All right. I am inclined to order Codding, McEachern, Gould, Kane, Wrotniak, and RDI to produce all documents which mention the scheduling or the holding or the minutes related to the December 21st special independent committee or relate to the subject matter contained in P-1 or any draft of P-1 or the preparation of P-1 or discuss the subject of ratification, understanding that there may be assertions of privilege that occur.

In addition, I will consider whether additional depositions need to be taken after the production of that information once I've seen the volume of the information.

MR. FERRARIO: Your Honor, we're comfortable doing that. We're not here to hide anything, okay. And you saw Mr. Gould come and testify, and it's unfortunate he couldn't be here today, but he's sick.

THE COURT: It's okay. He was by video.

MR. FERRARIO: And we'll be happy to do that. We're not hiding anything.

THE COURT: Now that his in box has been located and the --

MR. FERRARIO: It hasn't been located.

THE COURT: Okay. Now that the historical backups of his in box material have been located --

MR. FERRARIO: Mr. Gould learned something new. It's called The Cloud, okay. So we didn't drag you through that, because that would have been like a 45-minute exposition.

THE COURT: Yeah. I don't need to know.

MR. FERRARIO: Yeah. We're happy to do that, and we're happy to do it on a relatively short time frame.

One thing I did want to talk about today is scheduling.

THE COURT: I'm not there yet. Let me hear from Mr. Krum so I can --

MR. FERRARIO: I'm comfortable with that relief, and I'll just save --

THE COURT: Once I say the order then we can talk about scheduling.

MR. FERRARIO: -- save my breath on the merits of the motion.

THE COURT: You then have a -- you have a motion you need to argue.

Mr. Krum.

MR. KRUM: Your Honor, that's all appropriate, and I concur with your assessment that we need to see what the result is to see what, if anything else, we need to do.

THE COURT: Okay. So the motion for omnibus relief is granted in part. The individuals I outlined will produce the information that I outlined. If there is an issue related to the logging of any of that information on a privilege log, given the definition of the scope of the relevant information I have ordered produced, I would appreciate you addressing those among yourselves if there's an issue, and then I will be happy to rule on it if you need me to.

With respect to Cotter's motion to compel production of documents and for privilege, that has been covered under the ruling that I've made today. Part of the alternative relief was that I require additional information to be provided.

And with respect to the motion for leave to file summary judgment motion --

MR. FERRARIO: Yes, Your Honor.

THE COURT: -- I want you to wait to file such a motion until Mr. Krum has had an opportunity to review the information that I've just ordered.

How long is it going to take you to produce that information?

MR. FERRARIO: I was just going to speak to Mr.

Krum. I think the original date range we used was, what, the -- was after Your Honor's order, and I don't remember what that date was, forward. Then we moved it back.

THE COURT: Remember how I tried to set you for trial last week and you didn't like it?

MR. FERRARIO: No. I want to get to that.

So we'll start -- we'll back it up -- you want back to September 1st of 2017?

MR. KRUM: Well, you're asking about when is the beginning date for the search for responsive documents?

MR. FERRARIO: Yeah. That'll give us -- that gives us --

MR. KRUM: My answer is that would be the day I picked based on the information I have.

MR. FERRARIO: That's fine.

MR. KRUM: But if you know better, then back it up further.

MR. FERRARIO: I will check. But we'll start with September --

MS. HENDRICKS: Your Honor, could you read the scope one more time? Because I thought we were talking just about the December special independent committee minutes. If it's broader than that --

MR. FERRARIO: No. It's ratification.

THE COURT: No, you were not -- you were not talking

about just the December special committee --

MS. HENDRICKS: This --

MR. FERRARIO: No, it's not. It's prior to --

MS. HENDRICKS: -- and the ratification, as well.

MR. FERRARIO: Right.

THE COURT: And the P-1 and the preparation of P-1 and the drafts of P-1 and all that stuff. So three categories, the 12/21 special committee meeting, whether it's scheduling, content, scope, minutes, whatever, related to that meeting; P-1, whether it's subject matter, preparation, drafting, circulation, how we're going to get it on the agenda for the 12/29 meeting; and then the third issue is any discussion of ratification, not limited by time.

MR. FERRARIO: We'll work -- we're going to work the date out.

THE COURT: So -- well, but I need to know. How long do you think? Best guess.

MR. FERRARIO: We'll do it within a week.

THE COURT: No, you can't do it in a week.

MR. FERRARIO: Why not?

THE COURT: Because it's going to take you longer.

MR. FERRARIO: It's not going to take --

THE COURT: You're going to need to give a privilege log when you do it, because I anticipate some of the information is going to be a claim of privilege.

MR. FERRARIO: Your Honor, right now we're going to proceed on the assumption we're going to start in September. I need to talk to my folks.

MS. HENDRICKS: We already have pulled all the data.

MR. FERRARIO: I know. So we've got to just verify.

MS. HENDRICKS: So I would say even if we did it, if you'd give us till May 11th, which is a couple extra days, but by a week from Friday we should be able to get it in.

MR. FERRARIO: If we start from that date, we're fine. I will talk to Mr. Krum more. I'm going to talk to my team. I can't sit here and tell you that at some point in 2015 or 2016 in one of the many discussions we may have had where we talked about Nevada statute that that topic didn't come up. I can't tell you that. Do I -- as I stand in front of Your Honor do I believe there's any written document that mentions that? I don't believe there is, okay.

THE COURT: You will notice that my order does not have a time limitation.

MR. FERRARIO: If you want us to go back to 2015, then we'll have to work on search terms, and we can pump those through the system. But I suspect it's going to come up with nothing. And it might take a little longer.

THE COURT: That may be. So you've asked for permission, you've asked for permission --

MR. SEARCY: I did ask.

THE COURT: -- to file a new motion for summary judgment --

MR. KRUM: We have.

THE COURT: -- on the, I win, Judge, thing.

MR. FERRARIO: The, I win, Judge, thing, yeah.

THE COURT: Yeah. So I want Mr. Krum, instead of me facing a 56(f) issue at the time you file that motion, he's ready to file his opposition, I want him to have the opportunity to get these documents with the privilege logs, look at them, and then have a period of time he can decide whether he needs to take additional depositions and, if you fight about it, for me to rule on it.

So I'm going to grant your request even though I am hesitant to do so under the circumstances, but I don't want to be in a position where you guys slow play them and then I'm sitting back here again that he didn't get the stuff.

MR. FERRARIO: We're not going to do that, Your Honor.

MR. KRUM: Well, Your Honor --

THE COURT: It's called sandbagging.

MR. FERRARIO: You don't do that.

MR. KRUM: My suggestion -- and this is not for any purpose other than what you just articulated -- is that, rather than granting the motion today, it be continued for whatever time they predict, two weeks, four weeks --

THE COURT: No. I granted it today.

MR. KRUM: -- and in chambers, because --

THE COURT: No. I granted it --

MR. KRUM: -- I don't want to be back fighting about whether they've prematurely filed the motion when we haven't finished this process.

MR. FERRARIO: Mark, I'm going to get you the documents, and the Judge has already indicated you're going to have a chance to depose people if you want. We're going to make them available. We want this heard. We're not going to screw around, we're not going to have a 56(f) problem.

And can we now pick a trial date?

MR. KRUM: I was told that in January, by the way.

MR. SEARCY: Before we pick the trial date --

THE COURT: I've been trying to keep you guys under control for four years.

MR. SEARCY: Your Honor, I have one logistical question about the summary judgment motion. We attached our motion with the motion for leave to file.

THE COURT: You don't want to file that motion. You want to file a new motion that includes the issues that we talked about today.

MR. SEARCY: Thank you, Your Honor. That's --

MR. KRUM: And, Your Honor --

Thank you, Mr. Searcy.