

IN THE SUPREME COURT OF THE STATE OF NEVADA

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

Appellant,

v.

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

Respondents.

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Case Nos. 76981, 77648 & 77733

District Court Case
No. A-15-719860-B

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

Appeal (77648 & 76981)

Eighth Judicial District Court, Dept. XI
The Honorable Elizabeth G. Gonzalez

**JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981
Volume XXVIII
JA6809 – JA7058**

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CERTIFICATE OF SERVICE

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

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By: /s/ Gabriela Mercado

1 -- they included in their proposed summary judgment
2 motion two arguments that were not ratification arguments, and
3 we objected to that in the last section of our opposition.

4 THE COURT: They can include whatever they want, and
5 I'm going to rule on it. Because otherwise the Supreme Court
6 will send it back and say, gosh, Judge Gonzalez, they had
7 plenty of time since you vacated the trial because Mr. Cotter
8 said he was sick. And so, instead of getting missive, I'd
9 rather just do it.

10 All right. But I'm not giving everybody new time.
11 What?

12 MR. FERRARIO: Trial date.

13 THE COURT: Yes. I don't have a courtroom. I don't
14 even know what my assignment is going to be.

15 MR. FERRARIO: I gotta say, you know, I've been now
16 on the seventeenth floor with you, now we're on the sixteenth
17 floor, we've been on 10, we've been on 14.

18 THE COURT: We've been on 3.

19 MR. FERRARIO: We've been on 3, that's true.

20 THE COURT: So I don't know when I'll have a
21 courtroom. I am hopeful that Judge Bell is going to move
22 quickly. I told her today I was ready to move overnight if
23 she was ready to become chief judge tomorrow, and she said,
24 don't count on it. So I am hopeful we will have a courtroom
25 by the time of your trial, because you want to go when?

1 MR. FERRARIO: We had originally suggested June 4th.
2 That's a lot of work we're going to have to do before then.

3 THE COURT: I don't think you're going to make it.

4 MR. FERRARIO: Okay. My understanding is you're
5 starting that receiver trial --

6 THE COURT: Yes.

7 MR. FERRARIO: -- the end of July; right?

8 THE COURT: Yes.

9 MR. FERRARIO: If we could get in before that, then
10 we can -- I know we can make that.

11 THE COURT: How long is it going to take you to try
12 this case, understanding I might have a regular assignment
13 back and have to hear motion practice every day?

14 MR. FERRARIO: Yeah. I just don't see it being more
15 than three weeks. I mean, we're going to have a jury probably
16 in two days, I would imagine.

17 MR. KRUM: I think three weeks is --

18 THE COURT: Three to four weeks?

19 MR. KRUM: I think three weeks is probably doable,
20 but --

21 THE COURT: And you told me that you couldn't start
22 until when because of travel and witnesses?

23 MR. KRUM: The week following Fourth of July
24 weekend.

25 THE COURT: When did I set NCIC to start?

1 THE CLERK: [Inaudible].

2 THE COURT: Okay.

3 MR. FERRARIO: That's close. So we could start --
4 what week is that, Mark?

5 MS. HENDRICKS: That is July 9th.

6 MR. FERRARIO: July 9th? Okay.

7 That doesn't work for you?

8 MR. SEARCY: I'm not here on July [inaudible].

9 MR. FERRARIO: Let us talk about that, Your Honor,
10 when we get out of here, okay.

11 THE COURT: So if you go after the NCIC people --

12 MR. FERRARIO: That'll be late August; right?

13 THE COURT: It's going to take them four weeks.

14 MR. FERRARIO: I talked to those guys the other day.
15 I'm not going to speak for them, but --

16 THE COURT: They're trying a malpractice case on the
17 CD, which means I have to try the underlying CD case related
18 to Chateau Versailles and the default judgments that were --

19 MR. FERRARIO: That's what that case is about?

20 THE COURT: That's part of what that case is about.

21 MR. FERRARIO: Forget about it.

22 THE COURT: And so that's going to make my life a
23 bit miserable.

24 MR. FERRARIO: Okay. That's all I need now.

25 THE COURT: If I have to do that.

1 MR. FERRARIO: I'll talk to Mr. Whitmire.

2 MR. KRUM: I'm sorry, Your Honor. They're
3 anticipated to go all of August; is that correct?

4 MR. FERRARIO: That's what --

5 THE COURT: I'm thinking four weeks.

6 MR. FERRARIO: See, that's why we've got to this
7 done.

8 MR. KRUM: Well, what's -- I'm sorry. I don't
9 recall what the discussion was, if anything, about what
10 follows them.

11 THE COURT: I have no idea.

12 MR. FERRARIO: She's -- that's --

13 THE COURT: I'm going to be a regular judge. I
14 don't even know what kind of regular judge. I just asked not
15 to be sent back to Family Court, because I did my part and did
16 guardianship for eight months. And I'm not doing it again.

17 MR. KRUM: Okay. Thank you, Your Honor.

18 MR. FERRARIO: Thank you, Your Honor.

19 THE COURT: Other than that, I have no idea what
20 Judge Bell will assign me.

21 I'm going to set you for a status check on whether
22 the documents got exchanged three weeks from Friday. All I
23 want, Mr. Krum, is a status report saying, we got them and
24 everything is perfect, or, gosh, Judge, we have problems, it
25 would be nice if you would schedule a conference call to talk

1 about how we're going to handle them.

2 MR. KRUM: This is in chambers? You just need a
3 status report?

4 THE CLERK: May 25.

5 THE COURT: Okay.

6 MR. KRUM: Got it. Thank you, Your Honor.

7 MR. FERRARIO: Thank you, Your Honor.

8 THE COURT: Have a lovely afternoon. You were
9 pretty close to your estimate of two hours. I'm impressed.

10 THE PROCEEDINGS CONCLUDED AT 4:05 P.M.

11 * * * * *

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INDEX

<u>NAME</u>	<u>DIRECT</u>	<u>CROSS</u>	<u>REDIRECT</u>	<u>REXCROSS</u>
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DEFENDANTS' WITNESSES

William Gould	11	14		
Michael J. Bonner	19	25	64	65

* * *

EXHIBITS

<u>DESCRIPTION</u>	<u>ADMITTED</u>
--------------------	-----------------

PLAINTIFF'S EXHIBIT NO.

1	34
2	55
3	52

* * *

DEFENDANTS' EXHIBIT NO.

A	67
B	22

* * *

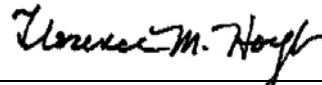
CERTIFICATION

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.

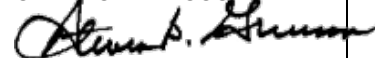
**FLORENCE HOYT
Las Vegas, Nevada 89146**



FLORENCE M. HOYT, TRANSCRIBER

5/3/18

DATE



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20 **DISTRICT COURT**
21 **CLARK COUNTY, NEVADA**

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

25 Plaintiff,

26 v.

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

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 J. COTTER**

) **JR.'S OPPOSITION TO**

) **READING INTERNATIONAL,**

) **INC.'S MOTION FOR LEAVE TO**

) **FILE DISPOSITIVE MOTION**

)

)

)

)

)

)

1 Plaintiff James Cotter, Jr. respectfully submits this opposition to
2 the renewed "Motion to Dismiss for Failure to Show Demand Futility" (the
3 "Renewed Demand Futility MSJ" or "Motion") filed by nominal defendant
4 Reading International, Inc. ("RDI").

5 **I. INTRODUCTION**

6 RDI's Renewed Demand Futility MSJ simultaneously asks the
7 Court to: (1) grant RDI permission to file a motion for summary judgment¹
8 based on claimed (but not evidenced) demand futility; and (2) grant that
9 motion for summary judgment and dismiss the remaining individual
10 defendants, Ellen Cotter, Margaret Cotter and Guy Adams. The Motion
11 should be denied, including for the following reasons:

- 12 • The Court previously ruled that defendants could not unilaterally
13 refile their motion for summary judgment based upon claimed
14 demand futility, but were first required to seek and obtain leave of
15 Court to renew that motion. Nevertheless, the Motion brought does
16 not merely seek leave; it seeks substantive relief. It therefore is in
17 direct contravention of the Court's prior order.
- 18 • Defendants acknowledge that, after motion practice directed to the
19 pleadings, demand futility is to be determined by way of an
20 evidentiary hearing. However, defendants have not previously
21 requested an evidentiary hearing and the Motion does not request an
22 evidentiary hearing. They therefore are not entitled to the relief they
23 seek.
- 24 • As a moving party seeking summary judgment and to deprive a
25 derivative plaintiff of standing, RDI bears the burden of proving that
26 there are no disputed issues of material fact with respect to the matters
27

28

¹ Although styled as a motion to dismiss for lack of subject matter jurisdiction, as explained below, it is a motion for summary judgment.

1 that are the subject of the two-pronged test used to determine demand
2 futility. However, the Motion proffers no evidence whatsoever and
3 therefore does not and cannot meet the applicable burden of proof.

- 4 • The Renewed Demand Futility MSJ is based upon a legally mistaken
5 assumption that demand futility is assessed based on whether
6 directors are personally interested in the matters challenged in the
7 derivative action. As a matter of law, demand futility is assessed
8 based on the directors' ability to impartially assess the derivative
9 action they are asked to approve or disapprove, not the matters which
10 are the subject of the derivative action. Therefore, RDI's argument
11 based solely upon the Court's prior rulings regarding interestedness
12 with respect to particular matters raised in this action does not resolve
13 even the first prong (disinterestedness and independence) of the two-
14 pronged demand futility analysis, much less show that there are no
15 disputed questions of material fact bearing upon the issue of whether
16 demand would be futile.
- 17 • Evidence obtained since early January 2018 when the original demand
18 futility summary judgment motion was filed shows that demand
19 would be (and would have been) futile, or at least that disputed issues
20 of material fact exist because that evidence shows a lack of
21 independence on the part of the five dismissed directors, who have
22 acquiesced to a "ratification" scheme conceived by conflicted lawyers
23 as a "litigation strategy" to dismiss this derivative action for the benefit
24 of the remaining individual defendants.
- 25 • Different evidence obtained since the original demand futility
26 summary judgment motion was filed in early January 2018 shows that
27 each of the five dismissed directors have prejudged the issue of
28

1 whether this lawsuit should proceed or be dismissed. That evidence
2 shows that demand would be (and would have been) futile.

- 3 • The evidence described above also shows that the five dismissed
4 directors are not disinterested and independent with respect to the
5 issue of whether this action should proceed or be dismissed. Demand
6 therefore is (and always has been) futile under the first prong of the
7 two-pronged demand futility analysis.
- 8 • The second, alternative prong of the two-pronged demand futility
9 analysis effectively raises the question of whether the complained of
10 conduct, which here includes the matters that were the subject of
11 motions for partial summary judgment, gave rise to or constitute
12 breaches of fiduciary duty on the part of the directors in question.
13 Here, as the Court's prior rulings denying summary judgment with
14 respect to those matters reflect, plaintiff at a minimum proffered
15 evidence raising disputed issues of material fact about whether the
16 acts and omissions of the dismissed directors gave rise to or
17 constituted breaches of fiduciary duty.

18 For the foregoing reasons, for the reasons described hereinafter
19 and for such other reasons as the Court may identify, the Renewed Demand
20 Futility MSJ should be denied in its entirety.

21 **II. STATEMENT OF FACTS AND PROCEDURAL HISTORY**

22 **A. Procedural History.**

23 This action was commenced on June 15, 2015. Defendants
24 moved to dismiss the original complaint and thereafter the first amended
25 complaint on the grounds that Plaintiff had failed to adequately plead the
26 futility of demand, among other grounds. *See* Motion to Dismiss Complaint,
27 filed on 8/10/2015 at 7:6–14:8; Reading International Inc.'s Joinder to Motion
28 to Dismiss Complaint, filed on 8/20/2015; Motion to Dismiss First

1 Amended Complaint, filed on 11/12/2015 at 20:17-21:18; Motion to Dismiss
2 James Cotter Jr.'s First Amended Complaint, filed on 11/24/2015. The
3 Court rejected the demand futility arguments and the case proceeded. *See*
4 Notice of Entry of Order filed on 10/20/2015, and Court Minutes dated
5 1/19/2016. In opposing Plaintiff's motion for leave to file a second
6 amended complaint, defendants again argued demand futility. *See* Reading
7 International Inc.'s Opposition to James J. Cotter Jr.'s Motion to Amend
8 Complaint, filed on 8/8/2016 at 5:23–10:3; Margaret Cotter, Ellen Cotter,
9 Guy Adams, Edward Kane, Douglas McEachern, Judy Coddington and Michael
10 Wrotniak's Opposition to Plaintiff's Motion for Leave to Amend the First
11 Amended Complaint, filed on 8/8/2016 at 14:4–15:14. The Court rejected
12 defendants' demand futility arguments. *See* Notice of Entry of Order filed
13 on 9/2/2016.

14 Contrary to what the Renewed Demand Futility MSJ asserts (at
15 p. 6, n. 3 and at 10:19-20), at no time have defendants or any of them
16 requested an evidentiary hearing on the subject of demand futility. Instead,
17 they filed a motion requesting an evidentiary hearing on the subject of the
18 adequacy of Plaintiff as a derivative plaintiff. *See* Motion for Evidentiary
19 Hearing Regarding James Cotter, Jr.'s Adequacy as a Derivative Plaintiff,
20 filed on 10/12/2017. As that Motion on its face makes clear, it did not raise,
21 much less seek relief, based upon demand futility. *Id.* at 15:11-16.

22 Pursuant to a scheduling order issued by the Court, discovery
23 concluded on August 26, 2016 and summary judgment motions were
24 required to be filed no later than September 23, 2016. *See* Scheduling Order
25 and Order Setting Civil Jury Trial, Pre-Trial Conference and Calendar Call,
26 filed on 11/10/2015. Defendants Ellen Cotter, Margaret Cotter, Guy Adams
27 and other director defendants filed six separate motions for partial summary
28 judgment, but filed no motion for summary judgment arguing the futility of

1 demand. The Court denied all but one of those motions for partial summary
2 judgment and granted Plaintiff's motion to reopen and/or finish discovery
3 with respect to certain matters. *See* Court Minutes dated October 27, 2016.
4 Individual director defendants including Ellen Cotter, Margaret Cotter and
5 Guy Adams in November 2017 filed supplemental briefs and noticed their
6 motions for partial summary judgment for hearing on December 11, 2017.
7 *See* Defendants Margaret Cotter, Ellen Cotter, Guy Adams, Edward Kane,
8 Douglas McEachern, William Gould, Judy Coddington, Michael Wrotniak's
9 Supplement to Motions for Partial Summary Judgment Nos. 1, 2, 3, 5, and 6,
10 filed on 11/9/2017. One of those motions was granted and the balance were
11 granted in part and denied in part. *See* Order Regarding Defendants'
12 Motions for Partial Summary Judgment and Plaintiff's and Defendants'
13 Motions In Limine, filed on 12/28/2017, at 4:8–5:15.

14 However, not until January 3, 2018 was a motion for summary
15 judgment with respect to the futility of demand filed. *See* Motion to Dismiss
16 for Failure to Show Demand Futility, filed on 1/3/2018. That motion,
17 entitled "Motion to Dismiss for Failure to Show Demand Futility" (the
18 "Original Demand Futility MSJ"), purported to be predicated on the Court's
19 "determ[ination] that a majority of RDI's Directors were independent with
20 respect to the decisions challenged by [Plaintiff]." Original Demand Futility
21 MSJ at 8:8-9.

22 Like the Renewed Demand Futility MSJ, the Original Demand
23 Futility MSJ submitted no evidence at all. Instead, the Original Demand
24 Futility MSJ simply posited that it was based upon the Court's December 11,
25 2017 rulings, which assumption the Court rejected. *See* Transcript of
26 Proceedings for Hearing on Plaintiff's Motion for Continuance (Public),
27 1/8/18 at 13:19-25.
28

1 Defendants on January 4, 2018 also filed a separate motion for
2 summary judgment based upon purported ratifications defendants claimed
3 had occurred at a December 29, 2017 RDI Board of Directors meeting. *See*
4 *The Remaining Director Defendants' Motion for Judgment as a Matter of*
5 *Law*, on file. In that motion for summary judgment, defendants argued that
6 the same five directors they claim are independent for the purposes of their
7 Renewed Demand Futility MSJ had "ratified" conduct the Court has found
8 actionable, which conduct indisputably was not previously approved by a
9 majority of independent directors.

10 After the trial was continued, the Court ruled that Plaintiff was
11 entitled to discovery with respect to the matters raised by the two summary
12 judgment motions. The Court further ruled that defendants, if they wished
13 to renew those motions after Plaintiff had completed the discovery to which
14 he was entitled (which still has not occurred), should file motions for
15 permission to do so, attaching to those motions drafts of the proposed,
16 renewed motions. In this regard, the Court stated as follows:

17
18 THE COURT: So the motions both are denied without prejudice
19 to renew if you should obtain leave of Court if there is not a
20 proceeding today, because waiting for the Court to decide other
21 motions is insufficient showing of good cause for late filing of
22 these two motions. If you thought you had a valid basis for the
23 filing of the motions as they are currently presented, that should
24 have been done prior to the date of the summary judgment
25 motion.

26 *****

27 Then I would anticipate that you or Mr. Searcy would file a
28 motion for leave to file a new motion for summary judgment and
attach the draft motion. I would then make a decision as to
whether I wanted to hear it.

Transcript of Proceedings for Hearing on Plaintiff's Motion for Continuance
(Public), 1/8/2018 at 10:20-11:12 and 16:1-10.

Following argument on April 30, 2018 on motions brought by Plaintiff regarding discovery the Court on January 8, 2018 had ordered defendants to provide Plaintiff, and following a May 2, 2018 evidentiary hearing with respect to matters raised in those motions, the Court on May 2, 2018 ordered that RDI and former defendants and RDI directors William Gould, Judy Coddington, Michael Wrotniak, Doug McEachern and Ed Kane provide Plaintiff with additional discovery relating to the purported ratifications, including the conduct of those five individuals leading up and related to those purported ratifications, among other things. *See* Transcript of Proceedings on Evidentiary Hearing, 5/2/2018 at 75:8-18.

B. What Discovery Shows Regarding the Futility of Demand.

1. Discovery Regarding "Ratification."

Discovery to date regarding "ratification," though incomplete and subject to the Court's orders of May 2, 2018, shows that the "ratification" was conceived by Greenberg Traurig ("GT") lawyers, who shared it with defendants Ellen Cotter and Margaret Cotter, as well as with Craig Tompkins, who now is RDI's General Counsel. After the "ratification" apparently was approved the Cotter sisters and Tompkins, GT lawyers on December 21, 2017 then "advised" Special Independent Committee members Gould, Coddington and McEachern how to "ratify" prior (actionable) conduct which had not previously been approved by a disinterested and independent majority of RDI directors. Gould acknowledged at his deposition that "ratification" is a "litigation strategy" in this derivative action. *See Ex. 2* (4/5/18 Gould Dep. Tr. at 541:15-18). The foregoing events are among the following:

- On or about December 15, 2017, GT attorney Bonner sent an email to Tompkins, with a copy to Ellen Cotter, regarding ratification. *See Ex. 1*

(Dep. Ex. 528, RDI's February 22, 2018 privilege log ("RDI Privilege Log") at p. 33, entries ending in 60823 and 60824);

- On or about December 15, 2017, GT attorney Ferrario spoke with Margaret Cotter regarding ratification. *See* **Ex. 7** (Margaret Cotter February 14, 2018 Interrogatory Responses at 4:3-5:17);
- On December 21, GT attorney Bonner sent an email to Tompkins, GT attorney Ferrario and Ellen Cotter regarding "special committee/stockholder action alternatives." *See* **Ex. 1** (RDI Privilege Log at p. 27, 60533);
- On December 21, 2017, GT attorneys Bonner and Ferrario discussed ratification telephonically with Special Independent Committee members Gould, Coddington and McEachern. *See* **Ex. 8** (April 12, 2018 correspondence from GT producing an almost entirely redacted version of December 21, 2017 Special Independent Committee meeting minutes); **Ex. 1** (RDI Privilege Log at p. 2, 8, entries ending in 59829 and 60012, respectively);
- According to Gould, the Special Independent Committee on December 21, 2017 formally took action, which was to "request[] [to Ellen Cotter as chair of the board of directors] that the Company include the subject [of ratification] on the agenda for its next meeting, and call for a special meeting if there was not a regular meeting being scheduled." **Ex. 2** (Gould Dep. Tr. at 528:10-18).
- Gould then had follow-up calls with Bonner and Ferrario of GT. *See id.* (at 510:22-511:3);
- On December 27, GT attorney Bonner emailed Tompkins and copied other GT lawyers the (December 27) document "for Bill Gould to sign." *See* **Ex. 1** (RDI Privilege Log at p. 1, entries ending in 59768);

- On December 27, Tompkins responded, presumably approving the Bonner draft of Gould's December 27, 2017 email. *See Ex. 1* (*id.* at p. 22, entries ending in 60404, 60424);
- On December 27, 2017, Gould and his assistant transmitted the email bearing that date, which Gould testified that he did not draft. Gould testified that GT attorneys Bonner and Ferrario drafted the December 27, 2017 email and that he (Gould) provided no input about it and made no changes to it. *See Ex. 2* (Gould Dep. Tr. at 530:2–531:14).
- Each of McEachern, Coddington, Wrotniak and Kane testified that they had not seen Gould's December 27, 2017 email--supposedly sent on their behalf--prior to their depositions (or, for Wrotniak, preparing for his deposition) this year. *Ex. 3* (McEachern 2/28/18 Dep. Tr. at 544:3–8); *Ex. 5* (Coddington 2/28 Dep. Tr. at 231:9–232:5); *Ex. 4* (Wrotniak 3/6/18 Dep. Tr. at 91:17–93:2); *Ex. 6* (Kane 4/20/18 Dep. Tr. at 683:14–19).
- On or about December 27, 2017, GT attorneys Bonner and Ferrario spoke telephonically with Wrotniak (together with Coddington) about ratification, which was the first time Wrotniak heard or learned that ratifying prior conduct would be on the agenda for the December 29, 2017 board meeting. *See Ex. 4* (Wrotniak Dep. Tr. at 41:2–42:25);
- On December 29, 2017, Litigation Committee members Gould, Coddington and McEachern, together with Wrotniak and Kane, voted to "ratify" certain prior conduct of Adams, Kane and McEachern in June 2015 of voting to terminate Plaintiff as President and CEO of RDI and of Adams and Kane in September 2015 as members of the RDI Board of Directors Compensation Committee in authorizing the use of RDI class A nonvoting stock to pay for the exercise of the so-called 100,000 share option.

2. The Deposition Testimony of the Five Regarding How They Would Respond to a Demand.

With respect to the question of whether they would vote to allow this derivative action to proceed or vote to have it dismissed, each of the five testified to the effect that they already had determined that it should not proceed and that they would vote to terminate it. Gould testified that "[m]y vote would be to terminate, to terminate the derivative action." Ex. 2 (Gould Dep. Tr. at 547:17-19 and 548:19-23). He forthrightly acknowledged that the reason he would vote to terminate this derivative action is that he is a defendant. See *id.* (at 548:24-549:4). Coddling testified with respect to this derivative action as follows: "I don't think it should go forward." Ex. 5 (Coddling Dep. Tr. at 234:12-17). She explained that she did not see the purpose of it or understand it. *Id.* McEachern likewise testified that he would "vote to dismiss the [derivative] lawsuit." Ex. 3 (McEachern Dep. Tr. at 526:14-21). He explained that he understood this derivative lawsuit to concern simply "reinstatement" of Plaintiff as CEO and damages from his termination, and McEachern does not believe there were any. *Id.* (at 526:22-527:2). Wrotniak's testimony was to the same effect; his answer to a question asking his view of this derivative lawsuit was that "the board had the right to terminate [Plaintiff] and made an informed decision and took it." Ex. 4 (Wrotniak Dep. Tr. at 76:9-14). Kane, whose prior decisions were subjects of the purported ratifications and who GT apparently did not consult prior to December 29, 2017 board meeting, in response to the question about how he would vote on whether this derivative lawsuit should proceed or be terminated, answered "terminate it tomorrow, please, sir." See Ex. 6 (Kane Dep. Tr. at 690:6-9).

1 **III. ARGUMENT**

2 **A. Defendants Seek Relief the Court Has Not Given Them Leave**
3 **to Seek.**

4 Like the Original Demand Futility MSJ, the Renewed Demand
5 Futility MSJ is titled "Motion to Dismiss." Like the Original Demand Futility
6 MSJ, the Renewed Demand Futility MSJ actually is a summary judgment
7 motion that raises factual matter (which is assumed, not evidenced) beyond
8 (and contrary to) the pending, operative complaint in this action. Any
9 doubt that the Renewed Demand Futility MSJ is a summary motion is put to
10 rest by the last sentence of it, which reads as follows:

11 WHEREFORE, RDI requests this court not only grant it leave to
12 file a dispositive motion, but also dismiss this action... *due to the*
13 *inability of Plaintiff to prove his allegations of demand futility.*

14 Renewed Demand Futility MSJ at 13:11-13) (emphasis supplied).

15 As demonstrated above, the Court on January 8, 2018 ordered
16 that, prior to filing a renewed demand futility summary judgment motion,
17 defendants file a motion for leave to do so and attach the proposed renewed
18 demand futility summary judgment motion as an exhibit to the motion for
19 leave.

20 Nevertheless, the Renewed Demand Futility MSJ seeks to
21 collapse the two motions and require Plaintiff to respond on the merits
22 before the Court has given defendants leave to renew their demand futility
23 summary judgment motion. As such, the Renewed Demand Futility MSJ is
24 in derogation of the Court's January 8, 2018 order, and it seeks relief
25 defendants cannot now seek. For that reason, as well, it should be denied, at
26 least insofar as it seeks relief beyond leave to renew a summary judgment
27 motion.

28 This is no mere technical error. Defendants have shown that
they understood the Court's order by the manner in which they sought to
renew their ratification MSJ. That they did not do so in this instance surely

1 is purposeful in view of the timing of the case and, in particular, the failure
2 of defendants to provide discovery regarding ratification, which resulted in
3 the Court's orders of May 2, 2018. Plaintiff anticipates that that discovery,
4 when complete, will provide additional evidence that demand would be
5 futile, thereby requiring denial of a renewed motion for summary judgment
6 based upon demand futility. *See* Declaration of Mark Krum, attached
7 hereto, ¶¶3-5.

8 **B. Defendants Never Requested an Evidentiary Hearing**
9 **Regarding the Futility of Demand, and are Guilty of Laches**
10 **and Undue Delay.**

11 "[W]hen the [complaint] is sufficient to excuse pre-suit demand,
12 defendants are, of course, still free to show on summary judgment by
13 uncontradicted facts that the allegations made are untrue." *Kahn v. Tremont*,
14 1992 Del. Ch. LEXIS 165, at *7, n. 2, 1992 WL 205637, at *2, n. 2 (Del. Ch. Aug.
15 21, 1992). "On such a motion the parties would be entitled to develop an
16 evidentiary record in affidavit or other appropriate form." *Siegman v. Tri-Star*
17 *Pictures, Inc.*, 1989 Del Ch. LEXIS 56, at *38, n. 16, 1989 WL 48746, at *12, n. 16
18 (Del Ch. May 5, 1989), *affirmed in part and reversed in part on other grounds sub*
19 *nom. In re Tri-Star pictures, Inc. Litig.*, 634 A.2d 319 (Del. 1993).

20 In Nevada, "an evidentiary hearing [is the procedural means] to
21 determine... whether the demand requirement... *deprives* the shareholder of
22 his or her standing to sue." *Shoen v. SAC Holding Corp.*, 122 Nev. 621, 644, 137
23 P.3d 1171, 1186 (2006) (emphasis supplied).

24 In September 2016, the individual defendants filed multiple
25 motions for partial summary judgment, but brought no summary judgment
26 motion proffering evidence in support of the contention that demand was
27 not futile. As explained below, futility is determined in cases such as this
28 based on the two-pronged test first articulated by the Delaware Supreme

1 Court in *Aronson v. Lewis*. See *Shoen*, 122 Nev. at 641, 137 P.3d at 1184 (" . . .
2 we adopt the test described in *Aronson* . . . ").

3 The Renewed Demand Futility MSJ posits that defendants were
4 "required until the completion of discovery [to accept] that all of Plaintiff's
5 allegations were correct." Renewed Demand Futility MSJ at 4:7-8.
6 Understandably, it cites no authority for this obviously erroneous excuse for
7 not acting in a timely manner.

8 The Renewed Demand Futility MSJ next asserts an excuse that is
9 inconsistent with the foregoing excuse. It claims that defendants "requested
10 that an evidentiary hearing to determine the issue of standing, but...[t]his
11 Court declined to conduct the requested evidentiary hearing." Renewed
12 Demand Futility MSJ at 10:19-22 and p.6, fn. 4. Defendants cite nothing for
13 this claim, which is as audacious as it is erroneous. In fact, defendants
14 requested an evidentiary hearing regarding only the adequacy of Plaintiff as
15 a derivative plaintiff, not an evidentiary hearing regarding the futility of
16 demand. See Motion for Evidentiary Hearing Regarding James Cotter, Jr.'s
17 Adequacy as a Derivative Plaintiff, filed on 10/12/2017. By its terms, that
18 motion was predicated upon claims to the effect that Plaintiff faced
19 debilitating conflicts of interest, and made no mention of demand futility. *Id.*
20 10:15–14:27.

21 The record is clear. Defendants failed to seek an evidentiary
22 hearing with respect to the issue of demand futility. Additionally, instead of
23 raising that issue in a timely manner by way of motion for summary
24 judgment, defendants belatedly brought the Original Demand Futility MSJ
25 and, now, the Renewed Demand Futility MSJ. Both motions are predicated
26 on facts (not evidence) beyond the pleadings (and contrary to the pleadings,
27 according to defendants). For such reasons, the Renewed Demand Futility
28 MSJ should be denied in its entirety.

1 **C. Defendants' Standing/Subject Matter Jurisdiction Argument is**
2 **a "Red Herring" and Does Not Change the Proper Outcome**
3 **Here, Denial.**

4 In sections I.A. and B. of the Renewed Demand Futility MSJ,
5 defendants make a convoluted argument about standing, subject matter
6 jurisdiction and the timing of challenges about one or both. They do so in
7 an apparent effort to excuse either or both (i) their failure to timely file a
8 summary judgment motion regarding demand futility and (ii) their failure
9 to request an evidentiary hearing regarding demand futility. Renewed
10 Demand Futility MSJ at 7:14-10:3. Although they cite mostly inapposite
11 authority for unremarkable propositions of law or regarding standing,² they
12 cite no authority whatsoever for the notion that these legal propositions
13 somehow overrule, supersede, or moot other rules and deadlines, such as
14 the date by which summary judgment motions must be filed and/or seeking
15 an evidentiary hearing to obtain relief based upon what the party claims the
16 evidence "proves."

17 Simply put, the argument is a "red herring." These matters now
18 can and should be resolved based on the evidence at trial, including with
19 respect to whether the five now dismissed directors' conduct amounts to
20 breaches of their fiduciary duties which the business judgment rule does not
21 protect.

22 **D. The Motion Must Be Denied, as a Matter of Law.**

23 **1. Defendants Bear the Burden of Proof.**

24 Even assuming the Court could decide demand futility on a
25 motion for summary judgment, where a court has determined that demand
26 is excused, and the defendants subsequently seek summary judgment with

27 ² Aside from *Shoen* and *Nelson v. Anderson*, 84 Cal. Rptr.2d 753 (1999), none
28 of the cases cited on page 8 of RDI's Motion pertains to demand futility
"standing" and even *Nelson* was only concerned with the failure to plead
demand futility, as RDI acknowledges.

1 respect to demand futility, the director defendants bear the burden of
2 establishing "by uncontradicted facts that the allegations [that excused
3 demand] are untrue." *Kahn*, 1992 Del. Ch. LEXIS 165, at *7 n.2, 1992 WL
4 205637, at *2 n.2; *see also Avacus Partners, L.P. v. Brian*, 1990 Del. Ch. LEXIS
5 178, 1990 WL 161909 (Del. Ch. Oct. 24, 1990) (if "a defendant files affidavits
6 definitively rebutting the allegations of the complaint, the defendant would
7 be entitled to summary judgment dismissing the complaint").

8 Here, defendants have proffered no evidence whatsoever, much
9 less evidence sufficient to satisfy the burden of proof faced by a moving
10 party seeking summary judgment, and much less evidence sufficient to
11 "deprive" a plaintiff of standing to pursue a derivative action in which the
12 Court previously found the verified allegations of the complaint(s) sufficient
13 to excuse demand.

14 **2. The Motion is Based on a Legally Mistaken Assumption.**

15 For the reasons shown in section III.A above, defendants cannot
16 combine a motion for summary judgment with their motion for leave to file
17 the summary judgment motion. But that is exactly what they attempt to do
18 by the Renewed Demand Futility MSJ. Plaintiff out of an abundance of
19 caution therefore offers the following necessarily preliminary response to
20 the merits of the motion for summary judgment.

21 Defendants' position is that the Court's "determ[ination] that a
22 majority of RDI's Directors were independent with respect to the decisions
23 challenged by [Plaintiff]," Demand Futility MSJ at 8:8-9, necessarily means
24 that those five directors are disinterested and independent for the purposes
25 of responding to a demand regarding this derivative action. For example,
26 the Renewed Demand Futility MSJ (at 11:7-9) argues that "[a]ny finding that
27 these five directors lacked independence with respect to a demand would be
28

1 inconsistent with this Court's ruling that these five directors were
2 sufficiently independent to decide on the challenged corporate actions..."³

3 Embedded in that statement is a premise that demand futility is
4 assessed based on whether directors are personally interested in the
5 challenged matters. That premise is erroneous. As a matter of law, demand
6 futility is assessed based on the director's view of the derivative action they
7 are asked to approve or disapprove, not the underlying matters which are
8 the subject of the derivative action. *Drage v. Procter & Gamble*, 694 N.E.2d
9 479, 482-83 (Ohio Ct. App. 1997) ("Futility means that the directors' minds
10 are closed to argument and that they cannot properly exercise their business
11 judgment in determining whether the suit should be filed") (quoted in
12 *Carlson v. Rabkin*, 789 N.E. 1122, 1128 (Ohio Ct. App. 2003)).

13 Thus, that the Court "determined that a majority of RDI's
14 Directors were independent with respect to the decisions challenged by
15 [Plaintiff]" (Demand Futility MSJ at 8:8-9.) does not, as the Renewed

16
17 ³ The full sentence from the Renewed Demand Futility MSJ quoted above
18 reads as follows:

19 Any finding that these five directors lacked independence with
20 respect to a demand would be inconsistent with this Court's
21 ruling that these five directors were sufficiently independent to
22 decide on the challenged corporate actions, and were therefore,
entitled to the protections of the business judgment rule, *and*
further, to judgment as a matter of law.

23 Renewed Demand Futility Motion at 11:7-10) (Emphasis supplied.)

24 As Plaintiff argued previously, and as the discussion below shows, the
25 italicized language, which correctly reflects the basis upon which the Court
26 dismissed the five, is erroneous as a matter of law. The business judgment
27 rule is a rebuttable presumption, not an irrebuttable presumption. It may be
28 invoked only by disinterested and independent directors. Once invoked,
however, it can be rebutted, as a matter of law, by evidence showing
breaches of fiduciary duties. In dismissing the five, the Court skipped that
part of the analysis. In doing so, the Court erred as a matter of law.

1 Demand Futility MSJ posits, necessarily show (much less prove) that those
2 directors' minds are open to argument such that they can properly exercise
3 disinterested, independent business judgment in determining whether this
4 derivative action should continue. Put differently, the Renewed Demand
5 Futility MSJ is based on an erroneous legal premise which, in turn, makes
6 the conclusion asserted a *non sequitur*.

7 Additionally, the evidence Plaintiff has obtained so far in
8 connection with the purported ratification by the five of prior conduct the
9 Court has found to be actionable shows clearly that the directors' minds on
10 the issue of whether this derivative action should proceed are closed,
11 completely.

12 **3. The "Ratification" Charade Shows That Demand is**
13 **Futile, or at Least That Disputed Issues of Material Fact**
14 **Remain.**

15 Notwithstanding that each of RDI and the five dismissed
16 director defendants failed (or chose not) to produce and/or log all
17 "ratification" related responsive documents, resulting in the Court's orders
18 of May 2 compelling them to take additional steps to do so, Plaintiff
19 nevertheless may (or may not) have discovered generally what transpired
20 with respect to what defendants claim constitutes ratification of certain prior
21 actionable conduct. However, Plaintiff acknowledges that discovery is
22 incomplete and that facts subsequently discovered may supplement and/or
23 modify the description of the evidence provided herein and the import of it,
24 which is why the Renewed Demand Futility MSJ should be denied on Rule
25 56(f) grounds in the event it is not denied on other grounds.

26 In a nutshell, discovery to date shows that the "ratification"
27 scheme was conceived by GT lawyers, who obtained approval from
28 defendants Ellen Cotter and Margaret Cotter to pursue it, and who then
"advised" four of the five supposedly independent directors to "ratify"

1 certain conduct the Court previously found to be actionable, all in order to
2 create a purported basis on which to seek dismissal of this derivative action.
3 Dutifully "advised," Special Independent Committee members Gould,
4 Coddington and McEachern on December 21, 2017 each agreed after a brief
5 discussion claimed privileged to move forward with the "ratification"
6 strategy. On or about December 27, 2017, GT attorneys Bonner and Ferrario
7 spoke telephonically with Wrotniak about ratification, which was the first
8 time Wrotniak heard or learned that ratifying prior conduct would be on the
9 agenda for the December 29, 2017 board meeting. Of course, he agreed and
10 voted for "ratification." Kane's agreement was foregone, because it was his
11 decisions that were being "ratified." As Gould acknowledged at his
12 deposition, "ratification" is a "litigation strategy." The evidence shows that
13 the preordained purpose of that "litigation strategy" which was and is
14 dismissal of this derivative action.

15 This discovery to date presents compelling evidence that each of
16 Gould, Coddington, McEachern, Wrotniak, and Kane's minds are closed with
17 respect to the decision they would be required to make if demand were
18 required. Indeed, the evidence shows that each of them has prejudged the
19 question that would be raised by demand, meaning that their acts and
20 omissions in furtherance of the "ratification" scheme show that demand is
21 futile or, at a minimum, raise a disputed issue of material fact that require
22 that the summary judgment motion based on demand futility be denied.

23 **4. The Deposition Testimony of the Five Shows that Each**
24 **Has Prejudged the Question that Would be Raised Were**
25 **Demand Required, Thus Showing Demand to be Futile.**

26 As observed above, the question of demand futility is a question
27 of whether directors who would be responding to a demand have open
28 minds about the derivative lawsuit. Where the directors have prejudged the
question of whether the derivative lawsuit should proceed or be dismissed,

1 demand is futile. As the evidence above shows, each of the five dismissed
2 directors the Renewed Demand Futility MSJ claims are disinterested and/or
3 independent for the purposes of demand futility in fact already have
4 determined that this derivative action should be dismissed. They have
5 prejudged that question. The evidence that they have done so shows that
6 demand would be futile or, at a minimum, raises disputed issues of material
7 fact that require denial on the merits of a renewed motion for summary
8 judgment based upon demand futility.

9 **E. *Shoen* Adopted the Two-Pronged Test Regarding Demand**
10 **Futility.**

11 In *Shoen v. SAC Holding Corp.*, 122 Nev. 621, 137 P.3d 1171 (2006),
12 the Nevada Supreme Court adopted the two-pronged demand futility
13 analysis articulated by the Delaware Supreme Court in *Aronson v. Lewis*, 473
14 A.2d 805 (Del. 1984). Quoting *Aronson*, the Nevada Supreme Court in *Shoen*
15 described the two-pronged demand futility analysis as follows:

16 "[I]n determining demand futility[,] the [the trial court] ... must
17 decide whether, under the particularized facts alleged, a
18 reasonable doubt is created that: (1) the directors are
19 disinterested and independent [or] (2) the challenged transaction
20 was otherwise the product of a valid exercise of business
21 judgment."

22 *Shoen*, 122 Nev. at 637, 137 P.3d at 1182 (quoting *Aronson*, 473 A.2d at 812).

23 The Court in *Shoen* cited additional Delaware Supreme Court
24 decisions explaining that the *Aronson* two-pronged test provides two
25 *alternative* means by which a plaintiff may demonstrate demand futility.
26 *Shoen*, 122 Nev at 638 n. 43, 137 P.3d at 1182 n. 43 (citing, *e.g.*, *Pogostin v. Rice*,
27 480 A.2d 619, 624–25 (Del. 1984) (where the plaintiff has alleged with
28 particularity facts that "support a reasonable doubt as to *either aspect* of the
Aronson analysis, the futility of demand is established and the court's
inquiry ends") (emphasis in original) and *Levine v. Smith*, 591 A.2d 194, 2016
(Del. 1991) ("The point is that in a claim of demand futility, there are two

1 alternative hurdles, either of which a derivative shareholder complainant
2 [may satisfy] to successfully withstand a Rule 23.1 motion")).

3 **1. The First Prong: Independence and Disinterestedness**

4 Independence, as used in the context of an element of the
5 business judgment rule, requires that a director is able to engage, and in fact
6 engages, in decision-making "based on the corporate merit of the subject
7 before the board rather than extraneous considerations or influences." *Gilbert*
8 *v. El Paso, Co.*, 575 A.2d 1131, 1147 (Del. 1999). "Directors must not only be
9 independent, [they also] must act independently." *Telxon Corp. v. Meyerson*,
10 802 A.2d 257, 264 (Del. 2003). Reflecting that director independence is not a
11 "check the box" type of analysis, the Nevada Supreme Court in *Shoen* stated
12 as follows:

13 "[D]irectors' independence can be implicated by particularly
14 alleging that the director's execution of their duties is unduly
15 influenced, manifesting 'a direction of corporate conduct in such
16 a way as to comport with the wishes or interests of the [person]
17 doing the controlling."

17 *Shoen*, 122 Nev. at 639, 137 P.3d at 1183 (quoting *Aronson*, 473 A.2d at 816).

18 As described above, discovery regarding how the five dismissed
19 directors came to vote to "ratify" prior conduct the Court has found to be
20 actionable shows that what each of them (other than Kane, who voted to
21 "ratify" his own prior decisions) did was to have "ratification" explained to
22 them by GT lawyers and then let the GT lawyers do what they thought
23 needed to be done to pursue "ratification" as a "litigation strategy" directed
24 at dismissal of this derivative action. For example, Gould testified that the
25 email sent by his assistant purportedly on behalf of the five dismissed
26 directors, which identified what exactly was to be "ratified," was drafted by
27 GT lawyers without any input from him. Each of the other four dismissed
28 directors testified that they had not seen that email prior to being set.

1 Clearly, what the five dismissed directors did is what GT lawyers asked
2 and/or told them to do, with little if anything beyond that. Thus, the
3 evidence regarding "ratification" demonstrates a lack of independence on
4 the part of the same five directors the Renewed Demand Futility MSJ claims
5 are independent for demand futility purposes.

6 Additionally, the fact that four of the five (excluding Kane, who
7 "ratified" his own prior decisions) relied on the advice of counsel who
8 represent RDI and, in doing so, answer to the remaining defendants, starting
9 with Ellen Cotter, separately evidences that those four directors lack
10 independence, as a matter of law. *Gesoff v. IIC Industries Inc.*, 902 A.2d 1130
11 (Del. Ch. 2006), *subsequent proceedings*, 2006 Del. Ch. LEXIS 161, 2006 WL
12 2521441 (Del. Ch. Aug. 22, 2006) ("[A] special committee's decision to use the
13 legal and financial advisors already advising the parent 'alone rais[ed]
14 questions regarding the quality and independence of the counsel and advice
15 received' "); *id.* at 1147 (citing *In re Tele-Communications, Inc. Shareholders*
16 *Litigation*, 2005 Del. Ch. LEXIS 206, 2005 WL 3642727 (Del. Ch. Dec. 21,
17 2005)). At a minimum, this obvious conflict of interest gives rise to disputed
18 issues of material fact regarding the independence of four of the five
19 dismissed directors. This, too, requires denial of the Renewed Demand
20 Futility MSJ.

21 2. The Second Prong: Valid Exercises of Business Judgment

22 With respect to the second prong of the *Aronson* test for demand
23 futility, the *Shoen* court stated as follows:

24 When undertaking analysis under the second prong of the
25 Aronson test to determine if the complaint's particularized facts
26 raise a reasonable doubt as to the challenged transaction
27 constituting a valid exercise of business judgment, "the alleged
28 wrong is substantively reviewed against the factual background
alleged in the complaint."

Shoen, 122 Nev. at 638, 137 P.3d at 1182 (quoting *Aronson*, 473 A.2d at 814).

1 The threshold the plaintiff must meet is "reasonable doubt." The
2 Delaware Supreme Court in *Grimes v. Donald* explained that "[r]easonable
3 doubt can be said to mean that there is a reason to doubt." 673 A.2d 1207,
4 1217 (Del 1996). "This concept [of reasonable doubt] is sufficiently flexible
5 and workable to provide the stockholder with 'the keys to the courthouse' in
6 an appropriate case where the claim is not based on mere suspicions are
7 stated solely in conclusory terms." *Id.*; see also *Beam v. Stewart*, 845 A.2d 1040,
8 1050 (Del. 2004) (quoting *Grimes* and holding same).

9 The issue here is whether the evidence Plaintiff has proffered (in
10 response to the various motions for partial summary judgment and to
11 Gould's motion for summary judgment) is sufficient to raise disputed issues
12 of material fact with respect to whether any or all of the dismissed five
13 breached their fiduciary duties in connection with the various matters that
14 were the subjects of the foregoing motions. In denying all of those motions
15 (except for one which was granted on a different and here irrelevant basis),
16 the Court necessarily found that the complained of conduct is actionable.
17 Additionally, the Court stated that the conduct of the dismissed directors
18 themselves could be a subject of proof at trial, as follows:

19 THE COURT: So can I cut to the chase. The defendants are not
20 correct by indicating that they believe that the conduct of the
21 disinterested directors will not be the subject of evidence before
22 the jury for breach of fiduciary duty claims as to the remaining
23 defendants. If you thought that, that was not what I said.

24 January 4, 2018 Hearing Tr. at 12:10-15.

25 Thus, the second prong of the two-pronged demand futility
26 analysis requires the Court to review the complained-of conduct to
27 determine whether or not that conduct may constitute a breach of any of the
28 directors' fiduciary duties. Here, the Court did do so and denied motions
for partial summary judgment. Under the second prong of the two-pronged

1 demand futility analysis applicable here, the Court therefore must deny the
2 Renewed Demand Futility MSJ.

3 **IV. CONCLUSION**

4 For all the foregoing reasons, as well as the reasons stated in
5 Plaintiff's prior briefs and evidence referenced herein, plaintiff respectfully
6 submits that the Renewed Demand Futility Motion should be denied.

7 MORRIS LAW GROUP

8
9 By: /s/ Akke Levin

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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) **PLAINTIFF JAMES J. COTTER JR.'S OPPOSITION TO READING INTERNATIONAL, INC.'S MOTION FOR LEAVE TO FILE DISPOSITIVE MOTION** to be served via the Court's Odyssey E-Filing System: 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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**DISTRICT COURT
CLARK COUNTY, NEVADA**

JAMES J. COTTER, JR.,	) Case No. A-15-719860-B
derivatively on behalf of Reading	) Dept. No. XI
International, Inc.,	)
	) Coordinated with:
Plaintiff,	)
v.	) Case No. P-14-0824-42-E
	) Dept. No. XI
MARGARET COTTER, ELLEN	)
COTTER, GUY ADAMS,	) Jointly Administered
EDWARD KANE, DOUGLAS	)
McEACHERN, WILLIAM	) DECLARATION OF MARK
GOULD, JUDY CODDING,	) KRUM IN SUPPORT OF
MICHAEL WROTNIAK,	) PLAINTIFF JAMES J. COTTER,
	) JR.'S OPPOSITON TO READING
Defendants.	) INTERNATIONAL, INC.'S
And	) MOTION FOR LEAVE TO FILE
READING INTERNATIONAL,	) DISPOSITIVE MOTION
INC., a Nevada corporation,	)
Nominal Defendant.	)

1 I, Mark Krum, declare:

2 1. I am an attorney with Yurko, Salvesen & Remz, P.C., counsel for
3 Plaintiff James J. Cotter, Jr. I make this declaration based upon personal
4 knowledge, except where stated upon information and belief, and as to that
5 information, I believe it to be true. If called to testify as to the contents of this
6 declaration, I am legally competent to testify to its contents in a court of law.

7 2. As the Court knows, defendants failed to produce documents
8 and/or log documents withheld on the basis of privilege that related to
9 "ratification."

10 3. Discovery to date regarding "ratification," though incomplete
11 and subject to the Court's orders of May 2, 2018, shows that the "ratification"
12 was conceived by Greenberg Traurig ("GT") lawyers, who shared it with
13 defendants Ellen Cotter and Margaret Cotter, as well as with Craig
14 Tompkins, who now is RDI's General Counsel. After the "ratification"
15 apparently was approved the Cotter sisters and Tompkins, GT lawyers on
16 December 21, 2017 then "advised" Special Independent Committee members
17 Gould, Coddington and McEachern how to "ratify" prior (actionable) conduct
18 which had not previously been approved by a disinterested and
19 independent majority of RDI directors. Gould acknowledged at his
20 deposition that "ratification" is a "litigation strategy" in this derivative
21 action. (See Ex. 2, 4/5/18 Gould Dep. Tr. at 541:15-18.) The foregoing events
22 are among the following:

- 23 • On or about December 15, 2017, GT attorney Bonner sent an email to
24 Tompkins, with a copy to Ellen Cotter, regarding ratification. (See Ex.
25 1, Dep. Ex. 528, RDI's February 22, 2018 privilege log at p. 33, entries
26 ending in 60823 and 60824);

- 1 • On or about December 15, 2017, GT attorney Ferrario spoke with
- 2 Margaret Cotter regarding ratification. (See Ex. 7, Margaret Cotter
- 3 February 14, 2018 Interrogatory Responses at 4:3 - 5:17);
- 4 • On December 21, GT attorney Bonner sent an email to Tompkins, GT
- 5 attorney Ferrario and Ellen Cotter regarding "special
- 6 committee/stockholder action alternatives." (See Ex. 1, Dep. Ex. 528
- 7 and RDI's February 22, 2018 privilege log at p. 27, 60533);
- 8 • On December 21, 2017, GT attorneys Bonner and Ferrario discussed
- 9 ratification telephonically with Special Independent Committee
- 10 members Gould, Coddington and McEachern. (See Ex. 8, the April 12,
- 11 2018 correspondence from GT producing an almost entirely redacted
- 12 version of December 21, 2017 Special Independent Committee meeting
- 13 minutes) (Ex. 1, Dep. Ex. 528, RDI's February 22, 2018 privilege log at
- 14 p. 2, 8, entries ending in entries ending in 59829 and 60012,
- 15 respectively);
- 16 • According to Gould, the Special Independent Committee on December
- 17 21, 2017 formally took action, which was to "request[] [to Ellen Cotter
- 18 as chair of the board of directors] that the Company include the
- 19 subject [of ratification] on the agenda for its next meeting, and call for
- 20 a special meeting if there was not a regular meeting being scheduled."
- 21 (See Ex. 2, 4/5/18 Gould Dep. Tr. at 528:10-18).
- 22 • Gould then had follow-up calls with Bonner and Ferrario of GT. (See
- 23 Ex. 2, 4/5/18 Gould Dep. Tr. at 510:22-511:3);
- 24 • On December 27, GT attorney Bonner emailed Tompkins and copied
- 25 other GT lawyers the (December 27) document "for Bill Gould to sign."
- 26 (See Ex. 1, Deposition Ex. 528, RDI's February 22, 2018 privilege log at
- 27 p. 1, entries ending in 59768);
- 28

- On December 27, Tompkins responded, presumably approving the Bonner draft of Gould's December 27, 2017 email. (See Ex. 1, Deposition Ex. 528, RDI's February 22, 2018 privilege log at p. 22, entries ending in 60404, 60424);
- On December 27, 2017, Gould and his assistant transmitted the email bearing that date, which Gould testified that he did not draft. Gould testified that GT attorneys Bonner and Ferrario drafted the December 27, 2017 email and that he (Gould) provided no input about it and made no changes to it. (See Ex. 2, 4/5/18 Gould Dep. Tr. at 530:2 – 531:14).
- Each of McEachern, Coddling, Wrotniak and Kane testified that they had not seen Gould's December 27, 2017 email--supposedly sent on their behalf--prior to their depositions (or, for Wrotniak, preparing for his deposition) this year. (Ex. 3, McEachern 2/28/18 dep. Tr. at 544:3-8; Ex. 5, Coddling 2/28 dep. Tr. at 231:9-232:5; Ex. 4, Wrotniak 3/6/18 dep. Tr. at 91:17-93:2; Ex. 6, Kane 4/20/18 dep. Tr. at 683:14-19)
- On or about December 27, 2017, GT attorneys Bonner and Ferrario spoke telephonically with Wrotniak (together with Coddling) about ratification, which was the first time Wrotniak heard or learned that ratifying prior conduct would be on the agenda for the December 29, 2017 board meeting. (See Ex. 4, Wrotniak 3/6/18 Dep. Tr. at 41:2 – 42:25);
- On December 29, 2017, Litigation Committee members Gould, Coddling and McEachern, together with Wrotniak and Kane, voted to "ratify" certain prior conduct of Adams, Kane and McEachern in June 2015 of voting to terminate Plaintiff as President and CEO of RDI and of Adams and Kane in September 2015 as members of the RDI Board of Directors Compensation Committee in authorizing the use of RDI

1 class A nonvoting stock to pay for the exercise of the so-called 100,000
2 share option.

3 4. With respect to the question of whether they would vote to
4 allow this derivative action to proceed or vote to have it dismissed, each of
5 the five testified to the effect that they already had determined that it should
6 not proceed and that they would vote to terminate it. Gould testified that
7 "[m]y vote would be to terminate, to terminate the derivative action." (See
8 Ex. 2, Gould 4/5/18 dep. tr. at 547:17-19 and 548:19-23.) He forthrightly
9 acknowledged that the reason he would vote to terminate this derivative
10 action is that he is a defendant. (See Ex. 2, Gould 4/5/18 dep. tr. at 548:24-
11 549:4.) Codding testified with respect to this derivative action as follows: "I
12 don't think it should go forward." (See Ex. 5, Codding 2/28/18 dep. tr. at
13 234:12-17.) She explained that she did not see the purpose of it or
14 understand it. (*Id.*) McEachern likewise testified that he would "vote to
15 dismiss the [derivative] lawsuit." (See Ex. 3, McEachern 2/28/18 dep. tr. at
16 526:14-21.) He explained that he understood this derivative lawsuit to
17 concern simply "reinstatement" of Plaintiff as CEO and damages from his
18 termination, and McEachern does not believe there were any. (See Ex. 3,
19 McEachern 2/28/18 dep. tr. at 526:22-527:2.) Wrotniak's testimony was to the
20 same effect; his answer to a question asking his view of this derivative
21 lawsuit was that "the board had the right to terminate [Plaintiff] and made
22 an informed decision and took it." (See Ex. 4, Wrotniak dep. tr. at 76:9-14.)
23 Kane, whose prior decisions were subjects of the purported ratifications and
24 who GT apparently did not consult prior to December 29, 2017 board
25 meeting, in response to the question about how he would vote on whether
26 this derivative lawsuit should proceed or be terminated, answered
27 "terminate it tomorrow, please, sir." (See Ex. 6, Kane 4/20/18 dep. tr. at 690:6-
28 9.)

1 5. In view of the foregoing, plaintiff anticipates that if and when
2 defendants comply with their discovery obligations under the Court's
3 orders of May 2, 2018, the additional evidence will further undermine claims
4 of independence and/or disinterestedness on the part of the dismissed five
5 directors.

6 6. However, unless and until that discovery is completed, plaintiff
7 will not possess, and of course not be able to use, a full of not complete set of
8 facts bearing upon those issues.

9
10
11 Executed this 11th day of May, 2018



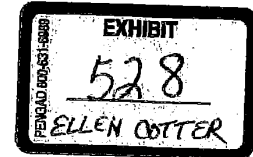
Mark G. Krum, Esq.

EXHIBIT 1

ELECTRONICALLY SERVED
2/22/2018 2:58 PM



KARA HENDRICKS
Tel 702.792.3773
Fax 702.792.9002
hendricksk@gtlaw.com



February 22, 2018

Via Wiznet eService

All Counsel of Record

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

Dear Counsel:

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

Best regards,

/s/ Kara Hendricks

Kara Hendricks, Esq.
GREENBERG TRAURIG

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~OPERATES AS GREENBERG
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**STRATEGIC ALLIANCE

GREENBERG TRAURIG, LLP ■ ATTORNEYS AT LAW ■ WWW.GTLAW.COM
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LV 421074284v1

Case Number: A-15-719860-B

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	

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)

RD10000059815			12/28/2017	2017 12 29 Agenda BOD Meeting Re Compensation_Final.pdf					Attachment to Privileged Communication	
RD10000059816			12/28/2017	2017 12 27 Compensation and Stock Options Committee Materials.pdf					Attachment to Privileged Communication	
RD10000059817			12/28/2017	2017 12 29 Board Materials.pdf					Attachment to Privileged Communication	
RD10000059829		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	
RD10000059843			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Direct....doc					Work product	
RD10000059862	RD10000059863	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	
RD10000059863			12/31/2017	421037223_v 2_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017.DOCX					Work product	

EJDC Case No. A-15-719860
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February 22, 2018 (Deduped and Supplemented)

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

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)

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_v4_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	

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Reading International's Privilege Log (Responses to JJC Jr.'s RFPs dated January 12, 2018)
February 22, 2018 (Deduped and Supplemented)

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@deloitteired.co m; Edward Kane <elkane@san. rr. com> <elkane@san.rr.com>	Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>	Communication with Counsel; Work product	Communication regarding Special Board Meeting
RDI0000059932			1/4/2018	Document1.docx					Work product	
RDI0000059933			1/4/2018	Document1.docx					Work product	
RDI0000059937		12/27/2017		FW For Bill Gould to sign.msg	FW: For Bill Gould to sign	William D. Gould Esq. (wgould@troygould.com)	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>	Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>	Communication with Counsel; Work product	Communication regarding draft letter re Special Board Meeting
RDI0000059939			12/28/2017	2017 12 29 Agenda BOD Meeting Re Compensation_Final. pdf					Attachment to Privileged Communication	
RDI0000059940			12/28/2017	2017 12 27 Compensation and Stock Options Committee Materials.pdf					Attachment to Privileged Communication	

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February 22, 2018 (Deduped and Supplemented)

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@deloitteired.co m>	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.co m>	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_v4_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	

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February 22, 2018 (Deduped and Supplemented)

RD10000059980			12/31/2017	421037223_v 2_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017.DOCX					Work product	
RD10000059982			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (2).DOC					Work product	
RD10000059983			1/3/2018	421038703_v 1_GTRedline_421037 223v1 - 421037223v4.pdf					Communication with Counsel; Work product	
RD10000060002			1/4/2018	Document1.docx					Work product	
RD10000060003			1/4/2018	Document1.docx					Work product	
RD10000060005		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	
RD10000060006		12/27/2017		FW use of Executive Committee.msg	FW: use of Executive Committee	Craig Tompkins (Craig.Tompkins@readingrdi.com)	Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; Hendricks, Kara (Shld-LV-LT) <hendricksk@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>	Communication with Counsel; Work product	

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February 22, 2018 (Deduped and Supplemented)

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

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RD10000060032			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (2).DOC					Work product	
RD10000060033			1/3/2018	421038703_v 1_GTRedline_421037 223v1 - 421037223v4.pdf					Communication with Counsel; Work product	
RD10000060034	RD10000060035	1/3/2018		Revised draft Reading International Inc Minutes of the Board of Directors Meeting December 29 2017.msg	Revised draft; Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>; 'Craig.Tompkins@readingrdi.com '; 'David Armillei' <davidarmillei@quinnemanuel.c om>	Jackson, Carolyn (Secy-LV-CP) </o=GTLAW/ou=LV/cn=Recipients /cn=jacksonc>	Michael J. Bonner (bonnerm@gtlaw.com); Rosehill, Andrea (Secy-LV-LT) <rosehilla@gtlaw.com>	Communication with Counsel; Work product	
RD10000060035			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (3).DOC					Work product	
RD10000060036	RD10000060037;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	
RD10000060037			1/4/2018	GTRedline_2017 Form of Non-Employee Directors -RSU Grant - FINAL - Filed Document.pdf					Communication with Counsel; Work product	
RD10000060038			1/4/2018	2017 Form of Non- Employee Directors - RSU Grant - FINAL.DOCX					Work product	

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

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RD10000060101		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	
RD10000060102		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	
RD10000060103		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	
RD10000060123		1/3/2018		RE Minutes (Bonner Michael J (Shld-LV-CP)).msg	RE: Minutes.	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>	Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>; Jackson, Carolyn (Secy-LV-CP) <jacksonc@gtlaw.com>	Communication with Counsel; Work product	Communication regarding draft Board Minutes

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RD10000060124		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	
RD10000060125		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	
RD10000060126		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	
RD10000060127		1/3/2018		RE Reading International Inc Minutes of the Board of Directors Meeting December 29 2017 (Cowden Tami D (OfCnsl-LV-LT)).msg	RE: Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; Craig Tompkins <Craig.Tompkins@readingrdi.com>	Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>	Jackson, Carolyn (Secy-LV-CP) <jacksonc@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>	Communication with Counsel; Work product	

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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_v2_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017.DOCX					Work product	

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RD10000060143	RD10000060144;R DI0000060145	1/3/2018		Reading International Inc Minutes of the Board of Directors Meeting December 29 2017 (Jackson Carolyn (Secy-LV- CP)).msg	Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>; Craig.Tompkins@readingrdi.com	Jackson, Carolyn (Secy-LV-CP) <jacksonc@gtlaw.com>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>	Communication with Counsel; Work product	
RD10000060144			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (2).DOC					Work product	
RD10000060145			1/3/2018	421038703_v 1_GTRedline_421037 223v1 - 421037223v4.pdf					Communication with Counsel; Work product	
RD10000060147			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (3).DOC					Work product	

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RD10000060161		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	
RD10000060162	RD10000060163;RD10000060164;RD10000060165;RD10000060166	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	
RD10000060163			12/22/2017	20150921 Compensation & Stock Option Committee Mintues.pdf					Attachment to Privileged Communication	
RD10000060164			12/22/2017	20150612 BOD Minutes.pdf					Attachment to Privileged Communication	
RD10000060165			12/22/2017	20150529 BOD Minutes.pdf					Attachment to Privileged Communication	
RD10000060166			12/22/2017	20150521 BOD Minutes.pdf					Attachment to Privileged Communication	
RD10000060185		1/4/2018		RE ATTORNEY CLIENT COMMUNICATION - Press Release (Bonner Michael J (Shld-LV-CP)).msg	RE: ATTORNEY CLIENT COMMUNICATION - Press Release	'Susan Villeda' <susan.villeda@readingrdi.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>; Craig Tompkins <Craig.Tompkins@readingrdi.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; 'Gross, Matthew' <mgross@joelefrank.com>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>	reading-jf <reading-jf@joelefrank.com>	Communication with Counsel; Work product	Communication regarding draft Press Release

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RD10000060193		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	
RD10000060194		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	
RD10000060196			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Direct....doc					Work product	
RD10000060207	RD10000060208	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	
RD10000060208			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (3).DOC					Work product	

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

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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).D OCX					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	

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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

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RD10000060296	RD10000060299	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	
RD10000060299			1/3/2018	421037223_v4_Reading International, Inc. Minutes of the Board of Direct....doc					Work product	
RD10000060329			1/3/2018	421037223_v4_Reading International, Inc. Minutes of the Board of Direct....doc					Work product	
RD10000060358		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	
RD10000060364		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	
RD10000060376			1/18/2018	Document1.docx					Work product	
RD10000060377			1/18/2018	Document1.docx					Work product	

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

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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	

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RD10000060450		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	
RD10000060452		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	
RD10000060464		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	
RD10000060475			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (2).DOC					Work product	
RD10000060476			1/3/2018	421038703_v 1_GTRedline_421037 223v1 - 421037223v4.pdf					Communication with Counsel; Work product	
RD10000060477		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	
RD10000060480	RD10000060482; RD10000060483	1/3/2018		Ratificat.zip?Ratificat\ Reading International Inc. Minutes of the Board of Directors Meeting December 29 2017 [01.03.18 D].msg	Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	ferrariom@gtlaw.com; cowdent@gtlaw.com; Craig Tompkins <Craig.Tompkins@readingrdi.com>	jacksonc@gtlaw.com	bonnerm@gtlaw.com	Communication with Counsel; Work product	

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RD10000060482			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (2).DOC						Work product	
RD10000060483			1/3/2018	421038703_v 1_GTRedline_421037 223v1 - 421037223v4.pdf						Communication with Counsel; Work product	
RD10000060484			1/3/2018	Ratificat.zip?Ratificat\ Reading International Inc. Minutes of the Board of Directors Meeting December 29 2017 [01.03.18 E].msg	Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Craig Tompkins <Craig.Tompkins@readingrdi.co m>; jacksonc@gtlaw.com; ferrariom@gtlaw.com; cowdent@gtlaw.com	bonnerm@gtlaw.com			Communication with Counsel; Work product	
RD10000060486			1/3/2018	Ratificat.zip?Ratificat\ Reading International Inc. Minutes of the Board of Directors Meeting December 29 2017 [01.03.18 F].msg	Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Craig Tompkins <Craig.Tompkins@readingrdi.co m>	bonnerm@gtlaw.com	jacksonc@gtlaw.com; ferrariom@gtlaw.com; cowdent@gtlaw.com; Ellen Cotter <Ellen.Cotter@readingrdi.com>		Communication with Counsel; Work product	
RD10000060496			1/18/2018	421037223_v 2_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017.DOCX						Work product	

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RD10000060497	RD10000060499	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	
RD10000060499			1/18/2018	421037223_v2_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017.DOCX					Work product	
RD10000060504	RD10000060506	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	
RD10000060506			1/3/2018	421037223_v4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (3).DOC					Work product	
RD10000060509			1/3/2018	421037223_v4_Reading International, Inc. Minutes of the Board of Direct....doc					Work product	

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RD10000060512			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (3).DOC					Work product	
RD10000060513	RD10000060515	1/3/2018		Ratificat.zip?Ratificat\ Revised draft; Reading International Inc. Minutes of the Board of Directors Meeting December 29 2017 [01.03.18).msg	Revised draft; Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	ferrariom@gtlaw.com; cowdent@gtlaw.com; Craig Tompkins <Craig.Tompkins@readingrdi.co m>; davidarmillei@quinnemanuel.co m	jacksonc@gtlaw.com	bonnerm@gtlaw.com; rosehilla@gtlaw.com	Communication with Counsel; Work product	
RD10000060515			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Direct....doc					Work product	
RD10000060518			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Direct....doc					Work product	
RD10000060521			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Direct....doc					Work product	

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

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

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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.co m>; mark ferrario (ferrariom@gtlaw.com); bonnerm@gtlaw.com; 'Gross, Matthew' <mgross@joelefrank.com>	Susan Villeda	reading-jf <reading- jf@joelefrank.com>	Communication with Counsel; Work product	Communication regarding draft Press Release
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.co m>; ferrariom@gtlaw.com; mgross@joelefrank.com	bonnerm@gtlaw.com	reading-jf@joelefrank.com	Communication with Counsel; Work product	Communication regarding draft Press Release
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	

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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.co m>	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).D OCX					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.co m>; 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.ms g	ATTORNEY CLIENT COMMUNICATION	Craig Tompkins <Craig.Tompkins@readingrdi.co m>; Ellen Cotter <Ellen.Cotter@readingrdi.com>	Gross, Matthew	reading-jf <reading- jf@joelefrank.com>; mark ferrario (ferrariom@gtlaw.com); bonnerm@gtlaw.com	Communication with Counsel; Work product	Communication regarding draft Press Release

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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	

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

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)

RD10000060802		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.co m>; hendricksk@gtlaw.com	cowdent@gtlaw.com		Communication with Counsel; Work product	Communication regarding draft letter re Special Board Meeting
RD10000060810		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
RD10000060822		1/3/2018		Minutes. [01.03.18].msg	Minutes.	Craig Tompkins <Craig.Tompkins@readingrdi.co m>	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
RD10000060823		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
RD10000060824		12/15/2017		Misc.msg	Misc	Craig Tompkins <Craig.Tompkins@readingrdi.co m>	bonnerm@gtlaw.com	Ellen Cotter <Ellen.Cotter@readingrdi.com>; ferrariom@gtlaw.com	Communication with Counsel; Work product	Communication regarding ratification process
RD10000060829			1/4/2018	2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - DRAFT 1.4.18 11.53am.docx					Work product	
RD10000060843		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	
RD10000060846		12/27/2017		Ratification.msg	Ratification	Craig Tompkins <Craig.Tompkins@readingrdi.co m>; ferrariom@gtlaw.com	bonnerm@gtlaw.com	Ellen Cotter <Ellen.Cotter@readingrdi.com>; cowdent@gtlaw.com	Communication with Counsel; Work product	

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February 22, 2018 (Deduped and Supplemented)

RD10000060855			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (2).DOC					Work product	
RD10000060856			1/3/2018	421038703_v 1_GTRedline_421037 223v1 - 421037223v4.pdf					Communication with Counsel; Work product	
RD10000060862			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (2).DOC					Work product	
RD10000060863			1/3/2018	421038703_v 1_GTRedline_421037 223v1 - 421037223v4.pdf					Communication with Counsel; Work product	
RD10000060872		1/3/2018		Reading International Inc. Minutes of the Board of Directors Meeting December 29 2017 [01.03.18].msg	Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Craig Tompkins <Craig.Tompkins@readingrdi.co m>; jacksonc@gtlaw.com; ferrariom@gtlaw.com; cowdent@gtlaw.com	bonnerm@gtlaw.com	Ellen Cotter <Ellen.Cotter@readingrdi.com>	Communication with Counsel; Work product	
RD10000060876			1/18/2018	421037223_v 2_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017.DOCX					Work product	

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

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Reading International's Privilege Log (Responses to JJC Jr.'s RFPs dated January 12, 2018)
February 22, 2018 (Deduped and Supplemented)

RD10000060899	RD10000060901	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	
RD10000060901			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Direct....doc					Work product	
RD10000060904		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
RD10000060907		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
RD10000060911		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
RD10000060928		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	
RD10000060930		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	
RD10000060932		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	
RD10000060936		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	

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Reading International's Privilege Log (Responses to JJC Jr.'s RFPs dated January 12, 2018)
February 22, 2018 (Deduped and Supplemented)

RD10000060944		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
RD10000060949		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
RD10000060953			1/2/2018	Document1 [Compatibility Mode].doc					Communication with Counsel; Work product	
RD10000060956			1/3/2018	Draft December 29, 2017 Board Minutes.doc					Communication with Counsel; Work product	
RD10000060959			1/3/2018	Draft December 29, 2017 Board Minutes.doc					Communication with Counsel; Work product	
RD10000060964		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
RD10000060966	RD10000060968	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
RD10000060968			1/2/2018	Document1 [Compatibility Mode].doc					Communication with Counsel; Work product	
RD10000060971			1/3/2018	Draft December 29, 2017 Board Minutes.doc					Communication with Counsel; Work product	

EXHIBIT 2

WILLIAM GOULD, VOLUME III - 04/05/2018

Page 497 DISTRICT COURT CLARK COUNTY, NEVADA JAMES J. COTTER, JR., individually and derivatively on behalf of Reading International, Inc., Plaintiff, vs. MARGARET COTTER, et al., Defendants, _____ and _____ READING INTERNATIONAL, INC., a Nevada Corporation, Nominal Defendant. Videotaped Deposition of WILLIAM GOULD, taken at the offices of Sheppard, Mullin, Richter & Hampton, LLP, 16th Floor Conference Room, 1901 Avenue of the Stars, Suite 1600, Century City, California, on Thursday, April 5, 2018 at 9:32 A.M., before Lori Byrd, Registered Professional Reporter, Certified Realtime Reporter, Certified LiveNote Reporter, Realtime Systems Administrator, Kansas Certified Court Reporter 1681, Oklahoma Certified Shorthand Reporter 1981, and Certified Shorthand Reporter in and for the State of California 13023.	Page 499 APPEARANCES, CONTINUING For the Defendant Reading International, Inc.: (Counsel present by speakerphone from remote site) GREENBERG TRAURIG, LLP BY: KARA HENDRICKS, ESQUIRE 3773 Howard Hughes Parkway Suite 400 North Las Vegas, Nevada 89169 Phone 702-792-3773 E-mail hendricksk@gtlaw.com ALSO PRESENT Cory Tyler Legal Videographer Litigation Services Phone 800-330-1112				
Page 498 APPEARANCES For the Plaintiff: LEWIS ROCA ROTHGERBER CHRISTIE, LLP BY: MARK G. KRUM, ESQUIRE 3993 Howard Hughes Parkway Suite 600 Las Vegas, Nevada 89169 Phone 702-949-8200 E-mail mkrum@lrrc.com For the Witness William Gould: BIRD, MARELLA, BOXER, WOLPERT, NESSIM, DROOKS, LINCENBERG & RHOW, P.C. BY: SHOSHANA E. BANNETT, ESQUIRE 1875 Century Park East Los Angeles, California 90067-2561 PHONE 310-201-2100 FAX 310-201-2110 E-MAIL sbannett@birdmarella.com For the Defendants Margaret Cotter, Ellen Cotter, Douglas McEachern, Guy Adams and Edward Kane: QUINN EMANUEL URQUHART & SULLIVAN, LLP BY: NOAH HELPERN, ESQUIRE 865 South Figueroa Street 10th Floor Los Angeles, California 90017 Phone 213-443-3000 Fax 213-443-3100 E-mail noahhelpern@quinnemanuel.com	Page 500 INDEX OF EXAMINATIONS WITNESS: WILLIAM GOULD VOLUME 3 <table border="0"> <tr> <td>CONTINUING EXAMINATION</td> <td>PAGE</td> </tr> <tr> <td>By Mr. Krum</td> <td>504</td> </tr> </table> ----- INSTRUCTION BY COUNSEL NOT TO ANSWER None ----- RECORD MARKED PER REQUEST OF COUNSEL None ----- STIPULATIONS Page 512 Page 575 -----	CONTINUING EXAMINATION	PAGE	By Mr. Krum	504
CONTINUING EXAMINATION	PAGE				
By Mr. Krum	504				

Page 509 1 ratifications? 2 A. I believe that the first contact I had was 3 either in mid-November, or late November of 2017. 4 Q. With whom? 5 A. Counsel. 6 Q. Who? 7 A. Mike Bonner and Mike Ferrario of Greenberg 8 Traurig. 9 Q. Was this contact in person or telephonic? 10 A. This was a telephonic contact. 11 Q. And it was just the two or three of you, 12 meaning you and one or both Bonner and Ferrario? 13 A. Yes. I was the chairman of the special 14 committee and they were discussing it with me in my 15 capacity as the chairperson of that committee. 16 Q. Okay. I'm not going to ask you who said 17 what. 18 A. Okay. 19 Q. Let me ask you about all the logistics. 20 Was this call a scheduled call? 21 A. I don't recall. 22 Q. Do you recall who placed or initiated the 23 call? 24 A. No. 25 Q. Okay. When the subject of ratification was	Page 511 1 members of the committee, which was Judy Coddling -- 2 Judy Coddling and Doug McEachern, that I had had this 3 conversation with Mark and Mike, and that I wanted 4 to explain to them what the concept was and why it 5 was important. 6 Q. And when did that occur? 7 A. I would think sometime early December. 8 Q. Was that in person or by telephone? 9 A. That would be by telephone. 10 Q. Was anyone else, other than you, McEachern 11 and Coddling, party to that conversation? 12 A. My recollection is that Mike Bonner was on 13 that call. 14 Q. So excluding anything Mike Bonner said, or 15 excluding anything anyone else said that repeated 16 something Bonner said, who said what about 17 ratification? 18 MS. BANNETT: Objection. I don't think 19 that adequately -- 20 MS. HENDRICKS: I'm going to object here, 21 Mark. I think we need to be very careful. He also 22 said he talked to Mr. Ferrario. And to the extent 23 any of the discussions were related to anything from 24 counsel, they're protected by attorney-client 25 privilege.
Page 510 1 raised by Bonner or Ferrario or both of them, as the 2 case may be on this call, was that literally the 3 first time you had heard the concept, or notion? 4 MS. BANNETT: Assume -- 5 MR. KRUM: In the context of RDI business. 6 MS. BANNETT: Assumes facts not in 7 evidence. 8 A. In the context of RDI business, I believe 9 it is. I was vaguely aware that Nevada law had a 10 provision that was kind of unique, but I had never 11 operated under it before, so I wasn't intimately 12 familiar with it. 13 BY MR. KRUM: 14 Q. What was the next -- strike that. 15 Did you have any understanding, exclusive 16 of something you acquired from talking to Bonner 17 and/or Ferrario, about how or why the notion or 18 concept of ratification was raised in mid to late 19 November of 2017? 20 A. No. It came solely from Bonner and 21 Ferrario. 22 Q. Okay. What was your next communication 23 with respect to the notion or concept of 24 ratification at RDI? 25 A. My next communication was to notify the	Page 512 1 MR. KRUM: Okay. 2 MS. HENDRICKS: Other than that, he can 3 answer. 4 MR. KRUM: Go ahead, Ms. Bannett. 5 MS. BANNETT: I just would like to add to 6 the extent that anyone asked a question that 7 reflected a request for attorney-client advice, that 8 should also be encompassed in the scope of the 9 attorney-client privilege. 10 MR. HELPERN: Can we have maybe a 11 stipulation that the defendants will join in each 12 other's objections? We don't have to verbally join 13 every single time? 14 MR. KRUM: Yes. 15 So let me rephrase the question. 16 BY MR. KRUM: 17 Q. During this conversation in early December 18 with the other Special Committee members, McEachern 19 and Coddling, to which Mike Bonner was party, 20 excluding anything that Bonner said, and excluding 21 anything that anyone else said that came from or 22 repeated something a lawyer had said, what was said 23 about ratification? 24 MR. HELPERN: Can you do that one more 25 time? I just want to make sure -- I'm not sure that

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Page 525 1 this easier for you and me to not be asking about 2 your personal life. 3 Did you travel over the year-end holidays? 4 A. No. 5 Q. Well, that doesn't help, then. 6 Two prior witnesses did and said they were 7 in different places and it helped them place things 8 in time, is why I asked. 9 A. Uh-huh. Uh-huh. 10 Q. So what was the next communication or 11 action you had or did with respect to ratification? 12 A. The next action was a meeting of the 13 Special Committee to request that the board consider 14 the ratification. 15 And we sent that out -- after it had been 16 approved, that notice was then sent to Ellen Cotter 17 and the company. 18 Q. When was this -- and by the "Special 19 Committee" you're referring to you, McEachern and 20 Coddington, correct? 21 A. Yes. 22 Q. And was Mr. Bonner there or on the phone, 23 as the case may be? 24 A. He's on the phone for every meeting of the 25 Special Committee.	Page 527 1 I just ask that the lawyers at this 2 deposition do what the lawyers previously didn't, 3 which is follow through and tell me they're going to 4 be produced or they're not. 5 MS. HENDRICKS: Mark, I don't think 6 anybody's made that request to RDI, at least that 7 I've been told. I'll look into it. 8 MR. KRUM: Well, in my view, the documents 9 are responsive to our written requests. And it was 10 raised, Kara, at a deposition that you did not 11 attend. I think Mark was at that deposition for 12 RDI. 13 All right. So, by the way -- 14 MS. BANNETT: I haven't been present at any 15 other depositions -- 16 MR. KRUM: You haven't been there, no. 17 That's why I didn't ask you. And you're not in the 18 litigation, so -- 19 MS. BANNETT: Correct. 20 MR. KRUM: -- although I think it's 21 responsive to the request, let me help you out. 22 BY MR. KRUM: 23 Q. Have you received the minutes, or draft 24 minutes of that meeting? Presumably yes. It's now 25 April.
Page 526 1 Q. For the entire meeting? 2 A. Unless we have to meet with him, we have a 3 session in camera, but that's it. 4 Q. When did this Special Committee meeting 5 occur? 6 A. I would have to think it would be the week 7 immediately -- right around Christmas. Right around 8 that time. 9 Q. Christmas was on Monday. The notice, I 10 think, you're calling it, was set on Wednesday, the 11 27th. And the meeting was on Friday, the 29th. 12 Does that chronology sound right? 13 A. That sounds right to me, yes. 14 Q. Okay. With that in mind, can you identify 15 the date of the Special Committee meeting as the 16 week of Christmas or the week before? 17 A. I can't identify it with accuracy, but I 18 think it was certainly in that range, either the 19 week before or the week of Christmas. 20 MR. KRUM: So I don't know what lawyers 21 should be handling this. I previously asked that 22 the minutes of the Special Committee be produced. 23 So I'll ask it again. And we don't need to 24 talk about whether it's Greenberg Traurig, or 25 whoever else.	Page 528 1 A. Yes. 2 Q. Have they been approved? 3 A. Yes, I believe they have. 4 Q. Okay. 5 A. I believe they have, yes. 6 Q. Okay. 7 MR. KRUM: All right. So anyway, I'll 8 reiterate my request for those minutes. 9 BY MR. KRUM: 10 Q. So to clarify, Mr. Gould, did the Special 11 Committee formally take some action with respect to 12 ratification? 13 A. Yes. 14 Q. And what was that? 15 A. It requested that the company include the 16 subject on the agenda for its next meeting, and call 17 for a special meeting if there was not a regular 18 meeting being scheduled. 19 Q. What was the next communication or action 20 you personally had or did with respect to 21 ratification after that Special Committee meeting? 22 A. Then we had the December 29th board 23 meeting. And I gave a report at that meeting about 24 the ratification and why it was being requested. 25 Q. What did you say about why it was being

Page 529 1 requested? Excluding anything that you understand 2 to be privileged. 3 A. I indicated that we had been advised by our 4 counsel, Greenberg Traurig, that it would be 5 advantageous -- I shouldn't even be getting into 6 that. 7 MS. BANNETT: Yeah -- 8 THE WITNESS: I should stop. We were 9 advised that this was something the corporation 10 should consider doing. 11 BY MR. KRUM: 12 Q. Okay. Well, I knew that already. If one 13 can't infer that from the sequence you described, 14 one's not listening. 15 So let me show you a document that's been 16 marked previously, Mr. Gould. (Perusing documents) 17 Okay. Not yesterday. 18 (Perusing documents) Okay. 19 MR. KRUM: Mr. Gould, I hand you what was 20 previously marked as Exhibit 527. 21 (PREVIOUSLY MARKED DEPOSITION 22 EXHIBIT 527 FIRST REFERRAL) 23 BY MR. KRUM: 24 Q. Take such time as you need to review it, 25 and let me know when you've done so.	Page 531 1 Q. And when you say that Mr. Bonner and 2 Ferrario drafted it, did you discuss with them the 3 drafting of it? By which I'm asking for a yes or no 4 question. 5 A. Yes. 6 Q. And they said to you in words or 7 substance -- one or both of them said to you in 8 words or substance: I'll draft it and send it to 9 you? 10 A. Yes. 11 Q. And did you provide them -- I'm not asking 12 anything other than a yes or no question, Mr. Gould. 13 Did you provide them any input about what 14 you thought it should say? 15 A. No -- 16 MS. BANNETT: Objection. 17 MR. HELPERN: I think that's crossing the 18 line of attorney-client privilege. 19 MS. BANNETT: I agree. 20 MS. HENDRICKS: I would as well join. 21 THE WITNESS: I'm not going to comment on 22 that. 23 MS. BANNETT: Bill, even if it's a yes or 24 no question, if it's about a question or a 25 conversation with attorneys, just wait a beat so I
Page 530 1 A. (Perusing document) I've read it. 2 Q. Do you recognize Exhibit 527? 3 A. I do. 4 Q. What do you recognize it to be? 5 A. This is the request for the call on the 6 special board meeting to consider the ratification 7 of these actions. 8 Q. Is this what you were referencing earlier, 9 Mr. Gould, when you referenced the word "notice"? 10 A. Yes. 11 Q. And Ms. Wizeľman is your assistant? 12 A. Yes, she is. 13 Q. She sent this at your direction? 14 A. Yes, she did. 15 Q. She sent it shortly before 8:00 P.M. on 16 December 27th? 17 A. Yes. 18 Q. Did you draft this? 19 A. No. 20 Q. Who did? 21 A. Mr. Bonner and Mr. Ferrario. 22 Q. Did you see any drafts of it? 23 A. I don't recall. 24 Q. Did you make any changes to it? 25 A. No.	Page 532 1 can interject. 2 THE WITNESS: I'm sorry. Pardon me. 3 MS. BANNETT: That's okay. It's natural. 4 MR. KRUM: So my view is that he didn't 5 seek any advice. So I guess if the answer is no, 6 it's fine. And if the answer was yes, it's 7 problematic. I understand. Let's go on. 8 MS. BANNETT: The instruction was just to 9 wait a beat to allow people to make an objection, 10 that's all. 11 MR. KRUM: Yeah. Of course. 12 BY MR. KRUM: 13 Q. Did -- to your knowledge, did either 14 Mr. McEachern or Ms. Codding see Exhibit 527 before 15 your assistant transmitted it on December 27th? 16 A. To my knowledge they did, yes. 17 Q. And did you provide it to them? 18 A. I believe I did. 19 Q. How and when? 20 A. I don't recall. Either I provided it, or 21 Mr. Bonner did. I just don't remember. But they 22 did see it. 23 Q. And you know that how? 24 A. Because we wouldn't, as a matter of routine 25 and corporate practice, would not, I don't think,

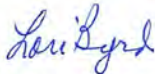
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Page 541 1 to anybody else on those things, or the people you 2 mentioned. 3 But I think on the day of the board 4 meeting, during the early parts of the board 5 meeting, there were conversations going on about 6 this, but they were very fleeting. 7 They were not -- we were sitting in a room 8 and Jim, Jr., was either on the phone or there, so 9 the conversations were obviously not totally candid. 10 Q. When you say they obviously were not 11 totally candid, that's because Jim was there? 12 A. Well, because it was an adversarial 13 lawsuit, and so we weren't like we were all on the 14 same team. 15 Q. Well, what difference did that make to this 16 particular subject, ratification? 17 A. Because -- because the ratification might 18 be a litigation strategy. 19 Q. Did you have any discussions with Judy 20 Coddington about the termination of Jim Cotter, 21 including any and all of the matters referenced in 22 the May 21 and 29, and June 12, 2015 board minutes, 23 in this time frame from mid December up to 24 December 29 board meeting? 25 A. No. Judy -- Judy made it clear that she	Page 543 1 Wrotniak about the termination of Jim Cotter, Jr.? 2 A. I don't believe I had, no. 3 Q. Did you have any communications with Ellen 4 Cotter about ratification, being either the concept 5 or notion generally, or ratifications that were the 6 subject of the December 29 board meeting, other than 7 what -- the conversation you've already described 8 this morning, at any time prior to the board meeting 9 on December 29? 10 A. No. 11 Q. Did you have any conversations with 12 Margaret Cotter about ratification, either 13 generally, conceptually or particularly as raised on 14 the 29th of December, prior to the December 29th 15 board meeting? 16 A. No. 17 Q. Why did you vote to ratify item 1 on 18 Exhibit 527? 19 A. Because I thought it was in the best 20 interest of the company to do so. 21 Q. As of December 29, 2017? 22 A. Yes. 23 Q. Why? 24 A. Well, going back to -- you know, I feel 25 sort of like I could be called John Cary, because I
Page 542 1 had done a pretty good diligence review of what had 2 happened, and seemed to be pretty much up to speed 3 on what had occurred. So she and I never had a 4 conversation about the details of what went on 5 during that period back in 2015. 6 Q. When she said -- when you said she made it 7 clear, was this comments that she made at the 8 December 29 board meeting? 9 A. No, comments at the Special Committee 10 meeting. 11 Q. What did she say that she had done? 12 A. She didn't say what she had done, but it 13 was clear from her -- the extent of her comments at 14 that meeting that she was very well aware of what 15 had happened, how it happened, read the minutes, and 16 felt very comfortable that she knew what the facts 17 were. 18 Q. What did she say that -- from which you 19 draw the conclusion that you just described? 20 A. She said I looked into this and I feel I'm 21 comfortable that I understand what happened at that 22 time. Words to that effect. 23 It's not a direct quote, obviously. 24 Q. Prior to the December 29, 2017 board 25 meeting, had you had any conversations with Michael	Page 544 1 voted against it before I voted for it. 2 But you remember that, back in 2015, I was 3 one of two directors who voted against the 4 termination of Jim Cotter, Jr. 5 And things had changed, in my mind, from 6 that date to the date, December -- whenever it 7 was -- December 29, '17, where my decision was now 8 made on a whole different set of assumptions and 9 factors that weighed into the equation. 10 Q. Was one of those factors the decision by 11 the Los Angeles Superior Court in validating the 12 2014 trust documentation? 13 A. No. 14 Q. Was one of those factors the effect that 15 the ratification might have on the pending 16 derivative lawsuit? 17 A. No -- well, let me take that back. I'm 18 sure it had some bearing in my mind, but that was 19 not one of the key factors. 20 Q. What were the key factors? 21 A. The key factors, in my mind, were at the 22 time, back in 2015, you recall that Jim, Jr., was 23 terminated when -- at a time when we were -- I 24 thought, in my opinion, we gave him a period of time 25 to have his performance monitored, and then there

Page 545 1 would be an evaluation by the board. 2 The actual termination occurred maybe a 3 month before that. 4 I viewed that as a mistake, first of all, 5 because I thought we had kind of had a schedule, I 6 didn't see any reason to change that schedule. 7 And, secondly, at the time, I was worried 8 that if we did that, it would cause a very strong 9 emotional reaction in Jim, Jr., feeling he had 10 been -- he would feel he had been wronged by this 11 process, and that would lead to extensive, expensive 12 litigation, which turned out to be the case. 13 So looking at it a few years later, that's 14 already happened, the litigation has occurred. So I 15 can take that factor out of my equation, because 16 what I was fearful of at that point back in '15, has 17 then since ensued. 18 The other thing that bothered me was, in 19 Jim, Jr.'s handling of this litigation -- I'm not 20 meant to be, you know, getting into litigation 21 strategies or things like that. 22 I felt that, in my mind, he was actually 23 putting his own interests -- personal interests 24 above those of the company, and needlessly causing 25 the company to spend a lot of money on the legal	Page 547 1 And I think the company was very willing to 2 try to find a way to settle it out without having a 3 lot of costs and expense. 4 So that's my view of the derivative 5 litigation. 6 BY MR. KRUM: 7 Q. Well, you understand there are other 8 matters raised in the case? 9 A. Yes. 10 Q. Do those factor in, in terms of your view 11 of the case? 12 A. I think they could factor in. I can see 13 how it's a legitimate question that can be raised. 14 But, to me, I always looked at the 15 termination as being the key thing that started the 16 litigation, and that's what I've been focusing on. 17 Q. So if you were to vote for the derivative 18 case to go forward or be terminated, what would your 19 vote be? 20 MS. HENDRICKS: Object to form. Calls for 21 speculation, beyond the scope of this deposition. 22 MS. BANNETT: I was -- 23 MR. KRUM: Well, it's not -- 24 MS. BANNETT: I was going to ask how that 25 relates to the ratification.
Page 546 1 fees, and really distracting a number of members of 2 management from what they should be doing in 3 operating the company. 4 I think that this was a litigation strategy 5 he employed that disappointed me. 6 Q. Did you just describe your view of this 7 derivative lawsuit? 8 A. Did I just describe it? 9 Q. Yeah. 10 A. In some respects, yes. 11 Q. So I'll let you -- I'll ask the question, 12 then: What's your view of this derivative lawsuit? 13 MR. HELPERN: Object to form. 14 A. Well, you know, I think it's a -- it's been 15 a bad thing for the company, expensive, 16 time-consuming. 17 I'm not so sure -- and I'm a lawyer, I'm 18 not trying to lay -- trying to play lawyer here -- 19 but I'm not so sure that Jim's termination is 20 actually a derivative claim. 21 And I'd be interested to see what the 22 Nevada Supreme Court says about it, if it already 23 hasn't spoken to that, because I can't imagine a 24 person getting fired, claiming there's a derivative 25 going. Seems like it's a personal claim to me.	Page 548 1 MR. KRUM: It relates to demand futility. 2 MS. BANNETT: But what does that have to do 3 with the rati -- I understand that -- 4 (SIMULTANEOUS SPEAKING) 5 MS. BANNETT: -- of these particular 6 decisions. 7 MR. KRUM: It doesn't. Well, maybe it 8 does. I don't know. But it doesn't matter. I'm 9 entitled to ask about matters relating to demand 10 futility as well. 11 MR. HELPERN: Demand futility with relation 12 to what demand? 13 MR. KRUM: Demand futility rising from -- 14 well, I didn't frame it. Greenberg Traurig filed 15 the motion. Recall that was one of two motions that 16 were denied with respect to which discovery was 17 allowed, the other one being a ratification motion. 18 BY MR. KRUM: 19 Q. Okay. So let me ask the court reporter to 20 read the question back, Mr. Gould. 21 (REPORTER READ FROM THE RECORD) 22 A. My vote would be to terminate, to terminate 23 the derivative action. 24 Q. Are the reasons any different than what you 25 just said? And if so, would you say them?

Page 549 1 A. Well, if I'm a defendant in the case and 2 you're asking me, would I like that suit against me 3 to be terminated or go forward, what can I say? I 4 mean, there's no other answer. 5 Q. Directing your attention, Mr. Gould, back 6 to the subject of the exercise of the 100,000 share 7 option, did you ever have any communications with 8 Judy Coddling and/or Michael Wrotniak about the 9 subject of the -- of what entity or person owned or 10 held the 100,000 share option? 11 A. No, I didn't have that conversation. 12 Q. Did you ever have any communications about 13 that with Doug McEachern? 14 A. I don't believe I did, no. 15 Q. Did you ever have any communications with 16 Judy Coddling and/or Michael Wrotniak about the 17 events of May 29, 2015 that we discussed earlier 18 today, by which I'm referencing what Jim Cotter was 19 told when the first session of that meeting 20 adjourned about what would happen or might happen 21 when it reconvened at -- telephonically at 6:00? 22 A. I didn't have any conversations about that 23 aspect of it with any one of those persons. 24 Q. Did you ever have any conversations with 25 either Judy Coddling or Michael Wrotniak or both,	Page 551 1 believe. I believe what happened there is that I 2 was trying to set up a call with some advisors, and 3 we just ended up not pulling it together for that 4 particular day. 5 But I think there was a call later, but 6 there were no advisors on the line. It was not -- 7 it ended up being a non-event. 8 Q. Did that call have anything to do with 9 ratification? 10 A. You know something, I don't think it did. 11 It might have, but I don't remember that. 12 I remember some other topic we were considering. 13 (DEPOSITION EXHIBIT 531 MARKED FOR 14 IDENTIFICATION) 15 MR. KRUM: Mr. Gould, I show you what has 16 been marked as Exhibit 531. 17 Among other things at the top it says: 18 "Gould's Privileged Log dated March 29, 2018." 19 A. (Perusing document) 20 BY MR. KRUM: 21 Q. Have you seen this document previously? 22 A. No. 23 Q. And without having the documents that are 24 listed on it in front of you to reference, can you 25 figure out what any of them are here?
Page 550 1 about whether any or all of, Ed Kane, Guy Adams and 2 Doug McEachern, had decided and agreed prior to the 3 May 21, 2015 meeting, to vote to terminate Jim 4 Cotter, Jr., as president and CEO? 5 A. I might have early on, explaining my 6 position about why I opposed the termination of Jim 7 Cotter, Jr. 8 Q. Early on, meaning -- 9 A. Like, maybe when they first came on the 10 board. 11 MR. KRUM: Mr. Gould, I show you what has 12 been marked as Exhibit 530. It's a document that 13 bears the production number WG0000506. 14 THE WITNESS: Yes. 15 (DEPOSITION EXHIBIT 530 MARKED FOR 16 IDENTIFICATION) 17 BY MR. KRUM: 18 Q. Do you recognize this document? 19 A. Yes. 20 Q. What is it? 21 A. It's an e-mail from Doug McEachern to me, 22 asking me if we're going to have a -- a telephonic 23 meeting of the Special Committee. 24 Q. Was there one on or about December 1? 25 A. There wasn't one on that date, I don't	Page 552 1 A. Very difficult. These look like my 2 conversations -- conversations I may have had with 3 Mark Ferrario or Mike Bonner concerning the Special 4 Committee, but it's difficult to tell what it is. 5 Q. Okay. Then I'm going to ask you to focus 6 on the last two, which I understand to indicate an 7 e-mail from you to McEachern -- I understand each of 8 them to indicate an e-mail from you to McEachern on 9 December 27th. And the description is: "Forwarding 10 attorney-client e-mail regarding a director 11 conference call." 12 Can you recall -- can you tell what that 13 is? 14 A. Not with total certainty, but I think it 15 refers to the -- what I would call the notice, or 16 the request for special meeting. I think that's 17 what it refers to. 18 Q. Exhibit 527? 19 A. Yeah ... 20 Q. I'll show it to you. Here. (Indicating) 21 A. Yes, Exhibit 527. 22 MR. KRUM: Let's take a break. 23 THE WITNESS: Okay. 24 THE VIDEO OPERATOR: And we're off the 25 record at 10:38 A.M.

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Page 573 1 A. Correct. 2 Q. I direct your attention to the middle of 3 the Ed Kane e-mail at the top. There's a sentence 4 that reads as follows: "Bill suggested we ask Ellen 5 to seek judicial approval for the exercise." 6 Do you see that? 7 A. I do. 8 Q. Does that refresh your recollection? 9 A. A little bit, yes. 10 Q. And how so? What do you now recall? 11 A. Well, again, as I said, I do remember quite 12 clearly when I did talk to Ed, he first was just 13 calling me because I have had experience with this 14 area as a lawyer. And I told him that I would -- I 15 didn't see a problem with it, but that to be safe 16 here, given the litigation -- or the 17 controversies -- that he should have counsel -- 18 independent counsel give him an opinion on it. 19 Q. Well -- 20 A. But I also -- I might have mentioned if it 21 was possible -- practical to get approval, that it 22 would be obviously the best way to go, and that 23 would eliminate any question. 24 Q. Did you ever have any communications with 25 any or all of -- well, strike that.	Page 575 1 Kara? 2 MS. HENDRICKS: Okay with me. 3 THE VIDEO OPERATOR: This concludes the 4 deposition of William Gould, volume 3, on April 5th, 5 2018. 6 Off the video record at 11:34 A.M. 7 (Off video record) 8 THE REPORTER: Did you have a stipulation 9 from before? 10 MS. HENDRICKS: 'Bye, everybody. 11 THE REPORTER: Do you have a stipulation 12 that you would like to use from a prior deposition 13 for this witness? 14 MR. KRUM: Yes, the same as we've been 15 doing. 16 17 18 (DEPOSITION OF WILLIAM GOULD, 19 SIGNATURE NOT WAIVED, 20 CONCLUDED AT 11:34 A.M.) 21 22 23 24 25
Page 574 1 Did you ever have any communications with 2 Judy Coddling and/or Michael Wrotniak about either 3 the notion of obtaining a legal opinion, as you just 4 described, or the notion of obtaining a court order 5 as you just described, with respect to the exercise 6 of the 100,000 share option? 7 A. I don't believe I ever had a conversation 8 with either one of them about that. 9 Q. Did you ever have a conversation of that 10 nature with Doug McEachern? 11 A. I might have, yes. 12 Q. Okay. 13 As you sit here today, what's your best 14 recollection? Did you? 15 A. I don't have any -- my best recollection is 16 I somehow believe that I did, but I don't recall 17 anything, when it was, or what was said. 18 I do remember specifically the conversation 19 with Ed Kane. 20 Q. Okay. 21 MR. KRUM: I don't have any further 22 questions at this time. 23 Mr. Gould, thank you for your time. 24 THE WITNESS: Thank you. 25 MR. KRUM: So we can go off the record?	Page 576 1 REPORTER'S CERTIFICATION 2 3 I, Lori Byrd, Registered Professional Reporter, 4 Certified Realtime Reporter, Certified LiveNote 5 Reporter, Realtime Systems Administrator, Kansas 6 Certified Court Reporter 1681, Oklahoma Certified 7 Shorthand Reporter 1981, and Certified Shorthand 8 Reporter 13023 in and for the State of California, do 9 hereby certify: 10 11 That the foregoing witness was by me duly sworn; 12 that the deposition was then taken before me at the 13 time and place herein set forth; that the testimony and 14 proceedings were reported stenographically by me and 15 later transcribed into typewriting under my direction; 16 that the foregoing is a true record of the testimony 17 and proceedings taken at that time. 18 19 IN WITNESS WHEREOF, I have subscribed my name on 20 this date: April 19th, 2018 21 22  23 24 Lori Byrd, CSR 13023 25

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Page 577 1 ERRATA SHEET 2 3 4 5 I declare under penalty of perjury that I have read the 6 foregoing _____ pages of my testimony, taken 7 on _____ (date) at 8 _____ (city), _____ (state), 9 10 and that the same is a true record of the testimony given 11 by me at the time and place herein 12 above set forth, with the following exceptions: 13 <table style="width: 100%; border-collapse: collapse;"> <tr> <th style="width: 10%;">Page</th> <th style="width: 10%;">Line</th> <th style="width: 40%;">Should read:</th> <th style="width: 40%;">Reason for Change:</th> </tr> <tr><td>14</td><td></td><td></td><td></td></tr> <tr><td>15</td><td></td><td></td><td></td></tr> <tr><td>16</td><td>___</td><td>___</td><td>___</td></tr> <tr><td>17</td><td></td><td>___</td><td>___</td></tr> <tr><td>18</td><td>___</td><td>___</td><td>___</td></tr> <tr><td>19</td><td></td><td>___</td><td>___</td></tr> <tr><td>20</td><td>___</td><td>___</td><td>___</td></tr> <tr><td>21</td><td></td><td>___</td><td>___</td></tr> <tr><td>22</td><td>___</td><td>___</td><td>___</td></tr> <tr><td>23</td><td></td><td>___</td><td>___</td></tr> <tr><td>24</td><td>___</td><td>___</td><td>___</td></tr> <tr><td>25</td><td></td><td>___</td><td>___</td></tr> </table>	Page	Line	Should read:	Reason for Change:	14				15				16	___	___	___	17		___	___	18	___	___	___	19		___	___	20	___	___	___	21		___	___	22	___	___	___	23		___	___	24	___	___	___	25		___	___																																																	
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EXHIBIT 3

DOUGLAS MCEACHERN, VOL IV - 02/28/2018

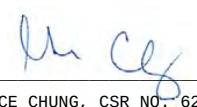
Page 495 1 T2 PARTNERS MANAGEMENT, LP.,) a Delaware limited) 2 partnership, doing business as) KASE CAPITAL MANAGEMENT,) 3 et al.,) 4 Plaintiff,) 5 vs.) 6 MARGARET COTTER, ELLEN COTTER,) GUY ADAMS, EDWARD KANE,) 7 DOUGLAS MCEACHERN, WILLIAM) GOULD, JUDY CODDING, MICHAEL) 8 WROTHIAK, CRAIG TOMPKINS,) and DOES 1 through 100,) 9 Defendants.) 10 and) 11 <u>READING INTERNATIONAL, INC.,</u>) a Nevada corporation,) 12 Nominal Defendant.) 13 14 15 16 Videotaped Deposition of DOUGLAS 17 MCEACHERN, taken on behalf of Plaintiff, at 1901 18 Avenue of the Stars, Suite 600, Los Angeles, 19 California, beginning at 11:02 a.m. and ending at 20 12:52 p.m., on Wednesday, February 28, 2018, before 21 GRACE CHUNG, CSR No. 6246, RMR, CRR, CLR. 22 23 24 25	Page 497 1 I N D E X 2 WITNESS EXAMINATION PAGE 3 DOUGLAS MCEACHERN 4 BY MR. KRUM 499 5 6 E X H I B I T S 7 NO. DESCRIPTION PAGE 8 Exhibit 525 Email from Laura Batista, dated 501 December 27, 2017, with 9 attachment 10 Exhibit 526 Minutes of the Board of Directors 522 Meeting, December 29, 2017 11 12 Exhibit 527 Email from Marcia Wizelman to 543 Ellen Cotter 13 14 15 QUESTIONS INSTRUCTED NOT TO ANSWER 16 PAGE LINE 17 547 3 18 19 20 21 22 23 24 25
Page 496 1 A P P E A R A N C E S 2 3 For the Plaintiff: 4 YURKO, SALVESEN, & REMZ BY: MARK G. KRUM, ESQ. 5 One Washington Mall 11th Floor 6 Boston, Massachusetts 02108 (617)-723-6900 7 8 9 For the Plaintiff Reading International: 10 GREENBERG TRAURIG BY: MARK FERRARIO, ESQ. 1840 Century Park East 11 Suite 1900 Los Angeles, California 90067 12 (310) 586-7700 ferrariom@gtlaw.com 13 14 For the Defendants Margaret Cotter, Ellen Cotter, Guy Adams, Edward Kane: 15 16 QUINN EMANUEL BY: MARSHALL SEARCY, ESQ. 865 South Figueroa Street 17 10th Floor Los Angeles, California 90017 18 (213) 443-3000 marshallsearcy@quinnemanuel.com 19 20 Also Present: CORY TYLER, Videographer 21 22 23 24 25	Page 498 1 Los Angeles, California 2 Wednesday February 28, 2018 3 11:02 a.m. 4 5 THE VIDEOGRAPHER: This is the beginning 6 of Media 1 in the deposition of Douglas McEachern, 7 Volume IV, in the matter of Cotter, Jr., versus 8 Cotter, et al., held at 1901 Avenue of the Stars, 9 Suite 1600, Century City, California, on February 10 28, 2018, at 11:02 a.m. 11 The court reporter is Grace Chung, and I am 12 Cory Tyler, the videographer, an employee of 13 Litigation Services. 14 This deposition is being videotaped at all 15 times unless specified to go off the video record. 16 Would all present please identify 17 themselves, beginning with the witness. 18 THE WITNESS: Douglas McEachern. 19 MR. SEARCY: Marshall Searcy for 20 Mr. McEachern, Ed Kane, Margaret Cotter, Ellen 21 Cotter, Guy Adams, Judy Coddington, and Michael 22 Wrothiak. 23 MR. FERRARIO: Mark Ferrario for RDI or 24 Reading. 25 MR. KRUM: Mark Krum for plaintiff.

Page 523 1 MR. SEARCY: I can't answer for you on 2 that. 3 A. I don't know the answer. I just don't 4 know if we approved the minutes. 5 BY MR. KRUM: 6 Q. Let me direct your attention to page 5 of 7 Exhibit 526 and, in particular, Mr. McEachern, the 8 subhead B in the middle of the page. Let me know 9 when you've reviewed subhead B. 10 A. Uh-huh. Subhead B continues until the 11 "Adjournment" comment? 12 Q. Sure. Go ahead. 13 A. Yes. It's a pretty good summary of what 14 took place in that discussion. 15 Q. Okay. And you are referring to subhead B 16 and the text that follows down to "Adjournment"? 17 A. Yes, I am. 18 Q. Does it comport with your recollection 19 that what was ratified, what you voted to ratify in 20 December 29, the compensation committee decision to 21 permit use of Class A nonvoting stock as the means 22 of payment for the exercise of the 100,000 share 23 option? 24 A. Yes. 25 Q. Now, you see here, in both the subhead B	Page 525 1 Q. Does that fairly describe the comment or 2 comments you made? 3 A. Generally describes what I said. Whether 4 I said "Cotter Estate" or not, I don't recall, but 5 the entity that exercised it, yes, I -- I'm in 6 concurrence with this. 7 Q. When you say -- did you use words to the 8 effect of "wasted company resources"? 9 A. Absolutely. 10 Q. So was it one of the reasons you voted to 11 ratify the compensation committee's September 2015 12 decision to authorize the exercise of the 100,000 13 share option, your view of this derivative lawsuit, 14 in any respect? 15 MR. SEARCY: Objection. Vague. 16 A. I don't think it had anything to do with 17 the derivative lawsuit. It had to -- had to do 18 with whether this was an issue, and I didn't see an 19 issue. I saw this as a perfectly normal 20 transaction that would be executed by a company. 21 BY MR. KRUM: 22 Q. What is your view of this derivative 23 lawsuit? 24 A. Of the derivative lawsuit? 25 Q. Yes.
Page 524 1 itself and the paragraph that follows, it refers to 2 the estate being the entity that exercised the 3 option? 4 A. Okay. 5 Q. With that having been brought to your 6 attention, was there any discussion at the December 7 29, 2017, board meeting of whether it was the 8 estate or the trust or any other entity or person 9 that held or owned the option? 10 MR. SEARCY: Objection. Vague. 11 A. Not that I recall. 12 BY MR. KRUM: 13 Q. The bottom of page 5, top of page 6, the 14 document reads as follows: Director McEachern also 15 noted his view that the allegations made by 16 Mr. Cotter in this regard had caused a waste of 17 company's resources, as it was perfectly clear that 18 neither the Cotter Estate nor Ellen and Margaret 19 Cotter would gain an advantage from the 20 transaction, given that the Cotter Estate could 21 have sold Class A shares in the market and used the 22 cash to exercise the option in question, close 23 quote. 24 Do you see that? 25 A. Yes, I do.	Page 526 1 A. I'm baffled. 2 Q. What does that mean? 3 A. What does that mean? 4 Q. Why are you baffled? Why do you say you 5 are baffled? 6 A. I don't understand the issues being raised 7 by Jim Cotter, Jr. 8 Q. If you were to vote on whether this 9 derivative lawsuit should proceed, how would you 10 vote? 11 A. Against the company? 12 Q. As framed. 13 A. Huh? 14 Q. So if -- if you were, as a member of the 15 RDI board of directors, given an opportunity to 16 vote on whether the derivative lawsuit is presently 17 pending, should continue or not, how would you 18 vote? 19 A. Absent somebody presenting some other 20 additional information to me, which I'm not unaware 21 of, I would vote to dismiss the lawsuit. 22 Q. Why? 23 A. As I understand this derivative lawsuit, 24 Jim Cotter, Jr., wants to be reinstated as CEO of 25 the company and believes that the company was

Page 527 1 damaged as a result of our termination of him as 2 the CEO. I don't believe the company was damaged. 3 Q. Are there any other reasons why you would 4 vote to dismiss the lawsuit absent somebody 5 presenting other information than which you are 6 presently unaware? 7 MR. SEARCY: Objection. Vague. 8 A. I -- I guess I don't understand the 9 question. I'm sorry. 10 BY MR. KRUM: 11 Q. Well, I asked -- 12 A. I thought I answered. 13 Q. I asked why you -- you answered the way 14 you did. 15 A. Uh-huh. 16 Q. And then you described your understanding 17 of what Jim Cotter seeks to do by way of this 18 lawsuit. 19 A. Uh-huh. 20 Q. And so I'll just ask a follow-on -- a 21 simple follow-on question. Anything else? 22 A. To why I would vote to dismiss the case? 23 Q. Right. 24 A. Because I think it's -- it's cost an awful 25 lot of money, and I don't think anything has been	Page 529 1 different than the one you hold today? 2 A. Which view was that? 3 Q. The view that you would vote to dismiss 4 the lawsuit if you were afforded an opportunity to 5 do so. 6 A. I was a defendant in the lawsuit. Did I 7 think that the lawsuit had merit from the outset? 8 No. 9 Q. Directing your attention back to 10 Exhibit 525, you see it on the first page, 11 Mr. McEachern, it indicates that it was transmitted 12 at 5:30 p.m., on Wednesday December 27th? 13 A. I see that. 14 Q. Is that when you received this board 15 package? 16 A. Sometime after that. It could have been 17 an hour or two hours later, sometime that evening. 18 Q. Did you review the board package? 19 A. I believe I did, yes. 20 Q. Did you review the entirety of the board 21 package prior to the December 29, 2017, telephonic 22 board meeting? 23 A. I scanned things. I may not have read 24 in-depth the 1999 stock option plan of Reading 25 International as distributed, and I'm trying to see
Page 528 1 proven. 2 Q. When did you develop the view that you 3 just described? 4 A. About the money? 5 Q. About the lawsuit. 6 A. I couldn't -- I couldn't tell you when I 7 reached a conclusion. It's -- everything evolves 8 over a period of time, you find out more 9 information. 10 Q. What was your view at the time you first 11 learned of the derivative lawsuit? 12 A. I don't know that it was called a 13 derivative lawsuit originally. But Jim Cotter, 14 Jr., threatened me with litigation should I vote to 15 terminate him in the May -- late April, May 2015 16 time frame. There was much -- many -- that was 17 raised a number of times. 18 And I think you showed up sometime in 19 May -- I have to get the minutes out -- and said 20 that if we voted to terminate Jim, you would file a 21 lawsuit. So I don't know that it was called a 22 derivative suit at that time. But a lawsuit was 23 filed, I believe, the day after we terminated 24 Mr. Cotter. 25 Q. Any time, since then, have you held a view	Page 530 1 what this MSA is all about. Oh, the High Point 2 Associates document, I read the minutes that were 3 there. I scanned it enough to be familiar with it, 4 yes. 5 Q. How much time did you spend looking at 6 Exhibit 525? 7 A. Probably a couple of hours. 8 Q. Directing your attention, Mr. McEachern, 9 to the subject of the December 29 board meeting 10 with respect to the ratification of certain actions 11 regarding the termination of Jim Cotter. Do you 12 have that mind? 13 A. Jim Cotter, Jr.? 14 Q. Jim Cotter, Jr.; right. 15 Other than what you just described in 16 terms of scanning Exhibit 525, did you review any 17 documents for taking any other steps with respect 18 to your decision to vote in favor of ratifying the 19 termination of Jim Cotter, Jr., as president and 20 CEO as such actions are outlined in the board 21 minutes of May 21, May 29, and June 12, 2015? 22 A. I was present and lived with this decision 23 until we made the decision to fire Jim Cotter, Jr. 24 And I'm not sure I can tell you documents, 25 Mr. Krum, but I've lived with Jim on the board of

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Page 543 1 MR. KRUM: Well, I gave him a birthday 2 present also; right? 3 MR. FERRARIO: That's right, you did. 4 BY MR. KRUM: 5 Q. So I -- 6 A. You gave him wine? 7 Q. No, I didn't give him wine, I -- I told 8 him he didn't -- I told counsel that Mr. Kane did 9 not need to appear for further depositions. So I'm 10 sure he appreciated that. 11 MR. KRUM: Why don't we take a short 12 break. 13 MR. SEARCY: Sure. 14 THE VIDEOGRAPHER: We are off the record 15 at 12:07 p.m. 16 (Recess taken from 12:07 p.m. to 17 12:21 p.m.) 18 THE VIDEOGRAPHER: We are back on the 19 record. The time now is 12:21 p.m. 20 MR. KRUM: I will ask the court reporter 21 to mark as Exhibit 527 a single-page document 22 bearing production number RDI63918. 23 (Deposition Exhibit 527 was marked for 24 identification by the reporter and is 25 attached hereto.)	Page 545 1 topics at the meeting. 2 Q. Does the special committee take or 3 maintain meeting minutes? 4 A. Yes, they do. 5 Q. Are there minutes of the meeting you just 6 described? 7 A. I believe they are drafts. I don't think 8 we have done anything to approve -- I take that 9 back. I'm not sure if the committee's approved 10 them or not. I know they have not been presented 11 to the board. 12 MR. KRUM: Okay. Mark and Marshall, I 13 would ask getting special meetings minutes that 14 referred to these matters also be produced. 15 Q. What was the conclusion, if any, reached 16 at that meeting with respect to the subject of 17 ratification? 18 A. That we would pursue that activity and -- 19 and present it to the board of directors. 20 Q. Who first raised the subject? 21 A. I believe Mike Bonner. 22 Q. Is Mr. Bonner ordinarily at the meetings 23 of the special committee? 24 A. I believe he's attended all of them. He 25 may have missed one or two.
Page 544 1 (Miscellaneous discussion.) 2 BY MR. KRUM: 3 Q. Mr. McEachern, take such time as you need. 4 My question is: Have you seen Exhibit 527 before? 5 A. I don't recall having seen this before, 6 but I do recall speaking in our special committee 7 with Bill Gould and Judy Coddling about asking to 8 have this done. 9 Q. When was that conversation with the 10 special committee to which you just referred? 11 A. Sometime in mid to late December. 12 Q. Who said what? 13 A. Generally, I believe it was a special 14 committee meeting. I can't remember if Mr. Kane 15 and Michael Wrotniak were part of it or not, with 16 Michael Bonner of Greenberg Traurig referring again 17 to the law that he wrote for the state of Nevada on 18 ratification matters by the board of director -- 19 directors. 20 Q. Was this meeting scheduled for that 21 purpose, or was the meeting scheduled for other 22 purposes as well? 23 A. The meeting of the special committee? 24 Q. Yeah. 25 A. I don't recall if there were any other	Page 546 1 Q. Now, the special committee in question, 2 which committee -- which special committee is that, 3 Mr. McEachern? 4 A. It's a committee that was put together by 5 the board in the summer of 2017 to deal with the 6 litigation matters, and specifically the derivative 7 lawsuit, and/or reacting -- figuring out what our 8 reaction would be given actions that may or may not 9 be taken with respect to the trust and the estate 10 case. 11 Q. And the actions that may or may not be 12 taken with respect to the trust and estate case, do 13 those include the appointment of a trustee ad litem 14 with responsibilities with respect to the 15 controlling block of RDI Class B voting stock? 16 A. Can you restate that again? I'm sorry. 17 MR. KRUM: I will ask the court reporter 18 to read it. 19 A. That's fine. 20 (Reporter read back the requested text.) 21 A. I don't know that we have anything to do 22 with the appointment of a trustee ad litem. But in 23 reacting to whatever takes place in that, that's 24 what the committee is of, to react to. I believe 25 we have a charter that was approved by the board

Page 555 1 A. Not that I -- no. 2 Q. And do you recall anybody else discussing 3 them, the minutes or the contents of these minutes, 4 in your presence either in anticipation of the 5 December 29, 2017, board meeting or at it? 6 MR. SEARCY: Objection. Vague. 7 A. I don't recall discussion at the meeting, 8 but I would have to check the minutes. And I don't 9 recall having had a discussion with anyone 10 beforehand, although Ed Kane and I may have had an 11 offhand discussion about them. 12 BY MR. KRUM: 13 Q. And do you recall that you did or you just 14 recall that there may have been? 15 A. It might have been. 16 Q. Did you travel together? Is there 17 breakfast or lunch about that time frame? 18 A. We lunched on Monday at Rockies. 19 Q. Yeah. 20 A. And we see each other socially. We don't 21 date, but we see each other. 22 Q. In particular, have you ever discussed 23 these minutes of the May 21 and 29, 2015, board 24 meeting and June 12, 2015, board meeting with Judy 25 Coddling or Michael Wrotniak?	Page 557 1 or the documents about which I inquired, perhaps 2 produce those so we can use them with Ms. Coddling, 3 that would make progress. Reserve my rights, 4 whatever they are, and we do, too. Let's adjourn 5 and move on. 6 MR. SEARCY: We will look into your 7 requests and reserve our rights, too. 8 MR. FERRARIO: I don't think I actually 9 can quote it off the top of my head about that. 10 MR. KRUM: I understand. 11 MR. FERRARIO: On the other one, I'm 12 pretty sure what happened: Rather than call a 13 special board meeting to approve those minutes, 14 just going to let it happen in the ordinary course, 15 but, obviously, if there's any changes, you'll get 16 those, but I suspect there won't be. 17 MR. KRUM: All right. 18 MR. FERRARIO: That's why those were 19 drafts. 20 MR. KRUM: Let's go off the record. 21 (Discussion held off the record.) 22 (Proceedings adjourned at 12:52 p.m.) 23 24 25
Page 556 1 A. Not that I have any recollection of. 2 Q. Mr. McEachern, were you ever party or 3 privy to any communications to which Judy Coddling 4 or Michael Wrotniak also were party or privy 5 regarding the time frame over which -- strike that. 6 Were you ever a party to any communications 7 to which either -- 8 (Reporter clarification.) 9 BY MR. KRUM: 10 Q. Were you ever a party to any 11 communications to which either or both Judy Coddling 12 and Michael Wrotniak were a party in which the 13 subject of the request to authorize the exercise of 14 the 100,000 share option was raised, excluding the 15 December 29, 2017, board meeting? 16 A. Not that I recollect. 17 Q. Okay. Let's go off the record for a 18 minute. 19 THE VIDEOGRAPHER: We are off the record 20 at 12:45 p.m. 21 (Recess taken from 12:45 p.m. to 22 12:51 p.m.) 23 MR. KRUM: Okay. So I don't have any 24 further questions of Mr. McEachern at this time. 25 If you guys could follow through on that document	Page 558 1 STATE OF CALIFORNIA) 2) ss. 3 COUNTY OF LOS ANGELES) 4 5 I, GRACE CHUNG, RMR, CRR, CSR No. 6246, a 6 Certified Shorthand Reporter in and for the County 7 of Los Angeles, the State of California, do hereby 8 certify: 9 That, prior to being examined, the witness 10 named in the foregoing deposition was by me duly 11 sworn to testify the truth, the whole truth, and 12 nothing but the truth; 13 That said deposition was taken down by me 14 in shorthand at the time and place therein named, 15 and thereafter reduced to typewriting by 16 computer-aided transcription under my direction; 17 That the dismantling, unsealing, or 18 unbinding of the original transcript will render 19 the reporter's certificate null and void. 20 I further certify that I am not interested 21 in the event of the action. 22 In witness whereof, I have hereunto subscribed my 23 name. 24 Dated: March 14, 2018  25 GRACE CHUNG, CSR NO. 6246 RMR, CRR, CLR

DOUGLAS MCEACHERN, VOL IV - 02/28/2018

1 ERRATA SHEET 2 3 4 5 I declare under penalty of perjury that I have read the 6 foregoing _____ pages of my testimony, taken 7 on _____ (date) at 8 _____ (city), _____ (state), 9 10 and that the same is a true record of the testimony given 11 by me at the time and place herein 12 above set forth, with the following exceptions: 13 <table style="width: 100%; border-collapse: collapse;"> <tr> <th style="width: 10%;">Page</th> <th style="width: 10%;">Line</th> <th style="width: 40%;">Should read:</th> <th style="width: 40%;">Reason for Change:</th> </tr> <tr><td>14</td><td></td><td></td><td></td></tr> <tr><td>15</td><td></td><td></td><td></td></tr> <tr><td>16</td><td>___</td><td>___</td><td>___</td></tr> <tr><td>17</td><td></td><td>___</td><td>___</td></tr> <tr><td>18</td><td>___</td><td>___</td><td>___</td></tr> <tr><td>19</td><td></td><td>___</td><td>___</td></tr> <tr><td>20</td><td>___</td><td>___</td><td>___</td></tr> <tr><td>21</td><td></td><td>___</td><td>___</td></tr> <tr><td>22</td><td>___</td><td>___</td><td>___</td></tr> <tr><td>23</td><td></td><td>___</td><td>___</td></tr> <tr><td>24</td><td>___</td><td>___</td><td>___</td></tr> <tr><td>25</td><td></td><td>___</td><td>___</td></tr> </table>	Page	Line	Should read:	Reason for Change:	14				15				16	___	___	___	17		___	___	18	___	___	___	19		___	___	20	___	___	___	21		___	___	22	___	___	___	23		___	___	24	___	___	___	25		___	___	Page 559																																																
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EXHIBIT 4

1 DISTRICT COURT
CLARK COUNTY, NEVADA
2 -----X
3 JAMES J. COTTER, JR., individually and
4 derivatively on behalf of Reading
International, Inc.,
5
6 PLAINTIFF,
Case No:
A-15-719860-B
DEPT. NO. XI
7
8 -against- Consolidated with
9
10 MARGARET COTTER, ELLEN COTTER, GUY Case No:
ADAMS, EDWARD KANE, DOUGLAS P-14-082942-E
McEACHERN, TIMOTHY STOREY, WILLIAM DEPT. NO. XI
GOULD, and DOES 1 through 100,
inclusive,
11
12 DEFENDANTS.
-----X
13
14 DATE: March 6, 2018
15 TIME: 9:17 A.M.
16
17
18 VIDEOTAPED DEPOSITION of the Non-Party
19 Witness, MICHAEL WROTONIAK, taken by the Plaintiff,
20 pursuant to a Notice and to the Federal Rules of Civil
21 Procedure, held at the offices of Lowey, Dannenberg,
22 Bemporad & Selinger, PC, 44 South Broadway, White
23 Plains, New York 10601, before Suzanne Pastor, RPR, a
24 Notary Public of the State of New York.
25 JOB NO.: 455310

MICHAEL WROTNIAK - 03/06/2018

Page 2 1 A P P E A R A N C E S: 2 3 YURKO, SALVESEN, & REMZ, P.C. Attorneys for the Plaintiff 4 One Washington Mall, 11th floor Boston, Massachusetts 02108 5 BY: MARK G. KRUM, ESQ. 6 617.723.6900 7 mkrum@bizlit.com 8 9 QUINN EMANUEL URQUHART & SULLIVAN, LLP Attorneys for the Defendants and the Witness MARGARET COTTER, ELLEN COTTER, DOUGLAS 10 McEACHERN, GUY ADAMS and EDWARD KANE 865 South Figueroa Street Los Angeles, California 90017 11 BY: MARSHALL M. SEARCY, III, ESQ. 213.443.3000 marshallsearcy@quinnemanuel.com 12 13 14 15 ALSO PRESENT: 16 CONNOR EICHENBERG, Videographer 17 18 19 * * * 20 21 22 23 24 25	Page 4 1 THE VIDEOGRAPHER: This is tape 1. We are 2 now on the record at 9:17 a.m., Tuesday, March 6th, 3 2018. 4 This is the deposition of Michael Wrotniak in 5 the matter of Cotter, Jr., versus Cotter, et al. This 6 deposition is being held at the offices of Lowey, 7 Dannenberg, Bemporad & Selinger, PC, located at 44 South 8 Broadway, White Plains, New York. 9 The court reporter is Sue Pastor with Diamond 10 Reporting and Legal Video. I'm the legal videographer, 11 Connor Eichenberg, also with Diamond Reporting and Legal 12 Video. 13 Would counsel please introduce themselves and 14 state whom they represent. 15 MR. KRUM: Mark Krum on behalf of plaintiff. 16 MR. SEARCY: Marshall Searcy for the witness, 17 for Ed Kane, Doug McEachern, Judy Codding as well as 18 Ellen Cotter, Margaret Cotter and Guy Adams. 19 THE VIDEOGRAPHER: Will the court reporter 20 please swear in the witness. 21 M I C H A E L W R O T N I A K, called as a 22 witness, having been first duly sworn by a Notary Public 23 of the State of New York, was examined and testified as 24 follows: 25 EXAMINATION BY
Page 3 1 F E D E R A L S T I P U L A T I O N S 2 3 4 IT IS HEREBY STIPULATED AND AGREED by and between 5 the counsel for the respective parties herein that the 6 sealing, filing and certification of the within 7 deposition be waived; that the original of the 8 deposition may be signed and sworn to by the witness 9 before anyone authorized to administer an oath, with the 10 same effect as if signed before a Judge of the Court; 11 that an unsigned copy of the deposition may be used with 12 the same force and effect as if signed by the witness, 13 30 days after service of the original & 1 copy of same 14 upon counsel for the witness. 15 16 IT IS FURTHER STIPULATED AND AGREED that all 17 objections except as to form, are reserved to the time 18 of trial. 19 20 * * * * 21 22 23 24 25	Page 5 1 MR. KRUM: 2 Q. Please state your name for the record. 3 A. Michael Wrotniak. 4 Q. Good morning, Mr. Wrotniak. 5 A. Good morning. 6 Q. Would you spell your last name for us, 7 please. 8 A. W-R-O-T-N-I-A-K. 9 Q. Thank you. 10 Have you ever been deposed before? 11 A. Yes. 12 Q. On how many occasions? 13 A. Once. 14 Q. When was that? 15 A. 2002, 2003, sometime in that time frame. 16 Q. Were you a party to a legal proceeding? 17 A. Company I worked for had a shipping 18 problem, and the company was. 19 Q. What did you do to prepare for your 20 deposition today? 21 A. I read the documents that my counsel 22 provided to me and I met with my counsel yesterday. 23 Q. That's Mr. Searcy? 24 A. Yes. 25 Q. For how long?

Page 38 1 don't specifically recall if I read those or not. 2 Q. At any point in time between around the 3 time you were nominated and put on the board and reading 4 board minutes concerning the termination or possible 5 termination of Jim Cotter in preparation for the 6 December 29, 2017 meeting, did you read or review such 7 minutes? 8 A. I'm sorry, repeat that. 9 Q. Yes. At any time between when you were 10 nominated and put on the board of RDI, at which time you 11 may or may not have read the minutes, and when you did 12 read these minutes in anticipation of the December 29, 13 2017 meeting, did you read any minutes that concerned 14 the termination or possible termination of Jim Cotter, 15 Jr.? 16 A. I don't recall. 17 Q. And when you say you don't recall, you 18 have no recollection of doing so, or do you have no 19 recollection one way or another? Or is that the same 20 for you? 21 A. Would you clarify what the difference is? 22 Q. I don't mean to make this is an 23 epistemology course, Mr. Wrotniak. I don't mean to be a 24 pointy-headed lawyer. If you have no recollection 25 whatsoever about reading any minutes in that time frame, 38	Page 40 1 A. The entirety of this is document 525? 2 Q. That's correct. 3 A. I do recognize it. 4 Q. What do you recognize it to be? 5 A. The documents which were prepared for the 6 board for our December 29th, 2018 meeting. 7 Q. This is the so-called board package for 8 that meeting, correct? 9 A. Yes. 10 Q. Did you receive it on or about the date 11 and time reflected at the e-mail on the first page, 5:30 12 p.m. Pacific time on Wednesday, December 27th? 13 A. Yes. 14 Q. When did you first learn that there was 15 going to be a board meeting on December 29th? 16 A. In late December, prior to this. 17 Q. Was Exhibit 525 the first time you had 18 seen an agenda for the December 29 board meeting? 19 A. Yes. 20 Q. And you see on the agenda, which is the 21 second page of Exhibit 525, paragraph 3, subparagraphs A 22 through C have some matters that are referred to as 23 ratification matters. Do you see that? 24 A. You're referring to this? 25 Q. Yes. 40
Page 39 1 then say you have no recollection. If you just don't 2 recall whether you read these particular minutes, then 3 I'd say you don't recall these particular minutes. If 4 that distinction doesn't make sense to you, then you can 5 say so. 6 A. "Whatsoever" in the legal term is a very 7 important word. So I hesitate to use such a word. I 8 have read a lot of minutes and I don't recall when was 9 the first time I read those specific minutes. 10 Q. All I'm trying to do, sir, is get your 11 best recollection. I'm not embedding any legal gotchas 12 in the questions. Thank you for your patience. 13 A. I understand. 14 Q. Let's take a look at -- 15 MR. KRUM: Did you bring yours? 16 MR. SEARCY: No, I didn't bring mine. 17 MR. KRUM: I'm going to give the witness what 18 previously was marked as deposition Exhibit 525. It 19 bears production number DM 00007142 through 7251. 20 Q. Mr. Wrotniak, I'm first going to ask you 21 if you recognize Exhibit 525. So take such time as you 22 need, sir, to familiarize yourself with the document. I 23 will give you more time any time I ask you about any 24 particular pages or portions of it. So the threshold 25 question is, do you recognize Exhibit 525? 39	Page 41 1 A. Yes, I do see it. 2 Q. When was the first time you heard or 3 learned that the board ratifying any prior conduct would 4 be taken up at the December 29 board meeting? 5 MR. SEARCY: Objection; vague. 6 A. We had an advice from counsel. 7 Q. Was that written or oral? 8 A. Oral. 9 Q. When was that? 10 A. Specifically, I don't know. 11 Q. How did you receive it? Was it a 12 telephone call? 13 A. Yes. 14 Q. Who else was on the call? 15 A. Our Reading corporate counsel, Judy 16 Codding. 17 Q. Who was the Reading corporate counsel? 18 A. Mark Ferrario. And Bonner. 19 Q. Mike Bonner? 20 A. Yes. 21 Q. Both from Greenberg Traurig. 22 A. Yes, Greenberg Traurig. There are a few 23 of you. 24 Q. How was this call scheduled? If it was. 25 A. I don't know. 41

Page 74 1 A. I see that. 2 Q. Prior to reading that or hearing a 3 question from me about it, have you ever heard about 4 that before? 5 MR. SEARCY: Objection; vague, lacks 6 foundation. 7 A. No. 8 Q. Directing your attention back to 9 deposition Exhibit 525, and I see you still have it 10 open, and to those three sets of purported board minutes 11 from May 21, 2015, May 29, 2015 and June 12, 2015 found 12 on pages bearing production numbers DM 00007187 through 13 99, you don't have any independent information that 14 would enable you to determine whether those minutes 15 fairly and accurately depicted what actually transpired, 16 correct? 17 A. I relied on the minutes as were placed in 18 the minute book. 19 Q. But you don't have any independent basis 20 upon which to determine whether they're accurate or 21 fairly depict what transpired, do you? 22 A. I do not. 23 Q. Did you ever hear or learn or were you 24 ever told anything to the effect that Jim Cotter, Jr. 25 had been told that he needed to resolve his disputes 74	Page 76 1 the exercise of the so-called 100,000 share option, 2 right? 3 A. Yes. 4 Q. With respect to either or both of those 5 decisions, was your view of this derivative lawsuit part 6 of your decision-making? 7 MR. SEARCY: Again, object as vague. 8 A. I don't know. 9 Q. Well, do you have a view of this 10 derivative lawsuit? 11 A. Yes. 12 Q. What is it? 13 A. That the board had a right to terminate 14 Jim Cotter and made an informed decision and took it. 15 Q. Do you have any other views of this 16 derivative lawsuit? Including whether it should proceed 17 or be dismissed. 18 A. Nothing that I can -- 19 Q. Nothing beyond what you just told me? 20 A. Yes. Other than the fact that it's quite 21 expensive. 22 Q. And when you say the board had a right to 23 terminate Jim Cotter and made an informed decision and 24 took it, that view is based on your review of the May 21 25 and 29 and June 12, 2015 meeting minutes and 76
Page 75 1 with his sisters, failing which a vote to terminate him 2 as president and CEO would occur? 3 MR. SEARCY: Objection. Asked and answered 4 and lacks foundation, calls for speculation. It's 5 argumentative. 6 Q. Go ahead. 7 A. No. 8 Q. Have you ever expressed the view that the 9 Cotter siblings should resolve their disputes? 10 A. I don't recall. 11 Q. Was your decision to vote in favor of 12 ratification of either of the matters with respect to 13 which you voted affirmatively on December 29, 2017 based 14 in any part on your view of this derivative lawsuit? 15 MR. SEARCY: Objection; vague. 16 A. Can you clarify that, please? 17 Q. Okay. Well, you voted in favor -- strike 18 that. 19 On December 29, 2017 you voted in favor of 20 ratifying the prior decision to terminate Jim Cotter as 21 president and CEO of RDI, right? 22 A. Yes. 23 Q. And you also voted in favor of a prior 24 compensation committee meeting decision with respect to 25 accepting Class A non-voting stock as consideration for 75	Page 77 1 Mr. Cotter's employment contract, right? 2 A. Yes. 3 Q. Some of these questions help us move the 4 process forward. 5 What difference, if any, did the -- well, 6 strike that. 7 Do you recall that Exhibit 525, the board 8 package, has some information regarding a company called 9 Highpoint Associates? 10 A. Yes. 11 Q. What did you understand that information 12 to be? What difference, if any, did it make? 13 A. I believe that Highpoint was a consultant 14 hired by Reading. 15 Q. What's the basis for that understanding? 16 A. I reviewed the invoice. 17 Q. That's part of Exhibit 525? 18 A. Yes. 19 Q. What difference did the hiring of 20 Highpoint make, if any, to your decision to vote in 21 favor of ratifying the decision to terminate Jim Cotter, 22 Jr. as president and CEO of RDI? 23 A. I don't recall. 24 Q. Who said what, if anything, at the 25 December 29 board meeting about Highpoint? 77

Page 90 1 begins with the words "Mr. Wrotniak also expressed his 2 views." Do you have that paragraph? 3 A. Yes. 4 Q. Let me know when you've finished reading 5 it. 6 A. (The witness reviews the document.) 7 Yes. 8 Q. Does that fairly summarize comments you 9 made? 10 A. Yes. 11 Q. When you said in words or substance that 12 the board has attempted to work with Mr. Cotter but had 13 no alternative to take the action it did, termination, 14 what were you referencing when you said "work" with him? 15 A. They offered him a position as president 16 working under a CEO. 17 Q. When you say they had no -- in words or 18 substance, had no alternative but to vote to terminate 19 him, what exactly were you saying or referencing? 20 A. That if they concluded based on his 21 performance that he was not fulfilling his 22 responsibilities, that he needed to be terminated. 23 Q. I direct your attention to page 6, the 24 last page of Exhibit 526. Do you have that? 25 A. Yes. 90	Page 92 1 A. Oh, I did see it yesterday. 2 Q. Do you recall whether you saw it prior to 3 yesterday? 4 A. I don't recall. 5 Q. Do you see that you're not identified as 6 either a -- well, you're not identified on the from, to 7 or cc section. 8 A. Correct. 9 Q. Does that refresh your recollection that 10 the first time you saw Exhibit 527 was yesterday? 11 MR. SEARCY: Objection; lacks foundation. 12 A. I don't recall when I saw it. 13 Q. Did you ever see a draft of Exhibit 527? 14 A. I don't recall. 15 Q. Did you ever have any discussions with 16 anybody about Exhibit 527, excluding any you had with 17 Mr. Searcy yesterday? 18 A. Yes. 19 Q. When and with whom? 20 A. In my conversation with Mike Bonner and 21 Mark Ferrario. 22 Q. This is the telephone call you and 23 Ms. Coddling had with Bonner and Ferrario? 24 A. Correct. 25 Q. Have you had any other communications 92
Page 91 1 Q. The first full paragraph on that page 2 reads as follows: "Upon motion duly made by Director 3 McEachern and seconded by Dr. Wrotniak, the following 4 resolution was adopted." Do you see that paragraph? 5 A. I do. 6 Q. Is that correct, that you seconded the 7 ratification motion with respect to the 100,000-share 8 option? 9 A. Yes. 10 Q. How did that come to pass? 11 A. I don't understand the question. 12 Q. Had you had any discussions about 13 seconding that motion -- 14 A. No. 15 Q. -- prior to doing so? 16 A. No. 17 Q. Mr. Wrotniak, I show you what previously 18 has been marked as Exhibit 527. It bears production 19 number RDI 0063918. 20 Have you seen Exhibit 527 previously? 21 A. Yes. 22 Q. When? 23 A. I don't recall when the first time I saw 24 it was. 25 Q. You saw it yesterday, correct? 91	Page 93 1 regarding Exhibit 527? 2 A. No. 3 Q. In your call with Bonner and Ferrario, 4 did you have 527 or a draft of that in your hand or in 5 front of you at the time of the call? 6 A. No. 7 Q. Had you seen it at that time? 8 A. No. 9 MR. KRUM: Let's go off the record. 10 THE VIDEOGRAPHER: We are now off the record 11 at 12:16 p.m. 12 (Whereupon, a short recess was taken.) 13 THE VIDEOGRAPHER: This is tape 3, part 2 of 14 the deposition of Michael Wrotniak. We are now on the 15 record at 12:25 p.m. 16 MR. KRUM: Marshall, there was a particular 17 document that was mentioned at the last two depositions 18 that you were going to check on. Were you able to do 19 that? 20 MR. SEARCY: Oh, that was something that 21 Ferrario was going to look into. I'll follow up with 22 him. 23 MR. KRUM: Okay. 24 MR. SEARCY: That had to do with special 25 committee meeting minutes, is that right? 93

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Page 94 1 MR. KRUM: I believe that was, yes. 2 MR. SEARCY: I'll follow up with him on that. 3 MR. KRUM: I don't think there's any reason 4 to take Mr. Wrotniak's time about that. 5 MR. SEARCY: He's not even part of that 6 committee, so. 7 MR. KRUM: I don't have any further 8 questions. All rights are reserved. 9 Thank you, sir, for your time and off we go 10 to the next one I guess. 11 MR. SEARCY: Thank you. No questions from 12 me. 13 THE VIDEOGRAPHER: This concludes today's 14 deposition of Michael Wrotniak. We are now off the 15 record at 12:25 p.m. 16 (Whereupon, at 12:25 P.M., the Examination of 17 this witness was concluded.) 18 ° ° ° ° 19 20 21 22 23 24 25 94	Page 96 1 E X H I B I T S 2 3 (None) 4 5 6 7 I N D E X 8 9 EXAMINATION BY PAGE 10 MR. KRUM 5 11 12 13 INFORMATION AND/OR DOCUMENTS REQUESTED 14 (None) 15 16 17 18 QUESTIONS MARKED FOR RULINGS 19 (None) 20 21 22 23 24 25 96
Page 95 1 D E C L A R A T I O N 2 3 I hereby certify that having been first duly 4 sworn to testify to the truth, I gave the above 5 testimony. 6 7 I FURTHER CERTIFY that the foregoing transcript 8 is a true and correct transcript of the testimony given 9 by me at the time and place specified hereinbefore. 10 11 12 13 _____ 14 MICHAEL WROTNIAK 15 16 Subscribed and sworn to before me 17 this ____ day of _____ 20__. 18 19 20 _____ 21 NOTARY PUBLIC 22 23 24 25 95	Page 97 1 C E R T I F I C A T E 2 3 STATE OF NEW YORK) 4 : SS.: 4 COUNTY OF WESTCHESTER) 5 6 I, SUZANNE PASTOR, a Notary Public for and 7 within the State of New York, do hereby certify: 8 That the witness whose examination is 9 hereinbefore set forth was duly sworn and that such 10 examination is a true record of the testimony given by 11 that witness. 12 I further certify that I am not related to any 13 of the parties to this action by blood or by marriage 14 and that I am in no way interested in the outcome of 15 this matter. 16 IN WITNESS WHEREOF, I have hereunto set my hand 17 this 16th day of March 2018. 18 19 _____ 20 <i>Suzanne Pastor</i> 21 SUZANNE PASTOR 22 23 24 25 97

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EXHIBIT 5

1	DISTRICT COURT		
2	CLARK COUNTY, NEVADA		
3	JAMES J. COTTER, JR.,	)	
4	individually and derivatively	)	
5	on behalf of Reading	)	
	International, Inc.,	)	
6	Plaintiff,	)	Case No.
7	VS.	)	A-15-719860-B
8	MARGARET COTTER, ELLEN COTTER,	)	Coordinated with:
9	GUY ADAMS, EDWARD KANE, DOUGLAS	)	Case No.
10	McEACHERN, TIMOTHY STOREY,	)	P-14-082942-E
	WILLIAM GOULD, and DOES 1	)	Case No.
	through 100, inclusive,	)	A-16-735305-B
11	Defendants.	)	Volume II
12	and	)	
13	<u>READING INTERNATIONAL, INC., a</u>	)	
14	Nevada corporation,	)	
15	Nominal Defendant.	)	
16	<u>(Caption continued on next</u>		
17	page.)		
18	VIDEOTAPED DEPOSITION OF JUDY CODDING		
19	Wednesday, February 28, 2018		
20	Los Angeles, California		
21			
22	REPORTED BY:		
23	GRACE CHUNG, CSR No. 6426, RMR, CRR, CLR		
24	FILE NO.: 453340-B		
25			

JUDY CODDING, VOL II - 02/28/2018

Page 195 1 T2 PARTNERS MANAGEMENT, LP.,) a Delaware limited) 2 partnership, doing business as) KASE CAPITAL MANAGEMENT,) 3 et al.,))) 4 Plaintiff,))) 5 vs.))) 6 MARGARET COTTER, ELLEN COTTER,) GUY ADAMS, EDWARD KANE,) 7 DOUGLAS MCEACHERN, WILLIAM) GOULD, JUDY CODDING, MICHAEL) 8 WROTHIAK, CRAIG TOMPKINS,) and DOES 1 through 100,) 9) Defendants.) 10) and) 11) READING INTERNATIONAL, INC.,) 12 a Nevada corporation,))) 13 Nominal Defendant.))) 14) 15) 16 Videotaped Deposition of JUDY CODDING, 17 taken on behalf of Plaintiff, at 1901 Avenue of the 18 Stars, Suite 600, Los Angeles, California, beginning 19 at 2:22 a.m. and ending at 4:38 p.m., on Wednesday, 20 February 28, 2018, before GRACE CHUNG, CSR No. 6246, 21 RMR, CRR, CLR. 22) 23) 24) 25)	Page 197 1 I N D E X 2 WITNESS EXAMINATION PAGE 3 JUDY CODDING 4 BY MR. KRUM 199 5 BY MR. TAYBACK 273 6 BY MR. KRUM 277 7) 8) 9 (The following previously marked exhibits were 10 referenced: Deposition Exhibits 525, 527, 176.) 11) 12) 13) 14) 15) 16) 17) 18) 19) 20) 21) 22) 23) 24) 25)
Page 196 1 A P P E A R A N C E S 2) 3 For the Plaintiff: 4 YURKO, SALVESEN, & REMZ BY: MARK G. KRUM, ESQ. 5 One Washington Mall 11th Floor 6 Boston, Massachusetts 02108 (617)-723-6900 7) 8) 9 For the Plaintiff Reading International: 10 GREENBERG TRAUIG BY: MARK FERRARIO, ESQ. 11 1840 Century Park East Suite 1900 Los Angeles, California 90067 12 (310) 586-7700 ferrariom@gtlaw.com 13) 14 For the Defendants Margaret Cotter, Ellen Cotter Guy Adams, Edward Kane: 15 QUINN EMANUEL BY: CHRISTOPHER TAYBACK, ESQ. 16 865 South Figueroa Street 10th Floor 17 Los Angeles, California 90017 (213) 443-3000 18 christayback@quinnemanuel.com 19) 20 Also Present: CORY TYLER, Videographer 21) 22) 23) 24) 25)	Page 198 1 Los Angeles, California 2 Wednesday February 28, 2018 3 2:22 p.m. 4 THE VIDEOGRAPHER: And this is the 5 beginning of Media 2 and the beginning of 6 deposition of Judy Coddling, Volume II, in the 7 matter of Cotter, Jr., versus Cotter, et al., held 8 at 1901 Avenue of the Stars, Suite 1600, Century 9 City, California, on February 28th, 2018, at 2:22 10 p.m. 11 The court reporter is Grace Chung, and I am 12 Cory Tyler, the videographer, an employee of 13 Litigation Services. This deposition is being 14 videotaped at all times unless specified to go off 15 the video record. 16 Would all present please identify 17 themselves, beginning with the witness. 18 THE WITNESS: Judy Coddling. 19 MR. TAYBACK: Christopher Tayback for the 20 witness and director defendants. 21 MR. FERRARIO: Mark Ferrario for Reading 22 or RDI. 23 MR. KRUM: Mark Krum for plaintiff. 24 THE VIDEOGRAPHER: And will the court 25 reporter please swear in the witness.

JUDY CODDING, VOL II - 02/28/2018

Page 231 1 been marked -- 2 A. This one? 3 Q. No. Okay. It should be -- you should 4 have one that says 526 and one that says 527. 5 Do you have those? 6 A. Yes. 7 Q. I'd ask you to take a look at Exhibit 527. 8 A. Yeah. 9 Q. Have you seen Exhibit 527 previously? 10 A. I have not seen it, but I knew that we had 11 requested that a note be sent to Ellen. 12 Q. How did you know that? 13 A. I knew it from discussion, asking with the 14 special committee that Bill Gould was going to ask 15 Ellen for a discussion of these matters. 16 Q. Okay. And by the special committee and 17 Bill Gould, are you referring to the December 27, 18 2017, special committee meeting about which you've 19 testified earlier today? 20 A. Whatever date that was. I don't remember. 21 Earlier, as I said, I didn't know whether it was 22 26th, 27th, 28th. I don't remember. 23 Q. Okay. But whatever the date was -- 24 A. Whatever the date -- 25 Q. -- the same reference --	Page 233 1 A. I can't answer it. 2 MR. TAYBACK: If her understanding, with 3 respect to the relationship of this issue to the 4 lawsuit, came from a conversation with a lawyer, 5 I'd instruct her not to answer. 6 MR. KRUM: Right. 7 Q. Is that the case, Ms. Coddington? 8 A. It is. 9 Q. Okay. So independent of that conversation 10 or those conversations with lawyers, with respect 11 to the ratification or otherwise, do you have an 12 independent view of this derivative lawsuit? 13 MR. TAYBACK: Object to the form of the 14 question. Does she have a view of the derivative 15 lawsuit? 16 MR. KRUM: Yes. 17 MR. TAYBACK: She can answer that 18 question. 19 MR. FERRARIO: Other than what she's 20 already testified to that she thought it was a 21 waste and all that. 22 MR. KRUM: I'm not asking her to repeat 23 it. 24 MR. FERRARIO: Okay. All right. 25 MR. KRUM: I mean, I don't think that's a
Page 232 1 A. Yeah. 2 Q. Okay. Did you have any discussions with 3 anybody about the phraseology of either Items 1 -- 4 either Item 1 or 2 of Exhibit 527? 5 A. Not the phraseology. The intent, yes. 6 Q. What was your personal understanding of 7 the -- of the purpose for which you were going to 8 be doing this? 9 A. My understanding was that since the judge 10 made the decision that myself and Bill Gould and 11 Doug McEachern and Ed Kane and Michael were now 12 declared definitely independent, that we would have 13 the opportunity to ratify a decision if we so 14 chose. 15 Q. What was your understanding of why you 16 would do so? 17 A. To make sure that the court knew where we 18 stood about Jim Cotter, Jr., being the CEO. 19 Q. Was your decision to vote in favor of 20 ratification based in any respect on your view of 21 this derivative lawsuit? 22 MR. TAYBACK: Objection. Vague. 23 And if you can answer the question without 24 divulging attorney-client communications, you can 25 answer it.	Page 234 1 fair characterization. Well, it doesn't matter 2 whether it is. She can answer. 3 A. I don't really understand the lawsuit as 4 it exists today. I -- I really don't understand 5 it. I don't understand how it's a derivative 6 lawsuit, and I've asked for an explanation of it 7 from our attorneys. And it's hard for me to 8 understand why there is this derivative lawsuit. 9 And the attorneys can verify that I've 10 asked that question many times. 11 BY MR. KRUM: 12 Q. So if you were able to vote on whether 13 this derivative lawsuit should proceed or not, 14 would you -- how would you vote, if at all? 15 A. Well, I don't think it should -- I don't 16 think it should go forward. I don't see the 17 purpose of it. I don't understand it. 18 Q. Ms. Coddington, take a look at Exhibit 526. 19 You have that in front of you as well. And take 20 such time as you need to review it. 21 My first question is, have you ever seen 22 Exhibit 526? 23 A. I have. 24 Q. When did you first see it? 25 A. I don't remember the date.

JUDY CODDING, VOL II - 02/28/2018

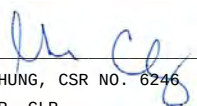
Page 279 1 STATE OF CALIFORNIA) 2) ss. 3 COUNTY OF LOS ANGELES) 4 5 I, GRACE CHUNG, RMR, CRR, CSR No. 6246, a 6 Certified Shorthand Reporter in and for the County 7 of Los Angeles, the State of California, do hereby 8 certify: 9 That, prior to being examined, the witness 10 named in the foregoing deposition was by me duly 11 sworn to testify the truth, the whole truth, and 12 nothing but the truth; 13 That said deposition was taken down by me 14 in shorthand at the time and place therein named, 15 and thereafter reduced to typewriting by 16 computer-aided transcription under my direction; 17 That the dismantling, unsealing, or 18 unbinding of the original transcript will render 19 the reporter's certificate null and void. 20 I further certify that I am not interested 21 in the event of the action. 22 In witness whereof, I have hereunto subscribed my 23 name. 24 Dated. March 14, 2018  25 GRACE CHUNG, CSR NO. 6246 RMR, CRR, CLR	Page 281 ERRATA SHEET <table style="width: 100%; border-collapse: collapse;"> <tr> <th style="width: 5%;">2</th> <th style="width: 10%;">Page</th> <th style="width: 10%;">Line</th> <th style="width: 40%;">Should read:</th> <th style="width: 35%;">Reason for Change:</th> </tr> <tr><td>3</td><td></td><td></td><td></td><td></td></tr> <tr><td>4</td><td>---</td><td>---</td><td>_____</td><td>_____</td></tr> <tr><td>5</td><td></td><td></td><td>_____</td><td>_____</td></tr> <tr><td>6</td><td>---</td><td>---</td><td>_____</td><td>_____</td></tr> <tr><td>7</td><td></td><td></td><td>_____</td><td>_____</td></tr> <tr><td>8</td><td>---</td><td>---</td><td>_____</td><td>_____</td></tr> <tr><td>9</td><td></td><td></td><td>_____</td><td>_____</td></tr> <tr><td>10</td><td>---</td><td>---</td><td>_____</td><td>_____</td></tr> <tr><td>11</td><td></td><td></td><td>_____</td><td>_____</td></tr> <tr><td>12</td><td>---</td><td>---</td><td>_____</td><td>_____</td></tr> <tr><td>13</td><td></td><td></td><td>_____</td><td>_____</td></tr> <tr><td>14</td><td>---</td><td>---</td><td>_____</td><td>_____</td></tr> <tr><td>15</td><td></td><td></td><td>_____</td><td>_____</td></tr> <tr><td>16</td><td>---</td><td>---</td><td>_____</td><td>_____</td></tr> <tr><td>17</td><td></td><td></td><td>_____</td><td>_____</td></tr> <tr><td>18</td><td>---</td><td>---</td><td>_____</td><td>_____</td></tr> <tr><td>19</td><td></td><td></td><td>_____</td><td>_____</td></tr> <tr><td>20</td><td>---</td><td>---</td><td>_____</td><td>_____</td></tr> <tr><td>21</td><td></td><td></td><td>_____</td><td>_____</td></tr> <tr><td>22</td><td></td><td></td><td></td><td></td></tr> <tr><td>23</td><td colspan="2">Date: _____</td><td colspan="2">Signature of Witness _____</td></tr> <tr><td>24</td><td></td><td></td><td></td><td></td></tr> <tr><td>25</td><td></td><td></td><td colspan="2">Name Typed or Printed _____</td></tr> </table>	2	Page	Line	Should read:	Reason for Change:	3					4	---	---	_____	_____	5			_____	_____	6	---	---	_____	_____	7			_____	_____	8	---	---	_____	_____	9			_____	_____	10	---	---	_____	_____	11			_____	_____	12	---	---	_____	_____	13			_____	_____	14	---	---	_____	_____	15			_____	_____	16	---	---	_____	_____	17			_____	_____	18	---	---	_____	_____	19			_____	_____	20	---	---	_____	_____	21			_____	_____	22					23	Date: _____		Signature of Witness _____		24					25			Name Typed or Printed _____	
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EXHIBIT 6

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DISTRICT COURT
CLARK COUNTY, NEVADA

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

VOLUME V
(Pages 664-695)

VIDEOTAPED DEPOSITION OF EDWARD KANE, defendant
herein, noticed by Lewis, Roca, Rothgerber,
Christie, LLP, taken at Litigation Services, 655
West Broadway, Suite 880, San Diego, California,
on Friday, April 20, 2018, at 9:26 a.m., before
Marc Volz, CSR 2863, RPR, CRR, crc

Job No.: 465069

Page 681 1 MR. KRUM: 2 Q. I'm sorry. So is it Mr. Bonner's 3 responsibility to prepare the minutes for the committee 4 meetings? Is that what -- 5 A. It has been, yes. Yes. 6 Q. I'm not asking about what they said. Have you 7 had at any point in time any communications with 8 Mr. Bonner with respect to ratification of any prior 9 actions or decisions of either the RDI board or the RDI 10 board committee? 11 A. I have no such recollection. 12 Q. Have you ever had any communications with 13 Mr. Ferrario about ratification of any prior RDI board 14 actions or decisions or committee actions or decisions? 15 A. I don't recall any. 16 Q. Excluding the December 29, 2017 board meeting, 17 and excluding any communications you had with your 18 lawyers in preparation for your deposition today, have 19 you ever had any communications with anyone about 20 ratification of any prior actions taken by the RDI board 21 of directors or any committees of the RDI board of 22 directors? 23 A. I'm not sure I understand your question. You 24 mentioned committees. I don't recall any conversations 25 about ratification that specific meeting. I obviously	Page 683 1 in preparation for your deposition today do you have any 2 other source or sources of understanding regarding the 3 ratification matters you've just described? 4 MR. SEARCY: Objection. Vague. 5 THE WITNESS: I remember voting at the meeting of 6 the 29th to ratify the termination of James J. 7 Cotter, Jr. as CEO of Reading. 8 MR. KRUM: I ask that the witness be provided 9 Exhibit 527. 10 MR. SEARCY: Mr. Krum, I've just handed Exhibit 527 11 to the witness, and I have a copy and Mr. Ferrario now 12 has a copy. 13 MR. KRUM: Thank you. 14 Q. Mr. Kane, take such time as you need to review 15 Exhibit 527. My first question is going to be whether 16 you have ever seen it previously. So have you seen 17 Exhibit 527 previously? 18 A. I don't have any recollection of seeing this 19 previously. 20 Q. Mr. Kane, did you have any communications with 21 Bill Gould, I believe December 25, 2017, prior to the 22 December 29, 2017 RDI board meeting? 23 A. I don't recall any. 24 Q. Did you have any communications with Craig 25 Tompkins the week of December 25 but prior to the
Page 682 1 have discussions with committee members about committee 2 agendas or substance of the forthcoming committee 3 meetings. 4 Q. My question, Mr. Kane, is confined to the 5 subject of ratification. Let me approach this a little 6 more incrementally. What is your understanding, if any, 7 as to what ratification matter or matters were taken up 8 at the December 29, 2017 RDI board meeting? 9 A. The ratification was as to the termination of 10 Mr. Cotter, Jr. As CEO of Reading. 11 Q. Anything else? 12 A. I believe there was an issue regarding the sale 13 of stock by -- or exchange of shares by Ellen Cotter of 14 Reading. A shares for Reading, B shares held by the 15 estate of James J. Cotter, Sr. 16 Q. What is the source or what are the sources of 17 your understanding of the two ratification matters you 18 just described? 19 A. I'm not sure I understand you. You say the 20 source of... 21 Q. Let me ask it differently, Mr. Kane. How do 22 you know what you just told me about ratification? 23 A. I was presented with or had seen documents 24 yesterday dealing with those matters, I recall. 25 Q. Other than the documents you reviewed yesterday	Page 684 1 December 29, 2017 RDI board meeting? 2 A. If I did I don't recall any. 3 Q. Did you have any communications with Ellen 4 Cotter the week of December 25, 2017 but prior to the 5 December 29, 2017 RDI board meeting? 6 A. If I did I don't recall any. 7 Q. Mr. Kane, I direct your attention back to 8 Exhibit 525. Do you have that in front of you? 9 A. Yes, sir. 10 Q. Please turn to the second page and read to 11 yourself paragraph 3a. And let me know when you've done 12 that. 13 A. Paragraph 3a and b is -- no, wait a second. 14 I'm on the wrong page. I'm on the wrong page. 15 Q. The second page, the lower right hand it ends 16 with the number 7143. Why don't you read paragraph 3, 17 subparagraph a and subparagraph b. And let me know when 18 you're done. And I'll ask you some questions about 19 that. 20 A. Okay. Yes, sir. 21 Q. At the December 29, 2017 RDI board of directors 22 meeting what did you say, if anything, Mr. Kane, 23 relating to the subject matter of paragraph 3a -- that 24 is, the ratification of the termination of Mr. Cotter? 25 A. I don't recall saying anything. I may have.

Page 689 1 Highpoint Associates? 2 A. I was given yesterday, I think, some pages of 3 Highpoint. I scanned them. I didn't pay much attention 4 to it. 5 Q. Prior to yesterday have you ever seen any 6 documents relating to or concerning Highpoint 7 Associates? 8 A. I may have. But when it was given to me 9 yesterday it didn't refresh my recollection of having 10 seen it previously. I'd only heard about it. 11 Q. From whom had you heard about it? 12 A. It was so long ago I don't remember. 13 Q. Did Mr. McEachern tell you about Highpoint 14 Associates? 15 A. I don't remember how I knew. 16 Q. Did Mr. McEachern ever give you any documents 17 about Highpoint Associates? 18 A. I have no recollection of discussing it with 19 him or him giving it to me. 20 Q. Do you possess any documents concerning 21 Highpoint Associates? 22 A. No, sir. 23 MR. FERRARIO: Other than -- 24 THE WITNESS: Well, other than what I was given 25 by --	Page 691 1 And if the directors of a company who are 2 operating, as I was and what I thought, in the best 3 interest of the company and thought it was in the best 4 interest of the company that Mr. Cotter step down from 5 his role, how else can I think, other than there 6 shouldn't have been a derivative suit and it's a waste 7 of his money and our money. 8 Q. Directing your attention, Mr. Kane, to your 9 last response insofar as it concerned the intervening 10 plaintiffs. What is the basis or what are the bases for 11 your understanding of the conclusions you described them 12 as reaching? 13 A. I saw some -- at the time I believe I saw some 14 correspondence from them to that effect. And there was 15 also some discussion with regard to the peer group. 16 They made some recommendations for a change in the peer 17 group which we used to determine compensation. It was 18 well thought out. And we had already adopted some of 19 their recommendations of the peer group. And in there 20 they again I believe -- it's a long time ago when I saw 21 the correspondence -- that they were pleased with the 22 way the company was being run and going forward. And 23 they were making recommendations as to the peer group 24 for compensation. 25 Q. When you refer to correspondence are you
Page 690 1 MR. SEARCY: Mr. Searcy. 2 THE WITNESS: Mr. Searcy. Sorry. I'm sorry. I 3 missed it. Other than what Mr. Searcy gave me I don't 4 recall. I may have but I just don't recall it. 5 MR. KRUM: 6 Q. If you were afforded the opportunity today to 7 vote on whether this derivative lawsuit should proceed 8 or be terminated how would you vote? 9 A. Terminate it tomorrow, please, sir. 10 Q. And why? 11 A. And why? We had -- that, as you well know, 12 sir, that derivative suit was joined by an independent 13 investor in Reading, T-2. They put a lot of money into 14 it. They were present at one or more of my depositions. 15 And they came to the conclusion that the company was 16 well run. And they were laudatory as to how it is run 17 and they pulled out. They didn't receive anything for 18 pulling out. Their expenses were their expenses. 19 If someone with that sophistication and their own 20 money in it said the company is well run, without 21 Mr. Cotter, Jr., then I cannot foresee why there even is 22 a derivative action. Never made much sense to me. And 23 I'm not criticizing you, sir. You're his counsel. But 24 to me it's a total waste of time and money of all 25 parties.	Page 692 1 actually -- do you actually have in mind a press release 2 issued by RDI that included a quote ascribed to one of 3 the intervening plaintiff representatives? 4 A. I wasn't but now that you mentioned it I did -- 5 I must have. And I have some vague recollection of some 6 of that press release. 7 Q. Mr. Kane, excluding your prior depositions in 8 this case, have you ever met or communicated with any 9 representative of any of the intervening plaintiffs? 10 A. By intervening plaintiffs you mean T-2? 11 Q. Right. T-2 or the folks you referenced earlier 12 as having settled. 13 A. No. I never personally discussed it with any 14 of them. 15 Q. What or who was the source of the information 16 you've described about interactions with T-2 and the 17 intervening plaintiffs? 18 A. I can't recall. I do know that I saw -- maybe 19 it was directed to me, I don't know -- their 20 recommendations for companies that we should use as part 21 of our peer group for compensation purposes. So I 22 probably saw that as chair of the compensation 23 committee. But otherwise, I don't know whether they 24 sent things to the board as a whole or things were given 25 to me. I just don't recall.

EDWARD KANE, VOLUME V - 04/20/2018

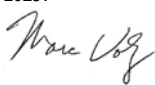
Page 693 1 Q. Okay. This calls for a yes or no response, 2 Mr. Kane. Was counsel, meaning an attorney who 3 represents you and/or an attorney who represents RDI, 4 the source of some or all of the information you 5 received regarding T-2 and the intervening plaintiffs? 6 A. Sir, I can't recall so I can't say yes or no. 7 Q. Very well. 8 MR. KRUM: Let's take a break. 9 THE VIDEOGRAPHER: Off the record. The time is 10 10:21 a.m. 11 (Recess.) 12 MR. KRUM: Back on the record. So in light of what 13 we've covered and how we've covered it and the 14 circumstances that bear upon that I don't have anything 15 further at this time. Mr. Kane, thank you for your 16 time. Have a nice day, sir. 17 THE WITNESS: Thank you. You too. 18 MR. SEARCY: Thank you. 19 MR. KRUM: Bye, guys. 20 (The proceedings concluded at 10:41 a.m.) 21 *** 22 23 24 25 Page 694 1 STATE OF CALIFORNIA) ss 2 3 I, Marc Volz, CSR 2863, RPR, CRR, CRC, do hereby 4 declare: 5 That, prior to being examined, the witness named in 6 the foregoing deposition was by me duly sworn pursuant 7 to Section 2093(b) and 2094 of the Code of Civil 8 Procedure; 9 That said deposition was taken down by me in 10 shorthand at the time and place therein named and 11 thereafter reduced to text under my direction. 12 I further declare that I have no interest in the 13 event of the action. 14 I declare under penalty of perjury under the laws 15 of the State of California that the foregoing is true 16 and correct. 17 18 WITNESS my hand this 23rd day of 19 April, 2018. 20  21 _____ 22 MARC VOLZ, CSR NO. 2863, RPR, CRR, CRC 23 24 25	Page 695 ERRATA SHEET 1 2 3 4 5 I declare under penalty of perjury that I have read the 6 foregoing _____ pages of my testimony, taken 7 on _____ (date) at 8 _____ (city), _____ (state), 9 10 and that the same is a true record of the testimony given 11 by me at the time and place herein 12 above set forth, with the following exceptions: 13 14 Page Line Should read: Reason for Change: 15 16 _____ 17 _____ 18 _____ 19 _____ 20 _____ 21 _____ 22 _____ 23 _____ 24 _____ 25 _____ Page 696 ERRATA SHEET 1 2 Page Line Should read: Reason for Change: 3 4 _____ 5 _____ 6 _____ 7 _____ 8 _____ 9 _____ 10 _____ 11 _____ 12 _____ 13 _____ 14 _____ 15 _____ 16 _____ 17 _____ 18 _____ 19 _____ 20 _____ 21 _____ 22 _____ 23 Date: _____ 24 Signature of Witness _____ 25 Name Typed or Printed _____
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EXHIBIT 7

**RSPN
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Attorneys for Defendants Margaret Cotter,
Ellen Cotter, and Guy Adams

EIGHTH JUDICIAL 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.

AND

READING INTERNATIONAL, INC., a Nevada
corporation,

Nominal Defendant.

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

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

Related and Coordinated Cases

BUSINESS COURT

**DEFENDANT MARGARET COTTER'S
OBJECTIONS AND RESPONSES TO
PLAINTIFF JAMES J. COTTER, JR.'S
JANUARY 12, 2018 INTERROGATORIES**

1 Defendant Margaret Cotter (“Defendant”), by and through her counsel, and pursuant to
2 N.R.C.P. 33, hereby provides these objections and responses to Plaintiff James J. Cotter, Jr.’s
3 January 12, 2018 Interrogatories (the “Interrogatories”).

4 **GENERAL OBJECTIONS AND RESPONSES**

5 1. Defendant is presently pursuing her investigation of the facts and law relating to
6 Plaintiff’s Interrogatories. Defendant’s objections and responses are based on the knowledge,
7 information, and beliefs of Defendant at this time, as well as the documents in Defendant’s
8 possession, custody, or control. Therefore, the objections and responses are given without
9 prejudice to Defendant’s right to produce evidence of subsequently discovered facts or to add,
10 modify, or otherwise change or amend the objections and responses or to rely on additional
11 evidence at trial or in connection with any pretrial proceedings. Defendant expressly reserves
12 the right to amend or supplement these objections and responses.

13 2. Defendant objects to each and every instruction, definition, and Interrogatory to
14 the extent that that they seek information that is neither relevant to this action nor reasonably
15 calculated to lead to the discovery of admissible evidence.

16 3. Defendant objects to each and every instruction, definition, and Interrogatory to
17 the extent they are vague and ambiguous, overly broad, unduly burdensome, and/or seek
18 information that is not within her possession, custody, or control.

19 4. Defendant objects to each and every instruction, definition, and Interrogatory to
20 the extent that they seek information protected from disclosure by the attorney-client privilege,
21 work product doctrine, common interest privilege, joint defense privilege, trade secret
22 protections, confidentiality and/or non-disclosure agreements, third-party privacy rights, and/or
23 any other available law, privilege, immunity, doctrine, or other ground for limiting disclosure.
24 The inadvertent disclosure of any such information shall not constitute a waiver of any such law,
25 privilege, immunity, doctrine, or other ground for limiting disclosure with respect to such
26 information, the subject matter of such information, or of Defendant’s right to demand the return
27 of inadvertently disclosed materials or to object to the use of any such information during any
28 subsequent proceeding in this action or elsewhere.

1 5. Defendant objects to each and every instruction, definition, and Interrogatory to
2 the extent that they attempt to impose any burdens inconsistent with or in addition to the
3 obligations under the Nevada Revised Statutes, Nevada Rules of Civil Procedure, this Court's
4 local rules, or any other applicable law.

5 6. Defendant objects to the definition of the term "Documents," as vague,
6 ambiguous, overly broad, and unduly burdensome to the extent that it seeks to impose
7 obligations on Defendant beyond those under the Nevada Revised Statutes, Nevada Rules of
8 Civil Procedure, this Court's local rules, or any other applicable law.

9 7. Defendant objects to the definitions of the term "Identify," as vague, ambiguous,
10 overly broad, and unduly burdensome to the extent that they seek to impose obligations on
11 Defendant beyond those under the Nevada Revised Statutes, Nevada Rules of Civil Procedure,
12 this Court's local rules, or any other applicable law.

13 8. Defendant objects to the Interrogatories to the extent that they are duplicative,
14 cumulative, and/or seek information that may be obtained from other sources or through other
15 means of discovery that are more convenient, more efficient, more practical, less burdensome, or
16 less expensive.

17 9. Defendant objects to each and every instruction, definition, and Interrogatory to
18 the extent that they are speculative, lack foundation, or improperly assume the existence of
19 hypothetical facts that are incorrect or unknown to Defendant.

20 10. Defendant objects to each and every instruction, definition, and Interrogatory to
21 the extent that they call for a legal conclusion. Any response by Defendant shall not be
22 construed as providing a legal conclusion regarding the meaning or application of any terms or
23 phrases used in Plaintiff's instructions or definitions.

24 11. Defendant objects to the Interrogatories to the extent the Interrogatories call for
25 information protected by the privacy rights of Defendant and/or third parties.

26 12. Defendant objects to the Interrogatories to the extent the Interrogatories call for
27 information containing confidential or personal business information or other proprietary
28 information, including material nonpublic information.

1 13. Defendant objects to the Interrogatories to the extent the Interrogatories seek
2 information equally or more available to Plaintiff.

3 14. Defendant objects to the Interrogatories pursuant to N.R.C.P. 33(d), to the extent
4 the answers to the Interrogatories would necessitate the preparation or the making of a
5 compilation, abstract, or summary of or from Defendant's documents, and the burden or expense
6 of preparing or making it would be substantially the same for Plaintiff as for Defendant. As
7 such, it is a sufficient answer to specify the writings from which the answer may be derived or
8 ascertained.

9 15. Defendant objects to the Interrogatories to the extent the Interrogatories seek
10 information outside the scope of the limited issues on which the Court has re-opened discovery,
11 the ratification and demand-futility issues raised in the motions denied without prejudice on
12 January 8, 2018. See Jan. 8, 2018 Trial Tr. at 28:18-23, 34:11-15.

13 16. The following responses constitute Defendant's best information and belief at this
14 time, based upon reasonable inquiry and the facts presently available and, except for explicit
15 facts admitted herein, no incidental or implied admissions are intended hereby. The fact that
16 Defendant has answered or objected to any Interrogatory or part thereof should not be taken as
17 an admission that Defendant accepts or admits the existence of any facts set forth or assumed by
18 such Interrogatories, or that such answer or objection constitutes admissible evidence. The fact
19 that Defendant has responded to part or all of any Interrogatory is not intended and shall not be
20 construed to be a waiver by Defendant of all or any part of any objection to any Interrogatory.

21 17. Where indicated, Defendant will respond to the Interrogatories. These responses
22 are based on the information presently known to Defendant following a reasonable and diligent
23 inquiry.

24 18. Each of the foregoing general objections is incorporated by reference into each
25 and every specific objection set forth below.
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1 **SPECIFIC RESPONSES AND OBJECTIONS TO THE INTERROGATORIES**

2 **INTERROGATORY NO. 1:**

3 Identify each person with whom you spoke concerning the December 29, 2017 meeting
4 of the Board of Directors of RDI prior to such meeting to the extent it concerned Ratification.

5 **RESPONSE TO INTERROGATORY NO. 1:**

6 Defendant incorporates by reference her General Objections. Defendant further objects
7 to this Interrogatory because it seeks information protected from disclosure by the attorney-client
8 privilege, work product doctrine, common interest privilege, or joint defense privilege.
9 Defendant further objects to the definitions of the term “Identify” as vague, ambiguous, overly
10 broad, unduly burdensome, and seeking information that is not within her possession, custody, or
11 control. Defendant further objects to the term “spoke” as vague and ambiguous because it is not
12 clear whether it is limited to oral communications or may also include written communications;
13 depending on what “spoke” means, the answer to the Interrogatory may necessitate the
14 preparation or the making of a compilation, abstract, or summary of or from Defendant’s
15 documents, the burden or expense of preparing or making it would be substantially the same for
16 Plaintiff as for Defendant, and therefore pursuant to N.R.C.P. 33(d), it is a sufficient answer to
17 specify the writings from which the answer may be derived or ascertained.

18 Subject to the foregoing general and specific objections, Defendant responds as follows:
19 Defendant spoke to Ellen Cotter and Mark Ferrario.

20 **INTERROGATORY NO. 2:**

21 With respect to each person identified under Interrogatory No. 1, please specify:

- 22 a. The date(s) on which you spoke;
23 b. The method of communication, and the location of such discussion, if it was in
24 person;
25 c. Any other persons present for or privy to such communication; and
26 d. A detailed description of what was said.

1 **RESPONSE TO INTERROGATORY NO. 2:**

2 Defendant incorporates by reference her General Objections. Defendant further objects
3 to this Interrogatory because it seeks information protected from disclosure by the attorney-client
4 privilege, work product doctrine, common interest privilege, or joint defense privilege.
5 Defendant further objects to the term “spoke” as vague and ambiguous because it is not clear
6 whether it is limited to oral communications or may also include written communications;
7 depending on what “spoke” means, the answer to the Interrogatory may necessitate the
8 preparation or the making of a compilation, abstract, or summary of or from Defendant’s
9 documents, the burden or expense of preparing or making it would be substantially the same for
10 Plaintiff as for Defendant, and therefore pursuant to N.R.C.P. 33(d), it is a sufficient answer to
11 specify the writings from which the answer may be derived or ascertained.

12 Subject to the foregoing general and specific objections, Defendant responds as follows:
13 Defendant spoke to Ellen Cotter in person, in California, regarding the topic identified in
14 Interrogatory No. 1 on or about December 28, 2017, but does not recall details of the
15 conversation. Defendant spoke to Mark Ferrario in person, in New York, regarding the topic
16 identified in Interrogatory No. 1 on or about December 15, 2017. Details of the conversation
17 with Mr. Ferrario are subject to the attorney-client privilege.

18 **INTERROGATORY NO. 3:**

19 Identify each person with whom you spoke concerning the decision to call a meeting of
20 the Board of Director of RDI to be held on December 29, 2017, or the reasons for calling such
21 meeting to the extent it concerned Ratification.

22 **RESPONSE TO INTERROGATORY NO. 3:**

23 Defendant incorporates by reference her General Objections. Defendant further objects
24 to this Interrogatory because it seeks information protected from disclosure by the attorney-client
25 privilege, work product doctrine, common interest privilege, or joint defense privilege.
26 Defendant further objects to the definitions of the term “Identify” as vague, ambiguous, overly
27 broad, unduly burdensome, and seeking information that is not within her possession, custody, or
28 control. Defendant further objects to the term “spoke” as vague and ambiguous because it is not

1 clear whether it is limited to oral communications or may also include written communications;
2 depending on what “spoke” means, the answer to the Interrogatory may necessitate the
3 preparation or the making of a compilation, abstract, or summary of or from Defendant’s
4 documents, the burden or expense of preparing or making it would be substantially the same for
5 Plaintiff as for Defendant, and therefore pursuant to N.R.C.P. 33(d), it is a sufficient answer to
6 specify the writings from which the answer may be derived or ascertained.

7 Subject to the foregoing general and specific objections, Defendant responds as follows:
8 Defendant spoke to Ellen Cotter and Mark Ferrario.

9 **INTERROGATORY NO. 4:**

10 With respect to each person identified under Interrogatory No. 3, please specify:

- 11 a. The date(s) on which you spoke;
- 12 b. The method of communication, and the location of such discussion, if it was in
13 person;
- 14 c. Any other persons present for or privy to such communication; and
- 15 d. A detailed description of what was said.

16 **RESPONSE TO INTERROGATORY NO. 4:**

17 Defendant incorporates by reference her General Objections. Defendant further objects
18 to this Interrogatory because it seeks information protected from disclosure by the attorney-client
19 privilege, work product doctrine, common interest privilege, or joint defense privilege.
20 Defendant further objects to the term “spoke” as vague and ambiguous because it is not clear
21 whether it is limited to oral communications or may also include written communications;
22 depending on what “spoke” means, the answer to the Interrogatory may necessitate the
23 preparation or the making of a compilation, abstract, or summary of or from Defendant’s
24 documents, the burden or expense of preparing or making it would be substantially the same for
25 Plaintiff as for Defendant, and therefore pursuant to N.R.C.P. 33(d), it is a sufficient answer to
26 specify the writings from which the answer may be derived or ascertained.

27 Subject to the foregoing general and specific objections, Defendant responds as follows:
28 Defendant spoke to Ellen Cotter in person, in California, regarding the topic identified in

1 Interrogatory No. 3 on or about December 28, 2017, but does not recall details of the
2 conversation. Defendant spoke to Mark Ferrario in person, in New York, regarding the topic
3 identified in Interrogatory No. 3 on or about December 15, 2017. Details of the conversation
4 with Mr. Ferrario are subject to the attorney-client privilege.

5 **INTERROGATORY NO. 5:**

6 Identify each person with whom you spoke prior the December 29, 2017 meeting of the
7 Board of Directors of RDI concerning the topics to be addressed at that meeting to the extent it
8 concerned Ratification.

9 **RESPONSE TO INTERROGATORY NO. 5:**

10 Defendant incorporates by reference her General Objections. Defendant further objects
11 to this Interrogatory because it seeks information protected from disclosure by the attorney-client
12 privilege, work product doctrine, common interest privilege, or joint defense privilege.
13 Defendant further objects to the definitions of the terms “Identify” and “topics to be addressed”
14 as vague, ambiguous, overly broad (including as to time), unduly burdensome, duplicative, and
15 seeking information that is not within her possession, custody, or control. Defendant further
16 objects to the term “spoke” as vague and ambiguous because it is not clear whether it is limited
17 to oral communications or may also include written communications; depending on what
18 “spoke” means, the answer to the Interrogatory may necessitate the preparation or the making of
19 a compilation, abstract, or summary of or from Defendant’s documents, the burden or expense of
20 preparing or making it would be substantially the same for Plaintiff as for Defendant, and
21 therefore pursuant to N.R.C.P. 33(d), it is a sufficient answer to specify the writings from which
22 the answer may be derived or ascertained.

23 Subject to the foregoing general and specific objections, Defendant responds as follows:
24 Defendant spoke to Ellen Cotter and Mark Ferrario.

25 **INTERROGATORY NO. 6:**

26 With respect to each person identified under Interrogatory No. 5, please specify:

- 27 a. The date(s) on which you spoke;
- 28

- 1 b. The method of communication, and the location of such discussion, if it was in
2 person;
3 c. Any other persons present for or privy to such communication; and
4 d. A detailed description of what was said.

5 **RESPONSE TO INTERROGATORY NO. 6:**

6 Defendant incorporates by reference her General Objections. Defendant further objects
7 to this Interrogatory because it seeks information protected from disclosure by the attorney-client
8 privilege, work product doctrine, common interest privilege, or joint defense privilege.
9 Defendant further objects to this Interrogatory as vague, ambiguous, overly broad (including as
10 to time), unduly burdensome, duplicative, and seeking information that is not within her
11 possession, custody, or control. Defendant further objects to the term “spoke” as vague and
12 ambiguous because it is not clear whether it is limited to oral communications or may also
13 include written communications; depending on what “spoke” means, the answer to the
14 Interrogatory may necessitate the preparation or the making of a compilation, abstract, or
15 summary of or from Defendant’s documents, the burden or expense of preparing or making it
16 would be substantially the same for Plaintiff as for Defendant, and therefore pursuant to
17 N.R.C.P. 33(d), it is a sufficient answer to specify the writings from which the answer may be
18 derived or ascertained.

19 Subject to the foregoing general and specific objections, Defendant responds as follows:
20 Defendant spoke to Ellen Cotter in person, in California, regarding the topic identified in
21 Interrogatory No. 5 on or about December 28, 2017, but does not recall details of the
22 conversation. Defendant spoke to Mark Ferrario in person, in New York, regarding the topic
23 identified in Interrogatory No. 5 on or about December 15, 2017. Details of the conversation
24 with Mr. Ferrario are subject to the attorney-client privilege.

25 **INTERROGATORY NO. 7:**

26 Identify each attorney who provided you or any member of the board of directors of RDI
27 advice with respect to the decision to call the meeting held on December 29, 2017 to the extent it
28 concerned Ratification.

1 **RESPONSE TO INTERROGATORY NO. 7:**

2 Defendant incorporates by reference her General Objections. Defendant further objects
3 to this Interrogatory because it seeks information protected from disclosure by the attorney-client
4 privilege, work product doctrine, common interest privilege, or joint defense privilege.
5 Defendant further objects to the definitions of the term “Identify” as vague, ambiguous, overly
6 broad, unduly burdensome, and seeking information that is not within her possession, custody, or
7 control.

8 Subject to the foregoing general and specific objections, Defendant responds as follows:
9 Defendant is aware that Mark Ferrario provided such advice.

10 **INTERROGATORY NO. 8:**

11 With respect to each person identified under Interrogatory No. 7, please specify:

- 12 a. The date(s) on which you spoke;
13 b. The method of communication, and the location of such discussion, if it was in
14 person;
15 c. Any other persons present for or privy to such communication; and
16 d. A detailed description of what was said.

17 **RESPONSE TO INTERROGATORY NO. 8:**

18 Defendant incorporates by reference her General Objections. Defendant further objects
19 to this Interrogatory because it seeks information protected from disclosure by the attorney-client
20 privilege, work product doctrine, common interest privilege, or joint defense privilege.
21 Defendant further objects to the term “spoke” as vague and ambiguous because it is not clear
22 whether it is limited to oral communications or may also include written communications;
23 depending on what “spoke” means, the answer to the Interrogatory may necessitate the
24 preparation or the making of a compilation, abstract, or summary of or from Defendant’s
25 documents, the burden or expense of preparing or making it would be substantially the same for
26 Plaintiff as for Defendant, and therefore pursuant to N.R.C.P. 33(d), it is a sufficient answer to
27 specify the writings from which the answer may be derived or ascertained.
28

1 Subject to the foregoing general and specific objections, Defendant responds as follows:
2 Defendant spoke to Mark Ferrario in person, in New York, regarding the topic identified in
3 Interrogatory No. 7 on or about December 15, 2017. Details of the conversation with Mr.
4 Ferrario are subject to the attorney-client privilege.

5 **INTERROGATORY NO. 9:**

6 Identify each attorney who provided you or any member of the board of directors of RDI
7 advice concerning the substance of the matters to be discussed at the meeting held on December
8 29, 2017 to the extent it concerned Ratification.

9 **RESPONSE TO INTERROGATORY NO. 9:**

10 Defendant incorporates by reference her General Objections. Defendant further objects
11 to this Interrogatory because it seeks information protected from disclosure by the attorney-client
12 privilege, work product doctrine, common interest privilege, or joint defense privilege.
13 Defendant further objects to the definitions of the terms “Identify” and “substance of the matters
14 to be discussed” as vague, ambiguous, overly broad (including as to time), unduly burdensome,
15 duplicative, and seeking information that is not within her possession, custody, or control.

16 Subject to the foregoing general and specific objections, Defendant responds as follows:
17 Mark Ferrario and Michael Bonner provided information regarding the topic identified in
18 Interrogatory No. 9.

19 **INTERROGATORY NO. 10:**

20 With respect to each person identified under Interrogatory No. 9, please specify:

- 21 a. The date(s) on which you spoke;
22 b. The method of communication, and the location of such discussion, if it was in
23 person;
24 c. Any other persons present for or privy to such communication; and
25 d. A detailed description of what was said.

26 **RESPONSE TO INTERROGATORY NO. 10:**

27 Defendant incorporates by reference her General Objections. Defendant further objects
28 to this Interrogatory because it seeks information protected from disclosure by the attorney-client

1 privilege, work product doctrine, common interest privilege, or joint defense privilege.
2 Defendant further objects to the term “spoke” as vague and ambiguous because it is not clear
3 whether it is limited to oral communications or may also include written communications;
4 depending on what “spoke” means, the answer to the Interrogatory may necessitate the
5 preparation or the making of a compilation, abstract, or summary of or from Defendant’s
6 documents, the burden or expense of preparing or making it would be substantially the same for
7 Plaintiff as for Defendant, and therefore pursuant to N.R.C.P. 33(d), it is a sufficient answer to
8 specify the writings from which the answer may be derived or ascertained.

9 Subject to the foregoing general and specific objections, Defendant responds as follows:
10 Defendant spoke to Mark Ferrario in person, in New York, regarding the topic identified in
11 Interrogatory No. 9 on or about December 15, 2017. Details of the conversation with Mr.
12 Ferrario are subject to the attorney-client privilege.

13 Michael Bonner and Mark Ferrario provided information regarding the topic identified in
14 Interrogatory No. 9 during the December 29, 2017 meeting of RDI’s Board of Directors.

15 Mr. Bonner summarized the request for a special meeting at the behest of the five named
16 Directors (Coddington, Gould, Kane, McEachern and Wrotniak) pursuant to a letter dated
17 December 27, 2017 delivered to the Chair, pursuant to the Company’s Bylaws, Article 2, Section
18 7. Mr. Bonner also stated that the five requesting directors were the directors found to have been
19 independent and disinterested and who were each dismissed as defendants by the December 11,
20 2017 ruling of the Nevada District Court in the derivative litigation.

21 Mr. Bonner stated that the agenda items to be considered were brought under Nevada
22 Revised Statute Section 78.140. Mr. Bonner quoted from section 2(a) of NRS 78.140 for the
23 record of the meeting.

24 Mr. Bonner briefed the Board of their fiduciary duties under Nevada law, including the
25 duty of due care and the duty of loyalty.

26 In order to put the proposed ratification into perspective, Mr. Ferrario summarized the
27 nature of the allegations by the plaintiff in the derivative action (specifically reading into the
28

1 record the allegations relating to lack of independence of Director Adams) and referred the
2 Directors to the Board Materials.

3 Mr. Bonner briefly summarized certain of the information regarding the matter
4 considered by the Compensation Committee in 2015, at which time the Compensation
5 Committee had authorized the acceptance of Class A non-voting stock owned by the James J.
6 Cotter, Sr. Estate to pay for exercise of an option to purchase 100,000 shares of the Company's
7 Class B voting stock owned by the Estate. Mr. Bonner referred to the extensive record made by
8 the Compensation Committee in 2015, and the fact that the acceptance of stock was within the
9 discretion of the Compensation Committee as Administrators of the 1999 Stock Option Plan
10 under which the stock option was granted.

11 Dated: February 14, 2018

12 **COHENJOHNSONPARKEREDWARDS**

13
14 By: /s/ H. Stan Johnson

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*Attorneys for Defendants Margaret Cotter, Ellen
Cotter, and Guy Adams*

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


MARGARET COTTER

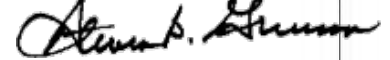
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CERTIFICATE OF SERVICE

I hereby certify that, on February 14, 2018, I caused a true and correct copy of the foregoing **DEFENDANT MARGARET COTTER’S OBJECTIONS AND RESPONSES TO PLAINTIFF JAMES J. COTTER, JR.’S JANUARY 12, 2018 INTERROGATORIES** to be served on all interested parties, as registered with the Court’s E-Filing and E-Service System.

/s/ Sarah Gondek
An employee of Cohen|Johnson|Parker|Edwards

EXHIBIT 8
(FILED UNDER SEAL)



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Attorneys for Defendants Margaret Cotter,
Ellen Cotter, and Guy Adams

EIGHTH JUDICIAL 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.

AND

READING INTERNATIONAL, INC., a Nevada
corporation,

Nominal Defendant.

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

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

Related and Coordinated Cases

BUSINESS COURT

**DEFENDANTS' MOTION TO COMPEL
PLAINTIFF TO PRODUCE
COMMUNICATIONS RELATING TO
EXPERT FEE PAYMENTS**

**APPLICATION FOR ORDER
SHORTENING TIME**

Judge: Hon. Elizabeth Gonzalez
Date of Hearing:
Time of Hearing:

1 **TO ALL PARTIES, COUNSEL, AND THE COURT:**

2 Pursuant to EDCR 2.34 and Nevada Rules of Civil Procedure 26(b)(1), 26(e)(1), 34(c),
3 and 45, Defendants Margaret Cotter, Ellen Cotter, and Guy Adams (collectively, "Defendants"),
4 by and through their counsel of record, Cohen|Johnson|Parker|Edwards and Quinn Emanuel
5 Urquhart & Sullivan, LLP, hereby submit this Motion to Compel Plaintiff to Produce
6 Communications Relating to Expert Fee Payments. Defendants request that this matter be heard
7 on an order shortening time.

8 This Motion is based upon the following Memorandum of Points and Authorities, the
9 Declaration of Marshall M. Searcy, III, the pleadings and papers on file, and any oral argument
10 that the time of a hearing on this motion.

11 Dated: May 11, 2018

12 **COHEN|JOHNSON|PARKER|EDWARDS**

13
14 By: /s/ H. Stan Johnson 
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*Attorneys for Defendants Margaret Cotter, Ellen
Cotter, and Guy Adams*

ORDER SHORTENING TIME

It appearing to the satisfaction of the Court and good cause appearing therefor, IT IS
HEREBY ORDERED that Defendants Margaret Cotter, Ellen Cotter, and Guy Adams'
(collectively, "Defendants") Motion to Compel Plaintiff to Produce Communications Relating to
Expert Fee Payments shall be heard before the above-entitled Court in Department XI, on the 21
~~14~~ day of May, 2018 at 8:30 a.m./p.m., or as soon thereafter as counsel
can be heard.

Dated this 15th day of May, 2018


DISTRICT COURT JUDGE

PREPARED AND SUBMITTED BY:

COHEN|JOHNSON|PARKER|EDWARDS

By: /s/ H. Stan Johnson 
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1 8. Attached hereto as **Exhibit 7** is a true and correct copy of the parties' Joint
2 Pretrial Memorandum, filed on December 8, 2017.

3 9. Attached hereto as **Exhibit 8** is a true and correct copy of an April 23, 2018 email
4 regarding "Visitor at Cecelia" from Karen Vargas, Controller of Cecelia Packing Corporation
5 ("Cecelia"), to Laura Batista, executive assistant to Ellen Cotter, and David Roth, President of
6 Cecelia, which attaches a March 29, 2018 Incident Report prepared by Laura Lopez, an
7 employee in Cecelia's accounting department.

8 10. Attached hereto as **Exhibit 9** is a true and correct of a March 29–April 17, 2018
9 email chain regarding "Letter 03/29/2018" between Laura Lopez, David Roth, and Margaret
10 Cotter, which attaches an "Urgent Message" for James J. Cotter, Jr., left at Cecelia's offices by a
11 purported representative of AlixPartners LLP.

12 11. I subsequently learned that a purported representative of AlixPartners LLP also
13 called the offices of Reading International, Inc. ("RDI") regarding the collection of Plaintiff's
14 apparent expert fee debt on January 22, 2018.

15 12. Attached hereto as **Exhibit 10** is a true and correct copy of a May 7, 2018 letter
16 from me to Mark G. Krum, counsel for Plaintiff, requesting that Plaintiff update and supplement
17 his document production to include communications between Plaintiff and his experts regarding
18 his payment (or nonpayment) of any amounts he owes or has owed resulting from expert services
19 in this matter. Consistent with their obligations, Defendants offered to meet and confer
20 telephonically with Plaintiff regarding this request.

21 13. Attached hereto as **Exhibit 11** is a true and correct copy of a May 9, 2018 email
22 from me to Mark G. Krum, counsel for Plaintiff, requesting a response to Defendants' May 7,
23 2018.

24 14. Attached hereto as **Exhibit 12** is a true and correct copy of a May 10, 2018 email
25 from Mark G. Krum, counsel for Plaintiff, to me.

26 15. Attached hereto as **Exhibit 13** is a true and correct copy of a May 10, 2018 letter
27 from me responding to Mark G. Krum's May 10, 2018 email.
28

1 16. I believe that the foregoing efforts, made in good faith to resolve this matter
2 without Court intervention, satisfy the parties' obligations to meet and confer under Eighth
3 District Rule of Practice 2.34.

4 17. Defendants respectfully submit that this Motion should be heard on an Order
5 Shortening Time because of the need to prepare for the rapidly-approaching trial, which the
6 Court has anticipated will take place between July 9 and July 27, 2018, and given Plaintiff's
7 previous representations to the Court and Defendants as to the expected appearances and
8 testimony of his expert witnesses at trial. Plaintiff's failure to provide full and complete
9 document productions in response to Defendants' previous requests threatens to impair
10 Defendants' trial preparations.

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

13 Executed on May 11, 2018, in Los Angeles, California.

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Marshall M. Searcy III

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1 **MEMORANDUM OF POINTS AND AUTHORITIES**

2 **INTRODUCTION**

3 It has become apparent that, at the time Plaintiff was declaring that he was “unfit” to
4 attend trial on his own case, Plaintiff was also in arrears to one—and likely all—of the experts he
5 promised to present at trial. For instance, in late March 2018, a debt collector purporting to
6 represent AlixPartners LLP (the consulting firm that employs Plaintiff’s rebuttal damages expert,
7 Dr. John D. Finnerty) made a field visit to a Cotter-owned company, looking for repayment of
8 outstanding amounts owed to Plaintiff’s expert and leaving behind an “urgent” letter. And, an
9 apparent debt collector also called RDI’s offices regarding Plaintiff’s significant debt to
10 AlixPartners in January 2018.

11 Defendants’ motion to compel presents a simple, narrowly-tailored request that can be
12 easily fulfilled. Defendants’ preexisting document requests cover all communications between
13 Plaintiff, his experts, and their representatives that pertain to the expert fees incurred by Plaintiff
14 and his payment (or nonpayment) of those fees. Plaintiff produced such correspondence prior to
15 expert depositions in late 2016. The 2018 contacts by AlixPartners establish that more recent
16 communications exist between Plaintiff and his experts concerning their bills. As evidenced by
17 Plaintiff’s previous production and as is clear under established law, this correspondence is not
18 privileged. Given that these communications are relevant to Defendants’ trial preparations,
19 Plaintiff’s previous representations to the Court regarding the appearances of his experts, and
20 Plaintiff’s ability to make out a *prima facie* case for his claims at trial, Plaintiff should be ordered
21 to supplement his production in conformity with his indisputable obligations under Nevada Rule
22 of Civil Procedure 26(e)(1) and provide forthwith all correspondence between him, his experts,
23 or their representatives regarding expert fees and his payment (or nonpayment) of them to date.

24 **FACTUAL BACKGROUND**

25 **A. Defendants Request, and Plaintiff Produces, Communications Between**
26 **Plaintiff and His Experts Concerning The Billing of Their Fees**

27 In his Initial Expert Disclosure Statement, served on August 25, 2016, Plaintiff identified
28 Myron T. Steele, Esq., Tiago Duarte-Silva, and Richard Spitz as affirmative experts. In a

1 Rebuttal Expert Disclosure Statement served on September 19, 2016 and supplemented on
2 September 28, 2016, Plaintiff also disclosed Dr. John D. Finnerty and Albert S. Nagy, along with
3 Messrs. Steele and Duarte-Silva, as rebuttal experts. Following Plaintiff's disclosures,
4 Defendants served Plaintiff on October 12, 2016 with a Notice of Taking Depositions – Duces
5 Tecum (of Dr. John Finnerty, Tiago Duarte-Silva, and Myron T. Steele) that attached Deposition
6 Subpoenas (Duces Tecum) for Dr. Finnerty, Mr. Duarte-Silva, and Mr. Steele. (*See* Searcy Decl.
7 Ex. 1.) Defendants served Plaintiff with similar Notices of Taking Depositions – Duces Tecum,
8 along with Deposition Subpoenas (Duces Tecum), for Messrs. Nagy and Spitz on November 23,
9 2016 and December 2, 2016, respectively. (*See* Searcy Decl. Exs. 2-3.)

10 In each of the Deposition Subpoenas that Defendants served on Plaintiff and his experts,
11 Defendants requested “all communications” between the expert and “Plaintiff, Plaintiff's
12 counsel, or anyone acting on their behalf, relating to this litigation.” (*See, e.g.,* Searcy Decl.
13 Ex. 1, Duarte-Silva Dep. Subpoena, Req. No. 2.) Similarly, Defendants requested “documents
14 sufficient to identify the total fees paid to [the expert] for any work [the expert] performed on
15 behalf of Plaintiff or Plaintiff's counsel during the course of this litigation.” (*See id.*, Req.
16 No. 6.) In response to these requests, Plaintiff produced bills, invoices, and other
17 communications with his experts reflecting the charges Plaintiff had incurred as of September
18 2016 for the expert services he had engaged. (*See, e.g.,* Searcy Decl. Exs. 4-6.)

19 Following expert discovery, the parties submitted a Joint Pretrial Memorandum on
20 December 8, 2017, in which Plaintiff promised the Court that each of his disclosed experts
21 would appear at trial and “will offer opinion testimony.” (Searcy Decl. Ex. 7 at 24-25.) At the
22 parties' final pretrial conference, held on January 5, 2018, Plaintiff similarly represented to the
23 Court that, while it was “likely” that he was going to have “some expert scheduling issues,”
24 those issues involved accommodating expert witnesses who may have a small subset of days
25 they were not available during a four-week trial. (*See* 1/5/18 Hr'g Tr. at 28:4-32:10.) Plaintiff
26 noted that, “I've got to put them in order that accommodates them,” but, when asked “Are there
27 any particular witnesses who can't be here for the whole four weeks to testify?”, he informed the
28 Court, “I don't think so” and “I know of no one.” (*Id.* at 28:18-29:22.) Accordingly, both the

1 Court and Defendants were left with the impression at the final pretrial conference that all
2 experts disclosed by Plaintiff would be appearing at some point during the imminent trial.

3 **B. Evidence Emerges Indicating That Plaintiff Needs to Supplement His**
4 **Production of Communications Between Him and His Experts Concerning**
5 **the Billing of Their Fees and His (Non)Payment of Them**

6 Evidence has emerged following the last-minute continuance of trial on January 8, 2018
7 indicating that there are additional, not-yet-produced communications between Plaintiff and his
8 experts concerning the billing and collection of their expert fees in this matter. For instance, on
9 March 29, 2018, a gentleman representing himself as a debt collector for AlixPartners LLP
10 appeared at the offices of Cecelia Packing Corporation (“Cecelia”), and interacted with Laura
11 Lopez, an employee in Cecelia’s accounting department that handles payroll and accounts
12 payable for company’s farming operations, and also provides certain secretarial services. (*See*
13 *Searcy Decl. Ex. 8.*)

14 Purporting to represent the consulting firm that employs Dr. Finnerty, Plaintiff’s rebuttal
15 damages expert, this individual apparently demanded to see Plaintiff regarding an unpaid debt,
16 and threatened to search all of Cecelia’s offices until he could be located. (*Id.*) Prior to his
17 departure from Cecelia’s facilities, the AlixPartners debt collector left with Ms. Lopez an
18 “Urgent Message” directed to Mr. Cotter, Jr., dated March 28, 2018. (*Id.*; *see also* *Searcy Decl.*
19 *Ex. 9.*) According to this message, Plaintiff’s “account” with AlixPartners “is in a delinquent
20 status” and “a field visit” was necessary because Plaintiff had “not responded” to the firm’s
21 “continued efforts” to reach him “via telephone and mail.” (*Searcy Decl. Ex. 9.*) It turns out that
22 a purported representative of AlixPartners also contacted RDI’s offices regarding Plaintiff’s
23 expert fee debt on January 22, 2018. (*See Searcy Decl. ¶ 11.*)

24 Upon receiving and reviewing information relating to this March 29, 2018 visit,
25 Defendants sent a letter to Plaintiff’s counsel, dated May 7, 2018. (*See Searcy Decl. Ex. 10.*)
26 Defendants’ letter noted that the debt collector’s visit called into question the continued accuracy
27 of Plaintiff’s previous representations regarding the anticipated appearances of his experts. (*See*
28 *id.* at 1.) Accordingly, it requested that Plaintiff confirm, by Wednesday, May 9, 2018, which of
Plaintiff’s disclosed experts will appear at the forthcoming trial. (*See id.*) In addition,

1 emphasizing Plaintiff's ongoing duty to supplement his document productions, it requested that
2 Plaintiff (1) produce forthwith all correspondence with his expert witnesses regarding their fees
3 and his payment (or nonpayment) of any amounts he owes or has owed resulting from expert
4 services in this case, and (2) notify Defendants by Wednesday, May 9, 2018 whether he intended
5 to make such a production. (*See id.* at 2.) Defendants offered to meet and confer with Plaintiff
6 as necessary regarding their requests. (*See id.*)

7 Plaintiff did not respond to Defendants' May 7, 2018 letter for over two days.
8 Defendants checked in again with Plaintiff on the afternoon of May 9, 2018 via email, requesting
9 an immediate response to their letter and emphasizing that they would be forced to file a motion
10 to compel should Plaintiff fail to respond. (*See Searcy Decl. Ex. 11.*) Finally, in an email on
11 May 10, 2018 long on irrelevant and vituperative attorney colloquy but short on content, Plaintiff
12 informed Defendants that—contrary to his prior representations—Dr. Finnerty would not be
13 appearing at trial; however, Plaintiff's response failed to address the actual questions posed by
14 Defendants concerning the appearances of his other experts or whether he was going to
15 supplement his production to include additional communications relating to expert fees. (*See*
16 *Searcy Decl. Ex. 12.*) Defendants pointed out that Plaintiff had avoided these questions in a
17 letter on May 10, 2018, and asked for answers by the end of the day. (*See Searcy Decl. Ex. 13.*)
18 Plaintiff failed to respond. After unsuccessfully attempting on multiple occasions to obtain from
19 Plaintiff the requested assurances and required supplemental production concerning his disclosed
20 experts, Defendants were compelled to bring this motion.

21 ARGUMENT

22 **I. COMMUNICATIONS BETWEEN PLAINTIFF AND HIS EXPERT WITNESSES** 23 **REGARDING THEIR FEES AND HIS (NON)PAYMENT OF THEM ARE** 24 **RELEVANT, NOT PRIVILEGED, AND RESPONSIVE TO EXISTING** 25 **REQUESTS**

26 It is beyond dispute that documents or communications pertaining to the expert fees
27 incurred by Plaintiff and his payment (or nonpayment) of those fees are captured by Defendants'
28 existing document requests. (*See Searcy Decl. Exs. 1-3, Dep. Subpoenas, Req. Nos. 2, 6.*)
Moreover, such correspondence is certainly not privileged. Plaintiff himself produced examples

1 of such correspondence prior to the depositions of his experts in this action, taken in the Fall of
2 2016, and such communications were often entered into evidence—without objection from
3 Plaintiff—as exhibits during those experts’ depositions. (*See, e.g.*, Searcy Decl. Exs. 4-6.)

4 Indeed, it is well settled as a matter of law that documents and communications
5 concerning expert billing and collection efforts should be produced, as those materials are not
6 privileged. *See Subpoenaed Witness v. United States*, 171 F.3d 511, 513 (7th Cir. 1999)
7 (“[I]nformation regarding . . . fees is not protected by the attorney-client privilege because the
8 payment of fees is not a confidential communication.”); *Ralls v. United States*, 52 F.3d 223, 225
9 (9th Cir. 1995) (the attorney-client privilege “applies only to confidential professional
10 communications, and the payment of fees is usually incidental to the attorney-client
11 relationship”); *Vingelli v. United States*, 992 F.2d 449, 452 (2d Cir. 1993) (“fee arrangements do
12 not fall within the attorney-client privilege because they are not the kinds of disclosures that
13 would not have been made absent the privilege and their disclosure does not incapacitate the
14 attorney from rendering legal advice”); *Washington v. Sheppard*, 52 Wash. App. 707, 711, 763
15 P.2d 1232, 1234 (Wash. Ct. App. 1988) (“the amount, source, and manner of payment of the fee
16 [must] be disclosed”).

17 Communications between Plaintiff and his expert witnesses or their representatives
18 regarding expert fees, as well as documents relating to Plaintiff’s payment (or nonpayment) of
19 any amounts he owes or has owed resulting from expert services, are also clearly relevant. Not
20 only has Plaintiff produced such material in the past, attesting to its relevance, but his previous
21 representations to the Court and Defendants promising the appearances of his experts at trial
22 render these documents especially relevant. Moreover, lengthy delinquencies in payment by
23 Plaintiff to his experts, such as the type apparently complained of by AlixPartners, could
24 potentially imperil the appearance of Plaintiff’s experts at trial and lead to a directed verdict if
25 Plaintiff lacks the expert testimony needed to make out a required *prima facie* element of his
26 breach of fiduciary claims. And, of course, such correspondence is also likely to be easy to
27 locate and is not anticipated to be voluminous.

1 In light of their responsiveness, relevance, and non-privileged nature, Plaintiff should be
2 required to produce all communications between him and his experts (or any representatives
3 thereof) concerning expert fees incurred in this litigation and Plaintiff's payment—or
4 nonpayment—of such fees.

5 **II. PLAINTIFF HAS AN ONGOING DUTY UNDER THE NEVADA RULES TO**
6 **SUPPLEMENT HIS DOCUMENT PRODUCTION**

7 Nevada Rule of Civil Procedure 16.1(a)(1)(B) requires litigants such as Plaintiff to
8 produce "all documents, data compilations, and tangible things that are in the possession,
9 custody, or control of the party and which are discoverable under Rule 26(b)." A party's
10 obligation to produce responsive documents is ongoing; pursuant to Nevada Rule of Civil
11 Procedure 26(e)(1), litigants have "a duty to supplement at appropriate intervals its disclosures
12 under Rule 16.1(a) or 16.2(a) if the party learns that in some material respect the information
13 disclosed is incomplete or incorrect and if the additional or corrective information has not
14 otherwise been made known to the other parties." *See also Riccel Enters. v. Howe Arden Bus.*
15 *Park, LLC*, No. A09-590904C, 2011 WL 1527239, at *1 (Nev. Dist. Ct. Jan. 27, 2011)
16 ("N.R.C.P. 26(e) provides the basis for a duty to provide continued supplements of witnesses and
17 documents."); *Robbins & Myers, Inc. v. J.M. Huber Corp.*, 274 F.R.D. 63, 79 (W.D.N.Y. 2011)
18 ("Rule 26(e) imposes a continuing obligation upon a responding party to supplement prior
19 discovery responses based on later acquired information when the party learns of its existence
20 and materiality."); *Arthur v. Atkinson Freight Lines Corp.*, 164 F.R.D. 19, 19-21 (S.D.N.Y.
21 1995) (medical records created after plaintiff's initial response subject to continuing duty to
22 supplement as relevant information of which plaintiff's attorney should have been aware as
23 being subject to defendant's earlier document request—defendant was under no obligation to
24 serve "successive requests" for updated records).

25 Given that documents or communications pertaining to the expert fees incurred by
26 Plaintiff and his payment (or nonpayment) of those fees are captured by Defendants' existing
27 document requests, and Plaintiff previously produced such documents on behalf of his experts
28 prior to their depositions, Plaintiff has an indisputable duty under Nevada Rule of Civil

1 Procedure 26(e)(1) to supplement his existing production on an ongoing basis. The evidence
2 concerning AlixPartners' recent debt collection efforts shows that additional responsive
3 documents have been sent or received by Plaintiff since his prior production; indeed, the "Urgent
4 Message" left by Dr. Finnerty's firm (not yet produced by Plaintiff) is one such example and, in
5 light of that document's reference to previous "efforts" to reach Plaintiff "via telephone *and*
6 *mail*," it is clear that there are also other new and relevant communications that render Plaintiff's
7 previous production incomplete. (Searcy Decl. Ex. 9 (emphasis added).) Indeed, it is highly
8 likely that there are additional communications concerning expert fees and the payment (or
9 nonpayment) of them between Plaintiff and representatives of other experts engaged by him.
10 Pursuant to Rule 26(e)(1), Plaintiff should be required to supplement his production and provide
11 all correspondence between him and each of his experts (or their representatives) regarding their
12 fees and his payment—or nonpayment—of them to date.

13 **CONCLUSION**

14 For the reasons set forth above, Defendants respectfully request that the Court grant their
15 Motion to Compel Plaintiff to Produce Communications Relating to Expert Fee Payments.

16 Dated: May 11, 2018

17 **COHENJOHNSONPARKERREDWARDS**

18
19 By: /s/ H. Stan Johnson 

20 H. STAN JOHNSON, ESQ.

21 Nevada Bar No. 00265

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Telephone: (213) 443-3000

*Attorneys for Defendants Margaret Cotter, Ellen
Cotter, and Guy Adams*

CERTIFICATE OF SERVICE

I hereby certify that, on May 15 , 2018, I caused a true and correct copy of the foregoing
DEFENDANTS' MOTION TO COMPEL PLAINTIFF TO PRODUCE
COMMUNICATIONS RELATING TO EXPERT FEE PAYMENTS and
APPLICATION FOR ORDER SHORTENING TIME to be served on all interested parties,
as registered with the Court's E-Filing and E-Service System.

/s/ Sarah Gondek

An employee of Cohen|Johnson|Parker|Edwards

EXHIBIT 1

COHEN|JOHNSON|PARKER|EDWARDS

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Attorneys for Defendants Margaret Cotter,
Ellen Cotter, Douglas McEachern, Guy Adams,
Edward Kane, Judy Coddington, and Michael Wrotniak

EIGHTH JUDICIAL DISTRICT COURT

CLARK COUNTY, NEVADA

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

Plaintiff,

v.

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

Defendants,

and

READING INTERNATIONAL, INC., a Nevada
corporation;

Nominal Defendant.

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

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

Related and Coordinated Cases

BUSINESS COURT

NOTICE OF TAKING DEPOSITIONS
- DUCES TECUM

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PLEASE TAKE NOTICE that Defendants Margaret Cotter, Ellen Cotter, Douglas McEachern, Guy Adams, Edward Kane, Judy Coddington, and Michael Wrotniak ("Defendants") will take the following depositions in the above-captioned action on the dates and at the times and locations indicated below.

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1 The depositions will be upon oral examination before a Notary Public, or before some
2 other officer authorized by law to administer oaths. Said depositions may be videotaped. Copies
3 of the related subpoenas are attached hereto.

4 Dated: October 12, 2016.

5 **COHEN|JOHNSON|PARKER|EDWARDS**

6
7 By: /s/ H. Stan Johnson
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26 *Attorneys for Defendants Margaret Cotter,*
27 *Ellen Cotter, Douglas McEachern, Guy Adams,*
28 *Edward Kane, Judy Coddling, and Michael*
Wrotniak

CERTIFICATE OF SERVICE

Pursuant to Nev. R. Civ. P. 5(b)(2)(D) and E.D.C.R. 8.05, I hereby certify that on this day, I caused a true and correct copy of the foregoing **Notice of Taking Depositions – Duces Tecum** to be served via the Court's Wiznet E-Filing system on all registered and active parties.

Dated: October 12, 2016

/s/ Sarah Gondek
An employee of Cohen|Johnson|Parker|Edwards

CODE CC03

COHEN|JOHNSON|PARKER|EDWARDS

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Attorneys for Defendants Margaret Cotter,
Ellen Cotter, Douglas McEachern, Guy Adams,
Edward Kane, Judy Coddington, and Michael Wrotniak

EIGHTH JUDICIAL DISTRICT COURT

CLARK COUNTY, NEVADA

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

Plaintiff,

v.

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

Defendants,

and

READING INTERNATIONAL, INC., a Nevada
corporation;

Nominal Defendant.

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

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

Related and Coordinated Cases

BUSINESS COURT

DEPOSITION SUBPOENA
(DUCES TECUM)

(For Personal Appearance and Production of
Documents and Things at Deposition)

1 **THE STATE OF NEVADA TO:**

2 John Finnerty
3 c/o Lewis Roca Rothgerber Christie LLP
4 3993 Howard Hughes Parkway, Suite 600
Las Vegas, Nevada 89169
Telephone: (702) 949-8200

5 **YOU ARE ORDERED TO APPEAR AS A WITNESS** and give testimony at the
6 following date, time, and place pursuant to NRS 50.165 and NRCP 30 and 45, UNLESS you
7 make an agreement with the attorney or party submitting this subpoena:
8

9 Date: October 17, 2016
Time: 9:00 a.m.
10 Place: Quinn Emanuel Urquhart & Sullivan, LLP
51 Madison Avenue, 22nd Floor,
11 New York, New York 10010

12 If you are a public or private corporation, partnership, association, or governmental
13 agency, you are ordered to designate one or more officers, directors, managing agents, or other
14 persons who consent to testify on your behalf. The persons you designate will be examined, and
15 are ordered to testify, on the matters set forth below that are known or reasonably available to the
16 organization. NRCP 30(b)(6).

17 **YOU ARE FURTHER ORDERED** to bring with you at the time of your appearance the
18 books, documents, or tangible things set forth below that are in your possession, custody, or
19 control. All documents shall be produced as they are kept in the usual course of business or shall
20 be organized and labeled to correspond with the categories listed. NRCP 45(d)(1).

21 **WITNESS FEES:** You are entitled to witness fees and mileage traveled, as provided by
22 NRS 50.225. This Subpoena must be accompanied by the fees for one day's attendance and
23 mileage, unless issued on behalf of the State or a State agency. NRCP 45(b).

24 **CONTEMPT:** Failure by any person without adequate excuse to obey a subpoena
25 served upon that person may be deemed a contempt of the court, NRCP 45(e), punishable by a
26 fine not exceeding \$500 and imprisonment not exceeding 25 days, NRS 22.100(2). Additionally,
27 a witness disobeying a subpoena shall forfeit to the aggrieved party \$100 and all damages
28 sustained as a result of the failure to attend, and a warrant may issue for the witness' arrest. NRS

1 50.195, 50.205, and 22.100(3).

2 Please see the attached Exhibit "A" for information regarding your rights and
3 responsibilities relating to this Subpoena. Please see the attached Exhibit B for a full list of
4 counsel in this matter.

5 Dated: October 12, 2016.

6
7 By: /s/ H. Stan Johnson

8 H. Stan Johnson, Esq.
9 Nevada Bar No. 00265
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MATTERS ON WHICH TESTIMONY WILL BE TAKEN
(for witnesses designated pursuant to NRC 30(b)(6) only)

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ITEMS TO BE PRODUCED

DEFINITIONS

1. COMMUNICATION or COMMUNICATIONS means and includes any disclosure, transfer, or exchange of information between two or more persons, whether orally or in writing, including, without limitation, any conversation or discussion by means of meeting, letter, telephone, note, memorandum, telegraph, telex, telecopier, electronic mail, or any other electronic or other medium, including, without limitation, in written, audio or video form.

2. "DOCUMENT" or "DOCUMENTS" means all materials within the full scope of Nev. R. Civ. P. 34, including but not limited to all writings and recordings, including the originals and all non-identical copies, whether different from the original by reason of any notation made on such copies or otherwise, handwriting, typewriting, printing, image, photograph, photocopy, digital file of any kind, transmittal by (or as an attachment to) electronic mail (including instant messages and text messages) or facsimile, video and audio recordings, and every other means of recording upon any tangible thing, any form of COMMUNICATION or representation, and any record thereby created, regardless of the manner in which the record has been stored, and all non-identical copies of such DOCUMENTS, in the possession, custody, or control of YOU or any other PERSON acting on YOUR behalf.

3. The term PLAINTIFF shall refer to James J. Cotter, Jr.

4. RELATES TO, RELATING TO, or RELATED TO means to refer to, reflect, concern, pertain to or in any manner be connected with the matter discussed.

5. "YOU" or "YOUR" shall mean John Finnerty and any of YOUR present and former attorneys, investigators, agents, and any other individual acting for or on YOUR behalf.

6. "FINNERTY REPORT" refers to the report that YOU submitted on September 28, 2016, including all exhibits, as well as any of Your other reports and exhibits that have been submitted to the court during the course of this litigation.

ITEMS TO BE PRODUCED

1. All DOCUMENTS, data, and analysis, including but not limited to all facts and data provided by PLAINTIFF or PLAINTIFF's counsel, that YOU considered in forming YOUR opinions directly or indirectly referenced in the FINNERTY REPORT.

2. All COMMUNICATIONS between YOU and PLAINTIFF, PLAINTIFF'S counsel, or anyone acting on their behalf, RELATING TO this litigation.

3. All draft versions of the FINNERTY REPORT, as well as any draft versions of exhibits to the FINNERTY REPORT.

4. All DOCUMENTS prepared or created by YOU or anyone acting on YOUR behalf in forming your opinions directly or indirectly referenced in the FINNERTY REPORT, including but not limited to any notes.

5. DOCUMENTS sufficient to identify all matters in the last two years in which YOU have prepared reports or testified.

6. DOCUMENTS sufficient to identify the total fees paid to YOU for any work YOU performed on behalf of PLAINTIFF or PLAINTIFF's counsel during the course of this litigation.

7. DOCUMENTS sufficient to identify all persons and entities who assisted YOU in this matter.

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I, *(insert name of person making service)* _____, being duly sworn, or under penalty of perjury, state that at all times herein I was and am over 18 years of age and not a party to or interested in the proceedings in which this Affidavit/Declaration is made; that I received a copy of the **DEPOSITION SUBPOENA (DUCES TECUM)** on *(insert date person making service received Subpoena)* _____; and that I served the same on *(insert date person making service served Subpoena)* _____, by delivering and leaving a copy with *(insert name of witness)* _____ *(insert address where witness was served)* at _____.

SUBSCRIBED AND SWORN to before me this _____ day of _____, 20____.

NOTARY PUBLIC in and for the
County of _____, State of _____.

(a) If executed in the State of Nevada: "I declare under penalty of perjury that the foregoing is true and correct."

(b) If executed outside of the State of Nevada: "I declare under penalty of perjury under the law of the State of Nevada that the foregoing is true and correct."

Executed on: _____
(Date) (Signature of Person Making Service)

EXHIBIT "A"
NEVADA RULES OF CIVIL PROCEDURE

Rule 45

(c) *Protection of persons subject to subpoena.*

(1) A party or an attorney responsible for the issuance and service of a subpoena shall take reasonable steps to avoid imposing undue burden or expense on a person subject to that subpoena. The court on behalf of which the subpoena was issued shall enforce this duty and impose upon the party or attorney in breach of this duty an appropriate sanction, which may include, but is not limited to, lost earnings and a reasonable attorney's fee.

(2) (A) A person commanded to produce and permit inspection and copying of designated books, papers, documents or tangible things, or inspection of premises need not appear in person at the place of production or inspection unless commanded to appear for deposition, hearing or trial.

(B) Subject to paragraph (d)(2) of this rule, a person commanded to produce and permit inspection and copying may, within 14 days after service of the subpoena or before the time specified for compliance if such time is less than 14 days after service, serve upon the party or attorney designated in the subpoena written objection to inspection or copying of any or all of the designated materials or of the premises. If objection is made, the party serving the subpoena shall not be entitled to inspect and copy the materials or inspect the premises except pursuant to an order of the court by which the subpoena was issued. If objection has been made, the party serving the subpoena may, upon notice to the person commanded to produce, move at any time for an order to compel the production. Such an order to compel production shall protect any person who is not a party or an officer of a party from significant expense resulting from the inspection and copying commanded.

(3) (A) On timely motion, the court by which a subpoena was issued shall quash or modify the subpoena if it

(i) fails to allow reasonable time for compliance;

(ii) requires a person who is not a party or an officer of a party to travel to a place more than 100 miles from the place where that person resides, is employed or regularly transacts business in person, except that such a person may in order to attend trial be commanded to travel from any such place within the state in which the trial is held, or

(iii) requires disclosure of privileged or other protected matter and no exception or waiver applies, or

(iv) subjects a person to undue burden.

(B) If a subpoena

(i) requires disclosure of a trade secret or other confidential research, development, or commercial information, or

(ii) requires disclosure of an unretained expert's opinion or information not describing specific events or occurrences in dispute and resulting from the expert's study made not at the request of any party,

the court may, to protect a person subject to or affected by the subpoena, quash or modify the subpoena or, if the party in whose behalf the subpoena is issued shows a substantial need for the testimony or material that cannot be otherwise met without undue hardship and assures that the person to whom the subpoena is addressed will be reasonably compensated, the court may order appearance or production only upon specified conditions.

(d) *Duties in responding to subpoena.*

(1) A person responding to a subpoena to produce documents shall produce them as they are kept in the usual course of business or shall organize and label them to correspond with the categories in the demand.

(2) When information subject to a subpoena is withheld on a claim that it is privileged or subject to protection as trial preparation materials, the claim shall be made expressly and shall be supported 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.

Exhibit B

COHEN|JOHNSON|PARKER|EDWARDS

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LP dba Kase Fund; T2 Qualified Fund,
LP dba Kase Qualified Fund; Tilson Offshore
Fund, LTD; T2 Partners Management I, LLC
dba Kase Management; T2 Partners
Management Group, LLC dba Kase Group;
JMG Capital Management, LLC; Pacific
Capital Management, LLC*

1 **CODE CC03**

2 **COHEN|JOHNSON|PARKER|EDWARDS**

3 H. Stan Johnson, ESQ.

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6 255 East Warm Springs Road, Suite 100

7 Las Vegas, Nevada 89119

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19 Telephone: (213) 443-3000

20 Attorneys for Defendants Margaret Cotter,

21 Ellen Cotter, Douglas McEachern, Guy Adams,

22 Edward Kane, Judy Coddington, and Michael Wrotniak

23 **EIGHTH JUDICIAL DISTRICT COURT**

24 **CLARK COUNTY, NEVADA**

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

28 Plaintiff,

v.

29 MARGARET COTTER, ELLEN COTTER, GUY
30 ADAMS, EDWARD KANE, DOUGLAS
31 McEACHERN, WILLIAM GOULD, JUDY
32 CODDINGTON, MICHAEL WROTHIAK, and DOES
33 1 through 100, inclusive,

34 Defendants,

35 and

36 READING INTERNATIONAL, INC., a Nevada
37 corporation;

38 Nominal Defendant.

Case No.: A-15-719860-B

Dept. No.: XI

Case No.: P-14-082942-E

Dept. No.: XI

Related and Coordinated Cases

BUSINESS COURT

DEPOSITION SUBPOENA
(DUCES TECUM)

(For Personal Appearance and Production of
Documents and Things at Deposition)

1 **THE STATE OF NEVADA TO:**

2 Myron Steele
3 c/o Lewis Roca Rothgerber Christie LLP
4 3993 Howard Hughes Parkway, Suite 600
Las Vegas, Nevada 89169
Telephone: (702) 949-8200

5 **YOU ARE ORDERED TO APPEAR AS A WITNESS** and give testimony at the
6 following date, time, and place pursuant to NRS 50.165 and NRCP 30 and 45, UNLESS you
7 make an agreement with the attorney or party submitting this subpoena:
8

9 Date: October 19, 2016
Time: 9:00 a.m.
10 Place: Greenberg Traurig, LLP
2700 Two Commerce Square
2001 Market Street
11 Philadelphia, PA 19103

12 If you are a public or private corporation, partnership, association, or governmental
13 agency, you are ordered to designate one or more officers, directors, managing agents, or other
14 persons who consent to testify on your behalf. The persons you designate will be examined, and
15 are ordered to testify, on the matters set forth below that are known or reasonably available to the
16 organization. NRCP 30(b)(6).

17 **YOU ARE FURTHER ORDERED** to bring with you at the time of your appearance the
18 books, documents, or tangible things set forth below that are in your possession, custody, or
19 control. All documents shall be produced as they are kept in the usual course of business or shall
20 be organized and labeled to correspond with the categories listed. NRCP 45(d)(1).

21 **WITNESS FEES:** You are entitled to witness fees and mileage traveled, as provided by
22 NRS 50.225. This Subpoena must be accompanied by the fees for one day's attendance and
23 mileage, unless issued on behalf of the State or a State agency. NRCP 45(b).

24 **CONTEMPT:** Failure by any person without adequate excuse to obey a subpoena
25 served upon that person may be deemed a contempt of the court, NRCP 45(e), punishable by a
26 fine not exceeding \$500 and imprisonment not exceeding 25 days, NRS 22.100(2). Additionally,
27 a witness disobeying a subpoena shall forfeit to the aggrieved party \$100 and all damages
28 sustained as a result of the failure to attend, and a warrant may issue for the witness' arrest. NRS

1 50.195, 50.205, and 22.100(3).

2 Please see the attached Exhibit "A" for information regarding your rights and
3 responsibilities relating to this Subpoena. Please see the attached Exhibit B for a full list of
4 counsel in this matter.

5
6 Dated: October 12, 2016.

7
8 By: /s/ H. Stan Johnson
9 H. Stan Johnson, Esq.
10 Nevada Bar No. 00265
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MATTERS ON WHICH TESTIMONY WILL BE TAKEN
(for witnesses designated pursuant to NRCP 30(b)(6) only)

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ITEMS TO BE PRODUCED

DEFINITIONS

1. COMMUNICATION or COMMUNICATIONS means and includes any disclosure, transfer, or exchange of information between two or more persons, whether orally or in writing, including, without limitation, any conversation or discussion by means of meeting, letter, telephone, note, memorandum, telegraph, telex, telecopier, electronic mail, or any other electronic or other medium, including, without limitation, in written, audio or video form.

2. "DOCUMENT" or "DOCUMENTS" means all materials within the full scope of Nev. R. Civ. P. 34, including but not limited to all writings and recordings, including the originals and all non-identical copies, whether different from the original by reason of any notation made on such copies or otherwise, handwriting, typewriting, printing, image, photograph, photocopy, digital file of any kind, transmittal by (or as an attachment to) electronic mail (including instant messages and text messages) or facsimile, video and audio recordings, and every other means of recording upon any tangible thing, any form of COMMUNICATION or representation, and any record thereby created, regardless of the manner in which the record has been stored, and all non-identical copies of such DOCUMENTS, in the possession, custody, or control of YOU or any other PERSON acting on YOUR behalf.

3. The term PLAINTIFF shall refer to James J. Cotter, Jr.

4. RELATES TO, RELATING TO, or RELATED TO means to refer to, reflect, concern, pertain to or in any manner be connected with the matter discussed.

5. "YOU" or "YOUR" shall mean Myron Steele and any of YOUR present and former attorneys, investigators, agents, and any other individual acting for or on YOUR behalf.

6. "STEELE REPORT" refers to the report that YOU submitted on August 25, 2016, including all exhibits, as well as any of Your other reports and exhibits that have been submitted to the court during the course of this litigation.

1 **ITEMS TO BE PRODUCED**

2 1. All DOCUMENTS, data, and analysis, including but not limited to all facts and
3 data provided by PLAINTIFF or PLAINTIFF's counsel, that YOU considered in forming YOUR
4 opinions directly or indirectly referenced in the STEELE REPORT.

5 2. All COMMUNICATIONS between YOU and PLAINTIFF, PLAINTIFF'S
6 counsel, or anyone acting on their behalf, RELATING TO this litigation.

7 3. All draft versions of the STEELE REPORT, as well as any draft versions of
8 exhibits to the STEELE REPORT.

9 4. All DOCUMENTS prepared or created by YOU or anyone acting on YOUR
10 behalf in forming your opinions directly or indirectly referenced in the STEELE REPORT,
11 including but not limited to any notes.

12 5. DOCUMENTS sufficient to identify all matters in the last two years in which
13 YOU have prepared reports or testified.

14 6. DOCUMENTS sufficient to identify the total fees paid to YOU for any work
15 YOU performed on behalf of PLAINTIFF or PLAINTIFF's counsel during the course of this
16 litigation.

17 7. DOCUMENTS sufficient to identify all persons and entities who assisted YOU in
18 this matter.

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AFFIDAVIT/DECLARATION OF SERVICE

STATE OF NEVADA)
) ss.
COUNTY OF _____)

I, *(insert name of person making service)* _____, being duly sworn, or under penalty of perjury, state that at all times herein I was and am over 18 years of age and not a party to or interested in the proceedings in which this Affidavit/Declaration is made; that I received a copy of the **DEPOSITION SUBPOENA (DUCES TECUM)** on *(insert date person making service received Subpoena)* _____; and that I served the same on *(insert date person making service served Subpoena)* _____, by delivering and leaving a copy with *(insert name of witness)* _____ *(insert address where witness was served)* at _____.

Executed on: _____
(Date) *(Signature of Person Making Service)*

SUBSCRIBED AND SWORN to before me this _____ day of _____, 20____.

NOTARY PUBLIC in and for the
County of _____, State of _____.

OR ONE OF THE FOLLOWING: Per NRS 53.045

(a) If executed in the State of Nevada: "I declare under penalty of perjury that the foregoing is true and correct."

Executed on: _____
(Date) *(Signature of Person Making Service)*

(b) If executed outside of the State of Nevada: "I declare under penalty of perjury under the law of the State of Nevada that the foregoing is true and correct."

Executed on: _____
(Date) *(Signature of Person Making Service)*

EXHIBIT "A"
NEVADA RULES OF CIVIL PROCEDURE

Rule 45

(c) *Protection of persons subject to subpoena.*

(1) A party or an attorney responsible for the issuance and service of a subpoena shall take reasonable steps to avoid imposing undue burden or expense on a person subject to that subpoena. The court on behalf of which the subpoena was issued shall enforce this duty and impose upon the party or attorney in breach of this duty an appropriate sanction, which may include, but is not limited to, lost earnings and a reasonable attorney's fee.

(2) (A) A person commanded to produce and permit inspection and copying of designated books, papers, documents or tangible things, or inspection of premises need not appear in person at the place of production or inspection unless commanded to appear for deposition, hearing or trial.

(B) Subject to paragraph (d)(2) of this rule, a person commanded to produce and permit inspection and copying may, within 14 days after service of the subpoena or before the time specified for compliance if such time is less than 14 days after service, serve upon the party or attorney designated in the subpoena written objection to inspection or copying of any or all of the designated materials or of the premises. If objection is made, the party serving the subpoena shall not be entitled to inspect and copy the materials or inspect the premises except pursuant to an order of the court by which the subpoena was issued. If objection has been made, the party serving the subpoena may, upon notice to the person commanded to produce, move at any time for an order to compel the production. Such an order to compel production shall protect any person who is not a party or an officer of a party from significant expense resulting from the inspection and copying commanded.

(3) (A) On timely motion, the court by which a subpoena was issued shall quash or modify the subpoena if it

(i) fails to allow reasonable time for compliance;

(ii) requires a person who is not a party or an officer of a party to travel to a place more than 100 miles from the place where that person resides, is employed or regularly transacts business in person, except that such a person may in order to attend trial be commanded to travel from any such place within the state in which the trial is held, or

(iii) requires disclosure of privileged or other protected matter and no exception or waiver applies, or

(iv) subjects a person to undue burden.

(B) If a subpoena

(i) requires disclosure of a trade secret or other confidential research, development, or commercial information, or

(ii) requires disclosure of an unretained expert's opinion or information not describing specific events or occurrences in dispute and resulting from the expert's study made not at the request of any party,

the court may, to protect a person subject to or affected by the subpoena, quash or modify the subpoena or, if the party in whose behalf the subpoena is issued shows a substantial need for the testimony or material that cannot be otherwise met without undue hardship and assures that the person to whom the subpoena is addressed will be reasonably compensated, the court may order appearance or production only upon specified conditions.

(d) *Duties in responding to subpoena.*

(1) A person responding to a subpoena to produce documents shall produce them as they are kept in the usual course of business or shall organize and label them to correspond with the categories in the demand.

(2) When information subject to a subpoena is withheld on a claim that it is privileged or subject to protection as trial preparation materials, the claim shall be made expressly and shall be supported 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.

Exhibit B

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dba Kase Management; T2 Partners
Management Group, LLC dba Kase Group;
JMG Capital Management, LLC; Pacific
Capital Management, LLC*

CODE CC03

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Telephone: (213) 443-3000

Attorneys for Defendants Margaret Cotter,
Ellen Cotter, Douglas McEachern, Guy Adams,
Edward Kane, Judy Coddington, and Michael Wrotniak

EIGHTH JUDICIAL DISTRICT COURT

CLARK COUNTY, NEVADA

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

Plaintiff,

v.

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

Defendants,

and

READING INTERNATIONAL, INC., a Nevada
corporation;

Nominal Defendant.

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

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

Related and Coordinated Cases

BUSINESS COURT

DEPOSITION SUBPOENA
(DUCES TECUM)

(For Personal Appearance and Production of
Documents and Things at Deposition)

1 **THE STATE OF NEVADA TO:**

2 Tiago Duarte-Silva
3 c/o Lewis Roca Rothgerber Christie LLP
4 3993 Howard Hughes Parkway, Suite 600
Las Vegas, Nevada 89169
Telephone: (702) 949-8200

5 **YOU ARE ORDERED TO APPEAR AS A WITNESS** and give testimony at the
6 following date, time, and place pursuant to NRS 50.165 and NRCP 30 and 45, UNLESS you
7 make an agreement with the attorney or party submitting this subpoena:

8 Date: October 18, 2016
9 Time: 9:00 a.m.
10 Place: Greenberg Traurig, LLP
One International Place
Suite 2000
11 Boston, MA 02110

12 If you are a public or private corporation, partnership, association, or governmental
13 agency, you are ordered to designate one or more officers, directors, managing agents, or other
14 persons who consent to testify on your behalf. The persons you designate will be examined, and
15 are ordered to testify, on the matters set forth below that are known or reasonably available to the
16 organization. NRCP 30(b)(6).

17 **YOU ARE FURTHER ORDERED** to bring with you at the time of your appearance the
18 books, documents, or tangible things set forth below that are in your possession, custody, or
19 control. All documents shall be produced as they are kept in the usual course of business or shall
20 be organized and labeled to correspond with the categories listed. NRCP 45(d)(1).

21 **WITNESS FEES:** You are entitled to witness fees and mileage traveled, as provided by
22 NRS 50.225. This Subpoena must be accompanied by the fees for one day's attendance and
23 mileage, unless issued on behalf of the State or a State agency. NRCP 45(b).

24 **CONTEMPT:** Failure by any person without adequate excuse to obey a subpoena
25 served upon that person may be deemed a contempt of the court, NRCP 45(e), punishable by a
26 fine not exceeding \$500 and imprisonment not exceeding 25 days, NRS 22.100(2). Additionally,
27 a witness disobeying a subpoena shall forfeit to the aggrieved party \$100 and all damages
28 sustained as a result of the failure to attend, and a warrant may issue for the witness' arrest. NRS

1 50.195, 50.205, and 22.100(3).

2 Please see the attached Exhibit "A" for information regarding your rights and
3 responsibilities relating to this Subpoena. Please see the attached Exhibit B for a full list of
4 counsel in this matter.

5 Dated: October 12, 2016.

6

7

By: /s/ H. Stan Johnson
H. Stan Johnson, Esq.
Nevada Bar No. 00265

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MATTERS ON WHICH TESTIMONY WILL BE TAKEN
(for witnesses designated pursuant to NRCP 30(b)(6) only)

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ITEMS TO BE PRODUCED

DEFINITIONS

1. COMMUNICATION or COMMUNICATIONS means and includes any disclosure, transfer, or exchange of information between two or more persons, whether orally or in writing, including, without limitation, any conversation or discussion by means of meeting, letter, telephone, note, memorandum, telegraph, telex, telecopier, electronic mail, or any other electronic or other medium, including, without limitation, in written, audio or video form.

2. "DOCUMENT" or "DOCUMENTS" means all materials within the full scope of Nev. R. Civ. P. 34, including but not limited to all writings and recordings, including the originals and all non-identical copies, whether different from the original by reason of any notation made on such copies or otherwise, handwriting, typewriting, printing, image, photograph, photocopy, digital file of any kind, transmittal by (or as an attachment to) electronic mail (including instant messages and text messages) or facsimile, video and audio recordings, and every other means of recording upon any tangible thing, any form of COMMUNICATION or representation, and any record thereby created, regardless of the manner in which the record has been stored, and all non-identical copies of such DOCUMENTS, in the possession, custody, or control of YOU or any other PERSON acting on YOUR behalf.

3. The term PLAINTIFF shall refer to James J. Cotter, Jr.

4. RELATES TO, RELATING TO, or RELATED TO means to refer to, reflect, concern, pertain to or in any manner be connected with the matter discussed.

5. "YOU" or "YOUR" shall mean Tiago Duarte-Silva and any of YOUR present and former attorneys, investigators, agents, and any other individual acting for or on YOUR behalf.

6. "DUARTE-SILVA REPORT" refers to the report that YOU submitted on August 25, 2016, including all exhibits, as well as any of Your other reports and exhibits that have been submitted to the court during the course of this litigation.

ITEMS TO BE PRODUCED

1. All DOCUMENTS, data, and analysis, including but not limited to all facts and data provided by PLAINTIFF or PLAINTIFF's counsel, that YOU considered in forming YOUR opinions directly or indirectly referenced in the DUARTE-SILVA REPORT.

2. All COMMUNICATIONS between YOU and PLAINTIFF, PLAINTIFF'S counsel, or anyone acting on their behalf, RELATING TO this litigation.

3. All draft versions of the DUARTE-SILVA REPORT, as well as any draft versions of exhibits to the DUARTE-SILVA REPORT.

4. All DOCUMENTS prepared or created by YOU or anyone acting on YOUR behalf in forming your opinions directly or indirectly referenced in the DUARTE-SILVA REPORT, including but not limited to any notes.

5. DOCUMENTS sufficient to identify all matters in the last two years in which YOU have prepared reports or testified.

6. DOCUMENTS sufficient to identify the total fees paid to YOU for any work YOU performed on behalf of PLAINTIFF or PLAINTIFF's counsel during the course of this litigation.

7. DOCUMENTS sufficient to identify all persons and entities who assisted YOU in this matter.

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EXHIBIT "A"
NEVADA RULES OF CIVIL PROCEDURE

Rule 45

(c) *Protection of persons subject to subpoena.*

(1) A party or an attorney responsible for the issuance and service of a subpoena shall take reasonable steps to avoid imposing undue burden or expense on a person subject to that subpoena. The court on behalf of which the subpoena was issued shall enforce this duty and impose upon the party or attorney in breach of this duty an appropriate sanction, which may include, but is not limited to, lost earnings and a reasonable attorney's fee.

(2) (A) A person commanded to produce and permit inspection and copying of designated books, papers, documents or tangible things, or inspection of premises need not appear in person at the place of production or inspection unless commanded to appear for deposition, hearing or trial.

(B) Subject to paragraph (d)(2) of this rule, a person commanded to produce and permit inspection and copying may, within 14 days after service of the subpoena or before the time specified for compliance if such time is less than 14 days after service, serve upon the party or attorney designated in the subpoena written objection to inspection or copying of any or all of the designated materials or of the premises. If objection is made, the party serving the subpoena shall not be entitled to inspect and copy the materials or inspect the premises except pursuant to an order of the court by which the subpoena was issued. If objection has been made, the party serving the subpoena may, upon notice to the person commanded to produce, move at any time for an order to compel the production. Such an order to compel production shall protect any person who is not a party or an officer of a party from significant expense resulting from the inspection and copying commanded.

(3) (A) On timely motion, the court by which a subpoena was issued shall quash or modify the subpoena if it

- (i) fails to allow reasonable time for compliance;
- (ii) requires a person who is not a party or an officer of a party to travel to a place more than 100 miles from the place where that person resides, is employed or regularly transacts business in person, except that such a person may in order to attend trial be commanded to travel from any such place within the state in which the trial is held, or
- (iii) requires disclosure of privileged or other protected matter and no exception or waiver applies, or
- (iv) subjects a person to undue burden.

(B) If a subpoena

- (i) requires disclosure of a trade secret or other confidential research, development, or commercial information, or
- (ii) requires disclosure of an unretained expert's opinion or information not describing specific events or occurrences in dispute and resulting from the expert's study made not at the request of any party,

the court may, to protect a person subject to or affected by the subpoena, quash or modify the subpoena or, if the party in whose behalf the subpoena is issued shows a substantial need for the testimony or material that cannot be otherwise met without undue hardship and assures that the person to whom the subpoena is addressed will be reasonably compensated, the court may order appearance or production only upon specified conditions.

(d) *Duties in responding to subpoena.*

(1) A person responding to a subpoena to produce documents shall produce them as they are kept in the usual course of business or shall organize and label them to correspond with the categories in the demand.

(2) When information subject to a subpoena is withheld on a claim that it is privileged or subject to protection as trial preparation materials, the claim shall be made expressly and shall be supported 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.

Exhibit B

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LP dba Kase Fund; T2 Qualified Fund,
LP dba Kase Qualified Fund; Tilson Offshore
Fund, LTD; T2 Partners Management I, LLC
dba Kase Management; T2 Partners
Management Group, LLC dba Kase Group;
JMG Capital Management, LLC; Pacific
Capital Management, LLC*

EXHIBIT 2

NOTC

COHEN|JOHNSON|PARKER|EDWARDS

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Attorneys for Defendants Margaret Cotter,
Ellen Cotter, Douglas McEachern, Guy Adams,
Edward Kane, Judy Coddington, and Michael Wrotniak

EIGHTH JUDICIAL DISTRICT COURT

CLARK COUNTY, NEVADA

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

Plaintiff,

v.

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

Defendants,

and

READING INTERNATIONAL, INC., a Nevada
corporation;

Nominal Defendant.

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

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

Related and Coordinated Cases

BUSINESS COURT

NOTICE OF TAKING DEPOSITION
- DUCES TECUM

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PLEASE TAKE NOTICE that Defendants Margaret Cotter, Ellen Cotter, Douglas McEachern, Guy Adams, Edward Kane, Judy Coddington, and Michael Wrotniak ("Defendants") will take the following deposition in the above-captioned action on the date and at the time and location indicated below.

Deponent	Date	Time	Location
Albert Nagy	November 29, 2016	9:30 A.M.	Veritext 20 Corporate Park, Suite 350 Irvine, CA 92606

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1 The deposition will be upon oral examination before a Notary Public, or before some
2 other officer authorized by law to administer oaths. Said deposition may be videotaped. A copy
3 of the related subpoena is attached hereto.

4
5 Dated: November 23, 2016.

6 **COHEN|JOHNSON|PARKER|EDWARDS**

7
8 By: /s/ H. Stan Johnson
9 H. STAN JOHNSON, ESQ.
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17 SULLIVAN, LLP**
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26 Telephone: (213) 443-3000

27 *Attorneys for Defendants Margaret Cotter,
28 Ellen Cotter, Douglas McEachern, Guy Adams,
Edward Kane, Judy Coddling, and Michael
Wrotniak*

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CERTIFICATE OF SERVICE

I hereby certify that, on November 23, 2016, I caused a true and correct copy of the foregoing **NOTICE OF TAKING DEPOSITION – DUCES TECUM** to be served on all interested parties, as registered with the Court's E-Filing and E-Service System.

/s/ Sarah Gondek
An employee of Cohen|Johnson|Parker|Edwards

CC03

COHEN|JOHNSON|PARKER|EDWARDS

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Telephone: (213) 443-3000

Attorneys for Defendants Margaret Cotter,

Ellen Cotter, Douglas McEachern, Guy Adams,

Edward Kane, Judy Coddington, and Michael Wrotniak

EIGHTH JUDICIAL DISTRICT COURT

CLARK COUNTY, NEVADA

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

Plaintiff,

v.

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

Defendants,

and

READING INTERNATIONAL, INC., a Nevada
corporation;

Nominal Defendant.

Case No.: A-15-719860-B

Dept. No.: XI

Case No.: P-14-082942-E

Dept. No.: XI

Related and Coordinated Cases

BUSINESS COURT

DEPOSITION SUBPOENA
(DUCES TECUM)

(For Personal Appearance and Production of
Documents and Things at Deposition)

1 **THE STATE OF NEVADA TO:**

2 Albert Nagy
3 c/o Lewis Roca Rothgerber Christie LLP
4 3993 Howard Hughes Parkway, Suite 600
5 Las Vegas, Nevada 89169
6 Telephone: (702) 949-8200

7 **YOU ARE ORDERED TO APPEAR AS A WITNESS** and give testimony at the
8 following date, time, and place pursuant to NRS 50.165 and NRCP 30 and 45, UNLESS you
9 make an agreement with the attorney or party submitting this subpoena:

10 Date: November 29, 2016
11 Time: 9:30 a.m.
12 Place: Veritext
13 20 Corporate Park, Suite 350
14 Irvine, CA 92606

15 If you are a public or private corporation, partnership, association, or governmental
16 agency, you are ordered to designate one or more officers, directors, managing agents, or other
17 persons who consent to testify on your behalf. The persons you designate will be examined, and
18 are ordered to testify, on the matters set forth below that are known or reasonably available to the
19 organization. NRCP 30(b)(6).

20 **YOU ARE FURTHER ORDERED** to bring with you at the time of your appearance the
21 books, documents, or tangible things set forth below that are in your possession, custody, or
22 control. All documents shall be produced as they are kept in the usual course of business or shall
23 be organized and labeled to correspond with the categories listed. NRCP 45(d)(1).

24 **WITNESS FEES:** You are entitled to witness fees and mileage traveled, as provided by
25 NRS 50.225. This Subpoena must be accompanied by the fees for one day's attendance and
26 mileage, unless issued on behalf of the State or a State agency. NRCP 45(b).

27 **CONTEMPT:** Failure by any person without adequate excuse to obey a subpoena
28 served upon that person may be deemed a contempt of the court, NRCP 45(e), punishable by a
fine not exceeding \$500 and imprisonment not exceeding 25 days, NRS 22.100(2). Additionally,
a witness disobeying a subpoena shall forfeit to the aggrieved party \$100 and all damages
sustained as a result of the failure to attend, and a warrant may issue for the witness' arrest. NRS

1 50.195, 50.205, and 22.100(3).

2 Please see the attached Exhibit "A" for information regarding your rights and
3 responsibilities relating to this Subpoena. Please see the attached Exhibit B for a full list of
4 counsel in this matter.

5 Dated: November 23, 2016.

6
7 By: /s/ H. Stan Johnson

8 H. Stan Johnson, Esq.
9 Nevada Bar No. 00265
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MATTERS ON WHICH TESTIMONY WILL BE TAKEN
(for witnesses designated pursuant to NRCP 30(b)(6) only)

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ITEMS TO BE PRODUCED

DEFINITIONS

1. COMMUNICATION or COMMUNICATIONS means and includes any disclosure, transfer, or exchange of information between two or more persons, whether orally or in writing, including, without limitation, any conversation or discussion by means of meeting, letter, telephone, note, memorandum, telegraph, telex, telecopier, electronic mail, or any other electronic or other medium, including, without limitation, in written, audio or video form.

2. "DOCUMENT" or "DOCUMENTS" means all materials within the full scope of Nev. R. Civ. P. 34, including but not limited to all writings and recordings, including the originals and all non-identical copies, whether different from the original by reason of any notation made on such copies or otherwise, handwriting, typewriting, printing, image, photograph, photocopy, digital file of any kind, transmittal by (or as an attachment to) electronic mail (including instant messages and text messages) or facsimile, video and audio recordings, and every other means of recording upon any tangible thing, any form of COMMUNICATION or representation, and any record thereby created, regardless of the manner in which the record has been stored, and all non-identical copies of such DOCUMENTS, in the possession, custody, or control of YOU or any other PERSON acting on YOUR behalf.

3. The term PLAINTIFF shall refer to James J. Cotter, Jr.

4. RELATES TO, RELATING TO, or RELATED TO means to refer to, reflect, concern, pertain to or in any manner be connected with the matter discussed.

5. "YOU" or "YOUR" shall mean Albert Nagy and any of YOUR present and former attorneys, investigators, agents, and any other individual acting for or on YOUR behalf.

6. "NAGY REPORT" refers to the report that YOU submitted on September 28, 2016, including all exhibits, as well as any of Your other reports and exhibits that have been submitted to the court during the course of this litigation.

ITEMS TO BE PRODUCED

1. All DOCUMENTS, data, and analysis, including but not limited to all facts and data provided by PLAINTIFF or PLAINTIFF's counsel, that YOU considered in forming YOUR opinions directly or indirectly referenced in the NAGY REPORT.

2. All COMMUNICATIONS between YOU and PLAINTIFF, PLAINTIFF'S counsel, or anyone acting on their behalf, RELATING TO this litigation.

3. All draft versions of the NAGY REPORT, as well as any draft versions of exhibits to the NAGY REPORT.

4. All DOCUMENTS prepared or created by YOU or anyone acting on YOUR behalf in forming your opinions directly or indirectly referenced in the NAGY REPORT, including but not limited to any notes.

5. DOCUMENTS sufficient to identify all matters in the last two years in which YOU have prepared reports or testified.

6. DOCUMENTS sufficient to identify the total fees paid to YOU for any work YOU performed on behalf of PLAINTIFF or PLAINTIFF's counsel during the course of this litigation.

7. DOCUMENTS sufficient to identify all persons and entities who assisted YOU in this matter.

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AFFIDAVIT/DECLARATION OF SERVICE

STATE OF NEVADA)
) ss.
COUNTY OF _____)

I, *(insert name of person making service)* _____, being duly sworn, or under penalty of perjury, state that at all times herein I was and am over 18 years of age and not a party to or interested in the proceedings in which this Affidavit/Declaration is made; that I received a copy of the **DEPOSITION SUBPOENA (DUCES TECUM)** on *(insert date person making service received Subpoena)* _____; and that I served the same on *(insert date person making service served Subpoena)* _____ by delivering and leaving a copy with *(insert name of witness)* _____ *(insert address where witness was served)* at _____.

Executed on: _____
(Date) *(Signature of Person Making Service)*

SUBSCRIBED AND SWORN to before me this
_____ day of _____, 20_____.

NOTARY PUBLIC in and for the
County of _____, State of _____.

OR ONE OF THE FOLLOWING: Per NRS 53.045

(a) If executed in the State of Nevada: "I declare under penalty of perjury that the foregoing is true and correct."

Executed on: _____
(Date) *(Signature of Person Making Service)*

(b) If executed outside of the State of Nevada: "I declare under penalty of perjury under the law of the State of Nevada that the foregoing is true and correct."

Executed on: _____
(Date) *(Signature of Person Making Service)*

EXHIBIT "A"
NEVADA RULES OF CIVIL PROCEDURE

Rule 45

(c) *Protection of persons subject to subpoena.*

(1) A party or an attorney responsible for the issuance and service of a subpoena shall take reasonable steps to avoid imposing undue burden or expense on a person subject to that subpoena. The court on behalf of which the subpoena was issued shall enforce this duty and impose upon the party or attorney in breach of this duty an appropriate sanction, which may include, but is not limited to, lost earnings and a reasonable attorney's fee.

(2) (A) A person commanded to produce and permit inspection and copying of designated books, papers, documents or tangible things, or inspection of premises need not appear in person at the place of production or inspection unless commanded to appear for deposition, hearing or trial.

(B) Subject to paragraph (d)(2) of this rule, a person commanded to produce and permit inspection and copying may, within 14 days after service of the subpoena or before the time specified for compliance if such time is less than 14 days after service, serve upon the party or attorney designated in the subpoena written objection to inspection or copying of any or all of the designated materials or of the premises. If objection is made, the party serving the subpoena shall not be entitled to inspect and copy the materials or inspect the premises except pursuant to an order of the court by which the subpoena was issued. If objection has been made, the party serving the subpoena may, upon notice to the person commanded to produce, move at any time for an order to compel the production. Such an order to compel production shall protect any person who is not a party or an officer of a party from significant expense resulting from the inspection and copying commanded.

(3) (A) On timely motion, the court by which a subpoena was issued shall quash or modify the subpoena if it

(i) fails to allow reasonable time for compliance;

(ii) requires a person who is not a party or an officer of a party to travel to a place more than 100 miles from the place where that person resides, is employed or regularly transacts business in person, except that such a person may in order to attend trial be commanded to travel from any such place within the state in which the trial is held, or

(iii) requires disclosure of privileged or other protected matter and no exception or waiver applies, or

(iv) subjects a person to undue burden.

(B) If a subpoena

(i) requires disclosure of a trade secret or other confidential research, development, or commercial information, or

(ii) requires disclosure of an unretained expert's opinion or information not describing specific events or occurrences in dispute and resulting from the expert's study made not at the request of any party,

the court may, to protect a person subject to or affected by the subpoena, quash or modify the subpoena or, if the party in whose behalf the subpoena is issued shows a substantial need for the testimony or material that cannot be otherwise met without undue hardship and assures that the person to whom the subpoena is addressed will be reasonably compensated, the court may order appearance or production only upon specified conditions.

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(2) When information subject to a subpoena is withheld on a claim that it is privileged or subject to protection as trial preparation materials, the claim shall be made expressly and shall be supported 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.

Exhibit B

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12 Facsimile: (702) 792-9002

13 *Attorneys for Nominal Defendant Reading*
14 *International, Inc.*

15 **LEWIS ROCA ROTHGERBER LLP**

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

EXHIBIT 3

1 **NOTC**

2 **COHEN|JOHNSON|PARKER|EDWARDS**

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15 Telephone: (213) 443-3000

12 Attorneys for Defendants Margaret Cotter,
13 Ellen Cotter, Douglas McEachern, Guy Adams,
14 Edward Kane, Judy Coddington, and Michael Wrotniak

14 **EIGHTH JUDICIAL DISTRICT COURT**

15 **CLARK COUNTY, NEVADA**

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

18 Plaintiff,

19 v.

20 MARGARET COTTER, ELLEN COTTER, GUY
21 ADAMS, EDWARD KANE, DOUGLAS
22 McEACHERN, WILLIAM GOULD, JUDY
23 CODDINGTON, MICHAEL WROTONIAK, and DOES
24 1 through 100, inclusive,

24 Defendants,

25 and

26 READING INTERNATIONAL, INC., a Nevada
27 corporation;

28 Nominal Defendant.

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

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

Related and Coordinated Cases

BUSINESS COURT

NOTICE OF TAKING DEPOSITION
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NOTICE OF TAKING DEPOSITION – DUCES TECUM

TO: ALL PARTIES; and
TO: THEIR RESPECTIVE COUNSEL

PLEASE TAKE NOTICE that Defendants Margaret Cotter, Ellen Cotter, Douglas McEachern, Guy Adams, Edward Kane, Judy Coddling, and Michael Wrotniak (“Defendants”) will take the following deposition in the above-captioned action on the date and at the time and location indicated below.

Deponent	Date	Time	Location
Richard Spitz	December 7, 2016	10:00 A.M.	Quinn Emanuel Urquhart & Sullivan, LLP 865 S. Figueroa Street, 10th Floor Los Angeles, CA 90017

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1 The deposition will be upon oral examination before a Notary Public, or before some
2 other officer authorized by law to administer oaths. Said deposition may be videotaped. A copy
3 of the related subpoena is attached hereto.

4 Dated: December 2, 2016.

5 **COHEN|JOHNSON|PARKER|EDWARDS**

6
7 By: /s/ H. Stan Johnson
8 H. STAN JOHNSON, ESQ.
9 Nevada Bar No. 00265
10 sjohnson@cohenjohnson.com
11 255 East Warm Springs Road, Suite 100
12 Las Vegas, Nevada 89119
13 Telephone: (702) 823-3500
14 Facsimile: (702) 823-3400

15 **QUINN EMANUEL URQUHART &
16 SULLIVAN, LLP**

17 CHRISTOPHER TAYBACK, ESQ.
18 California Bar No. 145532, *pro hac vice*
19 christayback@quinnemanuel.com
20 MARSHALL M. SEARCY, ESQ.
21 California Bar No. 169269, *pro hac vice*
22 marshallsearcy@quinnemanuel.com
23 865 South Figueroa Street, 10th Floor
24 Los Angeles, CA 90017
25 Telephone: (213) 443-3000

26 *Attorneys for Defendants Margaret Cotter,*
27 *Ellen Cotter, Douglas McEachern, Guy Adams,*
28 *Edward Kane, Judy Coddling, and Michael*
Wrotniak

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CERTIFICATE OF SERVICE

I hereby certify that, on December 2, 2016, I caused a true and correct copy of the foregoing **NOTICE OF TAKING DEPOSITION – DUCES TECUM** to be served on all interested parties, as registered with the Court's E-Filing and E-Service System.

/s/ Sarah Gondek
An employee of Cohen|Johnson|Parker|Edwards

CC03

COHEN|JOHNSON|PARKER|EDWARDS

H. Stan Johnson, ESQ.

Nevada Bar No. 00265

sjohnson@cohenjohnson.com

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Las Vegas, Nevada 89119

Telephone: (702) 823-3500

Facsimile: (702) 823-3400

QUINN EMANUEL URQUHART & SULLIVAN, LLP

CHRISTOPHER TAYBACK, ESQ.

California Bar No. 145532, *pro hac vice*

christayback@quinnemanuel.com

MARSHALL M. SEARCY, ESQ.

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marshallsearcy@quinnemanuel.com

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Los Angeles, CA 90017

Telephone: (213) 443-3000

Attorneys for Defendants Margaret Cotter,
Ellen Cotter, Douglas McEachern, Guy Adams,
Edward Kane, Judy Coddington, and Michael Wrotniak

EIGHTH JUDICIAL DISTRICT COURT

CLARK COUNTY, NEVADA

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

Plaintiff,

v.

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

Defendants,

and

READING INTERNATIONAL, INC., a Nevada
corporation;

Nominal Defendant.

Case No.: A-15-719860-B

Dept. No.: XI

Case No.: P-14-082942-E

Dept. No.: XI

Related and Coordinated Cases

BUSINESS COURT

DEPOSITION SUBPOENA
(DUCES TECUM)

(For Personal Appearance and Production of
Documents and Things at Deposition)

1 **THE STATE OF NEVADA TO:**

2 Richard Spitz
3 c/o Lewis Roca Rothgerber Christie LLP
4 3993 Howard Hughes Parkway, Suite 600
5 Las Vegas, Nevada 89169
6 Telephone: (702) 949-8200

7 **YOU ARE ORDERED TO APPEAR AS A WITNESS** and give testimony at the
8 following date, time, and place pursuant to NRS 50.165 and NRCP 30 and 45, UNLESS you
9 make an agreement with the attorney or party submitting this subpoena:

10 Date: December 7, 2016
11 Time: 10:00 a.m.
12 Place: Quinn Emanuel Urquhart & Sullivan, LLP
13 865 S. Figueroa Street, 10th Floor
14 Los Angeles, CA 90017

15 If you are a public or private corporation, partnership, association, or governmental
16 agency, you are ordered to designate one or more officers, directors, managing agents, or other
17 persons who consent to testify on your behalf. The persons you designate will be examined, and
18 are ordered to testify, on the matters set forth below that are known or reasonably available to the
19 organization. NRCP 30(b)(6).

20 **YOU ARE FURTHER ORDERED** to bring with you at the time of your appearance the
21 books, documents, or tangible things set forth below that are in your possession, custody, or
22 control. All documents shall be produced as they are kept in the usual course of business or shall
23 be organized and labeled to correspond with the categories listed. NRCP 45(d)(1).

24 **WITNESS FEES:** You are entitled to witness fees and mileage traveled, as provided by
25 NRS 50.225. This Subpoena must be accompanied by the fees for one day's attendance and
26 mileage, unless issued on behalf of the State or a State agency. NRCP 45(b).

27 **CONTEMPT:** Failure by any person without adequate excuse to obey a subpoena
28 served upon that person may be deemed a contempt of the court, NRCP 45(e), punishable by a
fine not exceeding \$500 and imprisonment not exceeding 25 days, NRS 22.100(2). Additionally,
a witness disobeying a subpoena shall forfeit to the aggrieved party \$100 and all damages
sustained as a result of the failure to attend, and a warrant may issue for the witness' arrest. NRS

1 50.195, 50.205, and 22.100(3).

2 Please see the attached Exhibit "A" for information regarding your rights and
3 responsibilities relating to this Subpoena. Please see the attached Exhibit B for a full list of
4 counsel in this matter.

5 Dated: December 2, 2016.

6
7 By: /s/ H. Stan Johnson
8 H. Stan Johnson, Esq.
9 Nevada Bar No. 00265
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MATTERS ON WHICH TESTIMONY WILL BE TAKEN
(for witnesses designated pursuant to NRCP 30(b)(6) only)

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ITEMS TO BE PRODUCED

DEFINITIONS

1. COMMUNICATION or COMMUNICATIONS means and includes any disclosure, transfer, or exchange of information between two or more persons, whether orally or in writing, including, without limitation, any conversation or discussion by means of meeting, letter, telephone, note, memorandum, telegraph, telex, telecopier, electronic mail, or any other electronic or other medium, including, without limitation, in written, audio or video form.

2. "DOCUMENT" or "DOCUMENTS" means all materials within the full scope of Nev. R. Civ. P. 34, including but not limited to all writings and recordings, including the originals and all non-identical copies, whether different from the original by reason of any notation made on such copies or otherwise, handwriting, typewriting, printing, image, photograph, photocopy, digital file of any kind, transmittal by (or as an attachment to) electronic mail (including instant messages and text messages) or facsimile, video and audio recordings, and every other means of recording upon any tangible thing, any form of COMMUNICATION or representation, and any record thereby created, regardless of the manner in which the record has been stored, and all non-identical copies of such DOCUMENTS, in the possession, custody, or control of YOU or any other PERSON acting on YOUR behalf.

3. The term PLAINTIFF shall refer to James J. Cotter, Jr.

4. RELATES TO, RELATING TO, or RELATED TO means to refer to, reflect, concern, pertain to or in any manner be connected with the matter discussed.

5. "YOU" or "YOUR" shall mean Richard Spitz and any of YOUR present and former attorneys, investigators, agents, and any other individual acting for or on YOUR behalf.

6. "SPITZ REPORT" refers to the report that YOU submitted on August 25, 2016, including all exhibits, as well as any of Your other reports and exhibits that have been submitted to the court during the course of this litigation.

1 **ITEMS TO BE PRODUCED**

2 1. All DOCUMENTS, data, and analysis, including but not limited to all facts and
3 data provided by PLAINTIFF or PLAINTIFF's counsel, that YOU considered in forming YOUR
4 opinions directly or indirectly referenced in the SPITZ REPORT.

5 2. All COMMUNICATIONS between YOU and PLAINTIFF, PLAINTIFF'S
6 counsel, or anyone acting on their behalf, RELATING TO this litigation.

7 3. All draft versions of the SPITZ REPORT, as well as any draft versions of exhibits
8 to the SPITZ REPORT.

9 4. All DOCUMENTS prepared or created by YOU or anyone acting on YOUR
10 behalf in forming your opinions directly or indirectly referenced in the SPITZ REPORT,
11 including but not limited to any notes.

12 5. DOCUMENTS sufficient to identify all matters in the last two years in which
13 YOU have prepared reports or testified.

14 6. DOCUMENTS sufficient to identify the total fees paid to YOU for any work
15 YOU performed on behalf of PLAINTIFF or PLAINTIFF's counsel during the course of this
16 litigation.

17 7. DOCUMENTS sufficient to identify all persons and entities who assisted YOU in
18 this matter.

AFFIDAVIT/DECLARATION OF SERVICE

STATE OF NEVADA)
) ss.
COUNTY OF _____)

I, *(insert name of person making service)* _____, being duly sworn, or under penalty of perjury, state that at all times herein I was and am over 18 years of age and not a party to or interested in the proceedings in which this Affidavit/Declaration is made; that I received a copy of the **DEPOSITION SUBPOENA (DUCES TECUM)** on *(insert date person making service received Subpoena)* _____; and that I served the same on *(insert date person making service served Subpoena)* _____ by delivering and leaving a copy with *(insert name of witness)* _____ *(insert address where witness was served)* at _____.

Executed on: _____
(Date) *(Signature of Person Making Service)*

SUBSCRIBED AND SWORN to before me this _____ day of _____, 20____.

NOTARY PUBLIC in and for the
County of _____, State of _____.

OR ONE OF THE FOLLOWING: Per NRS 53.045

(a) If executed in the State of Nevada: "I declare under penalty of perjury that the foregoing is true and correct."

Executed on: _____
(Date) *(Signature of Person Making Service)*

(b) If executed outside of the State of Nevada: "I declare under penalty of perjury under the law of the State of Nevada that the foregoing is true and correct."

Executed on: _____
(Date) *(Signature of Person Making Service)*

EXHIBIT "A"
NEVADA RULES OF CIVIL PROCEDURE

Rule 45

(c) *Protection of persons subject to subpoena.*

(1) A party or an attorney responsible for the issuance and service of a subpoena shall take reasonable steps to avoid imposing undue burden or expense on a person subject to that subpoena. The court on behalf of which the subpoena was issued shall enforce this duty and impose upon the party or attorney in breach of this duty an appropriate sanction, which may include, but is not limited to, lost earnings and a reasonable attorney's fee.

(2) (A) A person commanded to produce and permit inspection and copying of designated books, papers, documents or tangible things, or inspection of premises need not appear in person at the place of production or inspection unless commanded to appear for deposition, hearing or trial.

(B) Subject to paragraph (d)(2) of this rule, a person commanded to produce and permit inspection and copying may, within 14 days after service of the subpoena or before the time specified for compliance if such time is less than 14 days after service, serve upon the party or attorney designated in the subpoena written objection to inspection or copying of any or all of the designated materials or of the premises. If objection is made, the party serving the subpoena shall not be entitled to inspect and copy the materials or inspect the premises except pursuant to an order of the court by which the subpoena was issued. If objection has been made, the party serving the subpoena may, upon notice to the person commanded to produce, move at any time for an order to compel the production. Such an order to compel production shall protect any person who is not a party or an officer of a party from significant expense resulting from the inspection and copying commanded.

(3) (A) On timely motion, the court by which a subpoena was issued shall quash or modify the subpoena if it

- (i) fails to allow reasonable time for compliance;
- (ii) requires a person who is not a party or an officer of a party to travel to a place more than 100 miles from the place where that person resides, is employed or regularly transacts business in person, except that such a person may in order to attend trial be commanded to travel from any such place within the state in which the trial is held, or
- (iii) requires disclosure of privileged or other protected matter and no exception or waiver applies, or

- (iv) subjects a person to undue burden.

(B) If a subpoena

- (i) requires disclosure of a trade secret or other confidential research, development, or commercial information, or
- (ii) requires disclosure of an unretained expert's opinion or information not describing specific events or occurrences in dispute and resulting from the expert's study made not at the request of any party,

the court may, to protect a person subject to or affected by the subpoena, quash or modify the subpoena or, if the party in whose behalf the subpoena is issued shows a substantial need for the testimony or material that cannot be otherwise met without undue hardship and assures that the person to whom the subpoena is addressed will be reasonably compensated, the court may order appearance or production only upon specified conditions.

(d) *Duties in responding to subpoena.*

(1) A person responding to a subpoena to produce documents shall produce them as they are kept in the usual course of business or shall organize and label them to correspond with the categories in the demand.

(2) When information subject to a subpoena is withheld on a claim that it is privileged or subject to protection as trial preparation materials, the claim shall be made expressly and shall be supported 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.

Exhibit B

COHEN|JOHNSON|PARKER|EDWARDS

H. STAN JOHNSON, ESQ.
Nevada Bar No. 00265
sjohnson@cohenjohnson.com
255 East Warm Springs Road, Suite 100
Las Vegas, Nevada 89119
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**QUINN EMANUEL URQUHART & SULLIVAN, LLP
CHRISTOPHER TAYBACK, ESQ.**

California Bar No. 145532, *pro hac vice*
christayback@quinnemanuel.com
MARSHALL M. SEARCY, ESQ.
California Bar No. 169269, *pro hac vice*
marshallsearcy@quinnemanuel.com
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Los Angeles, CA 90017
Telephone: (213) 443-3000

*Attorneys for Defendants Margaret Cotter,
Ellen Cotter, Douglas McEachern, Guy Adams,
Edward Kane, Judy Coddling, and Michael Wrotniak*

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4785 Caughlin Parkway
Reno, NV 89519

**BIRD, MARELLA, BOXER, WOLPERT,
NESSIM, DROOKS, LINCENBERG & RHOW**

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eer@birdmarella.com
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Los Angeles, CA 90067-2561

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hendricksk@gtlaw.com

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Facsimile: (702) 792-9002

*Attorneys for Nominal Defendant Reading
International, Inc.*

LEWIS ROCA ROTHGERBER LLP

MARK G. KRUM

Nevada Bar No. 10913

MKrum@LRRLaw.com

3993 Howard Hughes Parkway, Suite 600

Las Vegas, Nevada 89169

Telephone: (702) 949-8200

Facsimile: (702) 949-8398

Attorneys for Plaintiff James J. Cotter, Jr.

EXHIBIT 4



September 14, 2016

Mark G. Krum, Esq.
Partner
Lewis Roca Rothgerber Christie LLP
3993 Howard Hughes Parkway, Suite 600
Las Vegas, NV 89169

Inv. No.: 2082943
Re: Cotter v. Cotter, et al.
Client: 010562

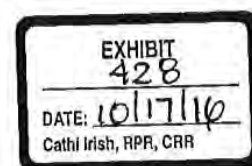
Federal Tax ID 38-3637158

Retainer

25,000.00

Total Amount Due

USD 25,000.00



Please reference the invoice number noted above on any payment remittance. Thank You.

Send check remittance to:

AlixPartners LLP
P.O. Box 5838
Carol Stream, IL 60197-5838

If Remitting in USD:

Account Name: AlixPartners LLP
Account Number: 003-58897
Bank Name: Deutsche Bank
ABA: 021-001-033
SWIFT: BKTRUS33XXX

If Remitting in any other Currency:

Account Name: AlixPartners LLP
IBAN: GB27 DEUT 4050 8189 039614
Account Number: 89039614
Bank Name: Deutsche Bank AG London
SWIFT: DEUTGB2LXXX

909 Third Avenue
New York, NY 10022

T 212.490.2500
F 212.490.1344
alixpartners.com

FINNERTY000029

JA7020

EXHIBIT 5

REALTY CAPITAL SOLUTIONS

September 30, 2016

Mark G. Krum, Esquire
Lewis Roca Rothgerber Christie LLP
3993 Howard Hughes Parkway
Suite 600
Las Vegas, Nevada 89169

Re: Real Estate Development Litigation Consulting
James J. Cotter, Jr. / Reading International, Inc. Matter,
Case No. P-14-082942-E, Dept. No. XI ~ District Court, Clark County, Nevada

Privileged and Confidential Attorney Work Product

This invoice is for Realty Capital Solutions' professional services from engagement start through and including September 30, 2016 associated with the above referenced consulting engagement. The work during this time period was primarily review of case documents, analysis, research and production of a rebuttal report by Albert Nagy.

Please note that all outstanding invoices must be paid prior to testimony at deposition or in court.

Nagy, Testifying Expert	13.3 hours @ \$650 per hour	\$8,645.00
Ferrell, RCS Principal	38.0 hours @ \$550 per hour	20,900.00
Hawkins, RCS Principal	16.5 hours @ \$550 per hour	9,075.00
Senior Consultants	3.6 hours @ \$350 per hour	1,260.00
Research Assistant	38.0 hours @ \$250 per hour	9,500.00
Clerical	2.5 hours @ \$100 per hour	250.00
Total Professional Services		\$49,630.00
	Expenses	-0-
TOTAL DUE		\$49,630.00

Please remit to: Realty Capital Solutions, LLC
3100 East Warren Avenue
Denver, CO 80220

Or via wire: Account Name: Realty Capital Solutions, LLC
Bank: Wells Fargo N.A.
Account Number: 321-5938774
ABA Routing Number: 121000248
Tax I.D. # 26-3612513

EXHIBIT: 467
WITNESS: 11/29/16
DATE: 11/29/16
SHERRY CASE, CSR

www.realcapitalsolutions.com
415.750.588 (Office) 303.758.0571 (Cell)

NAGY004390

JA7022

Albert Nagy – RCS Principal / Litigation Consultant & Testifying Expert

2016	Hours	Tasks
9/13	.3	Call with RF
9/14	.3	RCS group call
9/17	.5	Document review
9/24	2	Document review
9/25	1	Report outline
9/25	.25	Conference with RF
9/26	.7	Call with RF
9/27	1.5	Report
9/28	1.25	Report review and final edits
9/30	1	Document review
	13.3	TOTAL HOURS during the billing period, Nagy

R. Ferrell – RCS Principal / Engagement Manager

2016	Hours	Tasks
9/13	1.5	Initial review of some case docs, call w. Nagy, call w. Krum
9/14	2.2	RCS phone group meeting, organization, methods. Doc review
9/16	4.0	Doc review, internet research, draft report outline, call w. Hawkins
9/17	0.7	Assist with Nagy expert disclosure
9/18	1.6	Prepare Nagy disclosure, call w. Fitzpatrick re: docs, M. Cotter depo
9/19	4.5	Doc review, report drafting
9/20	2.7	Doc review, report drafting
9/25	2.1	Conference with Nagy, report drafting, study Union Sq & Cinemas 123
9/26	5.6	Report editing and drafting, 10-k & 8-k review, calls Krum, Fitzpatrick, call w. Nagy
9/27	5.5	Report review and final edits, calls w. Fitzpatrick, Nagy, Krum, Hawkins
9/28	2.1	Call w. Hawkins, edits, report production
9/29	2.5	Report production and edits
9/30	3.0	Final report review, editing, exhibit production, supervise clerical
	38.0	TOTAL HOURS during the billing period, Ferrell

J. Hawkins ~ RCS Principal		
Date	Hours	Tasks
9/12/2016	0.60	telephone call Richard Ferrell, internet research
9/14/2016	0.90	telephone call Richard Ferrell, internet research, review documents
9/16/2016	5.20	telephone call Richard Ferrell, review documents, draft/edit declaration
9/18/2016	1.30	telephone call Richard Ferrell/Mike Fitzpatrick, edit declaration
9/26/2016	0.50	review documents
9/27/2016	6.90	telephone call Richard Ferrell, review documents, draft/edit declaration and exhibits
9/28/2016	1.10	Draft/edit declaration, telephone calls Richard Ferrell
	16.5	TOTAL HOURS during the billing period, Hawkins

B. Goodheim ~ Sr. Consultant / IT Tech / Discovery database professional		
Date	Hours	Tasks
9/1/2016	80	t/c RWF: download & decompress RDI.rtr, explore contents
9/7/2016	.50	t/c Stephanie re discovery doc software; email RWF with options
	1.3	TOTAL HOURS during the billing period, Goodheim

S. Jennings ~ Sr. Consultant / RCS - NYC		
Date	Hours	Tasks
9/19	0.5	Research Edifice, development agreement
9/21	1.0	Research NYC development fee market
9/22	0.8	Emails and calls - Edifice reputation research
	2.3	TOTAL HOURS during the billing period, Goodheim

M. Fitzpatrick ~ RCS Research Assistant		
Date	Hours	Tasks
9/15/16	5.8	Depos, Docs and Fonecons
9/16/16	3.2	Depos, Docs Fonecons
9/17/16	1.8	Depos, Docs and Fonecon
9/18/16	2.6	Research, Conference Call, Fonecon
9/19/16	3.1	Depos and Misc: Dropbox Docs, Fonecon
9/22/16	2.3	Depos and Dropbox Docs, Fonecon
9/24/16	1.8	Docs and Review Draft, Fonecon
9/25/16	5.3	Depos, Docs, Review Draft, Fonecon
9/26/16	5.7	Depos, Docs, Review Draft, Fonecon
9/27/16	2.2	Depos, Review Draft, Fonecon

9/28/16	0.8	Review Draft, Fonecon
9/29/16	0.4	Review Draft, Fonecon
9/30/16	1.3	Review Osbourne Rebuttals and Fonecon
	36.3	TOTAL HOURS during the billing period, M. Fitzpatrick

RCS Clerical		
2016	Hours	Tasks
9/28	2.5	Report formatting and find clerical editing
	2.5	TOTAL HOURS during the billing period, Clerical

EXHIBIT 6



S4S INVOICE - Lewis Roca Rothgerber Christie

Invoice No. S4S81616
August 16, 2016

In reference to: James C. Cotter, Jr.

Date	Description	Amount
8/16/16	Retainer/Fee Deposit	\$15,000
	TOTAL AMOUNT DUE	\$15,000

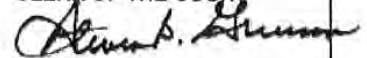
Wire Transfer to:
First Republic Bank
111 Pine St
San Francisco, CA 94111
ABA No.: 321081669
Credit Account No.: 80001827089
Account Name: S4S, LLC



SPITZ003215

JA7027

EXHIBIT 7



1 JPTM

MORRIS LAW GROUP

2 Steve Morris, Bar No. 1543

3 Akke Levin, Bar No. 9102

411 E. Bonneville Ave., Ste. 360

4 Las Vegas, Nevada 89101

5 Telephone: (702) 474-9400

6 Facsimile: (702) 474-9422

Email: sm@morrislawgroup.com

Email: al@morrislawgroup.com

7 Mark G. Krum, Bar No. 10913

8 Yurko, Salvesen & Remz, P.C.

9 1 Washington Mall, 11th Floor

Boston, MA 02108

10 Telephone: (617) 723-6900

11 Facsimile: (617) 723-6905

Email: mkrum@bizlit.com

12 Attorneys for Plaintiff

13 James J. Cotter, Jr.

14 (See signature page for additional counsel.)

15 DISTRICT COURT
16 CLARK COUNTY, NEVADA

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

19 Plaintiff,

20 v.

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

25 Defendants.

26 And

27 READING INTERNATIONAL,
INC., a Nevada corporation,

28 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

) JOINT PRETRIAL
MEMORANDUM

) DATE: 12/11/2017

) TIME: 10:30 a.m.

1 The parties, through their respective counsel of record, hereby
2 submit the following joint pre-trial memorandum in accordance with this
3 Court's 1st Amended Order Setting Civil Jury Trial, Pre-trial Conference and
4 Calendar Call dated September 29, 2017 and Local Rule 2.67 after counsel for
5 all parties¹ conferred regarding the same on November 15, 2017 and
6 November 20, 2017.

7 **I. MATTER REFERENCED IN OCTOBER 4, 2017 ORDER,**
8 **PARAGRAPH D**

9 **A. Motions in Limine (December 11, 2017)**

- 10 1. Plaintiff James J. Cotter Jr.'s Motion In Limine No. 1
11 Regarding Advice of Counsel
- 12 2. Plaintiff James J. Cotter Jr.'s Motion In Limine No. 2
13 Regarding the Submission of Merits-Related Evidence By
14 Nominal Defendant Reading International, Inc.
- 15 3. Plaintiff James Cotter Jr.'s Motion In Limine No. 3 Regarding
16 After Acquired Evidence
- 17 4. Margaret Cotter, Ellen Cotter, Guy Adams, Edward Kane,
18 Douglas McEachern, William Gould, Judy Coddington, Michael
19 Wrotniak's Motion In Limine to Exclude Evidence that is
20 More Prejudicial Than Probative
- 21 5. Renewed Motion In Limine to Exclude Expert Testimony of
22 Myron Steele Based on Supplemental Authority
- 23 6. Defendant William Gould's Motion In Limine Exclude
24 Irrelevant Speculative Evidence

25
26 ¹ Counsel participating in the pretrial conference included: Mark Krum and
27 Steve Morris on behalf of Plaintiff; Marshall Searcy and Noah Helpert on
28 behalf of Defendants Margaret Cotter, Ellen Cotter, Douglas McEachern,
Guy Adams, Edward Kane, Judy Coddington and Michael Wrotniak; Shoshana
Bannett on behalf of William Gould; and Kara Hendricks on behalf of
Reading International, Inc.

1
2 **B. Motions for Summary Judgment (December 11, 2017)**

3 1. Defendants Margaret Cotter, Ellen Cotter, Guy Adams,
4 Edward Kane, Douglas McEachern, William Gould, Judy
5 Coddington, Michael Wrotniak's Supplement to Motions for
6 Partial Summary Judgment Nos. 1, 2, 3, 5 and 6

7 2. See also Section II. J.

8 **II. OTHER PRETRIAL MATTER**

9 **A. Statement of Facts**

10 **Plaintiff's Statement:**

11 In view of the significant prior proceedings in this case,
12 including motions to dismiss and summary judgment motions, as well as
13 the detail in the pending Second Amended Complaint (the particular
14 allegations of which have been or will be admitted or denied in the
15 individual defendants' respective answers), and the Court's resulting
16 familiarity with this case, the parties respectfully provide the following
17 abbreviated, summary statement of facts of the case:

18 Plaintiff James J. Cotter, Jr. ("Mr. Cotter" or "Plaintiff") was and is
19 a substantial shareholder and a director of nominal defendant Reading
20 International, Inc. ("RDI" or the "Company"), as well as a former President
21 and Chief Executive Officer ("CEO"). Defendants Ellen Cotter and Margaret
22 Cotter were and are members of the RDI board of directors (the "Board")
23 and at all times relevant hereto have purported to be and/or been the
24 controlling shareholder(s) of RDI. Each of the remaining individual
25 defendants was at relevant times and is a member of the RDI Board, as well
26 of certain Board committees.

27 The facts of this case include and concern acts and omissions of
28 individual director defendants which the Plaintiff claims give rise to entail
breaches of fiduciary duties individually and/or together with other acts

1 and omissions, including with respect to the following matters: the threat to
2 terminate Mr. Cotter as President and CEO of RDI, the termination of
3 Mr. Cotter as President and CEO of RDI, the demand that he resign from the
4 Board, RDI Board governance matters, RDI SEC filings and press releases,
5 the search for a permanent CEO that resulted in Ellen Cotter becoming
6 permanent CEO, the hiring and compensation of Margaret Cotter as EVP
7 RED NY, the payment of certain monies to certain of the individual
8 defendants and the actions and or lack of actions by each of the individual
9 defendants in response to offers or expressions of interest by Patton Vision
10 and others to purchase all of the outstanding stock of RDI.

11 **Director Defendants' Statement:**

12 On June 12, 2015, the Board of Directors of Reading
13 International, Inc. ("RDI") voted to terminate Plaintiff James J. Cotter, Jr. as
14 President and CEO of RDI. Plaintiff claims that this decision was a breach of
15 fiduciary duty. Plaintiff also claims various other breaches of fiduciary
16 duty, including with respect to the search for a new President and CEO of
17 RDI, the hiring of Margaret Cotter as an Executive Vice President for Real
18 Estate -- NYC, the exercise of an option held by the Estate of James J. Cotter,
19 Sr. to purchase 100,000 shares of RDI Class B voting stock, and the response
20 to a third party's indication of interest in purchasing all outstanding shares
21 of RDI. The Director Defendants contend that they acted in the best
22 interests of RDI stockholders at all times and fulfilled their fiduciary duties
23 to the Company.

24 One of the Director Defendants, William Gould is separately
25 represented. On the central claim that initiated this case—Plaintiff's
26 termination—Mr. Gould voted *against* terminating Plaintiff. Although
27 Mr. Gould is separately represented, there is substantial overlap in his
28 witness list and his responses to other portions of this pre-trial

1 memorandum with that of the other director defendants and individual
2 defendants have therefore chosen to present a combined defense position in
3 the pre-trial memorandum.

4 **RDI's Statement:**

5 RDI joins in the Director Defendants' Statement above.

6 **B. List of Claims**

7 Plaintiffs' list of claims for relief is as follows:

8 **A. Breaches of the Duty of Care (SAC 1-179) (First Cause)**

- 9 **1. Process in connection with termination, including aborting**
10 **ombudsman and lack of process/process failures (SAC 3, 35,**
11 **36, 43, 50 – 57, 61 – 94) (EC, MC, GA, EK, DM, WG)**
12 **(equitable relief)²**
13
14 **2. Breach(es) of the duty of care and abdication of fiduciary**
15 **responsibilities by some or all acts and omissions in SAC**
16 **(SAC - all), including paragraph A. 1. above and the**
17 **following:**
18
 - Use of executive committee (SAC 8, 99) (EC, MC, Kane,
 - Adams/WG, JC, MW)
 - Process/process failures from aborted CEO search selecting
 - EC (SAC 6, 14, 137 – 147, 152) (Search Committee: MC, DM,
 - WG) (Board: All)
 - Erroneous and/or materially misleading statements in board
 - materials such as agendas and minutes, and in public
 - disclosures including SEC filings and press releases (SAC 9,
 - 13, 72, 101a.-i., 109 – 119, 135a.-k., 136a.-i., 147) (all)

27
28 ² Arabic numbered bold typeface paragraphs indicate matters which
Plaintiff contends give rise to and/or constitute breaches of fiduciary duty
independently, as well as together with other matter.

- 1 • Process/process failures in connection with nomination and
- 2 retention of directors, including adding Coddington and/or
- 3 Wrotniak (SAC 11, 12, 121-134) (EC, MC, DM, GA, EK, WG)
- 4 • Hiring MC as EVP RED NY (SAC 6, 15, 57 – 61, 92, 95, 149 –
- 5 151, 166) and paying the \$200,000 pre-employment bonus
- 6 (committees - members) (Board - all)
- 7 • \$50,000 to Adams (SAC 153, 166) (Committees – members)
- 8 (Board – all but GA)
- 9 • Process/process failures in response to Patton Vision offer(s)
- 10 (SAC 16, 154-162) (all)
- 11 **3. Damages/injury (SAC 163 – 168)**
- 12 a. injury to RDI's reputation and goodwill (164)
- 13 b. impairment of shareholder rights due to SEC filings (165)
- 14 **B. Breaches of the Duty of Loyalty (SAC 1 – 172, 180-186) (Second**
- 15 **Cause)**
- 16 1. Threat to terminate (SAC 2, 35, 36, 64-71, 78 – 82, 84, 87,
- 17 88, 91) (GA, EK, DM, EC, MC)
- 18 2. Termination (SAC 3, 35, 36, 43, 50 – 57, 64 – 94) (GA, EK,
- 19 DM, EC, MC) (equitable relief also sought)
- 20 3. Authorizing exercise of the 100,000 share option (SAC 10,
- 21 102 – 108) (GA, EK) (equitable relief also sought)
- 22 4. Aborted CEO search selecting EC (SAC 6, 14, 137 – 147,
- 23 152) (Search Committee: MC, DM, WG) (Board: all)
- 24 5. Hiring MC as EVP RED NY (SAC 6, 15, 57 – 61, 92, 95, 149
- 25 – 151, 166) and paying \$200,000 pre-employment bonus
- 26 (Committee members) (Board: all)
- 27 6. Process/process failures in response to Patton Vision
- 28 offer(s) (SAC 16, 154-162) (all)
7. Breach of the duty of loyalty (all) and misuse of their

position as controlling shareholders (EC, MC) by some or all such acts and omissions in the SAC, including those in paragraphs B. 1. – 7. above and the following:

- Threat to terminate insurance if JJC, Jr. does not resign as a director (SAC 4, 38) (EC, WG)
 - use of executive committee (SAC 8, 99) (EC, MC, Kane, Adams, WG)
 - manipulating board materials (SAC 9, 72, 100) (EC)
 - involuntary retirement of Storey (SAC 12, 127-130) (EC, MC, DM, GA, EK)
 - Board stacking/adding Coddington and Wrotniak (SAC 11, 121-134) (nominating committee) (Board - all others)
 - \$50,000 to Adams (SAC 153, 166) (EC) (all)
 - SEC filings (SAC 13, 101a.-i., 109 – 119, 135a.-k., 136a.-i., 147) (all)
8. **Damages/injury (SAC 163 – 168)**
- a. diminution in value of RDI (163)
 - b. injury to reputation and goodwill (164)
 - c. impairment of shareholder rights due to SEC filings (165)
 - d. other monetary damages (166)
 - i. \$200,000 and job to MC
 - ii. \$50,000 to Adams
 - iii. duplicate cost of paying consultants to perform MC's position's responsibilities
 - iv. class A nonvoting stock accepted *in lieu* of cash consideration for exercise of 100,000 share option

C. Breaches of the Duty of Candor (SAC 1 – 172, 187 – 192) (Third Cause)

1. SEC filings and press releases (SAC 13, 101a.-i., 109 – 119, 135a.-k., 136a.-i., 147) (EC - all) (WG - Form 8-Ks and press releases about termination and CEO) (each as to disclosures regarding themselves (e.g., proxies))
2. Damages/injury (SAC 163 – 168)
 - a. diminution in value of RDI (163)
 - b. impairment of shareholder rights due to SEC filings (165)
 - c. injury to reputation and goodwill (168)

D. Aiding and Abetting Breaches of Fiduciary Duty (SAC 193 – 200) (Fourth Cause)

1. Threat to terminate (SAC 2, 35, 36, 64-71, 78 – 82, 84, 87, 88, 91) (EC, MC)
2. Termination (SAC 3, 35, 36, 43, 50 – 57, 64 – 94) (Threat to terminate (SAC 2, 35, 36, 78 – 82, 87, 88, 91) (EC, MC)
3. Authorizing exercise of the 100,000 share option (SAC 10, 102 – 108) (EC)
4. Involuntary retirement of Storey (SAC 12, 127-130) (EC, MC)
5. Board stacking/adding Coddington and Wrotniak (SAC 11, 121-134) (EC, MC)
6. Aborted CEO search selecting EC (SAC 6, 14, 137 – 147, 152) (EC)
7. Hiring MC as EVP RED NY (SAC 6, 15, 57 – 61, 92, 95, 149 – 151, 166) and paying \$200,000 pre-employment bonus (EC, MC)
8. Patton Vision offer(s) (SAC 16, 154-162) (EC, MC)

9. Damages/injury (SAC 163 – 168)
 - a. diminution in value of RDI (163)
 - b. injury to reputation and goodwill (164)
 - c. impairment of shareholder rights due to SEC filings (165)
 - d. other monetary damages (166)
 - i. \$200,000 and job to MC
 - ii. \$50,000 to Adams
 - iii. duplicate cost of paying consultants to perform MC's position's responsibilities
 - iv. class A nonvoting stock accepted *in lieu* of cash consideration for exercise of 100,000 share option

C. List of Affirmative Defenses

Plaintiff has not abandoned any purported claims identified in the Second Amended Complaint. Director Defendants therefore cannot abandon any affirmative defenses asserted in its Answer to the Second Amended Complaint. Depending on which particular claims for relief Plaintiff actually pursues at trial, Director Defendants may raise the following affirmative defenses:

- Failure to State a Cause of Action;
- Statute of Limitations and Repose;
- Laches;
- Unclean Hands;
- Spoliation;
- Illegal Conduct and Fraud;
- Waiver, Estoppel, and Acquiescence;
- Ratification and Consent;

- No Unlawful Activity;
- No Reliance;
- Failure to Plead Fraud with Particularity;
- Uncertain and Ambiguous Claims;
- Privilege and Justification;
- Good Faith and Lack of Fault;
- No Entitlement to Injunctive Relief;
- Damages too Speculative;
- No Entitlement to Punitive Damages;
- Failure to Mitigate;
- Comparative Fault;
- Business Judgment Rule;
- Equitable Estoppel;
- Election of Remedies;
- N.R.S. 78.138;
- Failure to Make Appropriate Demand;
- Conflict of Interest and Unsuitability to Serve as a Derivative Representative.

RDI

- Failure To State A Claim
- Failure To Make Demand
- Corporate Governance
- Irreparable Harm To Company
- Unclean Hands
- Spoliation
- Waiver, Estoppel, And Acquiescence
- Ratification And Consent
- No Unlawful Activity

- Privilege And Justification
- Good Faith And Lack Of Fault
- No Entitlement To Injunctive Relief
- Damages Too Speculative
- Mitigation Of Damages
- Comparative Fault
- Equitable Estoppel
- Nevada Revised Statute 78.138
- Conflict Of Interest And Unsuitability To Serve As Representative

D. Claims or Defenses to be Abandoned

None. However, Plaintiff will not seek equitable relief with respect to historical or past actions relating to the executive committee, to corporate governance of RDI such as misleading or inaccurate meeting agendas and/or minutes, to the addition or removal of persons to and/or from the RDI board of directors and to SEC filings and press releases. Plaintiff will seek equitable relief with respect to the vote to terminate James J. Cotter Jr. as President and CEO and reserves the right to do so with respect to authorization of the exercise of the so-called 100,000 share option.

E. List of Exhibits

The Court has given the parties to and including December 13, 2017 to provide exhibit list(s).

F. Agreements to Limit or Exclude Evidence

None presently.

1 **G. Witness List**

2 **1. Nonexpert Witnesses**

3 For Plaintiff:

- 4 1. James Cotter, Jr. (*plaintiff expects to present this witness*)
5 c/o Mark Krum
6 Yurko, Salvesen & Remz. P.C.
7 One Washington Mall, 11th Floor
8 Boston, MA 02108
9 617.723.6900
- 10 2. Person Most Knowledgeable, Reading International, Inc. (*plaintiff*
11 *may call this witness if the need arises*)
12 c/o Mark E. Ferrario, Esq.
13 Leslie S. Godfrey, Esq.
14 Greenberg Traurig LLP
15 3773 Howard Hughes Parkway, Suite 400 North
16 Las Vegas, Nevada 89169
17 702-792-3773
- 18 3. Margaret Cotter (*plaintiff expects to present this witness*)
19 c/o Stan Johnson
20 COHEN | JOHNSON | PARKER | EDWARDS
21 375 E. Warm Springs Road, Ste. 104
22 Las Vegas, NV 89119
23 702-823-3500
- 24 4. Ellen Cotter (*plaintiff expects to present this witness*)
25 c/o Stan Johnson
26 COHEN | JOHNSON | PARKER | EDWARDS
27 375 E. Warm Springs Road, Ste. 104
28 Las Vegas, Nevada 89119
 702-823-3500
5. Douglas McEachern (*plaintiff expects to present this witness*)
 c/o Stan Johnson
 Cohen-Johnson, LLC
 255 East Warm Springs Road, Suite 100
 Las Vegas, Nevada 89119
 702-823-3500

- 1 6. Guy Adams (*plaintiff expects to present this witness*)
2 c/o Stan Johnson
3 Cohen-Johnson, LLC
4 255 East Warm Springs Road, Suite 100
5 Las Vegas, Nevada 89119
6 702-823-3500
- 7 7. Edward Kane (*plaintiff expects to present this witness*)
8 c/o Stan Johnson
9 Cohen-Johnson, LLC
10 255 East Warm Springs Road, Suite 100
11 Las Vegas, Nevada 89119
12 702-823-3500
- 13 8. William Gould (*plaintiff expects to present this witness*)
14 Donald A. Lattin, Esq.
15 Carolyn K. Renner, Esq.
16 MAUPIN, COX & LeGOY
17 4785 Caughlin Parkway
18 Reno, Nevada 89519
19 775-827-2000
- 20 9. Timothy Storey (*plaintiff expects to present this witness*)
21 Donald A. Lattin, Esq.
22 Carolyn K. Renner, Esq.
23 MAUPIN, COX & LeGOY
24 4785 Caughlin Parkway
25 Reno, Nevada 89519
26 775-827-2000
- 27 10. John Hunter (*plaintiff may call this witness if the need arises*)
28 Milken Institute, Chief Financial Officer
1250 4th Street
Santa Monica, CA 90401
11. Antoinette Jefferies (*plaintiff may call this witness if the need arises*)
10488 Eastborne Avenue, Unit #211
Los Angeles, California 90024
310-293-7384

12. Eric Barr (*plaintiff may call this witness if the need arises*)
9 Park Street, Brighton, VIC 3186
Southern Melbourne, Australia
011-61-488-096-616
ebarr@optushome.com.au
13. Al Villasenor (*plaintiff may call this witness if the need arises*)
116 – 19th Street
Manhattan Beach, California 90266
Home- 310-546-5193
Mobile- 310-897-0407
14. Lois Marie Kwasigroch (*plaintiff may call this witness if the need arises*)
20100 Wells Drive
Woodland Hills, California 91364
(805) 447-6265
15. Harry P. Susman (*plaintiff may call this witness if the need arises*)
Susman Godfrey, LLP
1000 Louisiana, Suite 5100
Houston, Texas 77002
713-653-7875 (w)
hsusman@susmangodfrey.com
16. Fehmi Karahan (*plaintiff may call this witness if the need arises*)
The Karahan Companies
7200 Bishop Road, Suite 250
Plano, Texas 75024
214-473-9700 (w)
fehmi@karahaninc.com
17. Judy Coddington (*plaintiff expects to present this witness*)
2266 Canyon Back Road
Los Angeles, California 90049
18. Michael J. Wrotniak (*plaintiff expects to present this witness*)
Aminco Resources USA
World Headquarters
81 Main Street Suite 110

1 White Plains, NY 10601
2 914 949 4400
3 M.Wrotniak@Aminco.biz

4 19. Gil Borok (*plaintiff may call this witness if the need arises*)
5 3835 Hayvenhurst Avenue
6 Encino, California 91436
7 Mobile- 818-0528-3689
8 Email- gborok@me.com

9 20. Robert Wagner (*plaintiff may call this witness if the need arises*)
10 Korn Ferry
11 1900 Avenue of the Stars Suite 2600
12 Los Angeles, CA 90067
13 310-226-2672 (w)
14 Robert.wagner@kornferry.com

15 21. John M. Genovese (*plaintiff may call this witness if the need arises*)
16 7584 Coastal View Drive
17 Los Angeles, CA 90045
18 Mobile: 310-245-1760
19 Email- jmgenovese@yahoo.com

20 22. William D. Ellis (*plaintiff expects to present this witness and/or*
21 *present the witness's testimony by means of a deposition*)
22 c/o Mark E. Ferrario, Esq.
23 Leslie S. Godfrey, Esq.
24 Greenberg Traurig LLP
25 3773 Howard Hughes Parkway, Suite 400 North
26 Las Vegas, Nevada 89169
27 702-792-3773

28 23. Craig Tompkins (*plaintiff may call this witness if the need arises*)
c/o Mark E. Ferrario, Esq.
Leslie S. Godfrey, Esq.
Greenberg Traurig LLP
3773 Howard Hughes Parkway, Suite 400 North
Las Vegas, Nevada 89169
702-792-3773

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24. Gary McLaughlin (*plaintiff may call this witness if the need arises*)
Akin Gump
2029 Century Park East, Suite 2400
Los Angeles, CA 90067
310-728-3358
25. C.N. Franklin Reddick, III (*plaintiff may call this witness if the need arises*)
Akin Gump
2029 Century Park East, Suite 2400
Los Angeles, CA 90067
310-728-3358
26. Robert Mayes (*plaintiff expects to present this witness and/or present the witness's testimony by means of a deposition*)
Korn Ferry
c/o Samantha Goodman
1900 Avenue of the Stars, Suite 2600
Los Angeles, CA 90067
310.556.8557
27. Andrew Shapiro (*plaintiff expects to present this witness and/or present the witness's testimony by means of a deposition*)
c/o Jahan Raissi
Shartsis Freise LLP
One Maritime Plaza, 18th Floor
San Francisco, CA 94111
415.421.6500
28. Jonathan Glaser (*plaintiff expects to present this witness and/or present the witness's testimony by means of a deposition*)
c/o Alexander Robertson, IV
Robertson & Associates, LLP
32121 Lindero Canyon Road, Suite 200
Westlake Village, CA 91361
818.851.3850

- 1 29. Whitney Tilson (*plaintiff expects to present this witness's*
2 *testimony*
3 *by means of a deposition*)
4 c/o Alexander Robertson, IV
5 Robertson & Associates, LLP
6 32121 Lindero Canyon Road, Suite 200
7 Westlake Village, CA 91361
8 818.851.3850
- 9 30. Andrez Matycynski (*plaintiff may call this witness if the need*
10 *arises*)
11 c/o Greenberg Traurig, LLP
12 3773 Howard Hughes Pkwy., Ste. 400N
13 Las Vegas, NV 89169
- 14 31. Dev Ghose (*plaintiff may call this witness if the need arises*)
15 c/o Greenberg Traurig, LLP
16 3773 Howard Hughes Pkwy., Ste. 400N
17 Las Vegas, NV 89169

18 For the Director Defendants:

- 19 1. Ellen Cotter (*the director defendants expect to present this witness*)
20 c/o COHEN | JOHNSON | PARKER | EDWARDS
21 375 E. Warm Springs Road, Ste. 104
22 Las Vegas, NV 89119
23 702-823-3500
24 And
25 Quinn Emanuel Urquhart & Sullivan, LLP
26 865 S. Figueroa St., 10th Floor
27 Los Angeles, 90017
28 213-443-3000
- 1 2. Margaret Cotter (*the director defendants expect to present this*
2 *witness*)
3 c/o COHEN | JOHNSON | PARKER | EDWARDS
4 375 E. Warm Springs Road, Ste. 104
5 Las Vegas, NV 89119
6 702-823-3500

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And
Quinn Emanuel Urquhart & Sullivan, LLP
865 S. Figueroa St., 10th Floor
Los Angeles, 90017
213-443-3000

3. James Cotter, Jr. (*the director defendants expect to present this witness*)
c/o Mark Krum
Yurko, Salvesen & Remz. P.C.
One Washington Mall, 11th Floor
Boston, MA 02108
617-723-6900
4. Guy Adams (*the director defendants expect to present this witness*)
c/o COHEN | JOHNSON | PARKER | EDWARDS
375 E. Warm Springs Road, Ste. 104
Las Vegas, NV 89119
702-823-3500
And
Quinn Emanuel Urquhart & Sullivan, LLP
865 S. Figueroa St., 10th Floor
Los Angeles, 90017
213-443-3000
5. Edward Kane (*the director defendants expect to present this witness*)
c/o COHEN | JOHNSON | PARKER | EDWARDS
375 E. Warm Springs Road, Ste. 104
Las Vegas, NV 89119
702-823-3500
And
Quinn Emanuel Urquhart & Sullivan, LLP
865 S. Figueroa St., 10th Floor
Los Angeles, 90017
213-443-3000

- 1 6. Douglas McEachern (*the director defendants expect to present this*
2 *witness*)
3 c/o COHEN | JOHNSON | PARKER | EDWARDS
4 375 E. Warm Springs Road, Ste. 104
5 Las Vegas, NV 89119
6 702-823-3500
7 And
8 Quinn Emanuel Urquhart & Sullivan, LLP
9 865 S. Figueroa St., 10th Floor
10 Los Angeles, 90017
11 213-443-3000
12
13 7. Michael Wrotniak (*the director defendants expect to present this*
14 *witness*)
15 c/o COHEN | JOHNSON | PARKER | EDWARDS
16 375 E. Warm Springs Road, Ste. 104
17 Las Vegas, NV 89119
18 702-823-3500
19 And
20 Quinn Emanuel Urquhart & Sullivan, LLP
21 865 S. Figueroa St., 10th Floor
22 Los Angeles, 90017
23 213-443-3000
24
25 8. Judy Coddling (*the director defendants expect to present this*
26 *witness*)
27 c/o COHEN | JOHNSON | PARKER | EDWARDS
28 375 E. Warm Springs Road, Ste. 104
Las Vegas, NV 89119
702-823-3500
And
Quinn Emanuel Urquhart & Sullivan, LLP
865 S. Figueroa St., 10th Floor
Los Angeles, 90017
213-443-3000
9. Bill Gould (*the director defendants expect to present this witness*)
c/o Maupin Cox & LeGoy
4785 Caughlin Parkway
Reno, NV 89519
775-827-2000

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And
c/o Bird, Marella, Boxer, Wolpert,
Nessim, Drooks, Lincenberg & Rhow
1875 Century Park East, 23rd Floor
Los Angeles, CA 90067
310-201-2100

10. Timothy Storey (*the director defendants expect to present this witness*)
c/o Maupin Cox & LeGoy
4785 Caughlin Parkway
Reno, NV 89519
775-827-2000

And
c/o Bird, Marella, Boxer, Wolpert,
Nessim, Drooks, Lincenberg & Rhow
1875 Century Park East, 23rd Floor
Los Angeles, CA 90067
310-201-2100

11. Craig Tompkins (*the director defendants expect to present this witness*)
c/o Greenberg Traurig, LLP
3773 Howard Hughes Pkwy., Ste. 400N
Las Vegas, NV 89169
702-792-3773

12. Bob Smerling (*the director defendants expect to present this witness*)
c/o Greenberg Traurig, LLP
3773 Howard Hughes Pkwy., Ste. 400N
Las Vegas, NV 89169
702-792-3773

13. Terri Moore (*the director defendants expect to present this witness*)
c/o Greenberg Traurig, LLP
3773 Howard Hughes Pkwy., Ste. 400N
Las Vegas, NV 89169
702-792-3773

- 1 14. Andrzej Matyczynski (*the director defendants expect to present this*
2 *witness*)
3 c/o Greenberg Traurig, LLP
4 3773 Howard Hughes Pkwy., Ste. 400N
5 Las Vegas, NV 89169
6 702-792-3773
- 7 15. Linda Pham (*the director defendants expect to present this witness*)
8 c/o Greenberg Traurig, LLP
9 3773 Howard Hughes Pkwy., Ste. 400N
10 Las Vegas, NV 89169
11 702-792-3773
- 12 16. Debbie Watson (*the director defendants expect to present this*
13 *witness*)
14 c/o Greenberg Traurig, LLP
15 3773 Howard Hughes Pkwy., Ste. 400N
16 Las Vegas, NV 89169
17 702-792-3773
- 18 17. Laura Batista (*the director defendants expect to present this witness*)
19 c/o Greenberg Traurig, LLP
20 3773 Howard Hughes Pkwy., Ste. 400N
21 Las Vegas, NV 89169
22 702-792-3773
- 23 18. David Roth (*the director defendants expect to present this witness*)
24 Cecelia Packing Corp.
25 24780 E South Ave.
26 Orange Cove, CA 93646
27 559-626-5000
- 28 19. Michael Buckley (*the director defendants may call this witness if the*
need arises)
Edifice Real Estate Partners
545 8th Ave.
New York, NY 10018
347-826-4569

1 20. Derek Alderton (*the director defendants expect to present this*
2 *witness*)

3 Highpoint Associates
4 100 N Sepulveda Blvd.
5 El Segundo, CA 90245
6 310-616-0100

7 21. Mary Cotter (*the director defendants expect to present this witness*)

8 2818 Dumfries Road
9 Los Angeles, CA 90064
10 310-559-0581

11 22. Jill Van (*the director defendants expect to present this witness*)

12 Grant Thornton
13 515 S. Flower St., 7th Floor
14 Los Angeles, CA 90071
15 213-627-1717

16 23. Whitney Tilson (*the director defendants may call this witness if the*
17 *need arises*)

18 c/o Alexander Robertson, IV
19 Robertson & Associates, LLP
20 32121 Lindero Canyon Road, Suite 200
21 Westlake Village, CA 91361
22 818-851-3850

23 24. Jon Glaser (*the director defendants may call this witness if the need*
24 *arises*)

25 c/o Alexander Robertson, IV
26 Robertson & Associates, LLP
27 32121 Lindero Canyon Road, Suite 200
28 Westlake Village, CA 91361
818-851-3850

For Reading International, Ind.:

RDI does not intend to call witnesses, but reserves all rights to
question witnesses identified by Plaintiff and/or the other defendants in this
matter.

2. Expert Witnesses and Summaries of Opinions

For Plaintiff:

1. Former Chief Justice Myron Steele will offer opinion testimony relating to matters of corporate governance, including regarding proper exercise of directors' fiduciary duties. Among other things, he will offer opinion testimony regarding appropriate corporate governance practices and activities where a board of directors is faced with circumstances in which directors lack or may lack independence and/or disinterestedness, including the appropriate practices and activities to address such circumstances, and to evaluate the success of such practices and activities, including with respect to the following matters (i) the process used to terminate James J. Cotter, Jr. as President and Chief Executive Officer of Reading International, Inc. ("RDI"), (ii) the use of the Executive Committee of RDI's Board of Directors, (iii) the appointment of EC and MC to their respective current positions and the revised compensation and bonuses that they and Adams were given and (iv) the rejection of the Offer.³ Former Chief Justice Steele also will offer opinion

³ As stated in the Steele Report, it is Justice Steele's understanding that Nevada courts look to Delaware case law when there is no Nevada statutory or case law on point for an issue of corporate law. See, e.g. *Brown v. Kinross Gold U.S.A., Inc.*, 531 F. Supp. 2d 1234, 1245 (D. Nev. 2008) ("Because the Nevada Supreme Court frequently looks to the Delaware Supreme Court and the Delaware Courts of Chancery as persuasive authorities on questions of corporation law, this Court often looks to those sources to predict how the Nevada Supreme Court would decide the question."); *Hilton Hotels Corp. v. ITT Corp.*, 978 F. Supp. 1342, 1346 (D. Nev. 1997) ("Where, as here, there is no Nevada statutory or case law on point or an issue of corporate law, this Court finds persuasive authority in Delaware case law."); *Cohen v. Mirage Resorts, Inc.*, 62 P.3d 720, 727 n.10 (Nev. 2003) ("Because the Legislature relied upon the Model Act and the Model Act relies heavily on New York

1 testimony to rebut opinions offered by defendants' experts
2 Michael Klausner and Alfred Osborne.

- 3 2. Richard Spitz will offer opinion testimony relating to executive
4 and CEO searches and RDI's supposed CEO search. It is
5 anticipated that he will offer opinion testimony that the
6 execution of the (supposed) executive search process undertaken
7 at RDI in 2015 to find a CEO was not conducted properly and
8 that the search failed, including because the selection of Ellen
9 Cotter as CEO was not the product of completing the search
10 process undertaken and was not a result of the search activities
11 conducted. Mr. Spitz also will offer opinion testimony to rebut
12 opinions offered by defendants' expert Alfred Osborne.
- 13 3. Albert Nagy will offer opinion testimony in rebuttal to
14 defendants' expert Alfred Osbourne. Among other things, it is
15 anticipated that he will offer opinion testimony that Margaret
16 Cotter's compensation from RDI is not within a reasonable range
17 for a person with her experience and qualifications.
- 18 4. Tiago Duarte-Silva will offer opinion testimony about money
19 damages Plaintiff seeks by this action. It is anticipated that his
20 opinion testimony will include opinions that (i) Reading's
21 earnings have declined and underperformed since Ellen Cotter
22 became Reading's CEO, (ii) Reading's value has declined and
23

24 and Delaware case law, we look to the Model Act and the law of those states
25 in interpreting the Nevada statutes.").

26 Justice Steele is aware that the defendants in this action have filed a motion
27 in limine because the Steele Report stated that the opinions therein were
28 based on what a court that applied Delaware law would find. That
phraseology was intended simply to refer to Justice Steele's years of
experience in Delaware's well-versed body of law. The Delaware law on
which Justice Steele relies neither supplants nor modifies the plain meaning
of Nevada law, but only is used to inform Nevada law.

1 underperformed since Ellen Cotter became Reading's CEO, and
2 (iii) failing to respond favorably to an acquisition offer impeded
3 an increase in Reading's market value. Mr. Duarte-Silva also will
4 offer opinion testimony to rebut opinions offered by defendants'
5 expert Richard Roll.

- 6 5. Dr. John Finnerty will offer opinion testimony to rebut opinions
7 offered by defendants' expert Richard Roll. It is anticipated that
8 his opinion testimony will include opinions that Dr. Roll's
9 conclusions that (1) "the news regarding James Cotter, Jr.'s
10 termination did not have an adverse effect on the price of RDI
11 stock;" (2) "the risk adjusted performance of RDI Stock since the
12 termination of James Cotter, Jr. through June 30, 2016 does not
13 support Plaintiff's contention that RDI Stock has
14 underperformed and/or suffered irreparable harm;" and (3) "the
15 risk adjusted performance of RDI Stock since the termination of
16 James Cotter, Jr. through June 30, 2016, is not distinguishable
17 from the performance of RDI Stock while he was CEO" are
18 incorrect.

19 For the Director Defendants:

- 20 1. Michael Klausner – Mr. Klausner will offer opinion testimony
21 regarding the Board of Directors' proper exercise of their duties
22 and obligations in connection with their decision to terminate
23 James Cotter, Jr. as President and CEO and their decision not to
24 pursue the third-party indication of interest, including as a
25 rebuttal to Plaintiffs' expert Justice Myron Steele.
26 2. Jon Foster – Mr. Foster will offer opinion testimony regarding
27 the Board of Directors' decision-making and analysis in
28 connection with their consideration of the third-party indication

of interest, as a rebuttal to the expected testimony of Plaintiffs' expert Tiago Duarte-Silva.

3. Richard Roll – Dr. Roll will offer opinion testimony about the claimed money damages being sought by Plaintiff in this action based on fluctuations or changes in RDI's stock price, including as a rebuttal to Plaintiffs' purported damages experts.
4. Bruce Strombom – Mr. Strombom will offer opinion testimony to rebut the purported damages analysis set forth by Plaintiffs' expert Tiago Duarte-Silva.
5. Alfred Osborne – Dr. Osborne will offer opinion testimony on matters relating to corporate governance and assess Williams Gould's role, responsibilities and conduct in certain corporate governance processes at RDI. He will also offer opinion testimony to rebut opinions offered by Plaintiffs' experts Justice Myron Steele and Mr. Richard Spitz regarding purported breaches of fiduciary duty by members of the Board of Directors. For Reading international, Inc.:
RDI joins in the expert designations of the Director Defendants.

H. Issues of Law

Plaintiff's Position:

Plaintiff's position is that any such issues will be raised with the Court in the context of jury instructions.

Director Defendants' Position:

As described in detail in the Director Defendants' pending Motions for Partial Summary Adjudication, the Director Defendants believe that for each purported breach of fiduciary described in the Second Amended Complaint, each of them (1) were subject to the protections and

1 presumptions afforded by Nevada's business judgment rule, (2) properly
2 exercised their fiduciary obligations, (3) did not engage in any "intentional
3 misconduct, fraud or a knowing violation of law" required by N.R.S. 78.138
4 to impose individual liability on corporate directors, and, although not
5 relevant under Nevada law, (4) were independent for each relevant decision
6 made by the Board in which they participated. Moreover, as previously
7 argued in the context of the Director Defendants' Motion for Partial
8 Summary Judgment No. 1 and Opposition to Plaintiff's Motion for Partial
9 Summary Judgment, Plaintiff lacks standing to bring this derivative action
10 or to derivatively assert certain claims that are wholly-personal to him, such
11 as his termination claim. Similarly, the equitable relief that Plaintiff seeks—
12 *i.e.*, reinstatement as President and CEO of RDI—is not available as a matter
13 of law.

14 **RDI's Position:**

15 RDI's business decisions challenged by Plaintiff were the result
16 of valid business judgment. Additionally, RDI joins in the position of the
17 Director Defendants.

18 **I. Previous Orders on Motions in Limine**

19 a. Defendants' Motion In Limine to Exclude Expert

20 Testimony of Myron Steele, Tiago Duarte-Silva, Richard
21 Spitz, Albert Nagy, and John Finnerty

22 i. Granted in Part. With respect to Chief Justice

23 Steele, he may testify only for the limited purpose
24 of identifying what appropriate corporate
25 governance activities would have been, including
26 activities where directors are interested, including
27 how to evaluate if directors are interested.

28 Withdrawn as to Dr. Finnerty. Denied as to all

1 other experts. See December 21, 2016 Order
2 Regarding Defendants' Motions for Partial
3 Summary Judgment Nos. 1-6 and Motion In
4 Limine to Exclude Expert Testimony ("December
5 21, 2016 Order"), attached as Ex. ____.

6 **J. Previous Orders on Motions for Partial Summary Judgement**

- 7 a. Individual Defendants' Motion for Summary
8 Judgment (No. 1.) Re: Plaintiff's Termination and
9 Reinstatement Claims
10 i. Denied. See December 21, 2016 Order.
11 b. Individual Defendants' Motion for Partial Summary
12 Judgment (No. 2) Re: The Issue of Director
13 Independence
14 i. Continued. See December 21, 2016 Order.
15 c. Individual Defendants' Motion for Partial Summary
16 Judgment (No. 3) On Plaintiff's Claims Related to the
17 Purported Unsolicited Offer
18 i. Continued. See December 21, 2016 Order.
19 d. Individual Defendants' Motion for Partial Summary
20 Judgment (No. 4) On Plaintiff's Claims Related to the
21 Executive Committee
22 i. Granted in Part. Granted as to the formation
23 and revitalization (activation) of the Executive
24 Committee; Denied as to the utilization of the
25 committee. See December 21, 2016 Order.
26 e. Individual Defendant's Motion for Partial Summary
27 Judgment (No. 5) On Plaintiff's Claims Related to the
28 Appointment of Ellen Cotter as CEO

- i. Continued. See December 21, 2016 Order.
- f. Individual Defendants' Motion for Partial Summary Judgment (No. 6) Re: Plaintiff's Claims Related to the Estate's Option Exercise, the Appointment of Margaret Cotter, the Compensation Packages of Ellen Cotter and Margaret Cotter, and the Additional Compensation of Margaret Cotter and Guy Adams
 - i. Continued. See December 21, 2016 Order.
- g. Plaintiff James J. Cotter, Jr.'s Motion for Partial Summary Judgment.
 - i. Denied. See October 3, 2016 Order Denying James J. Cotter Jr.'s Motion for Partial Summary Judgment and Granting RDI's Countermotion for Summary Judgment.
- h. Defendant William Gould's Motion for Summary Judgment
 - i. Continued.

K. Estimated Length of Trial

The parties estimate 15 to 19 days; 80-100 trial hours.

L. Other Issues

Plaintiff's Statement:

Plaintiff is unable to locate an answer from defendant Gould to the Second Amended Complaint, which the individual defendants should have answered long ago.

Director Defendants' Statement:

Plaintiff's list of claims above neither complies with the rules for pre-trial disclosures nor provides *any* clarity about what claims Plaintiff

1 actually intends to prove at trial or what damages (money or equitable) he
2 seeks. Eighth District Rule of Practice 2.67(b)(2) requires Plaintiff to provide
3 "[a] list of all claims for relief designated by reference to each claim or
4 paragraph of a pleading and a description of the claimant's theory of
5 recovery with each category of damage requested." The Director
6 Defendants intend to address at trial any purported breaches of fiduciary
7 duty—and will show that Plaintiff's claims are baseless—but must be told
8 which specific actions are at issue in order to properly prepare their defense.

9 Plaintiff states that he will pursue claims for breaches of
10 fiduciary duty potentially based on each and every allegation in the Second
11 Amended Complaint by, for example, stating his intent to pursue
12 "[b]reach(es) of the duty of care and abdication of fiduciary responsibilities
13 by some or all acts and omissions in SAC." This provides no more
14 information than if Plaintiff had never made his pre-trial disclosures—he
15 may or may not pursue a claim based on any act or omission mentioned or
16 alluded to anywhere in the Second Amended Complaint. Plaintiff's witness
17 list similarly fails to shed any light on the claims Plaintiff intends to
18 pursue—his list strays so far afield that Plaintiff has stated his intent to call
19 Defendant Guy Adams' ex-wife (Lois Marie Kwasigroch) at trial.

20 Plaintiff also fails to disclose the actual monetary damages or
21 equitable relief he intends to seek at trial. For example, Plaintiff states that
22 his damages resulting from Defendants' alleged breaches of the duty of care
23 are "injury to RDI's reputation and goodwill" and "impairment of
24 shareholder rights due to SEC filings." If these are supposed money
25 damages, Plaintiff does not state his claim for damages, or even explain
26 what shareholder rights are purportedly impacted. With the exception of
27 the equitable relief he seeks in connection with his termination from RDI
28 (*i.e.*, being reinstated as President and CEO), Plaintiff does not link any