

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 WROTNIAK, and
nominal defendant READING
INTERNATIONAL, INC., A NEVADA
CORPORATION

Respondents.

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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 XXVI
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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 requested. (See Ex. 2 hereto.) This was consistent with the manner in which counsel for Gould
2 had handled discovery previously, which was to produce and/or log documents which should
3 have been produced and/or logged.

4 8. On February 9, I sent an email to counsel for Gould about Gould's written
5 responses to Plaintiff's document requests, asking to schedule an EDCR 2.34 conference to
6 address any disputes or, as was more likely, to confirm that there were none. (See Ex. 3 hereto.)
7 As my February 9 email reflects, its stated purpose was to confirm that there were no disputes or
8 disagreements, including on typical matters such as insuring that responsive, nonprivileged
9 documents were not withheld on the basis of general objections.

10 9. On February 21, I sent a follow-on email to counsel for Gould and requested a
11 response to the February 9 email. Later that day, counsel for Gould responded, stating "[s]orry for
12 not responding to your email sooner. We have not been ignoring your requests in the interim.
13 Both Ekwan and I are out of town, but we have been working on the production and tracking
14 down the necessary information to respond to your email. I will get back to you in more depth
15 shortly." (*Id.*)

16 10. I traveled to Los Angeles for the depositions of RDI directors Doug McEachern
17 and Judy Coddling on February 28 and 29, respectively, both of which actually went forward on
18 February 28 to accommodate a scheduling conflict that had arisen for Ms. Coddling. Both testified
19 to the effect that a telephonic meeting of a so-called Special Independent Committee had occurred
20 in December 2017, and that Greenberg Traurig ("GT") attorneys Michael Bonner and Mark
21 Ferrario had discussed the subject of ratification with committee members McEachern, Coddling
22 and Gould at that telephonic meeting. No testimony about the substance of those discussions was
23 allowed, based on claims of attorney-client privilege, attorney work product or both. McEachern
24 placed that committee meeting in early to mid-December 2017 and Coddling placed it a couple
25 days before the December 29, 2017 board meeting. Neither testified that the committee was asked
26 to take or took any formal action with respect to ratification. At the Coddling deposition, I asked
27 that the minutes of that meeting be produced. I deposed RDI director and former defendant
28

1 Michael Wrotniak the next week, on March 6, 2017, in White Plains, New York. I then took a
2 long-planned vacation from March 10 to March 25.

3 11. On March 26, I sent an email to counsel for Gould, observing that Gould's
4 deposition was scheduled for ten days later and that Gould had yet to produce documents and a
5 privilege log. My email concluded by asking that documents be produced so that I could be fully
6 prepared for Gould's deposition. (*Id.*)

7 12. On March 30, Good Friday and the beginning of Passover, counsel for Gould at
8 4:00 p.m. eastern time sent me an email with Gould's document production and privilege log. The
9 production was a single email and the privilege log has only seven entries. Both are facially
10 inadequate, particularly in view of what the remaining directors and the Company produced and
11 (as to the Company) logged previously in response to substantially the same document requests.
12 (*Id.*)

- 13 • Among the documents Gould failed to produce is a December 27, 2017 email prepared
14 by GT lawyers but sent for Gould by Gould's assistant, purportedly on behalf of all
15 five dismissed director defendants (four of whom did not see the email before it was
16 sent), to Ellen Cotter as chair of the RDI board of directors, which email defendants
17 contend was a request by those five to place the "ratification" matters on the agenda
18 for a December 29, 2017 board meeting. (See Ex. 4, December 27, 2017 email.)
- 19 • Among the documents Gould failed to list on his privilege log are communications (i)
20 between him and GT of lawyers (including Mike Bonner and Mark Ferrario) regarding
21 "ratification," (ii) regarding the December 27 email (prepared by GT lawyers and then
22 sent by Gould to Ellen Cotter) and (iii) regarding the agenda for the December 29,
23 2017 meeting, which was drafted to incorporate the matters raised in the December 27,
24 2017 email. (See Ex. 5, RDI's February 22, 2017 privilege log.)
- 25 • Among the responsive documents not produced or logged by Gould -- *and not*
26 *produced or logged by the Company, the remaining defendants or the other dismissed*
27 *directors until April 12, 2017, after each of the members of a so-called Special*
28 *Independent Committee (Gould, Coddling and McEachern) had been deposed -- were*

1 minutes of a December 21, 2017 Special Independent Committee (the “Litigation
2 Committee”) meeting at which GT lawyers Ferrario and Bonner apparently explained
3 to those three dismissed directors the “ratification” scheme that would be used to
4 create a basis upon which to seek to dismiss this derivative action. (See Ex. 6, April
5 12, 2018 correspondence from GT producing an almost entirely redacted version of
6 December 21, 2017 Litigation Committee meeting minutes.)

7 13. On April 2, the following Monday morning, I sent an email to counsel for Gould
8 and described that and why Gould’s document production was incomplete and his privilege log
9 incomplete and inadequate. (See Ex. 7 hereto.) On April 3, I sent a follow-on email to counsel for
10 Gould. (*Id.*)

11 14. Later on April 3, counsel for Gould responded, stating “[w]e are taking another
12 pass to look for responsive documents and we will produce/log anything additional that we find.
13 We don’t believe, however, that there will be anything beyond what is been logged or produced
14 by the other board members and the Company, so you should have all the information you need to
15 question Mr. Gould at his deposition this week.” (*Id.*)

16 15. On April 5, Gould appeared for deposition in Los Angeles. Gould testified that the
17 first communication he had (in his capacity as the chairperson of the Litigation Committee)
18 regarding ratification was telephonically in mid or late November 2017 with Bonner and Ferrario
19 of GT. (Ex. 9, Gould April 5 transcript at 14:19 – 15:13.) However, no documents pre-dating
20 December 2017 were produced or logged by Gould, by RDI, or by any other RDI director. At a
21 break in that deposition, counsel for Gould *for the first time* informed me that Gould has lost
22 emails and that they had not been recovered.

23 16. On April 9, the following Monday, I sent an email to counsel for Gould and asked
24 for a written explanation of the situation with Gould’s emails. (See Ex. 8 hereto.) On April 11, I
25 sent another email to counsel for Gould and asked for a response to the April 11 email. (*Id.*)

26 17. Later on April 11, counsel for Gould sent an email response, stating “[w]e are in
27 the process of following up for additional information, which we hope to be in a position to
28 provide to you shortly.” (*Id.*)

1 Notwithstanding the fact that RDI's February 22, 2017 privilege log identifies approximately
2 twenty email communications to and from Gould, Gould's privilege log identifies only seven
3 email communications.

4 What happened is that after close to two months of apparent cooperation and indications
5 by counsel for Gould that all nonprivileged responsive documents would be produced and a
6 privilege log would accompany them, Gould's lawyers only ten days prior to his April 5, 2018
7 deposition produced the single document and the privilege log described above. Not until a break
8 at Gould's deposition in Los Angeles on April 5, 2018 did counsel for Gould first report to
9 counsel for Plaintiff that Gould's emails had been lost and not recovered. (How the one email
10 produced survived and/or was recovered has not been explained by counsel for Gould.) Since
11 Gould's deposition, counsel for Plaintiff has implored counsel for Gould to provide a written
12 explanation of what happened, including how emails were lost, what steps to recover were taken
13 and what the results of those steps have been. Gould's counsel has failed to do so, necessitating
14 this motion.

15 For the reasons set out herein, Plaintiff respectfully requests that the Court enter an order
16 compelling Gould to produce all nonprivileged documents responsive to the document requests in
17 the subpoena served to Gould on Plaintiff's behalf, to log any and all responsive documents
18 withheld based on claims of privilege, work product or both, to provide a written explanation of
19 what happened to Gould's electronically stored information including emails ("ESI") (including
20 for his assistant), which explanation must include, at a minimum, what ESI was lost, when the
21 ESI was lost, how it was lost, what steps have been taken to recover it, what the results of
22 recovery efforts have been and such other information as is necessary to enable Plaintiff to confer
23 with an ESI specialist about the matters. Additionally, Plaintiff asks that the Court order Gould to
24 appear for further deposition, should Plaintiff choose to depose him further after these matters are
25 resolved.

26 //
27 //

28

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

2
3 **A. Gould’s Apparent Cooperation Turns Into a Wholesale Failure to Produce**
4 **Responsive Documents and a Complete and Proper Privilege Log**

5 As described above and detailed below, counsel for former director defendant Gould
6 communicated only cooperation in terms of producing documents and a privilege log in response
7 to the subpoena *duces tecum* propounded to Gould by Plaintiff. Gould’s formal document request
8 responses stood on objections to only a single document request (which was readily consensually
9 resolved), and subsequent emails from counsel for Gould gave absolutely no indication that
10 anything less than a production of all responsive documents accompanied by complete and proper
11 privilege log would be forthcoming. However, after an unexplained delay, Gould’s lawyers
12 produced a single document and a privilege log with only seven entries (which is fewer than half
13 of the logged communications to and from Gould on RDI’s privilege log). Gould’s production of
14 documents is indisputably incomplete, as is his privilege log, which also is inadequate on its face.
15 The sequence of events is as follows:

- 16 • On January 12, Plaintiff served Gould’s counsel with a subpoena calling for the
17 production of documents. (See Ex. 1 hereto.)
- 18 • On January 25, Gould provided written responses to the document requests, standing on
19 objections to only a single request based on stated confusion about what was requested.
20 (See Ex. 2 hereto.)
- 21 • On February 9, counsel for Plaintiff sent an email to counsel for Gould about Gould’s
22 responses to Plaintiff’s document requests, asking to schedule an EDCR 2.34 conference
23 to address any disputes or, as was more likely, to confirm that there were none. (See Ex. 3
24 hereto.)
- 25 • On February 21, counsel for Plaintiff sent a follow-on email to counsel for Gould and
26 requested a response to the February 9 email. (*Id.*)
- 27 • Later on February 21, counsel for Gould responded, stating “[s]orry for not responding to
28 your email sooner. We have not been ignoring your requests in the interim. Both Ekwan

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and I are out of town, but we have been working on the production and tracking down the necessary information to respond to your email. I will get back to you in more depth shortly.” (*Id.*)

- Lead counsel for Plaintiff took a long-planned vacation from March 10 to March 25.
- On March 26, counsel for Plaintiff sent an email to counsel for Gould, observing that Gould’s deposition was scheduled for ten days later and that Gould had yet to produce documents and a privilege log, concluding by asking that they be produced so that counsel for Plaintiff could prepare for Gould’s deposition. (*Id.*)
- On March 30, Good Friday and the beginning of Passover, counsel for Gould at 4:00 p.m. Eastern Time sent counsel for Plaintiff an email with Gould’s document production and privilege log. The production was a single email and the privilege log has only seven entries. Both are facially inadequate, particularly in view of what the remaining directors and the Company produced and (as to the Company) logged previously. (*Id.*)
 - Among the documents Gould failed to produce is a December 27, 2017 email prepared by GT lawyers but sent for Gould by Gould’s assistant, purportedly on behalf of all five dismissed director defendants (four of whom did not see the email before it was sent), to Ellen Cotter as chair of the RDI board of directors, which email defendants contend was a request by those five to place the “ratification” matters on the agenda for a December 29, 2017 board meeting. (See Ex. 4, Dep. Ex. 527)
 - Among the documents Gould failed to list on his privilege log are communications (i) between him and GT of lawyers (including Mike Bonner and Mark Ferrario) regarding “ratification,” (ii) regarding the December 27 email (which was prepared by GT lawyers, not by Gould) and (iii) regarding the agenda for the December 29, 2017 meeting, which was drafted to incorporate the matters raised in the December 27, 2017 email. (See Ex. 5, RDI’s February 22, 2017 privilege log.)
 - Among the responsive documents not produced or logged by Gould -- *and not produced or logged by the Company, the remaining defendants or the other*

1 *dismissed directors until April 12, 2017, after each of the members of a so-called*
2 *Special Independent Committee (Gould, Coddling and McEachern) had been*
3 *deposed -- were minutes of a December 21, 2017 Special Independent Committee*
4 *(the "Litigation Committee") meeting at which GT lawyers Ferrario and Bonner*
5 *apparently explained to those three dismissed directors the "ratification" scheme*
6 *that would be used to create a basis upon which to seek to dismiss this derivative*
7 *action. (See Ex. 6, April 12, 2018 correspondence from GT producing an almost*
8 *entirely redacted version of December 21, 2017 Litigation Committee meeting*
9 *minutes.)*

- 10 • On April 2, the following Monday morning, counsel for Plaintiff sent an email to counsel
11 for Gould and described that and why Gould's document production was incomplete and
12 his privilege log incomplete and inadequate. (See Ex. 7 hereto.)
- 13 • On April 3, counsel for Plaintiff sent a follow-on email to counsel for Gould. (*Id.*)
- 14 • Later on April 3, counsel for Gould responded, stating "[w]e are taking another pass to
15 look for responsive documents and we will produce/log anything additional that we find.
16 We don't believe, however, that there will be anything beyond what is been logged or
17 produced by the other board members and the Company, so you should have all the
18 information you need to question Mr. Gould at his deposition this week." (*Id.*)
- 19 • On April 5, Gould appeared for deposition in Los Angeles. At a break in that deposition,
20 counsel for Gould *for the first time* informed counsel for Plaintiff that Gould has lost
21 emails and that they had not been recovered. (Krum Declaration, ¶15.)
- 22 • On April 9, the following Monday, counsel for Plaintiff sent an email to counsel for Gould
23 and asked for a written explanation of the situation with Gould's emails. (See Ex. 8
24 hereto.)
- 25 • On April 11, counsel for Plaintiff sent an email to counsel for Gould and asked for a
26 response to the April 9 email. (*Id.*)

- 1 • Later on April 11, counsel for Gould sent an email response, stating “[w]e are in the
2 process of following up for additional information, which we hope to be in a position to
3 provide to you shortly.” (*Id.*)
- 4 • On April 12, counsel for Plaintiff sent an email to counsel for Gould, observing that Gould
5 was obligated to explain the situation with his emails by way of a supplemental response
6 to the subpoena for documents, addressing what needed to be explained and observing that
7 if the matter cannot be resolved consensually in a day or two, counsel for Plaintiff will
8 have no choice but to take these matters up with the Court. (*Id.*)
- 9 • As of early afternoon on April 17, counsel for Gould had not responded. (Krum
10 Declaration, ¶19.)

11 **B. The “Ratification” Scheme Was a “Litigation Strategy” Gould Assisted**

12 Notwithstanding that each of Gould, the Company, the remaining director defendants and
13 the dismissed director defendants other than Gould failed (or chose not) to produce and/or log any
14 Litigation Committee meeting minutes, including the December 21, 2017 Litigation Committee
15 minutes, until GT as counsel for the Company belatedly did so on April 12, 2017, and
16 notwithstanding the fact that defendants have asserted privilege with respect to virtually all
17 communications that led to the December 29, 2017 “ratification,” Plaintiff nevertheless has
18 discovered at least generally what transpired with respect to what defendants claim constitutes
19 ratification of certain prior actionable conduct.

20 In a nutshell, the “ratification” scheme was conceived by GT lawyers and first shared by
21 them with Ellen Cotter, Margaret Cotter and Craig Tompkins, who now is RDI’s General
22 Counsel. It apparently was approved by Ellen Cotter and Tompkins, because GT lawyers
23 “advised” the Litigation Committee of Gould, Coddington and McEachern on December 21, 2017
24 how to “ratify” prior actionable conduct which indisputably had not previously been approved by
25 a disinterested and independent majority of RDI directors. Dutifully instructed, the Litigation
26 Committee agreed to move forward with the “ratification” strategy. (Gould testified that the
27 Litigation Committee formally authorized pursuing the ratification strategy, but the December 21,
28 2017 meeting minutes (never logged and belatedly first produced on April 12, 2018) have had the

1 entirety of the substance of them redacted.) Next, Tompkins worked with GT lawyers to prepare
2 the December 27, 2017 email for Bill Gould to send on behalf of the five dismissed directors to
3 set up their preordained “ratification” votes of December 29, 2017. Gould on December 27, 2017
4 received that email from Bonner and had his assistant transmit it on behalf of the five dismissed
5 directors to Ellen Cotter as the chair of the RDI board to put “ratification” on the agenda for the
6 December 29, 2017 meeting. As Gould acknowledged at his deposition, the “ratification” scheme
7 is a “litigation strategy,” the obvious goal of which was dismissal of this derivative action. (See
8 Ex. 9, Gould’s April 5, 2018 deposition testimony at 46:15-18.) These events included the
9 following:

- 10 • On or about December 15, 2017, GT attorney Bonner sent an email to Tompkins, with a
11 copy to Ellen Cotter, regarding ratification. (See Ex. 5, Dep. Ex. 528, RDI’s February 22,
12 2018 privilege log at p. 33, entries ending in 60823 and 60824);
- 13 • On or about December 15, 2017, GT attorney Ferrario spoke with Margaret Cotter
14 regarding ratification. (See Ex. 10, Margaret Cotter February 14, 2018 Interrogatory
15 Responses at 4:3 - 5:17);
- 16 • On December 21, GT attorney Bonner sent an email to Tompkins, GT attorney Ferrario
17 and Ellen Cotter regarding “special committee/stockholder action alternatives.” (See Ex.
18 5, Dep. Ex. 528 and RDI’s February 22, 2018 privilege log at p. 27, 60533);
- 19 • On December 21, 2017, GT attorneys Bonner and Ferrario discussed ratification
20 telephonically with Litigation Committee members Gould, Coddling and McEachern. (See
21 Ex. 6, April 12, 2018 correspondence from GT producing an almost entirely redacted
22 version of December 21, 2017 Litigation Committee meeting minutes) (Ex. 5, Dep. Ex.
23 528, RDI’s February 22, 2018 privilege log at p. 2, 8, entries ending in entries ending in
24 59829 and 60012, respectively);
- 25 • According to Gould, the Litigation Committee on December 21, 2017 formally took
26 action, which was to “request[] [to Ellen Cotter as chair of the board of directors] that the
27 Company include the subject [of ratification] on the agenda for its next meeting, and call
28 for a special meeting if there was not a regular meeting being scheduled.” (See Ex. 9,

1 Gould's April 5, 2018 deposition testimony at 33:17-25). Because the belatedly produced
2 minutes of that committee meeting are effectively entirely redacted, Gould's deposition
3 testimony could not be confirmed or tested.

- 4 • Gould then had follow-up calls with Bonner and Ferrario of GT. (See Ex. 9, Gould's April
5 5, 2018 deposition testimony at 26:22 – 27:3);
- 6 • On December 27, GT attorney Bonner emailed Tompkins and copied other GT lawyers
7 the (December 27) document "for Bill Gould to sign." (See Ex. 5, Deposition Ex. 528,
8 RDI's February 22, 2018 privilege log at p. 1, entries ending in 59768);
- 9 • On December 27, Tompkins responded, presumably approving the Bonner draft of
10 Gould's December 27, 2017 email. (See Ex. 5, Deposition Ex. 528, RDI's February 22,
11 2018 privilege log at p. 22, entries ending in 60404, 60424);
- 12 • On December 27, 2017, Gould and his assistant transmitted the email bearing that date,
13 which Gould testified that he did not draft. Gould testified that GT attorneys Bonner and
14 Ferrario drafted the December 27, 2017 email and that, although Gould discussed it with
15 them, he provided no input about it and made no changes to it. (See Ex. 9, Gould's April
16 5, 2018 deposition testimony at 35:8 – 36:19).
- 17 • On or about December 27, 2017, GT attorneys Bonner and Ferrario spoke telephonically
18 with Wrotniak (together with Coddling) about ratification, which was the first time
19 Wrotniak heard or learned that ratifying prior conduct would be on the agenda for the
20 December 29, 2017 board meeting. (See Ex. 11, Wrotniak March 6, 2018 deposition
21 testimony at 41:2 – 42:25);
- 22 • On December 29, 2017, Litigation Committee members Gould, Coddling and McEachern,
23 together with Wrotniak and Kane, voted to ratify certain prior conduct of Adams, Kane
24 and McEachern in June 2015 of voting to terminate Plaintiff as President and CEO of RDI
25 and of Adams and Kane in September 2015 as members of the RDI Board of Directors
26 Compensation Committee in authorizing the use of RDI class A nonvoting stock to pay
27 for the exercise of the so-called 100,000 share option.

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III. ARGUMENT

A. There Is No Dispute That Plaintiff Is Entitled to the Documents Requested by his Subpoena to Gould.

As reflected by the procedural and factual background set out above, this Motion does not raise any disputes about whether Plaintiff is entitled to receive all nonprivileged documents responsive to the particularized document requests in Plaintiff’s subpoena *duces tecum* served on Gould. Nor is there any dispute that responsive documents withheld based on claims of attorney-client privilege, attorney work product or both must and should be properly listed on a privilege log produced by Gould.

Nor is there any dispute that Gould has failed to produce and failed to log responsive documents that at least recently were in his possession, custody and control. And although Gould’s counsel has suggested that Plaintiff likely received everything that Gould would have produced and logged from others, Gould of course is not excused from producing and logging documents because someone else may or may not have produced and logged what he should have produced and logged. *See Nev. R. Civ. P. 45(d)(1)-(2).*

Likewise, there can be no dispute that Gould’s privilege log is deficient on its face as to entries it does include. For example, it claims as privileged email communications between Gould and McEachern, but both are board members and Gould does not represent McEachern.

Simply put, Plaintiff is entitled to an order compelling Gould to produce all nonprivileged documents responsive to the document requests and the subpoena *duces tecum* served for Plaintiff on Gould, and Plaintiff is entitled to an order compelling Gould to provide a privilege log that properly logs (including showing the basis for any and all claims of privilege, work product or both) all documents withheld by or for Gould based on claims of attorney-client privilege, work product or both. *See Nev. R. Civ. P. 45(c)(2)(B).*

B. Gould Served a Unique Role in the “Ratification” Scheme.

As demonstrated above, Gould had a unique role in orchestrating the events leading up to the December 29, 2017 “ratification” board meeting and a unique role in creating the record on which any motion based on “ratification” will be predicated. Unlike Kane, whose prior actions or

1 decisions were the subject of the two "ratification" votes, Gould previously had voted to the
2 contrary on one (termination of Plaintiff as President and CEO) and previously had weighed in on
3 the other (authorization of the exercise of the 100,000 share option) unfavorably. Unlike
4 Wrotniak, Gould did not learn of the ratification matters only a couple days before the December
5 29, 2017 meeting. And unlike Coddington and McEachern, the other two members of the Litigation
6 Committee (which Gould testified formally acted on December 21 to further the "ratification"
7 process, which testimony cannot be corroborated or challenged because the minutes of the
8 December 21 meeting have been produced in a wholly redacted form, but nevertheless not logged
9 on a privilege log), Gould personally was actively involved in the process of creating the record
10 on which defendants will rely in any motion based on "ratification." For such reasons, it is critical
11 that the supposedly lost evidence be recovered and produced or, failing that, accounted for in a
12 way that Plaintiff and the Court can assess.

13 **C. Counsel for Gould Have Failed to Account for the Missing ESI**

14 The subpoena to Gould specifically provided that if "any document called for" had been
15 "destroyed or discarded," that Gould identify the document "by stating; (a) any address or any
16 addressee; (b) any indicated or blind copies; (c) the document's date, subject matter, number of
17 pages, and attachments or appendices; (d) all persons to whom the document was distributed,
18 shown or explained; (e) its date of destruction or discard, manner of destruction or discard, and
19 reason for destruction or discard; (f) the persons who authorized and carried out such destruction
20 or discard; and (g) whether any copies of the document presently exist and, if so, the name of the
21 custodian of each copy." Ex. 1 ¶ 6. at 2.

22 As described above, for approximately two months, counsel for Gould gave every
23 indication that Gould would make a complete production of documents and would produce a
24 proper privilege log. Ten days before Gould's deposition, an indisputably inadequate document
25 production was made and an incomplete and inadequate privilege log was provided. Belatedly, at
26 a break in Gould's April 5, 2017 deposition, his counsel first stated that his ESI had been lost and
27 not recovered. Thereafter, notwithstanding repeated requests from counsel for Plaintiff, counsel
28

1 for Gould failed to provide any substantive explanation, much less a written one, for the missing
2 ESI. Plaintiff respectfully submits that Gould and his counsel should be ordered to do so.

3 **IV. CONCLUSION**

4 For the reasons set out herein, Plaintiff respectfully requests that the Court enter an order
5 compelling Gould to produce all nonprivileged documents responsive to the document requests in
6 the subpoena served to Gould on behalf of Plaintiff, to log any and all responsive documents
7 withheld based on claims of privilege, work product or both, to provide a written explanation of
8 what happened to Gould's ESI (including for his assistant), which explanation must include, at a
9 minimum, what ESI was lost, when the ESI was lost, how it was lost, what steps have been taken
10 to recover it, what the results of recovery efforts have been and such other information as is
11 necessary to enable Plaintiff to confer with an ESI specialist about the matters. Additionally,
12 Plaintiff asks that the Court order Gould to appear for further deposition, should Plaintiff choose
13 to depose him further after these matters are resolved.

14
15 Morris Law Group

16 By: 
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20 Mark G. Krum (BN 10913)
21 Yurko, Salvesen & Remz, P.C.
22 One Washington Mall, 11th Floor
Boston, MA 02108

23 Attorneys for Plaintiff
24 *James J. Cotter, Jr.*
25
26
27
28

1 CERTIFICATE OF SERVICE

2 Pursuant to Nev. R. Civ. P. 5(b)(2)(D) and E.D.C.R. 8.05, I certify that I am
3 an employee of MORRIS LAW GROUP and that on the date below, I cause
4 the following document(s) to be served via the Court's Odyssey E-Filing
5 System: **JAMES J. COTTER, JR.'S MOTION TO COMPEL**
6 **PRODUCTION OF DOCUMENTS AND PRIVILEGE LOG AND**
7 **APPLICATION FOR ORDER SHORTENING TIME** to be served on all
8 interested parties, as registered with the Court's E-Filing and E-Service
9 System. The date and time of the electronic proof of service is in place of
10 the date and place of deposit in the mail.

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

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16 Attorneys for /Defendants Edward Kane,
17 Douglas McEachern, Judy Coddling, and
Michael Wrotniak

Attorneys for Defendant William
Gould

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

22 Attorneys for Nominal Defendant
23 Reading International, Inc.

24 DATED this 18TH day of April, 2018.

25 By: _____ /s/ Judy Estrada
26
27
28

INDEX TO EXHIBITS

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3	Email Chain – 2-9-18 to 3-30-18 re: RDI	26-30
4	Email dated 12-27-17 re: Special Board Meeting	31-32
5	Reading International , Inc. Privilege Log	33-71
6	Email dated 4-12-18 re: Reading International, Inc.'s 30th Supplemental Disclosures	72-75
7	Email dated 4-3-18 re: RDI (Gould document production and privilege log)	76-82
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9	Volume 3, William Gould Deposition April 5, 2018 Rough Draft	87-95
10	Defendant Margaret Cotter's Objections and Responses to Plaintiff James J. Cotter, Jr.'s January 12, 2018 Interrogatories	96-111

11	Deposition Transcript of Michael Wrotniak taken March 6, 2018	112-116
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EXHIBIT 1

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CC03

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Attorneys for Plaintiff
James J. Cotter, Jr.

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)	SUBPOENA DUCES TECUM
GOULD, JUDY CODDING,)	
MICHAEL WROTNIAK,)	
)	
Defendants.)	
And)	
READING INTERNATIONAL,)	
INC., a Nevada corporation,)	
Nominal Defendant.)	

1 THE STATE OF NEVADA TO: WILLIAM GOULD

2 c/o Ekwan E. Rhow, Esq. and Shoshanna E. Barnett, Esq.
3 BIRD, MARELLA, BOXER, WOLPERT, NESSIM, DROOKS,
4 LINCENBERG & RHOW, P.C.
5 1875 Century Park East, 23rd Floor
6 Los Angeles, California 90067-2561

7 **YOU ARE ORDERED**, pursuant to NRCP 45, to produce and permit
8 inspection and copying of the books, documents, or tangible things set forth
9 in **Exhibit B** hereto that are in your possession, custody, or control. The
10 requested documents shall be produced on or before January 31, 2018 to
11 MORRIS LAW GROUP, 411 E. Bonneville Ave., Ste. 360, Las Vegas, Nevada
12 89101. All documents shall be produced as they are kept in the usual course
13 of business or shall be organized and labeled to correspond with the
14 categories listed. NRCP 45(d)(1).

15 **CONTEMPT**: Failure by any person without adequate excuse to obey a
16 subpoena served upon that person may be deemed a contempt of the court,
17 NRCP 45(e), punishable by a fine not exceeding \$500 and imprisonment not
18 exceeding 25 days, NRS 22.100. Additionally, a witness disobeying a
19 subpoena shall forfeit to the aggrieved party \$100 and all damages sustained
20 as a result of the failure to attend, and a warrant may issue for the witness'
21 arrest. NRS 50.195, 50.205, and 22.100(3).

22 Please see **Exhibit A** for information regarding your rights and
23 responsibilities relating to this Subpoena.

24 (This Subpoena must be signed by the Clerk of the Court or an attorney.)

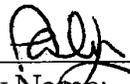
25 Steven D. Grierson, CLERK OF THE COURT

26
27 By: _____ (Signature)
28 Deputy Clerk Date:

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

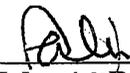
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Or

By:  (Signature)
Attorney Name: Akke Levin Date: 1/12/2018
Attorney Bar Number: 9102

Submitted by:

MORRIS LAW GROUP

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

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

Attorneys for Plaintiff

James J. Cotter, Jr.

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
Request for Production

INSTRUCTIONS

1. *If any document responsive to this Request for Production has already been produced in this action, you are not required to produce it again.*
2. This Request for Production applies to all documents in your possession, custody or control, and includes documents within the possession, custody or control of your partners, employees, agents, attorneys and representatives, wherever located, including but not limited to all documents obtained by Defendants.
3. If you object to any request in part, you shall produce all responsive documents to which the objection does not apply.
4. If any documents are withheld from production on the alleged grounds of privilege or immunity (whether under common law, statute, or otherwise), each such document is to be identified by stating: (a) the identity of each person who prepared and/or signed the document; (b) the identity of each person designated as an addressee; (c) the identity of each person who received any copy of the document; (d) the date of the document; (e) the subject matter of the document; (f) the type of document; and (g) the basis for withholding the document.
5. If a document contains both privileged and non-privileged material, the non-privileged material must be disclosed to the fullest extent possible without thereby disclosing the privileged material. If a privilege is asserted with regard to part of the material contained in a document, the party claiming the privilege must clearly indicate the portions as to which the privilege is claimed. When a document has been redacted or altered in any fashion, identify as to each document the reason for the redaction or alteration, the date of the redaction or alteration, and the person performing the redaction or alteration. Any redaction must be clearly visible on the redacted documents.

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

7. Any copy of a document that varies in any way whatsoever from the original or from any other copy of the document, whether by reason of handwritten or other notation or any omission, shall constitute a separate document and must be produced, whether or not the original of such a document is within your possession, custody or control. A request for any document shall be deemed to include a request for all drafts thereof, and all revisions and modifications thereto, including any red-lined versions or document comparisons, in addition to the document itself. Each document is to be produced in its entirety, without abbreviation or expurgation.

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

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

DEFINITIONS

The following Definitions shall apply herein and to each Request:

1. "All," as used herein means "any and all" and "Any" means "any and all."
2. "And/Or," as used herein, means either disjunctively or conjunctively as necessary to bring within the scope of the Request, all responses that might otherwise be construed to be outside of its scope.
3. "Communication," as used herein, or its plural or any synonym thereof, means any exchange, transmission or receipt (whether as listener, addressee, person called or otherwise) of information, whether such exchange, transmission or receipt be oral, written, electronic or otherwise and includes, without limitation, any meeting, conversation, telephone call, letter, email, telegram and the exchange, transmission, or receipt of any Document of any kind whatsoever.
4. "Concerning" "Concerns" or "Concern," as used herein, all mean concerning, related to, referring to, relying on, describing, memorializing, evidencing, reflecting, touching upon, or constituting in any way. When used to refer to a Document and/or Writing it includes, but is not limited to, all Documents and/or Writings now or previously attached or appended to any Documents and/or Writings called for by a Request.
5. As used herein, the term "documents" means all writings of any kind, including the originals and all nonidentical copies, whether different from the original by reasons of any abstracts, agreements, appointment records, audio recordings (whether transcribed or not), balance sheets, bills, bills of lading, blueprints, books, books of account, bulletins, bylaws, cablegrams, cassettes, catalogues, certificates, charts, charters, checks, circulars, computer printouts, computer programs, computer tapes, contracts, correspondence, data compilations from which information can be obtained or translated through proper devices, data processing cards, data sheets, delivery records, desk calendars, diagrams, diaries, discs, drafts, electronic mail, electric or electronic records or representations, entries, estimates, expense reports, field notes, files, financial analyses, financial statements, forms, graphs, handbooks, income

statements, indices, instructions, instruments, insurance policies, insurance riders, interoffice communications, intraoffice communications, invoices, itemizations, journals, letters, maps, mechanical records, meeting reports, memoranda, memoranda of all conversations (including telephone calls), microfiche, microfilm, minutes, motion pictures, notes, notices, order forms, orders, pamphlets, photographs, printed matter, prospectuses, receipts, recordings, records, records of account, reports, requisitions, resolutions, retrievable information in computer storage, returns, sketches, specifications, statements, statistical records, studies, summaries, system analyses, tapes, telefaxes, telegrams, teletypes, telexes, tests, text, time records, transcripts, valuations, video recordings, writings, and work papers, and notations of any sort of communications or conversations, and all drafts, changes and amendments of any of the foregoing.

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

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

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

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

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

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

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

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

14. As used herein, the term "McEachern" refers to dismissed defendant Doug McEachern.
15. As used herein, the term "Storey" refers to dismissed defendant Timothy Storey.
16. As used herein, the term "Gould" refer to dismissed defendant William Gould.
17. As used herein, the term "Coddling" refer to dismissed defendant Judy Coddling.
18. As used herein, the term "RDI" refers to nominal defendant Reading International, Inc.
19. As used herein, the term "Relate to," including but not limited to its various forms such as "relating to," shall mean, consist of, refer to, reflect, or be in any way logically or factually connected with the matter discussed.
20. "Ratification" shall refer to the vote of the RDI Board of Directors at special telephonic meeting held on December 29, 2017, to ratify (i) actions taken by board members relating to the termination of JJC Jr. as President and CEO of RDI as such actions are outlined in the minutes of the Board Meetings held on May 21, 2015; May 29, 2015; and June 12, 2015; and (ii) the decision of the Compensation Committee of RDI, as outlined in the minutes of September 21, 2015 meeting of the Compensation Committee to permit the Estate of JJC Sr. to use Class A non-voting stock as a means to pay for the exercise of an option to purchase 100,000 shares of Class B voting stock of RDI.
21. Whenever appropriate, the singular form of a word should be interpreted in the plural and vice versa. All words and phrases shall be construed as masculine, feminine, or neuter gender, according to the context. "And" as well as "or" shall be construed either disjunctively or conjunctively as necessary to bring within the scope of this request any information which might otherwise be construed to be outside the scope.
22. "Person" means or refers to any individual, corporation, partnership, association, organization and any other entity of any type and nature.
23. "Identify," when used in reference to a Person, means to:
 - a) state his or her full name;

- b) state his or her present or last-known address;
- c) state his or her present or last-known position and business affiliation;
and
- d) describe his or her relationship, if any, to You.

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

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

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

- a) state the date of preparation, author, title (if any), subject matter, number of pages, and type of Document and/or Writing (e.g., contract, letter, reports, etc.) or some other means of distinguishing the Document and/or Writing;
- b) Identify each and every Person who prepared or participated in the preparation of the Document and/or Writing;
- c) Identify each and every Person who received an original or copy of the Document and/or Writing;
- d) state the present location of the Document and/or Writing;
- e) Identify each and every Person having custody or control of the Document and/or Writing;
- f) state whether any copy of the Document and/or Writing is not identical to the original by reason of shorthand, translation or other written notes, initials, or any other modifications;
- g) state, if the Document and/or Writing has been destroyed, the circumstances surrounding the reason for the destruction; and
- h) Identify, if the Document and/or Writing has been destroyed, each and every Person who destroyed, or participated in, or ordered or suggested the destruction of it.

26. Unless otherwise indicated, each request calls for any and all documents created or dated on or after January 1, 2014, including all communications by, between, among, to or

from any or all of Ellen Cotter ("EC"), Margaret Cotter ("MC"), Edward Kane ("Kane"), Guy Adams ("Adams"), Doug McEachern ("McEachern"), Tim Storey ("Storey"), William Gould ("Gould") and/or nominal defendant Reading International, Inc. ("RDI") or any agent of any or all of them.

REQUESTS FOR DOCUMENTS

1. All communications between Kane and either or both of EC and MC.
2. All documents relating to the termination of JJC as President and CEO of RDI.
3. All documents relating to the exercise of the option to purchase 100,000 shares of Class B voting shares of RDI, which was exercised by Ellen Cotter and Margaret Cotter as executors of the Estate of JJC, Sr. on or about September 17, 2015.
4. All documents relating to payment to exercise the option to purchase 100,000 shares of Class B voting shares of RDI, which was exercised by Ellen Cotter and Margaret Cotter as executors of the Estate of JJC, Sr. on or about September 17, 2015.
5. All documents you reviewed at or prior to the December 29, 2017 meeting of the Board of Directors of RDI (the "Meeting") relating to ratification at the Meeting of actions taken by board members to terminate JJC as President and CEO, as outlined in the minutes of the meetings of the Board of Directors of RDI held on May 21, May 29, and June 12, 2015.
6. All documents you reviewed at or prior to the Meeting relating to ratification at the Meeting of the actions of the compensation committee of RDI, as outlined in the minutes of the September 21, 2015 meeting of the Compensation Committee to permit the Estate of JJC, Sr. to use Class A non-voting stock to pay for the exercise of an option to purchase 100,000 share of Class B voting stock of RDI.
7. All documents relating to what you or any other director did to inform himself or herself of the merits of the decisions that were ratified at the Meeting.

8. All documents relating to any advice requested or given by counsel at the Meeting concerning the prior decisions that were ratified at the Meeting.
9. All documents relating to any advice requested or given by counsel prior to the Meeting concerning the prior decisions that were ratified at the Meeting.
10. All documents relating to the decision to call the Meeting to ratify the prior decisions.
11. All documents relating to any advice requested or given by counsel concerning the decision to call the Meeting to ratify the prior decisions.
12. All documents relating to any advice requested or given by counsel concerning the notice of Meeting to the extent it concerned Ratification.
13. All documents relating to the Meeting to the extent concerning Ratification.
14. All documents relating to any advice requested of or given by counsel concerning the Meeting to the extent it concerned Ratification.
15. All communications between you any other director of RDI concerning the Meeting or the matters that were the subject of the Meeting to the extent they concerned Ratification.
16. All communications between you and anyone concerning the Meeting or the matters that were the subject of the Meeting to the extent concerning Ratification.
17. All documents relating to the "request for a special meeting at the behest of the five named Directors (Coddington, Gould, Kane, McEachern and Wrotniak) pursuant to a letter dated December 27, 2017" (referenced on page 3 of "draft minutes of the Meeting" attached as Exhibit B to EC, Adams and MC's Motion for Judgment as a Matter of Law), including any

drafts of the letter and responses thereto, as well as emails transmitting such documents and communications relating to the letter.

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

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

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

EXHIBIT 2

1 Donald A. Lattin (NV SBN. 693)
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2 Carolyn K. Renner (NV SBN. 9164)
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10 Telephone: (310) 201-2100
Facsimile: (310) 201-2110

11 Attorneys for Defendant William Gould

12
13 **EIGHTH JUDICIAL DISTRICT COURT**
14 **CLARK COUNTY, NEVADA**
15

16 JAMES J. COTTER, JR.,
17 Plaintiff,
18 vs.
19 MARGARET COTTER, et al.,
20 Defendant.

21 READING INTERNATIONAL, INC.,
22 Nominal Defendant.
23

CASE NO. A-15-719860-B
**WILLIAM GOULD'S
OBJECTIONS AND RESPONSES
TO SUBPOENA FOR
PRODUCTION OF DOCUMENTS**

Assigned to Hon. Elizabeth Gonzalez,
Dept. XI

Trial Date: January 2, 2018

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WILLIAM GOULD'S OBJECTIONS AND RESPONSES TO SUBPOENA FOR PRODUCTION OF
DOCUMENTS

1 Defendant William Gould ("Gould") hereby responds and objects to Plaintiff
2 James Cotter, Jr.'s Subpoena for Production of Documents (the "Requests") as
3 follows:

4 **I.**

5 **GENERAL OBJECTIONS**

6 The following General Objections apply to and are incorporated into each
7 individual response herein, whether or not expressly incorporated by reference or
8 repeated in such response.

9 1. Gould objects to the Requests, and to each and every request therein, to
10 the extent they seek documents that are not within Gould's immediate possession or
11 control and/or are within Gould's control but equally available from another party to
12 this action or otherwise in the public domain and accessible to all parties.

13 2. Gould objects to the Requests, and to each and every request therein, to
14 the extent they are duplicative of requests made to any party to this action.

15 3. Gould objects to the Requests, and to each and every request therein, to
16 the extent that they are overbroad, unduly burdensome, and oppressive.

17 4. Gould objects to the Requests, and to each and every request therein, to
18 the extent that they call for the production of information or documents protected by
19 applicable constitutional, statutory, or common law privileges and/or protections,
20 including of third parties, and including but not limited to the attorney-client
21 privilege, the attorney work-product doctrine, the common interest doctrine, rights
22 of privacy including but not limited to private financial or tax information, marital
23 communication privilege pursuant to California Evidence Code § 980, and the
24 protection of settlement and mediation materials. Gould will produce only
25 responsive information not subject to any applicable constitutional, statutory or
26 common law privileges or protections. Moreover, the inadvertent production of
27 documents protected by such privileges and protections shall not constitute a waiver
28

1 of the applicable privilege or protection either as to information or documents
2 inadvertently produced or as to any other information or documents.

3 5. No incidental or implied admissions are intended by the responses
4 herein. The fact that Gould has responded to any request, including by producing
5 responsive documents, should not be taken as an admission or acceptance of the
6 existence of any facts set forth or assumed by such request, or that such answers
7 constitute admissible evidence. In addition, these responses are neither intended as,
8 nor shall in any way be deemed, an admission or representation that further
9 information relevant to the subject matter of the request does not exist. Likewise,
10 any statement agreeing to produce documents is not intended to be, and is not, an
11 admission that any such documents exist.

12 **II.**

13 **RESPONSES TO INDIVIDUAL REQUESTS**

14 **REQUEST FOR PRODUCTION NO. 1:**

15 All communications between Kane and either or both of EC and MC.

16 **RESPONSE TO REQUEST FOR PRODUCTION NO. 1:**

17 Subject to the General Objections above, Gould responds as follows: Gould
18 will produce all responsive non-privileged documents to the extent that they have
19 not been produced previously in this lawsuit.

20 **REQUEST FOR PRODUCTION NO. 2:**

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

23 **RESPONSE TO REQUEST FOR PRODUCTION NO. 2:**

24 Subject to the General Objections above, Gould responds as follows: Gould
25 will produce all responsive non-privileged documents to the extent that they have
26 not been produced previously in this lawsuit.

27 ///

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1 **REQUEST FOR PRODUCTION NO. 3:**

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

6 **RESPONSE TO REQUEST FOR PRODUCTION NO. 3:**

7 Subject to the General Objections above, Gould responds as follows: Gould
8 will produce all responsive non-privileged documents to the extent that they have
9 not been produced previously in this lawsuit.

10 **REQUEST FOR PRODUCTION NO. 4:**

11 All documents relating to payment to exercise the option to purchase
12 100,000 shares of Class B voting shares of RDI, which was exercised by Ellen
13 Cotter and Margaret Cotter as executors of the Estate of JJC, Sr. on or about
14 September 17, 2015.

15 **RESPONSE TO REQUEST FOR PRODUCTION NO. 4:**

16 Subject to the General Objections above, Gould responds as follows: Gould
17 will produce all responsive non-privileged documents to the extent that they have
18 not been produced previously in this lawsuit.

19 **REQUEST FOR PRODUCTION NO. 5:**

20 All documents you reviewed at or prior to the December 29, 2017 meeting
21 of the Board of Directors of RDI (the "Meeting") relating to ratification at the
22 Meeting of actions taken by board members to terminate JJC as President and
23 CEO, as outlined in the minutes of the meetings of the Board of Directors of
24 RDI held on May 21, May 29, and June 12, 2015.

25 **RESPONSE TO REQUEST FOR PRODUCTION NO. 5:**

26 Subject to the General Objections above, Gould responds as follows: Gould
27 will produce all responsive non-privileged documents to the extent that they have
28 not been produced previously in this lawsuit.

1 **REQUEST FOR PRODUCTION NO. 6:**

2 All documents you reviewed at or prior to the Meeting relating to
3 ratification at the Meeting of the actions of the compensation committee of RDI,
4 as outlined in the minutes the September 21, 2015 meeting of the Compensation
5 Committee to permit the Estate of JJC, to use Class A non-voting stock to pay for
6 the exercise of an option to purchase 100,000 share Class B voting stock of RDI.

7 **RESPONSE TO REQUEST FOR PRODUCTION NO. 6:**

8 Subject to the General Objections above, Gould responds as follows: Gould
9 will produce all responsive non-privileged documents to the extent that they have
10 not been produced previously in this lawsuit.

11 **REQUEST FOR PRODUCTION NO. 7:**

12 All documents relating to, what you or any other director did to inform
13 himself or herself of the merits of the decisions that were ratified at the Meeting.

14 **RESPONSE TO REQUEST FOR PRODUCTION NO. 7:**

15 Subject to the General Objections above, Gould responds as follows: Gould
16 will produce all responsive non-privileged documents to the extent that they have
17 not been produced previously in this lawsuit.

18 **REQUEST FOR PRODUCTION NO. 8:**

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

21 **RESPONSE TO REQUEST FOR PRODUCTION NO. 8:**

22 Gould proffers the General Objections above and further objects to this
23 request on the grounds that, on its face, it requests attorney-client privileged
24 information.

25 **REQUEST FOR PRODUCTION NO. 9:**

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

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1 **RESPONSE TO REQUEST FOR PRODUCTION NO. 9:**

2 Gould proffers the General Objections above and further objects to this
3 request on the grounds that, on its face, it requests attorney-client privileged
4 information.

5 **REQUEST FOR PRODUCTION NO. 10:**

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

8 **RESPONSE TO REQUEST FOR PRODUCTION NO. 10:**

9 Subject to the General Objections above, Gould responds as follows: Gould
10 will produce all responsive non-privileged documents to the extent that they have
11 not been produced previously in this lawsuit.

12 **REQUEST FOR PRODUCTION NO. 11:**

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

15 **RESPONSE TO REQUEST FOR PRODUCTION NO. 11:**

16 Gould proffers the General Objections above and further objects to this
17 request on the grounds that, on its face, it requests attorney-client privileged
18 information.

19 **REQUEST FOR PRODUCTION NO. 12:**

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

22 **RESPONSE TO REQUEST FOR PRODUCTION NO. 12:**

23 Gould proffers the General Objections above and further objects to this
24 request on the grounds that, on its face, it requests attorney-client privileged
25 information.

26 **REQUEST FOR PRODUCTION NO. 13:**

27 All documents relating to the Meeting to the extent concerning Ratification.
28

1 **RESPONSE TO REQUEST FOR PRODUCTION NO. 13:**

2 Gould proffers the General Objections above. In addition, Gould objects to
3 this request as nonsensical as it appears to be missing words.

4 **REQUEST FOR PRODUCTION NO. 14:**

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

7 **RESPONSE TO REQUEST FOR PRODUCTION NO. 14:**

8 Gould proffers the General Objections above and further objects to this
9 request on the grounds that, on its face, it requests attorney-client privileged
10 information.

11 **REQUEST FOR PRODUCTION NO. 15:**

12 All communications between you any other director of RDI concerning the
13 Meeting or the matters that were the subject of the Meeting to the extent they
14 concerned Ratification.

15 **RESPONSE TO REQUEST FOR PRODUCTION NO. 15:**

16 Subject to the General Objections above, Gould responds as follows: Gould
17 will produce all responsive non-privileged documents to the extent that they have
18 not been produced previously in this lawsuit.

19 **REQUEST FOR PRODUCTION NO. 16:**

20 All communications between you and anyone concerning the Meeting or the
21 matters that were the subject of the Meeting to the extent concerning Ratification.

22 **RESPONSE TO REQUEST FOR PRODUCTION NO. 16:**

23 Subject to the General Objections above, Gould responds as follows: Gould
24 will produce all responsive non-privileged documents to the extent that they have
25 not been produced previously in this lawsuit.

26 **REQUEST FOR PRODUCTION NO. 17:**

27 All documents relating to the "request for a special meeting at the behest of
28 the five named Directors (Coddington, Gould, Kane, McEachern and Wrotniak)

1 pursuant to a letter dated December 27, 2017" (referenced on page 3 of "draft
2 minutes of the Meeting" attached a Exhibit B to EC, Adams and MC's Motion for
3 Judgment as a Matter of Law), including any drafts of the letter and responses
4 thereto, as well as emails transmitting such documents and communications
5 relating to the letter.

6 **RESPONSE TO REQUEST FOR PRODUCTION NO. 17:**

7 Subject to the General Objections above, Gould responds as follows: Gould
8 will produce all responsive non-privileged documents to the extent that they have
9 not been produced previously in this lawsuit.

10 **REQUEST FOR PRODUCTION NO. 18:**

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

13 **RESPONSE TO REQUEST FOR PRODUCTION NO. 18:**

14 Subject to the General Objections above, Gould responds as follows: Gould
15 will produce all responsive non-privileged documents to the extent that they have
16 not been produced previously in this lawsuit.

17 **REQUEST FOR PRODUCTION NO. 19:**

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

22 **RESPONSE TO REQUEST FOR PRODUCTION NO. 19:**

23 Subject to the General Objections above, Gould responds as follows: Gould
24 will produce all responsive non-privileged documents to the extent that they have
25 not been produced previously in this lawsuit.

26 **REQUEST FOR PRODUCTION NO. 20:**

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

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CERTIFICATE OF SERVICE

Pursuant to Nev. R. Cir. P. 5(b)(2)(D) and E.D.C.R. 8.05, I certify that on this day, I caused a true and correct copy of the forgoing **WILLIAM GOULD'S OBJECTIONS AND RESPONSES TO SUBPOENA FOR PRODUCTION OF DOCUMENTS** to be served via the Court's Wiznet E-Filing system. The date and time of the electronic proof of service is in place of the date and place of deposit in the mail.

DATED this 25 day of January, 2018.

Kaitlin Azzum
EMPLOYEE

EXHIBIT 3

From: Shoshana E. Bennett
To: [Mark G. Krum](mailto:Mark.G.Krum); [Ekwan E. Rhow](mailto:Ekwan.E.Rhow)
Cc: [Akke Levin](mailto:Akke.Levin); [Sanford F. Remz](mailto:Sanford.F.Remz); [Noemi A. Kawamoto](mailto:Noemi.A.Kawamoto)
Subject: RE: RDI
Date: Friday, March 30, 2018 3:58:22 PM
Attachments: [WG_0000506.pdf](#)
[Gould Privilege Log 2018.03.29.pdf](#)

Mark,

Attached is Gould's production and privilege log. What time are you starting the deposition? 9:30?

Thanks,
Shoshana

From: Mark G. Krum <mkrum@bizlit.com>
Sent: Monday, March 26, 2018 11:14 AM
To: Shoshana E. Bennett <seb@birdmarella.com>; Ekwan E. Rhow <eer@birdmarella.com>
Cc: Akke Levin <AL@morrislawgroup.com>; Sanford F. Remz <sremz@bizlit.com>; Noemi A. Kawamoto <nkawamoto@bizlit.com>
Subject: RE: RDI

Ekwan and Shoshana,

Bill Gould's deposition is scheduled for 10 days hence, but you have yet to produce documents and a privilege log. May we expect these items today or tomorrow?

Mark

From: Shoshana E. Bennett [<mailto:sbannett@birdmarella.com>]
Sent: Wednesday, February 21, 2018 10:54 AM
To: Mark G. Krum <mkrum@bizlit.com>; Ekwan E. Rhow <erhow@birdmarella.com>
Cc: Akke Levin <AL@morrislawgroup.com>; Sanford F. Remz <sremz@bizlit.com>; Noemi A. Kawamoto <nkawamoto@bizlit.com>
Subject: RE: RDI

Hi Mark,

Sorry for not responding to your email sooner. We have not been ignoring your requests in the interim. Both Ekwan and I are out of town, but we have been working on the production and tracking down the necessary information to respond to your email. I will get back to you in more depth shortly.

Best,
Shoshana

From: Mark G. Krum [mailto:mkrum@bizlit.com]
Sent: Wednesday, February 21, 2018 5:23 AM
To: Ekwan E. Rhow <eer@birdmarella.com>; Shoshana E. Bennett <seb@birdmarella.com>
Cc: Akke Levin <AL@morrislawgroup.com>; Sanford F. Remz <sremz@bizlit.com>; Noemi A. Kawamoto <nkawamoto@bizlit.com>
Subject: RE: RDI

Ekwan and Shoshana,

When I sent the email below regarding Mr. Gould's document request responses, production of documents, supplemental privilege log and deposition, I anticipated a short, prompt response to the effect that we had no disputes about the responses or production, that the production and any supplemental privilege log would be produced shortly and that you would provide me dates for the deposition. Instead, you have provided no response whatsoever. Given that we historically have avoided discovery disputes necessitating motion practice, this is confounding. It also is problematic.

The Court gave us a short period of time in which to complete this discovery, which period is shortened even further due to my pre-existing March vacation plans (which track my 10 year old's Spring break). We need to resolve these matters promptly, failing which I will be required to seek relief from the Court. Would you please be so kind as to respond this week?

Mark

Mark G. Krum, Esq.
YURKO, SALVESEN & REMZ, P.C.
One Washington Mall, 11th Floor
Boston, Massachusetts 02108
T: (617) 723 6900
F: (617) 723 6905
<http://www.bizlit.com>

YURKO, SALVESEN & REMZ, P.C.

From: Mark G. Krum
Sent: Friday, February 9, 2018 9:28 AM
To: 'Ekwan E. Rhow' <erhow@birdmarella.com>; Shoshana E. Bennett <sbennett@birdmarella.com>
Cc: Akke Levin <AL@morrislawgroup.com>
Subject: RDI

Ekwan and Shoshana,

The purpose of this email is to schedule an EDCR 2.34 conference with respect to the document request responses you provided on behalf of Mr. Gould or to obviate the need for such a conference, as the case may be. I am hopeful that your email response will accomplish the latter but, if we need to speak, let's do so as soon as you can. I am on the east coast this week and next, so we will need plan accordingly.

First, would you please be so kind as to confirm that no responsive documents are being withheld or not logged on a supplemental privilege log based upon the general objections?

Second, with respect to any responsive document previously produced and considered (including considered and discounted or ignored) by Mr. Gould in informing himself with respect to the matters that came to be subjects of purported "ratification(s)" at the December 29, 2017 board meeting, we agree that the documents do not need to be produced again, but will insist that you identify such documents so that we can review them in anticipation of his deposition. The point here is to insure that I can be fully prepared to take and conclude his deposition, for my benefit, his and yours.

Third, generally and particularly with respect to document request numbers 8, 9, 11, 12, 14, please advise whether you will have documents to list on a supplemental privilege log. For example, did Mr. Gould make any notes at the December 29, 2017 board meeting? The point here is to identify and address any privilege issues we can in advance of his deposition, including because much of the advice of counsel reflected in the draft minutes of the December 29, 2017 meeting appears in fact to not entail the provision of legal advice, but instead entail the recitation of (supposed) facts.

Fourth, request number 13 is drafted to exclude from the request documents concerning substantive matters covered at the December 29, 2017 Board meeting other than the matters which were the subject of the purported ratifications. With that by clarification, would you please be so kind as to confirm that you/he will produce and/or log documents responsive to that request.

Fifth, when do you anticipated making a supplemental production and producing a supplemental privilege log?

Finally, provided that defendants have completed their supplemental document productions sufficiently in advance for us to prepare for these depositions, I would like to proceed with Mr. Gould's deposition in Los Angeles the week of February 26. Presently I am holding February 26-28 and I possibly could clear March 1. Given travel, I would appreciate it if we could proceed on the Tuesday or Wednesday.

Mark

Mark G. Krum, Esq.
YURKO, SALVESEN & REMZ, P.C.

One Washington Mall, 11th Floor
Boston, Massachusetts 02108
T: (617) 723 6900
F: (617) 723 6905
<http://www.bizlit.com>

YURKO, SALVESEN, REMZ, P.C.

EXHIBIT 4

(FILED UNDER SEAL)

JA6350

EXHIBIT 5

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 TRAUIG

- ALBANY
- AMSTERDAM
- ATLAHTA
- AUSTIN
- BOSTON
- CHICAGO
- DALLAS
- DELAWARE
- DENVER
- FORT LAUDERDALE
- HOUSTON
- LAS VEGAS
- LOHDOM*
- LOS ANGELES
- MEXICO CITY†
- MIAMI
- MILAN**
- NEW JERSEY
- NEW YORK
- ORANGE COUNTY
- ORLANDO
- PALM BEACH COUNTY
- PHILADELPHIA
- PHOENIX
- ROME**
- SACRAMENTO
- SAN FRANCISCO
- SHANGHAI
- SILICON VALLEY
- TALLAHASSEE
- TAMPA
- TEL AVIV^
- TYSONS CORNER
- WARSAW~
- WASHINGTON, D.C.
- WHITE PLAINS
- *OPERATES AS GREENBERG TRAUIG PANNER LLP
- †OPERATES AS GREENBERG TRAUIG, S.C
- ^A BRANCH OF GREENBERG TRAUIG, P.A., FLORIDA, USA
- ~OPERATES AS GREENBERG TRAUIG GRZESIAK SP.K
- **STRATEGIC ALLIANCE

GREENBERG TRAUIG, LLP ■ ATTORNEYS AT LAW ■ WWW.GTLAW.COM
3773 Howard Hughes Parkway, Suite 400 North ■ Las Vegas, Nevada 89169 ■ Tel 702.792.3773 ■ Fax 702.792.9002
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
RD10000059762	RD10000059763;RD10000059764	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	
RD10000059763			1/4/2018	Document1.docx					Work product	
RD10000059764			1/4/2018	Document1.docx					Work product	
RD10000059765	RD10000059766;RD10000059767	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	
RD10000059766			1/4/2018	Document1.docx					Work product	
RD10000059767			1/4/2018	Document1.docx					Work product	
RD10000059768		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
RD10000059775		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
RD10000059792		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
RD10000059814	RD10000059815;RD10000059816;RD10000059817	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=GT/LAW/ou=LV/cn=Recipients/cn=bonnerm>	Ferrario, Mark E. (Shld-LV-LT) </o=GT/LAW/ou=LV/cn=Recipients/cn=ferrariom>; Cowden, Tami D. (OfCns-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=GT/LAW/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
 Reading International's Privilege Log (Responses to JJC Jr.'s RFPs dated January 12, 2018)
 February 22, 2018 (Deduped and Supplemented)

RD10000059865			1/3/2018	421037223_v4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (2).DOC					Work product	
RD10000059866			1/3/2018	421038703_v1_GTRedline_421037223v1 - 421037223v4.pdf					Communication with Counsel; Work product	
RD10000059899		12/27/2017		For Bill Gould to sign.msg	For Bill Gould to sign	Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>; Brewer, John N. (Shld-LV-CP) <brewerjn@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; S. Craig Tompkins (Craig.Tompkins@readingrdi.com); Hendricks, Kara (Shld-LV-LT) <hendricksk@gtlaw.com>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>		Communication with Counsel; Work product	Communication regarding draft letter re Special Board Meeting
RD10000059902		12/27/2017		FW use of Executive Committee.msg	FW: use of Executive Committee	Craig Tompkins (Craig.Tompkins@readingrdi.com)	Cowden, Tami D. (OfCnsl-LV-LT) </o=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	
RD10000059911		12/27/2017		RE For Bill Gould to sign (2).msg	RE: For Bill Gould to sign	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; Brewer, John N. (Shld-LV-CP) <brewerjn@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; S. Craig Tompkins (Craig.Tompkins@readingrdi.com); Hendricks, Kara (Shld-LV-LT) <hendricksk@gtlaw.com>	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 JIC Jr.'s RFPs dated January 12, 2018)
 February 22, 2018 (Deduped and Supplemented)

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

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)

RD10000059919			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (2).DOC						Work product
RD10000059920			1/3/2018	421038703_v 1_GTRedline_421037 223v1 - 421037223v4.pdf						Communication with Counsel; Work product
RD10000059921		12/27/2017		use of Executive Committee.msg	use of Executive Committee	Craig.Tompkins@readingrdl.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
RD10000059927		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
RD10000059928		12/28/2017		Call .msg	Call	dmceachern@deloitteired.com; Edward Kane <ekane@san. rr.com> <ekane@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
RD10000059932			1/4/2018	Document1.docx						Work product
RD10000059933			1/4/2018	Document1.docx						Work product
RD10000059937		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
RD10000059939			12/28/2017	2017 12 29 Agenda BOD Meeting Re Compensation_Final. pdf						Attachment to Privileged Communication
RD10000059940			12/28/2017	2017 12 27 Compensation and Stock Options Committee Materials.pdf						Attachment to Privileged Communication

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

RD10000059941			12/28/2017	2017 12 29 Board Materials.pdf						Attachment to Privileged Communication
RD10000059956			12/27/2017	Re Special Committee meeting.msg	Re: Special Committee meeting	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; WGould@troygould.com	McEachern, Doug (US - Retired) <dmeachern@deloitteiretired.com>	Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>		Communication with Counsel; Work product
RD10000059959			12/27/2017	RE For Bill Gould to sign (4).msg	RE: For Bill Gould to sign	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; Brewer, John N. (Shld-LV-CP) <brewerjn@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; S. Craig Tompkins (Craig.Tompkins@readingrdi.com); Hendricks, Kara (Shld-LV-LT) <hendricksk@gtlaw.com>	Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>		Communication with Counsel; Work product	Communication regarding draft letter re Special Board Meeting
RD10000059965			1/3/2018	RE Revised draft Reading International Inc Minutes of the Board of Directors Meeting December 29 2017 (1).msg	RE: Revised draft; Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Jackson, Carolyn (Secy-LV-CP) <jacksonc@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>; Craig.Tompkins@readingrdi.com	David Armillei <davidarmillei@quinnemanuel.com>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; Rosehill, Andrea (Secy-LV-LT) <rosehilla@gtlaw.com>; Cotter Team <CotterTeam@quinnemanuel.com>	Communication with Counsel; Work product	
RD10000059967			1/3/2018	421037223_v4_Reading International, Inc. Minutes of the Board of Direct....doc						Work product
RD10000059972			12/27/2017	RE use of Executive Committee.msg	RE: use of Executive Committee	Craig Tompkins (Craig.Tompkins@readingrdi.com)	Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; Hendricks, Kara (Shld-LV-LT) <hendricksk@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>	Communication with Counsel; Work product	
RD10000059979	RD10000059980		12/31/2017	Reading International Inc Minutes of the Board of Directors Meeting December 29 2017 (2).msg	Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Ellen Cotter - Reading International, Inc. (Ellen.Cotter@readingrdi.com); William D. Gould Esq. (wgould@troygould.com); S. Craig Tompkins (Craig.Tompkins@readingrdi.com); Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>		Communication with Counsel; Work product	

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RD1000059980		12/31/2017	421037223_v 2_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017.DOCX						Work product
RD1000059982		1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (2).DOC						Work product
RD1000059983		1/3/2018	421038703_v 1_GTRedline_421037 223v1 - 421037223v4.pdf						Communication with Counsel; Work product
RD1000060002		1/4/2018	Document1.docx						Work product
RD1000060003		1/4/2018	Document1.docx						Work product
RD1000060005		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	
RD1000060006		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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RD1000060012		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
RD1000060027	RD1000060028	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=jackson>		Communication with Counsel; Work product
RD1000060028			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Direct....doc					Work product
RD1000060029	RD1000060030	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=jackson>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; Rosehill, Andrea (Secy-LV-LT) <rosehilla@gtlaw.com>	Communication with Counsel; Work product
RD1000060030			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Direct....doc					Work product
RD1000060031	RD1000060032; RD1000060033	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=jackson>	Michael J. Bonner (bonnerm@gtlaw.com)	Communication with Counsel; Work product

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RD1000060032			1/3/2018	421037223_v4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (2).DOC						Work product
RD1000060033			1/3/2018	421038703_v1_GTRedline_421037223v1 - 421037223v4.pdf						Communication with Counsel; Work product
RD1000060034	RD1000060035		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. (OfChs-LV-LT) <cowdent@gtlaw.com>; 'Craig.Tompkins@readingrdi.com'; 'David Armillei' <davidarmillei@quinnemanuel.com>	Jackson, Carolyn (Secy-LV-CP) </o=GT LAW/ou=LV/cn=Recipients/cn=jackson>	Michael J. Bonner (bonnerm@gtlaw.com); Rosehill, Andrea (Secy-LV-LT) <rosehilla@gtlaw.com>		Communication with Counsel; Work product
RD1000060035			1/3/2018	421037223_v4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (3).DOC						Work product
RD1000060036	RD1000060037; RD1000060038		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=GT LAW/ou=LV/cn=Recipients/cn=jackson>	Michael J. Bonner (bonnerm@gtlaw.com); Gregory H. Cooper (coopergr@gtlaw.com)		Communication with Counsel; Work product
RD1000060037			1/4/2018	GTRedline_2017 Form of Non-Employee Directors -RSU Grant - FINAL - Filed Document.pdf						Communication with Counsel; Work product
RD1000060038			1/4/2018	2017 Form of Non-Employee Directors - RSU Grant - FINAL.DOCX						Work product

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RD1000060058			12/26/2017	2017 12 29 Agenda BOD Meeting Re Compensation.docx					Work product
RD1000060069			12/31/2017	421037223_v 2_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017.DOCX					Work product
RD1000060083	RD1000060084; RD1000060085		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
RD1000060084			12/26/2017	2017 12 29 Agenda BOD Meeting Re Compensation.docx					Work product
RD1000060089			12/31/2017	421037223_v 2_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017.DOCX					Work product
RD1000060100			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) <ccowdent@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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RD1000060124		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) <jackson@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
RD1000060125		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) <jackson@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
RD1000060126		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) <jackson@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
RD1000060127		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) <jackson@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>	Communication with Counsel; Work product

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

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RDI0000060143	RDI0000060144;R DIO0000060145	1/3/2018	Reading International Inc Minutes of the Board of Directors Meeting December 29 2017 (Jackson Carolyn (Secy-LV- CP)).msg	Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>; Craig.Tompkins@readingrdi.com	Jackson, Carolyn (Secy-LV-CP) <jacksonc@gtlaw.com>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>	Communication with Counsel; Work product
RDI0000060144			421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017					Work product
RDI0000060145			421038703_v 1_GTRedline_421037 223v1 - 421037223v4.pdf					Communication with Counsel; Work product
RDI0000060147			421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017					Work product

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RD1000060161		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	
RD1000060162	RD1000060163;RD1000060164;RD1000060165;RD1000060166	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	
RD1000060163			12/22/2017	20150921 Compensation & Stock Option Committee Minutes.pdf					Attachment to Privileged Communication	
RD1000060164			12/22/2017	20150612 BOD Minutes.pdf					Attachment to Privileged Communication	
RD1000060165			12/22/2017	20150529 BOD Minutes.pdf					Attachment to Privileged Communication	
RD1000060166			12/22/2017	20150521 BOD Minutes.pdf					Attachment to Privileged Communication	
RD1000060185		1/4/2018		RE ATTORNEY CLIENT COMMUNICATION - Press Release (Bonner Michael J (Shld-LV-CP)).msg	RE: ATTORNEY CLIENT COMMUNICATION - Press Release	'Susan Villeda' <susan.villeda@readingrdi.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>; Craig Tompkins <Craig.Tompkins@readingrdi.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; 'Gross, Matthew' <mgross@joelefrank.com>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>	reading-jf <reading-jf@joelefrank.com>	Communication with Counsel; Work product	Communication regarding draft Press Release

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

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RD10000060215			12/27/2017	421035975_v 2_2017 12 29 Agenda BOD Meeting Re Compensation (3).DOCX						Communication with Counsel; Work product
RD10000060220			12/27/2017	421035975_v 2_2017 12 29 Agenda BOD Meeting Re Compensation (3).DOCX						Communication with Counsel; Work product
RD10000060236			1/4/2018	2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - DRAFT 1.4.18 11.22am.docx						Work product
RD10000060237		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
RD10000060245			1/4/2018	2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - DRAFT 1.4.18 11.22am (SCT Comments).docx						Communication with Counsel; Work product

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

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RD10000060260		12/22/2017	Ratificat.zip?Ratificat\ Call re Letter for Special Meeting re ratification [12.22.17 C].msg	Call re: Letter for Special Meeting re ratification	Susan Villeda <susan.villeda@readingrdi.com>	rosehilla@gtlaw.com	Craig Tompkins <Craig.Tompkins@readingrdi.com >; bonnerm@gtlaw.com	Communication with Counsel; Work product	
RD10000060262		12/22/2017	Ratificat.zip?Ratificat\ Call re Letter for Special Meeting re ratification [12.22.17B].msg	Call re: Letter for Special Meeting re ratification	Craig Tompkins <Craig.Tompkins@readingrdi.co m>	Susan Villeda		Communication with Counsel; Work product	
RD10000060265		12/22/2017	Ratificat.zip?Ratificat\ Call re Letter for Special Meeting re ratification [12.22.17].msg	Call re: Letter for Special Meeting re ratification	Craig Tompkins <Craig.Tompkins@readingrdi.co m>	rosehilla@gtlaw.com	Susan Villeda <susan.villeda@readingrdi.com>; bonnerm@gtlaw.com	Communication with Counsel; Work product	
RD10000060267	RD10000060269;R D10000060270;RD 10000060271;RD10 000060272	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.co m>	rosehilla@gtlaw.com	Susan Villeda <susan.villeda@readingrdi.com>	Communication with Counsel; Work product	
RD10000060269		12/22/2017	20150921 Compensation & Stock Option Committee Minutes.pdf					Attachment to Privileged Communication	
RD10000060270		12/22/2017	20150612 BOD Minutes.pdf					Attachment to Privileged Communication	
RD10000060271		12/22/2017	20150529 BOD Minutes.pdf					Attachment to Privileged Communication	
RD10000060272		12/22/2017	20150521 BOD Minutes.pdf					Attachment to Privileged Communication	
RD10000060273		12/29/2017	Ratificat.zip?Ratificat\ Can you review.msg	Can you review	bonnerm@gtlaw.com; Craig Tompkins <Craig.Tompkins@readingrdi.co m>; Laura Batista <Laura.Batista@readingrdi.com>	Ellen Cotter		Communication with Counsel; Work product	Communication re draft board meeting materials

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

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RD1000060378		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.co m>	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	
RD1000060380	RD1000060382;R DIO000060383	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	
RD1000060382			1/18/2018	Document1.docx					Work product	
RD1000060383			1/18/2018	Document1.docx					Work product	
RD1000060386			1/18/2018	Document1.docx					Work product	
RD1000060387			1/18/2018	Document1.docx					Work product	
RD1000060388	RD1000060390;R DIO000060391	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	
RD1000060390			1/18/2018	Document1.docx					Work product	
RD1000060391			1/18/2018	Document1.docx					Work product	
RD1000060392	RD1000060395;R DIO000060396	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	
RD1000060395			1/4/2018	2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - DRAFT.docx					Work product	
RD1000060396			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	
RD1000060402			12/28/2017	2017 12 29 Agenda BOD Meeting Re Compensation_Final. docx					Communication with Counsel; Work product	

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

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RD1000060450		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	
RD1000060452		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	
RD1000060464		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	
RD1000060475		1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (2).DOC					Work product	
RD1000060476		1/3/2018	421038703_v 1_GTRedline_421037223v1 - 421037223v4.pdf					Communication with Counsel; Work product	
RD1000060477		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	
RD1000060480	RD1000060482; RD1000060483	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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RD1000060497	RD1000060499	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
RD1000060499			1/18/2018	421037223_v 2_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017.DOCX						Work product
RD1000060504	RD1000060506	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
RD1000060506			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (3).DOC						Work product
RD1000060509			1/3/2018	421037223_v 4_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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RD10000060533		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	
RD10000060536		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
RD10000060560		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
RD10000060562		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
RD10000060566		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
RD10000060573		1/2/2018	Document1 [Compatibility Mode].doc					Communication with Counsel; Work product	
RD10000060574	RD10000060576	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
RD10000060576		1/3/2018	Draft December 29, 2017 Board Minutes.doc					Communication with Counsel; Work product	

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RD1000060579			1/3/2018	Draft December 29, 2017 Board Minutes.doc						Communication with Counsel; Work product
RD1000060588			1/2/2018	Document1 [Compatibility Mode].doc						Communication with Counsel; Work product
RD1000060591			1/3/2018	Draft December 29, 2017 Board Minutes.doc						Communication with Counsel; Work product
RD1000060592	RD1000060593		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
RD1000060594	RD1000060595		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
RD1000060596	RD1000060597		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
RD1000060607			12/27/2017	421035975_v 2_2017 12 29 Agenda BOD Meeting Re Compensation (3).DOCX						Communication with Counsel; Work product
RD1000060609	RD1000060612;		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
RD1000060612			12/27/2017	421035975_v 2_2017 12 29 Agenda BOD Meeting Re Compensation (3).DOCX						Communication with Counsel; Work product

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

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

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

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

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RD1000060802		12/27/2017	For Bill Gould to sign [12.27.17 B].msg	For Bill Gould to sign	bonnerm@gtlaw.com; brewerjn@gtlaw.com; ferrariom@gtlaw.com; Craig Tompkins <Craig.Tompkins@readingrdi.com>; hendricksk@gtlaw.com	cowdent@gtlaw.com		Communication with Counsel; Work product	Communication regarding draft letter re Special Board Meeting
RD1000060810		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
RD1000060822		1/3/2018	Minutes. [01.03.18].msg	Minutes.	Craig Tompkins <Craig.Tompkins@readingrdi.com>	bonnerm@gtlaw.com	ferrariom@gtlaw.com; Ellen Cotter <Ellen.Cotter@readingrdi.com>; jacksonc@gtlaw.com	Communication with Counsel; Work product	Communication regarding draft Board Minutes
RD1000060823		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
RD1000060824		12/15/2017	Misc.msg	Misc	Craig Tompkins <Craig.Tompkins@readingrdi.com>	bonnerm@gtlaw.com	Ellen Cotter <Ellen.Cotter@readingrdi.com>; ferrariom@gtlaw.com	Communication with Counsel; Work product	Communication regarding ratification process
RD1000060829		1/4/2018	2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - DRAFT 1.4.18 11.53am.docx					Work product	
RD1000060843		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	
RD1000060846		12/27/2017	Ratification.msg	Ratification	Craig Tompkins <Craig.Tompkins@readingrdi.com>; ferrariom@gtlaw.com	bonnerm@gtlaw.com	Ellen Cotter <Ellen.Cotter@readingrdi.com>; cowdent@gtlaw.com	Communication with Counsel; Work product	

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RD1000060855			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (2).DOC						Work product
RD1000060856			1/3/2018	421038703_v 1_GTRedline_421037 223v1 - 421037223v4.pdf						Communication with Counsel; Work product
RD1000060862			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (2).DOC						Work product
RD1000060863			1/3/2018	421038703_v 1_GTRedline_421037 223v1 - 421037223v4.pdf						Communication with Counsel; Work product
RD1000060872			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	bonnerrm@gtlaw.com	Ellen Cotter <Ellen.Cotter@readingrdi.com>		Communication with Counsel; Work product
RD1000060876			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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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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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 6

(FILED UNDER SEAL)

EXHIBIT 7

From: Shoshana E. Bannett
To: [Mark G. Krum](mailto:Mark.G.Krum); [Ekwan E. Rhow](mailto:Ekwan.E.Rhow)
Cc: [Akke Levin](mailto:Akke.Levin); [Sanford F. Remz](mailto:Sanford.F.Remz); [Noemi A. Kawamoto](mailto:Noemi.A.Kawamoto); [Steve Morris](mailto:Steve.Morris)
Subject: RE: RDI (Gould document production and privilege log)
Date: Tuesday, April 3, 2018 4:35:09 PM

Mark,

We are taking another pass to look for responsive documents and we will produce/log anything additional that we find. We don't believe, however, that there will be anything beyond what has been logged or produced by the other Board members and the Company, so you should have all the information you need to question Mr. Gould at his deposition this week.

Best,
Shoshana

From: Mark G. Krum <mkrum@bizlit.com>
Sent: Tuesday, April 3, 2018 4:55 AM
To: Shoshana E. Bannett <seb@birdmarella.com>; Ekwan E. Rhow <eer@birdmarella.com>
Cc: Akke Levin <AL@morrislawgroup.com>; Sanford F. Remz <sremz@bizlit.com>; Noemi A. Kawamoto <nkawamoto@bizlit.com>; Steve Morris <SM@morrislawgroup.com>
Subject: RE: RDI (Gould document production and privilege log)

Ekwan and Shoshana,

I neglected to observe that the privilege log you provided does not comply with court rules and does not show that, much less why, the documents listed are (claimed) privileged. That you can address immediately, given that only seven documents are listed. The other matters I raised urgently need attention for the reasons noted.

We look forward to your response(s).

Mark

From: Mark G. Krum
Sent: Monday, April 2, 2018 10:54 AM
To: 'Shoshana E. Bannett' <sbannett@birdmarella.com>; Ekwan E. Rhow <erhow@birdmarella.com>
Cc: Akke Levin <AL@morrislawgroup.com>; Sanford F. Remz <sremz@bizlit.com>; Noemi A. Kawamoto <nkawamoto@bizlit.com>; Steve Morris <SM@morrislawgroup.com>
Subject: RDI (Gould document production and privilege log)

Ekwan and Shoshana,

On Good Friday at 4 p.m., shortly before the beginning of Passover, we received Shoshana's email producing a single document (a December 1, email for McEachern asking if there is a call that day) and a privilege log with seven entries on behalf of William

Gould, in response to document requests we propounded in mid-January. Over the intervening two and 1/2 months, you repeatedly assured us that you were working on this and that documents and a privilege log would be produced. We relied on you to comply with the document requests, to which you did not stand on objections. Compliance did not occur, including for the reasons outlined below. We therefore write pursuant to EDCR 2.34 to meet and confer about Mr. Gould's incomplete and inadequate document production and privilege log. I am available to speak all day today (eastern time), am flying from Boston to Los Angeles tomorrow and can be available Wednesday afternoon in Los Angeles following the deposition of Ellen Cotter.

First, as a threshold matter, Mr. Gould's document production is incomplete. As you know, that production consisted of a single email. As you also know, that production did not even include his December 27, 2017 email that supposedly requested on behalf of the five dismissed directors that there the ratification matters be added to the agenda for a December 29th, 2017 board meeting. Nor did he produce any other documents relating to the December 29, 2017 board meeting or the ratification matters supposedly addressed then. Mr Gould's production is indisputably and inexcusably incomplete.

Second, so too is his privilege log.

Based on the entries on the February 22, 2018 privilege log provided by RDI, Gould's privilege log dated March 29, 2018 omits more communications to and from him than it includes. You can review the RDI's privilege log for yourself.

By way of critical example, Gould's privilege log omits communications regarding the his December 27, 2017 email to Ellen Cotter as RDI board chairperson, which was sent by Mr. Gould's assistant, Marcia Wizelman. That email purports to be on behalf of the five dismissed directors and requests that particular ratification matters be put on the agenda for a December 29, 2017 board meeting. See entries numbered 59792 and 59937 on RDI's February's 22, 2018 privilege log.

Likewise, Gould's privilege log includes no entries whatsoever regarding any draft of that December 27, 2017 email, or any communications about it. Independent of RDI's privilege log (such as entries 60777 and 60780), the absence of any such entries is simply not believable.

Gould's privilege log also omits a December 22, 2017 email from GT lawyer Mike Bonner regarding "ratification issues discussed yesterday." See the entries numbered 59829 and 60012 on RDI's privilege log.

Given what transpired here, complete and accurate privilege logs are necessary to enable us to prepare for and conduct these depositions. You may and should understand that, unless and until we receive a complete production and an adequate privilege log from Mr. Gould, we will reserve the right to depose him further. In other words, we are willing to proceed Thursday as previously agreed, but reserve the right to demand that he return for further deposition after his document production and privilege log are complete. This is no idle reservation; we fully expect to proceed in that manner. Also, we reserve the right to seek monetary sanctions to recoup the additional costs necessarily incurred in making an additional trip to Los Angeles for Mr. Gould's deposition.

We look forward to your prompt response.

Mark

Mark G. Krum, Esq.
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F: (617) 723 6905
<http://www.bizlit.com>

YURKO, SALVESEN & REMZ, P.C.

From: Shoshana E. Bennett [<mailto:sbannett@birdmarella.com>]
Sent: Friday, March 30, 2018 3:59 PM
To: Mark G. Krum <mkrum@bizlit.com>; Ekwon E. Rhow <erhow@birdmarella.com>
Cc: Akke Levin <AL@morrislawgroup.com>; Sanford F. Remz <sremz@bizlit.com>; Noemi A. Kawamoto <nkawamoto@bizlit.com>
Subject: RE: RDI

Mark,

Attached is Gould's production and privilege log. What time are you starting the deposition? 9:30?

Thanks,
Shoshana

From: Mark G. Krum <mkrum@bizlit.com>
Sent: Monday, March 26, 2018 11:14 AM
To: Shoshana E. Bennett <seb@birdmarella.com>; Ekwon E. Rhow <eer@birdmarella.com>
Cc: Akke Levin <AL@morrislawgroup.com>; Sanford F. Remz <sremz@bizlit.com>; Noemi A. Kawamoto <nkawamoto@bizlit.com>
Subject: RE: RDI

Ekwon and Shoshana,

Bill Gould's deposition is scheduled for 10 days hence, but you have yet to produce documents and a privilege log. May we expect these items today or tomorrow?

Mark

From: Shoshana E. Bennett [<mailto:sbannett@birdmarella.com>]
Sent: Wednesday, February 21, 2018 10:54 AM

To: Mark G. Krum <mkrum@bizlit.com>; Ekwon E. Rhow <erhow@birdmarella.com>
Cc: Akke Levin <AL@morrislawgroup.com>; Sanford F. Remz <sremz@bizlit.com>; Noemi A. Kawamoto <nkawamoto@bizlit.com>
Subject: RE: RDI

Hi Mark,

Sorry for not responding to your email sooner. We have not been ignoring your requests in the interim. Both Ekwon and I are out of town, but we have been working on the production and tracking down the necessary information to respond to your email. I will get back to you in more depth shortly.

Best,
Shoshana

From: Mark G. Krum [<mailto:mkrum@bizlit.com>]
Sent: Wednesday, February 21, 2018 5:23 AM
To: Ekwon E. Rhow <eer@birdmarella.com>; Shoshana E. Bennett <seb@birdmarella.com>
Cc: Akke Levin <AL@morrislawgroup.com>; Sanford F. Remz <sremz@bizlit.com>; Noemi A. Kawamoto <nkawamoto@bizlit.com>
Subject: RE: RDI

Ekwon and Shoshana,

When I sent the email below regarding Mr. Gould's document request responses, production of documents, supplemental privilege log and deposition, I anticipated a short, prompt response to the effect that we had no disputes about the responses or production, that the production and any supplemental privilege log would be produced shortly and that you would provide me dates for the deposition. Instead, you have provided no response whatsoever. Given that we historically have avoided discovery disputes necessitating motion practice, this is confounding. It also is problematic.

The Court gave us a short period of time in which to complete this discovery, which period is shortened even further due to my pre-existing March vacation plans (which track my 10 year old's Spring break). We need to resolve these matters promptly, failing which I will be required to seek relief from the Court. Would you please be so kind as to respond this week?

Mark

Mark G. Krum, Esq.
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Boston, Massachusetts 02108
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F: (617) 723 6905
<http://www.bizlit.com>

From: Mark G. Krum
Sent: Friday, February 9, 2018 9:28 AM
To: 'Ekwan E. Rhow' <erhow@birdmarella.com>; Shoshana E. Bannett <sbannett@birdmarella.com>
Cc: Akke Levin <AL@morrislawgroup.com>
Subject: RDI

Ekwan and Shoshana,

The purpose of this email is to schedule an EDCR 2.34 conference with respect to the document request responses you provided on behalf of Mr. Gould or to obviate the need for such a conference, as the case may be. I am hopeful that your email response will accomplish the latter but, if we need to speak, let's do so as soon as you can. I am on the east coast this week and next, so we will need plan accordingly.

First, would you please be so kind as to confirm that no responsive documents are being withheld or not logged on a supplemental privilege log based upon the general objections?

Second, with respect to any responsive document previously produced and considered (including considered and discounted or ignored) by Mr. Gould in informing himself with respect to the matters that came to be subjects of purported "ratification(s)" at the December 29, 2017 board meeting, we agree that the documents do not need to be produced again, but will insist that you identify such documents so that we can review them in anticipation of his deposition. The point here is to insure that I can be fully prepared to take and conclude his deposition, for my benefit, his and yours.

Third, generally and particularly with respect to document request numbers 8, 9, 11, 12, 14, please advise whether you will have documents to list on a supplemental privilege log. For example, did Mr. Gould make any notes at the December 29, 2017 board meeting? The point here is to identify and address any privilege issues we can in advance of his deposition, including because much of the advice of counsel reflected in the draft minutes of the December 29, 2017 meeting appears in fact to not entail the provision of legal advice, but instead entail the recitation of (supposed) facts.

Fourth, request number 13 is drafted to exclude from the request documents concerning substantive matters covered at the December 29, 2017 Board meeting other than the matters which were the subject of the purported ratifications. With that by clarification, would you please be so kind as to confirm that you/he will produce and/or log documents responsive to

that request.

Fifth, when do you anticipated making a supplemental production and producing a supplemental privilege log?

Finally, provided that defendants have completed their supplemental document productions sufficiently in advance for us to prepare for these depositions, I would like to proceed with Mr. Gould's deposition in Los Angeles the week of February 26. Presently I am holding February 26-28 and I possibly could clear March 1. Given travel, I would appreciate it if we could proceed on the Tuesday or Wednesday.

Mark

Mark G. Krum, Esq.
YURKO, SALVESEN & REMZ, P.C.
One Washington Mall, 11th Floor
Boston, Massachusetts 02108
T: (617) 723 6900
F: (617) 723 6905
<http://www.bizlit.com>

YURKO, SALVESEN & REMZ, P.C.

EXHIBIT 8

From: [Mark G. Krum](#)
To: [Ekwan E. Rhow](#); [Shoshana E. Bennett](#)
Cc: [Steve Morris](#); [Akke Levin](#); [Sanford F. Remz](#); [Noemi A. Kawamoto](#)
Subject: RE: RDI
Date: Thursday, April 12, 2018 3:03:16 PM

Shoshana,

What you told me off the record at Bill Gould's deposition was that his emails have been lost and that you so far had been unable to retrieve them.

As I look over our correspondence and your heretofore unexplained delay in producing documents and a privilege log, the questions that arise include when the emails were lost, when you learned that, what steps have been taken to recover them, what the results of been and so forth.

Given that Mr. Gould's testimony makes clear that he alone interfaced with Greenberg Traurig lawyers in November and December 2017 to initiate the ratification process, his incomplete production of documents and his incomplete and inadequate privilege log have materially impaired our ability to obtain the discovery to which we are entitled. Mr. Gould's inability at deposition to specify particular communications and dates of them merely reaffirms that conclusion.

Notwithstanding my emails below, we are entitled to receive and insist upon written supplemental responses to our December 12, 2018 subpoena and document requests, which responses also must comply with paragraph 6 of the subpoena. Those supplemental responses should have been supplied previously, well in advance of his deposition, and now need to be supplied this week.

We are through asking for what we should have received long ago. We will either resolve this consensually in the next day or two or will have no choice but to take these matters up with the court.

Mark

Take that into a smartphone.
Get [Outlook for Android](#)

From: Shoshana E. Bennett <sbannett@birdmarella.com>
Sent: Wednesday, April 11, 2018 6:58:46 PM
To: Mark G. Krum; Ekwan E. Rhow
Cc: Steve Morris; Akke Levin; Sanford F. Remz; Noemi A. Kawamoto
Subject: RE: RDI

Hi Mark,

The answer hasn't changed from what I said during Bill's deposition, but we are in the process of following up for additional information, which we hope to be in a position to provide to you shortly.

Best,
Shoshana

From: Mark G. Krum <mkrum@bizlit.com>
Sent: Wednesday, April 11, 2018 12:07 PM
To: Ekwan E. Rhow <eer@birdmarella.com>; Shoshana E. Bannett <seb@birdmarella.com>
Cc: Steve Morris <SM@morrislawgroup.com>; Akke Levin <AL@morrislawgroup.com>; Sanford F. Remz <sremz@bizlit.com>; Noemi A. Kawamoto <nkawamoto@bizlit.com>
Subject: RE: RDI

Ekwan and Shoshana,

May we have the courtesy of a response?

To be clear, what we requested in the email below is the starting point. We likely will need to confer with ESI consultants and circle back with you. Any further delay in the process will leave us no choice but to take up the matter with the court.

Mark

Mark G. Krum, Esq.
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YURKO, SALVESEN & REMZ, P.C.

From: Mark G. Krum
Sent: Monday, April 9, 2018 5:10 PM
To: erhow@birdmarella.com; Shoshana E. Bannett <sbannett@birdmarella.com>
Cc: Steve Morris <SM@morrislawgroup.com>; Akke Levin <AL@morrislawgroup.com>; Sanford F. Remz <sremz@bizlit.com>; Noemi A. Kawamoto <nkawamoto@bizlit.com>
Subject: RDI

Shoshana,

Are you going to send me an email or some other written explanation of the situation with Bill Gould's documents? At a minimum, he will need to explain what happened, how it happened, what steps have been taken to recover ESI that was lost and what the results

have been. Let's please move his forward promptly.

Mark

Dictated to a smartphone.
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EXHIBIT 9

In The Matter Of:

James Cotter -v- Margaret Cotter, et al.

Volume 3, William Gould

April 5, 2018

ROUGH DRAFT

Lori Byrd, Court Reporter

RPR, CRR, CLR, CA-CSR 13023, KS-CCR 1681, OK-CSR 1981

Realtime Systems Administrator

E-mail Lori@ByrdReporting.com

Cell 202-422-8810

Original File 040518-(LitService)-Gould-Vol.3-ROUGH-DRAFT.txt

Min-U-Script® with Word Index

Page 1

1 UNCERTIFIED ROUGH DRAFT ONLY

2 -----

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4 ANY PLEADINGS OR FOR ANY OTHER PURPOSE, AND

5 MAY NOT BE FILED WITH ANY COURT.

6

7 USE AT DEPOSITION WITH REALTIME HOOKUP,

8 OR ORDER OF THIS ROUGH DRAFT,

9 CONSTITUTES A FINISHED TRANSCRIPT SALE,

10 AND FOR COURT PROCEEDINGS, CHARGED AS

11 AGREED BY COURT REPORTER AND COUNSEL.

12

13 This transcript draft is uncertified and may

14 contain untranslated stenographic symbols, an

15 occasional reporter's note, a misspelled proper

16 name, and/or nonsensical word combinations. All

17 such entries will be corrected on the final

18 certified transcript.

19

20 Due to the need to correct entries prior to

21 certification, you agree to use this realtime draft

22 only for the purpose of augmenting counsel's notes

23 and not to use or cite it in any court proceeding.

24

25 Please keep in mind that the final certified

 transcript's page and line numbers will not match

 the rough draft, due to the addition of title pages,

 indices, appearances of counsel, paragraphing and

 other changes.

 COURT REPORTER:

 Lori Byrd

 RPR, CRR, CLR, CA-CSR 13023,

 KS-CCR 1681, OK-CSR 1981, RSA

 E-MAIL Lori@ByrdReporting.com

 CELL 202-422-8810

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 Litigation Services

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 calendar@litigationservices.com

Page 2

1 DISTRICT COURT

2 CLARK COUNTY, NEVADA

3 JAMES J. COTTER, JR.,)

4 individually and)

5 derivatively on behalf of)

6 Reading International,)

7 Inc.,)

8 vs.)

9 Plaintiff,)

10 Case No.

11 A-15-719860-B

12 MARGARET COTTER, et al.,)

13 Defendants,)

14 and)

15 Coordinated With:

16 Case No.

17 P-14-082942-E

18 READING INTERNATIONAL,)

19 INC., a Nevada)

20 Corporation,)

21 Nominal Defendant.)

22 Volume 3

23 Pages 496 to

24

25 VIDEOTAPED DEPOSITION OF

 WILLIAM GOULD

 Thursday, April 5, 2018

 9:32 A.M. TO 11:34 A.M.

 Century City, California

 Litigation Services Job 461424

Page 3

1 DISTRICT COURT

2 CLARK COUNTY, NEVADA

3 JAMES J. COTTER, JR.,)

4 individually and)

5 derivatively on behalf of)

6 Reading International,)

7 Inc.,)

8 vs.)

9 Plaintiff,)

10 Case No.

11 A-15-719860-B

12 MARGARET COTTER, et al.,)

13 Defendants,)

14 and)

15 Coordinated With:

16 Case No.

17 P-14-082942-E

18 READING INTERNATIONAL,)

19 INC., a Nevada)

20 Corporation,)

21 Nominal Defendant.)

22

23 Videotaped Deposition of

24

25 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 4

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2

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11

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21

22 For the Defendants Margaret Cotter, Ellen Cotter,

23 Douglas McEachern, Guy Adams and Edward Kane:

24 QUINN EMANUEL URQUHART & SULLIVAN, LLP

25 BY: NOAH HELPERN, ESQUIRE

 Phone

 E-mail

Page 5

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7 Phone 702-792-3773

8 E-mail hendricksk@gtlaw.com

9

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11

12 Legal Videographer

13 Litigation Services

14 Phone 800-330-1112

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Page 6

1 INDEX OF EXAMINATIONS

2

3 WITNESS: WILLIAM GOULD

4 VOLUME 3

5

6 CONTINUING EXAMINATION PAGE

7 By Mr. Krum #

8

9 -----

10

11 INSTRUCTION BY COUNSEL NOT TO ANSWER

12 None

13

14 -----

15

16 RECORD MARKED PER REQUEST OF COUNSEL

17 None

18

19 -----

20 STIPULATIONS

21 Page

22

23 -----

24

25

Page 7

1 INDEX OF WILLIAM GOULD DEPOSITION EXHIBITS

2 MARKED IN THIS DEPOSITION, VOLUME 3

3

DESCRIPTION	MARKED
4 Exhibit 530 E-mail headed From: Doug McEachern, To: William Gould, Date: 12/01/2017, Text: "Is there a call today?" (WG_0000506, 1 page total)	
7 Exhibit 531 Gould's Privilege Log dated 03/29/2018, James J. Cotter, Jr. -v- Margaret Cotter, et al., Nevada District Court Case A-15-719860-B (1 page)	
11 Exhibit 532 (DESIGNATED CONFIDENTIAL) E-mail headed From: Laura Batista, To: Guy Adams and others, Date: 12/29/2017, Subject: Materials for Board of Directors Meeting - 1 12/29/2017, with attachments (RDI0063811 - 63917, 108 pages total)	
18 ORIGINAL EXHIBITS ATTACHED	
19 TO ORIGINAL TRANSCRIPTS	
21 EXHIBIT COPIES ATTACHED	
22 TO ELECTRONIC TRANSCRIPT IN PDF FORMAT	
23	
24	
25	

Page 8

1 PREVIOUSLY MARKED DEPOSITION EXHIBITS

2 REFERRED TO IN THIS DEPOSITION

3

DESCRIPTION	MARKED
4 Exhibit 284 E-mail series headed From: elkane@san.rr.com, To: Guy Adams and others, Date: 04/19/2015, Subject: JJC Options (EK00001673, 1 page total)	
7 Exhibit 526 (DESIGNATED CONFIDENTIAL) Reading International, Inc. Minutes of the Board of Directors Meeting, December 29, 2017 (RDI0063804 - 63809)	
11 Exhibit 528 Cover letter 02/22/2018, From: Kara Hendricks, To: All Counsel of Record, Attachment: Reading International's Privilege Log (Responses to JJC Jr.'s RFPs dated 01/12/2018) (Letter 1 page, Attachment 37 pages - 38 pages total)	
16 PREVIOUSLY MARKED EXHIBITS ATTACHED	
17 TO ORIGINAL TRANSCRIPTS	
19 EXHIBIT COPIES ATTACHED	
20 TO ELECTRONIC TRANSCRIPT IN PDF FORMAT	
21	
22	
23	
24	
25	

Page 9

1 Thursday, April 5, 2018
 2 9:32 A.M.
 3 LOS ANGELES, CALIFORNIA
 4
 5 THE VIDEO OPERATOR: And good morning.
 6 This is the beginning of media one in the deposition
 7 of William Gould in the matter of Cotter, Jr.,
 8 versus Cotter, et al., held at 1901 Avenue of the
 9 Stars, suite 1600, Century City, California.
 10 On April 5th, 2018, at 9:32 A.M.
 11 The court reporter is Lori Byrd 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 record. Would
 16 all present identify themselves beginning with the
 17 witness.
 18 THE WITNESS: My name is William Gould and
 19 I am the witness.
 20 MS. BANNETT: Shoshana Bennett representing
 21 the witness.
 22 MR. HELPERN: Noah Helpem with Quinn
 23 Emanuel for defendants Ellen Cotter, Margaret Cotter
 24 and Guy Adams.
 25 MR. KRUM: Mark Krum on behalf of the

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1 plaintiff.
 2 MS. HENDRICKS: And appearing telephone
 3 click Kara Hendricks appearing on behalf of Reading
 4 International, Inc.
 5 THE VIDEO OPERATOR: And will the court
 6 reporter please swear in the witness.
 7 -----
 8 WILLIAM GOULD
 9 called as a witness in this case,
 10 having been first duly sworn
 11 upon his oath,
 12 testified as follows:
 13 CONTINUING EXAMINATION
 14 BY MR. KRUM:
 15 Q. Good morning, Mr. Gould.
 16 A. Good morning.
 17 Q. What, if anything, did you do to prepare
 18 for your deposition today?
 19 A. Basically I did three things. I went and
 20 met with my lawyer for about 30, four minutes
 21 yesterday.
 22 I pulled together some -- I made sure that
 23 the response to your discovery requests was accurate
 24 and up-to-date.
 25 And I reviewed the minutes of the

Page 11

1 December 29th meeting of the Board of Directors.
 2 Q. And when you say your lawyer, is that
 3 Ms. Bennett?
 4 A. Yes, it is.
 5 Q. Did you have any conversations with anyone
 6 other than her in anticipation of your deposition
 7 today? With respect to the deposition or the
 8 possible subjects to be covered?
 9 A. The only -- I had no conversation, but I
 10 was in a meeting where I did hear one of the other
 11 persons who had been deposed commenting on the
 12 deposition.
 13 But it was not a conversation.
 14 Q. So you understand that the focus of the
 15 deposition today is going to be matters relating to
 16 the ratifications that occurred at the December 29,
 17 2017 board meeting?
 18 A. Yes.
 19 Q. Okay. So let's try to develop some
 20 terminology that will work for both of us, and
 21 perhaps expedite the process.
 22 First of all, as you may recall, I'm going
 23 to refer to Reading, international, Inc. as RDI.
 24 A. Yes.
 25 Q. If I remember to "ratifications," that will

Page 12

1 be a shorthand for the purported ratifications of
 2 December 29 relating to two subjects: One being the
 3 June 2015 vote to terminate Jim Cotter, Jr. as
 4 president and CEO; and the second being the
 5 September 15, 2015 decision by the Compensation
 6 Committee insofar as that was, quote, ratified.
 7 Does that work for you to use the term
 8 "ratification"?
 9 A. Yes, it does.
 10 Q. I may also ask you about the concept of
 11 ratification generally. And in that case,
 12 Mr. Gould, I'm talking about whatever you think the
 13 word means independent of these particular events of
 14 December 29.
 15 Do you understand that?
 16 A. Yes.
 17 Q. So let me start with that.
 18 A. Okay.
 19 Q. What is your understanding of the word
 20 "ratification" as used in the context it was used at
 21 Reading international, RDI, in December of 2017,
 22 including the December 29 board meeting?
 23 MS. BANNETT: Objection to the extent that
 24 the question calls for potential attorney-client
 25 information.

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1 MS. HENDRICKS: Join.
 2 MR. HELPERN: Join.
 3 A. Ordinarily, to put that in context, a
 4 ratification in a corporate context means that the
 5 Board of Directors of a company approves, after the
 6 fact, an action that had been taken earlier, or
 7 re-approved that action.
 8 In the case of the March -- the December 29
 9 ratification, what that was intended to do is have
 10 the independent board members of Reading officially
 11 re-approve action that had been taken earlier.
 12 So what it really did was said, even though
 13 we think the action taken earlier was effective,
 14 this is suspenders in a belt. We're now going to go
 15 back and ratify whatever action had been taken.
 16 So that's really the essence of it.
 17 BY MR. KRUM:
 18 Q. So you refer to "independent board
 19 members."
 20 What do you mean by independent board
 21 members?
 22 A. What I really mean, really mean non-Cotter
 23 board members. So I would exclude the three family
 24 members, Jim, Margaret and Ellen.
 25 And I think for the purposes of the

Page 14

1 ratification, we excluded Guy Adams because he had
 2 not been dismissed by the Nevada court and was
 3 still -- and the Nevada court's still evaluating
 4 whether he is independent.
 5 So to be safe, we just took the people who
 6 clearly had evidence that they were independent.
 7 Q. And the evidence you're referencing is the
 8 Court's summary judgment in their favor?
 9 A. Yes.
 10 Q. Did you or anybody else on the RDI Board
 11 take any steps to make an independent assessment of
 12 the independence of those five people?
 13 A. Well, this assessment has been going on,
 14 actually, since the litigation started. And so
 15 there was no -- at the December 29th meeting there
 16 was no individual review of each person to make sure
 17 they were still independent. But this had been an
 18 ongoing process.
 19 Q. So when did you first have a communication
 20 with someone else with respect to the subject of
 21 ratification at RDI with respect to any prior
 22 conduct or decisions, including but not limited to
 23 the two that were the subject of the December 29
 24 ratifications?
 25 A. I believe that the first contact I had was

Page 15

1 either in mid-November, or late November of 2017.
 2 Q. With whom?
 3 A. Counsel.
 4 Q. Who?
 5 A. Mike Bonner and Mike Ferrario of Greenberg
 6 Traurig.
 7 Q. Was this contact in person or telephonic?
 8 A. This was a telephonic contact.
 9 Q. And it was just the two or three of you,
 10 Bonner and Ferrario?
 11 A. Yes, I was the chairman of the special
 12 committee and they were discussing it with me in my
 13 capacity as the chairperson of that committee.
 14 Q. Okay. I'm not going to ask you who said
 15 what.
 16 A. Okay.
 17 Q. Let me ask you about all the logistics.
 18 Was this call a scheduled call?
 19 A. I don't recall.
 20 Q. Do you recall who placed or initiated the
 21 call?
 22 A. No.
 23 Q. Okay. When the subject of ratification was
 24 raised by Bonner or Ferrario or both of them as the
 25 case may be on this call, was that literally the

Page 16

1 first time you had heard the concept, or notion?
 2 MS. BANNETT: Assume --
 3 MR. KRUM: In the context of RDI business.
 4 MS. BANNETT: Assumes facts not in
 5 evidence.
 6 A. In the context of RDI business I believe it
 7 is. I was vaguely aware that Nevada law had a
 8 provision that was kind of unique, but I had never
 9 operated under it before, so I wasn't intimately
 10 familiar with it.
 11 BY MR. KRUM:
 12 Q. What was the next -- strike that.
 13 Do you have any understanding, exclusive of
 14 something you acquired from talking to Bonner and/or
 15 Ferrario, about how or why the notion or concept of
 16 ratification was raised in mid to late November of
 17 2017?
 18 A. No. It came solely from Bonner and
 19 Ferrario.
 20 Q. What was your next communication with
 21 respect to the notion or concept of ratification at
 22 RDI?
 23 A. My next communication was to notify the
 24 members of the committee, which was Judy Codding --
 25 Judy Codding and Doug McEachern, that I had had this

Page 25

1 MR. KRUM: I'm going to proceed as I see
 2 fit, Kara. And whether the committee is -- which
 3 apparently was the genesis of the ratification
 4 activities, genesis within the corporate structure,
 5 obviously, Greenberg Traurig was the genesis of it.
 6 If the committee is proceeding based on the advice
 7 of someone that, in my view, is conflicted, I'm
 8 entitled to test that.
 9 (SIMULTANEOUS SPEAKING)
 10 MS. HENDRICKS: I don't need to hear your
 11 opinions of the case. Let's move on with the
 12 deposition.
 13 MR. KRUM: Well, then quit lecturing me and
 14 wasting my time.
 15 BY MR. KRUM:
 16 Q. So on a related -- or unrelated, perhaps --
 17 but are you aware that Quinn Emmanuel has appeared
 18 in the California trust estate action on behalf of
 19 Ellen and Margaret Cotter?
 20 A. Yes, I am.
 21 MR. HELPERN: I'm just going to join in
 22 Ms. Hendricks' objection to the scope of this
 23 deposition.
 24 MR. KRUM: Well, that's a foundational
 25 question.

Page 26

1 MS. HENDRICKS: No, it's not. Let's get to
 2 the issues, Mark.
 3 MR. KRUM: You know, you're as badly
 4 behaved today as your partner. So I tell you what.
 5 You can keep yammering at me and we'll adjourn the
 6 deposition and I'll get an order, okay?
 7 If you don't like my questions, then you
 8 can ask Ms. Bannett if she'll suspend the
 9 deposition.
 10 Otherwise make an appropriate objection,
 11 which doesn't need to be a speech based on law you
 12 don't know, so that we can proceed.
 13 We're now wasting the witness's time,
 14 something I work hard not to do.
 15 MS. HENDRICKS: Your comments are
 16 unnecessary, Mark, you're the one making the
 17 speaking objections. Let's move forward.
 18 MR. KRUM: Okay. So now that we've got the
 19 last word from GT, that adds nothing as usual, I
 20 will move forward.
 21 BY MR. KRUM:
 22 Q. What was the next communication, or event
 23 with respect to ratification after this early
 24 December call with McEachern and Codding and
 25 Mr. Bonner?

Page 27

1 A. They were follow-up calls with Mr. Bonner
 2 and Mr. Ferrario as to the specifics of the
 3 ratification --
 4 MS. BANNETT: Don't talk about what the
 5 conversations were.
 6 THE WITNESS: No.
 7 MS. BANNETT: That wasn't the question.
 8 BY MR. KRUM:
 9 Q. When was the first time, Mr. Gould, you had
 10 any communications about ratification, either a
 11 concept or notion generally, or the particular
 12 ratifications that were raised at the December 29
 13 meeting, with anyone other than the committee
 14 members, meaning McEachern and Codding and the GT
 15 lawyer, whether it be Mr. Bonner or Mr. Ferrario or
 16 someone else.
 17 A. I think the first time was when I called
 18 Ellen Cotter to tell her that we were going to be
 19 putting this on the agenda.
 20 Q. When was that?
 21 A. Sometime, I'd say, mid December, late --
 22 close to Christmas.
 23 Q. Well, that was my next question.
 24 Was it before or after Christmas?
 25 A. I don't remember.

Page 28

1 Q. Who was on that call?
 2 A. I believe it was just Ellen and myself,
 3 although Craig Tompkins may have also been on the
 4 call. But I know I had called Ellen but quite often
 5 Craig is there with her. Some conversations he's
 6 there, sometimes he's not.
 7 Q. How long did that call last?
 8 A. My recollection, it was a relatively short
 9 call and she seemed to be aware of what I was
 10 calling about.
 11 Q. So excluding anything that Mr. Tompkins
 12 said, if he was on the call, you don't recall that
 13 he was?
 14 A. No, I don't remember.
 15 Q. Okay. So excluding anything that either
 16 you or Ellen Cotter said that was repeating any
 17 legal advice, what did you say and what did she say
 18 as best you can recall?
 19 A. I told her that I would be sending her a
 20 notice requesting a meeting, special meeting, or
 21 that this be put on the agenda, the meeting.
 22 And she said she would take care of it
 23 if -- when she received it.
 24 Q. How much explanation, if any, did you give
 25 her, what the notice was going to concern?

Page 33

1 MS. BANNETT: Correct.
 2 MR. KRUM: Although I think it's responsive
 3 to the request, let me help you out.
 4 BY MR. KRUM:
 5 Q. Have you received the minutes, or draft
 6 minutes of that meeting? Presumably yes. It's now
 7 April.
 8 A. Yes.
 9 Q. Have they been approved?
 10 A. Yes, I believe they have.
 11 Q. Okay.
 12 A. I believe they have, yes.
 13 Q. Okay?
 14 MR. KRUM: So anyway I'll reiterate my
 15 request for those minutes.
 16 BY MR. KRUM:
 17 Q. So to clarify, Mr. Gould, did the Special
 18 Committee formally take some action with respect to
 19 ratification?
 20 A. Yes.
 21 Q. And what was that?
 22 A. It requested that the company include the
 23 subject on the agenda for its next meeting, and call
 24 for a special meeting if there was not a regular
 25 meeting being scheduled.

Page 34

1 Q. What was the next communication or action
 2 you personally had or did with respect to
 3 ratification after that Special Committee meeting?
 4 A. Then we had the December 29th board
 5 meeting. And I gave a report at that meeting about
 6 the ratification and why it was being requested.
 7 Q. What did you say about why it was being
 8 requested, excluding anything that you understand to
 9 be privileged?
 10 A. I indicated that we had been advised by our
 11 counsel, Greenberg Traurig, that it would be
 12 advantageous -- I shouldn't even be getting into
 13 that.
 14 MS. BANNETT: Yeah --
 15 THE WITNESS: I should stop. We were
 16 advised that this was something the corporation
 17 should consider doing.
 18 BY MR. KRUM:
 19 Q. Okay. Well, I knew that already. One can
 20 infer that from the sequence you described, one's
 21 not listening.
 22 So let me show you a document that's been
 23 marked previously, Mr. Gould. (Perusing documents)
 24 Okay. Not yesterday.
 25 (Perusing documents) Okay.

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1 MR. KRUM: Mr. Gould I hand you what was
 2 previously marked as Exhibit 527.
 3 (PREVIOUSLY MARKED DEPOSITION
 4 EXHIBIT 527 FIRST REFERRAL)
 5 Q. Take such time as you need to review it and
 6 let me know when you've done so.
 7 A. (Perusing document) I've read it.
 8 Q. Do you recognize Exhibit 527?
 9 A. I do.
 10 Q. What do you recognize it to be?
 11 A. This is the request for the call on the
 12 special board meeting to consider the ratification
 13 of these actions.
 14 Q. Is this what you were referencing earlier,
 15 Mr. Gould, when you referenced the word "notice"?
 16 A. Yes.
 17 Q. And Ms. Wizelman is your assistant?
 18 A. Yes, she is.
 19 Q. She sent this in your direction?
 20 A. Yes, she did.
 21 Q. She sent it shortly before 8:00 P.M. on
 22 December 27th?
 23 A. Yes.
 24 Q. Did you draft this?
 25 A. No.

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1 Q. Who did?
 2 A. Mr. Bonner. And Mr. Ferrario.
 3 Q. Did you see any drafts of it?
 4 A. I don't recall.
 5 Q. Did you make any changes to it?
 6 A. No.
 7 Q. And when you say that Mr. Bonner and
 8 Ferrario drafted it, did you discuss with them the
 9 drafting of it by which I'm asking for a yes or no
 10 question.
 11 A. Yes.
 12 Q. And they said to you in words or
 13 substance -- one or both of them said in words or
 14 substance: I'll draft it and send it to you?
 15 A. Yes.
 16 Q. And did you provide them -- I'm asking
 17 nothing other than a yes or no question, Mr. Gould.
 18 Did you provide them any input about what
 19 you thought it should say?
 20 A. No --
 21 MS. BANNETT: Objection.
 22 MR. HELPERN: I think that's crossing the
 23 line of attorney-client privilege.
 24 MS. HENDRICKS: I would as well join.
 25 THE WITNESS: I'm not going to comment on

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1 Q. Do you recall the substance of the call
2 with Wrotniak?
3 A. Well, my recollection is it was Wrotniak
4 would call me from time to time, because he's not a
5 lawyer, one of the very few people on the Board
6 who's not a lawyer, and he sometimes gets mystified
7 by lawyers' devices and will call me to get a
8 Reading on it.
9 So that's why it's kind of in keeping with
10 our relationship. He calls if he has questions
11 about some legal things that are going on.
12 But I don't remember the specific
13 conversation.
14 Q. Did you have any communications with Ed
15 Kane about ratification prior to the December 29,
16 2017 board meeting?
17 A. I can't recall.
18 Q. Other than what you've already told me, did
19 you have any communications with anyone else, or any
20 additional communications with any other board
21 members, that in any respect concerned either the
22 concept or notion of ratification generally, or the
23 particular matters that were the subject of
24 ratification on December 29, 2017 board meeting,
25 prior to that board meeting?

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1 A. I don't recall anything I specifically said
2 to anybody else on those things, or the people you
3 mentioned.
4 But I think on the day of the Board
5 meeting, during the early parts of the Board
6 meeting, there were conversations going on about
7 this. But they were very fleeting. They were
8 not -- we were sitting in a room and Jim junior was
9 either on the phone or there, so the conversations
10 were obviously not totally candid.
11 Q. When you say they obviously were not
12 totally candid, that's because Jim was there?
13 A. Well, because it was an adversarial lawsuit
14 so we weren't like we were all on the 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 Codding 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 make it clear that she

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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 incurred. So she and I never had a
4 conversation about the details of what went on in
5 that period back if 2015.
6 Q. When she said -- when you said she made it
7 clear, was these comments that she made at the
8 December 29 bore 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 was
13 clear from her -- the extent of her comments at that
14 meeting that she was very well aware of what had
15 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

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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 interests 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, if you'll
25 sort of like I could be called John Cary because I

EXHIBIT 10

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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**

02686-00002/9809475.1

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.
- 27
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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.

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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
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VERIFICATION

I, Margaret Cotter, declare that I am Defendant in this action. I have read the foregoing Objections and Responses to Plaintiff James J. Cotter, Jr.'s January 12, 2018 Interrogatories, know the contents thereof and am authorized to make this verification. I am informed and believe that the substantive answers provided are true and correct and, based upon that, declare that the contents of the Objections and Responses to Plaintiff James J. Cotter, Jr.'s January 12, 2018 Interrogatories are true and correct.

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

Dated: February 14, 2018


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 11

1 DISTRICT COURT
CLARK COUNTY, NEVADA

2 -----X

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

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-against-

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

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PLAINTIFF,
Case No:
A-15-719860-B
DEPT. NO. XI

Consolidated with

Case No:
P-14-082942-E
DEPT. NO. XI

DEFENDANTS.

-----X

DATE: March 6, 2018

TIME: 9:17 A.M.

VIDEOTAPED DEPOSITION of the Non-Party

Witness, MICHAEL WROTONIAK, taken by the Plaintiff,
pursuant to a Notice and to the Federal Rules of Civil
Procedure, held at the offices of Lowey, Dannenberg,
Bemporad & Selinger, PC, 44 South Broadway, White
Plains, New York 10601, before Suzanne Pastor, RPR, a
Notary Public of the State of New York.

JOB NO.: 455310

<p style="text-align: right;">Page 2</p> <p>1 A P P E A R A N C E S :</p> <p>2</p> <p>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</p> <p>8 QUINN EMANUEL URQUHART & SULLIVAN, LLP Attorneys for the Defendants and the Witness 9 MARGARET COTTER, ELLEN COTTER, DOUGLAS McEACHERN, GUY ADAMS and EDWARD KANE 865 South Figueroa Street 10 Los Angeles, California 90017 BY: MARSHALL M. SEARCY, III, ESQ. 11 213.443.3000 marshallsearcy@quinnemanuel.com</p> <p>12</p> <p>13</p> <p>14</p> <p>15 ALSO PRESENT:</p> <p>16 CONNOR EICHENBERG, Videographer</p> <p>17</p> <p>18</p> <p>19 * * *</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p> <p style="text-align: center;">2</p>	<p style="text-align: right;">Page 4</p> <p>1 THE VIDEOGRAPHER: This is tape 1. We are 2 now on the record at 9:17 a.m., Tuesday, March 6th, 3 2018.</p> <p>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.</p> <p>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.</p> <p>13 Would counsel please introduce themselves and 14 state whom they represent.</p> <p>15 MR. KRUM: Mark Krum on behalf of plaintiff.</p> <p>16 MR. SEARCY: Marshall Searcy for the witness, 17 for Ed Kane, Doug McEachern, Judy Coddling as well as 18 Ellen Cotter, Margaret Cotter and Guy Adams.</p> <p>19 THE VIDEOGRAPHER: Will the court reporter 20 please swear in the witness.</p> <p>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:</p> <p>25 EXAMINATION BY</p> <p style="text-align: center;">4</p>
<p style="text-align: right;">Page 3</p> <p>1 F E D E R A L S T I P U L A T I O N S</p> <p>2</p> <p>3</p> <p>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.</p> <p>15</p> <p>16 IT IS FURTHER STIPULATED AND AGREED that all 17 objections except as to form, are reserved to the time 18 of trial.</p> <p>19</p> <p>20 * * * *</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p> <p style="text-align: center;">3</p>	<p style="text-align: right;">Page 5</p> <p>1 MR. KRUM:</p> <p>2 Q. Please state your name for the record.</p> <p>3 A. Michael Wrotniak.</p> <p>4 Q. Good morning, Mr. Wrotniak.</p> <p>5 A. Good morning.</p> <p>6 Q. Would you spell your last name for us, 7 please.</p> <p>8 A. W-R-O-T-N-I-A-K.</p> <p>9 Q. Thank you.</p> <p>10 Have you ever been deposed before?</p> <p>11 A. Yes.</p> <p>12 Q. On how many occasions?</p> <p>13 A. Once.</p> <p>14 Q. When was that?</p> <p>15 A. 2002, 2003, sometime in that time frame.</p> <p>16 Q. Were you a party to a legal proceeding?</p> <p>17 A. Company I worked for had a shipping 18 problem, and the company was.</p> <p>19 Q. What did you do to prepare for your 20 deposition today?</p> <p>21 A. I read the documents that my counsel 22 provided to me and I met with my counsel yesterday.</p> <p>23 Q. That's Mr. Searcy?</p> <p>24 A. Yes.</p> <p>25 Q. For how long?</p> <p style="text-align: center;">5</p>

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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,
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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?
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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.
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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 Coddling.
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.
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<p style="text-align: right;">Page 42</p> <p>1 Q. How long did it last? 2 A. I don't specifically recall. 3 Q. Who initiated the call? 4 A. Greenberg Traurig. 5 Q. I'm not asking you to tell me about who 6 said what. I'm just asking about the subject matter, or 7 the substance in the most general way. 8 During that call, one or both of Mr. Ferrario 9 and Mr. Bonner explained to you and Ms. Coddling the 10 ratification matters? 11 MR. SEARCY: I'm going to object to that. 12 Maybe there's a way that you can come at it a little 13 more generally. 14 MS. HENDRICKS: I'm going to join in that 15 objection. I have a concern about attorney-client 16 privilege here. So if you can ask it a different way, 17 Mark. 18 Q. Well, what was the subject matter of the 19 call? 20 MR. SEARCY: He's asking you at a very 21 general level. I'll let you answer it at a very general 22 level about the subject matter. But I don't want you to 23 get into any specifics. 24 A. The general matter was the agenda and 25 protection for Reading.</p> <p style="text-align: center;">42</p>	<p style="text-align: right;">Page 44</p> <p>1 you received the board package, Exhibit 525? 2 A. I don't recall. 3 Q. How long did that call last? 4 A. Specifically, I don't recall. 5 Q. Well, can you give it a range? Was it 6 five to ten minutes, three to five hours, something 7 else? 8 A. Less than an hour. 9 Q. Where were you when you took that call? 10 A. In Florida. 11 Q. When were you in Florida? 12 A. I go there frequently. 13 Q. When were you there in the time frame of 14 this telephone call? 15 A. I flew on the 26th from New York to 16 Florida. 17 Q. So the 26th was a Tuesday, obviously the 18 day after Christmas for a lot of people. And the 29th, 19 the day of the telephonic board meeting, was a Friday. 20 So it was sometime in that time frame that you had this 21 call with Mr. Ferrario and Mr. Bonner and Ms. Coddling? 22 A. Yes. Must have been. 23 Q. Other than reviewing the board package, 24 Exhibit 525, what, if anything, did you do to prepare 25 for the telephonic board meeting of December 29, 2017?</p> <p style="text-align: center;">44</p>
<p style="text-align: right;">Page 43</p> <p>1 Q. Prior to this telephone call that you and 2 Ms. Coddling had with Mr. Ferrario and Mr. Bonner, had 3 you had any communications with anyone about the same 4 subject or subjects? 5 MR. SEARCY: Objection; vague. 6 A. Can you clarify? 7 Q. Well, the reason I phrased it as "same 8 subject or subjects" is so that I didn't characterize 9 your testimony. But I guess no good deed goes 10 unpunished, so let me attempt to quote it. 11 MR. SEARCY: I think the term he used was the 12 agenda and protection of the company. 13 Q. Okay, so prior to the call with 14 Mr. Ferrario and Mr. Bonner, had you had any 15 communications with anyone else about the same subject 16 or subjects, the agenda and protection of the company, 17 or however you'd characterize it? 18 A. No. 19 Q. Did you have any communications with 20 Ellen Cotter about those subjects or any other subjects 21 in anticipation of or preparation for the December 29, 22 2017 board meeting? 23 A. I don't recall. 24 Q. At the time of the call that you and 25 Ms. Coddling had with Mr. Ferrario and Mr. Bonner, had</p> <p style="text-align: center;">43</p>	<p style="text-align: right;">Page 45</p> <p>1 A. I thought a lot. 2 Q. About what? 3 A. The contents of the board package. 4 Q. How much time did you spend reviewing 5 Exhibit 525? 6 A. I don't recall. 7 Q. When did you review it? 8 A. We had a compensation committee meeting 9 prior to the board meeting, the day before. And I had 10 to prepare for that. And much of what was contained in 11 here was in that, and I was ready for that meeting. 12 Q. So what had happened is the compensation 13 committee approved certain matters on the 28th, and 14 those same matters were submitted to the full board on 15 the 29th, right? 16 A. Yes. 17 Q. So setting aside the compensation 18 committee matters, meaning the subjects that you 19 prepared for and discussed at the compensation committee 20 meeting on the 28th and again at the telephonic board 21 meeting on the 29th, how much time did you spend looking 22 at Exhibit 525, meaning with respect to the ratification 23 matters? 24 A. I don't recall. 25 Q. Let's go to page production in the lower</p> <p style="text-align: center;">45</p>

1 Pursuant to N.R.C.P. 16, 26, 34, 37, 45, and EDCR 2.34, plaintiff
2 James J. Cotter ("Plaintiff") hereby moves the Court for relief against
3 Greenberg Traurig ("GT"), the remaining individual defendants, former
4 defendants William Gould, Judy Codding, and Doug McEachern, and
5 nominal defendant Reading International, Inc. ("RDI") based on the
6 apparent intentional failure of RDI, Codding, McEachern, and Gould to
7 either produce or list on a privilege log an obviously and indisputably
8 discoverable document concerning the very purported ratifications upon
9 which they previously based a motion for summary judgment: The minutes
10 of a December 21, 2017 meeting of a so-called Special Independent
11 Committee of the RDI Board of Directors, about which each of the
12 committee members (McEachern, Codding, and Gould) testified and
13 admitted that the subject of ratification was addressed at that meeting.
14 Although those minutes were directly responsive to Plaintiff's January 12,
15 2018 discovery requests and subpoenas, those minutes were not produced
16 by RDI's counsel of record until April 12, 2018, and then only in redacted
17 form that discloses literally nothing other than that a meeting of the
18 referenced committee occurred and redacts, among other things, the subject
19 matter(s) of the meeting and any decisions that were made at the meeting.

20 In particular and without limitation, Plaintiff respectfully
21 requests that the Court:

- 22 (1) Schedule an evidentiary hearing to determine whether the
23 failure to produce and/or list the December 21, 2017 Special Independent
24 Committee meeting minutes on a privilege log any time prior to the belated
25 production of the document (redacted of all substance and subject matter)
26 on April 12, 2018 was intentional. If that proves to be the case, Plaintiff asks
27 that the Court preclude defendants, RDI, the former director defendants and
28 any person or entity acting at the behest or direction of any of them from

1 introducing or using any evidence of any purported ratification, and from
2 seeking dismissal of this action based on any purported ratification,
3 including in particular the purported ratifications of December 29, 2017,
4 whether by motion (including a renewed summary judgment motion)
5 and/or at trial.

6 (2) In the alternative, Order Coddling, McEachern, Gould, and
7 RDI to produce all documents, including emails, agenda, meeting minutes
8 and handwritten notes, which mention, concern or in any way relate to any
9 meeting of the so-called Special Independent Committee of the RDI Board of
10 Directors, the members of which are Gould, Coddling and McEachern, at
11 which anything concerning or relating to ratification was referenced,
12 discussed and/or formally acted upon, including an unredacted version of
13 minutes from a December 21, 2017 telephonic meeting of the referenced
14 Committee;

15 (3) Conduct an *in camera* inspection of an unredacted version of
16 the December 21, 2017 Special Independent Committee meeting minutes to
17 determine whether it should be (i) produced in unredacted form, (ii)
18 produced in a partially redacted form different than the wholly redacted
19 form in which it was produced or, (iii) if neither, properly logged on the
20 privilege log(s) of those who possess it; and

21 (4) Order Gould, Coddling and McEachern to appear for further
22 deposition, should Plaintiff choose to depose them further after these
23 matters are resolved, and order that the travel and lodging costs incurred by
24 counsel for Plaintiff to further depose any one or all of Gould, Coddling and
25 McEachern with respect to these matters be awarded against the
26 respondents to this motion.

27 Plaintiff further moves the court, under EDCR 2.26, for an order
28 shortening the time for hearing this motion.

MORRIS LAW GROUP

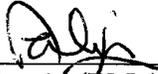
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This Motion is based upon the pleadings and papers on file, the declaration of Mark G. Krum, the exhibits attached hereto, the following memorandum of points and authorities, and any oral argument.

DATED this 23rd day of April, 2018

Morris Law Group

By: 
Steve Morris (BN 1543)
Akke Levin (BN 9102)
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James J. Cotter, Jr.

MORRIS LAW GROUP

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ORDER SHORTENING TIME

1
2 It appearing to the satisfaction of the Court and good cause
3 appearing therefor, IT IS HEREBY ORDERED, that the hearing on James J.
4 Cotter, Jr.'s Motion to For Omnibus Relief shall be heard before the above-
5 entitled Court in Department XI, before Judge Elizabeth Gonzalez on the 30
6 day of April, 2018, at 8:30 a.m./p.m., or as soon thereafter as
7 counsel may be heard, at the Regional Justice Center, 200 Lewis Avenue, Las
8 Vegas, Nevada 89101.

9 DATED this 23rd day of April, 2018

10
11 
12 _____
13 DISTRICT COURT JUDGE

14 Respectfully submitted:

15 Morris Law Group

16 By:  _____

17 Steve Morris (BN 1543)
18 Akke Levin (BN 9102)
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Attorneys for Plaintiff
James J. Cotter, Jr.

1 **DECLARATION OF MARK G. KRUM IN SUPPORT OF ORDER**
2 **SHORTENING TIME ON JAMES J. COTTER, JR.'S MOTION FOR**
 OMNIBUS RELIEF

3 I, Mark G. Krum, Esq., being duly sworn, deposes and says that:

4 1. I am an attorney with the firm Yurko, Salvesen & Remz, P.C.,
5 attorneys for James J. Cotter, Jr., plaintiff in the above-captioned action
6 ("Plaintiff").

7 2. I make this declaration based upon personal knowledge, except
8 where stated to be upon information and belief, and as to that information, I
9 believe it to be true. If called upon to testify as to the contents of this
10 Declaration, I am legally competent to testify to the contents of this
11 Declaration in a court of law.

12 **Reason for Order Shortening Time**

13 3. This motion is brought because William Gould, Judy Coddling
14 and Doug McEachern, members of the Reading International, Inc. ("RDI")
15 board of directors (the "Board") and the so-called "Special Independent
16 Committee" of that Board, failed to timely produce at least one critical
17 document responsive to the January 12, 2018 subpoenas and document
18 requests served on them through counsel, namely, minutes from a
19 December 21, 2017 meeting of the referenced committee. Those minutes
20 were produced for the first time on April 12, 2018 by counsel of record for
21 RDI. This Motion also is directed at RDI because its counsel of record,
22 Greenberg Traurig ("GT"), also purports to act as counsel to the so-called
23 Special Independent Committee and, as such, failed to timely produce
24 and/or log the December 21, 2017 meeting minutes.

25 4. The Motion also is brought because, as produced on April 12,
26 2018 after the depositions of each of Coddling, McEachern and Gould, the
27 December 21, 2017 meeting minutes are redacted of all substance and all
28 reference even to the subject(s) of the meeting, presumably on the basis of

1 unidentified claims of privilege. Counsel for Plaintiff respectfully submits
2 that it is unlikely that minutes of a meeting of a board committee do not
3 even identify the subject(s) discussed and/or whether any decision was
4 reached or formal action authorized by the committee with respect to the
5 unidentified subject(s). That is particularly so in view of the fact that, on
6 April 5, 2018, Gould testified at his deposition that the committee formally
7 took action regarding ratification at the December 21, 2017 meeting.

8 5. Additionally, each of Gould, Coddling, McEachern and RDI
9 failed to list the December 21, 2017 meeting minutes as withheld based on
10 claims of privilege on any privilege log. After those minutes were belatedly
11 produced on April 12, 2017, Plaintiff's counsel asked that the obviously
12 improperly redacted document be properly identified on the privilege log,
13 but that has not occurred.

14 6. Finally, counsel of record for RDI and counsel for the referenced
15 directors have failed to explain their failure to timely produce or log the
16 December 21, 2017 minutes, to explain why they were not produced or
17 logged after they were specifically requested, or to explain why the
18 substance and subject matter of the belatedly produced redacted version of
19 those minutes is redacted completely. GT lawyers (Bonner and Ferrario)
20 attended the December 21, 2017 committee meeting and it is highly unlikely
21 that the lawyers representing the remaining defendants and Coddling and
22 McEachern did not know of the meeting, independent of Coddling's
23 testimony that two of those lawyers (Messrs. Tayback and Searcy) also
24 advised the Litigation Committee. (See Ex. 8, Coddling 2/28/18 dep. tr. at
25 207:6-208:24.)

26 7. Additionally, there was deposition testimony that the Litigation
27 Committee considered ratification prior to December 2017, but no
28 documents pre-dating December 2017 were produced or listed on a

1 privilege log. McEachern testified that the subject of ratification was first
2 raised "sometime" in the late Fall of 2017, but that the subject was tabled.
3 (See Ex. 7, McEachern 2/28/18 dep.tr. at 548:21-549:13.) Gould testified that
4 the first communication he recalled regarding ratification was telephonically
5 in mid or late November 2017 with GT attorneys Bonner and Ferrario;
6 Gould clarified that that communication was in his capacity as the
7 chairperson of the Litigation Committee. (See Ex. 6, Gould 4/5/18 dep. tr. at
8 14:19-15:13.)

9 8. The forgoing testimony suggests that additional documents
10 relating to ratification and predating December 2017 should exist. However,
11 none have been produced and none have been listed on a privilege log.
12 Counsel for RDI has represented that there are no other Litigation
13 Committee meeting minutes referencing or concerning ratification. Counsel
14 for the remaining individual defendants and the dismissed directors other
15 than Gould has stated that no documents concerning ratification and
16 predating December 2017 have been located. (See Exs, 10, 11, email chains)

17 9. We find it incredible that there is not even one document to
18 produce or log, in view of the deposition testimony of McEachern and
19 Gould that the Litigation Committee members discussed ratification with
20 GT lawyers prior to December 2017. Even if ratification had not been an
21 agenda item and was merely discussed and tabled, it should have been
22 identified as a matter discussed in the minutes of the Litigation Committee
23 meeting(s) at which it was discussed. Additionally, even if the minutes
24 failed to do so, Litigation Committee members and/or their counsel (GT)
25 should be able to identify the meeting(s) in question and produce the emails
26 scheduling the meeting(s) (which is what we understand Mr. Gould did in
27 producing the single email he produced, in which Mr. McEachern asks only
28 if there is a call scheduled for the date of the email).

1 10. Plaintiff respectfully submits that this Motion should be heard
2 on an order shortening time because unless and until Plaintiff obtains the
3 documents and information responding parties are obligated to provide but
4 have not provided, Plaintiff will not be able to complete the discovery he
5 needs and to which he is entitled with respect to the purported "ratification"
6 by Gould, Coddling McEachern and two other former director defendants of
7 certain prior actionable conduct. For such reasons, Plaintiff respectfully
8 submits that the Motion should be heard on an order shortening time rather
9 than in the ordinary course.

10 11. This Declaration is made in good faith and not for the purpose of
11 delay.

12 **Discovery Disputes and EDCR 2.34 Conference**

13 12. On January 12, 2018 Plaintiff served requests for the production
14 of documents on RDI, and a subpoena *duces tecum* commanding the
15 production of documents, service of which was accepted by counsel, on
16 Judy Coddling, William Gould, and Douglas McEachern. (Exs. 1, 2, 3, and 4.)

17 13. On February 15, 2018, RDI served written objections and
18 responses and produced documents in response to Plaintiff's document
19 requests, along with a privilege log. After I conferred with RDI's counsel
20 regarding the inadequacy of the privilege log, counsel for RDI produced a
21 superseding privilege log on February 22, 2018. The document production
22 did not include the December 21, 2017 meeting minutes and the privilege
23 log contain any reference to those meeting minutes.

24 14. On January 29, 2018, written objections and responses to the
25 document requests contained in the subpoena *duces tecum* were served on
26 behalf of Ms. Coddling and Mr. McEachern. I conferred with counsel for Ms.
27 Coddling and Mr. McEachern by telephone on February 8, 2018 regarding
28 the disputed document requests and objections to the document requests,

1 and we ultimately came to an agreement on February 14, 2018 as to what
2 documents the Dismissed Directors were to produce. Ms. Coddling and Mr.
3 McEachern produced documents on February 19, 2019. Their production did
4 not include the December 21, 2017 meeting minutes, nor were those minutes
5 logged in any privilege log.

6 15. On January 25, 2018 written objections and responses to the
7 document requests contained in the subpoena *duces tecum* were served on
8 behalf of Mr. Gould. Mr. Gould did not produce documents until March 30,
9 2018, at which time he produced a single email, and a privilege log
10 containing only six entries. His production did not include the December 21,
11 2017 meeting minutes, nor was the document referenced in his privilege log.

12 16. In the course of deposing Ms. Coddling, I learned for the first
13 time that a meeting of a so-called Special Independent Committee (*i.e.*, the
14 "Litigation Committee"), comprised of Ms. Coddling, Mr. McEachern, and
15 Mr. Gould, had taken place in December 2017 ("a couple days" prior to the
16 December 29 Board meeting, according to Ms. Coddling's deposition
17 testimony). Mr. McEachern's February 28, 2018 deposition testimony was so
18 equivocal that it was not clear whether there had been a (telephonic)
19 meeting of the referenced committee or of the full RDI board. (*See Ex. 7,*
20 *McEachern 2/28/18 dep.tr. at 510:6-511:17.*) Ms. Coddling's testimony later
21 the same day was clear enough that a committee meeting had occurred that
22 I then requested of Messrs. Ferrario and Tayback that the meeting minutes
23 be produced. (*Ex. 8, Coddling 2/28 dep. tr. at 210:12-15.*) I reiterated the
24 specific request for those meeting minutes at the end of the deposition of
25 Michael Wrotniak on March 6, 2018. Mr. Searcy was present in person and
26 Ms. Hendricks telephonically; Mr. Searcy responded that he believed Mr.
27 Ferrario was handling the request and that he (Searcy) would follow up
28 with Mr. Ferrario on it. (*See Ex. 9, Wrotniak dep. tr. at 93:16-94:2.*) In view of

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the fact that Mr. Gould was chair of that committee, I anticipated that his production would include those meeting minutes, which expectation proved erroneous when Gould effectively produced nothing on March 30, 2018.

17. It was not until April 12, 2018 that Greenberg Traurig ("GT"), counsel for RDI, produced heavily redacted minutes from the December 21, 2017 meeting, even though those minutes were responsive to multiple of the January 12, 2018 document requests propounded on RDI, Ms. Codding, and Mr. McEachern. (Ex. 5). Even then, the production occurred only because I reiterated (on April 5 at Gould's deposition and again by email dated April 9) our specific request for the meeting minutes, having learned for the first time at the April 5, 2017 Gould deposition that the Litigation Committee had taken formal action at that meeting regarding ratification. (Ex. 10, Hendricks email chain).

Executed this 23rd day of April, 2018



Mark G. Krum, Esq.

MEMORANDUM OF POINTS AND AUTHORITIES

I. INTRODUCTION

Notwithstanding the fact that on January 12, 2018, Plaintiff propounded document requests regarding ratification to RDI, each of the remaining director defendants, and each of the now dismissed directors, and notwithstanding the fact that all except former defendant and RDI director William Gould purported to have produced or logged as privileged all responsive documents by February 22, 2018, it was not until April 12, 2018 that an obviously and indisputably important, responsive document relating to the purported ratifications was produced. That document is minutes of a December 21, 2017 meeting of the so-called Special Independent Committee (*i.e.*, the "Litigation Committee") of RDI's board. The members of that Committee are former defendants and current RDI directors Gould, McEachern and Coddling, who were three of the five "ratifying" directors. According to Gould's April 5, 2018 deposition testimony, quoted and cited below, the Litigation Committee took formal action in furtherance of the purported ratifications at that December 21, 2017 meeting. These minutes are directly relevant to the purported ratification that took place on December 29, including to whether the decision to "ratify" the prior decisions was made in good faith or a mere litigation tactic, as Gould acknowledged in his deposition testimony.

Moreover, when the December 21, 2017 Litigation Committee meeting minutes were belatedly produced on April 12, 2018, they were produced in a wholly redacted form—literally everything of substance was redacted. Plaintiff respectfully submits that that is unusual, if not unbelievable, particularly in view of Gould's April 5, 2018 testimony that the committee took formal action at this meeting. After receipt of that wholly redacted minutes, counsel for Plaintiff asked that the redactions be corrected

1 and/or that the minutes be properly identified on a privilege log. Neither
2 has happened.

3 No explanation has been proffered for the failure to timely
4 produce or log the December 21, 2017 Litigation Committee meeting
5 minutes. Committee members have identified GT as counsel who advised
6 the Committee (although Ms. Coddling also identified Quinn attorneys
7 Tayback and Searcy), and the redacted minutes of the December 21, 2017
8 Litigation Committee meeting show that it was attended by GT attorneys
9 Michael Bonner and Mark Ferrario. Counsel for Plaintiff understands that
10 GT lawyers prepared the December 21, 2017 Litigation Committee meeting
11 minutes. Additionally, the record is clear from the testimony of the
12 committee members and the privilege log produced by GT (whether for RDI
13 or the Litigation Committee), that GT lawyers conceived the "ratification"
14 scheme and participated in every step in furtherance of it. It likewise
15 appears that counsel for Ms. Coddling and Mr. McEachern was aware of the
16 meeting and of the minutes. Mr. Gould, as chair of the Litigation Committee
17 according to his April 5, 2018 deposition testimony, played a unique role in
18 interfacing with GT attorneys and, as an attorney himself, surely understood
19 the importance of producing and/or logging the minutes of the December
20 21, 2017 Litigation Committee meeting. These facts and others suggest that it
21 is highly unlikely that the failure to timely produce and/or log the
22 December 21, 2017 Litigation Committee meeting minutes was
23 unintentional. The absence of any explanation of why those minutes were
24 not timely logged and/or produced likewise weighs against the possibility
25 that it was an oversight.

26 Additionally, there was deposition testimony that the Litigation
27 Committee considered ratification prior to December 2017, but no
28 documents pre-dating December 2017 were produced or listed on a

1 privilege log. McEachern testified that the subject of ratification was first
2 raised "sometime" in the late Fall of 2017, but that the subject was tabled.
3 Gould testified that the first communication he recalled regarding
4 ratification was telephonically in mid or late November 2017 with GT
5 attorneys Bonner and Ferrario. The forgoing testimony suggests that
6 additional documents relating to ratification and predating December 2017
7 should exist. However, none have been produced and none have been listed
8 on a privilege log.

9 In view of the foregoing, and for the reasons described herein,
10 Plaintiff respectfully requests an order: (1) setting an evidentiary hearing
11 and such evidentiary sanctions that are warranted; (2) compelling further
12 production of documents; (3) for an *in camera* inspection of the December 21
13 minutes; and, as necessary, (4) compelling further deposition testimony
14 from Gould, Coddling, and McEachern.

15 II. STATEMENT OF FACTS AND PROCEDURAL HISTORY

16 As the Court will recall, defendants filed untimely motions for
17 summary judgment the first week of January, long after discovery had
18 concluded and days before trial was scheduled to commence.

19 One of those motions reasserted demand futility and the other
20 motion was based upon purported "ratifications" at a December 29, 2017
21 board meeting of certain prior actionable conduct that indisputably had not
22 been approved by a majority of disinterested and independent directors.
23 The Court denied both untimely motions without prejudice. After the trial
24 was continued, the Court ruled that Plaintiff was entitled to discovery with
25 respect to the matters raised by the motions. The Court further ruled that
26 defendants, if they wished to renew those motions after Plaintiff had
27 completed the discovery to which he was entitled, should file motions for
28

1 permission to do so, attaching to those motions drafts of the proposed,
2 renewed motions.

3 On January 12, 2018 Plaintiff served requests for the production
4 of documents on RDI, and a subpoena *duces tecum* commanding the
5 production of documents, service of which was accepted by counsel, on
6 Judy Coddling, William Gould, and Douglas McEachern. (Exs. 1, 2, 3, and 4.)

7 On February 15, 2018, RDI served written objections and
8 responses and produced documents in response to Plaintiff's document
9 requests, along with a privilege log. After Plaintiff's counsel conferred with
10 RDI's counsel regarding the inadequacy of the privilege log, counsel for RDI
11 produced a superseding privilege log on February 22, 2018. The document
12 production did not include nor did the privilege log contain any reference to
13 the December 21, 2017 meeting minutes. (Krum Declaration, ¶13)

14 On January 29, 2018 written objections and responses to the
15 document requests contained in the subpoena *duces tecum* were served on
16 behalf of Ms. Coddling and Mr. McEachern. Counsel for Plaintiff and counsel
17 for the Dismissed Directors conferred by telephone on February 8, 2018
18 regarding the disputed document requests and objections to the document
19 requests, and ultimately came to an agreement on February 14, 2018 as to
20 what documents the Dismissed Directors were to produce. Ms. Coddling and
21 Mr. McEachern produced documents on February 19, 2019. Their
22 production did not include the December 21, 2017 meeting minutes, nor
23 were those minutes logged in any privilege log. (Krum Declaration, ¶14)

24 On January 25, 2018 written objections and responses to the
25 document requests contained in the subpoena *duces tecum* were served on
26 behalf of Mr. Gould. Mr. Gould did not produce documents until March 30,
27 2018, at which time he produced a single email, and a privilege log
28 containing only six entries. His production did not include the December 21,

1 2017 meeting minutes, nor was the document referenced in his privilege log.
2 (Krum Declaration, ¶15).

3 In the course of deposing Ms. Coddling, Plaintiff's counsel
4 learned for the first time that a meeting of a so-called Special Independent
5 Committee (i.e., the "Litigation Committee"), comprised of Ms. Coddling, Mr.
6 McEachern and Mr. Gould, had taken place (on or about December 27, 2017,
7 according to Coddling), and requested then and thereafter that the minutes
8 from that meeting be produced. (Krum Declaration, ¶16)

9 It was not until April 12, 2018 that Greenberg Traurig ("GT"),
10 counsel for RDI, produced heavily redacted minutes from the December 21,
11 2017 meeting, even though those minutes were responsive to multiple of the
12 January 12, 2018 document requests propounded on RDI, Ms. Coddling, and
13 Mr. McEachern. (Ex. 5)

14 Defendants never raised a question about whether the December
15 21, 2017 Litigation Committee meeting minutes should have been produced
16 or listed on a privilege log. Nor, after having been admonished by the Court
17 to provide a Rule 16.1 supplement with such documents, did defendants do
18 so. In this regard, at the January 8, 2017 hearing at which the Court denied
19 the summary judgment motion based on the purported December 29, 2017
20 ratifications, the Court stated as follows:

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

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

27

28

1 THE COURT: you told me about it before it was going to
2 happen, so I would have thought that you will file the
3 supplement before you did it.

4 (See Ex. 12, 1/8/18 hearing tr. at 31:5-13.)
5

6 **III. ARGUMENT**

7 **A. Responding Parties Withheld and Failed to Log An Extremely**
8 **Important Document, Warranting an Evidentiary Hearing and**
9 **Sanctions.**

10 Rule 45(e) allows a party to seek an order to show cause why a
11 third-party should not be held in contempt for failure to abide by a
12 subpoena. Courts may sanction third parties served with a subpoena for a
13 "willful disregard" of the procedures of Rule 45. *Humana Inc. v. Eighth*
14 *Judicial Dist. Court*, 110 Nev. 121, 123, 867 P.2d 1147, 1149 (1994)(involving
15 monetary sanction of \$500.00). As the facts described above and the
16 argument below demonstrate, it is clear that former director defendants
17 Coddington, McEachern and Gould, as well as RDI, willfully disregarded their
18 obligations to produce and/or log December 21, 2017 Litigation Committee
19 meeting minutes.

20 Consistent with what the Court ordered in view of the
21 previously filed summary judgment motion based upon the purported
22 ratifications by Gould, McEachern, Coddington and two other directors on
23 December 29, 2017, Plaintiff sought discovery regarding what each of those
24 five directors did with respect to the purported ratifications, including when
25 they decided, how they decided and so forth, including whether what they
26 did and/or learned was part of a "litigation strategy" (Gould's words) to
27 produce a preordained result. (See Ex. 6, Gould 4/5/18 dep. tr at 46:15-18
28 ("ratification might be a litigation strategy"). Knowing the exact chronology
of events therefore was important if not critical to the ability to examine

1 those five directors at deposition. That was particularly so because the
2 documents produced in response to Plaintiff's January 12, 2018 document
3 requests effectively were only (i) a December 27, 2017 email from Gould on
4 behalf of the five requesting that the ratification matters be placed on the
5 agenda at a December 29, 2017 board meeting or that a special meeting be
6 scheduled, (ii) the board package for the December 29, 2017 meeting
7 delivered electronically at approximately 5:30 p.m. on December 27 and (iii)
8 draft minutes of the December 29, 2017 board meeting. Counsel for Plaintiff
9 therefore was required to scrutinize the only privilege log produced, by
10 counsel of record for RDI, to identify what appeared to be very little prior
11 activity. That privilege log did not include any entries for minutes of a
12 December 21, 2017 Litigation Committee meeting.

13 After each of the three members of the Litigation Committee had
14 been deposed by Plaintiff, including Gould on April 5, 2018, counsel of
15 record for nominal defendant RDI on April 12, 2018 belatedly produced
16 minutes of a December 21, 2017 meeting of the so-called Special
17 Independent Committee (*i.e.*, the "Litigation Committee"). That document
18 was responsive to multiple document requests Plaintiff had propounded to
19 RDI and to each of the Litigation Committee members Gould, McEachern,
20 and Codding on January 12, 2018. For example, Plaintiff asked RDI and
21 Codding and McEachern for "[a]ll documents relating to the decision to call
22 the [December 29] Meeting to ratify the prior decisions." (Ex. 1, RFP No. 6 to
23 RDI; Ex. 2 Codding Subpoena, No. 10; Ex. 4, McEachern Subpoena, No. 10).
24 Plaintiff also asked Codding for "[a]ll documents relating to any advice
25 requested or given by counsel *prior* to the [December 29] Meeting." (Ex. 2,
26 No. 9) (emphasis added). Indeed, the December 21, 2017 minutes are
27 responsive to most of the particularized document requests, including for
28 example request numbers 1-4, 7, 9-12, and 14-19 to each of Codding,

1 McEachern and Gould. (Ex. 3, Nos. 5,6, 8-12, 14-19.) The same is true for
2 particularized requests for documents propounded to RDI, including in
3 particular request numbers 1-10, 13, 16 and 17. (*See* Ex. 1.) Notwithstanding
4 the foregoing, and notwithstanding their obligations under Rule 16.1, none
5 of Coddling, McEachern, Gould or RDI produced the December 21, 2017
6 Litigation Committee meeting minutes or logged it as privileged prior to
7 April 12, 2018. Counsel for Plaintiff therefore had no knowledge of the
8 December 21, 2017 meeting prior to the depositions of the committee
9 members.

10 The deposition testimony of two of the three committee
11 members regarding the December 21, 2017 meeting and to the minutes of it
12 was less than clear, whether by design or oversight. McEachern at his
13 deposition the claimed uncertainty as to whether the telephonic meeting
14 with Mr. Bonner and/or Mr. Ferrario "was an entire board meeting or ... a
15 meeting of the special committee of myself, Bill Gould and Judy Coddling. I
16 suspect it was the three of us." (*See* Ex. 7, McEachern 2/28/18 dep.tr. at
17 510:6-511:17.) McEachern also claimed to be uncertain about the status of
18 minutes from that meeting, testifying that he believed there were drafts, but
19 was "not sure if the committee's approved them or not. I know they have
20 not been presented to the board." (*Id.*, McEachern 2/28/18 dep.tr. at 545:1-
21 11.) Coddling testified that the Litigation Committee meeting occurred "[j]ust
22 a couple of days" before the December 29, 2017 board meeting and that there
23 are meeting minutes "that have not been approved... with our attorney,"
24 whom she identified as Messrs. Bonner and Ferrario of GT and Messrs.
25 Tayback and Searcy of the Quinn firm. (*See* Ex. 8, Coddling 2/28/18 dep. tr.
26 at 207:6-208:24.)

27 Litigation Committee chair Gould was decidedly more definitive
28 about what the Litigation Committee did and concluded on December 21,

1 2018, as well as about the status of its minutes. Gould testified that the
2 Litigation Committee "formally [took] action," which was to "request[] that
3 the Company include the subject [of ratification] on the agenda for its next
4 meeting, and call for a special meeting if there was not a regular meeting
5 being scheduled." (See Ex. 6, Gould 4/5/18 dep. tr. at 33:17-25.) As to
6 minutes of the December 21, 2017 Litigation Committee meeting, Gould
7 testified that the minutes had been prepared and that he believed that they
8 had been approved by the committee. (*Id.*, Gould 4/5/18 dep. tr. at 33:5-12.)

9 Because the December 21, 2017 Litigation Committee meetings
10 minutes were neither logged nor produced, Plaintiff prior to taking
11 depositions did not even know that the meeting had occurred, much less
12 when it had occurred and that it concerned ratification. In fact, counsel for
13 Plaintiff did not know until the April 5, 2018 deposition of Gould that the
14 Litigation Committee had formally considered, much less formally acted in
15 furtherance of, ratification. Until April 12, 2018, the date on which the
16 (wholly redacted) minutes were produced, Plaintiff had understood that this
17 Litigation Committee meeting occurred on or about December 27, 2017,
18 because Coddling's deposition testimony placed it on or about December 27
19 and that comported with entries about other communications on the
20 privilege log produced by counsel for RDI. As described above, the three
21 members of the Litigation Committee were unable to remember exactly
22 when the meeting occurred and provided differing testimony about what
23 transpired at it, insofar as they were not instructed not to answer questions
24 about the meeting. Without the benefit of possessing the meeting minutes,
25 and without an entry on a privilege log identifying the meeting, counsel for
26 Plaintiff at those depositions was unable to conduct the examination he
27 otherwise would have conducted, including with respect to matters that will
28 be at issue in a renewed ratification summary judgment motion.

1 Simply put, the ability of Plaintiff to obtain the discovery to
2 which he is entitled, and which he needs, to respond to a renewed summary
3 judgment based on the purported ratifications, or to respond to such a
4 defense raised at trial, has been materially impaired by the failure of RDI
5 and the Litigation Committee meeting members, acting through the same
6 lawyers who represent the remaining defendants, to produce or log the
7 December 21, 2017 minutes in a timely manner. For that reason, Plaintiff
8 requests an evidentiary hearing and such other relief, including evidentiary
9 sanctions, as the Court deems just and proper under the circumstances.

10 **B. The December 21, 2017 Minutes Belatedly Produced on April**
11 **12, 2018 Were Improperly Redacted.**

12 When the December 21, 2017 Litigation Committee meeting
13 minutes were produced belatedly on April 12, 2018, the minutes were
14 produced in an entirely redacted state; nothing other than the meeting being
15 called and adjourned is reflected in the version produced. *See* Ex. 5. Such
16 redactions imply that the minutes reflect no discussions, deliberations or
17 decisions by the members of the Litigation Committee, but instead consist
18 solely of attorney advice, presumably regarding ratification. However, the
19 April 5, 2018 deposition testimony of Gould, discussed below, was that the
20 litigation committee "formally [took] action" on December 21, 2018. If so,
21 that information has been improperly redacted. *See Wardleigh v. Second*
22 *Judicial Dist. Ct.*, 111 Nev. 345, 352, 891 P.2d 1180, 1184 (1995) (holding that
23 facts are not privileged "even if such facts were related to the corporate
24 attorney as part of the employee's communication with counsel").

25 For such reasons, Plaintiff asks that RDI produce to the Court an
26 unredacted version of the December 21, 2017 litigation committee meeting
27 minutes for an *in camera* inspection and determination whether it should be
28 produced in its entirety, produced with redactions different from those

1 made or, if neither, order that it be properly logged and sufficiently
2 described on a privilege log, as Nev. R. Civ. P. 26(b)(5) requires.

3 **C. Plaintiff Is Entitled To SPECIFIC Formal Assurances That No**
4 **Other Responsive Documents That Should Have Been**
5 **Produced And/Or Logged Have Been Withheld.**

6 Additionally, there was deposition testimony that the Litigation
7 Committee considered ratification prior to December 2017, but no
8 documents pre-dating December 2017 were produced or listed on a
9 privilege log. McEachern testified that the subject of ratification was first
10 raised "sometime" in the late Fall of 2017, but that the subject was tabled.
11 (See Ex. 7, McEachern 2/28/18 dep.tr. at 548:21-549:13.) Gould testified that
12 the first communication he recalled regarding ratification was telephonically
13 in mid or late November 2017 with GT attorneys Bonner and Ferrario;
14 Gould clarified that that communication was in his capacity as the
15 chairperson of the Litigation Committee. (See Ex. 6, Gould 4/5/18 dep. tr. at
16 14:19-15:13.)

17 The forgoing testimony suggests that additional documents
18 relating to ratification and predating December 2017 should exist. However,
19 none have been produced, whether by RDI, Gould, Coddling and/or
20 McEachern, and neither Gould's (otherwise incomplete) privilege log nor
21 RDI's privilege log lists a single document pre-dating December 2017.
22 (Coddling and McEachern provided no privilege logs.)

23 Counsel for RDI has represented that there are no other
24 Litigation Committee meeting minutes referencing or concerning
25 ratification. Counsel for the remaining individual defendants and the
26 dismissed directors other than Gould has stated that no documents
27 concerning ratification and predating December 2017 have been located.

28 Plaintiff finds it incredible that there is not even one document to
produce or log, in view of the deposition testimony of McEachern and

1 Gould that the Litigation Committee members discussed ratification with
2 GT lawyers prior to December 2017. Even if ratification had not been an
3 agenda item and was merely discussed and tabled, it should have been
4 identified as a matter discussed in the minutes of the Litigation Committee
5 meeting(s) at which it was discussed. Additionally, even if the minutes
6 failed to do so, Litigation Committee members and/or their counsel (GT)
7 should be able to identify the meeting(s) in question and produce the emails
8 scheduling the meeting(s) (which is what Gould did in producing the single
9 email he produced).

10 In view of the foregoing, Plaintiff requests that the Court order
11 RDI, Coddling, Gould, and McEachern to confirm, under oath, that no other
12 documents exist, or, in the alternative, that the Court include as part of the
13 evidentiary hearing sought by this motion the issue of whether documents
14 concerning ratification predating December 2017 exist, including in
15 particular emails, minutes, notes or other documents relating to Litigation
16 Committee meetings in the Fall of 2017, in view of the fact that when
17 ratification first was discussed as an issue that could be outcome-
18 determinative with respect to a motion by the remaining defendants for
19 leave to refile their ratification summary judgment motion.

20 **D. An Order Compelling Production of All Responsive**
21 **Documents is Warranted.**

22 Pursuant to Nev. R. Civ. P. 37(a) and 45(c)(2)(B), the responding
23 parties should be ordered to produce any and all documents, including
24 emails, agenda, meeting minutes and handwritten notes which mention,
25 concern or in any way relate to any meeting of the so-called Special
26 Independent Committee of the RDI Board of Directors, the members of
27 which are Gould, Coddling and McEachern, at which anything concerning or
28 relating to ratification was referenced, discussed and/or formally acted
upon. As explained above, such documents are responsive to several of

1 Plaintiff's document requests, which defendants do not dispute. Only with
2 the benefit of such an order can Plaintiff be assured that other responsive
3 documents that should have been produced and/or logged were not simply
4 withheld.

5 **IV. CONCLUSION**

6 For the foregoing reasons, Plaintiff respectfully requests that the
7 Court:

8 (1) Schedule an evidentiary hearing to determine whether the
9 failure to produce and/or list the December 21, 2017 Special Independent
10 Committee meeting minutes on a privilege log any time prior to the belated
11 production of the document (redacted of all substance and subject matter)
12 on April 12, 2018 was intentional. If that proves to be the case, Plaintiff asks
13 that the Court preclude defendants, RDI, the former director defendants and
14 any person or entity acting at the behest or direction of any of them from
15 introducing or using any evidence of any purported ratification, and from
16 seeking dismissal of this action based on any purported ratification,
17 including in particular the purported ratifications of December 29, 2017,
18 whether by motion (including a renewed summary judgment motion)
19 and/or at trial.

20 (2) In the alternative, Order Coddington, McEachern, Gould, and
21 RDI to produce all documents, including emails, agenda, meeting minutes
22 and handwritten notes, which mention, concern or in any way relate to any
23 meeting of the so-called Special Independent Committee of the RDI Board of
24 Directors, the members of which are Gould, Coddington and McEachern, at
25 which anything concerning or relating to ratification was referenced,
26 discussed and/or formally acted upon, including an unredacted version of
27 minutes from a December 21, 2017 telephonic meeting of the referenced
28 Committee;

1 (3) Conduct an *in camera* inspection of an unredacted version of
2 the December 21, 2017 Special Independent Committee meeting minutes to
3 determine whether it should be (i) produced in unredacted form, (ii)
4 produced in a partially redacted form different than the wholly redacted
5 form in which it was produced or, (iii) if neither, properly logged on the
6 privilege log(s) of those who possess it;

7 (4) Order Gould, Coddling and McEachern to appear for further
8 deposition, should Plaintiff choose to depose them further after these
9 matters are resolved, and order that the travel and lodging costs incurred by
10 counsel for Plaintiff to further depose any one or all of Gould, Coddling and
11 McEachern with respect to these matters be awarded against the
12 respondents to this motion: and

13 (5) Provide Plaintiff such additional relief as the Court
14 determines warranted under the circumstances.

15
16
17
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CERTIFICATE OF SERVICE

Pursuant to Nev. R. Civ. P. 5(b)(2)(D) and E.D.C.R. 8.05, I certify that I am an employee of MORRIS LAW GROUP and that on the date below, I cause the following document(s) to be served via the Court's Odyssey E-Filing System: **PLAINTIFF JAMES J. COTTER JR.'S MOTION FOR OMNIBUS RELIEF AND APPLICATION FOR ORDER SHORTENING TIME AND ORDER SHORTENING TIME**, 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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Attorneys for Nominal Defendant
Reading International, Inc.

DATED this 23rd day of April, 2018.

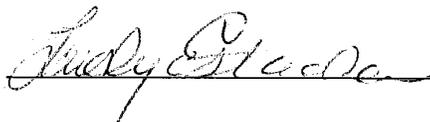
By: 

EXHIBIT 1

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

1 **REQT**
2 **MORRIS LAW GROUP**
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6 Las Vegas, Nevada 89101
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14 Boston, MA 02108
15 Telephone: (617) 723-6900
16 Facsimile: (617) 723-6905
17 Email: mkrum@bizlit.com

18 Attorneys for Plaintiff
19 James J. Cotter, Jr.

DISTRICT COURT
CLARK COUNTY, NEVADA

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

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

9 **INSTRUCTIONS**

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

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

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

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

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

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

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

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

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

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

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

17 **DEFINITIONS**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

4 23. "Identify," when used in reference to a Person, means to:
5 a) state his or her full name;
6 b) state his or her present or last-known address;
7 c) state his or her present or last-known position and
8 business affiliation; and
9 d) describe his or her relationship, if any, to You.

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

22 25. "Identify," when used in reference to a Document and/or
23 Writing, means to:
24 a) state the date of preparation, author, title (if any),
25 subject matter, number of pages, and type of
26 Document and/or Writing (e.g., contract, letter,
27 reports, etc.) or some other means of distinguishing
28 the Document and/or Writing;

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

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

REQUEST FOR DOCUMENTS

1. All documents relating to the termination of JJC as President and CEO of RDI.
2. All documents relating to the exercise of the option to purchase 100,000 shares of Class B voting shares of RDI, which was

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

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

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

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

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

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

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

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

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

26 11. All draft notices of the Meeting.

27 12. All draft minutes of the Meeting.

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

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

MORRIS LAW GROUP

By: /s/ STEVE MORRIS

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Las Vegas, Nevada 89101

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James J. Cotter, Jr.

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CERTIFICATE OF SERVICE

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

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

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

Christopher Tayback
Marshall Searcy
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Ekwan E. Rhow
Shoshana E. Bannett
Bird, Marella, Boxer, Wolpert,
Nessim, Drooks, Lincenberg &
Rhow, P.C.

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Attorneys for Defendant William
Gould

Attorneys for Nominal Defendant
Reading International, Inc.

DATED this 12th day of January, 2018.

By: /s/ PATRICIA FERRUGIA

EXHIBIT 2

MORRIS LAW GROUP

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CC03

MORRIS LAW GROUP
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Email: mkrum@bizlit.com

Attorneys for Plaintiff
James J. Cotter, Jr.

DISTRICT COURT
CLARK COUNTY, NEVADA

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

Plaintiff,

v.

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

Defendants.

And

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

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

) Coordinated with:

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

) Jointly Administered

) **SUBPOENA DUCES TECUM**

1 THE STATE OF NEVADA TO: JUDY CODDING

2 c/o Christopher Tayback, Esq. and Marshall M. Searcy, Esq.
3 QUINN EMANUEL URQUHART & SULLIVAN, LLP
4 865 South Figueroa Street, 10th Floor
5 Los Angeles, CA 90017

6 **YOU ARE ORDERED**, pursuant to NRCP 45, to produce and permit
7 inspection and copying of the books, documents, or tangible things set forth
8 in **Exhibit B** hereto that are in your possession, custody, or control. The
9 requested documents shall be produced on or before January 31, 2018 to
10 MORRIS LAW GROUP, 411 E. Bonneville Ave., Ste. 360, Las Vegas, Nevada
11 89101. All documents shall be produced as they are kept in the usual course
12 of business or shall be organized and labeled to correspond with the
13 categories listed. NRCP 45(d)(1).

14 **CONTEMPT:** Failure by any person without adequate excuse to obey a
15 subpoena served upon that person may be deemed a contempt of the court,
16 NRCP 45(e), punishable by a fine not exceeding \$500 and imprisonment not
17 exceeding 25 days, NRS 22.100. Additionally, a witness disobeying a
18 subpoena shall forfeit to the aggrieved party \$100 and all damages sustained
19 as a result of the failure to attend, and a warrant may issue for the witness'
20 arrest. NRS 50.195, 50.205, and 22.100(3).

21 Please see **Exhibit A** for information regarding your rights and
22 responsibilities relating to this Subpoena.

23 (This Subpoena must be signed by the Clerk of the Court or an
24 attorney.)

25 Steven D. Grierson, CLERK OF THE COURT

26
27 By: _____ (Signature)
28 Deputy Clerk Date:

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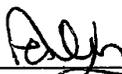
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Or

By:  (Signature)
Attorney Name: Akke Levin Date: 1/12/2018
Attorney Bar Number: 9102

Submitted by:

MORRIS LAW GROUP

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

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

Attorneys for Plaintiff

James J. Cotter, Jr.

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 waive 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
Request for Production

INSTRUCTIONS

1. *If any document responsive to this Request for Production has already been produced in this action, you are not required to produce it again.*
2. This Request for Production applies to all documents in your possession, custody or control, and includes documents within the possession, custody or control of your partners, employees, agents, attorneys and representatives, wherever located, including but not limited to all documents obtained by Defendants.
3. If you object to any request in part, you shall produce all responsive documents to which the objection does not apply.
4. If any documents are withheld from production on the alleged grounds of privilege or immunity (whether under common law, statute, or otherwise), each such document is to be identified by stating: (a) the identity of each person who prepared and/or signed the document; (b) the identity of each person designated as an addressee; (c) the identity of each person who received any copy of the document; (d) the date of the document; (e) the subject matter of the document; (f) the type of document; and (g) the basis for withholding the document.
5. If a document contains both privileged and non-privileged material, the non-privileged material must be disclosed to the fullest extent possible without thereby disclosing the privileged material. If a privilege is asserted with regard to part of the material contained in a document, the party claiming the privilege must clearly indicate the portions as to which the privilege is claimed. When a document has been redacted or altered in any fashion, identify as to each document the reason for the redaction or alteration, the date of the redaction or alteration, and the person performing the redaction or alteration. Any redaction must be clearly visible on the redacted documents.

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

7. Any copy of a document that varies in any way whatsoever from the original or from any other copy of the document, whether by reason of handwritten or other notation or any omission, shall constitute a separate document and must be produced, whether or not the original of such a document is within your possession, custody or control. A request for any document shall be deemed to include a request for all drafts thereof, and all revisions and modifications thereto, including any red-lined versions or document comparisons, in addition to the document itself. Each document is to be produced in its entirety, without abbreviation or expurgation.

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

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DEFINITIONS

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1. "All," as used herein means "any and all" and "Any" means "any and all."
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5. As used herein, the term "documents" means all writings of any kind, including the originals and all nonidentical copies, whether different from the original by reasons of any abstracts, agreements, appointment records, audio recordings (whether transcribed or not), balance sheets, bills, bills of lading, blueprints, books, books of account, bulletins, bylaws, cablegrams, cassettes, catalogues, certificates, charts, charters, checks, circulars, computer printouts, computer programs, computer tapes, contracts, correspondence, data compilations from which information can be obtained or translated through proper devices, data processing cards, data sheets, delivery records, desk calendars, diagrams, diaries, discs, drafts, electronic mail, electric or electronic records or representations, entries, estimates, expense reports, field notes, files, financial analyses, financial statements, forms, graphs, handbooks, income

statements, indices, instructions, instruments, insurance policies, insurance riders, interoffice communications, intraoffice communications, invoices, itemizations, journals, letters, maps, mechanical records, meeting reports, memoranda, memoranda of all conversations (including telephone calls), microfiche, microfilm, minutes, motion pictures, notes, notices, order forms, orders, pamphlets, photographs, printed matter, prospectuses, receipts, recordings, records, records of account, reports, requisitions, resolutions, retrievable information in computer storage, returns, sketches, specifications, statements, statistical records, studies, summaries, system analyses, tapes, telefaxes, telegrams, teletypes, telexes, tests, text, time records, transcripts, valuations, video recordings, writings, and work papers, and notations of any sort of communications or conversations, and all drafts, changes and amendments of any of the foregoing.

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18. As used herein, the term "RDI" refers to nominal defendant Reading International, Inc.
19. As used herein, the term "Relate to," including but not limited to its various forms such as "relating to," shall mean, consist of, refer to, reflect, or be in any way logically or factually connected with the matter discussed.
20. "Ratification" shall refer to the vote of the RDI Board of Directors at special telephonic meeting held on December 29, 2017, to ratify (i) actions taken by board members relating to the termination of JJC Jr. as President and CEO of RDI as such actions are outlined in the minutes of the Board Meetings held on May 21, 2015; May 29, 2015; and June 12, 2015; and (ii) the decision of the Compensation Committee of RDI, as outlined in the minutes of September 21, 2015 meeting of the Compensation Committee to permit the Estate of JJC Sr. to use Class A non-voting stock as a means to pay for the exercise of an option to purchase 100,000 shares of Class B voting stock of RDI.
21. Whenever appropriate, the singular form of a word should be interpreted in the plural and vice versa. All words and phrases shall be construed as masculine, feminine, or neuter gender, according to the context. "And" as well as "or" shall be construed either disjunctively or conjunctively as necessary to bring within the scope of this request any information which might otherwise be construed to be outside the scope.
22. "Person" means or refers to any individual, corporation, partnership, association, organization and any other entity of any type and nature.
23. "Identify," when used in reference to a Person, means to:
 - a) state his or her full name;

- b) state his or her present or last-known address;
- c) state his or her present or last-known position and business affiliation;
and
- d) describe his or her relationship, if any, to You.

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

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

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

- a) state the date of preparation, author, title (if any), subject matter, number of pages, and type of Document and/or Writing (e.g., contract, letter, reports, etc.) or some other means of distinguishing the Document and/or Writing;
- b) Identify each and every Person who prepared or participated in the preparation of the Document and/or Writing;
- c) Identify each and every Person who received an original or copy of the Document and/or Writing;
- d) state the present location of the Document and/or Writing;
- e) Identify each and every Person having custody or control of the Document and/or Writing;
- f) state whether any copy of the Document and/or Writing is not identical to the original by reason of shorthand, translation or other written notes, initials, or any other modifications;
- g) state, if the Document and/or Writing has been destroyed, the circumstances surrounding the reason for the destruction; and
- h) Identify, if the Document and/or Writing has been destroyed, each and every Person who destroyed, or participated in, or ordered or suggested the destruction of it.

26. Unless otherwise indicated, each request calls for any and all documents created or dated on or after January 1, 2014, including all communications by, between, among, to or

from any or all of Ellen Cotter ("EC"), Margaret Cotter ("MC"), Edward Kane ("Kane"), Guy Adams ("Adams"), Doug McEachern ("McEachern"), Tim Storey ("Storey"), William Gould ("Gould") and/or nominal defendant Reading International, Inc. ("RDI") or any agent of any or all of them.

REQUESTS FOR DOCUMENTS

1. All communications between Kane and either or both of EC and MC.
2. All documents relating to the termination of JJC as President and CEO of RDI.
3. All documents relating to the exercise of the option to purchase 100,000 shares of Class B voting shares of RDI, which was exercised by Ellen Cotter and Margaret Cotter as executors of the Estate of JJC, Sr. on or about September 17, 2015.
4. All documents relating to payment to exercise the option to purchase 100,000 shares of Class B voting shares of RDI, which was exercised by Ellen Cotter and Margaret Cotter as executors of the Estate of JJC, Sr. on or about September 17, 2015.
5. All documents you reviewed at or prior to the December 29, 2017 meeting of the Board of Directors of RDI (the "Meeting") relating to ratification at the Meeting of actions taken by board members to terminate JJC as President and CEO, as outlined in the minutes of the meetings of the Board of Directors of RDI held on May 21, May 29, and June 12, 2015.
6. All documents you reviewed at or prior to the Meeting relating to ratification at the Meeting of the actions of the compensation committee of RDI, as outlined in the minutes of the September 21, 2015 meeting of the Compensation Committee to permit the Estate of JJC, Sr. to use Class A non-voting stock to pay for the exercise of an option to purchase 100,000 share of Class B voting stock of RDI.
7. All documents relating to what you or any other director did to inform himself or herself of the merits of the decisions that were ratified at the Meeting.

8. All documents relating to any advice requested or given by counsel at the Meeting concerning the prior decisions that were ratified at the Meeting.
9. All documents relating to any advice requested or given by counsel prior to the Meeting concerning the prior decisions that were ratified at the Meeting.
10. All documents relating to the decision to call the Meeting to ratify the prior decisions.
11. All documents relating to any advice requested or given by counsel concerning the decision to call the Meeting to ratify the prior decisions.
12. All documents relating to any advice requested or given by counsel concerning the notice of Meeting to the extent it concerned Ratification.
13. All documents relating to the Meeting to the extent concerning Ratification.
14. All documents relating to any advice requested of or given by counsel concerning the Meeting to the extent it concerned Ratification.
15. All communications between you any other director of RDI concerning the Meeting or the matters that were the subject of the Meeting to the extent they concerned Ratification.
16. All communications between you and anyone concerning the Meeting or the matters that were the subject of the Meeting to the extent concerning Ratification.
17. All documents relating to the "request for a special meeting at the behest of the five named Directors (Coddling, Gould, Kane, McEachern and Wrotniak) pursuant to a letter dated December 27, 2017" (referenced on page 3 of "draft minutes of the Meeting" attached as Exhibit B to EC, Adams and MC's Motion for Judgment as a Matter of Law), including any

drafts of the letter and responses thereto, as well as emails transmitting such documents and communications relating to the letter.

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

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

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

EXHIBIT 3

MORRIS LAW GROUP

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

CC03

MORRIS LAW GROUP
Steve Morris, Bar No. 1543
Akke Levin, Bar No. 9102
411 E. Bonneville Ave., Ste. 360
Las Vegas, Nevada 89101
Telephone: (702) 474-9400
Facsimile: (702) 474-9422
Email: sm@morrislawgroup.com
Email: al@morrislawgroup.com

Mark G. Krum, Bar No. 10913
Yurko, Salvesen & Remz, P.C.
1 Washington Mall, 11th Floor
Boston, MA 02108
Telephone: (617) 723-6900
Facsimile: (617) 723-6905
Email: mkrum@bizlit.com

Attorneys for Plaintiff
James J. Cotter, Jr.

DISTRICT COURT
CLARK COUNTY, NEVADA

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

Plaintiff,

v.

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

Defendants.

And

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

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

) Coordinated with:

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

) Jointly Administered

) SUBPOENA DUCES TECUM

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

1 THE STATE OF NEVADA TO: WILLIAM GOULD

2 c/o Ekwan E. Rhow, Esq. and Shoshanna E. Barnett, Esq.
3 BIRD, MARELLA, BOXER, WOLPERT, NESSIM, DROOKS,
4 LINCENBERG & RHOW, P.C.
5 1875 Century Park East, 23rd Floor
6 Los Angeles, California 90067-2561

7 **YOU ARE ORDERED**, pursuant to NRCP 45, to produce and permit
8 inspection and copying of the books, documents, or tangible things set forth
9 in **Exhibit B** hereto that are in your possession, custody, or control. The
10 requested documents shall be produced on or before January 31, 2018 to
11 MORRIS LAW GROUP, 411 E. Bonneville Ave., Ste. 360, Las Vegas, Nevada
12 89101. All documents shall be produced as they are kept in the usual course
13 of business or shall be organized and labeled to correspond with the
14 categories listed. NRCP 45(d)(1).

15 **CONTEMPT:** Failure by any person without adequate excuse to obey a
16 subpoena served upon that person may be deemed a contempt of the court,
17 NRCP 45(e), punishable by a fine not exceeding \$500 and imprisonment not
18 exceeding 25 days, NRS 22.100. Additionally, a witness disobeying a
19 subpoena shall forfeit to the aggrieved party \$100 and all damages sustained
20 as a result of the failure to attend, and a warrant may issue for the witness'
21 arrest. NRS 50.195, 50.205, and 22.100(3).

22 Please see **Exhibit A** for information regarding your rights and
23 responsibilities relating to this Subpoena.

24 (This Subpoena must be signed by the Clerk of the Court or an attorney.)

25 Steven D. Grierson, CLERK OF THE COURT

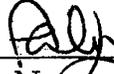
26
27 By: _____ (Signature)
28 Deputy Clerk Date:

MORRIS LAW GROUP

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

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Or

By:  (Signature)
Attorney Name: Akke Levin Date: 1/12/2018
Attorney Bar Number: 9102

Submitted by:

MORRIS LAW GROUP

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

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

Attorneys for Plaintiff

James J. Cotter, Jr.

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
Request for Production

INSTRUCTIONS

1. *If any document responsive to this Request for Production has already been produced in this action, you are not required to produce it again.*
2. This Request for Production applies to all documents in your possession, custody or control, and includes documents within the possession, custody or control of your partners, employees, agents, attorneys and representatives, wherever located, including but not limited to all documents obtained by Defendants.
3. If you object to any request in part, you shall produce all responsive documents to which the objection does not apply.
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statements, indices, instructions, instruments, insurance policies, insurance riders, interoffice communications, intraoffice communications, invoices, itemizations, journals, letters, maps, mechanical records, meeting reports, memoranda, memoranda of all conversations (including telephone calls), microfiche, microfilm, minutes, motion pictures, notes, notices, order forms, orders, pamphlets, photographs, printed matter, prospectuses, receipts, recordings, records, records of account, reports, requisitions, resolutions, retrievable information in computer storage, returns, sketches, specifications, statements, statistical records, studies, summaries, system analyses, tapes, telefaxes, telegrams, teletypes, telexes, tests, text, time records, transcripts, valuations, video recordings, writings, and work papers, and notations of any sort of communications or conversations, and all drafts, changes and amendments of any of the foregoing.

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- c) state his or her present or last-known position and business affiliation;
and
- d) describe his or her relationship, if any, to You.

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

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

- a) state the date of preparation, author, title (if any), subject matter, number of pages, and type of Document and/or Writing (e.g., contract, letter, reports, etc.) or some other means of distinguishing the Document and/or Writing;
- b) Identify each and every Person who prepared or participated in the preparation of the Document and/or Writing;
- c) Identify each and every Person who received an original or copy of the Document and/or Writing;
- d) state the present location of the Document and/or Writing;
- e) Identify each and every Person having custody or control of the Document and/or Writing;
- f) state whether any copy of the Document and/or Writing is not identical to the original by reason of shorthand, translation or other written notes, initials, or any other modifications;
- g) state, if the Document and/or Writing has been destroyed, the circumstances surrounding the reason for the destruction; and
- h) Identify, if the Document and/or Writing has been destroyed, each and every Person who destroyed, or participated in, or ordered or suggested the destruction of it.

26. Unless otherwise indicated, each request calls for any and all documents created or dated on or after January 1, 2014, including all communications by, between, among, to or

from any or all of Ellen Cotter ("EC"), Margaret Cotter ("MC"), Edward Kane ("Kane"), Guy Adams ("Adams"), Doug McEachern ("McEachern"), Tim Storey ("Storey"), William Gould ("Gould") and/or nominal defendant Reading International, Inc. ("RDI") or any agent of any or all of them.

REQUESTS FOR DOCUMENTS

1. All communications between Kane and either or both of EC and MC.
2. All documents relating to the termination of JJC as President and CEO of RDI.
3. All documents relating to the exercise of the option to purchase 100,000 shares of Class B voting shares of RDI, which was exercised by Ellen Cotter and Margaret Cotter as executors of the Estate of JJC, Sr. on or about September 17, 2015.
4. All documents relating to payment to exercise the option to purchase 100,000 shares of Class B voting shares of RDI, which was exercised by Ellen Cotter and Margaret Cotter as executors of the Estate of JJC, Sr. on or about September 17, 2015.
5. All documents you reviewed at or prior to the December 29, 2017 meeting of the Board of Directors of RDI (the "Meeting") relating to ratification at the Meeting of actions taken by board members to terminate JJC as President and CEO, as outlined in the minutes of the meetings of the Board of Directors of RDI held on May 21, May 29, and June 12, 2015.
6. All documents you reviewed at or prior to the Meeting relating to ratification at the Meeting of the actions of the compensation committee of RDI, as outlined in the minutes of the September 21, 2015 meeting of the Compensation Committee to permit the Estate of JJC, Sr. to use Class A non-voting stock to pay for the exercise of an option to purchase 100,000 share of Class B voting stock of RDI.
7. All documents relating to what you or any other director did to inform himself or herself of the merits of the decisions that were ratified at the Meeting.

8. All documents relating to any advice requested or given by counsel at the Meeting concerning the prior decisions that were ratified at the Meeting.
9. All documents relating to any advice requested or given by counsel prior to the Meeting concerning the prior decisions that were ratified at the Meeting.
10. All documents relating to the decision to call the Meeting to ratify the prior decisions.
11. All documents relating to any advice requested or given by counsel concerning the decision to call the Meeting to ratify the prior decisions.
12. All documents relating to any advice requested or given by counsel concerning the notice of Meeting to the extent it concerned Ratification.
13. All documents relating to the Meeting to the extent concerning Ratification.
14. All documents relating to any advice requested of or given by counsel concerning the Meeting to the extent it concerned Ratification.
15. All communications between you any other director of RDI concerning the Meeting or the matters that were the subject of the Meeting to the extent they concerned Ratification.
16. All communications between you and anyone concerning the Meeting or the matters that were the subject of the Meeting to the extent concerning Ratification.
17. All documents relating to the "request for a special meeting at the behest of the five named Directors (Coddington, Gould, Kane, McEachern and Wrotniak) pursuant to a letter dated December 27, 2017" (referenced on page 3 of "draft minutes of the Meeting" attached as Exhibit B to EC, Adams and MC's Motion for Judgment as a Matter of Law), including any

drafts of the letter and responses thereto, as well as emails transmitting such documents and communications relating to the letter.

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

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

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

EXHIBIT 4

1 THE STATE OF NEVADA TO: DOUGLAS McEACHERN

2 c/o Christopher Tayback, Esq. and Marshall M. Searcy, Esq.
3 QUINN EMANUEL URQUHART & SULLIVAN, LLP
4 865 South Figueroa Street, 10th Floor
5 Los Angeles, CA 90017

6 YOU ARE ORDERED, pursuant to NRCP 45, to produce and permit
7 inspection and copying of the books, documents, or tangible things set forth
8 in Exhibit B hereto that are in your possession, custody, or control. The
9 requested documents shall be produced on or before January 31, 2018 to
10 MORRIS LAW GROUP, 411 E. Bonneville Ave., Ste. 360, Las Vegas, Nevada
11 89101. All documents shall be produced as they are kept in the usual course
12 of business or shall be organized and labeled to correspond with the
13 categories listed. NRCP 45(d)(1).

14 CONTEMPT: Failure by any person without adequate excuse to obey
15 a subpoena served upon that person may be deemed a contempt of the
16 court, NRCP 45(e), punishable by a fine not exceeding \$500 and
17 imprisonment not exceeding 25 days, NRS 22.100. Additionally, a witness
18 disobeying a subpoena shall forfeit to the aggrieved party \$100 and all
19 damages sustained as a result of the failure to attend, and a warrant may
20 issue for the witness' arrest. NRS 50.195, 50.205, and 22.100(3).

21 Please see Exhibit A for information regarding your rights and
22 responsibilities relating to this Subpoena.

23 (This Subpoena must be signed by the Clerk of the Court or an attorney.)

24 Steven D. Grierson, CLERK OF THE COURT

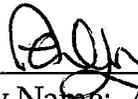
25
26 By: _____ (Signature)
27 Deputy Clerk Date:

28 Or

MORRIS LAW GROUP

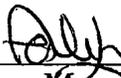
411 E. BONNEVILLE AVE., STE. 360 · LAS VEGAS, NEVADA 89101
702/474-9400 · FAX 702/474-9422

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By:  (Signature)
Attorney Name: Akke Levin Date: 1/12/2018
Attorney Bar Number: 9102

Submitted by:

MORRIS LAW GROUP

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

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

Attorneys for Plaintiff

James J. Cotter, Jr.

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 waive 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
Request for Production

INSTRUCTIONS

1. *If any document responsive to this Request for Production has already been produced in this action, you are not required to produce it again.*
2. This Request for Production applies to all documents in your possession, custody or control, and includes documents within the possession, custody or control of your partners, employees, agents, attorneys and representatives, wherever located, including but not limited to all documents obtained by Defendants.
3. If you object to any request in part, you shall produce all responsive documents to which the objection does not apply.
4. If any documents are withheld from production on the alleged grounds of privilege or immunity (whether under common law, statute, or otherwise), each such document is to be identified by stating: (a) the identity of each person who prepared and/or signed the document; (b) the identity of each person designated as an addressee; (c) the identity of each person who received any copy of the document; (d) the date of the document; (e) the subject matter of the document; (f) the type of document; and (g) the basis for withholding the document.
5. If a document contains both privileged and non-privileged material, the non-privileged material must be disclosed to the fullest extent possible without thereby disclosing the privileged material. If a privilege is asserted with regard to part of the material contained in a document, the party claiming the privilege must clearly indicate the portions as to which the privilege is claimed. When a document has been redacted or altered in any fashion, identify as to each document the reason for the redaction or alteration, the date of the redaction or alteration, and the person performing the redaction or alteration. Any redaction must be clearly visible on the redacted documents.

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

7. Any copy of a document that varies in any way whatsoever from the original or from any other copy of the document, whether by reason of handwritten or other notation or any omission, shall constitute a separate document and must be produced, whether or not the original of such a document is within your possession, custody or control. A request for any document shall be deemed to include a request for all drafts thereof, and all revisions and modifications thereto, including any red-lined versions or document comparisons, in addition to the document itself. Each document is to be produced in its entirety, without abbreviation or expurgation.

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

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

DEFINITIONS

The following Definitions shall apply herein and to each Request:

1. "All," as used herein means "any and all" and "Any" means "any and all."
2. "And/Or," as used herein, means either disjunctively or conjunctively as necessary to bring within the scope of the Request, all responses that might otherwise be construed to be outside of its scope.
3. "Communication," as used herein, or its plural or any synonym thereof, means any exchange, transmission or receipt (whether as listener, addressee, person called or otherwise) of information, whether such exchange, transmission or receipt be oral, written, electronic or otherwise and includes, without limitation, any meeting, conversation, telephone call, letter, email, telegram and the exchange, transmission, or receipt of any Document of any kind whatsoever.
4. "Concerning" "Concerns" or "Concern," as used herein, all mean concerning, related to, referring to, relying on, describing, memorializing, evidencing, reflecting, touching upon, or constituting in any way. When used to refer to a Document and/or Writing it includes, but is not limited to, all Documents and/or Writings now or previously attached or appended to any Documents and/or Writings called for by a Request.
5. As used herein, the term "documents" means all writings of any kind, including the originals and all nonidentical copies, whether different from the original by reasons of any abstracts, agreements, appointment records, audio recordings (whether transcribed or not), balance sheets, bills, bills of lading, blueprints, books, books of account, bulletins, bylaws, cablegrams, cassettes, catalogues, certificates, charts, charters, checks, circulars, computer printouts, computer programs, computer tapes, contracts, correspondence, data compilations from which information can be obtained or translated through proper devices, data processing cards, data sheets, delivery records, desk calendars, diagrams, diaries, discs, drafts, electronic mail, electric or electronic records or representations, entries, estimates, expense reports, field notes, files, financial analyses, financial statements, forms, graphs, handbooks, income

statements, indices, instructions, instruments, insurance policies, insurance riders, interoffice communications, intraoffice communications, invoices, itemizations, journals, letters, maps, mechanical records, meeting reports, memoranda, memoranda of all conversations (including telephone calls), microfiche, microfilm, minutes, motion pictures, notes, notices, order forms, orders, pamphlets, photographs, printed matter, prospectuses, receipts, recordings, records, records of account, reports, requisitions, resolutions, retrievable information in computer storage, returns, sketches, specifications, statements, statistical records, studies, summaries, system analyses, tapes, telefaxes, telegrams, teletypes, telexes, tests, text, time records, transcripts, valuations, video recordings, writings, and work papers, and notations of any sort of communications or conversations, and all drafts, changes and amendments of any of the foregoing.

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

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

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

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

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

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

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

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

14. As used herein, the term "McEachern" refers to dismissed defendant Doug McEachern.
15. As used herein, the term "Storey" refers to dismissed defendant Timothy Storey.
16. As used herein, the term "Gould" refer to dismissed defendant William Gould.
17. As used herein, the term "Coddling" refer to dismissed defendant Judy Coddling.
18. As used herein, the term "RDI" refers to nominal defendant Reading International, Inc.
19. As used herein, the term "Relate to," including but not limited to its various forms such as "relating to," shall mean, consist of, refer to, reflect, or be in any way logically or factually connected with the matter discussed.
20. "Ratification" shall refer to the vote of the RDI Board of Directors at special telephonic meeting held on December 29, 2017, to ratify (i) actions taken by board members relating to the termination of JJC Jr. as President and CEO of RDI as such actions are outlined in the minutes of the Board Meetings held on May 21, 2015; May 29, 2015; and June 12, 2015; and (ii) the decision of the Compensation Committee of RDI, as outlined in the minutes of September 21, 2015 meeting of the Compensation Committee to permit the Estate of JJC Sr. to use Class A non-voting stock as a means to pay for the exercise of an option to purchase 100,000 shares of Class B voting stock of RDI.
21. Whenever appropriate, the singular form of a word should be interpreted in the plural and vice versa. All words and phrases shall be construed as masculine, feminine, or neuter gender, according to the context. "And" as well as "or" shall be construed either disjunctively or conjunctively as necessary to bring within the scope of this request any information which might otherwise be construed to be outside the scope.
22. "Person" means or refers to any individual, corporation, partnership, association, organization and any other entity of any type and nature.
23. "Identify," when used in reference to a Person, means to:
 - a) state his or her full name;

- b) state his or her present or last-known address;
- c) state his or her present or last-known position and business affiliation;
and
- d) describe his or her relationship, if any, to You.

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

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

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

- a) state the date of preparation, author, title (if any), subject matter, number of pages, and type of Document and/or Writing (e.g., contract, letter, reports, etc.) or some other means of distinguishing the Document and/or Writing;
- b) Identify each and every Person who prepared or participated in the preparation of the Document and/or Writing;
- c) Identify each and every Person who received an original or copy of the Document and/or Writing;
- d) state the present location of the Document and/or Writing;
- e) Identify each and every Person having custody or control of the Document and/or Writing;
- f) state whether any copy of the Document and/or Writing is not identical to the original by reason of shorthand, translation or other written notes, initials, or any other modifications;
- g) state, if the Document and/or Writing has been destroyed, the circumstances surrounding the reason for the destruction; and
- h) Identify, if the Document and/or Writing has been destroyed, each and every Person who destroyed, or participated in, or ordered or suggested the destruction of it.

26. Unless otherwise indicated, each request calls for any and all documents created or dated on or after January 1, 2014, including all communications by, between, among, to or

from any or all of Ellen Cotter ("EC"), Margaret Cotter ("MC"), Edward Kane ("Kane"), Guy Adams ("Adams"), Doug McEachern ("McEachern"), Tim Storey ("Storey"), William Gould ("Gould") and/or nominal defendant Reading International, Inc. ("RDI") or any agent of any or all of them.

REQUESTS FOR DOCUMENTS

1. All communications between Kane and either or both of EC and MC.
2. All documents relating to the termination of JJC as President and CEO of RDI.
3. All documents relating to the exercise of the option to purchase 100,000 shares of Class B voting shares of RDI, which was exercised by Ellen Cotter and Margaret Cotter as executors of the Estate of JJC, Sr. on or about September 17, 2015.
4. All documents relating to payment to exercise the option to purchase 100,000 shares of Class B voting shares of RDI, which was exercised by Ellen Cotter and Margaret Cotter as executors of the Estate of JJC, Sr. on or about September 17, 2015.
5. All documents you reviewed at or prior to the December 29, 2017 meeting of the Board of Directors of RDI (the "Meeting") relating to ratification at the Meeting of actions taken by board members to terminate JJC as President and CEO, as outlined in the minutes of the meetings of the Board of Directors of RDI held on May 21, May 29, and June 12, 2015.
6. All documents you reviewed at or prior to the Meeting relating to ratification at the Meeting of the actions of the compensation committee of RDI, as outlined in the minutes of the September 21, 2015 meeting of the Compensation Committee to permit the Estate of JJC, Sr. to use Class A non-voting stock to pay for the exercise of an option to purchase 100,000 share of Class B voting stock of RDI.
7. All documents relating to what you or any other director did to inform himself or herself of the merits of the decisions that were ratified at the Meeting.

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

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

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

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

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

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

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

15. All communications between you any other director of RDI concerning the Meeting or the matters that were the subject of the Meeting to the extent they concerned Ratification.

16. All communications between you and anyone concerning the Meeting or the matters that were the subject of the Meeting to the extent concerning Ratification.

17. All documents relating to the "request for a special meeting at the behest of the five named Directors (Coddington, Gould, Kane, McEachern and Wrotniak) pursuant to a letter dated December 27, 2017" (referenced on page 3 of "draft minutes of the Meeting" attached as Exhibit B to EC, Adams and MC's Motion for Judgment as a Matter of Law), including any

drafts of the letter and responses thereto, as well as emails transmitting such documents and communications relating to the letter.

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

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

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

EXHIBIT 5
(TO BE FILED UNDER SEAL)

EXHIBIT 6

In The Matter Of:
James Cotter -v- Margaret Cotter, et al.

Volume 3, William Gould
April 5, 2018
ROUGH DRAFT

Lori Byrd, Court Reporter
RPR, CRR, CLR, CA-CSR 13023, KS-CCR 1681, OK-CSR 1981
Realtime Systems Administrator
E-mail Lori@ByrdReporting.com
Cell 202-422-8810

Original File 040518-(LitService)-Gould-Vol.3-ROUGH-DRAFT.txt

Min-U-Script® with Word Index

Page 1

1 UNCERTIFIED ROUGH DRAFT ONLY

2 -----

3 THIS ROUGH DRAFT CANNOT BE QUOTED IN

4 ANY PLEADINGS OR FOR ANY OTHER PURPOSE, AND

5 MAY NOT BE FILED WITH ANY COURT.

6

7 USE AT DEPOSITION WITH REALTIME HOOKUP,

8 OR ORDER OF THIS ROUGH DRAFT,

9 CONSTITUTES A FINISHED TRANSCRIPT SALE,

10 AND FOR COURT PROCEEDINGS, CHARGED AS

11 AGREED BY COURT REPORTER AND COUNSEL.

12

13 This transcript draft is uncertified and may

14 contain untranslated stenographic symbols, an

15 occasional reporter's note, a misspelled proper

16 name, and/or nonsensical word combinations. All

17 such entries will be corrected on the final

18 certified transcript.

19

20 Due to the need to correct entries prior to

21 certification, you agree to use this realtime draft

22 only for the purpose of augmenting counsel's notes

23 and not to use or cite it in any court proceeding.

24

25 Please keep in mind that the final certified

 transcript's page and line numbers will not match

 the rough draft, due to the addition of title pages,

 indices, appearances of counsel, paragraphing and

 other changes.

 COURT REPORTER:

 Lori Byrd

 RPR, CRR, CLR, CA-CSR 13023,

 KS-CCR 1681, OK-CSR 1981, RSA

 E-MAIL Lori@ByrdReporting.com

 CELL 202-422-8810

 WORKING FOR:

 Litigation Services

 800-330-1112

 calendar@litigationervices.com

Page 3

1 DISTRICT COURT

2 CLARK COUNTY, NEVADA

3 JAMES J. COTTER, JR.,)

4 individually and)

5 derivatively on behalf of)

6 Reading International,)

7 Inc.,)

8 Plaintiff,)

9 vs.)

10 MARGARET COTTER, et al.,)

11 Defendants,)

12 and)

13 READING INTERNATIONAL,)

14 INC., a Nevada)

15 Corporation,)

16 Nominal Defendant.)

17

18 Case No.

19 A-15-719860-B

20

21 Coordinated With:

22 Case No.

23 P-14-082942-E

24

25 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 2

1 DISTRICT COURT

2 CLARK COUNTY, NEVADA

3 JAMES J. COTTER, JR.,)

4 individually and)

5 derivatively on behalf of)

6 Reading International,)

7 Inc.,)

8 Plaintiff,)

9 vs.)

10 MARGARET COTTER, et al.,)

11 Defendants,)

12 and)

13 READING INTERNATIONAL,)

14 INC., a Nevada)

15 Corporation,)

16 Nominal Defendant.)

17

18 Case No.

19 A-15-719860-B

20

21 Coordinated With:

22 Case No.

23 P-14-082942-E

24

25 Volume 3

 Pages 496 to

 VIDEOTAPED DEPOSITION OF

 WILLIAM GOULD

 Thursday, April 5, 2018

 9:32 A.M. TO 11:34 A.M.

 Century City, California

 Litigation Services Job 461424

Page 4

1 APPEARANCES

2

3 For the Plaintiff:

4 YURKO, SALVESEN & REMZ, P.C.

5 BY: MARK G. KRUM, ESQUIRE

6 One Washington Mall

7 11th Floor

8 Boston, Massachusetts 02108

9 Phone 617-723-6900

10 E-mail mkrum@bizlit.com

11

12 For the Witness William Gould:

13 BIRD, MARELLA, BOXER, WOLPERT, NESSIM,

14 DROOKS, LINCENBERG & RHOW, P.C.

15 BY: SHOSHANA E. BANNETT, ESQUIRE

16 1875 Century Park East

17 Los Angeles, California 90067-2561

18 PHONE 310-201-2100

19 FAX 310-201-2110

20 E-MAIL sbannett@birdmarella.com

21

22 For the Defendants Margaret Cotter, Ellen Cotter,

23 Douglas McEachern, Guy Adams and Edward Kane:

24 QUINN EMANUEL URQUHART & SULLIVAN, LLP

25 BY: NOAH HELPERN, ESQUIRE

 Phone

 E-mail

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1 MS. HENDRICKS: Join.
 2 MR. HELPERN: Join.
 3 A. Ordinarily, to put that in context, a
 4 ratification in a corporate context means that the
 5 Board of Directors of a company approves, after the
 6 fact, an action that had been taken earlier, or
 7 re-approved that action.
 8 In the case of the March -- the December 29
 9 ratification, what that was intended to do is have
 10 the independent board members of Reading officially
 11 re-approve action that had been taken earlier.
 12 So what it really did was said, even though
 13 we think the action taken earlier was effective,
 14 this is suspenders in a belt. We're now going to go
 15 back and ratify whatever action had been taken.
 16 So that's really the essence of it.
 17 BY MR. KRUM:
 18 Q. So you refer to "independent board
 19 members."
 20 What do you mean by independent board
 21 members?
 22 A. What I really mean, really mean non-Cotter
 23 board members. So I would exclude the three family
 24 members, Jim, Margaret and Ellen.
 25 And I think for the purposes of the

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1 ratification, we excluded Guy Adams because he had
 2 not been dismissed by the Nevada court and was
 3 still -- and the Nevada court's still evaluating
 4 whether he is independent.
 5 So to be safe, we just took the people who
 6 clearly had evidence that they were independent.
 7 Q. And the evidence you're referencing is the
 8 Court's summary judgment in their favor?
 9 A. Yes.
 10 Q. Did you or anybody else on the RDI Board
 11 take any steps to make an independent assessment of
 12 the independence of those five people?
 13 A. Well, this assessment has been going on,
 14 actually, since the litigation started. And so
 15 there was no -- at the December 29th meeting there
 16 was no individual review of each person to make sure
 17 they were still independent. But this had been an
 18 ongoing process.
 19 Q. So when did you first have a communication
 20 with someone else with respect to the subject of
 21 ratification at RDI with respect to any prior
 22 conduct or decisions, including but not limited to
 23 the two that were the subject of the December 29
 24 ratifications?
 25 A. I believe that the first contact I had was

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1 either in mid-November, or late November of 2017.
 2 Q. With whom?
 3 A. Counsel.
 4 Q. Who?
 5 A. Mike Bonner and Mike Ferrario of Greenberg
 6 Traurig.
 7 Q. Was this contact in person or telephonic?
 8 A. This was a telephonic contact.
 9 Q. And it was just the two or three of you,
 10 Bonner and Ferrario?
 11 A. Yes, I was the chairman of the special
 12 committee and they were discussing it with me in my
 13 capacity as the chairperson of that committee.
 14 Q. Okay. I'm not going to ask you who said
 15 what.
 16 A. Okay.
 17 Q. Let me ask you about all the logistics.
 18 Was this call a scheduled call?
 19 A. I don't recall.
 20 Q. Do you recall who placed or initiated the
 21 call?
 22 A. No.
 23 Q. Okay. When the subject of ratification was
 24 raised by Bonner or Ferrario or both of them as the
 25 case may be on this call, was that literally the

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1 first time you had heard the concept, or notion?
 2 MS. BANNETT: Assume --
 3 MR. KRUM: In the context of RDI business.
 4 MS. BANNETT: Assumes facts not in
 5 evidence.
 6 A. In the context of RDI business I believe it
 7 is. I was vaguely aware that Nevada law had a
 8 provision that was kind of unique, but I had never
 9 operated under it before, so I wasn't intimately
 10 familiar with it.
 11 BY MR. KRUM:
 12 Q. What was the next -- strike that.
 13 Do you have any understanding, exclusive of
 14 something you acquired from talking to Bonner and/or
 15 Ferrario, about how or why the notion or concept of
 16 ratification was raised in mid to late November of
 17 2017?
 18 A. No. It came solely from Bonner and
 19 Ferrario.
 20 Q. What was your next communication with
 21 respect to the notion or concept of ratification at
 22 RDI?
 23 A. My next communication was to notify the
 24 members of the committee, which was Judy Codding --
 25 Judy Codding and Doug McEachern, that I had had this

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1 A. I don't think I gave her much of an
 2 explanation.
 3 Q. Did she ask any questions?
 4 A. I can't --
 5 MS. BANNETT: Objection to the extent that
 6 it would call for attorney-client privilege.
 7 MR. KRUM: Let me be clear. And I trust
 8 that Mr. Gould understands this.
 9 MS. BANNETT: Yeah.
 10 MR. KRUM: I'm not asking, in any question,
 11 for you to disclose the substance of any legal
 12 advice, the words any lawyer said, questions that
 13 anybody asked to a lawyer seeking advice or anything
 14 that you would understand to be privileged.
 15 And if you have any questions about that,
 16 Mr. Gould, you can ask me to clarify, or you can
 17 have a sidebar with Ms. Bannett.
 18 Does that work?
 19 MS. BANNETT: Yes.
 20 THE WITNESS: That's fine.
 21 BY MR. KRUM:
 22 Q. Okay. So I don't see the answer. It said
 23 "I can't".
 24 My question was did she ask any questions?
 25 A. I started to say, I just can't remember if

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1 she asked questions during that meeting. I believe
 2 she did but I can't remember what they are, what
 3 they were.
 4 Q. How long before you transmitted to her
 5 whatever document you sent, or had sent, was this
 6 call? As best you can recall?
 7 A. I'm going to give it a range of maybe four
 8 or five days to a week and a half.
 9 Q. Now, the next question is intended to make
 10 this easier for you and me to not be asking about
 11 your personal life.
 12 Did you travel over the year-end holidays?
 13 A. No.
 14 Q. Well, that doesn't help, then.
 15 Two prior witnesses did and said they were
 16 in different places and it helped them place things
 17 in time, is why I asked.
 18 A. Uh-huh. Uh-huh.
 19 Q. So what was the next communication, or
 20 action, you had or did with respect to ratification?
 21 A. The next action was a meeting of the
 22 Special Committee to request that the Board consider
 23 the ratification.
 24 And we sent that out, after it had been
 25 approved, that notice was then sent to Ellen Cotter

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1 and the company.
 2 Q. When was this -- and by the "special
 3 Committee" you're referring to you, Mr. Coster and
 4 McEachern. Is that it?
 5 A. Yes.
 6 Q. And was Mr. Bonner there?
 7 A. He's on the phone for the Special
 8 Committee.
 9 Q. The entire meeting?
 10 A. Unless we have to meet with him, we have a
 11 session in camera, but that's it.
 12 Q. When did this Special Committee meeting
 13 occur?
 14 A. I would have to think it would be the week
 15 immediately right around Christmas. Right around
 16 that time.
 17 Q. Christmas was on Monday. The notice, I
 18 think, you're calling it was set on Wednesday, the
 19 27th. And the meeting was on Friday, the 29th.
 20 Does that chronology sound right?
 21 A. That sounds right to me, yes.
 22 Q. Okay. With that in mind, can you identify
 23 the date of the Special Committee meeting as the
 24 week of Christmas? Or the week before?
 25 A. I can't identify it with accuracy but it

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1 was certainly in that range, either the week before
 2 or the week of Christmas.
 3 MR. KRUM: So I don't know what lawyers
 4 should be handling this. I previously asked that
 5 the minutes of the Special Committee be produced.
 6 So I'll ask it again, and we don't need to
 7 talk about whether it's Greenberg Traurig, or
 8 whoever else.
 9 I just ask that the lawyers at this
 10 deposition do what the lawyers didn't, which is
 11 follow through and tell me they're going to be
 12 produced or they're not.
 13 MS. HENDRICKS: Mark, I don't think
 14 anybody's made that request to , at least that
 15 I've been told. I'll look into it.
 16 MR. KRUM: Well, in my view, the documents
 17 responsive to our written request requests and it
 18 was raised Kara, at a deposition that you did not
 19 attend. I think Mark was at that deposition for
 20 RDI.
 21 All right. So, by the way --
 22 MS. BANNETT: I haven't been present at any
 23 other depos --
 24 MR. KRUM: That's why I didn't ask you and
 25 you're not in the litigation.

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1 MS. BANNETT: Correct.
 2 MR. KRUM: Although I think it's responsive
 3 to the request, let me help you out.
 4 BY MR. KRUM:
 5 Q. Have you received the minutes, or draft
 6 minutes of that meeting? Presumably yes. It's now
 7 April.
 8 A. Yes.
 9 Q. Have they been approved?
 10 A. Yes, I believe they have.
 11 Q. Okay.
 12 A. I believe they have, yes.
 13 Q. Okay?
 14 MR. KRUM: So anyway I'll reiterate my
 15 request for those minutes.
 16 BY MR. KRUM:
 17 Q. So to clarify, Mr. Gould, did the Special
 18 Committee formally take some action with respect to
 19 ratification?
 20 A. Yes.
 21 Q. And what was that?
 22 A. It requested that the company include the
 23 subject on the agenda for its next meeting, and call
 24 for a special meeting if there was not a regular
 25 meeting being scheduled.

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1 Q. What was the next communication or action
 2 you personally had or did with respect to
 3 ratification after that Special Committee meeting?
 4 A. Then we had the December 29th board
 5 meeting. And I gave a report at that meeting about
 6 the ratification and why it was being requested.
 7 Q. What did you say about why it was being
 8 requested, excluding anything that you understand to
 9 be privileged?
 10 A. I indicated that we had been advised by our
 11 counsel, Greenberg Traurig, that it would be
 12 advantageous -- I shouldn't even be getting into
 13 that.
 14 MS. BANNETT: Yeah --
 15 THE WITNESS: I should stop. We were
 16 advised that this was something the corporation
 17 should consider doing.
 18 BY MR. KRUM:
 19 Q. Okay. Well, I knew that already. One can
 20 infer that from the sequence you described, one's
 21 not listening.
 22 So let me show you a document that's been
 23 marked previously, Mr. Gould. (Perusing documents)
 24 Okay. Not yesterday.
 25 (Perusing documents) Okay.

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1 MR. KRUM: Mr. Gould I hand you what was
 2 previously marked as Exhibit 527.
 3 (PREVIOUSLY MARKED DEPOSITION
 4 EXHIBIT 527 FIRST REFERRAL)
 5 Q. Take such time as you need to review it and
 6 let me know when you've done so.
 7 A. (Perusing document) I've read it.
 8 Q. Do you recognize Exhibit 527?
 9 A. I do.
 10 Q. What do you recognize it to be?
 11 A. This is the request for the call on the
 12 special board meeting to consider the ratification
 13 of these actions.
 14 Q. Is this what you were referencing earlier,
 15 Mr. Gould, when you referenced the word "notice"?
 16 A. Yes.
 17 Q. And Ms. Wizelman is your assistant?
 18 A. Yes, she is.
 19 Q. She sent this in your direction?
 20 A. Yes, she did.
 21 Q. She sent it shortly before 8:00 P.M. on
 22 December 27th?
 23 A. Yes.
 24 Q. Did you draft this?
 25 A. No.

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1 Q. Who did?
 2 A. Mr. Bonner. And Mr. Ferrario.
 3 Q. Did you see any drafts of it?
 4 A. I don't recall.
 5 Q. Did you make any changes to it?
 6 A. No.
 7 Q. And when you say that Mr. Bonner and
 8 Ferrario drafted it, did you discuss with them the
 9 drafting of it by which I'm asking for a yes or no
 10 question.
 11 A. Yes.
 12 Q. And they said to you in words or
 13 substance -- one or both of them said in words or
 14 substance: I'll draft it and send it to you?
 15 A. Yes.
 16 Q. And did you provide them -- I'm asking
 17 nothing other than a yes or no question, Mr. Gould.
 18 Did you provide them any input about what
 19 you thought it should say?
 20 A. No --
 21 MS. BANNETT: Objection.
 22 MR. HELPERN: I think that's crossing the
 23 line of attorney-client privilege.
 24 MS. HENDRICKS: I would as well join.
 25 THE WITNESS: I'm not going to comment on

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1 Q. Do you recall the substance of the call
2 with Wrotniak?
3 A. Well, my recollection is it was Wrotniak
4 would call me from time to time, because he's not a
5 lawyer, one of the very few people on the Board
6 who's not a lawyer, and he sometimes gets mystified
7 by lawyers' devices and will call me to get a
8 Reading on it.
9 So that's why it's kind of in keeping with
10 our relationship. He calls if he has questions
11 about some legal things that are going on.
12 But I don't remember the specific
13 conversation.
14 Q. Did you have any communications with Ed
15 Kane about ratification prior to the December 29,
16 2017 board meeting?
17 A. I can't recall.
18 Q. Other than what you've already told me, did
19 you have any communications with anyone else, or any
20 additional communications with any other board
21 members, that in any respect concerned either the
22 concept or notion of ratification generally, or the
23 particular matters that were the subject of
24 ratification on December 29, 2017 board meeting,
25 prior to that board meeting?

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1 A. I don't recall anything I specifically said
2 to anybody else on those things, or the people you
3 mentioned.
4 But I think on the day of the Board
5 meeting, during the early parts of the Board
6 meeting, there were conversations going on about
7 this. But they were very fleeting. They were
8 not -- we were sitting in a room and Jim junior was
9 either on the phone or there, so the conversations
10 were obviously not totally candid.
11 Q. When you say they obviously were not
12 totally candid, that's because Jim was there?
13 A. Well, because it was an adversarial lawsuit
14 so we weren't like we were all on the 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 Codding 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 make it clear that she

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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 incurred. So she and I never had a
4 conversation about the details of what went on in
5 that period back if 2015.
6 Q. When she said -- when you said she made it
7 clear, was these comments that she made at the
8 December 29 bore 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 was
13 clear from her -- the extent of her comments at that
14 meeting that she was very well aware of what had
15 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

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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 interests 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, if you'll
25 sort of like I could be called John Cary because I

EXHIBIT 7

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

<p style="text-align: right;">Page 495</p> <p>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 WROTONIAK, 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 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)</p>	<p style="text-align: right;">Page 497</p> <p style="text-align: center;">I N D E X</p> <p>1 WITNESS EXAMINATION PAGE 2 DOUGLAS MCEACHERN 3 BY MR. KRUM 499 4) 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)</p>
<p style="text-align: right;">Page 496</p> <p style="text-align: center;">A P P E A R A N C E S</p> <p>1) 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 TRAUERIG BY: MARK FERRARIO, ESQ. 11 1840 Century Park East Suite 1900 Los Angeles, California 90067 12 (310) 586-7700 ferrario@gtlaw.com 13) 14 For the Defendants Margaret Cotter, Ellen Cotter, Guy Adams, Edward Kane: 15) 16 QUINN EMANUEL BY: MARSHALL SEARCY, ESQ. 17 865 South Figueroa Street 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)</p>	<p style="text-align: right;">Page 498</p> <p style="text-align: center;">Los Angeles, California</p> <p>1) 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 Coddling, and Michael 22 Wrotniak. 23 MR. FERRARIO: Mark Ferrario for RDI or 24 Reading. 25 MR. KRUM: Mark Krum for plaintiff.</p>

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1 Q. -- to the prior compensation committee
 2 decision or decisions. On what basis or bases did
 3 you do so?
 4 A. Number one, I didn't think there was an
 5 issue here at all for the board to deal with. It
 6 was delegated to the compensation committee to
 7 handle this type of matters. We were approving
 8 this. And I believe we had -- I think we had a
 9 call to talk about a couple of issues that were
 10 still existing in this -- in this derivative case
 11 by Jim Cotter, Jr., and we were trying to address
 12 them in a fashion to resolve them.
 13 Q. When you say you were trying to address
 14 them in a fashion to resolve them, what does that
 15 mean? Does that mean you were trying to moot the
 16 issues?
 17 A. I don't know what "moot" means. I'm
 18 sorry. I'm not an attorney.
 19 Q. Okay. Well, when you say you were trying
 20 to address them in a fashion to resolve them,
 21 resolve them how?
 22 A. To say that the -- the corporation
 23 ratified these, and that -- that there was no -- no
 24 issue or concern that we approved them. If anybody
 25 in the past thought that there was an issue, our

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1 action there was to cure any issue anybody might
 2 think existed.
 3 Q. What did you do, meaning what documents
 4 did you review, with whom did you have
 5 conversations, or anything else, to inform yourself
 6 to make the decision you made to vote in favor of
 7 ratifying or affirming the prior compensation
 8 committee decision?
 9 A. I reviewed whatever documents were handed
 10 out, Mr. Krum, in this -- this package. But I had
 11 been there at the time that this transaction took
 12 place. I was aware of what went on. At the time,
 13 I couldn't understand why this was an issue. I
 14 still couldn't understand why it was an issue. And
 15 it seemed to me to be pretty perfunctory to
 16 approve.
 17 Q. Directing your attention, Mr. McEachern,
 18 to Exhibit 525, that's the board package for the
 19 December 29 meeting; correct?
 20 A. I believe so, yes.
 21 Q. Now, this is not intended to require you
 22 to look at every page, but if you think you need to
 23 do so, you are welcome to do so.
 24 A. Uh-huh.
 25 Q. My question is: Was there anything in

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1 particular in Exhibit 525, the December 27 board
 2 package, that you considered or valued in making
 3 the decision you made to vote in favor of ratifying
 4 the September 2015 compensation committee decision?
 5 A. Uh-huh. And did you say the December 27th
 6 board meeting or the December 29th?
 7 Q. I called the package -- the package
 8 December 27 because it has a December 27
 9 transmission date. But -- so I'm not confusing
 10 you, I am referring to the December 29 board
 11 meeting and your vote there.
 12 So with that clarification, let me ask: Is
 13 there anything in Exhibit 525 that made any
 14 difference to your vote on December 29 to vote in
 15 favor of ratifying or approving the 2015 decision by
 16 the compensation committee that's the subject of --
 17 one subject of this package?
 18 A. No.
 19 MR. SEARCY: Objection. Vague.
 20 A. And no.
 21 BY MR. KRUM:
 22 Q. Okay. Directing your attention back to
 23 your prior testimony to the effect that you first
 24 heard or learned in early to mid-December that the
 25 ratification or approval of the prior compensation

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1 committee decision might or would be taken on the
 2 December 29 board meeting, was that -- did you
 3 learn that by speaking to somebody, by receiving an
 4 email, or otherwise?
 5 A. I just couldn't tell you, Mr. Krum.
 6 Q. Okay. What was the next communication you
 7 had with anybody, after that initial one, with
 8 respect to the possible ratification or approval of
 9 the September 2015 compensation committee decision
 10 regarding the 100,000 share option, at any time
 11 prior to the December 29 board meeting?
 12 A. I could have been involved in discussions
 13 that predated this. I just can't remember. I'm
 14 generally aware that it was raised as an issue. As
 15 I said, I still don't understand why. I know that
 16 we had a call with Mike Bonner, maybe Mark
 17 Ferrario, and maybe somebody from Greenberg,
 18 I'm not certain, to discuss this --
 19 MR. SEARCY: Let me just caution you.
 20 When you start to get into attorney-client
 21 privileged discussions, I want you to be able to
 22 answer the question, but I don't want you to get
 23 into the specifics of any particular discussions
 24 you may have had with Mr. Ferrario or Mr. Bonner.
 25 THE WITNESS: Okay.

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1 MR. SEARCY: I mean, just to a general
2 level for purposes of answering his question.
3 A. I was generally aware that we were going
4 to be talking about this issue and the ratification
5 or the termination of Jim Cotter, Jr., in this
6 conference call. And the background of that
7 action, of being able to do it, was something that
8 I believe Mr. Bonner communicated to us was the
9 result of a law that he wrote in the state of
10 Nevada.
11 BY MR. KRUM:
12 Q. Who was on this call with Mr. Bonner
13 and/or Mr. Ferrario?
14 A. I'm not certain if this was an entire
15 board meeting or it was a meeting of the special
16 committee of myself, Bill Gould, and Judy Coddling.
17 I suspect it was the three of us.
18 Q. Did the special committee have meetings in
19 person or telephonic in December of 2017?
20 A. I believe so. But there were 12, 14, 15
21 meetings that took place telephonically and in
22 person from July, August of 2017, through the end
23 of December.
24 Q. Of the special committee?
25 A. Uh-huh.

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1 Q. That's a yes, uh-huh?
2 A. That's a yes. I'm sorry. That's a yes.
3 Q. What discussions, if any, did you have
4 with Bill Gould -- strike that.
5 What discussions did you have with Bill
6 Gould, if any, other than the call with Bonner and/or
7 Ferrario in December of 2017 with respect to the
8 subject of the special committee's prior approval of
9 the exercise of the 100,000 share option?
10 MR. FERRARIO: You said the special
11 committee's prior approval of it?
12 MR. KRUM: Yes, I'm referring to September
13 '15. My mistake.
14 MR. FERRARIO: That was the compensation
15 committee.
16 MR. KRUM: Compensation committee. Thank
17 you, Mark.
18 Let me try it again.
19 Q. Mr. McEachern, what discussions did you
20 have with Bill Gould, if any, excluding the call
21 with Bonner and/or Ferrario in December 2017 about
22 the compensation committee's September 2015
23 approval of the exercise of the 100,000 share
24 option?
25 A. I don't think I had any.

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1 Q. Did you have any with Judy Coddling?
2 A. I don't recall a discussion with Judy
3 about that, no.
4 Q. Did you have any such discussions --
5 strike that.
6 What discussions did you have with Ellen
7 Cotter in December 2017, if any, regarding the
8 subject of the compensation committee's prior
9 approval in September 2015 of the exercise of the
10 100,000 share option?
11 A. I'm not certain. I think I had a
12 discussion with Ellen Cotter about who owned the
13 option, who owned the stock, and what took place in
14 the -- in the transaction. And that was it. But I
15 couldn't tell you if it took place in December. I
16 know I had a chat with -- with Ellen Cotter. I
17 just can't tell you when it was.
18 Q. When you say "who owned the option," you
19 are referring to the 100,000 share option?
20 A. Huh? Yes, I am.
21 Q. And when you say "who owned the stock,"
22 you are referring to the Class A stock that was
23 used as consideration for the exercise of the
24 100,000 share option?
25 A. Yes, I am.

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1 Q. And this discussion with Ellen Cotter, who
2 else, if anyone, was present or privy to that?
3 A. I believe it was a phone conversation, and
4 I don't think anybody else participated in the
5 call.
6 Q. Was that the sole subject of that
7 telephone conversation between you and Ellen
8 Cotter?
9 A. I'm not certain. I just don't remember.
10 I have a general impression of having had that
11 discussion with Ellen. I couldn't tell you what
12 else took place in that call.
13 Q. How did it come about that that call
14 occurred?
15 A. I don't know.
16 Q. So you don't recall, for example, if you
17 had a question about who owned the option or who
18 owned the stock and you decided to call her and
19 ask?
20 A. I probably speak with Ellen Cotter once or
21 twice a week. I initiate a call or she calls me.
22 We talk about various things, and different topics
23 come up. I'm certain we had a call about who owned
24 the option and who owned the stock, but we probably
25 talked about other corporate matters that were

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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.)

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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 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.

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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

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1 that one could get and see what our charter is.
2 BY MR. KRUM:
3 Q. Has the committee directed counsel,
4 Greenberg Traurig, or anybody else, to take action?
5 And by "committee," I'm referring to the same
6 special committee about which you are testifying.
7 MR. FERRARIO: I'm going to object.
8 Overbroad.
9 A. I remember sometime in the fall of 2017,
10 Mike Bonner was -- and when I say "Mike Bonner,"
11 I'm not sure if it was Mike Bonner and Bill Gould,
12 who is the chairman of the committee.
13 MR. FERRARIO: Don't -- don't divulge
14 attorney-client communications. Okay. So that's
15 what I'm trying to get. If somebody directs a
16 lawyer to do something, that to me implicates
17 attorney-client communication, because it could be
18 reflective of advice or a scope of litigation,
19 something like that. I don't want to impede this
20 because it's been going very smooth, but that's my
21 admonition. I don't really understand the
22 question, but go ahead without divulging any
23 attorney-client communication.
24 THE WITNESS: Can I ask a question? So if
25 we asked Mike Bonner to participate with Bill Gould

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1 in doing something, that's attorney-client
2 privilege?
3 MR. FERRARIO: If you're asking -- if you
4 are asking him, Bill Gould, to the grocery store
5 and pick up sodas for a meeting, I don't care. If
6 you are asking him to do something that would
7 encompass the giving of legal advice that is going
8 be reflective of what -- you know, what was being
9 discussed between the lawyer and the client, I
10 would instruct you not to answer that.
11 A. Then I won't answer that question.
12 BY MR. KRUM:
13 Q. All right. Well, let me weigh in on this.
14 What I'm attempting to ascertain is the scope of
15 the actions with respect to the special committee.
16 So let me just ask you about a couple of subjects.
17 Has the special committee taken any steps
18 to communicate any positions in any action, whether
19 the derivative action or the California trust action?
20 A. No, not to my recollection.
21 Q. Directing your attention, Mr. McEachern,
22 specifically with respect to the subject of
23 ratification, as best as you can recall, sir, when
24 and how did that subject first arise before the
25 special committee?

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1 A. Ratification of what? The actions by the
2 compensation committee or the ratification of the
3 termination of Jim Cotter, Jr.?
4 Q. Either or both.
5 A. I think it's in late fall sometime of
6 2017. But there was nothing that could be done, I
7 don't think, until such time as -- as I recall, the
8 judge in the derivative case took some action with
9 respect to dismissing directors from the lawsuit.
10 Q. So the subject was raised in the late fall
11 of 2017 and, in effect, it was tabled for the time
12 being?
13 A. I believe that's correct.
14 Q. What did you say, if anything, about that
15 subject in the late fall of 2017?
16 A. I do not recall.
17 Q. What about did Bill Gould say?
18 A. I do not recall.
19 Q. What did Judy Coddling say?
20 A. I do not recall.
21 Q. Did it concern the ratification of the
22 termination decision or the decision to authorize
23 the exercise of the 100,000 share option by way of
24 Class A voting stock or both?
25 A. I believe the main focus was on the

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1 termination of Jim Cotter, Jr.
2 Q. What was said, if anything, at that time
3 about the subject of Guy Adams' disinterest in this
4 independence or both?
5 A. With respect to what?
6 Q. The vote to terminate Jim Cotter, Jr., in
7 2015.
8 MR. SEARCY: Let's have the question read
9 back.
10 THE WITNESS: I'm sorry?
11 MR. SEARCY: I was asking if we could have
12 the question read back.
13 (Reporter read back the requested text.)
14 MR. SEARCY: And you're asking about --
15 involved 2017?
16 MR. KRUM: Right.
17 MR. FERRARIO: It's to non-lawyers.
18 A. I don't recall, but the judge dismissed
19 five directors from the case, and the case still
20 has Ellen Cotter, Margaret Cotter, and Guy Adams as
21 defendants. And I believe the discussion was as
22 long as he was a defendant in the case, he couldn't
23 vote on this type of matter. I don't recall a
24 discussion about his independence at that -- in
25 connection with that.

EXHIBIT 8

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

<p style="text-align: right;">Page 195</p> <p>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 WROTONIAK, 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</p>	<p style="text-align: right;">Page 197</p> <p style="text-align: center;">I N D E X</p> <p>1 WITNESS EXAMINATION PAGE 2 JUDY CODDING 3 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</p>
<p style="text-align: right;">Page 196</p> <p style="text-align: center;">A P P E A R A N C E S</p> <p>1 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. 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 16 QUINN EMANUEL BY: CHRISTOPHER TAYBACK, ESQ. 17 865 South Figueroa Street 10th Floor Los Angeles, California 90017 18 (213) 443-3000 christayback@quinnemanuel.com 19 20 Also Present: CORY TYLER, Videographer 21 22 23 24 25</p>	<p style="text-align: right;">Page 198</p> <p>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.</p>

Page 203

1 A. I don't remember that.
2 Q. Okay. Did the Highpoint Associates
3 document or any information regarding Highpoint
4 Associates make any difference to you in any
5 decision you made or conclusion you reached?
6 A. It's just one small piece of knowledge.
7 Q. What's your understanding of what happened
8 at Highpoint Associates?
9 A. Well, I haven't seen the work order. I've
10 only read the contract, and it appears that Jim
11 Cotter, Jr., went out and hired a group to help
12 him, it appears, with maybe strategy. But it
13 wasn't that clear in the contract.
14 The contract called for him to -- for
15 Highpoint Associates interview directors that had
16 access to all materials, et cetera, but it wasn't
17 clear to me, since there wasn't a work order, what
18 the particulars were.
19 Q. Other than what you've already told me,
20 have you had any conversations or been privy to any
21 conversations about the Highpoint Associates'
22 document or documents or Highpoint Associates?
23 A. After the meeting, I asked about what --
24 who was Highpoint Associates and why they were
25 hired.

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1 Q. Who did you ask?
2 A. I asked Ellen Cotter, the CEO.
3 Q. What did she say, if anything?
4 A. She said that she didn't know about it
5 during the time and she thinks that Jim Cotter
6 hired them to help him think about issues that had
7 to be addressed within the company, but she wasn't
8 sure since she didn't know anything about it. She
9 just knew that there -- we had paid \$60,000, and we
10 had received no product as a result.
11 Q. The December 29, 2017, board meeting
12 included two matters with respect to which you were
13 asked to ratify prior decisions; right?
14 A. Yes.
15 Q. And what were those two matters, in your
16 words?
17 A. One was on Mr. Jim Cotter as CEO, and the
18 second matter had to do with a stock, with Ellen
19 Cotter and Mark Cotter.
20 Q. It had to do with their request to
21 exercise an option to acquire 100,000 shares of RDI
22 Class B voting stock; right?
23 A. For one of them, yes.
24 Q. For the second one you just described;
25 right?

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1 A. Right.
2 Q. For ease of reference, Ms. Coddling, I'm
3 going to refer to that as the 100,000 share option.
4 A. Okay.
5 Q. Ms. Coddling, with respect to --
6 (Miscellaneous comments.)
7 BY MR. KRUM:
8 Q. Ms. Coddling, with respect to either of the
9 two ratification matters you just identified, when
10 did you first hear or learn that either/or both of
11 them would be or might be raised at the December
12 29, 2017, board meeting?
13 A. We had a discussion in the special
14 committee about the ratification of Jim Cotter,
15 Jr., being the CEO before that meeting -- shortly
16 before that meeting.
17 Q. And by "that meeting," you're referring to
18 the December 29th, 2017 --
19 A. Right.
20 Q. -- board meeting?
21 MR. KRUM: Did you hear the answer?
22 THE REPORTER: Yes.
23 BY MR. KRUM:
24 Q. Who was present for or a party to the
25 special committee discussion you just referenced?

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1 A. Our attorney, Mike Bonner --
2 Q. Uh-huh.
3 A. -- and Bill Gould, Doug McEachern.
4 Q. Was this in person, by telephone, or both?
5 A. By telephone.
6 Q. Who raised the subject of ratification?
7 A. I don't --
8 MR. TAYBACK: You can just answer the
9 question who, only because there's a lawyer
10 present. So I'm going to make -- make objections.
11 So you can answer the question, though, as
12 it was phrased.
13 A. I don't remember whether it was Bill Gould
14 or whether it was Mike Bonner.
15 BY MR. KRUM:
16 Q. And without saying what was said, meaning
17 without speaking to the substance, did one or the
18 other of -- or both, Mike Bonner or Bill Gould,
19 explain the notion of ratification of these two
20 issues?
21 A. Yes.
22 Q. At the special committee meeting, was
23 there any discussion that you viewed as bearing
24 upon the merits of either ratification decision as
25 distinct from the fact of or reasons for

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1 ratification?
2 MR. TAYBACK: Object as being confusing.
3 A. I'm not -- I'm not sure whether there was
4 a distinction in my mind between those two.
5 BY MR. KRUM:
6 Q. Okay. So -- and what's your best estimate
7 of when in time -- meaning how far shortly before
8 the December 29, 2017, board meeting -- that the
9 special committee telephonic meeting occurred?
10 A. Just a couple of days.
11 Q. Are there minutes?
12 A. There are minutes that have not been
13 approved that -- with our attorney. We haven't had
14 a meeting with our attorney.
15 Q. You have minutes of every special
16 committee meeting; is that right?
17 A. I think most, if not all.
18 Q. And when you say "our attorney," are you
19 referring to Mr. Bonner?
20 A. I am.
21 Q. At Greenberg Traurig?
22 A. Yes. And on other occasions, other
23 attorneys have joined --
24 Q. Who?
25 A. -- to explain.

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1 MR. TAYBACK: Let -- let her finish her
2 answer. Just --
3 BY MR. KRUM:
4 Q. Sure. Please go ahead.
5 A. To -- to explain whatever issue we were
6 dealing with at that time, and I -- because we
7 dealt with lawyers in the special committee and we
8 dealt with them in other kinds of discussions,
9 basically, we have dealt with Chris and with Mark
10 and with Marshall and with Mike.
11 Q. Okay. Mike is Mike Bonner of Greenberg
12 Traurig?
13 A. Uh-huh.
14 Q. Yes?
15 A. Yes.
16 Q. Chris being Mr. Tayback?
17 A. Yes.
18 Q. And Marshall being his colleague, Marshall
19 Searcy?
20 A. Yes.
21 Q. And Mark being Mr. Ferrario with
22 Greenberg --
23 A. Yes.
24 Q. -- Traurig?
25 Has the special committee ever discussed

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1 engaging its own independent counsel?
2 MR. TAYBACK: I'm going to -- I'm just
3 going to admonish the witness. If you had a
4 discussion about retaining independent counsel with
5 counsel for the company or with counsel for any of
6 the directors, I suppose, that would be privileged.
7 THE WITNESS: Okay.
8 BY MR. KRUM:
9 Q. So -- so he's instructing you not to
10 answer insofar as the answer is yes with Quinn
11 Emanuel lawyers or yes with Greenberg Traurig
12 lawyers, and I'll understand that you're excluding
13 that from your answer.
14 So with that understanding, meaning
15 excluding those lawyers and those law firms, based on
16 the instruction that Mr. Tayback just gave, has the
17 special committee ever discussed the subject of
18 engaging separate independent counsel for the special
19 committee?
20 A. No.
21 Q. Do you understand that Greenberg Traurig
22 represents RDI?
23 A. Yes.
24 Q. And that Mr. Tayback and Mr. Searcy
25 represent you and certain other directors

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1 individually?
2 A. Yes.
3 Q. And you understand that they represent --
4 represented you in connection with this derivative
5 lawsuit; right?
6 A. Yes.
7 Q. And you understand Mr. Tayback and any of
8 his colleagues or anyone else at Quinn Emanuel to
9 represent you in any context or for any purpose
10 other than this derivative lawsuit?
11 A. I think that's what they represent us for.
12 MR. KRUM: So you weren't here this
13 morning, Chris. I asked the minutes for this
14 meeting be produced. And I don't know what
15 Marshall and Mark have done, but that request
16 stands.
17 Q. What did you do, Ms. Coddling, if anything,
18 other than review Exhibit 525 to prepare yourself
19 for the December 29, 2017, board meeting?
20 A. For that specific meeting?
21 Q. Right.
22 A. Nothing.
23 Q. Now, directing your attention to the
24 ratification decision you've identified earlier
25 concerning the termination of Jim Cotter, Jr., as

EXHIBIT 9

1 DISTRICT COURT
CLARK COUNTY, NEVADA

2 -----X

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

PLAINTIFF,
Case No:
A-15-719860-B
DEPT. NO. XI

6 -against-

7 Consolidated with

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

Case No:
P-14-082942-E
DEPT. NO. XI

DEFENDANTS.

12 -----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 WROTNIAK, 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

Page 2

1 A P P E A R A N C E S:

2

3 YURKO, SALVESEN, & REMZ, P.C.
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 4 One Washington Mall, 11th floor
 Boston, Massachusetts 02108
 5 BY: MARK G. KRUM, ESQ.
 6 617.723.6900
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7

8 QUINN EMANUEL URQUHART & SULLIVAN, LLP
 Attorneys for the Defendants and the Witness
 MARGARET COTTER, ELLEN COTTER, DOUGLAS
 9 MCEACHERN, GUY ADAMS and EDWARD KANE
 865 South Figueroa Street
 10 Los Angeles, California 90017
 BY: MARSHALL M. SEARCY, III, ESQ.
 11 213.443.3000
 marshallsearcy@quinnemanuel.com

12

13

14 ALSO PRESENT:

15

16 CONNOR EICHENBERG, Videographer

17

18

19 * * *

20

21

22

23

24

25

2

Page 3

1 FEDERAL STIPULATIONS

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

3

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

4

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?

5

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.

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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?

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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

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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?

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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

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1 DECLARATION
 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

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1 EXHIBITS
 2
 3 (None)
 4
 5
 6
 7 INDEX
 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

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Page 97

1 CERTIFICATE
 2
 3 STATE OF NEW YORK)
 4 COUNTY OF WESTCHESTER) : SS.:
 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 _____
 21 SUZANNE PASTOR
 22
 23
 24
 25

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CC

CC

EXHIBIT 10

From: [Mark G. Krum](mailto:Mark.G.Krum)
To: hendricksk@gtlaw.com; ferrariom@gtlaw.com; marshallsearcy@quinnemanuel.com
Cc: christayback@quinnemanuel.com; nhelpern@quinnemanuel.com; sm@morrislawgroup.com; al@morrislawgroup.com; [Sanford F. Remz](mailto:Sanford.F.Remz); [Noemi A. Kawamoto](mailto:Noemi.A.Kawamoto); sheffieldm@gtlaw.com
Subject: RE: RDI
Date: Tuesday, April 17, 2018 2:04:50 PM

Kara,

The advice that the December 21 minutes are the only responsive minutes is surprising, in view of the testimony of two of three committee members that the subject of ratification was first raised prior to December 2017. Given that the December minutes are completely redacted, they are of no use in determining when the subject first was raised and/or whether it was raised previously.

As to those minutes being "appropriately redacted," that remains an open question. Given that literally nothing of substance was disclosed in the redacted version of the December 21 minutes first produced on April 12, the document should have been included in your February privilege logs and now must be logged. Please do so forthwith. Nothing in the foregoing indicates that we agree with the remarkable suggestion that the entirety of those minutes are properly redacted.

I asked all committee members and none of them were able to correctly describe the chronology. My ability to examine them about the chronology and the substance was impaired because the December 21 minutes were neither logged nor produced, which was the result of RDI's counsel and all directors' counsel withholding but not logging the December 21 minutes. Your suggestion that those circumstances do not provide a basis and need for further deposition with the benefit of the improperly withheld information, improperly redacted minutes or both is tantamount to saying that defendants can conceal evidence with impunity. We respectfully disagree.

Mark

Mark G. Krum, Esq.
YURKO, SALVESEN & REMZ, P.C.
One Washington Mall, 11th Floor
Boston, Massachusetts 02108
T: (617) 723 6900
F: (617) 723 6905
<http://www.bizlit.com>

YURKO, SALVESEN & REMZ, P.C.

From: hendricksk@gtlaw.com [mailto:hendricksk@gtlaw.com]
Sent: Tuesday, April 17, 2018 12:37 PM
To: Mark G. Krum <mkrum@bizlit.com>; ferrariom@gtlaw.com;
marshallsearcy@quinnemanuel.com

JA6539

Cc: christayback@quinnemanuel.com; nhelpern@quinnemenuel.com; sm@morrislawgroup.com; al@morrislawgroup.com; Sanford F. Remz <sremz@bizlit.com>; Noemi A. Kawamoto <nkawamoto@bizlit.com>; sheffieldm@gtlaw.com

Subject: RE: RDI

Mark,

We disagree with your interpretation of the facts and what has transpired in recent discovery, but see no purpose in arguing with you regarding the same. I have reviewed the minutes from the Special Committee meetings and confirm that the 12/21 minutes that were appropriately redacted and produced are the only minutes potentially responsive to your requests. You asked all committee members regarding the committee meetings and there is no basis and/or need for you to bring one or more of the directors back for additional deposition. To the extent you are concerned about authentication, we can stipulate to the authenticity of the draft document that was produced.

Kara

From: Mark G. Krum [<mailto:mkrum@bizlit.com>]

Sent: Friday, April 13, 2018 6:14 AM

To: Hendricks, Kara (Shld-LV-LT) <hendricksk@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; marshallsearcy@quinnemanuel.com

Cc: christayback@quinnemanuel.com; nhelpern@quinnemenuel.com; sm@morrislawgroup.com; al@morrislawgroup.com; Sanford F. Remz <sremz@bizlit.com>; Noemi A. Kawamoto <nkawamoto@bizlit.com>; Sheffield, Megan (Para-NY-LT) <sheffieldm@gtlaw.com>; Mark G. Krum <mkrum@bizlit.com>

Subject: RE: RDI

Kara,

I am not posturing and I made no “accusations of delay.” I described what happened, which indisputably was weeks of delay in producing a responsive document, leaving only the question whether that was by design or oversight. In that regard, I merely observed that had it been by design, it would have been handled as it was handled. Given that Greenberg Traurig (“GT”) is responsible for the litigation, including the production and logging of documents, and was involved in the underlying ostensibly corporate advice, it certainly seems unlikely that the document was not produced (or logged) by oversight. That said, I acknowledge the possibility that there is some other explanation, including for example that the person responsible for producing the document could not figure out how to redact it without rendering it nonresponsive and then failed to produce it.

In that regard, last evening we have received the document, redacted minutes of a December 21, 2017 meeting of the so-called special independent committee. It is been so heavily redacted that one cannot tell by looking at it that the subject of the redacted communications was or included ratification. Because we did not have the document to show to the deponents, we now have an unauthenticated document which does not on its face concern ratification. Either we need a document that is not so heavily redacted that, on its face, it shows that the redacted conversation(s) concern ratification, and/or we need to bring back one or more of

JA6540

Gould, Coddling and/or McEachern to depose them about this meeting. (I note that not having this document to use at their depositions impaired our ability to ask questions to ascertain the chronology of events, which is important, and resulted in different testimony than we would have received had we had the document to show the deponents.)

I worked from a rough of Mr. Gould's deposition transcript, which I received this week. As for your glib response that "[a] telephone call is not a document and we are under no obligation to log the same,]" it implies that the conversations about which Mr. Gould testified were unscheduled, extemporaneous telephone calls. The testimony, documents produced to date and privilege log entries all make clear that that is not how Mr. Gould, GT attorneys Bonner and Ferrario and, in particular, the so-called special independent committee, scheduled and handled their communications, much less their (typically telephonic) meetings.

To the point, have you or another lawyer who has access to the minutes of this so-called special independent committee reviewed any and all such minutes to identify, and then produce and/or log, others that reference what now is known as ratification? Given that "ratification" appears to have originated at GT acting ostensibly as corporate counsel for the so-called special independent committee (and the Company), GT as counsel of record for the Company is uniquely situated to ensure that any such responsive documents are produced and/or logged. (The foregoing is not a suggestion that the committee members themselves are not obligated to do so, as well.) If the answer to the question I ask at the beginning of this paragraph is negative, would you please be so kind as to have someone on the GT litigation team take the 10 to 30 minutes necessary to accomplish this task today and, if there are additional responsive minutes, produce and/or log them today.

Thank you.

Mark

From: hendricksk@gtlaw.com [<mailto:hendricksk@gtlaw.com>]

Sent: Thursday, April 12, 2018 7:21 PM

To: Mark G. Krum <mkrum@bizlit.com>; ferrariom@gtlaw.com; marshallsearcy@quinnemanuel.com

Cc: christayback@quinnemanuel.com; nhelpern@quinnemenuel.com; sm@morrislawgroup.com; al@morrislawgroup.com; Sanford F. Remz <sremz@bizlit.com>; Noemi A. Kawamoto <nkawamoto@bizlit.com>; sheffielddm@gtlaw.com

Subject: RE: RDI

Mark,

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

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

I do not have a copy of Mr. Gould's deposition yet. However, your email below appears to take issue with telephone calls referenced by Mr. Gould. A telephone call is not a document and we are

JA6541

under no obligation to log the same.

Kara

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

Kara,

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

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

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

- At 14:19 – 15:13 of the rough of his transcript, he testified that the first communication he had (in his capacity as the chairperson of the special committee) regarding ratification was telephonically in mid or late November 2017 with Bonner and Ferrario of GT;
- At 16:20 – 17:11, he testified that the next communication he had regarding ratification was telephonically in early December with committee members Coddling and McEachern, with Bonner of GT on the call;
- At 26:22 – 27:3, he testified that the next communications he had regarding ratification after the early December call were follow-up calls with Bonner and Ferrario of GT.

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

Thank you.

JA6542

Mark

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

Mark,

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

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

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

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

Best,
Kara

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

Kara,

JA6543

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

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

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

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

Mark

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

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

Mark,

I will look into this.

Kara

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

Mark and Marshall,
At the depositions of Ms. Coddling and Mr. Wrotniak, I asked that you produce the minutes

JA6544

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

Mark

Dictated to a smartphone.

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

CC

CC

EXHIBIT 11

From: Marshall Searcy
To: [Mark G. Krum](mailto:Mark.G.Krum); [Noah Helpern](mailto:Noah.Helpern)
Cc: sm@morrislawgroup.com; al@morrislawgroup.com; [Sanford F. Remz](mailto:Sanford.F.Remz); [Noemi A. Kawamoto](mailto:Noemi.A.Kawamoto); [Cotter Team](mailto:Cotter.Team); ["ferrariom@gtlaw.com"](mailto:ferrariom@gtlaw.com); hendricksk@gtlaw.com; [Shoshana E. Barnett](mailto:Shoshana.E.Bannett)
Subject: RE: RDI
Date: Wednesday, April 18, 2018 7:45:14 PM

Mark,

As set forth in the e-mails I attached, our directors looked for ratification documents without a limitation on time frame. Please let me know if you need anything further.

From: Mark G. Krum [<mailto:mkrum@bizlit.com>]
Sent: Wednesday, April 18, 2018 9:16 AM
To: Marshall Searcy <marshallsearcy@quinnemanuel.com>; Noah Helpern <noahhelpern@quinnemanuel.com>
Cc: sm@morrislawgroup.com; al@morrislawgroup.com; [Sanford F. Remz](mailto:Sanford.F.Remz) <sremz@bizlit.com>; [Noemi A. Kawamoto](mailto:Noemi.A.Kawamoto) <nkawamoto@bizlit.com>; [Cotter Team](mailto:Cotter.Team) <CotterTeam@quinnemanuel.com>; 'ferrariom@gtlaw.com' <ferrariom@gtlaw.com>; hendricksk@gtlaw.com; [Shoshana E. Barnett](mailto:Shoshana.E.Bannett) <sbannett@birdmarella.com>
Subject: RE: RDI

Marshall,

My Friday evening email below did not serve to call the question, so I will attempt to do so now.

Did your clients search for documents relating to ratification that pre-dated December 11, 2017? We are obliged to clarify this because your clients did not produce (or log) any such documents, although Mr. McEachern testified that ratification was first raised in the Fall of 2017.

If they did so, as I understood your email to indicate, how far back chronologically did they search?

Mark

From: Mark G. Krum
Sent: Friday, April 13, 2018 6:03 PM
To: Noah Helpern <noahhelpern@quinnemanuel.com>; Marshall Searcy <marshallsearcy@quinnemanuel.com>
Cc: sm@morrislawgroup.com; al@morrislawgroup.com; [Sanford F. Remz](mailto:Sanford.F.Remz) <sremz@bizlit.com>; [Noemi A. Kawamoto](mailto:Noemi.A.Kawamoto) <nkawamoto@bizlit.com>; [Cotter Team](mailto:Cotter.Team) <cotterteam@quinnemanuel.com>; 'ferrariom@gtlaw.com' <ferrariom@gtlaw.com>; hendricksk@gtlaw.com; [Shoshana E. Barnett](mailto:Shoshana.E.Bannett) <sbannett@birdmarella.com>
Subject: RE: RDI

Marshall,

Thanks for your prompt response. Without looking at the requests and working through the correspondence, I am not able to see what you describe. Having said that, if you are

JA6547

representing that your clients searched for documents pre-dating December 11, 2017 regarding what came to be referred to as ratification, then you are telling me that you previously did what my email of this morning asked be done. Of course, let me know if that is not correct. Thanks.

Mark

Get Outlook for Android

From: Marshall Searcy <marshallsearcy@quinnemanuel.com>
Sent: Friday, April 13, 2018 1:34:08 PM
To: Mark G. Krum; Noah Helpern
Cc: sm@morrislawgroup.com; al@morrislawgroup.com; Sanford F. Remz; Noemi A. Kawamoto; Cotter Team; 'ferrariom@gtlaw.com'; hendricksk@gtlaw.com; Shoshana E. Bennett
Subject: RE: RDI

Mark,

I am attaching our old e-mail correspondence from February, wherein we agreed to Plaintiff's position on "relevant time frame." Accordingly, we have already searched for the documents you seem to be referencing below, but please let me know if you think I am overlooking something.

From: Mark G. Krum [<mailto:mkrum@bizlit.com>]
Sent: Friday, April 13, 2018 6:31 AM
To: Noah Helpern <noahhelpern@quinnemanuel.com>
Cc: Marshall Searcy <marshallsearcy@quinnemanuel.com>; sm@morrislawgroup.com; al@morrislawgroup.com; Sanford F. Remz <sremz@bizlit.com>; Noemi A. Kawamoto <nkawamoto@bizlit.com>; Mark G. Krum <mkrum@bizlit.com>
Subject: FW: RDI

Second transmission of the email below...

From: Mark G. Krum
Sent: Friday, April 13, 2018 9:29 AM
To: marshallsearcy@quinnemanuel.com; 'nhelpern@quinnemanuel.com' <nhelpern@quinnemanuel.com>
Cc: sm@morrislawgroup.com; al@morrislawgroup.com; Sanford F. Remz <sremz@bizlit.com>; Noemi A. Kawamoto <nkawamoto@bizlit.com>; Mark G. Krum <mkrum@bizlit.com>
Subject: RDI

Marshall and Noah,

I do not recall if you stood on the position that the "relevant time period" for the search for what I will for shorthand call ratification related documents commenced on December 11, 2017, the date of the MSJ hearings. What I now know from the testimony is that there were communications relating to ratification prior to that. I therefore ask that you agree (or confirm, as the case may be)

JA6548

that you and your clients will search (or have searched, as the case may be) for documents responsive to our January 12, 2018 requests for a time period starting September 1, 2017 (not December 11, 2017). You and GT have information and access to information I do not have, so if you think another date should be used, I am happy to consider that and why you do. Thanks.

Mark

From: Mark G. Krum

Sent: Friday, April 13, 2018 9:14 AM

To: 'hendricksk@gtlaw.com' <hendricksk@gtlaw.com>; ferrariom@gtlaw.com; marshallsearcy@quinnemanuel.com

Cc: christayback@quinnemanuel.com; nhelper@quinnemanuel.com; sm@morrislawgroup.com; al@morrislawgroup.com; Sanford F. Remz <sremz@bizlit.com>; Noemi A. Kawamoto <nKawamoto@bizlit.com>; sheffieldm@gtlaw.com; Mark G. Krum <mkrum@bizlit.com>

Subject: RE: RDI

Kara,

I am not posturing and I made no “accusations of delay.” I described what happened, which indisputably was weeks of delay in producing a responsive document, leaving only the question whether that was by design or oversight. In that regard, I merely observed that had it been by design, it would have been handled as it was handled. Given that Greenberg Traurig (“GT”) is responsible for the litigation, including the production and logging of documents, and was involved in the underlying ostensibly corporate advice, it certainly seems unlikely that the document was not produced (or logged) by oversight. That said, I acknowledge the possibility that there is some other explanation, including for example that the person responsible for producing the document could not figure out how to redact it without rendering it nonresponsive and then failed to produce it.

In that regard, last evening we have received the document, redacted minutes of a December 21, 2017 meeting of the so-called special independent committee. It is been so heavily redacted that one cannot tell by looking at it that the subject of the redacted communications was or included ratification. Because we did not have the document to show to the deponents, we now have an unauthenticated document which does not on its face concern ratification. Either we need a document that is not so heavily redacted that, on its face, it shows that the redacted conversation(s) concern ratification, and/or we need to bring back one or more of Gould, Coddling and/or McEachern to depose them about this meeting. (I note that not having this document to use at their depositions impaired our ability to ask questions to ascertain the chronology of events, which is important, and resulted in different testimony than we would have received had we had the document to show the deponents.)

I worked from a rough of Mr. Gould’s deposition transcript, which I received this week. As for your glib response that “[a] telephone call is not a document and we are under no obligation to log the same[.]” it implies that the conversations about which Mr. Gould testified were unscheduled, extemporaneous telephone calls. The testimony, documents produced to date and privilege log entries all make clear that that is not how Mr. Gould, GT attorneys Bonner and Ferrario and, in particular, the so-called special independent committee, scheduled and handled their communications, much less their (typically telephonic) meetings.

JA6549

To the point, have you or another lawyer who has access to the minutes of this so-called special independent committee reviewed any and all such minutes to identify, and then produce and/or log, others that reference what now is known as ratification? Given that "ratification" appears to have originated at GT acting ostensibly as corporate counsel for the so-called special independent committee (and the Company), GT as counsel of record for the Company is uniquely situated to ensure that any such responsive documents are produced and/or logged. (The foregoing is not a suggestion that the committee members themselves are not obligated to do so, as well.) If the answer to the question I ask at the beginning of this paragraph is negative, would you please be so kind as to have someone on the GT litigation team take the 10 to 30 minutes necessary to accomplish this task today and, if there are additional responsive minutes, produce and/or log them today.

Thank you.

Mark

From: hendricksk@gtlaw.com [<mailto:hendricksk@gtlaw.com>]
Sent: Thursday, April 12, 2018 7:21 PM
To: Mark G. Krum <mkrum@bizlit.com>; ferrariom@gtlaw.com;
marshallsearcy@quinnemanuel.com
Cc: christayback@quinnemanuel.com; nhelpern@quinnemenuel.com; sm@morrislawgroup.com;
al@morrislawgroup.com; Sanford F. Remz <sremz@bizlit.com>; Noemi A. Kawamoto
<nkawamoto@bizlit.com>; sheffieldm@gtlaw.com
Subject: RE: RDI

Mark,

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

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

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

Kara

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

JA6550

<nkawamoto@bizlit.com>

Subject: RE: RDI

Kara,

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

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

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

- At 14:19 – 15:13 of the rough of his transcript, he testified that the first communication he had (in his capacity as the chairperson of the special committee) regarding ratification was telephonically in mid or late November 2017 with Bonner and Ferrario of GT;
- At 16:20 – 17:11, he testified that the next communication he had regarding ratification was telephonically in early December with committee members Codding and McEachern, with Bonner of GT on the call;
- At 26:22 – 27:3, he testified that the next communications he had regarding ratification after the early December call were follow-up calls with Bonner and Ferrario of GT.

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

Thank you.

Mark

From: hendricksk@gtlaw.com [<mailto:hendricksk@gtlaw.com>]

Sent: Thursday, April 12, 2018 4:38 PM

To: Mark G. Krum <mkrum@bizlit.com>; ferrariom@gtlaw.com;
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JA6551