

IN THE SUPREME COURT OF THE STATE OF NEVADA

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

Appellant,

v.

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

Respondents.

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Case Nos. 76981, 77648 & 77733

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

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

Appeal (77648 & 76981)

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

**JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981
Volume XXIX
JA7059 – JA7308**

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**JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981**

CHRONOLOGICAL INDEX

Date	Description	Vol. #	Page Nos.
2015-06-12	Complaint	I	JA1-JA31
2015-06-18	Amended AOS - Douglas McEachern	I	JA32-JA33
2015-06-18	Amended AOS - Edward Kane	I	JA34-JA35
2015-06-18	Amended AOS - Ellen Cotter	I	JA36-JA37
2015-06-18	Amended AOS - Guy Adams	I	JA38-JA39
2015-06-18	Amended AOS - Margaret Cotter	I	JA40-JA41
2015-06-18	Amended AOS - RDI	I	JA42-JA43
2015-06-18	Amended AOS – Timothy Storey	I	JA44-JA45
2015-06-18	Amended AOS – William Gould	I	JA46-JA47
2015-08-10	Motion to Dismiss Complaint	I	JA48-JA104
2015-08-20	Reading International, Inc. ("RDI")'s Joinder to Margaret Cotter, Ellen Cotter, Douglas McEachern, Guy Adams, & Edward Kane ("Individual Defendants") Motion to Dismiss Complaint	I	JA105-JA108
2015-08-28	T2 Plaintiffs' Verified Shareholder Derivative Complaint	I	JA109-JA126
2015-08-31	RDI's Motion to Compel Arbitration	I	JA127-JA148
2015-09-03	Individual Defendants' Motion to Dismiss Complaint	I	JA149-JA237
2015-10-06	Transcript of 9-10-15 Hearing on Defendants' Motion to Dismiss & Plaintiff Cotter Jr. ("Cotter Jr.")'s Motion for Preliminary Injunction	I, II	JA238-JA256
2015-10-12	Order Denying RDI's Motion to Compel Arbitration	II	JA257-JA259
2015-10-19	Order Re Motion to Dismiss Complaint	II	JA260-JA262
2015-10-22	First Amended Verified Complaint	II	JA263-JA312
2015-11-10	Scheduling Order and Order Setting Civil Jury Trial, Pre-Trial Conference and Calendar Call	II	JA313-JA316

**JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981**

CHRONOLOGICAL INDEX

Date	Description	Vol. #	Page Nos.
2016-02-12	T2 Plaintiffs' First Amended Complaint	II	JA317-JA355
2016-02-23	Transcript of 2-18-16 Hearing on Motion to Compel & Motion to File Document Under Seal	II	JA356-JA374
2016-03-14	Individual Defendants' Answer to Cotter's First Amended Complaint	II	JA375-JA396
2016-03-29	RDI's Answer to Cotter, Jr.'s First Amended Complaint	II	JA397-JA418
2016-03-29	RDI's Answer to T2 Plaintiffs' First Amended Complaint	II	JA419-JA438
2016-04-05	Codding and Wrotniak's Answer to T2 Plaintiffs' First Amended Complaint	II	JA439-JA462
2016-06-21	Stipulation and Order to Amend Deadlines in Scheduling Order	II	JA463-JA468
2016-06-23	Transcript of 6-21-16 Hearing on Defendants' Motion to Compel & Motion to Disqualify T2 Plaintiffs	II	JA469-JA493
2016-08-11	Transcript of 8-9-16 Hearing on Cotter Jr.'s Motion for Partial Summary Judgment, Motion to Compel & Motion to Amend	II, III	JA494-JA518
2016-09-02	Cotter Jr.'s Second Amended Verified Complaint	III	JA519-JA575
2016-09-23	Defendant William Gould ("Gould")'s MSJ	III, IV, V, VI	JA576-JA1400
2016-09-23	MIL to Exclude Expert Testimony of Steele, Duarte-Silva, Spitz, Nagy, & Finnerty	VI	JA1401-JA1485
2016-09-23	Individual Defendants' Motion for Partial Summary Judgment (No. 1) Re: Plaintiff's Termination and Reinstatement Claims ("Partial MSJ No. 1)	VI, VII, VIII, IX	JA1486-JA2216 (FILED UNDER SEAL JA2136A-D)

**JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981**

CHRONOLOGICAL INDEX

Date	Description	Vol. #	Page Nos.
2016-09-23	Individual Defendants' Motion for Partial Summary Judgment (No. 2) Re: The Issue of Director Independence ("Partial MSJ No. 2")	IX, X	JA2217-JA2489 (FILED UNDER SEAL JA2489A-HH)
2016-09-23	Individual Defendants' Motion for Partial Summary Judgment (No. 3) On Plaintiff's Claims Related to the Purported Unsolicited Offer ("Partial MSJ No. 3")	X, XI	JA2490-JA2583
2016-09-23	Individual Defendants' Motion for Partial Summary Judgment (No. 4) On Plaintiff's Claims Related to the Executive Committee ("Partial MSJ No. 4")	XI	JA2584-JA2689
2016-09-23	Individual Defendants' Motion for Partial Summary Judgment (No. 5) On Plaintiff's Claims Related to the Appointment of Ellen Cotter as CEO ("Partial MSJ No. 5")	XI, XII	JA2690-JA2860
2016-09-23	Individual Defendants' Motion for Partial Summary Judgment (No. 6) Re Plaintiff's Claims Re Estate's Option Exercise, Appointment of Margaret Cotter, Compensation Packages of Ellen Cotter and Margaret Cotter, and related claims Additional Compensation to Margaret Cotter and Guy Adams ("Partial MSJ No. 6")	XII, XIII, XIV	JA2861-JA3336
2016-09-23	Cotter Jr.'s Motion for Partial Summary Judgment ("MPSJ")	XIV, XV	JA3337-JA3697
2016-10-03	Order Granting Cotter Jr.'s Motion to Compel Production of Documents & Communications Re the Advice of Counsel Defense	XV	JA3698-JA3700

**JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981**

CHRONOLOGICAL INDEX

Date	Description	Vol. #	Page Nos.
2016-10-03	Order Re Cotter Jr.'s Motion to Permit Certain Discovery re Recent "Offer"	XV	JA3701-JA3703
2016-10-03	RDI's Joinder to MIL to Exclude Expert Testimony	XV	JA3704-JA3706
2016-10-03	RDI's Joinder to Individual Defendants' Partial-MSJ No. 1	XV	JA3707-JA3717
2016-10-03	RDI's Joinder to Individual Defendants' Partial MSJ No. 2	XV	JA3718-JA3739
2016-10-03	RDI's Joinder to Individual Defendants' Partial MSJ No. 3	XV	JA3740-JA3746
2016-10-03	RDI's Joinder to Individual Defendants' Partial MSJ No. 4	XV	JA3747-JA3799
2016-10-03	RDI's Joinder to Individual Defendants' Partial MSJ No. 5	XV	JA3800-JA3805
2016-10-03	RDI's Joinder to Individual Defendants' Partial MSJ No. 6	XV, XVI	JA3806-JA3814
2016-10-13	Individual Defendants' Opposition to Cotter Jr.'s MPSJ	XVI	JA3815-JA3920
2016-10-13	RDI's Joinder to Individual Defendants' Opposition to Cotter Jr.'s MPSJ	XVI	JA3921-JA4014
2016-10-13	Cotter Jr.'s Opposition to Gould's MSJ	XVI	JA4015-JA4051
2016-10-13	Cotter Jr.'s Opposition to Partial MSJ No. 1	XVI, XVII	JA4052-JA4083
2016-10-13	Cotter, Jr.'s Opposition to Partial MSJ No. 2	XVII	JA4084-JA4111
2016-10-13	Cotter, Jr.'s Opposition to Partial MSJ No. 6	XVII	JA4112-JA4142
2016-10-17	Cotter Jr.'s Appendix of Exhibits ISO Opposition to Individual Defendants' Partial MSJ No. 1	XVII, XVIII	JA4143-JA4311 (FILED UNDER SEAL JA4151A-C)

**JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981**

CHRONOLOGICAL INDEX

Date	Description	Vol. #	Page Nos.
2016-10-17	Cotter Jr.'s Appendix of Exhibits ISO Opposition to Individual Defendants' Partial MSJ No. 2	XVIII	JA4312-JA4457
2016-10-17	Cotter Jr.'s Appendix of Exhibits ISO Opposition to Gould's MSJ	XVIII	JA4458-JA4517
2016-10-21	Individual Defendants' Reply ISO of Partial MSJ No. 1	XVIII	JA4518-JA4549
2016-10-21	Individual Defendants' Reply ISO Partial MSJ No. 2	XVIII, XIX	JA4550-JA4567
2016-10-21	RDI's Reply ISO Individual Defendants' Partial MSJ No. 1	XIX	JA4568-JA4577
2016-10-21	RDI's Reply ISO Individual Defendants' Partial MSJ No. 2	XIX	JA4578-JA4588
2019-10-21	RDI's Consolidated Reply ISO Individual Defendants' Partial MSJ Nos. 3, 4, 5 & 6	XIX	JA4589-JA4603
2016-10-21	RDI's Reply ISO Gould's MSJ	XIX	JA4604-JA4609
2016-10-21	Gould's Reply ISO MSJ	XIX	JA4610-JA4635
2016-10-21	Declaration of Barnett ISO Gould's Reply ISO MSJ	XIX	JA4636-JA4677
2016-10-21	Individual Defendants' Reply ISO Partial MSJ Nos. 3, 4, 5, and 6	XIX	JA4678-JA4724
2016-10-26	Individual Defendants' Objections to Declaration of Cotter, Jr. Submitted in Opposition to Partial MSJs	XIX	JA4725-JA4735
2016-11-01	Transcript of 10-27-16 Hearing on Motions	XIX, XX	JA4736-JA4890
2016-12-20	RDI's Answer to Cotter Jr.'s Second Amended Complaint	XX	JA4891-JA4916
2016-12-21	Order Re Individual Defendants' Partial MSJ Nos. 1-6 and MIL to Exclude Expert Testimony	XX	JA4917-JA4920
2016-12-22	Notice of Entry of Order Re Partial MSJ Nos. 1-6 and MIL to Exclude Expert Testimony	XX	JA4921-JA4927

**JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981**

CHRONOLOGICAL INDEX

Date	Description	Vol. #	Page Nos.
2017-10-04	First Amended Order Setting Civil Jury Trial, Pre-Trial Conference, and Calendar Call	XX	JA4928-JA4931
2017-10-11	Individual Defendants' Motion for Evidentiary Hearing Re Cotter Jr.'s Adequacy as Derivative Plaintiff	XX	JA4932-JA4974
2017-10-17	Gould's Joinder to Motion for Evidentiary Hearing re Cotter Jr.'s Adequacy as Derivative Plaintiff	XX	JA4975-JA4977
2017-10-18	RDI's Joinder to Motion for Evidentiary Hearing re Cotter Jr.'s Adequacy as Derivative Plaintiff	XX	JA4978-JA4980
2017-11-09	Individual Defendants' Supplement to Partial MSJ Nos. 1, 2, 3, 5, and 6	XX	JA4981-JA5024
2017-11-21	RDI's Joinder to Individual Defendants' Supplement to Partial MSJ Nos. 1, 2, 3, 5 & 6	XX	JA5025-JA5027
2017-11-27	Transcript of 11-20-17 Hearing on Motion for Evidentiary Hearing re Cotter Jr.'s Adequacy & Motion to Seal	XX	JA5028-JA5047
2017-11-28	Individual Defendants' Answer to Cotter Jr.'s Second Amended Complaint	XX, XXI	JA5048-JA5077
2017-12-01	Gould's Request For Hearing on Previously-Filed MSJ	XXI	JA5078-JA5093
2017-12-01	Cotter Jr.'s Supplemental Opposition to Partial MSJ Nos. 1 & 2 & Gould MSJ	XXI	JA5094-JA5107
2017-12-01	Declaration of Levin ISO Cotter Jr.'s Supplemental Opposition to Partial MSJ Nos. 1 & 2 & Gould MSJ	XXI	JA5108-JA5118

**JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981**

CHRONOLOGICAL INDEX

Date	Description	Vol. #	Page Nos.
2017-12-01	Cotter Jr.'s Supplemental Opposition to Partial MSJ Nos. 2 & 5 & Gould MSJ	XXI	JA5119-JA5134
2017-12-01	Declaration of Levin ISO Cotter Jr.'s Supplemental Opposition to Partial MSJ Nos. 2 & 5 & Gould MSJ	XXI	JA5135-JA5252
2017-12-01	Cotter Jr.'s Supplemental Opposition to Partial MSJ Nos. 2 & 6 & Gould MSJ	XXI	JA5253-JA5264
2017-12-01	Declaration of Levin ISO Cotter Jr.'s Supplemental Opposition to Partial MSJ Nos. 2 & 6 & Gould MSJ	XXI	JA5265-JA5299
2017-12-01	Cotter Jr.'s Supplemental Opposition to Partial MSJ Nos. 2 & 3 & Gould MSJ	XXI, XXII	JA5300-JA5320
2017-12-01	Declaration of Levin ISO Cotter Jr.'s Supplemental Opposition to So-Called MSJ Nos. 2 & 3 & Gould MSJ	XXII	JA5321-JA5509
2017-12-04	Individual Defendants' Reply ISO Renewed Partial MSJ Nos. 1 & 2	XXII	JA5510-JA5537
2017-12-04	Gould's Supplemental Reply ISO of MSJ	XXII	JA5538-JA5554
2017-12-05	Declaration of Bannett ISO Gould's Supplemental Reply ISO MSJ	XXII, XXIII	JA5555-JA5685
2017-12-08	Joint Pre-Trial Memorandum	XXIII	JA5686-JA5717
2017-12-11	Transcript of 12-11-2017 Hearing on [Partial] MSJs, MILs, and Pre-Trial Conference	XXIII	JA5718-JA5792
2017-12-19	Cotter Jr.'s Motion for Reconsideration of Ruling on Partial MSJ Nos. 1, 2 & 3 and Gould's MSJ on OST ("Motion for Reconsideration")	XXIII, XXIV	JA5793-JA5909

**JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981**

CHRONOLOGICAL INDEX

Date	Description	Vol. #	Page Nos.
2017-12-26	Individual Defendants' Opposition to Cotter Jr.'s Motion For Reconsideration	XXIV	JA5910-JA5981
2017-12-27	Gould's Opposition to Cotter Jr.'s Motion for Reconsideration	XXIV	JA5982-JA5986
2017-12-27	Declaration of Bennett ISO Gould's Opposition to Cotter Jr.'s Motion for Reconsideration	XXIV, XXV	JA5987-JA6064
2017-12-28	Order Re Individual Defendants' Partial MSJs, Gould's MSJ, and MILs	XXV	JA6065-JA6071
2017-12-28	Cotter Jr.'s Motion to Stay on OST	XXV	JA6072-JA6080
2017-12-29	Notice of Entry of Order Re Individual Defendants' Partial MSJs, Gould's MSJ, and MIL	XXV	JA6081-JA6091
2017-12-29	Cotter Jr.'s Motion for Rule 54(b) Certification and Stay on OST	XXV	JA6092-JA6106
2017-12-29	Transcript of 12-28-17 Hearing on Motion for Reconsideration and Motion for Stay	XXV	JA6107-JA6131
2018-01-02	Individual Defendants' Opposition to Cotter Jr.'s Motion for Rule 54(b) Certification and Stay	XXV	JA6132-JA6139
2018-01-03	RDI's Joinder to Individual Defendants' Opposition to Cotter Jr.'s Motion for Rule 54(b) Certification and Stay	XXV	JA6140-JA6152
2018-01-03	RDI's Errata to Joinder to Individual Defendants' Opposition to Motion for Rule 54(b) Certification and Stay	XXV	JA6153-JA6161
2018-01-03	RDI's Motion to Dismiss for Failure to Show Demand Futility	XXV	JA6162-JA6170
2018-01-03	Cotter Jr.'s Reply ISO Motion for Rule 54(b) Certification and Stay	XXV	JA6171-JS6178

**JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981**

CHRONOLOGICAL INDEX

Date	Description	Vol. #	Page Nos.
2018-01-04	Order Granting Cotter Jr.'s Motion for Rule 54(b) Certification	XXV	JA6179-JA6181
2018-01-04	Notice of Entry of Order Granting Cotter Jr.'s Motion for Rule 54(b) Certification	XXV	JA6182-JA6188
2018-01-04	Order Denying Cotter Jr.'s Motion for Reconsideration and Stay	XXV	JA6189-JA6191
2018-01-04	Adams and Cotter sisters' Motion for Judgment as a Matter of Law	XXV	JA6192-JA6224 (FILED UNDER SEAL JA6224A-F)
2018-01-05	Cotter Jr.'s Opposition to RDI's Motion to Dismiss for Failure to Show Demand Futility	XXV	JA6225-JA6228
2018-01-05	Cotter Jr.'s Opposition to Defendants' Motion for Judgment as a Matter of Law	XXV	JA6229-JA6238
2018-01-05	Declaration of Krum ISO Cotter Jr.'s Opposition to Motion for Judgment as a Matter of Law	XXV	JA6239-JA6244
2018-01-05	Transcript of 1-4-18 Hearing on Cotter Jr.'s Motion for Rule 54(b) Certification	XXV	JA6245-JA6263
2018-01-08	Transcript of Hearing on Demand Futility Motion and Motion for Judgment	XXV	JA6264-JA6280
2018-01-10	Transcript of Proceedings of 01-8-18 Jury Trial–Day 1	XXV	JA6281-JA6294
2018-02-01	Cotter Jr.'s Notice of Appeal	XXV	JA6295-JA6297
2018-04-18	Cotter Jr.'s Motion to Compel (Gould)	XXV, XXVI	JA6298-JA6431

**JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981**

CHRONOLOGICAL INDEX

Date	Description	Vol. #	Page Nos.
2018-04-23	Cotter Jr.'s Motion for Omnibus Relief on OST	XXVI, XXVII	JA6432-JA6561 (FILED UNDER SEAL JA6350A; JA6513A-C)
2018-04-24	Gould's Opposition to Cotter Jr.'s Motion to Compel	XXVII	JA6562-JA6568
2018-04-24	Gould's Declaration ISO Opposition to Motion to Compel	XXVII	JA6569-JA6571
2018-04-24	Bannett's Declaration ISO Gould's Opposition to Motion to Compel	XXVII	JA6572-JA6581
2018-04-27	Cotter Jr.'s Reply ISO Motion to Compel (Gould)	XXVII	JA6582-JA6599
2018-04-27	RDI's Opposition to Cotter's Motion for Omnibus Relief	XXVII	JA6600-JA6698
2018-05-03	Transcript of 4-30-18 Hearing on Motions to Compel & Seal	XXVII	JA6699-JA6723
2018-05-04	Second Amended Order Setting Jury Trial, Pre-trial Conference, and Calendar Call	XXVII	JA6724-JA6726
2018-05-07	Transcript of 5-2-18 Hearing on Evidentiary Hearing	XXVII, XXVIII	JA6727-JA6815
2018-05-11	Cotter Jr.'s Opposition to RDI's Motion for Leave to File Motion	XXVIII	JA6816-JA6937
2018-05-15	Adams and Cotter sisters' Motion to Compel Production of Docs re Expert Fee Payments on OST	XXVIII, XXIX	JA6938-JA7078
2018-05-18	Cotter Jr.'s Opposition to Motion to Compel Production of Docs re Expert Fee Payments	XXIX	JA7079-JA7087
2018-05-18	Adams and Cotter sisters' Pre-Trial Memo	XXIX	JA7088-JA7135
2018-05-18	Cotter Jr.'s Pre-Trial Memo	XXIX	JA7136-JA7157

**JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981**

CHRONOLOGICAL INDEX

Date	Description	Vol. #	Page Nos.
2018-05-24	Transcript of 05-21-18 Hearing on Adams and Cotter sisters' Motion to Compel	XXIX	JA7158-JA7172
2018-06-01	Adams and Cotter sisters' Motion for Summary Judgment ("Ratification MSJ")	XXIX	JA7173-JA7221
2018-06-08	Cotter Jr.'s Motion to Compel on OST	XXIX, XXX, XXXI	JA7222-JA7568
2018-06-12	Cotter Jr.'s Motion for Relief Based on Noncompliance with Court's May 2, 2018 Rulings on OST ("Motion for Relief")	XXXI	JA7569-JA7607
2018-06-13	Cotter Jr.'s Opposition to Ratification MSJ	XXXI	JA7608-JA7797
2018-06-13	Cotter Jr.'s Opposition to RDI's Demand Futility Motion	XXXI, XXXII	JA7798-JA7840
2018-06-15	Adams and Cotter sisters' Reply ISO of Ratification MSJ	XXXII	JA7841-JA7874
2018-06-18	RDI's Combined Opposition to Cotter Jr.'s Motion to Compel & Motion for Relief	XXXII	JA7875-JA7927
2018-06-18	Adams and Cotter sisters' Joinder to RDI's Combined Opposition to Cotter Jr.'s Motion to Compel & Motion for Relief	XXXII, XXXIII	JA7928-JA8295
2018-06-18	Gould's Joinder to RDI's Combined Opposition to Cotter Jr.'s Motion to Compel & Motion for Relief	XXXIII	JA8296-JA8301
2018-06-18	Cotter Jr.'s Reply ISO Motion for Relief Re: 05-02-18 Rulings	XXXIII, XXXIV	JA8302-JA8342
2018-06-20	Transcript of 06-19-18 Omnibus Hearing on discovery motions and Ratification MSJ	XXXIV	JA8343-JA8394

**JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981**

CHRONOLOGICAL INDEX

Date	Description	Vol. #	Page Nos.
2018-07-12	Order Granting In Part Cotter Jr.'s Motion to Compel (Gould) & Motion for Relief	XXXIV	JA8395-JA8397
2018-07-12	Order Granting in Part Cotter Jr.'s Motion for Omnibus Relief & Motion to Compel	XXXIV	JA8398-JA8400
2018-08-14	Findings of Fact and Conclusions of Law and Judgment	XXXIV	JA8401-JA8411
2018-08-16	Notice of Entry of Findings of Fact and Conclusions of Law and Judgment	XXXIV	JA8412-JA8425
2018-08-24	Memorandum of Costs submitted by RDI for itself & the director defendants	XXXIV	JA8426-JA8446
2018-08-24	RDI's Appendix of Exhibits to Memorandum of Costs	XXXIV, XXXV, XXXVI	JA8447-JA8906
2018-09-05	Notice of Entry of SAO Re Process for Filing Motion for Attorney's Fees	XXXVI	JA8907-JA8914
2018-09-05	Cotter Jr.'s Motion to Retax Costs	XXXVI	JA8915-JA9018
2018-09-07	RDI's Motion for Attorneys' Fees	XXXVI, XXXVII	JA9019-JA9101
2018-09-12	RDI's Motion for Judgment in Its Favor	XXXVII	JA9102-JA9107
2018-09-13	Cotter Jr.'s Notice of Appeal	XXXVII	JA9108-JA9110
2018-09-14	RDI's Opposition to Cotter Jr.'s Motion to Retax Costs	XXXVII	JA9111-JA9219
2018-09-14	RDI's Appendix ISO Opposition to Motion to Retax ("Appendix") Part 1	XXXVII, XXXVIII, XXXIX	JA9220-JA9592
2018-09-14	RDI's Appendix, Part 2	XXXIX, XL, XLI	JA9593- JA10063
2018-09-14	RDI's Appendix, Part 3	XLI, XLII, XLIII	JA10064- JA10801

**JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981**

CHRONOLOGICAL INDEX

Date	Description	Vol. #	Page Nos.
2018-09-14	RDI's Appendix, Part 4	XLIII, XLIV	JA10802- JA10898
2018-09-14	RDI's Appendix Part 5	XLIV, XLV	JA10899- JA11270
2018-09-14	RDI's Appendix, Part 6	XLV, XLVI	JA11271- JA11475
2018-09-14	RDI's Appendix, Part 7	XLVI, XLVII, XLVIII, XLIX, L	JA11476- JA12496
2018-09-14	RDI's Appendix, Part 8	L, LI, LII	JA12497- JA12893
2018-09-14	Suggestion of Death of Gould Upon the Record	LII,	JA12894- JA12896
2018-09-24	Cotter Jr.'s Reply to RDI's Opp'n to Motion to Retax Costs	LII	JA12897- JA12921
2018-09-24	Cotter Jr.'s Appendix of Exhibits ISO Reply to RDI's Opposition to Motion to Retax Costs	LII, LIII	JA12922- JA13112
2018-10-01	Cotter Jr.'s Opposition to RDI's Motion for Judgment in its Favor	LIII	JA13113- JA13125
2018-10-02	Transcript of 10-01-18 Hearing on Cotter Jr.'s Motion to Retax Costs	LIII	JA13126- JA13150
2018-11-02	Cotter Jr.'s Letter to Court Objecting to Proposed Order	LIII	JA13151- JA13156
2018-11-02	Cotter Jr.'s Errata to Letter to Court Objecting to Proposed Order	LIII	JA13157- JA13162
2018-11-06	Order Granting in Part Motion to Retax Costs & Entering Judgment for Costs ("Cost Judgment")	LIII	JA13163- JA13167
2018-11-06	Notice of Entry of Order of Cost Judgment	LIII	JA13168- JA13174
2018-11-16	Order Denying RDI's Motion for Attorneys' Fees	LIII	JA13175- JA13178

**JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981**

CHRONOLOGICAL INDEX

Date	Description	Vol. #	Page Nos.
2018-11-06	Order Denying RDI's Motion for Judgment in Its Favor	LIII	JA13179- JA13182
2018-11-20	Notice of Entry of Order Denying RDI's Motion for Attorneys' Fees	LIII	JA13183- JA13190
2018-11-20	Notice of Entry of Order Denying RDI's Motion for Judgment in Its Favor	LIII	JA13191- JA13198
2018-11-26	Cotter Jr.'s Motion for Reconsideration & Amendment of Cost Judgment, for Limited Stay of Execution on OST	LIII	JA13199- JA13207
2018-11-30	RDI's Opposition to Cotter Jr.'s Motion for Reconsideration and Response to Motion for Limited Stay of Execution on OST	LIII	JA13208- JA13212
2018-11-30	Adams and Cotter sisters' Joinder to RDI's Opposition to Cotter Jr.'s Motion for Reconsideration and Response to Motion for Limited Stay of Execution	LIII	JA13213- JA13215
2018-12-06	Order Re Cotter Jr.'s Motion for Reconsideration & Amendment of Judgment for Costs and for Limited Stay	LIII	JA13216- JA13219
2018-12-06	Cotter Jr.'s Notice of Appeal from Cost Judgment	LIII	JA13220- JA13222
2018-12-07	Notice of Entry of Order Re Cotter Jr.'s Motion for Reconsideration & Amendment of Cost Judgment and for Limited Stay	LIII	JA13223- JA13229
2018-12-14	Cotter Jr.'s Notice of Posting Cost Bond on Appeal	LIII	JA13230- JA13232

**JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981**

ALPHABETICAL INDEX

Date	Description	Vol. #	Page Nos.
2018-06-18	Adams and Cotter sisters' Joinder to RDI's Combined Opposition to Cotter Jr.'s Motion to Compel & Motion for Relief	XXXII, XXXIII	JA7928-JA8295
2018-11-30	Adams and Cotter sisters' Joinder to RDI's Opposition to Cotter Jr.'s Motion for Reconsideration and Response to Motion for Limited Stay of Execution	LIII	JA13213-JA13215
2018-01-04	Adams and Cotter sisters' Motion for Judgment as a Matter of Law	XXV	JA6192-JA6224 (FILED UNDER SEAL JA6224A-F)
2018-06-01	Adams and Cotter sisters' Motion for Summary Judgment ("Ratification MSJ")	XXIX	JA7173-JA7221
2018-05-15	Adams and Cotter sisters' Motion to Compel Production of Docs re Expert Fee Payments on OST	XXVIII, XXIX	JA6938-JA7078
2018-05-18	Adams and Cotter sisters' Pre-Trial Memo	XXIX	JA7088-JA7135
2018-06-15	Adams and Cotter sisters' Reply ISO of Ratification MSJ	XXXII	JA7841-JA7874
2015-06-18	Amended AOS - Douglas McEachern	I	JA32-JA33
2015-06-18	Amended AOS - Edward Kane	I	JA34-JA35
2015-06-18	Amended AOS - Ellen Cotter	I	JA36-JA37
2015-06-18	Amended AOS - Guy Adams	I	JA38-JA39
2015-06-18	Amended AOS - Margaret Cotter	I	JA40-JA41
2015-06-18	Amended AOS - RDI	I	JA42-JA43
2015-06-18	Amended AOS – Timothy Storey	I	JA44-JA45
2015-06-18	Amended AOS – William Gould	I	JA46-JA47

**JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981**

ALPHABETICAL INDEX

Date	Description	Vol. #	Page Nos.
2018-04-24	Bannett's Declaration ISO Gould's Opposition to Motion to Compel	XXVII	JA6572- JA6581
2016-04-05	Codding and Wrotniak's Answer to T2 Plaintiffs' First Amended Complaint	II	JA439- JA462
2015-06-12	Complaint	I	JA1-JA31
2016-10-17	Cotter Jr.'s Appendix of Exhibits ISO Opposition to Gould's MSJ	XVIII	JA4458- JA4517
2016-10-17	Cotter Jr.'s Appendix of Exhibits ISO Opposition to Individual Defendants' Partial MSJ No. 1	XVII, XVIII	JA4143- JA4311 (FILED UNDER SEAL JA4151A-C)
2016-10-17	Cotter Jr.'s Appendix of Exhibits ISO Opposition to Individual Defendants' Partial MSJ No. 2	XVIII	JA4312- JA4457
2018-09-24	Cotter Jr.'s Appendix of Exhibits ISO Reply to RDI's Opposition to Motion to Retax Costs	LII, LIII	JA12922- JA13112
2018-11-02	Cotter Jr.'s Errata to Letter to Court Objecting to Proposed Order	LIII	JA13157- JA13162
2018-11-02	Cotter Jr.'s Letter to Court Objecting to Proposed Order	LIII	JA13151- JA13156
2018-04-23	Cotter Jr.'s Motion for Omnibus Relief on OST	XXVI, XXVII	JA6432- JA6561 (FILED UNDER SEAL JA6350A; JA6513A-C)
2016-09-23	Cotter Jr.'s Motion for Partial Summary Judgment ("MPSJ")	XIV, XV	JA3337- JA3697

**JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981**

ALPHABETICAL INDEX

Date	Description	Vol. #	Page Nos.
2018-11-26	Cotter Jr.'s Motion for Reconsideration & Amendment of Cost Judgment, for Limited Stay of Execution on OST	LIII	JA13199- JA13207
2017-12-19	Cotter Jr.'s Motion for Reconsideration of Ruling on Partial MSJ Nos. 1, 2 & 3 and Gould's MSJ on OST ("Motion for Reconsideration")	XXIII, XXIV	JA5793- JA5909
2018-06-12	Cotter Jr.'s Motion for Relief Based on Noncompliance with Court's May 2, 2018 Rulings on OST ("Motion for Relief")	XXXI	JA7569- JA7607
2017-12-29	Cotter Jr.'s Motion for Rule 54(b) Certification and Stay on OST	XXV	JA6092- JA6106
2018-04-18	Cotter Jr.'s Motion to Compel (Gould)	XXV, XXVI	JA6298- JA6431
2018-06-08	Cotter Jr.'s Motion to Compel on OST	XXIX, XXX, XXXI	JA7222- JA7568
2018-09-05	Cotter Jr.'s Motion to Retax Costs	XXXVI	JA8915- JA9018
2017-12-28	Cotter Jr.'s Motion to Stay on OST	XXV	JA6072- JA6080
2018-02-01	Cotter Jr.'s Notice of Appeal	XXV	JA6295- JA6297
2018-09-13	Cotter Jr.'s Notice of Appeal	XXXVII	JA9108- JA9110
2018-12-06	Cotter Jr.'s Notice of Appeal from Cost Judgment	LIII	JA13220- JA13222
2018-12-14	Cotter Jr.'s Notice of Posting Cost Bond on Appeal	LIII	JA13230- JA13232
2018-01-05	Cotter Jr.'s Opposition to Defendants' Motion for Judgment as a Matter of Law	XXV	JA6229- JA6238

**JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981**

ALPHABETICAL INDEX

Date	Description	Vol. #	Page Nos.
2016-10-13	Cotter Jr.'s Opposition to Gould's MSJ	XVI	JA4015- JA4051
2018-05-18	Cotter Jr.'s Opposition to Motion to Compel Production of Docs re Expert Fee Payments	XXIX	JA7079- JA7087
2016-10-13	Cotter Jr.'s Opposition to Partial MSJ No. 1	XVI, XVII	JA4052- JA4083
2018-06-13	Cotter Jr.'s Opposition to Ratification MSJ	XXXI	JA7608- JA7797
2018-06-13	Cotter Jr.'s Opposition to RDI's Demand Futility Motion	XXXI, XXXII	JA7798- JA7840
2018-10-01	Cotter Jr.'s Opposition to RDI's Motion for Judgment in its Favor	LIII	JA13113- JA13125
2018-05-11	Cotter Jr.'s Opposition to RDI's Motion for Leave to File Motion	XXVIII	JA6816- JA6937
2018-01-05	Cotter Jr.'s Opposition to RDI's Motion to Dismiss for Failure to Show Demand Futility	XXV	JA6225- JA6228
2018-05-18	Cotter Jr.'s Pre-Trial Memo	XXIX	JA7136- JA7157
2018-06-18	Cotter Jr.'s Reply ISO Motion for Relief Re: 05-02-18 Rulings	XXXIII, XXXIV	JA8302- JA8342
2018-01-03	Cotter Jr.'s Reply ISO Motion for Rule 54(b) Certification and Stay	XXV	JA6171- JS6178
2018-04-27	Cotter Jr.'s Reply ISO Motion to Compel (Gould)	XXVII	JA6582- JA6599
2018-09-24	Cotter Jr.'s Reply to RDI's Opp'n to Motion to Retax Costs	LII	JA12897- JA12921
2016-09-02	Cotter Jr.'s Second Amended Verified Complaint	III	JA519- JA575
2017-12-01	Cotter Jr.'s Supplemental Opposition to Partial MSJ Nos. 1 & 2 & Gould MSJ	XXI	JA5094- JA5107

**JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981**

ALPHABETICAL INDEX

Date	Description	Vol. #	Page Nos.
2017-12-01	Cotter Jr.'s Supplemental Opposition to Partial MSJ Nos. 2 & 3 & Gould MSJ	XXI, XXII	JA5300-JA5320
2017-12-01	Cotter Jr.'s Supplemental Opposition to Partial MSJ Nos. 2 & 5 & Gould MSJ	XXI	JA5119-JA5134
2017-12-01	Cotter Jr.'s Supplemental Opposition to Partial MSJ Nos. 2 & 6 & Gould MSJ	XXI	JA5253-JA5264
2016-10-13	Cotter, Jr.'s Opposition to Partial MSJ No. 2	XVII	JA4084-JA4111
2016-10-13	Cotter, Jr.'s Opposition to Partial MSJ No. 6	XVII	JA4112-JA4142
2017-12-27	Declaration of Bannett ISO Gould's Opposition to Cotter Jr.'s Motion for Reconsideration	XXIV, XXV	JA5987-JA6064
2016-10-21	Declaration of Bannett ISO Gould's Reply ISO MSJ	XIX	JA4636-JA4677
2017-12-05	Declaration of Bannett ISO Gould's Supplemental Reply ISO MSJ	XXII, XXIII	JA5555-JA5685
2018-01-05	Declaration of Krum ISO Cotter Jr.'s Opposition to Motion for Judgment as a Matter of Law	XXV	JA6239-JA6244
2017-12-01	Declaration of Levin ISO Cotter Jr.'s Supplemental Opposition to Partial MSJ Nos. 1 & 2 & Gould MSJ	XXI	JA5108-JA5118
2017-12-01	Declaration of Levin ISO Cotter Jr.'s Supplemental Opposition to Partial MSJ Nos. 2 & 5 & Gould MSJ	XXI	JA5135-JA5252
2017-12-01	Declaration of Levin ISO Cotter Jr.'s Supplemental Opposition to Partial MSJ Nos. 2 & 6 & Gould MSJ	XXI	JA5265-JA5299

**JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981**

ALPHABETICAL INDEX

Date	Description	Vol. #	Page Nos.
2017-12-01	Declaration of Levin ISO Cotter Jr.'s Supplemental Opposition to So-Called MSJ Nos. 2 & 3 & Gould MSJ	XXII	JA5321- JA5509
2016-09-23	Defendant William Gould ("Gould")'s MSJ	III, IV, V, VI	JA576- JA1400
2018-08-14	Findings of Fact and Conclusions of Law and Judgment	XXXIV	JA8401- JA8411
2017-10-04	First Amended Order Setting Civil Jury Trial, Pre-Trial Conference, and Calendar Call	XX	JA4928- JA4931
2015-10-22	First Amended Verified Complaint	II	JA263- JA312
2018-04-24	Gould's Declaration ISO Opposition to Motion to Compel	XXVII	JA6569- JA6571
2017-10-17	Gould's Joinder to Motion for Evidentiary Hearing re Cotter Jr.'s Adequacy as Derivative Plaintiff	XX	JA4975- JA4977
2018-06-18	Gould's Joinder to RDI's Combined Opposition to Cotter Jr.'s Motion to Compel & Motion for Relief	XXXIII	JA8296- JA8301
2017-12-27	Gould's Opposition to Cotter Jr.'s Motion for Reconsideration	XXIV	JA5982- JA5986
2018-04-24	Gould's Opposition to Cotter Jr.'s Motion to Compel	XXVII	JA6562- JA6568
2016-10-21	Gould's Reply ISO MSJ	XIX	JA4610- JA4635
2017-12-01	Gould's Request For Hearing on Previously-Filed MSJ	XXI	JA5078- JA5093
2017-12-04	Gould's Supplemental Reply ISO of MSJ	XXII	JA5538- JA5554
2017-11-28	Individual Defendants' Answer to Cotter Jr.'s Second Amended Complaint	XX, XXI	JA5048- JA5077

**JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981**

ALPHABETICAL INDEX

Date	Description	Vol. #	Page Nos.
2016-03-14	Individual Defendants' Answer to Cotter's First Amended Complaint	II	JA375- JA396
2017-10-11	Individual Defendants' Motion for Evidentiary Hearing Re Cotter Jr.'s Adequacy as Derivative Plaintiff	XX	JA4932- JA4974
2016-09-23	Individual Defendants' Motion for Partial Summary Judgment (No. 1) Re: Plaintiff's Termination and Reinstatement Claims ("Partial MSJ No. 1)	VI, VII, VIII, IX	JA1486- JA2216 (FILED UNDER SEAL JA2136A-D)
2016-09-23	Individual Defendants' Motion for Partial Summary Judgment (No. 2) Re: The Issue of Director Independence ("Partial MSJ No. 2")	IX, X	JA2217- JA2489 (FILED UNDER SEAL JA2489A- HH)
2016-09-23	Individual Defendants' Motion for Partial Summary Judgment (No. 3) On Plaintiff's Claims Related to the Purported Unsolicited Offer ("Partial MSJ No. 3")	X, XI	JA2490- JA2583
2016-09-23	Individual Defendants' Motion for Partial Summary Judgment (No. 4) On Plaintiff's Claims Related to the Executive Committee ("Partial MSJ No. 4")	XI	JA2584- JA2689
2016-09-23	Individual Defendants' Motion for Partial Summary Judgment (No. 5) On Plaintiff's Claims Related to the Appointment of Ellen Cotter as CEO ("Partial MSJ No. 5")	XI, XII	JA2690- JA2860

**JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981**

ALPHABETICAL INDEX

Date	Description	Vol. #	Page Nos.
2016-09-23	Individual Defendants' Motion for Partial Summary Judgment (No. 6) Re Plaintiff's Claims Re Estate's Option Exercise, Appointment of Margaret Cotter, Compensation Packages of Ellen Cotter and Margaret Cotter, and related claims Additional Compensation to Margaret Cotter and Guy Adams ("Partial MSJ No. 6")	XII, XIII, XIV	JA2861- JA3336
2015-09-03	Individual Defendants' Motion to Dismiss Complaint	I	JA149- JA237
2016-10-26	Individual Defendants' Objections to Declaration of Cotter, Jr. Submitted in Opposition to Partial MSJs	XIX	JA4725- JA4735
2017-12-26	Individual Defendants' Opposition to Cotter Jr.'s Motion For Reconsideration	XXIV	JA5910- JA5981
2018-01-02	Individual Defendants' Opposition to Cotter Jr.'s Motion for Rule 54(b) Certification and Stay	XXV	JA6132- JA6139
2016-10-13	Individual Defendants' Opposition to Cotter Jr.'s MPSJ	XVI	JA3815- JA3920
2016-10-21	Individual Defendants' Reply ISO of Partial MSJ No. 1	XVIII	JA4518- JA4549
2016-10-21	Individual Defendants' Reply ISO Partial MSJ No. 2	XVIII, XIX	JA4550- JA4567
2016-10-21	Individual Defendants' Reply ISO Partial MSJ Nos. 3, 4, 5, and 6	XIX	JA4678- JA4724
2017-12-04	Individual Defendants' Reply ISO Renewed Partial MSJ Nos. 1 & 2	XXII	JA5510- JA5537
2017-11-09	Individual Defendants' Supplement to Partial MSJ Nos. 1, 2, 3, 5, and 6	XX	JA4981- JA5024

**JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981**

ALPHABETICAL INDEX

Date	Description	Vol. #	Page Nos.
2017-12-08	Joint Pre-Trial Memorandum	XXIII	JA5686- JA5717
2018-08-24	Memorandum of Costs submitted by RDI for itself & the director defendants	XXXIV	JA8426- JA8446
2016-09-23	MIL to Exclude Expert Testimony of Steele, Duarte-Silva, Spitz, Nagy, & Finnerty	VI	JA1401- JA1485
2015-08-10	Motion to Dismiss Complaint	I	JA48-JA104
2018-08-16	Notice of Entry of Findings of Fact and Conclusions of Law and Judgment	XXXIV	JA8412- JA8425
2018-11-20	Notice of Entry of Order Denying RDI's Motion for Attorneys' Fees	LIII	JA13183- JA13190
2018-11-20	Notice of Entry of Order Denying RDI's Motion for Judgment in Its Favor	LIII	JA13191- JA13198
2018-01-04	Notice of Entry of Order Granting Cotter Jr.'s Motion for Rule 54(b) Certification	XXV	JA6182- JA6188
2018-11-06	Notice of Entry of Order of Cost Judgment	LIII	JA13168- JA13174
2018-12-07	Notice of Entry of Order Re Cotter Jr.'s Motion for Reconsideration & Amendment of Cost Judgment and for Limited Stay	LIII	JA13223- JA13229
2017-12-29	Notice of Entry of Order Re Individual Defendants' Partial MSJs, Gould's MSJ, and MIL	XXV	JA6081- JA6091
2016-12-22	Notice of Entry of Order Re Partial MSJ Nos. 1-6 and MIL to Exclude Expert Testimony	XX	JA4921- JA4927
2018-09-05	Notice of Entry of SAO Re Process for Filing Motion for Attorney's Fees	XXXVI	JA8907- JA8914

**JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981**

ALPHABETICAL INDEX

Date	Description	Vol. #	Page Nos.
2018-01-04	Order Denying Cotter Jr.'s Motion for Reconsideration and Stay	XXV	JA6189- JA6191
2018-11-16	Order Denying RDI's Motion for Attorneys' Fees	LIII	JA13175- JA13178
2018-11-06	Order Denying RDI's Motion for Judgment in Its Favor	LIII	JA13179- JA13182
2015-10-12	Order Denying RDI's Motion to Compel Arbitration	II	JA257- JA259
2018-01-04	Order Granting Cotter Jr.'s Motion for Rule 54(b) Certification	XXV	JA6179- JA6181
2016-10-03	Order Granting Cotter Jr.'s Motion to Compel Production of Documents & Communications Re the Advice of Counsel Defense	XV	JA3698- JA3700
2018-07-12	Order Granting in Part Cotter Jr.'s Motion for Omnibus Relief & Motion to Compel	XXXIV	JA8398- JA8400
2018-07-12	Order Granting In Part Cotter Jr.'s Motion to Compel (Gould) & Motion for Relief	XXXIV	JA8395- JA8397
2018-11-06	Order Granting in Part Motion to Retax Costs & Entering Judgment for Costs ("Cost Judgment")	LIII	JA13163- JA13167
2018-12-06	Order Re Cotter Jr.'s Motion for Reconsideration & Amendment of Judgment for Costs and for Limited Stay	LIII	JA13216- JA13219
2016-10-03	Order Re Cotter Jr.'s Motion to Permit Certain Discovery re Recent "Offer"	XV	JA3701- JA3703
2016-12-21	Order Re Individual Defendants' Partial MSJ Nos. 1–6 and MIL to Exclude Expert Testimony	XX	JA4917- JA4920

**JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981**

ALPHABETICAL INDEX

Date	Description	Vol. #	Page Nos.
2017-12-28	Order Re Individual Defendants' Partial MSJs, Gould's MSJ, and MILs	XXV	JA6065-JA6071
2015-10-19	Order Re Motion to Dismiss Complaint	II	JA260-JA262
2016-12-20	RDI's Answer to Cotter Jr.'s Second Amended Complaint	XX	JA4891-JA4916
2016-03-29	RDI's Answer to Cotter, Jr.'s First Amended Complaint	II	JA397-JA418
2016-03-29	RDI's Answer to T2 Plaintiffs' First Amended Complaint	II	JA419-JA438
2018-08-24	RDI's Appendix of Exhibits to Memorandum of Costs	XXXIV, XXXV, XXXVI	JA8447-JA8906
2018-09-14	RDI's Appendix ISO Opposition to Motion to Retax ("Appendix") Part 1	XXXVII, XXXVIII, XXXIX	JA9220-JA9592
2018-09-14	RDI's Appendix, Part 2	XXXIX, XL, XLI	JA9593-JA10063
2018-09-14	RDI's Appendix, Part 3	XLI, XLII, XLIII	JA10064-JA10801
2018-09-14	RDI's Appendix, Part 4	XLIII, XLIV	JA10802-JA10898
2018-09-14	RDI's Appendix Part 5	XLIV, XLV	JA10899-JA11270
2018-09-14	RDI's Appendix, Part 6	XLV, XLVI	JA11271-JA11475
2018-09-14	RDI's Appendix, Part 7	XLVI, XLVII, XLVIII, XLIX, L	JA11476-JA12496
2018-09-14	RDI's Appendix, Part 8	L, LI, LII	JA12497-JA12893

**JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981**

ALPHABETICAL INDEX

Date	Description	Vol. #	Page Nos.
2018-06-18	RDI's Combined Opposition to Cotter Jr.'s Motion to Compel & Motion for Relief	XXXII	JA7875- JA7927
2019-10-21	RDI's Consolidated Reply ISO Individual Defendants' Partial MSJ Nos. 3, 4, 5 & 6	XIX	JA4589- JA4603
2018-01-03	RDI's Errata to Joinder to Individual Defendants' Opposition to Motion for Rule 54(b) Certification and Stay	XXV	JA6153- JA6161
2016-10-13	RDI's Joinder to Individual Defendants' Opposition to Cotter Jr.'s MPSJ	XVI	JA3921- JA4014
2018-01-03	RDI's Joinder to Individual Defendants' Opposition to Cotter Jr.'s Motion for Rule 54(b) Certification and Stay	XXV	JA6140- JA6152
2016-10-03	RDI's Joinder to Individual Defendants' Partial-MSJ No. 1	XV	JA3707- JA3717
2016-10-03	RDI's Joinder to Individual Defendants' Partial MSJ No. 2	XV	JA3718- JA3739
2016-10-03	RDI's Joinder to Individual Defendants' Partial MSJ No. 3	XV	JA3740- JA3746
2016-10-03	RDI's Joinder to Individual Defendants' Partial MSJ No. 4	XV	JA3747- JA3799
2016-10-03	RDI's Joinder to Individual Defendants' Partial MSJ No. 5	XV	JA3800- JA3805
2016-10-03	RDI's Joinder to Individual Defendants' Partial MSJ No. 6	XV, XVI	JA3806- JA3814
2017-11-21	RDI's Joinder to Individual Defendants' Supplement to Partial MSJ Nos. 1, 2, 3, 5 & 6	XX	JA5025- JA5027
2016-10-03	RDI's Joinder to MIL to Exclude Expert Testimony	XV	JA3704- JA3706

**JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981**

ALPHABETICAL INDEX

Date	Description	Vol. #	Page Nos.
2017-10-18	RDI's Joinder to Motion for Evidentiary Hearing re Cotter Jr.'s Adequacy as Derivative Plaintiff	XX	JA4978- JA4980
2018-09-07	RDI's Motion for Attorneys' Fees	XXXVI, XXXVII	JA9019- JA9101
2018-09-12	RDI's Motion for Judgment in Its Favor	XXXVII	JA9102- JA9107
2015-08-31	RDI's Motion to Compel Arbitration	I	JA127- JA148
2018-01-03	RDI's Motion to Dismiss for Failure to Show Demand Futility	XXV	JA6162- JA6170
2018-11-30	RDI's Opposition to Cotter Jr.'s Motion for Reconsideration and Response to Motion for Limited Stay of Execution on OST	LIII	JA13208- JA13212
2018-09-14	RDI's Opposition to Cotter Jr.'s Motion to Retax Costs	XXXVII	JA9111- JA9219
2018-04-27	RDI's Opposition to Cotter's Motion for Omnibus Relief	XXVII	JA6600- JA6698
2016-10-21	RDI's Reply ISO Gould's MSJ	XIX	JA4604- JA4609
2016-10-21	RDI's Reply ISO Individual Defendants' Partial MSJ No. 1	XIX	JA4568- JA4577
2016-10-21	RDI's Reply ISO Individual Defendants' Partial MSJ No. 2	XIX	JA4578- JA4588
2015-08-20	Reading International, Inc. ("RDI")'s Joinder to Margaret Cotter, Ellen Cotter, Douglas McEachern, Guy Adams, & Edward Kane ("Individual Defendants") Motion to Dismiss Complaint	I	JA105- JA108
2015-11-10	Scheduling Order and Order Setting Civil Jury Trial, Pre-Trial Conference and Calendar Call	II	JA313- JA316

**JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981**

ALPHABETICAL INDEX

Date	Description	Vol. #	Page Nos.
2018-05-04	Second Amended Order Setting Jury Trial, Pre-trial Conference, and Calendar Call	XXVII	JA6724-JA6726
2016-06-21	Stipulation and Order to Amend Deadlines in Scheduling Order	II	JA463-JA468
2018-09-14	Suggestion of Death of Gould Upon the Record	LII,	JA12894-JA12896
2016-02-12	T2 Plaintiffs' First Amended Complaint	II	JA317-JA355
2015-08-28	T2 Plaintiffs' Verified Shareholder Derivative Complaint	I	JA109-JA126
2015-10-06	Transcript of 9-10-15 Hearing on Defendants' Motion to Dismiss & Plaintiff Cotter Jr. ("Cotter Jr.")'s Motion for Preliminary Injunction	I, II	JA238-JA256
2016-02-23	Transcript of 2-18-16 Hearing on Motion to Compel & Motion to File Document Under Seal	II	JA356-JA374
2016-06-23	Transcript of 6-21-16 Hearing on Defendants' Motion to Compel & Motion to Disqualify T2 Plaintiffs	II	JA469-JA493
2016-08-11	Transcript of 8-9-16 Hearing on Cotter Jr.'s Motion for Partial Summary Judgment, Motion to Compel & Motion to Amend	II, III	JA494-JA518
2016-11-01	Transcript of 10-27-16 Hearing on Motions	XIX, XX	JA4736-JA4890
2017-11-27	Transcript of 11-20-17 Hearing on Motion for Evidentiary Hearing re Cotter Jr.'s Adequacy & Motion to Seal	XX	JA5028-JA5047
2017-12-11	Transcript of 12-11-2017 Hearing on [Partial] MSJs, MILs, and Pre-Trial Conference	XXIII	JA5718-JA5792

**JOINT APPENDIX TO OPENING BRIEFS
FOR CASE NOS. 77648 & 76981**

ALPHABETICAL INDEX

Date	Description	Vol. #	Page Nos.
2017-12-29	Transcript of 12-28-17 Hearing on Motion for Reconsideration and Motion for Stay	XXV	JA6107-JA6131
2018-01-05	Transcript of 1-4-18 Hearing on Cotter Jr.'s Motion for Rule 54(b) Certification	XXV	JA6245-JA6263
2018-01-08	Transcript of Hearing on Demand Futility Motion and Motion for Judgment	XXV	JA6264-JA6280
2018-01-10	Transcript of Proceedings of 01-8-18 Jury Trial–Day 1	XXV	JA6281-JA6294
2018-05-03	Transcript of 4-30-18 Hearing on Motions to Compel & Seal	XXVII	JA6699-JA6723
2018-05-07	Transcript of 5-2-18 Hearing on Evidentiary Hearing	XXVII, XXVIII	JA6727-JA6815
2018-05-24	Transcript of 05-21-18 Hearing on Adams and Cotter sisters' Motion to Compel	XXIX	JA7158-JA7172
2018-06-20	Transcript of 06-19-18 Omnibus Hearing on discovery motions and Ratification MSJ	XXXIV	JA8343-JA8394
2018-10-02	Transcript of 10-01-18 Hearing on Cotter Jr.'s Motion to Retax Costs	LIII	JA13126-JA13150

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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1 particular claim to any particular category or amount of damages. For
2 example, Defendants have no idea what relief Plaintiff is seeking in
3 connection with the "involuntary retirement of Storey" or "process/process
4 failures in connection with nomination and retention of directors, including
5 Coddington and/or Wrotniak." Plaintiff's list of claims/damages is
6 indecipherable and nonsensical; Plaintiff has attempted to reserve the right
7 at trial to pursue any claim he wants and seek whatever damages he wants.
8 Defendants cannot prepare for trial based on these inadequate disclosures,
9 which amount to nothing but gamesmanship and are highly prejudicial.

10 **RDI's Position:**

11 RDI contends the equitable relief sought would result in
12 significant disruption of RDI management and the pursuit of its long term
13 business strategy. Additionally, RDI joins in the statement of the Director
14 Defendants regarding Plaintiff's purported damages.

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Coddington, and Michael Wrotniak

Mark Ferrario (No. 1625)
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Drooks, Lincenberg & Rhow, P.C.
1875 Century Park East, 23rd Floor
Los Angeles, California 90067-2561
310.201.2100

EXHIBIT 8

4/23/2018

Gmail - Visitor at Cecelia



Laura Batista <laurabatista310@gmail.com>

Visitor at Cecelia

Karen Vargas <kvargas@ceceliapack.com>
To: Laura Batista <LauraBatista310@gmail.com>
Cc: David Roth <droth@ceceliapack.com>

Mon, Apr 23, 2018 at 1:50 PM

Hi Laura,


Please see the attached incident description provided by our office staff Laura Lopez. We make every effort here to shield our employees from any personal complications. We do not allow visitors in the packing house for that very reason. We try to keep the drama down and make this a pleasant environment in which to work. I hope we do not receive any more visitors like this.

Thank you,
Karen and David

WHAT YOU DO TODAY CAN IMPROVE ALL YOUR TOMORROWS

Karen C. Vargas, CPA

Controller
Cecelia Packing Corporation
Phone: (559) 626-5000 Fax: (559) 626-7561
kvargas@ceceliapack.com

 **Incident 3-29-18.pdf**
59K

A gentlemen came in on 03/29/2018 looking for James Cotter Jr. I told him that Jim Jr. did not work out of this office. He started asking me if Jr. lived up at the front house. I told him no Jr. did not live at the house up front. He started asking for Jim Jr's address or what office he worked out of or if I had a phone number for him and I told him that I could not give out that kind of information. He was very persistent trying to get information about Jim Jr. which made me uncomfortable because I'm not to give out personal information. He did not look like any kind of professional person, just a scruffy off the street looking guy. He then asked me to mail a paper to Jim Jr and left.

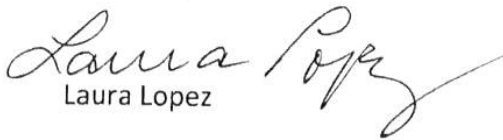

Laura Lopez

EXHIBIT 9

Ellen Cotter

From: amcotter1@aol.com
Sent: Monday, April 23, 2018 12:06 PM
To: Ellen Cotter
Subject: Fwd: Letter 03/29/2018
Attachments: Jim Jr. 03-29-2018.pdf; ATT00001.htm

Sent from my iPhone

Begin forwarded message:

From: David Roth <droth@ceceliapack.com>
Date: April 17, 2018 at 2:22:56 PM EDT
To: Margaret Cotter <amcotter1@aol.com>
Subject: Fwd: Letter 03/29/2018

David Roth

Cecelia Packing Corporation

559-626-5000

www.ceceliapack.com

www.facebook.com/dimplescitrus

----- Forwarded message -----

From: David Roth <droth@ceceliapack.com>
Date: Tue, Apr 17, 2018 at 11:20 AM
Subject: Fwd: Letter 03/29/2018
To: Margaret Cotter <margaret.cotter@readingrdi.com>

David Roth

Cecelia Packing Corporation

559-626-5000

www.ceceliapack.com

www.facebook.com/dimplescitrus

----- Forwarded message -----

From: **David Roth** <droth@ceceliapack.com>

Date: Tue, Apr 17, 2018 at 11:15 AM

Subject: Fwd: Letter 03/29/2018

To: Margaret Cotter <margaret.cotter@readingrdi.com>

David Roth

Cecelia Packing Corporation

559-626-5000

www.ceceliapack.com

www.facebook.com/dimplescitrus

----- Forwarded message -----

From: **Laura Lopez** <llopez@ceceliapack.com>

Date: Thu, Mar 29, 2018 at 1:56 PM

Subject: Letter 03/29/2018

To: David Roth <droth@ceceliapack.com>

A gentleman came in today with a letter for Jim Jr. I told him that Jim Jr didn't work out of this office, so he asked me to email this sheet to him. Should I email it to him.

--

Thank you.

Laura Lopez

Cecelia Packing Corp.

559-626-5000

llopez@ceceliapack.com

Urgent Message

March 28, 2018

Name: James Cotters

Account Number: 12690226

Concerning: Alix Partners LLP

Address:

24780 east South Avenue

Orange Cove. CA 93646

Dear Sir or Madam:

This is an URGENT message to inform you that your account is in a delinquent status. Since you have not responded to our continued efforts to reach you via telephone and mail, I have been forced to send your account for a field visit. I ask that upon receipt of this letter you immediately phone me so we can discuss this matter further.

Sincerely,

Account Manager:

Larry Klein

847-407-2666 Ext: 295

Manager:

Peter Gonzalez

847-407-2328 Ext:

Urgent Message... Urgent Message...

JA7068

EXHIBIT 10

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865 South Figueroa Street, 10th Floor, Los Angeles, California 90017-2543 | TEL (213) 443-3000 FAX (213) 443-3100

WRITERS DIRECT DIAL NO.
(213) 443-3152

WRITER'S EMAIL ADDRESS
marshallsearcy@quinnemanuel.com

May 7, 2018

VIA E-MAIL

Mark G. Krum, Esq.
Yurko, Salvesen & Remz, P.C.
One Washington Mall, 11th Floor
Boston, MA 02108-2603
mkrum@bizlit.com

Re: James J. Cotter, Jr., v. Margaret Cotter, et al.,
Case No. A-15-719860-B / P-14-082942-E

Dear Counsel:

We recently learned that a debt collector purporting to represent AlixPartners LLP, the consulting firm that employs Dr. John D. Finnerty (Plaintiff James J. Cotter, Jr.'s rebuttal damages expert), appeared at the offices of Cecelia Packing Corporation and demanded to see Plaintiff regarding unpaid bills to AlixPartners. Apparently, this field visit was triggered by the fact that Plaintiff's account was in a delinquent status and Plaintiff had not responded to earlier debt collection inquiries made via telephone and mail.

In the parties' December 8, 2017 Joint Pretrial Memorandum, submitted on the eve of the initial trial date for this matter, Plaintiff represented to the Court and Defendants that each of his disclosed experts—including Dr. Finnerty—would appear at trial and “will offer opinion testimony.”, (See 12/8/17 J. Pretrial Mem. at 24-25.) Plaintiff made similar representations to the Court and Defendants regarding the anticipated appearances of each of his experts at the final pretrial conference held on January 5, 2018. (See 1/5/18 Hr'g Tr. at 28:4-32:10.)

The recent visit from the AlixPartners representative calls into question the continued accuracy of Plaintiff's previous representations regarding the anticipated appearances of his experts. As you are aware, Nevada Rule of Civil Procedure 26(e)(1) creates a duty “to supplement at appropriate intervals,” a party's initial disclosures, disclosures regarding expert testimony, and pretrial disclosures whenever the previously-disclosed information “is incomplete or incorrect and if the additional or corrective information has not otherwise been made known to the other

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JA7070

parties during the discovery process or in writing., In light of Plaintiff's obligations under NRCP 26(e)(1), and given the parties' need to file another Joint Pretrial Memorandum in less than two weeks, we ask that Plaintiff confirm by Wednesday, May 9, 2018 which of Plaintiff's disclosed experts will appear at the forthcoming trial.

In addition, in each of the deposition subpoenas (duces tecum) that they served upon Plaintiff and his experts, Defendants sought the production of all communications between the expert "and Plaintiff, Plaintiff's counsel, or anyone acting on their behalf, relating to this litigation., and "documents sufficient to identify the total fees paid to [the expert] for any work [the expert] performed on behalf of Plaintiff or Plaintiff's counsel during the course of this litigation., (See, e.g., Dep. Subpoena (Duces Tecum) to John Finnerty, Req. Nos. 2, 6.) Information pertaining to the expert fees incurred by Plaintiff and his payment—or nonpayment—thereof is captured by these requests. Such information should be produced to Defendants, as it is not privileged. See *Subpoenaed Witness v. United States*, 171 F.3d 511, 513 (7th Cir. 1999) ("[I]nformation regarding . . . fees is not protected by the attorney-client privilege because the payment of fees is not a confidential communication.,"); *Ralls v. United States*, 52 F.3d 223, 225 (9th Cir. 1995) (the attorney-client privilege "applies only to confidential professional communications, and the payment of fees is usually incidental to the attorney-client relationship.,"); *Vingelli v. United States*, 992 F.2d 449, 452 (2d Cir. 1993) ("fee arrangements do not fall within the attorney-client privilege because they are not the kinds of disclosures that would not have been made absent the privilege and their disclosure does not incapacitate the attorney from rendering legal advice.,"); *Washington v. Shepard*, 52 Wash. App. 707, 711, 763 P.2d 1232, 1234 (Wash. Ct. App. 1988) ("the amount, source, and manner of payment of the fee [must] be disclosed.,).

Accordingly, we further request that Plaintiff confirm by Wednesday, May 9, 2018 that, pursuant to Defendants' ongoing document requests and Plaintiff's obligation to timely supplement his document production, he will produce forthwith all correspondence with his expert witnesses regarding their fees and his payment (or nonpayment) of any amounts he owes or has owed resulting from expert services in this matter. Should Plaintiff fail to provide the requested assurances or fail to agree to produce all responsive information regarding his (non)payments to his experts, Defendants will be compelled to bring a motion before the Court. Defendants are available to meet and confer on Wednesday morning if any of this is unclear.

Very truly yours,



Marshall M. Searcy, III

cc: All Counsel

David Armillei

From: Marshall Searcy
Sent: Wednesday, May 09, 2018 4:21 PM
To: 'Mark G. Krum'; 'hendricksk@gtlaw.com'; 'ferrariom@gtlaw.com'
Cc: 'sm@morrislawgroup.com'; 'al@morrislawgroup.com'; 'Sanford F. Remz'; 'Noemi A. Kawamoto'; Noah Helpen; 'sbannett@birdmarella.com'; 'sheffieldm@gtlaw.com'; Cotter Team
Subject: RE: Cotter/RDI

Mark, I have not received a response to my letter from Monday. In light of the urgency of this matter, we again ask that you confer with us tomorrow morning or else we will be obligated to seek relief from the Court.

From: Marshall Searcy
Sent: Monday, May 07, 2018 9:23 PM
To: Mark G. Krum <mkrum@bizlit.com>; hendricksk@gtlaw.com; ferrariom@gtlaw.com
Cc: sm@morrislawgroup.com; al@morrislawgroup.com; Sanford F. Remz <sremz@bizlit.com>; Noemi A. Kawamoto <nkawamoto@bizlit.com>; Noah Helpen <noahhelpen@quinnemanuel.com>; sbannett@birdmarella.com; sheffieldm@gtlaw.com; Cotter Team <CotterTeam@quinnemanuel.com>
Subject: Cotter/RDI

Mark,
Please see the attached letter.

EXHIBIT 12

David Armillei

From: Mark G. Krum <mkrum@bizlit.com>
Sent: Thursday, May 10, 2018 11:59 AM
To: Marshall Searcy; 'hendricksk@gtlaw.com'; 'ferrariom@gtlaw.com'
Cc: 'sm@morrislawgroup.com'; 'al@morrislawgroup.com'; Sanford F. Remz; Noemi A. Kawamoto; Noah Helpen; 'sbannett@birdmarella.com'; 'sheffieldm@gtlaw.com'; Cotter Team
Subject: RE: Cotter/RDI

Marshall,

I have your letter transmitted at approximately 9:30 p.m. on Monday night, which demands a response within less than 48 hours. As a pretext for demanding a response in less than 48 hours, you claim to have “recently” learned that AlixPartners, who employs Dr. John D. Finnerty, an expert designated by plaintiff, apparently has a fee dispute with plaintiff. When I did not meet your less than 48 hour deadline, you sent an email last night at 7:22 p.m. eastern demanding that I be available this morning to speak because the matter is “urgent.”

That is utter fiction. Counsel for defendants have known about this matter for months, as evidenced by the fact that Mr. Ferrario raised it months ago. He likewise referred to it in court last week when he opted to obfuscate and accuse rather than speak to the failure of defense counsel to produce and/or log certain documents regarding the “ratifications” upon which they seek to have the case dismissed. Simply put, there is nothing “urgent” about the matter raised in your letter of Monday, which matter you delayed raising by months.

For those reasons and others, your letter is recognized for what it is, namely, a pretext to create a dispute you intend to use to raise with the Court in an effort to prejudice plaintiff and deflect attention from the machinations of defense counsel that resulted in the rulings of May 2. This squarely is in the category of Mr. Ferrario’s unfounded and shameless implications last week to the effect that what transpired in January precipitating a trial continuance was a fiction perpetrated by plaintiff. We have no obligation to acquiesce to, much less facilitate, additional misuse of the litigation process by defense counsel.

As to Dr. Finnerty, you may and should understand that we do not intend to call him as a witness at trial presently anticipated to occur in July. That advice moots both the claimed “urgency” and any reason to meet and confer. If you maintain something remains, kindly advise what it is and we can speak at a mutually convenient time. For me, the first such time will be Monday, when I can be available until 5 p.m. eastern.

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: Marshall Searcy [mailto:marshallsearcy@quinnemanuel.com]
Sent: Wednesday, May 9, 2018 7:21 PM
To: Mark G. Krum <mkrum@bizlit.com>; 'hendricksk@gtlaw.com' <hendricksk@gtlaw.com>; 'ferrariom@gtlaw.com' <ferrariom@gtlaw.com>
Cc: 'sm@morrislawgroup.com' <sm@morrislawgroup.com>; 'al@morrislawgroup.com' <al@morrislawgroup.com>; Sanford F. Remz <sremz@bizlit.com>; Noemi A. Kawamoto <nkawamoto@bizlit.com>; Noah Helpern <noahhelpern@quinnemanuel.com>; 'sbannett@birdmarella.com' <sbannett@birdmarella.com>; 'sheffieldm@gtlaw.com' <sheffieldm@gtlaw.com>; Cotter Team <CotterTeam@quinnemanuel.com>
Subject: RE: Cotter/RDI

Mark, I have not received a response to my letter from Monday. In light of the urgency of this matter, we again ask that you confer with us tomorrow morning or else we will be obligated to seek relief from the Court.

From: Marshall Searcy
Sent: Monday, May 07, 2018 9:23 PM
To: Mark G. Krum <mkrum@bizlit.com>; hendricksk@gtlaw.com; ferrariom@gtlaw.com
Cc: sm@morrislawgroup.com; al@morrislawgroup.com; Sanford F. Remz <sremz@bizlit.com>; Noemi A. Kawamoto <nkawamoto@bizlit.com>; Noah Helpern <noahhelpern@quinnemanuel.com>; sbannett@birdmarella.com; sheffieldm@gtlaw.com; Cotter Team <CotterTeam@quinnemanuel.com>
Subject: Cotter/RDI

Mark,
Please see the attached letter.

EXHIBIT 13

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865 South Figueroa Street, 10th Floor, Los Angeles, California 90017-2543 | TEL (213) 443-3000 FAX (213) 443-3100

WRITERS DIRECT DIAL NO.
(213) 443-3152

WRITER'S EMAIL ADDRESS
marshallsearcy@quinnemanuel.com

May 10, 2018

VIA E-MAIL

Mark G. Krum, Esq.
Yurko, Salvesen & Remz, P.C.
One Washington Mall, 11th Floor
Boston, MA 02108-2603
mkrum@bizlit.com

Re: James J. Cotter, Jr., v. Margaret Cotter, et al.,
Case No. A-15-719860-B / P-14-082942-E

Dear Mark:

I write in response to the numerous inaccuracies in your May 10, 2018 email to me, which purports to “moot”—but does not actually address—the two simple questions posed in my May 7, 2018 letter to you.

First, my letter asked that you “confirm by Wednesday, May 9, 2018 which of Plaintiff’s disclosed experts will appear at the forthcoming trial.” (5/7/18 Searcy Ltr. at 2.) There is no reason that you could not answer this basic question over a 48-hour period. Indeed, this inquiry was perfectly reasonable in light of the potential consequences of Plaintiff’s apparent unpaid debt to AlixPartners (and possibly other experts), the rapidly-approaching trial for which Defendants need to prepare, the parties’ upcoming Joint Pretrial Memorandum (due in about one week), Plaintiff’s previous representations to the Court, and Plaintiff’s continuing obligations under NRCP 26(e)(1). You have now informed us that Dr. Finnerty will not be appearing at trial, but have avoided my actual question, which was not specific to him. Are there any other experts, previously disclosed by Plaintiff, that will not be appearing at trial? If so, who?

Second, my letter requested that you “confirm by Wednesday, May 9, 2018 that, pursuant to Defendants’ ongoing document requests and Plaintiff’s obligation to timely supplement his document production, [Plaintiff] will produce forthwith all correspondence with his expert witnesses regarding their fees and his payment (or nonpayment) of any amounts he owes or has owed resulting from expert services in this matter.” (5/7/18 Searcy Ltr. at 2.) Plaintiff

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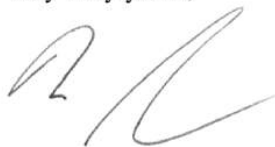
JA7077

previously produced some of these materials prior to expert depositions in 2016. (*See, e.g.*, Dep. Exs. 428, 467, 476.) Such communications are responsive, relevant, and not privileged, and Plaintiff has a duty under Rule 26(e)(1) to supplement his production. Again, there is no reason that you could not answer this “yes/no” question in a 48-hour period. You did not, and your May 10 email ignores this question entirely. Please answer the question: Are you producing the requested communications? If so, when can we expect them?

Finally, the attorney colloquy in your email is irrelevant, incorrect, and unnecessarily vituperative. Defendants were informed about the visit to Cecelia Packing Corporation by the AlixPartners debt collector in late April—which is far from “months” ago, as you inaccurately assert. Similarly, Defendants’ request that Plaintiff supplement his existing production to include relevant, newly-generated documents is in no way a “misuse of the litigation process by defense counsel”; rather, it is something that Plaintiff—like all litigants—is required to do by Nevada procedure. And your insinuation that Defendants’ request has anything to do with issues surrounding the production of ratification documents is sadly misguided.

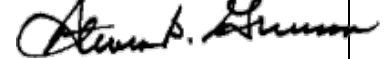
I ask that you actually respond to my two simple questions, originally posed on Monday, by the end of the day today. Should Plaintiff agree to produce the requested documents (as he is obligated), we are happy to meet and confer with you regarding a production schedule, including on Monday, May 14 as you suggest. But there is no reason for further baseless delay, especially in light of the rapidly-approaching trial.

Very truly yours,

A handwritten signature in dark ink, appearing to be 'MS' or 'M. Searcy', written in a cursive, fluid style.

Marshall M. Searcy, III

cc: All Counsel



OPPS

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Akke Levin, Bar No. 9102
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Sanford Floyd Remz (admitted *pro hac vice*)
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Email: mkrum@bizlit.com
Email: sremz@bizlit.com
Email: nkawamoto@bizlit.com

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.,)

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) **OPPOSITION TO DEFENDANTS'**
GOULD, JUDY CODDING,) **MOTION TO COMPEL PLAINTIFF**
MICHAEL WROTONIAK,) **TO PRODUCE COMMUNICATIONS**
) **RELATING TO EXPERT FEE**
Defendants.) **PAYMENTS**

And

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

6 **I. INTRODUCTION**

7 Defendants' disingenuous Motion to Compel is nothing more
8 than a litigation tactic aimed at disparaging the plaintiff before trial under
9 the guise of raising an "urgent" discovery issue. Defendants ran to the
10 Court before making meaningful efforts to resolve the purported discovery
11 issue and despite knowing that it was rendered moot when Plaintiff's
12 counsel advised, on May 10, that Mr. Finnerty would not testify as an expert
13 at trial.

14 The Motion is also baseless: Defendants did not ask Cotter for,
15 nor do they need or are they entitled to, correspondence between him and
16 his experts regarding expert fee payments. Such documents have no
17 bearing on the issues in this case as to which discovery long ago.
18 Defendants acknowledge as much: They have not supplemented their own
19 production with the type of documents they now seek from Plaintiff. For
20 these reasons and those stated below, the Court should deny Defendants'
21 Motion to Compel.

22 **II. ARGUMENT**

23 **A. The Motion to Compel is Untimely.**

24 A party may not "delay a motion to compel with impunity."
25 *Gault v. Nabisco Co.*, 184 F.R.D. 620, 622 (D. Nev. 1999) (quoting The Rutter
26 Group, *Federal Civil Procedure Before Trial*, ¶ 11.753 (1998)). Thus, courts have
27 denied motions to compel filed on or after the discovery deadline, *e.g.*,
28 *E.E.O.C. v. Pioneer Hotel, Inc.*, 2014 WL 5045109, *1 (D. Nev. Oct. 9, 2014), and

1 after the time set for filing dispositive motions. *Gault*, 184 F.R.D. at 622.
2 "Untimeliness is sufficient ground, standing alone, to deny a discovery
3 motion." *Williams v. Las Vegas Metro. Police Dep't.*, 2015 WL 3489553 *2 (D.
4 Nev. June 3, 2015) (citing *Affiliated FM Ins. Co. v. LTK Consulting Servs., Inc.*,
5 2012 WL 1903149, *5 (W.D. Wash. May 25, 2012)).

6 Here, discovery closed last October, 2017. Dispositive motions
7 were due to be filed no later than November 9, 2017. Plaintiff's experts had
8 produced their documents in response to Defendants' subpoenas more than
9 a year earlier and been deposed. *See* Exs. 1-6 to Motion to Compel, on file.
10 The Court only reopened discovery in January 2018 for the limited purpose
11 of allowing Plaintiff to conduct discovery on the purported ratification and
12 demand futility. As Defendants concede, the expert fee documents
13 Defendants belatedly seek for the first time do not have a thing to do with
14 ratification and demand futility.

15 Further, counsel for the moving Defendants knew no later than
16 April 17, 2018—and likely earlier¹—that a bill collector had stopped by a
17 Cotter-owned company to collect the purported bill from AlixPartners,
18 expert Finnerty's company. *See* Motion to Compel, Ex. 9 (April 17, 2018
19 email from David Roth to Margaret Cotter). But their counsel did not raise
20 this issue with Plaintiff's counsel until May 7. *See id.*, Ex. 10. Based on this
21 (knowing) delay alone, the Motion should be denied.

22
23
24
25
26 ¹ David Roth first received word of the bill collector a month earlier, on
27 March 29, 2018, the same day the bill collector allegedly stopped by Cecilia
28 Packing Co. *See id.* (Email dated March 29, 2018 of Laura Lopez to David
Roth). Counsel for RDI, who advised the Court that his client intends to join
in Defendants' Motion, was aware of a billing dispute as early as January,
when counsel for RDI raised the matter with counsel for plaintiff.

1 **B. Defendants' counsel did not make good faith efforts to confer**
2 **before filing the Motion.**

3 Before bringing a motion to compel discovery, the moving
4 party's counsel must make a "good faith" effort to meet and confer with
5 opposing counsel to resolve the dispute. EDCR 2.34 (d). The rule
6 contemplates an in-person or telephone conference. *Id.* If a telephone
7 conference "was not possible, [counsel's] affidavit shall set forth the
8 reasons." *Id.* Further, the affidavit must state "what was resolved and what
9 was not resolved and the reasons therefore."

10 Consistent with their practice in this case, moving Defendants'
11 counsel failed to comply with EDCR 2.34(d). Defendants' counsel first wrote
12 Plaintiff's counsel on May 7, after hours, giving Plaintiff's counsel less than
13 48 hours to advise: (1) which experts he plans to call at trial; and (2) whether
14 he will supplement his document production with correspondence between
15 him and his experts. *See* Motion to Compel, Ex. 10.

16 On May 10, Plaintiff's counsel, Mark Krum, responded and
17 advised that Mr. Finnerty would not be called at trial and that this should
18 moot the issue, but still offered to speak, if necessary, on Monday May 14,
19 advising he would be available until 5 p.m. EST. Motion to Compel, Ex. 12.

20 Rather than taking Plaintiff's counsel up on this offer,
21 Defendants' counsel fired off another letter on May 10. *See id.*, Ex. 13.
22 Although Mr. Searcy wrote that he was "happy to meet and confer"
23 regarding a "*production schedule*," *id.* at 2 (emphasis added), he did not offer
24 to meet and confer about the basis for his requests. Indeed, the next day, on
25 May 11—before having the telephone conference offered by Plaintiff's
26 counsel—Defendants served their Motion to Compel. *See* Motion to Compel
27 (electronically served on May 11, at 3:54 pm).

28 Thus, the record belies Mr. Searcy's "belie[f]" that he made "good
faith" efforts "to resolve this matter without Court intervention." *Id.* at page

1 iv (Declaration of Marshall M. Searcy III), ¶ 16. Mr. Searcy's declaration also
2 failed to acknowledge that Mr. Finnerty not testifying resolved Defendants'
3 May 7 request for documents between Finnerty and Plaintiff based on the
4 bill collector's March 29 visit. Nor did he explain why a telephone
5 conference was not possible. Defendants' failure to comply with EDCR
6 2.34(d) provides a separate basis to deny Defendants' Motion.

7 **C. There is no Legal Basis for the Motion to Compel.**

8 **1. Plaintiff Has no Obligation to Respond to Expert**
9 **Subpoenas.**

10 Defendants' Motion to Compel repeatedly suggests that (1) there
11 are outstanding "document requests" to **Plaintiff** that ask for or encompass
12 correspondence between him and his experts relative to the payment or
13 non-payment of their fees; and that (2) **Plaintiff** previously responded to
14 them. *See, e.g.*, Motion to Compel at 1:12-15 ("Defendants' preexisting
15 *document requests* cover all communications. . . . *Plaintiff produced* such
16 correspondence prior to expert depositions in late 2016") (emphasis added);
17 *id.* at 4:26-27 (" . . . documents. . . pertaining to the expert fees . . . are captured
18 by Defendants' existing *document requests*"); *id.* at 6:25-26 (" . . . documents. . .
19 .pertaining to the expert fees . . . are captured by Defendants' existing
20 *document requests*, and Plaintiff previously produced such documents on
21 behalf of his experts")(emphasis added).

22 These representations are false. Defendants served no Rule 34
23 document requests on Plaintiff pertaining to payment of expert fees to
24 which Plaintiff responded. Defendants served **subpoenas** on Plaintiff's
25 **experts** back in October 2016 asking for fee payment documents to which
26 the **experts** responded. *See* Motion to Compel, Exs. 1-3 (subpoenas); and
27 Exs. 4-6 (deposition exhibits of documents produced by experts, such as
28 Depo Ex. 428, bearing bates number "FINNERTY000029").

1 Thus, there are no "preexisting document requests" to which
2 Plaintiff responded that he is under a duty to supplement under Rule
3 26(e)(1), as Defendants argue. Motion to Compel at 6:25-7:1. Plaintiff never
4 had, nor does he now have, an obligation to respond to these expert
5 subpoenas, Nev. R. Civ. P. 45(a).

6 **2. Plaintiff has no obligation to supplement his expert**
7 **disclosures with correspondence about the payment or**
8 **non-payment of expert witness fees.**

9 While Nev. R. Civ. P. 26(e)(1) requires parties to correct an
10 expert report if the expert's compensation changes, nothing in Rule 26(e)(1)
11 requires Plaintiff to supplement his expert disclosures with *correspondence*
12 between him and any of his experts as to what fees were paid and what fees
13 remain outstanding. Notably, Defendants do not point to a single statement
14 in the expert reports or in the experts' testimony that is now incorrect or
15 incomplete. Moreover, Defendants knew before filing their Motion that Mr.
16 Finnerty will not testify at trial. Thus, their request for fee payment
17 correspondence is misplaced for this reason, too.

18 **3. Expert fee correspondence is not relevant to the subject**
19 **matter of the case.**

20 While a party is "under a duty to supplement at appropriate
21 intervals its [initial] disclosures under Rule 16.1(a)," Nev. R. Civ. P. 26(e)(1),
22 only documents that are "discoverable under Rule 26(b)"—*i.e.*, "relevant to
23 the subject matter" of the case and not privileged—are required to be
24 produced. Nev. R. Civ. P. 16.1(a)(1)(B).

25 While arguing that letters between Cotter and his experts
26 relative to the payment and non-payment of their fees are "clearly relevant,"
27 Motion at 5:19, Defendants' Motion does not bother to explain *how or why*.
28 They cannot back up this hyperbolic statement because such
correspondence has no bearing on Plaintiff's claims or Defendants' defenses.

1 This is so whether Mr. Finnerty testifies or not, but especially now that Mr.
2 Finnerty will *not* testify.²

3 Even assuming fee payment correspondence were relevant, the
4 cases cited by Defendants for the proposition that communications about
5 expert billing are not privileged do not support that broad proposition. In
6 *Ralls v. United States*, 52 F.3d 223 (9th Cir. 1995), for example, the court
7 reversed and quashed the grand jury subpoena because the fee
8 communications were "inextricably linked to privileged communications
9 and [] therefore privileged." *Id.* at 224. Moreover, all cases cited by
10 Defendants involve grand jury or special inquiry subpoenas served on
11 lawyers, seeking fee arrangements. *See, e.g., id.* (grand jury subpoena on
12 criminal defense attorney); *see also In re Subpoenaed Grand Jury Witness*, 171
13 F.3d 511 (7th Cir.1999) (federal grand jury subpoena served on attorney).
14 Defendants did not cite to a single civil case in which a court ordered a party
15 to disclose—much less without an outstanding discovery request—fee
16 payment correspondence with his or her expert.

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26 ² Defendants' feigned concern about the impact of "lengthy [payment]
27 delinquencies" on the appearance of Plaintiff's experts at trial, Motion at
28 5:22-25, is disingenuous and only underscores that Defendants' only motive
for bringing the Motion is to disparage Plaintiff and reiterate the defamatory
non sequitur regarding plaintiff's availability in January 2017.

1 **III. CONCLUSION**

2 For the reasons stated above, the Court should deny Defendants'
3 Motion to Compel in its entirety.

4 MORRIS LAW GROUP

5
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15 Attorneys for Plaintiff
16 James J. Cotter, Jr.

CERTIFICATE OF SERVICE

Pursuant to Nev. R. Civ. P. 5(b)(2)(D) and E.D.C.R. 8.05, I certify that I am an employee of MORRIS LAW GROUP and that on the date below, I cause the following document(s) to be served via the Court's Odyssey E-Filing System:

OPPOSITION TO DEFENDANTS' MOTION TO COMPEL PLAINTIFF TO PRODUCE COMMUNICATIONS RELATING TO EXPERT FEE

PAYMENTS 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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Reading International, Inc.

DATED this 18th day of May, 2018.

By: /s/ Judy Estrada



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11 Attorneys for Defendants Margaret Cotter,
12 Ellen Cotter, and Guy Adams
13

14 (Additional attorneys listed on signature page)

15 DISTRICT COURT
16 CLARK COUNTY, NEVADA

17 JAMES J. COTTER, JR.,) Case No. A-15-719860-B
18 derivatively on behalf of Reading) Dept. No. XI
19 International, Inc.,)
Plaintiff,) Coordinated with:
20 v.)

21 MARGARET COTTER, ELLEN) Case No. P-14-0824-42-E
22 COTTER, GUY ADAMS,) Dept. No. XI

23 EDWARD KANE, DOUGLAS) Jointly Administered

24 McEACHERN, WILLIAM)

25 GOULD, JUDY CODDING,) **DEFENDANTS' PRE-TRIAL**

26 MICHAEL WROTONIAK,) **MEMORANDUM**

27 Defendants.)

28 And)

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

31 Nominal Defendant.)

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DEFENDANTS' PRE-TRIAL MEMORANDUM

Defendants Margaret Cotter, Ellen Cotter, and Guy Adams, and Nominal Defendant Reading International, Inc., through their counsel of record, hereby submit the following pre-trial memorandum in accordance with this Court's 2nd Amended Order Setting Civil Jury Trial, Pre-Trial Conference and Calendar Call, dated May 4, 2018, and Local Rule 2.67. Defendants are filing separately because, after providing their redline edits to Plaintiff's "discussion draft" of the Pre-Trial Memorandum, Plaintiff unilaterally filed his own Pre-Trial Memorandum separately. When Defendants provided their proposed edits, Plaintiff's counsel responded at 2:53 p.m. that Defendants had "included material not properly included in a pre trial memorandum." *See* Ex. A (May 18, 2018 email chain). Also at 2:53 p.m., Defendants' counsel asked Plaintiff's counsel to explain what he was referring to. *Id.* Rather than providing any explanation, Plaintiff's counsel proceeded to file his own Pre-Trial Memorandum separately. After Plaintiff's Pre-Trial Memorandum had already been filed, Plaintiff's counsel responded and stated: "For example, it argues the not yet filed 'ratification' summary judgment motion. I am out to dinner and will leave it at that." However, Defendants' proposed edits properly described ratification as a defense. Thus, Defendants are now forced to file their own version of the Pre-Trial Memorandum separately.

**I. MATTER REFERENCED IN MAY 4, 2018 ORDER,
PARAGRAPH D**

A. Motions in Limine

1. None currently pending. *See* Section II.I for motions *in limine* previously ruled upon.

1 **B. Motions for Summary Judgment**

- 2 1. See Section II. J. Defendants contend there are several
3 potentially dispositive issues that must be resolved prior to
4 trial.

5 **II. OTHER PRETRIAL MATTER**

6 **A. Statement of Facts**

7 **Plaintiff's Statement:**

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

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

24 The facts of this case include and concern acts and omissions of
25 individual director defendants which the Plaintiff claims give rise to entail
26 breaches of fiduciary duties individually and/or together with other acts
27 and omissions, including with respect to the following matters: the threat
28

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

10 **Director Defendants' Statement:**

11 On June 12, 2015, the Board of Directors of Reading International, Inc.
12 ("RDI") voted to terminate Plaintiff James J. Cotter, Jr. as President and
13 CEO of RDI. Plaintiff claims that this decision was a breach of fiduciary
14 duty. Plaintiff also claims various other breaches of fiduciary duty,
15 including with respect to the search for a new President and CEO of RDI,
16 the hiring of Margaret Cotter as an Executive Vice President for Real Estate
17 -- NYC, and the approval by the Compensation Committee of the use of
18 Class A stock by the Estates of James J. Cotter, Sr. (the "Cotter Estate") to
19 exercise an option held by the Cotter Estate to purchase 100,000 shares of
20 RDI Class B voting stock (the "Cotter Estate Stock Option Exercise").. The
21 Director Defendants contend that they acted in the best interests of RDI
22 stockholders at all times and fulfilled their fiduciary duties to the
23 Company. The Director Defendants further contend that the actions taken
24 by the Board and its committees is protected by the Business Judgment
25 Rule and, furthermore, that none of the actions of which Plaintiff complains
26 caused any damage to the Company.
27
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1 In December 2017, this Court entered judgment on behalf of five of
2 the nine current Directors of RDI—William Gould, Douglas McEachern,
3 Edward Kane, Judy Coddington, and Michael Wrotniak—because there is no
4 material issue of fact that these Directors were independent and
5 disinterested. As a result, all of the corporate “transactions” alleged by
6 Plaintiff James J. Cotter, Jr. to be actionable breaches of fiduciary duty were
7 indisputably approved by a majority of disinterested, independent
8 directors, save for two: (1) the actions taken by Board members leading up
9 to and including the termination of Plaintiff as CEO and President of RDI;
10 and (2) the RDI Compensation Committee’s approval of the Cotter Estate
11 Stock Option Exercise. Following the Court’s decision, the full RDI Board
12 convened a Special Meeting on December 29, 2017 at the request of these
13 five disinterested, independent directors to reevaluate these two remaining
14 transactions.

15 After discussing Plaintiff’s allegations as to the potential
16 interestedness or non-independence of Mr. Adams, Ellen Cotter, and
17 Margaret Cotter, the independent directors addressed the challenged
18 termination and stock-option decisions at the Special Meeting. In doing so,
19 they were informed by the Company’s counsel, their own extensive
20 knowledge of the applicable facts, their previous corporate-board
21 experience, and a further review of the contemporaneous RDI Board
22 materials relevant to those decisions. The Board also allowed additional
23 debate and comment. Ultimately, with Mr. Adams, Ellen Cotter, and
24 Margaret Cotter not voting, the RDI Board voted 5-1 (with only Plaintiff
25 dissenting) to ratify Plaintiff’s termination and the Compensation
26 Committee’s stock-option decision. With the RDI Board having met all of
27 the legally required criteria, Nevada’s business judgment rule therefore
28

1 applies to those “transactions,” as it does to the other corporate decisions
2 questioned by Plaintiff in this derivative suit. Given the principal purpose
3 of the Business Judgement Rule—to prevent the second-guessing of Board
4 decisions—none of the actions of which Plaintiff complains (including
5 these two actions specifically ratified in December) can now be invalidated
6 or be a basis for a claim of damages regardless of any decision with respect
7 to the independence of Guy Adams, Ellen Cotter, or Margaret Cotter. The
8 five independent directors have exercised the authority vested in them by
9 the Nevada Corporations Code, and their determination must under such
10 law, be respected.

11 **RDI’s Statement:**

12 RDI joins in the Director Defendants’ Statement above.

13 **B. List of Claims**

14 Plaintiff’s list of claims for relief is as follows:

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

- 16 **1. Process in connection with termination, including aborting**
17 **ombudsman and lack of process/process failures (SAC 3, 35,**
18 **36, 43, 50 – 57, 61 – 94) (EC, MC, GA) (equitable relief)¹**
19 **2. Breach(es) of the duty of care and abdication of fiduciary**
20 **responsibilities by some or all acts and omissions in SAC**
21 **(SAC - all), including paragraph A. 1. above and the**
22 **following:**
23

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25
26 ¹ Arabic numbered bold typeface paragraphs indicate matters which
27 Plaintiff contends give rise to and/or constitute breaches of fiduciary duty
28 independently, as well as together with other matter.

- Use of executive committee (SAC 8, 99) (EC, MC, Kane, Adams/WG, JC, MW)
 - Process/process failures from aborted CEO search selecting EC (SAC 6, 14, 137 – 147, 152) (Search Committee: MC, DM, WG) (Board: All)
 - Erroneous and/or materially misleading statements in board materials such as agendas and minutes, and in public disclosures including SEC filings and press releases (SAC 9, 13, 72, 101a.-i., 109 – 119, 135a.-k., 136a.-i., 147) (all)
 - Process/process failures in connection with nomination and retention of directors, including adding Coddington and/or Wrotniak (SAC 11, 12, 121-134) (EC, MC, DM, GA, EK, WG)
 - Hiring MC as EVP RED NY (SAC 6, 15, 57 – 61, 92, 95, 149 – 151, 166) and paying the \$200,000 pre-employment bonus (committees - members) (Board - all)
 - \$50,000 to Adams (SAC 153, 166) (Committees – members) (Board – all but GA)
 - Process/process failures in response to Patton Vision offer(s) (SAC 16, 154-162) (all)
3. Damages/injury (SAC 163 – 168)
- a. injury to RDI's reputation and goodwill (164)
 - b. impairment of shareholder rights due to SEC filings (165)

B. Breaches of the Duty of Loyalty (SAC 1 – 172, 180-186) (Second Cause)

1. Threat to terminate (SAC 2, 35, 36, 64-71, 78 – 82, 84, 87, 88, 91) (GA, EC, MC)

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2. **Termination (SAC 3, 35, 36, 43, 50 – 57, 64 – 94) (GA, EC, MC) (equitable relief also sought)**
 3. **Authorizing exercise of the 100,000 share option (SAC 10, 102 – 108) (GA, EK) (equitable relief also sought)**
 4. **Aborted CEO search selecting EC (SAC 6, 14, 137 – 147, 152) (Search Committee: MC) (Board: all)**
 5. **Hiring MC as EVP RED NY (SAC 6, 15, 57 – 61, 92, 95, 149 – 151, 166) and paying \$200,000 pre-employment bonus (Committee members) (Board: all)**
 6. **Breach of the duty of loyalty (all) and misuse of their position as controlling shareholders (EC, MC) by some or all such acts and omissions in the SAC, including those in paragraphs B. 1. – 7. above and the following:**
 - Threat to terminate insurance if JJC, Jr. does not resign as a director (SAC 4, 38) (EC, WG)
 - use of executive committee (SAC 8, 99) (EC, MC, Kane, Adams, WG)
 - manipulating board materials (SAC 9, 72, 100) (EC)
 - involuntary retirement of Storey (SAC 12, 127-130) (EC, MC, DM, GA, EK)
 - Board stacking/adding Coddington and Wrotniak (SAC 11, 121-134) (nominating committee) (Board - all others)
 - Process/process failures in response to Patton Vision offer(s) (SAC 16, 154-162) (all)
 - \$50,000 to Adams (SAC 153, 166) (EC) (all)
 - SEC filings (SAC 13, 101a.-i., 109 – 119, 135a.-k., 136a.-i., 147) (all)

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7. Damages/injury (SAC 163 – 168)

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

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

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

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

- 1. Threat to terminate (SAC 2, 35, 36, 64-71, 78 – 82, 84, 87, 88, 91) (EC, MC)

- 1 2. Termination (SAC 3, 35, 36, 43, 50 – 57, 64 – 94) (Threat to
2 terminate (SAC 2, 35, 36, 78 – 82, 87, 88, 91) (EC, MC)
- 3 3. Authorizing exercise of the 100,000 share option (SAC 10, 102 –
4 108) (EC)
- 5 4. Involuntary retirement of Storey (SAC 12, 127-130) (EC, MC)
- 6 5. Board stacking/adding Coddington and Wrotniak (SAC 11, 121-
7 134) (EC, MC)
- 8 6. Aborted CEO search selecting EC (SAC 6, 14, 137 – 147, 152)
9 (EC)
- 10 7. Hiring MC as EVP RED NY (SAC 6, 15, 57 – 61, 92, 95, 149 –
11 151, 166) and paying \$200,000 pre-employment bonus (EC, MC)
- 12 8. Damages/injury (SAC 163 – 168)
 - 13 a. diminution in value of RDI (163)
 - 14 b. injury to reputation and goodwill (164)
 - 15 c. impairment of shareholder rights due to SEC filings (165)
 - 16 d. other monetary damages (166)
 - 17 i. \$200,000 and job to MC
 - 18 ii. \$50,000 to Adams
 - 19 iii. duplicate cost of paying consultants to perform
20 MC's position's responsibilities
 - 21 iv. class A nonvoting stock accepted *in lieu* of cash
22 consideration for exercise of 100,000 share option

23 **C. List of Affirmative Defenses**

24 Plaintiff has not abandoned any purported claims identified in the
25 Second Amended Complaint. Director Defendants therefore cannot
26 abandon any affirmative defenses asserted in its Answer to the Second
27 Amended Complaint. Depending on which particular claims for relief
28

1 Plaintiff actually pursues at trial, Director Defendants may raise the
2 following affirmative defenses:

- 3 • Failure to State a Cause of Action;
- 4 • Statute of Limitations and Repose;
- 5 • Laches;
- 6 • Unclean Hands;
- 7 • Spoliation;
- 8 • Illegal Conduct and Fraud;
- 9 • Waiver, Estoppel, and Acquiescence;
- 10 • Ratification and Consent;
- 11 • No Unlawful Activity;
- 12 • No Reliance;
- 13 • Failure to Plead Fraud with Particularity;
- 14 • Uncertain and Ambiguous Claims;
- 15 • Privilege and Justification;
- 16 • Good Faith and Lack of Fault;
- 17 • No Entitlement to Injunctive Relief;
- 18 • Damages too Speculative;
- 19 • No Entitlement to Punitive Damages;
- 20 • Failure to Mitigate;
- 21 • Comparative Fault;
- 22 • Business Judgment Rule;
- 23 • Equitable Estoppel;
- 24 • Election of Remedies;
- 25 • N.R.S. 78.138;
- 26 • Failure to Make Appropriate Demand; and

- Conflict of Interest and Unsuitability to Serve as a Derivative Representative.

RDI

- Failure To State A Claim;
- Failure To Make Demand;
- Corporate Governance;
- Irreparable Harm To Company;
- Unclean Hands;
- Spoliation;
- Waiver, Estoppel, And Acquiescence;
- Ratification And Consent;
- No Unlawful Activity;
- Privilege And Justification;
- Good Faith And Lack Of Fault;
- No Entitlement To Injunctive Relief;
- Damages Too Speculative;
- Mitigation Of Damages;
- Comparative Fault;
- Equitable Estoppel;
- Nevada Revised Statute 78.138; and
- Conflict Of Interest And Unsuitability To Serve As Representative.

D. Claims or Defenses to be Abandoned

None. However, Plaintiff will not seek equitable relief with respect to historical or past actions relating to the executive committee, to corporate governance of RDI such as misleading or inaccurate meeting agendas

1 and/or minutes, to the addition or removal of persons to and/or from the
2 RDI board of directors and to SEC filings and press releases. Plaintiff will
3 seek equitable relief with respect to the vote to terminate James J. Cotter Jr.
4 as President and CEO and reserves the right to do so with respect to
5 authorization of the exercise of the so-called 100,000 share option.

6 **E. List of Exhibits**

7 Under paragraph (B) of the Second Amended Order Setting Civil
8 Jury Trial, Pre-Trial Conference and Calendar Call (dated May 4, 2018), the
9 parties' exhibit lists are to be provided to the Court at the Calendar Call on
10 June 18, 2018.

11 **F. Agreements to Limit or Exclude Evidence**

12 None presently.

13 **G. Witness List**

14 **A. Nonexpert Witnesses**

15 For Plaintiff:

- 16 1. James Cotter, Jr. (*plaintiff expects to present this witness*)
17 c/o Mark Krum
18 Yurko, Salvesen & Remz. P.C.
19 One Washington Mall, 11th Floor
20 Boston, MA 02108
21 617.723.6900
- 22 2. Person Most Knowledgeable, Reading International, Inc.
23 (*plaintiff may call this witness if the need arises*)
24 c/o Mark E. Ferrario, Esq.
25 Leslie S. Godfrey, Esq.
26 Greenberg Traurig LLP
27 773 Howard Hughes Parkway, Suite 400 North
28 Las Vegas, Nevada 89169
702-792-3773

1 3. Margaret Cotter (*plaintiff expects to present this witness*)

2 c/o Stan Johnson

3 Cohen-Johnson, LLC

4 255 East Warm Springs Road, Suite 100

5 Las Vegas, Nevada 89119

6 702-823-3500

7 4. Ellen Cotter (*plaintiff expects to present this witness*)

8 c/o Stan Johnson

9 Cohen-Johnson, LLC

10 255 East Warm Springs Road, Suite 100

11 Las Vegas, Nevada 89119

12 702-823-3500

13 5. Douglas McEachern (*plaintiff expects to present this witness and/or*
14 *present the witness's testimony by means of a deposition*)

15 c/o Stan Johnson

16 Cohen-Johnson, LLC

17 255 East Warm Springs Road, Suite 100

18 Las Vegas, Nevada 89119

19 702-823-3500

20 6. Guy Adams (*plaintiff expects to present this witness*)

21 c/o Stan Johnson

22 Cohen-Johnson, LLC

23 255 East Warm Springs Road, Suite 100

24 Las Vegas, Nevada 89119

25 702-823-3500

26 7. Edward Kane (*plaintiff expects to present this witness*)

27 c/o Stan Johnson

28 Cohen-Johnson, LLC

255 East Warm Springs Road, Suite 100

Las Vegas, Nevada 89119

702-823-3500

1 8. William Gould (*plaintiff expects to present this witness*)

2 Donald A. Lattin, Esq.

3 Carolyn K. Renner, Esq.

4 MAUPIN, COX & LeGOY

5 4785 Caughlin Parkway

6 Reno, Nevada 89519

7 775-827-2000

8 9. Timothy Storey (*plaintiff expects to present this witness and/or*
9 *present the witness's testimony by means of a deposition*)

10 Donald A. Lattin, Esq.

11 Carolyn K. Renner, Esq.

12 MAUPIN, COX & LeGOY

13 4785 Caughlin Parkway

14 Reno, Nevada 89519

15 775-827-2000

16 10. John Hunter (*plaintiff may call this witness if the need arises*)

17 Milken Institute, Chief Financial Officer

18 1250 4th Street

19 Santa Monica, CA 90401

20 11. Antoinette Jefferies (*plaintiff may call this witness if the need arises*)

21 10488 Eastborne Avenue, Unit #211

22 Los Angeles, California 90024

23 310-293-7384

24 12. Eric Barr (*plaintiff may call this witness if the need arises*)

25 9 Park Street, Brighton, VIC 3186

26 Southern Melbourne, Australia

27 011-61-488-096-616

28 ebarr@optushome.com.au

13. Al Villasenor (*plaintiff may call this witness if the need arises*)

116 – 19th Street

Manhattan Beach, California 90266

Home- 310-546-5193
Mobile- 310-897-0407

14. Lois Marie Kwasigroch (*plaintiff may call this witness if the need arises*)

20100 Wells Drive
Woodland Hills, California 91364
(805) 447-6265

15. Harry P. Susman (*plaintiff may call this witness if the need arises*)

Susman Godfrey, LLP
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Houston, Texas 77002
713-653-7875 (w)
hsusman@susmangodfrey.com

16. Fehmi Karahan (*plaintiff may call this witness if the need arises*)

The Karahan Companies
7200 Bishop Road, Suite 250
Plano, Texas 75024
214-473-9700 (w)
fehmi@karahaninc.com

17. Judy Coddling (*plaintiff expects to present this witness and/or present the witness's testimony by means of a deposition*)

2266 Canyon Back Road
Los Angeles, California 90049

18. Michael J. Wrotniak (*plaintiff expects to present this witness and/or present the witness's testimony by means of a deposition*)

Aminco Resources USA
World Headquarters
81 Main Street Suite 110

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

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

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

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

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

28 23. Craig Tompkins (*plaintiff may call this witness if the need arises*)

1 c/o Mark E. Ferrario, Esq.
2 Leslie S. Godfrey, Esq.
3 Greenberg Traurig LLP
4 3773 Howard Hughes Parkway, Suite 400 North
5 Las Vegas, Nevada 89169
6 702-792-3773

7 24. Gary McLaughlin (*plaintiff may call this witness if the need arises*)
8 Akin Gump
9 2029 Century Park East, Suite 2400
10 Los Angeles, CA 90067
11 310-728-3358

12 25. C.N. Franklin Reddick, III (*plaintiff may call this witness if the*
13 *need arises*)
14 Akin Gump
15 2029 Century Park East, Suite 2400
16 Los Angeles, CA 90067
17 310-728-3358

18 26. Robert Mayes (*plaintiff expects to present this witness and/or*
19 *present the witness's testimony by means of a deposition*)
20 Korn Ferry
21 c/o Samantha Goodman
22 1900 Avenue of the Stars, Suite 2600
23 Los Angeles, CA 90067
24 310.556.8557

25 27. Andrew Shapiro (*plaintiff expects to present this witness and/or*
26 *present the witness's testimony by means of a deposition*)
27 c/o Jahan Raissi
28 Shartsis Freise LLP
One Maritime Plaza, 18th Floor
San Francisco, CA 94111
415.421.6500

1 28. Jonathan Glaser (*plaintiff expects to present this witness and/or*
2 *present the witness's testimony by means of a deposition*)
3 c/o Alexander Robertson, IV
4 Robertson & Associates, LLP
5 32121 Lindero Canyon Road, Suite 200
6 Westlake Village, CA 91361
7 818.851.3850

8 29. Whitney Tilson (*plaintiff expects to present this witness's testimony*
9 *by means of a deposition*)
10 c/o Alexander Robertson, IV
11 Robertson & Associates, LLP
12 32121 Lindero Canyon Road, Suite 200
13 Westlake Village, CA 91361
14 818.851.3850

15 30. Andrez Matycynski (*plaintiff may call this witness if the need*
16 *arises*)
17 c/o Greenberg Traurig, LLP
18 3773 Howard Hughes Pkwy., Ste. 400N
19 Las Vegas, NV 89169

20 31. Dev Ghose (*plaintiff may call this witness if the need arises*)
21 c/o Greenberg Traurig, LLP
22 3773 Howard Hughes Pkwy., Ste. 400N
23 Las Vegas, NV 89169

24 For the Director Defendants:

- 25 1. Ellen Cotter (*the director defendants expect to present this witness*)
26 c/o COHEN | JOHNSON | PARKER | EDWARDS
27 375 E. Warm Springs Road, Ste. 104
28 Las Vegas, NV 89119
702-823-3500
And
Quinn Emanuel Urquhart & Sullivan, LLP

865 S. Figueroa St., 10th Floor
Los Angeles, 90017
213-443-3000

2. Margaret Cotter (*the director defendants expect to present this witness*)

c/o COHEN|JOHNSON|PARKER|EDWARDS
375 E. Warm Springs Road, Ste. 104
Las Vegas, NV 89119
702-823-3500

And

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

3. James Cotter, Jr. (*the director defendants expect to present this witness*)

c/o Mark Krum
Yurko, Salvesen & Remz. P.C.
One Washington Mall, 11th Floor
Boston, MA 02108
617-723-6900

4. Guy Adams (*the director defendants expect to present this witness*)

c/o COHEN|JOHNSON|PARKER|EDWARDS
375 E. Warm Springs Road, Ste. 104
Las Vegas, NV 89119
702-823-3500

And

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

1 5. Edward Kane (*the director defendants expect to present this*
2 *witness*)

3 c/o COHEN | JOHNSON | PARKER | EDWARDS
4 375 E. Warm Springs Road, Ste. 104
5 Las Vegas, NV 89119
6 702-823-3500

7 And

8 Quinn Emanuel Urquhart & Sullivan, LLP
9 865 S. Figueroa St., 10th Floor
10 Los Angeles, 90017
11 213-443-3000

12 6. Douglas McEachern (*the director defendants expect to present this*
13 *witness*)

14 c/o COHEN | JOHNSON | PARKER | EDWARDS
15 375 E. Warm Springs Road, Ste. 104
16 Las Vegas, NV 89119
17 702-823-3500

18 And

19 Quinn Emanuel Urquhart & Sullivan, LLP
20 865 S. Figueroa St., 10th Floor
21 Los Angeles, 90017
22 213-443-3000

23 7. Michael Wrotniak (*the director defendants expect to present this*
24 *witness*)

25 c/o COHEN | JOHNSON | PARKER | EDWARDS
26 375 E. Warm Springs Road, Ste. 104
27 Las Vegas, NV 89119
28 702-823-3500

And

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

1 8. Judy Coddington (*the director defendants expect to present this*
2 *witness*)

3 c/o COHEN | JOHNSON | PARKER | EDWARDS
4 375 E. Warm Springs Road, Ste. 104
5 Las Vegas, NV 89119
6 702-823-3500

7 And

8 Quinn Emanuel Urquhart & Sullivan, LLP
9 865 S. Figueroa St., 10th Floor
10 Los Angeles, 90017
11 213-443-3000

12 9. William Gould (*the director defendants expect to present this*
13 *witness*)

14 c/o Maupin Cox & LeGoy
15 4785 Caughlin Parkway
16 Reno, NV 89519
17 775-827-2000

18 And

19 c/o Bird, Marella, Boxer, Wolpert,
20 Nessim, Drooks, Lincenberg & Rhaw
21 1875 Century Park East, 23rd Floor
22 Los Angeles, CA 90067
23 310-201-2100

24 10. Timothy Storey (*the director defendants may call this witness if the*
25 *need arises*)

26 c/o Maupin Cox & LeGoy
27 4785 Caughlin Parkway
28 Reno, NV 89519
775-827-2000

And

c/o Bird, Marella, Boxer, Wolpert,
Nessim, Drooks, Lincenberg & Rhaw
1875 Century Park East, 23rd Floor

1 Los Angeles, CA 90067
2 310-201-2100

3 11. Craig Tompkins (*the director defendants may call this witness if*
4 *the need arises*)
5 c/o Greenberg Traurig, LLP
6 3773 Howard Hughes Pkwy., Ste. 400N
7 Las Vegas, NV 89169
8 702-792-3773

9 12. Bob Smerling (*the director defendants expect to present this*
10 *witness*)
11 c/o Greenberg Traurig, LLP
12 3773 Howard Hughes Pkwy., Ste. 400N
13 Las Vegas, NV 89169
14 702-792-3773

15 13. Terri Moore (*the director defendants expect to present this witness*)
16 c/o Greenberg Traurig, LLP
17 3773 Howard Hughes Pkwy., Ste. 400N
18 Las Vegas, NV 89169
19 702-792-3773

20 14. Andrzej Matyczynski (*the director defendants expect to present*
21 *this witness*)
22 c/o Greenberg Traurig, LLP
23 3773 Howard Hughes Pkwy., Ste. 400N
24 Las Vegas, NV 89169
25 702-792-3773

26 15. Linda Pham (*the director defendants expect to present this witness*)
27 c/o Greenberg Traurig, LLP
28 3773 Howard Hughes Pkwy., Ste. 400N
Las Vegas, NV 89169
702-792-3773

1 16. Debbie Watson (*the director defendants expect to present this*
2 *witness*)
3 c/o Greenberg Traurig, LLP
4 3773 Howard Hughes Pkwy., Ste. 400N
5 Las Vegas, NV 89169
6 702-792-3773

7 17. Laura Batista (*the director defendants expect to present this*
8 *witness*)
9 c/o Greenberg Traurig, LLP
10 3773 Howard Hughes Pkwy., Ste. 400N
11 Las Vegas, NV 89169
12 702-792-3773

13 18. David Roth (*the director defendants expect to present this witness*)
14 Cecelia Packing Corp.
15 24780 E South Ave.
16 Orange Cove, CA 93646
17 559-626-5000

18 19. Michael Buckley (*the director defendants may call this witness if*
19 *the need arises*)
20 Edifice Real Estate Partners
21 545 8th Ave.
22 New York, NY 10018
23 347-826-4569

24 20. Derek Alderton (*the director defendants expect to present this*
25 *witness*)
26 Highpoint Associates
27 100 N Sepulveda Blvd.
28 El Segundo, CA 90245
310-616-0100

29 21. Mary Cotter (*the director defendants expect to present this witness*)
30 2818 Dumfries Road

1 Los Angeles, CA 90064
2 310-559-0581

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

4 Grant Thornton
5 515 S. Flower St., 7th Floor
6 Los Angeles, CA 90071
7 213-627-1717

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

10 c/o Alexander Robertson, IV
11 Robertson & Associates, LLP
12 32121 Lindero Canyon Road, Suite 200
13 Westlake Village, CA 91361
14 818-851-3850

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

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

22 For Reading International, Inc.:

23 RDI does not intend to call witnesses, but reserves all rights to
24 question witnesses identified by Plaintiff and/or the other defendants in
25 this matter.
26

27 **B. Expert Witnesses and Summaries of Opinions**

28 For Plaintiff:

1. Former Chief Justice Myron Steele will offer opinion testimony relating to matters of corporate governance, including regarding proper exercise of directors' fiduciary duties. Among

1 other things, he will offer opinion testimony regarding
2 appropriate corporate governance practices and activities
3 where a board of directors is faced with circumstances in which
4 directors lack or may lack independence and/or
5 disinterestedness, including the appropriate practices and
6 activities to address such circumstances, and to evaluate the
7 success of such practices and activities, including with respect
8 to the following matters (i) the process used to terminate James
9 J. Cotter, Jr. as President and Chief Executive Officer of Reading
10 International, Inc. ("RDI")., (ii) the use of the Executive
11 Committee of RDI's Board of Directors, (iii) the appointment of
12 EC and MC to their respective current positions and the revised
13 compensation and bonuses that they and Adams were given
14 and (iv) the rejection of the Offer.² Former Chief Justice Steele

15 ² As stated in the Steele Report, it is Justice Steele's understanding that
16 Nevada courts look to Delaware case law when there is no Nevada
17 statutory or case law on point for an issue of corporate law. See, e.g. *Brown*
18 *v. Kinross Gold U.S.A., Inc.*, 531 F. Supp. 2d 1234, 1245 (D. Nev. 2008)
19 ("Because the Nevada Supreme Court frequently looks to the Delaware
20 Supreme Court and the Delaware Courts of Chancery as persuasive
21 authorities on questions of corporation law, this Court often looks to those
22 sources to predict how the Nevada Supreme Court would decide the
23 question."); *Hilton Hotels Corp. v. ITT Corp.*, 978 F. Supp. 1342, 1346 (D. Nev.
24 1997) ("Where, as here, there is no Nevada statutory or case law on point or
25 an issue of corporate law, this Court finds persuasive authority in
26 Delaware case law."); *Cohen v. Mirage Resorts, Inc.*, 62 P.3d 720, 727 n.10
27 (Nev. 2003) ("Because the Legislature relied upon the Model Act and the
28 Model Act relies heavily on New York and Delaware case law, we look to
the Model Act and the law of those states in interpreting the Nevada
statutes.").

1 also will offer opinion testimony to rebut opinions offered by
2 defendants' expert Michael Klausner.

3 2. Richard Spitz will offer opinion testimony relating to executive
4 and CEO searches and RDI's supposed CEO search. It is
5 anticipated that he will offer opinion testimony that the
6 execution of the (supposed) executive search process
7 undertaken at RDI in 2015 to find a CEO was not conducted
8 properly and that the search failed, including because the
9 selection of Ellen Cotter as CEO was not the product of
10 completing the search process undertaken and was not a result
11 of the search activities conducted.

12 3. Tiago Duarte-Silva will offer opinion testimony about money
13 damages Plaintiff seeks by this action. It is anticipated that his
14 opinion testimony will include opinions that (i) Reading's
15 earnings have declined and underperformed since Ellen Cotter
16 became Reading's CEO, and (ii) Reading's value has declined
17 and underperformed since Ellen Cotter became Reading's CEO.
18 Mr. Duarte-Silva also will offer opinion testimony to rebut
19 opinions offered by defendants' expert Richard Roll.

20 For the Director Defendants:
21

22
23 Justice Steele is aware that the defendants in this action have filed a
24 motion in limine because the Steele Report stated that the opinions therein
25 were based on what a court that applied Delaware law would find. That
26 phraseology was intended simply to refer to Justice Steele's years of
27 experience in Delaware's well-versed body of law. The Delaware law on
28 which Justice Steele relies neither supplants nor modifies the plain
meaning of Nevada law, but only is used to inform Nevada law.

1. Michael Klausner – Mr. Klausner will offer opinion testimony regarding the Board of Directors’ proper exercise of their duties and obligations in connection with their decision to terminate James Cotter, Jr. as President and CEO and their decision not to pursue the third-party indication of interest, including as a rebuttal to Plaintiffs’ expert Justice Myron Steele.
2. Jon Foster – Mr. Foster will offer opinion testimony regarding the Board of Directors’ decision-making and analysis in connection with their consideration of the third-party indication of interest, as a rebuttal to the expected testimony of Plaintiffs’ expert Tiago Duarte-Silva.
3. Richard Roll – Dr. Roll will offer opinion testimony about the claimed money damages being sought by Plaintiff in this action based on fluctuations or changes in RDI’s stock price, including as a rebuttal to Plaintiffs’ purported damages experts.
4. Bruce Strombom – Mr. Strombom will offer opinion testimony to rebut the purported damages analysis set forth by Plaintiffs’ expert Tiago Duarte-Silva.

For Reading international, Inc.:

RDI joins in the expert designations of the Director Defendants.

H. Issues of Law

Plaintiff’s Position:

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

Director Defendants’ Position:

1 In order to allow Director Defendants to adequately prepare for trial,
2 they request an early conference on jury instructions.

3 Director Defendants believe that for each purported breach of
4 fiduciary described in the Second Amended Complaint, each of them (1)
5 were subject to the protections and presumptions afforded by Nevada's
6 business judgment rule, (2) properly exercised their fiduciary obligations,
7 (3) did not engage in any "intentional misconduct, fraud or a knowing
8 violation of law" required by N.R.S. 78.138 to impose individual liability on
9 corporate directors, and, although not relevant under Nevada law, and (4)
10 were independent for each relevant decision made by the Board in which
11 they participated. Their decisions were duly ratified by a majority of the
12 Board consisting entirely of independent directors, and also did not result
13 in any damages to RDI. Moreover, Plaintiff lacks standing to bring this
14 derivative action or to derivatively assert certain claims (a) that are wholly
15 personal to him, such as his termination claim and his claims that he was
16 somehow "threatened" by one or more of the Defendant Directors, and (b)
17 since he has not proven his allegations that demand would have been
18 futile. Similarly, the equitable relief that Plaintiff seeks—*i.e.*, reinstatement
19 as President and CEO of RDI—is not available as a matter of law. Finally,
20 Director Defendants' contend that the Board's December 29, 2017 vote
21 ratifying the Board's earlier decisions with respect to Plaintiff's termination
22 and the exercise of the 100,000 share option eliminated any potential issues
23 remaining for trial.³

24
25 ³ Additionally, certain documents remain which may be subject to in
26 camera review regarding production shortly. *See James J. Cotter, Jr. v. The*
27 *Eighth Judicial District Court of the State of Nevada*, Case No. 18-16774, 134
28 Nev., Advance Opinion 32 (Nev. May 3, 2018).

RDI's Position:

RDI joins in the Director Defendants' request for an early conference on jury instructions.

RDI contends that Plaintiff lacks standing to act on behalf of RDI, because he is unable to show that it would have been futile for him to make a demand on RDI's Board of Directors with respect to his most recently amended Complaint. Because standing is jurisdictional, this Court lacks jurisdiction to proceed with this matter.

RDI notes that all decisions related to the compensation of any board member in any capacity, are presumed pursuant to Nevada statute, regardless of any contention of personal interest, to be fair to RDI, pursuant to NRS 78.240(5).

All board decisions challenged by Plaintiff, with the exception of the termination of Cotter, Jr., were approved by a majority of directors whose decisions in that regard this Court has already determined were the exercise of valid business judgment. Additionally, the termination of Cotter, Jr, and the decision by the Compensation Committee to permit the Estate of Cotter, Sr. to pay for the exercise of its option to purchase shares with shares that it already owned are decisions that have been ratified by a majority of the independent members of RDI's board. Accordingly, Plaintiff will be unable to prove any damages incurred by RDI.

Additionally, as the result of the Court's Dember 2017 ruling, much of the proposed testimony of former Justice Steele (specifically, that related to his conclusions (ii)-(iv)) has been rendered irrelevant. The Court's dismissal of the claim related to the rejected "offer" also renders testimony related to Steele's conclusion (iv) irrelevant. Moreover, because Steele's testimony involves application of the "entire fairness" doctrine, a doctrine

1 inconsistent with Nevada law, Steele's proposed testimony with respect to
2 his conclusion (i) is likely to confuse the jury.

3 Additionally, RDI joins in the position of the Director Defendants.
4

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

6 a. Defendants' Motion In Limine to Exclude Expert
7 Testimony of Myron Steele, Tiago Duarte-Silva,
8 Richard Spitz, Albert Nagy, and John Finnerty

9 i. Granted in Part. With respect to Chief Justice
10 Steele, he may testify only for the limited
11 purpose of identifying what appropriate
12 corporate governance activities would have
13 been, including activities where directors are
14 interested, including how to evaluate if directors
15 are interested. Withdrawn as to Dr. Finnerty.
16 Denied as to all other experts. See December 21,
17 2016 Order Regarding Defendants' Motions for
18 Partial Summary Judgment Nos. 1-6 and Motion
19 In Limine to Exclude Expert Testimony
20 ("December 21, 2016 Order"), on file.

21 b. Plaintiff James J. Cotter Jr.'s Motion In Limine No. 1
22 Regarding Advice of Counsel

23 i. **Denied** (see Order filed on 12/28/18)
24
25
26
27
28

- 1 c. Plaintiff James J. Cotter Jr.'s Motion In Limine No. 2
2 Regarding the Submission of Merits-Related Evidence
3 By Nominal Defendant Reading International, Inc.
4 i. **Denied** (see Order filed on 12/28/18)
- 5
6 d. Plaintiff James Cotter Jr.'s Motion In Limine No. 3
7 Regarding After Acquired Evidence
8 i. **Denied**, however, "to the extent that Plaintiff's
9 retention and use of Highpoint Associates and
10 Derek Alderton is admitted at trial, it will be
11 admitted with an instruction limiting the
12 evidence solely to the issue of Plaintiff's
13 suitability as President and CEO of RDI." (see
14 Order filed on 12/28/18)
- 15
16 e. Margaret Cotter, Ellen Cotter, Guy Adams, Edward
17 Kane, Douglas McEachern, William Gould, Judy
18 Coddington, Michael Wrotniak's Motion In Limine to
19 Exclude Evidence that is More Prejudicial Than
20 Probative
21 i. **Denied** (see Order filed on 12/28/18)
- 22
23 f. Renewed Motion In Limine to Exclude Expert
24 Testimony of Myron Steele Based on Supplemental
25 Authority
26 i. **Denied** (see Order filed on 12/28/18)
27
28

1 g. Defendant William Gould's Motion In Limine To
2 Exclude Irrelevant Speculative Evidence

3 i. **Denied as premature** (see Order filed on
4 12/28/18)

5 **J. Previous Orders on Motions for Partial Summary**
6 **Judgment**

7 a. Ellen Cotter, Margaret Cotter, and Guy Adams'
8 Motion For Summary Judgment (motion is not to be
9 filed until Plaintiff has an opportunity to review the
10 discovery ordered on May 2, 2018);

11 b. Motion for Leave to File Dispositive Motion/Motion to
12 Dismiss for Lack of Subject Matter Jurisdiction Due to
13 Failure to Show Demand Futility (Hearing scheduled
14 for May 25, 2018);

15 c. RDI's Motion to Dismiss for Failure to Show Demand
16 Futility

17 i. Denied, without prejudice to renew after
18 obtaining leave of Court to file renewed motion.
19 (See Transcript on Hearing for Motion on
20 Continuance (January 8, 2018 – Public), 10:22 –
21 11:1.)

22 d. The Remaining Director Defendants' Motion for
23 Judgment as a Matter of Law

24 i. Denied, without prejudice to renew after
25 obtaining leave of Court to file renewed motion.
26 (See Transcript on Hearing for Motion on
27
28

Continuance (January 8, 2018 – Public), 10:22 –
11:1.)

- e. Individual Defendants’ Motion for Summary
Judgment (No. 1.) Re: Plaintiff’s Termination and
Reinstatement Claims
 - i. GRANTED with respect to Edward Kane,
Douglas McEachern, Judy Coddington, Michael
Wrotniak, and William Gould, and DENIED
with respect to Guy Adams, Ellen Cotter, and
Margaret Cotter. See Order dated December 28,
2017.
- f. Individual Defendants’ Motion for Partial Summary
Judgment (No. 2) Re: The Issue of Director
Independence
 - i. GRANTED with respect to Edward Kane,
Douglas McEachern, Judy Coddington, Michael
Wrotniak, and William Gould, and DENIED
with respect to Guy Adams, Ellen Cotter, and
Margaret Cotter. See Order dated December 28,
2017.
- g. Individual Defendants’ Motion for Partial Summary
Judgment (No. 3) On Plaintiff’s Claims Related to the
Purported Unsolicited Offer
 - i. Granted. See Order dated December 28, 2017.
- h. Individual Defendants’ Motion for Partial Summary
Judgment (No. 4) On Plaintiff’s Claims Related to the
Executive Committee

1 i. Granted in Part. Granted as to the formation and
2 revitalization (activation) of the Executive
3 Committee; Denied as to the utilization of the
4 committee. See December 21, 2016 Order.
5 Included among the claims dismissed against
6 Directors Coddington, Gould, Kane, McEachern and
7 Wrotniak.

8 i. Individual Defendants' Motion for Partial Summary
9 Judgment (No. 5) On Plaintiff's Claims Related to the
10 Appointment of Ellen Cotter as CEO

11 i. GRANTED with respect to Edward Kane,
12 Douglas McEachern, Judy Coddington, Michael
13 Wrotniak, and William Gould, and DENIED
14 with respect to Guy Adams, Ellen Cotter, and
15 Margaret Cotter. See December 28, 2017 Order.

16 j. Individual Defendants' Motion for Partial Summary
17 Judgment (No. 6) Re: Plaintiff's Claims Related to the
18 Estate's Option Exercise, the Appointment of Margaret
19 Cotter, the Compensation Packages of Ellen Cotter and
20 Margaret Cotter, and the Additional Compensation of
21 Margaret Cotter and Guy Adams

22 i. GRANTED with respect to Edward Kane,
23 Douglas McEachern, Judy Coddington, Michael
24 Wrotniak, and William Gould, and DENIED
25 with respect to Guy Adams, Ellen Cotter, and
26 Margaret Cotter. See Order dated December 28,
27 2017.
28

1 k. Judgment in favor of Defendants Edward Kane,
2 Douglas McEachern, William Gould, Judy Coddington,
3 and Michael Wrotniak GRANTED on all claims
4 asserted by Plaintiff. See Order dated December 28,
5 2017.

6 l. Plaintiff James J. Cotter, Jr.'s Motion for Partial
7 Summary Judgment.

8 i. Denied. See October 3, 2016 Order Denying
9 James J. Cotter Jr.'s Motion for Partial Summary
10 Judgment and Granting RDI's Countermotion
11 for Summary Judgment.

12 m. Defendant William Gould's Motion for Summary
13 Judgment

14 i. Granted. See Order dated December 28, 2017.

15 **K. Estimated Length of Trial**

16 Defendants estimate 15 days; 80 trial hours.

18 **L. Other Issues**

19 **Director Defendants' Statement:**

20 Plaintiff's list of claims above neither complies with the rules for pre-
21 trial disclosures nor provides *any* clarity about what claims Plaintiff
22 actually intends to prove at trial or what relief (money or equitable) he
23 seeks. Eighth District Rule of Practice 2.67(b)(2) requires Plaintiff to
24 provide "[a] list of all claims for relief designated by reference to each claim
25 or paragraph of a pleading and a description of the claimant's theory of
26 recovery with each category of damage requested." The Director
27 Defendants intend to address at trial any purported breaches of fiduciary
28

1 duty—and will show that Plaintiff’s claims are baseless—but must be told
2 which specific actions are at issue in order to properly prepare their
3 defense.

4 Plaintiff states that he will pursue claims for breaches of fiduciary
5 duty potentially based on each and every allegation in the Second
6 Amended Complaint by, for example, stating his intent to pursue
7 “[b]reach(es) of the duty of care and abdication of fiduciary responsibilities
8 by some or all acts and omissions in SAC.” This provides no more
9 information than if Plaintiff had never made his pre-trial disclosures—he
10 may or may not pursue a claim based on any act or omission mentioned or
11 alluded to anywhere in the Second Amended Complaint.

12 Plaintiff’s list of claims also fails to recognize that Directors Coddling,
13 Gould, Kane, McEachern and Wrotniak are no longer defendants in this
14 case, and purports to continue to assert claims of wrongdoing against each
15 of these individuals. He apparently seeks to end-run the determination of
16 this Court that the actions taken by these individuals are protected by the
17 Nevada Business Judgment Rule and seeks to overturn decisions (for
18 example, hiring Margaret Cotter or promoting Ellen Cotter) that the Board
19 made by arguing, nevertheless, that these actions constituted breaches of
20 fiduciary duty. Once independence and disinterestedness is established,
21 however, such corporate action is protected.

22 Plaintiff’s witness list similarly fails to shed any light on the claims
23 Plaintiff intends to pursue—his list strays so far afield that Plaintiff has
24 stated his intent to call Defendant Guy Adams’ ex-wife (Lois Marie
25 Kwasigroch) at trial.

26 Plaintiff also fails to disclose the actual monetary damages or
27 equitable relief he intends to seek at trial. For example, Plaintiff states that
28

1 his damages resulting from Defendants' alleged breaches of the duty of
2 care are "injury to RDI's reputation and goodwill" and "impairment of
3 shareholder rights due to SEC filings." If these are supposed money
4 damages, Plaintiff does not state his claim for damages, or even explain
5 what shareholder rights are purportedly impacted. With the exception of
6 the equitable relief he seeks in connection with his termination from RDI
7 (*i.e.*, being reinstated as President and CEO), Plaintiff does not link any
8 particular claim to any particular category or amount of damages. For
9 example, Defendants have no idea what relief Plaintiff is seeking in
10 connection with the "involuntary retirement of Storey" or "process/process
11 failures in connection with nomination and retention of directors, including
12 adding Coddington and/or Wrotniak." Moreover, Plaintiff's damages expert
13 is unable to testify to any causal link between any alleged breach of duty
14 and any alleged damage to the Company. In connection with his claims
15 related to the Cotter Estate Stock Option, Plaintiff "reserves" the right to
16 seek equitable relief, but he does not disclose what equitable relief he may
17 seek.

18 Plaintiff's list of claims/damages is indecipherable and nonsensical;
19 Plaintiff has attempted to reserve the right at trial to pursue any claim he
20 wants and seek whatever damages he wants. Defendants cannot prepare
21 for trial based on these inadequate disclosures, which amount to nothing
22 but gamesmanship and are highly prejudicial.

23 ///

24 ///

1 **RDI's Position:**

2 RDI joins in the Statement of the Director Defendants.

3 DATED this 18th day of May 2018.

4
5 COHEN|JOHNSON|PARKER|EDWARDS

6
7 By: /s/ CJ Barnabi Nevada Bar No.: 14477 for

8 H. Stan Johnson (00265)
9 Cohen | Johnson | Parker | Edwards
375 East Warm Springs Road, Suite 104
10 Las Vegas, NV 89119
702.823.3500

11 Christopher Tayback (pro hac vice)
12 Marshall Searcy (pro hac vice)
Quinn Emanuel Urquhart & Sullivan LLP
13 865 South Figueroa Street, 10th Floor
Los Angeles, CA 90017
14 213.443.3000

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

17 Mark Ferrario (No. 1625)
18 Kara Hendricks (No. 7743)
Tami Cowden (No. 8994)
19 Greenberg Traurig, LLP
3773 Howard Hughes Parkway
Suite 400 North
20 Las Vegas, NV 89169
702.792.3773

21 *Attorneys for Reading International, Inc.*

CERTIFICATE OF SERVICE

I hereby certify that on the 18th day of May 2018, I served a copy of the foregoing **DEFENDANTS' PRE-TRIAL MEMORANDUM** upon each of the parties, and any other parties so identified, via Odyssey E-Filing System pursuant to NRCP 5(b)(2)(D) and EDCR 8.05 to:

James J Cotter:

Akke Levin (al@morrislawgroup.com)
Mark Krum (mkrum@bizlit.com)
Steve Morris (sm@morrislawgroup.com)

Other Service Contacts not associated with a party on the case:

"Alan D. Freer, Esq." . (afreer@sdfnvlaw.com)
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Christopher Tayback . (christayback@quinnemanuel.com)
Craig Tompkins . (craig.tompkins@readingrdi.com)

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22 Mark Krum . (mkrum@bizlit.com)
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William Gould . (wgould@troygould.com)

1 WTM Tami Cowden . (cowdent@gtlaw.com)

2 ZCE Lee Hutcherson . (hutcherson@gtlaw.com)

3 Erik Foley (efoley@lrrc.com

4 Dated this 18th day of May, 2018.

5
6 /s/ CJ Barnabi

7 An employee of Cohen Johnson Parker Edwards

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EXHIBIT A

From: Mark G. Krum <mkrum@bizlit.com>
Sent: Friday, May 18, 2018 3:09 PM
To: Lauren Lindsay; Noemi A. Kawamoto; hendricksk@gtlaw.com; Christopher Tayback sm@morrislawgroup.com; Marshall Searcy; Noah Helpen; ferrariom@gtlaw.com; cowdent@gtlaw.com; sbannett@birdmarella.com; erhow@birdmarella.com
Cc:
Subject: Re: Cotter/RDI - Pre trial Memo

For example, it argues the not yet filed "ratification" summary judgment motion. I am out to dinner and will leave it at that.

Get [Outlook for Android](#)

From: Christopher Tayback <christayback@quinnemanuel.com>
Sent: Friday, May 18, 2018 5:53:35 PM
To: Mark G. Krum; Lauren Lindsay; Noemi A. Kawamoto; hendricksk@gtlaw.com
Cc: sm@morrislawgroup.com; Marshall Searcy; Noah Helpen; ferrariom@gtlaw.com; cowdent@gtlaw.com; sbannett@birdmarella.com; erhow@birdmarella.com
Subject: RE: Cotter/RDI - Pre trial Memo

Mark: what are you referring to?

From: Mark G. Krum [mailto:mkrum@bizlit.com]
Sent: Friday, May 18, 2018 2:53 PM
To: Lauren Lindsay <laurenlindsay@quinnemanuel.com>; Noemi A. Kawamoto <nkawamoto@bizlit.com>; hendricksk@gtlaw.com
Cc: sm@morrislawgroup.com; Christopher Tayback <christayback@quinnemanuel.com>; Marshall Searcy <marshallsearcy@quinnemanuel.com>; Noah Helpen <noahhelpen@quinnemanuel.com>; ferrariom@gtlaw.com; cowdent@gtlaw.com; sbannett@birdmarella.com; erhow@birdmarella.com
Subject: Re: Cotter/RDI - Pre trial Memo

Defendants have included material not properly included in a pre trial memorandum. Whether by design or oversight, you provided it to us too late to have any discussion, much less reach agreement. We therefore need to file separately.

Get [Outlook for Android](#)

From: hendricksk@gtlaw.com <hendricksk@gtlaw.com>
Sent: Friday, May 18, 2018 5:39:59 PM
To: laurenlindsay@quinnemanuel.com; Noemi A. Kawamoto
Cc: Mark G. Krum; sm@morrislawgroup.com; christayback@quinnemanuel.com; marshallsearcy@quinnemanuel.com; noahhelpen@quinnemanuel.com; ferrariom@gtlaw.com; cowdent@gtlaw.com; sbannett@birdmarella.com; erhow@birdmarella.com
Subject: RE: Cotter/RDI - Pre trial Memo

RDI's comments are attached and have been added to the document circulated by Quinn Emanuel.

From: Lauren Lindsay [<mailto:laurenlindsay@quinnemanuel.com>]

Sent: Friday, May 18, 2018 2:10 PM

To: nkawamoto@bizlit.com

Cc: mkrum@bizlit.com; sm@morrislawgroup.com; Christopher Tayback <christayback@quinnemanuel.com>; Marshall Searcy <marshallsearcy@quinnemanuel.com>; Noah Helpern <noahhelpern@quinnemanuel.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>; Shoshana E. Bennett <sbannett@birdmarella.com>; Ekwan E. Rhow <erhow@birdmarella.com>

Subject: RE: Cotter/RDI - Pre trial Memo

Noemi,

Attached is the pre-trial memo with our edits in redline. Let us know if there is anything you would like to discuss before filing with the court today.

We did not change this in the document, but think that a 10-15 day estimate for the trial length may be more appropriate.

Thanks,

Lauren Lindsay

Associate

Quinn Emanuel Urquhart & Sullivan, LLP

865 S. Figueroa Street, 10th Floor

Los Angeles, CA 90017

213-443-3224 Direct

213-443-3000 Main Office Number

213-443-3100 Fax

laurenlindsay@quinnemanuel.com

www.quinnemanuel.com

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From: Noemi A. Kawamoto [<mailto:nkawamoto@bizlit.com>]

Sent: Tuesday, May 15, 2018 2:40 PM

To: Noah Helpern <noahhelpern@quinnemanuel.com>; cowdent@gtlaw.com; Mark G. Krum <mkrum@bizlit.com>; sm@morrislawgroup.com; al@morrislawgroup.com

Cc: ferrariom@gtlaw.com; hendricksk@gtlaw.com; Christopher Tayback <christayback@quinnemanuel.com>; Marshall Searcy <marshallsearcy@quinnemanuel.com>; sbannett@birdmarella.com; erhow@birdmarella.com

Subject: RE: Cotter/RDI - Pre trial Memo

Attached is a draft of the pre-trial memo for review and discussion.

Thanks,

Noemi

From: Noah Helpern [<mailto:noahhelpern@quinnemanuel.com>]

Sent: Tuesday, May 15, 2018 12:52 PM

To: Noemi A. Kawamoto <nkawamoto@bizlit.com>; cowdent@gtlaw.com; Mark G. Krum <mkrum@bizlit.com>; sm@morrislawgroup.com; al@morrislawgroup.com

Cc: ferrariom@gtlaw.com; hendricksk@gtlaw.com; Christopher Tayback <christayback@quinnemanuel.com>; Marshall

Searcy <marshallsearcy@quinnemanuel.com>; sbannett@birdmarella.com; erhow@birdmarella.com

Subject: RE: Cotter/RDI - Pre trial Memo

Noemi:

Can you let us know when we can expect to see a draft?

Thanks,

Noah

From: Noemi A. Kawamoto [<mailto:nkawamoto@bizlit.com>]

Sent: Monday, May 14, 2018 11:04 AM

To: cowdent@gtlaw.com; Mark G. Krum <mkrum@bizlit.com>; sm@morrislawgroup.com; al@morrislawgroup.com

Cc: ferrariom@gtlaw.com; hendricksk@gtlaw.com; Christopher Tayback <christayback@quinnemanuel.com>; Marshall Searcy <marshallsearcy@quinnemanuel.com>; sbannett@birdmarella.com; erhow@birdmarella.com; Noah Helpert <noahhelpert@quinnemanuel.com>

Subject: RE: Cotter/RDI - Pre trial Memo

Hi Tami,

We are working on this and expect to circulate a draft for discussion shortly.

Thanks,

Noemi

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

Sent: Thursday, May 10, 2018 1:15 PM

To: Mark G. Krum <mkrum@bizlit.com>; sm@morrislawgroup.com; al@morrislawgroup.com

Cc: ferrariom@gtlaw.com; hendricksk@gtlaw.com; christayback@quinnemanuel.com; marshallsearcy@quinnemanuel.com; sbannett@birdmarella.com; erhow@birdmarella.com; noahhelpert@quinnemanuel.com; Noemi A. Kawamoto <nkawamoto@bizlit.com>

Subject: Cotter/RDI - Pre trial Memo

Mark, Steve and Akke,

Looking ahead, based on the new scheduling order, we need to file the Pretrial Memo by May 18. The one filed Dec. 8 needs to be modified, given the grant of judgment to five of the defendants.

Would you like to take the lead on this, and circulate a new draft?

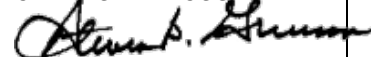
Thanks,

Tami D. Cowden
Of Counsel

Greenberg Traurig, LLP
Suite 400 North
3773 Howard Hughes Parkway | Las Vegas, Nevada 89169
T 702.938.6874
cowdent@gtlaw.com | www.gtlaw.com | [View GT Biography](#)



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1 **PTM**
2 **MORRIS LAW GROUP**
3 Steve Morris, Bar No. 1543
4 Akke Levin, Bar No. 9102
5 411 E. Bonneville Ave., Ste. 360
6 Las Vegas, Nevada 89101
7 Telephone: (702) 474-9400
8 Facsimile: (702) 474-9422
9 Email: sm@morrislawgroup.com
10 Email: al@morrislawgroup.com

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

13 **DISTRICT COURT**
14 **CLARK COUNTY, NEVADA**

15 JAMES J. COTTER, JR.,) Case No. A-15-719860-B
16 derivatively on behalf of Reading) Dept. No. XI
17 International, Inc.,)

18 Plaintiff,

19 v.

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

26 Defendants.

27 And

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

) Coordinated with:

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

) Jointly Administered

) **PLAINTIFF'S PRE-TRIAL**
) **MEMORANDUM**

1 The Plaintiff, through his counsel of record, hereby submits the
2 following pre-trial memorandum in accordance with this Court's 2nd
3 Amended Order Setting Civil Jury Trial, Pre-trial Conference and Calendar
4 Call dated May 4, 2018 and Local Rule 2.67. This pretrial memorandum is
5 substantively the same as the joint pretrial memorandum previously
6 submitted by the parties on December 8, 2017, except that it has been
7 updated to reflect the Court's order of December 29, 2017 with respect to
8 motions for partial summary judgment, for summary judgment and motions
9 *in limine* on which the Court ruled on December 11, 2017. A draft of this
10 pretrial memorandum was provided to counsel for defendants at 2:40 p.m.
11 on Tuesday, May 15, 2018, after counsel for nominal defendant Reading
12 International, Inc. ("RDI") had asked if counsel for plaintiff would modify
13 the joint pretrial memorandum filed previously "given the grant of
14 judgment to five of the defendants." Notwithstanding the modest and
15 straightforward edits required, counsel for defendants and RDI provided no
16 response to the May 15, 2018 draft until approximately 2:10 p.m. Friday,
17 May 18, the afternoon the pretrial memorandum was to be filed and a
18 courtesy copy provided to the Court. The lateness of this response was only
19 half of the problem; defendants included in their revised draft of the joint
20 pretrial memorandum matter not appropriately included, as well as
21 arguments to which counsel for plaintiff would respond, but for the
22 eleventh hour provision of defendants' draft. Faced with such
23 gamesmanship by counsel for defendants, counsel for plaintiff had little if
24 any choice but to file this separate pretrial memorandum.
25
26
27
28

I. MATTER REFERENCED IN MAY 4, 2018 ORDER, PARAGRAPH D

A. Motions in Limine

See Section II.H.

B. Motions for Summary Judgment

See Section II. I.

II. OTHER PRETRIAL MATTER

A. Statement of Facts

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

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

The facts of this case include and concern acts and omissions of individual director defendants which the Plaintiff claims give rise to entail breaches of fiduciary duties individually and/or together with other acts and omissions, including with respect to the following matters: the threat to terminate Mr. Cotter as President and CEO of RDI, the termination of Mr.

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

10 **B. List of Claims**

11 Plaintiff's list of claims for relief is as follows:

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

- 13 • **Process in connection with termination, including aborting**
14 **ombudsman and lack of process/process failures (SAC 3, 35, 36,**
15 **43, 50 – 57, 61 – 94) (EC, MC, GA) (equitable relief)¹**
- 16 • **Breach(es) of the duty of care and abdication of fiduciary**
17 **responsibilities by some or all acts and omissions in SAC**
18 **(SAC - all), including paragraph A. 1. above and the following:**
- 19 • Use of executive committee (SAC 8, 99) (EC, MC, Kane,
20 Adams/WG, JC, MW)
- 21 • Process/process failures from aborted CEO search selecting EC
22 (SAC 6, 14, 137 – 147, 152) (Search Committee: MC, DM, WG)
23 (Board: All)
- 24 • Erroneous and/or materially misleading statements in board
25 materials such as agendas and minutes, and in public disclosures
26

27
28 ¹ Arabic numbered bold typeface paragraphs indicate matters which
Plaintiff contends give rise to and/or constitute breaches of fiduciary duty
independently, as well as together with other matter.

1 including SEC filings and press releases (SAC 9, 13, 72, 101a.-i.,
2 109 – 119, 135a.-k., 136a.-i., 147) (all)

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

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

- Threat to terminate insurance if JJC, Jr. does not resign as a director (SAC 4, 38) (EC, WG)
- use of executive committee (SAC 8, 99) (EC, MC, Kane, Adams, WG)
- manipulating board materials (SAC 9, 72, 100) (EC)
- involuntary retirement of Storey (SAC 12, 127-130) (EC, MC, DM, GA, EK)
- Board stacking/adding Coddington and Wrotniak (SAC 11, 121-134) (nominating committee) (Board - all others)
- Process/process failures in response to Patton Vision offer(s) (SAC 16, 154-162) (all)
- \$50,000 to Adams (SAC 153, 166) (EC) (all)
- SEC filings (SAC 13, 101a.-i., 109 – 119, 135a.-k., 136a.-i., 147) (all)
- Damages/injury (SAC 163 – 168)
 - a. diminution in value of RDI (163)
 - b. injury to reputation and goodwill (164)
 - c. impairment of shareholder rights due to SEC filings (165)
 - d. other monetary damages (166)
 - i. \$200,000 and job to MC
 - ii. \$50,000 to Adams
 - iii. duplicate cost of paying consultants to perform MC's position's responsibilities

iv. class A nonvoting stock accepted *in lieu* of cash consideration for exercise of 100,000 share option

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

- SEC filings and press releases (SAC 13, 101a.-i., 109 – 119, 135a.-k., 136a.-i., 147) (EC - all) (WG - Form 8-Ks and press releases about termination and CEO) (each as to disclosures regarding themselves (e.g., proxies))

- Damages/injury (SAC 163 – 168)

- a. diminution in value of RDI (163)
- b. impairment of shareholder rights due to SEC filings (165)
- c. injury to reputation and goodwill (168)

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

- Threat to terminate (SAC 2, 35, 36, 64-71, 78 – 82, 84, 87, 88, 91) (EC, MC)
- Termination (SAC 3, 35, 36, 43, 50 – 57, 64 – 94) (Threat to terminate (SAC 2, 35, 36, 78 – 82, 87, 88, 91) (EC, MC)
- Authorizing exercise of the 100,000 share option (SAC 10, 102 – 108) (EC)
- Involuntary retirement of Storey (SAC 12, 127-130) (EC, MC)
- Board stacking/adding Coddington and Wrotniak (SAC 11, 121-134) (EC, MC)
- Aborted CEO search selecting EC (SAC 6, 14, 137 – 147, 152) (EC)
- Hiring MC as EVP RED NY (SAC 6, 15, 57 – 61, 92, 95, 149 – 151, 166) and paying \$200,000 pre-employment bonus (EC, MC)
- Damages/injury (SAC 163 – 168)
 - a. diminution in value of RDI (163)

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

C. Claims or Defenses to be Abandoned.

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

D. List of Exhibits

Under paragraph (F) of the Second Amended Order Setting Civil Jury Trial, Pre-Trial Conference and Calendar Call (dated May 4, 2018), the parties' exhibit lists are to be provided to the Court prior to the final Pre-Trial Conference, the date for which has not yet been set.

E. Agreements to Limit or Exclude Evidence

None presently.

F. Witness List

(a) Nonexpert Witnesses

For Plaintiff:

- 1 1. James Cotter, Jr. (*plaintiff expects to present this witness*)
2 c/o Mark Krum
3 Yurko, Salvesen & Remz. P.C.
4 One Washington Mall, 11th Floor
5 Boston, MA 02108
6 617.723.6900
- 7 2. Person Most Knowledgeable, Reading International, Inc. (*plaintiff*
8 *may call this witness if the need arises*)
9 c/o Mark E. Ferrario, Esq.
10 Leslie S. Godfrey, Esq.
11 Greenberg Traurig LLP
12 773 Howard Hughes Parkway, Suite 400 North
13 Las Vegas, Nevada 89169
14 702-792-3773
- 15 3. Margaret Cotter (*plaintiff expects to present this witness*)
16 c/o Stan Johnson
17 Cohen-Johnson, LLC
18 255 East Warm Springs Road, Suite 100
19 Las Vegas, Nevada 89119
20 702-823-3500
- 21 4. Ellen Cotter (*plaintiff expects to present this witness*)
22 c/o Stan Johnson
23 Cohen-Johnson, LLC
24 255 East Warm Springs Road, Suite 100
25 Las Vegas, Nevada 89119
26 702-823-3500
- 27 5. Douglas McEachern (*plaintiff expects to present this witness and/or*
28 *present the witness's testimony by means of a deposition*)
c/o Stan Johnson
Cohen-Johnson, LLC
255 East Warm Springs Road, Suite 100
Las Vegas, Nevada 89119
702-823-3500

- 1 6. Guy Adams (*plaintiff expects to present this witness*)
2 c/o Stan Johnson
3 Cohen-Johnson, LLC
4 255 East Warm Springs Road, Suite 100
5 Las Vegas, Nevada 89119
6 702-823-3500
- 7 7. Edward Kane (*plaintiff expects to present this witness*)
8 c/o Stan Johnson
9 Cohen-Johnson, LLC
10 255 East Warm Springs Road, Suite 100
11 Las Vegas, Nevada 89119
12 702-823-3500
- 13 8. William Gould (*plaintiff expects to present this witness*)
14 Donald A. Lattin, Esq.
15 Carolyn K. Renner, Esq.
16 MAUPIN, COX & LeGOY
17 4785 Caughlin Parkway
18 Reno, Nevada 89519
19 775-827-2000
- 20 9. Timothy Storey (*plaintiff expects to present this witness and/or*
21 *present the witness's testimony by means of a deposition*)
22 Donald A. Lattin, Esq.
23 Carolyn K. Renner, Esq.
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26 Reno, Nevada 89519
27 775-827-2000
- 28 10. John Hunter (*plaintiff may call this witness if the need arises*)
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1 11. Antoinette Jefferies (*plaintiff may call this witness if the need arises*)
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3 Los Angeles, California 90024
4 310-293-7384

5 12. Eric Barr (*plaintiff may call this witness if the need arises*)
6 9 Park Street, Brighton, VIC 3186
7 Southern Melbourne, Australia
8 011-61-488-096-616
9 ebarr@optushome.com.au

10 13. Al Villasenor (*plaintiff may call this witness if the need arises*)
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12 Manhattan Beach, California 90266
13 Home- 310-546-5193
14 Mobile- 310-897-0407

15 14. Lois Marie Kwasigroch (*plaintiff may call this witness if the need*
16 *arises*)
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19 (805) 447-6265

20 15. Harry P. Susman (*plaintiff may call this witness if the need arises*)
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22 1000 Louisiana, Suite 5100
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24 713-653-7875 (w)
25 hsusman@susmangodfrey.com

26 16. Fehmi Karahan (*plaintiff may call this witness if the need arises*)
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17. Judy Coddling (*plaintiff expects to present this witness and/or
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20. Robert Wagner (*plaintiff may call this witness if the need arises*)
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Robert.wagner@kornferry.com

21. John M. Genovese (*plaintiff may call this witness if the need arises*)
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22. William D. Ellis (*plaintiff expects to present this witness and/or
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c/o Mark E. Ferrario, Esq.
Leslie S. Godfrey, Esq.
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23. Craig Tompkins (*plaintiff may call this witness if the need arises*)
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Leslie S. Godfrey, Esq.
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24. Gary McLaughlin (*plaintiff may call this witness if the need arises*)
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Los Angeles, CA 90067
310-728-3358

25. C.N. Franklin Reddick, III (*plaintiff may call this witness if the need arises*)
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26. Robert Mayes (*plaintiff expects to present this witness and/or present the witness's testimony by means of a deposition*)
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27. Andrew Shapiro (*plaintiff expects to present this witness and/or present the witness's testimony by means of a deposition*)
c/o Jahan Raissi

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28. Jonathan Glaser (*plaintiff expects to present this witness and/or
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29. Whitney Tilson (*plaintiff expects to present this witness's testimony
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31. Dev Ghose (*plaintiff may call this witness if the need arises*)
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(b) Expert Witnesses and Summaries of Opinions

For Plaintiff:

1. Former Chief Justice Myron Steele will offer opinion testimony relating to matters of corporate governance, including regarding

proper exercise of directors' fiduciary duties. Among other things, he will offer opinion testimony regarding appropriate corporate governance practices and activities where a board of directors is faced with circumstances in which directors lack or may lack independence and/or disinterestedness, including the appropriate practices and activities to address such circumstances, and to evaluate the success of such practices and activities, including with respect to the following matters (i) the process used to terminate James J. Cotter, Jr. as President and Chief Executive Officer of Reading International, Inc. ("RDI"), (ii) the use of the Executive Committee of RDI's Board of Directors, (iii) the appointment of EC and MC to their respective current positions and the revised compensation and bonuses that they and Adams were given and (iv) the rejection of the Offer.² Former Chief Justice Steele also will offer opinion

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

Justice Steele is aware that the defendants in this action have filed a motion in limine because the Steele Report stated that the opinions therein were based on what a court that applied Delaware law would find. That phraseology was intended simply to refer to Justice Steele's years of experience in Delaware's well-versed body of law. The Delaware law on

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

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

26
27
28

which Justice Steele relies neither supplants nor modifies the plain meaning
of Nevada law, but only is used to inform Nevada law.

1 **G. Issues of Law**

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

4 **H. Previous Orders on Motions in Limine**

- 5 a. Defendants' Motion In Limine to Exclude Expert
6 Testimony of Myron Steele, Tiago Duarte-Silva, Richard
7 Spitz, Albert Nagy, and John Finnerty
8 i. Granted in Part. With respect to Chief Justice
9 Steele, he may testify only for the limited purpose
10 of identifying what appropriate corporate
11 governance activities would have been, including
12 activities where directors are interested, including
13 how to evaluate if directors are interested.
14 Withdrawn as to Dr. Finnerty. Denied as to all
15 other experts. *See* December 21, 2016 Order
16 Regarding Defendants' Motions for Partial
17 Summary Judgment Nos. 1-6 and Motion In
18 Limine to Exclude Expert Testimony ("December
19 21, 2016 Order"), on file.
20 b. Plaintiff James J. Cotter Jr.'s Motion In Limine No. 1
21 Regarding Advice of Counsel.
22 ii. **Denied** (see Order filed on 12/28/18)
23 c. Plaintiff James J. Cotter Jr.'s Motion In Limine No. 2
24 Regarding the Submission of Merits-Related Evidence
25 By Nominal Defendant Reading International, Inc.
26 iii. **Denied** (see Order filed on 12/28/18)
27
28

d. Plaintiff James Cotter Jr.'s Motion In Limine No. 3
Regarding After-Acquired Evidence.

iv. **Denied**, however, "to the extent that Plaintiff's retention and use of Highpoint Associates and Derek Alderton is admitted at trial, it will be admitted with an instruction limiting the evidence solely to the issue of Plaintiff's suitability as President and CEO of RDI." (see Order filed on 12/28/18).

e. Margaret Cotter, Ellen Cotter, Guy Adams, Edward Kane, Douglas McEachern, William Gould, Judy Coddington, Michael Wrotniak's Motion In Limine to Exclude Evidence that is More Prejudicial Than Probative

v. **Denied** (see Order filed on 12/28/18).

f. Renewed Motion In Limine to Exclude Expert Testimony of Myron Steele Based on Supplemental Authority

vi. **Denied** (see Order filed on 12/28/18).

g. Defendant William Gould's Motion In Limine Exclude Irrelevant Speculative Evidence

vii. **Denied as premature** (see Order filed on 12/28/18).

I. Previous Orders on Motions for Partial Summary Judgment

a. Ellen Cotter, Margaret Cotter, and Guy Adams' Motion Summary Judgment (motion is not to be filed until Plaintiff has a chance to review the discovery ordered on May 2, 2018);

- 1 b. Motion for Leave to File Dispositive Motion/Motion to
2 Dismiss for Lack of Subject Matter Jurisdiction Due to
3 Failure to Show Demand Futility (Hearing scheduled
4 for May 25, 2018);
5 c. RDI's Motion to Dismiss for Failure to Show Demand
6 Futility.
7 viii. Denied, without prejudice to renew after
8 obtaining leave of Court to file renewed motion.
9 (See Transcript on Hearing for Motion on
10 Continuance (January 8, 2018 – Public), 10:22 –
11 11:1.)
12 d. The Remaining Director Defendants' Motion for
13 Judgment as a Matter of Law.
14 ix. Denied, without prejudice to renew after
15 obtaining leave of Court to file renewed motion.
16 (See Transcript on Hearing for Motion on
17 Continuance (January 8, 2018 – Public), 10:22 –
18 11:1.)
19 e. Individual Defendants' Motion for Summary Judgment
20 (No. 1.) Re: Plaintiff's Termination and Reinstatement
21 Claims.
22 x. GRANTED with respect to Edward Kane,
23 Douglas McEachern, Judy Coddling, Michael
24 Wrotniak, and William Gould, and DENIED with
25 respect to Guy Adams, Ellen Cotter, and Margaret
26 Cotter. See Order dated December 28, 2017.
27 f. Individual Defendants' Motion for Partial Summary
28 Judgment (No. 2) Re: The Issue of Director
Independence.

- xi. GRANTED with respect to Edward Kane, Douglas McEachern, Judy Coddington, Michael Wrotniak, and William Gould, and DENIED with respect to Guy Adams, Ellen Cotter, and Margaret Cotter. See Order dated December 28, 2017.
- g. Individual Defendants' Motion for Partial Summary Judgment (No. 3) On Plaintiff's Claims Related to the Purported Unsolicited Offer.
- xii. Granted. See Order dated December 28, 2017.
- h. Individual Defendants' Motion for Partial Summary Judgment (No. 4) On Plaintiff's Claims Related to the Executive Committee.
- xiii. Granted in Part. Granted as to the formation and revitalization (activation) of the Executive Committee; Denied as to the utilization of the committee. See December 21, 2016 Order.
- i. Individual Defendants' Motion for Partial Summary Judgment (No. 5) On Plaintiff's Claims Related to the Appointment of Ellen Cotter as CEO.
- xiv. GRANTED with respect to Edward Kane, Douglas McEachern, Judy Coddington, Michael Wrotniak, and William Gould, and DENIED with respect to Guy Adams, Ellen Cotter, and Margaret Cotter. See December 28, 2017 Order.
- j. Individual Defendants' Motion for Partial Summary Judgment (No. 6) Re: Plaintiff's Claims Related to the Estate's Option Exercise, the Appointment of Margaret Cotter, the Compensation Packages of Ellen Cotter and

Margaret Cotter, and the Additional Compensation of Margaret Cotter and Guy Adams.

- xv. GRANTED with respect to Edward Kane, Douglas McEachern, Judy Coddington, Michael Wrotniak, and William Gould, and DENIED with respect to Guy Adams, Ellen Cotter, and Margaret Cotter. See Order dated December 28, 2017.
- k. Plaintiff James J. Cotter, Jr.'s Motion for Partial Summary Judgment.
- xvi. Denied. See October 3, 2016 Order Denying James J. Cotter Jr.'s Motion for Partial Summary Judgment and Granting RDI's Countermotion for Summary Judgment.
- l. Defendant William Gould's Motion for Summary Judgment.
- xvii. Granted. See Order dated December 28, 2017.

J. Estimated Length of Trial.

Plaintiff estimates 15 to 19 days; 80-100 trial hours.

MORRIS LAW GROUP

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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'S PRETRIAL MEMORANDUM**, 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
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DATED this 18th day of May, 2018.

By: /s/ Judy Estrada

DISTRICT COURT
CLARK COUNTY, NEVADA
* * * * *

• • • • •

Transcript of Proceedings

JA7158

APPEARANCES:

FOR THE PLAINTIFF:

MARK G. KRUM, ESQ.
AKKE LEVIN, ESQ.

FOR THE DEFENDANTS:

MARSHALL M. SEARCY, ESQ.
KEVIN M. JOHNSON, ESQ.
TAMI COWDEN, ESQ.

1 LAS VEGAS, NEVADA, MONDAY, MAY 21, 2018, 8:54 A.M.

2 (Court was called to order)

3 THE COURT: That takes me to page 3, which is the
4 Cotter case. Good morning.

5 MR. KRUM: Good morning, Your Honor.

6 MR. SEARCY: Good morning.

7 THE COURT: Who's arguing the motion?

8 MR. SEARCY: I'm arguing the motion, Your Honor.

9 THE COURT: All right?

10 MR. SEARCY: And, again, it's Marshall Searcy for
11 defendants Ellen Cotter, Margaret Cotter, and Don Adams.

12 Your Honor, this motion is about seeking answers to
13 basic questions, questions that are fundamental to the trial
14 that we're supposed to have in July and the one that we were
15 supposed to have in January.

16 THE COURT: No. The one we had in January. We
17 actually almost started. The jury was here.

18 MR. SEARCY: That's right. The jury was here, Your
19 Honor. And that question --

20 THE COURT: Just no Mr. Cotter.

21 MR. SEARCY: -- is has plaintiff paid his experts,
22 does he have expert testimony to put on, and were those
23 experts available to testify when he called in sick.

24 The opposition that's been submitted and all the
25 correspondence in the case show that there are no answers to

1 these questions. There's no answer anywhere in plaintiff's
2 brief. The only answer that we've received has to do with
3 plaintiff's expert Mr. Finnerty [phonetic], and Mr. Finnerty,
4 as we saw, has sent out a bill collector to Mr. Cotter and
5 said, you haven't paid me.

6 When we presented that to plaintiff the answer we
7 got back basically, Your Honor, was, you got me, I'm not going
8 to call Finnerty.

9 Well, we're entitled to know about the rest of those
10 experts, because we have reason to believe based upon Mr.
11 Finnerty's, the fact that he hasn't been paid, that those
12 other experts haven't been paid, either. Mr. Finnerty was a
13 rebuttal expert, and his bill should actually be much smaller
14 than the other experts that plaintiff, we suspect, hasn't
15 paid. And if plaintiff isn't going to call those experts
16 because he hasn't paid those experts, then we should be
17 entitled to know that, and the Court should be entitled to
18 know that, and the Court should be entitled to know whether or
19 not those experts were paid at the time we were supposed to go
20 to trial back in January.

21 The only answer that we've gotten back from
22 plaintiff on this is a lot of excuses. And, Your Honor, this
23 is really a straightforward application of Rule 26. Rule 26,
24 especially Rule 26(e), says that there's a duty to supplement
25 materials relating to a claim or defense when a party learns

1 that in some material respect the information disclosed is
2 incomplete or incorrect. Clearly the information about
3 payments to experts here is incomplete, because we haven't
4 received it. But we don't know as a result of that whether or
5 not those experts will be coming to trial.

6 THE COURT: You received it at the time you took
7 their depositions. You haven't received updated information
8 since the trial was cancelled at the last minute due to Mr.
9 Cotter's illness.

10 MR. SEARCY: That's correct, Your Honor. We have
11 not received updated information to know whether the bills
12 that we received at the deposition have actually been paid.

13 THE COURT: Okay.

14 MR. SEARCY: And we're entitled to that information
15 under Rule 26(e), particularly in light of the fact that that
16 pertains to trial that's right around the corner, hopefully on
17 July 9th, as Your Honor indicated.

18 THE COURT: No, no. It is July 9th. There's no
19 questions about that.

20 MR. SEARCY: Well, okay. As we learned from the
21 last hearing. Thank you, Your Honor.

22 THE COURT: Yes.

23 MR. SEARCY: And that's what this goes to. Rule
24 26(e), plaintiff is required to supplement that information.
25 There's no question that information about payments to experts

1 is relevant to claims and it's relevant to issues as to
2 whether or not plaintiff may have misled this Court about
3 whether or not he was ready to go to trial back in January.

4 THE COURT: That's really what you're trying to do;
5 right? It's really about whether I was misled.

6 MR. SEARCY: That is-

7 THE COURT: It's not really as much about what the
8 bills are and what happened; it's whether they lied to me
9 about Mr. Cotter being ill or whether there was some other
10 reason.

11 MR. SEARCY: That is a fundamental issue here, Your
12 Honor. Absolutely. However --

13 THE COURT: Just be straight up and say it.

14 MR. SEARCY: Let me be absolutely clear. That is
15 100 percent one of the reasons. However, it's not the only
16 reason.

17 THE COURT: All right.

18 MR. SEARCY: The other reason is we do have a trial
19 coming up.

20 THE COURT: Because, you know, there's still some
21 people who don't believe Mr. Cotter was actually sick.

22 MR. SEARCY: There's some who are skeptical.

23 THE COURT: I required a letter from the doctor and
24 an affidavit before I believed him. And I got it, and I
25 believe the doctor would not have put his medical license on

1 the line to say Mr. Cotter's too sick to come for trial. But
2 that's up to you guys whether you believe it or not.

3 MR. SEARCY: There's some skepticism, Your Honor --

4 THE COURT: I am aware of that.

5 MR. SEARCY: -- especially in light of these expert
6 bills that we're seeking information about whether or not
7 there was payment. And, frankly, Your Honor, with the July
8 9th trial coming up we should know whether or not those
9 experts are going to be coming to trial. That's also a
10 fundamental issue.

11 THE COURT: You should know that.

12 MR. SEARCY: Okay. Thank you, Your Honor.

13 THE COURT: Let's see. Ms. Levin, are you handling
14 this one?

15 MS. LEVIN: I am.

16 THE COURT: Thank you.

17 MS. LEVIN: Your Honor, this is -- I think the Court
18 alluded to it, but this motion is really about something
19 different. It's disingenuous, and it's a distraction. Apart
20 from the delay in filing the motion and the absence of making
21 any meaningful efforts to meet and confer, Mr. Krum was ready
22 to discuss these matters on May 14. And even though Mr. Krum
23 mooted the issue on which it was based, which is Mr.
24 Finnerty's bill collector arriving at one of the sister
25 companies, nevertheless they filed this motion. But the

1 motion was moot before it was filed, because, as I said, the
2 expert -- Mark Krum already advised opposing counsel that Mr.
3 Finnerty would not be an expert at trial.

4 The other thing is, Your Honor, there are no
5 outstanding document requests to the plaintiff. They
6 repeatedly say in their motion, well, you know --

7 THE COURT: But don't you have a duty to supplement?

8 MS. LEVIN: Maybe experts do. There were subpoenas
9 served on the experts in 2016.

10 THE COURT: Well, but the parties have a duty to
11 supplement, too; right?

12 MS. LEVIN: But in response to what? I mean, they
13 haven't identified any outstanding document requests to the
14 plaintiff that these documents are responsive to. Remember,
15 they're asking for correspondence between the plaintiff and
16 his experts regarding to the payment or nonpayment of the
17 fees. They haven't pointed to a single document request to
18 what that is that's responsive to -- that's outstanding. And
19 although they are saying that this is clearly relevant,
20 they're saying clearly relevant, they're not bothering to
21 explain to the Court or to us what relevance --

22 THE COURT: Well, you got the relevance a minute
23 ago, didn't you?

24 MS. LEVIN: Well, yeah. But if that's the
25 relevance, then we're talking about a whole different motion,

1 Your Honor.

2 THE COURT: Yes. It's a different issue.

3 MS. LEVIN: Yeah. And I think that -- the trial
4 prep, there's a time and place to disclose experts. We both
5 served pretrial memorandums -- memoranda, and so it's a
6 distraction. I think it's too late, and there's nothing
7 outstanding. And they're speculating about other experts, but
8 they don't know.

9 THE COURT: Okay. Thanks.

10 MS. LEVIN: Thank you, Your Honor.

11 THE COURT: So the motion's granted in part. The
12 plaintiffs will produce updated billing statements for each of
13 the experts they intend to use at trial. They are not
14 required to produce their own correspondence with the experts
15 at this point, but updated billing information is something
16 that falls within the scope that is required to be provided.

17 I am denying the request for sanctions and
18 attorneys' fees.

19 So that takes me to your pretrial conference. So
20 what experts are coming for trial?

21 MR. KRUM: Well, Your Honor --

22 THE COURT: See how I managed to hit that, the next
23 step that it's relevant to?

24 MR. KRUM: Yeah. That's good, Your Honor. We
25 received even later than usual by the -- you know,

1 understanding some sandbagging is a methodology that they've
2 employed. So we received about 2:15 on Friday their first
3 proposed redline of the pretrial, and then a second one about
4 a half hour later. So we didn't have a chance to process
5 that. I note, by the way, Your Honor, the track changes
6 showed most of the changes they made were made on Tuesday.
7 There were some made on Thursday, and a single change beyond
8 Friday.

9 So, among other things, to go to the point you
10 raised, Your Honor, they changed the experts that are being
11 called. So we'll have to look at that. I don't know if I
12 [inaudible].

13 THE COURT: So answer my question. Just tell me.
14 Are there any of your experts, other than Mr. Finnerty, that
15 you know are not coming?

16 MR. KRUM: Not today. But that may change. And we
17 will apprise them as you've just ordered. Well, that's not
18 what you ordered, but --

19 THE COURT: I ordered billing statements and up-to-
20 date payment ledgers.

21 So previously we had identified the jury notebooks,
22 we'd worked on the electronic exhibits, we'd done the
23 preinstructions, we'd done the jury instructions. You guys
24 had talked to me about PowerPoint issues. We have previously
25 been through this all once before because we were starting

1 trial when Mr. Cotter became ill.

2 So is there anything from that last pretrial
3 conference, other than a reselection of alternate jurors that
4 we will do at our final pretrial conference, that we need to
5 talk about?

6 MR. KRUM: No.

7 THE COURT: Do you still think it's going to take
8 the full three weeks?

9 MR. KRUM: 80 hours is the estimate that we had,
10 Your Honor, so, yeah, we expect the two weeks. I believe that
11 plaintiff has a longer estimate.

12 MR. SEARCY: Three weeks is fine, Your Honor.

13 THE COURT: Okay. Is there anything that you are
14 going to update, other than arguably the list of experts, from
15 which you previously provided me for our January trial that
16 failed?

17 MR. SEARCY: That may well be, Your Honor. Well,
18 so, for example, as you know, we've had discovery ordered
19 which has not yet been provided. There was some provided
20 before. We had motion practice and so forth. So there might
21 be exhibits. I say might.

22 THE COURT: So the reason I'm asking you is,
23 remember, we have an electronic exhibit protocol in place in
24 this case --

25 MR. KRUM: Right.

1 THE COURT: -- and I have things I have to do if
2 we're going to have stuff --

3 Did you return all their drives to them?

4 Okay. So we're going to have to start over with all
5 the drives. So if you're going to add them, make sure that
6 you give me enough advance notice so we can have the guys from
7 our IT department be here for your calendar call, which should
8 be on June 25th --

9 Am I correct?

10 THE CLERK: 18th.

11 THE COURT: -- June 18th with all your drives so we
12 can run that.

13 MR. KRUM: Understood.

14 THE COURT: Okay. All right. Final pretrial
15 conference. Anything else you want to update me on, other
16 than you're going to file a nasty motion after you get the
17 bills? I got that part.

18 MR. SEARCY: That's right, Your Honor. And, if I
19 may, I don't believe that the Court set a time frame on
20 production of the invoices, the updating billing statements.

21 MR. KRUM: Well, how about three weeks after they
22 produce what you ordered them to produce?

23 THE COURT: How about a week.

24 MR. KRUM: Two weeks, Your Honor.

25 THE COURT: How about a week?

1 MR. KRUM: It's a Memorial Day holiday.

2 MR. SEARCY: A week is acceptable to us, Your Honor.

3 THE COURT: How about 10 days?

4 MR. SEARCY: Ten days.

5 THE COURT: Ten real days, not ten judicial days.

6 MR. KRUM: Well, that still puts me in the Memorial
7 Day weekend, Your Honor. In fairness to me, I have to spend
8 the day on the plane going back to my office. I do my best,
9 Your Honor. When you scheduled that evidentiary hearing I was
10 in Minneapolis on my way back.

11 THE COURT: I understand, Mr. Krum, when we moved
12 that up. I understand. I'm not criticizing you about your
13 travelling from the East Coast to here on a regular basis.

14 What I am concerned about is that you are trying to
15 get to June 4th to produce this, which will then put any
16 motion that I'm having up on the eve your trial. I don't want
17 that happening. I want them produced by May 30th.

18 MR. KRUM: Okay, Your Honor. That'll be on the
19 timetable that we'll be filing our motion.

20 THE COURT: Mr. Krum, May 30th.

21 MR. KRUM: Of course, Your Honor.

22 THE COURT: Thank you.

23 MR. KRUM: I'm just tired of not getting what you
24 ordered them to produce until the day before it's too late.
25 As I said, what you ordered on May 2nd we still don't have,

1 and I'll be reporting on whatever the state of play is later
2 this week.

3 THE COURT: Thanks.

4 MR. KRUM: Thank you.

5 MR. SEARCY: Thank you, Your Honor.

6 THE COURT: All right. What else?

7 MR. SEARCY: Nothing else, Your Honor.

8 THE COURT: Okay. So please make sure -- we're
9 going to need all new drives.

10 MR. SEARCY: Understood, Your Honor.

11 MR. KRUM: Understood.

12 THE COURT: Okay. 'Bye, guys.

13 THE PROCEEDINGS CONCLUDED AT 9:07 A.M.

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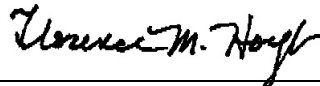
CERTIFICATION

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

AFFIRMATION

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

**FLORENCE HOYT
Las Vegas, Nevada 89146**



FLORENCE M. HOYT, TRANSCRIBER

5/21/18

DATE



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Attorneys for Defendants Margaret Cotter,

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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

**ELLEN COTTER, MARGARET
COTTER, AND GUY ADAMS' MOTION
FOR SUMMARY JUDGMENT**

Judge: Hon. Elizabeth Gonzalez

Date of Hearing:

Time of Hearing:

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

2 Pursuant to Nevada Rule of Civil Procedure 56, Defendants Margaret Cotter, Ellen
3 Cotter, and Guy Adams (collectively, “Defendants”), by and through their counsel of record,
4 Cohen|Johnson|Parker|Edwards and Quinn Emanuel Urquhart & Sullivan, LLP, hereby submit
5 this Motion for Summary Judgment.

6 This Motion is based upon the following Memorandum of Points and Authorities, the
7 Declaration of Noah S. Helpen, the pleadings and papers on file, and any oral argument that the
8 time of a hearing on this motion.

9
10 Dated: June 1, 2018

11 **COHEN|JOHNSON|PARKER|EDWARDS**

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13 By: /s/ H. Stan Johnson

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

1 **NOTICE OF MOTION**

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

3 PLEASE TAKE NOTICE that the above Motion will be heard on **July 5**,
4 2018 at **8:30 AM** in Department XI of the above designated Court or as soon thereafter
5 as counsel can be heard.

6 Dated: June 1, 2018

7 **COHEN|JOHNSON|PARKER|EDWARDS**

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

1 **DECLARATION OF COUNSEL NOAH HELPERN**

2 I, Noah Helpern, state and declare as follows:

3 1. I am a member of the bar of the State of California, and am an attorney with
4 Quinn Emanuel Urquhart & Sullivan, LLP (“Quinn Emanuel”), attorneys for Defendants. I
5 make this declaration based upon personal, firsthand knowledge, except where stated to be on
6 information and belief, and as to that information, I believe it to be true. If called upon to testify
7 as to the contents of this declaration, I am legally competent to testify to its contents in a court of
8 law. This declaration is made in good faith and not for the purpose of delay.

9 2. Attached hereto as **Exhibit A** is a true and correct copy of the December 29, 2017
10 Notice of Entry of the Court’s December 28, 2017 Order Regarding Defendants’ Motions for
11 Partial Summary Judgment and Plaintiff’s and Defendants’ Motions *in Limine*.

12 3. Attached hereto as **Exhibit B** is a true and correct copy of the Minutes of the
13 Meeting of the Reading International, Inc. (“RDI”) Board of Directors held on December 29,
14 2017.

15 4. Attached hereto as **Exhibit C** is a true and correct copy of the Minutes of the RDI
16 Board of Directors held on January 8, 2016.

17 5. Attached hereto as **Exhibit D** is a true and correct copy of the Minutes of the RDI
18 Board of Directors held on March 10, 2016.

19 6. Attached hereto as **Exhibit E** is a true and correct copy of the Minutes of the RDI
20 Board of Directors held on June 23, 2016.

21 7. Attached hereto as **Exhibit F** is a true and correct copy of the RDI Form 8-K,
22 filed with the Securities and Exchange Commission on November 13, 2015.

23 8. Attached hereto as **Exhibit G** is a true and correct copy of correspondence
24 between counsel for Plaintiff and Defendants regarding the potential deposition of Plaintiff.

25 9. Attached hereto as **Exhibit H** is a true and correct copy of RDI’s 1999 Stock
26 Option Plan.

27 10. Attached hereto as **Exhibit I** is a true and correct copy of the Minutes of the RDI
28 Board of Directors held on May 15, 2014.

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

Executed on June 1, 2018, in Los Angeles, California.

/s/ Noah Helpern
Noah Helpern

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TABLE OF CONTENTS

MEMORANDUM OF POINTS AND AUTHORITIES1

INTRODUCTION1

FACTUAL BACKGROUND2

 A. Plaintiff Failed to Show a Genuine Disputed Material Issue of Fact as to
 the Disinterestedness of William Gould, Edward Kane, Judy Coddling,
 Michael Wrotniak, or Douglas McEachern2

 B. A Majority of Independent, Disinterested RDI Directors Subsequently
 Ratified the Board’s Decision to Terminate Plaintiff and the
 Compensation Committee’s Decision to Permit the Exercise of a Share
 Purchase Option3

 1. The Ratification of Actions Taken by Board Members Relating to
 the Termination of Plaintiff as President and CEO of RDI4

 2. The Ratification of the Compensation Committee’s Decision to
 Approve the Exercise of a Share Purchase Option Held by the
 Cotter, Sr. Estate5

 C. Plaintiff Took Full and Complete Discovery Regarding the Board’s
 Ratification Decision and Does Not Challenge the Accuracy of the
 Relevant Board Meeting Minutes7

ARGUMENT8

 I. THE BUSINESS JUDGMENT RULE APPLIES TO ALL DECISIONS
 COMPLAINED OF BY PLAINTIFF8

 II. JUDGMENT ON ALL BREACH OF FIDUCIARY DUTY CLAIMS IN FAVOR
 OF DEFENDANTS IS WARRANTED UNDER THE BUSINESS JUDGMENT
 RULE10

 III. ABSENT ANY COGNIZABLE BREACH, JUDGMENT ON PLAINTIFF’S
 AIDING AND ABETTING BREACH OF FIDUCIARY DUTY CLAIMS IN
 FAVOR OF ELLEN AND MARGARET COTTER IS APPROPRIATE13

CONCLUSION15

TABLE OF AUTHORITIES

CASES

<i>Benihana of Tokyo, Inc. v. Benihana, Inc.</i> , 891 A.2d 150 (Del. Ch. 2005).....	11
<i>Blackmore Partners, L.P. v. Link Energy LLC</i> , No. Civ. A. 454-N, 2005 WL 2709639 (Del. Ch. 2005)	11
<i>Carlson v. Hallinan</i> , 925 A.2d 506 (Del. Ch. 2006).....	12
<i>Franklin v. Tex. Int’l Petroleum Corp.</i> , 324 F. Supp. 808 (W.D. La. 1971).....	12
<i>Friedman v. Khosrowshahi</i> , No. CIV.A. 9161-CB, 2014 WL 3519188 (Del. Ch. July 16, 2014)	12
<i>Goldman v. Pogo.com, Inc.</i> , No. Civ. A. 18532-NC, 2002 WL 1358760 (Del. Ch. June 14, 2002)	3, 4, 5, 6
<i>Guilfoyle v. Olde Monmouth Stock Transfer Co., Inc.</i> , 130 Nev. Adv. Op. 78, 335 P.3d 190 (2014)	14
<i>Horwitz v. SW. Forest Indus., Inc.</i> , 604 F. Supp. 1130 (D. Nev. 1985).....	10
<i>In re Amerco Deriv. Litig.</i> , 127 Nev. 196, 252 P.3d 681 (2011)	9, 14
<i>In re Frederick’s of Hollywood, Inc. S’holder Litig.</i> , No. C.A. 15944, 2000 WL 130630 (Del. Ch. Jan. 31, 2000)	11
<i>In re NYMEX S’holder Litig.</i> , C.A. Nos. 3621-VCN, 3835-VCN, 2009 WL 3206051 (Del. Ch. Sept. 30, 2009).....	11
<i>In re Walt Disney Co. Deriv. Litig.</i> , 906 A.2d 27 (Del. 2006)	12
<i>Katz v. Chevron Corp.</i> , 22 Cal. App. 4th 1352 (1994)	12
<i>Lift Certification Co. v. Thomas</i> , No. A521533, 2008 WL 8588925 (Nev. Dist. Ct. Dec. 2, 2008)	14
<i>Manzo v. Rite Aid Corp.</i> , No. Civ. A. 18451-NC, 2002 WL 31926606 (Del. Ch. Dec. 19, 2002)	14
<i>Shoen v. SAC Holding Corp.</i> , 122 Nev. 621, 137 P.3d 1171 (2006)	passim

1	<i>Wynn Resorts, Ltd. v. Eighth Judicial Dist. Court in & for Cty. of Clark,</i>	
2	399 P.3d 334 (Nev. 2017)	11

OTHER AUTHORITIES

4	NRS 78.138(3)	3, 10
5	NRS 78.138(7)	3
6	NRS 78.140	1, 3, 4, 7, 8
7	NRS 78.140(2)(a)	8

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only Plaintiff dissenting) to ratify Plaintiff's termination and the Compensation Committee's stock option decision. With the RDI Board having met all of the legally-required criteria, Nevada's business judgment rule therefore applies to those "transactions," as it does to the other corporate decisions questioned by Plaintiff in this derivative suit. Because Plaintiff's breach of fiduciary duty claims cannot survive upon an application of Nevada's business judgment rule and his aiding and abetting breach of fiduciary duty claim also fails without a cognizable breach, and judgment in favor of Defendants as to all claims is fully warranted.

FACTUAL BACKGROUND

A. Plaintiff Failed to Show a Genuine Disputed Material Issue of Fact as to the Disinterestedness of William Gould, Edward Kane, Judy Coddling, Michael Wrotniak, or Douglas McEachern

Plaintiff filed his currently-operative Second Amended Complaint in this action on September 2, 2016, which asserts broad derivative claims for breach of the fiduciary duties of care, loyalty, candor, and disclosure against the other eight current members of the RDI Board: Douglas McEachern, Edward Kane, William Gould, Judy Coddling, Michael Wrotniak, Guy Adams, Ellen Cotter, and Margaret Cotter—as well as an additional claim for aiding and abetting breach of fiduciary duty against Ellen and Margaret Cotter. (*See* Second Am. Compl. ("SAC") ¶¶ 173-200.) As Plaintiff subsequently clarified, his Second Amended Complaint identifies six "actions or transactions" by these RDI directors that he claimed were "independently entailing or constituting breaches of fiduciary duty": (1) the supposed threat to terminate Plaintiff "if he did not resolve [the Cotter family] trust disputes"; (2) Plaintiff's actual termination; (3) the authorization of the exercise of the 100,000 share option by the Estate of James J. Cotter, Sr.; (4) the permanent CEO search, which resulted in Ellen Cotter's selection; (5) the decision to hire Margaret Cotter as Executive Vice President, Real Estate Development-New York; and (6) the Board's response to the indications of interest presented by Patton Vision. (*See, e.g.,* Pl.'s Opp'n to Ind. Defs.' Suppl. Mot. for Summ. J. Nos. 1 & 2 at 5-6, filed on Dec. 1, 2017.)

In conformity with the case management schedule set forth by the Court, the Director Defendants moved for summary judgment on each of these issues, as well as generally as to all claims with respect to their independence and disinterestedness. At the hearing on the Director

1 Defendants' motions held on December 11, 2017, the Court determined that Plaintiff failed to
2 raise a genuine issue of triable fact as to the disinterestedness and/or independence of Directors
3 Wrotniak, Coddington, McEachern, Kane, and Gould. (*See* Helpert Dec., Ex. A (12/29/17 Notice
4 of Entry of Order).) In light of Nevada's strong business judgment rule and consistent with well-
5 established law, the Court granted summary judgment in favor of these directors on all breach of
6 fiduciary duty claims asserted by Plaintiff. (*Id.*) Separately, the Court granted summary
7 judgment in favor of *all* directors on the claims related to Patton Vision "because of Plaintiff's
8 failure to show damages related to an unenforceable, unsolicited, nonbinding offer." (*Id.*)
9 Shortly thereafter, Plaintiff moved for reconsideration of the Court's ruling, which the Director
10 Defendants opposed. At a hearing held on December 28, 2017, the Court denied Plaintiff's
11 motion for reconsideration and indicated it would enter a written order later that day granting
12 summary judgment in favor of Directors Wrotniak, Coddington, McEachern, Kane, and Gould on
13 all claims—which it subsequently did. (*Id.*)

14 **B. A Majority of Independent, Disinterested RDI Directors Subsequently**
15 **Ratified the Board's Decision to Terminate Plaintiff and the Compensation**
Committee's Decision to Permit the Exercise of a Share Purchase Option

16 Plaintiff cannot reasonably dispute that a majority of disinterested, independent RDI
17 directors approved two of the transactions identified as "breaches" by Plaintiff, thereby
18 triggering the application of Nevada's business judgment rule as to those decisions: the search
19 for a permanent CEO of RDI, which culminated in the hiring of Ellen Cotter, and the hiring of
20 Margaret Cotter as Executive Vice President, Real Estate Development-New York.¹ *See Shoen*,
21 122 Nev. at 632, 137 P.3d at 1178-79; NRS 78.138(3), (7); *see also Goldman v. Pogo.com, Inc.*,
22 No. Civ. A. 18532-NC, 2002 WL 1358760, at *2 (Del. Ch. June 14, 2002) ("Only upon a
23 showing by a challenger that raises a reasonable doubt as to the independence and/or
24 disinterestedness of a majority of a company's directors who approved the challenged transaction
25

26 ¹ Discounting the votes of Guy Adams and Margaret Cotter, the selection of Ellen
27 Cotter was approved by a vote of 5-1, with Plaintiff voting "no" and Ellen Cotter abstaining.
28 (*See* Helpert Dec., Ex. C). Discounting the vote of Mr. Adams, the decision to hire Margaret
Cotter was approved by a vote of 5-0, with each of the Cotters abstaining. (*See* Helpert Dec.,
Ex. D).

1 will the presumption of director fealty which lies at the core of the business judgment rule be
2 rebutted.”) (citation omitted).

3 Accordingly, only the following RDI Board decisions were arguably made without a
4 majority of disinterested, independent RDI directors voting in favor: (1) Plaintiff’s June 12, 2015
5 termination, which was approved by legally-independent directors McEachern and Kane, as well
6 as Mr. Adams and the Cotter sisters, for whom independence/disinterestedness remains a jury
7 question; and (2) the September 21, 2015 decision by RDI’s Compensation Committee,
8 consisting of legally-independent director Kane and director Adams, to approve the use of Class
9 A Stock to pay the exercise price of an option held by the Estate of James J. Cotter, Sr.²

10 The full RDI Board subsequently met on December 29, 2017. (*See* Helpern Dec., Ex. B
11 (12/29/17 RDI Board Minutes) at 1.) Counsel for the Company was present, and updated the
12 Board both on the status of this litigation as well as the content of Plaintiff’s allegations as to
13 why Mr. Adams was purportedly not “independent” with respect to the at-issue decisions. (*Id.* at
14 3.) Counsel further informed the Board as to the scope of NRS 78.140 (“Restrictions on
15 Transactions Involving Interested Directors or Officers”), as well as the Board’s fiduciary duties
16 under Nevada law, including the duties of due care and loyalty. (*Id.* at 4.) Without conceding
17 the independence or disinterestedness of any directors that remain as Defendants in this action,
18 the RDI Board then proceeded to consider the actions taken leading up and including Plaintiff’s
19 termination, as well as the option decision. (*Id.* at 4-5.) Mr. Adams, as well as Margaret and
20 Ellen Cotter, did not vote on either issue—leaving the ultimate decisions to the five disinterested,
21 independent directors. (*Id.* at 4-6.)

22 1. The Ratification of Actions Taken by Board Members Relating to the
23 Termination of Plaintiff as President and CEO of RDI

24 Following the introduction by counsel, Lead Independent Director Gould summarized the

25 ² The Board’s decision not to further pursue the Patton Vision indication of interest is no
26 longer at issue because of the Court’s prior ruling that Plaintiff has failed to show any damages
27 resulting from that decision. However, that claim would also be untenable due to the vote of a
28 majority of disinterested directors in favor of not pursuing that indication of interest; discounting
the votes of Mr. Adams and the Cotter sisters, the Board’s response to the Patton Vision
indication of interest was approved by a vote of 5-0. (*See* Helpern Dec., Ex. E.)

1 first issue for consideration: ratification of the actions taken by the Board members relating to
2 the termination of Plaintiff as President and CEO of RDI, as such actions are outlined in the
3 Minutes of the Board Meetings held on May 21, May 29, and June 12, 2015. (*Id.* at 4.) All
4 directors were provided copies of the referenced Minutes. (*Id.*) In addition to their “thorough”
5 review of the relevant Board materials, Directors Coddington and Wrotniak, who were not yet
6 members of the RDI Board at the time of Plaintiff’s termination, stated that they were drawing
7 on their “extensive knowledge about the Board’s reasons for the termination of Mr. Cotter, Jr.,”
8 including their observations of Plaintiff’s “behavior and demeanor in Board meetings” since each
9 joined over two years ago. (*Id.*) Director Coddington expressed her view that Plaintiff “did not
10 possess the knowledge, experience, ability, temperament or demeanor to be chief executive
11 officer of the Company,” an opinion with which Mr. Wrotniak concurred. (*Id.*) Discussion then
12 ensued regarding the Board materials, including the fact that Plaintiff had retained an outside
13 consultant, Highpoint Associates, to assist him in his CEO duties—a fact that he did not disclose
14 to the Board prior to his termination. (*Id.* at 4-5.)

15 Director McEachern then made a motion, seconded by Ms. Coddington, as follows:

16 BE IT HEREBY RESOLVED that the Board ratifies the actions taken by the
17 Company’s board members relating to the termination of James J. Cotter, Jr. as
18 President and CEO as such actions are outlined in the minutes of the Board
meetings held on May 21, 2015, May 29, 2015 and June 12, 2015.

19 (*Id.* at 5.) After debate and further discussion, including an opportunity by Plaintiff to make
20 comments, the proposed resolution was adopted by Directors Coddington, Gould, Kane,
21 McEachern, and Wrotniak, with Plaintiff casting the sole vote in opposition. (*Id.*) Plaintiff
22 characterized the ratification as simply being a litigation device (*id.*), despite the fact that the five
23 ratifying directors were no longer parties to his derivative litigation and have no personal stake in
24 whether the litigation goes forward.

25 2. The Ratification of the Compensation Committee’s Decision to Approve
26 the Exercise of a Share Purchase Option Held by the Cotter, Sr. Estate

27 Director Gould then introduced the second issue for consideration: ratification of the
28 September 21, 2015 decision by RDI’s Compensation Committee to permit the Estate of James J.

1 Cotter, Sr. to use Class A non-voting stock as the means of payment (as opposed to cash) for the
2 exercise of an option to purchase 100,000 shares of Class B voting stock in RDI. (*Id.* at 5.)
3 Counsel for the Company summarized the information regarding the matter considered by the
4 Compensation Committee in 2015, including the fact that acceptance of stock was within the
5 discretion of the Compensation Committee as Administrators of the 1999 Stock Option Plan
6 under which the stock option was granted. (*Id.* at 5-6.) The disinterested, independent Board
7 members then generally expressed their awareness of the information as well as their review of
8 the relevant Board materials and Compensation Committee minutes, and opened the floor up for
9 debate, including comment by Plaintiff. (*Id.*) The independent directors noted, among other
10 things, that the Compensation Committee had discretion under the 1999 Stock Option Plan to
11 allow the use of Class A Shares to exercise options to acquire Class B Stock, that the Company
12 was at the time buying in its Class A Shares under its stock repurchase plan, that the market price
13 of Class A shares has significantly increased since the date of the transaction, and that, from the
14 point of view of the Cotter Estate, the same economic results could have been achieved by the
15 sale of Class A shares into the market and using those sale proceeds to exercise the options to
16 acquire Class B Stock. (*Id.*)

17 A motion was made and seconded, as follows:

18 BE IT HEREBY RESOLVED that the Board ratifies the decision of the Compensation
19 Committee of the Company, as outlined in the minutes of its September 21, 2015
20 meeting, to permit the Estate of James J. Cotter, Sr. to use Class A non-voting
21 stock as the means of payment for the exercise of an option to purchase 100,000
22 shares of Class B voting stock of the Company.

23 (*Id.* at 6.) The proposed resolution was then adopted by Directors Coddington, Gould, Kane,
24 McEachern, and Wrotniak, with Plaintiff casting the sole vote in opposition. (*Id.*) Plaintiff
25 failed to offer and substantive or material objection to the ratification, complaining simply that it
26 was taken for a “litigation purpose.” (*Id.* at 5-6.)

27 The Board then moved, without objection, that its resolutions include the “authorization
28 to take such other actions as may be necessary to accomplish the matters approved herein.” (*Id.*
at 6.) Given the legal impact of the ratification of these previous decisions by a majority of

1 disinterested, independent directors under NRS 78.140 and Nevada Supreme Court precedent,
2 Defendants now bring this Motion for Summary Judgment as to all claims asserted by Plaintiff.

3 **C. Plaintiff Took Full and Complete Discovery Regarding the Board's**
4 **Ratification Decision and Does Not Challenge the Accuracy of the Relevant**
5 **Board Meeting Minutes**

6 After the Court reopened discovery regarding the Board's December 29, 2017 vote on
7 ratification, Plaintiff pursued discovery on this subject, including through interrogatories,
8 requests for production, subpoenas, and depositions. Plaintiff deposed William Gould, Edward
9 Kane, Judy Coddington, Ellen Cotter, Douglas McEachern, and Michael Wrotniak regarding the
10 Board's ratification decisions. Plaintiff served document subpoenas on Judy Coddington, William
11 Gould, Edward Kane, Douglas McEachern, and Michael Wrotniak. Plaintiff served
12 interrogatories and requests for production of documents on Guy Adams, Ellen Cotter, and
13 Margaret Cotter. Defendants (and dismissed former defendants) searched for, produced, and/or
14 logged all documents relating to the Board's ratification vote, searching for documents dating
15 back to 2015 (well before ratification was even being discussed) and using expansive search
16 terms designed to capture all documents even potentially relevant.

17 During this process, Defendants sought to take Plaintiff's deposition. However, rather
18 than appearing for deposition, Plaintiff (through his counsel) stipulated that he would not offer
19 any written or oral testimony regarding the ratification process or meeting. In the words of
20 Plaintiff's counsel: "Based on the deposition testimony and documents provided by defendants,
21 we do not intend to offer testimony by Mr. Cotter about what happened regarding the
22 ratifications at the December 29 telephonic board meeting, including the content of discussions,
23 the accuracy of minutes and the reasons he voted against the ratifications." (*See* Helpert Dec.,
24 Ex. G (Correspondence between counsel regarding Plaintiff's deposition).) Accordingly, the
25 accuracy of the minutes of the December 29, 2017 meeting of the Board of Directors cited and
26 referenced throughout this Motion is not in dispute.
27
28

1 **ARGUMENT**

2 **I. THE BUSINESS JUDGMENT RULE APPLIES TO ALL DECISIONS**
3 **COMPLAINED OF BY PLAINTIFF**

4 NRS 78.140 provides, in relevant part, that a “transaction” by a Nevada corporation such
5 as RDI “is not void or voidable” because an interested or non-independent director is present
6 during a meeting or joins in a board resolution approving the transaction if “[t]he fact of the
7 common directorship, office or financial interest is known to the board of directors or committee,
8 and the directors or members of the committee, other than any common or interested directors or
9 members of the committee, approve or *ratify* the contract or transaction in good faith.” NRS
10 78.140(2)(a) (emphasis added). Citing NRS 78.140, the Nevada Supreme Court has made clear
11 that the business judgment rule applies “in the context of *valid* interested director action, or the
12 valid exercise of business judgment by disinterested directors in light of their fiduciary duties.”
13 *Shoen*, 122 Nev. at 636, 137 P.3d at 1181 (emphasis added).

14 Here, all of the requirements for the application of NRS 78.140, and thus the business
15 judgment rule, are met with respect to the Board’s actions relating to Plaintiff’s termination and
16 the approval of the contested option exercise. All members of the RDI Board have long been
17 aware of Plaintiff’s claims that Mr. Adams, Ellen Cotter, and Margaret Cotter are interested or
18 not independent in light of their financial interests. Plaintiff made such allegations at the time of
19 his termination, and in every iteration of his complaints; indeed, Plaintiff has not alleged that Mr.
20 Adams’ purported conflicts were not “known,” but rather that RDI’s directors went forward in
21 the face of these known conflicts. (*See, e.g.*, SAC ¶¶ 1, 6, 21, 33, 35, 37, 48, 49, 64-71.) The
22 RDI Board has also repeatedly discussed Plaintiff’s allegations at various board meetings,
23 including at the December 29, 2017 Special Meeting. (*See* Helpert Dec., Ex. B (12/29/17 RDI
24 Board Minutes) at 3-4 (corporate counsel summarizing allegations of interestedness/non-
25 independence against Director Adams).) Thus, the “fact” of the purported “financial interest”
26 alleged by Plaintiff was certainly “known to the board of directors” at the time a majority of
27 independent, disinterested directors made their ratification decisions on December 29, 2017, as
28 required by NRS 78.140(2)(a).

Moreover, as required by NRS 78.140(2)(a), the RDI Board ratified each of the remaining challenged “transactions” by a 5-1 vote, counting only the votes of those directors whose disinterestedness and independence Plaintiff cannot reasonably challenge. (*See* Helpern Dec., Ex. B (12/29/17 RDI Board Minutes) at 5-6.) And the December 29, 2017 ratification vote was certainly “in good faith”: the directors who were not present at the time these matters were initially decided, Directors Wrotniak and Coddington, reasonably informed themselves of the relative merits of the decisions, including by reviewing contemporaneous materials and drawing on their personal knowledge gleaned in their two years of Board service; corporate counsel was present and advised the entire Board of its fiduciary duties under Nevada law, as well as the history of each decision; no ratifying director had a personal stake in the derivative litigation brought by Plaintiff or in the particular transaction ratified; and discussion and debate occurred prior to the final votes, with all directors—including Plaintiff—afforded the chance to ask questions or make comments. (*See id.*) Accordingly, all of the preconditions necessary for a “valid interested director transaction” under NRS 78.140(2)(a), and thus the application of the business judgment rule under *Shoen*, are present.³

Significantly, nothing in the text of NRS 78.140 places any deadline or time limitation upon ratification. In fact, the Nevada Supreme Court in *In re Amerco Deriv. Litig.*, 127 Nev. 196, 252 P.3d 681 (2011), acknowledged that a ratification that occurred years after the challenged conduct could have a potentially case-dispositive effect. *See* 127 Nev. at 217, 252 P.3d at 697, n. 6 (noting that a ratification that had apparently occurred in 2007, after the *Shoen* remand, could have had a dispositive effect, but refusing to reach the issue because it was raised for the first time on appeal); *see also id.*, 127 Nev. at 233, 252 P.3d at 707 n.4 (Pickering, J., concurring in part and dissenting in part) (noting that “this issue is potentially dispositive in this case”). Nor should a deadline be unilaterally imposed here, especially given that Plaintiff

³ In taking this ratification action and making this argument, Defendants do not concede that Mr. Adams, Ellen Cotter, or Margaret Cotter are interested or not independent; rather, they continue to believe that Mr. Adams was not on both sides of any disputed transaction and satisfies the legal definition of a disinterested, independent director. Similarly, Defendants do

1 continues to seek injunctive relief to reverse his June 12, 2015 termination and to be forcibly
2 reinstated as RDI's CEO and President nearly three years after he was removed. As such, it
3 makes logical sense that the present RDI Board can and should evaluate the actions leading up to
4 and involving his termination, and either reverse or ratify the earlier decisions. Moreover, in the
5 instant case, it would have been fruitless as a practical matter for the Board to have considered a
6 motion for ratification prior to the Court's determination of the independence and disinterest of
7 Directors Coddington, Gould, Kane, McEachern, and Wrotniak; the effectiveness of any earlier
8 ratification would have been subject to Plaintiff's claim that these directors were in fact not
9 independent or disinterested.

10 Here, because the RDI Board properly ratified the earlier termination and option approval
11 actions in conformity with NRS 78.140, "valid interested director" transactions are present and
12 the business judgment rule applies—as it does to those transactions that the Court has already
13 found to be the product of actions by a majority of disinterested, independent directors.

14 **II. JUDGMENT ON ALL BREACH OF FIDUCIARY DUTY CLAIMS IN FAVOR**
15 **OF DEFENDANTS IS WARRANTED UNDER THE BUSINESS JUDGMENT**
RULE

16 In this litigation, Plaintiff has never contested that if the business judgment rule were to
17 apply, his fiduciary duty claims would fail as a matter of law; instead, his entire argument has
18 been that the business judgment rule does not apply. The business judgment rule is a
19 "presumption that in making a business decision the directors of a corporation acted on an
20 informed basis, in good faith and in the honest belief that the action taken was in the best
21 interests of the company." *Shoen*, 122 Nev. at 632, 137 P.3d at 1178-79 (citation omitted); *see*
22 *also* NRS 78.138(3) (codifying the rule under Nevada law). "The business judgment rule
23 postulates that if directors' actions can arguably be taken to have been done for the benefit of the
24 corporation, then the directors are presumed to have been exercising their sound business
25 judgment rather than to have been responding to self-interest motivation." *Horwitz v. SW. Forest*
26 *Indus., Inc.*, 604 F. Supp. 1130, 1135 (D. Nev. 1985).

27 _____
28 not concede the relevance of any independence/disinterestedness determination under Nevada
law to any of the claims at issue.

1 Plaintiff has advocated, and the Court has accepted, a legal framework governing
2 Plaintiff's Nevada law claims under which, "with respect to the challenged actions the individual
3 director defendants [can] . . . invok[e] the business judgment rule" if "the majority of those
4 making the challenged decisions were independent generally and independent specifically with
5 respect to the challenged decisions." (Pl.'s Opp'n to Ind. Defs.' Mot. for Partial Summ. J. (No.
6 2) re: Director Independence at 1, filed October 13, 2016.) "The business judgment rule does not
7 only protect individual directors from personal liability, rather, it expresses a sensible policy of
8 judicial noninterference with business decisions and is designed to limit judicial involvement in
9 business decision-making so long as a minimum level of care is exercised in arriving at the
10 decision." *Wynn Resorts, Ltd. v. Eighth Judicial Dist. Court in & for Cty. of Clark*, 399 P.3d
11 334, 342 (Nev. 2017). Where "a majority of informed and disinterested directors of the Board
12 voted in favor of the Transaction" at issue, the business judgment rule applies. *Benihana of*
13 *Tokyo, Inc. v. Benihana, Inc.*, 891 A.2d 150, 173 (Del. Ch. 2005) (examining whether the
14 "voting directors" were disinterested and independent such that the business judgment rule
15 should apply); *Blackmore Partners, L.P. v. Link Energy LLC*, No. Civ. A. 454-N, 2005 WL
16 2709639, at *7 (Del. Ch. 2005) ("The protections of the business judgment rule may still insulate
17 a board decision from challenge so long as a majority of the directors approving the transaction
18 remain disinterested."). Where a corporate decision is approved by a majority of independent,
19 disinterested directors, the plaintiff's claim "fails for lack of a valid premise." *In re Frederick's*
20 *of Hollywood, Inc. S'holder Litig.*, No. C.A. 15944, 2000 WL 130630, at *7-8 (Del. Ch. Jan. 31,
21 2000) (granting a motion to dismiss because the merger was approved by a majority of
22 disinterested directors); *In re NYMEX S'holder Litig.*, C.A. Nos. 3621-VCN, 3835-VCN, 2009
23 WL 3206051, at *6 (Del. Ch. Sept. 30, 2009) (to state a duty of loyalty claim, a plaintiff "must
24 plead sufficient facts to show that a majority of the Board of Directors breached the fiduciary
25 duty of loyalty"); *Benihana*, 891 A.2d at 191 (dismissing breach of duty of loyalty claim after
26 finding that a majority of disinterested and independent directors approved the transaction at
27 issue).

1 As the Nevada Supreme Court has stressed, “even a bad decision is generally protected
2 by the business judgment rule” *Shoen*, 122 Nev. at 636, 137 P.3d at 1181, and the rule protects
3 corporate decisions whenever they can be “attributed to any rational business purpose.” *Katz v.*
4 *Chevron Corp.*, 22 Cal. App. 4th 1352, 1366 (1994). Courts have routinely found that the same
5 concerns that animated the majority of RDI directors in their termination decisions to be valid
6 business judgments, immune from any claims under the operation of the business judgment rule.
7 *See, e.g., In re Walt Disney Co. Deriv. Litig.*, 906 A.2d 27, 72-73 (Del. 2006) (fact that a
8 company’s CEO cannot “work well” with its directors or executives, and requires “close and
9 constant supervision,” is a valid basis for terminating the officer, and is a decision protected by
10 the business judgment rule); *Carlson v. Hallinan*, 925 A.2d 506, 540 n.232 (Del. Ch. 2006)
11 (where “the evidence indicated that Carlson was not effective in the role of President of CR and
12 that he had important managerial shortcomings,” “firing him could have fostered CR’s welfare”
13 and was thus protected by the business judgment rule); *Franklin v. Tex. Int’l Petroleum Corp.*,
14 324 F. Supp. 808, 813 (W.D. La. 1971) (an officer’s “inability to perform adequately” and lack
15 of “experience, expertise, and proper degree of affability” are protected reasons under the
16 business judgment rule for his or her termination). Defendants have identified no cases where
17 such matters were found not to support a determination to terminate.

18 The business judgment rule also protects the Compensation Committee’s decision
19 regarding the Estate’s option exercise. *See Friedman v. Khosrowshahi*, No. CIV.A. 9161-CB,
20 2014 WL 3519188, at *12 (Del. Ch. July 16, 2014), *aff’d*, No. 442, 2014, 2015 WL 1001009
21 (Del. Mar. 6, 2015) (Absent “a clear or intentional violation of a compensation plan,”
22 compensation decisions made by a disinterested Board of Directors are protected by the business
23 judgment rule). The Compensation Committee’s decision was made in accordance with the
24 Company’s 1999 Stock Option Plan, which designates the Board as the ultimate controlling body
25 with respect to stock option matters, the power held by the Compensation Committee being by
26 delegation. (*See* Helpert Dec., Ex. H). Well before the Estate sought to exercise the option at
27 issue, RDI had implemented this Stock Option Plan allowing exercise of options using Class A
28 shares and a Company policy of repurchasing Class A shares when they were available. (*See*

1 Helpern Dec., Exs. H (1999 Stock Option Plan) and I (Minutes of 5/15/14 Board Meeting).) The
2 votes attributable to the Class B shares issued in the transaction have had no impact on any
3 election.⁴ Moreover, the options were exercisable as a matter of right for cash; the only element
4 of the transaction that was discretionary with the Compensation Committee and/or the Board was
5 the use of Class A shares to pay the exercise price. Plaintiff has failed to provide any evidence
6 whatsoever that the acceptance of Class A Shares to pay the exercise price caused any harm to
7 RDI. The indisputable evidence is that such shares trade at a materially higher price today, then
8 the price at which they were effectively repurchased by the Company.

9 In light of the Board's recent ratifications, all of the RDI Board transactions challenged
10 by Plaintiff are protected by Nevada's strong business judgment rule. Because Plaintiff has not
11 shown, and cannot establish, that the challenged transactions were not attributable to any rational
12 business purpose, all of his breach of fiduciary duty claims are legally untenable. No trial on
13 them is necessary. Summary judgment should be entered in favor of Defendants on all breach of
14 fiduciary duty claims.

15 **III. ABSENT ANY COGNIZABLE BREACH, JUDGMENT ON PLAINTIFF'S**
16 **AIDING AND ABETTING BREACH OF FIDUCIARY DUTY CLAIMS IN**
FAVOR OF ELLEN AND MARGARET COTTER IS APPROPRIATE

17 In addition to his untenable breach of fiduciary duty claims against Mr. Adams, Ellen
18 Cotter, and Margaret Cotter, Plaintiff has also asserted a claim against Ellen and Margaret Cotter
19 for aiding and abetting breach of fiduciary duty, in which he contends that his sisters "solicited
20 and aided and abetted the decisions and actions of" the other RDI Directors that he claims
21 constituted breaches of his fiduciary duties. (See SAC ¶¶ 193-200.) In Nevada, "[a]iding and
22 abetting the breach of a fiduciary duty has four required elements: (1) there must be a fiduciary
23 relationship between the two parties, (2) that the fiduciary breached, (3) the defendant knowingly
24

25 ⁴ Every director elected to the Board at the 2015 Annual Stockholders' Meeting
26 received approximately 1.3 million votes, *i.e.*, the votes of more than 75% of the Class B
27 stockholders. (See Helpern Dec. Ex. F (RDI 11/13/15 Form 8-K).) The 100,000 shares obtained
28 by the Estate through exercising the option did not make, and could not have made, any
difference to the outcome of the vote, rendering nonsensical Plaintiff's argument, made
throughout this litigation, about the Compensation Committee helping Ellen and Margaret Cotter
supposedly perpetuate control.

1 and substantially participated in or encouraged that breach, and (4) the plaintiff suffered damage
2 as a result of the breach.” *Guilfoyle v. Olde Monmouth Stock Transfer Co., Inc.*, 130 Nev. Adv.
3 Op. 78, 335 P.3d 190, 198 (2014); *see also In re Amerco Deriv. Litig.*, 127 Nev. at 225, 252 P.3d
4 at 701 (same).

5 Given that the Court has awarded summary judgment to Directors Gould, Kane,
6 McEachern, Coddington, and Wrotniak on all breach of fiduciary duty claims against them, Plaintiff
7 cannot sustain an “aiding and abetting” claim against Ellen and Margaret Cotter based on any of
8 those directors’ purported “breaches,” as one cannot aid and abet a breach that does not exist.
9 *See Lift Certification Co. v. Thomas*, No. A521533, 2008 WL 8588925 (Nev. Dist. Ct. Dec. 2,
10 2008) (because “Thomas did not breach his duty of loyalty to his employer Lift, while he
11 prepared to change employment and compete with Lift, . . . it is not legally possible for
12 American Equipment to have committed the Tort of Civil Aiding and Abetting”); *Manzo v. Rite*
13 *Aid Corp.*, No. Civ. A. 18451-NC, 2002 WL 31926606, at *6 (Del. Ch. Dec. 19, 2002)
14 (“Because the breach of fiduciary duty claims are dismissed with prejudice, the claim against
15 KPMG for aiding and abetting breach of fiduciary duty is similarly dismissed with prejudice.”).

16 With respect to Director Adams, the fact that a majority of disinterested, independent
17 RDI directors has now either approved or ratified all challenged transactions involving Mr.
18 Adams is further evidence that he did not commit any breach of fiduciary duty, since his
19 decisions were fully consistent with those of legally disinterested, independent directors.
20 Moreover, since Adams is only one of eight directors and he voted either along with a majority
21 of disinterested directors or had his decisions ratified by a majority of such directors means that
22 any purported “breach” by him could not have caused any damages to RDI. Plaintiff’s failure to
23 show causal damages with respect to Mr. Adams, another required element, provides yet another
24 reason why Plaintiff’s aiding and abetting claim against Ellen and Margaret Cotter is
25 unsustainable. Accordingly, judgment also should be entered in favor of Ellen and Margaret
26 Cotter on Plaintiff’s aiding and abetting breach of fiduciary duty claim—leaving no viable
27 claims for trial.
28

1 **CONCLUSION**

2 For the reasons set forth above, Defendants respectfully request that the Court grant their
3 Motion for Summary Judgment.

4
5 Dated: June 1, 2018

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

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CERTIFICATE OF SERVICE

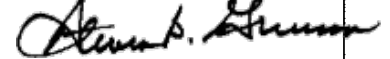
I hereby certify that, on June 1, 2018, I caused a true and correct copy of the foregoing
ELLEN COTTER, MARGARET COTTER, AND GUY ADAMS' MOTION FOR
SUMMARY JUDGMENT to be served on all interested parties, as registered with the Court's
E-Filing and E-Service System.

/s/ Sarah Gondek

An employee of Cohen|Johnson|Parker|Edwards

Exhibit A

Exhibit A



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

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

25 Plaintiff,

26 v.

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

) **NOTICE OF ENTRY OF ORDER**

1 PLEASE TAKE NOTICE that an Order Regarding Defendants'
2 Motions for Partial Summary Judgment and Plaintiff's and Defendants'
3 Motions *in Limine* was entered by this Honorable Court on the 28th day of
4 December, 2017. A copy of the Order is attached hereto as Exhibit A.
5

6 MORRIS LAW GROUP
7

8 By: /s/ Akke Levin
9 Steve Morris, Bar No. 1543
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CERTIFICATE OF SERVICE

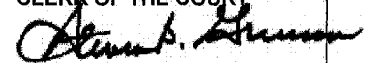
Pursuant to Nev. R. Civ. P. 5(b)(2)(D) and E.D.C.R. 8.05, I certify that I am an employee of MORRIS LAW GROUP and that on the date below, I cause the following document(s) to be served on all interested parties as registered with the Court's E-Filing/E-Service System: **NOTICE OF ENTRY OF ORDER** . The date and time of the electronic proof of service is in place of the date and place of deposit in the mail.

DATED this 29th day of December, 2017.

By: /s/ Linda P. Daniel
An employee of Morris Law Group

EXHIBIT A

JA7201



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Judy Coddington, and Michael Wrotniak

EIGHTH JUDICIAL DISTRICT COURT

CLARK COUNTY, NEVADA

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

Plaintiffs,

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

**ORDER REGARDING DEFENDANTS'
MOTIONS FOR PARTIAL SUMMARY
JUDGMENT AND PLAINTIFF'S AND
DEFENDANTS' MOTIONS *IN LIMINE***

Judge: Hon. Elizabeth Gonzalez

Date of Hearing: December 11, 2017

Time of Hearing: 8:30 a.m.

1 THIS MATTER HAVING COME TO BE HEARD BEFORE the
2 Court on December 11, 2017, Mark G. Krum, Steve Morris, and Akke Levin
3 appearing for plaintiff James J. Cotter, Jr. ("Plaintiff"); James L. Edwards,
4 Christopher Tayback, and Marshall M. Searcy III appearing for defendants
5 Margaret Cotter, Ellen Cotter, Douglas McEachern, Guy Adams, Edward
6 Kane, Judy Coddington, and Michael Wrotniak (collectively, the "Individual
7 Defendants"); Mark E. Ferrario and Kara B. Hendricks appearing for
8 nominal defendant Reading International, Inc. ("RDI"); and Ekwan Rhaw
9 appearing for defendant William Gould ("Gould," together, with the
10 Individual Defendants and RDI, "Defendants"), on the following motions:

- 11 • Individual Defendants' Motion for Partial Summary Judgment
12 (No. 1) re: Plaintiff's Termination and Reinstatement Claims,
13 and supplement thereto;
- 14 • Individual Defendants' Motion for Partial Summary Judgment
15 (No. 2) re: The Issue of Director Independence, and supplement
16 thereto;
- 17 • Individual Defendants' Motion for Partial Summary Judgment
18 (No. 3) on Plaintiff's Claims Relating to the Purported
19 Unsolicited Offer, and supplement thereto;
- 20 • Individual Defendants' Motion for Partial Summary Judgment
21 (No. 5) on Plaintiff's Claims Related to the Appointment of
22 Ellen Cotter as CEO, and supplement thereto;
- 23 • Individual Defendants' Motion for Partial Summary Judgment
24 (No. 6) re: Plaintiff's Claims Related to the Estate's Option
25 Exercise, the Appointment of Margaret Cotter, the
26 Compensation Packages of Ellen Cotter and Margaret Cotter,

1 and the Additional Compensation to Margaret Cotter and Guy
2 Adams, and supplement thereto;

- 3 • Defendant Gould's Motion for Summary Judgment;
- 4 • Individual Defendants' Renewed Motion *in Limine* to Exclude
5 Expert Testimony of Myron Steele Based on Supplemental
6 Authority;
- 7 • Individual Defendants' Motion *in Limine* to Exclude Evidence
8 That Is More Prejudicial Than Probative;
- 9 • Defendant Gould's Motion *in Limine* to Exclude Irrelevant
10 Speculative Evidence;
- 11 • RDI's Motion to Redact Opposition to Plaintiff James J. Cotter,
12 Jr.'s Motion *in Limine* No. 1 re: Advice of Counsel and File
13 Exhibit "E" Under Seal;
- 14 • Plaintiff's Motion *in Limine* No. 1 re: Advice of Counsel;
- 15 • Plaintiff's Motion *in Limine* No. 2 re: the Submission of Merits-
16 Related Evidence by Nominal Defendant Reading
17 International, Inc.;
- 18 • Plaintiff's Motion *in Limine* No. 3 re: After-Acquired Evidence;
- 19 • Plaintiff's Motion to Seal Exhibit 2 to Plaintiff James J. Cotter's
20 Opposition to Motion *in Limine* to Exclude Evidence That Is
21 More Prejudicial Than Probative;
- 22 • Plaintiff's Motion to Seal Exhibits 3-6, 8-9, 11-2 and to Redact
23 Portions of Plaintiff's Supplemental Opposition to Motion for
24 Summary Judgment Nos. 2 and 3 and Gould Summary
25 Judgment Motion;
- 26
- 27
- 28

- Plaintiff's Motion to Seal Exhibits 7-11, and 15-17 to Plaintiff's Supplemental Opposition to Motion for Summary Judgment Nos. 2 and 5 and Gould Summary Judgment Motion; and
- Plaintiff's Motion to Seal Exhibits 4 Through 11 to Plaintiff's Supplemental Opposition to Motion for Summary Judgment Nos. 2 and 6 and Gould Summary Judgment Motion.

IT IS HEREBY ORDERED THAT the Individual Defendants' Motion for Partial Summary Judgment (No. 1) re: Plaintiff's Termination and Reinstatement Claims is GRANTED with respect to Defendants Edward Kane, Douglas McEachern, William Gould, Judy Coddling, and Michael Wrotniak because there are no genuine issues of material fact related to the disinterestedness and/or independence of those directors, and is DENIED with respect to Defendants Margaret Cotter, Ellen Cotter, and Guy Adams because there are genuine issues of material fact related to the disinterestedness and/or independence of those directors.

IT IS FURTHER ORDERED THAT the Individual Defendants' Motion for Partial Summary Judgment (No. 2) re: The Issue of Director Independence is GRANTED with respect to Defendants Edward Kane, Douglas McEachern, William Gould, Judy Coddling, and Michael Wrotniak because there are no genuine issues of material fact related to the disinterestedness and/or independence of those directors, and is DENIED with respect to Defendants Margaret Cotter, Ellen Cotter, and Guy Adams because there are genuine issues of material fact related to the disinterestedness and/or independence of those directors.

IT IS FURTHER ORDERED THAT the Individual Defendants' Motion for Partial Summary Judgment (No. 3) on Plaintiff's Claims Relating to the Purported Unsolicited Offer is GRANTED because of

1 Plaintiff's failure to show damages related to an unenforceable, unsolicited,
2 nonbinding offer. While Plaintiff at trial cannot claim any damages arising
3 from Defendants' actions with respect to the Patton Vision indications of
4 interest, Plaintiff may still attempt to use evidence regarding the Patton
5 Vision indications to show a breach of fiduciary duty.

6 IT IS FURTHER ORDERED THAT the Individual Defendants'
7 Motion for Partial Summary Judgment (No. 5) on Plaintiff's Claims Related
8 to the Appointment of Ellen Cotter as CEO is DENIED.

9 IT IS FURTHER ORDERED THAT the Individual Defendants'
10 Motion for Partial Summary Judgment (No. 6) re: Plaintiff's Claims Related
11 to the Estate's Option Exercise, the Appointment of Margaret Cotter, the
12 Compensation Packages of Ellen Cotter and Margaret Cotter, and the
13 Additional Compensation to Margaret Cotter and Guy Adams is DENIED.

14 IT IS FURTHER ORDERED THAT Defendant Gould's Motion
15 for Summary Judgment is GRANTED.

16 IT IS FURTHER ORDERED THAT judgment in favor of
17 Defendants Edward Kane, Douglas McEachern, William Gould, Judy
18 Coddington, and Michael Wrotniak is GRANTED on all claims asserted by
19 Plaintiff.

20 IT IS FURTHER ORDERED THAT the Individual Defendants'
21 Renewed Motion *in Limine* to Exclude Expert Testimony of Myron Steele
22 Based on Supplemental Authority is DENIED.

23 IT IS FURTHER ORDERED THAT the Individual Defendants'
24 Motion *in Limine* to Exclude Evidence That Is More Prejudicial Than
25 Probative is DENIED.

26 IT IS FURTHER ORDERED THAT Defendant Gould's
27 Motion *in Limine* to Exclude Irrelevant Speculative Evidence is DENIED as

1 premature, with the issues raised in the motion to be addressed at trial
2 based upon the relevant foundation laid.

3 IT IS FURTHER ORDERED THAT Plaintiff's Motion *in Limine*
4 No. 1 re: Advice of Counsel is DENIED.

5 IT IS FURTHER ORDERED THAT Plaintiff's Motion *in Limine*
6 No. 2 re: the Submission of Merits-Related Evidence by Nominal
7 Defendant Reading International, Inc. is DENIED.

8 IT IS FURTHER ORDERED THAT Plaintiff's Motion *in Limine*
9 No. 3 re: After-Acquired Evidence is DENIED. However, to the extent that
10 Plaintiff's retention and use of Highpoint Associates and Derek Alderton is
11 admitted at trial, it will be admitted with an instruction limiting the
12 evidence solely to the issue of Plaintiff's suitability as President and CEO of
13 RDI.

14 IT IS FURTHER ORDERED THAT RDI's Motion to Redact
15 Opposition to Plaintiff James J. Cotter, Jr.'s Motion *in Limine* No. 1 re:
16 Advice of Counsel and File Exhibit "E" Under Seal is GRANTED.

17 IT IS FURTHER ORDERED THAT Plaintiff's Motions to Seal
18 and/or Redact are GRANTED.

19
20 DATED this 28th day of December, 2017.

21 
22 DISTRICT COURT JUDGE
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PREPARED AND SUBMITTED BY:

COHEN|JOHNSON|PARKER|EDWARDS

By: /s/ H. Stan Johnson

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

Exhibit B

FILED UNDER SEAL

Exhibit B

Exhibit C

FILED UNDER SEAL

Exhibit C

Exhibit D

FILED UNDER SEAL

Exhibit D

Exhibit E

FILED UNDER SEAL

Exhibit E

Exhibit F

Exhibit F

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): November 13, 2015

Reading International, Inc.

(Exact Name of Registrant as Specified in its Charter)

Nevada
(State or Other Jurisdiction
of Incorporation)

1-8625
(Commission
File Number)

95-3885184
(IRS Employer
Identification No.)

6100 Center Drive, Suite 900, Los Angeles, California
(Address of Principal Executive Offices)

90045
(Zip Code)

Registrant's telephone number, including area code: **(213) 235-2240**

N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07. Submission of Matters to a Vote of Security Holders.

The Company held its Annual Meeting of Stockholders on November 10, 2015. The stockholders considered two proposals which are included in its proxy statement on Form DEF 14A filed with the Securities and Exchange Commission on October 20, 2015. The proposals voted upon and the results of the vote were the following:

Proposal 1: To elect nine Directors to serve until the Company's 2016 Annual Meeting of Stockholders and thereafter until their successors are duly elected and qualified

	FOR	WITHHOLD
Ellen M. Cotter	1,294 , 544	138 , 968
Guy W. Adams	1 , 324 , 103	109,409
Judy Coddington	1 , 325 , 103	108 , 409
James J. Cotter, Jr.	1 , 291 , 860	141 , 652
Margaret Cotter	1 , 294 , 544	138 , 968
William D. Gould	1 , 294 , 792	138 , 720
Edward L. Kane	1 , 324 , 103	109 , 409
Douglas J. McEachern	1 , 331 , 094	102 , 418
Michael Wrotniak	1 , 325 , 103	108,409

Proposal 2: To ratify the appointment of Grant Thornton LLP as the Company's independent auditors for the fiscal year ended December 31, 2015

FOR	AGAINST	ABSTAIN
1 , 649 , 828	3 , 135	1 , 048

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

READING INTERNATIONAL, INC.

Date: November 13, 2015

By: /s/ Ellen M. Cotter
Name: Ellen M. Cotter
Title: Chief Executive Officer

Exhibit G

Exhibit G

Noah Helpern

From: Mark G. Krum <mkrum@bizlit.com>
Sent: Tuesday, April 10, 2018 1:04 PM
To: Noah Helpern
Cc: Christopher Tayback; Marshall Searcy; Akke Levin; Steve Morris; Noemi A. Kawamoto
Subject: RE: Cotter/RDI -- Deposition of James Cotter, Jr.

Noah,

Yes, "testimony" as used in my email below includes written testimony with respect to motion practice regarding the purported ratifications. To clarify, my reference to the May and June 2015 board minutes was an illustration, not a limited exception, of matters otherwise raised in the litigation, independent of being raised in connection with what we in shorthand have called the ratifications.

Mark

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

From: Noah Helpern <noahhelpern@quinnemanuel.com>
Sent: Tuesday, April 10, 2018 1:48:03 PM
To: Mark G. Krum
Cc: Christopher Tayback; Marshall Searcy; Akke Levin; Steve Morris; Noemi A. Kawamoto
Subject: RE: Cotter/RDI -- Deposition of James Cotter, Jr.

Mark:

Based on your representations below, we can likely agree to forego taking Plaintiff's deposition on the subject of ratification. However, before we do so, I want to confirm that where you indicate Plaintiff will not offer "testimony" about the Board's ratification decision—with the limited exception of possible testimony regarding minutes of *prior* Board meetings that were re-circulated in connection with the ratification decision—you are including written testimony (*i.e.*, declarations and affidavits) in addition to oral testimony. To the extent there is motion practice regarding the ratification decision, does Plaintiff agree not to submit any fact declarations or affidavits about that Board decision or the December 29 meeting?

Best,

Noah

From: Mark G. Krum [mailto:mkrum@bizlit.com]
Sent: Monday, April 09, 2018 2:06 PM
To: Noah Helpern <noahhelpern@quinnemanuel.com>
Cc: Christopher Tayback <christayback@quinnemanuel.com>; Marshall Searcy <marshallsearcy@quinnemanuel.com>; Akke Levin <al@morrislawgroup.com>; Steve Morris <sm@morrislawgroup.com>; Noemi A. Kawamoto <nkawamoto@bizlit.com>
Subject: Re: Cotter/RDI -- Deposition of James Cotter, Jr.

Noah,

I almost lost track of your 2 a.m. email below. We appreciate receiving an explanation of why defenddants contend they need and are entitled to take the deposition of Plaintiff with respect to what we collectively have called the ratifications.

Based on the deposition testimony and documents provided by defenddants, we do not intend to offer testimony by Mr. Cotter about what happened regarding the ratifications at the December 29 telephonic board meeting, including the content of discussions, the accuracy of minutes and the reasons he voted against the ratifications. Insofar as "the Board's preparation for that meeting" refers to deposition exhibit 525 (and the same document bearing a different production number and including redactions, which marked at the deposition of Bill Gould), we do not intend to offer his testimony about that exhibit (which of course is different than testimony regarding certain of the exhibits in it, such as the May and June 2015 board minutes about which he has been examined previously). So that obviates the stated need for his deposition.

Mark

Dictated to a smartphone.

Get [Outlook for Android](#)

From: Noah Helpern <noahhelpern@quinnemanuel.com>

Sent: Monday, April 9, 2018 1:55:35 AM

To: Mark G. Krum

Cc: Christopher Tayback; Marshall Searcy; Akke Levin; Steve Morris; Noemi A. Kawamoto

Subject: Cotter/RDI -- Deposition of James Cotter, Jr.

Mark:

To follow up on our recent conversation, Defendants are entitled to take Plaintiff's deposition. Plaintiff participated in the December 29 Board meeting and to the extent he intends to offer any testimony about what happened at that meeting, including but not limited to the content of discussions, the accuracy of minutes, the reasons he voted against ratification, and/or the Board's preparation for that meeting, Defendants are entitled to know what Plaintiff intends to say. Please let us know by the end of the day Monday if you will agree to make Plaintiff available for deposition or if Defendants need to raise this issue with the Court.

Best,

Noah Helpern

Quinn Emanuel Urquhart & Sullivan, LLP

(213) 443-3653 / noahhelpern@quinnemanuel.com

Exhibit H

FILED UNDER SEAL

Exhibit H

Exhibit I

FILED UNDER SEAL

Exhibit I

Steven D. Grierson

1 MCOM

2 MORRIS LAW GROUP

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4 Akke Levin, Bar No. 9102

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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.

20 DISTRICT COURT
21 CLARK COUNTY, NEVADA

22 JAMES J. COTTER, JR., derivatively on) Case No. A-15-719860-B

23 behalf of Reading International, Inc.,) Dept. No. XI

24 Plaintiff,)

25 v.) Coordinated with:

26 MARGARET COTTER, ELLEN COTTER,) Case No. P-14-0824-42-E

27 GUY ADAMS, EDWARD KANE,) Dept. No. XI

28 DOUGLAS McEACHERN, WILLIAM)

GOULD, JUDY CODDING, MICHAEL) Jointly Administered

WROTONIAK,)

Defendants.)

PLAINTIFF JAMES J. COTTER JR.'S

MOTION TO COMPEL

AND

APPLICATION FOR ORDER

SHORTENING TIME AND ORDER

SHORTENING TIME

And)

READING INTERNATIONAL, INC., a)

Nevada corporation,)

Nominal Defendant.)

Hearing Date: June 19, 2018

Hearing Time: 9:15 a.m.

03-03-10P-2:30 RCVD

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

Pursuant to NRCP 16, 26, 34, 37, 45, and EDCR 2.34, plaintiff James J. Cotter ("Plaintiff") hereby moves the Court for relief against the remaining individual defendants, former defendants William Gould, Judy Coddington, and Doug McEachern, and nominal defendant Reading International, Inc. ("RDI") (collectively, "Responding Parties"). In particular and without limitation, Plaintiff respectfully requests that the Court:

(1) Order Responding Parties to produce all documents which have been withheld based on claims of attorney-client privilege and/or the attorney work product doctrine and which mention, concern or in any way relate to (i) the December 21, 2017 meeting of the "Special Independent Committee" of the RDI Board of Directors, the members of which are Gould, Coddington and McEachern, including its scheduling, content, scope, minutes or anything else related to that meeting; (ii) the December 27, 2017 email from Gould's assistant, marked as P-1 at May 2, 2018 evidentiary hearing, including its subject matter, preparation, drafting, circulation, how it would be used to get its contents on the agenda for the December 29, 2017 RDI Board of Directors meeting and otherwise related to that document; and (iii) ratification.

(2) Alternatively, with respect to documents withheld based on claims of attorney work product protection, order Responding Parties to deliver to the Court for in camera review all such documents which have been withheld based on claims that they are protected by the attorney work product doctrine and which mention, concern or in any way relate to (i) the December 21, 2017 meeting of the "Special Independent Committee" of the RDI Board of Directors, the members of which are Gould, Coddington and McEachern, including its scheduling, content, scope, minutes or anything else related to that meeting; (ii) the December 27, 2017 email from Gould's assistant, marked as P-1 at May 2, 2018 evidentiary hearing, including its subject matter, preparation, drafting, circulation, how it would be used to get its contents on the agenda for the December 29, 2017 RDI Board of Directors meeting and otherwise related to that document; and (iii) ratification;

(3) Order Gould, Coddington, McEachern, Ellen Cotter, Margaret Cotter and Craig Tompkins to appear for further deposition (should Plaintiff seek further deposition testimony from any or all of them) to provide testimony regarding the subject matters of the Court's May 2, 2018 order and this motion, the scope of which testimony is to track the Court's rulings on this motion or, alternatively,

(4) Order that defendants are precluded, whether by motion for summary judgment, at trial or otherwise, from asserting a defense based on the purported ratifications.

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

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 the Court may allow.

Morris Law Group

By: /s/ AKKE LEVIN

Steve Morris (BN 1543)

Akke Levin (BN 9102)

Morris Law Group

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Las Vegas, NV 89101

Mark G. Krum (BN 10913)

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E-mail: mkrum@bizlit.com

Attorneys for Plaintiff

James J. Cotter, Jr.

DECLARATION OF MARK G. KRUM IN SUPPORT OF ORDER SHORTENING
TIME ON JAMES J. COTTER, JR.'S MOTION TO COMPEL

I, Mark G. Krum, Esq., being duly sworn, depose and say that:

1. I am an attorney with the firm Yurko, Salvesen & Remz, P.C., attorneys for James J. Cotter, Jr., plaintiff in the above-captioned action ("Plaintiff"). I make this declaration based upon personal knowledge, except where stated to be upon information and belief, and as to that information, I believe it to be true. If called upon to testify as to the contents of this Declaration, I am legally competent to testify to the contents of this Declaration in a court of law.

2. By the instant motion, Plaintiff seeks an order: (1) compelling the production of documents responsive to the Court's rulings of May 2, 2018 which have been withheld based on claims of attorney-client privilege and/or attorney work product; (2) alternatively with respect to such documents withheld based on claims of attorney work product, for an *in camera* inspection of such documents to determine if they are properly withheld on that basis; and (3) compelling further deposition testimony from Gould, Coddington, McEachern, Ellen Cotter, Margaret Cotter and Craig Tompkins, or, alternatively, an order; (4) that defendants are precluded, whether by motion for summary judgment, at trial or otherwise, from asserting a defense based on the purported ratifications.

3. Defendants have just filed two renewed motions for summary judgment, one based on "ratification" and the other on "demand futility." The documents which are the subject of this motion bear directly on these motions, including the issue of independence. On information and belief, those documents, which were withheld based on claims of attorney-client privilege or the attorney work product doctrine, will prove that the "ratification" claimed to have been an independent business judgment by independent directors was in fact a "litigation strategy" approved and directed by defendant Ellen Cotter (with "advice" from attorney and former defendant Craig

1 Tompkins) and carried out by "independent" directors doing as RDI's conflicted lawyers
2 told them.

3 **Reason for Order Shortening Time**

4 4. Plaintiff respectfully submits that this Motion should be heard on an order
5 shortening time because unless and until Plaintiff obtains the documents and information
6 sought by this motion, Plaintiff will not be have obtained the discovery he needs and to
7 which he is entitled with respect to the purported "ratification" by Gould, Coddling,
8 McEachern, and two other former director defendants of certain prior actionable conduct.
9 More fundamentally, Plaintiff will not be able to provide the opposition to the remaining
10 defendants' renewed "ratification" summary judgment motion and/or any defense they
11 proffer at trial based on "ratification" plaintiff is entitled to and otherwise would be able
12 to provide. For such reasons, Plaintiff respectfully submits that the Motion should be
13 heard on an order shortening time rather than in the ordinary course. In particular,
14 Plaintiff requests that this motion be set for hearing on Monday, June 18, 2018, when
15 counsel for the parties are scheduled to appear before the Court.

16 5. This Declaration is made in good faith and not for the purpose of delay.

17 **Discovery Disputes and EDCR 2.34 Conference**

18 6. After receiving voluminous privilege logs on May 30 and 31, 2018, I
19 reviewed those logs and, on June 4, 2018 wrote counsel for the responding parties and
20 identified a number of issues with respect to those privilege logs and claims of privilege
21 or work product made therein. On June 6, 2018, I met and conferred telephonically with
22 counsel for RDI, the remaining defendants and former defendants McEachern, Coddling,
23 Wrotniak and Kane with respect to a number of discovery matters bearing upon the
24 defendants renewed "ratification" and "demand futility" summary judgment motions,
25 including matters which are the subject of this motion. No consensual resolution of these
26
27
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matters was reached. I believe the foregoing efforts, made in good faith to resolve these matters without Court intervention, satisfy the parties' obligations under EDCR 2.34.

Executed this 8th day of June, 2018



Mark G. Krum, Esq.

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702/474-9400 • FAX 702/474-9422

ORDER SHORTENING TIME

It appearing to the satisfaction of the Court and good cause appearing therefor, IT IS HEREBY ORDERED, that the hearing on James J. Cotter, Jr.'s Motion to Compel shall be heard before the above-entitled Court in Department XI, before Judge Elizabeth Gonzalez on the 19 day of June, 2018, at 8³⁰ a.m./p.m., or as soon thereafter as counsel may be heard, at the Regional Justice Center, 200 Lewis Avenue, Las Vegas, Nevada 89101.

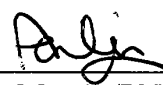
DATED this ____ day of June, 2018


DISTRICT COURT JUDGE

CR

Respectfully submitted:

Morris Law Group

By: 
Steve Morris (BN 1543)
Akke Levin (BN 9102)
Morris Law Group
411 E. Bonneville Ave., Ste. 360
Las Vegas, NV 89101

Mark G. Krum (BN 10913)
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E-mail: mkrum@bizlit.com

Attorneys for Plaintiff
James J. Cotter, Jr.

MEMORANDUM OF POINTS AND AUTHORITIES

I. INTRODUCTION

Defendants have just filed two renewed motions for summary judgment, one based on "ratification" (the "Ratification MSJ") and the other based on claimed demand futility. The moving party in each bears the burden of proving the independence of the directors whose claimed independence is the basis and *sine qua non* of each motion.

The documents which are the subject of this motion bear directly on the issue of independence. These documents belie the premise of the summary judgment motions that the five dismissed directors are independent. More particularly, these documents will show that the December 2017 "ratifications" claimed to have been independent business judgments by independent directors were, instead, part of a "litigation strategy" approved by defendant Ellen Cotter and executed by directors who relied on the "advice" of lawyers who conferred with and took direction from Ellen Cotter.

The documents in question have been withheld based on claims of attorney-client privilege and/or the attorney work product doctrine. For the attorney-client privilege to apply, the communications claimed privileged must have been between an attorney and his or her client, for the purpose of facilitating the rendition of legal services, and must have been maintained as confidential. A board of directors' special committee with authority to act, such as the "Special Independent Committee" ("SIC") here, possesses its own independent attorney client privilege. Where, as here, the work of the committee entails assessing the conduct of other members of the board, the committee does not share its privilege or a common interest with the corporation's other board members or with the corporation. Of course, where the committee discloses its privileged communications to persons who are not members of it, such disclosures waive any privilege with respect to the subject matters of those communications.

Here, the "independent" directors, including the SIC whose previously concealed approval of "ratification" was the means by which "ratification" was raised and assured

1 success, did not maintain attorney-client privilege or confidences vis-à-vis the Company,
2 or even vis-à-vis defendants Ellen Cotter and Margaret Cotter, who stand to benefit from
3 the actions of the "independent" directors, including in particular "ratification."

4 On the contrary, the lawyers "advising" the SIC and the other "independent"
5 directors did just the opposite. They sought and obtained approval of the "ratification"
6 "process" from Ellen Cotter, Margaret Cotter, and Craig Tompkins (now RDI's General
7 Counsel reporting to Ellen Cotter) before seeking and securing approval of "ratification"
8 from the SIC. After obtaining approval of "ratification" from the SIC on December 21,
9 2018, the lawyers then apprised Ellen Cotter and Tompkins of the SIC's approval and
10 obtained input from Tompkins and apparently Ellen Cotter regarding one or more drafts
11 of the December 27, 2017 email before providing it to Gould to send on behalf of the
12 "independent" directors. Thus, as to the operative language of the December 27, 2017
13 email, the agenda for the December 29, 2017 board meeting based thereon, and finally the
14 minutes of the December 29, 2017 meeting which are the basis of the Ratification MSJ, the
15 "work product" in question not only was disclosed to Tompkins and Ellen Cotter, it was
16 subject to their contemporaneous input.

17 Disclosure of matter relating to all aspects of the "ratifications" to Tompkins, and
18 separately to Ellen Cotter, shows that the matter was not treated as privileged or
19 confidential to the SIC or the five. Even were that matter privileged and confidential, the
20 disclosure of it to Tompkins, and separately to Ellen Cotter, waives any privilege with
21 respect thereto.

22 For such reasons, documents which are the subject of the Court's May 2, 2018
23 order and which have been withheld on the basis of attorney-client privilege must be
24 produced.

25 Independent of the foregoing, assertions that such documents or communications
26 are protected by the work product doctrine are inconsistent with, and cannot be
27 reconciled with, the position taken by defendants in the Ratification MSJ that the
28 purported ratifications were business judgments made by independent directors with

1 respect to RDI business matters. In order to constitute attorney work product,
2 documents must be prepared in anticipation of litigation or for trial, and must be
3 prepared by or for another party or by or for that other party's representative. To satisfy
4 the "prepared in anticipation of litigation" requirement, the proper party opposing this
5 motion must persuade the Court that these "ratification" communications were work of a
6 special litigation committee undertaken in anticipation of use in this litigation. However,
7 according to the Ratification MSJ, the "ratification" was an ordinary course "business
8 judgment" of the five "independent" directors with respect to RDI business matters.

9 Defendants cannot have it both ways. They must either admit that the subject
10 documents are not work product, or admit that the purported ratifications were not the
11 result of business judgments and that the business judgment rule does not apply to them.
12 Therefore, documents claimed to be subject to the work product protection must be
13 produced or the Court must conclude that the five claimed independent directors are not
14 independent. Additionally, even if the documents are determined to be subject to work
15 product protection, Plaintiff has made a showing of substantial need for the documents
16 because, without them, Plaintiff will be hard-pressed if not unable to show what actually
17 happened in the "ratification" "process," which goes directly to the issue of independence
18 upon which the renewed summary judgment motions are based.

19 In view of the foregoing, and for the reasons described herein, Plaintiff
20 respectfully requests an order: (1) compelling the production of documents responsive to
21 the Court's rulings of May 2, 2018 which have been withheld based on claims of attorney-
22 client privilege and/or attorney work product; (2) alternatively with respect to such
23 documents withheld based on claims of attorney work product, for an *in camera*
24 inspection of such documents to determine if they are properly withheld on that basis; (3)
25 compelling further deposition testimony from Gould, Coddington, McEachern, Ellen Cotter,
26 Margaret Cotter and Craig Tompkins; or, alternatively, an order (4) that defendants are
27 precluded, whether by motion for summary judgment, at trial or otherwise, from
28 asserting a defense based on the purported ratifications.

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

2 **A. Creation and Delegation of Authority to the SIC**

3 In August 2017, the RDI board of directors to (the "Board") authorized the
4 formation of a "Special Independent Committee" (the "SIC" or "SLC"). (See Ex. 4, RDI's
5 February 23, 2018 Form 8-K.) On or about February 23, 2018, RDI filed a Form 8-K with
6 the SEC, which attached and disclosed publicly for the first time the Charter of the SIC.
7 (*Id.*) (The charter was admitted as defendants' Ex. B at the May 2, 2018 evidentiary
8 hearing.) Section IV of the Charter describes the responsibilities and duties of the SIC,
9 including the authority delegated to it with respect to this derivative action and other
10 lawsuits (defined therein as "Cotter Related Proceedings"). The Charter states in relevant
11 part as follows:

12 **RESPONSIBILITIES AND DUTIES**

13 To fulfill its responsibilities and duties, the [SIC] is authorized to, in its discretion:

14 *****

15 ii. ... [I]nstruct legal counsel representing the Company to take
16 certain actions, including but not limited to, file pleadings or other
17 papers, appear in any proceedings... and otherwise take such steps
18 as the [SIC] deemed to be in the best interest of the Company in any
19 Cotter Related Proceedings [which includes this derivative action]
20 or

21 iii. Participate in and direct legal counsel representing the
22 Company to conduct negotiations and take actions to resolve
23 matters related to the Cotter Related Proceedings...

24 iv. Report to the Board, as it determines to be appropriate (subject
25 to the maintenance of attorney-client privileges and with due
26 regard for and the institution of appropriate safeguards in order to
27 take into account any conflicts of interest that may exist involving
28 other members of the Board and without limiting its delegated
 authority under this Charter), its recommendations and
 conclusions with respect to the determinations delegated to it by
 this Charter; and

1 v. Take all such other actions as the [SIC] may deem to be necessary
2 or appropriate in connection with the above.

3 *****

4 *The [SIC] shall have the authority to enter into or bind the Company in connection*
5 *with a Cotter Related Proceedings... provided, however, that the [SIC] shall*
6 *not have any authority to ...approve any merger, consolidation or*
7 *liquidation of the Company.*

8 Ex. 4 (RDI's February 23, 2018 Form 8-K) (emphasis supplied.)

9 **B. The Inception of "Ratification" With the SIC**

10 According to the deposition testimony of former defendants and current RDI
11 directors Douglas McEachern and William Gould, the subject of ratification was first
12 raised with them by lawyers from Greenberg Traurig ("GT"). McEachern testified that
13 the subject of ratification was raised "in late Fall sometime of 2017," at which time it was
14 tabled. (See Ex. 12, McEachern 2/28/18 dep. tr. at 548:21-550:1.) McEachern further
15 testified that the "main focus was on the termination of Jim Cotter, Jr." (*Id.*) Gould
16 testified that the first communication he had regarding ratification was telephonically in
17 mid or late November 2017 with GT lawyers Michael Bonner and Mark Ferrario. (See Ex.
18 10, Gould 4/5/18 dep. tr. at 509:13-15.) Gould described this telephone call as follows: "I
19 was the chairman of the special [independent] committee and [GT lawyers Bonner and
20 Ferrario] were discussing [ratification] with me in my capacity as the chairperson of that
21 committee." (*Id.*)

22 **C. GT First Cleared "Ratification" With Defendants Ellen and Margaret Cotter.**

23 Late last week, on May 30 (and 31), 2018, GT produced supplemental privilege
24 logs jointly on behalf of RDI and the five dismissed directors. The May 30 log discloses
25 for the first time what apparently were communications in *November or December 2016 and*
26 *January 2017* regarding "ratification," among other things. (Although the log entries are
27 deficient on their face, the inclusion of them in the log must mean that they concern
28 "ratification.") The first entry, dated November 22, 2016, is an email from Craig

1 Tompkins, who then was special counsel to Ellen Cotter as CEO of RDI (Ex. 18,
2 Tompkins 10/18/17 dep. tr. at 60:1-12), to GT attorneys Bonner and Ferrario, copied to
3 Ellen Cotter, the subject of which is "alternative approaches: attorney-client privileged
4 attorney work product communication." (See Ex. 2, GT May 30, 2018 privilege log at entry
5 ending in 71278.) The next entry is a December 7, 2016 email from Ferrario to Tompkins
6 and Quinn Emanuel attorneys Marshall Searcy and Christopher Tayback, the subject of
7 which is the attached "option memo." (See Ex. 2, GT May 30, 2018 privilege log at entry
8 ending in 67300.) The next two entries are dated January 6 and 7, 2017, concern
9 "alternative litigation resolution approaches" and are between Tompkins and Bonner,
10 and copied to Ferrario *and to Ellen Cotter*. (See Ex. 2, GT May 30, 2018 privilege log at
11 entries ending in 71290 and 64891.)

12 In December 2017, before seeking and securing approval of "ratification" from the
13 SIC on December 21 (described below), GT lawyers cleared the "ratification" "process"
14 with Margaret Cotter, Ellen Cotter and Tompkins.¹

15 Specifically, on December 13, 2017—a week before the SIC purportedly decided to
16 present ratification to the board—GT attorneys Mark Ferrario and Michael Bonner
17 exchanged emails with Tompkins, *on which Ellen Cotter was copied*, bearing the subject
18 "Special Committee," which emails were withheld as privileged and described as
19 "Communication[s] regarding Ratification process." (See Ex. 1, GT February 22, 2018
20 privilege log at entry ending in 60907 and 60911; *see also* Ex. 3, GT May 31, 2018 privilege
21 log at entries ending in RDI 73538, 76569, 76783.)

22 Two days later, on December 15, 2017, GT attorney Bonner again exchanged
23 emails with Craig Tompkins, *on which Ellen Cotter was copied*, entitled "Misc." (See Ex. 1,
24

25 ¹As Kane testified, Craig Tompkins—RDI's General Counsel to whom GT attorneys
26 report—is on Ellen and Margaret Cotter's side. (See Ex. 14, Kane 5/2/16 dep. tr. at 176:18-
27 177:1 (interpreting email stating "according to [Ellen Cotter], Craig is also on the 'team[,]'
28 " to mean that Tompkins "was [with] Ellen and Margaret versus Jim."); Ex. 17 hereto
(Dep. Ex. 105)).

1 GT February 22, 2018 privilege log at entries ending in 60823 and 60824.) Those emails
2 are also described as "Communication[s] regarding ratification process." (*Id.*)

3 Also on December 15, 2017, GT attorney Ferrario discussed the subject of
4 ratification with *Margaret Cotter* in person. (*See* Ex. 16, Margaret Cotter's February 14,
5 2018 Interrogatory Responses No. 2.) (Margaret Cotter's interrogatory responses
6 disclosed this communication regarding "ratification," but not others described herein.)

7 On December 21, 2017, GT attorney Bonner emailed Tompkins, copied to *Ellen*
8 *Cotter* and GT attorney Ferrario, regarding "special committee/stockholder action
9 alternatives." (*See* Ex. 1, GT February 22, 2018 privilege log at entry ending in 60533.)
10 Ellen Cotter at her deposition acknowledged receiving this email. (*See* Ex. 9, Ellen Cotter
11 4/4/18 dep. tr. at 479:21-480:6.)

12 **D. The SIC Approves "Ratification"**

13 The SIC met telephonically with GT attorneys Bonner and Ferrario on December
14 21, 2017. (*See* Ex. 5, redacted minutes of that December 21, 2017 meeting; *see also* GT May
15 31, 2018 Privilege log at entries CN 2075, 2174, 2494, 2504, 2634.) As described below,
16 they approved "ratification" of the two decisions which thus became the subject of
17 "ratification" votes at the December 29, 2017 Board meeting.

18 With respect to the December 21, 2017 SIC telephonic meeting, the SIC's members
19 testified as follows: McEachern testified that the SIC approved ratification in an effort to
20 "resolve" certain issues that remained in this derivative action, stating:

21
22 *"[I]t was delegated to the [SIC] to handle this type of matters. We were*
23 *approving [ratification]. ... I think we had a call [on December 21,*
24 *2017] to talk about a couple issues that were still existing in this -- in*
25 *this derivative case by Jim Cotter, Jr., and we were trying to address*
26 *them in a fashion to resolve them."*

27 (Ex. 12, McEachern 2/28/18 dep. tr. at 507:1-508:2 and 546:1-10) (emphasis supplied).

28 Gould testified that the SIC "formally [took] action" to advance the purported
ratification(s). (*See* Ex. 10, Gould 4/5/18 dep. tr. at 529:10-18.) Gould admitted that the

1 purpose of the "ratification(s)," "might be a litigation strategy" employed in this
2 derivative action (to create a basis upon which to seek dismissal in advance of trial). (*See*
3 Ex. 10, Gould 4/5/18 dep. tr. at 541:15-18.)

4 Codding testified that Bonner or Gould explained the notion of ratification with
5 respect to the two matters later taken up at the December 29, 2017 Board meeting. She
6 testified that the SIC approved "ratification," explaining that she did not distinguish
7 between the process or fact of "ratification" and the merits of the two "ratification"
8 decisions (that defendants claim were made at the December 29, 2017 Board meeting).
9 (*See* Ex. 8, Codding 2/28/18 dep. tr. at 205:24-207:4.)

10 **E. GT Works With Tompkins and Ellen Cotter to Effectuate the "Ratification" by**
11 **"Independent" Directors.**

12 The next day, December 22, 2017, GT followed through with the ratification
13 scheme. Ferrario's assistant sent an email to Tompkins (and other GT lawyers) regarding
14 "call re letter for special committee meeting re ratification." (*See* Ex. 1, GT February 22,
15 2018 privilege log entries ending in entries ending in 60162; *see also* May 31, 2018
16 Privilege log at entries RDI 76075 and 76151.) Tompkins responded and an email chain
17 ensued. (*See* Ex. 1, GT February 22, 2018 privilege log entries ending in entries ending in
18 60258, 60260, 60262, 60265 and 60267.) (The "letter for special committee meeting re
19 ratification" appears to refer to what came to be the December 27, 2017 email from Gould
20 purportedly on behalf of the five "independent" Directors.)

21 Also on December 22, 2017, GT attorney Bonner: (1) emailed Gould and GT lawyer
22 Ferrario about the "ratification issue discussed yesterday" (Ex. 3, GT May 31, 2018
23 Privilege Log at entries RDI 76320 and 77234); (2) sent an email regarding the "derivative
24 trial" to Gould, copying Ferrario, Ellen Cotter and Tompkins (Ex. 1, GT February 22, 2018
25 privilege log entries ending in entries ending in 60005); and (3) sent an email to Ellen
26 Cotter, her assistant Laura Batista, Tompkins and GT attorney Ferrario regarding "board
27 time check" (which presumably refers to the scheduling of the Board meeting to have the
28

1 "ratification" vote). (See Ex. 3, GT May 31, 2018 privilege log at entries ending in entries
2 ending in RDI 76933, 77266.)

3
4 **F. Litigation Counsel Prepares the December 27 Email Request for a Special Board**
5 **Meeting to Address Ratification With Input From Tompkins and likely Ellen**
6 **Cotter—Not Gould or the other "Independent" Directors.**

7 On December 27, 2017, Bonner and other GT lawyers exchanged a number of
8 emails with Tompkins with one or more drafts of what came to be the December 27, 2017
9 email request sent by Gould's assistant, purportedly on behalf of the five dismissed
10 directors, to take up ratification at a special board meeting. (See Ex. 15, 5/2/18 hearing tr.
11 at 59:1-8.) Several of those emails had file names such as "For Bill Gould to sign.msg," a
12 subject of "For Bill Gould to sign," and a description of the emails as "Communication
13 regarding draft letter re Special Board Meeting." (See Ex. 1, GT February 22, 2018
14 privilege log entries ending in 57090, 59768, 59899, 59911, 59912, 59959, 60790, 60802 and
15 60810.) Another email read "Communication regarding board meeting, notice and
16 ratification process." (See Ex. 1, GT February 22, 2018 privilege log entries ending in
17 60798.) Other emails exchanged on December 27, 2017 between Tompkins and GT had
18 file names including "Ratificat.zip?ratificat/For Bill Gould to sign," the subjects of which
19 were "Ratification," and which are described as "Communication[s] regarding draft letter
20 re Special Board Meeting" or "Communication[s] regarding Special Meeting Request."
21 (See Ex. 1, GT February 22, 2018 privilege log entries ending in entries ending in 60404,
22 60408, 60412, 60424, 60428, 60450, 60464, 60843, 60846.);

23 Several of the December 27, 2017 emails with file names such as
24 "Ratificat.zip?ratificat/Ratification" and "Ratification.msg" and the subject "Ratification"
25 also *were copied to Ellen Cotter*. (See Ex. 1, GT February 22, 2018 privilege log entries
26 ending in entries ending in 60450, 60452, 60464 and 60846; Ex. 2, 5/30/18 privilege log at
27 entries ending in RDI 68619, 68626, 70083, 70095.)

28 Another December 27, 2017 email from Tompkins to Bonner and Ferrario
concerned "ratification" according to the email subject line, but the privilege log provides

1 no description of the communication. (See Ex. 1, GT February 22, 2018 privilege log entry
2 ending in 60843.) A subsequent entry also is an email regarding "ratification," and is
3 from Bonner to Tompkins and Ferrario, *but also copied Ellen Cotter*. (See Ex. 1, GT February
4 22, 2018 privilege log entry ending in 60846.)

5 After receiving responses from Tompkins and possibly Ellen Cotter (*see id.*)
6 regarding the draft of what came to be Gould's December 27, 2017 email, GT attorney
7 Bonner on December 27, 2017 sent Gould an email, with a copy to GT attorney Ferrario,
8 the "re" line of which read "FW: for Bill Gould to sign," which RDI's privilege log also
9 describes as "communication regarding draft letter re Special Board Meeting." (See Ex. 1,
10 GT February 22, 2018 privilege log entries ending in entries ending in 59792 and 59937)
11 (emphasis supplied.)

12 At his April 5, 2018 deposition, Gould identified the December 27, 2017 email (Ex.
13 6, marked as Dep. Ex. 527 and Ex. P-1 from the 5/2/18 evidentiary hearing), which was
14 sent shortly before 8:00 p.m. Pacific by Marcia Wizelman, Gould's assistant, to Ellen
15 Cotter, as the notice ("call") by the five dismissed directors for the two "ratification"
16 matters to be raised and approved at the next regularly scheduled board meeting or,
17 failing that, at a special meeting. (See Ex. 10, Gould 4/5/18 Dep. Tr. at 530:2-10.) Gould
18 testified that he did not draft or edit the December 27, 2017 email, but that it was drafted
19 by GT attorneys Bonner and Ferrario. (See Ex. 10, Gould 4/5/18 Dep. Tr. at 530:18-25.) As
20 described above, Tompkins and apparently Ellen Cotter participated in drafting or
21 reviewing draft(s) of the December 27, 2017 email.

22 Gould testified that the December 27, 2017 email had been approved (presumably
23 by McEachern and Coddling as SIC members). (See Ex. 10, Gould 4/5/18 Dep. Tr. at
24 525:10-17.) However, none of the five other than Gould saw the December 27, 2017 email
25 (Dep. Ex. 527) prior to their depositions. McEachern testified with respect to Dep. Ex. 527
26 that "I don't recall having seen this before, but I do recall speaking in our [December 21,
27 2017] special committee [meeting] with Bill Gould and Judy Coddling about asking to
28 have this done." (See Ex. 12, McEachern 2/28/18 Dep. Tr. at 544:3-8.) Coddling's testimony

1 was to the same effect. (See Ex. 8, Coddling 2/28/18 Dep. Tr. at 231:7-232-5.) Wrotniak
2 testified that he did not recall seeing Dep. Ex. 527 prior to preparing for his deposition.
3 (See Ex. 13, Wrotniak 3/6/18 Dep. Tr. at 91:17-92:4.) Kane also testified that he had no
4 recollection of seeing Dep. Ex. 527 prior to his deposition. (See Ex. 11, Kane 4/19/18 dep.
5 tr. at 681:14-19.)

6
7 **G. The December 27 Email was the Source of the "Ratification" Agenda for the
December 29, 2017 Board Meeting.**

8 The text of the December 27, 2017 email was used to prepare the corresponding
9 portion of the agenda for the December 29, 2017 board meeting. (See Ex. 15, 5/2/18
10 hearing tr. at 56:25-57:5; Ex. 9, Ellen Cotter dep. tr. at 485:9-486:3.) In that regard, GT
11 attorney Bonner on December 26, 2017 exchanged emails with Tompkins, *Ellen Cotter*,
12 Gould, and GT litigators, the subject line of which was "Draft for your review," described
13 in the February 22, 2018 privilege log as "Communication regarding notice and agenda
14 for upcoming board meeting." (See Ex. 1, GT February 22, 2018 privilege log entries
15 ending in entry ending in 60777 and 60780.) (See also Ex. 1, GT February 22, 2018
16 privilege log entries ending in 60273, which is described as "[c]ommunication re draft
17 board meeting materials.")

18 That agenda (Dep. Ex. 525 (excerpts), Ex. 7 hereto) was distributed at
19 approximately 5:30 p.m. Pacific on December 27, 2017. The draft minutes of the
20 December 29, 2017 meeting (Dep. Ex. 526) reflect that they were prepared in part by
21 copying from the agenda (Dep. Ex. 525), which was prepared in relevant part based upon
22 the December 27, 2017 email (Dep. Ex. 527). GT attorney Bonner testified that the
23 December 29, 2017 meeting minutes were memorialized on an expedited basis because of
24 the "particular legal import" of "the ratification of the matters that were considered at the
25 December 29 meeting." (See Ex. 15, 5/2/18 hearing tr. at 43:5-8.) Thus, the text of the
26 December 27 email was the source of language of "particular legal import" to the
27 purported ratifications.
28

1 Wrotniak first learned that ratifying prior conduct would be taken up at the
2 December 29, 2017 Board meeting from a telephone call he and Coddington had with GT
3 lawyers Ferrario and Bonner. Wrotniak described the subject matter of the call as the
4 agenda for the December 29 Board meeting and "*protection for Reading.*" (Ex. 13, Wrotniak
5 3/6/18 dep. tr. at 41:2-42:25.) (Emphasis supplied.) (See also Ex. 3, GT May 31, 2018
6 privilege entries dated 12/28/18 ending in RDI 76390, 76391, 76466, 76469 and 76522.) The
7 call lasted less than an hour and occurred just a day or so before the December 29 Board
8 meeting. (Ex. 13, Wrotniak 3/6/18 dep. tr. at 44:3-22.) (See also Ex. 3, GT May 31, 2018
9 privilege entries dated 12/28/18 ending in RDI 76466 and 76469.) Wrotniak testified that
10 "[i]t was agreed" in that telephone call that the December 29 Board meeting would
11 address the ratification matters. (See Ex. 13, Wrotniak 3/6/18 Dep. Tr. at 87:7-22.)

12 13 III. ARGUMENT

14 A. Plaintiff Is Entitled to Review the Documents Sought Because They Are Not 15 Privileged, and Even If They Were, the Privilege Has Been Waived.

16 Pursuant to Nev. R. Civ. P. 37(a) and 45(c)(2)(B), the Responding Parties should be
17 ordered to produce any and all documents which have been withheld based on claims of
18 attorney-client privilege or the work product doctrine (or, alternatively as to documents
19 withheld based on claims that they are protected by the work product doctrine, the
20 Responding Parties should be ordered to deliver them to the court for *in camera* review)
21 and which mention, concern or in any way relate to (i) the December 21, 2017 meeting of
22 the "Special Independent Committee" of the RDI Board of Directors, the members of
23 which are Gould, Coddington and McEachern, including its scheduling, content, scope,
24 minutes or anything else related to that meeting; (ii) the December 27, 2017 email from
25 Gould's assistant, marked as P-1 at May 2, 2018 evidentiary hearing, including its subject
26 matter, preparation, drafting, circulation, how it would be used to get its contents on the
27 agenda for the December 29, 2017 RDI Board of Directors meeting and otherwise related
28 to that document; and (iii) ratification.

1 As the Court already has ruled, such documents are responsive to several of
2 Plaintiff's document requests. As explained below, the documents are not privileged or,
3 even if they otherwise were privileged and/or subject to the attorney work product
4 doctrine, both have been waived as to each of the subject matters identified in the
5 immediately preceding paragraph.

6
7 **B. Where, as Here, Dismissal of a Derivative Action is Sought Based on Decisions**
8 **of a Committee or Subset of "Independent" Directors, the Moving Party Bears**
9 **the Burden of Proving Their Independence.**

10 A board of directors may "delegate to a committee of disinterested directors the
11 board's power to control corporate [derivative] litigation." *Kaman v. Kemper Fin. Servs.,*
12 *Inc.*, 500 U. S. 90, 102 (1991). Such committee typically is called a special litigation
13 committee or an "SLC." *Beam v. Stewart*, A. 2d 1040, 1055 (Del. 2004). Where that has
14 occurred, a moving party seeking relief based on the decision(s) of such committee bears
15 the burden of proving the independence of board members whose actions or decisions
16 serve as the basis for the relief sought, among other things. *Jacksonville Police & Fire*
17 *Pension Fund v. Brokaw (In re DISH Network Derivative Litig.)*, 401 P.3d 1081, 1088, 1089
(Nev. 2017).

18 Here, without regard to whether the actions of "independent" directors are or
19 entail "ratification"—(as Plaintiff will demonstrate in response to a renewed summary
20 judgment motion, they are not)—they are actions which defendants argue serve as a
21 basis for seeking dismissal of this derivative action. Indeed, as described above, both
22 Gould and McEachern testified that the ratification served to resolve remaining issues in
23 the litigation. The SIC met and approved "ratification" of two matters (generally, the
24 termination of Plaintiff as President and CEO of RDI and the use of RDI Class A
25 nonvoting stock as consideration for the exercise of the so-called 100,000 share option).
26 The SIC authorized Gould to send what came to be his December 27, 2017 email on
27 behalf of the five "independent" directors calling for "ratification" to be raised at the next
28 RDI board meeting. At that meeting two days later, each of the five voted in favor of the

1 purported ratifications. Based on the foregoing, a renewed "ratification" motion for
2 summary judgment has been filed by the remaining defendants, Ellen Cotter, Margaret
3 Cotter and Guy Adams.

4 The terms of the SIC Charter are not the only evidence that the SIC functioned as a
5 special litigation committee or SLC. The testimony of SIC members about what they
6 decided and authorized at the December 21, 2017 SIC committee meeting comports with
7 the function of the SIC as an SLC. For example, Gould testified that GT attorneys Bonner
8 and Ferrario communicated with him about "ratification" in his capacity as chair of the
9 SIC, and that the SIC "formally" approved "ratification" and authorized what came to be
10 his December 27, 2017 email.

11 Additionally, the May 30, 2018 privilege log produced by GT includes a March 21,
12 2018 email exchange between Tompkins and GT lawyers the subject of which is "*SLC*
13 *Resolution.*" (See Ex. 2, GT May 30, 2018 privilege log at entries ending in 68527, 69418 and
14 69420) (Emphasis supplied.) The log contains another March 21, 2018 email exchange
15 between Tompkins and GT lawyers, the subject of which includes the words "*resolution re*
16 *special litigation committee.*" (See Ex. 2, GT May 30, 2018 privilege log at entry ending in
17 69421.) (Emphasis supplied.)

18 The independence of the SIC and the five therefore is an issue as to which Plaintiff
19 is entitled to discovery. *In re DISH Network Derivative Litig.*, 401 P.3d at 1088. Recently, in
20 ruling on Plaintiff's motion for omnibus relief, the Court ordered the Responding Parties
21 to make supplemental productions of responsive documents and provide supplemental
22 privilege logs, identifying the categories of information as follows:

23
24 THE COURT: ... So three categories, [i] the 12/21 special committee
25 meeting, whether its scheduling, content, scope, minutes, whatever,
26 related to that meeting; [ii] P-1 [the 12/27/18 email], whether its
27 subject matter, preparation, drafting, circulation, how we're going
28 to get it on the agenda for the 12/29 meeting; and the third item is
[iii] any discussion of ratification, not limited by time.

(5/2/18 hearing tr. at 79:6-13.) (Emphasis supplied.)

As shown above, a significant number of documents relating to one or more of the foregoing three categories have been withheld based on claims of attorney-client privilege, the work product doctrine, or both. As demonstrated below, those documents are not privileged and are not properly claimed to be subject to work product protection and, even if they were subject to proper claims of privilege and/or work product protection, both have been waived. The documents therefore should be produced.

C. Independent Directors Charged with Acting as Such Do Not and Cannot Share Privilege with the Company, Much Less With Other Directors Whose Conduct is the Subject of Actions by the Independent Directors.

An SLC or other board committee with authority to act possesses its own independent attorney client privilege. *Moore Business Forms, Inc. v. Cordant Holdings Corp.*, Nos. 13911. 14595, 1996 Del. Ch. LEXIS 56 at *6 (Del. Ch. June 4, 1996). Conversely, counsel to a special board committee passing on conduct of board members not on the committee does not have an attorney-client relationship or a privilege with the corporation's board, or even a common interest with the board, because the work of the committee necessarily entails assessing the conduct of other members of the board. *SEC v. Roberts*, 2008 U. S. Dist. LEXIS 64615, at *17 n.4 (N.D. Cal. Aug. 22, 2008).

Here, the SIC's charter, quoted above, makes clear that the SIC has "authority to enter into or bind the Company in connection with [this derivative action among other lawsuits]..." In fact, the SIC's charter specifies that the SIC "is authorized, in its discretion[,] to report to the full RDI Board and, in doing so, may withhold certain information in order to protect its attorney client privilege:

iv. [The SIC may] [r]eport to the Board, as it determines to be appropriate (*subject to the maintenance of attorney-client privileges and with due regard for and the institution of appropriate safeguards in order to take into account any conflicts of interest that may exist involving other members of the Board* and without limiting its delegated authority

under this Charter), its recommendations and conclusions with respect to the determinations delegated to it by this Charter..

(Ex. 4.) (Emphasis supplied.)

However, where an SLC or other board committee to which authority has been delegated makes a report to the full board of directors, and/or where it otherwise discloses privileged communications to persons who are not members of it, such disclosures constitute a waiver of any privilege with respect to the subject matter(s) of those communications. *Ryan v. Gifford*, 2007 Del Ch. LEXIS 168, at *9 (Del Ch. November 30, 2007) (presentation of a report by special committee to the company's full board of directors constituted a waiver of privilege with respect to the subject matters of the report).

The attorney-client privilege is codified at NRS 49.095. For the attorney-client privilege to apply, the communications claimed privileged must have been between an attorney and his or her client, for the purpose of facilitating the rendition of legal services, and must have been maintained as confidential. *Wynn Resorts, Ltd.*, 399 P.3d at 341 (citation omitted).

Here, as demonstrated above and by the privilege logs produced by RDI, throughout the "ratification" "process," disclosure of matter claimed privileged—whether regarding the December 21, 2017 SIC meeting, the December 27, 2017 Gould email on behalf of the "independent" directors, or "ratification" generally—was made not only to Craig Tompkins, but also to defendants Ellen Cotter and Margaret Cotter, both of whom remain defendants in this case and stand to benefit from the actions of the "independent" directors, including in particular the members of the SIC, whose December 21, 2017 approval of "ratification" assured that a majority of the "independent" directors would "ratify" prior actionable conduct of the remaining defendants.

As the case law discussed herein makes clear, the subject matters of those communications are not privileged or, if they were privileged, privilege has been waived with respect to the subject matters thereof by disclosure of them to Tompkins, and

1 separately by disclosure of them to Ellen Cotter and Margaret Cotter. NRS 49.385(1)("A
2 person . . . waives the privilege if the person . . . voluntarily discloses or consents to
3 disclosure of any significant part of the matter").

4 Even if some or all of those communications properly were claimed to be subject
5 to the attorney-client privilege or the attorney work product doctrine, the case law makes
6 clear that, in circumstances such as those here, there was a waiver. For example, in *Ryan*
7 *v. Gifford*, the court held that a special committee waived any privilege by presenting its
8 report to the corporation's other directors because certain of them were defendants in a
9 shareholder derivative action concerning conduct which was a subject of the committee's
10 report. 2007 Del Ch. LEXIS 168, at *7-14. 2008 Del. Ch. LEXIS 2, at *12-24. The court held
11 that the waiver of privilege from the presentation of the report operated as a complete
12 waiver for all communications regarding the subject matters thereof. *Id. See Wardleigh v.*
13 *Second Judicial Dist. Ct.*, 111 Nev. 345, 355, 891 P.2d 1180, 1186 (1995) (disclosure of
14 portions of communications claimed to be privileged waives the privilege as to the
15 balance of such communications).

16 By the same analysis, the communications GT lawyers had with Tompkins, and
17 the communications GT lawyers had with Ellen Cotter and Margaret Cotter, each give
18 rise to a waiver of any privilege with respect to all communications regarding the subject
19 matters of these communications. As the privilege log entries described above reflect, GT
20 lawyers had communications with Tompkins, and with Ellen Cotter and Margaret Cotter
21 regarding "ratification" generally, and with both Tompkins and Ellen Cotter regarding
22 the December 21, 2017 SIC meeting and the December 27, 2017 Gould email.

23 In *Ryan v. Gifford*, the court also concluded that because the special committee
24 "was formed to investigate [claimed] wrongdoing and in response to litigation in which
25 certain directors were named as individual defendants," "there can be no doubt that the
26 common interest exception is inapplicable to extend the protection of the attorney-client
27 privilege to the communications disclosed at the... board meetings." 2007 Del Ch. LEXIS
28 168, at *13. With respect to the handwritten notes of the attorneys engaged by the special

1 committee, as to which attorney work product was claimed, the court ruled that those
2 interview notes were to be produced to the Court for *in camera* inspection, to determine if
3 in fact they reflected attorney work product. *Id.*, 2007 Del Ch. LEXIS 168, at *16-17.

4 By the same analysis, insofar as GT will argue that RDI and the SIC share a
5 common interest, such a claim fails because of the role of the SIC (assuming for the sake
6 of analysis only that the SIC was comprised of independent directors who received
7 advice from independent counsel, not conflicted counsel) supposedly was that of
8 "independent" directors who made supposedly good faith, informed decisions with
9 respect to whether to "ratify" prior conduct of certain other directors, including the
10 remaining defendants Ellen Cotter, Margaret Cotter and Guy Adams.

11 The case of *Klein v. FPL Group, Inc.*, 2003 U. S. Dist. LEXIS 19979 (S.D. Fla. 2003), in
12 which a special committee first undertook certain action and then all supposedly
13 independent directors voted with respect to the ultimate action, also is instructive here.
14 In *Klein v. FPL Group*, in response to a demand to the company to commence an action
15 against certain of its officers and/or directors, the company established a special
16 committee (called the "Evaluation Committee") comprised of three outside directors.
17 That special committee conducted an investigation and issued a report that
18 recommended that dismissal of derivative actions be sought. That report was provided
19 to the Company's full board of directors. The full board met and, with interested
20 directors abstaining, the remaining directors agreed with the report that the derivative
21 actions should be dismissed and authorized counsel to move to dismiss. *Id.* at *10. In
22 ruling on a motion to compel discovery, the court held that "documents which members
23 of the Board created or reviewed prior to the vote... to accept the [Evaluation]
24 Committee's recommendation regarding dismissal of this lawsuit... are not privileged..."
25 *Klein*, 2003 U. S. Dist. LEXIS 19979, at *32. With respect to claims of attorney work
26 product regarding notes of witness interviews, the court ruled that "work-product
27 protection has been waived by the manner in which the Report was prepared and
28 communicated..." *Id.* at **38-39.

1 Other courts have held that a motion to terminate a derivative action pursuant to a
2 special litigation committee recommendation waives the attorney-client privilege with
3 respect to both the committee's report and all underlying data. *Joy v. North*, 692 F.2d 880,
4 893 (2d Cir. 1982), *cert. denied*, 460 U. S. 1051 (1983); *In re PSE&G Shareholder Litig.*, 726
5 A.2d 994, 996 (N.J. Super. Ct. Ch. Div. 1998, *aff'd on other grounds*, 801 A.2d 295 (Del.
6 2002). By such an analysis, of all of the documents which are the subject of the instant
7 motion should be produced.

8 Here, the documents which are the subject of this motion bear directly on the issue
9 of independence. The documents listed on defendants' privilege logs described above are
10 likely if not certain to provide unequivocal evidence that the "ratification" "process" was
11 approved, if not directed, by one or both of defendants Ellen Cotter and Margaret Cotter,
12 together with Tompkins and GT lawyers. Such evidence, together with the
13 communications with conflicted counsel who represent the Company but nonetheless
14 purported to "advise" "independent" directors, will undermine claims of independence
15 on the part of the five "independent" directors. Because the moving party in the renewed
16 motions for summary judgment bear the burden of proving the independence of the
17 directors whose claimed independence it is the basis and *sine qua non* for each motion,
18 such evidence obviously is highly probative if not dispositive of that issue.

19 In the foregoing regard, the fact that "independent" directors relied on the advice
20 of counsel (GT lawyers) who represent RDI and, in doing so, answer to the remaining
21 defendants, starting with Ellen Cotter, separately evidences that those directors lack
22 independence, as a matter of law. *Gesoff v. IIC Industries Inc.*, 902 A.2d 1130 (Del. Ch.
23 2006), *subsequent proceedings*, 2006 Del. Ch. LEXIS 161, 2006 WL 2521441 (Del. Ch. Aug.
24 22, 2006) ("[A] special committee's decision to use the legal and financial advisors already
25 advising the parent 'alone rais[ed] questions regarding the quality and independence of
26 the counsel and advice received' "); *id.* at 1147 (citing *In re Tele-Communications, Inc.*
27 *Shareholders Litigation*, 2005 Del. Ch. LEXIS 206, 2005 WL 3642727 (Del. Ch. Dec. 21,
28 2005)).

1 Consistent with the fact that the "independent" directors were advised by counsel
2 who represent the Company and answer to Ellen Cotter, no efforts were made to
3 maintain any attorney-client privilege or confidences held by the SIC or by any of the five
4 "independent" directors vis-à-vis the Company, much less defendants Ellen Cotter and
5 Margaret Cotter. On the contrary, GT lawyers did not even pay lip service to the
6 independence of the SIC when it came to the subject of "ratification" and developments
7 with respect to the "ratification" "process." They did just the opposite. GT lawyers
8 sought and obtained approval of the "ratification" "process" from the Ellen Cotter,
9 Margaret Cotter, and from Tompkins before seeking and securing approval of the
10 "ratification" "process" from the SIC and then Wrotniak (and possibly Kane).

11 After obtaining approval of "ratification" from the SIC on December 21, 2017, GT
12 lawyers apprised Ellen Cotter and Tompkins of the SIC's decision and obtained input
13 from Tompkins and apparently Ellen Cotter regarding one or more drafts of the
14 December 27, 2017 email *before* providing it to Gould to send on behalf of the five
15 "independent" directors. Thus, as to the operative language of the December 27, 2017
16 email, the agenda for the December 29, 2017 board meeting based thereon, and finally the
17 minutes of the December 29, 2017 meeting, the "work product" in question not only was
18 disclosed to Tompkins and Ellen Cotter, it was subject to their contemporaneous input.

19 That role continued through the preparation of the forthcoming, renewed
20 "ratification" summary judgment motion. The May 30, 2018 privilege log contains entries
21 from April 21 and 22, 2018, the subject matter of which includes the description "draft
22 motion for summary judgment re ratification." (See Ex. 2, GT May 30, 2018 privilege log
23 at entries ending in 68156 and 69304.) The first is an email from Tompkins to Quinn
24 Emanuel lawyer Noah Halpern, with copies to Quinn Emanuel and GT lawyers and to
25 Ellen Cotter. (*Id.*) The second is an email from Quinn Emanuel lawyer Tayback to GT
26 lawyer Kara Hendricks, with copies to Quinn Emanuel lawyers, GT lawyers, Tompkins
27 and to Ellen Cotter. (*Id.*) The foregoing communications evidence, among other things,
28 the absence of an attorney-client privilege or, if there was one, waiver of it, as well as

1 waiver of work product protection, with respect to all communications regarding each of
2 the three subjects of the Court's May 2, 2018 order, namely, (i) the December 21, 2017 SIC
3 meeting, (ii) the December 27, 2017 Gould email, and (iii) "ratification."

4 Independent of the foregoing, assertions that such documents are protected by the
5 attorney work product doctrine are erroneous. Of course, "NRCP 26(b)(3) protects
6 documents with 'two characteristics: (1) they must be prepared in anticipation of
7 litigation or for trial, and (2) they must be prepared by or for another party or by or for
8 that other party's representative.' " *Wynn Resorts, Ltd.*, 399 P.3d at 347 (quoting *In re Grand*
9 *Jury Subpoena (Mark Torf/Torf Envtl. Mgmt.)*, 357 F.3d 900, 907 (9th Cir. 2004)). Thus, to
10 satisfy the "prepared in anticipation of litigation" requirement, RDI and the defendants
11 must claim and persuade the Court that these "ratification" communications were work
12 of a special litigation committee undertaken in anticipation of use in this litigation.
13 However, according to RDI and defendants, the "ratification" documents pertained to a
14 "business judgment" of the five "independent" directors. If that is what they claim, they
15 cannot invoke the work product doctrine. They can only do so if they admit that
16 "ratification" was not a business judgment by "independent" directors but, instead, a
17 "litigation strategy" undertaken by all at the direction of conflicted counsel to obtain
18 dismissal of this derivative action. Separately, documents prepared or reviewed by Craig
19 Tompkins and Ellen Cotter cannot be claimed to be prepared by a representative of any
20 of the "independent" directors. Therefore, documents claimed to be subject to the work
21 product protection must be produced or the Court must conclude that the five claimed
22 independent directors are not independent for the purposes of their "ratification" MSJ.

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Attorneys for Plaintiff
James J. Cotter, Jr.

CERTIFICATE OF SERVICE

Pursuant to Nev. R. Civ. P. 5(b)(2)(D) and E.D.C.R. 8.05, I certify that I am an employee of MORRIS LAW GROUP and that on the date below, I cause the following document(s) to be served via the Court's Odyssey E-Filing System: **PLAINTIFF JAMES J. COTTER JR.'S MOTION TO COMPEL 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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DATED this 8 day of June, 2018.

By: _____/S/ JUDY ESTRADA

INDEX TO EXHIBITS

Exhibit No.	Description
1	2-22-18 Privilege Log
2	5-30-18 Privilege Log
3	5-31-18 Privilege Log
4	SIC Charter
5	Redacted SIC December 21 Minutes (to be filed under seal)
6	December 27, 2017 email (to be filed under seal)
7	Deposition Exhibit 525 (to be filed under seal)
8	Excerpts from Judy Coddington Deposition taken February 28, 2018
9	Excerpts from Ellen Cotter Deposition taken April 4, 2018
10	Excerpts from William Gould Deposition taken April 5, 2018
11	Excerpts from Edward Kane Deposition taken April 20, 2018
12	Excerpts from Douglas McEachern Deposition taken February 28, 2018
13	Excerpts from Michael Wrotniak Deposition taken March 6, 2018
14	Excerpts Edward Kane Deposition taken May 2, 2018
15	Evidentiary Hearing Transcript May 2, 2018

16	Defendant Margaret Cotter's Objections and Response to Plaintiff James J. Cotter, Jr.'s January 12, 2018 Interrogatories
17	Deposition Exhibit 105 (to be filed under seal)
18	Excerpts from Craig Tompkins Deposition taken October 18, 2017

EXHIBIT 1

EJDC Case No. A-15-719860

Control Number	AttachIDs	Date Sent	Date Created	FileName	Email Subject	Email To	Email From	Email CC	Privilege	Additional Information requested by Plaintiff
RD\0000059762	RD\0000059763;R D\0000059764	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=GTAW/ou=LV/cn=Recipients </cn=bonnerm>	Hendricks, Kara (Shld-LV-LT) <hendricksk@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) </o=GTAW/ou=LV/cn=Recipients </cn=ferrariom>; Ellen Cotter - Reading International, Inc. (Ellen.Cotter@readingrdi.com)	Communication with Counsel; Work product	
RD\0000059763			1/4/2018	Document1.docx					Work product	
RD\0000059764			1/4/2018	Document1.docx					Work product	
RD\0000059765	RD\0000059766;R D\0000059767	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	
RD\0000059766			1/4/2018	Document1.docx					Work product	
RD\0000059767			1/4/2018	Document1.docx					Work product	
						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=GTAW/ou=LV/cn=Recipient </cn=ferrariom>; S. Craig Tompkins (Craig.Tompkins@readingrdi.com <readingrdi.com>; Hendricks, Kara (Shld-LV- CP) <hendricksk@gtlaw.com>;	Bonner, Michael J. (Shld-LV-CP) </o=GTAW/ou=LV/cn=Recipients </cn=bonnerm>		Communication regarding draft letter re Special Board Meeting	
RD\0000059768		12/27/2017		For Bill Gould to sign.msg	For Bill Gould to sign	Hendricks, Kara (Shld-LV- CP) <hendricksk@gtlaw.com>;	Bonner, Michael J. (Shld-LV-CP) </o=GTAW/ou=LV/cn=Recipients </cn=bonnerm>	Ferrario, Mark E. (Shld-LV-LT) </o=GTAW/ou=LV/cn=Recipients </cn=ferrariom>	Communication with Counsel; Work product	
RD\0000059775		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=GTAW/ou=LV/cn=Recipients </cn=bonnerm>	Ferrario, Mark E. (Shld-LV-LT) </o=GTAW/ou=LV/cn=Recipients </cn=ferrariom>	Communication with Counsel; Work product	Communication re attendance of Meeting
RD\0000059792		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=GTAW/ou=LV/cn=Recipients </cn=bonnerm>	Ferrario, Mark E. (Shld-LV-LT) </o=GTAW/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
RD\0000059815;R D\0000059816;RD D\0000059817	RD\0000059815;R D\0000059816;RD D\0000059817	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=GTAW/ou=LV/cn=Recipients </cn=bonnerm>	Ferrario, Mark E. (Shld-LV-LT) </o=GTAW/ou=LV/cn=Recipients </cn=ferrariom>	Communication with Counsel; Work product	

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)

RD\0000059815				12/28/2017	2017 12 29 Agenda BOD Meeting Re Compensation_Final. pdf 2017 12 27							Attachment to Privileged Communication		
RD\0000059816				12/28/2017	Compensation and Stock Options Committee Materials.pdf							Attachment to Privileged Communication		
RD\0000059817				12/28/2017	2017 12 29 Board Materials.pdf							Attachment to Privileged Communication		
RD\0000059829				12/22/2017	Ratification issue discussed yesterday.msg 421037223_v 4_Reading International, Inc. Minutes of the Board Minutes of the Board of Direct.....doc 1/3/2018			Ratification issue discussed yesterday (wgould@troygould.com)	Bonner, Michael J. (Shid-LV-CP) </o=GTAW/ou=LV/cn=Recipients /cn=bonnerm>	Ferrario, Mark E. (Shid-LV-LT) </o=GTAW/ou=LV/cn=Recipients /cn=ferrariom>; Cowden, Tami D. (OfCrs-LV-LT) <cowden@gtlaw.com>; Hendricks, Kara (Shid-LV-LT) <hendricks@gtlaw.com>		Communication with Counsel; Work product		
RD\0000059843									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. (Shid-LV-LT) <ferrariom@gtlaw.com>			Work product		
RD\0000059862				12/31/2017	Reading International Inc Minutes of the Board of Directors Meeting December 29 2017 (5).msg 421037223_v 2_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017.DOCX 12/31/2017			Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 <ferrario@gtlaw.com>	Bonner, Michael J. (Shid-LV-CP) </O=GTAW/OU=LV/CN=RECPIEN TS/CN=BONNERM>			Communication with Counsel; Work product		
RD\0000059863													Work product	

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)

RD\0000059865	1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (2).DOC					Work product		
RD\0000059866	1/3/2018	421038703_v 1_GTRedline_421037 223v1 - 421037223v4.pdf					Communication with Counsel; Work product		
RD\0000059869	12/27/2017	For Bill Gould to sign.msg		Cowden, Tami D. (Ofcst-LV-LT) <cowden@gtlaw.com>; Brewer, John N. (Shld-LV-CP) <brewerj@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrario@gtlaw.com>; S. Craig Tompkins (Craig.Tompkins@readingrdl.com); Hendricks, Kara (Shld-LV-LT) <Hendricks@gtlaw.com>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>		Communication with Counsel; Work product	Communication regarding draft letter re Special Board Meeting	
RD\0000059902	12/27/2017	FW use of Executive Committee.msg		Craig Tompkins (Craig.Tompkins@readingrdl.com)	Cowden, Tami D. (Ofcst-LV-LT) </o=GT LAW/ou=LV/cn=Recipients </cn=cowdent>		Communication with Counsel; Work product		
RD\0000059911	12/27/2017	RE For Bill Gould to sign (2).msg		Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; Brewer, John N. (Shld-LV-CP) <brewerj@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrario@gtlaw.com>; S. Craig Tompkins (Craig.Tompkins@readingrdl.com); Hendricks, Kara (Shld-LV-LT) <Hendricks@gtlaw.com>	Cowden, Tami D. (Ofcst-LV-LT) </o=GT LAW/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)

RD0000059912		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) <hendricksk@gtlaw.com>	Brewer, John N. (Shld-LV-CP) <brewerjn@gtlaw.com>			Communication with Counsel; Work product	Communication regarding draft letter re Special Board Meeting
RD0000059914		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) <roseshilla@gtlaw.com>; Cotter Team <CotterTeam@quinnemanuel.com>		Communication with Counsel; Work product	
RD0000059915	RD0000059916	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	Jackson, Carolyn (Secy-LV-CP) <jacksonc@gtlaw.com>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; Rosehill, Andrea (Secy-LV-LT) <roseshilla@gtlaw.com>		Communication with Counsel; Work product	
RD0000059916		1/3/2018		421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29 2017.msg						Work product	
RD0000059917		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	

Page 5 of 37

EIDC 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)

RD\0000059941			12/28/2017	2017 12 29 Board Materials.pdf				McEachern, Doug (US - Retired) <dmeachern@deltatiretired.com>				Attachment to Privileged Communication	
RD\0000059956		12/27/2017		Re Special Committee meeting.msg	Re: Special Committee meeting	Bonner, Michael J. (Shid-LV-CP) <bonnerm@gtlaw.com>; WGould@troygould.com	Ferrario, Mark E. (Shid-LV-LT) <ferrario@gtlaw.com>					Communication with Counsel; Work product	
						Bonner, Michael J. (Shid-LV-CP) <bonnerm@gtlaw.com>; Brewer, John N. (Shid-LV-CP) <brewerj@gtlaw.com>; Ferrario, Mark E. (Shid-LV-LT) <ferrario@gtlaw.com>; S. Craig Tompkins (Craig.Tompkins@readingrdi.com); Hendricks, Kara (Shid-LV-LT) <hendricks@gtlaw.com>						Communication regarding draft letter re Special Board Meeting	
RD\0000059959		12/27/2017		RE For Bill Gould to sign (4).msg	RE: For Bill Gould to sign		Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>					Communication with Counsel; Work product	
				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. (Shid-LV-LT) <ferrario@gtlaw.com>; Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>; Craig.Tompkins@readingrdi.com	Bonner, Michael J. (Shid-LV-CP) <bonnerm@gtlaw.com>; Rosehill, Andrea (Secy-LV-LT) <rosehill@gtlaw.com>; Cotter Team <CotterTeam@quinnemanuel.com>					Communication with Counsel; Work product	
RD\0000059965		1/3/2018		421037223_v4_Reading International, Inc. Minutes of the Board of Direct...doc									
RD\0000059967			1/3/2018									Work product	
						Craig Tompkins (Craig.Tompkins@readingrdi.com)	Bonner, Michael J. (Shid-LV-CP) <bonnerm@gtlaw.com>; Hendricks, Kara (Shid-LV-LT) <hendricks@gtlaw.com>; Ferrario, Mark E. (Shid-LV-LT) <ferrario@gtlaw.com>					Communication with Counsel; Work product	
RD\0000059972		12/27/2017		RE use of Executive Committee.msg	RE: use of Executive Committee		Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>					Communication with Counsel; Work product	
				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. (Shid-LV-LT) <ferrario@gtlaw.com>						Communication with Counsel; Work product	
RD\0000059979	RD\0000059980	12/31/2017					Bonner, Michael J. (Shid-LV-CP) <bonnerm@gtlaw.com>					Communication with Counsel; Work product	

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)

RD0000059980			12/31/2017	421037223_v 2_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017.DOCX					Work product	
RD0000059982			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (2).DOC					Work product	
RD0000059983			1/3/2018	421038703_v 1_GTRedline_421037 223v1 - 1/3/2018 421037223v4.pdf					Communication with Counsel; Work product	
RD0000060002			1/4/2018	Document1.docx					Work product	
RD0000060003			1/4/2018	Document1.docx					Work product	
RD0000060005		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	
RD0000060006		12/27/2017		FW use of Executive Committee.msg	FW: use of Executive Committee	Craig Tompkins (Craig.Tompkins@readingrdi.com)	Cowden, Tami D. (OfCns-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	

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)

RD10000060012	12/22/2017		Ratiofication issue discussed yesterday.msg	Ratiofication issue discussed yesterday	William D. Gould Esq. (wgould@troygould.com)	Bonner, Michael J. (Shid-LV-CP) <bonnerm@gtlaw.com>	Ferrario, Mark E. (Shid-LV-LT) <ferrario@gtlaw.com>; Cowden, Tami D. (OfCnsi-LV-LT) <cowdent@gtlaw.com>; Hendricks, Kara (Shid-LV-LT) <hendricks@gtlaw.com>	Communication with Counsel; Work product	
RD10000060027	1/3/2018	RD10000060028	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		Jackson, Carolyn (Secy-LV-CP) </o=GTAW/ou=LV/cn=Recipients/cn=jackson>		Communication with Counsel; Work product	
RD10000060028	1/3/2018		421037223_v 4_Reading International, Inc. Minutes of the Board of Direct....doc		Craig Tompkins@readingrdi.com			Work product	
RD10000060029	1/3/2018	RD10000060030	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. (Shid-LV-LT) <ferrario@gtlaw.com>; Cowden, Tami D. (OfCnsi-LV-LT) <cowdent@gtlaw.com>; Craig Tompkins@readingrdi.com; David Armillei <davidarmillei@quinnemanuel.com>	Bonner, Michael J. (Shid-LV-CP) <bonnerm@gtlaw.com>; Rosehill, Andrea (Secy-LV-LT) <rosehilla@gtlaw.com>	Communication with Counsel; Work product		
RD10000060030	1/3/2018		421037223_v 4_Reading International, Inc. Minutes of the Board of Direct....doc					Work product	
RD10000060031	1/3/2018	RD10000060032-R RD10000060033	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. (Shid-LV-LT) <ferrario@gtlaw.com>; Cowden, Tami D. (OfCnsi-LV-LT) <cowdent@gtlaw.com>; Craig Tompkins@readingrdi.com	Jackson, Carolyn (Secy-LV-CP) </o=GTAW/ou=LV/cn=Recipients/cn=jackson>	Michael J. Bonner (bonnerm@gtlaw.com)	Communication with Counsel; Work product	

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)

RD\0000060032			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (2).DOC							Work product	
RD\0000060033			1/3/2018	421038703_v 1_GTRedline_421037 223v1 - 421037223v4.pdf							Communication with Counsel; Work product	
RD\0000060034	RD\0000060035	1/3/2018		Revised draft Reading International Inc Minutes of the Board of Directors Meeting December 29 2017.msg 421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (3).DOC	Revised draft; Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Ferrario, Mark E. (Shld-LV-LT) <tferrario@gtlaw.com>; Cowden, Tami D. (OfCnl-LV-LT) <cowdent@gtlaw.com>; 'Craig.Tompkins@readingrdi.com '; 'David Armitage' <davidarmille@quinnemanuel.c om>	Jackson, Carolyn (Secy-LV-CP) </o=GTLAW/ou=LV/cn=Recipients /cn=jackson>	Michael J. Bonner (bonnrm@gtlaw.com); Rosehill, Andrea (Secy-LV-LT) <rosshilla@gtlaw.com>		Communication with Counsel; Work product		
RD\0000060035			1/3/2018							Work product		
RD\0000060036	RD\0000060037;R D\0000060038	1/4/2018		RSU Grant.msg	RSU Grant	Eling, Michael R. (Shld-Via-Tx) <enigm@gtlaw.com>; Craig.Tompkins@readingrdi.com	Jackson, Carolyn (Secy-LV-CP) </o=GTLAW/ou=LV/cn=Recipients /cn=jackson>	Michael J. Bonner (bonnrm@gtlaw.com); Gregory H. Cooper (cooperg@gtlaw.com)		Communication with Counsel; Work product		
RD\0000060037			1/4/2018	GTRedline_2017 Form of Non-Employee Directors -RSU Grant - FINAL - Filed Document.pdf						Communication with Counsel; Work product		
RD\0000060038			1/4/2018	2017 Form of Non- Employee Directors - RSU Grant - FINAL.DOCX						Work product		

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)

RD0000060058				2017 12 29 Agenda BOD Meeting Re 12/26/2017 Compensation.docx							Work product	
				421037223_v 2_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 12/31/2017.DOCX							Work product	
RD0000060069				FW Sent on Behalf of BOD Agenda & Special Board Meeting (Bonner Michael J (Shid-LV-CP)) 12/27/2017				FW: Sent on Behalf of Ellen Cotter: DRAFT BOD Agenda & Special Board Meeting		Bonner, Michael J. (Shid-LV-CP) <bonnerm@gtlaw.com>	Communication with Counsel; Work product	
RD0000060083				2017 12 29 Agenda BOD Meeting Re 12/26/2017 Compensation.docx							Work product	
				421037223_v 2_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 12/31/2017.DOCX							Work product	
RD0000060089				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. (Shid-LV-LT) <ferrariom@gtlaw.com>; Cowden, Tami D. (OfCnl-LV-LT) <cowdent@gtlaw.com>	Communication with Counsel; Work product	
										Craig Tompkins <Craig.Tompkins@readingrdl.com>		Bonner, Michael J. (Shid-LV-CP) <bonnerm@gtlaw.com>

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)

RD0000060101				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) <bonnrm@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	
RD0000060102				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) <bonnrm@gtlaw.com>	Communication with Counsel; Work product	
RD0000060103				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	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>	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	
RD0000060123				RE Minutes (Bonner Michael J (Shld-LV-CP)).msg	RE: Minutes.	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Bonner, Michael J. (Shld-LV-CP) <bonnrm@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

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)

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

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)

RD\0000060128	1/3/2018	RE Recall Revised draft- Reading International Inc Minutes of the Board of Directors Meeting December 29 2017 (David Armille).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 Armille <davidarmille@quinnemanuel.com>	Ferrario, Mark E. (Shld-LV-LT) <ferrario@gtlaw.com>; Cowden, Tami D. (Ofc-LV-LT) <cowden@gtlaw.com>; Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; Rosehill, Andrea (Secy-LV-LT) <rosehilla@gtlaw.com>	Communication with Counsel; Work product	
RD\0000060129	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) <ferrario@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
RD\0000060141	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) <ferrario@gtlaw.com>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>		Communication with Counsel; Work product	
RD\0000060142	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 JIC Jr.'s RFPs dated January 12, 2018)
February 22, 2018 (Deduped and Supplemented)

RD10000060143	RD10000060144-R D10000060145	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. (Shid-LV-LT) <ferrario@gtlaw.com>; Cowden, Tami D. (OfCnl-LV-LT) <cowden@gtlaw.com>; Craig.Tomplins@readingrdl.com	Jackson, Carolyn (Secy-LV-CP) <jacksonc@gtlaw.com>	Bonner, Michael J. (Shid-LV-CP) <bonnerm@gtlaw.com>	Communication with Counsel; Work product		
RD10000060144		1/3/2018		421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (2).DOC					Work product		
RD10000060145		1/3/2018		421038703_v 1_GTRedline_421037 223v1 - 421037223v4.pdf					Communication with Counsel; Work product		
RD10000060147		1/3/2018		421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (3).DOC					Work product		

EIDC 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)

RD10000060161		1/3/2018		Re Recall Revised draft Reading International Inc Minutes of the Board of Directors Meeting December 29 2017 (Craig Tompkins).msg	Re: Recall: Revised draft; Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Jackson, Carolyn (Secy-LV-CP) <jacksonc@gtlaw.com>	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Ferrario, Mark E. (Shid-LV-LT) <ferrario@gtlaw.com>; Cowden, Tami D. (OCrsl-LV-LT) <cowdent@gtlaw.com>; <davidarmille@quinnemanuel.com>; Bonner, Michael J. (Shid-LV-CP) <bonnerm@gtlaw.com>; Rosehill, Andrea (Secy-LV-LT) <rosehilla@gtlaw.com>	Communication with Counsel; Work product	
RD10000060162	RD10000060163; RD10000060164; RD10000060165; RD10000060166	12/22/2017		Call re letter for Special Meeting re ratification.msg	Call re letter for Special Meeting re ratification	Bonner, Michael J. (Shid-LV-CP) <bonnerm@gtlaw.com>; Ferrario, Mark E. (Shid-LV-LT) <ferrario@gtlaw.com>; Hendricks, Kara (Shid-LV-LT) <hendricksk@gtlaw.com>; Cowden, Tami D. (OCrsl-LV-LT) <cowdent@gtlaw.com>; Craig Tompkins <Craig.Tompkins@readingrdi.com>	Rosehill, Andrea (Secy-LV-LT) <rosehilla@gtlaw.com>	Susan Villeda <susan.villeda@readingrdi.com>	Communication with Counsel; Work product	
RD10000060163		12/22/2017		Compensation & Stock Option Committee Minutes.pdf					Attachment to Privileged Communication	
RD10000060164		12/22/2017		20150612 BOD Minutes.pdf					Attachment to Privileged Communication	
RD10000060165		12/22/2017		20150529 BOD Minutes.pdf					Attachment to Privileged Communication	
RD10000060166		12/22/2017		20150521 BOD Minutes.pdf					Attachment to Privileged Communication	
RD10000060185		1/4/2018		RE ATTORNEY CLIENT COMMUNICATION - Press Release (Bonner Michael J (Shid-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. (Shid-LV-LT) <ferrario@gtlaw.com>; Gross, Matthew <mngross@joellefrank.com>	Bonner, Michael J. (Shid-LV-CP) <bonnerm@gtlaw.com>	reading:jf <reading-jf@joellefrank.com>	Communication with Counsel; Work product	Communication regarding draft Press Release

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)

RD0000060193			1/3/2018	RE Recall Revised draft Reading International Inc Minutes of the Board of Directors Meeting December 29 2017 (David Armillel).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 Armillel <davidarmillel@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	
RD0000060194			1/3/2018	RE Revised draft Reading International Inc Minutes of the Board of Directors Meeting December 29 2017 (David Armillel).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>;	David Armillel <davidarmillel@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	
RD0000060196			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Direct....doc					Work product	
RD0000060207			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 <Craig.Tompkins@readingrdi.com>; David Armillel <davidarmillel@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	
RD0000060208			1/3/2018 (3).DOC	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29 2017					Work product	

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)

RD\0000060215						421035975_V2_2017 12.29 Agenda BOD Meeting Re Compensation (3).DOCX	12/27/2017								Communication with Counsel; Work product	
RD\0000060220						421035975_V2_2017 12.29 Agenda BOD Meeting Re Compensation (3).DOCX	12/27/2017								Communication with Counsel; Work product	
RD\0000060236						2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - DRAFT 1.4.18 11.22am.docx	1/4/2018								Work product	
RD\0000060237						Ratificat.zip?Ratificat\ ATTORNEY CLIENT COMMUNICATION - Press Release [01.04.18 B].msg	1/4/2018			ATTORNEY CLIENT COMMUNICATION - Press Release	Craig Tompkins <Craig.Tompkins@readingrdi.co m>; mgross@joelfrank.com; Susan Villeda <susan.villeda@readingrdi.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>; ferrariom@gtlaw.com	bonnerrm@gtlaw.com	reading-jf@joelfrank.com		Communication with Counsel; Work product	Communication regarding draft Press Release
RD\0000060245						2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - DRAFT 1.4.18 11.22am (SCT Comments).docx	1/4/2018								Communication with Counsel; Work product	

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)

RD\0000060246	1/4/2018		Ratificat.zip?Ratificat\ ATTORNEY CLIENT COMMUNICATION [01.03.17].msg	ATTORNEY CLIENT COMMUNICATION	Ellen Cotter <Ellen.Cotter@readingrdi.com> Craig Tompkins <Craig.Tompkins@readingrdi.com>	Gross, Matthew	reading-if <reading-if@joelfrank.com>; mark ferrario (ferrario@gtlaw.com); bonnerrm@gtlaw.com; Craig Tompkins <Craig.Tompkins@readingrdi.com>	Communication with Counsel; Work product	Communication regarding draft Press Release
RD\0000060249	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 (ferrario@gtlaw.com); bonnerrm@gtlaw.com; Susan Villeda <susan.villeda@readingrdi.com>	Gross, Matthew	reading-if <reading-if@joelfrank.com>	Communication with Counsel; Work product	Communication regarding draft Press Release
RD\0000060250	1/4/2018		2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - DRAFT (F COMMENTS) [00943644x26CA].D OCX					Communication with Counsel; Work product	
RD\0000060251	1/4/2018		Ratificat.zip?Ratificat\ ATTORNEY CLIENT COMMUNICATION [01.04.18 C].msg	ATTORNEY CLIENT COMMUNICATION	Gross, Matthew <mgross@joelfrank.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>	Craig Tompkins	reading-if <reading-if@joelfrank.com>; mark ferrario (ferrario@gtlaw.com); bonnerrm@gtlaw.com; Susan Villeda <susan.villeda@readingrdi.com>	Communication with Counsel; Work product	Communication regarding draft Press Release
RD\0000060252			2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - DRAFT (Tompkins Comments).docx					Communication with Counsel; Work product	
RD\0000060258	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>; bonnerrm@gtlaw.com	Communication with Counsel; Work product	

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)

RD\00000060260	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>	rosahilla@gtlaw.com	Craig Tompkins <Craig.Tompkins@readingrdi.com> > bonnerrm@gtlaw.com	Communication with Counsel; Work product	
RD\00000060262	12/22/2017		Ratificat.zip?Ratificat\ Call re Letter for Special Meeting re ratification [12.22.17B].msg	Call re: Letter for Special Meeting re ratification	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Susan Villeda		Communication with Counsel; Work product	
RD\00000060265	12/22/2017		Ratificat.zip?Ratificat\ Call re Letter for Special Meeting re ratification [12.22.17].msg	Call re: Letter for Special Meeting re ratification	Craig Tompkins <Craig.Tompkins@readingrdi.com>	rosahilla@gtlaw.com	Susan Villeda <susan.villeda@readingrdi.com> > bonnerrm@gtlaw.com	Communication with Counsel; Work product	
RD\00000060267	12/22/2017	RD\00000060269-RD\00000060270-RD\00000060271-RD\00000060272	Ratificat.zip?Ratificat\ Call re letter for Special Meeting re ratification.msg	Call re letter for Special Meeting re ratification	Craig Tompkins <Craig.Tompkins@readingrdi.com> > bonnerrm@gtlaw.com; ferrariom@gtlaw.com; hendricks@gtlaw.com; covident@gtlaw.com; Craig Tompkins <Craig.Tompkins@readingrdi.com>	rosahilla@gtlaw.com	Susan Villeda <susan.villeda@readingrdi.com>	Communication with Counsel; Work product	
RD\00000060269	12/22/2017		20150921 Compensation & Stock Option Committee Minutes.pdf					Attachment to Privileged Communication	
RD\00000060270	12/22/2017		20150612 BOD Minutes.pdf					Attachment to Privileged Communication	
RD\00000060271	12/22/2017		20150529 BOD Minutes.pdf					Attachment to Privileged Communication	
RD\00000060272	12/22/2017		20150521 BOD Minutes.pdf					Attachment to Privileged Communication	
RD\00000060273	12/29/2017		Ratificat.zip?Ratificat\ Can you review.msg	Can you review	bonnerrm@gtlaw.com; Craig Tompkins <Craig.Tompkins@readingrdi.com> > Laura Batista <Laura.Batista@readingrdi.com>	Ellen Cotter		Communication with Counsel; Work product	Communication re draft board meeting materials

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)

RD\00000060296	RD\00000060299	1/3/2018	Ratificat.zip?Ratificat\ CotterRDI Motion for Judgment as a Matter of Law on Plaintiffs Termination and Share Option Exercise Claims -- For Your Review [01.03.18 A].msg	Cotter/RDI: Motion for Termination and Share Option Exercise Claims -- For Your Review	Craig Tompkins <Craig.Tompkins@readingrdi.com>	David Armillei	covident@gtlaw.com; Cotter Team <CotterTeam@quinnemanuel.com>; ferrariom@gtlaw.com; hendricksk@gtlaw.com	Communication with Counsel; Work product	
RD\00000060299		1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Direct....doc					Work product	
RD\00000060329		1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Direct....doc					Work product	
RD\00000060358		1/3/2018	Ratificat.zip?Ratificat\ CotterRDI Motion for Judgment as a Matter of Law on Plaintiffs Termination and Share Option Exercise Claims -- For Your Review [01.03.18].msg	Cotter/RDI: Motion for Termination and Share Option Exercise Claims -- For Your Review	David Armillei <davidarmillei@quinnemanuel.com>	Craig Tompkins	covident@gtlaw.com; Cotter Team <CotterTeam@quinnemanuel.com>; ferrariom@gtlaw.com; hendricksk@gtlaw.com	Communication with Counsel; Work product	
RD\00000060364		1/3/2018	Ratificat.zip?Ratificat\ CotterRDI Motion for Judgment as a Matter of Law on Plaintiffs Termination and Share Option Exercise Claims -- For Your Review.msg	Cotter/RDI: Motion for Termination and Share Option Exercise Claims -- For Your Review	Craig Tompkins <Craig.Tompkins@readingrdi.com>	David Armillei	covident@gtlaw.com; Cotter Team <CotterTeam@quinnemanuel.com>; ferrariom@gtlaw.com; hendricksk@gtlaw.com	Communication with Counsel; Work product	
RD\00000060376		1/18/2018	Document1.docx					Work product	
RD\00000060377		1/18/2018	Document1.docx					Work product	

EIDC 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)

RD10000060378		1/4/2018		Ratificat.zip?Ratificat\ Draft Press Release-- suggested revisions [01.03.18 BJ].msg	Draft Press Release-- suggested revisions	Craig Tompkins <Craig.Tompkins@readingrdi.com>	bonnerrm@gtlaw.com	hendricks@gtlaw.com; ferrariom@gtlaw.com; Ellen Cotter <Ellen.Cotter@readingrdi.com>; Susan Villeda <susan.villeda@readingrdi.com>	Communication with Counsel; Work product	
RD10000060380	RD10000060382;R D10000060383	1/4/2018		Ratificat.zip?Ratificat\ Draft Press Release-- suggested revisions [01.03.18 CJ].msg	Draft Press Release-- suggested revisions	Craig Tompkins	bonnerrm@gtlaw.com		Communication with Counsel; Work product	
RD10000060382			1/18/2018	Document1.docx					Work product	
RD10000060383			1/18/2018	Document1.docx					Work product	
RD10000060386			1/18/2018	Document1.docx					Work product	
RD10000060387									Work product	
RD10000060388	RD10000060390;R D10000060391	1/4/2018		Ratificat.zip?Ratificat\ Draft Press Release-- suggested revisions.msg	Draft Press Release-- suggested revisions	Susan Villeda <susan.villeda@readingrdi.com>	bonnerrm@gtlaw.com	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Communication with Counsel; Work product	
RD10000060390			1/18/2018	Document1.docx					Work product	
RD10000060391			1/18/2018	Document1.docx					Work product	
RD10000060392	RD10000060395;R D10000060396	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; 'bonnerrm@gtlaw.com'	Susan Villeda		Communication with Counsel; Work product	
RD10000060395			1/4/2018	2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - DRAFT.docx					Work product	
RD10000060396			1/4/2018	2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - comparison to GT draft 1.3.18.docx					Communication with Counsel; Work product	
RD10000060402			12/28/2017	2017 12 29 Agenda BOD Meeting Re Compensation_Final.docx					Communication with Counsel; Work product	

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)

RD\0000060404	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
RD\0000060408	12/27/2017			Ratificat.zip?Ratificat\ For Bill Gould to sign [12.26.17 C].msg	For Bill Gould to sign	<Craig.Tompkins@readingrdl.com>; cowdent@gtlaw.com; brewerjn@gtlaw.com; ferrariom@gtlaw.com; hendricksk@gtlaw.com	bonnerm@gtlaw.com			Communication with Counsel; Work product	Communication regarding draft letter re Special Board Meeting
RD\0000060412	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	bonnerm@gtlaw.com			Communication with Counsel; Work product	Communication regarding draft letter re Special Board Meeting
RD\0000060424	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; ferrariom@gtlaw.com; Craig Tompkins	Craig Tompkins	bonnerm@gtlaw.com; brewerjn@gtlaw.com; ferrariom@gtlaw.com; hendricksk@gtlaw.com		Communication with Counsel; Work product	Communication regarding Special Meeting Request
RD\0000060428	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	brewerjn@gtlaw.com			Communication with Counsel; Work product	Communication regarding draft letter re Special Board Meeting
RD\0000060447	1/4/2018	RD\0000060449		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 Villada			Communication with Counsel; Work product	
RD\0000060449				2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - DRAFT 1.4.18						Work product	

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)

RD\0000060450		12/27/2017		Ratificat.zip?Ratificat\ Ratification [12.16.17].msg	Ratification	Craig Tompkins <Craig.Tompkins@readingrdi.com>	bonnerrm@gtlaw.com	ferrariom@gtlaw.com; Ellen Cotter <Ellen.Cotter@readingrdi.com>	Communication with Counsel; Work product	
RD\0000060452		12/27/2017		Ratificat.zip?Ratificat\ Ratification [12.16.17].msg	Ratification	bonnerrm@gtlaw.com	Craig Tompkins	ferrariom@gtlaw.com; Ellen Cotter <Ellen.Cotter@readingrdi.com>	Communication with Counsel; Work product	
RD\0000060464		12/27/2017		Ratificat.zip?Ratificat\ Ratification [12.17.18].msg	Ratification	bonnerrm@gtlaw.com; ferrariom@gtlaw.com	Craig Tompkins	Ellen Cotter <Ellen.Cotter@readingrdi.com>	Communication with Counsel; Work product	
RD\0000060475			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting of December 29, 2017 (2).DOC					Work product	
RD\0000060476			1/3/2018	421038703_v 1_GTRedline_421037223v1 - 421037223v4.pdf					Communication with Counsel; Work product	
RD\0000060477		1/3/2018		Ratificat.zip?Ratificat\ Reading International Board of Directors Meeting December 29 2017 [01.03.18].msg	Reading International, Inc. Minutes of the Board of Directors Meeting of December 29, 2017	bonnerrm@gtlaw.com	Craig Tompkins	Jacksonc@gtlaw.com; ferrariom@gtlaw.com; cowdent@gtlaw.com; Ellen Cotter <Ellen.Cotter@readingrdi.com>	Communication with Counsel; Work product	
RD\0000060480	RD\0000060482.R D\0000060483	1/3/2018		Ratificat.zip?Ratificat\ Reading International Board of Directors Meeting December 29 2017 [01.03.18].msg	Reading International, Inc. Minutes of the Board of Directors Meeting of December 29, 2017	ferrariom@gtlaw.com; cowdent@gtlaw.com; Craig Tompkins <Craig.Tompkins@readingrdi.com>	Jacksonc@gtlaw.com	bonnerrm@gtlaw.com	Communication with Counsel; Work product	

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)

RD\00000060482				421037723_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 1/3/2018 (2).DOC							Work product	
RD\00000060483				421038703_v 1_GTRedline_421037 223v1 - 421037723v4.pdf 1/3/2018							Communication with Counsel; Work product	
RD\00000060484				Ratificat.zip?Ratificat\ Reading International Inc. Minutes of the Board of Directors Meeting December 29 2017 [01.03.18 E].msg 1/3/2018		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			Communication with Counsel; Work product	
RD\00000060485				Ratificat.zip?Ratificat\ Reading International Inc. Minutes of the Board of Directors Meeting December 29 2017 [01.03.18 F].msg 1/3/2018		Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Craig Tompkins <Craig.Tompkins@readingrdi.co m>	bonnerrm@gtlaw.com	jacksonc@gtlaw.com; ferrariom@gtlaw.com; cowdent@gtlaw.com; Ellen Cotter <Ellen.Cotter@readingrdi.com>		Communication with Counsel; Work product	
RD\00000060495				421037723_v 2_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017.DOCX 1/18/2018							Work product	

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

RD\0000060497	RD\0000060499	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@troypgould.com; Craig Tompkins <Craig.Tompkins@readingrdi.com>; ferrarion@gtlaw.com	bonnerrm@gtlaw.com		Communication with Counsel; Work product	
RD\0000060499			1/18/2018	421037223_v 2_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017.DOCX					Work product	
RD\0000060504	RD\0000060506	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	ferrarion@gtlaw.com; cowdent@gtlaw.com; Craig Tompkins <Craig.Tompkins@readingrdi.com>; davidarmille@quinnemanuel.com	jacksonc@gtlaw.com	bonnerrm@gtlaw.com; rosahilla@gtlaw.com	Communication with Counsel; Work product	
RD\0000060506			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (3).DOC					Work product	
RD\0000060509			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (3).DOC					Work product	

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)

RD\0000060512			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (3).DOC	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>; davidairmille@quinnmanuel.co m	jacksonc@gtlaw.com	bonnerrm@gtlaw.com; rosehilla@gtlaw.com	Work product	
RD\0000060513		1/3/2018	RD\0000060515						Communication with Counsel; Work product	
RD\0000060515			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (3).DOC					Work product	
RD\0000060518			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (3).DOC					Work product	
RD\0000060521			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (3).DOC					Work product	

EIDC 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)

RD0000060533	12/21/2017		Special Committee/Stockholder Alternatives	Ratificat.zip?Ratificat\ Special Committee/Stockholder Alternatives.msg	Special Committee/Stockholder Action Alternatives	Craig Tompkins <Craig.Tompkins@readingrdi.com>; ferrarion@gtlaw.com	bonnerrm@gtlaw.com	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Margaret Cotter <margaret.cotter@readingrdi.com>	Communication with Counsel; Work product		
RD0000060536	1/9/2018		To Do List	Ratificat.zip?Ratificat\ To Do List.msg	To Do List	ferrarion@gtlaw.com	Craig Tompkins	bonnerrm@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	
RD0000060560	1/3/2018		who can work with GT today	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>	bonnerrm@gtlaw.com	cowdent@gtlaw.com; ferrarion@gtlaw.com	Communication with Counsel; Work product	Communication regarding draft Board Meeting Minutes	
RD0000060562	1/3/2018		who can work with GT today	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>	bonnerrm@gtlaw.com	ferrarion@gtlaw.com	Communication with Counsel; Work product	Communication regarding draft Board Meeting Minutes & draft Motion to Dismiss	
RD0000060566	1/3/2018		who can work with GT today	Ratificat.zip?Ratificat\ who can work with GT today [01.02.18 C].msg	who can work with GT today	bonnerrm@gtlaw.com	Craig Tompkins	cowdent@gtlaw.com; ferrarion@gtlaw.com	Communication with Counsel; Work product	Communication regarding draft Board Meeting Minutes & draft Motion to Dismiss	
RD0000060573				Document1 [Compatibility Mode].doc					Communication with Counsel; Work product		
RD0000060574	1/3/2018	RD0000060576	who can work with GT today	Ratificat.zip?Ratificat\ who can work with GT today [01.02.18 G].msg	who can work with GT today	bonnerrm@gtlaw.com; cowdent@gtlaw.com	Craig Tompkins		Communication with Counsel; Work product	Communication regarding draft Board Meeting Minutes	
RD0000060576				Draft December 29, 2017 Board Minutes.doc					Communication with Counsel; Work product		

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)

RD\0000060579			1/3/2018	Draft December 29, 2017 Board Minutes.doc							Communication with Counsel; Work product	
RD\0000060588			1/2/2018	Document1 [Compatibility Mode].doc							Communication with Counsel; Work product	
RD\0000060591			1/3/2018	Draft December 29, 2017 Board Minutes.doc							Communication with Counsel; Work product	
RD\0000060592	RD\0000060593	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	
RD\0000060594	RD\0000060595	1/3/2018		8K and press release [01.03.18 C].msg	8K and press release	bonnerrm@gtlaw.com	Unspecified Sender	ferrariom@gtlaw.com; Ellen Cotter <Ellen.Cotter@readingrdi.com>			Communication with Counsel; Work product	
RD\0000060596	RD\0000060597	1/3/2018		8K and press release 01.03.18 C].msg	8K and press release	bonnerrm@gtlaw.com	Craig Tompkins	ferrariom@gtlaw.com; Ellen Cotter <Ellen.Cotter@readingrdi.com>			Communication with Counsel; Work product	
RD\0000060607			12/27/2017	421035975_v2_2017 12 29 Agenda BOD Meeting Re Compensation (3).DOCX							Communication with Counsel; Work product	
RD\0000060609	RD\0000060612;	12/28/2017		2017 12 29 Agenda BOD Meeting Re Compensation.DOCX, msg	2017 12 29 Agenda BOD Meeting Re Compensation.DOCX	Laura Batista	bonnerrm@gtlaw.com				Communication with Counsel; Work product	
RD\0000060612			12/27/2017	421035975_v2_2017 12 29 Agenda BOD Meeting Re Compensation (3).DOCX							Communication with Counsel; Work product	

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)

RD\0000060614	RD\0000060616	1/4/2018	1/4/2018	ATTORNEY CLIENT COMMUNICATION - Press Release [01.04.18 A].msg	ATTORNEY CLIENT COMMUNICATION - Press Release	<Ellen.Cotter@readingrdi.com>; Craig Tompkins <Craig.Tompkins@readingrdi.com>; mark.ferrario (ferrario@gtlaw.com); bonnerrm@gtlaw.com; Gross, Matthew<mrgross@joelefrank.com>	Susan Villeda	reading-jf<reading-jf@joelefrank.com>	Communication with Counsel; Work product	Communication regarding draft Press Release
RD\0000060616		1/4/2018	1/4/2018	2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - DRAFT 1.4.18 11.22am.docx					Work product	
RD\0000060620		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>; mark.ferrario (ferrario@gtlaw.com); mrgross@joelefrank.com	bonnerrm@gtlaw.com	reading-jf@joelefrank.com	Communication with Counsel; Work product	Communication regarding draft Press Release
RD\0000060623	RD\0000060625	1/4/2018	1/4/2018	ATTORNEY CLIENT COMMUNICATION - Press Release [01.04.18].msg	ATTORNEY CLIENT COMMUNICATION - Press Release	Gross, Matthew<mrgross@joelefrank.com>; Susan Villeda <susan.villeda@readingrdi.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>; mark.ferrario (ferrario@gtlaw.com); bonnerrm@gtlaw.com	Craig Tompkins	reading-jf<reading-jf@joelefrank.com>	Communication with Counsel; Work product	Communication regarding draft Press Release
RD\0000060625			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	

EIDC 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)

RD0000060627		1/4/2018		ATTORNEY CLIENT COMMUNICATION [01.03.18 B].msg	ATTORNEY CLIENT COMMUNICATION	'Reading-JF@joelfrank.com'; mark ferrario (ferrario@gtlaw.com); bonnerrm@gtlaw.com; Craig Tompkins <Craig.Tompkins@readingrdi.com>	Ellen Cotter				Communication with Counsel; Work product	Communication regarding draft Press Release
RD0000060628		1/4/2018		ATTORNEY CLIENT COMMUNICATION [01.04.17 A].msg	ATTORNEY CLIENT COMMUNICATION	Gross, Matthew <migross@joelfrank.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>	Craig Tompkins	reading-jf <reading-jf@joelfrank.com>; mark ferrario (ferrario@gtlaw.com); bonnerrm@gtlaw.com			Communication with Counsel; Work product	Communication regarding draft Press Release
RD0000060630		1/4/2018		2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - DRAFT (JF COMMENTS) (0094364x426CA).DOCX							Communication with Counsel; Work product	
RD0000060632		1/4/2018		2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - DRAFT (Tompkins Comments).docx							Communication with Counsel; Work product	
RD0000060633		1/4/2018		ATTORNEY CLIENT COMMUNICATION [01.04.18 D].msg	ATTORNEY CLIENT COMMUNICATION	Craig Tompkins <Craig.Tompkins@readingrdi.com>; migross@joelfrank.com; Ellen Cotter <Ellen.Cotter@readingrdi.com>	bonnerrm@gtlaw.com	reading-jf@joelfrank.com; ferrario@gtlaw.com			Communication with Counsel; Work product	Communication regarding draft Press Release
RD0000060635		1/4/2018		ATTORNEY CLIENT COMMUNICATION [01.04.18 D].msg	ATTORNEY CLIENT COMMUNICATION	Craig Tompkins <Craig.Tompkins@readingrdi.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>	Gross, Matthew	reading-jf <reading-jf@joelfrank.com>; mark ferrario (ferrario@gtlaw.com); bonnerrm@gtlaw.com			Communication with Counsel; Work product	Communication regarding draft Press Release

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)

RD\0000060636	12/22/2017		Board Time check.msg	Board Time check	Laura Batista <Laura.Batista@readingrdi.com>	bonnerm@gtlaw.com	ferrario@gtlaw.com; cowdenti@gtlaw.com; Ellen Cotter <Ellen.Cotter@readingrdi.com>; Craig Tompkins <Craig.Tompkins@readingrdi.com>	Communication with Counsel; Work product	Communication regarding scheduling Board Meeting
RD\0000060649			20150921 Compensation & Stock Option Committee Minutes.pdf						
RD\0000060650			20150612 BOD Minutes.pdf					Attachment to Privileged Communication	
RD\0000060651			20150529 BOD Minutes.pdf					Attachment to Privileged Communication	
RD\0000060652			20150521 BOD Minutes.pdf					Attachment to Privileged Communication	
RD\0000060679			421037223_V 4_Reading International, Inc. Minutes of the Board Minutes of the Board	1/3/2018				Work product	
RD\0000060709			421037223_V 4_Reading International, Inc. Minutes of the Board						
RD\0000060756			1/3/2018 Minutes of the Board						
RD\0000060757			1/18/2018 Document1.docx					Work product	
RD\0000060762			1/18/2018 Document1.docx					Work product	
RD\0000060763			1/18/2018 Document1.docx					Work product	
RD\0000060766			1/18/2018 Document1.docx					Work product	
RD\0000060767			1/18/2018 Document1.docx					Work product	
RD\0000060770			1/18/2018 Document1.docx					Work product	
RD\0000060771			1/18/2018 Document1.docx					Work product	

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

RD0000060775			1/4/2018	2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - DRAFT.docx						Work product	
RD0000060776			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	
RD0000060777		12/26/2017		Draft your your review [12.26.17 A].msg	Ellen Cotter <Ellen.Cotter@readingrdi.com>	bonnerrm@gtlaw.com	Craig Tompkins <Craig.Tompkins@readingrdi.com>; ferrariom@gtlaw.com; cowdent@gtlaw.com; wgould@troygould.com	Communication regarding draft Board Meeting Materials			
RD0000060780		12/26/2017		Draft your your review.msg	Craig Tompkins <Craig.Tompkins@readingrdi.com>	bonnerrm@gtlaw.com	Ellen Cotter <Ellen.Cotter@readingrdi.com>; ferrariom@gtlaw.com; cowdent@gtlaw.com; wgould@troygould.com	Communication regarding notice and agenda for upcoming Board Meeting			
RD0000060781		12/28/2017		Final Version .msg 2017 12 29 Agenda BOD Meeting Re Compensation_Final. docx	bonnerrm@gtlaw.com	Laura Batista	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Craig Tompkins <Craig.Tompkins@readingrdi.com>	Communication with Counsel; Work product			
RD0000060782			12/28/2017		bonnerrm@gtlaw.com; cowdent@gtlaw.com; brewerjn@gtlaw.com; ferrariom@gtlaw.com; hendricksk@gtlaw.com			Communication regarding draft letter re Special Board Meeting			
RD0000060790		12/27/2017		For Bill Gould to sign [12.26.17 D].msg	Craig Tompkins <Craig.Tompkins@readingrdi.com>	bonnerrm@gtlaw.com	cowdent@gtlaw.com; brewerjn@gtlaw.com; ferrariom@gtlaw.com; hendricksk@gtlaw.com	Communication with Counsel; Work product			
RD0000060798		12/27/2017		For Bill Gould to sign [12.26.17].msg	Craig Tompkins <Craig.Tompkins@readingrdi.com>	bonnerrm@gtlaw.com		Communication regarding board meeting, notice and ratification process			

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)

RD0000060802	12/27/2017			For Bill Gould to sign [12.27.17 B].msg	For Bill Gould to sign	bonnerrm@gtlaw.com; brewerj@gtlaw.com; ferrariom@gtlaw.com; Craig Tompkins <Craig.Tompkins@readingrdi.co m>; hendricks@gtlaw.com	cowdent@gtlaw.com			Communication with Counsel; Work product	Communication regarding draft letter re Special Board Meeting
RD0000060810	12/27/2017			For Bill Gould to sign.msg	For Bill Gould to sign	bonnerrm@gtlaw.com	brewerj@gtlaw.com		cowdent@gtlaw.com; ferrariom@gtlaw.com; Craig Tompkins <Craig.Tompkins@readingrdi.com >; hendricks@gtlaw.com	Communication with Counsel; Work product	Communication regarding draft letter re Special Board Meeting
RD0000060822	1/3/2018			Minutes. [01.03.18].msg	Minutes.	Craig Tompkins <Craig.Tompkins@readingrdi.co m>	bonnerrm@gtlaw.com		ferrariom@gtlaw.com; Ellen Cotter <Ellen.Cotter@readingrdi.com>; jacksons@gtlaw.com	Communication with Counsel; Work product	Communication regarding draft Board Minutes
RD0000060823	12/15/2017			Misc [12.15.17].msg	Misc	bonnerrm@gtlaw.com	Craig Tompkins		Ellen Cotter <Ellen.Cotter@readingrdi.com>; ferrariom@gtlaw.com	Communication with Counsel; Work product	Communication regarding ratification process
RD0000060824	12/15/2017			Misc.msg	Misc	Craig Tompkins <Craig.Tompkins@readingrdi.co m>	bonnerrm@gtlaw.com		Ellen Cotter <Ellen.Cotter@readingrdi.com>; ferrariom@gtlaw.com	Communication with Counsel; Work product	Communication regarding ratification process
RD0000060829	1/4/2018			2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - DRAFT 1.4.18 11.53am.docx						Work product	
RD0000060843	12/27/2017			Ratification [12.27.17].msg	Ratification	Michael J. Bonner <bonnerrm@gtlaw.com>; ferrariom@gtlaw.com	Craig Tompkins		Ellen Cotter <Ellen.Cotter@readingrdi.com>; cowdent@gtlaw.com	Communication with Counsel; Work product	
RD0000060846	12/27/2017			Ratification.msg	Ratification	Craig Tompkins <Craig.Tompkins@readingrdi.co m>; ferrariom@gtlaw.com	bonnerrm@gtlaw.com		Ellen Cotter <Ellen.Cotter@readingrdi.com>; cowdent@gtlaw.com	Communication with Counsel; Work product	

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)

RD0000060855			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (2).DOC						Work product	
RD0000060856			1/3/2018	421037223_v 1_GTRedline_421037 223v1 - 421037223v4.pdf						Communication with Counsel; Work product	
				421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (2).DOC						Work product	
RD0000060862			1/3/2018	421037223_v 1_GTRedline_421037 223v1 - 421037223v4.pdf						Communication with Counsel; Work product	
RD0000060863			1/3/2018	Reading International Inc. Minutes of the Board of Directors Meeting December 29 2017 [01.03.18].msg				Craig Tompkins <Craig.Tompkins@readingrdi.co m>; jackson@gtlaw.com; ferraiom@gtlaw.com; cowdent@gtlaw.com	bonnem@gtlaw.com	Communication with Counsel; Work product	
RD0000060872		1/3/2018							Ellen Cotter <Ellen.Cotter@readingrdi.com>	Communication with Counsel; Work product	
RD0000060876			1/18/2018	421037223_v 2_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017.DOCX						Work product	

EIDC 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)

RD0000060879			1/18/2018	421037223_v 2_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017.DOCX					Work product	
RD0000060886			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (3).DOC					Work product	
RD0000060889			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Direct....doc					Work product	
RD0000060892			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (3).DOC					Work product	
RD0000060895			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Direct....doc					Work product	
RD0000060898			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Direct....doc					Work product	

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

RD0000060899	RD0000060901	1/3/2018		Revised draft; Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Craig Tompkins <Craig.Tompkins@readingrdi.com>	jackson@gtlaw.com		Communication with Counsel; Work product	
RD0000060901			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017.doc				Work product	
RD0000060904		12/27/2017		Sent on Behalf of Ellen Cotter - CONFIDENTIAL	Craig Tompkins <Craig.Tompkins@readingrdi.com>	bonnerrm@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
RD0000060907		12/13/2017		Special Committee [12.12.17 A].msg	bonnerrm@gtlaw.com; ferrarion@gtlaw.com	Craig Tompkins	Ellen Cotter <Ellen.Cotter@readingrdi.com>	Communication with Counsel; Work product	Communication regarding Ratification process
RD0000060911		12/13/2017		Special Committee.msg	Craig Tompkins <Craig.Tompkins@readingrdi.com>	ferrarion@gtlaw.com	bonnerrm@gtlaw.com; Ellen Cotter <Ellen.Cotter@readingrdi.com>	Communication with Counsel; Work product	Communication regarding Ratification process
RD0000060928		12/27/2017		use of Executive Committee [12.27.17 A].msg	Craig Tompkins <Craig.Tompkins@readingrdi.com>	cowdent@gtlaw.com	bonnerrm@gtlaw.com; hendricks@gtlaw.com; ferrarion@gtlaw.com	Communication with Counsel; Work product	
RD0000060930		12/27/2017		use of Executive Committee [12.27.17 B].msg	Craig Tompkins <Craig.Tompkins@readingrdi.com>	cowdent@gtlaw.com	bonnerrm@gtlaw.com	Communication with Counsel; Work product	
RD0000060932		12/27/2017		use of Executive Committee [12.27.18].msg	cowdent@gtlaw.com	Craig Tompkins	bonnerrm@gtlaw.com; hendricks@gtlaw.com; ferrarion@gtlaw.com	Communication with Counsel; Work product	
RD0000060936		12/27/2017		use of Executive Committee.msg	Craig Tompkins <Craig.Tompkins@readingrdi.com>	cowdent@gtlaw.com	bonnerrm@gtlaw.com; hendricks@gtlaw.com; ferrarion@gtlaw.com	Communication with Counsel; Work product	

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)

RD0000060944	1/3/2018		who can work with GT today [01.02.18 BJ].msg	who can work with GT today	Craig Tompkins <Craig.Tompkins@readingrdi.com>; bonnerrm@gtlaw.com	cowdent@gtlaw.com	ferrarion@gtlaw.com	Communication with Counsel; Work product	Communication regarding draft Board Meeting Minutes & draft Motion to Dismiss
RD0000060949	1/3/2018		who can work with GT today [01.02.18 EJ].msg	who can work with GT today	bonnerrm@gtlaw.com	cowdent@gtlaw.com	ferrarion@gtlaw.com; Craig Tompkins <Craig.Tompkins@readingrdi.com>	Communication with Counsel; Work product	Communication regarding draft Board Meeting Minutes & draft Motion to Dismiss
RD0000060953		1/2/2018	Document1 [Compatibility Mode].doc					Communication with Counsel; Work product	
RD0000060956		1/3/2018	Draft December 29, 2017 Board Minutes.doc					Communication with Counsel; Work product	
RD0000060959		1/3/2018	Draft December 29, 2017 Board Minutes.doc					Communication with Counsel; Work product	
RD0000060964	1/3/2018		who can work with GT today [01.02.18 KJ].msg	who can work with GT today	cowdent@gtlaw.com	bonnerrm@gtlaw.com	ferrarion@gtlaw.com; Craig Tompkins <Craig.Tompkins@readingrdi.com>	Communication with Counsel; Work product	Communication regarding draft Board Meeting Minutes
RD0000060966	1/2/2018	RD0000060968	who can work with GT today [01.02.18 LJ].msg	who can work with GT today	cowdent@gtlaw.com	bonnerrm@gtlaw.com	ferrarion@gtlaw.com; Craig Tompkins <Craig.Tompkins@readingrdi.com>	Communication with Counsel; Work product	Communication regarding draft Board Meeting Minutes
RD0000060968		1/2/2018	Document1 [Compatibility Mode].doc					Communication with Counsel; Work product	
RD0000060971		1/3/2018	Draft December 29, 2017 Board Minutes.doc					Communication with Counsel; Work product	

EXHIBIT 2

ELECTRONICALLY SERVED
5/30/2018 4:37 PM

EIDC Case No. A-15-719860
Reading International's Privilege Log
May 30, 2018

Control Number	AttachIDs	Date Sent	Date Created	FileName	Email Subject	Email To	Email From	Email CC	Privilege
RD0000063415	RD0000063416;R DI0000063417	4/4/2018		Board Minutes - December 29, 2017.msg	Board Minutes - December 29, 2017	Michael Bonner (bonnerm@gtlaw.co m)	Susan Villeda <susan.villeda@readi ngrdi.com>	Ellen Cotter <Ellen.Cotter@readin grdi.com>; Craig Tompkins <Craig.Tompkins@rea dingrdi.com>	Communication with Counsel; Work product
RD0000063416			2/23/2018	Directors Meeting Minutes - FINAL.pdf					Work Product
RD0000063417			4/2/2018	2018 03 09 - RDI Board of Directors Meeting Minutes - FINAL.docx					Work Product
RD0000063431	RD0000063432	3/14/2018		2017 Form 10-K review.msg	2017 Form 10-K review	Michael Bonner (bonnerm@gtlaw.co m)	Susan Villeda <susan.villeda@readi ngrdi.com>	Craig Tompkins Communication with Counsel; Work product	Work Product
RD0000063432			3/14/2018	Extract of Risk Factors and Note 12 - version 3.13.2018 5.40 pm.docx					Work Product
RD0000063451	RD0000063452	3/7/2018		RE: 10K.msg DRAFT 2017 10K FY_Taxonomy2017 Draft for BAC.DOCX	RE: 10K	Craig Tompkins <Craig.Tompkins@rea dingrdi.com>; bonnerm@gtlaw.com	Susan Villeda <susan.villeda@readi ngrdi.com>	Dev Ghose <Dev.Ghose@reading rdi.com>	Communication with Counsel; Work product
RD0000063452			3/2/2018			bonnerm@gtlaw.com ; Ellen Cotter <Ellen.Cotter@readin grdi.com>; Craig Tompkins <Craig.Tompkins@rea dingrdi.com>	Susan Villeda <susan.villeda@readi ngrdi.com>		Work Product
RD0000063463	RD0000063464	2/23/2018		RE: press release.msg	RE: press release				Communication with Counsel; Work product

EJDC Case No. A-15-719860
Reading International's Privilege Log
May 30, 2018

Control Number	AttachIDs	Date Sent	Date Created	FileName	Email Subject	Email To	Email From	Email CC	Privilege
RD0000063464			2/23/2018	2018-02-23 Form 8K - Annoucement of Appt of Temp TAL re Cotter Living Trust litigation - DRAFT v.2.docx					Work Product
RD0000063465	RD0000063466	2/23/2018		8-K Filing.msg	8-K Filing	bonnrm@gtlaw.com	Susan Villeda <susan.villeda@readi ngrdi.com>	Craig Tompkins <Craig.Tompkins@rea dingrdi.com>; Ellen Cotter <Ellen.Cotter@readin grdi.com>; Laura Batista <Laura.Batista@readi ngrdi.com>	Communication with Counsel; Work product
RD0000063466			2/23/2018	2018-02-23 Form 8K - Annoucement of Appt of Temp TAL re Cotter Living Trust litigation - DRAFT v.3 11.40am.docx					Work Product
RD0000063467	RD0000063468	2/23/2018		Draft 8-K filing.msg	Draft 8-K filing	Craig Tompkins <Craig.Tompkins@rea dingrdi.com>	Susan Villeda <susan.villeda@readi ngrdi.com>		Communication with Counsel; Work product
RD0000063468			2/23/2018	2018-02-23 Form 8K - Annoucement of Appt of Temp TAL re Cotter Living Trust litigation - DRAFT v.2.docx					Work Product
RD0000063469	RD0000063470	2/23/2018		Press Release - Appointment of TAL.msg	Press Release - Appointment of TAL	Andrzej Matczynski <Andrzej.Matczynski @readingrdi.com>; Dev Ghose <Dev.Ghose@reading rdi.com>	Susan Villeda <susan.villeda@readi ngrdi.com>	Craig Tompkins <Craig.Tompkins@rea dingrdi.com>; Ellen Cotter <Ellen.Cotter@readin grdi.com>	Communication with Counsel; Work product

EJDC Case No. A-15-719860
Reading International's Privilege Log
May 30, 2018

Control Number	AttachIDs	Date Sent	Date Created	FileName	Email Subject	Email To	Email From	Email CC	Privilege
RD0000063470			2/23/2018	2018-02-22 Reading Announces CA Court's Appointment of Temp TAL re Cotter Living Trust litigation - FINAL.docx					Work Product
RD0000063472	RD0000063473	2/23/2018		FW: 2018-02-22 Reading Announces CA Court's Appointment of Temp TAL re Cotter Living Trust litigation.docx.msg	FW: 2018-02-22 Reading Announces CA Court's Appointment of Temp TAL re Cotter Living Trust litigation.docx	Craig Tompkins <Craig.Tompkins@readingrdi.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>	Susan Villeda <susan.villeda@readingrdi.com>	Laura Batista <Laura.Batista@readingrdi.com>	Communication with Counsel; Work product
RD0000063473			2/23/2018	2018-02-22 Reading Announces CA Court's Appointment of Temp TAL re Cotter Living Trust litigation.docx					Work Product
RD0000063474	RD0000063475	2/23/2018		FW: 2018-02-22 Reading Announces CA Court's Appointment of Temp TAL re Cotter Living Trust litigation.docx.msg	FW: 2018-02-22 Reading Announces CA Court's Appointment of Temp TAL re Cotter Living Trust litigation.docx	Craig Tompkins <Craig.Tompkins@readingrdi.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>	Susan Villeda <susan.villeda@readingrdi.com>		Communication with Counsel; Work product
RD0000063475			2/23/2018	2018-02-22 Reading Announces CA Court's Appointment of Temp TAL re Cotter Living Trust litigation.docx					Work Product
RD0000063476	RD0000063477	2/23/2018		Press Release .msg	Press Release	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Susan Villeda <susan.villeda@readingrdi.com>		Work Product
RD0000063477			2/23/2018	2018-02-22 Reading Announces CA Court's Appointment of Temp TAL re Cotter Living Trust litigation.docx					Communication with Counsel; Work product

EJDC Case No. A-15-719860
Reading International's Privilege Log
May 30, 2018

Control Number	AttachIDs	Date Sent	Date Created	FileName	Email Subject	Email To	Email From	Email CC	Privilege
RD0000063478	RD0000063479	2/23/2018		RE: Draft Press Release V2.msg 2018-02-22 Reading Announces CA Court's Appointment of Temp TAL re Cotter Living Trust litigation.docx	RE: Draft Press Release V2	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Susan Villeda <susan.villeda@readingrdi.com>		Communication with Counsel; Work product
RD0000063479			2/23/2018						
RD0000063480	RD0000063481	2/22/2018		RE: Draft Press Release V2.msg 2018-02-22 Reading Announces CA Court's Appointment of Temp TAL re Cotter Living Trust litigation.docx	RE: Draft Press Release V2	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Susan Villeda <susan.villeda@readingrdi.com>		Work Product Communication with Counsel; Work product
RD0000063481			2/22/2018						Work Product
						Ellen Cotter <Ellen.Cotter@readingrdi.com>; Craig Tompkins <Craig.Tompkins@readingrdi.com>; mark ferrario (ferrario@gtlaw.com); bonnerrm@gtlaw.com ; 'Gross, Matthew' <mrgross@joelefrank.com>			Communication with Counsel; Work product
RD0000063542	RD0000063544	1/4/2018		ATTORNEY CLIENT COMMUNICATION - Press Release.msg	ATTORNEY CLIENT COMMUNICATION - Press Release		Susan Villeda	reading-jf <reading-jf@joelefrank.com>	Communication with Counsel; Work product
RD0000063544			1/4/2018	2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - DRAFT 1.4.18 11.22am.docx					Work Product

EJDC Case No. A-15-719860
Reading International's Privilege Log
May 30, 2018

Control Number	AttachIDs	Date Sent	Date Created	FileName	Email Subject	Email To	Email From	Email CC	Privilege
RD00000063545	RD00000063548;R D00000063549	1/4/2018		Draft Press Release-- Update on Court Ruling.msg	Draft Press Release-- Update on Court Ruling	Ellen Cotter; Craig Tompkins; 'bonnerrm@gtlaw.co m'	Susan Villeda		Communication with Counsel; Work product
RD00000063548			1/4/2018	2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - DRAFT.docx					Work Product
RD00000063549			1/4/2018	2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - comparison to GT draft 1.3.18.docx					Work Product
RD00000064872		12/22/2017		Call re: Letter for Special Meeting re ratification.msg	Call re: Letter for Special Meeting re ratification	Craig Tompkins <Craig.Tompkins@rea dingrdi.com>	rosehilla@gtlaw.com	Susan Villeda <Susan.villeda@readi ngrdi.com>; bonnerrm@gtlaw.com	Communication with Counsel; Work product
RD00000064874		12/22/2017		Call re: Letter for Special Meeting re ratification.msg	Call re: Letter for Special Meeting re ratification	Susan Villeda <Susan.villeda@readi ngrdi.com>	rosehilla@gtlaw.com	Craig Tompkins <Craig.Tompkins@rea dingrdi.com>; bonnerrm@gtlaw.com bonnerrm@gtlaw.com	Communication with Counsel; Work product
RD00000064885		1/9/2017		Alternative Litigation Resolution Approaches.msg	Alternative Litigation Resolution Approaches	Craig Tompkins <Craig.Tompkins@rea dingrdi.com>	rosehilla@gtlaw.com	ferrariom@gtlaw.com ; Ellen Cotter <Ellen.Cotter@readin gdrdi.com>	Communication with Counsel; Work product

EJDC Case No. A-15-719860
Reading International's Privilege Log
May 30, 2018

Control Number	Attachments	Date Sent	Date Created	FileName	Email Subject	Email To	Email From	Email CC	Privilege
RD00000064888		1/9/2017		Alternative Litigation Resolution Approaches.msg	Alternative Litigation Resolution Approaches	Craig Tompkins <Craig.Tompkins@readingrdi.com>	rosehilla@gtlaw.com	bonnerm@gtlaw.com ; ferrariom@gtlaw.com ; Ellen Cotter <Ellen.Cotter@readingrdi.com>	Communication with Counsel; Work product
RD00000064891		1/7/2017		Alternative Litigation Resolution Approaches.msg	Alternative Litigation Resolution Approaches	Craig Tompkins <Craig.Tompkins@readingrdi.com>; bonnerm@gtlaw.com	ferrariom@gtlaw.com ; Ellen Cotter <Ellen.Cotter@readingrdi.com>		Communication with Counsel; Work product
RD00000065239		5/3/2018		Untitled Message.msg		Michael Bonner (mbonner@kbr.com)	Craig Tompkins <Craig.Tompkins@readingrdi.com>		Communication with Counsel; Work product
RD00000065240			5/2/2018	2018 Q1 Taxonomy2017 May 01 sent to Jill (SCT Comments).docx					
RD00000065456	RD00000065457	5/7/2018		FW: 10-Q legal section comments.msg	FW: 10-Q legal section comments	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Matt Elwell <Matt.Elwell@readingrdi.com>	David O'Hagan <David.O'Hagan@readingrdi.com>	Communication with Counsel; Work product
RD00000065457			5/6/2018	07052018102221-0001.pdf					Work Product
RD00000065936	RD00000065937	12/28/2017		Final Version .msg 2017 12 29 Agenda BOD Meeting Re Compensation_Final.doc	Final Version	bonnerm@gtlaw.com	Laura Batista	Ellen Cotter <Ellen.Cotter@readingrdi.com>; Craig Tompkins <Craig.Tompkins@readingrdi.com>	Communication with Counsel; Work product
RD00000065937			12/28/2017	x					Work Product

EIDC Case No. A-15-719860
Reading International's Privilege Log
May 30, 2018

Control Number	AttachIDs	Date Sent	Date Created	FileName	Email Subject	Email To	Email From	Email CC	Privilege
RD00000065939	RD00000065940	12/27/2017		Sent on Behalf of Ellen Cotter: DRAFT BOD Agenda & Special Board Meeting.msg	Sent on Behalf of Ellen Cotter: DRAFT BOD Agenda & Special Board Meeting	bonnerrm@gtlaw.com	Laura Batista	Ellen Cotter <Ellen.Cotter@readin grdi.com>; Craig Tompkins <Craig.Tompkins@rea dingrdi.com>	Communication with Counsel; Work product
RD00000065940			12/26/2017	2017 12 29 Agenda BOD Meeting Re Compensation.docx					Work Product
RD00000065942	RD00000065943	12/27/2017		Board agenda .msg	Board agenda.	Craig Tompkins <Craig.Tompkins@rea dingrdi.com>	Laura Batista	Ellen Cotter <Ellen.Cotter@readin grdi.com>	Communication with Counsel; Work product
RD00000065943			12/26/2017	2017 12 29 Agenda BOD Meeting Re Compensation.docx					Work Product
RD00000066745	RD00000066747	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@rea dingrdi.com>	jacksonc@gtlaw.com		Communication with Counsel; Work product
RD00000066747			1/3/2018	421037223_v4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017.msg					Work Product
RD00000066748	RD00000066750	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	Terranion@gtlaw.com ; cowdent@gtlaw.com; Craig Tompkins <Craig.Tompkins@rea dingrdi.com>; davidarmille@quinne manuel.com	jacksonc@gtlaw.com	bonnerrm@gtlaw.com ; rosehilla@gtlaw.com	Communication with Counsel; Work product

EIDC Case No. A-15-719860
Reading International's Privilege Log
May 30, 2018

Control Number	AttachIDs	Date Sent	Date Created	FileName	Email Subject	Email To	Email From	Email CC	Privilege
RD\0000066750			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Direct....doc		ferrariom@gtlaw.com			Work Product
RD\0000066751	RD\0000066753	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	cowdent@gtlaw.com; Craig Tompkins <Craig.Tompkins@readingrdi.com>; davidarmillei@quinnemanuel.com	jacksonc@gtlaw.com	bonnerrm@gtlaw.com ; rosehilla@gtlaw.com	Communication with Counsel; Work product
RD\0000066753			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (3).DOC					Work Product
RD\0000066754	RD\0000066756; RD\0000066757	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	ferrariom@gtlaw.com ; cowdent@gtlaw.com; Craig Tompkins <Craig.Tompkins@readingrdi.com>	jacksonc@gtlaw.com	bonnerrm@gtlaw.com	Communication with Counsel; Work product
RD\0000066756			1/3/2018	421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (2).DOC					Work Product

EJDC Case No. A-15-719860
Reading International's Privilege Log
May 30, 2018

Control Number	Attachments	Date Sent	Date Created	FileName	Email Subject	Email To	Email From	Email CC	Privilege
RD000006757			1/3/2018	421038703_v 1_GTRedline_421037223 v1 - 421037223v4.pdf					Work Product
RD0000067048	RD0000067049;R DI0000067050	2/23/2018		RE: Press Release.msg 2018-02-22 Reading Announces CA Court's Appointment of Temp TAL re Cott....docx	RE: Press Release	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Gross, Matthew <mrgross@joelefrank.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>; reading-jf <reading-jf@joelefrank.com>	Communication with Counsel; Work product
RD0000067049			2/23/2018	2018-02-22 Reading Announces CA Court's Appointment of Temp TAL re Cott....docx					Work Product
RD0000067050			2/23/2018	2018-02-22 Reading Announces CA Court's Appointment of Temp TAL re Cott....pdf					Work Product
RD0000067051		1/4/2018		ATTORNEY CLIENT COMMUNICATION.msg	ATTORNEY CLIENT COMMUNICATION	Craig Tompkins <Craig.Tompkins@readingrdi.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>	Gross, Matthew	reading-jf <reading-jf@joelefrank.com>; mark ferrario (ferrario@gtlaw.com); bonnerm@gtlaw.com	Communication with Counsel; Work product

EIDC Case No. A-15-719860
Reading International's Privilege Log
May 30, 2018

Control Number	Attachments	Date Sent	Date Created	FileName	Email Subject	Email To	Email From	Email CC	Privilege
RD00000067052	RD00000067053	1/4/2018		ATTORNEY CLIENT COMMUNICATION.msg	ATTORNEY CLIENT COMMUNICATION	Craig Tompkins <Craig.Tompkins@readingrdi.com>; Ellen Cotter <Ellen.Cotter@readingrdi.com>; mark ferrario (ferrario@gtlaw.co m); bonnerrm@gtlaw.com ; Susan Villeda <Susan.villeda@readingrdi.com>	Gross, Matthew	reading-jf <reading-jf@joelefrank.com>	Communication with Counsel; Work product
RD00000067053			1/4/2018	2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - DRAFT (JF COMMENTS) (00943644x425CA).DOCX				reading-jf <reading-jf@joelefrank.com>; mark ferrario (ferrario@gtlaw.co m); bonnerrm@gtlaw.com ; Craig Tompkins <Craig.Tompkins@readingrdi.com>	Work Product
RD00000067054		1/4/2018		ATTORNEY CLIENT COMMUNICATION.msg	ATTORNEY CLIENT COMMUNICATION	Ellen Cotter <Ellen.Cotter@readingrdi.com>	Gross, Matthew	bonnerrm@gtlaw.com ; Craig Tompkins <Craig.Tompkins@readingrdi.com>	Communication with Counsel; Work product
RD00000067080		12/27/2017		Special Board Meeting .msg	Special Board Meeting	Ellen Cotter <Ellen.Cotter@readingrdi.com>	Gould, William D.	Craig Tompkins <Craig.Tompkins@readingrdi.com>; bonnerrm@gtlaw.com	Communication with Counsel; Work product

EIDC Case No. A-15-719860
Reading International's Privilege Log
May 30, 2018

Control Number	Attachments	Date Sent	Date Created	FileName	Email Subject	Email To	Email From	Email CC	Privilege
RD0000067247		4/21/2018		Re: Derivative Litigation.msg	Re: Derivative Litigation	Craig Tompkins <Craig.Tompkins@readingrdi.com>	ferrariom@gtlaw.com	christayback@quinne manuel.com; Ellen Cotter <Ellen.Cotter@readingrdi.com>; bonnerrm@gtlaw.com	Communication with Counsel; Work product
RD0000067248		4/21/2018		Re: Availability of Injunctive Relief.msg	Re: Availability of Injunctive Relief	Craig Tompkins <Craig.Tompkins@readingrdi.com>	ferrariom@gtlaw.com	hendricks@gtlaw.com; Ellen.Cotter <Ellen.Cotter@readingrdi.com>	Communication with Counsel; Work product
RD0000067252		1/29/2018		Re: To do list.msg	Re: To do list	Craig Tompkins <Craig.Tompkins@readingrdi.com>	ferrariom@gtlaw.com	manuel.com; marshallsearcy@quinne manuel.com; bonnerrm@gtlaw.com ; Ellen.Cotter <Ellen.Cotter@readingrdi.com>	Communication with Counsel; Work product
RD0000067253		1/22/2018		RE: Discovery Matterse.msg	RE: Discovery Matterse	Craig Tompkins <Craig.Tompkins@readingrdi.com>	ferrariom@gtlaw.com	Ellen.Cotter <Ellen.Cotter@readingrdi.com>; Margaret Cotter <margaret.cotter@readingrdi.com>; bonnerrm@gtlaw.com ; hendricks@gtlaw.com	Communication with Counsel; Work product

EIDC Case No. A-15-719850
Reading International's Privilege Log
May 30, 2018

Control Number	AttachIDs	Date Sent	Date Created	FileName	Email Subject	Email To	Email From	Email CC	Privilege
RD10000067258		12/13/2017		Special Committee.msg	Special Committee	Craig Tompkins <Craig.Tompkins@read dingrdi.com>	ferrariom@gtlaw.com	bonnerrm@gtlaw.com ; Ellen Cotter <Ellen.Cotter@readin grdi.com>	Communication with Counsel; Work product
RD10000067300	RD10000067302	12/7/2016		the option memo.msg	the option memo	Craig Tompkins <Craig.Tompkins@rea dingrdi.com>; marshallsearcy@quin nemanuel.com; christayback@quinne manuel.com	ferrariom@gtlaw.com		Communication with Counsel; Work product
RD10000067302			12/17/2015	420594623_v 1_420524398_v 11_Reading Int.] - Memo Re_ Exercise of Option.....pdf					Work Product
RD10000067462	RD10000067463	3/12/2018		FW: 10K as at March 11.msg	FW: 10K as at March 11	bonnerrm@gtlaw.com ; Craig Tompkins <Craig.Tompkins@rea dingrdi.com>	Ellen Cotter <Ellen.Cotter@readin grdi.com>		Communication with Counsel; Work product
RD10000067463			3/11/2018	2017 10K FY_Taxonomy2017 as at 20180311.docx					Work Product
RD10000067464	RD10000067465;R D10000067466	3/11/2018		DRAFT 10K.msg	DRAFT 10K	ferrariom@gtlaw.com ; bonnerrm@gtlaw.com	Ellen Cotter <Ellen.Cotter@readin grdi.com>	Craig Tompkins <Craig.Tompkins@rea dingrdi.com>	Communication with Counsel; Work product
RD10000067465			3/8/2018	Litigation Disclosure Update (03.08.18) V2.doc					Work Product
RD10000067466			3/8/2018	Risk Factors Update (03.08.18) V2.doc					Work Product

EJDC Case No. A-15-719860
Reading International's Privilege Log
May 30, 2018

Control Number	Attachments	Date Sent	Date Created	FileName	Email Subject	Email To	Email From	Email CC	Privilege
RD10000067468	RD10000067469	3/2/2018		Comments on first few pages of 10K.msg	Comments on first few pages of 10K	<Dev.Ghose@readingrdi.com>; David O'Hagan <David.O'Hagan@readingrdi.com>; Andrzej Matczynski <Andrzej.Matczynski@readingrdi.com>; Craig Tompkins <Craig.Tompkins@readingrdi.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>	Matthew Bourke <Matthew.Bourke@readingrdi.com>; Margaret Cotter <margaret.cotter@readingrdi.com>	Communication with Counsel; Work product
RD10000067469			3/2/2018	FY_Taxonomy2017 March 01 Evening (002).EMC.docx					Work Product
RD10000067470	RD10000067471	3/2/2018		FW: 2017 Year in Review.msg	FW: 2017 Year in Review	bonnerm@gtlaw.com ; ferrarion@gtlaw.com ; Craig Tompkins <Craig.Tompkins@readingrdi.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>		Communication with Counsel; Work product
RD10000067471			3/1/2018	Compensation Committee - 2017 RDI Year in Review_1.pdf		bonnerm@gtlaw.com ; Craig Tompkins <Craig.Tompkins@readingrdi.com>; Laura Batista <Laura.Batista@readingrdi.com>			Work Product
RD10000067528		12/29/2017		Can you review.msg	Can you review		Ellen Cotter		Communication with Counsel; Work product
RD10000067529	RD10000067532	12/28/2017		December 29, 2017 Board Materials.msg	December 29, 2017 Board Materials	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Ellen Cotter		Communication with Counsel; Work product

EJDC Case No. A-15-719860
Reading International's Privilege Log
May 30, 2018

Control Number	AttachIDs	Date Sent	Date Created	FileName	Email Subject	Email To	Email From	Email CC	Privilege
RD0000067532			12/28/2017	421036510_V1_Board Materials 12-29-17 meeting (2).pdf					
RD0000067875	RD0000067876	4/25/2018		FW: 2018 First Quarter Form 10-Q .msg	FW: 2018 First Quarter Form 10-Q	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Dev Ghose <Dev.Ghose@readingrdi.com>	Ellen Cotter <Ellen.Cotter@readingrdi.com>	Work Product Communication with Counsel; Work product
RD0000067876			4/25/2018	2018 Q1_Taxonomy2017 draft April 25 to disclosure committee.docx					Work Product
RD0000067877	RD0000067878	4/20/2018		FW: 10Q First draft.msg	FW: 10Q First draft	Craig Tompkins <Craig.Tompkins@readingrdi.com>	Dev Ghose <Dev.Ghose@readingrdi.com>	Susan Villada <susan.villada@readingrdi.com>; David O'Hagan <David.OHagan@readingrdi.com>; Steve Lucas <Steve.Lucas@readingrdi.com>	Communication with Counsel; Work product
RD0000067878			4/20/2018	2018 Q1_Taxonomy2017 1st draft April 20.docx					Work Product

EJDC Case No. A-15-719860
Reading International's Privilege Log
May 30, 2018

Control Number	AttachIDs	Date Sent	Date Created	FileName	Email Subject	Email To	Email From	Email CC	Privilege
RD\0000067885	RD\0000067886	2/26/2018		Form 10-K for 2017.msg 2017 10K	Form 10-K for 2017	<Ellen.Cotter@readingrdi.com>; Craig Tompkins <Craig.Tompkins@readingrdi.com>; Andrzej Matyczynski <Andrzej.Matyczynski@readingrdi.com>; Robert Smerling <robert.smerling@readingrdi.com>; Margaret Cotter <margaret.cotter@readingrdi.com>; Wayne	Dev Ghose <Dev.Ghose@readingrdi.com>	David O'Hagan <David.OHagan@readingrdi.com>; Matt Elwell <Matt.Elwell@readingrdi.com>	Communication with Counsel; Work product
RD\0000067886			2/26/2018	FY_Taxonomy2017 02-25-2018 evening.docx		<Gary.Yang@readingrdi.com>; Jorge E. Alvarez <jorge.alvarez@readingrdi.com>; Andrzej Matyczynski <Andrzej.Matyczynski@readingrdi.com>; Craig Tompkins <Craig.Tompkins@readingrdi.com>; Gilbert		Steve Lucas <Steve.Lucas@readingrdi.com>; David O'Hagan <David.OHagan@readingrdi.com>; Matt Elwell <Matt.Elwell@readingrdi.com>	Work Product
RD\0000067888	RD\0000067889	2/21/2018		FW: 10K Draft Feb 20 2018.msg	FW: 10K Draft Feb 20 2018	Avanes <gilbert.avanes@readingrdi.com>	Dev Ghose <Dev.Ghose@readingrdi.com>		Communication with Counsel; Work product

Control Number	AttachIds	Date Sent	Date Created	FileName	Email Subject	Email To	Email From	Email CC	Privilege
RD00000067889			2/21/2018	2017 10K FY_Taxonomy2017 Draft sent on Feb 20 2018.docx					
RD00000067991	RD00000067992	5/1/2018		RE: Comments on the 10Q.msg	RE: Comments on the 10Q	Craig Tompkins <Craig.Tompkins@readingrdi.com>	David O'Hagan <David.O'Hagan@readingrdi.com>		Work Product Communication with Counsel; Work product
RD00000067992			5/1/2018	2018 Q1_Taxonomy2017 May 01 sent to Jill.docx					Work Product
RD00000067993	RD00000067994;RD00000067995	3/14/2018		10K and ER as at now.msg	10K and ER as at now	Craig Tompkins <Craig.Tompkins@readingrdi.com>	David O'Hagan <David.O'Hagan@readingrdi.com>	Laura Batista <Laura.Batista@readingrdi.com>	Work Product Communication with Counsel; Work product
RD00000067994			3/14/2018	rdi-2017 Q4 ER for Craig evening of March 13.docx					Work Product
RD00000067995			3/14/2018	2017 10K FY_Taxonomy2017 for Craig evening of March 13.docx					Work Product
						Ellen Cotter <Ellen.Cotter@readingrdi.com>; Dev Ghose <Dev.Ghose@readingrdi.com>; Andrzej Matczynski <Andrzej.Matczynski@readingrdi.com>; Craig Tompkins <Craig.Tompkins@readingrdi.com>		Matthew Bourke <Matthew.Bourke@readingrdi.com>; Margaret Cotter <margaret.cotter@readingrdi.com>	Communication with Counsel; Work product
RD00000067996	RD00000067997	3/2/2018		RE: Comments on first few pages of 10K.msg	RE: Comments on first few pages of 10K	Craig Tompkins <Craig.Tompkins@readingrdi.com>	David O'Hagan <David.O'Hagan@readingrdi.com>		Communication with Counsel; Work product