IN THE SUPREME COURT OF THE STATE OF NEVADA

JAMES J. COTTER, JR., derivatively on behalf of Reading International, Inc., Appellant, v.	Electronically Filed Aug 30 2019 02:30 p.m Supreme Collitabeth No B750/53 Consolidate Clerkth Case None Court 76981, 77648 & 77733
DOUGLAS MCEACHERN, EDWARD KANE, JUDY CODDING, WILLIAM GOULD, MICHAEL WROTNIAK, and nominal defendant READING INTERNATIONAL, INC., A NEVADA CORPORATION Respondents.	District Court Case No. A-15-719860-B Coordinated with: Case No. P-14-0824-42-E

Appeal (77648 & 76981)

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

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

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Attorneys for Appellant James J. Cotter, Jr.

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By: <u>/s/ Gabriela Mercado</u>

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

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

All right. But I'm not giving everybody new time.

What?

MR. FERRARIO: Trial date.

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

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

THE COURT: We've been on 3.

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

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

MR. FERRARIO: We had originally suggested June 4th. 1 2 That's a lot of work we're going to have to do before then. THE COURT: I don't think you're going to make it. 3 4 MR. FERRARIO: Okay. My understanding is you're starting that receiver trial --5 6 THE COURT: Yes. 7 MR. FERRARIO: -- the end of July; right? 8 THE COURT: Yes. 9 MR. FERRARIO: If we could get in before that, then 10 we can -- I know we can make that. 11 THE COURT: How long is it going to take you to try 12 this case, understanding I might have a regular assignment 13 back and have to hear motion practice every day? MR. FERRARIO: Yeah. I just don't see it being more 14 15 than three weeks. I mean, we're going to have a jury probably 16 in two days, I would imagine. I think three weeks is --17 MR. KRUM: 18 THE COURT: Three to four weeks? 19 MR. KRUM: I think three weeks is probably doable, 20 but --21 THE COURT: And you told me that you couldn't start until when because of travel and witnesses? 22 23 MR. KRUM: The week following Fourth of July 24 weekend. 25 THE COURT: When did I set NCIC to start?

1	THE CLERK: [Inaudible].
2	THE COURT: Okay.
3	MR. FERRARIO: That's close. So we could start
4	what week is that, Mark?
5	MS. HENDRICKS: That is July 9th.
6	MR. FERRARIO: July 9th? Okay.
7	That doesn't work for you?
8	MR. SEARCY: I'm not here on July [inaudible].
9	MR. FERRARIO: Let us talk about that, Your Honor,
10	when we get out of here, okay.
11	THE COURT: So if you go after the NCIC people
12	MR. FERRARIO: That'll be late August; right?
13	THE COURT: It's going to take them four weeks.
14	MR. FERRARIO: I talked to those guys the other day.
15	I'm not going to speak for them, but
16	THE COURT: They're trying a malpractice case on the
17	CD, which means I have to try the underlying CD case related
18	to Chateau Versailles and the default judgments that were
19	MR. FERRARIO: That's what that case is about?
20	THE COURT: That's part of what that case is about.
21	MR. FERRARIO: Forget about it.
22	THE COURT: And so that's going to make my life a
23	bit miserable.
24	MR. FERRARIO: Okay. That's all I need now.
25	THE COURT: If I have to do that.

MR. FERRARIO: I'll talk to Mr. Whitmire. 1 2 I'm sorry, Your Honor. They're MR. KRUM: 3 anticipated to go all of August; is that correct? 4 MR. FERRARIO: That's what --5 THE COURT: I'm thinking four weeks. MR. FERRARIO: See, that's why we've got to this 6 7 done. 8 MR. KRUM: Well, what's -- I'm sorry. I don't 9 recall what the discussion was, if anything, about what follows them. 10 11 THE COURT: I have no idea. MR. FERRARIO: She's -- that's --12 13 THE COURT: I'm going to be a regular judge. I don't even know what kind of regular judge. I just asked not 14 15 to be sent back to Family Court, because I did my part and did quardianship for eight months. And I'm not doing it again. 16 17 MR. KRUM: Okay. Thank you, Your Honor. Thank you, Your Honor. 18 MR. FERRARIO: 19 THE COURT: Other than that, I have no idea what 20 Judge Bell will assign me. I'm going to set you for a status check on whether 21 22 the documents got exchanged three weeks from Friday. All I 23 want, Mr. Krum, is a status report saying, we got them and everything is perfect, or, gosh, Judge, we have problems, it 24 would be nice if you would schedule a conference call to talk 25

1 about how we're going to handle them. MR. KRUM: This is in chambers? You just need a status report? THE CLERK: May 25. THE COURT: Okay. MR. KRUM: Got it. Thank you, Your Honor. MR. FERRARIO: Thank you, Your Honor. THE COURT: Have a lovely afternoon. You were pretty close to your estimate of two hours. I'm impressed. THE PROCEEDINGS CONCLUDED AT 4:05 P.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

5/3/18

DATE

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İ	13	James J. Cotter, Jr.	
	14	DISTR	ICT COURT
	15		UNTY, NEVADA
	16	JAMES J. COTTER, JR.,) Case No. A-15-719860-B
i	17	derivatively on behalf of Reading International, Inc.,) Dept. No. XI
	18	international, me.,) Coordinated with:
	19	Plaintiff,) Casa Na. B 14 0924 42 E
		V.) Case No. P-14-0824-42-E) Dept. No. XI
	20	MARGARET COTTER, ELLEN)
	21	COTTER, GUY ADAMS, EDWARD KANE, DOUGLAS) Jointly Administered
	22	McEACHERN, WILLIAM) PLAINTIFF JAMES J. COTTER
	23	GOULD, JUDY CODDING,) JR.'S OPPOSITION TO
	24	MICHAEL WROTNIAK,) READING INTERNATIONAL,) INC.'S MOTION FOR LEAVE TO
	25	Defendants.) FILE DISPOSITIVE MOTION
		And)
	26	READING INTERNATIONAL,))
	27	INC., a Nevada corporation,	ý)
	28	Nominal Defendant.)
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Plaintiff James Cotter, Jr. respectfully submits this opposition to the renewed "Motion to Dismiss for Failure to Show Demand Futility" (the "Renewed Demand Futility MSJ" or "Motion") filed by nominal defendant Reading International, Inc. ("RDI").

I. INTRODUCTION

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

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

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

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

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

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

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

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

II. STATEMENT OF FACTS AND PROCEDURAL HISTORY A. **Procedural History.**

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

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

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

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

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

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

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

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

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

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

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

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

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

В. What Discovery Shows Regarding the Futility of Demand.

Discovery Regarding "Ratification."

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

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

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- (Dep. Ex. 528, RDI's February 22, 2018 privilege log ("RDI Privilege Log") at p. 33, entries ending in 60823 and 60824);
- On or about December 15, 2017, GT attorney Ferrario spoke with Margaret Cotter regarding ratification. See Ex. 7 (Margaret Cotter February 14, 2018 Interrogatory Responses at 4:3-5:17);
- On December 21, GT attorney Bonner sent an email to Tompkins, GT attorney Ferrario and Ellen Cotter regarding "special committee/stockholder action alternatives." See Ex. 1 (RDI Privilege Log at p. 27, 60533);
- On December 21, 2017, GT attorneys Bonner and Ferrario discussed ratification telephonically with Special Independent Committee members Gould, Codding and McEachern. See Ex. 8 (April 12, 2018 correspondence from GT producing an almost entirely redacted version of December 21, 2017 Special Independent Committee meeting minutes); Ex. 1 (RDI Privilege Log at p. 2, 8, entries ending in 59829 and 60012, respectively);
- According to Gould, the Special Independent Committee on December 21, 2017 formally took action, which was to "request[] [to Ellen Cotter as chair of the board of directors] that the Company include the subject [of ratification] on the agenda for its next meeting, and call for a special meeting if there was not a regular meeting being scheduled." **Ex. 2** (Gould Dep. Tr. at 528:10-18).
- Gould then had follow-up calls with Bonner and Ferrario of GT. See id. (at 510:22-511:3);
- On December 27, GT attorney Bonner emailed Tompkins and copied other GT lawyers the (December 27) document "for Bill Gould to sign." See Ex. 1 (RDI Privilege Log at p. 1, entries ending in 59768);

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

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

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

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III. **ARGUMENT**

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Α. Defendants Seek Relief the Court Has Not Given Them Leave to Seek.

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

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

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

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

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

This is no mere technical error. Defendants have shown that they understood the Court's order by the manner in which they sought to renew their ratification MSJ. That they did not do so in this instance surely 411 E. Bonneville Ave., STE. 360 · Las Vegas, Nevada 89101 702/474-9400 · FAX 702/474-9422

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

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

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

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

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

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

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

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

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

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

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

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

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

1. Defendants Bear the Burden of Proof.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

The First Prong: Independence and Disinterestedness

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

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

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

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

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

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

2. The Second Prong: Valid Exercises of Business Judgment

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

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

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

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

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

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

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

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

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

IV. CONCLUSION

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

MORRIS LAW GROUP

By: <u>/s/ Akke Levin</u>

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

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Stan Johnson

CERTIFICATE OF SERVICE

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

Cohen-Johnson, LLC 255 East Warm Springs Road, Ste. 110 Las Vegas, Nevada 89119
Christopher Tayback Marshall Searcy Quinn Emanuel Urquhart & Sullivan LLI 865 South Figueroa Street, 10th Floor Los Angeles, CA
Attorneys for /Defendants Edward Kane Douglas McEachern, Judy Codding, and Michael Wrotniak
Mark Ferrario Kara Hendricks Tami Cowden Greenberg Traurig, LLP 3773 Howard Hughes Parkway Suite 400 North

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

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

Attorneys for Defendant William Gould

Attorneys for Nominal Defendant Reading International, Inc.

Las Vegas, NV 89169

DATED this 11TH day of May, 2018.

Judy Estrada By:

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I, Mark Krum, declare:

- I am an attorney with Yurko, Salvesen & Remz, P.C., counsel for Plaintiff James J. Cotter, Jr. I make this declaration based upon personal knowledge, except where stated upon information and belief, and as to that information, I believe it to be true. If called to testify as to the contents of this declaration, I am legally competent to testify to its contents in a court of law.
- As the Court knows, defendants failed to produce documents and/or log documents withheld on the basis of privilege that related to "ratification."
- Discovery to date regarding "ratification," though incomplete 3. and subject to the Court's orders of May 2, 2018, shows that the "ratification" was conceived by Greenberg Traurig ("GT") lawyers, who shared it with defendants Ellen Cotter and Margaret Cotter, as well as with Craig Tompkins, who now is RDI's General Counsel. After the "ratification" apparently was approved the Cotter sisters and Tompkins, GT lawyers on December 21, 2017 then "advised" Special Independent Committee members Gould, Codding and McEachern how to "ratify" prior (actionable) conduct which had not previously been approved by a disinterested and independent majority of RDI directors. Gould acknowledged at his deposition that "ratification" is a "litigation strategy" in this derivative action. (See Ex. 2, 4/5/18 Gould Dep. Tr. at 541:15-18.) The foregoing events are among the following:
 - On or about December 15, 2017, GT attorney Bonner sent an email to Tompkins, with a copy to Ellen Cotter, regarding ratification. (See Ex. 1, Dep. Ex. 528, RDI's February 22, 2018 privilege log at p. 33, entries ending in 60823 and 60824);

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

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

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

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

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	5.	In view of the foregoing, plaintiff anticipates that if and when				
defe	ndants	s comply with their discovery obligations under the Court's				
orders of May 2, 2018, the additional evidence will further undermine claims						
of in	depen	dence and/or disinterestedness on the part of the dismissed five				
direc	ctors.					

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

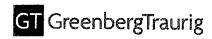
Executed this 11th day of May, 2018

MIGIC

Mark G. Krum, Esq.

EXHIBIT 1

ELECTRONICALLY SERVED 2/22/2018 2:58 PM



Kara Hendricks Tel 702.792.3773 Fax 702.792.9002 hendricksk@gtlaw.com



February 22, 2018

Via Wiznet eService

All Counsel of Record

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

Dear Counsel:

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

Best regards.

/s/ Kara Hendricks

Kara Hendricks, Esq. GREENBERG TRAURIG ALBANY

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NEW YORK

ORANGE COUNTY

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PALM REACH COUNTY

PHILADELPHIA

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**STRATEGIC ALLIANCE

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Case Number: A-15-719860-B

EJDC Case No. A-15-719860

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

Control Number	AttachIDs	Date Sent	Date Created	FileName	Email Subject	Email To	Email From	Email CC	Privilege	Additional Information requested by Plaintiff
RDI0000059762 RDI0000059763 RDI0000059764	RDI0000059763;R DI0000059764	1/4/2018	1/4/2018	Draft Press Releasesuggested revisions (4).msg Document1.docx Document1.docx	Draft Press Release suggested revisions		Bonner, Michael J. (Shld-LV-CP) /cn=bonnerm>	Hendricks, Kara (Shld-LV-LT) <hendricksk@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) ; Ellen Cotter - Reading International, Inc. (Ellen.Cotter@readingrdi.com)</hendricksk@gtlaw.com>	Communication with Counsel; Work product Work product Work product	
	RDI0000059766;R			Draft Press Release suggested	Draft Press Release	S. Craig Tompkins (Craig.Tompkins@readingrdi.com		Hendricks, Kara (Shld-LV-LT) <hendricksk@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Ellen Cotter - Reading International, Inc.</ferrariom@gtlaw.com></hendricksk@gtlaw.com>	Communication with	
RDI0000059765	DI0000059767	1/4/2018		revisions.msg	suggested revisions)	<pre><bonnerm@gtlaw.com></bonnerm@gtlaw.com></pre>	(Ellen.Cotter@readingrdi.com)	Counsel; Work product	
RDI0000059766 RDI0000059767				Document1.docx Document1.docx					Work product Work product	
RDI0000059768		12/27/2017		For Bill Gould to sign.msg	For Bill Gould to sign		Bonner, Michael J. (Shld-LV-CP) /cn=bonnerm>		Communication with Counsel; Work product	Communication regarding draft letter re Special Board Meeting
RDI0000059775		12/29/2017		FW Can you review.msg	FW: Can you review	William D. Gould Esq. (wgould@troygould.com)	/cn=bonnerm> Bonner, Michael J. (Shld-LV-CP)	Ferrario, Mark E. (Shld-LV-LT) Ferrario, Mark E. (Shld-LV-LT) ; Cowden, Tami D.	Counsel; Work product	Communication re attendance of Meeting Communication regarding draft letter
RDI0000059792		12/27/2017		FW For Bill Gould to sign.msg FW Sent on Behalf of Ellen Cotter Materials	<u> </u>	William D. Gould Esq. (wgould@troygould.com)	/cn=bonnerm>	<pre>(OfCnsI-LV-LT) <cowdent@gtlaw.com></cowdent@gtlaw.com></pre>	Communication with Counsel; Work product	re Special Board Meeting
RDI0000059814	RDI0000059815;R DI0000059816;RD I0000059817	12/29/2017		for Board of Directors Meeting - December 29 2017.msg	Board of Directors Meeting - December 29, 2017	William D. Gould Esq. (wgould@troygould.com)	<td>Ferrario, Mark E. (Shld-LV-LT) /cn=ferrariom></td> <td>Communication with Counsel; Work product</td> <td></td>	Ferrario, Mark E. (Shld-LV-LT) /cn=ferrariom>	Communication with Counsel; Work product	

RDI0000059863				421037223_v 2_Reading International, Inc. Minutes of the Board of Directors Meeting December 29,				Work product	
RDI0000059862	RDI0000059863	12/31/2017		Board of Directors Meeting December	Reading International, Inc. Minutes of the Board of Directors Meeting		Bonner, Michael J. (Shld-LV-CP) TS/CN=BONNERM>	Communication with Counsel; Work product	
RDI0000059843				421037223_v 4_Reading International, Inc. Minutes of the Board of Directdoc				Work product	
RDI0000059829		12/22/2017		Ratification issue discussed yesterday.msg	Ratification issue discussed yesterday	William D. Gould Esq.	Bonner, Michael J. (Shld-LV-CP) /cn=bonnerm>	Communication with Counsel; Work product	
RDI0000059817				2017 12 29 Board Materials.pdf				Attachment to Privileged Communication	
RDI0000059816				2017 12 27 Compensation and Stock Options Committee Materials.pdf				Attachment to Privileged Communication	
RDI0000059815			12/28/2017	2017 12 29 Agenda BOD Meeting Re Compensation_Final. pdf				Attachment to Privileged Communication	

Reading International's Privilege Log (Responses to JJC Jr.'s RFPs dated January 12, 2018)

February 22, 2018 (Deduped and Supplemented)

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4_Reading	
International, Inc.	
Minutes of the Board	
of Directors Meeting	
December 29, 2017	
RDI0000059865 1/3/2018 (2).DOC Work product	<u>:</u>
421038703_v	
1_GTRedline_421037	
223v1 - Communicati	on with
RDI0000059866 1/3/2018 421037223v4.pdf Counsel; Wor	к product
Cowden, Tami D. (OfCnsI-LV-LT)	
<cowdent@gtlaw.com>; Brewer,</cowdent@gtlaw.com>	
John N. (Shld-LV-CP)	
<pre><bre><bre>d</bre></bre></pre> <pre><bre><bre>d</bre></bre></pre> <pre><bre><bre><bre><bre><bre><bre><bre><b< td=""><td></td></b<></bre></bre></bre></bre></bre></bre></bre></pre>	
Ferrario, Mark E. (Shld-LV-LT)	
<ferrariom@gtlaw.com>; S. Craig</ferrariom@gtlaw.com>	
Tompkins	Communication
(Craig.Tompkins@readingrdi.com	regarding draft letter
For Bill Gould to); Hendricks, Kara (Shld-LV-LT) Bonner, Michael J. (Shld-LV-CP) Communication	on with re Special Board
RDI0000059899 12/27/2017 sign.msg For Bill Gould to sign	

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

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RDI0000059919		421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (2).DOC					Work product	
RDI0000059920		421038703_v 1_GTRedline_421037 223v1 - 421037223v4.pdf					Communication with Counsel; Work product	
RDI0000059921	12/27/2017	use of Executive Committee.msg	use of Executive Committee		Cowden, Tami D. (OfCnsI-LV-LT) /cn=cowdent>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com></bonnerm@gtlaw.com>	Communication with Counsel; Work product	
RDI0000059927	12/28/2017	Call (3).msg	Call	judycodding@gmail.com; m.wrotniak@aminco.biz	Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com></ferrariom@gtlaw.com>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com></bonnerm@gtlaw.com>	Communication with Counsel; Work product	Communication regarding Special Board Meeting
RDI0000059928	12/28/2017	Call .msg	Call	dmceachern@deloitteretired.co m; Edward Kane <elkane@san. rr. com> <elkane@san.rr.com></elkane@san.rr.com></elkane@san. 	Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com></ferrariom@gtlaw.com>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com></bonnerm@gtlaw.com>	Communication with Counsel; Work product	Communication regarding Special Board Meeting
RDI0000059932	12/20/2017	Document1.docx	Call	Tr. com> \eikane@san.rr.com>	Nerranomægnaw.com>	Sometime gliaw.com	Work product	Board Wiceting
RDI0000059933		Document1.docx					Work product	
RDI0000059937	12/27/2017	FW For Bill Gould to sign.msg		William D. Gould Esq. (wgould@troygould.com)				Communication regarding draft letter re Special Board Meeting
RDI0000059939		2017 12 29 Agenda BOD Meeting Re Compensation_Final. pdf					Attachment to Privileged Communication	
RDI0000059940		2017 12 27 Compensation and Stock Options Committee Materials.pdf					Attachment to Privileged Communication	

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RDI0000059941			12/28/2017	2017 12 29 Board Materials.pdf					Attachment to Privileged Communication	
RDI0000059956		12/27/2017		-	Re: Special Committee meeting	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; WGould@troygould.com</bonnerm@gtlaw.com>	McEachern, Doug (US - Retired) <dmceachern@deloitteretired.co m></dmceachern@deloitteretired.co 	Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com></ferrariom@gtlaw.com>	Communication with Counsel; Work product	
RDI0000059959		12/27/2017		RE For Bill Gould to sign (4).msg	RE: For Bill Gould to sign	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; Brewer, John N. (Shld-LV-CP) <bre> <b< td=""><td></td><td></td><td>Communication with Counsel; Work product</td><td>Communication regarding draft letter re Special Board Meeting</td></b<></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bre></bonnerm@gtlaw.com>			Communication with Counsel; Work product	Communication regarding draft letter re Special Board Meeting
RDI0000059965		1/3/2018		Board of Directors Meeting December	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</cowdent@gtlaw.com></ferrariom@gtlaw.com></jacksonc@gtlaw.com>	David Armillei <davidarmillei@quinnemanuel.co< td=""><td>Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; Rosehill, Andrea (Secy-LV-LT) <rosehilla@gtlaw.com>; Cotter Team <cotterteam@quinnemanuel.com></cotterteam@quinnemanuel.com></rosehilla@gtlaw.com></bonnerm@gtlaw.com></td><td>Communication with Counsel; Work product</td><td></td></davidarmillei@quinnemanuel.co<>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; Rosehill, Andrea (Secy-LV-LT) <rosehilla@gtlaw.com>; Cotter Team <cotterteam@quinnemanuel.com></cotterteam@quinnemanuel.com></rosehilla@gtlaw.com></bonnerm@gtlaw.com>	Communication with Counsel; Work product	
RDI0000059967				421037223_v 4_Reading International, Inc. Minutes of the Board of Directdoc					Work product	
RDI0000059972		12/27/2017		RE use of Executive	RE: use of Executive Committee	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></ferrariom@gtlaw.com></hendricksk@gtlaw.com></bonnerm@gtlaw.com>	Communication with Counsel; Work product	
RDI0000059979	RDI0000059980	12/31/2017		Board of Directors Meeting December	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) <ferrariom@gtlaw.com></ferrariom@gtlaw.com>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com></bonnerm@gtlaw.com>		Communication with Counsel; Work product	

RDI0000060006	12/27/2017			FW: use of Executive Committee	Craig Tompkins (Craig.Tompkins@readingrdi.com)	Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com></cowdent@gtlaw.com>		Communication with Counsel; Work product	
RDI0000060005	12/22/2017		FW Derivative				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</rosehilla@gtlaw.com></ferrariom@gtlaw.com>		
RDI0000060002 RDI0000060003			Document1.docx Document1.docx					Work product Work product	
RDI0000059983		1/3/2018	421038703_v 1_GTRedline_421037 223v1 - 421037223v4.pdf					Communication with Counsel; Work product	
RDI0000059982			421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (2).DOC					Work product	
RDI0000059980			421037223_v 2_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017.DOCX					Work product	

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RDI0000060012		12/22/2017	Ratification issu discussed yesterday.msg	Ratification issue discussed yesterday	William D. Gould Esq. (wgould@troygould.com)	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com></bonnerm@gtlaw.com>	Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>; Hendricks, Kara (Shld-LV-LT) <hendricksk@gtlaw.com></hendricksk@gtlaw.com></cowdent@gtlaw.com></ferrariom@gtlaw.com>	Communication with Counsel; Work product	
RDI0000060027	RDI0000060028	1/3/2018	FW Revised dra	t ional FW: Revised draft; ne Reading International, rs Inc. Minutes of the Board		Jackson, Carolyn (Secy-LV-CP)		Communication with Counsel; Work product	
RDI0000060028			421037223_v 4_Reading International, Ir Minutes of the 1/3/2018 of Directdoc					Work product	
RDI0000060029	RDI0000060030	1/3/2018	RE Revised draf Reading Interna Inc Minutes of t Board of Direct Meeting Decem 29 2017.msg	rional RE: Revised draft; ne Reading International, rs Inc. Minutes of the Board	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></davidarmillei@quinnemanuel.com></cowdent@gtlaw.com></ferrariom@gtlaw.com>	Jackson, Carolyn (Secy-LV-CP)	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; Rosehill, Andrea (Secy-LV-LT) <rosehilla@gtlaw.com></rosehilla@gtlaw.com></bonnerm@gtlaw.com>	Communication with Counsel; Work product	
RDI0000060030			421037223_v 4_Reading International, Ir Minutes of the 1/3/2018 of Directdoc					Work product	
RDI0000060031	RDI0000060032;R DI0000060033	1/3/2018	Reading Interna Inc Minutes of t Board of Directo Meeting Decem 29 2017.msg	ne Reading International, rs Inc. Minutes of the Board	Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>; 'Craig.Tompkins@readingrdi.com'</cowdent@gtlaw.com></ferrariom@gtlaw.com>	Jackson, Carolyn (Secy-LV-CP) /cn=jacksonc>	Michael J. Bonner (bonnerm@gtlaw.com)	Communication with Counsel; Work product	

				421037223_v						
				4_Reading International, Inc.						
				Minutes of the Board						
				of Directors Meeting December 29, 2017						
RDI0000060032			1/3/2018						Work product	
				421038703_v						
				1_GTRedline_421037 223v1 -					Communication with	
RDI0000060033				421037223v4.pdf					Counsel; Work product	
						Ferrario, Mark E. (Shld-LV-LT)				
				Revised draft Reading		<pre><ferrariom@gtlaw.com>; Cowden, Tami D. (OfCnsl-LV-LT)</ferrariom@gtlaw.com></pre>				
				International Inc	Revised draft; Reading	<pre><cowdent@gtlaw.com>;</cowdent@gtlaw.com></pre>				
				Minutes of the Board		'Craig.Tompkins@readingrdi.com'; 'David Armillei'		Michael J. Bonner		
				of Directors Meeting December 29	Minutes of the Board of Directors Meeting		Jackson, Carolyn (Secy-LV-CP) <td>(bonnerm@gtlaw.com); Rosehill, Andrea (Secv-LV-LT)</td> <td>Communication with</td> <td></td>	(bonnerm@gtlaw.com); Rosehill, Andrea (Secv-LV-LT)	Communication with	
RDI0000060034	RDI0000060035	1/3/2018		2017.msg	December 29, 2017		/cn=jacksonc>	<rosehilla@gtlaw.com></rosehilla@gtlaw.com>	Counsel; Work product	
				421037223_v 4_Reading						
				International, Inc.						
				Minutes of the Board						
				of Directors Meeting December 29, 2017						
RDI0000060035			1/3/2018						Work product	
						Einig, Michael R. (Shld-Mia-Tx)	Jackson, Carolyn (Secy-LV-CP)	Michael J. Bonner		
	RDI0000060037;R					<einigm@gtlaw.com>;</einigm@gtlaw.com>	<td>(bonnerm@gtlaw.com); Gregory</td> <td>Communication with</td> <td></td>	(bonnerm@gtlaw.com); Gregory	Communication with	
RDI0000060036	DI0000060038	1/4/2018		RSU Grant.msg	RSU Grant	Craig.Tompkins@readingrdi.com	/cn=jacksonc>	H. Cooper (coopergr@gtlaw.com)	Counsel; Work product	
				GTRedline_2017 Form						
				of Non-Employee						
				Directors -RSU Grant -						
RDI0000060037				FINAL - Filed Document.pdf					Communication with Counsel; Work product	
1.0000000000000000000000000000000000000			1, 4, 2010	Document.put					Courisci, Work product	
				2017 Form of Non-						
				Employee Directors -						
				RSU Grant -						
RDI0000060038			1/4/2018	FINAL.DOCX					Work product	

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				2017 12 29 Agenda						
				BOD Meeting Re						
RDI0000060058				Compensation.docx					Work product	
									Tronk product	
				421037223_v						
				2_Reading						
				International, Inc.						
				Minutes of the Board						
				of Directors Meeting						
				December 29,						
RDI0000060069			12/31/2017	2017.DOCX					Work product	
				5,4,6						
				FW Sent on Behalf of Ellen Cotter DRAFT						
				BOD Agenda &	FW: Sent on Behalf of					
				Special Board						
	DD100000000004.D				Ellen Cotter: DRAFT BOD	Jackson, Carolyn (Secy-LV-CP)	Donner Michael I (Chid I) (CD)		Communication with	
	RDI0000060084;R DI0000060085	12/27/2017			Agenda & Special Board		Bonner, Michael J. (Shld-LV-CP)			
RDI0000060083	D10000060085	12/27/2017		CP)).msg	Meeting	<pre><jacksonc@gtlaw.com></jacksonc@gtlaw.com></pre>	<pre><bonnerm@gtlaw.com></bonnerm@gtlaw.com></pre>		Counsel; Work product	
				2017 12 29 Agenda						
				BOD Meeting Re						
RDI0000060084				Compensation.docx					Work product	
				421037223_v						
				2_Reading						
				International, Inc.						
				Minutes of the Board						
				of Directors Meeting						
				December 29,						
RDI0000060089			12/31/2017	2017.DOCX					Work product	
				PE Pooding						
				RE Reading International Inc		Jackson, Carolyn (Secy-LV-CP)				
				Minutes of the Board	PE: Panding	<pre> carolyn (secy-Lv-CP) carolyn (secy-Lv-CP)</pre>				
				of Directors Meeting		Mark E. (Shld-LV-LT)				
				December 29 2017	Minutes of the Board of		Craig Tompkins			
					Directors Meeting	Cowden, Tami D. (OfCnsl-LV-LT)	<pre><craig.tompkins@readingrdi.com< pre=""></craig.tompkins@readingrdi.com<></pre>	Ronner Michael I (Shld-IV-CD)	Communication with	
RDI0000060100		1/3/2018			December 29, 2017	<pre><cowdent@gtlaw.com></cowdent@gtlaw.com></pre>		<pre><bonnerm@gtlaw.com></bonnerm@gtlaw.com></pre>	Counsel; Work product	
עטוטטטטטטזטט		1/3/2018		(1).msg	December 23, 2017	>cowdent@gliaw.com>		>nonnenneguaw.com>	Couriser, Work product	

RDI0000060101	1/3/2018	RE Reading International Inc Minutes of the Board of Directors Meeting December 29 2017 (Craig Tompkins) (2).msg	RE: Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; Jackson, Carolyn (Secy-LV-CP) <jacksonc@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com></cowdent@gtlaw.com></ferrariom@gtlaw.com></jacksonc@gtlaw.com></bonnerm@gtlaw.com>			Communication with Counsel; Work product	
RDI0000060102	1/3/2018	RE Reading International Inc Minutes of the Board of Directors Meeting December 29 2017 (Craig Tompkins) (3).msg	RE: Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Jackson, Carolyn (Secy-LV-CP) <jacksonc@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com></cowdent@gtlaw.com></ferrariom@gtlaw.com></jacksonc@gtlaw.com>	Craig Tompkins <craig.tompkins@readingrdi.com< td=""><td>Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com></bonnerm@gtlaw.com></td><td>Communication with Counsel; Work product</td><td></td></craig.tompkins@readingrdi.com<>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com></bonnerm@gtlaw.com>	Communication with Counsel; Work product	
RDI0000060103	1/3/2018	Re Reading International Inc Minutes of the Board of Directors Meeting December 29 2017 (Craig Tompkins).msg	Re: Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com></bonnerm@gtlaw.com>	Craig Tompkins <craig.tompkins@readingrdi.com< td=""><td>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></ellen.cotter@readingrdi.com></cowdent@gtlaw.com></ferrariom@gtlaw.com></jacksonc@gtlaw.com></td><td>Communication with Counsel; Work product</td><td></td></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></ellen.cotter@readingrdi.com></cowdent@gtlaw.com></ferrariom@gtlaw.com></jacksonc@gtlaw.com>	Communication with Counsel; Work product	
RDI0000060123	1/3/2018	RE Minutes (Bonner Michael J (Shld-LV- CP)).msg	RE: Minutes.	Craig Tompkins <craig.tompkins@readingrdi.co m></craig.tompkins@readingrdi.co 	Bonner, Michael J. (Shld-LV-CP)	Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Ellen Cotter <ellen.cotter@readingrdi.com>; Jackson, Carolyn (Secy-LV-CP) <jacksonc@gtlaw.com></jacksonc@gtlaw.com></ellen.cotter@readingrdi.com></ferrariom@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 JJC Jr.'s RFPs dated January 12, 2018)

February 22, 2018 (Deduped and Supplemented)
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RDI0000060124	1/3/2018	December 29 2017 Minutes	ntional, Inc. es of the Board of ors Meeting	Craig Tompkins <craig.tompkins@readingrdi.co m></craig.tompkins@readingrdi.co 	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com></bonnerm@gtlaw.com>	Jackson, Carolyn (Secy-LV-CP) <jacksonc@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>; Ellen Cotter <ellen.cotter@readingrdi.com></ellen.cotter@readingrdi.com></cowdent@gtlaw.com></ferrariom@gtlaw.com></jacksonc@gtlaw.com>	Communication with Counsel; Work product
RDI0000060125	1/3/2018	December 29 2017 Minutes (Bonner Michael J Director	ading Itional, Inc. es of the Board of ors Meeting	Craig Tompkins <craig.tompkins@readingrdi.co m="">; 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></cowdent@gtlaw.com></ferrariom@gtlaw.com></jacksonc@gtlaw.com></craig.tompkins@readingrdi.co>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com></bonnerm@gtlaw.com>		Communication with Counsel; Work product
RDI0000060126	1/3/2018	December 29 2017 Minutes (Bonner Michael J Director	ading Itional, Inc. es of the Board of ors Meeting	Craig Tompkins <craig.tompkins@readingrdi.co m="">; 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></cowdent@gtlaw.com></ferrariom@gtlaw.com></jacksonc@gtlaw.com></craig.tompkins@readingrdi.co>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com></bonnerm@gtlaw.com>	Ellen Cotter - Reading International, Inc. (Ellen.Cotter@readingrdi.com)	Communication with Counsel; Work product
RDI0000060127	1/3/2018	December 29 2017 Minutes (Cowden Tami D Director	es of the Board of ors Meeting	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; Craig Tompkins <craig.tompkins@readingrdi.co m></craig.tompkins@readingrdi.co </bonnerm@gtlaw.com>	Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com></cowdent@gtlaw.com>	Jackson, Carolyn (Secy-LV-CP) <jacksonc@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Ellen Cotter <ellen.cotter@readingrdi.com></ellen.cotter@readingrdi.com></ferrariom@gtlaw.com></jacksonc@gtlaw.com>	Communication with Counsel; Work product

RDI0000060128		1/3/2018	Minutes of the Board of Directors Meeting December 29 2017		Craig Tompkins <craig.tompkins@readingrdi.co m>; Jackson, Carolyn (Secy-LV- CP) <jacksonc@gtlaw.com></jacksonc@gtlaw.com></craig.tompkins@readingrdi.co 		Communication with Counsel; Work product	
RDI0000060129		12/27/2017	(Bonner Michael J	RE: Sent on Behalf of Ellen Cotter - CONFIDENTIAL	'Craig Tompkins' <craig.tompkins@readingrdi.co m>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com></ferrariom@gtlaw.com></craig.tompkins@readingrdi.co 		Communication with Counsel; Work product	Communication regarding materials for Board Meeting
RDI0000060141	RDI0000060142	12/31/2017	29 2017 (Bonner Michael J (Shld-LV-	Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Ellen Cotter - Reading International, Inc. (Ellen.Cotter@readingrdi.com); William D. Gould Esq. (wgould@troygould.com); S. Craig Tompkins (Craig.Tompkins@readingrdi.com); Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com></ferrariom@gtlaw.com>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com></bonnerm@gtlaw.com>	Communication with Counsel; Work product	
RDI0000060142			421037223_v 2_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017.DOCX				Work product	

RDI0000060143	RDI0000060144;R DI0000060145	1/3/2018		Reading International, Inc. Minutes of the Board of Directors Meeting	Jackson, Carolyn (Secy-LV-CP) <jacksonc@gtlaw.com></jacksonc@gtlaw.com>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com></bonnerm@gtlaw.com>	Communication with Counsel; Work product	
RDI0000060144			421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (2).DOC				Work product	
RDI0000060145			421038703_v 1_GTRedline_421037 223v1 - 421037223v4.pdf				Communication with Counsel; Work product	
RDI0000060147			421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (3).DOC				Work product	

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

February 22, 2018 (Deduped and Supplemented)

RDI0000060161		1/3/2018		Re Recall Revised draft Reading International Inc Minutes of the Board of Directors Meeting December 29 2017 (Craig Tompkins).msg	Re: Recall: Revised draft; Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Jackson, Carolyn (Secy-LV-CP) <jacksonc@gtlaw.com></jacksonc@gtlaw.com>	Craig Tompkins	Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>; davidarmillei@quinnemanuel.com ; Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; Rosehill, Andrea (Secy-LV-LT) <rosehilla@gtlaw.com></rosehilla@gtlaw.com></bonnerm@gtlaw.com></cowdent@gtlaw.com></ferrariom@gtlaw.com>		
	RDI0000060163;R DI0000060164;RD I0000060165;RDI0			-	Call re letter for Special	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Hendricks, Kara (Shld-LV-LT) <hendricksk@gtlaw.com>; Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>; Craig Tompkins</cowdent@gtlaw.com></hendricksk@gtlaw.com></ferrariom@gtlaw.com></bonnerm@gtlaw.com>	l ' ' ' '	Susan Villeda	Communication with	
RDI0000060162	000060166	12/22/2017		ratification.msg 20150921	Meeting re ratification	<craig.tompkins@readingrdi.c< p=""></craig.tompkins@readingrdi.c<>	<rosehilla@gtlaw.com></rosehilla@gtlaw.com>	<susan.villeda@readingrdi.com></susan.villeda@readingrdi.com>	Counsel; Work product	
RDI0000060163				Compensation & Stock Option Committee Mintues.pdf					Attachment to Privileged Communication	
RDI0000060164				20150612 BOD Minutes.pdf					Attachment to Privileged Communication	
RDI0000060165			12/22/2017	20150529 BOD Minutes.pdf					Attachment to Privileged Communication	
RDI0000060166				20150521 BOD Minutes.pdf					Attachment to Privileged Communication	
				RE ATTORNEY CLIENT COMMUNICATION - Press Release (Bonner	RE: ATTORNEY CLIENT	'Susan Villeda' <susan.villeda@readingrdi.com>; Ellen Cotter <ellen.cotter@readingrdi.com>; Craig Tompkins <craig.tompkins@readingrdi.co m="">; Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; 'Gross,</ferrariom@gtlaw.com></craig.tompkins@readingrdi.co></ellen.cotter@readingrdi.com></susan.villeda@readingrdi.com>				Communication
RDI0000060185		1/4/2018		Michael J (Shld-LV- CP)).msg	COMMUNICATION - Press Release	Matthew' <mgross@joelefrank.com></mgross@joelefrank.com>	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com></bonnerm@gtlaw.com>	reading-jf <reading- jf@joelefrank.com></reading- 	Communication with Counsel; Work product	regarding draft Press Release

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RDI0000060193		1/3/2018	Minutes of the Board of Directors Meeting December 29 2017	RE: Recall: Revised draft; Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Craig Tompkins <craig.tompkins@readingrdi.co m>; Jackson, Carolyn (Secy-LV- CP) <jacksonc@gtlaw.com></jacksonc@gtlaw.com></craig.tompkins@readingrdi.co 	David Armillei <davidarmillei@quinnemanuel.co m></davidarmillei@quinnemanuel.co 	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></rosehilla@gtlaw.com></bonnerm@gtlaw.com></cowdent@gtlaw.com></ferrariom@gtlaw.com>	Communication with Counsel; Work product	
RDI0000060194		1/3/2018	Meeting December 29 2017 (David	RE: Revised draft; Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	<pre><cowdent@gtlaw.com>;</cowdent@gtlaw.com></pre>	David Armillei <davidarmillei@quinnemanuel.co m></davidarmillei@quinnemanuel.co 	Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; Rosehill, Andrea (Secy-LV-LT) <rosehilla@gtlaw.com>; Cotter Team <cotterteam@quinnemanuel.com></cotterteam@quinnemanuel.com></rosehilla@gtlaw.com></bonnerm@gtlaw.com>	Communication with Counsel; Work product	
RDI0000060196			421037223_v 4_Reading International, Inc. Minutes of the Board of Directdoc					Work product	
RDI0000060207	RD10000060208	1/3/2018	of Directors Meeting December 29 2017 (Jackson Carolyn	Revised draft; Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	Ferrario, Mark E. (Shld-LV-LT) <ferrariom@gtlaw.com>; Cowden, Tami D. (OfCnsl-LV-LT) <cowdent@gtlaw.com>; Craig.Tompkins@readingrdi.com; David Armillei <davidarmillei@quinnemanuel.c< td=""><td></td><td>Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; Rosehill, Andrea (Secy-LV-LT) <rosehilla@gtlaw.com></rosehilla@gtlaw.com></bonnerm@gtlaw.com></td><td>Communication with Counsel; Work product</td><td></td></davidarmillei@quinnemanuel.c<></cowdent@gtlaw.com></ferrariom@gtlaw.com>		Bonner, Michael J. (Shld-LV-CP) <bonnerm@gtlaw.com>; Rosehill, Andrea (Secy-LV-LT) <rosehilla@gtlaw.com></rosehilla@gtlaw.com></bonnerm@gtlaw.com>	Communication with Counsel; Work product	
RDI0000060208			421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (3).DOC					Work product	

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

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

Reading International's Privilege Log (Responses to JJC Jr.'s RFPs dated January 12, 2018)

February 22, 2018 (Deduped and Supplemented)

RDI0000060260		12/22/2017		Ratificat.zip?Ratificat\ Call re Letter for Special Meeting re ratification [12.22.17 C].msg Ratificat.zip?Ratificat\ Call re Letter for	Call re: Letter for Special Meeting re ratification	Susan Villeda <susan.villeda@readingrdi.com></susan.villeda@readingrdi.com>	rosehilla@gtlaw.com	Craig Tompkins <craig.tompkins@readingrdi.com >; bonnerm@gtlaw.com</craig.tompkins@readingrdi.com 	Communication with Counsel; Work product	
RDI0000060262		12/22/2017		Special Meeting re ratification [12.22.17B].msg	Call re: Letter for Special	Craig Tompkins <craig.tompkins@readingrdi.co m></craig.tompkins@readingrdi.co 	Susan Villeda		Communication with Counsel; Work product	
RDI0000060265		12/22/2017		Ratificat.zip?Ratificat\ Call re Letter for Special Meeting re ratification [12.22.17].msg	Call re: Letter for Special	Craig Tompkins <craig.tompkins@readingrdi.co m></craig.tompkins@readingrdi.co 	rosehilla@gtlaw.com	Susan Villeda <susan.villeda@readingrdi.com>; bonnerm@gtlaw.com</susan.villeda@readingrdi.com>	Communication with Counsel; Work product	
RDI0000060267	RDI0000060269;R DI0000060270;RD I0000060271;RDI0 000060272			Ratificat.zip?Ratificat\ Call re letter for Special Meeting re ratification.msg	-	ferrariom@gtlaw.com; hendricksk@gtlaw.com; cowdent@gtlaw.com; Craig Tompkins <craig.tompkins@readingrdi.co m=""></craig.tompkins@readingrdi.co>	rosehilla@gtlaw.com	Susan Villeda <susan.villeda@readingrdi.com></susan.villeda@readingrdi.com>	Communication with Counsel; Work product	
RDI00000060269	000000272	12/22/2017		20150921 Compensation & Stock Option Committee Mintues.pdf	ivieeting re ratification		тозеннае днам.сон	Susan.vineua@reaunigrui.com>	Attachment to Privileged Communication	
RDI0000060270				20150612 BOD Minutes.pdf					Attachment to Privileged Communication	
RDI0000060271			12/22/2017	20150529 BOD Minutes.pdf					Attachment to Privileged Communication	
RDI0000060272			12/22/2017	20150521 BOD Minutes.pdf					Attachment to Privileged Communication	
RDI0000060273		12/29/2017		Ratificat.zip?Ratificat\ Can you review.msg		bonnerm@gtlaw.com; Craig Tompkins <craig.tompkins@readingrdi.co m>; Laura Batista <laura.batista@readingrdi.com></laura.batista@readingrdi.com></craig.tompkins@readingrdi.co 	Ellen Cotter		Communication with Counsel; Work product	Communication re draft board meeting materials

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RDI0000060296	RDI0000060299	1/3/2018		Termination and Share Option Exercise Claims For Your Review [01.03.18	Cotter/RDI: Motion for Judgment as a Matter of	Craig Tompkins <craig.tompkins@readingrdi.co m></craig.tompkins@readingrdi.co 	David Armillei	_ ·	Communication with Counsel; Work product	
RDI0000060299				421037223_v 4_Reading International, Inc. Minutes of the Board of Directdoc					Work product	
RDI0000060329				421037223_v 4_Reading International, Inc. Minutes of the Board of Directdoc					Work product	
RDI0000060358		1/3/2018		Termination and Share Option Exercise Claims For Your Review	Cotter/RDI: Motion for Judgment as a Matter of Law on Plaintiff's	David Armillei <davidarmillei@quinnemanuel.c om></davidarmillei@quinnemanuel.c 	Craig Tompkins		Communication with Counsel; Work product	
RDI0000060364		1/3/2018		of Law on Plaintiff's Termination and Share Option Exercise Claims For Your Review.msg	Cotter/RDI: Motion for Judgment as a Matter of Law on Plaintiff's Termination and Share Option Exercise Claims For Your Review	Craig Tompkins <craig.tompkins@readingrdi.co m></craig.tompkins@readingrdi.co 	David Armillei	hendricksk@gtlaw.com	Communication with Counsel; Work product	
RDI0000060376				Document1.docx					Work product	
RDI0000060377			1/18/2018	Document1.docx					Work product	

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RDI0000060378		1/4/2018		Ratificat.zip?Ratificat\ Draft Press Release suggested revisions [01.03.18 B].msg	Draft Press Release suggested revisions	Craig Tompkins <craig.tompkins@readingrdi.co m></craig.tompkins@readingrdi.co 	bonnerm@gtlaw.com	hendricksk@gtlaw.com; ferrariom@gtlaw.com; Ellen Cotter <ellen.cotter@readingrdi.com>; Susan Villeda <susan.villeda@readingrdi.com></susan.villeda@readingrdi.com></ellen.cotter@readingrdi.com>	Communication with Counsel; Work product	
RDI0000060380 RDI0000060382	RDI0000060382;R DI0000060383	1/4/2018		Ratificat.zip?Ratificat\ Draft Press Release suggested revisions [01.03.18 C].msg Document1.docx	Draft Press Release suggested revisions	Craig Tompkins	bonnerm@gtlaw.com		Communication with Counsel; Work product Work product	
RDI0000060383				Document1.docx					Work product	
RDI0000000385				Document1.docx					Work product Work product	
RDI0000060387			1/18/2018	Document1.docx					Work product	
	RDI0000060390;R DI0000060391	1/4/2018		Ratificat.zip?Ratificat\ Draft Press Release suggested revisions.msg	Draft Press Release suggested revisions	Susan Villeda <susan.villeda@readingrdi.com></susan.villeda@readingrdi.com>	bonnerm@gtlaw.com	Craig Tompkins <craig.tompkins@readingrdi.com ></craig.tompkins@readingrdi.com 	Communication with Counsel; Work product	
RDI0000060390			1/18/2018	Document1.docx					Work product	
RDI0000060391			1/18/2018	Document1.docx					Work product	
	RDI0000060395;R DI0000060396	1/4/2018		Ratificat.zip?Ratificat\ Draft Press Release Update on Court Ruling [01.03.17].msg	Draft Press Release Update on Court Ruling	Ellen Cotter; Craig Tompkins; 'bonnerm@gtlaw.com'	Susan Villeda		Communication with Counsel; Work product	
RDI0000060395				2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - DRAFT.docx					Work product	
RDI0000060396				2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - comparison to GT draft 1.3.18.docx					Communication with Counsel; Work product	
RDI0000060402				2017 12 29 Agenda BOD Meeting Re Compensation_Final. docx					Communication with Counsel; Work product	

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

				Ratificat.zip?Ratificat\		Craig Tompkins		ferrariom@gtlaw.com; Ellen	
				Ratification [12.16.17		<pre><craig.tompkins@readingrdi.co< pre=""></craig.tompkins@readingrdi.co<></pre>			Communication with
RDI0000060450		12/27/2017].msg	Ratification	m>	bonnerm@gtlaw.com	<ellen.cotter@readingrdi.com></ellen.cotter@readingrdi.com>	Counsel; Work product
				Ratificat.zip?Ratificat\				ferrariom@gtlaw.com; Ellen	
				Ratification [12.26.17				Cotter	Communication with
RDI0000060452		12/27/2017				bonnerm@gtlaw.com	Craig Tompkins	<ellen.cotter@readingrdi.com></ellen.cotter@readingrdi.com>	Counsel; Work product
				Ratificat.zip?Ratificat\ Ratification		bonnerm@gtlaw.com;		Ellen Cotter	Communication with
RDI0000060464		12/27/2017				ferrariom@gtlaw.com	Craig Tompkins		Counsel; Work product
				421037223_v					
				4_Reading					
				International, Inc.					
				Minutes of the Board					
				of Directors Meeting					
RDI0000060475				December 29, 2017					Work product
KD10000060475			1/3/2018	421038703_v				+	Work product
				1_GTRedline_421037					
				223v1 -					Communication with
RDI0000060476			1/3/2018	421037223v4.pdf					Counsel; Work product
				Ratificat.zip?Ratificat\					
				Reading International					
				Inc. Minutes of the Board of Directors	Reading International,			jacksonc@gtlaw.com;	
				Meeting December	Inc. Minutes of the Board			ferrariom@gtlaw.com;	
				_	of Directors Meeting			cowdent@gtlaw.com; Ellen Cotter	Communication with
RDI0000060477		1/3/2018			_	bonnerm@gtlaw.com	Craig Tompkins		Counsel; Work product
				Ratificat.zip?Ratificat\					
				Reading International					
				Inc. Minutes of the		ferrariom@gtlaw.com;			
				Board of Directors	Reading International,	cowdent@gtlaw.com; Craig			
	RDI0000060482;R			_	Inc. Minutes of the Board of Directors Meeting	Tompkins Craig.Tompkins@readingrdi.co			Communication with
RDI0000060480	DI0000060483	1/3/2018			December 29, 2017	m>	jacksonc@gtlaw.com		Counsel; Work product

RDI0000060482		421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 1/3/2018 (2).DOC					Work product	
RDI0000060483		421038703_v 1_GTRedline_421037 223v1 - 1/3/2018 421037223v4.pdf					Communication with Counsel; Work product	
RDI0000060484	1/3/2018	Meeting December 29 2017 [01.03.18	Reading International, Inc. Minutes of the Board of Directors Meeting	Craig Tompkins <craig.tompkins@readingrdi.co m="">; jacksonc@gtlaw.com; ferrariom@gtlaw.com; cowdent@gtlaw.com</craig.tompkins@readingrdi.co>	bonnerm@gtlaw.com		Communication with Counsel; Work product	
RDI0000060486	1/3/2018	Meeting December 29 2017 [01.03.18	=	<craig.tompkins@readingrdi.co< td=""><td>bonnerm@gtlaw.com</td><td>jacksonc@gtlaw.com; ferrariom@gtlaw.com; cowdent@gtlaw.com; Ellen Cotter <ellen.cotter@readingrdi.com></ellen.cotter@readingrdi.com></td><td>Communication with Counsel; Work product</td><td></td></craig.tompkins@readingrdi.co<>	bonnerm@gtlaw.com	jacksonc@gtlaw.com; ferrariom@gtlaw.com; cowdent@gtlaw.com; Ellen Cotter <ellen.cotter@readingrdi.com></ellen.cotter@readingrdi.com>	Communication with Counsel; Work product	
RDI0000060496		421037223_v 2_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 1/18/2018 2017.DOCX					Work product	

RDI0000060497	RDI0000060499	12/31/2017	Ratificat.zip?Ratificat\ Reading International Inc. Minutes of the Board of Directors Meeting December 29 2017 [12.30.17].msg	Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	<craig.tompkins@readingrdi.co< th=""><th>bonnerm@gtlaw.com</th><th></th><th>Communication with Counsel; Work product</th><th></th></craig.tompkins@readingrdi.co<>	bonnerm@gtlaw.com		Communication with Counsel; Work product	
RDI0000060499			421037223_v 2_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017.DOCX					Work product	
RDI0000060504	RDI0000060506	1/3/2018	Ratificat.zip?Ratificat\ Revised draft; Reading International Inc. Minutes of the Board of Directors Meeting December 29 2017 [01.03.18 A].msg	Revised draft; Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017	ferrariom@gtlaw.com; cowdent@gtlaw.com; Craig Tompkins <craig.tompkins@readingrdi.co m>; davidarmillei@quinnemanuel.co m</craig.tompkins@readingrdi.co 	jacksonc@gtlaw.com	bonnerm@gtlaw.com; rosehilla@gtlaw.com	Communication with Counsel; Work product	
RDI0000060506			421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (3).DOC					Work product	
RDI0000060509			421037223_v 4_Reading International, Inc. Minutes of the Board of Directdoc					Work product	

RDI0000060512			421037223_v 4_Reading International, Inc. Minutes of the Board of Directors Meeting December 29, 2017 (3).DOC				Work product	
RDI0000060513	RDI0000060515	1/3/2018	Board of Directors Meeting December 29 2017	ferrariom@gtlaw.com; cowdent@gtlaw.com; Craig Tompkins <craig.tompkins@readingrdi.co m>; davidarmillei@quinnemanuel.co m</craig.tompkins@readingrdi.co 	jacksonc@gtlaw.com	bonnerm@gtlaw.com; rosehilla@gtlaw.com	Communication with Counsel; Work product	
RDI0000060515			421037223_v 4_Reading International, Inc. Minutes of the Board of Directdoc				Work product	
RDI0000060518			421037223_v 4_Reading International, Inc. Minutes of the Board of Directdoc				Work product	
RDI0000060521			421037223_v 4_Reading International, Inc. Minutes of the Board of Directdoc				Work product	

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

February 22, 2018 (Deduped and Supplemented)

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

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

Reading International's Privilege Log (Responses to JJC Jr.'s RFPs dated January 12, 2018)

February 22, 2018 (Deduped and Supplemented)

RDI0000060625			Comments).docx					Counsel; Work product	
			Derivative Lawsuit - DRAFT 1.4.18 11.22am (SCT					Communication with	
			2018 01 03 Reading Provides Update on Court Ruling re						
			2040 04 02 5						
RDI0000060623	RDI0000060625	1/4/2018	ATTORNEY CLIENT COMMUNICATION - Press Release	ATTORNEY CLIENT COMMUNICATION - Press	Gross, Matthew <mgross@joelefrank.com>; Susan Villeda <susan.villeda@readingrdi.com>; Ellen Cotter <ellen.cotter@readingrdi.com>; mark ferrario (ferrariom@gtlaw.com);</ellen.cotter@readingrdi.com></susan.villeda@readingrdi.com></mgross@joelefrank.com>	Craig Tompkins	reading-jf <reading- jf@joelefrank.com></reading- 	Communication with Counsel; Work product	Communication regarding draft Press Release
RDI0000060620		1/4/2018		ATTORNEY CLIENT COMMUNICATION - Press	Susan Villeda <susan.villeda@readingrdi.com>; Ellen Cotter <ellen.cotter@readingrdi.com>; Craig Tompkins <craig.tompkins@readingrdi.co m="">; ferrariom@gtlaw.com; mgross@joelefrank.com</craig.tompkins@readingrdi.co></ellen.cotter@readingrdi.com></susan.villeda@readingrdi.com>	bonnerm@gtlaw.com	reading-jf@joelefrank.com	Communication with Counsel; Work product	Communication regarding draft Press Release
RDI0000060616			2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - DRAFT 1.4.18 11.22am.docx					Work product	
RDI0000060614	RDI0000060616	1/4/2018		ATTORNEY CLIENT COMMUNICATION - Press		Susan Villeda	reading-jf <reading- jf@joelefrank.com></reading- 	Communication with Counsel; Work product	Communication regarding draft Press Release

	1	T	T	1		T	T		T
RDI0000060627	1/4/20:	1.8	ATTORNEY CLIENT COMMUNICATION [01.03.18 B].msg	ATTORNEY CLIENT COMMUNICATION	'Reading-JF@joelefrank.com'; mark ferrario (ferrariom@gtlaw.com); bonnerm@gtlaw.com; Craig Tompkins <craig.tompkins@readingrdi.co m></craig.tompkins@readingrdi.co 	Ellen Cotter		Communication with Counsel; Work product	Communication regarding draft Press Release
RDI0000060628	1/4/20:	1.8	ATTORNEY CLIENT COMMUNICATION [01.04.17 A].msg	ATTORNEY CLIENT COMMUNICATION	Gross, Matthew <mgross@joelefrank.com>; Ellen Cotter <ellen.cotter@readingrdi.com></ellen.cotter@readingrdi.com></mgross@joelefrank.com>	Craig Tompkins	reading-jf <reading- jf@joelefrank.com>; mark ferrario (ferrariom@gtlaw.com); bonnerm@gtlaw.com</reading- 	Communication with Counsel; Work product	Communication regarding draft Press Release
RDI0000060630		1/4/2018	2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - DRAFT (JF COMMENTS) (00943644xA26CA).D					Communication with Counsel; Work product	
RDI0000060632		1/4/2018	2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - DRAFT (Tompkins Comments).docx					Communication with Counsel; Work product	
RDI0000060633	1/4/20:	1.8	ATTORNEY CLIENT COMMUNICATION [01.04.18 D].msg	ATTORNEY CLIENT COMMUNICATION	Craig Tompkins <craig.tompkins@readingrdi.co m="">; mgross@joelefrank.com; Ellen Cotter <ellen.cotter@readingrdi.com></ellen.cotter@readingrdi.com></craig.tompkins@readingrdi.co>	bonnerm@gtlaw.com	reading-jf@joelefrank.com; ferrariom@gtlaw.com	Communication with Counsel; Work product	Communication regarding draft Press Release
RDI0000060635	1/4/20:	1.8	ATTORNEY CLIENT COMMUNICATION.ms g	ATTORNEY CLIENT COMMUNICATION	Craig Tompkins <craig.tompkins@readingrdi.co m>; Ellen Cotter <ellen.cotter@readingrdi.com></ellen.cotter@readingrdi.com></craig.tompkins@readingrdi.co 	Gross, Matthew	reading-jf <reading- jf@joelefrank.com>; mark ferrario (ferrariom@gtlaw.com); bonnerm@gtlaw.com</reading- 	Communication with Counsel; Work product	Communication regarding draft Press Release

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

Reading International's Privilege Log (Responses to JJC Jr.'s RFPs dated January 12, 2018)

February 22, 2018 (Deduped and Supplemented)

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RDI0000060775			1/4/2018	2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - 3 DRAFT.docx					Work product	
RDI0000060776				2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - comparison to GT draft 1.3.18.docx					Communication with Counsel; Work product	
RDI0000060777		12/26/2017		Draft your your review [12.26.17 A].msg	Draft your your review	Ellen Cotter <ellen.cotter@readingrdi.com></ellen.cotter@readingrdi.com>	bonnerm@gtlaw.com	Craig Tompkins <craig.tompkins@readingrdi.com>; ferrariom@gtlaw.com; cowdent@gtlaw.com; wgould@troygould.com</craig.tompkins@readingrdi.com>	Communication with Counsel; Work product	Communication regarding draft Board Meeting Materials
RDI0000060780		12/26/2017		Draft your your review.msg	Draft your your review	Craig Tompkins <craig.tompkins@readingrdi.co m></craig.tompkins@readingrdi.co 	bonnerm@gtlaw.com	Ellen Cotter <ellen.cotter@readingrdi.com>; ferrariom@gtlaw.com; cowdent@gtlaw.com; wgould@troygould.com</ellen.cotter@readingrdi.com>	Communication with Counsel; Work product	Communication regarding notice and agenda for upcoming Board Meeting
RDI0000060781	RDI0000060782;	12/28/2017		Final Version .msg	Final Version	bonnerm@gtlaw.com	Laura Batista	Ellen Cotter <ellen.cotter@readingrdi.com>; Craig Tompkins <craig.tompkins@readingrdi.com></craig.tompkins@readingrdi.com></ellen.cotter@readingrdi.com>	Communication with Counsel; Work product	
RDI0000060782				2017 12 29 Agenda BOD Meeting Re Compensation_Final. docx					Communication with Counsel; Work product	
RDI0000060790		12/27/2017		For Bill Gould to sign [12.26.17 D].msg	For Bill Gould to sign	bonnerm@gtlaw.com; cowdent@gtlaw.com; brewerjn@gtlaw.com; ferrariom@gtlaw.com; hendricksk@gtlaw.com	Craig Tompkins		Communication with Counsel; Work product	Communication regarding draft letter re Special Board Meeting
RDI0000060798		12/27/2017		For Bill Gould to sign [12.26.17].msg	For Bill Gould to sign	Craig Tompkins <craig.tompkins@readingrdi.co m></craig.tompkins@readingrdi.co 	bonnerm@gtlaw.com	cowdent@gtlaw.com; brewerjn@gtlaw.com; ferrariom@gtlaw.com; hendricksk@gtlaw.com	Communication with Counsel; Work product	Communication regarding board meeting, notice and ratification process

12/27/2017	For Bill Gould to sign [12.27.17 B].msg	For Bill Gould to sign	bonnerm@gtlaw.com; brewerjn@gtlaw.com; ferrariom@gtlaw.com; Craig Tompkins <craig.tompkins@readingrdi.co m>; hendricksk@gtlaw.com</craig.tompkins@readingrdi.co 	cowdent@gtlaw.com		Communication with Counsel; Work product	Communication regarding draft letter re Special Board Meeting
12/27/2017	For Bill Gould to sign.msg	For Bill Gould to sign	bonnerm@gtlaw.com	brewerjn@gtlaw.com	cowdent@gtlaw.com; ferrariom@gtlaw.com; Craig Tompkins <craig.tompkins@readingrdi.com>; hendricksk@gtlaw.com</craig.tompkins@readingrdi.com>	Communication with Counsel; Work product	Communication regarding draft letter re Special Board Meeting
1/3/2018	Minutes. [01.03.18].msg	Minutes.	Craig Tompkins <craig.tompkins@readingrdi.co m=""></craig.tompkins@readingrdi.co>	bonnerm@gtlaw.com	ferrariom@gtlaw.com; Ellen Cotter <ellen.cotter@readingrdi.com>; jacksonc@gtlaw.com</ellen.cotter@readingrdi.com>	Communication with Counsel; Work product	Communication regarding draft Board Minutes
12/15/2017	Misc [12.15.17].msg	Misc	bonnerm@gtlaw.com	Craig Tompkins	Ellen Cotter <ellen.cotter@readingrdi.com>; ferrariom@gtlaw.com</ellen.cotter@readingrdi.com>	Communication with Counsel; Work product	Communication regarding ratification process
12/15/2017	Misc.msg	Misc	Craig Tompkins <craig.tompkins@readingrdi.co m></craig.tompkins@readingrdi.co 	bonnerm@gtlaw.com	Ellen Cotter <ellen.cotter@readingrdi.com>; ferrariom@gtlaw.com</ellen.cotter@readingrdi.com>	Communication with Counsel; Work product	Communication regarding ratification process
1/	2018 01 03 Reading Provides Update on Court Ruling re Derivative Lawsuit - DRAFT 1.4.18					Work product	
1/	1, 2010 11.00cA		Michael J. Bonner			Work product	
	Ratification		<pre><bonnerm@gtlaw.com>;</bonnerm@gtlaw.com></pre>			Communication with	
12/27/2017	[12.27.17].msg	Ratification	ferrariom@gtlaw.com	Craig Tompkins		Counsel; Work product	
						Communication with	
12/27/2017	Ratification.msg	Ratification	m>; ferrariom@gtlaw.com	bonnerm@gtlaw.com	cowdent@gtlaw.com	Counsel; Work product	
	12/27/2017 1/3/2018 12/15/2017 12/15/2017	12/27/2017 [12.27.17 B].msg	12/27/2017 [12.27.17 B].msg For Bill Gould to sign	Taylor For Bill Gould to sign For Bill Gould to sign	brewerjn@gtlaw.com; Craig Tompkins 12/27/2017 [12.27.17 B].msg For Bill Gould to sign 12/27/2017 [12.27.17 B].msg For Bill Gould to sign bonnerm@gtlaw.com Craig Tompkins brewerjn@gttaw.com; for Bill Gould to sign [12.27.17 B].msg For Bill Gould to sign [12.27.17 B].msg For Bill Gould to sign 12/27/2017	brewerjn@gtlaw.com 12/27/2017 For Bill Gould to sign 12/27/2017 Erandom@gtlaw.com Communication with Courset; Work product	

			421037223_v						
			4_Reading International, Inc.						
			Minutes of the Board						
			of Directors Meeting						
			December 29, 2017						
RDI0000060855		1/3/2018	(2).DOC					Work product	
			421038703_v						
			1_GTRedline_421037						
			223v1 -					Communication with	
RDI0000060856		1/3/2018	421037223v4.pdf					Counsel; Work product	
			421037223_v						
			4_Reading						
			International, Inc.						
			Minutes of the Board of Directors Meeting						
			December 29, 2017						
RDI0000060862		1/3/2018						Work product	
			421038703_v						
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			Board of Directors	Reading International, Inc. Minutes of the Board	<pre><craig.tompkins@readingrdi.co< pre=""></craig.tompkins@readingrdi.co<></pre>				
			Meeting December 29 2017		m>; jacksonc@gtlaw.com; ferrariom@gtlaw.com;		Ellen Cotter	Communication with	
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RDI0000060904		12/27/2017	Sent on Be Ellen Cotte CONFIDEN	er -	Sent on Behalf of Ellen Cotter - CONFIDENTIAL	Craig Tompkins <craig.tompkins@readingrdi.co m>; ferrariom@gtlaw.com</craig.tompkins@readingrdi.co 	bonnerm@gtlaw.com	Ellen Cotter <ellen.cotter@readingrdi.com>; Dev Ghose <dev.ghose@readingrdi.com></dev.ghose@readingrdi.com></ellen.cotter@readingrdi.com>	Communication with Counsel; Work product	Communication regarding materials for Board Meeting
RDI0000060907		12/13/2017	Special Co [12.12.17		Special Committee	bonnerm@gtlaw.com; ferrariom@gtlaw.com	Craig Tompkins	Ellen Cotter <ellen.cotter@readingrdi.com></ellen.cotter@readingrdi.com>	Communication with Counsel; Work product	Communication regarding Ratification process
RDI0000060911		12/13/2017	Special Committe	e.msg	Special Committee	Craig Tompkins <craig.tompkins@readingrdi.co m></craig.tompkins@readingrdi.co 	ferrariom@gtlaw.com	bonnerm@gtlaw.com; Ellen Cotter <ellen.cotter@readingrdi.com></ellen.cotter@readingrdi.com>	Communication with Counsel; Work product	Communication regarding Ratification process
RDI0000060928		12/27/2017	use of Exe Committe A].msg		use of Executive Committee	Craig Tompkins <craig.tompkins@readingrdi.co m></craig.tompkins@readingrdi.co 	cowdent@gtlaw.com	bonnerm@gtlaw.com; hendricksk@gtlaw.com; ferrariom@gtlaw.com	Communication with Counsel; Work product	
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RDI0000060932		12/27/2017	use of Exe Committe [12.27.18]	е	use of Executive Committee	cowdent@gtlaw.com	Craig Tompkins	bonnerm@gtlaw.com; hendricksk@gtlaw.com; ferrariom@gtlaw.com	Communication with Counsel; Work product	
RDI0000060936		12/27/2017	use of Exe Committe		use of Executive Committee	Craig Tompkins <craig.tompkins@readingrdi.co m></craig.tompkins@readingrdi.co 	cowdent@gtlaw.com	bonnerm@gtlaw.com; hendricksk@gtlaw.com; ferrariom@gtlaw.com	Communication with Counsel; Work product	

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

February 22, 2018 (Deduped and Supplemented)

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1	DISTRICT COU CLARK COUNTY, N	RT	1 2	APPEARANCES, CONTINUING	ge 499
2				How the Defendant Deading Intermetional Trans	
٦	JAMES J. COTTER, JR.,)	3	For the Defendant Reading International, Inc.	
3	individually and derivatively on behalf of)	١.	(Counsel present by speakerphone from remote s	site)
4	Reading International,)	4		
	Inc.,)		GREENBERG TRAURIG, LLP	
5	m3 1 1 1 6 6)	5	BY: KARA HENDRICKS, ESQUIRE	
6	Plaintiff,) Case No.		3773 Howard Hughes Parkway	
ľ	vs.) A-15-719860-B	6	Suite 400 North	
7)		Las Vegas, Nevada 89169	
	MARGARET COTTER, et al.,)	7	Phone 702-792-3773	
8	D-5) Coordinated With:		E-mail hendricksk@gtlaw.com	
9	Defendants,) Case No.	8		
´	and) P-14-082942-E	9		
10)	10		
	READING INTERNATIONAL,)	11	ALSO PRESENT	
11	INC., a Nevada)			
12	Corporation,)	12	Cory Tyler	
	Nominal Defendant.)	1	Legal Videographer	
13	- <u></u>)	13	Litigation Services	
14	gg/ a a			Phone 800-330-1112	
15 16	Videotaped Deposit WILLIAM GOUL		14		
17	taken at the offices of Sheppare		15		
	Hampton, LLP, 16th Floor Confere	ence Room, 1901	16		
18	Avenue of the Stars, Suite 1600		17		
19	California, on Thursday, April! before Lori Byrd, Registered Pro		18		
1 2 2	Certified Realtime Reporter, Cer		19		
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	Certified Court Reporter 1681, (21		
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3	For the Plaintiff:		1 -		
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	LEWIS ROCA ROTHGERBER BY: MARK G. KRUM, ES 3993 Howard Hughes Pa	QUIRE	4		
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4 5 6 7 8 9 10	LEWIS ROCA ROTHGERBER BY: MARK G. KRIM, ES 3993 Howard Hughes Pa Suite 600 Las Vegas, Nevada 89 Phone 702-949-8200 E-mail mkrum@lrrc. For the Witness William Gould: BIRD, MARELLA, BOXER, DROOKS, LINCENBERG & BY: SHOSHANA E. BANN 1875 Century Park Eas Los Angeles, Californ	QUIRE rkway 169 com WOLPERT, NESSIM, RHOW, P.C. LETT, ESQUIRE tt Lia 90067-2561	4 5 6 7 8 9	VOLUME 3 CONTINUING EXAMINATION By Mr. Krum	
4 5 6 7 8 9 10 11	LEWIS ROCA ROTHGERBER BY: MARK G. KRUM, ES 3993 Howard Hughes Pa Suite 600 Las Vegas, Nevada 89 Phone 702-949-8200 E-mail mkrum@lrrc. For the Witness William Gould: BIRD, MARELLA, BOXER, DROOKS, LINCENBERG & BY: SHOSHANA E. BANN 1875 Century Park Eas Los Angeles, Caliform PHONE 310-201-210	QUIRE rkway 169 com WOLPERT, NESSIM, RHOW, P.C. LETT, ESQUIRE tt Lia 90067-2561	4 5 6 7 8 9 10	VOLUME 3 CONTINUING EXAMINATION By Mr. Krum INSTRUCTION BY COUNSEL NOT TO ANSWER	
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                                                                                                           Page 511
    ratifications?
                                                                members of the committee, which was Judy Codding --
         A. I believe that the first contact I had was
                                                                Judy Codding and Doug McEachern, that I had had this
 2
 3
     either in mid-November, or late November of 2017.
                                                                conversation with Mark and Mike, and that I wanted
         Q. With whom?
 4
                                                                to explain to them what the concept was and why it
 5
         A. Counsel.
                                                                was important.
 6
         O. Who?
                                                            6
                                                                    Q. And when did that occur?
         A. Mike Bonner and Mike Ferrario of Greenberg
                                                                    A. I would think sometime early December.
 8
     Traurig.
                                                            8
                                                                    Q. Was that in person or by telephone?
 9
         Q. Was this contact in person or telephonic?
                                                            9
                                                                    A. That would be by telephone.
10
        A. This was a telephonic contact.
                                                           10
                                                                    Q. Was anyone else, other than you, McEachern
11
         Q. And it was just the two or three of you,
                                                                and Codding, party to that conversation?
12
     meaning you and one or both Bonner and Ferrario?
                                                           12
                                                                    A. My recollection is that Mike Bonner was on
         A. Yes. I was the chairman of the special
                                                                that call.
13
                                                           13
     committee and they were discussing it with me in my
                                                                    Q. So excluding anything Mike Bonner said, or
                                                                excluding anything anyone else said that repeated
15
     capacity as the chairperson of that committee.
                                                           15
                                                                something Bonner said, who said what about
16
         Q. Okay. I'm not going to ask you who said
                                                                ratification?
17
     what.
        A. Okay.
                                                           18
                                                                        MS. BANNETT: Objection. I don't think
18
         Q. Let me ask you about all the logistics.
19
                                                           19
                                                                that adequately --
20
              Was this call a scheduled call?
                                                                         MS. HENDRICKS: I'm going to object here,
21
        A. I don't recall.
                                                           21
                                                                Mark. I think we need to be very careful. He also
22
         Q. Do you recall who placed or initiated the
                                                           22
                                                                said he talked to Mr. Ferrario. And to the extent
23
     call?
                                                                any of the discussions were related to anything from
24
                                                                counsel, they're protected by attorney-client
        A. No.
25
             Okay. When the subject of ratification was
                                                                privilege.
                                                                                                          Page 512
                                               Page 510
    raised by Bonner or Ferrario or both of them, as the
                                                            1
                                                                         MR. KRUM: Okav.
     case may be on this call, was that literally the
                                                            2
                                                                         MS. HENDRICKS: Other than that, he can
 3
     first time you had heard the concept, or notion?
                                                            3
                                                                answer.
              MS. BANNETT: Assume --
 4
                                                            4
                                                                         MR. KRUM: Go ahead, Ms. Bannett.
 5
              MR. KRUM: In the context of RDI business.
                                                            5
                                                                         MS. BANNETT: I just would like to add to
 6
              MS. BANNETT: Assumes facts not in
                                                                the extent that anyone asked a question that
 7
     evidence.
                                                                reflected a request for attorney-client advice, that
 8
        A. In the context of RDI business, I believe
                                                                should also be encompassed in the scope of the
 9
     it is. I was vaguely aware that Nevada law had a
                                                            9
                                                                attorney-client privilege.
                                                                         \ensuremath{\mathsf{MR}}. HELPERN: Can we have maybe a
10
     provision that was kind of unique, but I had never
                                                           10
     operated under it before, so I wasn't intimately
                                                                stipulation that the defendants will join in each
    familiar with it.
                                                                other's objections? We don't have to verbally join
12
13
    BY MR. KRIIM:
                                                           13
                                                                every single time?
         Q. What was the next -- strike that.
14
                                                           14
                                                                        MR. KRUM: Yes.
15
              Did you have any understanding, exclusive
                                                           15
                                                                         So let me rephrase the question.
16
    of something you acquired from talking to Bonner
                                                           16
                                                                BY MR. KRUM:
17
     and/or Ferrario, about how or why the notion or
                                                           17
                                                                    Q. During this conversation in early December
     concept of ratification was raised in mid to late
                                                                with the other Special Committee members, McEachern
18
                                                           18
19
     November of 2017?
                                                           19
                                                                and Codding, to which Mike Bonner was party,
20
         A. No. It came solely from Bonner and
                                                           20
                                                                excluding anything that Bonner said, and excluding
21
    Ferrario.
                                                           21
                                                                anything that anyone else said that came from or
22
        Q. Okay. What was your next communication
                                                                repeated something a lawyer had said, what was said
23
    with respect to the notion or concept of
                                                                about ratification?
24
    ratification at RDI?
                                                           24
                                                                         \ensuremath{\mathsf{MR}}. HELPERN: Can you do that one more
25
         A. My next communication was to notify the
                                                                time? I just want to make sure -- I'm not sure that
```

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

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

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

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

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

	Page 573		Page 57
1	A. Correct.	1	Kara?
2	Q. I direct your attention to the middle of	2	MS. HENDRICKS: Okay with me.
3	the Ed Kane e-mail at the top. There's a sentence	3	THE VIDEO OPERATOR: This concludes the
4	that reads as follows: "Bill suggested we ask Ellen	4	deposition of William Gould, volume 3, on April 5th
5	to seek judicial approval for the exercise."	5	2018.
6	Do you see that?	6	Off the video record at 11:34 A.M.
7	A. I do.	7	(Off video record)
8	Q. Does that refresh your recollection?	8	THE REPORTER: Did you have a stipulation
9	A. A little bit, yes.	9	from before?
10	Q. And how so? What do you now recall?	10	MS. HENDRICKS: 'Bye, everybody.
11	A. Well, again, as I said, I do remember quite	11	THE REPORTER: Do you have a stipulation
12	clearly when I did talk to Ed, he first was just	12	that you would like to use from a prior deposition
13	calling me because I have had experience with this	13	for this witness?
14	area as a lawyer. And I told him that I would I	14	MR. KRUM: Yes, the same as we've been
15	didn't see a problem with it, but that to be safe	15	doing.
16	here, given the litigation or the	16	
17	controversies that he should have counsel	17	
18	independent counsel give him an opinion on it.	18	(DEPOSITION OF WILLIAM GOULD,
19	Q. Well	19	SIGNATURE NOT WAIVED,
20	A. But I also I might have mentioned if it	20	CONCLUDED AT 11:34 A.M.)
21	was possible practical to get approval, that it	21	0011020525 112 22 01 111111,
22	would be obviously the best way to go, and that	22	
23	would eliminate any question.	23	
24	Q. Did you ever have any communications with	24	
25	any or all of well, strike that.	25	
	•		
1	Page 574 Did you ever have any communications with	1	Page 57 REPORTER'S CERTIFICATION
2	Judy Codding and/or Michael Wrotniak about either	2	
3	the notion of obtaining a legal opinion, as you just	3	I, Lori Byrd, Registered Professional Reporter,
4	described, or the notion of obtaining a court order	4	Certified Realtime Reporter, Certified LiveNote
5	as you just described, with respect to the exercise	5	Reporter, Realtime Systems Administrator, Kansas
6	of the 100,000 share option?	6	Certified Court Reporter 1681, Oklahoma Certified
7	A. I don't believe I ever had a conversation	7	Shorthand Reporter 1981, and Certified Shorthand
8	with either one of them about that.	8	Reporter 13023 in and for the State of California, do
9	Q. Did you ever have a conversation of that	9	hereby certify:
10	nature with Doug McEachern?	10	That the foresting witness up by me duly more.
11	A. I might have, yes.	11 12	That the foregoing witness was by me duly sworn; that the deposition was then taken before me at the
12	Q. Okay.	13	time and place herein set forth; that the testimony ar
13	As you sit here today, what's your best	14	proceedings were reported stenographically by me and
 14	recollection? Did you?	15	later transcribed into typewriting under my direction
15	A. I don't have any my best recollection is	16	that the foregoing is a true record of the testimony
16	I somehow believe that I did, but I don't recall	17	and proceedings taken at that time.
17	anything, when it was, or what was said.	18	
18	I do remember specifically the conversation	19	IN WITNESS WHEREOF, I have subscribed my name on
19	with Ed Kane.	20	this date: April 19th, 2018
20	Q. Okay.	21	0 0
20 21		22	Lou Lynd
	MR. KRUM: I don't have any further		U
	questions at this time.	23	
22	Mrs. Carried therein for		
22 23	Mr. Gould, thank you for your time.		Lori Byrd, CSR 13023
22 23 24 25	Mr. Gould, thank you for your time. THE WITNESS: Thank you. MR. KRUM: So we can go off the record?	24 25	Lori Byrd, CSR 13023

			Page 577
1	ERRATA SHEET		rage 377
2			
3			
4			
5	I declare under	r penalty of perjury that I ha	ve read the
6	foregoing	pages of my testimony, ta	ken
7		(date) at	
		(city),	
8		(city),	(state),
9			
10	and that the sa	ame is a true record of the te	stimony given
11	by me at the t:	ime and place herein	
12		h, with the following exception	me.
	above set forti	ii, with the following exception	110.
13			
14	Page Line Sh	hould read:	Reason for Change:
15			
16			
17	_		
18			
19			
	_		
20			
21	_		
22			
23			
	_		
24			
25	_		
			Page 578
1		ERRATA SHEET	
1 2	Page Line Sh		Page 578
	Page Line Sh		
2	Page Line Sh	nould read:	
2 3 4	Page Line Sh		Reason for Change:
2 3 4 5	Page Line Sh	nould read:	Reason for Change:
2 3 4	Page Line Sh	nould read:	Reason for Change:
2 3 4 5	Page Line Sh	nould read:	Reason for Change:
2 3 4 5 6	Page Line Sh	nould read:	Reason for Change:
2 3 4 5 6 7 8	Page Line Sh	nould read:	Reason for Change:
2 3 4 5 6 7 8	Page Line Sh	nould read:	Reason for Change:
2 3 4 5 6 7 8 9	Page Line Sh	nould read:	Reason for Change:
2 3 4 5 6 7 8	Page Line Sh	nould read:	Reason for Change:
2 3 4 5 6 7 8 9	Page Line Sh	nould read:	Reason for Change:
2 3 4 5 6 7 8 9 10	Page Line Sh	nould read:	Reason for Change:
2 3 4 5 6 7 8 9 10 11 12 13	Page Line Sh	nould read:	Reason for Change:
2 3 4 5 6 7 8 9 10 11 12 13 14	Page Line St	nould read:	Reason for Change:
2 3 4 5 6 7 8 9 10 11 12 13	Page Line St	nould read:	Reason for Change:
2 3 4 5 6 7 8 9 10 11 12 13 14	Page Line St	nould read:	Reason for Change:
2 3 4 5 6 7 8 9 10 11 12 13 14 15 16	Page Line Sh	nould read:	Reason for Change:
2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17	Page Line Sl	nould read:	Reason for Change:
2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18	Page Line Sl	nould read:	Reason for Change:
2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17	Page Line St	nould read:	Reason for Change:
2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18	Page Line St	nould read:	Reason for Change:
2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20	Page Line St	nould read:	Reason for Change:
2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21	Page Line St	nould read:	Reason for Change:
2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22		nould read:	Reason for Change:
2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21	Page Line Sh	nould read:	Reason for Change:
2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22		nould read:	Reason for Change:
2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22		nould read:	Reason for Change:
2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23		nould read:	Reason for Change:
2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23		nould read:	Reason for Change:

DOUGLAS MCEACHERN, VOL IV - 02/28/2018

		Page 495		Pac	ge 497
1	T2 PARTNERS MANAGEMENT, LP.,	1 4 3 5	1	INDEX	,0 1,,
2	a Delaware limited partnership, doing business as)	2	WITNESS EXAMINATION	PAGE
	KASE CAPITAL MANAGEMENT,		3	DOUGLAS McEACHERN	
3	et al.,		4	BY MR. KRUM	499
4	Plaintiff,		5		
5	vs.		6 7	EXHIBITS NO. DESCRIPTION	PAGE
	v 5.		8	Exhibit 525 Email from Laura Batista, dated	501
6	MARGARET COTTER, ELLEN COTTER, GUY ADAMS, EDWARD KANE,			December 27, 2017, with	301
7	DOUGLAS MCEACHERN, WILLIAM		9	attachment	
8	GOULD, JUDY CODDING, MICHAEL WROTNIAK, CRAIG TOMPKINS,		10	Exhibit 526 Minutes of the Board of Directors	522
ľ	and DOES 1 through 100,			Meeting, December 29, 2017	
9	Defendants.		11		
10	berendants.			Exhibit 527 Email from Marcia Wizelman to	543
1.1	and		12	Ellen Cotter	
11	READING INTERNATIONAL, INC.,))	13		
12	a Nevada corporation,)	14		
13	Nominal Defendant.))	15 16	QUESTIONS INSTRUCTED NOT TO ANSWER PAGE LINE	
1.4			17	547 3	
14 15			18	51, 5	
16	Videotaped Deposit		19		
17 18	McEACHERN, taken on behalf of P. Avenue of the Stars, Suite 600,		20		
19	California, beginning at 11:02 a	a.m. and ending at	21		
20 21	12:52 p.m., on Wednesday, Februa GRACE CHUNG, CSR No. 6246, RMR,		22		
22	,		23		
23 24			24		
25			25		
1		Page 496	_		ge 498
1 2	APPEARAI	I C E S	1	Los Angeles, California	
3	For the Plaintiff:		2	Wednesday February 28, 2018	
4	YURKO, SALVESEN, & REMZ BY: MARK G. KRUM, ESQ.		3	11:02 a.m.	
5	One Washington Mall		4		
6	11th Floor Boston, Massachusetts 02108		5	THE VIDEOGRAPHER: This is the beginn	_
_	(617)-723-6900		6	of Media 1 in the deposition of Douglas McEache	rn,
7 8			7	Volume IV, in the matter of Cotter, Jr., versus	
	For the Plaintiff Reading Intern	national:	8	Cotter, et al., held at 1901 Avenue of the Star	
9	GREENBERG TRAURIG		9	Suite 1600, Century City, California, on Februa	ry
10	BY: MARK FERRARIO, ESQ.		10	28, 2018, at 11:02 a.m.	
11	1840 Century Park East Suite 1900		11	The court reporter is Grace Chung, an	d I am
	Los Angeles, California 90067		12	Cory Tyler, the videographer, an employee of	
12	(310) 586-7700 ferrariom@gtlaw.com		13	Litigation Services.	
13		-11	14	This deposition is being videotaped a	t all
14	For the Defendants Margaret Cott Guy Adams, Edward Kane:	ter, Ellen Cotter,	15	times unless specified to go off the video reco	rd.
15			16	Would all present please identify	
16	QUINN EMANUEL BY: MARSHALL SEARCY, ESQ.		17	themselves, beginning with the witness.	
	865 South Figueroa Street		18	THE WITNESS: Douglas McEachern.	
17	10th Floor Los Angeles, California 90017		19	MR. SEARCY: Marshall Searcy for	
18	(213) 443-3000		20	Mr. McEachern, Ed Kane, Margaret Cotter, Ellen	
19	marshallsearcy@quinnemanuel.com		21	Cotter, Guy Adams, Judy Codding, and Michael	
20	Also Present: CORY TYLER, Vic	leographer	22	Wrotniak.	
21 22			23	MR. FERRARIO: Mark Ferrario for RDI	or
23			24	Reading.	
24 25			25	MR. KRUM: Mark Krum for plaintiff.	
40				-	

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

```
Page 529
                                               Page 527
 1 damaged as a result of our termination of him as
                                                               different than the one you hold today?
    the CEO. I don't believe the company was damaged.
                                                                    A. Which view was that?
 3
         Q. Are there any other reasons why you would
                                                            3
                                                                         The view that you would vote to dismiss
                                                               the lawsuit if you were afforded an opportunity to
    vote to dismiss the lawsuit absent somebody
    presenting other information than which you are
    presently unaware?
                                                                    A. I was a defendant in the lawsuit. Did I
 6
                                                               think that the lawsuit had merit from the outset?
              MR. SEARCY: Objection. Vague.
 8
         A. I -- I guess I don't understand the
                                                            8
 9
    question. I'm sorry.
                                                            9
                                                                    Q. Directing your attention back to
10
    BY MR. KRUM:
                                                               Exhibit 525, you see it on the first page,
11
         Q. Well, I asked --
                                                               Mr. McEachern, it indicates that it was transmitted
         A. I thought I answered.
12
                                                                at 5:30 p.m., on Wednesday December 27th?
                                                           12
13
             I asked why you -- you answered the way
                                                           13
                                                                    A. I see that.
         Q.
    you did.
                                                           14
                                                                    Q. Is that when you received this board
14
15
         A. Uh-huh.
                                                           15
                                                               package?
         Q. And then you described your understanding
                                                                    A. Sometime after that. It could have been
    of what Jim Cotter seeks to do by way of this
                                                               an hour or two hours later, sometime that evening.
17
                                                           17
18
    lawsuit.
                                                           18
                                                                    Q. Did you review the board package?
19
         A. IJh-huh.
                                                           19
                                                                        I believe I did, yes.
         Q. And so I'll just ask a follow-on -- a
20
                                                           20
                                                                    Q. Did you review the entirety of the board
    simple follow-on question. Anything else?
                                                               package prior to the December 29, 2017, telephonic
22
         A. To why I would vote to dismiss the case?
                                                               board meeting?
         Q. Right.
23
                                                                    A. I scanned things. I may not have read
                                                           23
         A. Because I think it's -- it's cost an awful
                                                                in-depth the 1999 stock option plan of Reading
                                                                International as distributed, and I'm trying to see
25 lot of money, and I don't think anything has been
                                               Page 528
                                                                                                          Page 530
    proven.
                                                                what this MSA is all about. Oh, the High Point
 2
         Q. When did you develop the view that you
                                                            2 Associates document. I read the minutes that were
 3
    just described?
                                                            3 there. I scanned it enough to be familiar with it,
        A. About the money?
                                                            4 ves.
         Q. About the lawsuit.
 5
                                                            5
                                                                    Q. How much time did you spend looking at
                                                               Exhibit 525?
         A. I couldn't -- I couldn't tell you when I
 6
    reached a conclusion. It's -- everything evolves
                                                            7
                                                                    A. Probably a couple of hours.
    over a period of time, you find out more
                                                            8
                                                                    Q. Directing your attention, Mr. McEachern,
 9
    information.
                                                                to the subject of the December 29 board meeting
10
         Q. What was your view at the time you first
                                                                with respect to the ratification of certain actions
11 learned of the derivative lawsuit?
                                                               regarding the termination of {\tt Jim} Cotter. Do you
                                                           11
12
         A. I don't know that it was called a
                                                               have that mind?
13 derivative lawsuit originally. But Jim Cotter,
                                                           13
                                                                    A. Jim Cotter, Jr.?
14 Jr., threatened me with litigation should I vote to
                                                           14
                                                                    Q. Jim Cotter, Jr.; right.
15
    terminate him in the May -- late April, May 2015
                                                           15
                                                                         Other than what you just described in
    time frame. There was much -- many -- that was
                                                                terms of scanning Exhibit 525, did you review any
16
                                                           16
17
    raised a number of times.
                                                           17
                                                                documents for taking any other steps with respect
18
              And I think you showed up sometime in
                                                           18
                                                                to your decision to vote in favor of ratifying the
19 May -- I have to get the minutes out -- and said
                                                                termination of Jim Cotter, Jr., as president and
    that if we voted to terminate Jim, you would file a
                                                               CEO as such actions are outlined in the board
    lawsuit. So I don't know that it was called a
                                                               minutes of May 21, May 29, and June 12, 2015?
22 derivative suit at that time. But a lawsuit was
                                                           22
                                                                    A. I was present and lived with this decision
23 filed, I believe, the day after we terminated
                                                               until we made the decision to fire Jim Cotter, Jr.
24 Mr. Cotter.
                                                               And I'm not sure I can tell you documents,
25
         Q. Any time, since then, have you held a view
                                                           25 Mr. Krum, but I've lived with Jim on the board of
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Page 545
                                                Page 543
              MR. KRUM: Well, I gave him a birthday
                                                                topics at the meeting.
    present also; right?
 2
                                                            2
                                                                     Q. Does the special committee take or
 3
              MR. FERRARIO: That's right, you did.
                                                                maintain meeting minutes?
 4
     BY MR. KRUM:
                                                            4
                                                                     A. Yes, they do.
 5
         Q. So I --
                                                            5
                                                                     Q. Are there minutes of the meeting you just
 6
         A. You gave him wine?
                                                                described?
         Q. No, I didn't give him wine, I -- I told
                                                                     A. I believe they are drafts. I don't think
 8
    him he didn't -- I told counsel that Mr. Kane did
                                                                we have done anything to approve -- I take that
 9
    not need to appear for further depositions. So I'm
                                                                back. I'm not sure if the committee's approved
                                                                them or not. I know they have not been presented
10
     sure he appreciated that.
11
              MR. KRUM: Why don't we take a short
                                                           11
                                                                to the board.
12
    break.
                                                           12
                                                                          MR. KRUM: Okay. Mark and Marshall, I
13
              MR. SEARCY: Sure.
                                                                would ask getting special meetings minutes that
                                                           13
14
              THE VIDEOGRAPHER: We are off the record
                                                                referred to these matters also be produced.
15
    at 12:07 p.m.
                                                           15
                                                                     Q. What was the conclusion, if any, reached
                                                                at that meeting with respect to the subject of
16
              (Recess taken from 12:07 p.m. to
                                                           16
17
                                                                ratification?
              12:21 p.m.)
              THE VIDEOGRAPHER: We are back on the
                                                           18
                                                                     A. That we would pursue that activity and --
18
19
    record. The time now is 12:21 p.m.
                                                           19
                                                                and present it to the board of directors.
              MR. KRUM: I will ask the court reporter
                                                                     Q. Who first raised the subject?
20
                                                           20
21
    to mark as Exhibit 527 a single-page document
                                                           21
                                                                     A. I believe Mike Bonner.
22
    bearing production number RDI63918.
                                                           22
                                                                     Q. Is Mr. Bonner ordinarily at the meetings
23
              (Deposition Exhibit 527 was marked for
                                                                of the special committee?
24
              identification by the reporter and is
                                                           24
                                                                     A. I believe he's attended all of them. He
25
              attached hereto.)
                                                                may have missed one or two.
                                               Page 544
                                                                                                           Page 546
                                                                     Q. Now, the special committee in question,
 1
              (Miscellaneous discussion.)
                                                            1
 2
    BY MR. KRUM:
                                                                which committee -- which special committee is that,
 3
         Q. Mr. McEachern, take such time as you need.
                                                                Mr. McEachern?
 4
    My question is: Have you seen Exhibit 527 before?
                                                            4
                                                                     A. It's a committee that was put together by
         A. I don't recall having seen this before,
                                                                the board in the summer of 2017 to deal with the
    but I do recall speaking in our special committee
                                                                litigation matters, and specifically the derivative
                                                                lawsuit, and/or reacting -- figuring out what our
    with Bill Gould and Judy Codding about asking to
 8
    have this done.
                                                                reaction would be given actions that may or may not
 9
         Q. When was that conversation with the
                                                            9
                                                                be taken with respect to the trust and the estate
                                                           10
    special committee to which you just referred?
                                                                case.
10
         A. Sometime in mid to late December.
                                                           11
                                                                     Q. And the actions that may or may not be
11
12
         Q. Who said what?
                                                           12 taken with respect to the trust and estate case, do
         A. Generally, I believe it was a special
13
                                                           13
                                                                those include the appointment of a trustee ad litem
    committee meeting. I can't remember if Mr. Kane
                                                                with responsibilities with respect to the
14
                                                                controlling block of RDI Class B voting stock?
15
    and Michael Wrotniak were part of it or not, with
    Michael Bonner of Greenberg Traurig referring again
16
                                                           16
                                                                     A. Can you restate that again? I'm sorry.
17
    to the law that he wrote for the state of Nevada on
                                                           17
                                                                          MR. KRUM: I will ask the court reporter
    ratification matters by the board of director --
18
                                                           18
                                                                to read it.
19
    directors.
                                                           19
                                                                     A. That's fine.
20
         Q. Was this meeting scheduled for that
                                                           20
                                                                          (Reporter read back the requested text.)
21
    purpose, or was the meeting scheduled for other
                                                           21
                                                                     A. I don't know that we have anything to do
22
    purposes as well?
                                                           22
                                                                with the appointment of a trustee ad litem. But in
23
         A. The meeting of the special committee?
                                                                reacting to whatever takes place in that, that's
24
         Q. Yeah.
                                                                what the committee is of, to react to. I believe
25
         A. I don't recall if there were any other
                                                                we have a charter that was approved by the board
```

DOUGLAS MCEACHERN, VOL IV - 02/28/2018

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Page 555
                                                                                                          Page 557
         A. Not that I -- no.
                                                               or the documents about which I inquired, perhaps
                                                               produce those so we can use them with Ms. Codding,
 2
         Q. And do you recall anybody else discussing
                                                               that would make progress. Reserve my rights,
 3
     them, the minutes or the contents of these minutes,
                                                                whatever they are, and we do, too. Let's adjourn
     in your presence either in anticipation of the
                                                               and move on.
    December 29, 2017, board meeting or at it?
                                                                          MR. SEARCY: We will look into your
 6
              MR. SEARCY: Objection. Vague.
                                                               requests and reserve our rights, too.
         A. I don't recall discussion at the meeting,
                                                                          MR. FERRARIO: I don't think I actually
 8
    but I would have to check the minutes. And I don't
                                                           9
                                                                can quote it off the top of my head about that.
    recall having had a discussion with anyone
                                                                          MR. KRUM: I understand.
                                                           10
10
    beforehand, although Ed Kane and I may have had an
                                                                          MR. FERRARIO: On the other one, I'm
                                                           11
11
    offhand discussion about them.
12
    BY MR. KRUM:
                                                           12
                                                               pretty sure what happened: Rather than call a
                                                                special board meeting to approve those minutes,
13
         Q. And do you recall that you did or you just
                                                               just going to let it happen in the ordinary course,
    recall that there may have been?
                                                          14
14
                                                           15
                                                               but, obviously, if there's any changes, you'll get
15
         A. It might have been.
                                                                those, but I suspect there won't be.
         Q. Did you travel together? Is there
16
                                                          17
                                                                          MR. KRUM: All right.
    breakfast or lunch about that time frame?
17
                                                           18
                                                                          MR. FERRARIO: That's why those were
         A. We lunched on Monday at Rockies.
18
                                                          19
                                                               drafts.
19
         Q. Yeah.
                                                          2.0
                                                                          MR. KRUM: Let's go off the record.
20
         Α.
             And we see each other socially. We don't
                                                           21
                                                                          (Discussion held off the record.)
21
    date, but we see each other.
                                                           22
                                                                          (Proceedings adjourned at 12:52 p.m.)
22
         Q. In particular, have you ever discussed
                                                           23
23
    these minutes of the May 21 and 29, 2015, board
    meeting and June 12, 2015, board meeting with Judy
24
25
     Codding or Michael Wrotniak?
                                               Page 556
                                                                                                          Page 558
                                                                STATE OF CALIFORNIA
 1
         A. Not that I have any recollection of.
                                                                                         ) ss.
 2
         Q. Mr. McEachern, were you ever party or
                                                               COUNTY OF LOS ANGELES
 3
    privy to any communications to which Judy Codding
    or Michael Wrotniak also were party or privy
 4
                                                                        I, GRACE CHUNG, RMR, CRR, CSR No. 6246, a
 5
    regarding the time frame over which -- strike that.
                                                               Certified Shorthand Reporter in and for the County
 6
              Were you ever a party to any communications
                                                               of Los Angeles, the State of California, do hereby
 7
    to which either --
                                                               certify:
 8
              (Reporter clarification.)
                                                                        That, prior to being examined, the witness
 9
    BY MR. KRUM:
                                                               named in the foregoing deposition was by me duly
10
         Q. Were you ever a party to any
                                                               sworn to testify the truth, the whole truth, and
    communications to which either or both Judy Codding
                                                               nothing but the truth;
     and Michael Wrotniak were a party in which the
12
                                                          12
                                                                       That said deposition was taken down by me
                                                               in shorthand at the time and place therein named,
13
     subject of the request to authorize the exercise of
                                                          13
                                                               and thereafter reduced to typewriting by
                                                          14
14
     the 100,000 share option was raised, excluding the
                                                               computer-aided transcription under my direction;
    December 29, 2017, board meeting?
                                                          15
15
                                                          16
                                                                       That the dismantling, unsealing, or
16
         A. Not that I recollect.
                                                               unbinding of the original transcript will render
                                                          17
17
         Q. Okay. Let's go off the record for a
                                                          18
                                                               the reporter's certificate null and void.
18
    minute.
                                                          19
                                                                       I further certify that I am not interested
19
              THE VIDEOGRAPHER: We are off the record
                                                           20
                                                               in the event of the action.
20
    at 12:45 p.m.
                                                               In witness whereof, I have hereunto subscribed my
                                                           21
21
              (Recess taken from 12:45 p.m. to
                                                           22
22
              12:51 p.m.)
                                                           23
                                                               Dated: March 14, 2018
23
              MR. KRUM: Okay. So I don't have any
                                                           24
24
    further questions of Mr. McEachern at this time.
                                                                                   GRACE CHUNG, CSR NO. 6246
    If you guys could follow through on that document
                                                                                   RMR, CRR, CLR
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ı		Page 559	
1	ERRATA SHEET	3	
2			
3			
4			
5	I declare under penalty of perjury that I l	have read the	
6	foregoing pages of my testimony,	taken	
7	on (date) at		
8	(city),	(state)	
	(010]//	(bcace//	
9			
10	and that the same is a true record of the	testimony given	
11	by me at the time and place herein		
		· •	
12	above set forth, with the following except:	ions.	
13			
14	Page Line Should read:	Reason for Change:	
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1	FDDATA CHEFT	Page 560	
1	ERRATA SHEET		
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2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23	Page Line Should read:	Reason for Change:	

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1 DISTRICT COURT
  CLARK COUNTY, NEVADA
2 -----X
  JAMES J. COTTER, JR., individually and
3 derivatively on behalf of Reading
  International, Inc.,
                                          PLAINTIFF,
5
                                          Case No:
                                        A-15-719860-B
                                        DEPT. NO. XI
            -against-
                                      Consolidated with
                                          Case No:
  MARGARET COTTER, ELLEN COTTER, GUY
                                       P-14-082942-E
                                       DEPT. NO. XI
9 ADAMS, EDWARD KANE, DOUGLAS
  McEACHERN, TIMOTHY STOREY, WILLIAM
10 GOULD, and DOES 1 through 100,
  inclusive,
11
                                          DEFENDANTS.
12 -----X
13
14
                            DATE: March 6, 2018
15
                             TIME: 9:17 A.M.
16
17
18
            VIDEOTAPED DEPOSITION of the Non-Party
19 Witness, MICHAEL WROTNIAK, taken by the Plaintiff,
20 pursuant to a Notice and to the Federal Rules of Civil
21 Procedure, held at the offices of Lowey, Dannenberg,
22 Bemporad & Selinger, PC, 44 South Broadway, White
23 Plains, New York 10601, before Suzanne Pastor, RPR, a
24 Notary Public of the State of New York.
25 JOB NO.: 455310
                          1
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Page 2
                                                                                                                 Page 4
 1 A P P E A R A N C E S:
                                                                           THE VIDEOGRAPHER: This is tape 1. We are
                                                              2 now on the record at 9:17 a.m., Tuesday, March 6th,
 3 YURKO, SALVESEN, & REMZ, P.C.
                                                              3 2018
        Attorneys for the Plaintiff
        One Washington Mall, 11th floor
                                                                           This is the deposition of Michael Wrotniak in
        Boston, Massachusetts 02108
                                                              5 the matter of Cotter, Jr., versus Cotter, et al. This
 5
        BY: MARK G. KRUM, ESQ.
                                                              6 deposition is being held at the offices of Lowey,
        617.723.6900
 6
        mkrum@bizlit.com
                                                              7 Dannenberg, Bemporad & Selinger, PC, located at 44 South
                                                              8 Broadway, White Plains, New York.
   QUINN EMANUEL URQUHART & SULLIVAN, LLP
                                                                           The court reporter is Sue Pastor with Diamond
 8
        Attorneys for the Defendants and the Witness
        MARGARET COTTER, ELLEN COTTER, DOUGLAS
                                                             10 Reporting and Legal Video. I'm the legal videographer,
 9
        McEACHERN, GUY ADAMS and EDWARD KANE
                                                             11 Connor Eichenberg, also with Diamond Reporting and Legal
        865 South Figueroa Street
        Los Angeles, California 90017
BY: MARSHALL M. SEARCY, III, ESQ.
                                                             12 Video.
10
                                                             13
                                                                           Would counsel please introduce themselves and
11
        213.443.3000
                                                             14 state whom they represent.
         marshallsearcy@quinnemanuel.com
                                                                           MR. KRUM: Mark Krum on behalf of plaintiff.
                                                             15
12
13
                                                                           MR. SEARCY: Marshall Searcy for the witness,
                                                             16
14
                                                             17 for Ed Kane, Doug McEachern, Judy Codding as well as
  ALSO PRESENT:
                                                             18 Ellen Cotter, Margaret Cotter and Guy Adams.
15
        CONNOR EICHENBERG, Videographer
16
                                                                           THE VIDEOGRAPHER: Will the court reporter
17
                                                             20 please swear in the witness.
18
                                                                           MICHAEL WROTNIAK, called as a
19
20
                                                             22 witness, having been first duly sworn by a Notary Public
21
                                                             23 of the State of New York, was examined and testified as
22
                                                             24 follows:
23
24
                                                             25 EXAMINATION BY
25
                                                                                          4
                             2
                                                    Page 3
                                                                                                                 Page 5
 1
         FEDERAL STIPULATIONS
                                                              1 MR. KRUM:
 2
                                                                           Q. Please state your name for the record.
 3
                                                                           A. Michael Wrotniak.
                                                              3
        IT IS HEREBY STIPULATED AND AGREED by and between
                                                                           Q. Good morning, Mr. Wrotniak.
 5 the counsel for the respective parties herein that the
                                                                           A. Good morning.
 6 sealing, filing and certification of the within
                                                              6
                                                                           Q. Would you spell your last name for us,
 7 deposition be waived; that the original of the
                                                              7 please.
 8 deposition may be signed and sworn to by the witness
                                                                           A. W-R-O-T-N-I-A-K.
 9 before anyone authorized to administer an oath, with the
                                                              9
                                                                           Q. Thank you.
10 same effect as if signed before a Judge of the Court;
                                                             10
                                                                           Have you ever been deposed before?
11 that an unsigned copy of the deposition may be used with
                                                             11
                                                                           A. Yes.
12 the same force and effect as if signed by the witness,
                                                                           Q. On how many occasions?
13 30 days after service of the original & 1 copy of same
                                                             13
                                                                           A. Once.
14 upon counsel for the witness.
                                                             14
                                                                           Q. When was that?
15
                                                             15
                                                                           A. 2002, 2003, sometime in that time frame.
         IT IS FURTHER STIPULATED AND AGREED that all
                                                                           Q. Were you a party to a legal proceeding?
17 objections except as to form, are reserved to the time
                                                                           A. Company I worked for had a shipping
18 of trial.
                                                             18 problem, and the company was.
19
                                                                           Q. What did you do to prepare for your
                                                             19
20
                                                             20 deposition today?
21
                                                                           A. I read the documents that my counsel
22
                                                             22 provided to me and I met with my counsel yesterday.
                                                                           Q. That's Mr. Searcy?
23
                                                             23
24
                                                             24
                                                                           A. Yes.
25
                                                                           Q. For how long?
```

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Page 38
                                                                                                               Page 40
 1 don't specifically recall if I read those or not.
                                                                          A. The entirety of this is document 525?
                                                             1
                                                                          Q. That's correct.
              Q. At any point in time between around the
                                                             2
 3 time you were nominated and put on the board and reading
                                                              3
                                                                          A. I do recognize it.
 4 board minutes concerning the termination or possible
                                                                          Q. What do you recognize it to be?
 5 termination of Jim Cotter in preparation for the
                                                                          A. The documents which were prepared for the
 6 December 29, 2017 meeting, did you read or review such
                                                              6 board for our December 29th, 2018 meeting.
 7 minutes?
                                                                          Q. This is the so-called board package for
              A. I'm sorry, repeat that.
                                                              8 that meeting, correct?
              Q. Yes. At any time between when you were
                                                                          A. Yes.
10 nominated and put on the board of RDI, at which time you
                                                                          Q. Did you receive it on or about the date
11 may or may not have read the minutes, and when you did
                                                             11 and time reflected at the e-mail on the first page, 5:30
12 read these minutes in anticipation of the December 29,
                                                            12 p.m. Pacific time on Wednesday, December 27th?
13 2017 meeting, did you read any minutes that concerned
                                                                          A. Yes.
14 the termination or possible termination of Jim Cotter,
                                                                          Q. When did you first learn that there was
15 Jr.?
                                                            15 going to be a board meeting on December 29th?
16
              A. I don't recall.
                                                             16
                                                                          A. In late December, prior to this.
              Q. And when you say you don't recall, you
                                                                          Q. Was Exhibit 525 the first time you had
17
                                                             17
18 have no recollection of doing so, or do you have no
                                                             18 seen an agenda for the December 29 board meeting?
19 recollection one way or another? Or is that the same
                                                             19
                                                                          A. Yes.
                                                                          Q. And you see on the agenda, which is the
20 for you?
21
              A. Would you clarify what the difference is?
                                                             21 second page of Exhibit 525, paragraph 3, subparagraphs A
22
              Q. I don't mean to make this is an
                                                             22 through C have some matters that are referred to as
23 epistemology course, Mr. Wrotniak. I don't mean to be a
                                                            23 ratification matters. Do you see that?
24 pointy-headed lawyer. If you have no recollection
                                                                          A. You're referring to this?
25 whatsoever about reading any minutes in that time frame,
                                                                          Q. Yes.
                                                                                         40
                                                  Page 39
                                                                                                               Page 41
 1 then say you have no recollection. If you just don't
                                                                          A. Yes, I do see it.
 2 recall whether you read these particular minutes, then
                                                                          Q. When was the first time you heard or
 3 I'd say you don't recall these particular minutes. If
                                                              3 learned that the board ratifying any prior conduct would
                                                              4 be taken up at the December 29 board meeting?
 4 that distinction doesn't make sense to you, then you can
 5 say so.
                                                                          MR. SEARCY: Objection; vague.
              A. "Whatsoever" in the legal term is a very
                                                                          A. We had an advice from counsel.
                                                             6
                                                                          Q. Was that written or oral?
 7 important word. So I hesitate to use such a word. I
                                                             7
 8 have read a lot of minutes and I don't recall when was
                                                                          A. Oral.
 9 the first time I read those specific minutes.
                                                             9
                                                                          Q. When was that?
              Q. All I'm trying to do, sir, is get your
                                                                          A. Specifically, I don't know.
11 best recollection. I'm not embedding any legal gotchas
                                                            11
                                                                          Q. How did you receive it? Was it a
12 in the questions. Thank you for your patience.
                                                            12 telephone call?
13
             A. I understand.
                                                            13
14
              Q. Let's take a look at --
                                                            14
                                                                          Q. Who else was on the call?
15
              MR. KRUM: Did you bring yours?
                                                                          A. Our Reading corporate counsel, Judy
16
              MR. SEARCY: No, I didn't bring mine.
                                                             16 Codding.
             MR. KRUM: I'm going to give the witness what
                                                            17
                                                                          Q. Who was the Reading corporate counsel?
18 previously was marked as deposition Exhibit 525. It
                                                                          A. Mark Ferrario. And Bonner.
                                                            1 8
19 bears production number DM 00007142 through 7251.
                                                            19
                                                                          Q. Mike Bonner?
              Q. Mr. Wrotniak, I'm first going to ask you
                                                                          A. Yes.
21 if you recognize Exhibit 525. So take such time as you
                                                                          Q. Both from Greenberg Traurig.
22 need, sir, to familiarize yourself with the document. I
                                                            22
                                                                          A. Yes, Greenberg Traurig. There are a few
23 will give you more time any time I ask you about any
                                                             23 of you.
24 particular pages or portions of it. So the threshold
                                                             24
                                                                          Q. How was this call scheduled? If it was.
25 question is, do you recognize Exhibit 525?
                                                             25
                                                                          A. I don't know.
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Page 74
                                                                                                               Page 76
              A. I see that.
                                                              1 the exercise of the so-called 100,000 share option,
              Q. Prior to reading that or hearing a
                                                              2 right?
 3 question from me about it, have you ever heard about
                                                              2
                                                                           A. Yes.
                                                                           Q. With respect to either or both of those
              MR. SEARCY: Objection; vague, lacks
                                                              5 decisions, was your view of this derivative lawsuit part
 6 foundation.
                                                              6 of your decision-making?
                                                                           MR. SEARCY: Again, object as vague.
             A. No.
              Q. Directing your attention back to
                                                                           A. I don't know.
 9 deposition Exhibit 525, and I see you still have it
                                                                           Q. Well, do you have a view of this
10 open, and to those three sets of purported board minutes
                                                             10 derivative lawsuit?
11 from May 21, 2015, May 29, 2015 and June 12, 2015 found
                                                                          A. Yes.
                                                                           Q. What is it?
12 on pages bearing production numbers DM 00007187 through
13 99, you don't have any independent information that
                                                                           A. That the board had a right to terminate
                                                             13
14 would enable you to determine whether those minutes
                                                             14 Jim Cotter and made an informed decision and took it.
15 fairly and accurately depicted what actually transpired,
                                                                           Q. Do you have any other views of this
16 correct?
                                                             16 derivative lawsuit? Including whether it should proceed
                                                             17 or be dismissed.
17
              A. I relied on the minutes as were placed in
18 the minute book.
                                                             18
                                                                           A. Nothing that I can --
             Q. But you don't have any independent basis
                                                             19
                                                                           Q. Nothing beyond what you just told me?
20 upon which to determine whether they're accurate or
                                                                           A. Yes. Other than the fact that it's quite
21 fairly depict what transpired, do you?
                                                             21 expensive.
              A. I do not.
22
                                                             22
                                                                           O. And when you say the board had a right to
              Q. Did you ever hear or learn or were you
                                                             23 terminate Jim Cotter and made an informed decision and
24 ever told anything to the effect that Jim Cotter, Jr.
                                                             24 took it, that view is based on your review of the May 21
25 had been told that he needed to resolve his disputes
                                                             25 and 29 and June 12, 2015 meeting minutes and
                                                                                                               Page 77
                                                  Page 75
 1 with his sisters, failing which a vote to terminate him
                                                              1 Mr. Cotter's employment contract, right?
                                                                           A. Yes.
 2 as president and CEO would occur?
             MR. SEARCY: Objection. Asked and answered
                                                                           Q. Some of these questions help us move the
 4 and lacks foundation, calls for speculation. It's
                                                              4 process forward.
 5 argumentative.
                                                                           What difference, if any, did the -- well,
             Q. Go ahead.
                                                              6 strike that.
             A. No.
                                                                          Do you recall that Exhibit 525, the board
              Q. Have you ever expressed the view that the
                                                              8 package, has some information regarding a company called
 9 Cotter siblings should resolve their disputes?
                                                              9 Highpoint Associates?
             A. I don't recall.
                                                                           A. Yes.
              Q. Was your decision to vote in favor of
                                                             11
                                                                           Q. What did you understand that information
12 ratification of either of the matters with respect to
                                                             12 to be? What difference, if any, did it make?
13 which you voted affirmatively on December 29, 2017 based
                                                                           A. I believe that Highpoint was a consultant
14 in any part on your view of this derivative lawsuit?
                                                             14 hired by Reading.
              MR. SEARCY: Objection; vague.
                                                             15
                                                                           Q. What's the basis for that understanding?
16
              A. Can you clarify that, please?
                                                             16
                                                                           A. I reviewed the invoice.
                                                                          Q. That's part of Exhibit 525?
17
              Q. Okay. Well, you voted in favor -- strike
                                                             17
18 that.
                                                             1 2
                                                                          A. Yes.
              On December 29, 2017 you voted in favor of
                                                                           Q. What difference did the hiring of
20 ratifying the prior decision to terminate Jim Cotter as
                                                             20 Highpoint make, if any, to your decision to vote in
21 president and CEO of RDI, right?
                                                             21 favor of ratifying the decision to terminate Jim Cotter,
                                                             22 Jr. as president and CEO of RDI?
             A. Yes.
              Q. And you also voted in favor of a prior
                                                             23
                                                                           A. I don't recall.
24 compensation committee meeting decision with respect to
                                                                           Q. Who said what, if anything, at the
25 accepting Class A non-voting stock as consideration for
                                                             25 December 29 board meeting about Highpoint?
```

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

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Page 94
                                                                                                           Page 96
1
             MR. KRUM: I believe that was, yes.
                                                                            EXHIBITS
                                                           1
             MR. SEARCY: I'll follow up with him on that.
2
                                                           2
             MR. KRUM: I don't think there's any reason
                                                           3 (None)
 4 to take Mr. Wrotniak's time about that.
 5
             MR. SEARCY: He's not even part of that
                                                           5
6 committee, so.
                                                           6
                                                           7
            MR. KRUM: I don't have any further
                                                                              INDEX
 8 questions. All rights are reserved.
            Thank you, sir, for your time and off we go
                                                           9 EXAMINATION BY
                                                                                                        PAGE
10 to the next one I guess.
                                                          10 MR. KRUM
                                                                                                         5
             MR. SEARCY: Thank you. No questions from
                                                          11
12 me.
13
             THE VIDEOGRAPHER: This concludes today's
                                                           13
                                                                   INFORMATION AND/OR DOCUMENTS REQUESTED
14 deposition of Michael Wrotniak. We are now off the
                                                          14 (None)
15 record at 12:25 p.m.
                                                           15
            (Whereupon, at 12:25 P.M., the Examination of
17 this witness was concluded.)
18
                                                                      QUESTIONS MARKED FOR RULINGS
                                                          19 (None)
20
21
                                                          21
                                                          22
22
23
                                                           23
24
25
                          94
                                                                                     96
                                                                                                           Page 97
                                                Page 95
1
                    DECLARATION
                                                                        CERTIFICATE
           I hereby certify that having been first duly
                                                           3 STATE OF NEW YORK
 4 sworn to testify to the truth, I gave the above
                                                                                         : SS.:
5 testimony.
                                                           4 COUNTY OF WESTCHESTER
           I FURTHER CERTIFY that the foregoing transcript
                                                                     I, SUZANNE PASTOR, a Notary Public for and
 8 is a true and correct transcript of the testimony given
                                                           7 within the State of New York, do hereby certify:
9 by me at the time and place specified hereinbefore.
                                                                     That the witness whose examination is
                                                            9 hereinbefore set forth was duly sworn and that such
11
                                                           10 examination is a true record of the testimony given by
12
                                                           11 that witness.
                                                                      I further certify that I am not related to any
13
                    MICHAEL WROTNIAK
                                                           13 of the parties to this action by blood or by marriage
14
                                                           14 and that I am in no way interested in the outcome of
                                                          15 this matter.
15
16 Subscribed and sworn to before me
                                                          16
                                                                      IN WITNESS WHEREOF, I have hereunto set my hand
17 this ____ day of _____ 20__.
                                                          17 this 16th day of March 2018.
18
19
                                                           19
                                                                                 suz anne Passor
                                                           20
20
          NOTARY PUBLIC
                                                                                   SUZANNE PASTOR
                                                           21
21
22
                                                          22
23
                                                          23
                                                          24
24
25
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1			Errata Sheet	_	
1 2			Reason	-	
1				-	
2			Reason	-	
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1
                          DISTRICT COURT
 2
                        CLARK COUNTY, NEVADA
 3
     JAMES J. COTTER, JR.,
     individually and derivatively
     on behalf of Reading
 5
     International, Inc.,
               Plaintiff,
                                        ) Case No.
                                        ) A-15-719860-B
 7
    VS.
                                        ) Coordinated with:
    MARGARET COTTER, ELLEN COTTER,
    GUY ADAMS, EDWARD KANE, DOUGLAS ) Case No.
                                       ) P-14-082942-E
 9
    McEACHERN, TIMOTHY STOREY,
    WILLIAM GOULD, and DOES 1
                                       ) Case No.
10
    through 100, inclusive,
                                       ) A-16-735305-B
11
               Defendants.
                                        ) Volume II
12
    and
13
    READING INTERNATIONAL, INC., a
    Nevada corporation,
14
               Nominal Defendant.
15
     (Caption continued on next
16
    page.)
17
18
              VIDEOTAPED DEPOSITION OF JUDY CODDING
19
                   Wednesday, February 28, 2018
20
                       Los Angeles, California
21
22
    REPORTED BY:
23
    GRACE CHUNG, CSR No. 6426, RMR, CRR, CLR
24
    FILE NO.: 453340-B
25
```

JUDY CODDING, VOL II - 02/28/2018

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Page 195
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    T2 PARTNERS MANAGEMENT, LP.,
                                                                                      TNDEX
     a Delaware limited
                                                                  WITNESS EXAMINATION
                                                                                                                 PAGE
     partnership, doing business as
     KASE CAPITAL MANAGEMENT
                                                              3
                                                                   JUDY CODDING
 3
    et al.,
                                                                            BY MR. KRUM
                                                                                                                    199
               Plaintiff,
                                                                                                                    273
 4
                                                              5
                                                                            BY MR. TAYBACK
                                                              6
                                                                            BY MR. KRUM
                                                                                                                    277
     MARGARET COTTER, ELLEN COTTER,
                                                              8
     GUY ADAMS, EDWARD KANE,
    DOUGLAS McEACHERN, WILLIAM
                                                              9
                                                                  (The following previously marked exhibits were
     GOULD JUDY CODDING MICHAEL
                                                             10
                                                                  referenced: Deposition Exhibits 525, 527, 176.)
    WROTNIAK, CRAIG TOMPKINS,
     and DOES 1 through 100,
                                                            11
                                                             12
               Defendants.
10
                                                            1.3
     and
                                                            14
11
     READING INTERNATIONAL INC
12
     a Nevada corporation,
                                                             16
13
               Nominal Defendant.
                                                             17
14
15
                                                             19
16
                  Videotaped Deposition of JUDY CODDING,
                                                             20
17
     taken on behalf of Plaintiff, at 1901 Avenue of the
18
     Stars, Suite 600, Los Angeles, California, beginning
                                                             21
    at 2:22 a.m. and ending at 4:38 p.m., on Wednesday, February 28, 2018, before GRACE CHUNG, CSR No. 6246,
19
                                                            22
20
     RMR, CRR, CLR.
21
22
                                                             2.4
23
24
                                                             25
25
                                                                                                              Page 198
                                                 Page 196
 1
                       APPEARANCES
                                                              1
                                                                                   Los Angeles, California
 2
                                                              2
                                                                                   Wednesday February 28, 2018
     For the Plaintiff:
     YURKO, SALVESEN, & REMZ
                                                              3
                                                                                          2:22 p.m.
     BY: MARK G. KRUM, ESQ.
                                                              4
                                                                               THE VIDEOGRAPHER: And this is the
     One Washington Mall
     11th Floor
                                                                 beginning of Media 2 and the beginning of
                                                              5
 6
     Boston, Massachusetts 02108
                                                              6
                                                                 deposition of Judy Codding, Volume II, in the
     (617)-723-6900
                                                                 matter of Cotter, Jr., versus Cotter, et al., held
 8
                                                                 at 1901 Avenue of the Stars, Suite 1600, Century
     For the Plaintiff Reading International:
 9
                                                                 City, California, on February 28th, 2018, at 2:22
     GREENBERG TRAURIG
                                                             10
10
     BY: MARK FERRARIO, ESQ.
     1840 Century Park East
                                                            11
                                                                            The court reporter is Grace Chung, and I am
11
     Suite 1900
                                                             12
                                                                 Cory Tyler, the videographer, an employee of
     Los Angeles, California 90067
     (310) 586-7700
12
                                                             13
                                                                 Litigation Services. This deposition is being
     ferrariom@qtlaw.com
                                                             14
                                                                  videotaped at all times unless specified to go off
     For the Defendants Margaret Cotter, Ellen Cotter
                                                                  the video record.
     Guy Adams, Edward Kane:
                                                            16
                                                                            Would all present please identify
15
     OUTNN EMANUEL
                                                            17
                                                                  themselves, beginning with the witness.
16
     BY: CHRISTOPHER TAYBACK, ESO.
                                                             18
                                                                            THE WITNESS: Judy Codding.
     865 South Figueroa Street
17
     10th Floor
                                                             19
                                                                            MR. TAYBACK: Christopher Tayback for the
     Los Angeles, California 90017
18
     (213) 443-3000
                                                                 witness and director defendants.
     christayback@quinnemanuel.com
                                                            21
                                                                            MR. FERRARIO: Mark Ferrario for Reading
20
     Also Present:
                       CORY TYLER, Videographer
                                                             22
                                                                 or RDI.
21
                                                             23
                                                                            MR. KRUM: Mark Krum for plaintiff.
22
                                                             24
                                                                            THE VIDEOGRAPHER: And will the court
2.3
24
                                                                reporter please swear in the witness.
25
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JUDY CODDING, VOL II - 02/28/2018

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Page 231
                                                                                                           Page 233
    been marked --
                                                                     A. I can't answer it.
         A. This one?
                                                                          MR. TAYBACK: If her understanding, with
 2
                                                            2
 3
              No. Okay. It should be -- you should
                                                                respect to the relationship of this issue to the
 4
    have one that says 526 and one that says 527.
                                                                lawsuit, came from a conversation with a lawyer,
 5
              Do you have those?
                                                                I'd instruct her not to answer.
 6
                                                                          MR. KRUM: Right.
         Q. I'd ask you to take a look at Exhibit 527.
                                                                     Q. Is that the case, Ms. Codding?
                                                            7
 8
         Α.
             Yeah.
                                                            8
                                                                     A. It is.
 9
         Q. Have you seen Exhibit 527 previously?
                                                            9
                                                                         Okay. So independent of that conversation
10
         A. I have not seen it, but I knew that we had
                                                                or those conversations with lawyers, with respect
11
    requested that a note be sent to Ellen.
                                                                to the ratification or otherwise, do you have an
12
         Q. How did you know that?
                                                           12
                                                                independent view of this derivative lawsuit?
         A. I knew it from discussion, asking with the
                                                                          MR. TAYBACK: Object to the form of the
13
                                                           13
     special committee that Bill Gould was going to ask
                                                                question. Does she have a view of the derivative
     Ellen for a discussion of these matters.
15
                                                           15
                                                                lawsuit?
         Q. Okay. And by the special committee and
                                                           16
16
                                                                          MR. KRUM: Yes.
                                                                          MR. TAYBACK: She can answer that
17
    Bill Gould, are you referring to the December 27,
    2017, special committee meeting about which you've
18
                                                           18
                                                                question.
19
     testified earlier today?
                                                           19
                                                                          MR. FERRARIO: Other than what she's
20
         A. Whatever date that was. I don't remember.
                                                                already testified to that she thought it was a
21
    Earlier, as I said, I didn't know whether it was
                                                           21
                                                                waste and all that.
22
     26th, 27th, 28th. I don't remember.
                                                           22
                                                                          MR. KRUM: I'm not asking her to repeat
23
         Q. Okay. But whatever the date was --
24
         A.
              Whatever the date --
                                                           24
                                                                          MR. FERRARIO: Okay. All right.
25
              -- the same reference --
                                                            25
                                                                          MR. KRUM: I mean, I don't think that's a
                                                Page 232
                                                                                                           Page 234
                                                                fair characterization. Well, it doesn't matter
 1
         A. Yeah.
 2
         Q. Okay. Did you have any discussions with
                                                                whether it is. She can answer.
                                                                     A. I don't really understand the lawsuit as
 3
    anybody about the phraseology of either Items 1 --
                                                                it exists today. I -- I really don't understand
     either Item 1 or 2 of Exhibit 527?
 4
 5
         A. Not the phraseology. The intent, yes.
                                                                it. I don't understand how it's a derivative
 6
         Q. What was your personal understanding of
                                                                lawsuit, and I've asked for an explanation of it
 7
    the -- of the purpose for which you were going to
                                                                from our attorneys. And it's hard for me to
 8
    be doing this?
                                                                understand why there is this derivative lawsuit.
 9
         A. My understanding was that since the judge
                                                            9
                                                                          And the attorneys can verify that I've
    made the decision that myself and Bill Gould and
10
                                                            10
                                                                asked that question many times.
     Doug McEachern and Ed Kane and Michael were now
                                                                BY MR. KRUM:
    declared definitely independent, that we would have
                                                                     Q. So if you were able to vote on whether
13
    the opportunity to ratify a decision if we so
                                                           13
                                                                this derivative lawsuit should proceed or not,
                                                                would you -- how would you vote, if at all?
14
                                                                     A. Well, I don't think it should -- I don't
15
                                                           15
         Q. What was your understanding of why you
    would do so?
                                                                think it should go forward. I don't see the
16
                                                           16
17
         A. To make sure that the court knew where we
                                                           17
                                                                purpose of it. I don't understand it.
    stood about Jim Cotter, Jr., being the CEO.
                                                                     Q. Ms. Codding, take a look at Exhibit 526.
18
                                                           18
19
         Q. Was your decision to vote in favor of
                                                           19
                                                                You have that in front of you as well. And take
20
    ratification based in any respect on your view of
                                                           20
                                                                such time as you need to review it.
21
    this derivative lawsuit?
                                                           21
                                                                          My first question is, have you ever seen
22
              MR. TAYBACK: Objection. Vague.
                                                           22
                                                                Exhibit 526?
23
              And if you can answer the question without
                                                           23
                                                                     A. I have.
24
    divulging attorney-client communications, you can
                                                                     Q. When did you first see it?
                                                           24
25
    answer it.
                                                                         I don't remember the date.
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JUDY CODDING, VOL II - 02/28/2018

	Page 279	_				Page 281
1	STATE OF CALIFORNIA)	1			ERRATA SHEET	rage 201
) ss.	2	Page	Line	Should read:	Reason for Change:
2	COUNTY OF LOS ANGELES)	3				
3		4				
4	I, GRACE CHUNG, RMR, CRR, CSR No. 6246, a	5				
5	Certified Shorthand Reporter in and for the County	6				
6	of Los Angeles, the State of California, do hereby	7				
7	certify:	8				
8	That, prior to being examined, the witness	9				
9	named in the foregoing deposition was by me duly	10				
10	sworn to testify the truth, the whole truth, and	11				
11	nothing but the truth;	12				
12	That said deposition was taken down by me	13				
13	in shorthand at the time and place therein named,	14				
14	and thereafter reduced to typewriting by	15				
1						
15	computer-aided transcription under my direction;	16				
16	That the dismantling, unsealing, or	17				
17	unbinding of the original transcript will render	18				
18	the reporter's certificate null and void.	19				
19	I further certify that I am not interested	20				
20	in the event of the action.	21				
21	In witness whereof, I have hereunto subscribed my	22				
22	name.	23	Date	:		
23	Dated. March 14, 2018				Signature of	t Witness
24		24				
	GRACE CHUNG, CSR NO. 6246					
25	RMR, CRR, CLR	25			Name Typed	or Printed
	Page 280					
1	ERRATA SHEET					
2						
3						
4						
5	I declare under penalty of perjury that I have read the					
6	foregoing pages of my testimony, taken					
7	on(date) at					
8	(city),(state),					
9	(020]//					
1						
10	and that the same is a true record of the testimony given					
11	by me at the time and place herein					
12	above set forth, with the following exceptions:					
13						
14	Page Line Should read: Reason for Change:					
15						
16						
17						
18						
19						
20						
21						
22						
23						
24						
25						
I		1				

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1
 2
                             DISTRICT COURT
 3
                         CLARK COUNTY, NEVADA
 4
     JAMES J. COTTER, JR., individually )
     and derivatively on behalf of
 6
     Reading International, Inc.,
 7
                     Plaintiff,
                                            ) No. A-15-719860-B
 8
                                            ) Coordinated with:
           vs.
                                             ) No. P-14-082942-E
 9
     MARGARET COTTER, et al.,
10
                     Defendants.
11
     and
12
     READING INTERNATIONAL, INC., a
13
     Nevada corporation,
14
                     Nominal Defendant.
15
16
                                VOLUME V
                             (Pages 664-695)
17
18
           VIDEOTAPED DEPOSITION OF EDWARD KANE, defendant
           herein, noticed by Lewis, Roca, Rothgerber,
           Christie, LLP, taken at Litigation Services, 655 West Broadway, Suite 880, San Diego, California,
19
20
           on Friday, April 20, 2018, at 9:26 a.m., before
           Marc Volz, CSR 2863, RPR, CRR, crc
21
2.2
           Job No.: 465069
23
24
25
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Page 681
                                                                                                                 Page 683
          MR. KRUM:
                                                                1 in preparation for your deposition today do you have any
 1
                                                                   other source or sources of understanding regarding the
 2
          Q. I'm sorry. So is it Mr. Bonner's
    responsibility to prepare the minutes for the committee
                                                                   ratification matters you've just described?
    meetings? Is that what --
                                                                        MR. SEARCY: Objection. Vague.
                                                                4
 5
          A. It has been, yes. Yes.
                                                                5
                                                                        THE WITNESS: I remember voting at the meeting of
          Q. I'm not asking about what they said. Have you
                                                                   the 29th to ratify the termination of James J.
    had at any point in time any communications with
                                                                   Cotter, Jr. as CEO of Reading.
    Mr. Bonner with respect to ratification of any prior
                                                               8
                                                                        MR. KRUM: I ask that the witness be provided
    actions or decisions of either the RDI board or the RDI
                                                               9
                                                                   Exhibit 527.
10
    board committee?
                                                               10
                                                                        MR. SEARCY: Mr. Krum, I've just handed Exhibit 527
11
         A. I have no such recollection.
                                                              11
                                                                   to the witness, and I have a copy and Mr. Ferrario now
12
          Q. Have you ever had any communications with
                                                              12
                                                                   has a copy.
    Mr. Ferrario about ratification of any prior RDI board
1.3
                                                              13
                                                                        MR. KRUM: Thank you.
     actions or decisions or committee actions or decisions?
                                                                        Q. Mr. Kane, take such time as you need to review
15
          A. I don't recall any.
                                                              15
                                                                   Exhibit 527. My first question is going to be whether
16
          Q. Excluding the December 29, 2017 board meeting,
                                                                   you have ever seen it previously. So have you seen
17
    and excluding any communications you had with your
                                                                   Exhibit 527 previously?
    lawyers in preparation for your deposition today, have
                                                                        A. I don't have any recollection of seeing this
18
                                                              18
19
    you ever had any communications with anyone about
                                                              19
                                                                   previously.
    ratification of any prior actions taken by the RDI board
                                                              20
                                                                        Q. Mr. Kane, did you have any communications with
                                                                   Bill Gould, I believe December 25, 2017, prior to the
21
    of directors or any committees of the RDI board of
                                                               21
22 directors?
                                                                   December 29, 2017 RDI board meeting?
23
         A. I'm not sure I understand your question. You
                                                              23
                                                                        A. I don't recall any.
24
    mentioned committees. I don't recall any conversations
                                                              24
                                                                        Q. Did you have any communications with Craig
     about ratification that specific meeting. I obviously
                                                                   Tompkins the week of December 25 but prior to the
                                                                                                                 Page 684
                                                  Page 682
 1 have discussions with committee members about committee
                                                                   December 29, 2017 RDI board meeting?
 2 agendas or substance of the forthcoming committee
                                                                        A. If I did I don't recall any.
    meetings.
                                                                        Q. Did you have any communications with Ellen
                                                                   Cotter the week of December 25, 2017 but prior to the
 4
          Q. My question, Mr. Kane, is confined to the
   subject of ratification. Let me approach this a little
                                                                   December 29, 2017 RDI board meeting?
    more incrementally. What is your understanding, if any,
                                                                        A. If I did I don't recall any.
    as to what ratification matter or matters were taken up
                                                               7
                                                                        Q. Mr. Kane, I direct your attention back to
     at the December 29, 2017 RDI board meeting?
                                                                   Exhibit 525. Do you have that in front of you?
 9
          A. The ratification was as to the termination of
                                                               9
                                                                        A. Yes, sir.
    Mr. Cotter, Jr. As CEO of Reading.
10
                                                              10
                                                                        Q. Please turn to the second page and read to
                                                                   yourself paragraph 3a. And let me know when you've done
11
         Q. Anything else?
          A. I believe there was an issue regarding the sale
12
                                                                        A. Paragraph 3a and b is -- no, wait a second.
13
    of stock by -- or exchange of shares by Ellen Cotter of
                                                              13
    Reading. A shares for Reading, B shares held by the
14
                                                              14
                                                                   I'm on the wrong page. I'm on the wrong page.
15
    estate of James J. Cotter. Sr.
                                                              15
                                                                        Q. The second page, the lower right hand it ends
16
         Q. What is the source or what are the sources of
                                                              16
                                                                   with the number 7143. Why don't you read paragraph 3,
17
    your understanding of the two ratification matters you
                                                                   subparagraph a and subparagraph b. And let me know when
                                                                   you're done. And I'll ask you some questions about
18
     just described?
                                                              18
19
         A. I'm not sure I understand you. You say the
                                                              19
                                                                   that.
20
     source of...
                                                               20
                                                                        A. Okay. Yes, sir.
21
          Q. Let me ask it differently, Mr. Kane. How do
                                                              21
                                                                        Q. At the December 29, 2017 RDI board of directors
22
    you know what you just told me about ratification?
                                                                   meeting what did you say, if anything, Mr. Kane,
23
         A. I was presented with or had seen documents
                                                                   relating to the subject matter of paragraph 3a -- that
24
    yesterday dealing with those matters, I recall.
                                                                   is, the ratification of the termination of Mr. Cotter?
                                                              24
25
          Q. Other than the documents you reviewed yesterday
                                                                        A. I don't recall saying anything. I may have.
```

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

EDWARD KANE, VOLUME V - 04/20/2018

1	Page 693 Q. Okay. This calls for a yes or no response,	1	Page 695
2	Mr. Kane. Was counsel, meaning an attorney who	2	•
3	· · · · · · · · · · · · · · · · · · ·	3	
1	represents you and/or an attorney who represents RDI,	4	
4	the source of some or all of the information you	5	I declare under penalty of perjury that I have read the
5	received regarding T-2 and the intervening plaintiffs?	6	
6	A. Sir, I can't recall so I can't say yes or no.		foregoing pages of my testimony, taken
7	Q. Very well.	7	on (date) at
8	MR. KRUM: Let's take a break.	8	(city),(state),
9	THE VIDEOGRAPHER: Off the record. The time is	9	
10	10:21 a.m.	10	and that the same is a true record of the testimony given
11	(Recess.)	11	by me at the time and place herein
12	MR. KRUM: Back on the record. So in light of what	12	above set forth, with the following exceptions:
13	we've covered and how we've covered it and the	13	
14	circumstances that bear upon that I don't have anything	14	Page Line Should read: Reason for Change:
15	further at this time. Mr. Kane, thank you for your	15	
16	time. Have a nice day, sir.	16	
17	THE WITNESS: Thank you. You too.	17	
18	MR. SEARCY: Thank you.	18	
19	MR. KRUM: Bye, guys.	19	
20	(The proceedings concluded at 10:41 a.m.)	20	
21	***	21	
22		22	
23		23	
24		24	
25		25	
1	Page 694	1	Page 696
1	Page 694 STATE OF CALIFORNIA) ss	1 2	ERRATA SHEET
2	STATE OF CALIFORNIA) ss	1 2 3	
2 3	STATE OF CALIFORNIA) ss I, Marc Volz, CSR 2863, RPR, CRR, CRC, do hereby	2	ERRATA SHEET
2 3 4	STATE OF CALIFORNIA) ss I, Marc Volz, CSR 2863, RPR, CRR, CRC, do hereby declare:	2	ERRATA SHEET
2 3 4 5	STATE OF CALIFORNIA) ss I, Marc Volz, CSR 2863, RPR, CRR, CRC, do hereby declare: That, prior to being examined, the witness named in	2 3 4	ERRATA SHEET
2 3 4 5 6	STATE OF CALIFORNIA) ss I, Marc Volz, CSR 2863, RPR, CRR, CRC, do hereby declare: That, prior to being examined, the witness named in the foregoing deposition was by me duly sworn pursuant	2 3 4 5	ERRATA SHEET
2 3 4 5 6 7	STATE OF CALIFORNIA) ss I, Marc Volz, CSR 2863, RPR, CRR, CRC, do hereby declare: That, prior to being examined, the witness named in the foregoing deposition was by me duly sworn pursuant to Section 2093(b) and 2094 of the Code of Civil	2 3 4 5	ERRATA SHEET
2 3 4 5 6 7 8	STATE OF CALIFORNIA) ss I, Marc Volz, CSR 2863, RPR, CRR, CRC, do hereby declare: That, prior to being examined, the witness named in the foregoing deposition was by me duly sworn pursuant to Section 2093(b) and 2094 of the Code of Civil Procedure;	2 3 4 5 6 7	ERRATA SHEET
2 3 4 5 6 7 8	STATE OF CALIFORNIA) ss I, Marc Volz, CSR 2863, RPR, CRR, CRC, do hereby declare: That, prior to being examined, the witness named in the foregoing deposition was by me duly sworn pursuant to Section 2093(b) and 2094 of the Code of Civil Procedure; That said deposition was taken down by me in	2 3 4 5 6 7 8	ERRATA SHEET
2 3 4 5 6 7 8 9	STATE OF CALIFORNIA) ss I, Marc Volz, CSR 2863, RPR, CRR, CRC, do hereby declare: That, prior to being examined, the witness named in the foregoing deposition was by me duly sworn pursuant to Section 2093(b) and 2094 of the Code of Civil Procedure; That said deposition was taken down by me in shorthand at the time and place therein named and	2 3 4 5 6 7 8	ERRATA SHEET
2 3 4 5 6 7 8 9 10 11	STATE OF CALIFORNIA) ss I, Marc Volz, CSR 2863, RPR, CRR, CRC, do hereby declare: That, prior to being examined, the witness named in the foregoing deposition was by me duly sworn pursuant to Section 2093(b) and 2094 of the Code of Civil Procedure; That said deposition was taken down by me in shorthand at the time and place therein named and thereafter reduced to text under my direction.	2 3 4 5 6 7 8 9	ERRATA SHEET
2 3 4 5 6 7 8 9 10 11	I, Marc Volz, CSR 2863, RPR, CRR, CRC, do hereby declare: That, prior to being examined, the witness named in the foregoing deposition was by me duly sworn pursuant to Section 2093(b) and 2094 of the Code of Civil Procedure; That said deposition was taken down by me in shorthand at the time and place therein named and thereafter reduced to text under my direction. I further declare that I have no interest in the	2 3 4 5 6 7 8 9 10	ERRATA SHEET
2 3 4 5 6 7 8 9 10 11 12 13	I, Marc Volz, CSR 2863, RPR, CRR, CRC, do hereby declare: That, prior to being examined, the witness named in the foregoing deposition was by me duly sworn pursuant to Section 2093(b) and 2094 of the Code of Civil Procedure; That said deposition was taken down by me in shorthand at the time and place therein named and thereafter reduced to text under my direction. I further declare that I have no interest in the event of the action.	2 3 4 5 6 7 8 9 10 11 12 13 14	ERRATA SHEET
2 3 4 5 6 7 8 9 10 11 12 13	I, Marc Volz, CSR 2863, RPR, CRR, CRC, do hereby declare: That, prior to being examined, the witness named in the foregoing deposition was by me duly sworn pursuant to Section 2093(b) and 2094 of the Code of Civil Procedure; That said deposition was taken down by me in shorthand at the time and place therein named and thereafter reduced to text under my direction. I further declare that I have no interest in the event of the action. I declare under penalty of perjury under the laws	2 3 4 5 6 7 8 9 10 11 12 13 14 15	ERRATA SHEET
2 3 4 5 6 7 8 9 10 11 12 13 14 15	I, Marc Volz, CSR 2863, RPR, CRR, CRC, do hereby declare: That, prior to being examined, the witness named in the foregoing deposition was by me duly sworn pursuant to Section 2093(b) and 2094 of the Code of Civil Procedure; That said deposition was taken down by me in shorthand at the time and place therein named and thereafter reduced to text under my direction. I further declare that I have no interest in the event of the action. I declare under penalty of perjury under the laws of the State of California that the foregoing is true	2 3 4 5 6 7 8 9 10 11 12 13 14 15 16	ERRATA SHEET
2 3 4 5 6 7 8 9 10 11 12 13 14 15 16	I, Marc Volz, CSR 2863, RPR, CRR, CRC, do hereby declare: That, prior to being examined, the witness named in the foregoing deposition was by me duly sworn pursuant to Section 2093(b) and 2094 of the Code of Civil Procedure; That said deposition was taken down by me in shorthand at the time and place therein named and thereafter reduced to text under my direction. I further declare that I have no interest in the event of the action. I declare under penalty of perjury under the laws	2 3 4 5 6 7 8 9 10 11 12 13 14 15 16	ERRATA SHEET
2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17	I, Marc Volz, CSR 2863, RPR, CRR, CRC, do hereby declare: That, prior to being examined, the witness named in the foregoing deposition was by me duly sworn pursuant to Section 2093(b) and 2094 of the Code of Civil Procedure; That said deposition was taken down by me in shorthand at the time and place therein named and thereafter reduced to text under my direction. I further declare that I have no interest in the event of the action. I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.	2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18	ERRATA SHEET
2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18	I, Marc Volz, CSR 2863, RPR, CRR, CRC, do hereby declare: That, prior to being examined, the witness named in the foregoing deposition was by me duly sworn pursuant to Section 2093(b) and 2094 of the Code of Civil Procedure; That said deposition was taken down by me in shorthand at the time and place therein named and thereafter reduced to text under my direction. I further declare that I have no interest in the event of the action. I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct. WITNESS my hand this 23rd day of	2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18	ERRATA SHEET
2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19	I, Marc Volz, CSR 2863, RPR, CRR, CRC, do hereby declare: That, prior to being examined, the witness named in the foregoing deposition was by me duly sworn pursuant to Section 2093(b) and 2094 of the Code of Civil Procedure; That said deposition was taken down by me in shorthand at the time and place therein named and thereafter reduced to text under my direction. I further declare that I have no interest in the event of the action. I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct. WITNESS my hand this 23rd day of April, 2018.	2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20	ERRATA SHEET
2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20	I, Marc Volz, CSR 2863, RPR, CRR, CRC, do hereby declare: That, prior to being examined, the witness named in the foregoing deposition was by me duly sworn pursuant to Section 2093(b) and 2094 of the Code of Civil Procedure; That said deposition was taken down by me in shorthand at the time and place therein named and thereafter reduced to text under my direction. I further declare that I have no interest in the event of the action. I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct. WITNESS my hand this 23rd day of April, 2018.	2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21	ERRATA SHEET
2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21	I, Marc Volz, CSR 2863, RPR, CRR, CRC, do hereby declare: That, prior to being examined, the witness named in the foregoing deposition was by me duly sworn pursuant to Section 2093(b) and 2094 of the Code of Civil Procedure; That said deposition was taken down by me in shorthand at the time and place therein named and thereafter reduced to text under my direction. I further declare that I have no interest in the event of the action. I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct. WITNESS my hand this 23rd day of	2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22	Page Line Should read: Reason for Change:
2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20	I, Marc Volz, CSR 2863, RPR, CRR, CRC, do hereby declare: That, prior to being examined, the witness named in the foregoing deposition was by me duly sworn pursuant to Section 2093(b) and 2094 of the Code of Civil Procedure; That said deposition was taken down by me in shorthand at the time and place therein named and thereafter reduced to text under my direction. I further declare that I have no interest in the event of the action. I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct. WITNESS my hand this 23rd day of April, 2018.	2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21	Page Line Should read: Reason for Change:
2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21	I, Marc Volz, CSR 2863, RPR, CRR, CRC, do hereby declare: That, prior to being examined, the witness named in the foregoing deposition was by me duly sworn pursuant to Section 2093(b) and 2094 of the Code of Civil Procedure; That said deposition was taken down by me in shorthand at the time and place therein named and thereafter reduced to text under my direction. I further declare that I have no interest in the event of the action. I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct. WITNESS my hand this 23rd day of April, 2018.	2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22	Page Line Should read: Reason for Change:
2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22	I, Marc Volz, CSR 2863, RPR, CRR, CRC, do hereby declare: That, prior to being examined, the witness named in the foregoing deposition was by me duly sworn pursuant to Section 2093(b) and 2094 of the Code of Civil Procedure; That said deposition was taken down by me in shorthand at the time and place therein named and thereafter reduced to text under my direction. I further declare that I have no interest in the event of the action. I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct. WITNESS my hand this 23rd day of April, 2018.	2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23	Page Line Should read: Reason for Change:
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RSPN COHENJOHNSON PARKER EDWARDS H. STAN JOHNSON, ESQ. Nevada Bar No. 00265 sjohnson@cohenjohnson.com 375 E. Warm Springs Rd., Suite 104 Las Vegas, Nevada 89119 Telephone: (702) 823-3400 QUINN EMANUEL URQUHART & SULLIVAN, LLP CHRISTOPHER TAYBACK, ESQ. California Bar No. 145532, pro hac vice christayback@quinnemanuel.com MARSHALL M. SEARCY, ESQ. California Bar No. 169269, pro hac vice marshallsearcy@quinnemanuel.com MARSHALL M. SEARCY, ESQ. California Bar No. 169269, pro hac vice marshallsearcy@quinnemanuel.com MASSHALL M. SEARCY, ESQ. California Bar No. 169269, pro hac vice marshallsearcy@quinnemanuel.com MASS South Figueroa Street, 10 th Floor Los Angeles, CA 90017 Telephone: (213) 443-3000 Attorneys for Defendants Margaret Cotter, Ellen Cotter, and Guy Adams EIGHTH JUDICIAL DISTRICT COURT CLARK COUNTY, NEVADA Case No.: A-15-719860-B Dept. No.: XI Case No.: P-14-082942-E Dept. No.: XI Related and Coordinated Cases BUSINESS COURT DEFENDANT MARGARET COTTER'S OBJECTIONS AND RESPONSES TO PLAINTIFF JAMES J. COTTER, JR.'S JANUARY 12, 2018 INTERROGATORIES	
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, EIGHTH JUDICIAL DISTRICT COURT Case No.: A-15-719860-B Dept. No.: XI Case No.: P-14-082942-E Dept. No.: XI Related and Coordinated Cases BUSINESS COURT DEFENDANT MARGARET COTTER'S OBJECTIONS AND RESPONSES TO PLAINTIFF JAMES J. COTTER, JR.'S JANUARY 12, 2018 INTERROGATORIES	'AN, LLP
CLARK COUNTY, NEVADA JAMES J. COTTER, JR. individually and derivatively on behalf of Reading International, Inc., Plaintiff, Plaintiff, W. MARGARET COTTER, et al., Defendants. AND READING INTERNATIONAL, INC., a Nevada corporation, Case No.: A-15-719860-B Dept. No.: XI Case No.: P-14-082942-E Dept. No.: XI Related and Coordinated Cases BUSINESS COURT DEFENDANT MARGARET COTTER'S OBJECTIONS AND RESPONSES TO PLAINTIFF JAMES J. COTTER, JR.'S JANUARY 12, 2018 INTERROGATORIES	
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	Dept. No.: XI Case No.: P-14-082942-E Dept. No.: XI Related and Coordinated Cases BUSINESS COURT DEFENDANT MARGARET COTTER'S OBJECTIONS AND RESPONSES TO

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

GENERAL OBJECTIONS AND RESPONSES

- 1. Defendant is presently pursuing her investigation of the facts and law relating to Plaintiff's Interrogatories. Defendant's objections and responses are based on the knowledge, information, and beliefs of Defendant at this time, as well as the documents in Defendant's possession, custody, or control. Therefore, the objections and responses are given without prejudice to Defendant's right to produce evidence of subsequently discovered facts or to add, modify, or otherwise change or amend the objections and responses or to rely on additional evidence at trial or in connection with any pretrial proceedings. Defendant expressly reserves the right to amend or supplement these objections and responses.
- 2. Defendant objects to each and every instruction, definition, and Interrogatory to the extent that that they seek information that is neither relevant to this action nor reasonably calculated to lead to the discovery of admissible evidence.
- 3. Defendant objects to each and every instruction, definition, and Interrogatory to the extent they are vague and ambiguous, overly broad, unduly burdensome, and/or seek information that is not within her possession, custody, or control.
- 4. Defendant objects to each and every instruction, definition, and Interrogatory to the extent that they seek information protected from disclosure by the attorney-client privilege, work product doctrine, common interest privilege, joint defense privilege, trade secret protections, confidentiality and/or non-disclosure agreements, third-party privacy rights, and/or any other available law, privilege, immunity, doctrine, or other ground for limiting disclosure. The inadvertent disclosure of any such information shall not constitute a waiver of any such law, privilege, immunity, doctrine, or other ground for limiting disclosure with respect to such information, the subject matter of such information, or of Defendant's right to demand the return of inadvertently disclosed materials or to object to the use of any such information during any subsequent proceeding in this action or elsewhere.

- 5. Defendant objects to each and every instruction, definition, and Interrogatory to the extent that they attempt to impose any burdens inconsistent with or in addition to the obligations under the Nevada Revised Statutes, Nevada Rules of Civil Procedure, this Court's local rules, or any other applicable law.
- 6. Defendant objects to the definition of the term "Documents," as vague, ambiguous, overly broad, and unduly burdensome to the extent that it seeks to impose obligations on Defendant beyond those under the Nevada Revised Statutes, Nevada Rules of Civil Procedure, this Court's local rules, or any other applicable law.
- 7. Defendant objects to the definitions of the term "Identify," as vague, ambiguous, overly broad, and unduly burdensome to the extent that they seek to impose obligations on Defendant beyond those under the Nevada Revised Statutes, Nevada Rules of Civil Procedure, this Court's local rules, or any other applicable law.
- 8. Defendant objects to the Interrogatories to the extent that they are duplicative, cumulative, and/or seek information that may be obtained from other sources or through other means of discovery that are more convenient, more efficient, more practical, less burdensome, or less expensive.
- 9. Defendant objects to each and every instruction, definition, and Interrogatory to the extent that they are speculative, lack foundation, or improperly assume the existence of hypothetical facts that are incorrect or unknown to Defendant.
- 10. Defendant objects to each and every instruction, definition, and Interrogatory to the extent that they call for a legal conclusion. Any response by Defendant shall not be construed as providing a legal conclusion regarding the meaning or application of any terms or phrases used in Plaintiff's instructions or definitions.
- 11. Defendant objects to the Interrogatories to the extent the Interrogatories call for information protected by the privacy rights of Defendant and/or third parties.
- 12. Defendant objects to the Interrogatories to the extent the Interrogatories call for information containing confidential or personal business information or other proprietary information, including material nonpublic information.

- 13. Defendant objects to the Interrogatories to the extent the Interrogatories seek information equally or more available to Plaintiff.
- 14. Defendant objects to the Interrogatories pursuant to N.R.C.P. 33(d), to the extent the answers to the Interrogatories would necessitate the preparation or the making of a compilation, abstract, or summary of or from Defendant's documents, and the burden or expense of preparing or making it would be substantially the same for Plaintiff as for Defendant. As such, it is a sufficient answer to specify the writings from which the answer may be derived or ascertained.
- 15. Defendant objects to the Interrogatories to the extent the Interrogatories seek information outside the scope of the limited issues on which the Court has re-opened discovery, the ratification and demand-futility issues raised in the motions denied without prejudice on January 8, 2018. *See* Jan. 8, 2018 Trial Tr. at 28:18-23, 34:11-15.
- 16. The following responses constitute Defendant's best information and belief at this time, based upon reasonable inquiry and the facts presently available and, except for explicit facts admitted herein, no incidental or implied admissions are intended hereby. The fact that Defendant has answered or objected to any Interrogatory or part thereof should not be taken as an admission that Defendant accepts or admits the existence of any facts set forth or assumed by such Interrogatories, or that such answer or objection constitutes admissible evidence. The fact that Defendant has responded to part or all of any Interrogatory is not intended and shall not be construed to be a waiver by Defendant of all or any part of any objection to any Interrogatory.
- 17. Where indicated, Defendant will respond to the Interrogatories. These responses are based on the information presently known to Defendant following a reasonable and diligent inquiry.
- 18. Each of the foregoing general objections is incorporated by reference into each and every specific objection set forth below.

SPECIFIC RESPONSES AND OBJECTIONS TO THE INTERROGATORIES INTERROGATORY NO. 1:

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

RESPONSE TO INTERROGATORY NO. 1:

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

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

INTERROGATORY NO. 2:

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

- a. The date(s) on which you spoke;
- The method of communication, and the location of such discussion, if it was in person;
- c. Any other persons present for or privy to such communication; and

d. A detailed description of what was said.

RESPONSE TO INTERROGATORY NO. 2:

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

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

INTERROGATORY NO. 3:

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

RESPONSE TO INTERROGATORY NO. 3:

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

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

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

INTERROGATORY NO. 4:

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

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

RESPONSE TO INTERROGATORY NO. 4:

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

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

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

INTERROGATORY NO. 5:

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

RESPONSE TO INTERROGATORY NO. 5:

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

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

INTERROGATORY NO. 6:

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

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

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

RESPONSE TO INTERROGATORY NO. 6:

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

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

INTERROGATORY NO. 7:

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

RESPONSE TO INTERROGATORY NO. 7:

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

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

INTERROGATORY NO. 8:

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

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

RESPONSE TO INTERROGATORY NO. 8:

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

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

INTERROGATORY NO. 9:

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

RESPONSE TO INTERROGATORY NO. 9:

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

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

INTERROGATORY NO. 10:

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

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

RESPONSE TO INTERROGATORY NO. 10:

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

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

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

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

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

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

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

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

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

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

Dated: February 14, 2018

COHENJOHNSONPARKEREDWARDS

/s/ H. Stan Johnson By: __ H. STAN JOHNSON, ESQ. Nevada Bar No. 00265 sjohnson@cohenjohnson.com 375 East Warm Springs Road, Suite 104 Las Vegas, Nevada 89119 Telephone: (702) 823-3500 Facsimile: (702) 823-3400

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

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VERIFICATION

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

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

Dated: February / , 2018

MARGARET COTTER

CERTIFICATE OF SERVICE

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

/s/ Sarah Gondek

An employee of Cohen|Johnson|Parker|Edwards

EXHIBIT 8 (FILED UNDER SEAL)

Electronically Filed 5/15/2018 11:32 AM Steven D. Grierson CLERK OF THE COURT

1 MCOM COHENJOHNSONPARKEREDWARDS 2 H. STAN JOHNSON, ESQ. Nevada Bar No. 00265 3 sjohnson@cohenjohnson.com 375 E. Warm Springs Rd., Suite 104 4 Las Vegas, Nevada 89119 Telephone: (702) 823-3500 Facsimile: (702) 823-3400 5 6 QUINN EMANUEL URQUHART & SULLIVAN, LLP CHRISTOPHER TAYBACK, ESQ. California Bar No. 145532, pro hac vice 7 christayback@quinnemanuel.com 8 MARSHALL M. SEARCY, III, ESO. California Bar No. 169269, pro hac vice 9 marshallsearcy@quinnemanuel.com 865 South Figueroa Street, 10th Floor 10 Los Angeles, CA 90017 Telephone: (213) 443-3000 11 Attorneys for Defendants Margaret Cotter, 12 Ellen Cotter, and Guy Adams 13 EIGHTH JUDICIAL DISTRICT COURT 14 CLARK COUNTY, NEVADA 15 Case No .: A-15-719860-B JAMES J. COTTER, JR. individually and Dept. No.: XI 16 derivatively on behalf of Reading P-14-082942-E Case No .: 17 International, Inc., Dept. No.: XI 18 Plaintiff, Related and Coordinated Cases 19 MARGARET COTTER, et al., BUSINESS COURT Defendants. 20 **DEFENDANTS' MOTION TO COMPEL** AND 21 PLAINTIFF TO PRODUCE READING INTERNATIONAL, INC., a Nevada COMMUNICATIONS RELATING TO 22 corporation, EXPERT FEE PAYMENTS 23 Nominal Defendant. APPLICATION FOR ORDER SHORTENING TIME 24 25 Judge: Hon. Elizabeth Gonzalez Date of Hearing: 26 Time of Hearing: 27

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TO ALL PARTIES, COUNSEL, AND THE COURT:

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

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

Dated: May 11, 2018

COHEN|JOHNSON|PARKER|EDWARDS

By: /s/ H. Stan Johnson H. STAN JOHNSON, ESQ.

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

ORDER SHORTENING TIME 2 It appearing to the satisfaction of the Court and good cause appearing therefor, IT IS 3 HEREBY ORDERED that Defendants Margaret Cotter, Ellen Cotter, and Guy Adams' 4 (collectively, "Defendants") Motion to Compel Plaintiff to Produce Communications Relating to 5 Expert Fee Payments shall be heard before the above-entitled Court in Department XI, on the 6 day of May, 2018 at a.m./p.m., or as soon thereafter as counsel 7 can be heard. 8 9 day of May, 2018 10 11 12 DISTRICT COURT JUDGE 13 14 PREPARED AND SUBMITTED BY: 15 COHEN|JOHNSON|PARKER|EDWARDS 16 /s/ H. Stan Johnson By: _ 17 H. STAN JOHNSON, ESQ. 18 Nevada Bar No. 00265 sjohnson@cohenjohnson.com 19 255 East Warm Springs Road, Suite 100 Las Vegas, Nevada 89119 20 Telephone: (702) 823-3500 Facsimile: (702) 823-3400 21 22 23 24 25 26 27 28

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DECLARATION OF MARSHALL M. SEARCY III

- I, Marshall M. Searcy, III, state and declare as follows:
- I am a member of the bar of the State of California, and am a partner with Quinn Emanuel Urquhart & Sullivan, LLP, attorneys for Defendants Margaret Cotter, Ellen Cotter, and Guy Adams ("Defendants"). I make this declaration based upon personal, firsthand knowledge. except where stated to be on 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 its contents in a court of law. This declaration is made in good faith and not for the purpose of delay.
- 2. Attached hereto as Exhibit 1 is a true and correct copy of Defendants' Notice of Taking Depositions - Duces Tecum (of Dr. John Finnerty, Tiago Duarte-Silva, and Myron T. Steele), served on Plaintiff on October 12, 2016, which attaches Deposition Subpoenas (Duces Tecum) for Dr. Finnerty, Mr. Duarte-Silva, and Mr. Steele.
- Attached hereto as Exhibit 2 is a true and correct copy of Defendants' Notice of Taking Depositions - Duces Tecum (of Albert S. Nagy), served on Plaintiff on November 23, 2016, which attaches a Deposition Subpoena (Duces Tecum) for Mr. Nagy.
- Attached hereto as Exhibit 3 is a true and correct copy of Defendants' Notice of Taking Depositions - Duces Tecum (of Richard Spitz), served on Plaintiff on December 2, 2016, which attaches a Deposition Subpoena (Duces Tecum) for Mr. Spitz.
- 5. Attached hereto as Exhibit 4 is a true and correct copy of a September 14, 2016 invoice from AlixPartners LLP to Mark G. Krum, counsel for Plaintiff, marked as Exhibit 428 in the deposition of Dr. John D. Finnerty, held in this case on October 16, 2016.
- Attached hereto as Exhibit 5 is a true and correct copy of an August 16, 2016 invoice from Realty Capital Solutions, LLC to Mark G. Krum, counsel for Plaintiff, marked as Exhibit 467 in the deposition of Albert Nagy, held in this case on November 29, 2016.
- 7. Attached hereto as Exhibit 6 is a true and correct copy of an August 16, 2016 invoice from Strong Force IP Strategies to Mark G. Krum, counsel for Plaintiff, marked as Exhibit 476 in the deposition of Richard Spitz, held in this case on December 7, 2016.

- 8. Attached hereto as **Exhibit 7** is a true and correct copy of the parties' Joint Pretrial Memorandum, filed on December 8, 2017.
- 9. Attached hereto as **Exhibit 8** is a true and correct copy of an April 23, 2018 email regarding "Visitor at Cecelia" from Karen Vargas, Controller of Cecelia Packing Corporation ("Cecelia"), to Laura Batista, executive assistant to Ellen Cotter, and David Roth, President of Cecelia, which attaches a March 29, 2018 Incident Report prepared by Laura Lopez, an employee in Cecelia's accounting department.
- 10. Attached hereto as **Exhibit 9** is a true and correct of a March 29–April 17, 2018 email chain regarding "Letter 03/29/2018" between Laura Lopez, David Roth, and Margaret Cotter, which attaches an "Urgent Message" for James J. Cotter, Jr., left at Cecelia's offices by a purported representative of AlixPartners LLP.
- 11. I subsequently learned that a purported representative of AlixPartners LLP also called the offices of Reading International, Inc. ("RDI") regarding the collection of Plaintiff's apparent expert fee debt on January 22, 2018.
- 12. Attached hereto as **Exhibit 10** is a true and correct copy of a May 7, 2018 letter from me to Mark G. Krum, counsel for Plaintiff, requesting that Plaintiff update and supplement his document production to include communications between Plaintiff and his experts regarding his payment (or nonpayment) of any amounts he owes or has owed resulting from expert services in this matter. Consistent with their obligations, Defendants offered to meet and confer telephonically with Plaintiff regarding this request.
- 13. Attached hereto as **Exhibit 11** is a true and correct copy of a May 9, 2018 email from me to Mark G. Krum, counsel for Plaintiff, requesting a response to Defendants' May 7, 2018.
- 14. Attached hereto as **Exhibit 12** is a true and correct copy of a May 10, 2018 email from Mark G. Krum, counsel for Plaintiff, to me.
- 15. Attached hereto as **Exhibit 13** is a true and correct copy of a May 10, 2018 letter from me responding to Mark G. Krum's May 10, 2018 email.

- 16. I believe that the foregoing efforts, made in good faith to resolve this matter without Court intervention, satisfy the parties' obligations to meet and confer under Eighth District Rule of Practice 2.34.
- 17. Defendants respectfully submit that this Motion should be heard on an Order Shortening Time because of the need to prepare for the rapidly-approaching trial, which the Court has anticipated will take place between July 9 and July 27, 2018, and given Plaintiff's previous representations to the Court and Defendants as to the expected appearances and testimony of his expert witnesses at trial. Plaintiff's failure to provide full and complete document productions in response to Defendants' previous requests threatens to impair Defendants' trial preparations.

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

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

Marshall M. Searcy III

TABLE OF CONTENTS MEMORANDUM OF POINTS AND AUTHORITIES INTRODUCTION FACTUAL BACKGROUND.....1 Defendants Request, and Plaintiff Produces, Communications Between Plaintiff and His Experts Concerning The Billing of Their Fees...... Evidence Emerges Indicating That Plaintiff Needs to Supplement His B. Production of Communications Between Him and His Experts Concerning ARGUMENT.....4 COMMUNICATIONS BETWEEN PLAINTIFF AND HIS EXPERT WITNESSES REGARDING THEIR FEES AND HIS (NON)PAYMENT OF THEM ARE RELEVANT, NOT PRIVILEGED, AND RESPONSIVE TO EXISTING REQUESTS.....4 PLAINTIFF HAS AN ONGOING DUTY UNDER THE NEVADA RULES TO II. vi

MEMORANDUM OF POINTS AND AUTHORITIES

INTRODUCTION

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

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

FACTUAL BACKGROUND

A. <u>Defendants Request, and Plaintiff Produces, Communications Between</u> <u>Plaintiff and His Experts Concerning The Billing of Their Fees</u>

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

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

In each of the Deposition Subpoenas that Defendants served on Plaintiff and his experts, Defendants requested "all communications" between the expert and "Plaintiff's counsel, or anyone acting on their behalf, relating to this litigation." (See, e.g., Searcy Decl. Ex. 1, Duarte-Silva Dep. Subpoena, Req. No. 2.) Similarly, Defendants requested "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 id., Req. No. 6.) In response to these requests, Plaintiff produced bills, invoices, and other communications with his experts reflecting the charges Plaintiff had incurred as of September 2016 for the expert services he had engaged. (See, e.g., Searcy Decl. Exs. 4-6.)

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

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27 28 Court and Defendants were left with the impression at the final pretrial conference that all experts disclosed by Plaintiff would be appearing at some point during the imminent trial.

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

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

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

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

 emphasizing Plaintiff's ongoing duty to supplement his document productions, it requested that Plaintiff (1) 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 case, and (2) notify Defendants by Wednesday, May 9, 2018 whether he intended to make such a production. (*See id.* at 2.) Defendants offered to meet and confer with Plaintiff as necessary regarding their requests. (*See id.*)

Plaintiff did not respond to Defendants' May 7, 2018 letter for over two days.

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

ARGUMENT

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

It is beyond dispute that documents or communications pertaining to the expert fees incurred by Plaintiff and his payment (or nonpayment) of those fees are captured by Defendants' existing document requests. (See Searcy Decl. Exs. 1-3, Dep. Subpoenas, Req. Nos. 2, 6.)

Moreover, such correspondence is certainly not privileged. Plaintiff himself produced examples

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

Indeed, it is well settled as a matter of law that documents and communications concerning expert billing and collection efforts should be produced, as those materials are 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. Sheppard, 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").

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

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

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

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

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

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

CONCLUSION

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

Dated: May 11, 2018

COHENJOHNSONPARKEREDWARDS

By: /s/ H. Stan Johnson H. STAN JOHNSON, ESQ.

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CHRISTOPHER TAYBACK, ESQ. California Bar No. 145532, pro hac vice christayback@quinnemanuel.com MARSHALL M. SEARCY, III, ESQ. California Bar No. 169269, pro hac vice

marshallsearcy@quinnemanuel.com 865 South Figueroa Street, 10th Floor Los Angeles, CA 90017 Telephone: (213) 443-3000

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

CERTIFICATE OF SERVICE I hereby certify that, on May 15, 2018, I caused a true and correct copy of the foregoing DEFENDANTS' MOTION TO COMPEL PLAINTIFF TO PRODUCE COMMUNICATIONS RELATING TO EXPERT FEE PAYMENTS and **APPLICATION FOR ORDER SHORTENING TIME** to be served on all interested parties, as registered with the Court's E-Filing and E-Service System. /s/ Sarah Gondek An employee of Cohen|Johnson|Parker|Edwards

EXHIBIT 1

		10/12/2016 04:35:44 PM
1 2 3 3 4 4 5 5 7 7 8	COHEN JOHNSON PARKER EDWARDS H. Stan Johnson, ESQ. Nevada Bar No. 00265 sjohnson@cohenjohnson.com 255 East Warm Springs Road, Suite 100 Las Vegas, Nevada 89119 Telephone: (702) 823-3500 Facsimile: (702) 823-3400 QUINN EMANUEL URQUHART & SULLIVAN CHRISTOPHER TAYBACK, ESQ. California Bar No. 145532, pro hac vice christayback@quinnemanuel.com MARSHALL M. SEARCY, ESQ. California Bar No. 169269, pro hac vice marshallsearcy@quinnemanuel.com 865 South Figueroa Street, 10 th Floor	N, LLP
)	Los Angeles, CA 90017 Telephone: (213) 443-3000	
N.C.	Attorneys for Defendants Margaret Cotter, Ellen Cotter, Douglas McEachern, Guy Adams, Edward Kane, Judy Codding, and Michael Wrotniak	
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	JAMES J. COTTER, JR. individually and derivatively on behalf of Reading International, Inc.,	Case No.: A-15-719860-B Dept. No.: XI
	Plaintiff,	Case No.: P-14-082942-E Dept. No.: XI
	v.	Related and Coordinated Cases
	MARGARET COTTER, ELLEN COTTER, GUY	BUSINESS COURT
	ADAMS, EDWARD KANE, DOUGLAS	NOTICE OF TAKING DEPOSITIONS
	McEACHERN, WILLIAM GOULD, JUDY CODDING, MICHAEL WROTNIAK, and DOES 1 through 100, inclusive,	- DUCES TECUM
	Defendants,	
	and	
	READING INTERNATIONAL, INC., a Nevada corporation;	
i	Nominal Defendant.	

TO:

TO:

ALL PARTIES; and

THEIR RESPECTIVE COUNSEL

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

Deponent	Date	9:00 a.m.	Location	
John Finnerty	October 17, 2016		Quinn Emanuel Urquhart & Sullivan, LLP 51 Madison Avenue, 22nd Floor, New York, New York 10010	
Tiago Duarte- Silva	October 18, 2016	9:00 a.m.	Greenberg Traurig, LLP One International Place Suite 2000 Boston, MA 02110	
Myron Steele	October 19, 2016	9:00 a.m.	Greenberg Traurig, LLP 2700 Two Commerce Square 2001 Market Street Philadelphia, PA 19103	

Page 2

1 The depositions will be upon oral examination before a Notary Public, or before some 2 other officer authorized by law to administer oaths. Said depositions may be videotaped. Copies 3 of the related subpoenas are attached hereto. Dated: October 12, 2016. 4 5 COHEN|JOHNSON|PARKER|EDWARDS 6 7 By: /s/ H. Stan Johnson H. STAN JOHNSON, ESQ. 8 Nevada Bar No. 00265 sjohnson@cohenjohnson.com 9 255 East Warm Springs Road, Suite 100 Las Vegas, Nevada 89119 10 Telephone: (702) 823-3500 Facsimile: (702) 823-3400 11 12 QUINN EMANUEL URQUHART & SULLIVAN, LLP 13 CHRISTOPHER TAYBACK, ESQ. California Bar No. 145532, pro hac vice 14 christayback@quinnemanuel.com 15 MARSHALL M. SEARCY, ESQ. California Bar No. 169269, pro hac vice 16 marshallsearcy@quinnemanuel.com 865 South Figueroa Street, 10th Floor 17 Los Angeles, CA 90017 Telephone: (213) 443-3000 18 19 Attorneys for Defendants Margaret Cotter, Ellen Cotter, Douglas McEachern, Guy Adams, 20 Edward Kane, Judy Codding, and Michael Wrotniak 21 22 23 24 25 26 27 28

CODE CC03 COHEN JOHNSON PARKER EDWARDS H. Stan Johnson, ESQ. Nevada Bar No. 00265 sjohnson@cohenjohnson.com 255 East Warm Springs Road, Suite 100 Las Vegas, Nevada 89119 Telephone: (702) 823-3500 Facsimile: (702) 823-3400				
QUINN EMANUEL URQUHART & SULLIVAN CHRISTOPHER TAYBACK, ESQ. California Bar No. 145532, pro hac vice christayback@quinnemanuel.com MARSHALL M. SEARCY, ESQ. California Bar No. 169269, pro hac vice marshallsearcy@quinnemanuel.com 865 South Figueroa Street, 10 th Floor Los Angeles, CA 90017 Telephone: (213) 443-3000	N, LLP			
Attorneys for Defendants Margaret Cotter, Ellen Cotter, Douglas McEachern, Guy Adams, Edward Kane, Judy Codding, and Michael Wrotniak				
EIGHTH JUDICIAL DISTRICT COURT CLARK COUNTY, NEVADA				
JAMES J. COTTER, JR. individually and derivatively on behalf of Reading International, Inc.,	Case No.: A-15-719860-B Dept. No.: XI			
Plaintiff,	Case No.: P-14-082942-E Dept. No.: XI			
V.	Related and Coordinated Cases			
MARGARET COTTER, ELLEN COTTER, GUY ADAMS, EDWARD KANE, DOUGLAS McEACHERN, WILLIAM GOULD, JUDY CODDING, MICHAEL WROTNIAK, and DOES 1 through 100, inclusive, Defendants, and	BUSINESS COURT DEPOSITION SUBPOENA (DUCES TECUM) (For Personal Appearance and Production of Documents and Things at Deposition)			
READING INTERNATIONAL, INC., a Nevada corporation; Nominal Defendant.				

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THE STATE OF NEVADA TO:

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

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

Date: October 17, 2016

Time: 9:00 a.m.

Place: Quinn Emanuel Urquhart & Sullivan, LLP

51 Madison Avenue, 22nd Floor, New York, New York 10010

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

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

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

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

50.195, 50.205, and 22.100(3). Please see the attached Exhibit "A" for information regarding your rights and responsibilities relating to this Subpoena. Please see the attached Exhibit B for a full list of counsel in this matter. Dated: October 12, 2016. By: /s/ H. Stan Johnson H. Stan Johnson, Esq. Nevada Bar No. 00265 Page 3

ITEMS TO BE PRODUCED

DEFINITIONS

- 1. COMMUNICATION or COMMUNICATIONS means and includes any disclosure, transfer, or exchange of information between two or more persons, whether orally or in writing, including, without limitation, any conversation or discussion by means of meeting, letter, telephone, note, memorandum, telegraph, telex, telecopier, electronic mail, or any other electronic or other medium, including, without limitation, in written, audio or video form.
- 2. "DOCUMENT" or "DOCUMENTS" means all materials within the full scope of Nev. R. Civ. P. 34, including but not limited to all writings and recordings, including the originals and all non-identical copies, whether different from the original by reason of any notation made on such copies or otherwise, handwriting, typewriting, printing, image, photograph, photocopy, digital file of any kind, transmittal by (or as an attachment to) electronic mail (including instant messages and text messages) or facsimile, video and audio recordings, and every other means of recording upon any tangible thing, any form of COMMUNICATION or representation, and any record thereby created, regardless of the manner in which the record has been stored, and all non-identical copies of such DOCUMENTS, in the possession, custody, or control of YOU or any other PERSON acting on YOUR behalf.
 - 3. The term PLAINTIFF shall refer to James J. Cotter, Jr.
- RELATES TO, RELATING TO, or RELATED TO means to refer to, reflect, concern, pertain to or in any manner be connected with the matter discussed.
- "YOU" or "YOUR" shall mean John Finnerty and any of YOUR present and former attorneys, investigators, agents, and any other individual acting for or on YOUR behalf.
- 6. "FINNERTY REPORT" refers to the report that YOU submitted on September 28, 2016, including all exhibits, as well as any of Your other reports and exhibits that have been submitted to the court during the course of this litigation.

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ITEMS TO BE PRODUCED

- All DOCUMENTS, data, and analysis, including but not limited to all facts and data provided by PLAINTIFF or PLAINTIFF's counsel, that YOU considered in forming YOUR opinions directly or indirectly referenced in the FINNERTY REPORT.
- All COMMUNICATIONS between YOU and PLAINTIFF, PLAINTIFF'S counsel, or anyone acting on their behalf, RELATING TO this litigation.
- All draft versions of the FINNERTY REPORT, as well as any draft versions of exhibits to the FINNERTY REPORT.
- 4. All DOCUMENTS prepared or created by YOU or anyone acting on YOUR behalf in forming your opinions directly or indirectly referenced in the FINNERTY REPORT, including but not limited to any notes.
- DOCUMENTS sufficient to identify all matters in the last two years in which
 YOU have prepared reports or testified.
- 6. DOCUMENTS sufficient to identify the total fees paid to YOU for any work YOU performed on behalf of PLAINTIFF or PLAINTIFF's counsel during the course of this litigation.
- DOCUMENTS sufficient to identify all persons and entities who assisted YOU in this matter.

AFFIDA	VIT/DECLARATION OF SERVICE
STATE OF NEVADA)
under penalty of perjury, state that party to or interested in the pro- received a copy of the DEPOSIT	t at all times herein I was and am over 18 years of age and no ceedings in which this Affidavit/Declaration is made; tha TION SUBPOENA (DUCES TECUM) on (insert date person mage); and that I served the same on (insert date person mage)
witness)	, by delivering and leaving a copy with (insert nam) (insert address where witness was served)
Executed on:(Date)	(Signature of Person Making Service)
SUBSCRIBED AND SWORN to	20
NOTARY PUBLIC in and for the County of, Sta	
OR ONE OF THE FOLLOWIN (a) If executed in the State of Nev true and correct."	G: Per NRS 53.045 ada: "I declare under penalty of perjury that the foregoing is
Executed on:	(Signature of Person Making Service)
	of Nevada: "I declare under penalty of perjury under the la
Executed on:	(Signature of Person Making Service)

EXHIBIT "A" NEVADA RULES OF CIVIL PROCEDURE

Rule 45

(c) Protection of persons subject to subpoena.

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

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

deposition, hearing or trial.

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

fails to allow reasonable time for compliance;

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

(iii) requires disclosure of privileged or other protected matter and no

exception or waive applies, or

(iv) subjects a person to undue burden.

(B) If a subpoena

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

development, or commercial information, or

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

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

(d) Duties in responding to subpoena.

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

the categories in the demand.

(2) When information subject to a subpoena is withheld on a claim that it is privileged or subject to protection as trial preparation materials, the claim shall be made expressly and shall be supported by a description of the nature of the documents, communications, or things not produced that is sufficient to enable the demanding party to contest the claim.

Exhibit B COHEN|JOHNSON|PARKER|EDWARDS 2 H. STAN JOHNSON, ESQ. Nevada Bar No. 00265 3 sjohnson@cohenjohnson.com 255 East Warm Springs Road, Suite 100 4 Las Vegas, Nevada 89119 Telephone: (702) 823-3500 5 Facsimile: (702) 823-3400 6 QUINN EMANUEL URQUHART & SULLIVAN, LLP CHRISTOPHER TAYBACK, ESQ. 7 California Bar No. 145532, pro hac vice christayback@quinnemanuel.com 8 MARSHALL M. SEARCY, ESQ. California Bar No. 169269, pro hac vice marshallsearcy@quinnemanuel.com 865 South Figueroa Street, 10th Floor 10 Los Angeles, CA 90017 Telephone: (213) 443-3000 11 Attorneys for Defendants Margaret Cotter, 12 Ellen Cotter, Douglas McEachern, Guy Adams, Edward Kane, Judy Codding, and Michael Wrotniak 13 MAUPIN, COX & LeGOY 14 DONALD A. LATTIN Nevada Bar No. 0693 15 dlattin@mclrenolaw.com CAROLYN K. RENNER 16 Nevada Bar No. 9164 crenner@mclrenolaw.com 17 CHRISTOPHER M. STANKO Nevada Bar No. 13591 18 cstanko@mclrenolaw.com 4785 Caughlin Parkway 19 Reno, NV 89519 20 BIRD, MARELLA, BOXER, WOLPERT, NESSIM, DROOKS, LINCENBERG & RHOW 21 EKWAN E. RHOW California Bar No. 174604 22 eer@birdmarella.com 1875 Century Park East, 23rd Floor 23 Los Angeles, CA 90067-2561 24 Attorneys for Defendants William Gould and Timothy Storey 25 26 27

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	Westlake Village, Čalifornia 91361
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22	Telephone: (702) 385-9595 Facsimile: (702) 386-2737
	r acsimile. (702) 300-2737
23	Attorneys for Plaintiffs and Intervenors,
24	T2 Parmers Management, LP dba Kase Capital Management; T2 Accredited Fund,
	LP dba Kase Fund; T2 Qualified Fund,
25	LP dba Kase Qualified Fund: Tilson Offshor
26	Fund, LTD; T2 Partners Management I, LLC
	dba Kase Management; T2 Partners Management Group, LLC dba Kase Group;
27	JMG Capital Management, LLC; Pacific
28	Capital Management, LLC

CODE CC03 COHEN JOHNSON PARKER EDWARD H. Stan Johnson, ESQ. Nevada Bar No. 00265 sjohnson@cohenjohnson.com 255 East Warm Springs Road, Suite 100 Las Vegas, Nevada 89119 Telephone: (702) 823-3500 Facsimile: (702) 823-3400 QUINN EMANUEL URQUHART & SUL CHRISTOPHER TAYBACK, ESQ. California Bar No. 145532, pro hac vice christayback@quinnemanuel.com MARSHALL M. SEARCY, ESQ. California Bar No. 169269, pro hac vice marshallsearcy@quinnemanuel.com 865 South Figueroa Street, 10th Floor Los Angeles, CA 90017 Telephone: (213) 443-3000 Attorneys for Defendants Margaret Cotter, Ellen Cotter, Douglas McEachern, Guy Adar Edward Kane, Judy Codding, and Michael W	LLIVAN, LLP
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CLARK CO	OUNTY, NEVADA
JAMES J. COTTER, JR. individually and derivatively on behalf of Reading Internation Inc., Plaintiff,	Case No.: A-15-719860-B Dept. No.: XI Case No.: P-14-082942-E Dept. No.: XI
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MARGARET COTTER, ELLEN COTTER, ADAMS, EDWARD KANE, DOUGLAS McEACHERN, WILLIAM GOULD, JUDY CODDING, MICHAEL WROTNIAK, and DI through 100, inclusive, Defendants, and	GUY BUSINESS COURT DEPOSITION SUBPOENA OUCES TECUM
READING INTERNATIONAL, INC., a New corporation; Nominal Defendant.	rada

THE STATE OF NEVADA TO:

Myron Steele

c/o Lewis Roca Rothgerber Christie LLP 3993 Howard Hughes Parkway, Suite 600

Las Vegas, Nevada 89169 Telephone: (702) 949-8200

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

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Date: October 19, 2016

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2001 Market Street Philadelphia, PA 19103

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7 8

 DEFINITIONS

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

- I. All DOCUMENTS, data, and analysis, including but not limited to all facts and data provided by PLAINTIFF or PLAINTIFF's counsel, that YOU considered in forming YOUR opinions directly or indirectly referenced in the STEELE REPORT.
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- DOCUMENTS sufficient to identify all persons and entities who assisted YOU in this matter.

	EEIDAVIT/DECLAD	ATION OF SERVICE
STATE OF NEVADA COUNTY OF I, (insert name of person to under penalty of perjury, so party to or interested in received a copy of the DI service received Subpoena)) ss.) ss.) making service) state that at all times he the proceedings in when the proceedings in which the proceedings in the	, being duly swo trein I was and am over 18 years of age and hich this Affidavit/Declaration is made; ENA (DUCES TECUM) on (insert date person d that I served the same on (insert date person delivering and leaving a copy with (insert d)
		(insert address where witness was served
day of NOTARY PUBLIC in an	d for the	
OR ONE OF THE FOLI	LOWING: Per NRS 5	33.045
true and correct." Executed on:		under penalty of perjury that the foregoing (Signature of Person Making Service)
of the State of Nevada	the State of Nevada: "I that the foregoing is tr	declare under penalty of perjury under the ue and correct."
Executed on:):	(Signature of Person Making Service)

EXHIBIT "A" NEVADA RULES OF CIVIL PROCEDURE

Rule 45

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

deposition, hearing or trial.

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

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

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Exhibit B 1 COHEN|JOHNSON|PARKER|EDWARDS 2 H. STAN JOHNSON, ESQ. Nevada Bar No. 00265 3 siohnson@coheniohnson.com 255 East Warm Springs Road, Suite 100 4 Las Vegas, Nevada 89119 Telephone: (702) 823-3500 5 Facsimile: (702) 823-3400 6 QUINN EMANUEL URQUHART & SULLIVAN, LLP CHRISTOPHER TAYBACK, ESQ. 7 California Bar No. 145532, pro hac vice christayback@quinnemanuel.com MARSHALL M. SEARCY, ESQ. California Bar No. 169269, pro hac vice marshallsearcy@quinnemanuel.com 865 South Figueroa Street, 10th Floor 10 Los Angeles, CA 90017 Telephone: (213) 443-3000 11 Attorneys for Defendants Margaret Cotter, 12 Ellen Cotter, Douglas McEachern, Guy Adams, Edward Kane, Judy Codding, and Michael Wrotniak 13 MAUPIN, COX & LeGOY 14 DONALD A. LATTIN Nevada Bar No. 0693 15 dlattin@mclrenolaw.com CAROLYN K. RENNER 16 Nevada Bar No. 9164 crenner@mclrenolaw.com 17 CHRISTOPHER M. STANKO Nevada Bar No. 13591 18 cstanko@mclrenolaw.com 4785 Caughlin Parkway 19 Reno, NV 89519 20 BIRD, MARELLA, BOXER, WOLPERT, NESSIM, DROOKS, LINCENBERG & RHOW 21 EKWAN E. RHOW California Bar No. 174604 22 eer@birdmarella.com 1875 Century Park East, 23rd Floor 23 Los Angeles, CA 90067-2561 24 Attorneys for Defendants William Gould and Timothy Storey 25 26 27 28

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24	T2 Partners Management, LP dba Kase Capital Management; T2 Accredited Fund,
25	LP dba Kase Fund; T2 Qualified Fund, LP dba Kase Qualified Fund; Tilson Offshor
26	Fund, LTD; T2 Partners Management I, LLC dba Kase Management; T2 Partners
27	Management Group, LLC dba Kase Group; JMG Capital Management, LLC; Pacific
28	Capital Management, LLC

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CODE CC03 COHEN JOHNSON PARKER EDWARDS H. Stan Johnson, ESQ. Nevada Bar No. 00265 sjohnson@cohenjohnson.com 255 East Warm Springs Road, Suite 100 Las Vegas, Nevada 89119 Telephone: (702) 823-3500 Facsimile: (702) 823-3400 QUINN EMANUEL URQUHART & SULLIVA CHRISTOPHER TAYBACK, ESQ. California Bar No. 145532, pro hac vice christayback@quinnemanuel.com MARSHALL M. SEARCY, ESQ. California Bar No. 169269, pro hac vice marshallsearcy@quinnemanuel.com 865 South Figueroa Street, 10 th Floor Los Angeles, CA 90017 Telephone: (213) 443-3000 Attorneys for Defendants Margaret Cotter, Ellen Cotter, Douglas McEachern, Guy Adams,	N, LLP
Ellen Cotter, Douglas McEachern, Guy Adams, Edward Kane, Judy Codding, and Michael Wrotnia	k
EIGHTH JUDICIAL D	ISTRICT COURT
CLARK COUNT	Y, NEVADA
JAMES J. COTTER, JR. individually and derivatively on behalf of Reading International, Inc.,	Case No.: A-15-719860-B Dept. No.: XI
Plaintiff,	Case No.: P-14-082942-E Dept. No.: XI
v.,	Related and Coordinated Cases
MARGARET COTTER, ELLEN COTTER, GUY ADAMS, EDWARD KANE, DOUGLAS McEACHERN, WILLIAM GOULD, JUDY CODDING, MICHAEL WROTNIAK, and DOES 1 through 100, inclusive, Defendants, and	BUSINESS COURT DEPOSITION SUBPOENA (DUCES TECUM) (For Personal Appearance and Production of Documents and Things at Deposition)
READING INTERNATIONAL, INC., a Nevada corporation; Nominal Defendant.	

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THE STATE OF NEVADA TO:

Tiago Duarte-Silva c/o Lewis Roca Rothgerber Christie LLP 3993 Howard Hughes Parkway, Suite 600

Las Vegas, Nevada 89169 Telephone: (702) 949-8200

YOU ARE ORDERED TO APPEAR AS A WITNESS and give testimony at the following date, time, and place pursuant to NRS 50.165 and NRCP 30 and 45, UNLESS you

make an agreement with the attorney or party submitting this subpoena:

Date: October 18, 2016 Time: 9:00 a.m.

Place: Greenberg Traurig, LLP

One International Place

Suite 2000 Boston, MA 02110

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

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

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

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

50.195, 50.205, and 22.100(3). Please see the attached Exhibit "A" for information regarding your rights and responsibilities relating to this Subpoena. Please see the attached Exhibit B for a full list of counsel in this matter. Dated: October 12, 2016. By: /s/ H. Stan Johnson H. Stan Johnson, Esq. Nevada Bar No. 00265 Page 3

ITEMS TO BE PRODUCED

DEFINITIONS

- 1. COMMUNICATION or COMMUNICATIONS means and includes any disclosure, transfer, or exchange of information between two or more persons, whether orally or in writing, including, without limitation, any conversation or discussion by means of meeting, letter, telephone, note, memorandum, telegraph, telex, telecopier, electronic mail, or any other electronic or other medium, including, without limitation, in written, audio or video form.
- 2. "DOCUMENT" or "DOCUMENTS" means all materials within the full scope of Nev. R. Civ. P. 34, including but not limited to all writings and recordings, including the originals and all non-identical copies, whether different from the original by reason of any notation made on such copies or otherwise, handwriting, typewriting, printing, image, photograph, photocopy, digital file of any kind, transmittal by (or as an attachment to) electronic mail (including instant messages and text messages) or facsimile, video and audio recordings, and every other means of recording upon any tangible thing, any form of COMMUNICATION or representation, and any record thereby created, regardless of the manner in which the record has been stored, and all non-identical copies of such DOCUMENTS, in the possession, custody, or control of YOU or any other PERSON acting on YOUR behalf.
 - 3. The term PLAINTIFF shall refer to James J. Cotter, Jr.
- RELATES TO, RELATING TO, or RELATED TO means to refer to, reflect, concern, pertain to or in any manner be connected with the matter discussed.
- 5. "YOU" or "YOUR" shall mean Tiago Duarte-Silva and any of YOUR present and former attorneys, investigators, agents, and any other individual acting for or on YOUR behalf.
- "DUARTE-SILVA REPORT" refers to the report that YOU submitted on August
 25, 2016, including all exhibits, as well as any of Your other reports and exhibits that have been submitted to the court during the course of this litigation.

ITEMS TO BE PRODUCED

- All DOCUMENTS, data, and analysis, including but not limited to all facts and data provided by PLAINTIFF or PLAINTIFF's counsel, that YOU considered in forming YOUR opinions directly or indirectly referenced in the DUARTE-SILVA REPORT.
- All COMMUNICATIONS between YOU and PLAINTIFF, PLAINTIFF'S counsel, or anyone acting on their behalf, RELATING TO this litigation.
- All draft versions of the DUARTE-SILVA REPORT, as well as any draft versions of exhibits to the DUARTE-SILVA REPORT.
- 4. All DOCUMENTS prepared or created by YOU or anyone acting on YOUR behalf in forming your opinions directly or indirectly referenced in the DUARTE-SILVA REPORT, including but not limited to any notes.
- DOCUMENTS sufficient to identify all matters in the last two years in which
 YOU have prepared reports or testified.
- 6. DOCUMENTS sufficient to identify the total fees paid to YOU for any work YOU performed on behalf of PLAINTIFF or PLAINTIFF's counsel during the course of this litigation.
- 7. DOCUMENTS sufficient to identify all persons and entities who assisted YOU in this matter.

STATE OF NEVADA		ATION OF SERVICE
COUNTY OF)) ss.)	
T. Marrier and Property and Pro	× 1000/60.0V	, being duly sworn,
under penalty of perjury, state party to or interested in the	that at all times her proceedings in wh	rein I was and am over 18 years of age and no nich this Affidavit/Declaration is made; that ENA (DUCES TECUM) on (insert date person made)
		I that I served the same on (insert date person me
		lelivering and leaving a copy with (insert name
		(Insert address where witness was served)
Processed was		
Executed on:(Date)		(Signature of Person Making Service)
SUBSCRIBED AND SWOR	N to before me this	
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NOTARY PUBLIC in and for County of, OR ONE OF THE FOLLOW (a) If executed in the State of true and correct."	or the State of WING: Per NRS 5.	3.045
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EXHIBIT "A" NEVADA RULES OF CIVIL PROCEDURE

Rule 45

(c) Protection of persons subject to subpoena.

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

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

deposition, hearing or trial.

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

(i) fails to allow reasonable time for compliance;

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

(iii) requires disclosure of privileged or other protected matter and no

exception or waive applies, or

(iv) subjects a person to undue burden.

(B) If a subpoena

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

development, or commercial information, or

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

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

(d) Duties in responding to subpoena.

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

(2) When information subject to a subpoena is withheld on a claim that it is privileged or subject to protection as trial preparation materials, the claim shall be made expressly and shall be supported by a description of the nature of the documents, communications, or things not produced that is sufficient to enable the demanding party to contest the claim.

Exhibit B 1 COHEN|JOHNSON|PARKER|EDWARDS 2 H. STAN JOHNSON, ESQ. Nevada Bar No. 00265 3 sjohnson@cohenjohnson.com 255 East Warm Springs Road, Suite 100 4 Las Vegas, Nevada 89119 Telephone: (702) 823-3500 5 Facsimile: (702) 823-3400 6 QUINN EMANUEL URQUHART & SULLIVAN, LLP CHRISTOPHER TAYBACK, ESQ. California Bar No. 145532, pro hac vice christayback@quinnemanuel.com 8 MARSHALL M. SEARCY, ESQ. California Bar No. 169269, pro hac vice 9 marshallsearcy@guinnemanuel.com 865 South Figueroa Street, 10th Floor 10 Los Angeles, CA 90017 Telephone: (213) 443-3000 11 Attorneys for Defendants Margaret Cotter, 12 Ellen Cotter, Douglas McEachern, Guy Adams, Edward Kane, Judy Codding, and Michael Wrotniak 13 MAUPIN, COX & LeGOY 14 DONALD A. LATTIN Nevada Bar No. 0693 15 dlattin@mclrenolaw.com CAROLYN K. RENNER 16 Nevada Bar No. 9164 crenner@mclrenolaw.com 17 CHRISTOPHER M. STANKO Nevada Bar No. 13591 18 cstanko@mclrenolaw.com 4785 Caughlin Parkway 19 Reno, NV 89519 20 BIRD, MARELLA, BOXER, WOLPERT, NESSIM, DROOKS, LINCENBERG & RHOW 21 EKWAN E. RHOW California Bar No. 174604 22 eer(a)birdmarella.com 1875 Century Park East, 23rd Floor 23 Los Angeles, CA 90067-2561 24 Attorneys for Defendants William Gould and Timothy Storey 25 26 27 28

1	GREENBERG TRAURIG, LLP MARK E. FERRARIO, ESQ.
2	Nevada Bar No. 1625 ferrariom@gtlaw.com
3	KARA B. HENDRICKS, ESQ. Nevada Bar No. 7743
4	hendricksk@gtlaw.com 3773 Howard Hughes Parkway
5	Suite 400 North Las Vegas, Nevada 89169
6	Telephone: (702) 792-3773 Facsimile: (702) 792-9002
7	Attorneys for Nominal Defendant Reading International, Inc.
9	LEWIS ROCA ROTHGERBER LLP MARK G. KRUM
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11	3993 Howard Hughes Parkway, Suite 600 Las Vegas, Nevada 89169
12	Telephone: (702) 949-8200 Facsimile: (702) 949-8398
13	Attorneys for Plaintiff James J. Cotter, Jr.
14	ROBERTSON & ASSOCIATES, LLP ALEXANDER ROBERTSON, IV
15	Nevada Bar No. 8642 arobertson@arobertsonlaw.com
16	32121 Lindero Canyon Road, Suite 200 Westlake Village, California 91361
17	Telephone: (818) 851-3850 Facsimile: (818) 851-3851
18	
19	PATTI, SGRO, LEWIS & ROGER ADAM C. ANDERSON Nevada Bar No. 13062
20	aanderson@pslrfirm.com 720 S. 7th Street, 3rd Floor
21	Las Vegas, NV 89101
22	Telephone: (702) 385-9595 Facsimile: (702) 386-2737
23	Attorneys for Plaintiffs and Intervenors,
24	T2 Partners Management, LP dba Kase Capital Management; T2 Accredited Fund,
25	LP dba Kase Fund; T2 Qualified Fund, LP dba Kase Qualified Fund; Tilson Offshor
26	Fund, LTD; T2 Partners Management I, LLC dba Kase Management; T2 Partners
27	Management Group, LLC dba Kase Group; JMG Capital Management, LLC; Pacific
28	Capital Management, LLC

EXHIBIT 2

Ш			11/25/2010 11:57:45 AM
	NOTC		
113	COHEN JOHNSON PARKER EDWARDS H. Stan Johnson, ESQ.		
	Nevada Bar No. 00265 sjohnson@cohenjohnson.com		
	255 East Warm Šprings Road, Suite 100 Las Vegas, Nevada 89119		
	Facsimile: (702) 823-3500 Facsimile: (702) 823-3400		
1	QUINN EMANUEL URQUHART & SULLIVAN CHRISTOPHER TAYBACK, ESQ.	, LLP	
(California Bar No. 145532, <i>pro hac vice</i> christayback@quinnemanuel.com		
	MARSHALL M. SEARCY, ESQ. California Bar No. 169269, <i>pro hac vice</i>		
ı	marshallsearcy@quinnemanuel.com 865 South Figueroa Street, 10 th Floor		
]	Los Angeles, CA 90017 Felephone: (213) 443-3000		
1	Attorneys for Defendants Margaret Cotter,		
]	Ellen Cotter, Douglas McEachern, Guy Adams, Edward Kane, Judy Codding, and Michael Wrotniak		
l	FIGHTH HUNGIAL DI	CTDICT COL	IDT
	EIGHTH JUDICIAL DI		KI
	CLARK COUNTY	, NEVADA	
	IAMES J. COTTER, JR. individually and derivatively on behalf of Reading International,	Case No.:	A-15-719860-B
2	inc.,	Dept. No.:	XI
	Plaintiff,	Case No.: Dept. No.:	P-14-082942-E XI
1	I.	Related and	Coordinated Cases
1	MARGARET COTTER, ELLEN COTTER, GUY	BUSINESS	COURT
	ADAMS, EDWARD KANE, DOUGLAS McEACHERN, WILLIAM GOULD, JUDY		OF TAKING DEPOSITION
(CODDING, MICHAEL WROTNIAK, and DOES		DUCES TECUM
7	through 100, inclusive,		
	Defendants,		
**	and		
	READING INTERNATIONAL, INC., a Nevada corporation;		
	Nominal Defendant,		

NOTICE OF TAKING DEPOSITION - DUCES TECUM

TO: ALL PARTIES; and

TO: THEIR RESPECTIVE COUNSEL

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

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

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

Dated: November 23, 2016.

COHEN|JOHNSON|PARKER|EDWARDS

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

QUINN EMANUEL URQUHART & SULLIVAN, LLP

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

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

CERTIFICATE OF SERVICE

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

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

H COOK NOTES	CC03 COHEN JOHNSON PARKER EDWARDS H. Stan Johnson, ESQ. Nevada Bar No. 00265 sjohnson@cohenjohnson.com 255 East Warm Springs Road, Suite 100 Las Vegas, Nevada 89119 Telephone: (702) 823-3500 Facsimile: (702) 823-3400 QUINN EMANUEL URQUHART & SULLIVAN CHRISTOPHER TAYBACK, ESQ. California Bar No. 145532, pro hac vice christayback@quinnemanuel.com MARSHALL M. SEARCY, ESQ. California Bar No. 169269, pro hac vice marshallsearcy@quinnemanuel.com 865 South Figueroa Street, 10th Floor Los Angeles, CA 90017 Telephone: (213) 443-3000 Attorneys for Defendants Margaret Cotter, Ellen Cotter, Douglas McEachern, Guy Adams, Edward Kane, Judy Codding, and Michael Wrotniak		
	EIGHTH JUDICIAL DI	STRICT COL	JRT
	CLARK COUNTY	, NEVADA	
C	JAMES J. COTTER, JR. individually and derivatively on behalf of Reading International, inc.,	Case No.: Dept. No.:	A-15-719860-B XI
	Plaintiff,	Case No.: Dept. No.:	P-14-082942-E XI
v	V	Related and	Coordinated Cases
A N C 1	MARGARET COTTER, ELLEN COTTER, GUY ADAMS, EDWARD KANE, DOUGLAS McEACHERN, WILLIAM GOULD, JUDY CODDING, MICHAEL WROTNIAK, and DOES I through 100, inclusive, Defendants,	(For Person	COURT DSITION SUBPOENA DUCES TECUM) al Appearance and Production outs and Things at Deposition)
	READING INTERNATIONAL, INC., a Nevada corporation; Nominal Defendant.		

THE STATE OF NEVADA TO:

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

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

Date: November 29, 2016

Time: 9:30 a.m. Place: Veritext

20 Corporate Park, Suite 350

Irvine, CA 92606

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

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

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

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

50.195, 50.205, and 22.100(3). Please see the attached Exhibit "A" for information regarding your rights and responsibilities relating to this Subpoena. Please see the attached Exhibit B for a full list of counsel in this matter. Dated: November 23, 2016. By: /s/ H. Stan Johnson H. Stan Johnson, Esq. Nevada Bar No. 00265 Page 3

ITEMS TO BE PRODUCED

DEFINITIONS

- 1. COMMUNICATION or COMMUNICATIONS means and includes any disclosure, transfer, or exchange of information between two or more persons, whether orally or in writing, including, without limitation, any conversation or discussion by means of meeting, letter, telephone, note, memorandum, telegraph, telex, telecopier, electronic mail, or any other electronic or other medium, including, without limitation, in written, audio or video form.
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- 5. "YOU" or "YOUR" shall mean Albert Nagy and any of YOUR present and former attorneys, investigators, agents, and any other individual acting for or on YOUR behalf.
- 6. "NAGY REPORT" refers to the report that YOU submitted on September 28, 2016, including all exhibits, as well as any of Your other reports and exhibits that have been submitted to the court during the course of this litigation.

ITEMS TO BE PRODUCED

- All DOCUMENTS, data, and analysis, including but not limited to all facts and data provided by PLAINTIFF or PLAINTIFF's counsel, that YOU considered in forming YOUR opinions directly or indirectly referenced in the NAGY REPORT.
- All COMMUNICATIONS between YOU and PLAINTIFF, PLAINTIFF'S counsel, or anyone acting on their behalf, RELATING TO this litigation.
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 YOU performed on behalf of PLAINTIFF or PLAINTIFF's counsel during the course of this litigation.
- DOCUMENTS sufficient to identify all persons and entities who assisted YOU in this matter.

AFF	IDAVIT/DECLARA	TION OF SERVICE
STATE OF NEVADA COUNTY OF)) ss.)	
under penalty of perjury, state party to or interested in the received a copy of the DEP	te that at all times here e proceedings in whi OSITION SUBPOEN	, being duly sworn, in I was and am over 18 years of age and no ch this Affidavit/Declaration is made; that NA (DUCES TECUM) on (insert date person mathat I served the same on (insert date person mathat I)
service served Subpoena)witness)	, by de	elivering and leaving a copy with (insert name) (insert address where witness was served)
Executed on:(Date)		(Signature of Person Making Service)
SUBSCRIBED AND SWO		
day of NOTARY PUBLIC in and f County of OR ONE OF THE FOLLO	or the State of	.045
NOTARY PUBLIC in and f County of OR ONE OF THE FOLLO (a) If executed in the State of	or the State of	.045
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NOTARY PUBLIC in and f County of OR ONE OF THE FOLLO (a) If executed in the State of true and correct." Executed on:(Date) (b) If executed outside of the	, 20 For the, State of WING: Per NRS 53 f Nevada: "I declare u	.045 Inder penalty of perjury that the foregoing is (Signature of Person Making Service) leclare under penalty of perjury under the le

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Rule 45

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

deposition, hearing or trial.

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

(i) fails to allow reasonable time for compliance;

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

(iii) requires disclosure of privileged or other protected matter and no

exception or waive applies, or

(iv) subjects a person to undue burden.

If a subpoena

requires disclosure of a trade secret or other confidential research,

development, or commercial information, or

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

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

appearance or production only upon specified conditions.

(d) Duties in responding to subpoena.

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

the categories in the demand.

(2) When information subject to a subpoena is withheld on a claim that it is privileged or subject to protection as trial preparation materials, the claim shall be made expressly and shall be supported by a description of the nature of the documents, communications, or things not produced that is sufficient to enable the demanding party to contest the claim.

Exhibit B 1 COHEN|JOHNSON|PARKER|EDWARDS 2 H. STAN JOHNSON, ESQ. Nevada Bar No. 00265 3 sjohnson@cohenjohnson.com 255 East Warm Springs Road, Suite 100 4 Las Vegas, Nevada 89119 Telephone: (702) 823-3500 5 Facsimile: (702) 823-3400 6 QUINN EMANUEL URQUHART & SULLIVAN, LLP CHRISTOPHER TAYBACK, ESQ. 7 California Bar No. 145532, pro hac vice christayback@quinnemanuel.com 8 MARSHALL M. SEARCY, ESQ. California Bar No. 169269, pro hac vice 9 marshallsearcy@quinnemanuel.com 865 South Figueroa Street, 10th Floor 10 Los Angeles, CA 90017 Telephone: (213) 443-3000 11 Attorneys for Defendants Margaret Cotter, 12 Ellen Cotter, Douglas McEachern, Guy Adams, Edward Kane, Judy Codding, and Michael Wrotniak 13 MAUPIN, COX & LeGOY 14 DONALD A, LATTIN Nevada Bar No. 0693 15 dlattin@mclrenolaw.com CAROLYN K. RENNER 16 Nevada Bar No. 9164 crenner@mclrenolaw.com 17 CHRISTOPHER M. STANKO Nevada Bar No. 13591 18 cstanko@mclrenolaw.com 4785 Caughlin Parkway 19 Reno, NV 89519 20 BIRD, MARELLA, BOXER, WOLPERT, NESSIM, DROOKS, LINCENBERG & RHOW 21 EKWAN E. RHOW California Bar No. 174604 22 eer@birdmarella.com 1875 Century Park East, 23rd Floor 23 Los Angeles, CA 90067-2561 24 Attorneys for Defendants William Gould 25 26 27 28 Page 2

GREENBERG TRAURIG, LLP 1 MARK E. FERRARIO, ESQ. Nevada Bar No. 1625 2 ferrariom@gtlaw.com KARA B. HENDRICKS, ESQ. 3 Nevada Bar No. 7743 hendricksk@gtlaw.com 3773 Howard Hughes Parkway Suite 400 North 4 5 Las Vegas, Nevada 89169 Telephone: (702) 792-3773 6 Facsimile: (702) 792-9002 7 Attorneys for Nominal Defendant Reading International, Inc. 8 LEWIS ROCA ROTHGERBER LLP 9 MARK G. KRUM Nevada Bar No. 10913 10 MKrum@LRRLaw.com 3993 Howard Hughes Parkway, Suite 600 Las Vegas, Nevada 89169 11 Telephone: (702) 949-8200 12 Facsimile: (702) 949-8398 13 Attorneys for Plaintiff James J. Cotter, Jr. 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 Page 3

EXHIBIT 3

Nominal Defendant.		
READING INTERNATIONAL, INC., a Nevada corporation;		
and		
Defendants,		
1 through 100, inclusive,		
McEACHERN, WILLIAM GOULD, JUDY CODDING, MICHAEL WROTNIAK, and DOES		DUCES TECUM
MARGARET COTTER, ELLEN COTTER, GUY ADAMS, EDWARD KANE, DOUGLAS		OF TAKING DEPOSITION
	BUSINESS	
v.	Dept. No.:	XI Coordinated Cases
Plaintiff,	Case No.:	P-14-082942-E
derivatively on behalf of Reading International, Inc.,	Case No.: Dept. No.:	A-15-719860-B XI
JAMES J. COTTER, JR. individually and	Class No.	A 15 710060 D
CLARK COUNTY	, NEVADA	
EIGHTH JUDICIAL DI	STRICT COU	JRT
Ellen Cotter, Douglas McEachern, Guy Adams, Edward Kane, Judy Codding, and Michael Wrotniak		
Attorneys for Defendants Margaret Cotter,		
865 South Figueroa Street, 10 th Floor Los Angeles, CA 90017 Telephone: (213) 443-3000		
California Bar No. 169269, pro hac vice marshallsearcy@quinnemanuel.com		
christayback@quinnemanuel.com MARSHALL M. SEARCY, ESQ.		
CHRISTOPHER TAYBACK, ESQ. California Bar No. 145532, pro hac vice		
QUINN EMANUEL URQUHART & SULLIVAN	N, LLP	
Telephone: (702) 823-3500 Facsimile: (702) 823-3400		
255 East Warm Springs Road, Suite 100 Las Vegas, Nevada 89119		
Nevada Bar No. 00265 sjohnson@cohenjohnson.com		
COHEN JOHNSON PARKER EDWARDS H. Stan Johnson, ESQ.		

ALL PARTIES; and TO:

TO: THEIR RESPECTIVE COUNSEL

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

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

Page 2

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

Dated: December 2, 2016.

COHEN|JOHNSON|PARKER|EDWARDS

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

QUINN EMANUEL URQUHART & SULLIVAN, LLP

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

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

CERTIFICATE OF SERVICE

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

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

CC03 COHEN JOHNSON PARKER EDWARDS H. Stan Johnson, ESQ. Nevada Bar No. 00265 sjohnson@cohenjohnson.com 255 East Warm Springs Road, Suite 100 Las Vegas, Nevada 89119 Telephone: (702) 823-3500 Facsimile: (702) 823-3400 QUINN EMANUEL URQUHART & SULLIVA CHRISTOPHER TAYBACK, ESQ. California Bar No. 145532, pro hac vice christayback@quinnemanuel.com MARSHALL M. SEARCY, ESQ. California Bar No. 169269, pro hac vice marshallsearcy@quinnemanuel.com 865 South Figueroa Street, 10 th Floor Los Angeles, CA 90017 Telephone: (213) 443-3000 Attorneys for Defendants Margaret Cotter, Ellen Cotter, Douglas McEachern, Guy Adams, Edward Kane, Judy Codding, and Michael Wrotni.	
EIGHTH JUDICIAL I	DISTRICT COURT
CLARK COUNT	Y, NEVADA
JAMES J. COTTER, JR. individually and derivatively on behalf of Reading International, Inc.,	Case No.: A-15-719860-B Dept. No.: XI
Plaintiff,	Case No.: P-14-082942-E Dept. No.: XI
v.	Related and Coordinated Cases
MARGARET COTTER, ELLEN COTTER, GUY ADAMS, EDWARD KANE, DOUGLAS McEACHERN, WILLIAM GOULD, JUDY CODDING, MICHAEL WROTNIAK, and DOES 1 through 100, inclusive, Defendants, and	BUSINESS COURT DEPOSITION SUBPOENA (DUCES TECUM) (For Personal Appearance and Production of Documents and Things at Deposition)
READING INTERNATIONAL, INC., a Nevada corporation;	
Nominal Defendant.	

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THE STATE OF NEVADA TO:

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

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

Date: December 7, 2016

Time: 10:00 a.m.

Place: Quinn Emanuel Urquhart & Sullivan, LLP

865 S. Figueroa Street, 10th Floor

Los Angeles, CA 90017

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

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

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

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

50.195, 50.205, and 22.100(3). Please see the attached Exhibit "A" for information regarding your rights and responsibilities relating to this Subpoena. Please see the attached Exhibit B for a full list of counsel in this matter. Dated: December 2, 2016. By: /s/ H. Stan Johnson H. Stan Johnson, Esq. Nevada Bar No. 00265 Page 3

ITEMS TO BE PRODUCED

DEFINITIONS

- COMMUNICATION or COMMUNICATIONS means and includes any disclosure, transfer, or exchange of information between two or more persons, whether orally or in writing, including, without limitation, any conversation or discussion by means of meeting, letter, telephone, note, memorandum, telegraph, telex, telecopier, electronic mail, or any other electronic or other medium, including, without limitation, in written, audio or video form.
- 2. "DOCUMENT" or "DOCUMENTS" means all materials within the full scope of Nev. R. Civ. P. 34, including but not limited to all writings and recordings, including the originals and all non-identical copies, whether different from the original by reason of any notation made on such copies or otherwise, handwriting, typewriting, printing, image, photograph, photocopy, digital file of any kind, transmittal by (or as an attachment to) electronic mail (including instant messages and text messages) or facsimile, video and audio recordings, and every other means of recording upon any tangible thing, any form of COMMUNICATION or representation, and any record thereby created, regardless of the manner in which the record has been stored, and all non-identical copies of such DOCUMENTS, in the possession, custody, or control of YOU or any other PERSON acting on YOUR behalf.
 - 3. The term PLAINTIFF shall refer to James J. Cotter, Jr.
- RELATES TO, RELATING TO, or RELATED TO means to refer to, reflect, concern, pertain to or in any manner be connected with the matter discussed.
- "YOU" or "YOUR" shall mean Richard Spitz and any of YOUR present and former attorneys, investigators, agents, and any other individual acting for or on YOUR behalf.
- 6. "SPITZ REPORT" refers to the report that YOU submitted on August 25, 2016, including all exhibits, as well as any of Your other reports and exhibits that have been submitted to the court during the course of this litigation.

ITEMS TO BE PRODUCED

- All DOCUMENTS, data, and analysis, including but not limited to all facts and data provided by PLAINTIFF or PLAINTIFF's counsel, that YOU considered in forming YOUR opinions directly or indirectly referenced in the SPITZ REPORT.
- All COMMUNICATIONS between YOU and PLAINTIFF, PLAINTIFF'S counsel, or anyone acting on their behalf, RELATING TO this litigation.
- All draft versions of the SPITZ REPORT, as well as any draft versions of exhibits to the SPITZ REPORT,
- 4. All DOCUMENTS prepared or created by YOU or anyone acting on YOUR behalf in forming your opinions directly or indirectly referenced in the SPITZ REPORT, including but not limited to any notes.
- DOCUMENTS sufficient to identify all matters in the last two years in which
 YOU have prepared reports or testified.
- DOCUMENTS sufficient to identify the total fees paid to YOU for any work
 YOU performed on behalf of PLAINTIFF or PLAINTIFF's counsel during the course of this litigation.
- 7. DOCUMENTS sufficient to identify all persons and entities who assisted YOU in this matter.

AFF	IDAVIT/DECLARA	ATION OF SERVICE
STATE OF NEVADA COUNTY OF)) ss.	
		The state of
under penalty of perjury, state party to or interested in the	e that at all times here proceedings in whi	in I was and am over 18 years of age and this Affidavit/Declaration is made; NA (DUCES TECUM) on (insert date person)
service received Subpoena)	; and	that I served the same on (insert date person
service served Subpoena)	, by de	elivering and leaving a copy with (insert)
witness)		(insert address where witness was serve
Executed on:		
Executed on:(Date)		(Signature of Person Making Service)
SUBSCRIBED AND SWOF	en to before me this	
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NOTADY DUDI IC : 4 C	on Mad	
NOTARY PUBLIC in and for		
NOTARY PUBLIC in and for County of		
County of	, State of	
OR ONE OF THE FOLLO	, State of	3.045
OR ONE OF THE FOLLO	, State of	
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OR ONE OF THE FOLLO' (a) If executed in the State of	, State of	3.045
OR ONE OF THE FOLLO (a) If executed in the State of true and correct." Executed on:	, State of WING: Per NRS 53 Nevada: "I declare to	inder penalty of perjury that the foregoing (Signature of Person Making Service) declare under penalty of perjury under the
OR ONE OF THE FOLLO (a) If executed in the State of true and correct." Executed on: (b) If executed outside of the of the State of Nevada that	, State of WING: Per NRS 53 Nevada: "I declare to	inder penalty of perjury that the foregoing (Signature of Person Making Service) declare under penalty of perjury under the
OR ONE OF THE FOLLO (a) If executed in the State of true and correct." Executed on: (Date)	, State of WING: Per NRS 53 Nevada: "I declare to	inder penalty of perjury that the foregoing (Signature of Person Making Service) declare under penalty of perjury under the
OR ONE OF THE FOLLO (a) If executed in the State of true and correct." Executed on: (b) If executed outside of the of the State of Nevada that Executed on:	, State of WING: Per NRS 53 Nevada: "I declare to	declare under penalty of perjury that the foregoing (Signature of Person Making Service) declare under penalty of perjury under the e and correct."
OR ONE OF THE FOLLO (a) If executed in the State of true and correct." Executed on: (b) If executed outside of the of the State of Nevada that Executed on:	, State of WING: Per NRS 53 Nevada: "I declare to	declare under penalty of perjury that the foregoing (Signature of Person Making Service) declare under penalty of perjury under the e and correct."

EXHIBIT "A" NEVADA RULES OF CIVIL PROCEDURE

Rule 45

(c) Protection of persons subject to subpoena.

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

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

deposition, hearing or trial.

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

fails to allow reasonable time for compliance;

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

requires disclosure of privileged or other protected matter and no (iii)

exception or waive applies, or

(iv) subjects a person to undue burden.

If a subpoena

requires disclosure of a trade secret or other confidential research. (i)

development, or commercial information, or

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

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

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the categories in the demand.

When information subject to a subpoena is withheld on a claim that it is privileged or subject to protection as trial preparation materials, the claim shall be made expressly and shall be supported by a description of the nature of the documents, communications, or things not produced that is sufficient to enable the demanding party to contest the claim.

Exhibit B COHEN|JOHNSON|PARKER|EDWARDS 2 H. STAN JOHNSON, ESQ. Nevada Bar No. 00265 3 sjohnson@cohenjohnson.com 255 East Warm Springs Road, Suite 100 4 Las Vegas, Nevada 89119 Telephone: (702) 823-3500 5 Facsimile: (702) 823-3400 6 QUINN EMANUEL URQUHART & SULLIVAN, LLP CHRISTOPHER TAYBACK, ESQ. California Bar No. 145532, pro hac vice christayback@quinnemanuel.com 8 MARSHALL M. SEARCY, ESQ. California Bar No. 169269, pro hac vice marshallsearcy@quinnemanuel.com 865 South Figueroa Street, 10th Floor 10 Los Angeles, CA 90017 Telephone: (213) 443-3000 11 Attorneys for Defendants Margaret Cotter, 12 Ellen Cotter, Douglas McEachern, Guy Adams, Edward Kane, Judy Codding, and Michael Wrotniak 13 14 MAUPIN, COX & LeGOY DONALD A. LATTIN 15 Nevada Bar No. 0693 dlattin@mclrenolaw.com 16 CAROLYN K. RENNER Nevada Bar No. 9164 17 crenner@mclrenolaw.com CHRISTOPHER M. STANKO 18 Nevada Bar No. 13591 cstanko@mclrenolaw.com 19 4785 Caughlin Parkway Reno, NV 89519 20 BIRD, MARELLA, BOXER, WOLPERT, 21 NESSIM, DROOKS, LINCENBERG & RHOW EKWAN E. RHOW 22 California Bar No. 174604 eer@birdmarella.com 23 1875 Century Park East, 23rd Floor Los Angeles, CA 90067-2561 24 Attorneys for Defendants William Gould 25 26 27 28

1	GREENBERG TRAURIG, LLP MARK E. FERRARIO, ESQ.
2	Nevada Bar No. 1625 ferrariom@gtlaw.com
3	KARA B. HENDRICKS, ESQ. Nevada Bar No. 7743
4	hendricksk@gtlaw.com 3773 Howard Hughes Parkway
5	Suite 400 North Las Vegas, Nevada 89169
6	Telephone: (702) 792-3773 Facsimile: (702) 792-9002
7	
8	Attorneys for Nominal Defendant Reading International, Inc.
9	I EWIC DOCA POTUCEDDED I I D
10	LEWIS ROCA ROTHGERBER LLP MARK G. KRUM
	Nevada Bar No. 10913 MKrum@LRRLaw.com
11	3993 Howard Hughes Parkway, Suite 600 Las Vegas, Nevada 89169
12	Telephone: (702) 949-8200 Facsimile: (702) 949-8398
13	Attorneys for Plaintiff James J. Cotter, Jr.
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	D. C.
	Page 3

EXHIBIT 4



September 14, 2016

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

Inv. No.: 2082943

Cotter v. Cotter, et al. Re:

Client: 010562 Federal Tax ID 38-3637158

Retainer 25,000.00

Total Amount Due 25,000.00



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

Send check remittance to:

AlixPartners LLP P.O. Box 5838

Carol Stream, IL 60197-5838

If Remitting in USD:

Account Name: AllxPartners LLP Account Number: 003-58897

Bank Name: Deutsche Bank ABA: 021-001-033 SWIFT: BKTRUS33XXX

If Remitting in any other Currency:

Account Name: AlixPartners LLP IBAN: GB27 DEUT 4050 8189 039614

Account Number: 89039614 Bank Name: Deutsche Bank AG London SWIFT: DEUTGB2LXXX

909 Third Avenue New York, NY 10022 T 212,490,2500 F 212,490,1344 alixpartners.com

FINNERTY000029

EXHIBIT 5

REALTY CAPITAL SOLUTIONS

September 30, 2016

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

Re: Real Estate Development Litigation Consulting

James J. Cotter, Jr. / Reading International, Inc. Matter, Case No. P-14-082942-E, Dept. No. XI ~ District Court, Clark County, Nevada

Privileged and Confidential Attorney Work Product

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

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

Nagy, Testifying Expert	13.3 hours @ \$650 per hour	\$8,645.00
Ferrell, RCS Principal	38.0 hours @ \$550 per hour	20,900.00
Hawkins, RCS Principal	16.5 hours @ \$550 per hour	9,075.00
Senior Consultants	3.6 hours @ \$350 per hour	1,260.00
Research Assistant	38.0 hours @ \$250 per hour	9,500.00
Clerical	2.5 hours @ \$100 per hour	250.00
	Total Professional Services	\$49,630,00

Expenses -0-

TOTAL DUE \$49,630.00

Please remit to Realty Capital Solutions, LLC

3100 East Warren Avenue

Denver, CO 80220

Or via wire Account Name Realty Capital Solutions, LLC

Bank Wells Fargo N.A.

Account Number: 321-5938774 ABA Routing Number: 121000248

Tax I D. # 26-3612513

EXHIBIT:

DATE

SHERRY CASE, CS

unyva realiza solununs.cum 10. 1505 84 (Omas - 60 - 55) 1886

NAGY004390

James J. Cotter, Jr. Matter Resity Capital Solutions 9,30,2016

 Albert Nagy – RCS Principal / Litigation Consultant & Testifying Expert

 2016
 Hours
 Tasks

 9/13
 3
 Call with RF

 9/14
 3
 RCS group call

 9/17
 5
 Document review

 9/24
 2
 Document review

 9/25
 1
 Report outline

 9/25
 25
 Conference with RF

 9/26
 7
 Call with RF

 9/27
 1.5
 Report

 9/28
 1.25
 Report review and final edits

 9/30
 1
 Document review

 9/30
 1
 Document review

 9/30
 1
 Document review

Tasks Initial review of some case docs, call w. Nagy, call w. Knum RCS phone group meeting, organization, methods. Doc review Doc review, internet research, draft report outline, call w. Hawkins Assist with Nagy expert disclosure Prepare Nagy disclosure, call w. Fitzpatrick re. docs, M. Cotter depo Doc review, report drafting Doc review, report drafting Conference with Nagy, report drafting, study Union Sq & Cinemas 123 Report editing and drafting, 10-k & 8-k review, calls Krum, Fitzpatrick, call w. Nagy Report review and final edits, calls w. Fitzpatnck, Nagy, Krum, Hawkins Call w. Hawkins, edits, report production Report production and edits	Hours 1.5 2.2 4.0 0.7 1.6 4.5 2.7 2.1 2.1 2.1 2.1 2.1 2.1 2.1 2.1 2.1 2.1
Final report review, editing, exhibit production, supervise clerical	3,0
Report production and edits	2.5
Call w. Hawkins, edits, report production	2.1
Hawkins	5.5
Report review and final edits, calls w. Fitzpatnck, Nagy, Knum,	
Fitzpatrick, call w. Nagy	5.6
Report editing and drafting, 10-k & 8-k review, calls Krum,	E
Cinemas 123	2.1
Conference with Nagy, report drafting, study Union Sq &	
Doc review, report drafting	2.7
Doc review, report drafting	4.5
depo	
Prepare Nagy disclosure, call w. Fitzpatrick re. docs, M. Cotter	1.6
Assist with Nagy expert disclosure	0.7
Hawkins	
Doc review, internet research, draft report outline, call w.	4.0
RCS phone group meeting, organization, methods. Doc review	2.2
Initial review of some case docs, call w. Nagy, call w. Krum	1.5
Tasks	Hours

Page 2 of 4 Privileged and Confidential Attorney Work Product

James J. Cotter, Jr. Matter Realty Capital Solutions 9.30.2016

2016	Hours	Tasks
9/12/2016	09.0	telephone call Richard Ferrell, internet research
9/14/2016	06'0	telephone call Richard Ferrell, internet research, review documents
9/16/2016	5.20	telephone call Richard Ferrell, review documents, draft/edit declaration
9/18/2016	1.30	telephone call Richard Ferrell/Mike Fitzpatrick, edit declaration
9/26/2016	0.50	review documents
9/27/2016	06'9	telephone call Richard Ferrell, review documents, draft/edit, declaration and exhibits
9/28/2016	1.10	Draft/edit declaration, telephone calls Richard Ferrell
	16.5	TOTAL HOURS during the billing period. Hawking

B. Goodheim ~ Sr. Consultant / IT Tech / Discovery database professional

910	Hours 80 50 1.3	Tasks 1/2 RWF, download & decompress RDLrar, explore contents 1/2 Stephanie re discovery doe software, email RWF with options TOTAL HOURS during the billing period. Goodbein
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2016	Hours	Tasks
19	0.5	Research Edifice, development agreement
21	1.0	Research NYC development fee market
22	8.0	Emails and calls - Edifice reputation research
	2.3	TOTAL HOURS during the billing period. Goodheim

M. Fitzpainck ~ RCS Research Assistant

Tasks	ons		no	all, Fonecon	ox Docs, Fonecon	cs, Fonecon	Fonecon	Oraft, Fonecon	raft, Fonecon	onecon
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Hours	5.8	3.2	1.8	2.6	3.1	2.3	1.8	5.3	5.7	2.2
Date	9/15/16	91/91/6	9/17/16	9/18/16	91/61/6	9/22/16	9/24/16	9/25/16	9/26/16	9/27/16

Realty Capital Solutions

9/28/16	8.0	Review Draft, Fonecon
9/29/16	9.0	Review Draft, Fonecon
9/30/16	1.3	Review Osboume Rebuttals and Fonecon
	36.3	TOTAL HOURS during the billing period, M. Fitzpatrick
2016	Hours	Tasks
9/28	2.5	Report formatting and find clerical editing
	2.5	TOTAL HOTTPS during the hilling paring Clarical

EXHIBIT 6



SAS INVOICE - Lewis Roca Rothgarbar Christia

Invoice No. S4S81616 August 16, 2016

In reference to: James C. Cotter, Jr.

Date Description	Amount
8/16/16 Retainer/Fee Deposit	\$15,000
	A Commence of the Commence of
TOTAL AMOUNT DUE	Si15,000

Wire Transfer to: First Republic Bank 111 Pine St San Francisco, CA 94111

ABA No.: 321081669

Credit Account No.: 80001827089 Account Name: S4S, LLC

Δπ EXHIBIT 47

SPITZ003215

EXHIBIT 7

Case Number: A-15-719860-B

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

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

A. Motions in Limine (December 11, 2017)

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

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

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

- 1. Defendants Margaret Cotter, Ellen Cotter, Guy Adams, Edward Kane, Douglas McEachern, William Gould, Judy Codding, Michael Wrotniak's Supplement to Motions for Partial Summary Judgment Nos. 1, 2, 3, 5 and 6
- 2. See also Section II. J.

II. OTHER PRETRIAL MATTER

Statement of Facts

Plaintiff's Statement:

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

Director Defendants' Statement:

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

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

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

RDI's Statement:

RDI joins in the Director Defendants' Statement above.

B. List of Claims

Plaintiffs' list of claims for relief is as follows:

- A. Breaches of the Duty of Care (SAC 1-179) (First Cause)
 - Process in connection with termination, including aborting ombudsman and lack of process/process failures (SAC 3, 35, 36, 43, 50 57, 61 94) (EC, MC, GA, EK, DM, WG) (equitable relief)²
 - Breach(es) of the duty of care and abdication of fiduciary responsibilities by some or all acts and omissions in SAC (SAC - all), including paragraph A. 1. above and the following:
 - 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)

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

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1	Process/process failures in connection with nomination and
2	retention of directors, including adding Codding and/or
3	Wrotniak (SAC 11, 12, 121-134) (EC, MC, DM, GA, EK, WG)
4	 Hiring MC as EVP RED NY (SAC 6, 15, 57 – 61, 92, 95, 149 –
5	151, 166) and paying the \$200,000 pre-employment bonus
6	(committees - members) (Board - all)
7	• \$50,000 to Adams (SAC 153, 166) (Committees – members)
8	(Board – all but GA)
9	 Process/process failures in response to Patton Vision offer(s)
10	(SAC 16, 154-162) (all)
11	3. Damages/injury (SAC 163 – 168)
12	a. injury to RDI's reputation and goodwill (164)
13	b. impairment of shareholder rights due to SEC filings (165)
14 15	B. Breaches of the Duty of Loyalty (SAC 1 – 172, 180-186) (Second Cause)
16	1. Threat to terminate (SAC 2, 35, 36, 64-71, 78 – 82, 84, 87,
17	88, 91) (GA, EK, DM, EC, MC)
18	2. Termination (SAC 3, 35, 36, 43, 50 – 57, 64 – 94) (GA, EK,
19	DM, EC, MC) (equitable relief also sought)
20	3. Authorizing exercise of the 100,000 share option (SAC 10,
21	102 – 108) (GA, EK) (equitable relief also sought)
22	4. Aborted CEO search selecting EC (SAC 6, 14, 137 – 147,
23	152) (Search Committee: MC, DM, WG) (Board: all)
24	5. Hiring MC as EVP RED NY (SAC 6, 15, 57 – 61, 92, 95, 149
25	- 151, 166) and paying \$200,000 pre-employment bonus
26	(Committee members) (Board: all)
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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 Codding and Wrotniak (SAC 11, 121-134) (nominating committee) (Board - all others)
- \$50,000 to Adams (SAC 153, 166) (EC) (all)
- SEC filings (SAC 13, 101a.-i., 109 119, 135a.-k., 136a.-i., 147) (all)
- 8. Damages/injury (SAC 163 168)
 - a. diminution in value of RDI (163)
 - b. injury to reputation and goodwill (164)
 - c. impairment of shareholder rights due to SEC filings (165)
 - d. other monetary damages (166)
 - i. \$200,000 and job to MC
 - ii. \$50,000 to Adams
 - iii. duplicate cost of paying consultants to perform MC's position's responsibilities
 - iv. class A nonvoting stock accepted in lieu of cash consideration for exercise of 100,000 share option

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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))
- Damages/injury (SAC 163 168) 2.
 - diminution in value of RDI (163)
 - b. impairment of shareholder rights due to SEC filings (165)
 - injury to reputation and goodwill (168) C.

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

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

1	9. Damages/injury (SAC 163 – 168)
2	a. diminution in value of RDI (163)
3	b. injury to reputation and goodwill (164)
4	c. impairment of shareholder rights due to SEC filings
5	(165)
6	d. other monetary damages (166)
7	i. \$200,000 and job to MC
8	ii. \$50,000 to Adams
9	iii. duplicate cost of paying consultants to perform
10	MC's position's responsibilities
11	iv. class A nonvoting stock accepted in lieu of cash
12	consideration for exercise of 100,000 share
13	option
14	C. List of Affirmative Defenses
15	Plaintiff has not abandoned any purported claims identified in
16	the Second Amended Complaint. Director Defendants therefore cannot
17	abandon any affirmative defenses asserted in its Answer to the Second
18	Amended Complaint. Depending on which particular claims for relief
19	Plaintiff actually pursues at trial, Director Defendants may raise the
20	following affirmative defenses:
21	Failure to State a Cause of Action;
22	Statute of Limitations and Repose;
23	• Laches;
24 25	Unclean Hands;
26	Spoliation;
27	Illegal Conduct and Fraud;
28	Waiver, Estoppel, and Acquiescence;
~0	Ratification and Consent;

1	No Unlawful Activity;
2	No Reliance;
3	Failure to Plead Fraud with Particularity;
4	 Uncertain and Ambiguous Claims;
5	Privilege and Justification;
6	 Good Faith and Lack of Fault;
7	 No Entitlement to Injunctive Relief;
8	 Damages too Speculative;
9	 No Entitlement to Punitive Damages;
10	Failure to Mitigate;
11	Comparative Fault;
12	Business Judgment Rule;
13	Equitable Estoppel;
14	 Election of Remedies;
15	• N.R.S. 78.138;
16	 Failure to Make Appropriate Demand;
17	 Conflict of Interest and Unsuitability to Serve as a Derivative
18	Representative.
19	RDI
20	Failure To State A Claim
21	Failure To Make Demand
22	Corporate Governance
23	Irreparable Harm To Company
24	Unclean Hands
25	Spoliation
26	 Waiver, Estoppel, And Acquiescence
27	Ratification And Consent
28	No Unlawful Activity

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Privilege And	Justification

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

D. Claims or Defenses to be Abandoned

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

E. List of Exhibits

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

F. Agreements to Limit or Exclude Evidence

None presently.

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

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

29.	Whitney Tilson (plaintiff expects to present this witness's testimony
	by means of a deposition)
	c/o Alexander Robertson, IV
	Robertson & Associates, LLP
	32121 Lindero Canyon Road, Suite 200
	Westlake Village, CA 91361
	818.851.3850
30.	Andrez Matycynski (plaintiff may call this witness if the need arises)
	c/o Greenberg Traurig, LLP
	3773 Howard Hughes Pkwy., Ste. 400N
	Las Vegas, NV 89169
31.	Dev Ghose (plaintiff may call this witness if the need arises) c/o Greenberg Traurig, LLP
	3773 Howard Hughes Pkwy., Ste. 400N
	Las Vegas, NV 89169
- 1	For the Director Defendants:
1.	Ellen 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., 10 th 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

1	And
2	Quinn Emanuel Urquhart & Sullivan, LLP 865 S. Figueroa St., 10 th Floor
3	Los Angeles, 90017
4	213-443-3000
5	3. James Cotter, Jr. (the director defendants expect to present this
6	witness)
7	c/o Mark Krum Yurko, Salvesen & Remz. P.C.
8	One Washington Mall, 11th Floor
9	Boston, MA 02108
10	617-723-6900
	4. Guy Adams (the director defendants expect to present this witness)
11	c/o COHEN JOHNSON PARKER EDWARDS
12	375 E. Warm Springs Road, Ste. 104
13	Las Vegas, NV 89119
14	702-823-3500 And
15	Quinn Emanuel Urquhart & Sullivan, LLP
16	865 S. Figueroa St., 10 th Floor
17	Los Angeles, 90017
18	213-443-3000
19	Edward Kane (the director defendants expect to present this witness)
20	c/o COHEN JOHNSON PARKER EDWARDS
21	375 E. Warm Springs Road, Ste. 104
22	Las Vegas, NV 89119 702-823-3500
23	And
24	Quinn Emanuel Urquhart & Sullivan, LLP 865 S. Figueroa St., 10 th Floor
25	Los Angeles, 90017
26	213-443-3000
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1	6.	Douglas McEachern (the director defendants expect to present this
2		witness) c/o COHEN JOHNSON PARKER EDWARDS
3		375 E. Warm Springs Road, Ste. 104
4		Las Vegas, NV 89119 702-823-3500
5		And
6		Quinn Emanuel Urquhart & Sullivan, LLP
7		865 S. Figueroa St., 10 th Floor
8		Los Angeles, 90017 213-443-3000
9	7.	Michael Wrotniak (the director defendants expect to present this
10	1.	witness)
11		c/o COHEN JOHNSON PARKER EDWARDS
12		375 E. Warm Springs Road, Ste. 104 Las Vegas, NV 89119
13		702-823-3500
14		And
15		Quinn Emanuel Urquhart & Sullivan, LLP 865 S. Figueroa St., 10 th Floor
16		Los Angeles, 90017
17		213-443-3000
18	8.	Judy Codding (the director defendants expect to present this
19		witness) c/o COHEN JOHNSON PARKER EDWARDS
20		375 E. Warm Springs Road, Ste. 104
21		Las Vegas, NV 89119
22		702-823-3500 And
23		Quinn Emanuel Urquhart & Sullivan, LLP
24		865 S. Figueroa St., 10 th Floor Los Angeles, 90017
25		213-443-3000
	9.	Bill Gould (the director defendants expect to present this witness)
26		c/o Maupin Cox & LeGoy
27		4785 Caughlin Parkway
28		Reno, NV 89519 775-827-2000
		19
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1 2	witn	The state of the s				
3	Hig	hpoint Associates				
1	ELC	N Sepulveda Blvd. egundo, CA 90245				
4	310-	616-0100				
5						
6	= 77 2,007	y Cotter (the director defendants expect to present this witness)				
7		Appeles CA 90064				
8		Angeles, CA 90064 559-0581				
9						
10	22. Jill V	Van (the director defendants expect to present this witness)				
11		nt Thornton				
12	313	S. Flower St., 7th Floor Angeles, CA 90071				
	213-	627-1717				
13	1					
14		tney Tilson (the director defendants may call this witness if the arises)				
15		Alexander Robertson, IV				
16		ertson & Associates, LLP				
17		21 Lindero Canyon Road, Suite 200				
18		stlake Village, CA 91361 851-3850				
19		001 3000				
20	24. Jon					
21		Alexander Robertson, IV				
22		ertson & Associates, LLP 21 Lindero Canyon Road, Suite 200				
23		stlake Village, CA 91361				
24	818	851-3850				
25	For Reading International Ind					
26	RDIG	loes not intend to call witnesses, but reserves all rights to				
		question witnesses identified by Plaintiff and/or the other defendants in thi				
27	matter	The second secon				
28	Time to 1					

2. Expert Witnesses and Summaries of Opinions

For Plaintiff:

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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. Former Chief Justice Steele also will offer opinion

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

JA7051

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

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

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

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

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

For the Director Defendants:

- 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

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of interest, as a rebuttal to the expected	d 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.
- Bruce Strombom Mr. Strombom will offer opinion testimony to rebut the purported damages analysis set forth by Plaintiffs' exert Tiago Duarte-Silva.
- 5. Alfred Osborne Dr. Osborne will offer opinion testimony on matters relating to corporate governance and assess Williams Gould's role, responsibilities and conduct in certain corporate governance processes at RDI. He will also offer opinion testimony to rebut opinions offered by Plaintiffs' experts Justice Myron Steele and Mr. Richard Spitz regrading purported breaches of fiduciary duty by members of the Board of Directors. For Reading international, Inc.:

RDI joins in the expert designations of the Director Defendants.

H. Issues of Law

Plaintiff's Position:

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

Director Defendants' Position:

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

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

RDI's Position:

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

I. Previous Orders on Motions in Limine

- a. Defendants' Motion In Limine to Exclude Expert
 Testimony of Myron Steele, Tiago Duarte-Silva, Richard
 Spitz, Albert Nagy, and John Finnerty
 - i. Granted in Part. With respect to Chief Justice Steele, he may testify only for the limited purpose of identifying what appropriate corporate governance activities would have been, including activities where directors are interested, including how to evaluate if directors are interested. Withdrawn as to Dr. Finnerty. Denied as to all

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

J. Previous Orders on Motions for Partial Summary Judgement

- a. Individual Defendants' Motion for Summary

 Judgment (No. 1.) Re: Plaintiff's Termination and
 Reinstatement Claims
 - i. Denied. See December 21, 2016 Order.
- Individual Defendants' Motion for Partial Summary
 Judgment (No. 2) Re: The Issue of Director
 Independence
 - i. Continued. See December 21, 2016 Order.
- Individual Defendants' Motion for Partial Summary
 Judgment (No. 3) On Plaintiff's Claims Related to the
 Purported Unsolicited Offer
 - i. Continued. See December 21, 2016 Order.
- d. Individual Defendants' Motion for Partial Summary Judgment (No. 4) On Plaintiff's Claims Related to the Executive Committee
 - 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.
- e. Individual Defendant's Motion for Partial Summary
 Judgment (No. 5) On Plaintiff's Claims Related to the
 Appointment of Ellen Cotter as CEO

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

K. Estimated Length of Trial

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

L. Other Issues

Plaintiff's Statement:

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

Director Defendants' Statement:

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

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

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

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