

IN THE SUPREME COURT OF THE STATE OF NEVADA

Nos. 83598, 84971, and 85358

IN RE PARAMETRIC SOUND CORPORATION
SHAREHOLDERS' LITIGATION.

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Elizabeth A. Brown
Clerk of Supreme Court

PAMTP, LLC,

Appellant,

v.

KENNETH F. POTASHNER; VTB HOLDINGS, INC.;
STRIPE GROUP, LLC; SG VTB HOLDINGS, LLC;
JUERGEN STARK; and KENNETH FOX,

Respondents.

Consolidated Appeals from Final Judgment and Fees and Costs Awards
Eighth Judicial District Court Case No. A-13-686890-B

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Jeff Silvestri (NSBN 5779)
George F. Ogilvie III (NSBN 3552)
Chelsea Latino (NSBN 14227)
MCDONALD CARANO LLP
2300 W. Sahara Ave., Ste. 1200
Las Vegas, NV 89102
(702) 873-4100
jsilvestri@mcdonaldcarano.com
gogilvie@mcdonaldcarano.com
clatino@mcdonaldcarano.com

Daniel M. Sullivan (Admitted *PHV*)
Scott M. Danner (Admitted *PHV*)
Jordan Pietzsch (*PHV* Forthcoming)
HOLWELL SHUSTER & GOLDBERG LLP
425 Lexington Ave., 14th Fl.
New York, NY 10017
(646) 837-5151
dsullivan@hsgllp.com
sdanner@hsgllp.com
jpietzsch@hsgllp.com

Attorneys for PAMTP, LLC

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	Trial Exhibit 1052	16	AA 2818- AA 2862

AFFIRMATION

Pursuant to NRS 239B.030, the undersigned does hereby affirm that the preceding document does not contain the social security number of any person.

Respectfully submitted this 12th day of January, 2023.

MCDONALD CARANO LLP

/s/ Jeff Silvestri
Jeff Silvestri (NSBN 5779)
George F. Ogilvie III (NSBN 3552)
Chelsea Latino (NSBN 14227)
2300 W. Sahara Ave., Ste. 1200
Las Vegas, NV 89102
(702) 873-4100
jsilvestri@mcdonaldcarano.com
gogilvie@mcdonaldcarano.com
clatino@mcdonaldcarano.com

Daniel M. Sullivan (Admitted *PHV*)
Scott M. Danner (Admitted *PHV*)
Jordan Pietzsch (*PHV* Forthcoming)
HOLWELL SHUSTER & GOLDBERG LLP
425 Lexington Ave., 14th Fl.
New York, NY 10017
(646) 837-5151
dsullivan@hsgllp.com
sdanner@hsgllp.com
jpietzsch@hsgllp.com

Attorneys for PAMTP, LLC

CERTIFICATE OF SERVICE

I hereby certify that I am an employee of McDonald Carano LLP, and on January 12, 2023, a true and correct copy of the foregoing was e-filed and e-served on all registered parties to the Supreme Court's electronic filing system.

/s/ CaraMia Gerard
An Employee of McDonald Carano LLP

1 Mr. Stark, do you follow that policy?

2 A I have work e-mail on my phone, but I follow the
3 policy, yes.

4 Q Correct. Okay. If we can go back to Exhibit 13,
5 which is the text messages.

6 Mr. Stark, first of all, who is Ronald Doornink?

7 A Ron was the chairman of the company at that time.

8 Q And so he was your boss?

9 A He was my boss.

10 Q How frequently would you speak with Mr. Doornink
11 during 2014 on a weekly basis?

12 A I would say multiple times a week. And if something
13 was going on, it could have even been more than that.

14 Q And roughly how many e-mails would you exchange with
15 Mr. Doornink on a given week?

16 A In a week?

17 Q Yeah.

18 A Again, it probably would fluctuate depending on what
19 was happening, but it could be, you know, 10 e-mails. It could
20 be 50 e-mails back and forth.

21 Q Okay. Now, this exhibit, the first text is dated
22 July 8th, 2014, and the last one is dated February 1st,
23 2015, which is approximately a seven month period; correct?

24 A Okay.

25 Q And so is this -- would you say during a seven month

1 period you would have -- how much -- compared to these texts,
2 how -- what is the e-mail volume between you and Mr. Doornink
3 during a similar period?

4 A Now, during this -- during those years when texting
5 was limited to thumb typing and all of that, I would bet that
6 it was like 10 times or more of the e-mail volume versus text
7 messaging.

8 Q All right. And other than the -- of the three
9 examples that Mr. Apton pointed out to you, are the numerous
10 pages of other texts during this entire seven month period
11 either about World Cup soccer or coordinating schedules?

12 A I didn't look at all the text messages --

13 Q Do you want to check --

14 A -- but I'll take your word for it.

15 Q Well, okay.

16 A I can't see the exhibit (inaudible).

17 Q Okay.

18 MR. PEEK: You could hand him our exhibits.

19 THE COURT: No, it's not a --

20 THE WITNESS: Okay.

21 THE COURT: It is now.

22 THE WITNESS: So I'm sorry.

23 BY MR. HESS:

24 Q So just, yeah, scroll through these exhibits.

25 A Okay. How many pages do you have here?

1 Q I think it's six. Six, six pages.

2 A Okay. What was your question?

3 Q Just beyond the examples that Mr. Apton showed you,
4 are all of the other texts either about World Cup soccer or --

5 A Hotels --

6 Q -- logistics?

7 A -- having a margarita, yeah. Yeah.

8 Q Okay. And then there's some confusion about
9 custodians.

10 Mr. Stark, do you understand that the company's
11 counsel and the class counsel came to an agreement as to which
12 employees of VTBH would produce documents in this case?

13 A Yes.

14 Q And who were those individuals?

15 A I believe myself and Bruce Murphy and then later John
16 Hansen (phonetic).

17 MR. HESS: Okay. Thank you.

18 MR. APTON: Your Honor, real brief.

19 THE COURT: You have to wait.

20 You've got to wipe down.

21 MR. HESS: I am working on it.

22 (Pause in the proceedings.)

23 FURTHER REDIRECT EXAMINATION

24 BY MR. APTON:

25 Q Mr. Doornink, in August of 2013 -- sorry, Mr. Stark,

1 in August of 2013, Mr. Doornink was a director of the VTB
2 Holdings; right?

3 A Yes.

4 Q Okay. Was he sent the litigation hold?

5 A I believe it went to all of the officers and
6 directors.

7 Q Okay. Are you familiar with how VTB Holdings went
8 about obtaining Mr. Doornink's text messages?

9 A I'm not.

10 Q Okay. Do you understand why Mr. Doornink's text
11 message log begins in July of '14, at least seven months after
12 the merger?

13 A No idea.

14 Q Okay. And do you have any understanding of whether
15 that text message log that was in Exhibit 13 represents the
16 entirety of Mr. Doornink's text messages?

17 A No idea. I assume if he's got text messages that
18 started a certain time, that it contains everything, but how
19 would I know.

20 Q Or it's possible that text messages prior to July
21 were never produced; correct?

22 A Well, he changed his phone or whatever. Remember, at
23 that period of time, a lot of phones, at least mine, only kept
24 text messages for a certain amount of time. It would fill up.
25 It's not that way today. So maybe people can't remember back

1 then what test messages were like, but you didn't have a way to
2 save your text messages. So short of turning off your phone
3 and leaving it in exactly the state it was, and even then, and
4 I'm 95 percent sure of this, at that point in time, Motorola
5 Verizon text phones would keep something like a rolling 90 day
6 set of text messages. So these were the days when your phone
7 filled up. You had to like remove photos and things like that
8 because there wasn't enough storage space.

9 Q Everything you've just said, you don't know that to
10 be the case for VTB Holdings directors and officers; right?

11 A With Ron Doornink, no, I don't know.

12 MR. APTON: Okay. Thank you. Thank you.

13 THE COURT: Anything else with this witness?

14 MR. HESS: Nothing further from us.

15 THE COURT: All right. You need to wipe -- well, I
16 guess not. You're going to go back up.

17 Sir, you can step down. Thank you so much.

18 Ramsey, if you'd wipe the witness stand.

19 (Pause in the proceedings.)

20 THE COURT: Who's next.

21 Mr. Apton, are you examining, or is Mr. Ogilvie?

22 MR. APTON: Your Honor, we would like to call Mr. Ken
23 Fox on audio-video.

24 THE COURT: Okay. Who is using the lectern?

25 MR. APTON: I will be.

1 THE COURT: Okay. So you don't have to wipe down
2 because you were the last one there. That's what I was trying
3 to get to.

4 (Pause in the proceedings.)

5 THE COURT: Good afternoon, sir. How are you?

6 THE WITNESS: Fine. Thank you.

7 THE COURT: It is my understanding that you have
8 agreed to be sworn over our video line. Is that correct?

9 THE WITNESS: That's correct.

10 THE COURT: If you'd raise your right hand, please.

11 **KENNETH FOX**

12 [having been called as a witness and being first duly sworn,
13 testified via video as follows:]

14 THE CLERK: Please state your name for the record.

15 THE WITNESS: Kenneth Alan (phonetic) Fox.

16 THE COURT: You can put your hand down, sir. Thank
17 you.

18 DIRECT EXAMINATION

19 BY MR. APTON:

20 Q Good afternoon, Mr. Fox. Can you hear me okay?

21 A I can. Thank you.

22 Q Where are you testifying from today?

23 A Aspen, Colorado.

24 Q Where are you currently employed?

25 A (Video interference).

JD Reporting, Inc.

1 Q Okay. And do you sit on the boards of any public
2 companies?

3 A No.

4 Q Okay.

5 A None.

6 Q I'm sorry. Is that no?

7 A No. (Indiscernible) stocks are considered public
8 companies, but I am (indiscernible) SPAC.

9 Q Okay. What SPAC is that?

10 A It's called Supernova.

11 Q Oh. What about over the past five years? Any
12 director positions in public companies?

13 A Yeah. I was a director at Turtle Beach, and I was a
14 director at -- or not Turtle Beach -- yeah, Turtle Beach, and I
15 was a director at Blue Apron.

16 Q Okay. Any others?

17 A No.

18 Q That's a no?

19 A No.

20 Q Okay. Are you familiar with a company named it VTB
21 Holdings?

22 A Yes.

23 Q Okay. What is or was VTB Holdings?

24 A Well, I refer to it as Turtle Beach. Maybe I had it
25 wrong, but that's what I was referring to.

1 Q My understanding is that VTB Holdings was I guess you
2 could say the predecessor to Turtle Beach. Is that fair?

3 A I don't know. Is that -- I know it as Turtle Beach.
4 Was that a legal structure that was used?

5 Q Let me ask you. Were you the President and CEO of
6 VTB Holdings when it merged with Parametric Sound Corporation?

7 A Can you explain to me what VTB Holdings is?

8 Q No, I cannot, sir. Do you know what VTB Holdings is
9 or no?

10 A I would be speculating.

11 Q Okay. Were you a director of VTB Holdings at the
12 time of the merger?

13 A You keep referring to VTB Holdings. So I'm just
14 going to ask you what VTB Holdings is. That's all. So if you
15 explain to me what VTB Holdings is --

16 THE COURT: Sir. Sir. Counsel --

17 THE WITNESS: -- I can probably --

18 THE COURT: Sir, counsel doesn't answer your
19 questions. You asked -- answer his. If you don't know the
20 answer to a question, you just tell us you don't know, and we
21 will move on.

22 THE WITNESS: Okay.

23 I don't know.

24 BY MR. APTON:

25 Q Okay. Mr. Fox, if I showed you a set of board

1 minutes from VTB Holdings, would that perhaps refresh your
2 recollection as to what that entity was?

3 A I don't know, but I'll take a look at them.

4 THE COURT: So did you send him all the exhibits?

5 MR. HESS: He should have them, Your Honor.

6 THE COURT: Okay. Thank you.

7 BY MR. APTON:

8 Q Mr. Fox, if you could turn to Exhibit 9.

9 A Okay. (Video interference) --

10 THE COURT: Sir, let us know when you've gotten
11 there, please.

12 THE WITNESS: Okay. So let me ask you a question.
13 Is this under defendant exhibits or plaintiff exhibits?

14 THE COURT: Exhibit 9 should be a plaintiff exhibit.

15 THE WITNESS: Okay. Let's go to exhibit --

16 (Pause in the proceedings.)

17 THE COURT: Is there any objection to 9?

18 MR. HESS: Yeah, no objection.

19 THE WITNESS: That's not it. Those aren't minute
20 notes. It looks like an e-mail of some sort. Maybe I'm one
21 off. Let's see.

22 (Pause in the proceedings.)

23 BY MR. APTON:

24 Q Mr. --

25 A Hey, listen, let me just explain something here. I

1 have a huge number of files here in some sort of a digital
2 file. So I just need to go through it and find the one you're
3 talking about. I mean, I have a lot of files.

4 So you're referring to minutes from a board meeting?

5 Q Uh-huh. At Number 9 and 10 actually, 9 and 10.

6 A Okay.

7 MR. APTON: No objection to 10; right?

8 THE COURT: Ten will be admitted.

9 (Exhibit Number(s) 10 admitted.)

10 MR. HESS: No objection to either.

11 THE COURT: Be admitted.

12 (Exhibit Number(s) 9 admitted.)

13 THE WITNESS: I mean, I'm here. I'm here. I gotcha.
14 I gotcha. February 6, 2013.

15 MR. APTON: Yes.

16 THE COURT: Thank you, sir.

17 MR. APTON: Thank you.

18 BY MR. APTON:

19 Q Okay. So VTB Holdings, based in Valhalla, New York,
20 in Westchester County; correct?

21 A Yes, that's what it says.

22 Q All right. Directors, Kenneth Fox -- that's you,
23 yes?

24 A That's right.

25 Q All right. So you were -- strike that.

1 Do you now remember what VTB Holdings is?

2 A VTB Holdings looks like a holdings business that was
3 used to acquire or had a stake of Turtle Beach.

4 Q Okay. And you were a director of VTB Holdings, yes?

5 A Yes.

6 Q All right. And that's as of February of 2013;
7 correct?

8 A Yes.

9 Q All right. Now, if you can, please go to Number 10.
10 It's another set of board meeting minutes.

11 A Okay. Here we are. I got it.

12 Q It's dated November 6, 2014; correct?

13 A Correct.

14 Q Okay. Directors in attendance, your name is there,
15 yes?

16 A Correct.

17 Q Telephonically though; correct?

18 A Correct.

19 Q All right. So my question for you, sir, as a
20 director of VTB Holdings, did you receive a litigation hold
21 notice in August of 2013?

22 A I don't know.

23 Q Okay. Do you have any understanding of what a
24 litigation hold letter is?

25 A No.

1 Q Okay. But you've been involved in public companies
2 before; right?

3 A Yes.

4 Q In fact, you've been involved in public companies
5 that have been sued before; correct?

6 A Yes.

7 Q Like Blue Apron?

8 A Yes.

9 Q Okay. Did you receive a litigation hold letter in
10 that case?

11 A Don't know.

12 Q Okay. So you don't know one way or the other whether
13 you were ever asked to preserve information in this lawsuit; is
14 that correct?

15 A I don't remember. I don't know.

16 Q And you don't know when that would have occurred if
17 it occurred; correct?

18 A Correct.

19 Q Okay. Mr. Fox, can I direct your attention to
20 Exhibit 7. This is Plaintiff's Exhibit 7.

21 A Okay.

22 Q And just for your information, it's a double spaced
23 e-mail it looks like.

24 A Okay.

25 Q If it is, let me know when you have it up.

1 A Okay. I will.

2 Okay. Is this -- who is the e-mail from?

3 Q Bruce Murphy.

4 A Okay. I think I have it up. It's dated 8/15/2013,
5 at 10:21 a.m.

6 Q Did you receive this letter?

7 A I'm looking to see if I'm on the To list here.

8 I don't know. Do you see my name? I don't see my
9 name. I don't see my name. Do you?

10 Q I'm trying to find out whether you received a
11 instruction to preserve --

12 A Well, I'll tell you one thing. If you don't see my
13 name on there, I probably didn't receive it, but I don't know.

14 I mean, listen, there was an e-mail. You asked me to
15 open the e-mail. I opened the e-mail. I'm looking at it, and
16 I don't see my name on the e-mail. So I can only tell you I
17 don't remember receiving it. And according to this e-mail,
18 well, I didn't receive it because I wasn't -- it wasn't
19 addressed to me.

20 Q Okay. But just going back, you were a director of
21 VTB Holdings at this time, yes?

22 A I don't know. Yeah. I mean, according to your last
23 thing, it says I was.

24 Q Okay. Mr. Fox, do you remember -- or strike that.

25 MR. APTON: Let me, if I can, Exhibit 8. This says

1 Stripes response to interrogatories.

2 THE WITNESS: Okay. Hold on. I'm going to go there.

3 MR. HESS: No objection.

4 THE WITNESS: What am I looking at?

5 MR. HESS: No objection.

6 MR. APTON: No objection, Your Honor.

7 THE COURT: Be admitted.

8 (Exhibit Number(s) 8 admitted.)

9 BY MR. APTON:

10 Q Mr. Fox, can you go to Exhibit 8 for me, please.

11 A Yeah. Hold on a second. Okay. Here we go.

12 Q And if I could direct your attention to page 3 --

13 A Yeah, here we go. It says -- let me confirm that I'm
14 on the right exhibit. It says, electronically served
15 February 6, 2019, 6:09 p.m., Richard C. Gordon, Esquire, and
16 (video interference) from Snell & Wilmer.

17 Is that the one you're referring to?

18 Q A little bit down the page on the right side, does it
19 say, "Specially Appearing Defendant Stripes Group"?

20 A Yes.

21 Q Okay. And below that it says, "Response to
22 Plaintiff's First Set of Interrogatories." Correct?

23 A Yes.

24 Q Okay. Yeah. You're at the right spot. So if you
25 could turn to page 3 now.

1 A Okay. I'm on page Number 3. It starts with accounts
2 and a shared drive used for storing materials. Is that right?

3 Q It does, but I'm going to ask you to go one page
4 prior, so page 2, because I want you to have some context here.

5 A Okay.

6 Q And what I'm going to ask you to do is just read
7 Request Number 1 to yourself. And then I'm going to direct
8 your attention to part of the answer on the following page.
9 Okay?

10 A Okay. Go ahead. I think I'm --

11 Q All right.

12 A Well, I mean, how much you want me to read here?

13 Q What I'm trying to do, on page 3, if you could look
14 at lines 11 through 16.

15 A Okay. I'm looking. Hold on.

16 Okay.

17 Q This --

18 A I think I got it.

19 Q This response says, "Stripes asks the custodians if
20 they would voluntarily allow counsel to search their personal
21 phones for potentially relevant text messages."

22 Is that right?

23 A Yes, that's what it says.

24 Q Okay. It goes on and says,

25 "Mr. Fox, Ms. Kenworthy (phonetic) and

1 Mr. Marriott (phonetic) each indicated that
2 they have replaced their phones many times
3 since February 1, 2015, and that they no
4 longer have text messages from before
5 February 1st, 2015."

6 Yeah?

7 A Yes.

8 Q Okay. Do you recall speaking with anyone about
9 saving the ESI on your phone prior to February 1, 2015?

10 A No.

11 Q Now, Mr. Fox, you also have a Gmail account; correct?

12 A Correct.

13 Q And that Gmail account address is KenFox22@Gmail.com,
14 yes?

15 A Correct.

16 Q Did you use that Gmail address in 2013 and '14?

17 A I don't know. I'd have to see when I set it up.
18 Let's look. I don't know.

19 Q In the context of this lawsuit, did you ever give
20 anyone access to that Gmail to search for relevant information?

21 A I don't know.

22 MR. APTON: I'd like to introduce 14, 15 and 16.

23 THE COURT: Sir, we're going to move to this new
24 exhibit, sir, 14, 15 and 16 it sounds like.

25 THE WITNESS: Okay. I'll get there.

1 THE COURT: Thank you.

2 THE WITNESS: Yep, no problem.

3 THE COURT: Any objection to 14, 15 or 16?

4 MR. HESS: No objection.

5 THE COURT: Be admitted.

6 (Exhibit Number(s) 14-16 admitted.)

7 THE WITNESS: Okay. I'm on -- can we start with them
8 one at a time. I just -- you know, I've got one screen. So if
9 you want me to start with 14?

10 MR. APTON: Yes. 14, please.

11 THE WITNESS: Okay. I'm on 14. It's an e-mail from
12 Karen Kenworthy to Ken Potashner and [video interference].

13 BY MR. APTON:

14 Q If you could actually go to the e-mail below that.

15 A Yes.

16 Q That's from Ken Potashner to you on your Gmail
17 address. Do you see that?

18 A Yes.

19 Q And what's this? What is Ken Potashner -- well,
20 strike that.

21 You received this e-mail, yes?

22 A I assume I did. I mean, I honestly --

23 Q Okay. And what's the --

24 (Parties talking over each other.)

25 A I mean, I can't say I remember. I don't remember the

1 e-mail, but it's definitely -- it has the correct e-mail
2 address.

3 Q Does this e-mail relate to the merger between
4 Parametric and Turtle Beach?

5 A It appears, yes.

6 Q But did you do business with Ken Potashner in any
7 other capacity outside of Parametric?

8 A No.

9 Q Okay. Can you go to please the next one, Exhibit 15.

10 A Okay. I'm opening it.

11 Okay. I'm there. This is from Juergen Stark to Ken
12 Fox on April 20th, 2013.

13 Q One more time though I'm going to ask you to go to
14 the very first e-mail in the chain under the heading "Original
15 Message." Do you see an e-mail from you and your Gmail address
16 to Mark Duffalo (phonetic)?

17 A Yes.

18 Q Okay. Who's Mark Duffalo?

19 A He is an investment banker with -- I don't remember
20 the name of the firm. Anyway, he was an investment banker we
21 used to represent Turtle Beach.

22 Houlihan Lokey. It's right there. He is with
23 Houlihan Lokey. Investment banker with Houlihan Lokey that we
24 used to represent Turtle Beach.

25 Q Houlihan Lokey provided guidance in the merger to

1 Parametric or Turtle Beach?

2 A I assume Turtle Beach.

3 Q Okay. Nonetheless, you would agree that this e-mail
4 relates to the merger as well, yes?

5 A (Witness reading to himself.)

6 Well, I mean, I can't tell from that e-mail. Hold
7 on. Let me look -- you want me to look at some more e-mails
8 besides that one?

9 Q Well, my question is did you use Houlihan Lokey at
10 this point time for any reason other than Parametric merger?

11 A No. (Video interference) investment opportunity.
12 And it shows (video interference) being a mediator, they send
13 us stuff. But, I mean, so I don't know what this -- I'd have
14 to look at the thread to know what it's in reference to.
15 That's an open ended e-mail, obviously, regarding catching up.

16 Q Can you turn to Number 16 now.

17 A Yes.

18 Q And this is another e-mail from Mr. Potashner to you
19 at your Gmail address, yes?

20 A Yes. I'm CCed on it. It looks like it's to Karen
21 Kenworthy.

22 Q And is this e-mail relating to the Parametric merger?

23 A Yeah, it looks that way; right?

24 Q Well, I'm asking you. It references a 5 million
25 equity deal. What's that related to?

1 A (Video interference) as a direct -- listen, it
2 involves Juergen. It says Juergen and I can discuss additional
3 equity rates. (Video interference) assuming Ken Potashner was
4 talking to us about is that -- is that, and that the \$5 million
5 equity deal, it looks like was tied to the transaction.

6 Q Do you recall why that 5 million equity rate was tied
7 to the transaction?

8 A No.

9 Q Okay. And by the transaction, you're referring to
10 the transaction between Parametric and Turtle Beach, yes?

11 A Yes, that's what I was referring to.

12 Q If I could go now to another exhibit, let's see
13 here --

14 A Okay. Hold on.

15 Q Exhibit 12.

16 A Okay.

17 THE COURT: Any objection to 12?

18 MR. HESS: No objection.

19 THE COURT: 12 will be admitted. Thank you.

20 (Exhibit Number(s) 12 admitted.)

21 BY MR. APTON:

22 Q So, Mr. Fox, if you could look at Exhibit 12, let me
23 know when you have it up.

24 A I'm here. I'm here.

25 Q Okay.

1 A It says (video interference) Ken Fox's iPhone.

2 Q And is your phone number below it?

3 A Yes.

4 Q Okay. This is a document that has text messages
5 between you and Mr. Ron Doornink. Do you know who Mr. Ron
6 Doornink is?

7 A I do.

8 Q And who is that?

9 A He was an operating partner at Stripes at the time
10 and chairman of Turtle Beach.

11 Q How long have you known Mr. Doornink?

12 A Oh, a long time, probably since -- I don't even know.
13 Maybe 2006, 2007. I don't know, maybe even longer.

14 Q How many deals have you done with Mr. Doornink?

15 A Several. I don't know the exact number.

16 Q He's a partner of years, yes?

17 A He was, yes. He's not -- he's not currently.

18 Q Okay. Mr. Fox, if you could turn to page 3 on
19 Exhibit 12.

20 A Okay. It looks like page 3 "Ken, I'm off to a
21 breakfast meeting. Will call you around 1:35 Eastern Standard
22 Time if that is okay."

23 Is that it?

24 Q If you could go five lines down, there's a text
25 message that starts, "Are you available to catch up again on

1 Suja?"

2 Do you see that?

3 A I do.

4 Q Okay. Now, it indicates received, which means that
5 you sent it to Ronald Doornink. Is that accurate?

6 A That's what it says.

7 Q And then you follow up with him two more times right
8 after that. The last one --

9 A "Maybe around 1:15 p.m. your time. Want to discuss
10 in the context of 180M or 200M valuation."

11 Is that it? Is that what you're referring to?

12 Q Yeah. That last -- that last message, the 180M or
13 200M valuation, what are you referring to?

14 A The evaluation of Suja.

15 Q And if you could go further down, second from the
16 bottom, the message starts,

17 "Curious, is Target making a substantial
18 investment in Suja after doing a limited test
19 meaningful to you? I.e., they are pretty
20 sophisticated and data-driven."

21 Do you see that?

22 A Yes.

23 Q You sent that text message as well; correct?

24 A Yes, I did.

25 Q Now, you continue on the next page.

1 A Okay. I'm there.

2 Q Mr. Doornink sends you a text message: "Yes. Shows
3 the category is hot, and Suja is good partner for them. Small
4 company, eager to please."

5 Do you see that?

6 A I do.

7 Q So you're having a conversation over text with
8 Mr. Doornink about this deal in Suja; correct?

9 A Correct.

10 Q Now, further down the page, starting November 6,
11 2014, the text message starts, "Astro (phonetic)."

12 Do you see that?

13 A Hold on. Astro. Yes. Really irritating.

14 Q Okay. Astro, is that another deal you do with
15 Mr. Doornink?

16 A It was -- Astro was a company that we looked at
17 acquiring for Turtle Beach.

18 Q And there's a series of text messages following up
19 from that.

20 A Yes. (Video interference.)

21 Q Another conversation with respect to a deal done with
22 Mr. Doornink; correct?

23 A This is all in reference to Astro.

24 Q I understand that.

25 MR. APTON: Mr. Fox, thank you. I have no more

1 questions at this time.

2 THE COURT: Thank you.

3 Do you have any questions for Mr. Fox?

4 MR. HESS: Just a few, Your Honor.

5 THE COURT: Can we wipe down the lectern.

6 Sir, we are still following COVID protocols here in
7 the courtroom. Counsel will have to wipe down the lectern
8 while they switch places. Give us a minute, please.

9 THE WITNESS: Sure thing.

10 CROSS-EXAMINATION

11 BY MR. HESS:

12 Q Mr. Fox, good afternoon. This is Josh Hess. Just a
13 few questions for you.

14 Do you recall when Stripes Group was sued in this
15 action?

16 A I don't.

17 Q If I told you August 2016, would that refresh your
18 recollection?

19 A It wouldn't. I wouldn't debate it though. I mean, I
20 wouldn't say you were wrong. I would just say it wouldn't
21 refresh (video interference) memory.

22 Q Okay. Got it. Do you know when you became a
23 custodian in this litigation?

24 A I don't.

25 Q Okay. With respect to the Gmail account that

1 Mr. Apton was just talking with you about, do you recall if
2 anyone ever asked you to produce e-mails from your Gmail
3 account?

4 A I don't.

5 Q If you would look back at Exhibit 15.

6 A Wait. Hold on.

7 Okay. I'm there.

8 Q Okay. And so this is an e-mail that Mr. Apton
9 worked -- or talked about with you, and he talked about the
10 e-mail in the middle from Mr. Duffalo to you at your Gmail
11 account. Do you see that?

12 A Yeah, I do.

13 Q And then the one right above that is an e-mail from
14 yours Stripes Group.com account; correct?

15 A Yeah.

16 Q So do you have any understanding why the e-mails
17 would have switched in the middle like that?

18 A I do. You know, I fixed that on my phone, but the
19 short version is I used to use the Apple mail account, and I
20 had both my Stripes and Gmail loaded in. And it would just
21 kind of toggle. And for this reason I stopped using it. So
22 today I keep them separate. I use the Gmail app on my phone
23 for Gmail. And then the only account I have in my (video
24 interference) not -- I don't use anything with the Apple any
25 more because (video interference), but I actually (video

1 interference).

2 Q I'm sorry, Mr. Fox. So just so I'm clear, on your
3 iPhone where's that little envelope icon, you had two e-mail
4 accounts attached to it?

5 A Yes.

6 Q And you would toggle between those accounts?

7 A Yeah, not deliberately, but I would.

8 Q Understood. And then if you look at 15 in the
9 middle, it says Ken Fox, sent from my iPhone; is that right?

10 A Yes.

11 Q And then if we look at Exhibit 16 again.

12 A Okay. Hold on.

13 Okay. I'm there.

14 Q And at the bottom of that e-mail again, it says,
15 "Sent from my iPad." So do we think the same toggling issue
16 may have occurred there, Mr. Fox?

17 A That e-mail is from -- anyway, that e-mail is not
18 from me. That e-mail is from Ken Potashner.

19 Q Right. Oh, okay. Fair enough.

20 Do you normally use your Gmail account for business,
21 Mr. Fox?

22 A No.

23 Q Okay. And --

24 A I try (video interference).

25 Q Let me ask you, Mr. Fox, what involvement -- how

1 would you describe your involvement in the negotiation around
2 the merger between Parametric and Turtle Beach?

3 A Well, I was a board member, and so I was -- as a
4 board member (video interference) Turtle Beach, and so I was
5 used as a sounding board and brought up to speed with different
6 things.

7 As an investor and board member, I wasn't actively
8 involved in it. I also was not supportive of it, but that, you
9 know, in the end Juergen and Ron were real champions of it.
10 And so I wanted to be supportive of them as a chairman and CEO,
11 but I didn't think -- I was not a fan of the transaction.

12 Q And why were you not a fan of the transaction,
13 Mr. Fox?

14 A Because I thought it was a lousy deal for Turtle
15 Beach and us.

16 Q And why is that?

17 A Because I didn't want to a deal with Ken Potashner,
18 and I didn't believe that the company had any (video
19 interference), and I didn't think that the transaction would be
20 additive to us as investors and great value. I thought it
21 would be -- I that would actually create risk and downside and
22 potentially deteriorate the value of our business (video
23 interference) the value of the Turtle Beach operating business
24 (video interference) speculative technology and I thought the
25 deal didn't make sense.

1 MR. HESS: Okay, Mr. Fox. Thank you.

2 THE COURT: Any additional questions for Mr. Fox?

3 MR. APTON: Just a few, Your Honor.

4 THE COURT: All right. They're switching again, sir.
5 They've already wiped down.

6 THE WITNESS: Okay.

7 REDIRECT EXAMINATION

8 BY MR. APTON:

9 Q Mr. Fox, you said you were an investor in Turtle
10 Beach, yes?

11 A Correct. (Video interference) Stripes.

12 Q Right. Well, that's my point. How much of Stripes
13 did you own at the time?

14 A You mean how much of Stripes investment in Turtle
15 Beach (video interference)?

16 Q No. Were you the controlling shareholder of Stripes?

17 A Was I the controlling shareholder of Stripes.
18 Stripes is an LLC, but it's -- yes. I think to answer your
19 question -- why -- can you -- Stripes doesn't have
20 shareholders; right? It's not a C corporation.

21 THE COURT: They're members.

22 MR. APTON: Fair point.

23 THE WITNESS: Yes.

24 BY MR. APTON:

25 Q My question is, is you controlled what Stripes did

1 and didn't do; is that correct?

2 A Yeah, that's fair.

3 Q And Stripes held a majority interest in VTB Holdings;
4 correct?

5 A Correct.

6 Q So if you didn't want this deal to get done, why did
7 it get done?

8 A Well, so I (video interference) answer here, but, you
9 know, basically our job is to be -- our job is to invest in
10 companies and to have the right people to run the companies.

11 I thought Juergen was the right person to run the
12 company. I thought Ron Doornink was the right person to be
13 chairman of the company, and we had a very direct conversations
14 about this, and we often support our CEOs to make -- to go in
15 directions that we would push back against. And many times
16 they create a lot of value for us, and it makes for good
17 decision-making, and it's part of empowering management and
18 part of being able to attract great talent. So as a general
19 philosophy, yeah, that's the way we operate, and so that's the
20 way we operated here too.

21 Q Did you have any of those conversations over text
22 message?

23 A I don't know.

24 Q Did you ever see text messages from Mr. Potashner?

25 A I don't know.

1 MR. APTON: Thank you, Mr. Fox.

2 THE COURT: Anybody else have any questions for
3 Mr. Fox?

4 MR. HESS: Nothing further from us, Your Honor.

5 THE COURT: Mr. Fox, have a very nice afternoon.
6 Thank you for joining us. Have a good weekend.

7 THE WITNESS: Thanks, Judge. You too.

8 THE COURT: All right. Next witness.

9 MR. MORENO: Your Honor, I am Alex Moreno for the
10 director defendants. We'd like to call --

11 MR. PEEK: Wait. Wait. Wait. (video interference).

12 THE COURT: I'm on the plaintiff's.

13 MR. PEEK: Plaintiffs don't --

14 MR. MORENO: Oh, sorry.

15 MR. PEEK: Let's just relax. It's still the
16 plaintiff's case.

17 THE COURT: Let the more senior lawyer tell you he
18 has some stuff he wants to say.

19 MR. PEEK: Let's wait until they rest.

20 THE COURT: Okay. The timer is not running on
21 anybody right now.

22 MR. PEEK: Because they had some depositions they
23 wanted to read, Your Honor, that's why I said that.

24 THE COURT: I know. That's why -- because I'm not
25 going to read them at night. We're going to read them here.

1 Do you want a minute to figure that out?

2 MR. OGILVIE: No. I think we got it, Your Honor.

3 THE COURT: Hold on.

4 (Pause in the proceedings.)

5 THE COURT: Who is my reader? I need a reader.

6 MR. OGILVIE: Do you need a formality of someone on
7 the witness stand reading?

8 THE COURT: I do.

9 MR. OGILVIE: Okay.

10 MR. PEEK: I told them I'd do it for them, Your
11 Honor.

12 THE COURT: Do you have a copy of the transcript?

13 MR. PEEK: If he gives me one, I'll be happy to do
14 it.

15 THE COURT: I have them over here.

16 Come on, George. You've done this before. How long
17 have you practiced law?

18 I understand the new guys don't know how to do this,
19 but the old guys do you.

20 What depo? We've got to publish it.

21 MR. APTON: Your Honor, the Kenneth Potashner, dated
22 August 8th, 2019.

23 (Pause in the proceedings.)

24 THE COURT: All right. You're going to have
25 Mr. Potashner up here by deposition even though we're going to

1 talk to him in a little bit. So what portions do you want to
2 read?

3 Mr. Ogilvie, raise your right hand so we can swear
4 you in as a reader.

5 **GEORGE OGILVIE**

6 [having been called as a witness and being first duly sworn,
7 testified as follows:]

8 THE COURT: Is he going to read the deposition?

9 MR. PEEK: That's not the reading.

10 THE COURT: You've got to give them the reading one.

11 MR. PEEK: Yeah.

12 THE CLERK: Oh, the reading.

13 THE COURT: Yeah, he's not going to testify from his
14 own personal knowledge, we hope.

15 MR. OGILVIE: I will.

16 THE COURT: No. No.

17 **GEORGE OGILVIE**

18 [having been called read the answers of the deponent as set
19 forth in the deposition in response to the questions therein
20 asked by counsel, read as follows:]

21 Deposition of **KENNETH POTASHNER** read as follows:

22 THE COURT: Okay. The timer is running again. Go.

23 MR. APTON: Your Honor, should I refer to Mr. Ogilvie
24 as Mr. Potashner?

25 THE COURT: You have to.

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1 EXAMINATION

2 BY MR. APTON:

3 Q Mr. Potashner, before you is your deposition
4 transcript dated August 8th, 2019, yes?

5 A Correct.

6 Q I'd like you to turn to page 199, line 25.

7 A Okay.

8 "Q Question, what did you question, what did you do
9 to search for the text messages on your phone?

10 "A I don't search for text messages.

11 "Q Did you search for text messages in relation to
12 this litigation?

13 "A I had -- no. My text messages would have been
14 very short duration. They would go nowhere near this
15 timeline.

16 Q And please turn to page 202, line 20.

17 A Okay.

18 "Q Question, and with regard to Parametric, the
19 computer you had when you left Parametric, did you copy
20 any of the data from there?

21 "A No.

22 "Q Why not?

23 "A Because I would only -- I keep personal file --
24 you know, personal financial files, contracts that are
25 relevant for the companies I'm working on, but I would not

1 have a need to copy. And all the e-mails are already
2 kept. I don't communicate by text. It's not -- it's not
3 my prevalent way of interacting. So there's -- it would
4 not be Parametric files to have kept.

5 Q And now please turn to page 205, line 21.

6 "Q Did your lawyers tell you not to erase anything
7 from your personal computer or cell phones after this
8 litigation was filed?

9 "A Yeah. And again --

10 "Q This litigation was filed in 2013.

11 "A And I erased nothing. Anything -- nothing was
12 erased that would -- that could have had any business
13 relevance to any of my business ventures.

14 "Q You erased your e-mails?

15 "A I did not erase my e-mails. We just provided --

16 "Q Things that were on the computer?

17 "A No. I said my e-mails are stored by Gmail and
18 Yahoo. And if there was a Parametric account there,
19 right. So I erased zero e-mails.

20 "Q So --

21 "A And I did not use texts in a work environment.
22 I don't -- I don't tend to text.

23 Q And please turn to page 207, line 22.

24 "Q And did you do any texts in this case, any texts
25 about this transaction with anybody?

1 "A No.

2 "Q How do you know that?

3 "A About --

4 "Q I want to know --

5 "A -- this case?

6 "Q Anything about the merger between Turtle Beach
7 and Parametric, did you text anybody anything about that?

8 "A I -- I have no recollection of texts on the
9 situation. What I do -- again, to me, my texting is call
10 me. It's not going to be substantive by -- anything
11 substantive is e-mail.

12 Q And, Mr. Potashner -- I'm sorry. And if you could
13 turn to page 205, line 21.

14 A 205?

15 Q 205, line 21.

16 MR. OGILVIE: We already went through that.

17 MR. APTON: Yes, we did.

18 Thank you, Mr. Potashner.

19 THE COURT: Any additional portions of the Potashner
20 deposition that you would wish read at this time?

21 MR. APTON: Not from plaintiffs, no.

22 THE COURT: Okay. Any additional depositions that
23 you wish to read in your case in chief?

24 MR. APTON: No. No, Your Honor.

25 THE COURT: Then you may step down.

1 MR. OGILVIE: Thank you.

2 THE COURT: And if there were M&Ms, I would give them
3 to you -- but we're not allowed to do that anymore -- because
4 you're a witness.

5 Ramsey, if you could wipe down the witness stand.

6 Do the plaintiffs have any additional evidence,
7 whether it be testimonial or documentary, that you wish to
8 offer at this time?

9 MR. APTON: Your Honor, one moment, please.

10 (Pause in the proceedings.)

11 MR. PEEK: What time are we breaking, Your Honor?

12 THE COURT: 4:45 or so.

13 MR. PEEK: No, what time -- are you taking an
14 afternoon break?

15 THE COURT: I don't know. Are we? I'm going to tell
16 you about how much time you guys have left, and you can tell me
17 the answer to the question.

18 MR. PEEK: That's what I wanted to find out.

19 THE COURT: I've got it written down. And Austin
20 will have to correct me if I'm wrong because I currently show
21 the plaintiffs have used 132 of their 180 minutes and that
22 you've used 113 of your 180.

23 He says I'm pretty close to right.

24 MR. PEEK: So we have 67 --

25 THE COURT: You each have about an hour. They have

1 less than an hour. You have more than an hour. When the timer
2 goes off, you sit down. I won't even do the hook because
3 nobody pays attention when I do the hook.

4 MR. OGILVIE: I'm sorry. Did you say 132 of our --

5 THE COURT: Yeah. You are -- have used 132 of your
6 180. They've used 113.

7 MR. OGILVIE: Sorry. I didn't understand that.

8 THE COURT: He's never tried a case in his whole
9 life, Steve.

10 MR. PEEK: Well, he's acting like it, Your Honor.

11 Oh, I'm sorry, George.

12 MR. OGILVIE: Your Honor, we have -- Your Honor, are
13 we on the clock right now?

14 THE COURT: No.

15 MR. APTON: Okay. Thank you.

16 MR. OGILVIE: We have one exhibit.

17 THE COURT: Which one?

18 MR. OGILVIE: If it would be stipulated into
19 evidence.

20 THE COURT: What is it, number?

21 MR. OGILVIE: Number 3.

22 THE COURT: Any objection to 3?

23 (Pause in the proceedings.)

24 THE COURT: So let me have my reader come back up,
25 and I'll have my reader sworn, and we'll read the depo.

1 Which depo is it?

2 (Pause in the proceedings.)

3 THE COURT: Which depo?

4 MR. PEEK: Your Honor, can we just -- can I counsel
5 with Mr. --

6 THE COURT: Yes.

7 (Pause in the proceedings.)

8 THE COURT: Which depo are we reading?

9 MR. APTON: Andrew Wolfe, Your Honor.

10 THE COURT: All right. If we could get the original
11 of Mr. Wolfe.

12 Mr. Ogilvie, we've already sworn you as a reader. So
13 we're not going to go through that part again, which means I'm
14 going to start the timer as soon as I give you the deposition.

15 GEORGE OGILVIE

16 [having been recalled, read the answers of the deponent as set
17 forth in the deposition in response to the questions therein
18 asked by counsel, read as follows:]

19 Deposition of ANDREW WOLFE read as follows:

20 (Pause in the proceedings.)

21 THE COURT: Here you go, Mr. Ogilvie.

22 MR. APTON: Thank you, Your Honor.

23 THE COURT: You may proceed.

24 / / /

25 / / /

EXAMINATION

BY MR. APTON:

Q Mr. Wolfe, can you please turn to page 170 of your deposition transcript dated September 5, 2019.

A Okay.

"Q So I'll show you what we're marking as Exhibit 23. The text isn't as clear as I'm sure we would all like it to be, but just have to try to do our best to read what this says and/or read what these things say. And we'll do our best.

And I'll ask you about particular portions of these. I see some numbers on the far left, and so hopefully I'll try and use those as reference points to talk about the substance and the recipients.

If you take your time to look through this, but I'll just ask if you -- if you recognize what this document is?

"A This one?

"Q Yes, your -- yes, Mr. Wolfe.

THE COURT: It's not admitted yet.

What's the Bates number on the bottom of it, sir?

THE WITNESS: PAMTMV0163290.

THE COURT: All right. Thank you. I just wanted to make sure for purposes of our record for the hearing I can cross-reference that exhibit with whatever it's marked as.

1 If you would continue, please.

2 THE WITNESS: I think this is what came back --

3 MR. APTON: Mr. Wolfe, are you sure it's not

4 PAMTMV0163289 to 93?

5 THE WITNESS: I apologize.

6 THE COURT: Do you want a magnifying glass? Here you
7 go. Here's my City Center magnifying glass.

8 (Pause in the proceedings.)

9 UNIDENTIFIED SPEAKER: And so what were the numbers
10 again, Mr. Ogilvie?

11 THE COURT: You mean you're asking Mr. Wolfe, the
12 witness?

13 UNIDENTIFIED SPEAKER: Yeah.

14 What were the numbers again, Mr. Wolfe?

15 THE WITNESS: 163290, -291, -292, -293.

16 THE COURT: And can someone in the room tell me what
17 that cross-reference is for my trial exhibits.

18 MR. PEEK: Your Honor, it is -- it matches those
19 numbers of Exhibit 3.

20 THE COURT: Thank you.

21 All right. Is there any additional testimony you
22 wanted from Mr. Wolfe by definition?

23 MR. STIGI: I think we're off by one number on the
24 Bates. So just for the record, the first page ends in -89, not
25 -90.

1 THE COURT: Okay. Thank you.

2 MR. STIGI: But (indiscernible).

3 MR. PEEK: We have no objection, Your Honor, to 3.

4 THE COURT: Exhibit 3 is admitted.

5 (Exhibit Number(s) 3 admitted.)

6 MR. APTON: Thank you, Your Honor. Thank you.

7 THE COURT: Any additional portions of Mr. Wolfe's
8 testimony that anybody wants read now?

9 (No audible response.)

10 THE COURT: Thank you, Mr. Ogilvie, for being such a
11 fine reader of depositions today.

12 MR. OGILVIE: Your Honor.

13 THE COURT: Next witness, or has the plaintiff or --
14 yes, the plaintiff decided that they have finished presenting
15 documentary and testimonial evidence for purposes of this
16 Rule 37 sanctions hearing?

17 MR. APTON: Yes, Your Honor, we are done with our
18 case in chief. Thank you.

19 THE COURT: Okay. So they've rested. That means
20 it's now your turn. Who is the witness?

21 MR. MORENO: Thank you, Your Honor.

22 MR. PEEK: Your Honor, may we take a short break just
23 to make sure we're on time? It's just like five minutes
24 because I -- I know we only have --

25 THE COURT: Austin will tell you exactly --

1 MR. PEEK: -- 67 minutes left.

2 THE COURT: Actually, the defendants have, yes, 67,
3 and the plaintiffs have -- I have to do math in my head -- 50.

4 MR. PEEK: They have like 50.

5 THE COURT: They've got 50. You've got 67. So if
6 you -- it's around an hour. They're less. You're a little
7 more.

8 MR. PEEK: Okay. Thank you.

9 THE COURT: Can you do it?

10 MR. PEEK: Just five minutes, Your Honor.

11 THE COURT: Can you do it?

12 MR. PEEK: Well, that's what I want to make sure that
13 we can, Your Honor, before we --

14 THE COURT: Off the timer for a minute. You will get
15 five minutes, and then I'm going to start the timer again.

16 MR. PEEK: All right. That's fine.

17 (Proceedings recessed at 2:54 p.m., until 3:00 p.m.)

18 THE COURT: Who are we calling?

19 MR. MORENO: It is Erik Houser, who is going to be
20 appearing by videoconference.

21 THE COURT: We don't have a disclosure from
22 Mr. Houser by videoconference.

23 THE COURT RECORDER: No, they do. I --

24 THE COURT: He's not on the list.

25 THE COURT RECORDER: That list is the list that Dan

1 typed up when everybody agreed upon who is going to be
2 testifying in order. So I don't -- that's (inaudible).

3 THE COURT: Okay. Can you hook him up?

4 THE COURT RECORDER: I'll see (inaudible).

5 THE COURT: This is why you had to have a schedule
6 with all the videos because otherwise we don't have time, and
7 you're losing time by having me wait here.

8 MR. MORENO: He should be waiting I think.

9 THE COURT: Yeah. But we didn't have it set up
10 because he's not on the list that you guys gave us last night.

11 MR. PEEK: He's on our witness list, Your Honor --
12 oh, I see what you're saying.

13 THE COURT: Yeah. It's not the witness list,
14 Mr. Peek. It's the list of who was actually going to testify.
15 Oh, it's been running.

16 Good afternoon, sir. How are you?

17 THE WITNESS: Pretty good.

18 THE COURT: It's my understanding that you've agreed
19 to be sworn over our video line.

20 THE WITNESS: Yes, Your Honor.

21 THE COURT: All right. If you'd raise your right
22 hand, please.

23 **ERIK JOHN HOUSER**

24 [having been called as a witness and being first duly sworn,
25 testified as follows:]

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1 THE CLERK: Please state your name for the record.

2 THE WITNESS: Erik John Houser.

3 THE COURT: Can you spell your last name.

4 THE WITNESS: H-o-u-s-e-r.

5 THE COURT: Thank you.

6 MR. MORENO: Thank you, Your Honor.

7 THE COURT: You may proceed.

8 DIRECT EXAMINATION

9 BY MR. MORENO:

10 Q Good afternoon, Mr. Houser. I am Alex Moreno for the
11 director defendants.

12 Can you please describe to the Court your educational
13 background.

14 A I've been in the industry for about 15 years. I am
15 (video interference) certified.

16 Q Okay.

17 A I'm sorry. I'm getting a little bit of feedback.

18 THE COURT RECORDER: He needs to turn his down.

19 THE COURT: Turn your volume down, please.

20 THE WITNESS: Okay. Let's see if I can.

21 Yeah, I'm having a difficult time hearing you as
22 well.

23 THE COURT: Well, we all have to wear masks still.
24 So that's going to make it bad for everybody hearing us.

25 THE WITNESS: Yeah, understood.

1 Okay. I'm sorry. So I've been in the industry for
2 about 15 years (video interference). Around 2006 is when I
3 started. I am (video interference) certified I think in
4 countless forensic classes in both E discovery and computer
5 forensics.

6 MR. MORENO: Thank you, Mr. Houser.

7 THE WITNESS: I have been doing this for many, many
8 years. I trained in probably hundreds of different software
9 applications, and I specialize in basically acquiring data,
10 analyzing it and then presenting it in a manner that the Courts
11 can review or that the attorneys can review.

12 BY MR. MORENO:

13 Q And who do you work for, Mr. Houser?

14 A (No response.)

15 Q Who do you work for?

16 A I work for myself. I work for a number of different
17 companies, but I've been working for myself for about seven
18 years.

19 Q Okay. And have you ever heard of a company C-Tech?

20 A Yes, I have. I do quite a bit of business with
21 C-Tech.

22 Q And what's your understanding of their business?

23 A They are a computer forensics company. They contract
24 out to many different types of cases. They are in the industry
25 of collecting digital data and doing digital analysis and then

1 presenting it to either the attorneys or courts for litigation.
2 Very similar to what I do or exactly what I do.

3 Q Does C-Tech identify you as a senior examiner when it
4 sends you out to collect?

5 A Yes, they have.

6 Q And can you briefly describe your duties as a senior
7 examiner.

8 A Again, senior examiner is somebody who collects data
9 in a forensic manner. And typically what that means is that we
10 don't change or alter the data. We preserve dates and times.

11 So what we're doing is basically creating a snapshot
12 in time of the data, say, for example, a computer hard drive,
13 and then we can testify in front of Courts that the evidence
14 that we acquired was not altered and is the same as it was on
15 the day that we captured it.

16 Q And you, yourself, Mr. Houser, have testified at
17 evidentiary hearings before; is that correct?

18 A Yes, I have.

19 Q Have you previously collected from a Gmail account, a
20 personal Gmail account?

21 A Yes, I have.

22 Q And have you ever encountered situations where the
23 custodian objects to the wholesale collection of the personal
24 Gmail account?

25 A Yes, I have.

1 Q Okay. In what type of circumstance does that
2 typically arise?

3 A Typically, if the -- if the custodian has sensitive
4 information that perhaps the personal information, and they may
5 be concerned about that. Sometimes there are circumstances in
6 which there could be HIPAA violations. In the case where we're
7 working with attorneys or maybe law enforcement, there may be
8 data on there that is highly sensitive, but not relative to the
9 case. The same goes for when I work with the FDIC. We have to
10 be very careful with any kind of information that gets out.
11 Everything is basically encrypted. And so it is somewhat
12 common for people to want to limit the personal or private
13 information that comes out.

14 Q Okay. And would you say that it's common in your
15 industry for -- in the ESI collection industry to work around
16 the custodian's concerns for privacy?

17 A It is.

18 Q In your experience, what are the various ways to
19 collect e-mails from a personal Gmail account for use in
20 litigation?

21 A Collection process, there are forensic tools which is
22 kind of the first method.

23 The second is we can collect it through Outlook,
24 which most people are familiar with.

25 Another method is is we can use what's called a

1 Google Take Out, which is kind of a proprietary type of form
2 of -- that, you know, Google provides that allows you to export
3 pretty much all the data that is on their servers.

4 Q And can you explain for the Court how the Google Take
5 Out method works.

6 A Sure. Basically the custodian or examiner, with
7 their permission, would log into their account. Then we would
8 request a Google Take Out from Google. Google then sends you
9 to an area where you can check various boxes to determine what
10 you want to download. And the reason there are various boxes
11 is because it's not just e-mail. You can download personal
12 information with regards to androids, Google drive. There's a
13 bunch of different types.

14 But in this case, you know, we're just talking about
15 e-mail. So you would then select that. You would tell Google
16 the format that you would want, and that's typically a zip file
17 or a compressed file. It will then generate those files, and
18 this can take hours to days to weeks depending on how much data
19 you are trying to export. And then once that data is exported,
20 you will get an e-mail from Google basically saying that your
21 data is ready to be downloaded. And then there's a link that
22 allows you to download that data.

23 Q Okay. And when you've engaged in Google Take Out
24 collections, have you previously used the Google search
25 function to identify the e-mails that would be labeled for take

1 out?

2 A I have on occasion used their searches, yes.

3 Q To your knowledge, when you run a search through
4 Google search function, does it search all folders on the
5 Gmail?

6 A To the best of my knowledge, it does.

7 Q But typically, this is a manual process; correct?

8 A Yes. Yes. So manually you'd have to input the
9 search terms one at a time and then determine, you know, what
10 the search hits are.

11 Q Okay. So, Mr. Houser, you're familiar with my law
12 firm Sheppard Mullin; correct?

13 A Yes.

14 Q And you are aware that C-Tech works regularly with
15 Sheppard Mullin to assist in the E discovery process?

16 A Yes, I am.

17 Q Okay. And at some point you learned that Sheppard
18 Mullin had engaged C-Tech to collect from Mr. Kenneth
19 Potashner; is that correct?

20 A Yes.

21 Q Do you remember approximately when you first learned
22 of this?

23 A That would have been in June of 2018.

24 Q Okay. And you'd never heard of Mr. Potashner before
25 you were engaged for this project. That's correct?

1 A That is correct.

2 Q Okay. And if you could please describe for the Court
3 in your own words, what was the task given to you in connection
4 with the collection from Mr. Potashner?

5 A The task was basically to preserve his e-mail, but we
6 were limited to search terms basically to export only search
7 hits within a date range and then export them through Google
8 Take Out.

9 Q And do you recall when or the precise date when this
10 collection took place?

11 A I believe it was June 14th, 2018, around 9:45 a.m.

12 Q And then do you recall where this collection took
13 place?

14 A I believe it was at Mr. Potashner's business.

15 Q Okay. And was that in Del Mar, California?

16 A That sounds familiar, yes.

17 Q And who was with you at that collection?

18 A I believe you were and Mr. Potashner.

19 Q And can you briefly describe for the Court how the
20 actual collection process took place kind of from the beginning
21 to when it completed?

22 A Well, I believe you and I met at the time outside the
23 office and then proceeded to meet with Mr. Potashner. Once we
24 went in his office, he provided a laptop that was already
25 logged into his Google account.

1 He then left us in a I believe a conference room
2 where we searched through the Google account, exported the
3 search hits into a folder, which Google calls a label. Those
4 search hits were date ranged. And within that date range we
5 made sure that we did one year after the date range and one
6 year prior to that.

7 And once those searches were complete, we had a
8 folder that was then ready for Google Take Out that we could
9 export the sponsored hits.

10 Q And do you recall whether the search terms were
11 contained in a document labeled Exhibit A, which was provided
12 by the class plaintiffs?

13 A Yes. I do believe the document was labeled that.

14 Q Do you recall whether we had to deviate from any
15 search terms when we were doing the collection process?

16 A I believe there was some deviation, but we also
17 tested the search terms that we were doing, and we made sure
18 that they were inclusive in that we were getting the hits that
19 we expected.

20 We erred on the side of including more information
21 than less information.

22 Q Do you have any recollection of the reason why a
23 deviation was necessary?

24 A I believe some of the search terms were not
25 compatible with Google -- the searches at that point in time.

1 Q When a search term collection is performed, it will
2 only pull exact matches; is that correct?

3 A It can pull exact matches, but it also can pull --
4 for example, let's say you search for the term "pro", p-r-o.
5 The search term would hit on the word "pro," but it may also
6 pull the word professional out.

7 Q But assuming you had an e-mail that misspelled the
8 name Juergen as J-u-e-r-e-g-n, would that be captured by a
9 search of the name Juergen properly spelled?

10 A If you misspelled the search term, it would not be
11 captured.

12 Q Okay. And can you explain what happens at the end of
13 the collection process by a Google Take Out.

14 A At the end of the collection process in this case we
15 had a folder or label, and once we performed or I performed the
16 Google Take Out, that label or folder was selected to be
17 downloaded. Then Google basically did its thing. Sorry. I'm
18 not more technical, but it's basically collecting the data off
19 their server, and then it will send out an e-mail with a
20 download link that would allow you to download that data onto a
21 computer or hard drive that would be viewable later.

22 Q To whom would that link be sent?

23 A It could be sent to anybody, but typically it will go
24 back to the custodian. And then a custodian can forward that
25 link to anybody that needs it.

1 Q And to your knowledge, is it possible to tamper with
2 the documents that are found after the link?

3 A So as far as tampering, no, you couldn't tamper if
4 you downloaded it directly from the link. If you downloaded it
5 and then viewed the evidence, possibly you could, but not if
6 somebody downloaded just that link say a -- any discovery
7 company or something along those lines. It would be preserved.

8 MR. MORENO: Okay. Thank you very much, Erik. No
9 further questions for now.

10 THE COURT: Hold on a moment. We're going to wipe
11 down. We're still following COVID protocols here in the
12 courtroom.

13 Cross-examination.

14 CROSS-EXAMINATION

15 BY MR. APTON:

16 Q Mr. Houser, correct?

17 A Yes.

18 Q Can you hear me okay?

19 A I can.

20 Q Okay. You testified earlier that sometimes your
21 clients do not allow you to perform, quote, "wholesale
22 collections," close quote. Do you remember that?

23 A Yes.

24 Q And can you just explain briefly what that means.

25 A Well, occasionally, clients will limit what we can

1 download. And typically that is because there is sensitive
2 information on there. It may or may not be relevant to the
3 case, but they've deemed it sensitive.

4 It could be, you know, photos that they don't want
5 somebody to see. It could be e-mails that maybe are about
6 their health or something along those lines, or it could just
7 be something that we are not really allowed to have, you know,
8 such as, you know, law enforcement or government, you know,
9 files that, you know, we're just not allowed to see. So there
10 are occasions where we are limited as to what we can collect.

11 Q More often than not, you would agree, wholesale
12 collections are, in fact, performed; correct?

13 A I'm sorry. Can you restate that.

14 Q Yes. How often, more or less likely do you perform
15 wholesale collections?

16 A Do you mean full collections?

17 Q Yes, versus the client prohibiting access to the
18 account?

19 A Yeah, I understand what you're saying.

20 Okay. So typically yes, we do try to grab all the
21 information and filter it later. Um --

22 Q Why is that?

23 MR. MORENO: Wait. Wait.

24 THE COURT: Were you done, sir? Did you have another
25 part to your answer?

1 THE WITNESS: No, that's okay.

2 THE COURT: Okay.

3 BY MR. APTON:

4 Q Why is it that you do that?

5 A We try to gather all the information so there isn't a
6 dispute later as to what was collected and what was not
7 collected.

8 Q You've taken a number of courses in ESI preservation
9 and collection. You testified earlier about that; correct?

10 A Yes, I have.

11 Q So are you familiar with what ESI preservation and
12 collection best practices are?

13 A Best practices, in any case scenario, you have to
14 look at the parameters that you're dealt with.

15 So, yes. In the best case scenario, you would love
16 to download all the data, but that's not always possible
17 because there are sometimes limitations, you know, such as
18 HIPAA violations or other reasons that you would not.

19 Q But you mentioned HIPPA just now. Previously you
20 mentioned law enforcement; right?

21 A Yes.

22 Q And FDIC cases, yes?

23 A Yes.

24 Q Okay. Did this collection with Mr. Potashner involve
25 HIPPA law enforcement or FDIC issues?

1 A To be absolutely truthful, I have no idea what the
2 case is about when I come into it. I'm just told that I need
3 to download a certain amount of data. I'm not told the reasons
4 as to why somebody would limit the data.

5 Q But were any of those three reasons given to you to
6 explain why you were not allowed to perform a wholesale
7 collection initially?

8 A No, sir. I don't recall any of those reasons.

9 Q And you used Google Take Out to ultimately collect
10 Mr. Potashner's e-mails in 2018; is that right?

11 A That is correct.

12 Q Would Google Take Out tell you whether e-mails had
13 been deleted years prior?

14 A No, sir, I don't believe they would.

15 MR. APTON: No further questions.

16 THE COURT: Anything further for Mr. Houser?

17 MR. OGILVIE: No, Your Honor. Thank you.

18 MR. MORENO: No.

19 Thank you, Mr. Houser.

20 THE COURT: Thank you, sir. Have a nice afternoon.

21 We'll wipe down.

22 Next witness.

23 MR. STIGI: Good afternoon, Your Honor. I'm calling
24 Mr. Ken Potashner.

25 THE COURT: Okay. You usually just argue stuff.

1 Now, you're going to be an examiner? For years you've stood
2 over there and argued for me. This case has been going on how
3 long?

4 UNIDENTIFIED SPEAKER: Eight years.

5 THE COURT: Eight years.

6 UNIDENTIFIED SPEAKER: Eight, nine, yeah, that's
7 right.

8 THE COURT: Sir, I'll have you stand up and raise
9 your right hand.

10 THE WITNESS: Sorry.

11 THE COURT: I'm giving him a hard time because he's
12 never got to ask a question in the courtroom.

13 THE WITNESS: He deserves it.

14 **KEN POTASHNER**

15 [having been called as a witness and being first duly sworn,
16 testified as follows:]

17 THE CLERK: Please state your name for the record.

18 THE WITNESS: Ken Potashner.

19 THE CLERK: Thank you.

20 **DIRECT EXAMINATION**

21 BY MR. STIGI:

22 Q Good afternoon, Mr. Potashner. I have actually asked
23 questions before. We'll see. Let's see how this works.

24 Why don't we just pick up where we just left off in
25 the testimony if you recall the events that Mr. Houser just

1 discussed?

2 A Yes.

3 Q And do you recall how long it took for the collection
4 to take place?

5 A I recall helping everything get started. And then
6 basically leaving the room and allowing the work to be done,
7 but I don't recall how long it actually took to get that done.

8 Q You weren't part of the process. You left the room?

9 A I handed my computer over and said go at it.

10 Q Was that the first time documents were collected in
11 this litigation (video interference) your documents?

12 A I believe there was an attempt by myself to collect,
13 and we decided that ultimately let's bring an expert in and
14 have them do it.

15 Q I'm asking actually maybe some years earlier when the
16 case got started. It's been a long time. We've established
17 that.

18 A Right.

19 Q But back in 2013, do you recall providing documents
20 as part of the litigation?

21 A I recall providing anything that's ever been asked of
22 me on this litigation. Yes.

23 Q And at that time, let's go back to 2013 if we could,
24 do you recall having your deposition taken?

25 A Yes.

1 Q Okay. And do you recall whether any questions were
2 asked of you about your document collection at that time?

3 A Yes.

4 Q And do you recall whether you were asked about
5 e-mails?

6 A Yes.

7 Q And what do you recall telling the folks at that time
8 about your collection and production of e-mails?

9 A Yeah. So the points would be I don't delete e-mails
10 that are business related, one.

11 Two, I used my Gmail to consolidate e-mails from
12 multiple companies. So at any point in time I'm working with
13 five to ten companies. And just for ease I have them all go to
14 one central place, my Gmail, along with all my personal e-mails
15 as well. And there would be sensitive information of other
16 companies within the Gmails. So the process we went through is
17 let me know what we need to provide relative to this case, and
18 give me the search words, and we'll make everything available.

19 Q Let's talk a little bit about what those other
20 companies and types of sensitive information that might be
21 there.

22 A Right.

23 Q We heard some examples before. Could you share some
24 examples without obviously getting into the details of the
25 types of sensitive information of other companies or other

1 deals you were working on at the time?

2 A Yeah. It could be anything ranging from we're going
3 to consider selling a company to we're going to terminate the
4 CEO of a company. So, you know, a broad spectrum of things
5 that could be clearly highly sensitive.

6 Q And have you been involved in other litigations
7 regarding deals?

8 A Yes.

9 Q And in those other litigations, was the document
10 collection from you through your Gmail similarly, you know, not
11 the wholesale computer imaging?

12 A Correct.

13 Q And do you recall if there was any dispute over that
14 in those cases, dispute over how it was collected in those
15 cases?

16 A There was no dispute. It was a Newport corporation,
17 a similar process, and everything was handed over, and there
18 was no disputes.

19 Q Come back to the 2013 time frame when you were asked
20 about-- in your first deposition, you were asked about document
21 collection. Do you recall being asked for e-mails?

22 A Yes.

23 Q Do you recall being asked about calendar entries? Do
24 you recall that?

25 A I don't recall that, but it wouldn't surprise me.

1 Q Do you recall whether anyone asked you about text
2 messages back in 2013, whether you collected or produced that?

3 A I don't recall.

4 MR. STIGI: I would like to ask if we could show the
5 witness his deposition testimony at the time to see if it
6 refreshes his recollection. I'm not asking to admit it. Is
7 that --

8 THE COURT: So hold on. We have already published
9 his deposition because Mr. Ogilvie read a portion of it.

10 MR. STIGI: Except --

11 THE COURT: So the practice is we're going to hand
12 the deposition to the witness, and he's going to look at the
13 section you told him and see if it refreshes his memory.

14 MR. STIGI: It's the wrong deposition transcript,
15 Your Honor. It's the December 2013 -- or excuse me, November
16 23rd.

17 THE COURT: So hand me that one back, sir. We tried.
18 So we'll publish the other one.

19 (Pause in the proceedings.)

20 MR. STIGI: And I think we actually have it as an
21 exhibit.

22 THE COURT: We don't admit depositions.

23 MR. STIGI: Yeah, actually it was in exhibit but
24 (indiscernible).

25 THE COURT: We're not going to do that.

1 MR. STIGI: Okay.

2 THE COURT: Sir, counsel is going to refer you to a
3 page in this transcript. If you need to look forward or after,
4 like I told Mr. Stark, please feel free to do that so you can
5 give yourself context.

6 THE WITNESS: Okay.

7 THE COURT: He says he's using it to refresh your
8 memory. We'll see how that goes.

9 BY MR. STIGI:

10 Q All right. Mr. Potashner, if I could ask you to turn
11 to page -- excuse me...

12 (Pause in the proceedings.)

13 BY MR. STIGI:

14 Q All right. It is page 215. Yes.

15 THE COURT: Sir, if you would read around page 215
16 and see if that refreshes your memory.

17 THE WITNESS: Okay. This references calendar and
18 e-mail account.

19 BY MR. STIGI:

20 Q Right. And if you could continue to read through
21 page 217.

22 A Okay. Okay. I'm through 217.

23 Q Okay. So my question is, Mr. Potashner, is after
24 reviewing your deposition transcript from December 2013 whether
25 it refreshes your recollection whether you were asked about

1 whether you collected and produced text messages?

2 A So I don't see references to text messages in the
3 pages that you referenced.

4 Q Okay. And the question is does that refresh your
5 recollection (video interference)?

6 A Yeah. So what I do know is I would have --

7 THE COURT: So, sir, that was a yes or no: Does it
8 refresh your recollection?

9 THE WITNESS: Yes.

10 THE COURT: Okay.

11 MR. STIGI: Thank you. Thank you, Your Honor.

12 BY MR. STIGI:

13 Q And what is your recollection now of the extent to
14 which you were requested by the plaintiffs to search for and
15 produce text messages?

16 A Yes. So I would have gone through and provided any
17 information I had on any digital correspondence of any flavor.

18 I know or I recall there was issues relative to my
19 behavior, which was similar to what Juergen described, which is
20 I turned over phones, you know, with great frequency. So and
21 do as he described as well. And you clear the phone as you get
22 your new phone.

23 But any substance I had would have been made
24 available.

25 Q But you see from the transcript they don't

1 specifically ask you about text messages back in December of
2 2013?

3 A There is -- yeah, there is no reference to text
4 messages.

5 Q Right. Okay. And so when I was just trying to focus
6 on is when you recall the first time the plaintiffs in the
7 class case asked about text messages --

8 A Yeah, so --

9 Q -- distinct from e-mails. That's what I'm focused
10 on.

11 A Yeah. Again, I have no recollection of discussion in
12 the 2013, 2014 time frame relative to text messages, and
13 there's nothing here that would reflect that there were
14 questions on text messages.

15 Q So the first deposition testimony you gave about text
16 messages was what was read earlier from when? Do you recall?

17 A I think we said 2018, 2019.

18 Q And the volume was handed to you a moment ago. And
19 you heard the testimony, your testimony read earlier sitting
20 here today or put yourself back in August of 2019, testifying
21 about your practice in 2013 of texting. You know, was your
22 testimony, in fact, in August 2019 truthful?

23 A Yes.

24 Q And do you recall the testimony that you gave? I
25 mean, it was just read to you.

1 And in light of the existence of some text messages
2 that were included in the prior exhibit, do you have any
3 further elaboration on your answer that you feel is appropriate
4 to give?

5 A No. Other than again I will say that I don't use
6 text to do business transactions. I'm an extremely slow
7 texter, you know, one finger at a time. I change phones over
8 frequently. And if you ask me even what phone I was using
9 five years previously, that would be a difficult question for
10 me to answer.

11 Q Is it fair to say the e-mail is your more typical way
12 of communicating?

13 A Yeah. E-mail and direct phone calls would be my way
14 of communicating.

15 Q We talked a little bit earlier. You heard the
16 testimony about your -- the downloading of your documents from
17 your Gmail account. We talked about the other productions from
18 2013. Do you know the total number of documents that you,
19 Mr. Potashner, produced in this case?

20 A I'm not aware of the total number, but I'm e-mail
21 intensive. So, I mean, I do 200 e-mails a day is kind of the
22 volume that I experience. So it would be very significant
23 volumes.

24 Q I think this came out earlier, but I'll just see if
25 this number sounds familiar to you. Does 17,092 documents

1 produced by the Kenneth Potashner in this litigation sound
2 right to you?

3 A That would sound in the ballpark.

4 Q And I think we also -- you were here as well -- heard
5 that the plaintiff's expert, even assuming everything they said
6 was true, identified 458 missing e-mails out of what appears to
7 be 17,092 production. Did -- well, I was going ask you to do
8 the math on that, but do you have a sense of what that error
9 rate looks like?

10 A Yeah. So again I struggle with any missing e-mails.
11 So I believe it's a function of search. When before we hear HL
12 was a search term, and I know that's John Todd's EarthLink
13 account. So and I correspond with John on multiple topics,
14 multiple businesses. So that's -- I can clearly see
15 discrepancies, but I don't at all get to their "therefore I
16 deleted e-mails" because I simply don't.

17 Q Sir, you mentioned Mr. Todd. He was obviously the
18 topic of much conversation this morning. I think the Court is
19 probably curious: Who is Mr. Todd?

20 A Yeah, so John is a business partner. So we tend to
21 look for start ups predominantly, and we'll find things that we
22 find are interesting. Often we'll put money in them to
23 progress them. On some we roll our sleeves up and take
24 operating roles for interim periods, and we tend to do, as I
25 mentioned, you know, four to six of these at a time. So John

1 played a role in Parametric leading in a consulting capacity,
2 overseeing some of the operations, and I played the chairman
3 role in that company, executive chairman role.

4 Q Yeah. Let's break that down a little bit. I mean,
5 you said executive chairman. Would that be similar to say a
6 chief executive officer?

7 A It would incorporate chairman of the board and CEO.

8 Q And you mentioned Mr. Todd was a consultant. Could
9 you sort of translate his role into a more typical corporate
10 hierarchy? Was he a vice president? Was he a direct --

11 A Yeah. So, you know, on this case, Parametric Sound
12 at the time, you know, five or six employees. So there's not a
13 whole bunch of (indiscernible), you know, maybe to, you know,
14 40 or 50. So John played I would say an equivalent role as a
15 COO. So he would help define product strategy and try to get
16 some deals done and some supply chains. So he would have an
17 operating capacity, but the fact he was doing this for multiple
18 companies at the same time would have a more in that consulting
19 basket than anything else.

20 Q Okay. So just so we're clear, did Mr. Todd own any
21 shares to your knowledge of Parametric premerger?

22 A John would have had stock options; right. So John's
23 style and my own would be to take a de minimis salary and try
24 to get some equity in the company, make the company worth
25 something. So John would have had a stock option package with

1 his role.

2 Q In Parametric, not in the subsidiary?

3 A In Parametric.

4 Q Okay. About to the best of your recollection, what
5 (indiscernible) ownership amount would those stock options for
6 Mr. Todd have translated into?

7 A Yeah. Maybe 1 to 2 percent, somewhere in that
8 ballpark would be my -- it's an educated guess, but that would
9 be traditional.

10 Q You know what, let's, if we could, let me ask you to
11 take a look at Exhibit 342. And I would ask that it be -- I'll
12 ask the witness to identify it and then ask for it to be
13 admitted?

14 A So where am I looking?

15 Q Oh, you can't look at it yet.

16 A Okay.

17 THE COURT: What's the exhibit number?

18 MR. MORENO: 342.

19 THE COURT: Any objection to 342?

20 MR. APTON: Your Honor, just to the extent that it's
21 an excerpt of what it purports to be, not the full document.

22 THE COURT: So if you want additional portions of it,
23 I'd be happy to admit additional portions if it's a
24 completeness objection.

25 MR. STIGI: I'd be more than happy to --

1 THE COURT: Let me see if I really have a
2 completeness objection.

3 MR. APTON: Your Honor, I'm not sure what the witness
4 is going to testify to. So I don't know whether there are
5 other aspects of the document that may be relevant to the
6 examination.

7 THE COURT: So what I'm offering you is, okay, I
8 understand you have a completeness objection. I'm going to
9 admit this subject to being able to add as the next in order
10 any additional portions or the complete version of the document
11 if that's your preference.

12 MR. APTON: That's fine. Thank you, Your Honor.

13 THE COURT: Okay. So the document will be admitted
14 with that understanding. If we admit the complete thing, I'm
15 going to unadmit this one or strike it and use the whole one.

16 (Exhibit Number(s) 342 admitted.)

17 MR. STIGI: Very good, Your Honor. Thank you.

18 THE COURT: All right. Go.

19 BY MR. STIGI:

20 Q So, Mr. Potashner, do you recognize Exhibit 342?

21 A I understand what it is. I understand what it is,
22 yes.

23 Q Okay. Let me ask you to turn to page 342-0006. And
24 you see when you highlight a little part of that, just to show
25 your name.

1 A Yes.

2 Q Yeah. Do you have an understanding of what that
3 chart shows?

4 A Yes. It shows ownership in the company.

5 Q The company being Parametric Sound Corporation?

6 A Correct.

7 Q And Parametric Sound Corporation premerger with
8 Turtle Beach; correct?

9 A Correct.

10 Q Okay. And what percentage is next to your name?

11 A 5.8 percent.

12 Q And that's 5.8 percent of what?

13 A Of the fully diluted shares, of the total ownership
14 of the company.

15 Q And by fully diluted, that means all options being
16 exercised?

17 A Correct.

18 Q And there's a number next to your name also: 417500,
19 parentheses, 6. Do you see that?

20 A Yes.

21 Q And what does the 417300 stand for?

22 A I believe that would be the number of shares that I
23 had -- that I would have under my name, shares or options.

24 Q Okay. Shares or options. Do you know the split
25 between the two at the time?

1 A I think it would have been heavily option based. My
2 guess is probably 90 percent. Or, you know, a vast majority of
3 it would have been in stock options, not shares.

4 Q Do you see the other gentlemen directly above your
5 name, Elwood Norris and James Barnes. Do you see that?

6 A Yes.

7 Q Okay. And what percentages did they have?

8 A Yeah. Elwood had 15.9 percent of the company, and
9 James Barnes had 6.4 percent of the company.

10 Q Both more than you?

11 A Yes.

12 Q And, again, do you have a sense of their respective
13 option versus share ownership?

14 A Yeah. They were founders effectively. So they would
15 have had ownership of shares, not options.

16 Q Okay. I would just ask based on your 5.8 percent
17 ownership of diluted share ownership of Parametric premerger,
18 were you a controlling shareholder of Parametric?

19 A No.

20 Q Was anyone on that list a controlling shareholder of
21 Parametric?

22 A No.

23 Q Was any subset of that group on that list a group is
24 in the meaning of SEC rules or any other meaning for that
25 matter, exercising controlling shareholder ownership over

1 Parametric?

2 A No.

3 Q Now, I don't see Mr. Todd on that list.

4 A Right.

5 Q Is that -- do you know why he would not be on that
6 list?

7 A Yeah. I likely overstated my assumption of what he
8 had. It was likely overstated. So I'm assuming he would be an
9 asterisk, somebody less than 1 percent.

10 Q Well, to be clear though, to be fair, Mr. Todd was
11 not an officer, was he?

12 A No, he was not an officer. That's correct.

13 Q Oh, okay. So to be fair, he wouldn't appear on the
14 list of directors and officers?

15 A That's correct.

16 Q Right. So but that said, again, your understanding
17 of his ownership was something -- well, let me ask this: Was
18 it bigger or smaller than yours?

19 A Yeah. It was, again, I don't know what his share
20 ownership was, but it would be extraordinary if he owned more
21 than 2 percent. And my guess is, you know, probably closer to
22 one or less.

23 Q So if you added the two of you together, does that
24 get you above Mr. Barnes and or Mr. Miller (phonetic)?

25 A No.

1 Q The two of you together, does that make you a
2 controlling shareholder of Parametric?

3 A No.

4 Q And I ask these questions because there was a lot of
5 discussion earlier about missing e-mails with Mr. Todd.
6 Supposedly missing e-mails with Mr. Todd, and the plaintiffs
7 are asking for an inference that in those e-mails is some
8 evidence of you being controlling shareholder. So I'm asking
9 you, are you aware of any e-mails with Mr. Todd back or forth
10 that would somehow evidence the existence of you alone or with
11 Mr. Todd being controlling shareholders of Parametric?

12 A Yeah, there would never barely any e-mails to that
13 effect because there was no circumstance we were anywhere near
14 controlling, you know, controllers of the company.

15 Q Let me ask you while you're still on the same
16 exhibit --

17 A Okay.

18 Q -- 342, to go down to page 42 right to the bottom of
19 page 42. Do you see the heading right at the bottom there:
20 "Interests of Parametric Executive Officers"?

21 A Yes.

22 Q Starting at the bottom of -- and let me be clear for
23 the record, TX 342-0042 being the page number and continuing
24 through to page TX 342-0046. Seeing those pages, does it
25 describe the interests of Parametric executive officers and

1 directors in the merger between Parametric and Turtle Beach?

2 A Can someone scroll the page up a bit. There we go.
3 Good.

4 I'm sorry. Can you repeat the question.

5 Q Yeah. I'm just asking whether those pages I've
6 identified describe the interests of the executive officers and
7 directors in the merger.

8 A It does.

9 Q And do you see your name listed among the various
10 subsections of -- there's interests in the merger?

11 A Yes. Correct. Yes.

12 Q Okay. And so, for example, Golden Parachute
13 Compensation Arrangements, page 0044, do you see that
14 discussed?

15 A It's being brought up now.

16 Yes.

17 Q And it continues on to the next page under things
18 like Target Bonus and Cash Payments to Mr. Potashner,
19 et cetera. Do you see all that?

20 A Correct.

21 Q Now, this document, page -- excuse me, Exhibit 342,
22 did you have an understanding of its purpose?

23 A Yes.

24 Q And the full version of it, not just the excerpt, of
25 course. What's the purpose of the --

1 A Yeah, it's to fully disclose the economic gains made
2 during the transaction.

3 Q Disclosed to whom?

4 A Shareholders, all shareholders.

5 Q Including the assignors (video interference)?

6 A Correct.

7 Q Now, to your knowledge, did you receive any benefit
8 from the merger other than what was disclosed to all
9 shareholders in Exhibit 342?

10 A No.

11 Q Let's go back to this topic. Again, there was a
12 claim that e-mails between you and Mr. Todd would somehow or
13 perhaps contain evidence of some secret payment.

14 A Uh-huh.

15 Q To what extent did Mr. Todd have the ability within
16 Parametric to write out money say from petty cash?

17 A I'm sorry. I don't understand.

18 Q Yeah. Could Mr. Todd just take out the Parametric's
19 checkbook --

20 A No.

21 Q -- and write a check?

22 A No. Jim Barnes, the CFO had that authority.

23 Q Did Mr. Todd have the ability to force the Board of
24 Directors to cause a payment to you?

25 A No.

1 Q Can you imagine a circumstance under which Mr. Todd
2 would have any utility in achieving for you some benefit
3 undisclosed from Parametric to you as part of the merger?

4 A There was none.

5 Q What about Turtle Beach? Is there any way Mr. Todd
6 could cause Turtle Beach to pay you a secret benefit not
7 disclosed?

8 A No.

9 Q Why not? Why couldn't he do that?

10 A John had very little correspondence, and it's just
11 there's no scenario where there were any discussions between
12 Turtle Beach -- between any officers at Parametric and Turtle
13 Beach on payments to anybody for any considerations.

14 Q So let's come back to communications and whether this
15 is an e-mail or text (inaudible).

16 We talked about 10 million -- 17,000 documents
17 provided, e-mails or documents collected from you.

18 If you were sending an e-mail generally, and we'll
19 get more specific, when you're sending an e-mail to someone
20 generally, do you typically have an understanding as to whether
21 the recipient is going to -- or what they're going to do with
22 it? Keep it, delete it, forward it?

23 A No. No, I have no idea what they're going to do with
24 it.

25 Q Same with a text, you texted to someone. Do you have

1 an understanding whether they're going to save it, delete it,
2 produce it?

3 A No.

4 Q Have you ever told anyone related to this case I'm
5 going to send you an e-mail, but you better delete it?

6 A If I -- no, I have never told anyone to do that. And
7 if it had that level of sensitivity, it would be a phone call
8 on a topic, but there's -- my assumption is someone's going to
9 keep the e-mail.

10 Q And here, there were e-mails that were sent out, and
11 apparently Mr. Todd had them and produced them here, that were
12 also produced by you.

13 A Correct.

14 Q I mean, we went through that this morning.

15 Do you know -- well, let me ask this. Mr. Todd is
16 not a defendant in this case; right?

17 A Correct.

18 Q He was subpoenaed as a third-party witness. Are you
19 aware of that?

20 A Correct.

21 Q Do you know whether he retained counsel to assist him
22 in the production of documents?

23 A He has a personal counsel, but I don't think he had
24 anybody participate in document collection.

25 Q But do you know one way or the other?

1 A I don't know for certain.

2 Q Okay. Do you know who, if he did have a lawyer, who
3 would have been paying that lawyer to assist him in the
4 production of documents?

5 A He would've been paying himself out of his own
6 pocket.

7 Q So, you know, any sense of the degree to which
8 Mr. Todd might have been spending little or a lot of time
9 poring over e-mails to determine what and what wasn't --

10 A No.

11 Q What was and wasn't responsive to the issues in this
12 case?

13 A No. John would have just openly said take my
14 e-mails.

15 Q And I just have to ask you. It's kind of the obvious
16 question, and I, you know, hope the Court hears it: Did you
17 ever purposely delete an e-mail in order to hide evidence from
18 any plaintiff in this case?

19 A Absolutely not.

20 Q Did you ever purposely delete a text message in order
21 to hide evidence from any plaintiff in this case?

22 A No.

23 And, John, I'd also say I would expect that behavior
24 to be consistent, right. So if we were sitting here saying the
25 10 percent of my e-mails to Juergen are missing, 10 percent of

1 my e-mails to Ken Fox are missing, you know, the fact that the
2 discussion is one person, John Todd, who I've got multiple
3 business dealings with and a deep personal relationship, but, I
4 mean, yeah, so it's like, to me, there is not, you know,
5 there's a consistency with the fact that no e-mails are
6 missing, which is the key negotiation between myself and
7 Juergen.

8 Q And a few other points. I think you're aware that
9 Mr. Norris took detailed handwritten notes through the entirety
10 of the negotiations.

11 A Yes.

12 Q Were you aware that he was keeping notes at the time?

13 A I wasn't aware in that -- for the deposition.

14 Q And those have all been produced in this case as far
15 as you know?

16 A Yes. Yes.

17 Q And there are four other or three other now director
18 defendants who understand they have been -- they have produced
19 documents as well?

20 A Correct.

21 Q And the Parametric server, it was retained, the
22 documents produced through that as well?

23 A Yes.

24 Q And again, do you have an understanding of the total
25 number? We heard it this morning the total number of documents

1 produced in this case?

2 A I'm not aware. I know the magnitude is large.

3 Q Yeah. I think the number we heard this morning
4 121,000 was the universe of documents just looked at?

5 A Right.

6 Q And that doesn't include it all. So I think you can
7 see that.

8 Yeah. I guess the last thing I'll ask you and, you
9 know, coming back to actually the various benefits or
10 interactions in those interests that the officers and directors
11 have of the transaction. Now you voted for the merger;
12 correct?

13 A I did.

14 Q And by the way, why did you vote in favor of the
15 merger?

16 A We have a company that was high risk, a lot of
17 execution challenges going forward, and we had a deal with a
18 partner that could take the technology and turn it into
19 something great, and I believed it was the right deal for the
20 shareholders. It was a good premium. It was a good price. I
21 saw a lot of upside to it, and I believed in the deal all the
22 way to the point that I allowed all my shares to be locked up
23 for an extensive period of time as well. So --

24 Q Yeah, what did that mean to you, by the way, that
25 lock up?

1 A Oh, well, when it was all said and done, I think I
2 lost between 5 and \$10 million. So that's one flavor of it,
3 but the decision to get locked up was based on a belief that
4 this was a great deal for the shareholders and that would
5 ultimately result in the not only the initial price on the
6 transaction and but a good future price, and we heard Ken Fox,
7 you know, say that he felt he had concerns about the deal, that
8 it's overpaid perhaps or it was risky and such. So his
9 concerns should have been things that Parametric shareholders
10 were happy that the deal was going forward in spite of those
11 concerns.

12 Q And by the way, how long was that lock up for?

13 A At least -- I'm not sure exactly, but I believe a
14 year.

15 Q So and when did you agree to that lock up?

16 A It was a part of the closing conditions for the
17 merger.

18 Q So it would have been before the merger?

19 A Before the merger closed, yes.

20 Q And so is it safe to say that when you were looking
21 at the pros and cons of the merger you were looking at it not
22 as a short-term, but more of a long-term, otherwise you have
23 lock up for a year; is that right?

24 A Absolutely. Yes.

25 Q Coming back to the vote, the vote on the merger was

1 when? The board vote I should say. Excuse me, the vote for
2 the Parametric Board of Directors, when was that?

3 A I don't know the exact date.

4 Q August of 2013, does that sound right?

5 A In the ballpark, yes.

6 Q If you had decided because of all of the interests,
7 personal interests you had in the merger that are disclosed in
8 the proxy, if you had decided to abstain from that vote, would
9 the merger have still been approved?

10 A Yes.

11 Q Why?

12 A Several of the principals, you know, being led by
13 Woody, Elwood Norris, we're highly motivated to get this
14 transaction done, and Woody had significant board influence.
15 The board was basically built by Woody, and he's -- he was in
16 his 70s I think at the time, and this was a good outcome. He
17 wanted this deal done. So my abstention would have not had
18 impact, and things I did as well to try to, moves I thought I
19 could make that could further help shareholders relative to one
20 of the subs, I was told very clearly, no, do not create
21 friction. Right. So this was a deal that was going to happen.

22 Q Okay. So even if there was some assumption that you
23 did receive some other secret benefit here, no evidence of it,
24 but even if it were assumed to be the case, the deal still
25 closes irrespective of whatever was promised or not promised to

1 you?

2 A Absolutely.

3 MR. STIGI: Nothing further at this time. Thank you.

4 And I shall wipe down.

5 THE COURT: Wipe down, please, so I can have
6 cross-examination.

7 (Pause in the proceedings.)

8 THE COURT: You're down to 16 minutes.

9 UNIDENTIFIED SPEAKER: Sixteen minutes?

10 UNIDENTIFIED SPEAKER: No.

11 THE COURT: Them.

12 UNIDENTIFIED SPEAKER: Defendants.

13 UNIDENTIFIED SPEAKER: Oh.

14 THE COURT: You have slightly more than that.

15 UNIDENTIFIED SPEAKER: Thank you, Your Honor.

16 CROSS-EXAMINATION

17 BY MR. APTON:

18 Q Mr. Potashner, counsel refreshed your recollection
19 with your deposition transcript from December 2013 a few
20 minutes ago. Do you remember that?

21 A Yes.

22 Q And I think he asked you whether plaintiffs had asked
23 for your text messages during your deposition; correct?

24 A Yes.

25 Q At that point in time that -- well, strike that.

1 They had not. Is that right?

2 A They had not; that's correct.

3 Q Had anyone asked for your text messages at that point
4 in time?

5 A I have no recollection of anyone asking for my text
6 messages. But if they did, I would have provided them. So
7 that's is my behavior.

8 Q Sure. That's what you're supposed to do when you're
9 involved in a litigation with ESI; correct?

10 A Correct.

11 Q Okay. And have you been involved in litigation with
12 ESI before?

13 A I was chairman of Newport, a billion-dollar company
14 that we sold, and I don't recall whether there was ESI or not
15 on that to be frank.

16 Q What's Sonic Blew (phonetic)?

17 A I don't recall --

18 Q -- technology -- sorry.

19 A Sorry?

20 Q Maxwell Technologies (phonetic) I believe was the
21 name of the company when it was sued. Do you recall that?

22 A I don't recall Maxwell getting sued.

23 Q Let me refresh your recollection. If you could turn
24 to please -- I'd like to introduce Exhibit 1, Kenneth
25 Potashner's interrogatory responses.

1 THE COURT: Any objection to Number 1?

2 MR. PEEK: John, she asked you if you had any
3 objection.

4 MR. STIGI: Oh, I'm sorry. Yeah, no objections.

5 THE COURT: Be admitted. Thank you.

6 (Exhibit Number(s) 1 admitted.)

7 THE COURT: I thought he was considering.

8 MR. STIGI: I didn't hear you. Apologies.

9 THE COURT: I have a mask on.

10 BY MR. APTON:

11 Q Now, a moment ago you said that had you been asked
12 for text messages you would have provided them; correct?

13 A Yes.

14 Q Okay. Now, if I could turn your attention to please,
15 let's see here, pages -- or page 24, please, and it's page 24
16 of the response, so 24 of 41. And I'll ask you to read
17 Interrogatory Number 19 just so you could have some context,
18 and then I'll ask you about the response there.

19 A Okay. So you've mentioned three different companies
20 in the last 30 seconds. Which company are we talking about
21 now?

22 Q Well, we're talking about Parametric --

23 A This is Parametric --

24 Q -- Parametric.

25 A -- okay. Yes, sir. Okay. Go ahead.

1 Q So lines 24 and continuing onto the next page, it
2 states that, Mr. Barnes was to provide you with a copy of a
3 litigation hold on August 9th, 2013, one day after litigation
4 commenced. Do you see that?

5 THE COURT: It's on the prior page. There we go.

6 THE WITNESS: Yes.

7 THE COURT: Do you see it now?

8 THE WITNESS: I see it.

9 THE COURT: Okay.

10 BY MR. APTON:

11 Q And then a couple lines below, it looks like you
12 received another litigation hold on October 14th, 2013. Do
13 you see that?

14 A Okay.

15 Q And do you see that?

16 A I see it on October 14th. Is that what you're
17 referencing?

18 Q Yeah. Why don't you read that sentence.

19 A "October 14, 2013. Counsel followed up more detailed
20 litigation hold letters to the director defendants."

21 Okay.

22 Q Keep going, please.

23 A And to Parametric listing the various types of
24 possible relevance ESL (sic), including e-mails, processing
25 documents, deleted files, databases, calendars, address books,

1 network access devices, text messages, spreadsheets, electronic
2 file folders, computer or assisted design files.

3 Telephone logs Internet usage and accounting records.

4 Q Okay. So by your deposition in December 2013, you
5 had received at least two litigation holds; correct?

6 A Correct.

7 Q Asking for ESI; correct?

8 MR. STIGI: Objection. The document does not ask for
9 anything. It rather requests that they be preserved.

10 THE COURT: Okay. With that clarification.

11 MR. APTON: Yes.

12 Thank you, Counsel.

13 BY MR. APTON:

14 Q So you had received two litigation holds prior to
15 your deposition asking that you preserve ESI, including text
16 messages; correct?

17 A That's what this says, yeah. I have no recollection,
18 but I'm assuming that to be the case.

19 THE COURT: These are your answers to
20 interrogatories; right? Do want to see your signature at the
21 end?

22 THE WITNESS: Yes. I acknowledge.

23 THE COURT: Okay. If we can go to the end and show
24 him his signature.

25 THE WITNESS: I acknowledge.

1 MR. APTON: Will you show Mr. Potashner. And if you
2 go to page 40 to 41.

3 THE WITNESS: Uh-huh.

4 MR. APTON: Up one more page.

5 BY MR. APTON:

6 Q This is titled Verification:

7 "I Kenneth Potashner declare as follows.

8 I have read the foregoing response to
9 plaintiff's first set of interrogatories and
10 know its contents. I am informed, and I
11 believe that the matters stated in these
12 responses are true. On that ground certify or
13 declare under penalty of perjury under the
14 laws of the State of Nevada that the same true
15 are correct."

16 Did I read that accurately?

17 A Correct.

18 Q And your signature is below there; right?

19 A Correct.

20 Q So back to the other section I was asking you about,
21 do you have any reason to dispute that you received two
22 litigation holds?

23 A No.

24 Q That asked you to preserve your ESI?

25 A Correct.

1 Q Now, speaking of the ESI, you also testified in
2 August of 2019 that you did not text -- did not use text
3 messages. Is that fair?

4 A I use text messages. I tend not to use text messages
5 for business.

6 Q Okay.

7 A Other than, you know, call me if I'm not getting a
8 response from the e-mail, but I tend to be very -- back then,
9 it was extremely limited on texts, and even today, I'm mostly
10 limited.

11 Q So you testified to that in 2019, and you're saying
12 it again now under oath; correct?

13 A Correct.

14 Q Okay. But you did, in fact, text for business
15 purposes; did you not?

16 A Again, it would be -- if you consider call me a
17 business purpose, then it would be subject to how you're
18 interpreting it.

19 Q Well, let's look at Exhibit Number 3, which is
20 already in evidence.

21 These are a log of your text messages produced by
22 Mr. Wolfe in the case. It's a little bit tough to read, but
23 we're going to zoom in as best we can.

24 On this first page, you see your phone number on the
25 left there; correct?

1 A Yes.

2 Q And then there's a recipient under to, and if we
3 scroll all the way to the right, it provides the body of the
4 text.

5 THE COURT: You're going to have to blow it up so
6 people can read the --

7 MR. APTON: Can we blow it up a little bit more,
8 Karen.

9 BY MR. APTON:

10 Q Mr. Potashner, can you read that? Or would you like
11 me to read it for you?

12 A No, I can read it.

13 Okay.

14 Q It says here that you just spoke to Juergen. Woody
15 called him this morning and brought up the concept that PAMT
16 should get back the shares of HHI; is that correct?

17 A Correct.

18 Q More than just call me, yes?

19 A It's a very brief message, but, yes.

20 Q Was it important to you that PAMT get back the shares
21 of HHI?

22 A I'm sorry. Repeat that.

23 Q What significance did HHI have to you at this point
24 in time?

25 A Yeah. So we had a subsidiary that I thought could be

1 spun off to shareholders, and which I thought would be maximum
2 value for shareholders, and Juergen didn't want to have that
3 happen. And ultimately Woody didn't want that to have happen.

4 Q And you held interest in HHI; correct?

5 A I had a small interest in HHI, yes.

6 Q And you also had a personal opinion as to the worth
7 or value of HHI; correct?

8 A The value of HHI was di minimis. It would only be
9 worth something if the company did a whole bunch of things that
10 would have taken a long time.

11 Q Yet you negotiated to keep your interest in HHI
12 throughout the merger negotiations; is that correct?

13 A I willingly said cancel my HHI options to get the
14 deal done.

15 Q After a thorough negotiation?

16 A After it was clear that the board didn't want
17 friction in the topic, I said cancel the options.

18 Q Let's go to page 2.

19 A Yep.

20 Q Okay. The second and third rows, it looks like
21 Mr. Wolfe sent you a text message first.

22 A Okay.

23 Q And then you received one -- or I'm sorry, and then
24 you sent one in exchange. Do you see those two on July 1st,
25 2013?

1 A You need to make them bigger. I need to be able to
2 read them.

3 I'm sorry. Which --

4 Q The second and third rows.

5 A Yeah. I can't see the column that has the content.

6 Q Yeah. Well, we'll scroll over to the right now. And
7 the one in the second row starts -- this is Wolfe's message to
8 you: "This all seems to be left over issues. I'll double the
9 best I can to calm things down."

10 To which you respond, "Think about structure where
11 payout of options under cash happen on reaching milestone or
12 profits generated on (indiscernible)."

13 Do you see that?

14 A Yes.

15 Q Discussing negotiations for the merger; is that
16 correct?

17 A What -- discussing -- this is with Andy?

18 Q Yeah. This is more just more than just call me or I
19 want to call you, yes?

20 A No. This is think about something. This is not a
21 detailed discussion.

22 But so my e-mails are elaborate and comprehensive.
23 This is three lines. Right. So --

24 Q We're going to talk about the e-mails in a second. I
25 just want to go over the text messages here. Okay?

1 A Yeah. So no, I would not look at this as being
2 substantive with the way I operate.

3 Q And so on that basis, on your personal belief you
4 would not have preserved them had you been asked to do so?

5 A I didn't delete anything.

6 Q Okay.

7 A Period.

8 Q Okay.

9 THE COURT: So where are they? If you didn't delete
10 them, where are they, sir?

11 THE WITNESS: They're, as was described earlier, you
12 return a phone, the phone is returned. Right. So.

13 THE COURT: Okay.

14 THE WITNESS: And so, again, the time line here is --
15 so this is a request to access text five years after the fact.
16 Is that what we're discussing?

17 THE COURT: That is exactly what this hearing is
18 about, sir.

19 THE WITNESS: Right. So --

20 THE COURT: This is about your destruction of
21 evidence after you received a hold letter from your counsel
22 that specifically identified this evidence.

23 THE WITNESS: And, Your Honor, again, I destructed
24 nothing, destroyed nothing. I did cycle through probably three
25 to four phones in a five-year period, including moving from an

1 Apple to Samsung and back to Apple, but there was never
2 destruction of any evidence whatsoever.

3 MR. APTON: And, Your Honor, if I can just highlight
4 a few of these text messages from this exhibit and then move on
5 for the record?

6 THE COURT: Uh-huh.

7 BY MR. APTON:

8 Q Using the numbers in the left-hand column on
9 Exhibit 3, it would be 982, 981, 980, 979, 978, 969 --

10 THE COURT: And why are we highlighting these?

11 MR. APTON: These are text messages that --

12 THE COURT: So if you want the witness -- to ask
13 about it, you've got to go slow enough for him to be able to
14 respond.

15 MR. APTON: Fair enough.

16 THE COURT: Okay.

17 MR. APTON: Apologies.

18 BY MR. APTON:

19 Q Mr. Potashner, let's look at a couple more here. I
20 want to be brief. Let's look on page 3 halfway down.

21 A Okay.

22 Q Number 981. The date is July 18th, 2013. It's a
23 text message from you to Mr. Wolfe. And if you go to the
24 right, it says, "I think we, open parenthesis, John and I,
25 close parenthesis, simply waive a L (phonetic) grace period,

1 get the deal done. And if we convince J. after the fact, we
2 add value, fine. And if we don't, we walk away.

3 A Okay.

4 Q That seems to me to be a substantive message; would
5 you agree?

6 A No.

7 Q Okay. How about --

8 A No, because I would've laid out in depth here's why
9 the rationale for this makes sense. Here's why Juergen should
10 consider this. It would be a much more comprehensive
11 discussion with a board member than, hey, let's -- you know,
12 here's the deal point. Let's get this done in a, you know,
13 three or four line text.

14 Q I'm not going to waste too much time on this.
15 There's just one more though on the next page. If we could
16 look at 926, which is about five, six rows up from the bottom.

17 A Okay.

18 Q It's another text message from you, July 31st,
19 2013. And if we go all the way to the right, it says, John
20 Todd will take the deal as is if necessary. Just make sure DOD
21 doesn't do anything that would preempt waiver process or induce
22 JT to file a suit?

23 A Okay.

24 Q Is that a substantive communication?

25 A The deal referenced here I don't believe had anything

1 to do with Parametric. I think it had to -- I'm sorry. With
2 the merger. It had to do with discussion on voiding his
3 contract. So this is a signal from the board, hey, we may want
4 to terminate this contract. And John saying I don't want my
5 contract to get terminated and don't force me to litigate,
6 right. So this is a heads up. This is a trivial nonissue
7 relative to the merger.

8 Q Okay. But you previously said Mr. John Todd?

9 A Yes.

10 Q With respect to Mr. Todd, you have a deep personal
11 relationship with him; right?

12 A He's a business partner and a friend.

13 Q Uh-huh. And he's been a friend and a business
14 partner for some years; is that correct?

15 A That's correct.

16 Q Okay. And he was your CFO at Sonic Blew; right?

17 A Correct.

18 Q And you brought him on Parametric, yes?

19 A Yeah, we brought each other on, but, yes.

20 Q And I think you had previously said at one point that
21 he was very important in Parametric's first year of
22 development. Does that sound familiar?

23 A Well, Parametric had been around for probably a
24 decade before we got there, but he was important in picking it
25 out of a garage business and turning it into a real company,

1 yes.

2 Q I think what you said was he took it, quote, "from
3 two guys in a garage to something worth a hundred million,"
4 close quote. Does that sound about right?

5 A That's likely correct.

6 Q And you also described him as, quote, "furthering the
7 HHI agenda," close quote?

8 A Sure.

9 Q Yes?

10 A Yeah. We both were in agreement that HHI would be
11 beneficial for the shareholders. Yes.

12 Q So now that we know who John Todd is, let's talk
13 about your e-mails with him. Okay?

14 A Sure.

15 Q Earlier today we heard testimony that 50 had not been
16 produced. Does that sound correct?

17 A No. After hearing all the pieces today, I've heard
18 different search mechanics, different -- a whole bunch of
19 different dynamics. So when you say not produced, that doesn't
20 resonate to me.

21 Q Well, we heard testimony before that John Todd
22 produced 50 e-mails either from or to your Gmail account that
23 you ultimately did not produce in the litigation. Is that
24 accurate?

25 A I didn't do the search on the e-mails. The search

1 was done by the forensic individual who spoke before. I handed
2 over my laptop and said run all the filters you need to run.
3 So but this was not a process of me going through and running
4 different words and coming up, you know, delivering e-mails.

5 Q But you handed over your laptop in 2018; is that
6 right?

7 A Correct.

8 Q So several years after the litigation began, several
9 years after you received your litigation holds, yes?

10 A I was, as requested, I provided the data.

11 Q Uh-huh. Can I please pull up Exhibit 446 of
12 defendant's.

13 THE COURT: And, sir, again, if you need to have it
14 made bigger, just let us know.

15 THE WITNESS: Thank you.

16 (Pause in the proceedings.)

17 BY MR. APTON:

18 Q Mr. Potashner, do you recognize this e-mail that's in
19 evidence as Exhibit 446?

20 A Okay. It's the -- I've read it. I assume I received
21 it.

22 Q This is one of the e-mails of the 50 that were not
23 produced that we discussed this morning; correct?

24 A This was discussed this morning; correct.

25 Q And it was one of the 50 that was not produced;

1 correct?

2 A That's what was stated. Yes.

3 Q Thank you. And what's this e-mail about?

4 A This is about what I just mentioned a second ago,
5 that there was action -- or there was discussion to terminate
6 John's consulting deal as part of the transaction, and --

7 Q That you prevented from happening; correct?

8 A I didn't present -- prevent it from happening. I
9 discussed with the board that they should honor the contract,
10 and they ultimately did.

11 Q Now, you self collected your e-mails in 2013 and '14,
12 yes?

13 A I ran whatever filters I was told to run, yes.

14 Q Did you make any determinations about relevancy at
15 that time?

16 A No.

17 Q Okay. Do you think you --

18 A I would have used whatever filters were provided.
19 Again, going through a hundred thousand e-mails, I don't know
20 what the number I would've gone through, but, no, I'm not going
21 to read a hundred thousand e-mails and make judgment calls on
22 each e-mail whether it should be provided or not.

23 Q So so long as an e-mail had one of the search terms
24 you used, you would have provided that e-mail to counsel?

25 A Absolutely.

1 Q Okay. Are you aware of whether this e-mail has a
2 search term?

3 A I don't know what the -- I don't recall what the
4 search terms were from eight years ago, no.

5 Q Given your knowledge of the litigation, do you
6 believe that this e-mail is relevant to the case?

7 A I don't know. This -- this e-mail has nothing to do
8 with the merger between Turtle Beach and Parametric. This is
9 to do with a personal consulting contract with John Todd.

10 Q Does he know this e-mail doesn't have to do with the
11 merger?

12 A This e-mail is the -- relevant to the cancellation of
13 John Todd's consulting agreement.

14 Q Do you want to continue reading it?

15 THE COURT: Sir, why don't you go to the bottom of
16 the first paragraph where it says merger.

17 A Yeah. I mean --

18 Q Is that --

19 A No, I understand that, but I'm saying this was not a
20 consideration on the merger. This was, hey, this is an
21 employment issue that needs to get dealt with. Right.

22 Q Uh-huh. So when you were --

23 A So, I mean, you know, the merger was not at risk with
24 this. The merger was not influenced by this. This is a, hey,
25 we've got an employment issue.

1 Q But was this relevant to the merger?

2 A No.

3 Q Was this relevant to the shareholder allegations?

4 A Well, break the two questions down. Is this relevant
5 to the merger? The outcome of how the board played this issue,
6 whether they honored his contract or not would have had zero
7 influence on whether the merger went forward or didn't go
8 forward on the terms negotiated relative to the merger.

9 Q And is this relevant to the shareholder allegation?

10 MR. STIGI: Objection. Foundation --

11 THE COURT: Overruled.

12 THE WITNESS: I'm not fluent enough on the breadth of
13 the shareholder litigation to give a -- to comment on it. So
14 be more specific.

15 BY MR. APTON:

16 Q Not fluent enough to determine what's relevant and
17 what's not relevant?

18 A If the allegation is that I self-served or had
19 benefit, then this would not be relevant.

20 Q Is it possible that you texted with John Todd about
21 the merger?

22 A Is it possible that I texted? It would be consistent
23 with how I texted others as well.

24 Q So you texted frequently then, yes?

25 A Call me. Yet again it would be the same flavor as

1 what we've been discussing. John is somebody I see, you know,
2 we would see with, physically with great frequency. So there's
3 all nature of communication.

4 Q He's a close friend; right?

5 A No, I'm saying in the business context, we would go
6 to the office. You know, we're in the same office. So there
7 would be significant communication between us. 90 percent
8 verbal, maybe 10 percent e-mail. Maybe, you know, less than
9 1 percent text, and the text -- he is also not a texter. So.

10 Q Let me ask you this question. This e-mail -- hold
11 on. This is Exhibit 446. You would agree that it clearly
12 relates to Parametric Sound, yes?

13 A Yes.

14 Q Why did you use your Gmail address for this
15 particular e-mail?

16 A I think you would find that almost all of my e-mails
17 would come out of my Gmail account.

18 Q Which makes those Gmail account -- were those Gmail
19 e-mails especially important for say the shareholder case, yes?

20 A Yeah. Yeah. Clearly. That's why it was made the
21 full Gmail was made available for all searches.

22 Q What I'd like to do is go to Exhibit 30 if there is
23 no objection.

24 THE COURT: Any objection to 30?

25 MR. STIGI: I'm looking for it.

1 THE COURT: Okay.

2 MR. STIGI: I'm just looking at Exhibit 30. It does
3 not have a Bates number. I would ask that some foundation be
4 provided for it.

5 THE COURT: So can you lay a foundation with a
6 witness. I'll look at the seal.

7 BY MR. APTON:

8 Q Mr. Potashner, I deposed you on May 5th, 2021; is
9 that right?

10 A Yes, I assume so.

11 Q Okay. Did we talk about this e-mail?

12 A I can't read it yet. Soon as it's brought up.

13 Q Let me rephrase the question. Did you send this
14 e-mail to Joshua Weisbord (phonetic)?

15 A Yes.

16 Q Okay.

17 THE CLERK: Any objection?

18 MR. PEEK: Date.

19 MR. STIGI: Yes. Outside the scope.

20 THE COURT: Overruled.

21 MR. STIGI: I mean, this is a brand-new issue that
22 has nothing to do with my direct.

23 THE COURT: Overruled. Thank you.

24 It's admitted.

25 (Exhibit Number(s) 30 admitted.)

1 BY MR. APTON:

2 Q So, Mr. Potashner, I asked you about this e-mail
3 because it seems your Gmail's are of acute importance in my
4 opinion.

5 Can you please read the text of this top level
6 e-mail.

7 A You didn't. Juergen --

8 Q Speak up, please.

9 A Yeah. So where do you want me to start?

10 Q "You didn't. Juergen did."

11 A "Okay. You didn't. Juergen did. To try to get a
12 better exchange rate, he created unrealistic numbers, and the
13 analyst believed him."

14 Q This was an e-mail sent with your Gmail address, yes?

15 A Correct.

16 Q Were there other e-mails discussing this subject
17 matter in your Gmail?

18 A I'm not aware.

19 Q Uh-huh. Let's go to Exhibit 30, please.

20 THE COURT: That was 30.

21 MR. APTON: Oh, I'm sorry. 31.

22 THE COURT: Any objection to 31?

23 MR. STIGI: Yeah. Same objection outside the scope.
24 Outside the date range. The implication that these were not
25 produce because they're from 2014 and '15 is -- it shows this

1 lacks foundation. I do object.

2 THE COURT: Overruled.

3 Do you have an objection to the foundation that he
4 posed to the date range?

5 MR. STIGI: I object to the foundation --

6 THE COURT: Okay. If you would lay a foundation with
7 the witness, I'll look at the seal.

8 MR. STIGI: And outside the scope, Your Honor.

9 THE COURT: I overruled those objections, but I've
10 got to have a foundation still.

11 BY MR. APTON:

12 Q So, Mr. Potashner, you forwarded an e-mail to Joshua
13 Weisbord on October 18, 2015, yes?

14 A Correct.

15 Q And this is that e-mail?

16 A Correct.

17 Q And it contains an e-mail below it from you to
18 Juergen Stark; is that correct?

19 A That's correct.

20 Q And did you write these e-mails?

21 A Yes.

22 THE COURT: Any other objections?

23 MR. STIGI: No, Your Honor, in light of the Court's
24 rulings on my prior objection.

25 THE COURT: Okay. The objections are overruled. The

1 prior ones, and it's admitted.

2 (Exhibit Number(s) 31 admitted.)

3 BY MR. APTON:

4 Q So, Mr. Potashner, the lower or nested e-mail here
5 involves you discussing your stock options and their expiration
6 date with Juergen Stark; is that correct?

7 A Correct.

8 Q And you sent this from your Gmail address, yes?

9 A Correct.

10 Q Okay. Did you speak about this matter to anyone else
11 using your Gmail address at any time?

12 A I'm not aware that I would.

13 Q Okay. And about those options, some of those were
14 performance options, yes?

15 A Don't recall whether they were performance or not.

16 Q Okay. Well, let's look at Exhibit Number 28.

17 THE COURT: Any objection to 28?

18 MR. STIGI: No, Your Honor.

19 THE COURT: 28 will be admitted.

20 (Exhibit Number(s) 28 admitted.)

21 BY MR. APTON:

22 Q Mr. Potashner --

23 A So just to comment. So you're aware that it's a very
24 common practice for someone to ask for an extension on option
25 expiration?

1 Q No, I'm not.

2 A It's a very common practice.

3 Q Okay.

4 A It's beneficial to both the company giving it because
5 they don't want someone selling at a low price, and it's
6 beneficial to the option holder to give more time to exercise
7 the option. So as the CEO, I grant this very frequently.

8 THE COURT: Ramsey, we have some folks who look like
9 maybe they're lost.

10 UNIDENTIFIED SPEAKER: They're with me, Your Honor.

11 THE COURT: Oh, they're with you. Okay. Come on in.

12 BY MR. APTON:

13 Q So, Mr. Potashner, with respect to Exhibit 28, it
14 talks about at the top this is a white paper discussing items
15 related to the merger agreement, yes?

16 A Yes.

17 Q And as of September 30, 2013, you had 175,000
18 options, performance options; is that correct?

19 A Correct.

20 Q Okay. And is it correct that these options were
21 unlikely to vest because the performance milestones were not
22 going to be met?

23 A Not -- that's not clear.

24 Let's see, 70 percent likelihood of occurrence at the
25 bottom.

1 Q If you go about halfway down, there's a paragraph
2 that starts, "The E&Y literature states that, quote,
3 'probable,' close quote, is generally interpreted as in excess
4 of a 70 percent likelihood of occurrence."

5 A Okay.

6 Q Next line, "We have concluded the performance
7 conditions are not probable."

8 A Okay.

9 Q Okay. Did you ultimately -- strike that.
10 Did your performance options have any modifications
11 at any point prior to the closing of the merger?

12 A I don't recall whether they did or not.

13 Q Were they accelerated so as not to require you to
14 meet the performance milestones prior to the closing of the
15 merger?

16 A They're -- if -- my contract -- if my contract had
17 acceleration clauses in it, then they would have been
18 accelerated, but I -- in parallel, as I mentioned before,
19 locked up all options regardless. So it's not relevant, but go
20 ahead.

21 Q And on page 4 of the document, it discusses some
22 payments due to Todd Consulting?

23 A Okay.

24 Q Do you see that on page 4?

25 A (No response.)

1 Q \$250,000; correct?

2 A Yes.

3 Q Did you talk about either the acceleration of your
4 performance options or the payments to Todd Consulting on your
5 Gmail at any point in time between 2013, 2014?

6 A Well, I produced an e-mail previously where we
7 discussed this contract. So, yes.

8 Q Well, actually you didn't. Mr. Todd produced it;
9 correct?

10 A Okay. So the answer is yes. It was referencing --

11 Q You didn't. You did not produce it; correct?

12 A Correct, meaning it didn't come through one of the
13 filters that were provided, but that's correct.

14 Q Is that accurate, (indiscernible)?

15 A Is that what?

16 MR. APTON: Sorry. (Indiscernible) I think I'm
17 (indiscernible).

18 THE COURT: Thanks. Because I was going to have to
19 tell you to not do that.

20 MR. APTON: I apologize.

21 THE COURT: Okay.

22 MR. APTON: No further questions.

23 THE COURT: Thank you.

24 Do we have any redirect?

25 So one side has 18 minutes. The other has 13.

1 THE WITNESS: Your Honor, may I step down?

2 THE COURT: Not yet because they're not done with
3 you. I'm waiting to see if they're going to ask you any more
4 questions because they're weighing that time issue they got.

5 MR. PEEK: So, Your Honor, you said something earlier
6 about doing closing today. So you're expecting closing today
7 and whatever time we have we have?

8 THE COURT: I am. Absolutely.

9 MR. PEEK: So right now we have 16 minutes for
10 whatever redirect or whatever other witnesses we have.

11 THE COURT: That is correct.

12 MR. PEEK: Okay. Thank you.

13 THE COURT: And they have 13.

14 MR. PEEK: Thank you.

15 REDIRECT EXAMINATION

16 BY MR. STIGI:

17 Q All right. Counsel, brought up some issues about
18 HHI. I figured let's at least get this into the record. Can I
19 ask you to turn to 319, Exhibit 319.

20 THE COURT: Is 319 in evidence?

21 THE WITNESS: I'm sorry. 219 or three?

22 MR. STIGI: Three, 319.

23 (Pause in the proceedings.)

24 THE COURT: Anyone object to 319?

25 THE WITNESS: This only goes to 276.

1 THE COURT: Don't show it, please. It's not in yet.

2 UNIDENTIFIED SPEAKER: We're just pulling it up, Your
3 Honor.

4 THE WITNESS: Oh, we're putting it up here. Okay.

5 THE COURT: Anybody object to 319?

6 MR. APTON: No, Your Honor.

7 (Exhibit Number(s) 319 admitted.)

8 THE COURT: Be admitted. Okay. Now.

9 BY MR. STIGI:

10 Q Mr. Potashner, my question is just what we could --
11 why was Joshua Weisbord contacting you in this situation?

12 A So Joshua had two roles. One he was an investor, and
13 two, he was somebody I was coaching, kind of a life business
14 coach. So there was some correspondence in that context.

15 Q And what was his -- what was his e-mail or at least
16 draft e-mail about at the bottom of Exhibit 319, carrying over
17 to the second page?

18 A Yeah. He was reinforcing as a key shareholder that
19 the HHI spin out would be advantageous to shareholders.

20 Q And was he writing on behalf of himself or others?

21 A It would be on behalf of -- well, he was very closely
22 nested. He was an investor. His dad was an investor. One of
23 his friends was investors. So it would have been him
24 expressing his opinion on how he felt, investors in his
25 universe would react.

1 Q And did he provide information in this e-mail about
2 who those investors were?

3 A I don't see that.

4 Q Keeps scrolling, please, to Bates (indiscernible)
5 ending in 429.

6 A Yes. Now, you scrolled into an area that he lists a
7 series of investors he thinks that would be -- see HHI spin out
8 as beneficial.

9 Q And do you recognize any of them as perhaps, I don't
10 know, the assignors to the plaintiff in this case?

11 A Yes.

12 Q The ones who are alleging that there was something
13 nefarious with you pushing your spin out or preservation of the
14 HHI option?

15 A Yes.

16 Q They supported then?

17 A Yeah. They clearly were supportive of it, and they
18 saw the rationale on how it would be very beneficial for
19 shareholders.

20 Q And the two -- just (indiscernible) ever so slight,
21 and I'll be done, but you heard my objection. The two e-mails
22 that were shown to you last and to Mr. Weisbord, Josh Weisbord,
23 were both well after the end of the discovery period in this
24 case. They were 2014, '15, '16; is that right?

25 A Correct.

1 Q So would there ever be a situation where you would
2 have been required to produce those documents in this
3 litigation?

4 A No.

5 MR. STIGI: Okay. Thank you. Nothing further.

6 THE COURT: Thank you.

7 Anyone else have any additional questions for
8 Mr. Potashner?

9 (No audible response.)

10 THE COURT: All right.

11 MR. APTON: Nothing from plaintiff.

12 THE COURT: Do the defendants have any additional
13 testimonial or documentary evidence that you wish to present?

14 The timer is still running for you.

15 MR. PEEK: I know, Your Honor.

16 MR. STIGI: So I don't have to wipe down the podium
17 just yet, I'll call our last witness briefly, just because it's
18 easier.

19 THE COURT: Okay.

20 MR. STIGI: Mr. Andrew Wolfe.

21 THE COURT: Okay. Mr. Wolfe, if you'd come forward,
22 please.

23 Ramsey, if you'd wipe down the witness stand.

24 (Pause in the proceedings.)

25 **ANDREW WOLFE**

1 [having been called as a witness and being first duly sworn,
2 testified as follows:]

3 THE CLERK: Please state your name for the record.

4 THE WITNESS: Andrew Wolfe, W-o-l-f-e.

5 THE COURT: Thank you, sir.

6 DIRECT EXAMINATION

7 BY MR. STIGI:

8 Q Mr. Wolfe, good afternoon. We don't have a lot of
9 time. So forgive me if I am a little terse, more terse than
10 usual.

11 Just quickly, are you currently a member of the board
12 of Turtle Beach?

13 A Yes, I am.

14 Q And were you a member of the Board of Directors of
15 Parametric prior to the merger of Turtle Beach?

16 A I was.

17 Q And just quickly, back on the board premerger, how
18 many members of the board were there?

19 A I believe there were six.

20 Q And who were they?

21 A It was Jimmy Honoré (phonetic), Seth Putterman, Bob
22 Kaplan, Woody Norris, me and Ken Potashner.

23 Q Okay. And did each of you on the board have a
24 different, I don't know, aptitude or something you brought to
25 the table at the premerger board?

1 A We had a variety of skill sets, yes.

2 Q And what was yours?

3 A I had experience in consumer electronics, consumer
4 audio and also in intellectual property licensing.

5 Q I think we heard earlier that Mr. Norris was the
6 founder. He's the sort of inventor. Is that fair to say?

7 A Correct. I believe, yes.

8 Q And what about Mr. Kaplan and Mr.-- or I should say
9 Dr. Kaplan, and Dr. Putterman?

10 A Dr. Kaplan had financial expertise. He was head of
11 the audit community I believe.

12 Dr. Putterman was a physicist, and he had expertise
13 in the core technology of HyperSound.

14 Q And just last I guess Mr. Honoré.

15 A Mr. Honoré was from Sony. He was a media expert.

16 Q Okay. So just from your perspective sitting on the
17 board, did you have a sense that there were, let's say,
18 factions or groupings within the six?

19 A Not really. There were people that Mr. Norris had
20 brought in that had a previous relationship with him, and
21 Mr. Potashner brought me in, and then I believe Mr. Honoré was
22 brought in by the whole board later, but everyone understood
23 and behaved independently, as if their responsibility was to
24 the shareholders.

25 Q So was it your sense on the board that Mr. Potashner

1 dominated it? Controlled it?

2 A Oh, no, certainly not. Mr. Norris was seen as the
3 founder. People looked to him for leadership in many ways.
4 And each person on the board took independent responsibility
5 for oversight. Mr. Potashner as a CEO had certain
6 responsibilities for day-to-day operations, but when it came to
7 strategic decisions or major policies, the board would discuss
8 them and agree as a whole.

9 Q Were there any instances that you can recall where
10 Mr. Potashner wanted something from the board, but the board
11 said no?

12 A Oh, it happened all the time.

13 Q Any particular instance that you can recall?

14 A Not off the top of my head.

15 Q Fair enough. In regards to the merger, the merger
16 with Turtle Beach, were there factions there? Were there some
17 who said yes and some who said no? Do you recall that?

18 A There were not factions in that sense. There were
19 disagreements about the best way to get to the merger, the best
20 way to enable the merger. But once we had analyzed the facts,
21 I think everyone agreed that that was our best option at the
22 time.

23 Q And from your perspective, did you in reaching your
24 independent judgment as a director, look to Ken Potashner for
25 your sole source of information or guidance?

1 A No. We talked to bankers. We talked to attorneys.
2 We had direct information about other opportunities. All the
3 opportunities were brought to the board, and we evaluated all
4 of that information independently.

5 Q Did you have communications directly with folks at
6 Turtle Beach without Mr. Potashner?

7 A I did have some discussions with Juergen Stark after
8 I was authorized by the board to have those discussions.

9 Q And did you ever consider from your perspective that
10 you weren't allowed or I should say -- make it more specific,
11 that Mr. Potashner wouldn't let you talk to Turtle Beach if you
12 felt the need to do so?

13 A I was talking to Juergen about specific issues. But
14 we made the decision as a board as to who would take the point
15 on various issues and discussing things with Turtle Beach. And
16 then we all brought those discussions back to the board for
17 evaluation.

18 Q And from your perspective, given your conversations
19 with the other board directors, whether in a meeting or
20 otherwise, Mr. Norris, Mr. Putterman and Mr. Kaplan; right, was
21 their decision regarding the merger informed independently of
22 Mr. Potashner or a conduit of information solely through him?

23 A Yes. Clearly they were not taking their lead from
24 him at the time that that decision was made.

25 Q Okay. Certainly, as I asked Mr. Potashner, and I'll

1 ask you the same thing, you were on the board. If
2 Mr. Potashner had decided to abstain or even vote against the
3 merger, say, look, I'm getting some benefits here fully
4 disclosed to shareholders, but I'd rather not vote, does the
5 deal still get agreed to?

6 A Based on what I know I still would have voted for it,
7 and based on the information conveyed to me from the other
8 board members, I believe that they would've voted for it as
9 well.

10 Q And do you think as a board member you would have
11 known if Parametric was issuing some form of compensation or
12 other consideration to Mr. Potashner that wasn't disclosed in
13 the proxy?

14 A Anything above petty cash we would have been able to
15 see.

16 Q And is it fair to say, knowing Mr. Norris, Dr. Kaplan
17 and Dr. Putterman, they would have not been happy if there was
18 some secret consideration being paid not to speak to
19 shareholders?

20 A Absolutely. And Mr. Barnes was very loyal to
21 Mr. Norris, and he would've seen anything that was going on.
22 He was there every single day.

23 Q (Indiscernible) Mr. Barnes, we haven't talked about
24 him much. Who is Mr. Barnes?

25 A I believe it was Mr. Norris's partner in founding the

1 business. He acted as a CFO, and he ran many of the day-to-day
2 financial operations premerger.

3 Q And the second biggest stockholder on the board?

4 A He wasn't on the board, but I think he was the second
5 biggest stockholder overall I believe.

6 Q I was thinking of the list of officers and directors
7 we looked at earlier.

8 So, you know, I asked you about assuming that you
9 would have been aware of a secret consideration being paid to
10 Mr. Potashner at Parametric. You're not on the board of Turtle
11 Beach. Have you ever come to learn of any secret consideration
12 paid to Mr. Potashner in exchange for the merger?

13 A No. And I am also on the audit committee and have
14 been on the audit committee of both companies, and I get to
15 speak to directly with the auditors separately from
16 Mr. Potashner or from anyone else and I have not learned of
17 anything like that.

18 Q Safe to say, if it happened, you would know about it?

19 A I think so.

20 Q And if you were to hear about something like that
21 now, what would your reaction be?

22 A I think I'd probably contact law enforcement.

23 MR. STIGI: Thank you, Mr. Wolfe. I have no further
24 questions.

25 THE CLERK: Cross-examination.

1 MR. APTON: Briefly, Your Honor.

2 THE COURT: Will you wipe down, please.

3 See, that's the part I didn't calculate into our
4 math. So I'm running out of the day. We were supposed to
5 break a minute ago.

6 CROSS-EXAMINATION

7 BY MR. APTON:

8 Q Mr. Wolfe --

9 THE COURT: Go.

10 BY MR. APTON:

11 Q Mr. Wolfe, I'd like to direct your attention to
12 Exhibit 3. It's been put into evidence already. It's a log of
13 your text messages.

14 THE COURT: And, Counsel, we are breaking at 5:00,
15 whether you run out of time or not.

16 MR. APTON: What time is it, Your Honor?

17 THE COURT: 4:46, 4:45.

18 BY MR. APTON:

19 Q Mr. Wolfe, if you could turn to the last page, I
20 would direct your attention to halfway down on the left-hand
21 side, 909, 908, 907, 905?

22 THE COURT: Can you see those, sir?

23 THE WITNESS: I can see the numbers. I can't read
24 all the text.

25 / / /

1 BY MR. APTON:

2 Q Okay. These are text messages between you and Ken
3 Potashner; right?

4 A Yes.

5 Q Okay. And if we moved to the right, I believe the
6 conversation starts with Ken Potashner saying,

7 "Andy, is there any reason I couldn't
8 swap you and Seth to get you off audit
9 committee and then have you consult on
10 integration planning for a company on a
11 monthly fee basis?"

12 This is August 2nd, 2013. Did I read
13 that correctly?

14 A Yes.

15 Q And you write to Potashner, "The only issue is that
16 Seth has an existing consulting agreement."

17 Right?

18 Mr. Potashner says, "I know, and I would end it."

19 And you say, "It works for me."

20 Is that correct?

21 A Yes.

22 Q And this was all over text, yes?

23 A Yes.

24 Q All right. And Mr. Potashner texted you quite
25 frequently in July of 2013. Would you agree with that?

1 A Depends what you mean by quite frequently. I didn't
2 usually use text. So he probably sent me 40 or 50, which may
3 have been all of my texts for during that period. There were a
4 few from Woody as well.

5 Q Would you consider that a lot of texts to receive
6 from someone who -- well, would you consider a lot of texts to
7 receive?

8 A At the time that seemed like a lot to me.

9 Q Uh-huh. Did you think he texted other people with
10 that frequency?

11 A I have no idea.

12 Q Thank you.

13 THE COURT: Anything further?

14 REDIRECT EXAMINATION

15 BY MR. STIGI:

16 Q Mr. Wolfe, did Mr. Potashner ever ask you to delete a
17 text he sent you?

18 A No.

19 MR. STIGI: Thank you.

20 THE COURT: All right. We have run out of time for
21 the day; although, at this point, the defendants have 3 minutes
22 and 50 seconds left, and the plaintiffs have 10 minutes and
23 40 seconds left.

24 MR. PEEK: It's all my fault, Your Honor.

25 THE COURT: But because of the delays due to the

1 COVID protocol --

2 You can step down, sir.

3 -- we are not finished today. I am going to give you
4 some homework before we have our final arguments with those
5 small time frames that you have left, and Austin is writing
6 them down right now so none of us forget.

7 Mr. Ogilvie, assume for a minute that I do not find
8 that the proposed evidentiary sanctions that you have proposed
9 are directly related to the lost, clearly lost evidence that
10 appears to have been relevant, are you able to provide me with
11 fallback positions?

12 MR. OGILVIE: Yes, Your Honor.

13 THE COURT: Okay. Gentlemen, and that's all of you
14 who are defendants' lawyers, you didn't give me any options.
15 Would you like the opportunity to give me an option? Because
16 you don't have to, but if you want the opportunity, I would be
17 happy to consider what you think a fair evidentiary sanction
18 for conduct that appears to be clearly knowing, and I may not
19 go to the level of willful, but clearly knowing.

20 MR. STIGI: I think I'm going to take the hint.

21 THE COURT: Really?

22 MR. STIGI: And perhaps say yes.

23 THE COURT: Was it delivered in a way you could tell
24 it was a hint?

25 MR. STIGI: Even without the mask I might have

1 figured it out.

2 THE COURT: Uh-huh. Yeah. When do you think you can
3 get them to me? Because that will determine when we talk
4 again.

5 MR. OGILVIE: When would you like them, Your Honor?

6 THE COURT: Well, when did Judge Wall let you go
7 back?

8 MR. OGILVIE: November.

9 THE COURT: Oh. Remember, he never got the --
10 (Parties talking over each other.)

11 MR. PEEK: We're due in November, Your Honor.

12 THE COURT: I may have some time on Friday morning
13 because my trial on Thursday isn't supposed to go into Friday.
14 It's supposed to go Monday through Thursday.

15 So I could do it by telephone on Friday with you so
16 you don't have to all fly back for those of you who are from
17 out of town, and it's very short since you have very little
18 time left, and I might actually give you a little more time
19 even though, you know, you wasted your time horribly.

20 UNIDENTIFIED SPEAKER: Wow.

21 THE COURT: I was looking at Peek.

22 MR. OGILVIE: Oh, okay. Okay. Okay. The client is
23 right there.

24 MR. PEEK: Your Honor, if I had the 50 documents, I
25 would have been able to do it.

1 THE COURT: Oh. You're hurting me. So --

2 MR. PEEK: Well, I would know if -- if you wouldn't
3 have asked me to do it and made them do that.

4 THE COURT: I'm not going to make them do that during
5 the hearing.

6 Friday, in the morning, is anybody free?

7 MR. OGILVIE: Yes, Your Honor.

8 MR. HESS: Yes, Your Honor.

9 THE COURT: Are you guys free at 9:00?

10 MR. OGILVIE: Yes, Your Honor.

11 MR. HESS: Yes, Your Honor.

12 MR. PEEK: Yes, Your Honor.

13 THE COURT: Okay. So why don't we book you guys for
14 a half-hour, Friday at 9:00. Ten minutes to each side to sum
15 up.

16 Give me your proposals of your fallback positions on
17 evidentiary sanctions by Wednesday at close of business. Close
18 of business for us is 5:00 o'clock.

19 MR. PEEK: Thank you, Your Honor.

20 ATTORNEYS: Thank you, Your Honor. Have a good
21 weekend.

22 (Proceedings recessed for the evening at 4:52 p.m.)

23 / / /

24 / / /

25 / / /

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.

DANA L. WILLIAMS
LAS VEGAS, NEVADA 89183

A handwritten signature in dark ink that reads "Dana L. Williams". The signature is written in a cursive style and is positioned above a horizontal line.

DANA L. WILLIAMS, TRANSCRIBER

06/21/2021

DATE

<p>BY MR. APTON: [72] 100/8 102/1 102/13 103/16 103/20 104/8 104/16 106/8 108/19 109/17 109/24 110/18 111/7 114/19 134/7 135/7 137/9 138/1 138/18 139/17 140/17 141/1 141/7 142/21 143/23 144/22 151/16 152/8 153/11 155/1 155/21 158/3 159/1 160/14 162/2 162/23 163/3 167/24 170/19 172/24 173/7 173/23 174/18 178/9 181/13 184/21 192/8 192/24 197/2 203/2 217/15 219/3 247/17 249/10 250/10 251/13 252/5 254/9 258/7 258/18 262/17 265/15 267/7 268/1 269/11 270/3 270/21 271/12 284/7 284/10 284/18 285/1</p> <p>BY MR. HESS: [10] 116/14 117/21 118/1 121/10 127/6 129/21 131/17 164/10 166/23 188/11</p> <p>BY MR. MORENO: [2] 208/9 209/12</p> <p>BY MR. OGILVIE: [14] 17/22 21/11 32/12 36/17 83/24 84/7 85/2 86/6 86/14 94/24 95/13 96/2 96/10 96/14</p> <p>BY MR. PEEK: [42] 26/7 29/9 30/6 34/7 45/15 47/11 47/18 50/18 52/9 53/20 54/24 55/9 55/13 57/5 57/18 59/1 59/11 61/9 61/23 62/23 63/1 64/4 65/1 66/1 67/6 67/15 68/14 70/7 71/14 72/20 74/2 78/10 80/24 87/19 88/13 88/16 89/14 90/9 90/18 91/2 91/11 97/7</p> <p>BY MR. STIGI: [10] 221/21 226/9 226/13 226/19 227/12 233/19 274/16 275/9 278/7 286/15</p> <p>COURT RECORDER: [3] 20/22 20/25 21/10</p> <p>MR. APTON: [97] 99/6 99/10 100/6 101/18 101/22 102/4 102/7 102/21 102/24 103/2 103/5 103/7 103/12 104/25 105/2 105/6 105/11 110/10 110/14 111/2 111/4 111/6 114/13 114/18 116/3 116/7 120/18 126/6 126/24 127/2 129/14</p>	<p>132/14 133/3 133/7 133/9 135/20 137/20 138/10 138/13 138/16 139/9 139/11 140/9 140/13 143/22 158/1 160/8 160/11 161/20 163/17 167/18 169/12 169/22 169/25 174/7 174/15 174/17 177/25 178/6 180/22 181/10 187/25 192/3 192/22 194/1 195/21 196/23 199/17 199/21 199/24 200/9 201/15 202/9 202/22 204/3 205/6 205/17 220/15 232/20 233/3 233/12 251/11 252/1 252/4 254/7 258/3 258/11 258/15 258/17 268/21 273/16 273/20 273/22 275/6 277/11 284/1 284/16</p> <p>MR. CASSITY: [2] 60/20 60/22</p> <p>MR. GRENNAN: [1] 36/6</p> <p>MR. HESS: [67] 15/8 15/14 15/17 90/17 101/21 101/23 108/9 108/13 109/19 110/13 110/15 116/10 116/12 117/24 120/12 120/16 120/22 121/1 121/5 121/9 125/17 125/22 126/2 126/5 126/7 126/12 126/20 127/1 127/3 129/9 129/11 129/15 129/17 131/15 132/12 132/16 132/19 132/23 132/25 133/2 142/17 144/5 144/8 152/2 155/14 161/22 161/24 163/20 163/24 164/1 164/3 164/7 167/17 167/21 169/14 173/5 173/18 174/10 178/3 178/5 181/4 184/18 188/4 192/1 194/4 289/8 289/11</p> <p>MR. MADIGAN: [1] 16/25</p> <p>MR. MORENO: [17] 55/6 55/8 55/12 57/2 62/22 62/25 194/9 194/14 205/21 206/19 207/8 208/6 209/6 217/8 218/23 220/18 232/18</p> <p>MR. OGILVIE: [78] 5/11 5/13 5/16 9/9 9/11 9/17 15/18 15/20 15/22 15/24 16/2 16/7 16/11 16/16 16/19 17/20 21/9 25/16 32/10 34/2 36/2 36/15 45/9 52/3 54/19 59/6 60/25 61/15 63/22 67/8 67/10 68/10 70/4 71/23 72/16 80/22 83/5 83/13 84/22 86/3 86/12</p>	<p>87/6 87/9 87/11 89/7 90/23 93/21 94/10 94/14 95/10 96/12 96/19 96/25 98/20 103/18 136/19 136/23 136/25 195/2 195/6 195/9 196/15 199/16 200/1 201/4 201/7 201/12 201/16 201/18 201/21 205/12 220/17 287/12 288/5 288/8 288/22 289/7 289/10</p> <p>MR. PEEK: [142] 5/3 5/6 9/16 9/21 10/3 10/25 11/2 13/6 13/12 13/20 13/25 14/5 14/8 14/23 15/2 15/6 15/11 15/23 17/2 17/7 25/23 30/5 32/5 34/5 35/21 45/13 47/2 47/4 47/7 47/10 52/7 53/18 55/4 55/7 55/11 56/21 56/23 57/1 57/4 60/16 60/18 61/3 61/6 61/8 61/13 64/2 65/20 67/1 67/5 67/9 71/12 72/4 72/6 72/10 72/12 76/25 77/5 77/11 77/13 77/15 77/25 78/9 80/20 81/22 82/2 82/4 82/7 82/16 82/18 82/22 83/1 83/4 83/6 83/11 83/15 83/17 83/21 84/3 86/11 87/15 87/17 90/8 90/24 93/16 93/25 94/2 94/7 94/19 96/7 96/22 97/1 97/5 98/13 98/16 98/25 99/5 103/8 103/10 106/5 114/16 125/18 144/3 151/22 166/18 194/11 194/13 194/15 194/19 194/22 195/10 195/13 196/9 196/11 200/11 200/13 200/18 200/24 201/10 202/4 204/18 205/3 205/22 206/1 206/4 206/8 206/10 206/12 206/16 207/11 249/2 267/18 274/5 274/9 274/12 274/14 277/15 286/24 288/11 288/24 289/2 289/12 289/19</p> <p>MR. STIGI: [35] 204/23 205/2 220/23 225/4 225/10 225/14 225/20 225/23 226/1 227/11 232/25 233/17 247/3 249/4 249/8 251/8 265/10 266/25 267/2 267/19 267/21 268/23 269/5 269/8 269/23 270/18 274/22 277/5 277/16 277/20 283/23 286/19 287/20 287/22 287/25</p> <p>THE CLERK: [13] 16/21 17/14 36/11 99/18 102/5 170/14</p>	<p>196/12 208/1 221/17 221/19 267/17 278/3 283/25</p> <p>THE COURT RECORDER: [4] 206/23 206/25 207/4 208/18</p> <p>THE COURT: [513] THE MARSHAL: [1] 17/6</p> <p>THE WITNESS: [149] 17/16 21/7 30/3 35/25 36/12 47/17 50/16 54/21 58/23 59/9 61/20 63/25 64/3 65/21 67/11 68/13 72/1 73/25 77/19 78/3 83/8 84/6 85/1 86/5 86/13 89/13 91/1 96/1 98/23 99/19 99/22 100/4 102/6 102/10 103/11 103/13 104/15 105/14 105/18 105/21 105/24 106/1 106/7 108/15 109/15 109/20 109/23 110/25 111/3 111/5 116/1 133/17 133/24 134/3 136/1 136/4 136/7 136/10 136/15 136/18 137/1 137/4 137/23 139/4 139/7 139/15 140/25 141/6 142/19 143/21 144/6 144/11 148/20 148/24 149/19 149/21 150/2 150/4 150/7 150/13 150/18 150/25 151/3 151/7 151/13 151/24 152/7 153/10 154/12 155/19 158/21 158/23 162/22 166/20 166/22 170/6 170/9 170/15 172/17 172/22 173/12 173/15 173/19 174/13 178/2 178/4 180/25 181/2 181/7 181/11 188/9 192/6 192/23 194/7 203/22 204/2 204/5 204/15 207/17 207/20 208/2 208/4 208/20 208/25 209/7 219/1 221/10 221/13 221/18 226/6 226/17 227/9 250/6 250/8 251/22 251/25 252/3 257/11 257/14 257/19 257/23 262/15 265/12 274/1 274/21 274/25 275/4 278/4 284/23</p> <p>UNIDENTIFIED SPEAKER: [20] 72/9 72/11 126/10 126/16 126/17 138/22 138/25 164/6 204/9 204/13 221/4 221/6 247/9 247/10 247/12 247/13 247/15 271/10 275/2 288/20</p>	<p>\$ \$10 [1] 245/2 \$10 million [1] 245/2 \$250,000 [1] 273/1 \$5 [1] 184/4</p> <p>' '13 [1] 135/9 '14 [3] 168/11 180/16 263/11 '15 [2] 268/25 276/24 '15 is [1] 268/25 '16 [1] 276/24 'cleared,' [1] 146/20 'probable,' [1] 272/3</p> <p>- -291 [1] 204/15 -292 [1] 204/15 -293 [1] 204/15 -89 [1] 204/24 -90 [1] 204/25</p> <p>0 0006 [1] 233/23 0042 [1] 237/23 0044 [1] 238/13 0046 [1] 237/24 06/21/2021 [1] 290/18</p> <p>1 1 percent [2] 236/9 266/9 1,300 [4] 21/15 21/15 21/18 21/19 1,328 [47] 7/19 10/22 20/8 20/11 22/3 22/8 23/24 24/23 24/25 25/4 26/9 26/17 26/21 26/23 27/1 27/4 27/7 28/1 28/11 28/19 28/22 29/15 29/17 29/18 30/8 30/15 30/20 31/3 31/14 31/22 32/15 33/7 34/10 34/16 39/22 40/5 40/11 43/9 46/7 46/8 46/15 46/24 47/25 48/4 49/1 50/24 75/4 1/1/2013 [1] 95/17 1/17/2014 [1] 95/17 10 [13] 70/19 77/18 79/22 121/18 128/10 156/24 165/19 166/6 174/5 174/5 174/7 174/9 175/9 10 million [1] 240/16 10 minutes [1] 286/22 10 percent [3] 242/25 242/25 266/8 10-minute [1] 78/7 100 [1] 48/10 10133 [1] 72/22 105 [1] 77/11 10704 [1] 71/15 10:21 a.m [1] 177/5 10:45 [1] 77/4 10:49 [2] 77/17 78/1 10:59 [1] 78/1 11 [8] 158/4 161/20</p>
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1	183/16 190/11 247/8 274/9 160 [2] 142/10 149/6 163290 [1] 204/15 17,000 [2] 11/6 240/16 17,092 [2] 229/25 230/7 170 [1] 203/3 175,000 [1] 271/17 17th [6] 62/25 63/2 63/4 63/11 65/12 76/4 18 [6] 1/12 5/1 129/25 130/6 269/13 273/25 180 [3] 200/21 200/22 201/6 180M [2] 186/10 186/12 185 [1] 158/9 186.3 [1] 158/8 18th [3] 35/17 153/2 258/22 19 [4] 77/9 114/15 114/20 249/17 199 [1] 197/6 1992 [1] 37/3 1995 [1] 37/5 1:15 [3] 77/21 77/22 125/16 1:15 p.m [1] 186/9 1:16 [1] 125/24 1:30 [1] 9/7 1:35 Eastern [1] 185/21 1st [9] 35/10 35/14 62/22 62/24 63/4 63/11 165/22 180/5 255/24	64/11 65/3 76/4 95/17 101/6 115/6 121/11 121/17 124/23 129/4 129/5 129/25 130/6 130/9 153/2 153/22 155/6 155/10 158/10 162/25 163/1 164/12 164/13 165/11 165/22 175/12 187/11 228/12 268/25 273/5 276/24 2015 [9] 7/2 8/14 37/14 158/4 165/23 180/3 180/5 180/9 269/13 2016 [1] 188/17 2017 [1] 70/12 2018 [5] 213/23 214/11 220/10 228/17 262/5 2019 [11] 7/5 133/9 178/15 195/22 197/4 203/4 228/17 228/20 228/22 253/2 253/11 202 [1] 197/16 2020 [1] 39/3 2021 [4] 1/12 5/1 267/8 290/18 205 [4] 198/5 199/13 199/14 199/15 207 [1] 198/23 20th [1] 182/12 21 [5] 140/21 141/3 198/5 199/13 199/15 215 [2] 226/14 226/15 217 [2] 226/21 226/22 219 [1] 274/21 22 [1] 198/23 23 [1] 203/7 23rd [4] 64/13 64/14 65/11 225/16 24 [5] 141/3 249/15 249/15 249/16 250/1 24th [1] 64/11 25 [2] 19/15 197/6 250 [2] 153/19 154/19 25th [1] 70/12 27 [2] 7/22 24/16 27.1 [5] 25/3 25/6 25/13 31/6 32/19 276 [1] 274/25 28 [6] 63/18 270/16 270/17 270/19 270/20 271/13 284 [1] 162/17 28th [1] 68/20 290 [2] 153/19 154/19 291 [1] 204/15 292 [1] 204/15 293 [1] 204/15 29th [1] 155/6 2:54 p.m [1] 206/17 2nd [2] 35/13 285/12	31 [3] 268/21 268/22 270/2 319 [8] 274/19 274/19 274/20 274/22 274/24 275/5 275/7 275/16 31st [1] 259/18 34 [1] 30/9 34.5 [3] 30/22 31/12 32/15 342 [8] 232/11 232/18 232/19 233/16 233/20 237/18 238/21 239/9 342-0042 [1] 237/23 342-0046 [1] 237/24 35 [11] 7/12 7/12 7/19 24/3 24/4 24/8 24/13 25/1 30/11 30/13 30/20 356 [6] 120/16 120/17 120/17 121/6 125/20 126/14 360 [1] 32/20 37 [1] 205/16 3800 units [1] 156/19 3:00 p.m [1] 206/17	5,402 [1] 48/23 5.8 percent [3] 234/11 234/12 235/16 50 [88] 12/13 12/14 12/15 12/25 23/1 23/17 23/17 23/20 24/3 29/12 29/14 29/16 29/22 29/23 29/23 31/24 31/25 40/5 40/7 40/15 40/18 42/4 42/22 42/24 43/15 44/16 44/21 46/7 46/7 46/10 46/12 46/19 46/23 46/24 46/25 47/12 47/15 47/20 48/6 48/10 50/24 53/10 53/17 53/25 54/1 54/2 56/9 57/9 57/10 59/9 68/15 70/9 71/17 72/24 74/11 74/23 75/4 75/4 75/22 75/24 81/21 82/5 83/4 85/24 86/7 86/15 86/20 87/3 88/6 92/21 92/22 92/24 97/9 97/12 97/17 98/2 165/20 206/3 206/4 206/5 231/14 261/15 261/22 262/22 262/25 286/2 286/22 288/24 515 [3] 59/4 59/5 59/8 532 [8] 55/6 55/8 55/11 61/11 61/12 61/13 61/14 61/17 535 [1] 74/7 549 [1] 72/22 555 [1] 72/8 556 [2] 72/10 75/18 559 [3] 63/21 63/24 67/9 562 [3] 65/17 68/7 68/12 564 [3] 32/24 70/2 70/6 566 [4] 72/9 72/11 72/12 72/19 570 [7] 126/3 126/8 126/14 126/18 127/5 127/8 131/19 571 [4] 129/9 129/10 129/12 129/19 5:00 [1] 284/14 5:00 o'clock [1] 289/18 5th [1] 267/8
2	2 percent [2] 232/7 236/21 20 [11] 19/10 19/12 104/24 104/24 105/5 105/6 105/7 139/8 141/2 145/19 197/16 200 [1] 229/21 2006 [2] 185/13 209/2 2007 [1] 185/13 200M [2] 186/10 186/13 2012 [1] 100/14 2013 [52] 7/1 7/1 62/22 62/24 63/4 63/11 95/17 106/15 106/20 110/4 113/18 115/10 117/5 123/5 129/4 129/5 135/2 148/13 160/5 167/25 168/1 174/14 175/6 175/21 177/4 180/16 182/12 198/10 222/19 222/23 224/19 225/2 225/15 226/24 228/2 228/12 228/21 229/18 246/4 247/19 250/3 250/12 250/19 251/4 255/25 258/22 259/19 263/11 271/17 273/5 285/12 285/25 2014 [38] 7/2 8/8 63/2 63/4 63/11 63/18 63/19	3 3 minutes [1] 286/21 3,800 [1] 156/7 30 [11] 19/6 21/2 108/12 249/20 266/22 266/24 267/2 267/25 268/19 268/20 271/17 30th [1] 73/18	4 4,000 [1] 75/13 40 [3] 231/14 252/2 286/2 40 seconds [1] 286/23 41 [2] 249/16 252/2 417300 [1] 234/21 417500 [1] 234/18 42 [2] 237/18 237/19 42.5 [5] 25/3 25/6 25/13 31/7 32/23 420 [2] 96/12 96/20 421 [1] 72/8 421-566 [1] 72/19 429 [3] 86/23 87/2 276/5 43 [2] 7/22 24/16 432 [4] 61/4 61/5 61/12 86/18 437 [1] 86/12 440 [1] 89/25 444 [4] 86/3 90/5 90/24 91/22 446 [4] 92/25 262/11 262/19 266/11 45 [2] 12/14 12/16 454 [4] 71/11 71/13 71/22 71/25 458 [4] 30/25 31/1 32/15 230/6 46 [1] 77/8 483 [6] 56/19 56/24 60/20 60/21 60/23 61/2 4:45 [1] 284/17 4:45 or [1] 200/12 4:46 [1] 284/17 4:52 p.m [1] 289/22 4th [2] 35/1 35/16	6 6 and [1] 139/11 6 through [1] 138/19 6.4 percent [1] 235/9 6265 [1] 84/22 6322 [1] 90/6 6332 [3] 90/6 90/15 92/21 67 [6] 164/4 164/7 200/24 206/1 206/2 206/5 68 [3] 162/16 163/4 163/5 6961 [1] 60/19 6:09 p.m [1] 178/15 6th [5] 54/17 55/16 55/24 62/3 62/5

7 70 percent [2] 271/24 272/4 70s [1] 246/16 71 [1] 83/18 73780 [3] 90/14 91/12 92/9 7th [1] 35/11	58/12 58/15 58/16 58/17 58/18 60/1 62/9 63/8 64/22 65/5 73/7 80/25 82/14 104/1 105/9 106/3 106/4 107/2 112/10 116/24 121/12 121/15 122/14 122/14 122/15 122/20 122/25 126/19 142/6 143/3 144/20 148/3 148/21 150/10 150/14 153/2 156/18 160/21 160/23 162/6 166/11 167/4 167/8 168/8 171/11 174/3 180/8 184/4 187/8 189/1 189/9 189/9 193/14 198/25 199/3 199/6 199/7 200/16 200/25 203/11 203/14 208/14 209/2 209/17 211/5 212/14 218/5 219/9 220/2 223/2 223/4 223/8 223/19 224/20 224/20 224/23 225/1 226/25 228/1 228/7 228/15 228/21 229/16 229/17 232/4 237/5 240/5 240/16 245/7 249/18 249/20 249/22 252/20 256/10 256/20 256/24 257/18 257/20 258/13 259/7 259/16 261/4 261/13 263/3 263/4 263/14 265/20 267/11 268/2 270/10 270/13 271/14 272/1 273/3 274/6 274/17 275/16 276/1 279/8 280/19 281/2 281/13 282/23 283/8 283/18 283/20 above [6] 158/9 189/13 235/4 236/24 282/14 290/4 ABOVE-ENTITLED [1] 290/4 absolutely [12] 28/12 56/18 79/20 118/15 157/15 220/1 242/19 245/24 247/2 263/25 274/8 282/20 abstain [2] 246/8 282/2 abstention [1] 246/17 abundance [1] 113/16 abuse [2] 13/14 13/14 academic [1] 18/6 accelerated [2] 272/13 272/18 acceleration [2] 272/17 273/3 accept [2] 81/2 96/8 acceptable [3] 79/1 80/17 85/20 access [6] 94/15 164/23 180/20 218/17 251/1 257/15 accomplish [1] 122/4 accounting [2] 177/17	177/22 account [26] 7/9 8/15 180/11 180/13 188/25 189/3 189/11 189/14 189/19 189/23 190/20 198/18 210/19 210/20 210/24 211/19 212/7 214/25 215/2 218/18 226/18 229/17 230/13 261/22 266/17 266/18 accounting [1] 251/3 accounts [3] 179/1 190/4 190/6 accurate [5] 33/8 38/9 186/5 261/24 273/14 accurately [2] 106/10 252/16 achieve [3] 29/1 29/19 38/10 achieved [3] 23/5 28/1 28/1 achieving [1] 240/2 acknowledge [2] 251/22 251/25 acquire [1] 175/3 acquired [1] 210/14 acquiring [2] 187/17 209/9 acquisition [2] 1/17 101/5 across [5] 40/25 49/14 51/1 51/11 97/18 acted [2] 6/14 283/1 acting [1] 201/10 action 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