

AMAZING GRACE MOVIE -against- NEON RATED et al.  
FRISCIA, RYAN on 11/14/2023

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1 SUPREME COURT OF THE STATE OF NEW YORK  
2 COUNTY OF NEW YORK  
3  
4 AMAZING GRACE MOVIE, LLC, a )  
California limited liability )  
5 company, )  
6 Plaintiff, ) Index No.  
7 -against- ) 652869/2022  
8 NEON RATED, LLC, a Delaware )  
limited liability company; and )  
9 DOES 1-10, )  
10 Defendants. )  
11 \_\_\_\_\_ )  
12  
13  
14 VIDEOTAPED DEPOSITION OF RYAN FRISCIA, TAKEN VIA  
15 ZOOM ON BEHALF OF THE PLAINTIFF, COMMENCING AT  
16 9:05 A.M., ON TUESDAY, NOVEMBER 14, 2023, BEFORE  
17 NOELLE C. KRAWIEC, CSR NO. 14255, A CERTIFIED  
18 SHORTHAND REPORTER IN AND FOR THE COUNTY OF  
19 LOS ANGELES, STATE OF CALIFORNIA.  
20  
21  
22  
23  
24  
25



AMAZING GRACE MOVIE -against- NEON RATED et al.  
FRISCIA, RYAN on 11/14/2023

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

2

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ALSO PRESENT (VIA ZOOM) :

17

18 ALAN ELLIOTT  
19 JESSICA NICKELSBERG  
20 NICHOLAS ALLEN, VIDEOGRAPHER

19

20

21

22

23

24

25

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1 Tuesday; November 14, 2023

2 9:05 a.m.

3 --o0o--

4 THE VIDEOGRAPHER: Good morning. We are  
5 now going on the record.

09:05:51

6 And the time is 9:05 a.m. Pacific Standard  
7 Time on Tuesday, November 14th of 2023.

8 And this is the video recorded deposition  
9 of Ryan Fricia -- Friscia.

10 And the caption for the case is.

09:06:12

11 Amazing Grace Movie, LLC, versus Neon  
12 Rated, LLC.

13 And this case is filed in the Supreme Court  
14 of the State of New York, County of New York. And  
15 the Index Number is 652869/2022.

09:06:29

16 This deposition is being conducted remote  
17 via Zoom technology.

18 My name is Nicholas Alan, videographer  
19 appearing on behalf of On Record Video. And the  
20 court reporter is Noelle Krawiec.

09:06:50

21 Counsel, will you please introduce  
22 yourselves and affiliations, and the witness will be  
23 sworn.

24 MS. BEHDADNIA: Good morning.

25 My name is Lilibet Behdadnia. I'm

09:07:02

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1 currently appearing for plaintiff, Amazing Grace,  
2 LLC, and will be conducting the deposition today.

3 MR. STRUBLE: Okay. Good afternoon -- Good  
4 morning.

5 This is Cory Struble on behalf of  
6 defendant, Neon Rated, LLC.

09:07:13

7 (Reporter clarification.)

8 (Simultaneous crosstalk.)

9 MR. PESSAH: Good morning.

10 This is --

09:07:29

11 Sorry, Madam Court Reporter.

12 Good morning.

13 This is Maurice Pessah for the plaintiff.

14 I'm here as well. I'll be logging onto the Zoom  
15 soon, but I'm here with Ms. Behdadnia.

09:07:35

16 (Reporter clarification.)

17 MR. FRISCIA: Oh. Is that me?

18 (Reporter clarification.)

19 MR. FRISCIA: Los Angeles, California.

20 09:07:50

21 RYAN FRISCIA,  
22 having declared under penalty of perjury to tell the  
23 truth, was examined and testified as follows:

24

25 THE WITNESS: Yes.

09:07:59

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1 EXAMINATION

2 BY MS. BEHDADNIA:

3 Q Okay. Good morning, Mr. Friscia.

4 I am litigation counsel for Amazing Grace  
5 Movie, LLC. I am part of the firm here, Pessah Law  
6 Group, who is currently pursuing legal action  
7 against Neon Rated, LLC, for various claims,  
8 including breach of contract.

09:08:12

9 Do you understand that we are here today to  
10 take your deposition?

09:08:25

11 A Yes.

12 Q Okay. Great.

13 Do you understand that you are here to  
14 offer testimony as the designated witness for  
15 defendant Neon Rated, LLC?

09:08:34

16 MR. STRUBLE: Objection, to the extent that  
17 it's on certain designated topics.

18 MS. BEHDADNIA: That is correct.

19 Q Do you understand that you're here to offer  
20 testimony as a designated witness for defendant,  
21 Neon Rated, LLC, for topics Numbered 1 through 8 on  
22 the notice of deposition for Neon?

09:08:47

23 A Yes.

24 Q Okay. So I'm just going to go over a few  
25 ground rules:

09:09:00

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1 Do you understand that the oath you've just  
2 taken is the same oath that you would take in court  
3 before a judge or a jury, and that the violation or  
4 breach of this oath carries the same penalty of  
5 perjury as it does in a court of law?

09:09:12

6 A Yes.

7 Q Okay. And would you mind spelling your  
8 name for the record?

9 A Yes.

10 First name is Ryan, R-Y-A-N; last name  
11 Friscia, F-R-I-S-C-I-A.

09:09:21

12 Q Okay. Great.

13 And, as you can observe, there is a court  
14 reporter here today that is transcribing everything  
15 that is being said.

09:09:40

16 Because the reporter is creating a record,  
17 it is important that you let me finish my questions  
18 completely before you answer in order to ensure that  
19 the record is clean.

20 Do you understand that?

09:09:48

21 A Yes.

22 Q Okay. And it is important that you provide  
23 audible answers, such as "Yes" or "No," versus  
24 gesturing with your hands or nodding with your head.

25 For the same reason, if you ever answer a

09:10:00

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1 question by saying, "Uh-huh" or "Unh-unh," I'm going  
2 to attempt to correct you by clarifying if you  
3 intended to say yes or no.

4 Just know that if I ever seek clarification  
5 with a yes or a no, that is not my attempt to be  
6 rude. That is not -- but, rather, in the interest  
7 of creating a clear transcript.

09:10:11

8 Do you understand that?

9 A Yes.

10 Q Okay. And I may or may not be asking you  
11 about prior acts or events requiring you to recall  
12 dates or times.

09:10:22

13 What I am entitled to is your best estimate  
14 when asking such questions.

15 I do not want you to guess.

09:10:34

16 Do you understand the difference between a  
17 guess and an estimate?

18 MR. STRUBLE: Objection to form.

19 BY MS. BEHDADNIA:

20 Q You may answer, if you understand the  
21 question.

09:10:45

22 A Yes.

23 Q Okay. If I ask you a question that you do  
24 not understand, please advise me, and I'll be happy  
25 to rephrase or repeat my question.

09:10:55

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1 Is that understood?

2 A Yes.

3 Q Okay. Can I assume that if you answer my  
4 question, that you understood it?

5 MR. STRUBLE: Objection.

09:11:10

6 (Simultaneous crosstalk.)

7 BY MS. BEHDADNIA:

8 Q You may answer.

9 A Yes.

10 Q Okay. We will pause for breaks, if you  
11 need one.

09:11:16

12 I will insist, however, that if I have a  
13 question pending, that you answer that question  
14 before we take a break.

15 Does that sound reasonable?

09:11:25

16 A Yes.

17 Q Okay. And from time to time, your counsel  
18 might pose an objection to my questions.

19 When this happens, you should still answer  
20 my question to the best of your ability.

09:11:38

21 The only time you should not answer a  
22 question is when your counsel instructs you to not  
23 answer.

24 Does this make sense?

25 MR. STRUBLE: Objection to form.

09:11:47

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1 THE WITNESS: Yes.

2 BY MS. BEHDADNIA:

3 Q Okay. If you do not understand the  
4 question, please let me know, and I will seek to  
5 clarify it.

09:11:56

6 Does that sound reasonable?

7 A Yes.

8 Q Okay. And, as you know, we are conducting  
9 this deposition remotely.

10 Since you and I are not in the same room, I  
11 would like you to confirm under penalty of perjury  
12 that you are not receiving any kind of assistance  
13 for your responses.

09:12:06

14 By this, I mean, for example, that nobody  
15 is sending you messages on your computer, no one is  
16 in the room with you, your phone, other devices --

09:12:19

17 Can you confirm that you are not receiving  
18 any assistance from your counsel?

19 MR. STRUBLE: Objection to form.

20 THE WITNESS: Yes.

09:12:35

21 BY MS. BEHDADNIA:

22 Q Okay. Can you confirm that no one else is  
23 messaging you on your computer?

24 MR. STRUBLE: Objection to form.

25 THE WITNESS: Confirmed.

09:12:43

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1 BY MS. BEHDADNIA:

2 Q Okay. And can you confirm that there is no  
3 one else in the room with you, aside from your  
4 counsel?

5 A There is no one in the room, even counsel.

09:12:54

6 Q Okay. And do you have your cell phone on  
7 you?

8 A Yes.

9 Q Okay. Can you please put it on silent and  
10 place it on the floor next to you?

09:13:06

11 A I've placed it on "Do not disturb."

12 Q Okay. Well, can you turn it around,  
13 please?

14 A Yeah, it's turned around.

15 Q Okay. And do you have any other  
16 communication devices on you, apart from the  
17 computer and from the --

09:13:17

18 MR. STRUBLE: Objection to form.

19 THE WITNESS: I have an Apple Watch.

20 BY MS. BEHDADNIA:

09:13:29

21 Q Okay. And do you receive messages on this  
22 watch?

23 A Hmm. I don't really know. I'll put it on  
24 "Do not disturb."

25 Q Can you please take off the watch,

09:13:45

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1 Mr. Friscia?

2 A Sure.

3 Okay.

4 Q Okay. Perfect.

5 And, lastly, I just want to confirm that  
6 you have no other assisting materials in front of  
7 you.

09:14:00

8 So if you can please move the camera around  
9 your desktop area, immediately in front of you and  
10 to your right and left, to make sure that you have  
11 no materials.

09:14:12

12 MR. STRUBLE: Objection to form.

13 THE WITNESS: I guess, Cory, I'm supposed  
14 to do this?

15 MR. STRUBLE: I --

09:14:25

16 (Simultaneous crosstalk.)

17 MR. PESSAH: Sorry. Cory, the witness is  
18 not permitted to receive assistance from his counsel  
19 right now.

20 MR. STRUBLE: I'm sorry. I don't think we  
21 heard. There was some voice in the room,  
22 Ms. Behdad- -- I'm sorry --

09:14:32

23 (Simultaneous crosstalk.)

24 MS. BEHDADNIA: Mr. Friscia is not allowed  
25 to receive assistance from his counsel.

09:14:41

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1 MR. STRUBLE: I don't think anyone  
2 suggested that he is.

3 MS. BEHDADNIA: All right.

4 MR. STRUBLE: If you would like him to --  
5 (Simultaneous crosstalk.)

09:14:53

6 BY MS. BEHDADNIA:

7 Q Great.

8 So I see --

9 MR. STRUBLE: -- photograph [sic] the  
10 room --

09:14:55

11 (Simultaneous crosstalk.)

12 BY MS. BEHDADNIA:

13 Q Yeah. So I see a piece of paper and notes  
14 in front of you.

15 A Yeah. That's the Zoom code for this  
16 meeting.

09:14:58

17 Q Okay. Is there anything other than the  
18 Zoom code for this meeting on that piece of paper?

19 A No.

20 Q Is there anything right under that sheet --

09:15:08

21 A These?

22 Q -- that have any notes on them?

23 A No notes.

24 Q Okay. Great.

25 A Over here, just my phone upside down.

09:15:20

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1 My watch, I'll turn it upside down.

2 Q Okay. Thank you, Mr. Friscia.

3 A If my phone rings, that means it's my wife.

4 I'll be answering it, just to let everyone know.

5 Q Okay. If we need to take a break, then

09:15:42

6 please --

7 A Yeah.

8 Q -- let me know, and we will go ahead and

9 take a break.

10 A Sure.

09:15:47

11 Q Is there any reason why we cannot get your

12 best testimony today?

13 MR. STRUBLE: Objection to form.

14 THE WITNESS: No.

15 BY MS. BEHDADNIA:

09:15:54

16 Q Okay. Have you taken any prescription or

17 nonprescription drugs, alcohol, medication, or other

18 substance that would affect or impair your ability

19 to testify truthfully and completely here today?

20 MR. STRUBLE: Objection to form.

09:16:07

21 THE WITNESS: No.

22 BY MS. BEHDADNIA:

23 Q Okay. Have you ever had your deposition

24 taken before?

25 (Background noise.)

09:16:16

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1 MS. BEHDADNIA: I'm sorry, Alan. May you  
2 please mute your mike?

3 THE WITNESS: No, I have never.

4 BY MS. BEHDADNIA:

5 Q Never taken -- okay.

09:16:33

6 And did you review any documents in  
7 preparation for this deposition?

8 MR. STRUBLE: Objection to form.

9 To the extent the witness had  
10 attorney-client communications, that would be  
11 construed as prep- -- documents in preparation for  
12 this deposition, he should exclude those.

09:16:44

13 I'm instructing him to exclude those from  
14 his answer; otherwise, he may answer.

15 THE WITNESS: No.

09:16:56

16 BY MS. BEHDADNIA:

17 Q Okay. And did you prepare any documents in  
18 regards to this deposition yourself?

19 MR. STRUBLE: Object to form.

20 And same objection as to privilege, to the  
21 extent there were documents that could be construed  
22 as -- in regards to this deposition that were part  
23 of attorney-client communications, the witness is  
24 instructed to exclude those from his answer.

09:17:14

25 Otherwise, he may answer.

09:17:31

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1 THE WITNESS: Hmm. No.

2 BY MS. BEHDADNIA:

3 Q Okay. And did you review any notes taken  
4 by any other people, aside from your counsel, for  
5 this deposition?

09:17:40

6 MR. STRUBLE: Objection to form.

7 THE WITNESS: No.

8 BY MS. BEHDADNIA:

9 Q Okay. And is Cory "Stru-bel" your counsel  
10 here today?

09:17:52

11 MR. STRUBLE: It's "Stroo-bel," just for  
12 the record.

13 THE WITNESS: Yes, he is.

14 BY MS. BEHDADNIA:

15 Q Okay. And other than your attorneys, who  
16 did you discuss this deposition with?

09:17:58

17 A Hmm. That it was occurring or that -- like  
18 details of it?

19 Q Well, first, did you discuss with any  
20 person that it was occurring?

09:18:20

21 A Yes.

22 Q Who did you discuss it with?

23 A My wife, since I'm here.

24 Q Okay. Anyone else?

25 A Work, since I'm here. I'm not at work.

09:18:34

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1 Q Okay. And which people from work did you  
2 discuss it with?

3 A Just my boss.

4 Q Who is your boss?

5 A Tom Quinn.

09:18:46

6 Q Okay. And so besides Tom Quinn, is there  
7 anyone else at your work that you discussed that  
8 this deposition was occurring?

9 A No.

10 Q Okay. And back to your other statement  
11 with regards to the details of the deposition:

09:18:58

12 Is there anyone that you discussed the  
13 details of the deposition with?

14 A No.

15 (Simultaneous crosstalk.)

09:19:09

16 MR. STRUBLE: Objection -- objection to  
17 form.

18 And on the grounds of privilege, instruct  
19 the witness not to answer as to privileged  
20 communications. Otherwise, he may answer.

09:19:16

21 THE WITNESS: No.

22 BY MS. BEHDADNIA:

23 Q Okay. So I'm going to pull up my first  
24 exhibit.

25 MR. STRUBLE: Lilibet, how will you be

09:19:29

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1 sharing the exhibits today?

2 MS. BEHDADNIA: I will just be dragging  
3 them into the chat, and then I may share the screen  
4 afterwards just to look at it.

5 But I will put it into the chat first so 09:19:47  
6 that you may open it on your screens.

7 (Pause in proceedings.)

8 BY MS. BEHDADNIA:

9 Q Please let me know if you can open the  
10 file. 09:20:04

11 A Yeah.

12 Hold on.

13 Q Were you able to open the file?

14 (Simultaneous crosstalk.)

15 MS. BEHDADNIA: Okay. Great. 09:20:22

16 MR. STRUBLE: Give me a moment, please.

17 THE WITNESS: Yes, I was.

18 BY MS. BEHDADNIA:

19 Q Okay. I'm going to wait for your counsel  
20 as well. 09:20:30

21 MR. STRUBLE: I'm ready.

22 MS. BEHDADNIA: Okay. So I'm showing a  
23 document that I'm going to mark as Exhibit 1 for  
24 identification.

25 (Exhibit 1 was marked for identification.) 09:20:37

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1 BY MS. BEHDADNIA:

2 Q This is the notice of deposition for you,  
3 Mr. Friscia.

4 Have you seen this document before?

5 A Hmm. Yes.

09:20:42

6 Q Okay. And when was the first time that you  
7 saw this document?

8 MR. STRUBLE: I'm going to object to form.

9 And the witness is instructed not to reveal  
10 any attorney-client communications, and so he's  
11 instructed not to answer.

09:20:58

12 MS. BEHDADNIA: Counsel, you're instructing  
13 him not to answer when he reviewed the notice of  
14 deposition? That's --

15 (Simultaneous crosstalk.)

09:21:11

16 MR. STRUBLE: Oh, I'm sorry. I misheard  
17 you.

18 He can answer as to when.

19 MS. BEHDADNIA: Okay.

20 THE WITNESS: The first time?

09:21:17

21 BY MS. BEHDADNIA:

22 Q Yes.

23 When was the first time that you viewed  
24 this document?

25 (Simultaneous crosstalk.)

09:21:31

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1 MR. STRUBLE: The witness should take an  
2 opportunity to review it, if he needs to.

3 MS. BEHDADNIA: Okay.

4 Q Please review and then answer.

5 (Pause in proceedings.)

09:21:39

6 THE WITNESS: Hmm. A couple days ago.

7 BY MS. BEHDADNIA:

8 Q Okay. And when you received it a couple  
9 days ago, did you review the document?

10 A Yes.

09:21:52

11 Q Okay. And how long did you spend reviewing  
12 it?

13 A One minute.

14 Q Okay. So do you understand that we're here  
15 to take your deposition, Mr. Friscia?

09:22:06

16 A Yes.

17 MR. STRUBLE: Objection to form.

18 BY MS. BEHDADNIA:

19 Q So now I'm going to put another document  
20 into the chat.

09:22:22

21 A Can I close this one?

22 Q Yes, you may close this one.

23 Okay. So now I am sending a second  
24 deposition notice.

25 Please let me know when you have it open.

09:22:40

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1	A	Okay. It's opened.	
2	Q	Okay. Great.	
3		MR. STRUBLE: Hold on one second. Sorry.	
4		Okay.	
5		MS. BEHDADNIA: Okay. Great.	09:23:13
6		So I'm showing you a document that I'm	
7		going to mark as Exhibit 2 for identification.	
8		(Exhibit 2 was marked for identification.)	
9		BY MS. BEHDADNIA:	
10	Q	This is the notice of deposition for	09:23:18
11		Neon Rated, LLC.	
12		Have you seen this document before?	
13		MR. STRUBLE: Objection to form.	
14		The witness is instructed not reveal to any	
15		attorney-client communications; otherwise, he can	09:23:32
16		answer the question.	
17		Any attorney-client privileged	
18		communications; otherwise, he can answer the	
19		question.	
20		THE WITNESS: (Inaudible).	09:23:46
21		(Reporter clarification.)	
22		THE WITNESS: Me?	
23		(Reporter clarification.)	
24		THE WITNESS: I'm going to assume I can't	
25		answer.	09:24:04

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1 BY MS. BEHDADNIA:

2 Q Okay. Mr. Friscia, if I'm understanding  
3 correctly, you cannot answer whether you've seen  
4 this notice of deposition for Neon Rated, LLC?

5 MR. STRUBLE: I'm going to object and  
6 instruct the witness not to reveal any  
7 attorney-client privileged communications, any  
8 documents shown to the witness by counsel.

09:24:20

9 And the witness is instructed not to  
10 answer.

09:24:32

11 But, Lilibet, if you would like to  
12 stipulate that the witness is familiar with the  
13 topics and is here today to testify about them, I  
14 don't think there's any dispute about that.

15 MS. BEHDADNIA: Okay. So I'm just -- I'm  
16 going to go, then, one-by-one, then, through the  
17 topics.

09:24:43

18 Q So if you can -- if you both have it open,  
19 please go to the deposition topics on page 3.

20 And let me know once you're there.

09:24:57

21 A Yep, I'm there.

22 Q Okay. So I'm going to go through these  
23 deposition topics one-by-one.

24 You were designated as the witness for  
25 topics Numbers 1 through 8.

09:25:09

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1 I'm going to start with Number 1:

2 "Accounting practices employed by you  
3 to track income and expenses relating to  
4 your distribution of the picture."

5 Do you believe that you are the person that 09:25:23  
6 is most knowledgeable regarding this topic at Neon?

7 MR. STRUBLE: Object to the form of the  
8 question.

9 THE WITNESS: Yes.

10 BY MS. BEHDADNIA: 09:25:32

11 Q Okay. And regarding topic Number 2:

12 "The nature, amount, and source of  
13 distribution expenses, as such term is  
14 defined in the agreement relating to your  
15 distribution of the picture." 09:25:49

16 Do you believe that you're the person most  
17 knowledgeable at Neon regarding this topic?

18 MR. STRUBLE: Object to form.

19 THE WITNESS: Yes.

20 BY MS. BEHDADNIA: 09:25:59

21 Q Okay. Now, deposition topic Number 3:

22 "Your calculation of distribution,  
23 expenses, as such term is defined in the  
24 agreement, relating to your distribution of  
25 the picture." 09:26:23

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1 Is there anyone more knowledgeable at Neon  
2 to answer this question?

3 MR. STRUBLE: Object to form.

4 THE WITNESS: No.

5 BY MS. BEHDADNIA:

09:26:28

6 Q Okay. Deposition topic Number 4:

7 "The amount and source of gross  
8 receipts, as such term is defined in the  
9 agreement, relating to your distribution of  
10 the picture."

09:26:41

11 Is there anyone more knowledgeable at Neon  
12 for this topic?

13 MR. STRUBLE: Object to form.

14 THE WITNESS: No.

15 BY MS. BEHDADNIA:

09:26:48

16 Q Okay. Number 5:

17 "Your calculation of gross receipts,  
18 as such term is defined in the agreement,  
19 relating to your distribution of the  
20 picture."

09:26:59

21 Is there anyone more knowledgeable at Neon  
22 to discuss this topic?

23 MR. STRUBLE: Object to form.

24 THE WITNESS: No.

25 BY MS. BEHDADNIA:

09:27:07

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1 Q Okay. And Number 6:

2 "The amount and source of U.S. Box  
3 Office receipts, as such term is used in  
4 the agreement, relating to your  
5 distrubution of the picture."

09:27:19

6 Is there anyone more knowledgeable at Neon  
7 to discuss this topic?

8 MR. STRUBLE: Object to form.

9 THE WITNESS: No.

10 BY MS. BEHDADNIA:

09:27:27

11 Q Okay. And Number 7:

12 "Your calculation of U.S. Box Office  
13 receipts, as such term is used in the  
14 agreement, relating to your distribution of  
15 the picture."

09:27:37

16 Is there anyone more knowledgeable at Neon  
17 to discuss this topic?

18 MR. STRUBLE: Object to the form.

19 THE WITNESS: No.

20 BY MS. BEHDADNIA:

09:27:45

21 Q Okay. And, finally, Number 8:

22 "Cumulative accounting statements  
23 provided to plaintiff by you relating to  
24 your distribution of the picture."

25 Is there anyone more knowledgeable at Neon

09:27:55

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1 to discuss this topic?

2 MR. STRUBLE: Object to form.

3 THE WITNESS: No.

4 BY MS. BEHDADNIA:

5 Q Okay. So we are going to close this for 09:28:03  
6 now.

7 Now I'm going to get into some basic  
8 questions:

9 Mr. Friscia, where do you currently work?

10 A Neon. 09:28:18

11 Q Okay. And when did you start working for  
12 Neon?

13 A June 2020.

14 Q Okay. And do you currently have any other  
15 jobs? 09:28:31

16 A No.

17 Q Okay. And what is your title at Neon?

18 A EVP, Executive -- Executive Vice President  
19 of Finance and Business Development.

20 Q Okay. And what are your responsibilities 09:28:50  
21 and duties as Executive Vice President in Finance  
22 and Business Development?

23 MR. STRUBLE: Objection to form.

24 THE WITNESS: I oversee all finance,  
25 accounting, and business development for Neon. 09:29:05

1 BY MS. BEHDADNIA:

2 Q Okay. So would you say that you are head  
3 of the department in Finance and Business  
4 Development?

5 A Yes. Correct.

09:29:17

6 Q Okay. So you oversee everything relating  
7 to accounting?

8 MR. STRUBLE: Object to form.

9 THE WITNESS: Yes.

10 BY MS. BEHDADNIA:

09:29:27

11 Q Okay. And have you had any training that  
12 qualifies you to serve your responsibilities and  
13 duties in this position?

14 MR. STRUBLE: Object to form.

15 THE WITNESS: Yes.

09:29:38

16 BY MS. BEHDADNIA:

17 Q Okay. And what training have you had?

18 A I received a bachelor's degree from the  
19 University of South- -- the University of  
20 California, Santa Cruz.

09:29:53

21 And I received an MBA with a specialty in  
22 finance from St. John's University in New York.

23 I have been in the industry maybe -- I  
24 don't know -- ten years, all in a finance strategy  
25 accounting role.

09:30:10

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1 Q Okay. And just to backtrack a little, what  
2 was your degree from Santa Cruz?

3 A I was a major in political science and law.

4 Q Okay. And aside from your bachelor's  
5 degree and from your master's degree, did you  
6 receive any other training or certification?

09:30:27

7 MR. STRUBLE: Object to form.

8 THE WITNESS: No.

9 BY MS. BEHDADNIA:

10 Q Okay. Have you received any other  
11 licenses?

09:30:51

12 MR. STRUBLE: Object to form.

13 THE WITNESS: No.

14 BY MS. BEHDADNIA:

15 Q Okay. So prior to starting at Neon, did  
16 you have any other jobs?

09:31:01

17 A Yes.

18 Q Okay. And what was your job prior to  
19 starting at Neon?

20 A I was the Vice President of Finance at  
21 Endeavor Content.

09:31:16

22 Q Okay. And when did you start that  
23 position?

24 A Hmm. Well, technically, I started that  
25 position in the -- the summer of 2019, technically.

09:31:33

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1 Q Technically?

2 A Technically.

3 Q Would you say that you were involved with  
4 Endeavor before the summer of 2019?

5 A Yes.

09:31:54

6 Q Okay. How far in advance were you  
7 involved?

8 A Well, I -- I would say -- man, I'm trying  
9 to think of when -- let's say -- let's say summer of  
10 2017.

09:32:14

11 Q Summer of 2017.

12 Okay.

13 A Right.

14 Q And what was your involvement in between  
15 the summer of 2017 and the summer of 2019?

09:32:21

16 A Not really any direct involvement, but the  
17 company that I worked for prior to Endeavor Content  
18 was purchased by Endeavor Content; not fully, but  
19 Endeavor Content owned a majority, so they were our  
20 parent company.

09:32:40

21 Q Okay. And what company was that?

22 A That was Bloom Media.

23 Q Bloom Media.

24 Okay. So from the summer of 2017 to the  
25 summer of 2019, you were employed at Bloom Media but

09:32:51

AMAZING GRACE MOVIE -against- NEON RATED et al.  
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1 were involved at Endeavor?

2 Would you agree with that statement?

3 MR. STRUBLE: Object to form.

4 THE WITNESS: Yes.

5 BY MS. BEHDADNIA:

09:33:01

6 Q Okay. And then in the summer of 2019, you  
7 became fully employed by Endeavor Content; is that  
8 correct?

9 A That's correct.

10 Q Okay. And when did your employment with  
11 Endeavor Content terminate?

09:33:16

12 A I believe it was like the end of May,  
13 beginning of June 2020.

14 Q Okay. And in between Endeavor Content and  
15 your current employment at Neon Rated, LLC, did you  
16 have any other employment?

09:33:32

17 A No. Actually, it was -- it was June, mid  
18 June 2020 when I left Endeavor Content because I --  
19 I left on a Friday and started Neon on a Monday.

20 So there wasn't a gap.

09:33:51

21 Q Okay.

22 A And what was your question? Sorry.

23 Q No. My question was:

24 If you had any other employment in between  
25 Endeavor Content and before starting at Neon Rated.

09:34:01

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1 A Oh, no.

2 Q Okay. And why did you leave

3 Endeavor Content?

4 A A couple reasons:

5 COVID had happened; and, in fact,

09:34:16

6 Endeavor Content was owned by an agency, so they cut  
7 everybody's salary.

8 So that was part of it.

9 But I had began looking for a new job  
10 pretty quickly after I started there. It was just a  
11 very disorganized place, so I didn't want to work  
12 there anymore.

09:34:32

13 Q Okay. So is it safe to say that you quit  
14 Endeavor Content and started at Neon Rated, LLC?

15 MR. STRUBLE: Object to form.

09:34:48

16 THE WITNESS: Yes. I quit

17 Endeavor Content, and then --

18 (Simultaneous crosstalk.)

19 BY MS. BEHDADNIA:

20 Q Okay.

09:34:57

21 A -- started at Neon, yeah.

22 Q And can you talk a little bit more about  
23 the disorganization of Endeavor Content?

24 What was disorganized?

25 A Yeah. They had no real systems in place.

09:35:09

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1 I mean, I'm speaking from a financial side.

2 It's just no systems that you would need to  
3 run a finance department -- operating systems, right  
4 management systems.

5 And the team was very small at Neon -- or 09:35:23  
6 sorry -- at Endeavor Content, the Finance team.

7 It was a new team that was being put  
8 together. A lot of the older executives had been  
9 let go. So it was just a mess. Not a lot of  
10 support. Yeah. Long hours. 09:35:41

11 I had just had a kid, my first kid. So,  
12 you know, I couldn't take any time off. Pretty  
13 disrespectful.

14 So, yeah. I mean, like I said, I pretty  
15 much started looking for a job a couple months after 09:35:57  
16 like we moved over there from Bloom to  
17 Endeavor Content, and then --

18 And then when COVID happened, everything  
19 kind of shut down, and it got -- became even crazier  
20 for finances. 09:36:10

21 I'm sure you can imagine.

22 Q Right.

23 A And then they cut everyone's salary, and I  
24 was like "Yeah, right."

25 So, you know, like, fortunately, I was able 09:36:17

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1 to leave.

2 Q Okay. And just to go back to your  
3 statement:

4 You said that they didn't have the systems  
5 and processes in place for like a normal, you know,  
6 Accounting Finance Department.

09:36:29

7 What are some of these processes that they  
8 didn't have in place?

9 MR. STRUBLE: Object to form.

10 THE WITNESS: Yeah. That would just be --  
11 you know, they had an accounting ledger over there,  
12 so -- you know, it was not a great one.

09:36:41

13 But the Accounting team was also separate.  
14 It was within WME.

15 Which, if you're familiar with the  
16 organization, it's like Endeavor is the parent,  
17 Endeavor Content; and WME is set underneath it.

09:36:59

18 So it was a bit of a wall there, you know,  
19 just having to deal with like your sister company's  
20 Accounting team.

09:37:13

21 And then -- so it wasn't a good like system  
22 in place for that communication with them.

23 And then, you know, there was no like FP&A,  
24 which is -- FP&A stands for Financial Planning and  
25 Analysis System.

09:37:32

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1           You know, it's hard to get the data that  
2    you would need in order to forecast because it's  
3    just -- it was in Excel.

4           I mean -- I don't know -- you can imagine  
5    any- -- anything and everything was pretty much in  
6    Excel.

09:37:44

7    BY MS. BEHDADNIA:

8           Q     Okay. So aside from what you stated, were  
9    there any things -- like any other softwares they  
10   use aside from Excel?

09:37:57

11                   (Simultaneous crosstalk.)

12           MR. STRUBLE: Object to form.

13           THE WITNESS: Yeah. They used -- they had  
14   an accounting system. It was -- oh, man. I can't  
15   remember. But there was an accounting system.

09:38:12

16                   What was it? I don't know. I don't  
17   remember.

18                   But, no -- yeah, that was -- that was  
19   pretty much it.

20    BY MS. BEHDADNIA:

09:38:21

21           Q     Okay. So aside from the accounting system  
22   that you can't remember and Excel, they didn't have  
23   any other systems or accounting software in place?

24           A     No.

25           MR. STRUBLE: Object to form.

09:38:30

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1 BY MS. BEHDADNIA:

2 Q You can answer.

3 A That's correct.

4 Q Okay. Now -- okay. Was there anything  
5 else that was disorganized about Endeavor Content?

09:38:48

6 MR. STRUBLE: Object to form.

7 THE WITNESS: No. I mean, in my opinion,  
8 from what I saw, that was it.

9 BY MS. BEHDADNIA:

10 Q Okay. And was there anyone else at  
11 Endeavor Content who felt that they were also  
12 disorganized?

09:39:01

13 MR. STRUBLE: Object to form.

14 THE WITNESS: I can't presume to know what  
15 other people think, so I don't --

09:39:16

16 BY MS. BEHDADNIA:

17 Q Okay. Now I'm going to move on.

18 Was there anyone else at Endeavor Content  
19 that you worked with that is currently now at  
20 Neon Rated?

09:39:44

21 A Give me a minute.

22 To my recollection, no.

23 Q Okay. So no one else that you worked with  
24 at Endeavor Content is currently at Neon Rated, LLC?

25 MR. STRUBLE: Objection to form.

09:40:19

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1 BY MS. BEHDADNIA:

2 Q Okay. Is there anyone else that you worked  
3 with at WME that is currently at Neon Rated?

4 (Simultaneous crosstalk.)

5 (Reporter clarification.)

09:40:33

6 THE WITNESS: Oh. It was "No."

7 The new question, the answer is yes.

8 BY MS. BEHDADNIA:

9 Q I'm sorry. Can you repeat that, please?

10 A The -- the question you asked about WME,  
11 the answer to that question is yes.

09:40:45

12 Q Okay. And who was at WME that you worked  
13 with that is currently at Neon now?

14 A Leo Ulloa.

15 Q Leo Ulloa.

09:41:03

16 And what is his position at Neon?

17 A He's a VP Controller.

18 Q Okay. And what was his position when he  
19 was at WME?

20 A I don't know his title, but he worked in  
21 Accounting.

09:41:14

22 Q Okay. And did you work with him in  
23 Accounting when you were there?

24 A Yes.

25 Q Okay. And did he leave around the same

09:41:25

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1 time that you left?

2 A No.

3 Q Okay. Do you know around what time Leo  
4 left WME to come to Neon?

5 A Hmm. He didn't leave WME to come to Neon.

09:41:43

6 Q Okay. Can you please explain that?

7 What -- did he have any other employment in  
8 between WME and Neon?

9 A No.

10 Q Okay. Was he fired by WME?

09:42:00

11 A No.

12 Q Was he laid off by WME?

13 A No.

14 Q So can you please explain why he didn't  
15 leave to go to Neon?

09:42:15

16 A Yeah. He left WME to take a break and not  
17 work.

18 Q Okay. And do you know how long that break  
19 was?

20 A Hmm. I believe seven months.

09:42:29

21 Q Seven months.

22 Okay. And following this seven-month break  
23 from WME, did he start at Neon?

24 A Yes.

25 Q Okay. And do you know around what time he

09:42:51

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1 started?

2 A July 2020.

3 Q July 2020.

4 Okay. And was there anyone else at WME

5 that is now at Neon?

09:43:09

6 A No.

7 Q Okay. And was there anyone at

8 Jellyfish Bloom that is now at Neon?

9 A Yes.

10 Q Okay. And who is that?

09:43:23

11 A Emily Thomas.

12 Q Emily Thomas.

13 And who is her title at Neon?

14 A I think she's Executive Vice President of  
15 Business Affairs.

09:43:39

16 Q Okay. And what was her title when she was  
17 at Jellyfish Bloom?

18 A I don't recall, but Legal.

19 Q Okay. And at what point did Emily Thomas  
20 come onboard to Neon?

09:43:54

21 A Hmm. I don't recall.

22 Q Okay. To your best estimate, when did  
23 Emily Thomas start at Neon?

24 A Hmm. Beginning of 2020, maybe.

25 Q Okay. So was Emily Thomas at Neon before

09:44:21

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1 you started?

2 A Yes.

3 Q Okay. Now, was there anyone else at  
4 Jellyfish Bloom that was at Endeavor -- I'm sorry.

5 Was there anyone else at Jellyfish Bloom  
6 that is now at Neon?

09:44:44

7 A A lot of companies.

8 Q Yeah.

9 A No.

10 Q Okay. Is there anyone currently at Neon,  
11 aside from the people that you've mentioned, that  
12 you've worked with in the past?

09:44:57

13 MR. STRUBLE: Objection to form.

14 THE WITNESS: Can you clarify? When you  
15 say, "worked with," do you mean? Worked with at the  
16 same company?

09:45:20

17 BY MS. BEHDADNIA:

18 Q Let's start with that:

19 Was there anyone that you worked with at  
20 the same company previously that is now at Neon?

09:45:27

21 A No, not this -- besides those -- the people  
22 we just talked about, no.

23 Q Okay. Prior to Neon, was there anyone that  
24 you worked with at Neon while you were at a separate  
25 company?

09:45:46

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1 A Yes.

2 MR. STRUBLE: Objection to form.

3 BY MS. BEHDADNIA:

4 Q All right. And who was that?

5 A Jessica Nickelsberg.

09:45:50

6 Q Okay. And in what capacity did you work  
7 with Jessica Nickelsberg?

8 A We had -- at Jellyfish Bloom, Neon had  
9 international rights to a film that Neon was  
10 distributing domestically, for two films, two  
11 locations --

09:46:25

12 Q Okay.

13 A -- that happened.

14 Q Okay. And which films were those?

15 A The first was a film called "Loose" and the  
16 second is "Amazing Grace."

09:46:36

17 Q Okay. And so prior to your time at Neon,  
18 you were working with Jessica Nickelsberg on  
19 "Amazing Grace"?

20 A Hmm. Yeah.

09:46:52

21 Q Okay. And what were you working on with  
22 Jessica?

23 MR. STRUBLE: Object to form.

24 THE WITNESS: Yeah. The only -- the only  
25 reason we had to interact was -- like I said, we --

09:47:09

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1 Jellyfish Bloom had the international rights, so we  
2 were selling the international rights to  
3 territories.

4 Neon had domestic.

5 So our paths wouldn't really cross, but the  
6 reason they did was delivery of the film by our  
7 licensor, which I think was Amazing Grace Movie,  
8 LLC, was deficient. So we weren't able to deliver  
9 to the international distributors.

09:47:22

10 Neon had a similar problem, and they were  
11 not able to accept delivery.

09:47:42

12 So Neon and Jellyfish Bloom agreed to cover  
13 part of the delivery costs in order to finish  
14 delivery. So that way, we could deliver the film  
15 and collect the -- the monies that were owed.

09:48:03

16 So I interacted with Jessica Nickelsberg  
17 around that topic, since we were splitting those  
18 delivery costs together and there was just logistics  
19 we had to handle.

20 BY MS. BEHDADNIA:

09:48:19

21 Q Okay. And what was deficient exactly?

22 A Well --

23 (Simultaneous crosstalk.)

24 MR. STRUBLE: Objection to form.

25 THE WITNESS: Yeah. I mean, if I recall, I

09:48:26

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1 believe there was like music that wasn't cleared --  
2 yeah. Music that wasn't cleared, and I don't recall  
3 the rest.

4 BY MS. BEHDADNIA:

5 Q Okay. Was there anything else that was 09:48:41  
6 deficient, that you can recall, aside from the music  
7 not being cleared?

8 A There were other things. I just don't --  
9 well, I just don't recall exactly what it was.

10 Q And did these deficiencies delay Neon's 09:48:57  
11 release of the film?

12 MR. STRUBLE: Object to form.

13 THE WITNESS: I don't recall.

14 BY MS. BEHDADNIA:

15 Q Okay. Do you have any reason to believe 09:49:18  
16 that it was delayed because of the deficiencies?

17 A Yes.

18 MR. STRUBLE: Object to form.

19 BY MS. BEHDADNIA:

20 Q And what's the basis for the belief? 09:49:30

21 A For the same reason: That Neon was  
22 unable -- or sorry -- the same reason that Bloom was  
23 able -- unable to complete delivery to the  
24 international distributors.

25 I believe that if the music wasn't cleared, 09:49:47

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1 then, you know, we obviously can't have it being  
2 exploited.

3 And then if there was a material deficiency  
4 that allowed -- that prevented the film to be  
5 released, then they needed to be cured and fixed.

09:50:05

6 So I assume Neon had the same issues.

7 Q So you don't know for certain that it was  
8 delayed because the music wasn't cleared?

9 MR. STRUBLE: Object to form. Asked and  
10 answered.

09:50:19

11 BY MS. BEHDADNIA:

12 Q Okay. So --

13 (Simultaneous crosstalk.)

14 BY MS. BEHDADNIA:

15 Q You may answer.

09:50:32

16 A My answer is the same, then, when you  
17 asked previously --

18 (Simultaneous crosstalk.)

19 BY MS. BEHDADNIA:

20 Q And could you please repeat your answer?

09:50:39

21 A I am fairly confident that if our  
22 international distributors were unable to release  
23 the film because of the delivery deficiencies, then  
24 Neon would have the same problem.

25 Q Okay. But you don't know for certain that

09:50:55

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1 it's the case?

2 MR. STRUBLE: Objection to form. Asked and  
3 answered.

4 BY MS. BEHDADNIA:

5 Q You don't know --

09:51:01

6 (Simultaneous crosstalk.)

7 BY MS. BEHDADNIA:

8 Q I'm sorry. You may answer.

9 A I'm fairly certain that if Neon's  
10 international distributors were unable to release  
11 the film because of the defects in delivery, then  
12 Neon would have the same issues.

09:51:08

13 Q Okay. In regards to Neon's domestic  
14 release, though, are you fairly certain as well?

15 MR. STRUBLE: Object to form. Asked and  
16 answered.

09:51:29

17 THE WITNESS: Based upon -- based upon the  
18 deficiencies, which were an issue for Bloom's  
19 international distributors, I'm fairly confident  
20 that Neon had the same issues distributing in their  
21 territory.

09:51:41

22 BY MS. BEHDADNIA:

23 Q Okay. And do you have any doubt with  
24 regards to that statement?

25 MR. STRUBLE: Object to form.

09:51:51

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1 THE WITNESS: Based upon the issues that  
2 Jellyfish Bloom's international distributors had,  
3 due to the defects in delivery, I'm fairly certain  
4 that Neon had the same issues in regards to release  
5 in their territory.

09:52:10

6 BY MS. BEHDADNIA:

7 Q Okay. But are you 100 percent sure?

8 MR. STRUBLE: Object to form.

9 THE WITNESS: Based upon Jellyfish Bloom's  
10 international distributors, the issues arising in  
11 the delivery to Neon -- or to Bloom's international  
12 distributors, I'm fairly certain that Neon would  
13 have the same issues in relation to their territory.

09:52:30

14 BY MS. BEHDADNIA:

15 Q Mr. Friscia, are you 100 percent sure?

09:52:49

16 I'm not asking if you're fairly certain.

17 I'm asking:

18 Are you 100 percent sure that due to these  
19 deficiencies, Neon's delivery of the film was  
20 delayed?

09:53:03

21 MR. STRUBLE: Object to form.

22 (Simultaneous crosstalk.)

23 MR. STRUBLE: Apologies. I didn't mean to  
24 cut you off.

25 Object to form. Asked and answered.

09:53:09

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1 THE WITNESS: I am fairly certain.

2 BY MS. BEHDADNIA:

3 Q Mr. Friscia, I'm asking if you are  
4 100 percent sure.

5 It's a yes or no question:

09:53:19

6 Were you 100 percent sure that Neon's  
7 de- -- release of the film was delayed due to these  
8 deficiencies?

9 MR. STRUBLE: Again, objection. It was  
10 asked and answered. It's now becoming  
11 argumentative.

09:53:32

12 MS. BEHDADNIA: I am asking a yes or no  
13 question.

14 MR. STRUBLE: Well, the witness is here to  
15 give answers to questions that are truthful under  
16 penalty of perjury.

09:53:39

17 He's doing that; so it's asked and  
18 answered.

19 BY MS. BEHDADNIA:

20 Q Mr. Friscia, you may answer.

09:53:50

21 A I'm fairly certain.

22 Q Okay. Do you have any doubt at all?

23 A In regards to what?

24 Q Whether the release of the film was delayed  
25 due to Neon's deficiencies related to the music not

09:54:14

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1 being cleared and other things that you do not  
2 recall?

3 MR. STRUBLE: I'm sorry. Neon's  
4 deficiencies?

5 (Simultaneous crosstalk.)

09:54:28

6 MS. BEHDADNIA: Madam Court Reporter, can  
7 you please repeat the question.

8 (Pause in proceedings.)

9 MS. BEHDADNIA: Okay. I'm going to repeat  
10 the question:

09:55:08

11 Q Okay. So do you have any doubt that these  
12 alleged deficiencies delayed AGM's delivery and  
13 release of the film?

14 MR. STRUBLE: Object to form. And vague  
15 and ambiguous as to "these alleged deficiencies."

09:55:25

16 THE WITNESS: I'm fairly certain.

17 BY MS. BEHDADNIA:

18 Q Do you have any doubt? I am not asking if  
19 you are certain.

20 MR. STRUBLE: Object to form.

09:55:42

21 THE WITNESS: Hmm. I'm fairly certain.

22 (Technical difficulties.)

23 (Reporter clarification.)

24 MS. BEHDADNIA: Yes. We can go off the  
25 record.

09:56:01

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1 THE VIDEOGRAPHER: We are now going off the  
2 record.

3 And the time is 9:55 a.m.

4 (Recess.)

5 THE VIDEOGRAPHER: We are now going back on 10:08:20  
6 the record.

7 And the time is 10:08 a.m.

8 BY MS. BEHDADNIA:

9 Q Okay. So to go back, Mr. Friscia:  
10 Did the alleged deficiencies in AGM's 10:08:28  
11 delivery of the film delay Neon's release?

12 MR. STRUBLE: Objection to form.

13 THE WITNESS: I'm fairly certain that it  
14 did.

15 BY MS. BEHDADNIA: 10:08:47

16 Q Okay. And does "fairly certain" mean  
17 100 percent?

18 A No. It just means fairly certain.

19 Q Okay. Does it mean 80 percent?

20 MR. STRUBLE: Objection to form. 10:09:01

21 THE WITNESS: Yes.

22 BY MS. BEHDADNIA:

23 Q Okay. So there is at least 20 percent of  
24 doubt that it did not delay the release of the film?

25 MR. STRUBLE: Object to form. 10:09:18

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1 THE WITNESS: No.

2 BY MS. BEHDADNIA:

3 Q Okay. What was your involvement at  
4 Endeavor Content with the delivery?

5 A I assisted our attorney, and we had a  
6 consultant, I believe.

10:09:31

7 Q Okay. And how did you assist?

8 A I helped with whatever the delivery  
9 schedule -- whatever was missing, in terms of making  
10 sure that it was received, wherever it was, and  
11 everything was done on time.

10:09:56

12 And then I also -- we worked with Neon  
13 because I believe Bloom -- or sorry. This was -- I  
14 guess it was Bloom.

15 Bloom had paid for the costs in full, and  
16 then Neon was to reimburse Bloom for those costs.

10:10:12

17 So tracking all the costs and everything --  
18 whatever the consultant's fees were, whatever  
19 these -- the license fees were for the music,  
20 tracking it. And then once everything was complete,  
21 the -- I think we invoiced Neon for their share.

10:10:36

22 Q Okay. And was this all within your role or  
23 was anything outside the scope of your role at  
24 Endeavor?

25 MR. STRUBLE: Object to form.

10:10:57

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1 THE WITNESS: It was Bloom at the time.

2 Yeah. It was all within my role.

3 BY MS. BEHDADNIA:

4 Q Okay. And how are you fairly certain that  
5 AGM -- the deficiency in AGM's delivery delayed the  
6 release of the film?

10:11:14

7 MR. STRUBLE: Object to form.

8 THE WITNESS: Because it did delay the  
9 release. It did delay the international  
10 distributors taking delivery.

10:11:27

11 BY MS. BEHDADNIA:

12 Q Okay. And is there any possibility that  
13 you are wrong?

14 MR. STRUBLE: Object to form.

15 THE WITNESS: Hmm. (Inaudible), no, I  
16 don't think so.

10:11:34

17 BY MS. BEHDADNIA:

18 Q And what about --  
19 (Reporter clarification.)

20 THE WITNESS: International side.

10:11:40

21 BY MS. BEHDADNIA:

22 Q Okay. And is there any possibility that  
23 you are wrong with regards to the domestic side?

24 A There is a possibility, but I'm fairly  
25 certain that I am correct.

10:11:56

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1 Q Okay. And did the delay stop Neon from  
2 collecting money before the release of the film?

3 MR. STRUBLE: Object to form.

4 THE WITNESS: Hmm. I don't believe there  
5 would be any money to collect before the film was  
6 released.

10:12:27

7 BY MS. BEHDADNIA:

8 Q Okay. So, to your understanding, there was  
9 no money that was collected before the release of  
10 the film?

10:12:38

11 MR. STRUBLE: Object to form.

12 THE WITNESS: Yeah, possibly. I'm not  
13 100 percent certain.

14 BY MS. BEHDADNIA:

15 Q Okay. Is there anyone else that would know  
16 that?

10:12:51

17 MR. STRUBLE: Object to form.

18 THE WITNESS: Nope. I would know that.

19 BY MS. BEHDADNIA:

20 Q Okay. So I'm going to ask again:

10:12:59

21 Is it possible that Neon collected money  
22 before the release of the film?

23 A If you pull up the accounting ledger with  
24 the cash receipts, I could tell you.

25 Q Okay. I will get to that.

10:13:21

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1 But from your understanding.

2 A Hmm.

3 MR. STRUBLE: Object to form.

4 (Simultaneous crosstalk.)

5 THE WITNESS: Yeah. I prefer to give you 10:13:28  
6 a -- the best answer to the question.

7 So I would just need to see the ledger.

8 BY MS. BEHDADNIA:

9 Q Okay. I'm going -- we'll get back to that. 10:13:40  
10 I am going to drop an exhibit.

11 Let me know that everybody has it up.

12 A Yeah. Let me just download it.

13 (Pause in proceedings.)

14 THE WITNESS: Okay. I have it up.

15 MR. STRUBLE: Give me one moment. 10:14:37

16 (Pause in proceedings.)

17 MR. STRUBLE: Okay.

18 BY MS. BEHDADNIA:

19 Q Okay. Mr. Friscia -- 10:14:51  
20 (Simultaneous crosstalk.)

21 MR. STRUBLE: Well, actually, I'm sorry.

22 For the record, this document is not Bates stamped.

23 I know that we have a Bates-Stamp version

24 on it -- of it.

25 But I'm just noting for the record that 10:15:01

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1 this -- Exhibit 3 has no Bates stamp.

2 MS. BEHDADNIA: All right. This exhibit  
3 will be marked as Exhibit 3.

4 And was attached to the complaint.

5 (Exhibit 3 was marked for identification.)

10:15:16

6 MR. STRUBLE: The amended complaint?

7 MS. BEHDADNIA: That is correct.

8 I believe it was also attached to the first  
9 complaint.

10 Q Okay. Mr. Friscia, have you seen this  
11 document before?

10:15:25

12 A Yes.

13 Q Okay. And when did you first see this  
14 document?

15 A Early when I started at Neon.

10:15:36

16 Q Okay. So the first time that you saw this  
17 document was when you started at Neon?

18 A Yeah. Shortly after, probably, somewhere  
19 around there.

20 Q Okay. Did you see any other versions of  
21 this document?

10:15:58

22 MR. STRUBLE: Object to form.

23 THE WITNESS: Not that I recall.

24 BY MS. BEHDADNIA:

25 Q Okay. Do you know generally what this

10:16:09

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1 document is?

2 A Yes.

3 Q Okay. And what is it?

4 A I believe it is the acquisition agreement  
5 for "Amazing Grace" in which Neon acquired the  
6 rights to distribute the film domestically.

10:16:23

7 Q And is this a standard agreement?

8 MR. STRUBLE: Object to form.

9 THE WITNESS: Yes.

10 BY MS. BEHDADNIA:

10:16:34

11 Q Okay. And were you involved in the  
12 negotiation of this agreement?

13 MR. STRUBLE: Object to form.

14 THE WITNESS: No.

15 BY MS. BEHDADNIA:

10:16:47

16 Q Okay. And were you involved in any  
17 capacity with this agreement?

18 MR. STRUBLE: Object to form.

19 THE WITNESS: Yes.

20 BY MS. BEHDADNIA:

10:16:55

21 Q Okay. And in what way were you involved?

22 A As far as the accounting for the picture,  
23 it would be defined in this agreement.

24 Q Okay. Were you involved in the accounting  
25 in this agreement after you started at Neon?

10:17:12

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1           A       Was I involved in the accounting -- can you  
2       repeat that?

3           Q       Yeah.

4                   MS. BEHDADNIA: Madam Court Reporter, would  
5       you please repeat the question.

10:17:25

6                   (Record read.)

7                   THE WITNESS: Yeah. I was involved in the  
8       accounting for the film.

9       BY MS. BEHDADNIA:

10          Q       Okay. Let me rephrase my question:

10:17:41

11                   Were you involved in the accounting related  
12       to this agreement that you mentioned before you  
13       started at Neon?

14          A       Oh. No.

15          Q       Okay. So aside from accounting, once you  
16       started at Neon, related to this agreement, you were  
17       not involved in any other capacity?

10:17:54

18                   MR. STRUBLE: Object to form.

19                   THE WITNESS: If you give me a second just  
20       to review the agreement.

10:18:16

21                   (Pause in proceedings.)

22                   THE WITNESS: It's a vague question because  
23       there's many different sections of this agreement  
24       that would apply to finance and accounting, so it's  
25       not just like the accounting provision within this

10:18:37

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1 agreement.

2 So I was involved in utilizing this  
3 agreement for many different aspects for -- or of --  
4 there's many different aspects of this agreement for  
5 my duties.

10:18:55

6 BY MS. BEHDADNIA:

7 Q Okay. And -- so let's take a step back.

8 Let's go to a specific section:

9 Can you please go to page 10, paragraph 7.

10 A Yep. I'm there.

10:19:15

11 Q Okay. Have you read this paragraph before?

12 A Yes.

13 Q Okay. And did you read this paragraph  
14 after you started at Neon?

15 A Yes.

10:19:28

16 Q Okay. Did you have any involvement in this  
17 paragraph?

18 MR. STRUBLE: Object to form.

19 THE WITNESS: Yes.

20 BY MS. BEHDADNIA:

10:19:44

21 Q And what was the involvement?

22 A I'm going to read it to refresh my memory.

23 Q Go ahead.

24 (Pause in proceedings.)

25 (Background noise.)

10:20:01

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1 THE WITNESS: Yeah. I mean, I created the  
2 accounting statements that were issued.

3 I also -- also I reference the (inaudible)  
4 a few times in order -- because --

5 (Reporter clarification.)

10:20:37

6 THE WITNESS: The audit rights a few times  
7 because I remember speaking to Alan Elliott about  
8 the -- a potential (inaudible).

9 BY MS. BEHDADNIA:

10 Q Okay.

10:20:52

11 (Reporter clarification.)

12 THE WITNESS: Audit.

13 BY MS. BEHDADNIA:

14 Q And aside from that, did you have any other  
15 involvement with this paragraph?

10:21:02

16 A I mean, I had involvement with the entire  
17 paragraph. Like, it's the payment, accounting, and  
18 audit rights paragraph, so --

19 Q Okay. So we're going to take it  
20 step-by-step:

10:21:13

21 So you mentioned Alan Elliott and the audit  
22 rights.

23 When did you discuss this with him?

24 A I think it was -- it was after we had an  
25 all-hands call to discuss the participation

10:21:27

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1 statement and the details of it.

2 Alan was not on that call, but as a  
3 courtesy, I had called him shortly after, which I  
4 believe was -- what year? It probably makes a lot  
5 of days just melt into one.

10:21:56

6 Let's say it was like Q1 2021.

7 Q 2021. Okay.

8 (Simultaneous crosstalk.)

9 BY MS. BEHDADNIA:

10 Q Okay. Was that --

10:22:00

11 (Simultaneous crosstalk.)

12 THE WITNESS: Maybe February.

13 BY MS. BEHDADNIA:

14 Q Okay. And was that the first time that you  
15 spoke with Alan Elliott?

10:22:05

16 A No.

17 Q Okay. When was the first time that you  
18 spoke with Alan Elliott?

19 A Can you clarify the time period that you're  
20 asking?

10:22:17

21 Q From the period of January 1st to  
22 December 31st, 2018, did you speak with  
23 Alan Elliott?

24 A January 1st -- yeah, I think so.

25 Q Okay. And during this time, can you recall

10:22:45

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1 what you spoke about?

2 A Yeah. I mean, I think that -- you're  
3 saying 2018, and I'm like thinking it was 2019, but  
4 I could be wrong.

5 Q Okay. So --

10:23:12

6 (Simultaneous crosstalk.)

7 THE WITNESS: Am I allowed to ask a  
8 question?

9 BY MS. BEHDADNIA:

10 Q Well, let me -- let me rephrase:

10:23:17

11 So at any point before 2021, did you speak  
12 with Alan Elliott?

13 A Yes. Yes.

14 Q Okay.

15 A Thank you. That's --

10:23:24

16 (Simultaneous crosstalk.)

17 BY MS. BEHDADNIA:

18 Q At any point --

19 Okay. And at any point before 2021 -- let  
20 me rephrase:

10:23:31

21 Is the first time that you spoke with  
22 Alan Elliott when you were employed at Neon?

23 A No.

24 Q Okay. Was the first time that you spoke  
25 with Alan Elliott when you were at Endeavor Content?

10:23:43

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1 A No.

2 Q Okay. Was the first time that you spoke  
3 with Alan Elliott was when you were at  
4 Jellyfish Bloom?

5 A Yes.

10:23:56

6 Q Okay. And approximately around what time  
7 would you say that was?

8 A We started speaking when Bloom became sales  
9 agent for the international rights.

10 I want to say that that was -- because I  
11 know we sold it at Berlin Film Festival, which takes  
12 place in February.

10:24:10

13 I want to say it's February 2019, when we  
14 did that, but -- I know it wasn't 2020.

15 Was it 2018? I don't think so.

10:24:27

16 So I'm going to go with 2019, final answer.

17 Q Okay. Are you fairly certain that the  
18 first time that you spoke with Alan Elliott was in  
19 2019?

20 A I believe we sold that film -- I'm going to  
21 say it was either 2018 or 2019, but I'm -- I'm more  
22 certain -- I'm leaning towards 2019.

10:24:39

23 Q Okay. And can you recall the -- if you  
24 spoke with Alan Elliott about Neon --

25 A Yes.

10:25:01

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1 Q -- prior to your employment?

2 A Yes.

3 Q Okay. And can you recall what you spoke  
4 about?

5 A Yeah. We spoke a lot on a few different  
6 occasions. We became quite close. It's because we  
7 had to deal with each other.

10:25:06

8 So he was just -- I remember he was very  
9 anti-Neon.

10 There was one occasion we spoke where there  
11 was an issue because, remember, I had mentioned the  
12 delivery costs.

10:25:23

13 Well, Neon was supposed to deduct it  
14 from -- Neon deducted -- was authorized to deduct  
15 the costs from their acquisition costs.

10:25:40

16 Bloom recouped it from the waterfall, as  
17 like a sales expense, our share.

18 So I think because of that, there was some  
19 other issue that came up with like another -- maybe  
20 it was another cost. And Alan wanted it to be  
21 treated as a distribution expense, and I believe  
22 Neon didn't want to treat it that way.

10:26:00

23 End of the day, I think that Neon did treat  
24 it as a distribution expense.

25 But I remember him and I chatting about

10:26:13

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1 that, on what my opinion was, whether it should be a  
2 distribution expense or maybe like treated some  
3 other way. I don't remember.

4 And so we chatted about that.

5 And then Alan wanted to audit Neon, so I 10:26:25  
6 had recommended some auditors to him another time.

7 He also wanted to sue Neon, so I  
8 recommended some law firms.

9 And then there was a lot of tax documents  
10 and things that we needed to do for the 10:26:47  
11 international side. There's like withholding tax  
12 and things. So we had to sign some documents.

13 So I called him about that.

14 The CAMA -- which a CAMA is where all the  
15 money is collected. 10:27:02

16 Alan and his team were not able to finish  
17 it, so Bloom -- which is not customary.

18 But Bloom agreed that we would help finish  
19 the CAMA and the waterfall. So I had to speak a lot  
20 around that, you know, as we were getting that all 10:27:15  
21 set up. Because there was an urgency to get -- you  
22 know, money was coming in. There was an urgency for  
23 Bloom to get paid. There was an urgency for the  
24 rest of the participants.

25 So we had to talk about all that sort of 10:27:30

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1 stuff.

2 And then talked about some personal stuff  
3 too.

4 Q Okay. And just to go back:

5 So you mentioned that Alan spoke with you 10:27:38  
6 about an audit of Neon --

7 A Uh-huh.

8 Q -- while you were at Bloom or at Endeavor.  
9 Why did he want an audit?

10 (Simultaneous crosstalk.) 10:27:56

11 MR. STRUBLE: Object to form.

12 THE WITNESS: He felt that the accounting  
13 statements that were issued by Neon were not true  
14 and accurate.

15 BY MS. BEHDADNIA: 10:28:16

16 Q Okay. And did you agree with him?  
17 (Simultaneous crosstalk.)

18 THE WITNESS: I wouldn't have any knowledge  
19 about Neon's accounting statements.

20 BY MS. BEHDADNIA: 10:28:29

21 Q Okay. So at the time that you were at  
22 Endeavor, slash, Bloom and you discussed with  
23 Alan Elliott that he wanted an audit, you do not  
24 know whether you agree that they were accurate or  
25 not? 10:28:53

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1 MR. STRUBLE: Object to form.

2 THE WITNESS: Yeah. I had never seen a  
3 Neon accounting statement, I don't believe, so --

4 I was also not involved in the  
5 distribution, the deal, so I wouldn't know if they  
6 were true and accurate. 10:29:03

7 But if Alan, who was our client and a  
8 friend of mine, felt that it was not true and  
9 accurate, I agree that he should exercise his audit  
10 right, as anybody should. 10:29:18

11 BY MS. BEHDADNIA:

12 Q Okay. And did you review the accounting  
13 statement at any point while you were there?

14 MR. STRUBLE: Object to form.

15 THE WITNESS: No, I don't think so. 10:29:27

16 BY MS. BEHDADNIA:

17 Q Okay. So at no point you reviewed the  
18 accounting statement that was provided by Neon?

19 A No.

20 MR. STRUBLE: Object to form. 10:29:43

21 BY MS. BEHDADNIA:

22 Q Okay. And let's go back to the paragraph,  
23 paragraph Number 7.

24 Do you still have it open?

25 A Yes. 10:30:01

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1 Q Okay. So aside from recommending auditors  
2 to Alan, did you have any other -- and aside from  
3 your time at Neon, did you have any other  
4 involvement with this paragraph?

5 MR. STRUBLE: Objection to form.

10:30:20

6 THE WITNESS: I mean, I -- technically, I  
7 had involvement with this entire paragraph.

8 BY MS. BEHDADNIA:

9 Q Okay. Can you please elaborate?

10 A Yep. So I'll just start from the top  
11 because we seem to be getting confused here.

10:31:05

12 Sort of vague, like -- it's like the basis.

13 This is like the meat and bones of a  
14 financing paragraph, you know?

15 So like in the first sentence around  
16 issuing the statements for a quarterly basis,  
17 semiannual basis, annually, both furnished  
18 statements with a calculation and net receipts, all  
19 of that, I created the statements. The statements  
20 that I delivered adhered to this provision about the  
21 timing.

10:31:21

10:31:45

22 Statements I issued were true and accurate.

23 Regarding the audit provision, I mean, I  
24 understand the audit provision. I talked to Alan  
25 about the audit provision while I was at Neon

10:32:10

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1 specifically.

2 We've never denied access to our books.

3 And then regarding the licensor's

4 reasonable request, we had requests from Alan and  
5 his team and his counsel, which I think is different  
6 than you, to discuss the expenses mostly.

10:32:34

7 So I prepared for that call in relation to  
8 this clause here in the paragraph.

9 And, I mean, the last part about payments  
10 being due, there hasn't been a -- a participation  
11 payment due. But I understand that if there was, it  
12 would apply to this section, and the payment would  
13 be remitted to the account.

10:32:59

14 So that's the whole paragraph.

15 Q Okay. I'm just going to highlight a few  
16 points.

10:33:17

17 A Uh-huh.

18 Q In your statement in both -- in the  
19 paragraph:

20 So the first thing that you mentioned was  
21 you created the accounting statements; is that  
22 correct?

10:33:24

23 A Yeah.

24 Q Okay. Did you create all of the accounting  
25 statements?

10:33:34

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1           A       Can you specify the time period that you're  
2 asking?

3           Q       Sure.

4                    Did you create all of the accounting  
5 statements from the release of the film to the  
6 present?

10:33:45

7           A       No.

8           Q       Okay. At what point in time did you start  
9 creating the accounting statements?

10          A       Once I was employed by Neon, so June 2020.  
11 So would have probably been the Q2 2022 [sic]  
12 statement that would have been due by, I guess the  
13 end of August.

10:33:58

14          Q       Okay. Prior -- I'm sorry.

15                    Did you say that --

10:34:22

16                    (Simultaneous crosstalk.)

17                    THE WITNESS: The Q2 2020 statement, yeah.

18 BY MS. BEHDADNIA:

19          Q       The Q2 2020.

20                    Okay. Prior to the Q2 2020 statement, who  
21 prepared the accounting statements?

10:34:30

22          A       It was done in conjunction with a guy named  
23 Jim Wehrfritz, who was an employee of Neon, and  
24 Jeff White, who was a consultant for Neon.

25          Q       Okay. So prior to your employment,

10:34:49

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1 Jim Wehrfritz and Jeff White prepared the accounting  
2 statements for the film?

3 MR. STRUBLE: Object to form.

4 THE WITNESS: Correct.

5 BY MS. BEHDADNIA:

10:35:04

6 Q Okay. And prior to your employment, did  
7 you have any contact with these individuals?

8 MR. STRUBLE: Object to form.

9 THE WITNESS: Yeah. I believe I did with  
10 Jim because of their -- the repayment for the money  
11 that they owed Neon, since Neon covered the delivery  
12 deficiencies, to reimburse us.

10:35:14

13 So I believe I had -- we invoiced him.

14 BY MS. BEHDADNIA:

15 Q Okay. And -- so -- just to clarify:

10:35:32

16 So Jim Wehrfritz was an employee of Neon?

17 A Correct.

18 Q Okay. And you stated that Jeff White was a  
19 consultant?

20 A Correct.

10:35:46

21 Q Okay. And they both worked together to  
22 create the accounting statements prior to your  
23 employment?

24 MR. STRUBLE: Object to form.

25 THE WITNESS: Correct.

10:36:01

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1 BY MS. BEHDADNIA:

2 Q Okay. Was anyone else -- aside from  
3 Jeff White, the outside consultant, and  
4 Jim Wehrfritz, the employee at Neon -- who was  
5 involved in creating these accounting statements?

10:36:15

6 (Simultaneous crosstalk.)

7 MR. STRUBLE: Object to form.

8 THE WITNESS: To my knowledge, no.

9 BY MS. BEHDADNIA:

10 Q Okay. Is Jeffrey White still a consultant  
11 for Neon?

10:36:23

12 A No.

13 Q Okay. When did his consultancy end with  
14 Neon?

15 A I believe it was January 2021.

10:36:46

16 Q Okay. And is Jim Wehrfritz still an  
17 employee of Neon?

18 A No.

19 Q Okay. And when -- was he terminated from  
20 Neon, or when did he finish his employment?

10:37:09

21 MR. STRUBLE: Object to form.

22 THE WITNESS: I think it was January 2021.

23 BY MS. BEHDADNIA:

24 Q Okay. So, to my understanding, both  
25 Jim Wehrfritz and Jeff White ended their employment

10:37:30

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1 and, slash, consultancy around January 2021?

2 (Simultaneous crosstalk.)

3 MR. STRUBLE: Object to form.

4 THE WITNESS: (Inaudible).

5 (Simultaneous crosstalk.)

10:37:41

6 BY MS. BEHDADNIA:

7 Q Okay. So from the time period --

8 (Reporter clarification.)

9 THE WITNESS: Correct.

10 BY MS. BEHDADNIA:

10:37:46

11 Q Okay. And from the time period, from when  
12 you started in June 2020 until January 2021, were  
13 they involved with preparing the accounting  
14 statements?

15 MR. STRUBLE: Object to form.

10:38:06

16 THE WITNESS: Jeff White was, but to a very  
17 limited -- on a very limited basis.

18 Jim was not.

19 BY MS. BEHDADNIA:

20 Q Okay. How was Jeff White involved?

10:38:19

21 A In the beginning -- because I had just  
22 started and my -- and, honestly, my entire team had  
23 just started -- you know, he helped bring us up to  
24 speed on the -- the process around creating  
25 accounting statements as he would do them and Jim

10:38:42

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1 would do them.

2 So as my team was then creating the  
3 statements, you know, I looked to him for just  
4 advice in the beginning.

5 Q Okay. And is it -- would you agree that  
6 Jeff White took the lead in preparing these  
7 statements?

10:38:59

8 MR. STRUBLE: Object to form.

9 THE WITNESS: For the time period in which  
10 I was employed at Neon?

10:39:10

11 BY MS. BEHDADNIA:

12 Q For the time period that -- we're going to  
13 go to two time periods:

14 For the time period from January 2021,  
15 backdating to June 2020; and then from any -- from  
16 the time period before you were employed.

10:39:23

17 (Simultaneous crosstalk.)

18 THE WITNESS: While I was employed, no.

19 Prior to my employment, I'd honestly say it  
20 was 50/50 between Jim and Jeff.

10:39:46

21 BY MS. BEHDADNIA:

22 Q Okay. And do you know why they left?

23 MR. STRUBLE: Object to form.

24 THE WITNESS: Yes.

25 BY MS. BEHDADNIA:

10:39:56

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1 Q Why did they leave?

2 MR. STRUBLE: Object to form.

3 THE WITNESS: Jeff left because he was a  
4 consultant and just no longer was needed.

5 Myself and my -- I had built a team. And 10:40:10  
6 we -- I preferred to do the statements myself within  
7 the team. It's easier and was a cost-saving measure  
8 for the company.

9 Jim left. He had a medical issue. He had  
10 taken some leave. 10:40:39

11 He returned, and that medical issue was  
12 still affecting him; and, therefore, there was a  
13 mutual agreement between me and --

14 (Simultaneous crosstalk.)

15 MR. STRUBLE: I'm sorry. Counsel, I need 10:40:51  
16 to object.

17 And I need to confer with my  
18 counsel [sic] -- sorry -- confer with my client in  
19 respect of confidentiality.

20 MS. BEHDADNIA: About what? He's in the 10:41:03  
21 middle of his answer.

22 MR. STRUBLE: Correct. But the rules do  
23 permit me to consult with my client to assess  
24 whether to permit further testimony about a  
25 confidential matter. 10:41:18

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1 I can refer you to the rule, if you would  
2 like.

3 MS. BEHDADNIA: Yes. Please refer me to  
4 the rule because this is not attorney- --

5 MR. STRUBLE: It's part --

10:41:24

6 MS. BEHDADNIA: -- -client --

7 (Simultaneous crosstalk.)

8 MR. STRUBLE: It's part 221. And it's  
9 221.3 of the reformed rules for the conduct of  
10 depositions.

10:41:32

11 And it states that I can --

12 I'm summarizing.

13 But, basically, that I can communicate with  
14 my client on consent of all parties, or if a  
15 communication is made for purposes of determining  
16 whether the question should be answered on the  
17 grounds set forth in 221.2.

10:41:49

18 222.12 [sic] includes an exception for  
19 preservation of a right of confidentiality.

20 MS. BEHDADNIA: Okay. So I'm going to  
21 disagree and say that he should first finish his  
22 answer, and then you can take a recess.

10:42:07

23 MR. STRUBLE: I'm sorry. That's not my  
24 understanding of the rule.

25 I need to confer with him before he

10:42:19

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1 discloses further information in response to your  
2 question about an employment matter that relates to  
3 an individual's health status.

4 MS. BEHDADNIA: Okay. Well --

5 (Simultaneous crosstalk.)

10:42:31

6 MR. STRUBLE: So we will invoke this rule,  
7 which I properly believe under the circumstances  
8 permits me to confer with my client.

9 (Background noise.)

10 MS. BEHDADNIA: Okay. So is your objection  
11 that you are pausing to discuss regarding  
12 confidentiality?

10:42:41

13 MR. STRUBLE: Correct. I have a good-faith  
14 basis to believe there is a confidentiality concern  
15 that I would like to confer about before the witness  
16 testifies further.

10:42:53

17 MS. BEHDADNIA: Okay. And we -- well, we  
18 object to this, so we are not off the record.

19 I will continue my questioning.

20 MR. STRUBLE: Do you want to ask a  
21 different question, or do you want to just permit a  
22 break for -- to assess whether we can provide an  
23 answer to your question?

10:43:10

24 MS. BEHDADNIA: Give me one second. I'm  
25 taking a look at the rule you just cited.

10:43:24

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1 (Pause in proceedings.)

2 MS. BEHDADNIA: Okay. So:

3 "Deponent shall answer all questions  
4 at a deposition, except to preserve a  
5 privilege or right of confidentiality." 10:43:35

6 Is this the confidentiality of the  
7 deponent?

8 MR. STRUBLE: It relates to confidentiality  
9 obligations and rights for Neon, of which the  
10 deponent is an employee. 10:43:46

11 MS. BEHDADNIA: Right.

12 And --

13 (Simultaneous crosstalk.)

14 MR. STRUBLE: And it also relates to  
15 confidentiality obligations -- 10:43:52

16 MS. BEHDADNIA: Who's --

17 MR. STRUBLE: -- and rights of a third  
18 party, and the rights and obligations of Neon.

19 MS. BEHDADNIA: Okay. Well, I'm going to  
20 object to this because this does not seem like  
21 Neon's -- 10:44:05

22 MR. STRUBLE: It -- I'm not --

23 (Simultaneous crosstalk.)

24 MS. BEHDADNIA: It's -- you can have your  
25 recess. You can have your recess. 10:44:11

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1	We're going to go on break.	
2	You've got --	
3	How much do you want to say? Two minutes?	
4	Three minutes?	
5	How much time do you need?	10:44:18
6	MR. STRUBLE: Let's just call it for five	
7	minutes --	
8	MS. BEHDADNIA: All right.	
9	MR. STRUBLE: -- and we'll come back	
10	earlier, if we can.	10:44:21
11	MS. BEHDADNIA: All right. Thank you.	
12	THE VIDEOGRAPHER: We are now going off the	
13	record.	
14	The time is 10:44 a.m.	
15	(Recess.)	10:44:29
16	THE VIDEOGRAPHER: We are now going back on	
17	the record.	
18	And the time is 11:01 a.m.	
19	MR. STRUBLE: Counsel, I think the witness	
20	would like to complete his answer, subject to our	11:01:13
21	objections.	
22	MS. BEHDADNIA: Okay.	
23	THE WITNESS: Yeah. So I implied that	
24	there was a leave because of medical reasons.	
25	I actually don't know why there was a	11:01:24

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1 leave.

2 And then upon returning from leave, the  
3 employee decided to leave the company.

4 BY MS. BEHDADNIA:

5 Q Okay. So there was a period of time -- 11:01:40

6 And if I'm understanding correctly,  
7 Jim Wehrfritz was not actively working at the  
8 company and was on leave?

9 A Correct.

10 Q Okay. And when Jim Wehrfritz returned from 11:01:52  
11 leave, how long did he stay at Neon before finally  
12 leaving?

13 A I believe it was a couple weeks.

14 Q I'm sorry. Can you give me one --

15 MS. BEHDADNIA: Can we go off the record 11:02:21  
16 for a minute? Because my --

17 MR. STRUBLE: Okay.

18 THE VIDEOGRAPHER: We are now going off the  
19 record.

20 And the time is 11:02 a.m. 11:02:28

21 (Recess.)

22 THE VIDEOGRAPHER: We are now going back on  
23 the record.

24 And the time is 11:05 a.m.

25 MS. BEHDADNIA: Okay. Great. 11:06:03

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1 Madam Court Reporter, can you please repeat  
2 the last question and answer?

3 (Technical difficulties.)

4 MS. BEHDADNIA: You're on mute. You're on  
5 mute.

11:06:09

6 (Record read.)

7 MS. BEHDADNIA: Okay. So I missed a couple  
8 weeks.

9 Thank you for repeating.

10 Q And when he was there for the couple of  
11 weeks, did he have any issues related to his  
12 performance in his work?

11:06:48

13 MR. STRUBLE: Object to form.

14 THE WITNESS: No.

15 BY MS. BEHDADNIA:

11:07:04

16 Q Okay. So aside from the issue that he took  
17 leave for, there was no other reason why  
18 Mr. Wehrfritz was (inaudible) --

19 MR. STRUBLE: Object- -- wait. Was --

20 (Reporter clarification.)

11:07:23

21 MS. BEHDADNIA: Was terminated from the  
22 company.

23 MR. STRUBLE: Okay. Object to form. Lacks  
24 foundation.

25 MS. BEHDADNIA: Okay. Let me rephrase:

11:07:30

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1 Q During the few weeks that Mr. Wehrfritz was  
2 there, is there anything aside from leave, that he  
3 was on leave for, that affected his performance?

4 MR. STRUBLE: Ob- -- object to form.

5 THE WITNESS: There was nothing at all that 11:07:54  
6 affected his --

7 BY MS. BEHDADNIA:

8 Q Okay. And was Mr. Wehrfritz terminated  
9 from Neon?

10 MR. STRUBLE: Object to form. 11:08:05

11 THE WITNESS: No.

12 BY MS. BEHDADNIA:

13 Q Was he let go?

14 MR. STRUBLE: Object to form.

15 THE WITNESS: No. 11:08:13

16 BY MS. BEHDADNIA:

17 Q Did Mr. Wehrfritz quit from Neon?

18 A Yes.

19 Q Now, just to go back to the accounting  
20 statements: 11:08:26

21 So you said that Mr. Wehrfritz and  
22 Mr. White, 50/50, worked and prepared on -- prepared  
23 these accounting statements; is that correct?

24 A Yeah. Prior to my employment, yes.

25 Q Okay. And, I mean, how do you know that? 11:08:43

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1 How do you know that they were working 50/50 on it?

2 MR. STRUBLE: Object to form.

3 THE WITNESS: Because once I was an  
4 employee of Neon, it was my job to know.

5 BY MS. BEHDADNIA:

11:08:56

6 Q Okay. So did someone in your department  
7 tell you that these two individuals were working on  
8 the statements?

9 A Yes.

10 Q Okay. And who told you that?

11:09:05

11 A Jim and Jeff.

12 Q Okay. And who oversaw their work?

13 MR. STRUBLE: Object to form.

14 THE WITNESS: Well, Jim oversaw Jeff. And  
15 Jim was the head of department.

11:09:29

16 But I would say in terms of final okay, it  
17 was Jessica Nickelsberg.

18 BY MS. BEHDADNIA:

19 Q Okay. So if I'm understanding correctly,  
20 Jim reviewed Jeff White's work, and the final  
21 approval was by Jessica Nickelsberg?

11:09:42

22 MR. STRUBLE: Object to form.

23 And I'm actually going to instruct the  
24 witness not to answer.

25 Ms. Nickelsberg is counsel at Neon.

11:09:58

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1 And to the extent that she had any  
2 communications with employees pursuant to requests  
3 for legal advice are otherwise privileged, the  
4 witness is instructed not to answer the question.

5 MS. BEHDADNIA: Okay. I'm asking about 11:10:21  
6 approval of the accounting statements.

7 MR. STRUBLE: And -- and I'm not going to  
8 let the witness answer a question about whether an  
9 attorney approved accounting statements.

10 BY MS. BEHDADNIA: 11:10:41

11 Q Okay. Mr. Friscia, are you going to listen  
12 to the advice of your counsel?

13 A Yes.

14 Q Okay. What is Jessica Nickel- --  
15 Nickelsberg's role -- excuse me. 11:10:51

16 What was Jessica's role at the time from  
17 when you started until now?

18 MR. STRUBLE: Object to form.

19 And the witness cannot answer the question  
20 to the extent it relates to any attorney-client 11:11:10  
21 communications.

22 If there's anything beyond that, that is  
23 not --

24 MS. BEHDADNIA: I --  
25 (Simultaneous crosstalk.) 11:11:19

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1 MR. STRUBLE: -- related to  
2 attorney-client, then the witness is permitted to  
3 discuss that.

4 THE WITNESS: Jessica is the General  
5 Counsel and Head of Operations. 11:11:30

6 BY MS. BEHDADNIA:

7 Q Okay. So can you please clarify what the  
8 Head of Operations is?

9 A Mostly related to HR.

10 Q Okay. So, to my understanding, 11:11:50  
11 Jessica Nickelsberg had two different roles, both  
12 General Counsel and Head of Operations; is that  
13 correct?

14 A Correct.

15 Q Okay. And what were some of those duties 11:12:06  
16 related to the Operations Division?

17 MR. STRUBLE: Object to form.

18 THE WITNESS: She'd oversee HR, our  
19 payroll --

20 BY MS. BEHDADNIA: 11:12:24

21 Q Okay.

22 A -- system. Certain processes of the  
23 company.

24 Q Okay. And what are those processes?

25 MR. STRUBLE: Object to form. 11:12:40

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1 THE WITNESS: Mostly just around like  
2 payroll and HR stuff. Like, how to set things up,  
3 onboarding employees, certain tax implications for  
4 like payroll tax stuff.

5 BY MS. BEHDADNIA:

11:13:09

6 Q Okay. So beyond those things, is there any  
7 other duties that she has under Operations, that you  
8 were aware of?

9 (Simultaneous crosstalk.)

10 MR. STRUBLE: Object -- object to form.

11:13:18

11 THE WITNESS: No.

12 BY MS. BEHDADNIA:

13 Q Okay. So when you're preparing these  
14 accounting statements, do you have anyone that  
15 oversees your work?

11:13:31

16 MR. STRUBLE: Object to form.

17 And, again, I'm going to caution the  
18 witness that he should not reveal any communications  
19 of a privileged nature.

20 If the answer calls for any privileged  
21 information, that should not be offered.

11:13:43

22 THE WITNESS: No.

23 BY MS. BEHDADNIA:

24 Q Okay. So related to the accounting for the  
25 accounting statement that you prepare, you give the

11:14:00

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1 final approval for these accounting statements?

2 MR. STRUBLE: Object to form.

3 THE WITNESS: Hmm. Yes, but -- yes, but

4 I -- I commu- -- I send them internally before we

5 send them out to the licensor.

11:14:37

6 BY MS. BEHDADNIA:

7 Q Okay. And when you send those internally,

8 is that to your accounting team?

9 A No.

10 Q Okay. Which team do you send them

11:14:44

11 internally to?

12 MR. STRUBLE: And, again, I'm going to

13 instruct the witness:

14 Do not disclose any privileged

15 communications or any communications involving a

11:14:53

16 lawyer related to privileged matter.

17 You can answer the question excluding those

18 communications.

19 THE WITNESS: Hmm. Yeah. I don't think

20 I'm going to answer.

11:15:19

21 BY MS. BEHDADNIA:

22 Q Okay. Do you send these statements to

23 Jessica Nickelsberg under her role as Head of

24 Operations?

25 MR. STRUBLE: Object to form.

11:15:31

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1 THE WITNESS: No.

2 BY MS. BEHDADNIA:

3 Q Okay. So these statements, prior to  
4 sending them to the licensor, are reviewed by  
5 somebody else?

11:15:49

6 MR. STRUBLE: Object to form.

7 And, again, exclude from your answer any  
8 communications, if any, involving a lawyer.

9 Otherwise, if they are individuals other  
10 than lawyers that reviewed those statements, I guess  
11 at any time, you can answer.

11:16:06

12 THE WITNESS: Yes. But they're not really  
13 reviewed.

14 BY MS. BEHDADNIA:

15 Q What do you mean by that?

11:16:26

16 A I mean, they're sent, and there's  
17 individuals at the company that, I guess, yeah,  
18 review it.

19 Q Okay. Can you please elaborate on what --  
20 how they review?

11:16:43

21 A So I send it -- I'll send the statement,  
22 I'll copy my team.

23 This is for all statements.

24 Once myself or the team completes a  
25 statement, we send it out as it's completed.

11:16:56

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1 There's individuals copied on that e-mail.

2 Whether or not they're doing a deep dive  
3 review is up to them. I don't know.

4 Q Okay. And aside from Legal, is there  
5 anyone else that's copied on these e-mails?

11:17:17

6 A Yes.

7 (Simultaneous crosstalk.)

8 MR. STRUBLE: Object to form.

9 BY MS. BEHDADNIA:

10 Q Who is copied on these e-mails?

11:17:25

11 A My team.

12 Q Okay. Can you please name the individuals?

13 A Leo Ulloa and Chelsea Shister.

14 Q Okay. And anyone else?

15 A Tom Quinn.

11:17:39

16 Q Okay.

17 A And Jeff Deutchman.

18 Q Okay. So are there any other individuals,  
19 aside from the ones that you mentioned, that you  
20 normally copy to review?

11:17:52

21 A No.

22 Q Okay. Going back to the paragraph:

23 If someone makes a request pursuant to this  
24 paragraph, what is the typical --

25 (Simultaneous crosstalk.)

11:18:12

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1 MR. STRUBLE: Which paragraph, Counsel?

2 MS. BEHDADNIA: Paragraph Number 7.

3 MR. STRUBLE: Of the acquisition agreement?

4 MS. BEHDADNIA: Yes. That's correct.

5 Q So if someone makes a request pursuant to 11:18:22  
6 paragraph 7 of the acquisition agreement, what is  
7 the process of Neon to handle this request?

8 MR. STRUBLE: The request for what?

9 (Simultaneous crosstalk.)

10 THE WITNESS: Yeah. Which section? 11:18:34

11 BY MS. BEHDADNIA:

12 Q Is there -- let me rephrase.

13 Is there a general system that Neon has  
14 requests -- is there a general system or a process  
15 that Neon has for handling any requests from 11:18:50  
16 licensors?

17 Does -- is it --

18 I'll let you answer the first one.

19 MR. STRUBLE: Object to form.

20 THE WITNESS: Very broad question. So yes. 11:18:58

21 BY MS. BEHDADNIA:

22 Q Okay. So if someone made a request for,  
23 let's say, expenses pursuant to paragraph 7 --

24 Let me quote something --

25 The third party accounting statements 11:19:16

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1 rendered to Neon, for example, on page 11, how are  
2 those requests handled?

3 MR. STRUBLE: I'm going to object to form.  
4 Incomplete hypothetical. Calls for speculation.

5 THE WITNESS: You're asking -- to clarify 11:19:37  
6 the question, you're asking if a licensor made a  
7 request for a -- third-party statements, what would  
8 be the process around that?

9 BY MS. BEHDADNIA:

10 Q That's correct. 11:19:51

11 A Depends on the -- the -- I guess it depends  
12 on the volume of the request.

13 Q Okay. So is there a first person for the  
14 point of contact?

15 MR. STRUBLE: Object to form. 11:20:09

16 THE WITNESS: I don't even -- I don't know  
17 what you mean.

18 BY MS. BEHDADNIA:

19 Q Okay. So if a licensor wanted to make a  
20 request pursuant to this paragraph 7 of the 11:20:18  
21 acquisition agreement, who would they contact at  
22 Neon to make this request?

23 MR. STRUBLE: Object to form.

24 THE WITNESS: They should contact me.

25 BY MS. BEHDADNIA: 11:20:27

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1 Q Okay. And when they contact you, are you  
2 the one who handles the request?

3 MR. STRUBLE: Object to form.

4 THE WITNESS: Specific to your exact  
5 question, and what you said the request would be?

11:20:41

6 Yeah.

7 BY MS. BEHDADNIA:

8 Q Okay. Are you the one who grants the  
9 request?

10 MR. STRUBLE: Object to form. Calls for  
11 speculation.

11:20:52

12 THE WITNESS: Hmm. No.

13 BY MS. BEHDADNIA:

14 Q Okay. Who grants the request?

15 MR. STRUBLE: Object to form.

11:21:09

16 THE WITNESS: I would say if a request came  
17 in, I would confer with my colleagues.

18 BY MS. BEHDADNIA:

19 Q Okay. And which colleagues would you  
20 confer with?

11:21:19

21 MR. STRUBLE: I'm going to caution the  
22 witness that:

23 You should not identify any consultations  
24 with counsel. Exclude those from your answer.

25 Otherwise, you may answer the question.

11:21:30

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1 THE WITNESS: Tom Quinn.

2 BY MS. BEHDADNIA:

3 Q Tom Quinn. Okay.

4 Does Tom Quinn normally have authority to  
5 grant requests relating to accounting?

11:21:41

6 MR. STRUBLE: Object to form.

7 THE WITNESS: Yeah. He's the CEO of the  
8 company.

9 BY MS. BEHDADNIA:

10 Q Okay. And does he normally approve or  
11 deny -- does he -- let me rephrase.

11:21:56

12 Does Tom Quinn normally give the final say  
13 for requests in accounting?

14 MR. STRUBLE: Object to form.

15 THE WITNESS: (Inaudible).

11:22:10

16 BY MS. BEHDADNIA:

17 Q Okay.

18 (Reporter clarification.)

19 THE WITNESS: No.

20 BY MS. BEHDADNIA:

11:22:15

21 Q Okay. So who normally gives the final  
22 approval for requests for accounting?

23 MR. STRUBLE: Object to form. And vague  
24 and ambiguous as to "requests for accounting."

25 THE WITNESS: If you're -- are you just

11:22:27

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1 referring to the same thing, the requests from a  
2 licensor for --

3 BY MS. BEHDADNIA:

4 Q That's correct, a request from a licensor.

5 A -- for the detail, like third-party 11:22:43  
6 statement detail? Is that what we're still talking  
7 about?

8 Q Yeah. We'll use that as an example.

9 A It would be myself and Tom Quinn together.

10 Q Okay. So just to go back again to your 11:22:53  
11 involvement:

12 Is there anything else aside from you  
13 creating these statements, understanding the audit  
14 provision, and handling the requests that you  
15 participate in with this paragraph? 11:23:13

16 MR. STRUBLE: Object to form.

17 THE WITNESS: I participate with the entire  
18 paragraph.

19 BY MS. BEHDADNIA:

20 Q Okay. Can you explain to me what a 11:23:23  
21 collection account is?

22 A Yeah --

23 (Simultaneous crosstalk.)

24 THE WITNESS: Sorry.

25 MR. STRUBLE: Sorry. 11:23:30

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1	Go ahead.	
2	(Simultaneous crosstalk.)	
3	THE WITNESS: Sorry, Cory. I missed what	
4	you said.	
5	MR. STRUBLE: I said object to form.	11:23:39
6	THE WITNESS: Okay.	
7	Collection accounts of third party,	
8	basically a bank account that's managed by a third	
9	party for purposes of -- there's many different	
10	participants that have an entitlement for monies	11:23:48
11	received.	
12	So you can kind of think of it -- we call	
13	it a waterfall.	
14	So monies are paid to this collection	
15	account. It's managed by a third party.	11:23:58
16	Usually the company is called Vintage or	
17	Freeway (phonetic).	
18	In this case, I believe it was Vintage.	
19	They'll open up a bank account. They'll	
20	have control over it. And per the collection	11:24:05
21	account management agreement, they'll disburse the	
22	funds that are received in accordance with the	
23	waterfall that's in the collection account	
24	management agreement.	
25	BY MS. BEHDADNIA:	11:24:17

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1 Q Okay. And so would this collection account  
2 be the breakdown that is on -- the percentage of the  
3 receipts that you're -- that you just stated that is  
4 allocated in this collection account, is that the  
5 same as the breakdown that is on the accounting  
6 statements?

11:24:33

7 MR. STRUBLE: Object to form.

8 THE WITNESS: No.

9 BY MS. BEHDADNIA:

10 Q All right. Can you explain the difference  
11 and the breakdown for the collection account, versus  
12 the accounting statement?

11:24:40

13 A The accounting statement is --  
14 (Simultaneous crosstalk.)

15 THE WITNESS: Sorry.

11:24:46

16 MR. STRUBLE: Object to form.

17 THE WITNESS: The accounting statement  
18 within Neon is specific to Neon's distribution. Any  
19 entitlement that would be payable to the licensor  
20 per that statement would be directed to the  
21 collection account.

11:24:59

22 Now, within the collection account is  
23 really like the financing of the film.

24 So, you know, if there's other  
25 participants, sales fees, things like that, the

11:25:11

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1 international agents take expenses that may have  
2 been incurred that -- you know, Alan's recouping, or  
3 other producers have a percent of revenues through  
4 the revenue for the film, how that is distributed.

5 Neon is specific to the distribution of the  
6 film in Neon's territory.

11:25:29

7 So monies would be paid to the collection  
8 account, and then from there, it's disbursed however  
9 it's supposed to be disbursed.

10 BY MS. BEHDADNIA:

11:25:42

11 Q Okay. And the accounting statement that  
12 reflects this, I mean that you said the license --  
13 you know, it's distributed to the licensor  
14 specific- -- specifically, is that allocation the  
15 waterfall?

11:25:56

16 MR. STRUBLE: Object to form.

17 THE WITNESS: Are you talking about the  
18 collection account statement?

19 BY MS. BEHDADNIA:

20 Q I am talking about the accounting  
21 statements.

11:26:04

22 A That Neon issues?

23 Q Yes.

24 A Yeah. That would be like in accordance  
25 with the waterfall that's within this acquisition

11:26:11

1 agreement.

2 Q Okay. And in your expertise, what is a  
3 standard waterfall?

4 MR. STRUBLE: Object -- object to form.

5 THE WITNESS: A standard waterfall for  
6 domestic distribution?

7 BY MS. BEHDADNIA:

8 Q Yes.

9 A A standard waterfall for domestic  
10 distribution, you would just --

11 In terms of Neon's normal course of  
12 business?

13 Q Yes, in terms of Neon's course of business,  
14 the method that -- of distribution, what is a  
15 standard waterfall?

16 A A standard waterfall would be [REDACTED]  
17 [REDACTED]  
18 [REDACTED]  
19 [REDACTED]  
20 [REDACTED]  
21 [REDACTED]  
22 [REDACTED]  
23 [REDACTED]  
24 [REDACTED]  
25 [REDACTED]

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1 Q Okay. And when you talk about recoupment,  
2 when does the filmmaker normally recoup its expenses  
3 in the waterfall?

4 MR. STRUBLE: Object to form.

5 THE WITNESS: That's -- I'd say on a lot of 11:27:40  
6 films, it never recoups.

7 BY MS. BEHDADNIA:

8 Q Okay. In the waterfall breakdown, where --  
9 in what order is the filmmaker's expenses listed,  
10 and related to the distributor's expenses? 11:27:58

11 MR. STRUBLE: Object to form.

12 THE WITNESS: I don't understand that  
13 question.

14 (Simultaneous crosstalk.)

15 BY MS. BEHDADNIA: 11:28:06

16 Q All right. Let me -- let me rephrase the  
17 question:

18 Does the distributor recoup their expenses  
19 prior to the filmmaker?

20 MR. STRUBLE: Object to form. 11:28:14

21 (Simultaneous crosstalk.)

22 THE WITNESS: I don't know -- I have no --  
23 no idea what you're talking about in reference to  
24 filmmaker expenses.

25 BY MS. BEHDADNIA: 11:28:22

1 Q Okay. In a standard waterfall in domestic  
2 distribution at Neon.

3 A Uh-huh.

4 Q Do you understand where we are currently?

5 A Yeah.

6 Q Okay. You said that, [REDACTED]

7 [REDACTED]

8 [REDACTED]

9 is that correct?

10 A First, cash comes in.

11 Q Okay.

12 A [REDACTED]

13 [REDACTED]

14 [REDACTED]

15 [REDACTED]

16 Q Okay.

17 A [REDACTED]

18 [REDACTED]

19 [REDACTED]

20 Q Okay.

21 A [REDACTED]

22 Q Okay.

23 A [REDACTED]

24 [REDACTED]

25 Q Okay.

1 A [REDACTED]

2 Q Okay.

3 A [REDACTED]

4 [REDACTED]

5 [REDACTED]

6 [REDACTED]

7 [REDACTED]

8 Q Okay. So my question before really goes  
9 to:

10 Is there a category for filmmakers for the  
11 producer to recoup their expenses?

12 A They --  
13 (Simultaneous crosstalk.)

14 MR. STRUBLE: Wait. Hold on.  
15 Object to form.

16 THE WITNESS: If a producer -- that would  
17 happen in the collection account waterfall.

18 So all those producer expenses -- like I'm  
19 pretty sure I'm remembering Alan had a hefty amount  
20 of expenses he recouped -- that happened in the  
21 collection account waterfall.

22 BY MS. BEHDADNIA:

23 Q Okay. And so how does that happ- -- I  
24 mean, where is that in the -- in the order of what  
25 you just stated in the standard waterfall?

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1                   When -- when does the producer recoup their  
2 expenses?

3                   MR. STRUBLE: Object to form.

4                   (Simultaneous crosstalk.)

5                   MR. STRUBLE: And lacks foundation. 11:30:23

6                   THE WITNESS: Yeah. It's a completely  
7 different thing.

8                   We're not even -- we're not party -- Neon  
9 is not party to the collection account agreement.

10 BY MS. BEHDADNIA: 11:30:33

11           Q       Okay.

12           A       I don't remember what exactly the waterfall  
13 is in the collection account agreement.

14           Q       Okay. But from your understanding, for a  
15 standard waterfall, when does the licensor collect 11:30:42  
16 their expenses?

17           MR. STRUBLE: Objection to form. Lacks  
18 foundation.

19           THE WITNESS: Usually within a CAMA.

20           I mean, it could be -- it's going to be 11:31:04  
21 different, but I would make -- I would -- if I were  
22 the producer in the collection account agreement,  
23 usually like there's an ex- -- there's an expense  
24 tier sometimes after the financiers have recouped.

25           It just depen- -- I mean, it's different on 11:31:23

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1 every film.

2 BY MS. BEHDADNIA:

3 Q Okay. And when do -- in a standard film in  
4 domestic distribution -- distribution in Neon -- do  
5 the financiers -- financiers normally recoup?

11:31:32

6 A Again, this is not --

7 (Simultaneous crosstalk.)

8 MR. STRUBLE: Wait. Hold on. Hold on.

9 Objection to form.

10 You said, "financiers"?

11:31:40

11 MS. BEHDADNIA: Yeah.

12 MR. STRUBLE: Vague and ambiguous. Lacks  
13 foundation.

14 THE WITNESS: Yeah. I don't know. It has  
15 nothing to do with Neon's waterfall.

11:31:50

16 BY MS. BEHDADNIA:

17 Q Okay. And Neon's standard waterfall or  
18 (inaudible) --

19 MR. STRUBLE: Objection to form.

20 (Reporter clarification.)

11:31:57

21 MS. BEHDADNIA: Oh, yeah.

22 In Neon's standard waterfall or in Neon's  
23 waterfall of Amazing Grace?

24 MR. STRUBLE: Objection to form.

25 THE WITNESS: Both.

11:32:14

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1 BY MS. BEHDADNIA:

2 Q Okay.

3 A We don't have any incite into the financing  
4 of the film.

5 Q Okay. In terms of the accounting  
6 statement, though, when does --

11:32:22

7 Is the filmmaker's expenses normally  
8 allocated on the accounting statement?

9 Is it normally represented on the  
10 accounting statement?

11:32:46

11 (Simultaneous crosstalk.)

12 THE WITNESS: Again, you've asked this  
13 question.

14 The filmmaker expenses would in their  
15 separate financing waterfall, which would be in the  
16 collection account --

11:32:51

17 BY MS. BEHDADNIA:

18 Q Okay.

19 A -- agreement for waterfall.

20 Q And who --

11:32:55

21 (Simultaneous crosstalk.)

22 MR. STRUBLE: Hold on.

23 And please note my objection to form, which  
24 I'm not sure was caught.

25 Thank you.

11:32:59

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1 BY MS. BEHDADNIA:

2 Q Okay. And who sets these collection  
3 accounts up?

4 MR. STRUBLE: Objection to form.

5 THE WITNESS: The rights holder, the  
6 producer of the film.

11:33:06

7 BY MS. BEHDADNIA:

8 Q Okay. Do you know who set the collection  
9 account up in paragraph 7 of this acquisition  
10 agreement?

11:33:18

11 A Probably this -- (inaudible) --

12 Q Okay.

13 (Reporter clarification.)

14 THE WITNESS: Alan Elliott's team or him  
15 himself.

11:33:38

16 BY MS. BEHDADNIA:

17 Q Okay. And do you know anyone that  
18 suggested this collection account?

19 MR. STRUBLE: Objection --

20 (Simultaneous crosstalk.)

11:33:45

21 MR. STRUBLE: Objection to form.

22 THE WITNESS: Sometimes in -- I don't  
23 recall, but I might have recommended to use Vintage.

24 BY MS. BEHDADNIA:

25 Q Okay. So if you might have recommended to

11:34:03

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1 use Vintage, were you involved, then, in making a  
2 suggestion for this agreement?

3 MR. STRUBLE: I'm sorry --

4 THE WITNESS: No.

5 MR. STRUBLE: Objection to form.

11:34:19

6 And, Mr. Friscia, please just give me a  
7 moment to object. I'm sorry.

8 THE WITNESS: Yeah.

9 BY MS. BEHDADNIA:

10 Q Okay. You stated that you might have  
11 suggested the collection account to Alan; is that  
12 true?

11:34:28

13 A Yeah.

14 Q Okay. And is this the collection account  
15 that is currently written in paragraph 7 of the  
16 acquisition agreement?

11:34:40

17 MR. STRUBLE: Object to form.

18 THE WITNESS: Yes, I believe so.

19 BY MS. BEHDADNIA:

20 Q Okay. And so did you ever see this  
21 paragraph while you were suggesting which collection  
22 account to go with?

11:34:50

23 A No.

24 (Simultaneous crosstalk.)

25 MR. STRUBLE: Object to form.

11:35:04

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1 BY MS. BEHDADNIA:

2 Q Okay. Did you make any other  
3 recommendations?

4 MR. STRUBLE: Object to form.

5 THE WITNESS: In rela- -- in relation to 11:35:16  
6 what?

7 BY MS. BEHDADNIA:

8 Q Did you make any other recommendations to  
9 Alan with regards to the accounting in this  
10 agreement? 11:35:28

11 MR. STRUBLE: Object to form.

12 THE WITNESS: No.

13 BY MS. BEHDADNIA:

14 Q Okay. Did you make any recommendations to  
15 Alan with regards to accounting in any CAMA 11:35:35  
16 agreement?

17 A Hmm.

18 MR. STRUBLE: Objection to form.

19 THE WITNESS: I assisted Alan setting up  
20 his waterfall within the collection agreement. 11:35:48

21 BY MS. BEHDADNIA:

22 Q Okay. And when you assisted Alan with the  
23 waterfall, is this the waterfall -- the domestic  
24 waterfall, or is this the international waterfall?

25 A This is the financing waterfall. 11:36:03

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1 Q Okay. And you're saying that the financing  
2 waterfall is cumulative of both international and  
3 domestic?

4 MR. STRUBLE: Objection to form.

5 BY MS. BEHDADNIA:

11:36:15

6 Q If I'm understanding correctly.

7 A The financing waterfall would break down  
8 how both domestic and international receipts -- no,  
9 sorry -- domestic and international entitlements  
10 would be paid to the stakeholders within the film.

11:36:35

11 Q Okay. Now, did -- to your knowledge, while  
12 you were at Endeavor Content, slash,  
13 Jellyfish Bloom, did Alan make any of these requests  
14 to Neon --

15 (Simultaneous crosstalk.)

11:37:00

16 BY MS. BEHDADNIA:

17 Q -- in paragraph 7 of the acquisition  
18 agreement?

19 MR. STRUBLE: Objection to form.

20 THE WITNESS: I don't recall.

11:37:09

21 BY MS. BEHDADNIA:

22 Q Okay. But you assisted with helping him  
23 with the waterfall?

24 A But to clarify, it has absolutely nothing  
25 to do with Neon. It's the financier's waterfall.

11:37:20

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1 Q Okay.

2 A It has nothing to do with Neon. It has  
3 nothing to do with Neon's agreement.

4 Q Okay. Now I'm going to switch --

5 One last question:

11:37:44

6 Has Neon ever received accounting requests  
7 aside from Alan Elliott?

8 MR. STRUBLE: You mean relating to

9 "Amazing Grace" or you mean to other films?

10 MS. BEHDADNIA: I'm going to start with

11:38:03

11 "Amazing Grace."

12 MR. STRUBLE: Okay.

13 Object to form.

14 But the witness may answer.

15 THE WITNESS: Hmm. Yeah.

11:38:13

16 BY MS. BEHDADNIA:

17 Q Okay. When did he first start requesting?

18 MR. STRUBLE: Object to form.

19 THE WITNESS: My recollection is there was

20 a request made to -- they sent -- Alan's team and

11:38:33

21 Alan, I guess, sent through some questions about the

22 accounting statement. I think that was like Q1

23 2021.

24 BY MS. BEHDADNIA:

25 Q 2021.

11:38:53

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1           Okay. So, to your knowledge, the first  
2 time that Alan requested anything related to  
3 accounting was around Q1 2021?

4           MR. STRUBLE: Objection to form.  
5 Mischaracterizes testimony.

11:39:02

6 BY MS. BEHDADNIA:

7           Q You may answer.

8           A Yeah. I mean, that's the first time I was  
9 involved in their request.

10          Q Okay. And so when you received this  
11 request, did you consult any other individuals?

11:39:23

12          MR. STRUBLE: Excuse me.

13          Object to form.

14          And, again, instruction as to privilege:

15          Do not reveal any consultations with  
16 counsel, if any.

11:39:36

17          But you may respond as to consultations  
18 with other individuals.

19          THE WITNESS: Yes.

20          (Simultaneous crosstalk.)

11:39:52

21          MR. STRUBLE: And let me further caution  
22 you that:

23          If you consulted with other individuals in  
24 the presence of counsel, that is also information  
25 that is not to be disclosed.

11:40:01

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1           You consulted with individuals outside of  
2     the presence of counsel, and not pursuant to  
3     requests for legal advice, then you may disclose  
4     those individuals.

5           THE WITNESS: Yes, is the answer to my -- 11:40:17  
6     BY MS. BEHDADNIA:

7           Q     All right. And who are those individuals?

8           A     Isn't that a question for the Marketing  
9     team in response to the request -- to the questions?

10          Q     Okay. And who is in the Marketing team? 11:40:27

11          A     I believe it was -- hmm. I believe it was  
12     Christian Parkes.

13          Q     Okay. Anyone else?

14          A     Well, that was the only person I spoke to.

15          Q     Okay. And did this request include 11:41:00  
16     third-party accounting statements?

17          MR. STRUBLE: Object to form.

18          THE WITNESS: No, I don't believe so. I  
19     believe it was a list of questions.

20     BY MS. BEHDADNIA: 11:41:17

21          Q     Okay. Has Alan Elliott ever requested  
22     expenses related to the film?

23          MR. STRUBLE: Object to form.

24          THE WITNESS: Yes.

25     BY MS. BEHDADNIA: 11:41:26

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1 Q Okay. And about what time did he make  
2 those requests?

3 A I believe it was all within the same  
4 request --

5 Q Okay.

11:41:38

6 A -- because the question is related to  
7 expenses.

8 Q Okay. Did you provide any responses to  
9 those requests?

10 A Yes. We had a phone call, and we went  
11 through the answers to their questions.

11:41:48

12 Q Okay. And this phone call was with who?

13 A For Neon, myself and Tom Quinn; and Alan's  
14 team. Alan was not present. I don't remember their  
15 names.

11:42:15

16 Q Okay. And were expenses provided at that  
17 time according to the request?

18 MR. STRUBLE: Object to form.

19 THE WITNESS: We answered the questions  
20 that they -- they sent to us, yes.

11:42:28

21 BY MS. BEHDADNIA:

22 Q Okay. I'm going to switch over.

23 I'm going to put an exhibit in the box.

24 Give me a moment, please.

25 (Pause in proceedings.)

11:42:41

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1 BY MS. BEHDADNIA:

2 Q I'm going to switch to some of these  
3 expenses.

4 I have just put an Excel sheet in the chat.  
5 Please let me know once everyone has it  
6 opened up.

11:43:22

7 (Exhibits 4 and 5 were marked for  
8 identification.)

9 (Pause in proceedings.)

10 THE WITNESS: I'm not able to open it.

11:44:02

11 BY MS. BEHDADNIA:

12 Q It's not opening?

13 Okay. Let me try resending it.

14 MS. BEHDADNIA: Counsel, were you able to  
15 open the document?

11:44:29

16 MR. STRUBLE: I am.

17 MS. BEHDADNIA: Okay. So let me try  
18 this --

19 THE WITNESS: So it's a tech thing. Should  
20 we go off the record?

11:44:43

21 MS. BEHDADNIA: Yeah. Let's go off the  
22 record.

23 THE VIDEOGRAPHER: We are now going off the  
24 record.

25 And the time is 11:44 a.m.

11:44:48

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1 (Recess.)

2 MS. BEHDADNIA: Okay. So --

3 THE VIDEOGRAPHER: We are now going back on  
4 the record.

5 And the time is 11:52 a.m.

11:52:28

6 MS. BEHDADNIA: Thank you.

7 Q So I'm going to share my screen.

8 And let me know if you guys can see it.

9 Can you see my screen?

10 A Yes.

11:52:46

11 Q Okay. Can you -- is it small, or do I need  
12 to enlarge it?

13 A Oh, it's fine for me.

14 Q Okay. Perfect.

15 So this was Bates Stamped 1211. Entitled

11:52:55

16 "Amazing Grace Expenses 3Q 2022 Statement."

17 Are you familiar with this document?

18 A Yes.

19 Q Okay.

20 MS. BEHDADNIA: And, I'm sorry.

11:53:17

21 Madam Court Reporter, I believe we are  
22 going to mark this as Exhibit 4 for the record, if  
23 I'm correct.

24 Q Okay. So is this the final expenses  
25 statement for quarter 3 2022?

11:53:37

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1 MR. STRUBLE: Object to form.

2 THE WITNESS: Yes. This is the detail of  
3 the expenses --

4 BY MS. BEHDADNIA:

5 Q Okay.

11:53:50

6 A -- as of that date.

7 Q Okay. And I just want to go through some  
8 of these and ask you a couple questions.

9 So was this sheet exported from a software?

10 A Yes.

11:54:03

11 Q Okay. And which software is that?

12 A Sage Intacct.

13 Q Okay. So all of these expenses are  
14 imported into Sage Impact [sic], and then they're  
15 exported as this Excel; is that correct?

11:54:17

16 (Simultaneous crosstalk.)

17 (Reporter clarification.)

18 MS. BEHDADNIA: Me or the opposing counsel?

19 (Reporter clarification.)

20 MR. STRUBLE: It was object to form.

11:54:35

21 THE WITNESS: Yes.

22 BY MS. BEHDADNIA:

23 Q Okay. So at any point in time, did Neon  
24 create its own Excel sheet without the use of a  
25 software?

11:54:59

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1 MR. STRUBLE: Object to form.

2 THE WITNESS: No.

3 BY MS. BEHDADNIA:

4 Q Okay. Do these Excel sheets normally have  
5 additional information aside from vendor, pay date,  
6 general ledger account, category, and amount?

11:55:09

7 MR. STRUBLE: Object to form.

8 THE WITNESS: This particular report that  
9 we use? No.

10 BY MS. BEHDADNIA:

11:55:26

11 Q Okay. What about other Excel sheets, then,  
12 that you normally use?

13 MR. STRUBLE: Object to form.

14 THE WITNESS: Well, they would be a  
15 different output.

11:55:39

16 But as it relates to expenses, this would  
17 be the output.

18 BY MS. BEHDADNIA:

19 Q Okay. So do you ever put in the date that  
20 the -- for example, for the ex- -- expense -- I'm  
21 just going to use this as an example --  
22 Third Digital, Inc., when it was -- when the invoice  
23 was incurred?

11:55:50

24 A Well, there's a difference between when it  
25 was incurred and paid, so --

11:56:05

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1 Q Okay.

2 (Simultaneous crosstalk.)

3 THE WITNESS: So I don't know what you're  
4 asking.

5 BY MS. BEHDADNIA:

11:56:09

6 Q All right. So do you normally put this  
7 difference in an Excel sheet?

8 MR. STRUBLE: Object to form.

9 THE WITNESS: What difference?

10 BY MS. BEHDADNIA:

11:56:18

11 Q Do you normally have an invoice date and a  
12 paid date in your Excel sheets?

13 MR. STRUBLE: Object to form.

14 THE WITNESS: No.

15 BY MS. BEHDADNIA:

11:56:26

16 Q Okay. So when you charge interest to the  
17 film, is it from the date that you've paid or from  
18 the date that it was invoiced?

19 A The date that it was paid.

20 Q From the date that it was paid.

11:56:43

21 Okay.

22 A And, actually, we usually just do it from  
23 the end of the period.

24 Q Okay. So you charge interest from the end  
25 of the period?

11:56:56

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1 A So, for example, Third Digital paid on  
2 7/23/19.

3 Q Uh-huh.

4 A So we'll actually only start charging  
5 interest from the end of Q3, September.

11:57:07

6 It's just easier. It's for the benefit of  
7 the licensor. It's less interest for them. It's  
8 easier for us to track across all their films, and  
9 it's not material enough to worry about.

10 Q All right. And do you -- how do you  
11 allocate this interest normally?

11:57:21

12 A Run a calculation based on whatever the  
13 agreement says the interest charge is.

14 Q Okay. So just to go through a few of these  
15 charges.

11:57:36

16 I want to start with -- let's see here.

17 Do you see all of these Commercial [sic]  
18 Bank cards?

19 A Yes.

20 MR. STRUBLE: And, for the record, it's  
21 Commerce Bank.

11:58:06

22 BY MS. BEHDADNIA:

23 Q Commerce Bank commercial cards?

24 A Yes.

25 Q Okay. Can you -- do you have a process for

11:58:11

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1 how you normally charge to your credit cards?

2 A Charge to the cards?

3 Q Yeah. For example, for all of these  
4 charges, does one person make the charge? Is the --  
5 I'll start with that.

11:58:30

6 A That would --

7 MR. STRUBLE: Object to form.

8 (Simultaneous crosstalk.)

9 THE WITNESS: Sorry.

10 MR. STRUBLE: Object to form.

11:58:34

11 Go ahead.

12 THE WITNESS: It could be multiple people.

13 BY MS. BEHDADNIA:

14 Q Okay. So multiple people would make these  
15 charges?

11:58:43

16 MR. STRUBLE: Object to form.

17 THE WITNESS: Correct.

18 BY MS. BEHDADNIA:

19 Q Okay. And how do you allocate these  
20 charges to the film?

11:58:51

21 MR. STRUBLE: Object to form.

22 THE WITNESS: Per the coding of the credit  
23 card expenses that's submitted to Finance.

24 BY MS. BEHDADNIA:

25 Q Okay. And how are they submitted to

11:59:03

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1 Finance? By whom?

2 A Well, currently, we have an expense  
3 software called Nexonia.

4 Q Okay.

5 A And everybody -- the employee's credit card 11:59:20  
6 is linked to that system through the credit card  
7 website.

8 So an employee would login to Nexonia, open  
9 up their expenses that are appearing from their  
10 credit card, and they would go through and code 11:59:40  
11 those --

12 Q Okay.

13 A -- based on general ledger account, film.

14 Q Okay. And when did you start using  
15 Nexonia? 11:59:54

16 (Simultaneous crosstalk.)

17 MR. STRUBLE: Objection. Form.

18 THE WITNESS: January 2021.

19 BY MS. BEHDADNIA:

20 Q Okay. And what were you using before? 11:59:59

21 A There was no --

22 (Simultaneous crosstalk.)

23 MR. STRUBLE: Sorry. Are you referring to

24 Neon?

25 You said -- 12:00:06

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1 (Simultaneous crosstalk.)

2 MS. BEHDADNIA: Yes, I'm referring to Neon.

3 MR. STRUBLE: Okay. Object to form.

4 THE WITNESS: Prior, there just was no

5 system. It was done in Excel.

12:00:16

6 BY MS. BEHDADNIA:

7 Q Okay. So prior to Nexonia, Neon used Excel

8 sheets to input these charges related to the

9 employees?

10 MR. STRUBLE: Object to form.

12:00:30

11 THE WITNESS: Yeah. Same process I

12 described for Nexonia: Just instead of a system, it

13 was done --

14 BY MS. BEHDADNIA:

15 Q Okay.

12:00:38

16 A -- on a spreadsheet.

17 Q So does each employee have their own

18 commercial card with Neon?

19 A No, not every employee.

20 Q Okay. The employees that had a commercial

12:00:49

21 card, who are they?

22 MR. STRUBLE: Object to form.

23 THE WITNESS: You want their names?

24 BY MS. BEHDADNIA:

25 Q Yes.

12:00:59

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1 A I believe if you pull up -- well, I believe  
2 it's on the credit card.

3 Q Okay. So --

4 A The report we provided and the statements.

5 Q Okay. So each statement has the name of 12:01:22  
6 the individual you are saying --

7 A Yeah.

8 Q -- that the card belongs to?

9 Okay. And when they -- when the employees  
10 submitted these Excel sheets or reports to allocate, 12:01:35  
11 you know, their charges to the film, do they provide  
12 receipts of their charges?

13 A What time period are you referring to?

14 Q I'm going to start with the time period  
15 from the date of the execution of the acquisition 12:01:52  
16 agreement, which is effective as of December 6th,  
17 2018, until the day of your employment, in  
18 June 2020.

19 A For some expenses, yes.

20 Q Okay. So not all expenses had a receipt 12:02:15  
21 that went with it?

22 A For the credit cards, yes.

23 Q Okay. And what about after your -- your  
24 employment started from June 2020, to the present?

25 MR. STRUBLE: Object to form. 12:02:37

1 THE WITNESS: Yeah. Shortly after --  
2 shortly after my employment, not like, you know, the  
3 day, some -- same, some of the credit card receipts  
4 were provided.

5 BY MS. BEHDADNIA:

12:02:52

6 Q Okay. So an employee has a credit card,  
7 they charge them to the film, and they submit to you  
8 or the previous person at the time -- whether it was  
9 Jim or if it was Jeff -- their sheet of what the  
10 charge was and what the allocation was?

12:03:09

11 MR. STRUBLE: Object to form.

12 THE WITNESS: Correct.

13 BY MS. BEHDADNIA:

14 Q Okay.

15 A And it wouldn't be Jeff. It would just be  
16 Jim.

12:03:16

17 Q Okay. So they would submit their  
18 reimbursement sheets to Jim?

19 A Correct.

20 Q Okay. And you're saying not all the time  
21 did they provide the receipts for them?

12:03:24

22 MR. STRUBLE: Object to form.

23 THE WITNESS: Correct.

24 BY MS. BEHDADNIA:

25 Q Okay. And how did you know that those

12:03:34

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1 charges were related to the film from --

2 (Simultaneous crosstalk.)

3 MR. STRUBLE: Object to form.

4 BY MS. BEHDADNIA:

5 Q -- 2018 to June 2020?

12:03:43

6 A That (inaudible) submitted was --

7 (Reporter clarification.)

8 THE WITNESS: Oh. Me?

9 (Reporter clarification.)

10 THE WITNESS: The expense report submitted

12:03:59

11 identified the appropriate films in which the

12 expenses related to.

13 BY MS. BEHDADNIA:

14 Q Okay. And that was created by the  
15 employee?

12:04:09

16 A Created by the employee and approved by  
17 their manager.

18 Q Okay. And the manager that normally  
19 approved it was Jim?

20 A No.

12:04:18

21 (Simultaneous crosstalk.)

22 MR. STRUBLE: Object to form.

23 (Simultaneous crosstalk.)

24 BY MS. BEHDADNIA:

25 Q Okay.

12:04:22

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1           A       The manager would be whoever their  
2 department head was.

3           Q       Okay. Does the department head normally  
4 approve the charges after they were incurred or  
5 before?

12:04:33

6                   MR. STRUBLE: Object to form.

7                   THE WITNESS: Before.

8 BY MS. BEHDADNIA:

9           Q       Okay. And do these charges -- are they  
10 mixed in with other films, or they individually  
11 charged to the film when they are charged?

12:04:42

12                   MR. STRUBLE: Objection to form.

13                   THE WITNESS: The vast majority of them  
14 would be individually charged to the film.

15 BY MS. BEHDADNIA:

12:04:57

16           Q       Okay. And so in the -- in the ones that  
17 include other films as well, how do you allocate the  
18 charges?

19                   MR. STRUBLE: Object to form.

20                   THE WITNESS: We allocate it per the  
21 language of the acquisition agreement.

12:05:08

22 BY MS. BEHDADNIA:

23           Q       Okay. And my question is:

24                   If there is a charge, let's say -- I'm  
25 going to use this as an example:

12:05:23

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1 Commercial Bank credit card -- Comm- --  
2 Commerce Bank commercial card, and this included --  
3 this charge on the statement included other films,  
4 how did you allocate the charge and determine how  
5 much the film got charged within that?

12:05:43

6 MR. STRUBLE: Objection to form. Asked and  
7 answered. It appears to call for a hypothetical.

8 You may answer.

9 THE WITNESS: It would be based on the part  
10 of the service provided.

12:06:01

11 BY MS. BEHDADNIA:

12 Q Okay. And is there a sheet that delineates  
13 what each service was for each charge?

14 MR. STRUBLE: Object to form.

15 THE WITNESS: Yes.

12:06:23

16 BY MS. BEHDADNIA:

17 Q Okay. And what sheet is that?

18 A The one we're looking at right now --

19 Q Okay.

20 A -- and the expense coding sheets.

12:06:32

21 Q Expense coding sheets.

22 Is the expense coding sheet different from  
23 this sheet?

24 A Yeah. The credit card breakdown.

25 Q Okay. The credit card breakdown, what --

12:06:47

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1 can you please describe that sheet to me?

2 A Yeah. You guys have it, I think.

3 It's -- it looks like this, basically.

4 Q And it's just of a credit card breakdown?

5 A Yeah.

12:07:04

6 Q Okay. So when you have an employee that  
7 charges "X" amount to the film, the allocation for  
8 the charge for the specific film is based on the  
9 service that the employee was doing?

10 A Not that the --

12:07:28

11 (Simultaneous crosstalk.)

12 MR. STRUBLE: Wait. Wait. Hold on.

13 Sorry --

14 BY MS. BEHDADNIA:

15 Q I'm talking about Commerce Bank comm- --  
16 commercial cards charges by employees.

12:07:32

17 MR. STRUBLE: I'm going to object to form.

18 THE WITNESS: The vendors engaged to  
19 perform a service related to a film, if that charge  
20 is then paid for via credit card, the employee would  
21 code that charge to the film in which the service  
22 relates.

12:07:56

23 BY MS. BEHDADNIA:

24 Q Okay. So did you pay vendors by credit  
25 card?

12:08:10

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1 MR. STRUBLE: Object to form.

2 THE WITNESS: Yes.

3 BY MS. BEHDADNIA:

4 Q Okay. How often were you paying vendors by  
5 credit card?

12:08:18

6 MR. STRUBLE: Object to form.

7 THE WITNESS: In terms of monetary value in  
8 relation to total expenses, very rarely.

9 BY MS. BEHDADNIA:

10 Q Okay. How does Neon normally pay these  
11 expenses?

12:08:37

12 A Distribution expenses?

13 Q That's correct.

14 MR. STRUBLE: Objection to form.

15 THE WITNESS: Neon normally pays  
16 distribution expenses by wire or ACH or credit card.

12:08:46

17 BY MS. BEHDADNIA:

18 Q Okay. Is there any other form that Neon  
19 normally pays its distribution expenses?

20 MR. STRUBLE: Object to form.

12:09:01

21 THE WITNESS: The very rare occasion, we'll  
22 issue a check.

23 BY MS. BEHDADNIA:

24 Q Okay. And aside from check, ACH, wire, and  
25 credit card, is there any other way that Neon pays

12:09:15

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1 its distribution expenses?

2 MR. STRUBLE: Objection to form.

3 THE WITNESS: No.

4 BY MS. BEHDADNIA:

5 Q Okay. Has Neon ever paid cash for -- to 12:09:24  
6 pay its distribution expenses?

7 MR. STRUBLE: Objection to the form. Asked  
8 and answered.

9 THE WITNESS: No.

10 BY MS. BEHDADNIA: 12:09:38

11 Q Okay.

12 A Not that I recall.

13 Q Okay. I'm just going to highlight a few  
14 charges here.

15 So do you see these charges for 12:10:00  
16 Emily Thomas?

17 A Yes.

18 Q Okay. Who is Emily Thomas?

19 A Emily Thomas is a person.

20 Q Okay. What does she do? 12:10:18

21 MR. STRUBLE: Object to form.

22 THE WITNESS: Currently she works for Neon.

23 BY MS. BEHDADNIA:

24 Q Okay. What is her title at Neon?

25 A Hmm. You're talking about currently? 12:10:29

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1 Q Yeah. What is her present day title?

2 A I believe it's Executive Vice President,  
3 Business Affairs.

4 Q Okay. And when did Emily Thomas start this  
5 role?

12:10:44

6 A I don't recall exactly, but maybe  
7 January 2022.

8 Q Okay. And was Emily Thomas involved at all  
9 before January 2022?

10 MR. STRUBLE: Objection to form.

12:11:17

11 THE WITNESS: Yes.

12 BY MS. BEHDADNIA:

13 Q Okay. And what was her involvement?

14 A In Neon's distribution?

15 Q In Neon's distribution for purposes of  
16 (inaudible)?

12:11:29

17 MR. STRUBLE: Wait.

18 (Reporter clarification.)

19 BY MS. BEHDADNIA:

20 Q Okay. I will -- let me rephrase:

12:11:38

21 Prior to January 2022, at Neon, did Emily  
22 Thomas have any involvement?

23 MR. STRUBLE: Objection to form.

24 Involvement with what?

25 MS. BEHDADNIA: With Neon.

12:11:53

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1 MR. STRUBLE: Okay. So objection to form.  
2 Vague and ambiguous.

3 THE WITNESS: Yes.

4 BY MS. BEHDADNIA:

5 Q Okay. And what was her involvement at Neon 12:12:02  
6 prior to January 2022?

7 MR. STRUBLE: And, Counsel --  
8 Objection to form.

9 But also, Mr. Friscia, to the extent  
10 Ms. Thomas rendered any legal services or provided 12:12:20  
11 any communications of a legal nature, do not include  
12 those in any answer to that question.

13 THE WITNESS: Hmm. Yeah, I can't answer  
14 that question.

15 BY MS. BEHDADNIA: 12:12:39

16 Q Okay. So you can't answer whether  
17 Emily Thomas had any role at Neon prior to  
18 January 2022?

19 MR. STRUBLE: Objection to form.

20 THE WITNESS: Incorrect. I answered that 12:12:59  
21 question with a yes.

22 BY MS. BEHDADNIA:

23 Q Okay. What is that role?

24 MR. STRUBLE: Again --

25 And I just note for the record that we're 12:13:08

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1 looking at a document that refers to legal and  
2 professional fees in connection with Ms. Thomas.

3 So to the extent that there's involvement  
4 that relates to legal matters, do not include those  
5 in your answer.

12:13:25

6 MS. BEHDADNIA: I'm just asking for her  
7 role.

8 THE WITNESS: Can I confer with counsel to  
9 determine if I can answer this question?

10 BY MS. BEHDADNIA:

12:13:39

11 Q No. You can answer.

12 MR. STRUBLE: Yeah -- no, actually,  
13 Counsel.

14 Mr. Friscia, do you have a question about  
15 whether there's a privilege involved in your answer?

12:13:44

16 THE WITNESS: Yes.

17 MR. STRUBLE: Then he may -- he may confer  
18 with counsel.

19 MS. BEHDADNIA: Okay. We'll take two  
20 minutes.

12:13:50

21 THE WITNESS: Thanks.

22 THE VIDEOGRAPHER: We are now going off the  
23 record.

24 And time is 12:13 p.m.

25 (Recess.)

12:13:56

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1 THE VIDEOGRAPHER: We are now going back on  
2 the record.

3 And the time is 12:18 p.m.

4 MS. BEHDADNIA: Okay. Madam Court  
5 Reporter, can you please repeat the last question  
6 and answer?

12:18:09

7 (Record read.)

8 BY MS. BEHDADNIA:

9 Q Okay. So I'm going to repeat my question:  
10 Did Emily Thomas have a role at Neon prior  
11 to January 2022?

12:18:49

12 MR. STRUBLE: Objection to form.

13 THE WITNESS: Yes.

14 BY MS. BEHDADNIA:

15 Q Okay. What was her role?

12:19:02

16 MR. STRUBLE: Objection to form. Privilege  
17 objection.

18 You can answer in a general level what her  
19 role was without revealing the substance of her  
20 work.

12:19:16

21 THE WITNESS: Emily is a lawyer, and she  
22 was a consultant for Neon on various legal matters.

23 BY MS. BEHDADNIA:

24 Q Okay. When did Emily Thomas become a  
25 consultant for Neon?

12:19:30

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1 A Early 2020.

2 Q Okay. Do you know where Emily Thomas was  
3 employed prior to Neon?

4 A Yes.

5 Q Where was she employed?

12:19:53

6 A She was employed at -- I don't know the  
7 name of it, but she was employed at a tech firm in  
8 Northern California.

9 Q Okay.

10 A Tech company.

12:20:04

11 Q And did you ever work with Emily Thomas  
12 prior to working at Neon?

13 A Yes.

14 Q Okay. Where did you work with Emily Thomas  
15 prior to Neon?

12:20:21

16 A I think we already went through this.  
17 But at Bloom and Endeavor -- or I guess  
18 just Bloom.

19 Q Okay. Now I'm going to go through a few of  
20 these other expenses:

12:20:37

21 Okay. "Jeffrey White Productions."

22 Who is Jeffrey White Productions?

23 A That's the entity that Jeff White, who we  
24 have spoken about, bills through.

25 Q Okay. So all of these expenses is billed

12:21:00

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1 by Jeffrey White through his entity?

2 MR. STRUBLE: Objection to form.

3 And, just for the record, you've  
4 highlighted the rows 400 -- 412 to 421 in Exhibit 4.

5 MS. BEHDADNIA: 412 to -- yeah. That's 12:21:22  
6 correct.

7 THE WITNESS: Yes.

8 BY MS. BEHDADNIA:

9 Q Okay. And were these expenses related to  
10 his accounting role? 12:21:34

11 A Yes.

12 Q Okay. Is the expenses for accounting  
13 normally listed under "Creative Advertising" on line  
14 412?

15 A No. 12:21:56

16 Q Okay. So did he have any other roles at  
17 Neon?

18 A No. He was a consultant that prepared --  
19 assisted in the preparation of participation  
20 statements. 12:22:14

21 Q Okay. So why was Jeffrey White Productions  
22 charging these fees as creative advertising?

23 MR. STRUBLE: Objection to form. Lacks  
24 foundation.

25 THE WITNESS: It should have been -- it 12:22:28

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1 should have been coded to consulting services.

2 BY MS. BEHDADNIA:

3 Q Okay. So all of these fees, to your  
4 knowledge, are related to his consulting services  
5 and accounting, for 412 to 421?

12:22:44

6 A Correct. They all are, yes.

7 Q Okay. Okay. Who is Original -- Original  
8 Abe, Inc.?

9 A Can you pull up the invoice, please?

10 Q All right. To your knowledge, on this  
11 expense sheet, do you know who Original Abe, Inc.,  
12 is?

12:23:10

13 MR. STRUBLE: Objection to form.

14 THE WITNESS: Yes, but I need to clarify --

15 BY MS. BEHDADNIA:

12:23:25

16 Q Yes.

17 A -- per the invoice.

18 Q Okay. To your understanding, when you  
19 said, "Yes," what were you referring to?

20 A The -- some -- a vendor that provided  
21 creative advertising services.

12:23:34

22 Q Okay. Who was the con- -- who was the  
23 contact at this vendor?

24 MR. STRUBLE: Objection to form.

25 THE WITNESS: It would be probably listed

12:23:47

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1 on the invoice.

2 So if you could pull that up.

3 BY MS. BEHDADNIA:

4 Q To your knowledge, right now on this  
5 expense sheet, who is the contact for Original Abe,  
6 Inc.?

12:23:53

7 MR. STRUBLE: Objection to form.

8 THE WITNESS: Off the top of my head, I  
9 don't recall.

10 But if you pull up the invoice, I could  
11 tell you.

12:24:06

12 BY MS. BEHDADNIA:

13 Q Okay. I'm going to stop sharing my screen.  
14 And I'll drop another exhibit.

15 MS. BEHDADNIA: I believe we are at  
16 Exhibit 5 [sic], if that's correct?

12:24:54

17 (Reporter clarification.)

18 (Exhibit 6 was marked for identification.)

19 BY MS. BEHDADNIA:

20 Q Okay. Let me know once you have that open.  
21 (Pause in proceedings.)

12:24:58

22 THE WITNESS: It's open.

23 BY MS. BEHDADNIA:

24 Q Okay. Great.

25 So this is an invoice from Original Abe,

12:25:12

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1 Inc., billed to Neon Rated, LLC.

2 Description: "Digital Marketing, April of  
3 2019." And within it is Amazing Grace and billed  
4 \$8,250.

5 Do you see that? 12:25:31

6 A Yes.

7 Q Okay. So now that I've pulled up the  
8 invoice, who is the contact for Original Abe, Inc.?

9 A Andrew Brown.

10 Q Okay. Who is Andrew Brown? 12:25:52

11 A He's (inaudible) young gentleman.

12 Q Okay.

13 (Reporter clarification.)

14 THE WITNESS: He's quite a fine young  
15 gentleman. 12:26:06

16 BY MS. BEHDADNIA:

17 Q Okay. And when did Original Abe, Inc.,  
18 start doing business with Neon?

19 A Oh. I believe -- I believe very early on  
20 in Neon. Every- -- even -- I'm not entirely sure;  
21 but, I mean, I'd go as far as to say 2017, 2018. 12:26:26

22 Q Okay. Does Andrew Brown have a role at  
23 Neon?

24 MR. STRUBLE: Objection to form.

25 THE WITNESS: Yes. 12:26:45

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1 BY MS. BEHDADNIA:

2 Q Okay. What is his role?

3 A Currently?

4 Q What is his role currently?

5 A He is the President of -- I guess it's 12:26:52  
6 Digital Distribution, Home Entertainment.

7 Q Okay. Did Andrew Brown have a role on  
8 May 15, 2019, at Neon?

9 A Yes.

10 Q What was his role at that time? 12:27:13

11 A He was a consultant.

12 Q Okay. So Andrew Brown was a consultant for  
13 Neon around the time of May 15, 2019?

14 A Correct.

15 Q Okay. When did Andrew Brown become 12:27:28  
16 employed by Neon?

17 A Hmm. 2020.

18 Q 2020.

19 Okay. I'm going to --

20 Give me a second. 12:27:55

21 I'm going to drop the chat -- I mean,  
22 another exhibit in the chat -- no. Maybe I'll just  
23 share my screen.

24 (Pause in proceedings.)

25 BY MS. BEHDADNIA: 12:28:24

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1 Q Can you see my screen?

2 MR. STRUBLE: Yes. But could you drop it  
3 in the chat just for my recordkeeping?

4 MS. BEHDADNIA: Yes, I will.

5 Let me stop for a second.

12:28:34

6 THE WITNESS: But, yes, I can see it.

7 Oh. Not anymore.

8 MS. BEHDADNIA: Hold on. I'm just going to  
9 drop it into the chat, so everyone can see it.

10 MR. STRUBLE: Are you marking it?

12:28:49

11 MS. BEHDADNIA: Yes.

12 This is going to be marked as, I believe

13 Exhibit --

14 Are we on Exhibit 6 [sic] now?

15 MR. STRUBLE: Uh-huh. Yes.

12:28:59

16 (Exhibit 7 was marked for identification.)

17 MS. BEHDADNIA: So let me share my screen  
18 again.

19 Q Okay. So are we all on this page?

20 A Yeah, I got it opened too. Yeah.

12:29:07

21 Q Okay. So this is a LinkedIn screenshot of  
22 what appears to be Andrew Brown's LinkedIn page.

23 Do you see this?

24 A Yes.

25 Q Okay. Do you see the title "President,

12:29:25

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1 Digital Strategy Marketing and Distribution"?

2 A Yes.

3 Q Okay. Do you see the name of the company?

4 A Yes.

5 Q Okay. And that company is?

12:29:41

6 A Neon.

7 Q Okay. And what's the start date that's  
8 listed here?

9 A February 2017.

10 Q Okay. So is it safe to say that

12:29:54

11 Andrew Brown started his role as president in  
12 February of 2017?

13 A No.

14 Q Okay. So when did he start his role as  
15 president?

12:30:13

16 A Hmm. Last year, 2022.

17 Q Okay. So why would Andrew Brown be  
18 representing to the public that he has been  
19 president since February 2017?

20 MR. STRUBLE: Objection to form.  
21 Mischaracterizes the document.

12:30:30

22 THE WITNESS: Well, I -- you just want my  
23 personal opinion?

24 BY MS. BEHDADNIA:

25 Q Yes.

12:30:43

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1           A       I mean, you're just reading into the  
2    LinkedIn page wrong.

3           Q       Okay. So please --  
4                    (Simultaneous crosstalk.)

5           THE WITNESS: Yeah. LinkedIn has a feature       12:30:50  
6    where you can kind of go step-by-step like as you're  
7    promoted: Like you're a consultant --

8    BY MS. BEHDADNIA:

9           Q       Uh-huh.

10          A       -- and then you're this person, and then       12:30:59  
11       you're that person.

12          Q       Okay.

13          A       My assumption is Andrew Brown did not use  
14       that functionality of LinkedIn --

15          Q       Okay.   12:31:08

16          A       -- and put his current title at the  
17       company.

18                 If you go to my LinkedIn page, for example,  
19       I list the steps --

20          Q       Okay.   12:31:15

21          A       -- of when I was at Bloom.

22                 I was like Manager of Finance, and then I  
23       was Director, blah, blah -- and then I got up to VP.

24                 That was my personal choice.

25                 My assumption is Andrew is just putting his       12:31:24

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1 current title and didn't use that functionality.

2 Q Okay. So from February 2017, Andrew Brown  
3 was a consultant until he was promoted to his role  
4 as president?

5 A No. He was -- from -- he was a consultant,  
6 and then he was hired on.

12:31:36

7 I do not believe he was president.

8 I don't exactly remember his title, but it  
9 was probably Vice President or Senior Vice  
10 President.

12:31:52

11 And then I believe in May of 2022, he was  
12 promoted to President.

13 Q Okay. When was he actually employed by  
14 Neon?

15 MR. STRUBLE: Object to form.

12:32:05

16 THE WITNESS: You had -- you had already  
17 asked that question.

18 BY MS. BEHDADNIA:

19 Q You can answer.

20 A Oh. Early 2020.

12:32:14

21 Q Okay. I'm going to stop sharing.

22 I want to go back to my expense sheets.

23 Okay. I'm going back to the expense sheet.

24 MR. STRUBLE: Exhibit 4?

25 MS. BEHDADNIA: I believe that was

12:33:02

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1 Exhibit 4.

2 Q Okay. Who is Phoebe Lewis?

3 A An individual that provided creative  
4 advertising services.

5 Q Okay. Does Phoebe Lewis have a role at  
6 Neon?

12:33:32

7 MR. STRUBLE: Object to form.

8 THE WITNESS: Not as an employee, no.

9 BY MS. BEHDADNIA:

10 Q Okay. Has Phoebe Lewis ever been an  
11 employee of Neon?

12:33:43

12 A To my knowledge, no.

13 Q Okay. So, to your knowledge, Phoebe Lewis  
14 provided consulting services?

15 MR. STRUBLE: Object to form.

12:33:59

16 THE WITNESS: Yeah. If you open the  
17 invoice, I can confirm.

18 BY MS. BEHDADNIA:

19 Q Okay. I'm going to go to -- let's see.

20 Okay. "Quality Sign and Marquee, LLC."  
21 Do you see these charges?

12:34:12

22 A Yes.

23 Q Okay. To your understanding, what are  
24 these charges for?

25 A Direct advertising.

12:34:21

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1 Q Okay. And do you know what the advertising  
2 was?

3 A Can you pull up the invoice?

4 Q Right now, to your knowledge, do you have  
5 an idea of the advertising that Quality Sign did for 12:34:37  
6 Neon?

7 A Yes, I have an idea.

8 Q Okay. What is that idea?

9 A I think it's like billboards.

10 Q Okay. So Quality Sign produced billboards 12:34:49  
11 for Neon?

12 MR. STRUBLE: Object to form.

13 And I do believe the witness has requested  
14 to see the document.

15 MS. BEHDADNIA: I'm -- 12:35:02

16 (Simultaneous crosstalk.)

17 MS. BEHDADNIA: -- asking about his  
18 knowledge of the expense right now.

19 THE WITNESS: Yeah. If you pull up the  
20 invoice, I can give you the -- the definitive 12:35:09  
21 answer.

22 MS. BEHDADNIA: Okay.

23 Okay. I'm going to drop it into the chat  
24 and I'm going to mark this as --

25 Are we at Exhibit 7 [sic] now? 12:36:09

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1 MR. STRUBLE: Yeah.

2 (Exhibit 8 was marked for identification.)

3 BY MS. BEHDADNIA:

4 Q Okay. Let me know when you have this up.

5 A Oh. Okay.

12:36:23

6 Q Okay --

7 MR. STRUBLE: Give me one moment, please.

8 (Pause in proceedings.)

9 MR. STRUBLE: Okay.

10 BY MS. BEHDADNIA:

12:36:40

11 Q Okay. So, Mr. Friscia, what was the  
12 purpose of --

13 I mean, what did Quality Sign do?

14 (Simultaneous crosstalk.)

15 MR. STRUBLE: You mean with respect to this  
16 invoice?

12:36:57

17 BY MS. BEHDADNIA:

18 Q No.

19 I mean, what did Quality Sign do in general  
20 related to the film? Aside from this invoice, in  
21 total, what were their services?

12:37:03

22 MR. STRUBLE: Well -- okay. Because if you  
23 look through, there was a number of invoices.

24 And I just note for the record we are  
25 looking at one individual invoice.

12:37:11

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1 MS. BEHDADNIA: Right. I understand.

2 I pulled this up for Ryan's recollection.

3 THE WITNESS: Yeah. Different signage. So  
4 in relation to this invoice, big board standees were  
5 produced.

12:37:29

6 BY MS. BEHDADNIA:

7 Q Okay. So is Quality Sign normally the  
8 person that Neon hires to produce standees?

9 MR. STRUBLE: Object to form.

10 THE WITNESS: We work with a number of  
11 vendors.

12:37:41

12 BY MS. BEHDADNIA:

13 Q Okay. So they are not the only one?

14 A In the history of Neon, no, probably not.

15 Q Okay. Is Quality Sign often used, or were  
16 they only used for this film?

12:37:51

17 (Simultaneous crosstalk.)

18 MR. STRUBLE: Object to form. Beyond the  
19 scope.

20 THE WITNESS: I believe they are often  
21 used.

12:38:00

22 BY MS. BEHDADNIA:

23 Q Okay. So have you seen a Quality Sign  
24 invoice before?

25 MR. STRUBLE: Object to form.

12:38:15

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1 (Simultaneous crosstalk.)

2 MS. BEHDADNIA: I'm sorry. I didn't catch  
3 his answer.

4 THE WITNESS: Yes.

5 BY MS. BEHDADNIA:

12:38:21

6 Q Okay. And in these invoices --

7 For example, here, they -- let's use this  
8 as an example:

9 They list that they produced 359 big board  
10 standees; right?

12:38:37

11 And they also state in this invoice that  
12 they produced 158 4-by-6 review board standees.

13 Is that correct?

14 A That's what the invoice says, correct.

15 Q Okay. Does -- what process does Neon have  
16 to confirm that these standees were produced?

12:38:54

17 MR. STRUBLE: Objection to form.

18 THE WITNESS: We have somebody in  
19 theatrical distributions that manages that process  
20 with the vendor, tracks where they're going, when  
21 they're pro- -- and ensures that they are produced.

12:39:16

22 BY MS. BEHDADNIA:

23 Q Okay. So someone in Distribution tracks  
24 every single standee that is produced?

25 MR. STRUBLE: Objection to form.

12:39:25

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1 Mischaracterizes the testimony.

2 THE WITNESS: Yeah. That's not what I  
3 said.

4 BY MS. BEHDADNIA:

5 Q Okay. So can you please repeat what you 12:39:31  
6 meant?

7 A They work with a vendor to produce the  
8 standees, and they track the process of the standees  
9 being delivered to where they need to be.

10 Q How do they track it? 12:39:47

11 MR. STRUBLE: Objection to form. Beyond  
12 the scope.

13 THE WITNESS: They work with the vendor.

14 BY MS. BEHDADNIA:

15 Q Okay. Does the vendor provide them 12:39:54  
16 shipping receipts?

17 MR. STRUBLE: Objection to form.

18 THE WITNESS: I do not recall.

19 BY MS. BEHDADNIA:

20 Q Okay. So do you know how -- I mean, do you 12:40:03  
21 have any idea how these standees were delivered?

22 MR. STRUBLE: Objection to form. Vague and  
23 ambiguous.

24 THE WITNESS: (Inaudible).

25 BY MS. BEHDADNIA: 12:40:23

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1	Q	Okay. And so --	
2		(Reporter clarification.)	
3		THE WITNESS: Shipped.	
4		(Reporter clarification.)	
5		THE WITNESS: Yeah.	12:40:36
6	BY MS. BEHDADNIA:		
7	Q	Okay. And who ships them?	
8		MR. STRUBLE: Objection to form.	
9		THE WITNESS: Either Quality Sign and	
10		Marquee or a third-party vendor.	12:40:52
11	BY MS. BEHDADNIA:		
12	Q	Okay. So Quality Sign would be the one to	
13		ship the standees?	
14		MR. STRUBLE: Objection to form.	
15		Mischaracterizes the testimony.	12:40:59
16		THE WITNESS: Yeah. That's not what I	
17		said.	
18	BY MS. BEHDADNIA:		
19	Q	Okay. In this invoice, would Quality Sign	
20		be the one to ship the standees?	12:41:10
21		MR. STRUBLE: Objection to form. Beyond	
22		the scope.	
23		THE WITNESS: It would either be	
24		Quality Sign and Marquee or a third-party vendor.	
25	BY MS. BEHDADNIA:		12:41:26

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1 Q Okay. Any of the people that you  
2 mentioned, would they provide you or Neon in the  
3 Distribution Department a list of the shipping  
4 receipts?

5 MR. STRUBLE: Objection to form.

12:41:40

6 THE WITNESS: I don't recall.

7 BY MS. BEHDADNIA:

8 Q Okay. Mr. Friscia, are you the one that  
9 approves these -- these expenses?

10 MR. STRUBLE: The one that we are looking  
11 at right now?

12:41:54

12 MS. BEHDADNIA: I'm asking about --

13 Yes. Let's go with the Quality Sign  
14 invoice expense.

15 MR. STRUBLE: In 2019?

12:42:06

16 MS. BEHDADNIA: No. I mean in total for  
17 Quality Sign for all of the charges at Neon.

18 MR. STRUBLE: For the -- for the ones that  
19 were in the expense report that we looked at  
20 previously in Exhibit 4?

12:42:17

21 MS. BEHDADNIA: Yes.

22 MR. STRUBLE: You might want to -- if  
23 you're going to refer to a batch of expenses, we  
24 might need -- it would be helpful to --

25 (Simultaneous crosstalk.)

12:42:27

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1 MS. BEHDADNIA: Let me start with this  
2 invoice, and then we can go back to all of them.

3 Q So at this time, dated March 31st, 2019,  
4 who approved these expenses?

5 A It would have been within a distribution  
6 budget.

12:42:43

7 Q Okay. And how do you decide the budget?

8 MR. STRUBLE: Objection to form.

9 THE WITNESS: A budget -- a distribution  
10 budget is built by the company. It's overseen by  
11 Finance.

12:42:59

12 There's different stakeholders from each  
13 department that have the relevant knowledge, and  
14 they will budget for what they anticipate their  
15 costs to be per their plan, whether it's theatrical  
16 or marketing publicity.

12:43:12

17 And then that budget will be locked in and  
18 approved.

19 BY MS. BEHDADNIA:

20 Q Okay. And is there anyone that oversees  
21 after these invoices are sent whether they are  
22 valid?

12:43:24

23 MR. STRUBLE: Objection to form.

24 THE WITNESS: Yes.

25 BY MS. BEHDADNIA:

12:43:41

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1 Q Okay. And who is that?

2 A The Finance Department.

3 Q Okay. And who within the Finance  
4 Department?

5 A What time period are you referring to? 12:43:49

6 Q I am referring to right now 2019 on this  
7 invoice.

8 A Jim Wehrfritz.

9 Q Okay. So Jim Wehrfritz would check to see  
10 if this expense was valid. 12:44:09

11 Now, in your experience, you said that, you  
12 know, Quality or a third-party vendor would be the  
13 one to ship the standees.

14 Am I understanding that correctly?

15 A That's my general understanding, yeah. 12:44:24

16 Q Okay. Would those be expenses that were  
17 listed in the expense sheet?

18 A Any -- yeah. Shipping charges for anything  
19 related to the film would be in the expense sheet.

20 Q Okay. 12:44:45

21 MR. STRUBLE: And objection to form of that  
22 question.

23 I was on mute.

24 BY MS. BEHDADNIA:

25 Q Okay. And do you know if there are any 12:44:48

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1 shipping receipts for this 359 big board standees?

2 MR. STRUBLE: Objection to form.

3 THE WITNESS: I don't recall.

4 BY MS. BEHDADNIA:

5 Q Okay. Is there anyone else that would know 12:45:08  
6 this?

7 MR. STRUBLE: Objection to form.

8 THE WITNESS: I would know it. I would  
9 just have to look through the details.

10 BY MS. BEHDADNIA: 12:45:20

11 Q Okay. I'm going to want an answer to that  
12 question.

13 Do you know how many theaters  
14 "Amazing Grace" played in, approximately?

15 A Hmm. Not off the top of my head. But if 12:45:33  
16 you pull up the theatrical ledger and trial balance,  
17 it should be listed -- listed in there.

18 Q Okay. But off the top of your head, you  
19 don't have an estimate for how many theatres?

20 A No. 12:45:55

21 MR. STRUBLE: Objection to form.

22 BY MS. BEHDADNIA:

23 Q Okay. I'm going to pull up a few more of  
24 these invoices.

25 Let me see here. I'm going to drop another 12:46:05

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1 one into the chat for you.

2 (Pause in proceedings.)

3 BY MS. BEHDADNIA:

4 Q Let me know when you have it up.

5 MR. STRUBLE: Give me one second.

12:46:50

6 (Pause in proceedings.)

7 THE WITNESS: I've got it.

8 MR. STRUBLE: Yep.

9 BY MS. BEHDADNIA:

10 Q Okay. So on this invoice, it's dated

12:47:01

11 April 30th, 2019. It has Amazing Grace listed.

12 (Exhibit 9 was marked for identification.)

13 BY MS. BEHDADNIA:

14 Q And the production of 96-by-96 fabric step

15 and repeat walls created with banner, stand,

12:47:20

16 hardware, and sand bags.

17 Then it's also listing "banners with

18 telescoping frames."

19 Do you see this?

20 A Yes.

12:47:31

21 Q Okay. Do you see how they've also included  
22 an installation charge?

23 A Yes.

24 Q Okay. Do you see how they've also included  
25 a freight charge?

12:47:42

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1 A Yes.

2 Q Okay. Do you see where it says, "hardware  
3 FedEx," and then a series of numbers and then a  
4 total amount?

5 A Yes.

12:47:58

6 Q Okay. So would you agree that in this  
7 particular instance, Quality Sign and Marquee  
8 shipped the hardware and banners themselves?

9 MR. STRUBLE: Objection to form.

10 THE WITNESS: Hmm. No.

12:48:12

11 BY MS. BEHDADNIA:

12 Q Okay. So if Quality Sign is including this  
13 in their invoice, would it be at their direction?

14 MR. STRUBLE: Objection to form.

15 THE WITNESS: No.

12:48:28

16 BY MS. BEHDADNIA:

17 Q Okay. So who would be responsible for  
18 these charges?

19 MR. STRUBLE: Objection to form.

20 THE WITNESS: The employee that oversees  
21 this vendor.

12:48:38

22 BY MS. BEHDADNIA:

23 Q The employee at Neon or the employee at  
24 Quality?

25 A The employee at Neon.

12:48:46

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1 Q Okay. Which employee would be overseeing  
2 this vendor?

3 A Most likely Kim Kalyka.

4 Q Okay. So would Kim Kalyka be writing this  
5 invoice?

12:49:02

6 A No.

7 MR. STRUBLE: Objection to form.

8 BY MS. BEHDADNIA:

9 Q Okay. So who would write the invoice?

10 A Quality Sign and Marquee, the vendor.

12:49:07

11 Q Okay. So wouldn't Quality Sign write,  
12 "freight to New York City event, hardware and  
13 banners," the name -- the tracking number and the  
14 amount?

15 A Yeah. But I interpreted your question more  
16 of like: Do they just do -- operate with no  
17 supervision?

12:49:20

18 My answer to that question was, no, they  
19 don't.

20 Q Okay.

12:49:33

21 A Kim would have worked with the vendor and  
22 instructed them to create whatever needed to be  
23 created.

24 And then in terms of the freight, Kim would  
25 have overseen and been a part -- or overseen and

12:49:46

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1 approved the charging of the shipping charge --  
2 costs.

3 Q Okay. Does Kim normally approve the  
4 shipping charges?

5 MR. STRUBLE: Objection to form.

12:50:00

6 THE WITNESS: She would approve any work  
7 done by a vendor she works with, yes.

8 BY MS. BEHDADNIA:

9 Q Okay. I'm going to pull up another  
10 exhibit.

12:50:13

11 Let me know when you have that open.

12 (Pause in proceedings.)

13 THE WITNESS: I got it.

14 BY MS. BEHDADNIA:

15 Q Okay. So this is an invoice again also  
16 from April 30th, 2019.

12:50:42

17 (Exhibit 10 was marked for identification.)

18 BY MS. BEHDADNIA:

19 Q This is a -- it lists, "Amazing Grace,  
20 custom displays."

12:50:51

21 And then it lists a number of things that  
22 they installed or produced.

23 And then it has "freight."

24 Do you see that?

25 A Yes.

12:51:02

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1 Q Okay. And do you see that it says, "cafe  
2 lobby columns," and you have freight truck, "big  
3 board standee" with the FedEx number for tracking,  
4 "4-by-6 standee" with the FedEx tracking, "vinyl  
5 graphics" with the FedEx tracking.

12:51:20

6 Do you see that?

7 A Yes.

8 Q So in your expertise, would you say that a  
9 company like Quality normally has freight listed on  
10 their invoices?

12:51:32

11 MR. STRUBLE: Objection to form.

12 THE WITNESS: For certain jobs, they will.  
13 And for certain jobs, they won't.

14 BY MS. BEHDADNIA:

15 Q Okay. And why wouldn't they for certain  
16 jobs?

12:51:44

17 MR. STRUBLE: Objection to form.

18 THE WITNESS: It could be just a bigger  
19 job.

20 BY MS. BEHDADNIA:

12:51:50

21 Q Okay. And how so is it handled with bigger  
22 jobs?

23 MR. STRUBLE: Objection to form.

24 THE WITNESS: I assume they're shipped by a  
25 third party.

12:52:04

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1 BY MS. BEHDADNIA:

2 Q Okay. And if they are shipped by a third  
3 party, is that expense made through Quality Sign  
4 listed on an invoice, or is it directly to Neon?

5 MR. STRUBLE: Objection to form.

12:52:16

6 Go ahead.

7 THE WITNESS: If Quality Sign had incurred  
8 the costs, it will be on the invoice for  
9 reimbursement.

10 BY MS. BEHDADNIA:

12:52:25

11 Q Okay.

12 A If Quality Sign did not incur the costs and  
13 instead Neon paid the shipping direct, then  
14 Quality Sign would not request reimbursement.

15 Q Okay. I'm going to pull up another  
16 exhibit.

12:52:36

17 I'm going to drop it into the chat.

18 (Pause in proceedings.)

19 BY MS. BEHDADNIA:

20 Q Okay. Let me know when you have it up.

12:52:54

21 MR. STRUBLE: Is this going to be  
22 Exhibit 10 [sic]?

23 MS. BEHDADNIA: I believe so.

24 (Exhibit 11 was marked for identification.)

25 BY MS. BEHDADNIA:

12:53:12

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1 Q Okay. Does everyone have it up?

2 A Yep.

3 Q Okay. Great.

4 So this is an invoice from June 30th, 2019.

5 It lists, "Amazing Grace, Nationwide Standee

12:53:21

6 Installation."

7 And then it lists, "357 standees installed,

8 \$40 per location," and then "53 standees attempted,

9 either refused or rerouted, \$35 per location."

10 Do you see that?

12:53:41

11 A Yes.

12 Q Okay. It also says, "Please see attached

13 for location details"?

14 A Yes, it says that.

15 Q Okay. Would you agree that they would have

12:53:51

16 attached the location details?

17 MR. STRUBLE: Objection. Calls for

18 speculation.

19 THE WITNESS: Hmm. Yes.

20 BY MS. BEHDADNIA:

12:54:06

21 Q Okay. And so we were not provided this

22 document that lists the location details, so if your

23 counsel can please confer with you after per these

24 attachments.

25 MR. STRUBLE: I'll take it under

12:54:22

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1 advisement.

2 But you are assuming that there was an  
3 attachment.

4 MS. BEHDADNIA: Okay. Well, please take it  
5 under advisement. 12:54:29

6 And if there is an attachment, then please  
7 produce the location details as it lists here.

8 Q And then back to this:

9 Would you agree that there is no freight  
10 listed on this invoice? 12:54:52

11 MR. STRUBLE: Object to form.

12 THE WITNESS: No, I would not agree.

13 BY MS. BEHDADNIA:

14 Q So there is freight listed on this invoice?

15 MR. STRUBLE: Object to form. 12:54:59

16 THE WITNESS: I'm not entirely sure.

17 BY MS. BEHDADNIA:

18 Q Okay. You're not entirely sure of whether  
19 freight is listed on this invoice?

20 A Correct. I don't know within the standees 12:55:09  
21 install, there's additional charges.

22 Q Okay. In your experience, is the  
23 installation of standees separate from the shipping?

24 MR. STRUBLE: Object to form.

25 THE WITNESS: Hmm. 12:55:26

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1 MR. STRUBLE: Lacks foundation. Calls for  
2 speculation.

3 THE WITNESS: Yeah, I'm not sure.

4 BY MS. BEHDADNIA:

5 Q Okay. So, in this instance, a standee was  
6 produced, 359, and then there is a corresponding  
7 invoice that says, "357 standees were installed."

12:55:34

8 Are you not sure whether freight was  
9 included in this installation price?

10 MR. STRUBLE: Objection to form.

12:55:56

11 THE WITNESS: Hmm. Yeah. Correct, I'm not  
12 sure.

13 BY MS. BEHDADNIA:

14 Q Okay --

15 (Simultaneous crosstalk.)

12:56:09

16 MR. STRUBLE: And I also will just say that  
17 this is beyond the scope of the topics.

18 I realize you are asking for his personal  
19 knowledge, but I just want to note for the record.

20 MS. BEHDADNIA: Well, he is the person most  
21 knowledgeable designated for these expenses, so  
22 he --

12:56:19

23 (Simultaneous crosstalk.)

24 MR. STRUBLE: We didn't designate him --

25 (Simultaneous crosstalk.)

12:56:27

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1	MS. BEHDADNIA: For these expenses --	
2	MR. STRUBLE: We didn't designate him as a	
3	PMK. That's the California term.	
4	This is New York and --	
5	MS. BEHDADNIA: Okay.	12:56:30
6	MR. STRUBLE: -- he was --	
7	(Simultaneous crosstalk.)	
8	MS. BEHDADNIA: Well, do you want me to	
9	pull up the topics to see if --	
10	MR. STRUBLE: No --	12:56:34
11	(Simultaneous crosstalk.)	
12	MS. BEHDADNIA: -- this falls under the	
13	main categories?	
14	MR. STRUBLE: Well, please don't interrupt	
15	me.	12:56:38
16	But I -- I am familiar with the topics.	
17	They call for the nature, amount, and source.	
18	You're asking about -- very detailed	
19	information about things that may or may not be	
20	included within particular line item charges.	12:56:49
21	And he's here to testify about the general	
22	nature, amount, and source of income.	
23	But, you know, if he has personal	
24	knowledge, I recognize that he is here within his	
25	personal capacity as well.	12:57:02

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1 MS. BEHDADNIA: Madam Court Reporter, can  
2 you please repeat the question for Mr. Friscia.

3 (Record read.)

4 BY MS. BEHDADNIA:

5 Q Okay. So my question is:

12:57:52

6 In your expertise at Neon or in general  
7 entertainment, is the installation of standees a  
8 separate charge from shipping?

9 MR. STRUBLE: Objection to form. Lacks  
10 foundation.

12:58:13

11 You haven't established that he's an expert  
12 on standees.

13 You may answer --

14 (Simultaneous crosstalk.)

15 MS. BEHDADNIA: I'm not asking if he's an  
16 expert. I'm just asking --

12:58:19

17 MR. STRUBLE: You said in his expertise.

18 BY MS. BEHDADNIA:

19 Q Okay. In your experience in accounting at  
20 Neon or standees for any standee company that you  
21 engage, is it normally a separate charge for  
22 installation from freight?

12:58:28

23 MR. STRUBLE: Object- -- same objections.

24 THE WITNESS: Hmm. Could be different  
25 from -- just depends on the vendor. Like --

12:58:51

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1 (Simultaneous crosstalk.)

2 BY MS. BEHDADNIA:

3 Q Do you know?

4 A Yeah. They could combine --

5 Q Or does someone else have knowledge? 12:58:56

6 A They could combine the charges --

7 Q Okay. So they could combine the charges or  
8 they could not?

9 A Uh-huh.

10 Q Okay. In this instance, would the charges 12:59:04  
11 have been combined in this installation?

12 (Simultaneous crosstalk.)

13 MR. STRUBLE: Objection to form. Calls for  
14 speculation.

15 THE WITNESS: I've already answered this 12:59:21  
16 question like six times.

17 BY MS. BEHDADNIA:

18 Q Okay. You can answer again.

19 A I don't know.

20 Q Okay. If standees weren't shipped or 12:59:28  
21 installed, does Neon still expense it to the film?

22 MR. STRUBLE: Objection to form.  
23 Incomplete hypothetical.

24 THE WITNESS: I guess it would depend on  
25 the reason. 13:00:18

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1 BY MS. BEHDADNIA:

2 Q Okay. So I'm going to go back to --

3 MR. STRUBLE: I'm just noting that we're at  
4 the time that we set for lunch.

5 Just noting.

13:00:32

6 MS. BEHDADNIA: Yeah. I'm just going to  
7 ask one question, and then I will -- we will break.

8 Q Okay. So it was Bates Number 143, which I  
9 dropped into the chat.

10 MR. STRUBLE: Exhibit 7?

13:00:48

11 MS. BEHDADNIA: Yes. Exhibit 7.

12 I'm going to share my screen to make this  
13 easier.

14 Q Okay. Do you see this? Do you guys see my  
15 screen?

13:01:23

16 A Yes.

17 Q Okay. So, again, we have 359 big board  
18 standees that were produced, and then another 158  
19 4-by-6 review board standees that were produced.

20 Do you see that?

13:01:36

21 A Yes.

22 Q Okay. And in the last invoice that we just  
23 looked at, 357 standees were installed, and I  
24 believe about 40 were attempted.

25 We can go back for reference.

13:01:52

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1 But was that your understanding?

2 A Yes.

3 Q Okay. So do you see how there's 359, and  
4 then --

5 (Simultaneous crosstalk.)

13:02:05

6 MR. STRUBLE: I'm sorry. I object to this  
7 characterization of the document, Exhibit 10.

8 MS. BEHDADNIA: Okay. Let's go back to  
9 Exhibit 10.

10 Q Okay. You see -- excuse me -- 357 standees  
11 installed, and then 53 standees attempted.

13:02:20

12 Do you see that, Mr. Friscia?

13 A Yes.

14 Q Okay. And then I'm going to back to -- if  
15 we go to --

13:02:43

16 Okay. So there is around 100 standees that  
17 were -- neither appear to be installed or attempted;  
18 is that true, based off --

19 (Simultaneous crosstalk.)

20 BY MS. BEHDADNIA:

13:03:06

21 Q -- what you see here?

22 MR. STRUBLE: Can you repeat the question?

23 MS. BEHDADNIA: Yeah.

24 Q Based off this invoice and Exhibit 10 that  
25 we just saw, with the other -- with the

13:03:19

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1 corresponding installation, would you agree that  
2 around 100 or so of these standees were neither  
3 attempted to be installed or actually installed?

4 MR. STRUBLE: Objection to form.

5 Mischaracterizes the documents.

13:03:43

6 THE WITNESS: No, I would not agree with  
7 that.

8 BY MS. BEHDADNIA:

9 Q Okay. Would there be a separate invoice  
10 that lists the installation of the others?

13:03:51

11 MR. STRUBLE: Objection to form. Vague and  
12 ambiguous.

13 THE WITNESS: I don't recall.

14 BY MS. BEHDADNIA:

15 Q Okay.

13:04:03

16 MR. STRUBLE: Can we take the lunch now?

17 MS. BEHDADNIA: Yeah. We are going to go  
18 on break now.

19 I'm going to stop sharing.

20 MR. STRUBLE: Okay.

13:04:18

21 THE VIDEOGRAPHER: We are now going off the  
22 record.

23 And the time is 1:04 p.m.

24 (Lunch recess taken at 1:04 p.m.)

25

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1 Tuesday; November 14, 2023;

2 2:04 p.m.

3

4 THE VIDEOGRAPHER: We are now going back on  
5 the record. 14:04:07

6 The time is 2:04 p.m.

7

8 EXAMINATION (CONT'D)

9 BY MS. BEHDADNIA:

10 Q Okay. Perfect. 14:04:11

11 So I am going to go back to -- I believe it  
12 was Exhibit 10, Bates Stamped 47, if I'm not  
13 mistaken.

14 Okay. Can everyone see my screen?

15 A Uh-huh. 14:05:00

16 Q Perfect.

17 So back to this invoice.

18 One final question that I have -- or maybe  
19 a follow-up question after -- is:

20 Does anyone at Neon, for purposes of this 14:05:14  
21 invoice, go and verify that these standees were  
22 actually installed?

23 MR. STRUBLE: Objection. Form.

24 THE WITNESS: Yes.

25 BY MS. BEHDADNIA: 14:05:32

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1 Q Okay. And who goes to verify that these  
2 were installed?

3 MR. STRUBLE: Objection to form.

4 (Simultaneous crosstalk.)

5 THE WITNESS: Yeah. I guess I need to  
6 correct -- like, when you say, "go," meaning like go  
7 to each theatre to verify that they are installed?

14:05:39

8 No, nobody goes to each theatre to verify  
9 that --

10 BY MS. BEHDADNIA:

14:05:52

11 Q Okay. And is there any other system in  
12 place at Neon to verify that these standees were  
13 installed?

14 A Yes.

15 Q Okay. And what is the system?

14:06:02

16 A The employer responsible that works with  
17 (inaudible) --

18 (Reporter clarification.)

19 THE WITNESS: Yeah.

20 The employee at Neon that works with  
21 Quality Sign and Marquee works with the -- the  
22 locations in which they're installed so they know if  
23 they're installed.

14:06:13

24 Because if they weren't installed, then the  
25 theatre would be like, "Where's my standee?"

14:06:31

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1 BY MS. BEHDADNIA:

2 Q Okay. The theatre that receives the  
3 standees, do they charge a separate fee to display  
4 them normally?

5 MR. STRUBLE: Object to form.

14:06:41

6 THE WITNESS: Yeah, I don't recall.

7 BY MS. BEHDADNIA:

8 Q Okay. I'm going to switch over to another  
9 exhibit, so I'm going to stop my share.

10 And I will put this into the chat so  
11 everyone has it.

14:06:59

12 MS. BEHDADNIA: So I believe we are on  
13 Exhibit 11 [sic].

14 (Exhibit 12 was marked for identification.)

15 BY MS. BEHDADNIA:

14:07:12

16 Q Let me know if you can see my screen.

17 A Yeah. I've got it open.

18 Q Okay. Perfect.

19 So, Mr. Friscia, have you seen this  
20 agreement before?

14:07:31

21 A Yes.

22 Q Okay. Are you familiar with the terms of  
23 this agreement?

24 MR. STRUBLE: Objection to form.

25 THE WITNESS: Yes.

14:07:41

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1 BY MS. BEHDADNIA:

2 Q Okay. Do you know what the license fee was  
3 for this agreement?

4 MR. STRUBLE: Objection to form.

5 THE WITNESS: For what? The whole 14:07:54  
6 agreement?

7 BY MS. BEHDADNIA:

8 Q Yes. For Amazing Grace specifically.

9 A \$243,100.

10 Q Okay. When was the \$243,100 paid? 14:08:11

11 MR. STRUBLE: Objection to form.

12 THE WITNESS: It was paid in two  
13 installments, per -- per the payment schedule.

14 BY MS. BEHDADNIA:

15 Q Okay. Around what time were the two 14:08:23  
16 installments?

17 A Let me see when this thing was signed.

18 May 5th, 2020, was the effective date.

19 I want to say that sometime in probably  
20 late 2020 the deposit payment was paid for 14:08:51  
21 Amazing Grace.

22 Q Okay. Has the full license fee been paid  
23 to Neon?

24 A Yes.

25 (Simultaneous crosstalk.) 14:09:04

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1 THE WITNESS: Yes.

2 BY MS. BEHDADNIA:

3 Q Okay. When was the full license fee  
4 paid --

5 A I believe --

14:09:12

6 (Simultaneous crosstalk.)

7 BY MS. BEHDADNIA:

8 Q -- as of the date of when it was -- the  
9 last remainder of the payments, when was it paid?

10 A I believe the balance of the payment was  
11 received in May or June of 2023.

14:09:18

12 Q 2023.

13 Okay. And when was the last accounting  
14 statement that you produced?

15 MR. STRUBLE: Objection to form.

14:09:44

16 THE WITNESS: Hmm. I think it was Q1 2023.

17 BY MS. BEHDADNIA:

18 Q Okay. And Q1 -- can you please specify the  
19 time period for Q1 2023?

20 A I can't remember -- well, you have all the  
21 statements, so can we look at them?

14:10:03

22 Q Certainly. Let me pull up Q1 2023.

23 Let me stop my share.

24 (Pause in proceedings.)

25 BY MS. BEHDADNIA:

14:10:29

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1 Q Is my share -- is it not being shared?

2 A No. No. But I had it open.

3 Q Oh, okay. Sorry. I thought I was sharing.

4 Okay. Let me --

5 A If you can pull up Q1 2023, and then

14:10:40

6 also --

7 Q Here we go, 2023.

8 MS. BEHDADNIA: I'm going to mark this as

9 Exhibit 12 [sic].

10 (Exhibit 13 was marked for identification.)

14:10:55

11 THE WITNESS: And in your files, do you

12 have a Q4 2022 statement?

13 BY MS. BEHDADNIA:

14 Q A Q4 2022?

15 A Uh-huh.

14:11:09

16 Q I am asking right now with respect to Q1  
17 2023, what is this time period?

18 A And I'm asking, so I can answer the  
19 question, in your file that you're looking at, do  
20 you have a Q 2 2022 statement?

14:11:23

21 Because if you don't, my answer is going to  
22 be different than if you do.

23 I can't remember --

24 Q Do you know if you produced a Q4 2022  
25 statement?

14:11:33

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1	A	I don't believe that we did, no.	
2	Q	Okay.	
3	A	So what -- do you have one?	
4	Q	I have Q3 2022, which is corresponding to	
5		the expense sheet --	14:12:02
6	A	Yeah.	
7	Q	-- and the remaining documents.	
8		And then Q1 2023.	
9	A	Okay. Great.	
10		Thank you.	14:12:10
11		So Q1 2023 would reference Q4 and Q1, Q4	
12		2022 and Q1 2023.	
13	Q	Okay. And which month in 2023 would this	
14		end in?	
15	A	March.	14:12:25
16	Q	March.	
17		Okay. And when do you intend to produce	
18		the next statement?	
19	A	Per the distribution agreement, whenever it	
20		is due.	14:12:33
21	Q	Okay. Is it customary for distribution	
22		services to pay their bills late?	
23		MR. STRUBLE: Objection to form.	
24		THE WITNESS: They didn't -- no. And they	
25		didn't pay their bill late.	14:12:57

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1 BY MS. BEHDADNIA:

2 Q Okay. Let's go back to the agreement.

3 A Okay.

4 Q The page of the agreement.

5 And I want us to --

14:13:07

6 And I'm going to share my screen to make  
7 things easier.

8 Can you see it?

9 MR. STRUBLE: Yep.

10 THE WITNESS: Yeah.

14:13:20

11 BY MS. BEHDADNIA:

12 Q Great.

13 So we are going to go to --

14 Do you see this language here?

15 A Yes.

14:13:39

16 Q Okay.

17 MR. STRUBLE: Are you looking at  
18 paragraph 7?

19 MS. BEHDADNIA: Yes. We are looking at  
20 paragraph 7, on page -- the second half on page 4.

14:13:47

21 Q Okay. So it says:

22 "WM shall pay the balance of the  
23 license fees on an included-film-by- --  
24 included-film-by-included-film basis on  
25 such date that is the later of 15 days

14:14:05

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1 after WM's receipt of acceptable delivery  
2 of such film and related ad and promo  
3 materials pursuant to Section 10 below."

4 And then it goes on:

5 "An exclusive license in the form of 14:14:20  
6 Exhibit 2 signed by licensor and acceptable  
7 E&O insurance in accordance with Section 11  
8 below and the music cue sheets for such  
9 included film, as required by Section 3 of  
10 the standard terms, and an IRS Form W-9, as 14:14:34  
11 applicable, and 60 days after the start of  
12 the license period for such included film."

13 Do you see that?

14 A Yes.

15 Q Okay. When did HBO -- when did Neon 14:14:46  
16 deliver the film to HBO?

17 MR. STRUBLE: Objection to form.

18 (Inaudible).

19 (Simultaneous crosstalk.)

20 MR. STRUBLE: I said, "Objection to form." 14:15:01  
21 Vague and ambiguous.

22 THE WITNESS: I do not recall.

23 BY MS. BEHDADNIA:

24 Q Okay. I'm going to go to --

25 Okay. Do you see this Schedule A on 14:15:27

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1 paragraph 7?

2 A Yes.

3 Q Okay. Do you see how the start date says,  
4 "For the license period November 1st, 2022"?

5 A Yes.

14:15:39

6 Q Okay. And then you see the license fee  
7 \$243,100, and then the advance of \$30,387.50?

8 A Yes.

9 Q Okay. So would you agree that the license  
10 period started November 1st in 2022?

14:15:53

11 A Yes.

12 Q Okay. Well, it seems like 60 days after  
13 November 1st, 2022, is way before the payment of  
14 June 2023.

15 So --

14:16:24

16 A There's much more -- there's -- one, two,  
17 three, four -- five different clauses within the  
18 payment terms.

19 I can tell you this: The payment was  
20 received in May or June of 2023. That's when it was  
21 due, and that's when it was applied.

14:16:35

22 Q Okay. I'm going to go --

23 A And if -- and instead of doing this, if  
24 Alan would conduct an audit, we could verify all  
25 this.

14:16:51

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1           And Alan knows our books are true and  
2 accurate. He admitted to me that our books are true  
3 and accurate.

4           So the fact that we're asking these  
5 questions instead of doing an audit is beyond me. 14:17:01

6           Q     Okay. Well, thank you for your statement.  
7           I'm going to continue on with my  
8 questioning.

9           A     You're welcome.

10          Q     Okay. I'm going to pull up another 14:17:12  
11 exhibit.

12          Okay. Let me know if you have it up.

13          MS. BEHDADNIA: I believe we are at  
14 Exhibit 13 [sic].

15          (Exhibit 14 was marked for identification.) 14:17:51

16          THE WITNESS: I've got it up.

17          BY MS. BEHDADNIA:

18          Q     Okay. Great.

19          Have you seen this expert report before?

20          A     Yes. 14:18:09

21          Q     Okay. Have you read the expert report?

22          A     For the most part, yes.

23          Q     Okay. How long did you spend reading this  
24 report, approximately?

25          A     Hmm. 20 minutes. 14:18:23

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1 Q Okay. So I'm going to direct you to a  
2 couple of pages:

3 Okay. Can you please scroll to page 20,  
4 paragraph 78.

5 I'm going to share my screen. 14:19:16

6 Are you there?

7 (Simultaneous crosstalk.)

8 BY MS. BEHDADNIA:

9 Q Okay. So you see how in the expert report  
10 Mr. Green writes: 14:19:36

11 "I was unable to specifically match  
12 credit card expenses for the remaining  
13 33.4 percent of the entries totalling  
14 96,188.18 that appear on the Amazing Grace  
15 expense ledger to the expense reports." 14:19:51

16 Do you see this?

17 A Yes, I see that.

18 Q Okay. And then it says:

19 "This is primarily because the Neon  
20 expense ledger consolidated a large number 14:20:01  
21 of transactions, and I was unable to  
22 reconstruct these balances from the staff  
23 expense reports."

24 So how are you allocating these charges if  
25 there is, I mean, no receipts, no listing that it 14:20:17

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1 relates to Amazing Grace?

2 How are you allocating these credit card  
3 charges to the film?

4 MR. STRUBLE: Objection to form. Lacks  
5 foundation. Mischaracterizes the document.

14:20:33

6 THE WITNESS: Yeah. Your -- your statement  
7 is incorrect.

8 Credit card expenses, when we code them in  
9 the system, are grouped by film and GL account.

10 So what Mr. Green is referring to is the  
11 fact that there's an expense sheet --

14:20:52

12 Again, your statement is incorrect because  
13 there's a coding sheet that identifies the charge to  
14 the appropriate film.

15 If there's 15 charges that are allocated to  
16 the direct advertising for Amazing Grace for the  
17 same time period, which we do quarterly, they would  
18 be entered as one entry into the accounting system.

14:21:06

19 That's what he is referring to, he's unable  
20 to tie it back.

14:21:28

21 Now, we could tie it back if we went  
22 through the audit, but we're not doing that, so --

23 BY MS. BEHDADNIA:

24 Q Okay. But with regards to --

25 You said there was a sheet?

14:21:36

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1 A Uh-huh.

2 Q He writes that he was unable to reconstruct  
3 these balances from the staff expense reports.

4 Is that the sheet that you're referring to?

5 A Correct.

14:21:46

6 Q Okay.

7 A Again, if there's 25 charges on the staff  
8 expense report all coded in the same time period to  
9 the same film and to the same GL account, in the  
10 ledger we would record that as one entry.

14:21:57

11 Q Okay. And were these expenses that were  
12 recorded pooled in with other films?

13 A No.

14 MR. STRUBLE: Objection to form.

15 BY MS. BEHDADNIA:

14:22:09

16 Q Okay. I am going to go --

17 Okay. So the expert has separated the  
18 invoices by over 10,000 and below 10,000.

19 And there's a number of invoices that don't  
20 specifically reference Amazing Grace or any other  
21 film.

14:23:13

22 How does Neon allocate these expenses by  
23 film?

24 MR. STRUBLE: Objection to form.

25 THE WITNESS: Even if an invoice doesn't

14:23:29

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1 have the film identified, we know what the work --  
2 or the service that was provided was for.

3 So if it was only for one film in  
4 particular, then we would code it and allocate it to  
5 that film.

14:23:50

6 If that invoice was for multiple films, we  
7 would allocate it to each film in accordance with  
8 the distribution agreements.

9 BY MS. BEHDADNIA:

10 Q Okay. So the allocations would be by the  
11 distribution agreement? It wouldn't be by Neon's  
12 internal allocations per service?

14:24:02

13 MR. STRUBLE: Object to the -- to the form  
14 of the question.

15 THE WITNESS: We would follow the language  
16 of the distribution agreement and make a good faith  
17 allocation based upon the services that were  
18 provided.

14:24:16

19 BY MS. BEHDADNIA:

20 Q Okay. And -- so the vendor would not  
21 provide the allocation for the services?

14:24:26

22 MR. STRUBLE: Objection to form.

23 THE WITNESS: If the invoice is issued and  
24 there's no reference to a film, the invoice itself  
25 does not provide the allocation, but we know with

14:24:43

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1 what vendor and what film that they're working on.

2 So, again, if it's one single film, we  
3 would just allocate it to that single film.

4 If it's multiple films, we would  
5 allocate -- allocate it in good faith based upon the  
6 services that were provided for each film.

14:25:06

7 BY MS. BEHDADNIA:

8 Q Okay.

9 A If it -- it was equal --

10 Q And --

14:25:11

11 A -- we would split two ways, three ways.

12 Q Okay. So you would split the service fee  
13 between the films?

14 A No. We -- that could be one way of  
15 allocating, yes. But, again, it was be based upon  
16 the services that the vendor provided and the  
17 relevance to each film.

14:25:21

18 Q Okay. And the Neon employee who is in  
19 charge of overseeing that vendor would know how  
20 much, you know, the service was for "X" film, "Y"  
21 film, or "Z" film, and the amount of work that they  
22 had to do for it?

14:25:35

23 MR. STRUBLE: Object to form.

24 THE WITNESS: Correct.

25 BY MS. BEHDADNIA:

14:25:53

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1 Q Okay.

2 A And that would be approved by Finance.

3 Q Okay. And by, "Finance," do you mean  
4 yourself?

5 A Yes.

14:25:57

6 Q Okay. I'm now going to exit out of this  
7 for now and come back to this.

8 So what does --

9 You know, just to backtrack a little:

10 What does Neon do as a distributor?

14:26:31

11 MR. STRUBLE: Objection to form.

12 THE WITNESS: (Inaudible)?

13 BY MS. BEHDADNIA:

14 Q Uh-huh.

15 (Reporter clarification.)

14:26:42

16 THE WITNESS: I asked: In relation to film  
17 distribution?

18 BY MS. BEHDADNIA:

19 Q Yes.

20 A We distribute the film for exploitation in  
21 various medias for the time period in which we hold  
22 the rights and for the territories-- territory or  
23 territories in which we have the rights.

14:26:49

24 Q Okay. And so the Neon team, if you can  
25 elaborate, just handles the distribution and

14:27:11

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1 exploits it?

2 (Simultaneous crosstalk.)

3 MR. STRUBLE: Objection to form.

4 THE WITNESS: (Inaudible).

5 BY MS. BEHDADNIA:

14:27:19

6 Q Okay. And does Neon --

7 (Reporter clarification.)

8 THE WITNESS: Correct. Correct.

9 BY MS. BEHDADNIA:

10 Q Okay. And what does the distribution  
11 involve?

14:27:26

12 A All different medias, which would be --  
13 when I say, "medias," the rights we hold.

14 So to put it high-level: The theatrical  
15 distribution, TV, paid TV, free TV, the different  
16 forms of TV, the different forms of VOD,  
17 subscription video on demand, transactional EST.

14:27:43

18 So we will distribute it in all those  
19 medias.

20 You know, if we have international rights,  
21 internationally, if we have Canadian, Canada- --  
22 we'll distribute it in Canada.

14:28:00

23 We use, you know, non-theatrical --

24 I mean, any -- any mode of exploiting the  
25 film so we can generate revenue, which those are the

14:28:16

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1 main ones.

2 Q Okay. And in terms of distribution, does  
3 Neon engage any third parties to assist in the  
4 distribution?

5 A Yes.

14:28:31

6 Q Okay. And who are those third parties?

7 A Just for Amazing Grace or for --

8 Q For Amazing Grace specifically.

9 A I believe Universal, the studio Universal,  
10 and a distributor in Canada, a local distributor in  
11 Canada.

14:28:55

12 Q Okay. Are there --

13 A And then --

14 (Simultaneous crosstalk.)

15 THE WITNESS: Yeah.

14:29:08

16 BY MS. BEHDADNIA:

17 Q Sorry. Continue.

18 A And then there's possibly some small ones.  
19 Like for airlines and things like that, like we'll  
20 put the film up on airlines and hotels and things  
21 like that. We'll use a subdistributor for that.

14:29:15

22 Q Okay. And are there any third parties that  
23 assist Neon aside from those parties?

24 MR. STRUBLE: Objection to form.

25 Assist Neon with what?

14:29:28

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1 MS. BEHDADNIA: With Neon's roles as a  
2 distributor.

3 MR. STRUBLE: It's a very broad question.  
4 The witness can answer.

5 THE WITNESS: I wouldn't say that they -- 14:29:40  
6 they assist. I mean, they subdistribute.

7 BY MS. BEHDADNIA:

8 Q Okay.

9 A But, yeah, those are ones I can think of.

10 Q Okay. So I'm going to pull up -- 14:29:52

11 You actually mentioned Universal, so I'm  
12 going to go into that, and then I will circle back  
13 with you.

14 A Okay.

15 Q Okay. One second. 14:30:03

16 Let me know when you have it up.

17 MR. STRUBLE: Exhibit 14?

18 MS. BEHDADNIA: Yes, I believe we are -- I  
19 think we are on Exhibit 15.

20 MR. STRUBLE: I have it as 15. 14:31:23

21 (Simultaneous crosstalk.)

22 THE WITNESS: I have it open, whichever  
23 exhibit it is.

24 BY MS. BEHDADNIA:

25 Q Thank you. 14:31:31

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1 MS. BEHDADNIA: Madam Court Reporter, is it  
2 Exhibit 15 for identification?

3 (Reporter clarification.)

4 MS. BEHDADNIA: Okay.

5 (Exhibit 15 was marked for identification.) 14:32:17

6 MS. BEHDADNIA: Okay. Great.

7 Q So can you please tell me who  
8 Michael Silberman is?

9 A He's a consultant for Neon.

10 Q Okay. And what is -- what does he consult 14:32:29  
11 on?

12 A He works with the Theatrical Department.

13 Q Okay. And I pulled up this exhibit.

14 Can you please look at the first e-mail  
15 where he says: 14:32:49

16 "Yes, that would work. Please ensure  
17 that the checks arrive in the New York  
18 office prior to Friday"?

19 A Yeah. Would you mind if I -- I would -- I  
20 would like to read the whole exhibit -- 14:33:02

21 Q Yeah.

22 A -- because I'm not -- haven't seen this.  
23 (Pause in proceedings.)

24 THE WITNESS: Okay. I read it.

25 BY MS. BEHDADNIA: 14:33:37

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1 Q Okay. So would -- would you say that  
2 Neon's role as a distributor is to collect payments  
3 and receipts?

4 MR. STRUBLE: Objection to form.

5 THE WITNESS: Yes.

14:33:58

6 BY MS. BEHDADNIA:

7 Q Okay. And so why does Michael Silberman  
8 request checks to be sent to the New York office if  
9 he's just a consultant?

10 MR. STRUBLE: Object to form.

14:34:17

11 THE WITNESS: Because it's a consulting gig  
12 for Neon, and part of it is to handle collections.

13 BY MS. BEHDADNIA:

14 Q Okay. So Michael Silberman was in part  
15 handling collections while he was at Neon -- or  
16 consulting for Neon?

14:34:35

17 Excuse me.

18 A Yeah. Part of that -- that was part of his  
19 responsibilities.

20 Q Okay. Was Michael Silberman a Neon  
21 employee?

14:34:44

22 A No.

23 Q Okay. Was Michael Silberman a third-party  
24 vendor?

25 A No.

14:35:02

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1 Q Okay. Would Michael Silberman's consulting  
2 services be charged separately to the film?

3 A Yes.

4 Q Okay. Why would his expenses be charged to  
5 the film if it is Neon's role as a distributor to  
6 collect payments?

14:35:27

7 MR. STRUBLE: Objection to form.  
8 Argumentative. Calls for a legal conclusion.

9 THE WITNESS: We charge expenses to the --  
10 to the film per the distribution agreement. Part of  
11 the distribution agreement, this is an expense to  
12 charge to the film.

14:35:45

13 BY MS. BEHDADNIA:

14 Q Okay. And, to your knowledge, are expenses  
15 such as this consulting part of that distribution  
16 agreement with Amazing Grace and Neon?

14:36:18

17 MR. STRUBLE: Object to the form.

18 THE WITNESS: Yes. Per the distribution  
19 agreement, this is a distribution expense.

20 BY MS. BEHDADNIA:

14:36:39

21 Q Okay. Let's go back to the acquisition  
22 agreement.

23 I believe it was Exhibit 3.

24 A Yeah. I've got it open.

25 Q Okay. Can we go to page 8.

14:37:08

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1 A Yes.

2 Q Okay. And do you see the letter "J," the  
3 subparagraph on the page?

4 A Correct.

5 Q Okay. So I'm going to read it.

14:37:30

6 It says:

7 "Distribution expenses may not  
8 include any of the following:

9 "Any so-called advertising overhead  
10 or advertising override taken by Neon or  
11 any salaries or other compensation of Neon  
12 employees."

14:37:40

13 Do you see that?

14 A I do.

15 Q Okay. Is Michael Silberman's services  
16 something that a Neon employee could have  
17 undertaken?

14:37:51

18 MR. STRUBLE: Object to form. Calls for  
19 speculation.

20 THE WITNESS: It's a relevant question.

14:38:14

21 Michael Silberman is a contractor at Neon,  
22 and his responsibility is to collect -- one of his  
23 responsibilities is to collect theatrical receipts.

24 BY MS. BEHDADNIA:

25 Q Okay.

14:38:32

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1 A He is not a Neon employee.

2 Q Okay. Is there a Neon employee that also  
3 collects theatrical receipts?

4 MR. STRUBLE: Objection to form.

5 THE WITNESS: Hmm. I don't recall. 14:38:40

6 BY MS. BEHDADNIA:

7 Q Okay. So you do not recall if there are  
8 any other Neon employees that collect theatrical  
9 receipts?

10 A I -- 14:38:55

11 (Simultaneous crosstalk.)

12 MR. STRUBLE: Object to form.

13 THE WITNESS: Yeah. I just answered the  
14 question.

15 BY MS. BEHDADNIA: 14:38:59

16 Q Okay. And do you recall if any of the  
17 compensation of Neon employees was (inaudible)?

18 MR. STRUBLE: Objection --

19 (Reporter clarification.)

20 MS. BEHDADNIA: Expensed to the film. 14:39:20

21 Sorry.

22 MR. STRUBLE: And I --

23 (Simultaneous crosstalk.)

24 MR. STRUBLE: -- I objected to the form.

25 THE WITNESS: Yeah. Maybe -- is that 14:39:27

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1 like -- I don't know. It seems like a double  
2 negative.

3 So I'll just say that no Neon employee  
4 overhead was expensed to the film in terms of salary  
5 expense.

14:39:42

6 BY MS. BEHDADNIA:

7 Q Okay. And what about other compensation?

8 A No other compensation. It could have been  
9 reimbursements.

10 Q Okay. And was any advertising overhead  
11 charged to the film?

14:39:53

12 A No.

13 MR. STRUBLE: Objection to form.

14 BY MS. BEHDADNIA:

15 Q Okay. So what was Original Abe, Inc.'s,  
16 invoice for?

14:40:08

17 A I already answered that.

18 Q Okay. It was related to advertising.

19 And --

20 (Simultaneous crosstalk.)

14:40:25

21 BY MS. BEHDADNIA:

22 Q -- Andrew Brown is a current Neon  
23 employee --

24 A Advertising overhead overrides is not what  
25 you think it is in this industry.

14:40:35

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1 Q Can you please explain to me what it means?

2 A Yeah. It's a gross-up of expenses for an  
3 override.

4 So we have deals -- I don't believe we do  
5 in this one -- where in order to -- as like an  
6 overhead charge, if there is a million dollars in  
7 advertising expense, and there's an advertising  
8 overhead override of let's say 10 percent, we would  
9 book \$100,000 to the film in addition.

14:40:47

10 That wasn't the case for this film. So,  
11 no, this is not in any way in relation to that  
12 clause in the agreement.

14:41:07

13 Q Okay.

14 (Simultaneous crosstalk.)

15 THE WITNESS: This is for digital  
16 marketing. Andrew Brown was a consultant at this  
17 time; he was not an employee.

14:41:14

18 BY MS. BEHDADNIA:

19 Q Okay. What would you consider overhead  
20 aside from that?

14:41:30

21 (Simultaneous crosstalk.)

22 MR. STRUBLE: Objection to form.

23 THE WITNESS: Like, that's -- that's just a  
24 very general question.

25 Overhead, like the accounting definition of

14:41:38

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1 overhead?

2 BY MS. BEHDADNIA:

3 Q I want to start with the advertising  
4 defini- -- the advertising overhead.

5 A An advertising overhead would be as I just 14:41:47  
6 explained it.

7 Q Okay. And the accounting definition of  
8 overhead?

9 A The accounting definition of overhead?  
10 Oh. Well, an accounting definition -- 14:42:00  
11 (Simultaneous crosstalk.)

12 MR. STRUBLE: Objection to form.

13 THE WITNESS: -- of overhead would be, I  
14 mean, staff costs and expenses; operating costs,  
15 such as bank fees, office rent, dues and 14:42:13

16 subscriptions, shipping, certain taxes, insurance.  
17 You could classify depreciation as an  
18 overhead expense. Some people do, some people  
19 don't.

20 Miscellaneous expense, travel and 14:42:35  
21 entertainment.

22 And it would all relate to the company.

23 I mean, there's probably things I'm  
24 missing.

25 BY MS. BEHDADNIA: 14:42:45

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1 Q Okay. Can you explain to me also what --  
2 You know, I'm going to pull it up here.  
3 Let's move to the same agreement.

4 Okay. Page 12, and then subparagraph B.

5 MR. STRUBLE: Is it Exhibit 3, for the 14:44:14  
6 record?

7 THE WITNESS: Where -- we're in the  
8 acquisition agreement; right?

9 BY MS. BEHDADNIA:

10 Q Yes. 14:44:24

11 A Page 12, at the top --  
12 (Simultaneous crosstalk.)

13 BY MS. BEHDADNIA:

14 Q Page 12, paragraph B.

15 A 10 -- 10(b)? 14:44:27

16 Q Yes, 10(b).

17 A Okay. Yeah. All right.

18 Q Okay. Do you see how it states:

19 "Neon will meaningfully consult with  
20 licensor in connection with Neon's initial 14:44:35  
21 release plan, official trailer, and  
22 official one sheet, slash, key art for the  
23 picture"?

24 A Yeah. You should read the rest of it,  
25 though. 14:44:49

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1 Q "However, that Neon's decision in all  
2 respects will control."

3 A Okay.

4 Q Okay. Great.

5 Can you please explain to me what an  
6 initial release plan is?

14:44:52

7 A Yeah. It's like a --

8 (Simultaneous crosstalk.)

9 MR. STRUBLE: Object to form.

10 Hold on.

14:45:01

11 Objection to form. Beyond the scope.

12 You can answer, if you have -- if you know.

13 THE WITNESS: Yeah. An initial release  
14 plan would basically be the release plan for the  
15 film. Most of it would be centered around the  
16 marketing and -- and the theatrical side.

14:45:13

17 And I think, in this case, there -- like a  
18 good -- there some decent amount of publicity as  
19 well.

20 So it would be Neon's plan, marketing plan:  
21 When are we going to release it? How many theatres?  
22 The growth, if -- you know, if it's a small release  
23 to start, and then it grows in screen count.

14:45:25

24 You know, basically like from just before  
25 release until pretty much the film's finished with

14:45:45

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1 the theatrical release, what we're going to be  
2 doing.

3 BY MS. BEHDADNIA:

4 Q Okay. And would you say that advertising  
5 is a part of the initial release plan?

14:45:57

6 MR. STRUBLE: Objection to form.

7 THE WITNESS: Yeah. I would --

8 BY MS. BEHDADNIA:

9 Q I mean --

10 A Yeah. We would have like detail of our  
11 marketing plan, yeah.

14:46:06

12 Q Okay. And did Neon ever consult with  
13 relation to this initial release plan?

14 MR. STRUBLE: Objection to form. Beyond  
15 the scope. Lacks foundation.

14:46:21

16 This is the witness's knowledge. He can  
17 answer, if he knows.

18 THE WITNESS: Yeah. I'm not really sure.  
19 I wasn't employed at Neon at the time.

20 My understanding would be that it did  
21 happen.

14:46:37

22 BY MS. BEHDADNIA:

23 Q Okay. And so if there was a marketing  
24 expense --

25 I'm going to pull up -- let's go back to --

14:46:46

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1 A To clarify, the initial release plan would  
2 not really contain any expenses.

3 Q Okay. But it would contain marketing?

4 A Yeah. Like what we're going to do.

5 (Simultaneous crosstalk.)

14:47:01

6 BY MS. BEHDADNIA:

7 Q Okay. Can you please elaborate on what  
8 that would be?

9 A The initial release plan wouldn't break  
10 anything down monetarily.

14:47:07

11 It would say, as an example, "We're going  
12 to take film A, and we're going to create a  
13 billboard on Santa Monica Boulevard. We're going to  
14 advertise on Facebook and Twitter."

15 It wouldn't break down the expense that  
16 that would cost. It would just be words of what the  
17 plan is.

14:47:23

18 Q Okay. So it would be: "We're going to  
19 advertise on Facebook. We're going to release" --  
20 "we're going to put something up on a billboard.  
21 We're going to" --

14:47:39

22 A It could be.

23 Q Okay. And is there anything else that  
24 would be included?

25 A I'm not --

14:47:48

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1 MR. STRUBLE: Objection.

2 (Simultaneous crosstalk.)

3 BY MS. BEHDADNIA:

4 Q You may answer.

5 A Yeah. I'm not sure. There's just -- 14:47:54

6 there's different -- like an initial release plan is  
7 always going to be different levels of detail.

8 Q Okay. But, to your knowledge, a release  
9 plan normally includes marketing?

10 MR. STRUBLE: Objection to form. 14:48:07

11 THE WITNESS: Hmm. In some instances,  
12 yeah.

13 In some instances, it wouldn't.

14 BY MS. BEHDADNIA:

15 Q Okay. In this instance, would the initial 14:48:20

16 release plan include marketing?

17 MR. STRUBLE: Again, objection to form.  
18 Lacks foundation.

19 THE WITNESS: I don't know. I wasn't  
20 employed at Neon. I haven't seen the release plan. 14:48:32

21 BY MS. BEHDADNIA:

22 Q Okay. I'm going to pull up another  
23 exhibit.

24 MS. BEHDADNIA: I'm sorry. Can we go off  
25 the record? Because I need to find the document. 14:49:36

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1 MR. STRUBLE: Well, I don't agree to that.  
2 We can't go off the record to prep for the  
3 depo.

4 I'm sorry.

5 You need to continue -- if you want, at the  
6 next natural break, if you need to use that time for  
7 your own purposes, that's fine.

14:49:42

8 MS. BEHDADNIA: All right. No, it's fine.  
9 I will continue:

10 Q Mr. Friscia, when we were talking about the  
11 subdistributors, Universal --

14:49:57

12 A Uh-huh.

13 Q -- and you mentioned a Canadian  
14 subdistributor, do they have expenses?

15 (Simultaneous crosstalk.)

14:50:14

16 MR. STRUBLE: Objection to form.

17 THE WITNESS: Yes.

18 BY MS. BEHDADNIA:

19 Q Okay. And do they provide a report of  
20 their expenses?

14:50:21

21 MR. STRUBLE: Objection to form.

22 THE WITNESS: They provide accounting  
23 statements, yes.

24 BY MS. BEHDADNIA:

25 Q Okay. Are you aware that there's around

14:50:27

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1 400K in expenses from Universal?

2 MR. STRUBLE: Objection to form.

3 THE WITNESS: Hmm. Do you want to pull up  
4 the statement? I mean, those numbers sound --

5 BY MS. BEHDADNIA:

14:50:43

6 Q No. Just are you aware that there's around  
7 400K in expenses for Universal?

8 A Is that the number that's on the statement?

9 Q I'm asking about your knowledge.

10 A Can you pull up the statement, please?

14:50:53

11 Q Yeah.

12 A And then I'll --

13 MR. STRUBLE: And I'm going to note that  
14 unless you're referring to expenses that have been  
15 charged to this film, it's beyond the scope of what  
16 he's been designated to testify about. Charged to  
17 this film by Neon, I should say.

14:51:06

18 (Pause in proceedings.)

19 MS. BEHDADNIA: All right. I'm going to  
20 drop another file.

14:52:16

21 Q And I understand that you likely will not  
22 be able to open this, so I will also share my  
23 screen.

24 A Yeah. It was in Excel.

25 MR. STRUBLE: Which exhibit number?

14:52:52

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1 MS. BEHDADNIA: I believe this is  
2 Exhibit 16, if I'm not mistaken.

3 (Exhibit 16 was marked for identification.)

4 MS. BEHDADNIA: There we go.

5 Q Okay. Can you see my screen?

14:53:28

6 A Yes. Yes.

7 Q Okay. Great.

8 Have you seen this document before?

9 A Yes.

10 Q Okay. Great.

14:53:40

11 So I have here distribution expenses.

12 And then it lists a number of different  
13 types of expenses, and then it says, "Total  
14 Distribution Expenses: \$465,306."

15 Do you see that?

14:54:08

16 A Yes.

17 Q Okay. Does Universal provide you a  
18 statement with a list of these expenses?

19 A Yes. We're looking at it.

20 Q Okay. And do these expenses look  
21 reasonable for a distribution like this?

14:54:20

22 A Definitely.

23 (Simultaneous crosstalk.)

24 MR. STRUBLE: Objection to form. Beyond  
25 the scope of the deposition. Lacks foundation.

14:54:34

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1 THE WITNESS: Yes.

2 MR. STRUBLE: Calls for speculation.

3 (Simultaneous crosstalk.)

4 THE WITNESS: Definitely reasonable.

5 BY MS. BEHDADNIA:

14:54:41

6 Q Okay. And how do you verify these  
7 expenses?

8 MR. STRUBLE: Objection to form.

9 THE WITNESS: We verify them within this  
10 statement.

14:54:56

11 BY MS. BEHDADNIA:

12 Q Yeah. Does any -- do you have any process  
13 in place to verify your expenses?

14 A I'd have to reference -- which I think you  
15 have. But if we want to pull up our distribution  
16 agreement with Universal, we can see what our  
17 remedies are under the agreement.

14:55:09

18 Q Okay. For now, I'm just asking about Neon,  
19 if they have any system in place.

20 (Simultaneous crosstalk.)

14:55:20

21 THE WITNESS: Yeah. Our system would be  
22 to, if we had any doubt on any expenses that  
23 Universal incurred, we would enact whatever --  
24 whatever -- what's the word? -- whatever rights we  
25 have under the distribution agreement with

14:55:37

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1 Universal.

2 BY MS. BEHDADNIA:

3 Q Okay.

4 A That's the process.

5 Q And do you have any doubts about these 14:55:43  
6 expenses?

7 A I have no doubts about these expenses.

8 Q Okay. Do you see the advance listed here?

9 A Yes.

10 Q Okay. Do you see how it says there is a 14:55:53  
11 \$282,032 advance?

12 A Do you mind scrolling over to the left one  
13 click?

14 Yeah. There we go.

15 Yes, I see the advance of that amount. 14:56:10

16 Q Okay. What was this advance for?

17 A Universal on this film provided an advance  
18 against future proceeds.

19 Q Okay. And this advance was provided to  
20 Neon? 14:56:32

21 A Yes, it would have been paid to Neon.

22 Q Okay. And is this advance something that  
23 would have been in the accounting statement?

24 MR. STRUBLE: Objection to form.

25 THE WITNESS: Yes. 14:56:46

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1 MR. STRUBLE: Vague and ambiguous.

2 THE WITNESS: And it's in there.

3 BY MS. BEHDADNIA:

4 Q Okay. Under what category would this  
5 advance be under? 14:56:53

6 A It would be under both -- I think it's --  
7 let me look at the statement.

8 But "Home Ent. Digital" and "Home Ent.  
9 Physical."

10 Q Okay. So do you see where it says -- the 14:57:08  
11 balance right above that where it says, "830,726"?

12 A Yes.

13 Q Okay. So would this balance be in the  
14 accounting statement?

15 MR. STRUBLE: Objection to form. 14:57:26

16 THE WITNESS: Yes.

17 BY MS. BEHDADNIA:

18 Q Okay. And under which category would this  
19 balance be under?

20 A It would be under "Home Ent. Physical" and 14:57:41  
21 "Home Ent. VOD and Digital," and it -- and I can  
22 verify that this ties to the exact amount in the --

23 Q Okay.

24 A In the third -- in the statement that it's  
25 applicable to. 14:57:52

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1 Q Okay. And the same advance would also be  
2 included under those two categories?

3 A Yeah. But the advance is included in the  
4 830,726.

5 Q So the advance -- you're saying this 14:58:03  
6 282,000 would be included in the 836- -- 830,726?

7 A Yes. They would -- yes. Yes.

8 Q Okay. I'm going to stop sharing the  
9 screen.

10 (Pause in proceedings.) 14:58:34

11 BY MS. BEHDADNIA:

12 Q Mr. Friscia, would the accounting  
13 statements -- or scratch that.

14 Do you think that the accounting statements  
15 are 100-percent accurate? 14:58:49

16 MR. STRUBLE: Object to form. Compound.

17 THE WITNESS: Which accounting statements?

18 BY MS. BEHDADNIA:

19 Q I am going to start with the Q1 2023.

20 A The Q1 2023 statement. 14:59:09

21 During my review, I found a \$1,200 expense  
22 that should be allocated to a different film.

23 Q Okay. And how often do you review the  
24 expenses to see if there are allocations that were  
25 to other films? 14:59:43

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1 (Simultaneous crosstalk.)

2 MR. STRUBLE: Objection to form. Vague and  
3 ambiguous.

4 THE WITNESS: (Inaudible).

5 BY MS. BEHDADNIA:

14:59:45

6 Q Every quarter.

7 Okay --

8 (Reporter clarification.)

9 THE WITNESS: I said every quarter.

10 BY MS. BEHDADNIA:

14:59:56

11 Q Okay. So after that --

12 You said \$1,200 expense?

13 A Uh-huh.

14 Q Okay. Aside from that \$1,200 expense, do  
15 you believe that this quarter 20- -- quarter 1 2023  
16 statement is 100-percent accurate?

15:00:07

17 A Yes. So does Alan, by the way, because  
18 he's told me that. Our books and records are  
19 accurate.

20 Q I'm not talking about Alan. I'm talking  
21 about --

15:00:20

22 (Simultaneous crosstalk.)

23 THE WITNESS: No. I'm just saying, like  
24 we're here asking questions about a  
25 statement where --

15:00:25

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1 (Simultaneous crosstalk.)

2 BY MS. BEHDADNIA:

3 Q Again, I am conducting this deposition,  
4 so --

5 A I know the person -- the person who is 15:00:27  
6 suing us has told me on the phone verbally they  
7 believe our -- that books and records are accurate.

8 I mean, I called him as a friend to  
9 reassure him they were.

10 Q When was the last time you spoke with 15:00:41  
11 Alan Elliott?

12 A It was after that call June -- or it was  
13 after that -- it was after that when I mentioned the  
14 request came through with questions, and we answered  
15 them. I believe I called him right after that. So 15:00:54  
16 it was probably like -- I think it was  
17 February 2021.

18 Q Okay. So I'm talking about quarter 1 2023.

19 A 100-percent accurate, except for that  
20 \$1,200 that I mentioned. 15:01:08

21 Q Okay. I'm going to pull up -- scratch  
22 that.

23 Okay. So let's go back to the expert  
24 report.

25 So let's pull that up, Mr. Green's report. 15:03:05

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1 A Yes. I've got it.

2 Q Okay. Perfect.

3 Do you, to your knowledge, know if the  
4 quarter 3 2022 accounting statement is 100-percent  
5 accurate?

15:03:21

6 A Yes. But I believe that same \$1,200  
7 expense I mentioned is probably within that  
8 statement as well.

9 Q Okay. So aside from the \$1,200 expense,  
10 the quarter 2020- -- the quarter 3 2022 expense,  
11 according to your testimony, is 100-percent  
12 accurate?

15:03:38

13 A Yes.

14 Q Okay. So let's pull to page 12 of the  
15 expert report.

15:03:57

16 Let me know when you're there.

17 A Okay.

18 Q Okay. So paragraph 46, your expert writes:

19 "The total home entertainment  
20 receipts total 830,726, which is \$4,583.14  
21 higher than the quarter 3 2022 accounting  
22 statement."

15:04:17

23 Do you see that in --

24 A I see that.

25 Q Okay. Perfect.

15:04:39



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1 of a delay to quarter 1 2023, is there any other  
2 reason why it would not be accurate in 2022?

3 MR. STRUBLE: Objection to form.

4 THE WITNESS: To clarify, your question  
5 says, like, is there any other reason it would not  
6 be accurate? 15:06:21

7 I just want to make clear that --  
8 (Simultaneous crosstalk.)

9 BY MS. BEHDADNIA:

10 Q Yeah. Like aside from a delay in  
11 payments -- 15:06:26

12 A It's not a delay in payment.

13 Look at the pay- -- let's open the  
14 Universal agreement and look at the --

15 They don't have to issue this statement  
16 until 60 days after the end of the quarter. So,  
17 mathematically, based on timing, we wouldn't receive  
18 the statement or the payment. We wouldn't know it  
19 exists when we issue the Q3 2022 statement to Alan,  
20 essentially. 15:06:35  
21

22 So it's not late, it's not delayed. It's  
23 per the payment terms. It's per the reporting terms  
24 of the Universal agreement, which I'm sure you have  
25 and we can open up.

25 So there's no error on the statement, and 15:07:00

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1 the payment is not late. The payment was paid when  
2 it was due, and it was reported in the applicable  
3 period in which the cash was received.

4 Q Okay. Great. Thank you for your  
5 statement.

15:07:11

6 MS. BEHDADNIA: I'm going to go off record  
7 for five minutes because I need to use the restroom,  
8 and then we can resume.

9 MR. STRUBLE: Okay.

10 THE VIDEOGRAPHER: We are now going off the  
11 record.

15:07:24

12 And the time is 3:07 p.m.

13 (Recess.)

14 THE VIDEOGRAPHER: We are now going back on  
15 the record.

15:18:47

16 And the time is 3:18 p.m.

17 BY MS. BEHDADNIA:

18 Q Okay. Great.

19 I am going to drop another exhibit into the  
20 chat.

15:19:04

21 Please let me know once you have it up.

22 MS. BEHDADNIA: I believe this is

23 Exhibit -- are we at Exhibit 17?

24 (Exhibit 17 was marked for identification.)

25 THE WITNESS: Okay. I have it up.

15:19:28

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1 MS. BEHDADNIA: Okay. Perfect.

2 I'm just waiting on the court reporter to  
3 confirm the exhibit number.

4 (Reporter clarification.)

5 MS. BEHDADNIA: The last is 16? Is that 15:20:18  
6 what you're saying?

7 (Reporter clarification.)

8 MS. BEHDADNIA: Okay. So then this would  
9 be the 17 -- or this was the final, 16?

10 (Reporter clarification.) 15:20:29

11 MS. BEHDADNIA: Okay.

12 Q So we're going to identify this as  
13 Exhibit 16 [sic], since I just dropped this into the  
14 chat.

15 And then if you both have it up, I'm going 15:20:47  
16 to read just the two lines.

17 So if we see here, it says:

18 "Amazing Grace Zealot breakdown  
19 attached.

20 "Mike, can you drop this stuff into 15:21:03  
21 your sheet?"

22 Do you see that, Mr. Friscia?

23 A Yes, I see that.

24 Q Okay. So this e-mail was sent from  
25 Christian Parkes to Mike Winton, Sumyi Antonson, and 15:21:15

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1 Clint Cockrill -- excuse me if I'm pronouncing that  
2 incorrectly -- and the subject is "Amazing Grace  
3 Spend -- Urgent."

4 So this was sent in 2021.

5 What she -- is Christian referring to?

15:21:34

6 MR. STRUBLE: Objection to form. Lacks  
7 foundation.

8 THE WITNESS: I am not on this e-mail. I  
9 don't even know what this was about.

10 BY MS. BEHDADNIA:

15:21:51

11 Q Okay. Who is Mike Winton?

12 A He is an employee of Neon.

13 Q Okay. What is his role?

14 A He works in Marketing.

15 Q Okay. Does Mike have any involvement in  
16 accounting?

15:21:59

17 A No.

18 Q Okay. So if a breakdown was sent from  
19 Christian to Mike, would that be a breakdown of the  
20 expense?

15:22:20

21 MR. STRUBLE: Objection -- objection to  
22 form. Lacks foundation.

23 And I note that the exhibit you have  
24 submitted is incomplete because the attachment is  
25 not included.

15:22:33

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1 MS. BEHDADNIA: Well, I don't think I have  
2 the attachment either.

3 MR. STRUBLE: It has been produced.

4 MS. BEHDADNIA: One second.

5 (Pause in proceedings.)

15:22:48

6 (Background noise.)

7 BY MS. BEHDADNIA:

8 Q Okay. So let me ask you one more question  
9 about this:

10 Would Mike Winton be involved at all in  
11 accounting?

15:23:08

12 (Simultaneous crosstalk.)

13 MR. STRUBLE: Objection to form.

14 THE WITNESS: You just asked me that --

15 (Simultaneous crosstalk.)

15:23:17

16 MR. STRUBLE: Asked and answered.

17 (Reporter clarification.)

18 THE WITNESS: My answer was that she just  
19 asked me that question.

20 BY MS. BEHDADNIA:

15:23:24

21 Q Okay. Can you please answer again?

22 A Hmm. Yeah. Sure.

23 No, Mike Winton is not involved in  
24 accounting.

25 Q Okay. Would there be more than one sheet

15:23:37

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1 with expenses in accounting?

2 MR. STRUBLE: Sorry. Objection to form.

3 Vague and ambiguous.

4 THE WITNESS: I -- I don't even know what  
5 you're talking about. 15:23:53

6 Like, one sheet? What's --

7 BY MS. BEHDADNIA:

8 Q Yeah. Would there be two separate Excel  
9 sheets going for the expenses?

10 A There's -- 15:24:00

11 (Simultaneous crosstalk.)

12 MR. STRUBLE: Same objection.

13 THE WITNESS: There's no Excel sheet going  
14 anywhere.

15 BY MS. BEHDADNIA: 15:24:05

16 Q Okay. So --

17 A Why don't you just open the document and  
18 see what it is?

19 (Simultaneous crosstalk.)

20 BY MS. BEHDADNIA: 15:24:12

21 Q Let me ask my questioning. Let me ask my  
22 questioning.

23 Thank you.

24 A All right. All right. All right.

25 Q Okay. Did at any time -- did Neon at any 15:24:17

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1 time have two separate sheets for their expenses?

2 MR. STRUBLE: Objection to form. Vague and  
3 ambiguous.

4 THE WITNESS: I have no idea.

5 Like, sheets relating to what?

15:24:31

6 BY MS. BEHDADNIA:

7 Q The expenses.

8 A Multiple sheets?

9 (Simultaneous crosstalk.)

10 BY MS. BEHDADNIA:

15:24:38

11 Q Excel sheets.

12 A I've already told you that each individual  
13 had a credit card expense sheet, so there's multiple  
14 sheets for the people as they code their expenses.

15 If you're talking about our ledger, no.

15:24:50

16 And it's a ledger that only Finance has access to.

17 So --

18 Q Okay. So --

19 A It's just a really, like, weird question.

20 Q I'm going to drop into the chat another  
21 exhibit.

15:25:00

22 And this will be marked as Exhibit 17 now.

23 MR. STRUBLE: I think the last one was 17.

24 MS. BEHDADNIA: No. She said the last one  
25 was 16 in the chat.

15:25:34

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1 MR. STRUBLE: No. I'm pretty sure this  
2 last one you did was Exhibit 17.

3 MS. BEHDADNIA: Okay. So then the last --  
4 Can you please check for the last, so we  
5 can just get a proper record? 15:25:56

6 (Reporter clarification.)

7 MS. BEHDADNIA: Okay. Thank you.

8 MR. STRUBLE: No. Why don't we just pick  
9 up with like 18 and we can skip one.

10 I don't want to waste time. This is 15:26:06  
11 more --

12 (Simultaneous crosstalk.)

13 MS. BEHDADNIA: Okay. Let's -- we'll pick  
14 up with 18. We'll skip one.

15 Let's mark this as Exhibit 18. 15:26:11

16 (Exhibit 18 was marked for identification.)

17 BY MS. BEHDADNIA:

18 Q And let me know once you have it open.

19 A I have it open.

20 It's for me. It's -- it's a text file. 15:26:20

21 Q Yes. That's correct.

22 A Okay.

23 Q Okay. So this is a text version, the  
24 native format of Bates Stamp 11878.

25 Do you see this? 15:26:40

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1 A Yeah. Are you saying it's like a different  
2 version of something else?

3 Q I'm just asking if you see this document  
4 currently.

5 A Yes, I see this document.

15:26:53

6 Q Okay. And would this appear to be the text  
7 version of expenses?

8 MR. STRUBLE: Object to form. Lacks  
9 foundation.

10 I also object that you've put before the  
11 witness an incomplete document without the parent  
12 attachment and that you've provided a version that  
13 is not in its native form. It's a text file that is  
14 very difficult to read.

15:27:09

15 MS. BEHDADNIA: Okay. I'm going to put the  
16 original Excel file into the chat, with the same  
17 Bates number, 11878.

15:27:27

18 THE WITNESS: Well, I won't be able to open  
19 it.

20 BY MS. BEHDADNIA:

15:27:50

21 Q Okay. So I'm going share my screen so you  
22 can see.

23 MR. STRUBLE: We continue to object on --  
24 for failure to include the parent e-mail for this.

25 MS. BEHDADNIA: This was produced as Bates

15:28:02

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1 Stamp 11878.

2 THE WITNESS: This is -- can I ask a  
3 question? Am I allowed to ask a question?

4 I'm confused.

5 Is this the document that was referenced in 15:28:13  
6 the e-mail, or are we just on a different topic now?

7 (Exhibit 19 was marked for identification.)

8 BY MS. BEHDADNIA:

9 Q No. This is a separate document.

10 A Gotcha. 15:28:21

11 Q Not the Mike e-mail.

12 A Not the Mike, yes.

13 Q Okay. So do you see the document I'm  
14 sharing?

15 A Yes. 15:28:31

16 Q Okay. Does this appear to be a sheet of  
17 expenses that was created by Neon?

18 A Yes.

19 Q Okay. Now I'm going to pull up that -- if  
20 we can pull up that corresponding text file. 15:28:47

21 Please let me know once you have it up.

22 A Yep.

23 Q Okay. So this text file has numerous  
24 entries.

25 And it's got entries for pay date. It has 15:29:03

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1 entries for numerous other things that were not  
2 included in the other expense sheet.

3 So my question to you is:

4 Why --

5 (Simultaneous crosstalk.)

15:29:21

6 MR. STRUBLE: Sorry. Are you referring to  
7 the Excel as the other expense sheet?

8 MS. BEHDADNIA: Correct.

9 Q This text file is not the same as -- the  
10 same 11878 Excel file. It has additional metadata  
11 that is included in this text file.

15:29:36

12 So I'm looking at the text file where it  
13 lists numerous transactions and expenses and states  
14 dates, such as when they were paid; it has the type  
15 of payment, whether was it was an EFT, whether it  
16 was paid by check.

15:30:05

17 Now I'm going to drop another exhibit into  
18 the chat for Neon's current expenses.

19 So do you -- let me know once everybody has  
20 it opened.

15:30:39

21 I believe this will be marked as a separate  
22 exhibit.

23 MR. STRUBLE: Did it get an exhibit number?

24 THE WITNESS: Is this also a text file?

25 BY MS. BEHDADNIA:

15:30:51

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1 Q Yes. This is also a text file, Exhibit 19.

2 MR. STRUBLE: I think the Excel was

3 Exhibit 19.

4 The first text file was 18. And the Excel

5 was 19.

15:30:54

6 And this is 20.

7 MS. BEHDADNIA: So then this is Exhibit 20.

8 Thank you.

9 (Exhibit 20 was marked for identification.)

10 BY MS. BEHDADNIA:

15:31:07

11 Q Okay. So do you have the 1211 Bates Stamp  
12 text file up?

13 A Yeah, I have both of them up. Both --

14 (Simultaneous crosstalk.)

15 BY MS. BEHDADNIA:

15:31:17

16 Q Okay. Perfect.

17 So why would one not have the same metadata  
18 as the other?

19 (Simultaneous crosstalk.)

20 MR. STRUBLE: Objection to form. Vague and  
21 ambiguous. Lacks foundation.

15:31:24

22 THE WITNESS: They're from different  
23 accounting systems.

24 BY MS. BEHDADNIA:

25 Q Okay. So which accounting system was the

15:31:31

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1 one with the metadata in it, the 11878?

2 A Great Plains.

3 Q Okay. And then which accounting system is  
4 1211 in?

5 A If that's the text file from the expenses 15:31:48  
6 you pulled up in Excel --

7 Q Uh-huh.

8 A -- that's from Sage Intacct.

9 Q Okay. So when you transferred the  
10 information from one accounting software to the 15:32:03  
11 other accounting software, did you include the  
12 metadata from the first accounting software?

13 MR. STRUBLE: Again, objection to form.

14 THE WITNESS: We included -- we included  
15 enough data that we converted to our new system, as 15:32:22  
16 required by our auditors; and we store all the old  
17 data in another system.

18 BY MS. BEHDADNIA:

19 Q And which system is that stored in?

20 A Popdock. 15:32:38

21 Q Popdock.

22 Okay. And do you still have access to that  
23 system?

24 A Popdock?

25 Q Yes. 15:32:43

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1           A       Yes.

2           Q       So when -- why did you switch accounting  
3       softwares?

4           A       It was my -- my decision.

5                   Great Plains is a good system.  It's                   15:32:56  
6       just it's -- it's like -- what's the word?

7                   It's like remote access, you know?  So it's  
8       more of like a desktop platform.  So it's a little  
9       bit more difficult to access when you're like not at  
10      your computer, because you've got like a remote                   15:33:13  
11     desktop -- remote desktop in, and then -- it's just  
12     confusing.

13                  Sage Intacct is a newer -- or, no, it's  
14     been around for a while.  But Sage Intacct is an  
15     online-based system.  I believe it's a bit more up                   15:33:30  
16     to date.

17                  You know, Great Plains is like a Microsoft  
18     system.  Microsoft is just kind of known to make  
19     everything very boring.

20                  You know, the reporting functionality is a           15:33:42  
21     bit better in Sage Intacct.

22                  And our majority shareholder uses  
23     Sage Intacct, and there's a desire to convert the  
24     family of companies to the same accounting system,  
25     so we converted from Great Plains to Sage Intacct.                   15:33:59

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1 Everything is verified and ties out to the  
2 dollar per our audit.

3 Q Okay. And did you have any other problems  
4 aside from it being boring and the -- user  
5 interface, you know, it wasn't to your liking?

15:34:18

6 Was there any other problems with  
7 Great Plains?

8 (Simultaneous crosstalk.)

9 MR. STRUBLE: Objection to form.  
10 Mischaracterizes the testimony.

15:34:26

11 THE WITNESS: No.

12 BY MS. BEHDADNIA:

13 Q Okay. And --

14 A It's a like -- it's a SOX -- they're  
15 both -- Great Plains is a SOX-compliant system. SOX  
16 is --

15:34:33

17 (Simultaneous crosstalk.)

18 BY MS. BEHDADNIA:

19 Q Okay. Can you explain what SOX is, please?

20 A It's Sarbanes-Oxley.

15:34:35

21 It's basically -- it just lists like  
22 certain requirements that accounting systems should  
23 have to make sure that they're in accordance with  
24 U.S. GAAP or I guess like also if you follow  
25 different accounting methodology.

15:34:57

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1 I believe it came out of -- it came out of  
2 something. I can't remember what, but there was  
3 some big thing back in the day.

4 And Sarbanes-Oxley was an act instituted to  
5 make sure -- I mean, it's, you know, more of a  
6 public company requirement, but we follow it as a  
7 private company.

15:35:10

8 Q Okay. And back to my question about when  
9 you guys were transferring the records from one  
10 software to the next:

15:35:25

11 So you guys did not basically input  
12 everything that was in the first software in the  
13 next one?

14 MR. STRUBLE: Objection to form.

15 (Simultaneous crosstalk.)

15:35:35

16 THE WITNESS: We had put -- we converted  
17 all the relevant data and had our third-party  
18 auditors confirm that the data we converted was  
19 sufficient.

20 BY MS. BEHDADNIA:

15:35:49

21 Q Okay. And --

22 (Simultaneous crosstalk.)

23 THE WITNESS: And then for -- for  
24 reference, as I said, we converted all like the GP  
25 metadata detail into the system called Popdock

15:35:55

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1 (inaudible).

2 BY MS. BEHDADNIA:

3 Q And --

4 (Reporter clarification.)

5 THE WITNESS: We converted all the

15:36:03

6 Great Plains data into Popdock in case we ever  
7 needed to reference it.

8 And when I say, "reference it," it's really

9 just for like the AP and AR subledgers because

10 it's -- it's easier to look at that way if you ever

15:36:23

11 need to, like for some reason. So --

12 (Simultaneous crosstalk.)

13 BY MS. BEHDADNIA:

14 Q I'm sorry. Can you explain to me what an

15 AP subledger is?

15:36:33

16 A Yeah. We have your ledger, which is just  
17 your main general ledger.

18 And then you have subledgers. The two big  
19 ones would be AP and AR.

20 So AP is accounts payable. AR is accounts  
21 receivable.

15:36:44

22 So your AP subledger would basically  
23 cap- -- track all of your payables, so your bills  
24 that are due. And your AR subledger would track all  
25 your receivables, all the amounts, like revenue you

15:36:59

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1 recognize, but the cash just hasn't come in yet.

2 And they both roll up to your main ledger.

3 Q Okay. And all of these trackers, were they  
4 through the two softwares that you mentioned?

5 A Both systems, Great Plains and Intacct, 15:37:15  
6 have AP and AR subledgers, yeah.

7 Q Okay. And are there any other systems that  
8 you use to track this AR and AP?

9 A Now we just use Sage Intacct.

10 Q Okay. 15:37:36

11 A Well, sorry. Sorry. I mentioned before:  
12 But Nexonia, we use that for credit card  
13 expenses and AP.

14 So the staff submits invoices of bill- --  
15 bills into the system, the whole process entails, 15:37:50  
16 and then they're pushed over, exported out of  
17 Nexonia and imported into Intacct.

18 So the two systems would be Nexonia and  
19 Sage Intacct.

20 Q Okay. So they would report -- they would 15:38:04  
21 basically report their invoices to this tracker in  
22 Nexonia?

23 MR. STRUBLE: Objection to form.

24 THE WITNESS: Yeah. I wouldn't call it a  
25 tracker. It's like a computer software. 15:38:15

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1           So they would go in and submit their  
2     expenses or a bill into the system.

3           So it's an interface where they would enter  
4     pertinent detail from the invoice and attach the  
5     invoice, and then it's submitted to Finance for  
6     approval. And we have a process around when we make  
7     payment.

15:38:33

8     BY MS. BEHDADNIA:

9           Q     Okay. And aside from Nexonia, is there  
10    anything else that they used?

15:38:42

11           MR. STRUBLE: Objection to form.

12           THE WITNESS: No.

13    BY MS. BEHDADNIA:

14           Q     Okay. Was there any tracker that they used  
15    in relation to Frost Bank?

15:38:57

16           MR. STRUBLE: Objection to form.

17                    Again, who is "they"?

18           MS. BEHDADNIA: The Neon employees that are  
19    inputting these invoices.

20           MR. STRUBLE: Objection to form.

15:39:08

21           THE WITNESS: Yeah. Before Nexonia  
22    existed, it would just be handled in a spreadsheet.

23    BY MS. BEHDADNIA:

24           Q     Okay. And is this spreadsheet through  
25    Frost Bank?

15:39:22

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1 A No.

2 Q Okay. So is there any tracker that the  
3 employee used that was provided for by Frost Bank?

4 MR. STRUBLE: Objection to form.

5 THE WITNESS: No. Banks don't provide 15:39:34  
6 trackers.

7 BY MS. BEHDADNIA:

8 Q Okay. So Frost Bank does not have a  
9 tracker?

10 A No. 15:39:43

11 Q Okay. I'm going to drop another exhibit  
12 into the chat.

13 Let me know when you have it up.

14 MR. STRUBLE: What's the exhibit number?

15 MS. BEHDADNIA: I believe it's Exhibit 21 15:40:54  
16 now.

17 (Exhibit 21 was marked for identification.)

18 THE WITNESS: I got it.

19 BY MS. BEHDADNIA:

20 Q Okay. So do you see this e-mail that's 15:41:00  
21 from Kim Kalyka to Elissa Federoff on August 21st,  
22 2020?

23 A Yes.

24 Q Okay. And do you see in her e-mail where  
25 she states: 15:41:17

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1 "I'm collecting statements for my  
2 vendors to clean up that old AP tracker"?

3 A Yes.

4 Q Okay. So which AP tracker is Kim referring  
5 to?

15:41:30

6 (Simultaneous crosstalk.)

7 MR. STRUBLE: Objection. Form. Lacks  
8 foundation.

9 And I'll also object to the incomplete  
10 exhibit.

15:41:37

11 THE WITNESS: I believe Kim is referring to  
12 that spreadsheet I mentioned before Nexonia existed.

13 BY MS. BEHDADNIA:

14 Q Okay. And that spreadsheet is the one that  
15 Neon created?

15:41:48

16 MR. STRUBLE: Objection to form.

17 THE WITNESS: Yes. Neon -- Neon would have  
18 created it, yeah.

19 BY MS. BEHDADNIA:

20 Q Okay. And prior to August 2020, did Neon  
21 have a complete record of their invoices from their  
22 vendors?

15:41:55

23 MR. STRUBLE: Objection to form.

24 THE WITNESS: Yes.

25 BY MS. BEHDADNIA:

15:42:12

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1 Q Okay. So why would Kim be requesting  
2 statements from their vendors?

3 MR. STRUBLE: Objection to form. Calls for  
4 speculation.

5 THE WITNESS: I don't know why she's  
6 collecting statements from her vendors.

15:42:22

7 BY MS. BEHDADNIA:

8 Q Okay. Is there any doubt that you didn't  
9 have a complete list of your invoices prior to  
10 August 21st, 2020?

15:42:46

11 MR. STRUBLE: Objection to form. And vague  
12 and ambiguous. Beyond the scope.

13 THE WITNESS: No, I don't have any doubt.

14 BY MS. BEHDADNIA:

15 Q Did you have a system at Neon for employees  
16 to reference these invoices?

15:43:04

17 A Yes.

18 Q Okay.

19 MR. STRUBLE: Objection to form on that  
20 question as well.

15:43:16

21 BY MS. BEHDADNIA:

22 Q What was that system?

23 A Great Plains.

24 Q Okay. So if Great Plains had all of the  
25 invoices and a Neon employee was able to reference

15:43:28

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1     them, why would she need to go and collect  
2     statements from her vendors?

3             MR. STRUBLE:   Objection to form.   Calls for  
4     speculation.

5             THE WITNESS:   I don't know what Kim was             15:43:42  
6     thinking there at that moment.   I'm not a mind  
7     reader.

8     BY MS. BEHDADNIA:

9         Q     Okay.   I'm going to load another exhibit  
10     into the chat.   15:44:25

11             This is going to be Exhibit 22.  
12             (Exhibit 22 was marked for identification.)

13             THE WITNESS:   I got it.  
14             (Simultaneous crosstalk.)

15     BY MS. BEHDADNIA:   15:44:43

16         Q     Do you have it up?

17         A     Yes.

18         Q     Okay.   So on the first page, I have  
19     Christina Zisa, and then this looks like her expense  
20     report.   And she charges "Amazing Grace in LA" and                             15:44:54  
21     the "Biggest Little Farm" on line 1 on March 31st,  
22     2019.

23             Do you see that?

24         A     Yes.

25         Q     Okay.   And when we're speaking about                             15:45:06

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1 allocations, how would this allocation have been  
2 made?

3 MR. STRUBLE: Objection to form.

4 THE WITNESS: Hmm. If we reference the  
5 expense ledger, we could probably see what the  
6 allocation was for Amazing Grace.

15:45:24

7 BY MS. BEHDADNIA:

8 Q Right.

9 But if an employee submits this report --

10 A Uh-huh.

15:45:34

11 Q -- how do you determine the allocation?

12 A I would have asked Christina.

13 Q Okay. So you would have asked Christina  
14 how much to charge each film for her hotel charge?

15 A Yes.

15:45:54

16 Q Okay. How do you decide the budget for  
17 employee charges?

18 A It's within the --

19 (Simultaneous crosstalk.)

20 MR. STRUBLE: Objection to form. Lacks  
21 foundation.

15:46:08

22 THE WITNESS: It's -- well, we don't know  
23 if this is like actually -- like if Christina stayed  
24 at this hotel.

25 But it would be within the budget and

15:46:23

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1 publicity section for the film.

2 BY MS. BEHDADNIA:

3 Q Okay.

4 A We would budget for talent T&E and Neon  
5 staff T&E.

15:46:33

6 Q All right. So let's scroll down on the  
7 document to the last page where it says, "Four  
8 Seasons Hotel."

9 A Uh-huh.

10 Q Okay. So it says, "Arrival: March 31st,  
11 2019."

15:46:41

12 Do you see that?

13 A Oh, yeah. Yeah, March 31st, 2019.

14 Q Okay. And then on the first page, it says:  
15 "March 31st, 2019, hotel charge for  
16 BLF, slash, Amazing Grace in L.A.?"

15:46:58

17 A Correct.

18 Q Okay. Does Neon have any say in which  
19 hotel the employees stay in?

20 MR. STRUBLE: Objection to form. Lacks  
21 foundation. Mischaracterizes the document.

15:47:16

22 THE WITNESS: Yes.

23 BY MS. BEHDADNIA:

24 Q Okay. Is there a budget for the hotel  
25 charges?

15:47:26

1 MR. STRUBLE: Objection to form.

2 THE WITNESS: Yes. Again, it would all be  
3 budgeted within the film's budget.

4 BY MS. BEHDADNIA:

5 Q Okay. And does Neon normally allow their 15:47:34  
6 employees to stay at five-star hotels?

7 MR. STRUBLE: Objection to form.

8 THE WITNESS: I don't see anywhere  
9 indicated that Christina Zisa stayed at this hotel.

10 BY MS. BEHDADNIA: 15:47:52

11 Q Okay. Let's go back to the last page.

12 A We could have been booking it for Alan, for  
13 all that we know.

14 Q Okay. Let's go back to the last page.

15 We've got "Four Seasons Hotel," and then in 15:48:01  
16 the upper left corner it says, "Ms. Christina Zisa."

17 A Yeah. It does not indicate that she stayed  
18 at this hotel.

19 Q Okay.

20 A She booked it. But she handles all the 15:48:14  
21 bookings for talent, so she could have. I don't  
22 know.

23 Q Okay. So Christina Zisa handles all of the  
24 booking for talent?

25 A Her and her team. 15:48:24

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1 Q Okay. So this expense report on the first  
2 page is not for Christina Zisa specifically?

3 (Simultaneous crosstalk.)

4 MR. STRUBLE: Objection to form. Vague and  
5 ambiguous.

15:48:40

6 THE WITNESS: As I said, the documents  
7 here, based on that bill, is not clear if it's for  
8 Christina or she booked it for talent.

9 BY MS. BEHDADNIA:

10 Q Okay. Let's go back to the expense report.

15:48:51

11 MR. STRUBLE: Exhibit Number?

12 Exhibit 4?

13 MS. BEHDADNIA: It was Bates stamped 1211.

14 I do not have the Bat- -- the chat has  
15 deleted on me.

15:49:18

16 THE WITNESS: I think it's 21.

17 MS. BEHDADNIA: That is -- there was the  
18 text file and then there was the original Excel  
19 file.

20 MR. STRUBLE: Yeah. If you want to use the  
21 Excel, I think you need to show Ryan.

15:49:29

22 MS. BEHDADNIA: Yeah, I will. I'm going to  
23 share the screen right now.

24 Q Do you see my screen?

25 A Yes.

15:49:42

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1 Q Okay. So this charge is to Christina Zisa  
2 February 2020 -- paid date February 2020.

3 Travel and entertainment publicity in the  
4 amount of \$255- --

5 (Reporter admonishment.)

15:50:00

6 MS. BEHDADNIA: Yeah. No worries.

7 Q So what I was saying was:

8 This a charge, an expense, for

9 Christina Zisa. Pay date on February 20th, 2020.

10 And the general ledger accounts is travel

15:50:17

11 and entertainment and publicity in the amount of

12 \$255.52.

13 Do you see that?

14 A Yes.

15 Q Okay. So would you agree that this charge

15:50:32

16 was an allocation from Christina Zisa's expense

17 report?

18 MR. STRUBLE: Objection to form.

19 If the witness needs to revisit the expense

20 report, he should do so.

15:50:49

21 THE WITNESS: Yeah. I've got it -- I've

22 got both up.

23 Yeah. I believe the \$255.52 is 50 percent

24 of \$511.04.

25 BY MS. BEHDADNIA:

15:51:03

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1 Q Okay. And you're saying that this hotel  
2 charge could have been for any talent?

3 MR. STRUBLE: Objection to form.

4 (Simultaneous crosstalk.)

5 THE WITNESS: Yeah. It could have been for 15:51:12  
6 Christina or talent.

7 BY MS. BEHDADNIA:

8 Q Okay.

9 A Am I right that 250 -- that's -- I think  
10 that's exactly 50 percent of 511.04. 15:51:30

11 Yeah, it is.

12 Q Okay. Do you see line 34, 35, 38, 39?

13 A Yep.

14 Q Okay. Do you see how the general ledger  
15 account says, "talent costs"? 15:51:53

16 A Yes.

17 Q Okay. So are these charges that would have  
18 been made by Christina Zisa?

19 MR. STRUBLE: Objection to form.

20 THE WITNESS: Either Christina Zisa or 15:52:01  
21 someone on her team.

22 BY MS. BEHDADNIA:

23 Q Okay. So why would Christina Zisa be  
24 charging Four Seasons separately on her expense  
25 report and not through this Commerce Bank commercial 15:52:14

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1 card?

2 MR. STRUBLE: Objection to form. Calls for  
3 speculation.

4 THE WITNESS: I don't know. Maybe her  
5 credit card didn't work in that moment, the machine  
6 was down and didn't accept Visa, and she used her  
7 personal card.

15:52:28

8 A number of different reasons --

9 BY MS. BEHDADNIA:

10 Q Okay.

15:52:46

11 A -- that could cause her to use her personal  
12 card instead of a company card.

13 Q Okay. I'm going to ask one more question  
14 regarding the expenses:

15 Okay. Do you see this line, 408, where it  
16 says, "James Wehrfritz"?

15:52:59

17 A Yes.

18 Q Okay. Why was James Wehrfritz an expense  
19 for the film?

20 A If you pull up the invoice, which we  
21 provided you --

15:53:42

22 Actually, can you pull up the invoice  
23 before I answer?

24 Q I -- I'm just asking from your knowledge.

25 A Yeah. But I'm pretty sure I know the

15:53:55

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1 answer. But if you pull up the invoice, I'll  
2 definitely know the answer, and I think it's best  
3 to --

4 Q Okay. From the answer that you're pretty  
5 sure, what -- why is James being charged?

15:54:05

6 A Hmm. I'm going -- I'm going to ask that  
7 you pull up the invoice.

8 Q No, Mr. Friscia. I'm conducting this  
9 deposition.

10 Please answer my question.

15:54:17

11 A I don't know. I feel like I have a right  
12 to ask you for the expense report or -- I'm assuming  
13 it's an expense report that we provided to you that  
14 references the exact thing this is for.

15 So why are you asking me a question when  
16 like you have the document to know the answer?

15:54:32

17 Because you're --

18 (Simultaneous crosstalk.)

19 BY MS. BEHDADNIA:

20 Q Well, I'm --

15:54:37

21 (Simultaneous crosstalk.)

22 BY MS. BEHDADNIA:

23 Q Mr. Friscia --

24 (Simultaneous crosstalk.)

25 BY MS. BEHDADNIA:

15:54:38

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1 Q -- I am asking the question here.

2 MR. STRUBLE: Well, hold on. Let Lilibet  
3 finish real quick, and then let me say something.

4 Are you done, Lilibet?

5 MS. BEHDADNIA: No.

15:54:49

6 Q Mr. Friscia, to your knowledge, currently  
7 why is there an expense for James Wehrfritz on the  
8 expense report?

9 MR. STRUBLE: And I'm going to object.

10 And my objection is that a Rule 11-f  
11 deposition is not a memory test.

15:55:04

12 We have produced the financial documents to  
13 report the expenses on this general ledger to  
14 provide more detail in the ledger.

15 The witness has indicated that in order to  
16 testify about the general nature of the expense, as  
17 to why it was incurred, he would like to consult the  
18 document to be able to provide you with his best  
19 testimony.

15:55:18

20 So I'm going to object on that basis.

15:55:33

21 (Simultaneous crosstalk.)

22 MS. BEHDADNIA: Are you instructing him not  
23 to answer?

24 THE WITNESS: No. I'll answer --

25 (Simultaneous crosstalk.)

15:55:38

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1 MR. STRUBLE: No. And I will say, you  
2 know, I think the witness should offer whatever  
3 knowledge he has, subject to whatever qualification  
4 he needs to offer.

5 That's fine.

15:55:48

6 THE WITNESS: Yeah. And based on the  
7 latest way you phrased the question, which was  
8 why -- I believe it was: Like why would  
9 Jim Wehrfritz incur an expense?

10 He incurred an expense on his personal  
11 basis related to the film, and then he reimbursed --  
12 or then he submitted an expense report for  
13 reimbursement, and we reimbursed him.

15:56:02

14 BY MS. BEHDADNIA:

15 Q Okay.

15:56:17

16 A It was something related to the film.

17 I'm 98-percent sure I know what it is. But  
18 if you pull up the invoice, I can --

19 Q Okay. What do you -- what do you think it  
20 is?

15:56:25

21 A I believe it was some event he came -- he  
22 had to pay for.

23 Q Okay. And do you know which event that  
24 was?

25 A It's -- it would be on his expense report,

15:56:32

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1 so if we could just pull it up and --

2 Q Okay. So, from your recollection, from the  
3 98 percent that you know, do you know which event  
4 that was for?

5 MR. STRUBLE: Objection to form. 15:56:45

6 THE WITNESS: Hmm. Why won't you just pull  
7 up the document?

8 BY MS. BEHDADNIA:

9 Q Mr. Friscia, please answer my question.

10 A Hmm. It was related to some event around 15:57:08  
11 publicity. That's all I -- that's all I can  
12 remember off the top of my head.

13 But, again, if you pull up the document, we  
14 could see what it is.

15 Q Great. Thank you. 15:57:23

16 MS. BEHDADNIA: Madam Court Reporter and  
17 Mr. Allen, can you please let me know how much time  
18 we have left?

19 THE VIDEOGRAPHER: You're looking for a  
20 total time count? 15:57:31

21 MS. BEHDADNIA: Yeah. Can we go off the  
22 record, and so -- so we can figure out our total  
23 time count, our time?

24 MR. STRUBLE: Only if it's going to be very  
25 briefly, like only a minute or two. 15:57:40

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1 I note that as of 6:18 p.m. the court  
2 reporter [sic] reported 4 hours and 18 minutes on  
3 the record.

4 That's New York time, of course.

5 So that was what? 30 minutes ago? So --  
6 (Simultaneous crosstalk.)

15:57:48

7 MS. BEHDADNIA: Okay. Let's go off the  
8 record. So let's figure this out off the record.

9 Thank you.

10 MR. STRUBLE: Only if it's very briefly.

15:57:56

11 As I said, the court reporter [sic] can do  
12 it very briefly --

13 MS. BEHDADNIA: Okay. All right.

14 Mr. Struble, I am conducting this deposition. We're  
15 going to go off the record.

15:58:00

16 MR. STRUBLE: You need consent --  
17 (Simultaneous crosstalk.)

18 MR. STRUBLE: You need consent --

19 MS. BEHDADNIA: And we're going to figure  
20 out the time --

15:58:02

21 (Simultaneous crosstalk.)

22 MR. STRUBLE: I'm -- you're conduct- --  
23 this is over protest. This is over objection.

24 MS. BEHDADNIA: Okay. We are off the  
25 record.

15:58:13

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1 Thank you.

2 THE VIDEOGRAPHER: We are now going off the  
3 record.

4 The time is 3:58 p.m.

5 (Pause in proceedings.)

15:58:21

6 THE VIDEOGRAPHER: We are now going back on  
7 the record.

8 And the time is 4:12 p.m.

9 MR. PESSAH: Before we went off the record,  
10 my colleague, Ms. Behdadnia, who was conducting the  
11 first half of this deposition, advised that she is  
12 indisposed and needs to hand over the reins to me to  
13 take this deposition -- or conclude it, rather.

16:12:57

14 I don't think we have that many questions  
15 left for the witness.

16:13:12

16 Mr. Struble apparently is objecting to an  
17 attorney of record conducting the balance of this  
18 deposition.

19 Ms. Behdadnia can't remain. She has  
20 another commitment.

16:13:26

21 So I understand Mr. Struble has objections.

22 I'll let him interpose his objection to  
23 this, and then we'll continue.

24 MR. STRUBLE: Yes. I believe we went off  
25 the record over protest for a time check.

16:13:37

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1           And at the conclusion of about a five- or  
2 six-minute break was informed for the first time by  
3 your colleague, Lilibet, that she had some  
4 unspecified need to logoff.

5           We were not apprised of any need to logoff  
6 by any certain time.

16:13:51

7           I believe that was around 4:00 p.m., yeah,  
8 Pacific -- or shortly after 4:00 p.m. Pacific.

9           This deposition was scheduled for today.

10           It's highly irregular to switch attorneys  
11 in the middle of a deposition.

16:14:04

12           That is not how a deposition would  
13 proceed -- that is not how testimony would be taken  
14 at trial, and it's not how deposition testimony  
15 should be taken under the rules of New York.

16:14:15

16           We protest and object to this highly  
17 irregular conduct of the deposition.

18           We reserve the right to strike testimony  
19 elicited by you instead of your colleague, having  
20 substituted in unannounced.

16:14:29

21           And -- and we reserve all rights and  
22 relief.

23           MR. PESSAH: Thank you.

24           Are you refusing to continue to have the  
25 witness testify?

16:14:38

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1 MR. STRUBLE: I've made my objections.  
2 If you want to attempt to complete this  
3 deposition, subject to my objections and subject to  
4 the remedies and relief that we're seeking, it's  
5 your choice.

16:14:49

6 MR. PESSAH: I'm not -- I'm going to take  
7 that as you're okay with the witness continuing to  
8 answer our questions.

9 So I'm going to ask --

10 MR. STRUBLE: We're -- we're here because  
11 it's a court proceeding. You are conducting it in a  
12 manner that is inconsistent with the rules, and we  
13 reserve our rights.

16:14:54

14 MR. PESSAH: Mr. Friscia -- Mr. Struble, I  
15 believe your own client had to go to the bathroom.

16:15:06

16 And we went off the record, and he went to  
17 the bathroom.

18

19 EXAMINATION

20 BY MR. PESSAH:

16:15:11

21 Q Mr. Friscia, you took a bathroom break and  
22 you --

23 (Simultaneous crosstalk.)

24 MR. STRUBLE: I object to that  
25 characterization.

16:15:13

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1 I don't know what you're trying to say. I  
2 don't know what you are trying to say --

3 (Simultaneous crosstalk.)

4 BY MR. PESSAH:

5 Q Mr. Friscia, you --

16:15:17

6 (Simultaneous crosstalk.)

7 MR. STRUBLE: You took us off the record  
8 over my objection. Just --

9 (Simultaneous crosstalk.)

10 BY MR. PESSAH:

16:15:19

11 Q Mr. Friscia -- Mr. Friscia, do you  
12 understand that you're still under oath?

13 A Yes.

14 Q Okay. And other than your attorneys, did  
15 you discuss this deposition with anyone else during  
16 your bathroom break?

16:15:30

17 A I didn't discuss this deposition with  
18 anybody during my bathroom break.

19 Q Okay. Thank you.

20 Mr. Friscia, you -- you testified that you  
21 are the Executive Vice President of Finance and  
22 Business Development at Neon Rated, LLC; correct?

16:15:41

23 A Yes.

24 Q And you -- in that role, you familiarized  
25 yourself or are familiar with the accounting

16:15:59

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1 statements and the accounting books and records  
2 relating to the film "Amazing Grace"; correct?

3 A Correct.

4 Q Okay. And is there any reason that you  
5 would be unable to testify about the accuracy of a  
6 statement that was issued by Neon to Amazing Grace?

16:16:16

7 MR. STRUBLE: Objection to form.

8 THE WITNESS: No. I've already testified  
9 in that regard.

10 BY MR. PESSAH:

16:16:33

11 Q So -- I'm sorry. Did you say, "No"?

12 A I don't know. Repeat the question.

13 I don't know if you said -- it's like a --  
14 I get tripped up with the double negatives  
15 sometimes.

16:16:45

16 Q Is there any reason why you cannot testify  
17 today about the accuracy of statements that were  
18 issued to Amazing Grace Movie, LLC, by Neon?

19 A No, there's no reason.

20 I mean, haven't we been doing that this  
21 whole time?

16:16:58

22 Q Mr. Friscia, is it your understanding that  
23 Neon has recouped its minimum guarantee and all of  
24 its alleged expenses relating to this film?

25 MR. STRUBLE: I object to the form of the

16:17:16

1 question.

2 BY MR. PESSAH:

3 Q Mr. Friscia?

4 A Yep. Hold on.

5 Q I'm sorry. Are you looking at something?

16:17:26

6 A I was going to look at the statement that  
7 you guys provided.

8 Am I allowed to do that?

9 Q No. I don't want you to look at any  
10 exhibits.

16:17:33

11 I want you to -- I want --

12 Since you told me that you're going to be  
13 able to testify to the accuracy of accounting books  
14 and records, I would like to know if, to your  
15 knowledge --

16:17:44

16 (Simultaneous crosstalk.)

17 BY MR. PESSAH:

18 Q -- Neon had recouped its advance relating  
19 to this film.

20 MR. STRUBLE: Objection. Mischaracterizes  
21 the witness's testimony.

16:17:49

22 THE WITNESS: Yeah. All I'm saying is for  
23 the benefit of everybody, the exhibits that have  
24 present- -- presented helped me answer these  
25 questions because I've managed many films.

16:18:00

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1           So I don't understand why I can't reference  
2    an exhibit that has already been produced to give  
3    the 100-percent accurate answer.

4           Also, the answer to that question would be  
5    on the statement.

16:18:18

6    BY MR. PESSAH:

7           Q     Mr. Friscia, is it your testimony that you  
8    are unable to tell me today whether or not Neon has  
9    recouped its advance without consulting another  
10   document?

16:18:30

11           Is that your testimony?

12           MR. STRUBLE:  Objection to form.  And  
13   beyond the scope.  And mischaracterizes the  
14   testimony.

15   BY MR. PESSAH:

16:18:40

16           Q     Mr. Friscia, is that your testimony?

17           A     No, that's not my testimony.

18           Q     So then you don't need to look at any other  
19   documents to answer my questions, do you,  
20   Mr. Friscia?

16:18:47

21           MR. STRUBLE:  Objection.  Argumentative.

22           THE WITNESS:  It would -- it would assist.

23   BY MR. PESSAH:

24           Q     Is it necessary?

25           MR. STRUBLE:  Objection to form.

16:18:57

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1 (Simultaneous crosstalk.)

2 THE WITNESS: I don't understand the  
3 problem with doing it.

4 MR. PESSAH: I'm going to object. This  
5 witness is nonresponsive.

16:19:03

6 Q Mr. Friscia, is it your testimony that Neon  
7 has recouped its advance for the film  
8 "Amazing Grace"?

9 (Simultaneous crosstalk.)

10 MR. STRUBLE: I object to the form of the  
11 question and the characterization of the witness's  
12 testimony.

16:19:13

13 As we have said before, we'll --

14 (Simultaneous crosstalk.)

15 MR. PESSAH: Mr. -- Mr. -- Mr. Struble,  
16 there's no --

16:19:21

17 MR. STRUBLE: Please don't cut me off.

18 I --

19 (Simultaneous crosstalk.)

20 MR. PESSAH: You have stated -- you have  
21 stated your objection.

16:19:24

22 Mr. Struble --

23 MR. STRUBLE: No --

24 (Simultaneous crosstalk.)

25 MR. STRUBLE: I --

16:19:26

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1 (Simultaneous crosstalk.)

2 MR. PESSAH: There are no speaking  
3 objections. There are no speaking objections.

4 State your objection, and then please  
5 reserve further comments. 16:19:32

6 You are not to give speaking objections  
7 that give clues to the witness in terms how to  
8 answer.

9 I see you are very irritated, but that's  
10 just how it is. 16:19:40

11 MR. STRUBLE: There's -- there's no  
12 irritation, and --

13 (Simultaneous crosstalk.)

14 MR. PESSAH: Mr. Struble -- Mr. Struble,  
15 are you objecting as to form? 16:19:44

16 MR. STRUBLE: All right. So --

17 (Simultaneous crosstalk.)

18 BY MR. PESSAH:

19 Q Mr. Friscia --

20 (Simultaneous crosstalk.) 16:19:51

21 BY MR. PESSAH:

22 Q Mr. Friscia, to the best of your  
23 knowledge --

24 MR. PESSAH: Excuse me.

25 (Simultaneous crosstalk.) 16:19:53

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1 MR. STRUBLE: The witness is not going to  
2 answer any --

3 MR. PESSAH: Put your finger down --

4 MR. STRUBLE: -- questions until I've  
5 been --

16:19:54

6 MR. PESSAH: Put your finger down,  
7 Mr. Struble.

8 MR. STRUBLE: -- given an ability to  
9 object.

10 (Simultaneous crosstalk.)

16:19:55

11 BY MR. PESSAH:

12 Q Mr. Friscia, to the best of your knowledge,  
13 has Neon recouped the advance it paid to  
14 Amazing Grace Movie, LLC? Yes or no?

15 MR. STRUBLE: And I'm going to object. I'm  
16 entitled to state my objections:

16:20:08

17 The witness will not continue testifying  
18 until I have done so.

19 As I said before, this is Rule 11-f, not a  
20 memory test.

16:20:20

21 This is beyond the scope.

22 The witness has been presented with  
23 financial documents during this deposition and has  
24 been able to testify as to their meaning and  
25 accuracy.

16:20:29

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1           If you -- and if the witness does know the  
2     answer to your question, he should answer.

3           But if he is unable to answer your question  
4     without looking at documents, then he should be  
5     allowed to do that.

16:20:40

6           MR. PESSAH: Mr. Struble, if you make  
7     another speaking objection and take up more of our  
8     time in this deposition, I will go to the court and  
9     seek sanctions.

10          Q     Mr. Friscia --

16:20:50

11           MR. PESSAH: Are you instructing the  
12     witness not to answer?

13           MR. STRUBLE: I believe my statement --  
14     (Simultaneous crosstalk.)

15           MR. PESSAH: Are you instructing the  
16     witness not to answer?

16:20:55

17           MR. STRUBLE: Sir, do not -- do not  
18     interrupt, me. Do not.

19     (Simultaneous crosstalk.)

20           MR. PESSAH: Okay. I think is that a no.

16:20:59

21          Q     Mr. Friscia, to the best of your  
22     knowledge --

23     (Simultaneous crosstalk.)

24           MR. STRUBLE: I am not -- I haven't had a  
25     chance to answer your question, sir.

16:21:04

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1 BY MR. PESSAH:

2 Q To the best of your knowledge --

3 (Simultaneous crosstalk.)

4 MR. STRUBLE: I've clearly stated I am not  
5 instructing him not to answer.

16:21:09

6 MR. PESSAH: Thank you.

7 Q Mr. Friscia, to the best of your knowledge,  
8 has Neon recouped the minimum guarantee that it paid  
9 to Amazing Grace Movie? Yes or no?

10 A Per the latest accounting statement? No.

16:21:21

11 Q You -- so you did, in fact, consult the  
12 accounting statement to get the answer to that  
13 question; correct?

14 MR. STRUBLE: Objection to form.

15 THE WITNESS: No, I did not.

16:21:31

16 BY MR. PESSAH:

17 Q You did not?

18 Well, which latest accounting statement are  
19 you talking about?

20 A The latest accounting statement that we  
21 issued to Amazing Grace.

16:21:37

22 Q Which is which one?

23 A I believe it's Q1 2023.

24 Q So it's your testimony that as of today's  
25 date, Neon Rated has not recouped the minimum

16:21:50

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1 guarantee that it paid to Amazing Grace? Is that  
2 your testimony?

3 (Simultaneous crosstalk.)

4 THE WITNESS: My testimony was as of that  
5 statement, Neon has not recouped the minimum  
6 guarantee that it paid to Amazing Grace.

16:22:00

7 BY MR. PESSAH:

8 Q But the question is as of today.

9 A As of today?

10 Q Yes.

16:22:10

11 A Ooph. We haven't even closed -- we haven't  
12 finished closing our books.

13 Q Mr. Friscia, as of today, to the best of  
14 your knowledge, has Neon recouped the minimum  
15 guarantee that it paid to Amazing Grace for this  
16 film? Yes or no?

16:22:20

17 MR. STRUBLE: Objection to form.

18 (Simultaneous crosstalk.)

19 THE WITNESS: You're going to have to give  
20 me -- you're going to have to give me a minute  
21 because, like I said, I have to try to remember the  
22 receipts that have been received since the Q1 2023  
23 statement.

16:22:26

24 And --

25 BY MR. PESSAH:

16:22:35

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1 Q Okay. If you don't remember --

2 Mr. Friscia, is that your testimony that  
3 you don't remember?

4 A Can you give me one second so I can think?

5 Q You want time to think?

16:22:42

6 (Simultaneous crosstalk.)

7 MR. STRUBLE: And please don't cut the  
8 witness off when he's testifying.

9 He's entitled to give a complete answer.

10 MR. PESSAH: If the witness wants time to  
11 think, then we are going to go off the record  
12 because this is my time, not the witness's time.

16:22:48

13 MR. STRUBLE: Well, if you want him to --  
14 he's only here to answer questions.

15 If you're not going to let him answer the  
16 question, then --

16:22:57

17 BY MR. PESSAH:

18 Q Mr. --

19 (Simultaneous crosstalk.)

20 MR. STRUBLE: -- I don't know what you  
21 want.

16:23:00

22 BY MR. PESSAH:

23 Q Mr. Friscia, as you sit here today, without  
24 having to think or consult any of the documents --

25 What are you looking at, Mr. Friscia?

16:23:04

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1	A	The ground.	
2	Q	Can you --	
3		(Simultaneous crosstalk.)	
4		MR. STRUBLE: Sorry. Slow down. I don't	
5		want you --	16:23:11
6		(Simultaneous crosstalk.)	
7		BY MR. PESSAH:	
8	Q	Mr. Friscia -- Mr. Friscia --	
9		MR. STRUBLE: No.	
10		(Simultaneous crosstalk.)	16:23:12
11		MR. PESSAH: Stop interrupting --	
12		MR. STRUBLE: Please stop. Please stop.	
13		MR. PESSAH: Cory -- Cory, stop	
14		interrupting my deposition.	
15		MR. STRUBLE: I need to object.	16:23:15
16		BY MR. PESSAH:	
17	Q	Mr. Friscia --	
18		(Simultaneous crosstalk.)	
19		MR. STRUBLE: I need to object.	
20		(Simultaneous crosstalk.)	16:23:17
21		MR. STRUBLE: You are being very hostile.	
22		You are being very, very aggressive.	
23		I need you to lower your voice and your	
24		temperature.	
25		Okay?	16:23:26

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1                   Please be civil to the witness.

2       BY MR. PESSAH:

3           Q       Mr. Friscia, as you sit here today, without  
4       having to consult any outside documents or a thing,  
5       do you know if Neon has recouped the minimum  
6       guarantee that it paid to Amazing Grace Movie?

16:23:36

7           MR. STRUBLE:  Objection to form.

8           THE WITNESS:  Without having to think, no,  
9       Neon has not recouped the advance paid.

10       BY MR. PESSAH:

16:23:51

11          Q       Okay.  Has Neon recouped its expenses  
12       relating to this picture?

13          MR. STRUBLE:  Objection to form.

14                   (Simultaneous crosstalk.)

15          THE WITNESS:  Yes.

16:23:58

16       BY MR. PESSAH:

17          Q       Sorry?  I'm sorry?

18          A       Are you -- me?

19          Q       Yes.

20          A       My answer was "Yes."

16:24:02

21          Q       And how do you know that?

22          A       Because it's my job to know that.

23          Q       Okay.  Is it -- isn't it your job to know  
24       whether or not Neon has recouped its minimum  
25       guarantee?

16:24:15

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1 A I just told you --

2 (Simultaneous crosstalk.)

3 MR. STRUBLE: Objection to form.

4 I need to be able to object, Ryan.

5 Objection to form. Argumentative.

16:24:20

6 BY MR. PESSAH:

7 Q Okay. So your -- it's your testimony that

8 as of today's date, Neon has not recouped its

9 advance, but it has recouped its expenses; correct?

10 MR. STRUBLE: Objection to form.

16:24:32

11 THE WITNESS: Yes.

12 BY MR. PESSAH:

13 Q Okay.

14 A By the way, I was -- I was looking at the

15 floor when you asked what I was looking at.

16:24:52

16 Q Okay. I'm going to share my screen with

17 you, Mr. Friscia.

18 Please let me know when you can see my

19 screen.

20 Do you see me scrolling up and down like

16:25:08

21 this?

22 MR. STRUBLE: Hold on.

23 What are we looking at?

24 BY MR. PESSAH:

25 Q Do you --

16:25:15

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1 MR. PESSAH: I just want to confirm to the  
2 witness seeing me scrolling.

3 Q Do you see me scrolling through this page?

4 A Yes, I see you scrolling.

5 Q Okay. This is an excerpt from the  
6 deposition transcript of your boss, Mr. Quinn.

16:25:24

7 And have you seen this transcript before?  
8 Have you reviewed this transcript before?

9 A No, I have not.

10 Q As you can see here --

16:25:38

11 Do you see where I'm moving my scroller and  
12 I'm highlighting this text?

13 Do you see where he says:

14 "We have recouped our advance, and we  
15 have recouped our expenses.

16:25:50

16 "Yes, this is correct."

17 Do you see that?

18 A I do see that.

19 Q Is Mr. Quinn lying?

20 MR. STRUBLE: Objection to form.

16:25:55

21 Argumentative. Calls for speculation.

22 THE WITNESS: No, Mr. Quinn is not lying.

23 BY MR. PESSAH:

24 Q So is it your testimony --

25 Do you want to change your testimony?

16:26:04

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1                   Has Neon, in fact, recouped its minimum  
2   guarantee?

3                   MR. STRUBLE:   Objection to form.

4                   THE WITNESS:   No, I don't want to change my  
5   testimony.

16:26:12

6   BY MR. PESSAH:

7           Q       So is Mr. Quinn wrong or are you wrong?

8                   MR. STRUBLE:   Objection to form.

9                   THE WITNESS:   Mr. Quinn is mistaken.

10   BY MR. PESSAH:

16:26:18

11           Q       Mr. Quinn is mistaken?

12                   Okay.  And how do we know that Mr. Quinn --  
13   how do you know that Mr. Quinn is mistaken?

14                   MR. STRUBLE:   Objection to form.

15                   THE WITNESS:   Because he said that we have  
16   recouped our advance, and we have not.  So he's  
17   mistaken.

16:26:28

18   BY MR. PESSAH:

19           Q       And what's the basis for your understanding  
20   that you have not recouped your advance?

16:26:38

21           A       I already answered that question.

22           Q       What is the basis for your understanding,  
23   Mr. Friscia, that Neon --

24                   (Simultaneous crosstalk.)

25                   THE WITNESS:   It's my job -- it's my job to

16:26:46

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1 know.

2 BY MR. PESSAH:

3 Q The basis for your understanding is that  
4 it's your job? That's your testimony?

5 MR. STRUBLE: Objection to form.

16:26:52

6 THE WITNESS: It is -- it is my job to know  
7 the financial positions of our films, yes.

8 BY MR. PESSAH:

9 Q Okay. And, Mr. Friscia, is it your  
10 testimony that all of the accounting statements that  
11 Amazing Grace has received from Neon are correct?

16:27:00

12 MR. STRUBLE: Objection to the form of the  
13 question.

14 THE WITNESS: No. As I stated before,  
15 there's the errors that I identified.

16:27:20

16 BY MR. PESSAH:

17 Q All right. How many errors did you  
18 identify and in which accounting statements?

19 MR. STRUBLE: Objection to form.

20 THE WITNESS: So there was the \$1,200 error  
21 that I mentioned that was within the Q1 2023  
22 statement.

16:27:28

23 BY MR. PESSAH:

24 Q Uh-huh. Any other items --  
25 (Simultaneous crosstalk.)

16:27:46

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1 BY MR. PESSAH:

2 Q -- that you're aware of?

3 A Yeah. When we -- remember, I said that  
4 there was a bunch of questions that were posed by  
5 Alan's team.

16:28:05

6 And we got on the phone to answer those  
7 questions.

8 During that process of preparing my  
9 responses to their questions, there was another  
10 error -- there was another error within the most  
11 recent statement that we identified on that call and  
12 I believe in an e-mail, and then we corrected it.

16:28:18

13 Q Is this still for the Q1 2023 statement?

14 A No. No. This was -- I believe we had that  
15 phone call with Alan's team in February 2021 --

16:28:40

16 Q Uh-huh.

17 A -- so that's when I noticed this other  
18 error.

19 I think it was like a \$30,000 charge that  
20 should have been to a different film.

16:28:58

21 Q Okay.

22 A So then we would have corrected it at that  
23 time.

24 Q Okay. So the \$30,000 charge that should  
25 have been charged to another film, which film should

16:29:07

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1 it have been charged to?

2 A "Apollo 11."

3 Q And do you know what fiscal quarter that  
4 was for?

5 A When the expense was incurred?

16:29:21

6 Q When the expense was erroneously placed and  
7 charged against Amazing Grace.

8 MR. STRUBLE: Objection to form.

9 (Simultaneous crosstalk.)

10 THE WITNESS: I would say Q3 or Q4 2019.

16:29:35

11 BY MR. PESSAH:

12 Q So you're not sure if it was Q3 or Q4?

13 A Correct.

14 Q Okay. And you're saying there was a 30- --  
15 And what was the category for that expense?

16:29:46

16 MR. STRUBLE: Objection to form.

17 THE WITNESS: Probably advertising.

18 BY MR. PESSAH:

19 Q Advertising?

20 So is it your testimony that there is a  
21 line item on the Q3 2019 statement for advertising?

16:30:05

22 MR. STRUBLE: Objection to form.

23 Mischaracterizes the testimony.

24 THE WITNESS: No. The -- the categories on  
25 the statements before I started were different.

16:30:20

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1 BY MR. PESSAH:

2 Q So which category was this \$30,000 charge  
3 mistakenly charged to?

4 A Like I said, I think it was advertising,  
5 direct advertising.

16:30:36

6 Q Direct advertising, I see.

7 And you're not sure if that was in Q3 2019  
8 or Q4 2019?

9 MR. STRUBLE: Objection to form. Asked and  
10 answered.

16:30:46

11 THE WITNESS: Yeah. When the expense was  
12 incurred, yes, that's -- that's correct.

13 BY MR. PESSAH:

14 Q Okay. And so does that mean that if we  
15 look at Q3 2019 together and Q4 2019 together, that  
16 direct advertising will go down from Q3 '19 to Q4  
17 '19?

16:30:58

18 A No.

19 Q Okay. So which two statements would I need  
20 to look at to see the \$30,000 discrepancy being  
21 corrected?

16:31:16

22 MR. STRUBLE: Objection to form.

23 THE WITNESS: There was an e-mail when we  
24 had sent the -- I think it was the Q1 -- if we had  
25 that call in February -- yeah, if we had that call

16:31:34

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1 in February, I think that the Q1 2021 statement  
2 possibly, and when we had sent it to Alan and his  
3 team, I do remember in the e-mail, in the body of  
4 the e-mail, we specifically called it out, that  
5 there was an error, and it was corrected.

16:31:58

6 BY MR. PESSAH:

7 Q I see.

8 Okay. Can you think of any other errors?

9 MR. STRUBLE: Objection to form.

10 THE WITNESS: Those are the only -- those  
11 are the only two errors that would impact the  
12 statement.

16:32:13

13 BY MR. PESSAH:

14 Q Okay. And so other than the errors that  
15 you've referenced, Mr. Friscia, can you think of any  
16 other errors that you're aware of in any of the  
17 accounting statements that Neon has issued to  
18 Amazing Grace?

16:32:25

19 (Simultaneous crosstalk.)

20 MR. STRUBLE: Objection to form.

16:32:36

21 THE WITNESS: Yeah. There was -- there was  
22 like a miscategorization -- -catoreg- --

23 BY MR. PESSAH:

24 Q Categorization.

25 A Categorization.

16:32:48

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1 Thank you, Mr. --

2 (Simultaneous crosstalk.)

3 BY MR. PESSAH:

4 Q There you go.

5 A My man.

16:32:51

6 (Simultaneous crosstalk.)

7 THE WITNESS: Yeah. There was a  
8 misclassification in the expense categories, I  
9 believe, where a bucket of expenses was coded to --  
10 or not code, actually -- mapped to the wrong  
11 category within the statement and vice versa. It  
12 happened to another account.

16:33:05

13 So one account was overstated -- sorry. I  
14 keep saying account.

15 One category on the statement was  
16 overstated, and one category on the statement was  
17 understated.

16:33:20

18 And when that miscategorization was  
19 identified, we corrected it.

20 So one went up and one went down.

16:33:31

21 But that's not like a -- an error that  
22 impacts recoupment or anything on the statement.

23 BY MR. PESSAH:

24 Q Which category was that error in reference  
25 to?

16:33:44

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1           A       Oh. I think it was -- publicity was one of  
2 them.

3           Q       Publicity?

4           A       Yes.

5           Q       I see.

16:33:58

6                    Okay.

7           A       And I honestly can't -- I can't remember  
8 the other one.

9                    But if we look at the statements, I  
10 could -- I could tell you.

16:34:11

11          Q       Okay. Great.

12                   And other than the errors that you have  
13 mentioned --

14                   Well, just on the -- on this last  
15 misclassification:

16:34:19

16                   When you identified the misclassification,  
17 did you send an e-mail to Amazing Grace letting it  
18 know?

19                   MR. STRUBLE: Objection to form.

20                   THE WITNESS: Yeah. I -- I don't recall  
21 doing so.

16:34:29

22 BY MR. PESSAH:

23          Q       Okay. Did -- to your knowledge, did anyone  
24 at Neon advise Amazing Grace Movie, LLC, that this  
25 misclassification had occurred?

16:34:41

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1           A       Yes. I do actually think that -- it was  
2 actually one of the questions on that call that we  
3 had where they asked questions. That was one of the  
4 questions.

5                   So I do remember answering the question of  
6 like why one went down and one went up, and walked  
7 through the math of it.

16:34:55

8           Q       But there was so -- there was no written  
9 notice from Neon to anyone at AGM, to the best of  
10 your knowledge, regarding this misclassification?  
11 Is that your testimony?

16:35:09

12                   MR. STRUBLE: Objection to form.

13                   THE WITNESS: Hmm. Yeah. To my  
14 knowledge -- to my knowledge, I don't -- well, I  
15 mean, when we sent the statement and corrected it,  
16 it was corrected.

16:35:22

17 BY MR. PESSAH:

18           Q       I see.

19                   (Simultaneous crosstalk.)

20                   THE WITNESS: I don't remember if in the  
21 body of the e-mail we said, "Hey. Heads-up. There  
22 was this error in the categories, so we've corrected  
23 it."

16:35:29

24                   I do not --

25 BY MR. PESSAH:

16:35:40

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1 Q Do you recall -- do you recall the amount  
2 of this error?

3 A Yeah -- no, not exactly. I mean, it was in  
4 the hundreds of thousands, though.

5 Q I see. And --

16:35:51

6 A Again, it's -- it's just like a categorical  
7 change. One went up and one went down, and then we  
8 fixed it.

9 When you map, what you do is you have your  
10 expenses that get pulled from your ledger. The  
11 accounts are -- or sorry -- the categories that are  
12 on the statements are not actually categories like  
13 within a company's expense ledger. You map it.

16:36:04

14 So my assumption is in the Excel file there  
15 was just a little mapping error: One went up, one  
16 went down.

16:36:20

17 So, again, it doesn't impact anything about  
18 the recoupment.

19 It's kind of -- I mean, it's -- it's an  
20 embarrassing error. Like I would take it personally  
21 if I had done that, but it doesn't affect anything.

16:36:29

22 Q Do you know who committed this error?

23 A Yes.

24 Q Who?

25 A I believe it was -- remember, I mentioned

16:36:37

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1 the combination of James Wehrfritz and Jeff White?

2 So --

3 Because the statement was prior to my  
4 employment. So since they prepared the statement,  
5 I'm assuming that they just had that -- like I  
6 mentioned, probably this -- that mapping -- mapping  
7 error from one category to the other.

16:36:56

8 Q Who discovered the error?

9 A I did.

10 Q Okay. And do you know when you discovered  
11 it?

16:37:06

12 A Yeah. I discovered it pretty -- pretty  
13 quickly after I started. Like I maybe want to say  
14 that -- because when I started the first statements  
15 we would have issued were Q2 2020, so it would have  
16 been a Q2 2020 statement or the Q3 2020 statement.

16:37:17

17 Q I see.

18 A But, again, if you -- you have the  
19 statements. You can see -- I could tell you the  
20 ups-and-downs if I could see them. But don't need  
21 to, if you don't want to.

16:37:41

22 Q No. I understand what you're saying,  
23 Mr. Friscia.

24 And how did you discover this error?

25 A So when I went to, again, take our expenses

16:37:53

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1 from the ledger and run my mapping -- which is a  
2 formula you would type, like "If this equals that,  
3 then map it to this" --

4 Q Uh-huh.

5 A -- when I map it, I -- what I always do is  
6 I like to see the change, from statement to  
7 statement, so I'll have -- in my Excel file I'll  
8 have like a little variance calculation.

16:38:08

9 So I'll have the current quarter, and it'll  
10 be all the collections, and then below it will be  
11 all of the expenses.

16:38:27

12 And then in the other column next to it, it  
13 will be prior quarters -- or prior period that we  
14 issued a statement, so I can see the change in every  
15 category.

16:38:40

16 So when I had done my mapping, I noticed  
17 like a hefty change, like one category went up a lot  
18 and one went down a lot.

19 And then that's when I was able to identify  
20 that it was just a mapping error.

16:38:53

21 Q Other than the mistakes or errors that we  
22 have been discussing now, can you think of any  
23 others that were made with respect to the accounting  
24 of Amazing Grace?

25 A No.

16:39:08

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1 Q Okay. And if we leave a blank in your  
2 transcript for you when you're reviewing your  
3 transcript, if you recall any others, would you mind  
4 just filling those in?

5 MR. STRUBLE: Objection to form.

16:39:20

6 And, also, Neon objects to the extent it's  
7 improper.

8 THE WITNESS: I've --

9 (Simultaneous crosstalk.)

10 THE WITNESS: I've reconciled everything,  
11 so there's no more errors.

16:39:29

12 BY MR. PESSAH:

13 Q There's no more errors? Okay.

14 All right. Let's look at some of these  
15 statements.

16:39:37

16 So I'm going to do a screenshare. It's  
17 just a little bit easier --

18 A Yeah.

19 Q -- to do that it way.

20 A Fine with me.

16:39:44

21 Q So I'm sharing my screen.

22 Do you see my cursor moving across the --

23 (Simultaneous crosstalk.)

24 MR. STRUBLE: Mr. -- Mr. Pessah, I do want  
25 a copy of the exhibit for my records.

16:39:47

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1 MR. PESSAH: Okay. Sure. We'll provide  
2 you a copy of the exhib- --

3 No problem.

4 Q Do you see my --

5 (Simultaneous crosstalk.)

16:39:53

6 MR. STRUBLE: I want it -- I do want it now  
7 during the deposition just like we would do  
8 during --

9 (Simultaneous crosstalk.)

10 MR. PESSAH: This is just a Q3 29 -- 2019  
11 statement that you've produced, and that's already  
12 in your possession.

16:39:58

13 Okay?

14 When we're at the break, I'll provide it to  
15 you, but here is the exhibit here on my screen.

16:40:07

16 (Exhibit 23 was marked for identification  
17 and retained by Counsel Pessah.)

18 Q But this is the --

19 MR. STRUBLE: We object.

20 (Simultaneous crosstalk.)

16:40:09

21 MR. PESSAH: Okay. That's fine.

22 Q Mr. Friscia, do you recognize this as being  
23 a true and correct copy of a Q3 2019 cumulative  
24 statement issued by Neon to Amazing Grace Movie,  
25 LLC?

16:40:23

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1 MR. STRUBLE: I object also because this  
2 document does not have a Bates number, even  
3 though -- it appears not to have a Bates number.

4 We can't see the full document.

5 BY MR. PESSAH:

16:40:30

6 Q Mr. Friscia, do you -- does this appear to  
7 be a true and correct copy of a Q3 2019 statement  
8 from Neon to Amazing Grace?

9 A Yeah. This is what these statements look  
10 like -- looked like.

16:40:52

11 Q Do you -- do you have any reason to doubt  
12 that this is an actual copy that was created by Neon  
13 and sent to Amazing Grace?

14 A I guess I'm just asking like this is the --  
15 this is the document we produced to you?

16:41:23

16 Q Yes. I can represent that to you.

17 A Yeah. Then, yes, this would be -- yes.

18 Q And you're -- as you've testified earlier,  
19 you're generally familiar with the accounting books  
20 and records of this film; correct?

16:41:36

21 A Correct.

22 Q So you would notice if any of these numbers  
23 looked -- looked off or irregular; correct?

24 MR. STRUBLE: Objection to form.

25 Argumentative.

16:41:47

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1 THE WITNESS: I don't honestly know at the  
2 top of my head every single number related to every  
3 single film.

4 BY MR. PESSAH:

5 Q Okay. Does anything look odd to you on 16:41:58  
6 this statement based on --

7 MR. STRUBLE: Objection.

8 (Simultaneous crosstalk.)

9 BY MR. PESSAH:

10 Q -- your knowledge of the accounting of the 16:42:04  
11 film?

12 MR. STRUBLE: Objection to form.

13 BY MR. PESSAH:

14 Q Anything standing out to you?

15 A Hmm. No, not really. 16:42:15

16 Q Okay. I -- do you see under the heading  
17 "Expenses" here where I'm moving my cursor?

18 A Yes.

19 Q The third category down, "Prints and  
20 Trailers"?

21 A Yeah.

22 Q Can you tell me what those expenses are  
23 for?

24 A Yeah. Those expenses are related to  
25 theatrical distribution. 16:42:49

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1 Q Prints and trailers represent all of the  
2 theatrical distribution expenses or just the  
3 category that's listed here?

4 A It would -- it -- yeah. I believe in the  
5 old mapping for these statements -- because, as you  
6 know, we switched -- I switched the format -- I  
7 believe prints and trailers covers the expenses  
8 related to theatrical distribution.

16:43:10

9 Q So it's not just prints and trailers?  
10 It says, "Prints and Trailers," but it  
11 includes other things; correct?

16:43:26

12 MR. STRUBLE: Objection to form.

13 THE WITNESS: It -- I mean, it's a general  
14 entertainment term, "prints and trailers." It's  
15 actually not even -- technically, prints are  
16 different now. So, yeah.

16:43:37

17 But, I mean, it would be customary for any  
18 distributor to put their theatrical distribution  
19 expenses in this category.

20 BY MR. PESSAH:

16:43:48

21 Q So all theatrical distribution expenses  
22 that Neon incurred through Q3 2019 are represented  
23 by this \$506,000 figure coded "Prints and Trailers"?

24 MR. STRUBLE: Objection to form.

25 THE WITNESS: Unless something was mapped

16:44:01

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1     incorrectly, yeah.

2     BY MR. PESSAH:

3           Q     Okay. So what else other than prints and  
4     trailers would be included in this, in this \$506,000  
5     figure?

16:44:13

6           A     Well, instead of prints, they are like  
7     DCPs. So it's like digital prints.

8                   Remember, there's like keys related to  
9     those. There's the shipping and delivery related to  
10    those.

16:44:31

11                   Usually for theatrical distribution -- at  
12    least now -- when there's media related to  
13    theatrical distribution, it would be coded to -- in  
14    the old format prints and trailers, trailer runs and  
15    plays. That's like kind of where the trailers come  
16    from, like advertising on trailers for other films  
17    and stuff.

16:44:48

18           Q     Just to be clear, Mr. Friscia, creative  
19    advertising, direct advertising, publicity and  
20    promotion, those are not part and parcel of  
21    theatrical distribution expenses?

16:45:00

22                   MR. STRUBLE: Objection to form of the  
23    question.

24                   THE WITNESS: I mean, they're different --  
25    they're different things.

16:45:15

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1           The thing is a lot of these intertwine with  
2 each other, so there's definitely overlap.

3 BY MR. PESSAH:

4           Q     So what's the purpose of having all these  
5 categories? Why not just have one category that  
6 says theatrical distribution?

16:45:22

7           A     For the benefit of the licensor.

8                   To be honest --

9                   (Simultaneous crosstalk.)

10 BY MR. PESSAH:

16:45:32

11           Q     Sorry?

12           A     For the benefit of the licensor.

13                   I don't necessarily think there's a  
14 requirement that we break it down.

15                   I can tell you right now, in my experience,  
16 Neon's participation statements are probably the  
17 most transparent. There's a lot of distributors  
18 that just have two categories: Marketing and then  
19 like publicity.

16:45:38

20                   So we try to break it down for the benefit  
21 of the licensor so they can understand where the  
22 expenses are being incurred.

16:45:53

23           Q     So, just to be clear, Mr. Friscia, to the  
24 best of your knowledge, what expenses are included  
25 here in "Prints and Trailers"?

16:46:06

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1 MR. STRUBLE: Objection to form.

2 (Simultaneous crosstalk.)

3 MR. STRUBLE: Asked and answered.

4 THE WITNESS: I just answered that

5 question.

16:46:12

6 BY MR. PESSAH:

7 Q You said theatrical distribution expenses.

8 A No, I didn't. I went down and broke it

9 down.

10 Q Okay. And so everything that you listed

16:46:21

11 and broke down, those would not be included in

12 creative advertising and direct advertising, for

13 example; correct?

14 MR. STRUBLE: Objection to form.

15 (Simultaneous crosstalk.)

16:46:29

16 BY MR. PESSAH:

17 Q They -- did you say they could be?

18 A Could be, yeah.

19 Like I said, there's -- there's a lot of

20 overlap, especially when it comes to the theatrical

16:46:36

21 media, direct advertising in theatrical media. So

22 there could be some overlap there.

23 Or, like I said, it could just be a mis- --

24 a mischaracterization.

25 Q So if some of the expenses that would fall

16:46:49

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1 into these general categories that you're referring  
2 to, if some of those expenses are counted in prints  
3 and trailers and again counted in creative  
4 advertising, wouldn't they be double-counted then?

5 MR. STRUBLE: Objection. It's  
6 argumentative.

16:47:09

7 (Simultaneous crosstalk.)

8 MR. STRUBLE: Give me an opportunity to  
9 object, Ryan.

10 THE WITNESS: Yeah. Sorry. I keep  
11 forgetting.

16:47:11

12 No, that's not what I said.

13 They are not -- they are not  
14 double-counted.

15 BY MR. PESSAH:

16:47:18

16 Q So what do you mean by "overlap"?

17 A Like, for example -- when I say like  
18 overlap, I mean like if someone has a -- a bill, and  
19 they're like, "Was this related to the theatrical  
20 media plan, or is it the marketing media plan?"

16:47:32

21 There could be some overlap as to like it was both.

22 So then where does it get coded?

23 You know, it's just -- it kind of becomes a  
24 judgment call in that instance.

25 So when I say, "overlap," I just mean

16:47:48

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1 there's some ambigui- -- ambiguit- -- I can't speak  
2 today, but you know what I mean.

3 BY MR. PESSAH:

4 Q I understand.

5 (Simultaneous crosstalk.)

16:47:56

6 THE WITNESS: Between -- between certain  
7 bills, like which category should this list relate  
8 to?

9 So we do our best to try to make it  
10 accurate.

16:48:05

11 But, again, there's a lot of companies that  
12 just have one category. So this is really for the  
13 benefit of the licensor and doesn't affect  
14 recoupment at all. It's still all the true and  
15 accurate expenses.

16:48:13

16 BY MR. PESSAH:

17 Q Did you just say that you do your best to  
18 make sure everything is accurate?

19 A I said that when there's --

20 MR. STRUBLE: Objection to form.

16:48:21

21 (Simultaneous crosstalk.)

22 THE WITNESS: -- when there's ambiguity  
23 between which category to code an expense to, like  
24 in the example that I gave where: Is it theatrical  
25 media? Is it marketing media? You know, it's like,

16:48:36

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1 well, it could be theat- -- marketing media, then it  
2 should go to direct advertising.

3 BY MR. PESSAH:

4 Q Got it.

5 A But, then, maybe it's theatrical media, and 16:48:45  
6 it should go to the theatrical group.

7 So when I say we do our best, it's really  
8 just from a categorization of the expenses for the  
9 benefit of the licensor so they can understand where  
10 the expenses are -- where our expense are going. 16:48:59

11 Q If I'm understanding your testimony  
12 correctly, Mr. Friscia, what you are saying  
13 essentially is that while this category says,  
14 "Prints and Trailers," it does not just include  
15 prints and trailers? 16:49:13

16 Am I getting that right?

17 MR. STRUBLE: Objection to the form of the  
18 question.

19 THE WITNESS: I already answered that  
20 because I gave you the detail of the other items 16:49:20  
21 that could be in prints and trailers when you asked  
22 me that question.

23 BY MR. PESSAH:

24 Q But I'm just trying to clarify:

25 It -- when it says, "Prints and Trailers," 16:49:28

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1 here, it doesn't just refer to prints and trailers;  
2 right?

3 MR. STRUBLE: Objection to form.

4 (Simultaneous crosstalk.)

5 BY MR. PESSAH:

16:49:35

6 Q I'm sorry. I didn't hear your answer.  
7 Your -- your counsel was objecting.

8 A Correct.

9 Q Okay. So let's look at this figure:  
10 \$506,528.04.

16:49:45

11 Did that I read that correctly?

12 A Yes.

13 Q Okay. And this is for Q3 2019 in the  
14 category of "Prints and Trailers."

15 So now I'm going to show you the next  
16 statement.

16:49:58

17 And just as a test, just let me know when  
18 you see my scroller moving in circles here.

19 MR. STRUBLE: Counsel, are we marking any  
20 of these as exhibits?

16:50:14

21 MR. PESSAH: Yeah. We'll mark them at the  
22 end.

23 (Exhibit 24 was marked for identification  
24 and retained by Counsel Pessah.)

25 BY MR. PESSAH:

16:50:18

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1 Q So do you see where it says, "Q4 2019"?

2 MR. STRUBLE: We -- we object.

3 MR. PESSAH: That's fine.

4 Q Do you see "Q4 2019" here?

5 A Yes.

16:50:26

6 Q Does this appear to be a true and correct  
7 statement issued by Neon to Amazing Grace Movie for  
8 the period Q4 2019?

9 MR. STRUBLE: Object to the form.

10 Also, I'll object to the document which,  
11 again, does not appear to be Bates stamped.

16:50:42

12 THE WITNESS: Yeah. This -- this looks  
13 like a Neon accounting statement. But, as I  
14 mentioned, this is the one where the mis- -- the  
15 mapping issue happened.

16:50:59

16 Because you can see, compared to the last  
17 statement, the prints and trailers decreased.

18 BY MR. PESSAH:

19 Q Uh-huh.

20 A And the -- I believe it's the publicity and  
21 promotion increased by a significant amount.

16:51:06

22 So that's what I meant by the mapping, one  
23 went up and one went down.

24 Q Okay. No. I'll get to that in a second.

25 MR. PESSAH: Just for the record, this is

16:51:19

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1 Neon 3484.

2 Q So, Mr. Friscia, you preempted my question,  
3 which is --

4 A I can read your mind.

5 Q I -- I doubt that.

16:51:26

6 But, Mr. Friscia, you see here the number  
7 went down from approximately -- in the category of  
8 "Prints and Trailers," from approximately  
9 \$131,000- -- sorry -- \$506,000 to \$131,000.

10 Do you see that?

16:51:41

11 MR. STRUBLE: Objection to the form.

12 THE WITNESS: Yeah. I don't remember the  
13 exact number from the previous one, but that sounds  
14 right.

15 BY MR. PESSAH:

16:51:53

16 Q Okay. So which number is correct, the  
17 \$506,000 figure that we looked at in Q3 2019 or this  
18 \$131,000 figure that we're looking at in Q4 2019?

19 MR. STRUBLE: Objection to the form of the  
20 question.

16:52:08

21 (Simultaneous crosstalk.)

22 THE WITNESS: I believe it's the Q3  
23 statement.

24 BY MR. PESSAH:

25 Q So the fall -- so the actual amount of

16:52:16

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1 expenses that Neon incurred is closer to -- for  
2 prints and trailers through Q3 of 2019, 506,000,  
3 that's a more accurate number than this \$131,000  
4 number? Is that your testimony?

5 MR. STRUBLE: Object to the form of the  
6 question.

16:52:36

7 THE WITNESS: Yeah. Again, the Q4  
8 statement is when the mapping error happened, so --

9 BY MR. PESSAH:

10 Q So this is the Q4 statement.

16:52:49

11 So is this \$131,000 number erroneous, or  
12 was the previous one we looked at erroneous?

13 MR. STRUBLE: Objection to the form.

14 THE WITNESS: I believe I answered that.

15 I'm pretty sure the -- the Q3 statement was  
16 the accurate one; and then the mapping error  
17 happened on this Q4 statement.

16:52:58

18 And then it was fixed.

19 If you want the current number, you can  
20 just reference the current statement.

16:53:11

21 BY MR. PESSAH:

22 Q Okay. So the -- so the \$506,000 number  
23 that we looked at in Q3 2019 for prints and  
24 trailers, that number is correct?

25 MR. STRUBLE: Objection to form.

16:53:23

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1 THE WITNESS: Yeah, I believe so.

2 BY MR. PESSAH:

3 Q And this number, \$131,399.72, that number  
4 was incorrect? Is that your testimony?

5 MR. STRUBLE: Objection to form.

16:53:41

6 THE WITNESS: Yes. That is understated by  
7 the same amount that publicity and promotion is  
8 overstated.

9 BY MR. PESSAH:

10 Q Well, I'm just looking at -- I see.

16:53:48

11 Okay. So prints and trailers was 506,000  
12 in Q3 '19, that was correct; and then the 131,000  
13 for Q4 '19, that's incorrect; right?

14 A Yes.

15 Q All right. So I'm going to share my screen  
16 again with you just to keep things expedited here.

16:54:04

17 Do you see where -- my cursor moving around  
18 like this, Mr. Friscia?

19 A Uh-huh.

20 Q Okay. So this is -- does this appear to  
21 you to --

16:54:26

22 MR. PESSAH: I'm sorry. I'll just mark it  
23 for the record.

24 This is Neon 350.

25 (Exhibit 25 was marked for identification

16:54:31

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1 and retained by Counsel Pessah.)

2 BY MR. PESSAH:

3 Q Do you recognize this, Mr. Friscia, as  
4 being a true and correct copy of a statement issued  
5 by Neon to Amazing Grace Movie?

16:54:39

6 A Yeah, this looks like a Neon statement.

7 Q Okay. So this is Q1 2020.

8 And prints and trailers is still \$131,000.

9 So it went from -- I'm sorry -- 131- to  
10 134- --

16:54:58

11 Sorry. The document says, this document  
12 that we're looking at now says, "\$134,726.72."

13 Is that a correct number?

14 A As I stated before, I believe that I fixed  
15 this error on the Q2 2020 statement or the Q3 2020  
16 statement.

16:55:10

17 Q Okay. But you -- you just testified,  
18 Mr. Friscia, that the \$506,000 number in the Q2 2019  
19 statement was the correct number.

20 Do you recall that?

16:55:32

21 A I think it was the Q3 2019 statement.

22 Q Okay. So let me just ask you here:

23 This number, \$134,000, is this a correct  
24 number?

25 MR. STRUBLE: Objection to form.

16:55:48

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1 (Simultaneous crosstalk.)

2 THE WITNESS: That -- that number is  
3 understated by the same amount that publicity and  
4 promotion is overstated.

5 BY MR. PESSAH:

16:55:58

6 Q Okay. But you said the \$506,000 number  
7 that we saw in Q3 of 2019, that that number was  
8 correct.

9 Do you recall that, for prints and  
10 trailers?

16:56:17

11 MR. STRUBLE: Object to form.

12 THE WITNESS: Yeah. Again, you're just  
13 going around in a circle.

14 That -- my understanding is that was --  
15 those were the correct numbers. And then the  
16 mapping error, which I've mentioned four or five  
17 times happened, where if you notice prints and  
18 trailers decreases and publicity and promotion  
19 increases, I've done the map of it.

16:56:27

20 BY MR. PESSAH:

16:56:45

21 Q Okay.

22 A They've both increased and decreased by the  
23 same amount. So like the cumulative expenses are  
24 still accurate.

25 And then I believe that I noticed that

16:56:52

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1 error in either the Q2 2020 statement or the Q3  
2 2010 -- 2020 statement and fixed the mapping.

3 Q Okay. I just want to get clear testimony  
4 on what's correct and what's incorrect for these  
5 individual categories, and we can get to the gross  
6 number momentarily. 16:57:08

7 This is the document that we looked at  
8 previously, the Q3 2019 statement.

9 Do you see that?

10 A Yes. 16:57:16

11 Q Was it, in fact, true that \$506,528.04 was  
12 incurred as an expense for prints and trailers for  
13 the film "Amazing Grace" through Q3 2019? Was  
14 that --

15 (Simultaneous crosstalk.) 16:57:37

16 MR. STRUBLE: Object to form.

17 THE WITNESS: Yeah. I think I've answered  
18 this a lot, but yeah.

19 BY MR. PESSAH:

20 Q This is -- this is a true number, 506,528? 16:57:41

21 That is how much was incurred for prints  
22 and trailers for "Amazing Grace" through Q3 2019?  
23 That's your testimony?

24 A Yeah. That's how much was incurred and  
25 related to this category, "Prints and Trailers." 16:57:54

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1 Q Okay. But then it went down to  
2 approximately \$131,000?

3 A You're killing me, Maurice.

4 I don't know -- like do you want me to bust  
5 out --

16:58:11

6 (Simultaneous crosstalk.)

7 BY MR. PESSAH:

8 Q Yeah -- no. So this is --

9 (Simultaneous crosstalk.)

10 BY MR. PESSAH:

16:58:11

11 Q -- Q4 '19, Mr. Friscia --

12 MR. STRUBLE: Hold on. Hold on.

13 (Simultaneous crosstalk.)

14 MR. PESSAH: I would like to --

15 (Simultaneous crosstalk.)

16:58:18

16 MR. STRUBLE: The witness is in the middle  
17 of an answer.

18 MR. PESSAH: Well, I hadn't -- I hadn't  
19 asked a question, so there's no question pending  
20 until I ask one.

16:58:24

21 Q Mr. -- Mr. Friscia, you just told me that  
22 the \$506,000 figure for prints and trailers in Q3  
23 2019 was the correct number that, in fact, reflected  
24 what had been spent on prints and trailers through  
25 that time.

16:58:42

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1 Do you recall that?

2 A I do recall --

3 (Simultaneous crosstalk.)

4 MR. STRUBLE: Objection to form.

5 BY MR. PESSAH:

16:58:47

6 Q Did you say you do recall that?

7 A Yes, I do recall that.

8 Q Okay. So keeping that \$506,000 number in  
9 mind for prints and trailers, is this number,  
10 131,000, for prints and trailers still correct in Q4  
11 of 2019? Yes or no?

16:58:57

12 MR. STRUBLE: Object to form.

13 THE WITNESS: No. As I mentioned, there  
14 was a mapping error, and prints and trailers  
15 decreased by an equal amount as publicity and  
16 promotion increased.

16:59:09

17 BY MR. PESSAH:

18 Q Okay. So your testimony, then, is that  
19 that was fixed in Q2 of 2020? Is that what you  
20 said?

16:59:23

21 A I believe --

22 (Simultaneous crosstalk.)

23 MR. STRUBLE: Objection to form.

24 THE WITNESS: Sorry, Cory. I keep  
25 forgetting.

16:59:27

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1 I believe it was, yeah, either -- maybe Q2  
2 2020 or Q3 2020.

3 BY MR. PESSAH:

4 Q Okay.

5 A Or we can --

16:59:37

6 (Simultaneous crosstalk.)

7 THE WITNESS: -- we can look at all the  
8 statements --

9 BY MR. PESSAH:

10 Q Okay.

16:59:40

11 A -- and I can tell you.

12 Q Here's Q2 2020.

13 And, look, for prints and trailers, the  
14 number is back up to 561,000.

15 A There you go.

16:59:49

16 So -- and then if you notice, the publicity  
17 and -- if you can go back to the Q1 2020 statement  
18 for a second, please.

19 Q Uh-huh.

20 A So many statements.

16:59:56

21 Q Q1 2020, here it is.

22 A Yeah. So if you notice the prints and  
23 trailers, as I mentioned, the mapping error again,  
24 the prints and trailers decreased by an equal amount  
25 as publicity and promotion increased.

17:00:16

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1 So if you see the 134,726 and you see the  
2 934- for publicity and promotion, and then --

3 Can you go to the Q2 2020 statement?

4 Q Yeah.

5 A Yeah. So there you go. So I fixed the  
6 error on that statement.

17:00:32

7 So publicity and promotion went down and  
8 prints and trailers went up.

9 Again, it was just a mapping error. It  
10 didn't affect the cumulative expenses.

17:00:44

11 Q But this is going back up; right?

12 (Simultaneous crosstalk.)

13 BY MR. PESSAH:

14 Q It went from 5- to 6- to 131- and now back  
15 up to 561-?

17:00:52

16 A Yeah. That's not --

17 (Simultaneous crosstalk.)

18 MR. STRUBLE: Hold on. Hold on.

19 Objection to form.

20 Is there a question pending?

17:00:57

21 Argumentative.

22 BY MR. PESSAH:

23 Q Can you explain those discrepancies to me,  
24 Mr. Friscia?

25 MR. STRUBLE: Asked and answered. Object

17:01:05

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1 to form.

2 THE WITNESS: I have explained it many,  
3 many, many times.

4 BY MR. PESSAH:

5 Q Can you explain it to me, please? 17:01:13  
6 (Simultaneous crosstalk.)

7 MR. STRUBLE: Object -- object to form.  
8 And I agree, asked and answered numerous times.  
9 We're going in circles.

10 BY MR. PESSAH: 17:01:19

11 Q I don't understand what you --  
12 (Simultaneous crosstalk.)

13 BY MR. PESSAH:

14 Q -- said, Mr. Friscia.

15 A Yeah. Sorry. 17:01:25  
16 I'm supposed to answer; right?

17 Q Yes.

18 A Okay. Yeah, there was a -- there was a  
19 mapping error --

20 Do you want me to get into detail again 17:01:35  
21 like I did?

22 Q What I would like to know, Mr. Friscia, is  
23 how much in prints and trailers expenses did Neon,  
24 in fact, incur for this film?

25 A As of the Q- -- 17:01:48

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1 (Simultaneous crosstalk.)

2 MR. STRUBLE: I'm sorry. I'm sorry.

3 Object to form. And object to cutting the  
4 witness off again.

5 THE WITNESS: Am I answering -- which 17:01:56  
6 question am I answering?

7 Just ask -- can you ask the question again?

8 I -- there was the first again, then you  
9 interrupted me. And now there's this new question.

10 BY MR. PESSAH: 17:02:08

11 Q Okay. So the question is, Mr. Friscia:

12 How much in prints and trailers expenses  
13 did Neon, in fact, incur in relation to  
14 "Amazing Grace"?

15 MR. STRUBLE: Objection to form. 17:02:20

16 THE WITNESS: As of this Q2 2020 statement  
17 we're looking at, the number that's represented on  
18 the statement.

19 BY MR. PESSAH:

20 Q Can you read that number to me, please? 17:02:29

21 A \$561,645.99.

22 Q Okay. And so how confident are you that  
23 Neon, in fact, spent that amount of money on prints  
24 and trailers for "Amazing Grace" through Q2 2020?

25 MR. STRUBLE: Objection to form. 17:02:53



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1 THE WITNESS: Hmm. No. Because I believe  
2 those -- remember, I mentioned those couple of  
3 errors?

4 I believe those would not be categorized  
5 here. So yes.

17:04:03

6 BY MR. PESSAH:

7 Q So you -- you are representing under oath  
8 with 100-percent certainty that through Q2 2020,  
9 Neon did, in fact, incur \$561,000 in expenses for  
10 prints and trailers in relation to the film  
11 "Amazing Grace"?

17:04:22

12 MR. STRUBLE: Objection to form.  
13 Argumentative, and mischaracterizes testimony.

14 THE WITNESS: I'm confident that everything  
15 that was coded or mapped on this statement to prints  
16 and trailers of 561,65- -- -645.99 is, yeah, true  
17 and accurate.

17:04:35

18 BY MR. PESSAH:

19 Q Well, what is -- what -- to what degree are  
20 you certain about that?

17:04:51

21 Are you fairly certain, like you were many  
22 hours ago, or are you 100-percent certain?

23 MR. STRUBLE: Objection to form.  
24 Argumentative. Asked and answered.

25 THE WITNESS: Oh, no. I mean, in terms of

17:05:02

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1 the expenses? I'm -- I'm -- except for those errors  
2 I mentioned -- and, like I said, I'm pretty sure  
3 they wouldn't be mapped here -- but, yeah, I'm very  
4 certain.

5 BY MR. PESSAH:

17:05:13

6 Q Do you have any doubt whatsoever about this  
7 figure?

8 MR. STRUBLE: Counsel, asked and answered.  
9 Object to form.

10 THE WITNESS: Again, the number that is  
11 mapped to prints and trailers, I have no doubt in  
12 that number.

17:05:23

13 BY MR. PESSAH:

14 Q No doubt.

15 Okay. Can you tell me what a miscellaneous  
16 distribution expense is?

17:05:33

17 A Yeah. That's sometimes a -- consulting  
18 fees.

19 Q Okay. And remind me again:

20 Neon had the domestic rights to this film;  
21 right?

17:05:45

22 A Correct.

23 Q So can you explain to me why there is a  
24 category here for foreign?

25 A Yeah. So the way that the accounting

17:05:58

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1 statements used to be -- you notice there's no  
2 category for Canada?

3 Q Uh-huh.

4 A So domestic includes all of North America.  
5 So Neon has Canadian rights.

17:06:09

6 So on this version of the statement, the  
7 Canadian receipts were mapped to foreign.

8 Q Okay. And what is a miscellaneous  
9 distribution expense?

10 MR. STRUBLE: Objection to form.

17:06:24

11 (Simultaneous crosstalk.)

12 THE WITNESS: That's so funny. You  
13 literally just asked me that.

14 BY MR. PESSAH:

15 Q What is it?

17:06:29

16 A It sometimes includes consulting fees.

17 Q Does it include anything else?

18 A It could, yeah.

19 Q What else?

20 A I don't remember off the top of my head.  
21 Anything that's miscellaneous.

17:06:38

22 Q Anything that's miscellaneous is what's  
23 included in miscellaneous? That's your testimony?

24 MR. STRUBLE: Objection to form.

25 THE WITNESS: Yeah. It's miscellaneous.

17:06:52

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1 BY MR. PESSAH:

2 Q So "miscellaneous" means miscellaneous? Is  
3 that what you said?

4 MR. STRUBLE: Object to form.

5 THE WITNESS: Yeah. Miscellaneous would 17:07:03  
6 mean miscellaneous expenses related to the film.

7 BY MR. PESSAH:

8 Q But I'm asking you what type of expenses  
9 those would be other than a -- consulting fees.

10 Do you have an answer? 17:07:14

11 MR. STRUBLE: Objection --

12 (Simultaneous crosstalk.)

13 MR. STRUBLE: Objection to form. Asked and  
14 answered already.

15 THE WITNESS: If -- if you want to pull up 17:07:18  
16 the expense ledger, we could see.

17 But, yeah, I mean, like I would have coded  
18 a lot of consulting fees to miscellaneous. You  
19 know, out of the -- well, just other expenses that  
20 maybe didn't fit in the other categories. 17:07:37

21 BY MR. PESSAH:

22 Q So the expense ledger would accurately  
23 identify each and every distribution expense that  
24 was, quote, "miscellaneous"?

25 MR. STRUBLE: Objection to form. 17:07:48

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1 THE WITNESS: Yeah. I believe that expense  
2 ledger in Excel has the mapping, and the mapping  
3 category is -- there's a mapping category called --  
4 for miscellaneous.

5 We can look there.

17:08:03

6 (Simultaneous crosstalk.)

7 MR. PESSAH: Okay. I need to take a quick  
8 bathroom break, so if we can just take five and come  
9 back on the record then.

10 Q Is that okay with you, Mr. Friscia?

17:08:11

11 A Yeah. That's fine with me.

12 MR. PESSAH: Okay. Thank you.

13 THE VIDEOGRAPHER: We are now going off the  
14 record.

15 And the time is 5:08 p.m.

17:08:18

16 (Recess.)

17 THE VIDEOGRAPHER: We are now going back on  
18 the record.

19 And the time is 5:15 p.m.

20 BY MR. PESSAH:

17:15:22

21 Q Mr. Friscia, if, in fact, Mr. Quinn is  
22 correct and Neon has recouped its minimum guarantee,  
23 that would mean that Amazing Grace Movie would be  
24 entitled to its share of whatever profits are  
25 generated after the time of recoupment; correct?

17:15:46

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1 MR. STRUBLE: Objection to form.

2 Hypothetical. Calls for speculation.

3 THE WITNESS: Mr. Quinn is mistaken.

4 BY MR. PESSAH:

5 Q You're -- are you --

17:15:58

6 MR. PESSAH: I'm sorry. I'll have the  
7 court reporter read back the question, please.

8 (Record read.)

9 THE WITNESS: So you're just ask- -- asking  
10 in that hypothetical situation?

17:16:34

11 BY MR. PESSAH:

12 Q Well, I mean, yes, I suppose. It's not  
13 necessarily a hypothetical.

14 You could be wrong; right?

15 A No, I'm not wrong.

17:16:41

16 (Simultaneous crosstalk.)

17 MR. STRUBLE: Objection to form.

18 BY MR. PESSAH:

19 Q So there's a 100-percent chance that --

20 (Simultaneous crosstalk.)

17:16:46

21 MR. STRUBLE: Hold on. Hold on. Hold on.  
22 There's -- there's cross-speak.

23 I objected to form.

24 And I wanted to make sure that the reporter  
25 got the witness's answer.

17:16:51

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1 He said, "No, I'm not wrong."

2 BY MR. PESSAH:

3 Q Mr. Friscia, rather than have your counsel  
4 testify for you --

5 (Simultaneous crosstalk.)

17:17:00

6 MR. STRUBLE: That's not what's happened.

7 (Simultaneous crosstalk.)

8 BY MR. PESSAH:

9 Q Why don't -- why don't you answer the  
10 question for yourself.

17:17:02

11 A So am I --

12 (Simultaneous crosstalk.)

13 MR. STRUBLE: He did, by the way. That's  
14 not what happened, sir.

15 MR. PESSAH: Thank you so much.

17:17:10

16 Q Go ahead, Mr. Friscia.

17 A Thank you.

18 So I'm -- I'm answering the question about  
19 the hypothetical situation?

20 Q If you want to call it a hypothetical.

17:17:17

21 I don't agree that that's what it is, but  
22 go ahead.

23 A In that hypothetical situation, no.

24 Q No?

25 Okay. So what else would need to happen --

17:17:27

1 other than [REDACTED]  
2 [REDACTED]  
3 [REDACTED] for Amazing Grace Movie to be  
4 entitled to any compensation?

5 MR. STRUBLE: Objection to form.  
6 Incomplete hypothetical. Calls for speculation.

7 THE WITNESS: Again, in that hypothetical  
8 scenario, I believe based on the waterfall, [REDACTED]

9 [REDACTED]  
10 [REDACTED]  
11 [REDACTED]

12 BY MR. PESSAH:

13 Q Okay. So the advance recoups interest  
14 until the advance is fully recouped?

15 MR. STRUBLE: Objection to form. Vague and  
16 ambiguous.

17 THE WITNESS: No. As I just stated in your  
18 hypothetical situation, you had said [REDACTED]

19 [REDACTED]

20 And I'm just clarifying that in that  
21 hypothetical situation, [REDACTED]

22 [REDACTED]  
23 [REDACTED]

24 BY MR. PESSAH:

25 Q So let's say you [REDACTED]

1 [REDACTED]

2 [REDACTED]

3 [REDACTED]

4 A [REDACTED]

5 (Simultaneous crosstalk.)

6 MR. STRUBLE: Objection to form.

7 THE WITNESS: Yes.

8 (Simultaneous crosstalk.)

9 MR. STRUBLE: Hold on.

10 Object to form. Incomplete hypothetical.

11 THE WITNESS: Yes. In that hypothetical

12 situation, [REDACTED]

13 [REDACTED]

14 [REDACTED]

15 [REDACTED]

16 BY MR. PESSAH:

17 Q Okay. And when you say, "in this case,"  
18 are you suggesting that there are other films that  
19 Neon distributes that are not subject to the same  
20 waterfall that Amazing Grace is subject to?

21 MR. STRUBLE: Object to form.

22 And the witness is instructed not to speak  
23 to any particular films on confidentiality  
24 grounds --

25 (Simultaneous crosstalk.)

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1 MR. PESSAH: The question was not about any  
2 particular film --

3 MR. STRUBLE: Excuse me. Excuse me, sir --  
4 (Simultaneous crosstalk.)

5 MR. PESSAH: -- if you were listening. 17:19:40

6 MR. STRUBLE: Do not interrupt me.

7 MR. PESSAH: If you were listening --  
8 (Simultaneous crosstalk.)

9 MR. PESSAH: It was not about any -- we  
10 can -- 17:19:44

11 (Simultaneous crosstalk.)

12 MR. STRUBLE: I don't --

13 MR. PESSAH: It's not about any particular  
14 film.

15 (Simultaneous crosstalk.) 17:19:44

16 MR. STRUBLE: And -- okay. Good.

17 BY MR. PESSAH:

18 Q So the question is not about any particular  
19 film, Mr. Friscia.

20 A Yeah. The waterfall generally is the -- is 17:19:52  
21 the same, but the percentages in terms of  
22 distribution fee and net profit split can be  
23 different on different films.

24 Q Okay. And without mentioning any --  
25 mentioning any specific film, would -- how does 17:20:07

1 AGM's waterfall with Neon compare to some others  
2 without na- -- naming the particular films?

3 MR. STRUBLE: Objection to form.

4 THE WITNESS: The Amazing Grace waterfall  
5 is -- what's the way to put it? -- much more  
6 beneficial to the licensor.

7 In most cases, our distribution fee is

8 [REDACTED]

9 [REDACTED]

10 [REDACTED]

11 [REDACTED]

12 [REDACTED] it's

13 a really good waterfall for Alan.

14 BY MR. PESSAH:

15 Q And is it common to [REDACTED]

16 [REDACTED]

17 MR. STRUBLE: Object to form of the  
18 question.

19 THE WITNESS: Yes.

20 BY MR. PESSAH:

21 Q And is it common to sometimes make mistakes  
22 to the tune of hundreds of thousands of dollars in  
23 certain categories of expenses?

24 MR. STRUBLE: Objection to form.

25 THE WITNESS: Again, it's just a mapping

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1 error. It doesn't affect the statement.

2 BY MR. PESSAH:

3 Q Is -- are those errors common?

4 MR. STRUBLE: Object to form.

5 THE WITNESS: No.

17:21:46

6 BY MR. PESSAH:

7 Q How often would you say that you actually  
8 catch one of those mistakes?

9 MR. STRUBLE: Objection to form.

10 THE WITNESS: A mapping error?

17:21:58

11 BY MR. PESSAH:

12 Q The type of mistakes that we've been  
13 talking about in this deposition:

14 One be charging \$30,000 to the wrong film,  
15 and the other being making errors in terms of  
16 categories of expenses to the tune of hundreds of  
17 thousands of dollars.

17:22:08

18 MR. STRUBLE: Objection to form. Compound.  
19 Argumentative.

20 THE WITNESS: In relation to expenses being  
21 coded to the wrong films, yeah, it definitely  
22 happens. That's why we have a process and a review  
23 period, and that's why we corrected the issue -- or  
24 the errors I mentioned.

17:22:20

25 On the mapping, yeah, mapping errors

17:22:40

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1 happen.

2 BY MR. PESSAH:

3 Q How often does it happen where the wrong --  
4 where the expense -- expense is charged to the wrong  
5 film?

17:22:58

6 For example, you said \$30,000 that should  
7 have been charged to "Apollo 11" was charged to  
8 "Amazing Grace."

9 How often does that happen?

10 (Simultaneous crosstalk.)

17:23:05

11 MR. STRUBLE: Objection to form.

12 THE WITNESS: Probably a few times. I --  
13 you know, in my quarterly review, there's many  
14 quarters where I don't notice anything, and -- we're  
15 also audited, part of our corporate audit, and they  
16 very rarely notice things.

17:23:21

17 So like in terms of the amount? I mean,  
18 very few.

19 BY MR. PESSAH:

20 Q Okay. How many times have you discussed  
21 this lawsuit with Mr. Quinn?

17:23:32

22 MR. STRUBLE: Object to form.

23 And to the extent Mr. Quinn and you had  
24 communications in the presence of counsel or  
25 relating to privileged matter, exclude those from

17:23:48

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1 your answer.

2 BY MR. PESSAH:

3 Q Outside the presence of your counsel or  
4 Neon's counsel -- or it would only be your counsel.

5 But, Mr. Friscia, how many times not in the  
6 presence of counsel have you discussed this lawsuit  
7 with Mr. Quinn?

17:23:58

8 MR. STRUBLE: Yeah. I'm going to object  
9 also, if you had a communication with Mr. Quinn even  
10 in the absence of counsel that was pursuant to a  
11 request for legal advice and work product, exclude  
12 those from your answer.

17:24:11

13 But, otherwise, you may answer.

14 BY MR. PESSAH:

15 Q How many, Mr. Friscia?

17:24:21

16 A Probably a few times.

17 Q How many times is a few?

18 A Let's go with three.

19 Q Okay. And were those always verbal  
20 conversations?

17:24:30

21 MR. STRUBLE: Again, same instruction as  
22 to --

23 (Simultaneous crosstalk.)

24 MR. PESSAH: He -- he gets the instruction.

25 You don't have to instruct him every single time.

17:24:39

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1	MR. STRUBLE: No. I'm sorry.	
2	(Simultaneous crosstalk.)	
3	MR. STRUBLE: I will.	
4	(Simultaneous crosstalk.)	
5	MR. STRUBLE: You -- you cannot stop me	17:24:43
6	from defending the deposition, sir.	
7	MR. PESSAH: Okay.	
8	Q Go on, Mr. Friscia.	
9	MR. STRUBLE: I'm sorry. Did you -- what	
10	was -- what was the tone of your voice for? What	17:24:50
11	was that? Was that --	
12	(Simultaneous crosstalk.)	
13	BY MR. PESSAH:	
14	Q Go ahead, Mr. Friscia.	
15	MR. STRUBLE: No. Was that meant to be	17:24:55
16	uncivil, sir?	
17	MR. PESSAH: No. This is --	
18	(Simultaneous crosstalk.)	
19	MR. STRUBLE: We'll listen to the audio on	
20	that.	17:25:01
21	MR. PESSAH: Great. Mark the audio.	
22	Q Mr. Friscia, you said a few times.	
23	So how many times would that be?	
24	A About three. Let's go with three.	
25	Q Are you -- how confident are you that	17:25:09

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1 you've only discussed this lawsuit three times with  
2 Mr. Quinn?

3 MR. STRUBLE: Object to form.

4 THE WITNESS: In relat- -- like applying  
5 the whole lawyer thingy?

17:25:23

6 BY MR. PESSAH:

7 Q Yes. Follow your counsel's instructions --  
8 (Simultaneous crosstalk.)

9 THE WITNESS: Yeah. Following that --  
10 (Simultaneous crosstalk.)

17:25:28

11 BY MR. PESSAH:

12 Q -- and then answer my question to the  
13 extent you can.

14 A Yeah. Following that --

15 MR. STRUBLE: And object --  
16 (Simultaneous crosstalk.)

17:25:30

17 MR. STRUBLE: Object to form.

18 THE WITNESS: All right.

19 Yeah. Following Cory's instruction, I'm --  
20 I'm pretty confident.

17:25:41

21 BY MR. PESSAH:

22 Q Okay. And what did Mr. Quinn tell you  
23 during those discussions?

24 A Oh. He just asked me about the status of  
25 discovery and things like that.

17:25:59

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1 Q Were you the person responsible internally  
2 at Neon for responding to a discovery request?

3 MR. STRUBLE: Oh -- excuse me.

4 No. You're not answering that question.

5 That calls for privileged communications.

17:26:15

6 BY MR. PESSAH:

7 Q Mr. Friscia, do you recall signing  
8 verifications under penalty of perjury in responses  
9 for certain discovery request?

10 A Yeah. I remember signing a few things and  
11 then notarizing them.

17:26:27

12 Q Did you understand what you were signing?

13 A Yes.

14 Q Okay. And did you understand that you were  
15 verifying answers to plaintiff's questions under  
16 penalty of perjury on behalf of Neon?

17:26:37

17 A Yes.

18 Q Okay. And so, to the best of your  
19 knowledge, were you the only person at Neon  
20 responsible for doing that?

17:26:51

21 MR. STRUBLE: Object to form.

22 The witness is instructed not to answer to  
23 the extent he learned anything about discovery from  
24 communications with counsel.

25 MR. PESSAH: That wasn't the question.

17:27:05

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1 Q Go ahead, Mr. Friscia.

2 A As far as the items related to my scope,  
3 which I think is those eight -- eight things, yeah,  
4 I handled that myself.

5 Q That -- that wasn't my question,  
6 Mr. Friscia.

17:27:22

7 My question was:

8 Are you aware if anyone else internally at  
9 Neon assisted you in -- with discovery in this case?

10 MR. STRUBLE: Wait. Hold on.

17:27:34

11 (Pause in proceedings.)

12 MR. STRUBLE: Okay. So, I'm sorry, you're  
13 asking him if --

14 (Simultaneous crosstalk.)

15 MR. PESSAH: Do you have an objection,  
16 Counsel?

17:27:45

17 MR. STRUBLE: I am -- I don't -- can you --  
18 (Simultaneous crosstalk.)

19 MR. PESSAH: State your objection.

20 MR. STRUBLE: Can you have a readback on  
21 the question, court reporter?

17:27:49

22 MR. PESSAH: Sure.

23 I thought you had the LiveNote in front of  
24 you.

25 MR. STRUBLE: It's -- sometimes is not

17:27:56

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1 perfect, and I don't know if I actually understood  
2 what you said.

3 MR. PESSAH: Okay.

4 (Record read.)

5 MR. STRUBLE: Again, object to form.

17:28:28

6 And instruct the witness not to reveal any  
7 privileged communications, communications with  
8 counsel.

9 THE WITNESS: No.

10 BY MR. PESSAH:

17:28:41

11 Q Okay. So you're not aware.

12 Well, what else did -- did Mr. Quinn tell  
13 you about this lawsuit in the three discussions you  
14 had with him?

15 A Well, he asked me my opinion about them  
16 because, you know, Alan and I have a history.

17:28:50

17 Q Oh -- and did you give him your opinion of  
18 Alan?

19 A Yeah.

20 Q Do you know if Mr. Quinn had an opinion of  
21 Alan?

17:29:00

22 A I do not.

23 Q Okay. What was your opinion?

24 A Oh. My opinion was -- I mentioned earlier,  
25 Alan and I became decently close when I was at

17:29:13

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1 Endeavor Content and Bloom because we -- he was a  
2 client of ours.

3 We were selling the international rights,  
4 and we -- you know, I had to deal with him a lot in  
5 terms of we made the sales, and we had to contract  
6 them, and blah, blah, blah.

17:29:25

7 And then, obviously, unfortunately, the  
8 reason why we started speaking a lot was Alan had  
9 called and threatened a junior staffer at  
10 Bloom/Endeavor Content and was banned from speaking  
11 to anyone at Endeavor and was banned from entering  
12 the Endeavor Content or Bloom premises because of  
13 the threats he had made --

17:29:43

14 Q The question, Mr. Friscia is:

15 What is your opinion?

17:29:55

16 (Simultaneous crosstalk.)

17 MR. STRUBLE: No. No. Do not cut him off.

18 He's giving an answer --

19 (Simultaneous crosstalk.)

20 MR. PESSAH: Do not interrupt, Cory. He's  
21 nonresponsive --

17:29:58

22 Objection. Nonresponsive.

23 Q Mr. Friscia, the question was:

24 When Mr. Quinn asked you what your opinion  
25 was of Mr. Elliott, what was your answer to him?

17:30:06

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1 That's the question.

2 A So --

3 (Simultaneous crosstalk.)

4 BY MR. PESSAH:

5 Q I'm not asking you about what happened at  
6 WME. I'm asking the response you gave to Mr. Quinn  
7 when he asked you what your opinion was about  
8 Mr. Elliott.

17:30:12

9 That's the question.

10 Now we'll see if your counsel has an  
11 objection.

17:30:19

12 I guess he does, his -- his finger is  
13 pointing up in the air.

14 And he'll do his objection, and then you'll  
15 answer.

17:30:25

16 Okay?

17 MR. PESSAH: Go ahead, Mr. Struble.

18 (Simultaneous crosstalk.)

19 MR. STRUBLE: Again, I think the tone of  
20 voice and your -- the way you're --

17:30:31

21 MR. PESSAH: I understand.

22 (Simultaneous crosstalk.)

23 MR. PESSAH: I get it.

24 Go ahead. What's the objection --

25 (Simultaneous crosstalk.)

17:30:33

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1	MR. STRUBLE: Stop cutting me off.	
2	MR. PESSAH: What is your objection?	
3	MR. STRUBLE: Are you done?	
4	Okay.	
5	(Simultaneous crosstalk.)	17:30:41
6	MR. STRUBLE: Your -- your tone of voice	
7	and the mannerisms are offensive and I believe	
8	uncivil and highly disrespectful.	
9	And the witness was in the middle of an	
10	answer --	17:30:49
11	(Simultaneous crosstalk.)	
12	MR. PESSAH: What is your objection?	
13	(Simultaneous crosstalk.)	
14	MR. STRUBLE: Sir -- sir, you have to stop.	
15	The court reporter will not appreciate the	17:30:55
16	crosstalk.	
17	You asked: What was your opinion?	
18	He started to give you his opinion.	
19	If you want his opinion, he is going to	
20	give that opinion.	17:31:05
21	You may not like it, but that is his	
22	opinion. You asked for it.	
23	You are --	
24	(Simultaneous crosstalk.)	
25	BY MR. PESSAH:	17:31:13

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1 Q Mr. Friscia, when Mr. Quinn asked you what  
2 your opinion was of Mr. Elliott, did you give him  
3 your opinion of Mr. Elliott?

4 A I believe the question you asked was what  
5 was my opinion of Mr. Elliott.

17:31:26

6 Q Well, first, I want to know if you actually  
7 gave him your opinion because you went off on to --  
8 to a story, and I objected as to nonresponsive.

9 So I understand it's your testimony that  
10 Mr. Elliott was banned from the premises of WME.

17:31:37

11 I don't really care about that.

12 What I'm asking you -- because that doesn't  
13 sound like your opinion, unless you want to --  
14 unless you want to concede that those aren't facts  
15 and they're just your opinions.

17:31:46

16 Is what you want to do?

17 MR. STRUBLE: Objection.

18 Hold on. Stop arguing with the witness.

19 You asked him -- you literally asked him at  
20 17:29: What was your opinion?

17:31:56

21 And you didn't ask him: What did you tell  
22 Mr. Quinn --

23 MR. PESSAH: Mr. -- Mr. Struble, this is  
24 highly --

25 (Simultaneous crosstalk.)

17:32:01

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1 MR. STRUBLE: You're mischaracterizing the  
2 record.

3 MR. PESSAH: You keep interrupting the  
4 deposition to make speaking objections. You know  
5 that those are --

17:32:07

6 MR. STRUBLE: Because your conduct is  
7 improper.

8 (Simultaneous crosstalk.)

9 MR. PESSAH: I will go to the court, and I  
10 will seek --

17:32:11

11 MR. STRUBLE: I will also.

12 (Simultaneous crosstalk.)

13 MR. PESSAH: -- to compel the witnesses  
14 answers.

15 So you will stop, unless you have an actual  
16 legal objection.

17:32:14

17 Do you have a legal objection, or do you  
18 have --

19 (Simultaneous crosstalk.)

20 MR. STRUBLE: Oh, yeah. I do. I gave you  
21 plenty of legal objections.

17:32:19

22 MR. PESSAH: Okay. Are you done --

23 (Simultaneous crosstalk.)

24 MR. STRUBLE: Your highly improper conduct  
25 in this deposition --

17:32:23

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1 MR. PESSAH: Are you done?

2 (Simultaneous crosstalk.)

3 MR. PESSAH: Are you done?

4 MR. STRUBLE: Are you done?

5 MR. PESSAH: No. I have questions for the 17:32:28  
6 witness.

7 MR. STRUBLE: Okay. Well, he's --

8 (Simultaneous crosstalk.)

9 MR. STRUBLE: Don't argue with him. Ask  
10 him questions. 17:32:33

11 BY MR. PESSAH:

12 Q Mr. Friscia, when Mr. --

13 (Simultaneous crosstalk.)

14 BY MR. PESSAH:

15 Q When Mr. Quinn asked you for your opinion 17:32:36  
16 of Mr. Elliott, did you give it to him?

17 A I answered that question with a yes --

18 Q Okay.

19 A -- already.

20 Q And what was your -- what was the opinion 17:32:44  
21 of Mr. Elliott that you shared with Mr. Quinn?

22 A Can I continue my story? This is like what  
23 I explained.

24 Q I just want your opinion. I don't want a  
25 story. 17:32:57

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1 I want --

2 A Oh.

3 Q -- your --

4 (Simultaneous crosstalk.)

5 BY MR. PESSAH:

17:32:59

6 Q The opinion that you expressed to  
7 Mr. Quinn.

8 MR. STRUBLE: The witness should comply  
9 with his obligations to answer the question --

10 (Simultaneous crosstalk.)

17:33:02

11 MR. PESSAH: I understand that, but we have  
12 limited time.

13 Q Go ahead, Mr. Friscia.

14 A Yes. So, I mean, yeah, based on that --  
15 that history, my opinion was that he was just a very  
16 misguided individual and blames everybody else for  
17 his problems.

17:33:12

18 And I thought I -- thought we were friends.  
19 I know me going to Neon probably pissed him  
20 off, but I called him when I was at Neon to reassure  
21 him that everything was okay.

17:33:31

22 So, I mean, I just told Tom that. Like,  
23 you know, I mean, he's a good guy deep down, but  
24 he's -- my understanding is he has some personal  
25 financial difficulties.

17:33:51

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1           And, you know, if he would just not blame  
2 others for decisions he's made to produce and  
3 finance a film that he leveraged himself a lot on,  
4 he shouldn't have done that.

5           But, you know, I'm a type of person that --  
6 if you ask anyone, I'm a nice person, and I like to  
7 see --

17:34:09

8           (Simultaneous crosstalk.)

9           MR. PESSAH: You know what? I'm going to  
10 object. This is an improper narration.

17:34:14

11           Q     Have you given --

12           (Simultaneous crosstalk.)

13           MR. STRUBLE: I'm going to object to that,  
14 cutting the witness off --

15           (Simultaneous crosstalk.)

17:34:20

16           MR. STRUBLE: -- when he was answering your  
17 question.

18           BY MR. PESSAH:

19           Q     Mr. -- Mr. Friscia, other than your opinion  
20 that Mr. Elliott is misguided, has money problems,  
21 and deep down inside, he's nice guy, do you have any  
22 other opinions about Mr. Elliott that you shared  
23 with Mr. Quinn when he inquired?

17:34:26

24           MR. STRUBLE: Object to form.

25           Mischaracterizes the testimony. Argumentative.

17:34:40

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1 THE WITNESS: Yeah. I mean, just we can  
2 end the question. Whatever I said is my opinion.

3 BY MR. PESSAH:

4 Q Is that all you shared with Mr. Quinn?

5 A Yeah.

17:34:52

6 Q Did Mr. Quinn ask you any other questions  
7 in relation to this lawsuit outside the presence of  
8 your counsel?

9 A No.

10 Q Okay. So the only -- in your three  
11 conversations that you had with Mr. Quinn, the only  
12 thing he ever discussed with you in relation to this  
13 lawsuit was your opinion of Mr. Elliott?

17:35:00

14 A Well, yeah --

15 (Simultaneous crosstalk.)

17:35:12

16 MR. STRUBLE: Object to form.

17 THE WITNESS: Yeah. This -- you know, I  
18 got to go by the advice of my counsel, so --

19 BY MR. PESSAH:

20 Q But you said you had three conversations  
21 with him that did not involve privileged  
22 discussions; correct?

17:35:18

23 A Correct.

24 Q Okay. And in those three discussions, the  
25 only thing you discussed and the only thing

17:35:28

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1 Mr. Quinn inquired about was your opinion of

2 Mr. Elliott?

3 MR. STRUBLE: Object to form.

4 And to the extent those discussions were

5 privileged -- and both privileged and not

17:35:39

6 privileged, I'll instruct you not to answer as to

7 privileged.

8 THE WITNESS: Yeah. I believe earlier I

9 mentioned, you know, just casually asking how things

10 were going with my responsibilities in this lawsuit.

17:35:48

11 BY MR. PESSAH:

12 Q Did you have any written communications

13 with Mr. Quinn outside the presence of your counsel,

14 or are the three conversations you're referring to

15 just verbal conversations?

17:35:59

16 MR. STRUBLE: Object to form.

17 (Simultaneous crosstalk.)

18 THE WITNESS: I think they were just

19 verbal.

20 BY MR. PESSAH:

17:36:05

21 Q Okay. You -- you reviewed the distribution

22 agreement earlier in this deposition; correct?

23 A Correct. Yeah.

24 Q Okay. And did you look at paragraph 7 of

25 the distribution agreement?

17:36:22

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1           A       Is paragraph 7 the payment accounting  
2     audit -- right? -- paragraph?

3                   (Simultaneous crosstalk.)

4     BY MR. PESSAH:

5           Q       That's correct. That's correct. 17:36:30

6           A       Ah. I thought I had a good memory.  
7                   Yeah, we went over it extensively today.

8           Q       Okay. And do you recall that in that  
9     paragraph there is a statement that essentially  
10    states, in effect, that, you know, short of an 17:36:47  
11    audit, a licensor can ask for third-party contracts  
12    and things of that nature?

13                   MR. STRUBLE: Object to the form.  
14    Mischaracterizes the document.

15                   (Simultaneous crosstalk.) 17:37:02

16    BY MR. PESSAH:

17           Q       It says:  
18                                "Licensor's reasonable request, Neon  
19                                will discuss, and as applicable, share  
20                                relevant provisions, redacted as required 17:37:07  
21                                for Neon to maintain its confidentiality  
22                                obligations, with licensor and licensor's  
23                                representatives who are bound to the  
24                                confidentiality restriction set forth  
25                                herein, the following things:" 17:37:18

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1 I'm paraphrasing: Third-party accounting  
2 statements rendered to Neon, excerpts of Neon's  
3 third-party agreements, and other applicable  
4 auditable backup.

5 Does that sound familiar?

17:37:29

6 MR. STRUBLE: Objection to the form,  
7 characterization of the document.

8 THE WITNESS: Yes. That I -- I understand  
9 that provision, yeah.

10 BY MR. PESSAH:

17:37:39

11 Q And were you aware that Mr. Elliott, either  
12 individually or through his representatives, made  
13 multiple requests for this type of information?

14 MR. STRUBLE: I'll object to the form of  
15 the question.

17:37:50

16 BY MR. PESSAH:

17 Q Prior to filing his lawsuit.

18 A Yes. And any requests that was reasonable,  
19 we adhere to.

20 Q Okay. And how -- how were you made aware  
21 that he was making these requests?

17:37:59

22 I'm not -- and, again, I'm not talking  
23 about an audit request. I'm talking about the  
24 requests here.

25 Do you understand that?

17:38:09

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1 A Yes.

2 MR. STRUBLE: And I'm going to object to  
3 form.

4 And instruct the witness not to reveal any  
5 attorney-client privileged communications. 17:38:15

6 Otherwise, you may answer the question.

7 BY MR. PESSAH:

8 Q Other than through attorneys, how did you  
9 learn that Mr. Elliott either individually or  
10 through his counsel were -- was making these 17:38:24  
11 requests?

12 A I was either direct party to the request  
13 itself or somebody looped me into the request.

14 Q And who would have been responsible for  
15 gathering information that would have been 17:38:46  
16 responsive to such a request?

17 MR. STRUBLE: Objection to form.

18 To the extent that you worked with counsel  
19 and you were instructed by counsel --

20 (Simultaneous crosstalk.) 17:38:58

21 MR. STRUBLE: -- if you were --

22 MR. PESSAH: The question is --

23 (Simultaneous crosstalk.)

24 MR. STRUBLE: -- then you should not --

25 (Simultaneous crosstalk.) 17:39:00

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1 MR. STRUBLE: Sir, I need to finish my  
2 objection.

3 Then you should not reveal that  
4 information. But, otherwise, you can answer.

5 BY MR. PESSAH:

17:39:07

6 Q The question is:

7 Who would be responsible for gathering that  
8 information, Mr. Friscia?

9 A If it was financial related, myself.

10 Q Okay. And did you, in fact, gather that  
11 information pursuant to one of Mr. Elliott's  
12 requests either made by him or through his  
13 representatives?

17:39:17

14 MR. STRUBLE: Same instructions.

15 THE WITNESS: Yes.

17:39:31

16 BY MR. PESSAH:

17 Q Okay. And did -- were you the person  
18 responsible for providing that information to  
19 Mr. Elliott or his representatives?

20 A Hmm. Yeah. As it related to the financial  
21 aspects of the questions they had sent.

17:39:41

22 Q So third-party accounting --

23 I'm just talking about paragraph 7:

24 Third-party accounting statements, excerpts  
25 of Neon's third-party agreements, and other

17:39:53

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1 applicable auditable backup.

2           These are items that you prepared in  
3 response to one of Mr. Elliot's requests? Not  
4 discovery requests, requests pursuant to paragraph  
5 7.

17:40:03

6           A     Oh. The --

7                     (Simultaneous crosstalk.)

8           MR. STRUBLE: Object to form.

9                     Hold on.

10                    Object to form. Lacks foundation.

17:40:06

11           THE WITNESS: No. The -- the requests  
12 referring to is they -- Alan's team or Alan -- I'm  
13 not sure -- sent through a number of questions, and  
14 I was responsible for providing the information in  
15 order --

17:40:19

16 BY MR. PESSAH:

17           Q     No. I'm --

18                     (Simultaneous crosstalk.)

19 BY MR. PESSAH:

20           Q     -- talking about paragraph 7, Mr. Friscia.

17:40:31

21           A     Yeah.

22           Q     Paragraph 7 of the distribution agreement.

23           A     Sure.

24           Q     The one you testified you are familiar  
25 with.

17:40:38

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1 A Yes.

2 Q Okay. And the one that I read part of into  
3 the --

4 A Yes.

5 Q -- record.

17:40:42

6 Okay. Are you aware if Mr. Elliott or  
7 anyone on his behalf made requests pursuant to  
8 paragraph 7, specifically the provision that I read  
9 into the record?

10 Don't give me --

17:40:53

11 (Simultaneous crosstalk.)

12 BY MR. PESSAH:

13 Q -- anything that you became aware of  
14 through your counsel, but independently aware.

15 MR. STRUBLE: Objection to form.

17:40:57

16 THE WITNESS: Yes.

17 BY MR. PESSAH:

18 Q Okay. And do you know if Neon ever  
19 provided that type of information to Mr. Elliott or  
20 any of his representatives in response to his or  
21 their requests under paragraph 7?

17:41:09

22 MR. STRUBLE: Objection to form. Lacks  
23 foundation.

24 THE WITNESS: Under paragraph 7, any  
25 reasonable request, yes.

17:41:20

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1 BY MR. PESSAH:

2 Q I'm sorry. Can you repeat that? I didn't  
3 hear you.

4 A Under paragraph 7, any reasonable request,  
5 yes.

17:41:28

6 Q And so on how many occasions did Neon  
7 provide that information to Mr. Elliott?

8 Again, I'm in a time period before the  
9 filing of a lawsuit.

10 A Hmm. Well, I believe my recollection is  
11 one time.

17:41:39

12 Q One time Neon, prior to the filing of this  
13 lawsuit, provided AGM with third-party accounting  
14 statements, excerpts of third-party agreements, and  
15 other auditable backup?

17:41:58

16 A No.

17 MR. STRUBLE: Objection to form. Compound.  
18 Lacks foundation.

19 BY MR. PESSAH:

20 Q So that happened zero times; right,  
21 Mr. Friscia?

17:42:03

22 MR. STRUBLE: Objection to form.  
23 Argumentative.

24 THE WITNESS: Any requests for those  
25 specific documents was unreasonable.

17:42:10

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1 BY MR. PESSAH:

2 Q Was unreasonable?

3 A Correct.

4 Q Even though those were the precise

5 categories of documents that the distribution

17:42:19

6 agreement says Mr. Elliott or AGM can request from

7 time to time?

8 It's your testimony that those are --

9 that's unreasonable; correct?

10 MR. STRUBLE: Objection. Argumentative,

17:42:30

11 and mischaracterizes the document.

12 THE WITNESS: Yeah. I think you need to

13 read the document.

14 I mean, if it's a reasonable request, then

15 those documents could be provided. But any request

17:42:41

16 we received, except for the request we responded to,

17 was unreasonable.

18 BY MR. PESSAH:

19 Q I mean, who decides whether a request is

20 reasonable or not?

17:42:55

21 MR. STRUBLE: Objection to form.

22 THE WITNESS: I could decide if it was

23 reasonable or not.

24 BY MR. PESSAH:

25 Q Other than you, is there anyone else at

17:43:02

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1 Neon authorized to be the arbiter of reasonableness  
2 in a response to any of AGM's requests pursuant to  
3 paragraph 7 of the distribution agreement?

4 MR. STRUBLE: Objection to form.

5 And, again, I'll instruct you not to answer 17:43:16  
6 to the extent you acquired knowledge through  
7 privileged communications.

8 THE WITNESS: Yeah. Based on what my  
9 counsel is advising, no.

10 BY MR. PESSAH: 17:43:31

11 Q So you are the only other person other than  
12 lawyers who -- you're the only -- other than -- I'm  
13 sorry.

14 Other than lawyers, you're the only person  
15 at Neon who can decide whether or not AGM was making 17:43:42  
16 a reasonable request for third-party accounting  
17 statements or excerpts of Neon third-party  
18 agreements; correct?

19 MR. STRUBLE: Objection to form.

20 It's excluding lawyers. Excluding lawyers, 17:43:54  
21 are you the only person at Neon who can decide?

22 MR. PESSAH: I said, "Other than," but  
23 excluding is good too.

24 MR. STRUBLE: I think you implied  
25 something. 17:44:07

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1 MR. PESSAH: Hmm.

2 THE WITNESS: Yeah -- no. I mean, in  
3 general, Tom Quinn as well.

4 BY MR. PESSAH:

5 Q So you and Tom Quinn made a decision  
6 together that Mr. Elliott's requests were not  
7 reasonable?

17:44:12

8 MR. STRUBLE: Object to form. Again, lacks  
9 foundation.

10 THE WITNESS: No. I was just saying, in  
11 general, who would -- right? In any film, who would  
12 make those decisions. And excluding lawyers, it  
13 would be myself and Tom Quinn.

17:44:23

14 BY MR. PESSAH:

15 Q And -- and what would make a request  
16 pursuant to paragraph 7 reasonable?

17:44:35

17 MR. STRUBLE: Object to form to the extent  
18 it calls for a legal conclusion as well.

19 THE WITNESS: The scope of the request.

20 BY MR. PESSAH:

17:44:49

21 Q So to request third-party agreements, would  
22 that be an appropriate or a reasonable scope?

23 MR. STRUBLE: Object to form. Incomplete  
24 hypothetical.

25 THE WITNESS: It would depend on what those

17:45:02

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1 third-party agreements are.

2 BY MR. PESSAH:

3 Q But the licensor didn't have any  
4 third-party agreements before filing this lawsuit,  
5 so how would the licensor know what those were or  
6 what to request?

17:45:13

7 MR. STRUBLE: Object to --  
8 (Simultaneous crosstalk.)

9 MR. STRUBLE: Object to form.

10 THE WITNESS: They -- the licensor asked a  
11 number of questions, and we answered them. And they  
12 have an audit right in the distribution agreement,  
13 so that's --

17:45:21

14 (Simultaneous crosstalk.)

15 BY MR. PESSAH:

17:45:30

16 Q Is it your testimony that under the  
17 distribution agreement, if the licensor wants  
18 excerpts of Neon's third-party agreements, that it  
19 must conduct an audit or file a lawsuit in order to  
20 get those agreements?

17:45:42

21 MR. STRUBLE: Object to form.  
22 Mischaracterizes testimony.

23 THE WITNESS: No, that's not what I'm  
24 saying.

25 BY MR. PESSAH:

17:45:48

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1 Q Okay. So do you believe that paragraph 7  
2 entitles the licensor to make such requests to Neon?

3 MR. STRUBLE: Object to form.

4 THE WITNESS: Yes.

5 BY MR. PESSAH:

17:46:01

6 Q And do you know if any of those requests  
7 were, in fact, made by the licensor?

8 MR. STRUBLE: Object to form.

9 THE WITNESS: We're talking about

10 Amazing Grace?

17:46:12

11 BY MR. PESSAH:

12 Q Yes.

13 A Okay.

14 Yes, there were requests made.

15 Q And were those requests honored?

17:46:18

16 MR. STRUBLE: Objection to form.

17 (Simultaneous crosstalk.)

18 THE WITNESS: As -- sorry.

19 BY MR. PESSAH:

20 Q Were the requests honored by Neon?

17:46:25

21 A As I said before, the requests were  
22 unreasonable. But there was a reasonable request,  
23 and we did honor that.

24 Q What was the reasonable request that was  
25 made?

17:46:38

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1           A       They sent through -- I think it was -- I  
2       don't know if it was -- it was Alan's team. I don't  
3       know if Alan also participated in that.

4                    But they had sent through a number of  
5       questions relating to the --

17:46:53

6       BY MR. PESSAH:

7           Q       Mr. Friscia, I'm sorry --

8                    MR. PESSAH: I'm going to object as  
9       nonresponsive.

10          Q       I'm not asking you if they asked you  
11       questions.

17:47:00

12                    I'm asking you if AGM requested --

13          A       No --

14          Q       -- the types of documents that are  
15       identified here in paragraph 7.

17:47:08

16                    Those being: Third party-accounting  
17       statements rendered to Neon and excerpts of Neon's  
18       third-party agreements.

19                    Are you aware if the licensor, AGM, ever  
20       made these requests to Neon?

17:47:23

21                    MR. STRUBLE: Object to form.

22                    And I object to the cutting the witness off  
23       plainly in answering the question that was asked.

24                    MR. PESSAH: Again, there was objection as  
25       to nonresponsive. You can look it up, if you don't

17:47:31

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1 know what that means.

2 Q Go ahead, Mr. Friscia.

3 MR. STRUBLE: That is also offensive. I  
4 take offense to that. You don't need to say things  
5 like that in a deposition, sir.

17:47:39

6 And, again, literally the question you  
7 asked, he was answering.

8 MR. PESSAH: When the -- when the Court  
9 sees the transcript, what it's going to see is you  
10 interposing an objection after every single  
11 question.

17:47:51

12 So I'll let you think about that.

13 (Simultaneous crosstalk.)

14 MR. STRUBLE: Then ask proper questions.

15 BY MR. PESSAH:

17:47:57

16 Q Mr. Friscia.

17 MR. PESSAH: I'm going to have the court  
18 reporter read back the last question.

19 THE WITNESS: Okay.

20 (Record read.)

17:48:28

21 THE WITNESS: Yeah. But that's not --  
22 that's like the second question because you asked me  
23 a different question then interrupted me.

24 You just asked --

25 (Simultaneous crosstalk.)

17:48:40

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1 THE WITNESS: You had previously -- before  
2 that question, you had asked me what was the  
3 reasonable request made.

4 I was answering that question. You  
5 interrupted me and then asked me this new question.

17:48:48

6 BY MR. PESSAH:

7 Q Do you understand the question that the  
8 court reporter just read back, Mr. Friscia?

9 A I do, yes.

10 Q Can you answer it, please?

17:48:58

11 A Are we forgetting the --

12 Q Can you answer the question that was just  
13 read back, please?

14 A Okay. So we're not going to do the pre- --

15 Q Can you please answer the question that was  
16 read back?

17:49:06

17 A Can you read it back again, please?

18 Q Sure.

19 MR. PESSAH: Sorry, Noelle.

20 (Record read.)

17:49:12

21 BY MR. PESSAH:

22 Q And these requests, Mr. Friscia, which are  
23 the same requests we have always been talking about,  
24 are the requests made pursuant to paragraph 7 for  
25 items such as third-party accounting statements and

17:49:39

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1 excerpts of Neon's third-party agreements.

2 MR. STRUBLE: Objection to form.

3 THE WITNESS: Yeah. You asked that  
4 question like seven times. So the answer is yes.

5 BY MR. PESSAH:

17:49:53

6 Q Okay. And when AGM requested third-party  
7 agreements and -- and third-party accounting  
8 statements pursuant to paragraph 7, did Neon  
9 accommodate those requests?

10 MR. STRUBLE: Objection to form. Lacks  
11 foundation.

17:50:07

12 THE WITNESS: Bro, you just asked the same  
13 question over and over.

14 But we responded -- if the request was  
15 unreasonable, we did not respond. If the request  
16 was reasonable, we responded.

17:50:21

17 MR. PESSAH: I -- I'm going to object as to  
18 nonresponsive.

19 Q The question is --  
20 (Simultaneous crosstalk.)

17:50:31

21 MR. PESSAH: The witness is being  
22 nonresponsive. The witness is being evasive.

23 Q Mr. Friscia, did Neon --

24 I'm sorry. Is there something funny,

25 Mr. Friscia?

17:50:44

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1 A No. No. Sorry. Sorry.

2 Q No. I thought I saw you hunching over and  
3 laughing.

4 Well, maybe I didn't see that.

5 Mr. Friscia, the question is:

17:50:51

6 Did Neon accommodate the licensor's  
7 requests for excerpts of third-party agreements and  
8 third-party accounting statements? Yes or no?

9 MR. STRUBLE: We object to this  
10 self-serving statement characterizing the witness's  
11 answers as nonresponsive and to the form of this  
12 question.

17:51:06

13 MR. PESSAH: Okay.

14 THE WITNESS: If the request was  
15 reasonable, yes. If the request -- request was  
16 unreasonable, no.

17:51:15

17 BY MR. PESSAH:

18 Q I am asking about specific requests,  
19 Mr. Friscia, not a general request, whether you  
20 thought it was reasonable or not.

17:51:27

21 The licensor requested third-party  
22 accounting statements and excerpts of Neon's third  
23 party-agreements pursuant to paragraph 7.

24 Were you aware of that?

25 A Yes.

17:51:39

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1 (Simultaneous crosstalk.)

2 MR. STRUBLE: Objection.

3 THE WITNESS: (Inaudible).

4 BY MR. PESSAH:

5 Q Okay. And did you --

17:51:43

6 (Reporter clarification.)

7 THE WITNESS: Sorry.

8 Yes. They -- they made those requests.

9 BY MR. PESSAH:

10 Q Okay. And did Neon accommodate those

17:51:48

11 particular requests for those particular items?

12 Again, third-party accounting statements  
13 and third-party agreements.

14 MR. STRUBLE: Object to form. Asked and  
15 answered.

17:52:00

16 THE WITNESS: The requests were  
17 unreasonable, so no.

18 BY MR. PESSAH:

19 Q Okay. What made those requests  
20 unreasonable?

17:52:07

21 A The scope of the request.

22 Q So requesting third-party agreements and  
23 third-party accounting statements, which are  
24 specifically referenced in the distribution  
25 agreement, requesting those was unreasonable?

17:52:21

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1 That's your testimony?

2 MR. STRUBLE: Objection to form.

3 Argumentative. Asked and answered.

4 THE WITNESS: Yes.

5 BY MR. PESSAH:

17:52:32

6 Q And you decided those were unreasonable  
7 requests; correct?

8 MR. STRUBLE: Objection to form. Asked and  
9 answered.

10 THE WITNESS: No.

17:52:40

11 BY MR. PESSAH:

12 Q Who decided that?

13 A Which requests?

14 Q The requests we were just discussing.

15 A Which --

17:52:51

16 (Simultaneous crosstalk.)

17 MR. STRUBLE: Again, I instruct the witness  
18 not to reveal privileged information.

19 BY MR. PESSAH:

20 Q Who -- whatever request that you just  
21 testified was unreasonable and that you said was not  
22 accommodated because it was unreasonable, that's the  
23 request I'm talking about.

17:52:57

24 So who decided that that request was not  
25 reasonable, other than counsel?

17:53:09

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1           A        Hmm. I believe there were multiple  
2        requests, so it was probably different people, based  
3        upon the date of the request.

4           Q        The one that you just testified about,  
5        Mr. Friscia, the one that you just testified under  
6        oath that you -- that was unreasonable because of  
7        its scope, who decided that was unreasonable? You?

17:53:23

8           A        Well, again, there are multiple requests of  
9        like -- if I'm just going to pull one out of the  
10       air, then, yeah, me.

17:53:40

11          Q        Okay. And did you have to report to anyone  
12        or ask Mr. Quinn whether or not he thought those  
13        were unreasonable, or did you just make that  
14        decision unilaterally?

15               MR. STRUBLE: Again, object to form.

17:53:55

16               Instruct the witness not to reveal  
17        privileged communications or matter.

18               THE WITNESS: I would have consulted with  
19        my colleagues.

20        BY MR. PESSAH:

17:54:05

21          Q        Which ones?

22               MR. STRUBLE: Same instructions.

23               THE WITNESS: Tom Quinn.

24        BY MR. PESSAH:

25          Q        Who else?

17:54:13

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1 MR. STRUBLE: Same instructions.

2 THE WITNESS: Based upon the advice of my  
3 counsel, just Tom Quinn.

4 BY MR. PESSAH:

5 Q So when you say, "colleagues," in the 17:54:22  
6 plural, you just mean Tom Quinn?

7 A I --

8 (Simultaneous crosstalk.)

9 MR. STRUBLE: Same instructions.  
10 Object. 17:54:29

11 THE WITNESS: Unless we want to take a  
12 break, so I can val- -- understand these objections  
13 and the counsel piece, yeah.

14 BY MR. PESSAH:

15 Q Is Mr. Struble or anyone at the Quinn 17:54:40  
16 Emanuel Law Firm your colleague at Neon,  
17 Mr. Friscia?

18 A No.

19 Q Okay. And so I'm not asking if any of them  
20 made that decision with you. 17:54:53

21 A Correct.

22 Q You said, "colleagues," in the plural?

23 A Correct.

24 Q And one of those colleagues you said was  
25 Tom Quinn. 17:55:01

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1		Do you recall that?	
2	A	Yes, Mr. Quinn.	
3	Q	Okay. So who else at Neon?	
4	A	I need to --	
5		(Simultaneous crosstalk.)	17:55:06
6		MR. STRUBLE: Same objections.	
7		THE WITNESS: Yeah. I need to confer with	
8		my counsel based on confidentiality.	
9		BY MR. PESSAH:	
10	Q	You're not permitted to receive assistance	17:55:10
11		from your counsel, Mr. --	
12		(Simultaneous crosstalk.)	
13		BY MR. PESSAH:	
14	Q	-- Mr. Friscia.	
15		Hold on.	17:55:15
16		Mr. Struble is your attorney, is he not?	
17	A	I mean, yeah, he's the -- the attorney for	
18		Neon in this case.	
19	Q	Is he your attorney?	
20		MR. STRUBLE: Hold on.	17:55:26
21		I'm going to interrupt --	
22		BY MR. PESSAH:	
23	Q	Mr. Friscia, is Mr. Struble --	
24		MR. STRUBLE: No --	
25		BY MR. PESSAH:	17:55:29

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1 Q -- your attorney?

2 (Simultaneous crosstalk.)

3 MR. STRUBLE: Don't -- don't answer  
4 anything further. I'm interrupting under the rules.

5 MR. PESSAH: You're not -- you're not 17:55:32  
6 letting him answer if -- if he knows if you're his  
7 attorney?

8 Based on --

9 (Simultaneous crosstalk.)

10 MR. STRUBLE: I need to -- 17:55:38

11 (Simultaneous crosstalk.)

12 MR. PESSAH: On what grounds? On what  
13 grounds?

14 MR. STRUBLE: Sir, Mr. Friscia, do you need  
15 to consult about whether or not -- 17:55:43

16 MR. PESSAH: You're not allowed to speak to  
17 your witness during the deposition.

18 MR. STRUBLE: I -- unfortunately, I  
19 would --

20 (Simultaneous crosstalk.) 17:55:49

21 MR. STRUBLE: Sorry. Stop. Stop.

22 (Simultaneous crosstalk.)

23 MR. PESSAH: Are you instructing him not to  
24 answer my question? Because this is highly  
25 improper, Mr. Struble. 17:55:54

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1           You either have an objection or you're  
2     instructing him not to answer. Those are the only  
3     two things that -- that really are appropriate for  
4     you to speak about now.

5           Q     Mr. Friscia, is Mr. Struble --

17:56:04

6           MR. STRUBLE: Don't answer.

7     BY MR. PESSAH:

8           Q     -- your attorney? Yes or no?

9           MR. STRUBLE: I -- I need to interpose an  
10    objection, and you've been repeatedly cutting me  
11    off --

17:56:09

12           MR. PESSAH: Okay. Go ahead and interpose  
13    an objection. That would -- that --

14           (Simultaneous crosstalk.)

15           MR. STRUBLE: When you are done with your  
16    speech.

17:56:14

17           MR. PESSAH: Go ahead.

18           MR. STRUBLE: First off all, you are  
19    laboring under misapprehension of the applicable  
20    rules that I advised your colleague of earlier today  
21    and read into the record.

17:56:19

22           There is an exception that allows me to  
23    consult with the witness if he has a question about  
24    privilege.

25           My ears heard that he does have the

17:56:29

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1 question about privilege.

2 So if you would like to continue asking  
3 this question, I will ask the witness if he needs to  
4 confer about privileged -- whether a response to a  
5 question calls for privileged information.

17:56:41

6 I'm allowed to do that.

7 I refer you to part 22.1 of the Uniform  
8 Rules for the Conduct of Depositions --

9 (Simultaneous crosstalk.)

10 MR. PESSAH: Mr. -- Mr. Struble, there are  
11 two questions. Okay?

17:56:50

12 One question was about: Who are the other  
13 colleagues?

14 He said he needs to consult with you on  
15 that.

17:56:58

16 The next question, which he did not seek  
17 consultation for was the question that is the  
18 following:

19 Q Mr. Friscia, is Mr. Struble your counsel?

20 MR. STRUBLE: No. I'm -- I'm asking the  
21 witness --

17:57:09

22 Mr. Friscia --

23 MR. PESSAH: He's not -- he hasn't asked  
24 for consultation to answer that question.

25 MR. STRUBLE: Are you withdrawing the prior

17:57:15

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1 question, and now you're focusing on this one?

2 We can proceed this way, if you think it's  
3 more efficient.

4 Go ahead.

5 MR. PESSAH: I'm not -- I'm not withdrawing 17:57:20  
6 anything.

7 I'm shifting gears to this question, which  
8 is:

9 Q Mr. Friscia, is Mr. Struble your attorney?

10 MR. PESSAH: I'm going to object as to 17:57:38  
11 nonresponsive. The witness is being evasive. I  
12 will file motions.

13 Q Mr. Friscia, is Mr. Struble --

14 (Simultaneous crosstalk.)

15 MR. STRUBLE: I will -- I will represent to 17:57:42  
16 you that we are --

17 BY MR. PESSAH:

18 Q -- your attorney? Yes or no?

19 MR. PESSAH: No. No. No.

20 MR. STRUBLE: -- representing -- 17:57:44  
21 (Simultaneous crosstalk.)

22 MR. PESSAH: Do not represent to me  
23 anything. Do not assist. Do not assist.

24 (Simultaneous crosstalk.)

25 MR. PESSAH: You are not permitted to 17:57:48

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1 assist the witness, Mr. Struble.

2 MR. STRUBLE: I'm not, but --

3 (Simultaneous crosstalk.)

4 BY MR. PESSAH:

5 Q Mr. Friscia --

17:57:52

6 MR. STRUBLE: -- you're asking a question  
7 that entails --

8 (Simultaneous crosstalk.)

9 MR. PESSAH: Stop. Stop.

10 MR. STRUBLE: -- that I represent the  
11 witness. And I'm telling you --

17:57:53

12 MR. PESSAH: Mr. Struble --

13 MR. STRUBLE: -- I represent the witness --

14 MR. PESSAH: Mr. Struble --

15 (Simultaneous crosstalk.)

17:57:57

16 MR. PESSAH: Mr. Struble --

17 Q Mr. Friscia, is Mr. Struble your lawyer?

18 A Well, I'm pretty sure I was instructed not  
19 to answer this question.

20 Q No, you were not. That's incorrect.

17:58:09

21 MR. STRUBLE: You can -- you can answer  
22 whether I represent you.

23 THE WITNESS: Oh. I'm sorry.

24 I think, Maurice, you're going too fast and  
25 you're jumping -- you're jumping to different

17:58:18

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1 questions.

2 BY MR. PESSAH:

3 Q Okay. Is Mr. Struble --

4 (Simultaneous crosstalk.)

5 MR. STRUBLE: And Mr. Pessah --

17:58:21

6 (Simultaneous crosstalk.)

7 BY MR. PESSAH:

8 Q -- your lawyer? Yes or no?

9 MR. STRUBLE: I need to object.

10 Mr. Pessah just made again some mannerisms,

17:58:28

11 some facial expressions, some things with his hands

12 that are inappropriate for the conduct of this

13 deposition, and I want to mark that for the record

14 because I don't know if he's being videotaped.

15 But it -- it is inappropriate.

17:58:42

16 BY MR. PESSAH:

17 Q Mr. Friscia, is Mr. Struble your lawyer?

18 Yes or no?

19 A So you don't have to pretend -- like make

20 the crying face, like I'm crying. It's a little

17:58:53

21 inappropriate.

22 But, yes, Mr. Struble is my lawyer.

23 Q I did not make any crying face.

24 A Yes, you did.

25 Q No. No, I didn't.

17:59:02

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1 MR. STRUBLE: I second that. It looked  
2 like you were indicating --

3 (Simultaneous crosstalk.)

4 MR. PESSAH: That's inaccurate.

5 Of course you second that, you guys are on 17:59:06  
6 the same team.

7 Q So, Mr. Friscia --

8 (Simultaneous crosstalk.)

9 MR. STRUBLE: No. I mean, if you were  
10 being honest, you would second that too. 17:59:10

11 BY MR. PESSAH:

12 Q Mr. -- Mr. Friscia, so you've just  
13 testified that Mr. Struble is your lawyer; is that  
14 correct?

15 A For this case, yeah. 17:59:18

16 Q Is he your personal counsel?

17 MR. STRUBLE: Objection to form.

18 THE WITNESS: No, he's not.

19 (Simultaneous crosstalk.)

20 BY MR. PESSAH: 17:59:25

21 Q "No, he's not." Okay.

22 Did I hear that correctly? You said, "No,  
23 he's not"?

24 A Like my personal, like for anything outside  
25 of this case? No. 17:59:30

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1 But for this case, yes.

2 Q Okay. And when you were having discussions  
3 with your colleagues about the reasonableness of  
4 AGM's requests, was Mr. Struble your counsel?

5 A No.

17:59:44

6 Q Was anyone at Quinn Emanuel your counsel  
7 during that time?

8 A No.

9 Q Okay. Were you represented by any  
10 attorneys during the time period where you were  
11 discussing with your colleagues whether or not AGM's  
12 requests per paragraph 7 were reasonable or not, any  
13 attorneys who represented you for the purposes of  
14 making that determination?

17:59:56

15 MR. STRUBLE: Object to form.

18:00:12

16 THE WITNESS: Yeah. That was --  
17 (Simultaneous crosstalk.)

18 MR. STRUBLE: Hold on. Hold on. Hold on.  
19 I need to hear this --

20 Okay. So you just referred to attorneys  
21 representing him for the purpose of making that  
22 determination.

18:00:18

23 That would be privileged information.

24 Instruct the witness not to answer.

25 MR. PESSAH: Whether or not he was

18:00:33

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1 represented by counsel to make that determination is  
2 privileged? That's your testi- -- that's what  
3 you're saying?

4 (Simultaneous crosstalk.)

5 MR. STRUBLE: If you're eliciting whether  
6 he consulted with counsel about something --

18:00:40

7 MR. PESSAH: No.

8 MR. STRUBLE: -- that would be privileged.  
9 That would be a privileged question.

10 We do maintain an objection and an  
11 instruction not to answer.

18:00:48

12 MR. PESSAH: Again, the question is:

13 Q Mr. Friscia, were you represented by  
14 counsel when you were making the decision with your  
15 colleagues as to whether or not the licensor's  
16 request under paragraph 7 was reasonable?

18:00:59

17 MR. STRUBLE: Again, same instruction:

18 Do not answer whether you consulted with  
19 lawyers --

20 In fact, I think the question is improper.  
21 I have ways of --

18:01:12

22 If you want to ask him if he had an  
23 attorney at the time he worked at Neon and end the  
24 question there, that's fine.

25 (Simultaneous crosstalk.)

18:01:22

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1 MR. PESSAH: For the pur- -- I only care if  
2 he was represented by counsel for the purposes of  
3 making this reasonableness determination. That's --

4 MR. STRUBLE: And, again, that is -- that  
5 is seek- -- you're asking him if he sought legal  
6 advice.

18:01:30

7 MR. PESSAH: No, I'm not.

8 MR. STRUBLE: Contractual --

9 (Simultaneous crosstalk.)

10 MR. PESSAH: And I'm not asking about --  
11 I'm not asking about the substance of any legal  
12 advice. I'm asking whether or not he was  
13 represented by counsel for the purpose of making the  
14 reasonableness determination for paragraph 7.

18:01:34

15 That is what I'm asking.

18:01:47

16 Are you instructing him not to answer that  
17 question?

18 MR. STRUBLE: I won't -- I won't permit it.  
19 It seeks privileged -- the fact of seeking  
20 consultation on something that specific is  
21 privileged.

18:01:54

22 BY MR. PESSAH:

23 Q Okay. Mr. Friscia, are you going to follow  
24 your counsel's directive?

25 A Look, I'm not a lawyer. I'm massively

18:02:03

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1 confused --

2 (Simultaneous crosstalk.)

3 MR. STRUBLE: Yeah. I'm instructing him

4 not to answer --

5 THE WITNESS: -- as to what's going on

18:02:09

6 right now.

7 MR. STRUBLE: -- just so it's very clear.

8 THE WITNESS: So because you're saying

9 lawyer and the privilege, I would like to confer

10 with my lawyer because my answer would be

18:02:16

11 privileged.

12 BY MR. PESSAH:

13 Q Okay. So --

14 (Simultaneous crosstalk.)

15 MR. STRUBLE: That -- that would now -- it

18:02:23

16 would now be appropriate to take a break.

17 BY MR. PESSAH:

18 Q Mr. Friscia --

19 (Simultaneous crosstalk.)

20 MR. STRUBLE: For further information,

18:02:26

21 we'll need to take a break.

22 MR. PESSAH: You'll need my consent also to

23 go off the record and -- and you don't have it.

24 MR. STRUBLE: I actually don't because the

25 rules --

18:02:33

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1 (Simultaneous crosstalk.)

2 MR. STRUBLE: -- the rules quite clearly  
3 says I don't need your consent if --

4 (Simultaneous crosstalk.)

5 BY MR. PESSAH: 18:02:34

6 Q Mr. Friscia --

7 MR. STRUBLE: And --

8 (Simultaneous crosstalk.)

9 BY MR. PESSAH:

10 Q Mr. Friscia, other than Mr. -- other than 18:02:38

11 Mr. Quinn and other than any lawyers, who else that  
12 you referred to as colleagues did you consult with  
13 to determine the reasonableness of the licensor's  
14 requests pursuant to paragraph 7?

15 MR. STRUBLE: Hold on. 18:02:54

16 Okay. Object to form.

17 But you can answer.

18 THE WITNESS: Other than lawyers?

19 BY MR. PESSAH:

20 Q And Mr. Quinn. 18:03:11

21 A And Mr. Quinn? Nobody.

22 Q Okay. So the decision regarding  
23 reasonableness was made just between you and  
24 Mr. Quinn and perhaps other people that you cannot  
25 disclose on grounds of privilege? Is that your

18:03:24

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1 testimony?

2 MR. STRUBLE: No. That is also an improper  
3 question.

4 And, you know, the tenacity in seeking this  
5 information, you know, it doesn't mean that you can 18:03:35  
6 ask those kind of questions.

7 He's already answered.

8 And I instruct the witness not to answer  
9 that.

10 MR. PESSAH: Okay. We'll mark that and 18:03:44  
11 make a motion.

12 Q Okay. Mr. --

13 (Reporter clarification.)

14 MR. PESSAH: Okay. No problem. No  
15 problem. Let's take a break. 18:03:52

16 How long of a break would you need? 10  
17 minutes? 15 minutes? What --

18 (Reporter clarification.)

19 MR. PESSAH: No problem. 15 minutes.

20 We'll see you guys at 6- -- 6:18 -- or 18:03:58  
21 6:20.

22 Thank you.

23 THE VIDEOGRAPHER: We are now going off the  
24 record.

25 The time is 6:04 p.m. 18:04:02

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1 (Recess.)

2 THE VIDEOGRAPHER: We are now going back on  
3 the record.

4 And the time is 6:23 p.m.

5 BY MR. PESSAH:

18:23:05

6 Q Mr. Friscia, welcome back.

7 Do you understand that you are still under  
8 oath?

9 A Yes.

10 Q Do you recall when we were discussing the

18:23:12

11 \$30,000 overcharge that should have been charged  
12 to -- an expense that should have been charged to  
13 "Apollo 11," one of Neon's other films, and that was  
14 erroneously charged to "Amazing Grace"?

15 Do you recall that testimony?

18:23:30

16 A Yes.

17 Q And can you tell me the approximate time  
18 period when that occurred?

19 A When the charge occurred or when I noticed  
20 the error?

18:23:42

21 Q Both.

22 When did the charge occur?

23 A You already asked me that.

24 I believe it was Q3 2019.

25 And when I noticed it, it would have been

18:23:56

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1 February 2021.

2 Q February 2021.

3 And so when you noticed it, how much time  
4 did it take you to fix it?

5 A Instantly.

18:24:10

6 Q Okay. And then the next statement from  
7 February of 2021, would have been sent when to AGM?

8 A So that would have been the Q1 2021  
9 statement, so it would have been sent 60 days after  
10 March 31st, 2021, I believe.

18:24:34

11 Q So it would have been Q2 2021 -- the Q2  
12 2021, statement would have had the corrected  
13 numbers; correct?

14 A No. I think it was the Q1 2021 statement  
15 because that's -- I noticed it in February.

18:24:50

16 Q But it -- but the -- well, you corrected it  
17 instantly, but the Q1 2021 -- I'm sorry -- the Q- --  
18 You said 2020?

19 A The 2020- --

20 Q The 2020?

18:25:02

21 A 2021.

22 Q The Q1 2021 statement, that would have  
23 already been -- oh. That's gets issued at the  
24 end -- you're saying in March -- March 30th; right?

25 A No. No. No. I was saying that we -- it's

18:25:14

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1 the Q1 2021 statement, so it runs through  
2 March 31st, 2021.

3 We then have 60 days to send the statement.

4 So the statement roughly would have been  
5 sent, you know, end of May -- or 60 days after  
6 March 31st, whenever that is.

18:25:28

7 Q So end of May 2021, that's when AGM  
8 approximately would have received the corrected  
9 statement; correct?

10 A I believe so.

18:25:41

11 We sent an e-mail. I do remember when we  
12 sent the statement, we identified the error in the  
13 e-mail. So I'm sure you have that to verify.

14 But I believe that was the timeline, yeah.

15 Q And, to the best of your recollect- --  
16 recollection, that would have been done also in May  
17 of 2021; correct?

18:25:58

18 A When we would send the statement?

19 Q Send the statement and the correspondence  
20 explaining the statement.

18:26:09

21 A Yeah. If it -- if I'm -- if I'm accurate,  
22 that it was the Q1 2023 [sic] statement, yeah, that  
23 would have been the time --

24 Q Q1 2021?

25 A 2021, yeah.

18:26:19

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1 Q Okay. And so before May -- the statement  
2 that AGM would have had before May, that statement  
3 would be incorrect; right?

4 A Yes.

5 Q So I'm doing -- I'm going to do a  
6 screenshare with you.

18:26:33

7 Do you see my -- my cursor moving around  
8 the date here?

9 A Yes.

10 Q Is this a letter from Neon's attorneys at a  
11 law firm called Venable.

18:26:48

12 And can you read me the date here of this  
13 letter?

14 A "April 22nd, 2021."

15 Q Okay. And, Mr. Friscia, were you aware  
16 that Neon hired Venable to sue AGM?

18:27:01

17 MR. STRUBLE: Object to form.

18 And instruct the witness not to answer to  
19 the extent you acquired knowledge from attorneys.

20 THE WITNESS: Yeah, I can't answer.

18:27:20

21 BY MR. PESSAH:

22 Q Other than discussions with your attorneys,  
23 were you aware -- do you have any independent  
24 awareness that Neon had sued A- -- AGM?

25 A No.

18:27:35

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1 Q Okay. But you are familiar with Venable,  
2 this law firm?

3 MR. STRUBLE: Objection to form.

4 Same instruction.

5 THE WITNESS: Yes. I'm -- I'm familiar  
6 with the law firm Venable.

18:27:46

7 BY MR. PESSAH:

8 Q And -- and how are you familiar with them?

9 A I know -- I don't remember his name, but  
10 when -- when Jellyfish Bloom was sold to  
11 Endeavor Content, we used Venable to represent  
12 Jellyfish Bloom.

18:28:03

13 Q Oh, okay. So this is a letter from Neon's  
14 counsel at Venable dated April 22nd, 2021.

15 And I'm just going to scroll down to one of  
16 the requests that Neon's counsel made.

18:28:23

17 And this is request under the heading,  
18 "Neon's Demands."

19 Request C --

20 Do you see request C here?

18:28:35

21 A Yes.

22 Q Can you please read that for me?

23 A "Immediate withdrawal of any objections to  
24 the accounting statements Neon has provided  
25 to date and a full release of any claims

18:28:49

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1 against Neon arising out of these  
2 statements."

3 Q So the date of this letter is April 22nd,  
4 2021.

5 Had AGM capitulated to that request, then 18:29:03  
6 it would have -- in fact, would be withdrawing an  
7 objection to an accounting statement that was wrong;  
8 correct?

9 MR. STRUBLE: Objection to form.

10 THE WITNESS: No. 18:29:18

11 (Simultaneous crosstalk.)

12 BY MR. PESSAH:

13 Q "No"?

14 You just testified that before you  
15 corrected the Apollo charge -- 18:29:20

16 And the Apollo charge that was corrected in  
17 a -- in a statement provided to AGM in May; right?

18 A Correct.

19 Q And the statement that preceded that, you  
20 testified that statement was incorrect; right? 18:29:35

21 A Correct.

22 MR. STRUBLE: Objection. Form.

23 BY MR. PESSAH:

24 Q So -- so if there was an objection  
25 withdrawn as to the incorrect statement, then AGM 18:29:44

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1 would have been withdrawing an objection to a  
2 statement that, in fact, was wrong; correct?

3 MR. STRUBLE: Objection to form.

4 THE WITNESS: No. But AGM was aware of the  
5 error in February 2021, and we immediately corrected  
6 it.

18:30:01

7 We had not sent this statement yet, but we  
8 all knew that it was going to be corrected.

9 BY MR. PESSAH:

10 Q Right. But you hadn't sent the statement.

18:30:10

11 So had Neon withdrew its objections to that  
12 statement, then they -- Neon would have -- sorry --  
13 had AGM withdrew its objection to that statement, it  
14 would, in fact, be withdrawing an objection to an  
15 incorrect statement; correct?

18:30:24

16 MR. STRUBLE: Objection to form. Asked and  
17 answered.

18 THE WITNESS: Oh. Do I say the answer  
19 again?

20 BY MR. PESSAH:

18:30:37

21 Q I didn't hear you.

22 A Oh. Yes. But we all knew about the error,  
23 and we communicated to the AGM team that we would  
24 fix it. So it was already fixed in the ledger, and  
25 we were going to provide it in the statement that

18:30:50

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1 was fixed in May.

2 And, again, I'm thinking it was that time  
3 period, so --

4 Q So you're not sure of anything you are  
5 saying, then?

18:31:01

6 A I'm --

7 (Simultaneous crosstalk.)

8 MR. STRUBLE: Objection to form.

9 Argumentative.

10 BY MR. PESSAH:

18:31:06

11 Q Mr. Friscia?

12 A I'm sure of everything I'm saying.

13 Q Okay. So then you're sure about the time  
14 frames, then, Mr. Friscia?

15 A I'm fairly positive about the time frame,  
16 yeah.

18:31:14

17 Q Okay. And, "fairly positive," is that the  
18 same as being 100-percent sure?

19 A If you want to pull up the e-mail where we  
20 communicated it to the AGM team, I could tell you  
21 for sure.

18:31:25

22 Q So your testimony is that there was an  
23 e-mail in or around February of 2021 to AGM  
24 identifying the \$30,000 that was erroneously charged  
25 to "Amazing Grace" and should have been charged to

18:31:42

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1 "Apollo 11"?

2 A No.

3 Q Okay. When was that e-mail sent to AGM?

4 A Again, my -- per my recollection, it would  
5 have been the Q1 2021 statement, which would have  
6 been sent at the end of May, beginning of June.

18:31:52

7 Q So in May, which is a month after this  
8 letter was sent, you advised AGM that there was a  
9 mistake in the Q1 2021 statement; correct?

10 A No. We --

18:32:11

11 MR. STRUBLE: Objection --

12 (Simultaneous crosstalk.)

13 MR. STRUBLE: -- to form.

14 THE WITNESS: We had first advised them in  
15 February.

18:32:16

16 BY MR. PESSAH:

17 Q Okay. And did you advise them in writing  
18 in February?

19 A No. We -- we advised them on that phone  
20 call where they made the reasonable request for  
21 information.

18:32:24

22 Q So it's your testimony that sometime in  
23 February of 2021, Neon advised AGM of the mistake  
24 we're discussing regarding the \$30,000?

25 A Yeah. Whenever that phone call occurred,

18:32:40



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1 MR. STRUBLE: Objection to form.

2 THE WITNESS: From when the expense was  
3 incurred?

4 BY MR. PESSAH:

5 Q In -- in the Q4 2020 statement, that 18:33:38  
6 mistake was still present; correct?

7 A Yeah. I think so, yeah.

8 Q Okay. And before the Q1 2021 statement was  
9 issued, the Q4 2020 statement was the last statement  
10 that AGM has received -- had received; correct? 18:34:04

11 A Yeah. Correct.

12 Q So asking AGM in April of '21 to withdraw  
13 objections to all accounting statements, including  
14 the Q4 2020 statement, that was, in fact, the same  
15 as asking AGM to withdraw its objections to a 18:34:23  
16 statement that was incorrect, isn't it, Mr. Friscia?

17 MR. STRUBLE: Again, objection to form.  
18 Asked and answered. Argumentative.

19 THE WITNESS: No, in my opinion. Because  
20 we clarified in February the error and then fixed it 18:34:38  
21 in our ledger, and then told them that we would  
22 subsequently fix it in the statement.

23 I do not believe that that's a correct  
24 opinion.

25 BY MR. PESSAH: 18:34:50

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1 Q But the Q4 2020 statement was still  
2 outstanding at the time this withdrawal request was  
3 made, wasn't it?

4 A I don't know what --  
5 (Simultaneous crosstalk.)

18:35:01

6 MR. STRUBLE: Asked and answered.  
7 Objection.

8 THE WITNESS: I don't know what  
9 "outstanding" means.

10 BY MR. PESSAH:

18:35:05

11 Q Meaning, it was the last one that had been  
12 sent to AGM.

13 A Prior to what?

14 Q Prior to this letter.

15 A I answered that:

18:35:17

16 Yes, it was.

17 Q So, in your opinion, withdrawing objections  
18 to the Q4 2020 statement before the Q1 2021  
19 statement was issued would have been completely  
20 fine?

18:35:32

21 MR. STRUBLE: Again, asked and answered  
22 many times. Argumentative.

23 THE WITNESS: Yes. My opinion is because  
24 we disclosed the error in February to AGM and  
25 subsequently fixed it in our ledger and told them

18:35:44

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1 that we would fix it in the statement, I disagree  
2 with your opinion.

3 BY MR. PESSAH:

4 Q Okay. And who is Jesse Bieber? Do you  
5 know? Do you know Jesse Bieber?

18:35:57

6 MR. STRUBLE: Again, only answer  
7 independent of your knowledge from privileged  
8 communications.

9 THE WITNESS: Independent of my knowledge  
10 from privileged communications? No.

18:36:07

11 MR. STRUBLE: Right.

12 BY MR. PESSAH:

13 Q You don't know Jesse Bieber?

14 The question is:

15 Do you know Jesse F. Bieber?

18:36:12

16 MR. STRUBLE: And the instruction is to  
17 limit his response and answer and provide only  
18 non-privileged information, information not learned  
19 from attorneys.

20 MR. PESSAH: I'm just asking if he knows an  
21 individual.

18:36:23

22 MR. STRUBLE: Right.

23 And if he knows --

24 (Simultaneous crosstalk.)

25 MR. PESSAH: Jesse Bieber is a human being

18:36:27

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1 last time I checked.

2 Q So do you know this human being or not?

3 MR. STRUBLE: That name, if he learned it  
4 in privileged communications, it's privileged and --

5 MR. PESSAH: I'm not asking about the 18:36:35  
6 name --

7 (Simultaneous crosstalk.)

8 MR. STRUBLE: Stop cutting me off, please.

9 BY MR. PESSAH:

10 Q I'm asking if you know this person, not if 18:36:40  
11 you know the name, but if you know this person.

12 Do you know this person, Mr. Friscia?

13 A No.

14 Q But you are aware, Mr. Friscia, are you  
15 not, that Neon has sued Mr. -- or AGM in the past? 18:37:01

16 MR. STRUBLE: Wait. I think you asked this  
17 already.

18 There was an instruction on privilege.

19 The same instructions applies.

20 If you only learned of any lawsuit -- or 18:37:15  
21 whether or not you learned or had any discussions  
22 that were privileged, do not answer.

23 If you have independent knowledge, you can  
24 answer.

25 THE WITNESS: Hmm. My answer is the same 18:37:22

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1 as previously.

2 BY MR. PESSAH:

3 Q I'm sorry. I -- I didn't get your previous  
4 answer, Mr. Friscia.

5 A Based upon privilege, my answer is no. 18:37:33

6 Q Okay, Mr. Friscia.

7 So what privilege are you invoking? Are  
8 you invoking the attorney-client privilege?

9 MR. STRUBLE: No. Neon has objected and  
10 made a privilege objection. 18:37:56

11 You're not entitled to ask him whether he  
12 had an attorney-client communication or something  
13 else. It's improper.

14 I don't why you're --  
15 (Simultaneous crosstalk.) 18:38:07

16 MR. PESSAH: That's not what I asked him.

17 MR. STRUBLE: -- spending time on this.

18 MR. PESSAH: That's not what I asked him.

19 I --

20 (Simultaneous crosstalk.) 18:38:11

21 MR. STRUBLE: I'm invoking the privilege on  
22 Neon's behalf.

23 He is an employee of Neon within the scope  
24 of the privilege.

25 I've instructed him not to answer. He's -- 18:38:17

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1 MR. PESSAH: I'll tell you what --

2 (Simultaneous crosstalk.)

3 MR. STRUBLE: No. He's not going to answer  
4 a question about whether he is invoking a privilege.  
5 That would be also privileged information.

18:38:22

6 You're not entitled to that.

7 I'm here to invoke the privilege. I have  
8 invoked it. And I don't know why this is of such  
9 interest.

10 MR. PESSAH: You, as the attorney, hold the  
11 privilege?

18:38:31

12 MR. STRUBLE: I represent the client's  
13 interest.

14 MR. PESSAH: The client holds the  
15 privilege, Mr. Struble, not you.

18:38:39

16 MR. STRUBLE: Well, thank you for educating  
17 me on attorney-client privilege.

18 MR. PESSAH: You're welcome.

19 (Simultaneous crosstalk.)

20 MR. STRUBLE: I recommend you move on.

18:38:43

21 MR. PESSAH: You're welcome.

22 Q So, Mr. Friscia, you -- you don't know what  
23 privilege you're invoking, you're just invoking some  
24 sort of privilege?

25 MR. STRUBLE: I'll instruct you not to

18:38:51

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1 answer.

2 Do not answer the question. It's  
3 privileged.

4 MR. PESSAH: I think he just said yes.

5 (Simultaneous crosstalk.)

18:38:57

6 BY MR. PESSAH:

7 Q Was that it --

8 (Simultaneous crosstalk.)

9 BY MR. PESSAH:

10 Q -- Mr. Friscia?

18:38:58

11 MR. STRUBLE: I didn't hear any answer from  
12 him. The record doesn't reflect that.

13 MR. PESSAH: Oh, I see.

14 MR. STRUBLE: Yeah. I don't know what you  
15 see because that's reality.

18:39:06

16 MR. PESSAH: Okay.

17 MR. STRUBLE: And your time's up.

18 BY MR. PESSAH:

19 Q Okay. Mr. Friscia, so are you aware of any  
20 other lawsuits that --

18:39:17

21 (Simultaneous crosstalk.)

22 MR. STRUBLE: Wait.

23 (Simultaneous crosstalk.)

24 MR. STRUBLE: Your time is up, Counsel.

25 Can we have an official reading on time?

18:39:20

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1	MR. PESSAH: Sure.	
2	THE VIDEOGRAPHER: One second while I --	
3	Actually, I need to go off the record to	
4	stop --	
5	(Simultaneous crosstalk.)	18:39:31
6	MR. PESSAH: It's fine. Let's go off the	
7	record.	
8	THE VIDEOGRAPHER: We are now going off the	
9	record.	
10	The time is 6:39 p.m.	18:39:33
11	(Recess.)	
12	MR. PESSAH: Mr. Friscia --	
13	THE VIDEOGRAPHER: We are now going back on	
14	the record.	
15	And the time is 6:40 p.m.	18:40:57
16	BY MR. PESSAH:	
17	Q Mr. Friscia, when you discussed this	
18	lawsuit with Mr. Quinn, other than Mr. Quinn asking	
19	you what your opinion of -- was of Mr. Elliott, did	
20	he ask you anything else?	18:41:09
21	MR. STRUBLE: Objection to form. Asked and	
22	answered.	
23	THE WITNESS: Yeah. He asked me -- I	
24	answered the question already.	
25	So my same answer is that he had just	18:41:20

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1 checked in on the status of things that I was  
2 responsible for.

3 BY MR. PESSAH:

4 Q Okay. Anything else?

5 MR. STRUBLE: Same objections.

18:41:33

6 BY MR. PESSAH:

7 Q And what were you responsible for?

8 A Hmm. I would have to consult with my  
9 attorney based upon privilege.

10 Q Yeah. Let's go off the record so you can  
11 do that.

18:41:48

12 A Cool.

13 THE VIDEOGRAPHER: We are now going off the  
14 record.

15 The time is 6:41 p.m.

18:41:55

16 (Recess.)

17 THE VIDEOGRAPHER: We are now going back on  
18 the record.

19 And the time is 6:45 p.m.

20 MR. PESSAH: I know Mr. Struble has an  
21 instruction for his client based on the last  
22 question I asked.

18:45:55

23 I'll let Mr. Struble make his instruction,  
24 and then we'll see if the witness can answer. And  
25 then we'll be wrapping up.

18:46:04

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1 MR. STRUBLE: Yeah. So the instruction is  
2 to the extent that the answer may call for  
3 divulgence of privileged matter or information  
4 concerning work carried out in furtherance of  
5 instructions from attorneys or as work product of  
6 attorneys, then limit your answer and exclude those  
7 discussions. Otherwise, you may answer the  
8 question.

18:46:25

9 THE WITNESS: Based upon the advice of  
10 counsel, I'm not going to answer the question.

18:46:37

11 MR. PESSAH: Okay. So I think we're out of  
12 time now.

13 I appreciate Mr. Struble allowing me to ask  
14 this last question.

15 I understand the witness is not going to  
16 answer it.

18:46:50

17 And so I believe we are out of time.

18 And we can -- we can wrap it up.

19 All of the stipulations are -- I believe  
20 are by Code -- per Code anyways.

18:47:01

21 So the witness will receive a copy for his  
22 review of the transcript, and then I guess follow  
23 the guidance of his counsel from there.

24 MR. STRUBLE: Okay. And we haven't made  
25 any stipulations that I'm aware of, but I think what

18:47:16

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1 you mean is that the CPLR applies and all of the  
2 applicable rules apply, and I agree with them.

3 And I don't have any questions for the  
4 witness.

5 MR. PESSAH: Okay.

18:47:26

6 THE VIDEOGRAPHER: Very good.

7 Before I read the conclusions, can I have  
8 the orders for the video and for the transcript?

9 MR. PESSAH: We'd like a -- a copy of the  
10 video and the transcript, please.

18:47:36

11 THE VIDEOGRAPHER: Very good.

12 Would you like that synced or standard?

13 MR. PESSAH: Synced, please.

14 THE VIDEOGRAPHER: Very good.

15 Mr. Struble?

18:47:43

16 MR. STRUBLE: I think the same, but we'll  
17 get back to you in writing if we have a change.

18 THE VIDEOGRAPHER: Very good.

19 This concludes today's video testimony  
20 given by Ryan Friscia.

18:47:55

21 The number of media used is 13.

22 And we are now off the record at 6:48 p.m.

23 (Ending time: 6:48 p.m.)

24

25

AMAZING GRACE MOVIE -against- NEON RATED et al.  
FRISCIA, RYAN on 11/14/2023

1 WITNESS'S CERTIFICATE

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25

I am the witness in the foregoing

deposition. I have read the foregoing deposition

and having made such changes and corrections as I

desire, I certify that the same is true of my own

knowledge, except as to those matters which are

therein stated upon my information or belief, and as

to those matters, I believe it to be true.

I declare under penalty of perjury under

the laws of the state of California that the

foregoing is true and correct.

Executed on \_\_\_\_\_,

at \_\_\_\_\_.

\_\_\_\_\_  
RYAN FRISCIA

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1 REPORTER'S CERTIFICATE

2

3

4 I, NOELLE C. KRAWIEC, CSR No. 14255, a  
5 certified shorthand reporter in and for the state of  
6 California, do hereby certify:

7 That prior to being examined the witness  
8 named in the foregoing proceedings was by me duly  
9 sworn to testify to the truth, the whole truth, and  
10 nothing but the truth;

11 That said proceedings were taken by me in  
12 shorthand at the time and place herein named and was  
13 thereafter transcribed into typewriting under my  
14 direction, said transcript being a true and correct  
15 transcription of my shorthand notes.

16 I further certify that I have no interest  
17 in the outcome of this action.

18

19

20

21

22

*Noelle Krawiec*  
\_\_\_\_\_  
NOELLE C. KRAWIEC  
CSR NO. 14255

23

24

25

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1 Errata Sheet

2

3 NAME OF CASE: AMAZING GRACE MOVIE -against- NEON RATED et al.

4 DATE OF DEPOSITION: 11/14/2023

5 NAME OF WITNESS: Ryan Friscia

6 Reason Codes:

7 1. To clarify the record.

8 2. To conform to the facts.

9 3. To correct transcription errors.

10 Page \_\_\_\_\_ Line \_\_\_\_\_ Reason \_\_\_\_\_

11 From \_\_\_\_\_ to \_\_\_\_\_

12 Page \_\_\_\_\_ Line \_\_\_\_\_ Reason \_\_\_\_\_

13 From \_\_\_\_\_ to \_\_\_\_\_

14 Page \_\_\_\_\_ Line \_\_\_\_\_ Reason \_\_\_\_\_

15 From \_\_\_\_\_ to \_\_\_\_\_

16 Page \_\_\_\_\_ Line \_\_\_\_\_ Reason \_\_\_\_\_

17 From \_\_\_\_\_ to \_\_\_\_\_

18 Page \_\_\_\_\_ Line \_\_\_\_\_ Reason \_\_\_\_\_

19 From \_\_\_\_\_ to \_\_\_\_\_

20 Page \_\_\_\_\_ Line \_\_\_\_\_ Reason \_\_\_\_\_

21 From \_\_\_\_\_ to \_\_\_\_\_

22 Page \_\_\_\_\_ Line \_\_\_\_\_ Reason \_\_\_\_\_

23 From \_\_\_\_\_ to \_\_\_\_\_

24

25

\_\_\_\_\_

SUPREME COURT OF THE STATE OF NEW YORK  
COUNTY OF NEW YORK

AMAZING GRACE MOVIE, LLC.,  
  
Plaintiff,  
  
v.  
  
NEON RATED, LLC, and DOES 1-10,  
  
Defendants.

Index No. 652869/2022

Honorable Barry R. Ostrager (Part 61)

**ERRATA FOR THE DEPOSITION TRANSCRIPT OF RYAN FRISCIA**

**(November 14, 2023)**

Page	Line	From	To	Reason
42	15	“Loose”	“Luce”	Transcription Error
94	7	of	a	Transcription Error
94	16	Vintage	Fintage	Transcription Error
94	18	Vintage	Fintage	Transcription Error
103	3	incite	insight	Transcription Error
104	23	Vintage	Fintage	Transcription Error
110	8	Isn’t that	I believe I had	Transcription Error
137	11	(inaudible)	quite a fine	Transcription Error
148	24	(inaudible)	shipped	Transcription Error
170	16	The employer	The employee	Transcription Error
170	17	(inaudible)	Quality Sign and Marquee	Transcription Error
174	20	Q 2	Q2	Transcription Error

Dated: 2-2, 2024

By:   
Ryan Friscia

### California All Purpose Acknowledgement

Civil Code 1189

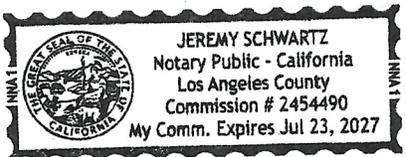
A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California  
County of Los Angeles

On 2/2/2024 before me, Jeremy Schwartz, Notary Public,  
Date Name and Title of Officer  
personally appeared RYAN FRISCIA  
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.



Witness my hand and official seal

Signature [Signature]  
Signature of Notary Public

#### Optional Information

Although the information in this section is not required by law, it could prevent fraudulent removal and reattachment of this acknowledgement to an unauthorized document and may prove useful to persons relying on the attached document.

Description of Attached Document  
Title or Type of Document ERRATA FOR THE DEPOSITION TRANSCRIPT OF RYAN FRISCIA  
Document Date 2/2/2024 Number of Pages: 1  
Signer(s) Other than Named Above: \_\_\_\_\_

Capacity(ies) Claimed by Signer(s)  
Signer's Name RYAN FRISCIA  
\_\_\_\_ Corporate Officer- Title(s) \_\_\_\_\_  
\_\_\_\_ Partner----- \_\_ Limited \_\_ General  
 Individual \_\_ Attorney In Fact  
\_\_\_\_ Trustee \_\_ Guardian or Conservator  
\_\_\_\_ Other: \_\_\_\_\_  
Signer is Representing \_\_\_\_\_

Signer's Name \_\_\_\_\_  
\_\_\_\_ Corporate Officer- Title(s) \_\_\_\_\_  
\_\_\_\_ Partner----- \_\_ Limited \_\_ General  
\_\_\_\_ Individual \_\_ Attorney In Fact  
\_\_\_\_ Trustee \_\_ Guardian or Conservator  
\_\_\_\_ Other: \_\_\_\_\_  
Signer is Representing \_\_\_\_\_

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