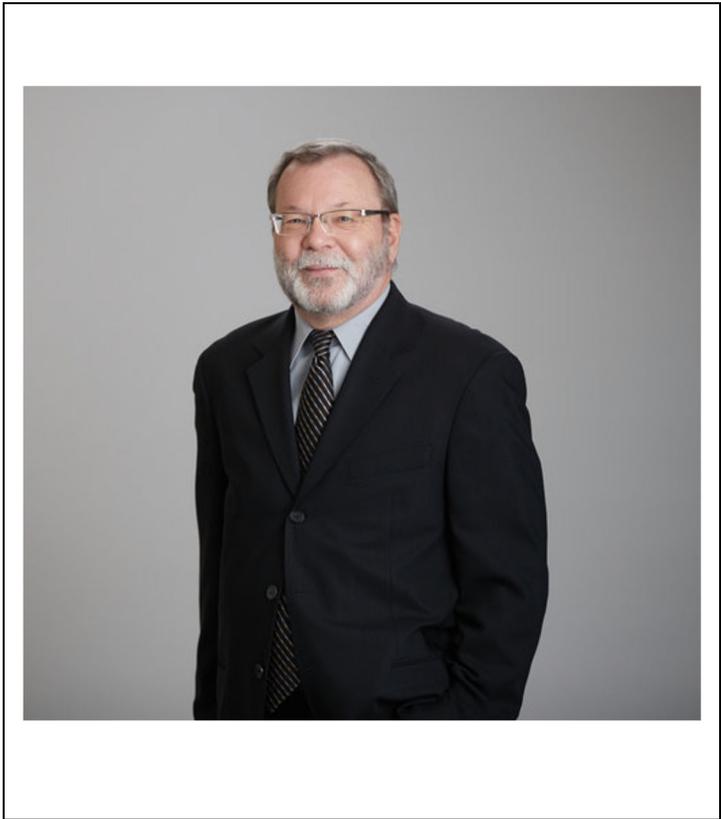


COMMISSION ON JUDICIAL SELECTION APPLICATION

**NEVADA SUPREME COURT
SEAT F**

By

Richard James Pocker



Personal Information

1.	Full Name	Richard James Pocker
2.	Have you ever used or been known by any other legal name (including a maiden name)? If so, state name and reason for the name change and years used.	No.
3.	How long have you been a continuous resident of Nevada?	37 years, 10 months
4.	City and County of residence	Las Vegas, Clark
5.	Age	67

Employment History

6. Please start with your current employment or most recent employment, self-employment, and periods of unemployment for the last 20 years preceding the filing of this Application.

Current or Last Employer	Boies Schiller Flexner LLP
Phone	(702) 382-7300
Physical Address & Website	300 S. Fourth St., Suite 800, Las Vegas, Nevada 89101 www.bsfllp.com
Date(s) of Employment	May 1, 2005 to present
Supervisor's Name and Title	David Boies, Esq., Chairman
Your Title	Administrative Partner
Describe Your Key Duties	I am the managing attorney for the Nevada office of our international law firm, and I also litigate cases in the Nevada courts, as well as other jurisdictions.
Reason for Leaving	Currently employed.

Previous Employer	Dickerson, Dickerson, Consul & Pocker
Phone	(702) 388-8600
Address & Website	Law firm disbanded
Date(s) of Employment	March 17, 1991 to April 30, 2005
Supervisor's Name and Title	N/A
Your Title	Partner

Describe Your Key Duties	Served as one of three managing partners for our full service law firm, and litigated cases in the Nevada courts, and on occasion, in other jurisdictions.
Reason for Leaving	Mutual decision of partners to dissolve the firm.

Educational
Background

7. List names and addresses of high schools, colleges and graduate schools (other than law school) attended; dates of attendance; certificates or degrees awarded; reason for leaving.

1. Fairview High School
4507 West 213th Street
Fairview Park, Ohio 44126
(1969 – 1973) Diploma awarded; Graduation

2. University of Virginia
College of Arts and Sciences
248 McCormick Road
Charlottesville, Virginia 22904
(1973 – 1977) Bachelor of Arts with Highest Distinction, 1977
(Major – Economics); Graduation

3. University of Nevada, Las Vegas
4505 S. Maryland Parkway
Las Vegas, Nevada 89154
(No degree program: took courses in Biology and Chemistry for professional development)
1998 and 1999

8. Describe significant high school and college activities including extracurricular activities, positions of leadership, special projects that contributed to the learning experience.

In high school I was involved in extracurricular activities such as the World Affairs Club (with involvement in regional model United Nations events), the National Honor Society, the Yearbook staff, and service as the Band Announcer for the Fairview High School Marching Warrior One Hundred. I also had a short, one year athletic stint with the soccer team.

In college, I was involved in the U.S. Army Reserve Officer Training Program, serving as the Battalion S-1 Officer (Personnel) and the Battalion S-3 Officer (Training and Operations), rising to the second highest rank (cadet major) in the Battalion. I graduated as a Distinguished Military Graduate, and was awarded the University of Virginia Walter L. Smith Citizen Soldier Award. I was also a member of the Jefferson Literary and Debating Society, a venerable two hundred year old competitive and exclusive forum for public speaking and debate. (Fellow

past members include President Woodrow Wilson, author Edgar Alan Poe, and the Marquis de Lafayette.) I was also selected for Phi Beta Kappa.

9. List names and addresses of law schools attended; degree and date awarded; your rank in your graduating class; if more than one law school attended, explain reason for change.

University of Virginia School of Law
580 Massie Rd.
Charlottesville, Virginia 22903
(1977 – 1980) Juris Doctor, 1980
Graduation

The University of Virginia Law School did not disclose specific student's "class rank" during the time I attended, but instead only disclosed rough percentile indicators. I and prospective employers were advised that I was in the top 25% of my class.

10. Indicate whether you were employed during law school, whether the employment was full-time or part-time, the nature of your employment, the name(s) of your employer(s), and dates of employment.

I was not employed during the school year while in Law School, but I did serve a summer clerkship in 1979 with the Cleveland, Ohio law firm of Thompson, Hine and Flory.

11. Describe significant law school activities including offices held, other leadership positions, clinics participated in, and extracurricular activities.

In law school, I continued my participation in the Jefferson Society, and assisted the Army ROTC program in its training of cadets during the annual field training exercise. Consistent with my pending commitment to serve as a U.S. Army officer, my "thesis" paper addressed legal systems in the Soviet Union.

Law Practice

12. State the year you were admitted to the Nevada Bar.

1988

13. Name states (other than Nevada) where you are or were admitted to practice law and your year of admission.

Ohio - 1980
California - 1984
Arizona - 1989
New York - 2010

14. Have you ever been suspended, disbarred, or voluntarily resigned from the practice of law in Nevada or any other state? If so, describe the circumstance, dates, and locations.

No

15. Estimate what percentage of your work over the last five years has involved litigation matters, distinguishing between trial and appellate courts. For judges, answer questions 16-20 for the five years directly preceding your appointment or election to the bench.

One hundred percent of my work over the past 5 years concerns litigation matters, with 90% of such work being in the trial courts and about 10% in appellate courts.

16. Estimate percentage of time spent on:

Legal Discipline	Percentage of Practice
Domestic/family	0%
Juvenile matters	0%
Trial court civil	60%
Appellate civil	15%
Trial court criminal	15%
Appellate criminal	10%
Administrative litigation	0%
Other: Please describe	0%

17. In the past five years, what percentage of your litigation matters involved cases set for jury trials vs. non-jury trials?

Approximately 75% jury matters, and 25% bench matters.

18. Give the approximate number of jury cases tried to a conclusion during the past five years with you as lead counsel. Give the approximate number of non-jury cases tried to a decision in the same period.

In the past 5 years, I have tried to conclusion no jury trials, and 2 non-jury trials.

19. List courts and counties in any state where you have practiced in the past five years.

- Eighth Judicial District Court in and for Clark County, Nevada
- U.S. District Court for the District of Nevada
- Superior Court of the State of Arizona, Maricopa County
- Court of Common Pleas, Summit County, Ohio

20. List by case name and date the five cases of most significance to you (not including cases pending in which you have been involved), complete the following tables:

Case 1
Case name and date: <u>United States v. William Potter Gale, et al.</u> (Trial was September 14 to October 2, 1987.)
Court and presiding judge and all counsel: U.S. District Court for the District of Nevada The Honorable Lloyd D. George Opposing Counsel: Tom Pitaro (for defendant Gale), Dennis Wagner (for defendant Pat McCray), Eric Woods (for defendant Mike McCray), Frank Cremen (for defendant "Slim" Parrino), and James Smith (for defendant Van Hazel). I represented the United States in the case, as the prosecutor.
Importance of the case to you and the case's impact on you: This case drew national media attention and has been the subject of several books, given that it was the first successful prosecution of anti-government right wing extremists seeking to harm government agents and operations. My work and the boldness of our effective strategy to overcome First Amendment defenses and the intimidation tactics of the defendants and their allies in the rising radical movement became the template for future law enforcement successes. On a personal level, I remain proud of having brought to justice dangerous people who posed a real threat to our public servants, our democracy and the minority citizens they targeted.
Your role in the case: Lead (and only) prosecutor presenting the case.

Case 2
Case name and date: <u>Steve Cutler, et al. v. Las Vegas Convention and Visitors Authority</u> (Trial was in March 1998)
Court and presiding judge and all counsel: Eighth Judicial District Court in and for Clark County, Nevada The Honorable Gene Porter Opposing Counsel: Kevin McLean, Esq. and Cal Potter, Esq. for the Plaintiffs I represented the defendant, Las Vegas Convention and Visitors Authority.
Importance of the case to you and the case's impact on you: The case represented a significant victory for my client, a defense verdict against a 43 Million Dollar contract claim. I saw the case as a prime example of defeating an opponent's case through cross-examination without presenting affirmative evidence.
Your role in the case: I was the lead (and only) attorney defending the LVCVA.

Case 3
Case name and date: <u>United States v. Specialist Angel Cordero</u> (Trial was in September 1982)
<p>Court and presiding judge and all counsel: Courts Martial Proceeding at Ford Ord, California The Military Judge was Colonel George C. Ryker <u>Counsel:</u> The prosecutors on behalf of the Command (7th Infantry Division) were Captain Wayne E. Anderson and Captain Dennis P. Casey. I was lead Defense Counsel for Specialist Cordero, assisted by Captain Raymond M. Saunders.</p>
<p>Importance of the case to you and the case’s impact on you: This was a case that began as a capital murder case, accusing my client, Specialist Angel Cordero, with intentionally drowning his own baby in scalding bath water. The 7th Infantry Division command advised to plead him guilty to avoid a potential death penalty, insisting that the case was hopeless from the defense perspective because of a “confession” and the gruesome evidence. As a young 27 year old Army defense counsel, I was certainly challenged by this assignment, but succeeded in convincing the military jury to acquit my client of murder, voluntary manslaughter and involuntary manslaughter. (Specialist Cordero was only found guilty of the lesser included offense of negligent homicide by culpable negligence.) The enduring lesson I obtained from this success was the realization that effective criminal defense work requires the presentation of a plausible alternative to the prosecution case, the right of the defendant to remain silent notwithstanding.</p>
<p>Your role in the case: Lead trial counsel.</p>

Case 4
Case name and date: <u>Lise Ham v. The Estate of Artemus Ham</u> (Trial was August to September 1994)
<p>Court and presiding judge and all counsel: Eighth Judicial District Court in and for Clark County, Nevada The Honorable Donald Mosely Counsel: I was lead trial counsel for the Estate, assisted by George Dickerson and Douglass Mitchell. Ms. Ham was represented by Sam Lionel, Mark Solomon and an associate I can not remember, all from Lionel Sawyer & Collins</p>
<p>Importance of the case to you and the case’s impact on you: This fascinating contest over estate assets and possession of a beach house in the La Jolla, California area raised a plethora of challenging evidentiary and advocacy issues. The presiding judge told counsel early in the case that he would have ruled against my client (the Estate of Artemus Ham), but after hearing closing arguments the jury ruled in our favor. Artemus Ham’s family was delighted with the result, and I carried away the lesson that whenever possible, trust the people and demand a jury trial. It was also my first trial against the venerable Lionel Sawyer firm, and immensely gratifying to have prevailed against them.</p>

Your role in the case:
Lead trial counsel.

Case 5
Case name and date: <u>United States v. Alan Rodrigues, et al</u> (Trial was April 15 to May 26, 2014)
Court and presiding judge and all counsel: U.S. District Court for the District of Nevada The Honorable Miranda Du Counsel: I served as defense counsel for Alan Rodrigues. The other defense counsel for his co-defendants were Travis Shetler (for Defendant Prokop) and Rene Valladares and Heidi Ojeda of the Federal Public Defenders Office (for Defendant Coolidge). The prosecutors on behalf of the U.S. Department of Justice, Tax Division, were Timothy Stockwell and Katherine L. Wong.
Importance of the case to you and the case’s impact on you: This jury trial concerned the operations of a now defunct company, National Audit Defense Network (NADN), recently identified by the Internal Revenue Service as the biggest tax fraud case of the 21 st Century. Although the defendants were found guilty of the tax and conspiracy crimes, the sentence my client received was only 6 years in custody, a mere fraction of the life sentence he faced under the U.S. Sentencing Guidelines, and less than the stipulated 10 year sentence the prosecutor offered in the plea bargain. The trial lasted in excess of seven (7) weeks and was complicated by numerous evidentiary and legal issues, far more challenging than the typical case. Actually putting the prosecution to its proof resulted in a more favorable disposition than any plea bargain offered by the government, demonstrating the value of contesting the evidence as opposed to allowing the adversary to dominate the narrative and facts of the case in a negotiated plea.
Your role in the case: Lead (and only) counsel representing Defendant Rodrigues.

21. Do you now serve, or have you previously served as a mediator, an arbitrator, a part-time or full-time judicial officer, or a quasi-judicial officer? To the extent possible, explain each experience.

Yes

I have served as a Court-appointed Special Master in four (4) matters then pending in the Eighth Judicial District in and for Clark County, Nevada, appointed to serve in each by District Judge Mark Denton.

1. Milford Skane v. CEATs, Inc., et al. – The matter involved litigation between competing groups of corporate directors/shareholders for control of the company’s management and board of directors. I performed an evidentiary review and

proceedings to determine the validity of a shareholder consent vote and associated corporate decisions, and filed my Special Master's Report with the Court.

2. Fountainebleau Litigation – This matter involved litigation between various lenders with respect to issues involved in the troubled financing of the Fountainebleau Hotel on the Las Vegas Strip. I served as Discovery Special Master, resolving written discovery issues contested between the multiple parties.
3. MGM/Turnberry Litigation – I was appointed as Special Master to address discovery matters, but the matter quickly wound up before the U.S. Bankruptcy Court and my services were no longer needed.
4. Litigation involving IOTA VIOLET, LLC. – I served as Special Master in this litigation involving allegations of fraudulent conveyance and disputed assets, deciding discovery issues between the parties. The case was resolved through settlement.

22. Describe any pro bono or public interest work as an attorney.

My primary public interest work as an attorney in recent years has been my involvement with Law Enforcement Leaders to Reduce Crime and Incarceration (as one of the founding members), a national organization affiliated with the Brennan Center for Justice at New York University, composed of former statewide federal law enforcement officials (and past and current state and local law enforcement officials) advocating for and advancing criminal justice reform. Our group was a major positive influence in the passage of the 2018 First Step Act, a significant advance in federal criminal sentencing reform.

Since approximately 2014 I have participated as a member of the federal court's Criminal Justice Act panel, representing by Court appointment indigent criminal defendants at a reduced rate of compensation.

Between 2011 and 2019, I was a member of the State Bar of Nevada's Board of Governors, serving as State Bar President in 2018 – 2019.

Between 1993 and 2002, I also served on the Southern Nevada Disciplinary Board of the State Bar of Nevada, presiding as the Chair of the Board during my last few years.

23. List all bar associations and professional societies of which you are or have been a member. Give titles and dates of offices held. List chairs or committees in such groups you believe to be of significance. Exclude information regarding your political affiliation.

2018 – 2019	President, State Bar of Nevada
2011 – 2019	Member of Nevada State Bar's Board of Governors
2020 – Present	Delegate to the American Bar Association House of Delegates, representing the State Bar of Nevada
2007 – 2010	Chair, Federal Litigation Section of the Federal Bar Association
2004 – 2007	Ninth Circuit Lawyer Representative, District of Nevada

1993 – 2002	State Bar of Nevada Disciplinary Board (Chairman, Southern Nevada Disciplinary Board, 1999 to 2002)
1997 – Present	Master, Nevada Howard D. McKibben Inn of Court
1991 – Present	National Association of Former United States Attorneys

24. List all courses, seminars, or institutes you have attended relating to continuing legal education during the past five years. Are you in compliance with the continuing legal education requirements applicable to you as a lawyer or judge?

During the past five years I have attended the Annual Meeting of the State Bar of Nevada in 2017, 2018, 2019 and 2022, participating in the Continuing Legal Education programs offered. In 2017, 2019 and 2022 I attended the Annual Meeting of the National Association of Former United States Attorneys, during which our members are provided with Continuing Legal Education programs, generally centered on ethical issues, developments in Department of Justice policy, federal criminal law, and bias awareness. During my time as President of the State Bar of Nevada and in other Board officer positions I received Continuing Legal Education credit at the Jack Rabbit Bar Conference, the Western States Bar Conference and the Annual and mid-year meetings of the American Bar Association. I also attended the District Conference of the U.S. District Court for the District of Nevada in 2019. I am in compliance with the applicable continuing legal education requirements in all jurisdictions to which I am admitted.

25. Do you have Professional Liability Insurance or do you work for a governmental agency?

Yes, I am covered by Professional Liability Insurance.

Business & Occupational Experience

26. Have you ever been engaged in any occupation, business, or profession other than a judicial officer or the practice of law? If yes, please list, including the dates of your involvement with the occupation, business, or profession.

No, other than factory work as a student during summer break, summer work for the Fairview Recreation services, (1973 – 1978), and employment with the Cuyahoga County Engineers Office, in the Tax Map Department.

27. Do you currently serve or have you in the past served as a manager, officer, or director of any business enterprise, including a law practice? If so, please provide details as to:
- a. the nature of the business: Law Firms (Dickerson, Dickerson, Consul & Pocker and Boies Schiller Flexner LLP)
 - b. the nature of your duties: management of daily business of law firm.
 - c. the extent of your involvement in the administration or management of the business:

At Dickerson, Dickerson, Consul & Pocker: one of 3 managing Partners; at Boies Schiller Flexner: Administrative Partner for the Nevada Office

- d. the terms of your service:
Dickerson, Dickerson, Consul & Pocker – 1992 – 2005
Boies Schiller Flexner – 2005 – Present
- e. the percentage of your ownership: 24.5% at Dickerson, Dickerson, Consul & Pocker

28. List experience as an executor, trustee, or in any other fiduciary capacity. Give name, address, position title, nature of your duties, terms of service and, if any, the percentage of your ownership.

- Trustee and Treasurer, Nevada Bar Foundation, 2014 to 2016 (service on the board of State Bar’s foundation awarding grants of IOLTA funds)

Civic Professional & Community Involvement

29. Have you ever held an elective or appointive public office in this or any other state?

Yes

Have you been a candidate for such an office?

No

If so, give details, including the offices involved, whether initially appointed or elected, and the length of service. Exclude political affiliation.

Served as United States Attorney for the District of Nevada, 1989-90, appointed by U.S. Attorney General Richard Thornburgh and then by U.S. District Judge Lloyd D. George.

30. State significant activities in which you have taken part, giving dates and offices or leadership positions.

My significant community service activities not addressed elsewhere in this Application can be summarized as follows:

- 1999 – 2001 Member, Clark County Regional Transportation Commission Citizen’s Advisory Committee
- 2000 – 2002 Member, Community Advisory Board for the Nevada Test Site
- 1988 – 2019 Judge for District and State Competition in “We the People” Bicentennial of the Constitution Competition

1996 – 2016	Volunteer Judge for the First Year Oral Advocacy Program, University of Virginia School of Law
2014 – 2016	Trustee and Treasurer, Nevada Bar Foundation
2015	Member of Nevada Attorney General Adam Laxalt's Advisory Committee for the Office of Military Assistance
2015 – Present	Founding Member, Law Enforcement Leaders to Reduce Crime and Incarceration (national organization affiliated with the Brennan Center for Justice)
2012 & 2013	U.S. Magistrate Judge Selection and Retention Committees, District of Nevada
2019	Merit Screening Committee for U.S. Bankruptcy Judge Appointment, District of Nevada
1984 – 2017	Member, Theodore Roosevelt Association
2001 – 2014	Seventh Infantry Division Association

31. Describe any courses taught at law schools or continuing education programs. Describe any lectures delivered at bar association conferences.

As I have been involved in presentations during Continuing Legal Education programs throughout my 40 year career as an attorney, I cannot attest that this summary is as comprehensive as I or the Commission might prefer.

In 1990, I was an instructor at the U.S. Department of Justice's Attorney General's Advocacy Institute, teaching trial practice to new federal prosecutors. As United States Attorney, I also spoke to numerous groups of both law enforcement agents and interested citizens on such subjects as the District of Nevada's prosecution priorities, the war on illegal drugs, prosecution of telemarketing fraud, prosecution of anti-government extremist groups, and initiatives to combat government program fraud.

In the 1990's, I was an instructor at several privately sponsored Continuing Legal Education courses in labor and employment law issues. Given the passage of time and the unavailability of the written materials on those courses, details on all such assignments elude me. I do recall two of the programs being conducted by the National Business Institute and C.L.E. International.

While serving on the Board of Governors of the State Bar of Nevada, I made or participated in a number of Continuing Legal Education presentations. In 2012, 2013, 2014, 2015 and 2022, I moderated discussions and presentations by the Nevada Supreme Court at the Annual Meeting of the State Bar of Nevada. In 2017, I moderated a presentation by Jerry Chesler on the legal issues attendant to marijuana at the Annual Meeting.

As President-Elect and President of the State Bar of Nevada, I made presentations regarding the activities of the Nevada Bar to the Western State's Bar Conference and the Jackrabbit Bar Conference, as well as opening remarks to the National Council of Bar Presidents at the mid-year meeting of the A.B.A. in 2019. Also in 2019, I spoke at an event sponsored by the Nevada

Independent analyzing the current and future developments in Marijuana Law. In October 2019 I made a presentation to the Clark County Bar Association Luncheon regarding the State Bar's study of potential reciprocity.

32. List educational, military service, service to your country, charitable, fraternal and church activities you deem significant. Indicate leadership positions.

Aside from activities listed elsewhere in this Application, I have served my country as an officer in the United States Army on active duty from 1981 to 1985, stationed with the Seventh Infantry Division at Fort Ord, California. While working for the United States Attorney's Office in the District of Nevada, I continued my involvement with the military by performing a yearly on site training with the U.S. Army Reserve at the Presidio of San Francisco.

33. List honors, prizes, awards, or other forms of recognition.

While serving as an Assistant United States Attorney in the District of Nevada I was awarded the Director's Special Commendation Award by the U.S. Department of Justice, and the Chief Postal Inspector's Special Award for Excellence of Performance in the Administration of Justice, both honors in recognition of my success in prosecuting telemarketing fraud. I was also recognized by the U.S. Department of State, with its Award for Outstanding Support, Diplomatic Security Service.

In 2015, I and the other members of the Nevada Bar Foundation received the Nevada State Bar Medal of Justice.

As an undergraduate student at the University of Virginia I was the recipient of the Walter L. Smith Citizen Soldier Award, and recognized as a Distinguished Military Graduate at the time of my commissioning as an officer in the United States Army. While serving in the Army, I was awarded the Army Commendation Medal for my work with the Seventh Infantry Division and the Trial Defense Service.

Since 2010, I have been consistently listed in U.S. News and World Report's Best Lawyers in America, and I have been rated "AV" by Martindale-Hubbel since 1995.

34. Have you at any time in the last 12 months belonged to, or do you currently belong to, any club or organization that in practice or policy restricts (or restricted during the time of your membership) its membership on the basis of race, religion, creed, national origin or sex? If so, detail the name and nature of the club(s) or organization(s), relevant policies and practices, and whether you intend to continue as a member if you are selected for this vacancy.

No

35. List books, articles, speeches and public statements published, or examples of opinions rendered, with citations and dates.

"Will this 'New' Iran Help Bring Peace to Bosnia?", **Los Angeles Times**, June 28, 1998.

“Say ‘No Thanks’ to Iranian Role in Balkans”, **Las Vegas Review-Journal**, January 26, 1998.

“Why the Iqbal and Twombly Decisions Are in the Right Direction”, **The Federal Lawyer**, May 2010, (Volume 57, Number 4).

“Message from the President – Greek Happiness.” **Nevada Lawyer**, Volume 26, Issue 7, July 2018, pp 4 -5.

“Message from the President – In the Arena” **Nevada Lawyer**, Volume 26, Issue 8, August 2018, pp 4 -5.

“Message from the President – The Land of Opportunity” **Nevada Lawyer**, Volume 26, Issue 9, September 2018, pp 4 -5.

“Message from the President – Artificial Wisdom” **Nevada Lawyer**, Volume 26, Issue 10, October 2018, pp 4 -5.

“Message from the President – “Free” At Last?” **Nevada Lawyer**, Volume 26, Issue 11, November 2018, pp 4 -5.

“Message from the President – What Will Be Your Legacy?” **Nevada Lawyer**, Volume 26, Issue 12, December 2018, pp 4 -5.

“Message from the President – New Year, New Approaches” **Nevada Lawyer**, Volume 27, Issue 1, January 2019, pp 4 -5.

“Message from the President – The Congressional Cure: More Lawyers?” **Nevada Lawyer**, Volume 27, Issue 2, February 2019, pp 4 -5.

“Message from the President – We Have No Secrets” **Nevada Lawyer**, Volume 27, Issue 3, March 2019, pp 4 -5.

“Message from the President – Now Trending: Under the Radar” **Nevada Lawyer**, Volume 27, Issue 4, April 2019, pp 4 -5.

“Message from the President – “I’ll Be Your Huckleberry.” **Nevada Lawyer**, Volume 27, Issue 5, May 2019, pp 4 -5.

“Message from the President – Someday It Will Be Pleasing to Remember.” **Nevada Lawyer**, Volume 27, Issue 6, June 2019, pp 4 -5.

“Advisors, Activists and Acolytes: U.S Ninth Circuit Lawyer Representatives in the District of Nevada”, **Nevada Lawyer**, October 2012, (Volume 20, Issue Number 10).

36. During the past ten years, have you been registered to vote?

Yes

Have you voted in the general elections held in those years?

Yes

37. List avocational interests and hobbies.

Reading and personal exercise.

Conduct

38. Have you read the Nevada Code of Judicial Conduct and are you able to comply if appointed?

Yes

39. Have you ever been convicted of or formally found to be in violation of federal, state or local law, ordinance or regulation? Provide details of circumstances, charges, and dispositions.

No

40. Have you ever been sanctioned, disciplined, reprimanded, found to have breached an ethics rule or to have acted unprofessionally by any judicial or bar association discipline commission, other professional organization or administrative body or military tribunal? If yes, explain. If the disciplinary action is confidential, please respond to the corresponding question in the confidential section.

No

41. Have you ever been dropped, suspended, disqualified, expelled, dismissed from, or placed on probation at any college, university, professional school or law school for any reason including scholastic, criminal, or moral? If yes, explain.

No

42. Have you ever been refused admission to or been released from any of the armed services for reasons other than honorable discharge? If yes, explain.

No

43. Has a lien ever been asserted against you or any property of yours that was not discharged within 30 days? If yes, explain.

No

44. Has any Bankruptcy Court in a case where you are or were the debtor, entered an order providing a creditor automatic relief from the bankruptcy stay (providing in rem relief) in any present or future bankruptcy case, related to property in which you have an interest?

No

45. Are you aware of anything that may require you to recuse or disqualify yourself from hearing a case if you are appointed to serve as a member of the judiciary? If so, please describe the circumstances where you may be required to recuse or disqualify yourself.

No.

Other

46. If you have previously submitted a questionnaire or Application to this or any other judicial nominating commission, please provide the name of the commission, the approximate date(s) of submission, and the result.

Not applicable.

47. In no more than three pages (double spaced) attached to this Application, provide a statement describing what you believe sets you apart from your peers, and explains what education, experience, personality or character traits you possess, or have acquired, that you feel qualify you as a supreme court justice. In so doing, address appellate, civil (including family law matters), and criminal processes (including criminal sentencing).

(See Attachment "A")

48. Detail any further information relative to your judicial candidacy that you desire to call to the attention of the members of the Commission on Judicial Selection.

In addition to the information included elsewhere in this Application, and the employment described, I have experience working for and with the United States Congress. In 1996 I was Chief Counsel to the Select Subcommittee on the United States' Role in Iranian Arms Transfers to Croatia and Bosnia, a subcommittee of the International Relations Committee of the U.S. House of Representatives, Chaired by the Honorable Henry L. Hyde of Illinois.

49. Attach a sample of no more than ten pages of your original writing in the form of a decision, “points and authorities,” or appellate brief generated within the past five years, which demonstrates your ability to write in a logical, cohesive, concise, organized, and persuasive fashion.

(See “Attachment B”)

Attachment A

The factor which sets me apart from all other applicants for appointment to the Nevada Supreme Court is the wide range of legal experience I have been fortunate to have attained in my 42 year legal career. Among the most valuable attributes which a Justice on that Court should possess is a deep, but diverse understanding not just of the law, but of those who labor and dedicate themselves to making America's legal system work for its citizens. One of the blessings I received in my years of practice was the opportunity through both hard work and the generosity of those who helped me along my professional and personal journey, to encounter and surmount interesting and varied issues and challenges.

Armed with a degree from one of the world's finest law schools at the University of Virginia, I began my legal career in the United States Army Judge Advocate General's Corps, assigned to defend soldiers in court martial proceedings, an experience which kindled a life long interest in the practice of criminal law. Following my stint in the Army, I moved to Nevada to accept a position as an Assistant United States Attorney, beginning a six year career as a federal prosecutor which encompassed my rise from the "greenest" of Assistant U.S. Attorneys to the interim United States Attorney for the District of Nevada. While my subsequent employment was centered primarily in civil litigation, I continued to handle court-appointed federal criminal cases even to the present day. During the past decade I have lent my influence and efforts to a national organization advocating (and achieving) meaningful sentencing and criminal justice reform.

In my civil practice with both Dickerson, Dickerson, Consul and Pocker, and Boies Schiller Flexner LLP, I have litigated (at trial and on appeal) cases in a wide variety of specialties, including intellectual property, labor and employment law, corporate control disputes, fair value determinations, eminent domain proceedings, estate matters, tort cases and

adversary proceedings in the bankruptcy court. Having been involved in matters arising in all courts in Nevada, the concerns of practicing advocates, if not shared by me, are at least understood. A judicial officer with experience practicing in the courts is always better prepared to properly dispense justice.

Nonetheless, the centerpiece of the unique perspective I would bring to the judiciary arises from my continuous involvement in public service to my country, my profession and our community. Aside from enduring friendships and the personal satisfaction derived from involvement in State Bar leadership, community organizations, and my employment with the U.S. Congress, each of these experiences helped me understand and assist the very people who are the most important stakeholders in the justice system entrusted to the judiciary. The wise exercise of power is properly the objective of all dedicated public servants, and I am grateful that at so many junctures in my career I have been entrusted with great responsibility: as the youngest person at the time to serve as United States Attorney, as Chief Counsel to an important Congressional investigation, honored by my colleagues with the Presidency of the State Bar, and tasked with leading the Nevada presence for one of the world's most celebrated international law firms. I would be honored to have the additional opportunity to once again apply the lessons I have learned in the service of the people of Nevada.

Attachment B



1 BOIES, SCHILLER & FLEXNER
2 RICHARD J. POCKER, ESQ.
3 Nevada Bar No. 3568
4 300 South Fourth Street, Suite 800
5 Las Vegas, Nevada 89101
6 Telephone: (702) 382-7300

7 Special Master

8 EIGHTH JUDICIAL DISTRICT COURT
9 CLARK COUNTY, NEVADA

10 MILFORD SKANE, an individual,
11 Plaintiff,

12 vs.

13 PETER COOK, SR., an individual; TERRY
14 MCEWEN, an individual; MICHAEL
15 CANNON, an individual; MICHAEL
16 MANOS, an individual; MARK
17 SAUNDERS, an individual; STERLING
18 JENSON, an individual; ROBERT
19 ANDERSON, an individual; GERALD
20 DOW, an individual and nominal defendant;
21 CEATS, INC., a Nevada corporation and
22 nominal defendant; and DOES 1 through 10,
23 inclusive,

24 Defendants.

Case No. A-20-818121-B
Dept. No. XIII

**SPECIAL MASTER'S
REPORT, FINDINGS AND
RECOMMENDATIONS**

25 Hearing Date: N/A
26 Hearing Time: N/A

27 **Attorneys for Plaintiffs:**

28 Matthew Dushoff, Esq.
Saltzman Mugan Dushoff

Scott Baker, Esq.
Baker & Associates

1 evidence which included a tally of the consents voted in favor of the June 2020 shareholder
2 actions. Further, Plaintiff SKANE declined to dispute in any specific way the Defendants' tally
3 of the shares, but rather focused on his argument that it was "shareholders", not "shares" which
4 needed to be counted. Perhaps fearing that his interpretation of the Bylaws will be rejected by
5 the Court, he has altered his arguments as to the factual issue before the Special Master.
6 Whether or not his change in approach rises to the level of advocacy as to which he is judicially
7 or equitably estopped is, as arguably a mixed question of law and fact, a matter for the Court,
8 not the Special Master.

9 Nonetheless, as to Plaintiff SKANE's Exhibit A to his January 10, 2022 submission, it
10 is similar to the Defendants' summary submission in early 2021 (part of the stipulated original
11 Record before the Special Master) and has been considered by the Special Master as another
12 example of advocacy in aid of the Special Master's assignment. No specific ruling with respect
13 to the contents of Exhibit A is necessary. Likewise, Plaintiff SKANE's observations as to
14 Exhibit B through G (they really are not objections as to admissibility, but rather advocacy as
15 to how the consent documentation should be counted), require no detailed ruling or response,
16 separate from their consideration by the Special Master in completing his assignment.

17 **C. Issues of Fact, Issues of Law and the Powers of the Special Master**

18 The tasks assigned to the Special Master, and the powers and limitations established by
19 the Court governing the completion of those tasks are set forth in the Court's December 2020
20 Order. In the January 13, 2021 telephone conference conducted by the Special Master with the
21 counsel for the parties, all participants in that call were in agreement that the heart of the
22 Special Master's assignment was to essentially count the shares represented in the consent
23 documentation, count the number of shareholders who participated in the written consent
24 process, determine the requirements of the Bylaws for action by written consent, and apply
25 those requirements to the findings as to share and/or shareholder count to ascertain whether the
26 challenged shareholder actions and corporate decisions were valid. The Special Master
27 proceeded to analyze the Record and Supplemental Record with this agreed process in mind.
28

1 Prior to the December 17, 2021 service of the Special Master's draft Report, there were
2 no objections, appeals, writs or motions for reconsideration of the December 2020 Order. Only
3 after the parties were alerted by the December 17th draft Report as to the decisions and
4 recommendations the Special Master anticipated filing, were any reservations regarding the
5 Special Master's powers and responsibilities expressed.

6 In his January 10, 2020 submission, Plaintiff SKANE objects to language in the
7 December 17, 2021 draft Report in which the Special Master recommends that his factual
8 findings be "deemed adjudicated for purpose of further motion practice at trial." Plaintiff
9 SKANE contends that this recommendation would exceed the authority of the Special Master.
10 As this current Report contains a similar recommendation, the Special Master hereby addresses
11 Plaintiff SKANE's objection. As all parties have consistently agreed, the Special Master's
12 assignment does require factual findings. The import of those findings and their role in the
13 remainder of the present litigation is, as Plaintiff SKANE correctly notes, to be determined by
14 the Court. Nonetheless, the Special Master recommends that the Court deem his factual
15 findings determinative, in the interest of advancing the litigation and bringing consistency to
16 the Court's ultimate ruling. The Court is free to follow or reject this recommendation, as it sees
17 fit, but it is appropriate for the Special Master to make it. As the parties have the opportunity to
18 object to this Report, Findings and Recommendations when it is filed, Plaintiff SKANE's
19 objection will no doubt be addressed by the Court.

20 In making his factual findings, the Special Master of necessity was required to interpret
21 the Bylaws of CEATS, Inc., and to the extent necessary, analyze those Bylaws and the
22 challenged corporate decisions in the context of the Nevada statutory framework governing
23 corporations and their governance. To the extent that the Special Master's findings and
24 recommendations are deemed to be decisions on issues of law, the parties will clearly be
25 afforded the opportunity to challenge them before the Court, arguing for de novo review. Both
26 sides to the current litigation have briefed extensively case law and arguments supporting their
27 interpretations of corporate documents and Nevada statutes. Given the impact of the competing
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1 arguments on the standards applied by the Special Master to the facts of the dispute, litigation
2 regarding allegedly legal issues is anticipated and almost inevitable.

3 The foregoing observations notwithstanding, one central factual issue requires
4 explanation at this point in order to place the Special Master’s findings and recommendations
5 in perspective. The parties have each, to varying degrees addressed the law and related
6 principles which govern the Court’s interpretation and construction of “ambiguous” agreements
7 and corporate documents. Of course, to be “ambiguous” such an agreement or document must
8 be capable of at least two plausible meanings or construction. Where there is only one
9 plausible or reasonable meaning or construction, there is no ambiguity to construe or resolve.
10 The Special Master in the present case has analyzed the question of whether or not Section 8 of
11 the CEATS, Inc. Bylaws is ambiguous as an issue of fact, and as will be apparent from the
12 Findings and Recommendations set forth later herein, has concluded that Section 8 is not
13 ambiguous as a matter of fact, and is capable of being interpreted in only one fashion, as
14 applied to the issues in the present case.

15 **III.**
16 **FINDINGS**

17 The Court’s December 2020 Order sets forth the assignments and powers of the Special
18 Master, and in accordance with that Order, the Special Master hereby makes the following
19 factual Findings with respect to the matters and issues so assigned.

20 **A. Findings Regarding CEATS, Inc. and the Shareholder Activities of June**
21 **2020.**

22 The Court’s December 2020 Order clearly tasks the Special Master with making the
23 necessary factual findings for determining the validity of the expansion of the size of the
24 CEATS, Inc. Board of Directors, the election of individuals to fill those positions, and the
25 adoption of the Amended Bylaws. In order to do so, the Special Master must (1) determine
26 which CEATS, Inc. corporate By-Laws and documents govern the exercise by shareholders of
27 the option of taking action by written consent in the absence of a stockholders meeting, (2)
28 determine the number of outstanding shares of stock in CEATS, Inc. as of June 2020, (3)

1 determine the number of CEATS, Inc. shareholders as of June 2020, (4) determine the number
2 of shareholders who voted in favor of the challenged shareholder action by written consent, (5)
3 determine the percentage of the shareholder voting power voting in favor of the challenged
4 shareholder action by written consent, and (6) determine whether the submitted proxies, and/or
5 written consents are in the form required to satisfy the provisions permitting shareholder action
6 by written consent.

7 As noted earlier herein, the parties jointly submitted to the Special Master in excess of
8 500 pages of evidence and Court filings which they agreed constitute the Record upon which
9 the Special Master is to base the required Findings and Recommendations. (The Record
10 includes documents which the Court's December 2020 Order required the parties to produce,
11 and the Special Master finds that the parties are in compliance with that Order in this regard.)
12 The Special Master has reviewed in detail the documents produced as the Record, including the
13 actual materials represented to be the relevant proxies and written consent forms, hereinafter
14 referred to as the "consent documentation" (see, for example, the Record pages designated as
15 EXHA000001 to 000280, EXHB000001 to 000028, and EXC000001 to 000023, submitted as
16 Tabs 7, 8 and 9 respectively to the original Record submitted to the Special Master), as well as
17 the affidavits and declarations of the parties and their counsel analyzing, tabulating and
18 describing the consent documentation. (See for example the Record, pages SMCEATS000063
19 to 000069, submitted as Tab 10 to the original Record). Based upon this review, the Special
20 Master has arrived at the following factual conclusions and related observations:

21 1. The Special Master's Report, Findings and Recommendations are based upon
22 the Record and Supplemental Record, as identified earlier herein in this Report. Defendants'
23 counsel and Plaintiff SKANE's prior counsel of record agreed and confirmed that the Record
24 was complete and did not require supplementation, both at the time of the Record's submission
25 to the Special Master in January 2021 and later, during a telephonic conference on September
26 9, 2021. The parties represented that as of those dates the Record contained all of the
27 evidentiary materials upon which the Special Master was to rely in making his Findings and
28 Recommendations.

1 2. CEATS, Inc. is a corporation, existing and organized under the laws of the State
2 of Nevada, incorporated in 2006. At and prior to June 15, 2020, the corporation's Board of
3 Directors consisted of two (2) Directors, Defendant GERALD DOW and Plaintiff MILFORD
4 SKANE. The corporate officer positions (President, Secretary and Treasurer) were all held by
5 Plaintiff MILFORD SKANE. The relevant documents setting forth the rules for the
6 governance of CEATS, Inc. as of June 15, 2020 were its Articles of Incorporation, as amended
7 on September 22, 2008 (See Record, pages SMCEATS000001 to 000004) and the
8 corporation's Bylaws, dated August 11, 2006 (located at pages SMCEATS000005 to 000016 of
9 the Record.) (hereinafter, the Original Bylaws).

10 3. The Original Bylaws of CEATS, Inc., consistent with Title 78, Section 320 of
11 the Nevada Revised Statutes, provide a process by which shareholders can take corporate
12 action through written consent, without the necessity of conducting an in person meeting of the
13 shareholders. That process is described in Article II, Section 8 of the Original Bylaws of
14 CEATS, Inc.

15 4. As of June 15, 2020, the number of outstanding shares of stock in CEATS, Inc.
16 was 150,000,000. As reflected in the corporate records of CEATS, Inc., the number of
17 individuals and entities holding shares of CEATS, Inc. corporate stock was 772. (See Record,
18 pages SMCEATS0000030 to 000062).

19 5. The consent documentation gathered from CEATS, Inc. shareholders on or prior
20 to June 15, 2020 has been submitted to the Court in the context of litigating the various motions
21 filed by Plaintiff SKANE and the Defendants, and is also included in the record before the
22 Special Master. The Special Master's detailed review of the consent documentation reveals
23 that 207 shareholders (individuals and entities) manifested consent to the election of
24 Defendants PETER COOK, SR., TERRY McEWEN, MICHAEL CANNON, MICHAEL
25 MANOS, MARK SAUNDERS, STERLING JENSON, and ROBERT ANDERSON, and also
26 voted in favor of the adoption of the Amended Bylaws. The 207 shareholders manifesting such
27 consent collectively represent 84,369,100 of the 150,000,000 outstanding shares of CEATS,
28 Inc., representing approximately 56.2 percent of the shareholder voting power.

1 6. In their briefing before the Court and in submissions included in the record, the
2 Defendants have highlighted a number of flaws, discrepancies and inconsistencies in the
3 manner in which some of the shareholders which submitted consent documentation described
4 their identities or their ownership interests in the shares. [See for example, pages
5 SMCEATS000063 to 000069, included as Tab 10 to the Record]. Examination of these
6 highlighted and identified flaws, discrepancies and inconsistencies reveals that detailed
7 discussion or findings regarding the same is unnecessary, as the Special Master has calculated
8 and concluded that removing the affected consent documentation from the analysis and share
9 count results in a finding that the remaining holders of 80,487,600 shares manifested support
10 for and votes in favor of both the adoption of the Amended Bylaws, and the election of PETER
11 COOK, SR., TERRY McEWEN, MICHAEL CANNON, MICHAEL MANOS, MARK
12 SAUNDERS, STERLING JENSON, and ROBERT ANDERSON. This number reflects 53.6
13 percent of the shareholder voting power.

14 7. The Original Bylaws of CEATS, Inc. in existence on and prior to June 15, 2020
15 are clearly worded and not “ambiguous” in the sense that the language is capable of two or
16 more reasonable meanings or interpretations. The shareholder action taken by the consenting
17 shareholders in the present case, the amendment of the corporation’s bylaws and the election of
18 Directors, is proper under the Original Bylaws if supported by the written consent of
19 shareholders which collectively hold a majority of the outstanding shares of CEATS, Inc. stock.
20 Plaintiff SKANE’s contention that the Original Bylaws require that a majority of actual
21 shareholders (individuals or entities) support such actions by consent is not a reasonable
22 reading of the Bylaws. Nor is it a plausible enough reading of the language as to create an
23 “ambiguity” in the language of the Original By-Laws requiring judicial interpretation, and
24 resolution of the competing interpretations advanced by the parties. While Plaintiff SKANE’s
25 argument that a corporation is free to create a process by which shareholders can take action by
26 written consent (requiring a certain number of shareholders to consent in order to act without a
27 meeting) has some merit, his interpretation leads to an absurd result which could not reasonably
28 have been intended by the corporation and its shareholders, which would run counter to the

1 statutory requirements of Nevada law. Interpreted as Plaintiff SKANE contends, Section 8
2 would permit a group of shareholders constituting more than half of the number of individuals
3 and entities holding shares of stock at any point in time to act via written consent, avoid a
4 shareholder's meeting, and take corporate action (such as amending bylaws, etc.) in spite of the
5 fact, that the remaining shareholders might possess a majority of voting power. Plaintiff
6 SKANE's analysis focuses on what is necessary to invoke the written consent mechanism for
7 shareholder action, but ignores that it creates an unreasonable, chaotic situation in which
8 individuals and entities can ignore or circumvent their lack of share ownership and voting
9 power merely by acting through written consent, so as to avoid the more stringent requirements
10 applicable to taking action at a shareholder's meeting. This simply makes no sense. Such a
11 reading would result in the application of differing standards as to corporate actions, depending
12 on whether the action is taken at a meeting of the shareholders (by majority of outstanding
13 shares), or by the written consent process (a majority of the number of individuals and entities
14 holding stock). Such a difference in standards is not a reasonable interpretation of Title II,
15 Section 8 of the Original Bylaws, the remainder of the Bylaws, or the Articles of Incorporation.

16 8. Applying the standard contained in the Original Bylaws (as explained) in "7."
17 above, the June 15, 2020 actions of the shareholders by written consent were valid, undertaken
18 in accordance with the rules and documents governing such actions.

19 9. After the June 15, 2020 actions of the shareholders by written consent, the duly
20 elected Directors of CEATS, Inc. were MILFORD SKANE, GERALD DOW, PETER COOK,
21 SR., TERRY McEWEN, MICHAEL CANNON, MICHAEL MANOS, MARK SAUNDERS,
22 STERLING JENSON, and ROBERT ANDERSON. Said Directors, specifically those
23 challenged in the present litigation by Plaintiff SKANE, were properly elected, in accordance
24 with the governing Bylaws and corporate documents of CEATS, Inc., Nevada corporate law,
25 and the facts of record, as found by the Special Master.

26 10. The Amended Bylaws were validly adopted by CEATS, Inc. through the written
27 consent of the shareholders on June 15, 2020.

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1 11. The current Directors of CEATS, Inc. as of the date of this Report are
2 MILFORD SKANE, PETER COOK, SR., TERRY McEWEN, MICHAEL CANNON,
3 MICHAEL MANOS, MARK SAUNDERS, STERLING JENSON, ROBERT ANDERSON
4 and GERALD DOW. The operative bylaws governing the corporate activities of CEATS, Inc.
5 as of the present date are those contained in the Amended Bylaws, dated and adopted June 15,
6 2020.

7 12. Based upon the foregoing Findings, the Amended Bylaws and the other
8 governing corporate documents control the process by which a meeting of the CEATS, Inc.
9 stockholders can be noticed and conducted, subject, of course, to the Court's Temporary
10 Restraining Order of October 19, 2020. Furthermore, in accordance with the Courts December
11 2020 Order, in the event that a meeting of the CEATS, Inc. stockholders is noticed in
12 accordance with these documents and applicable law, each of the parties may request, if he so
13 chooses, that the Special Master conduct and/or supervise such meeting, such activity to be
14 governed by the terms of the Court's December 2020 Order.

15 **B. Findings Regarding the Special Master's Potential Participation in the**
16 **Supervision of the CEATS, Inc. Annual Shareholder Meeting.**

17 The Court's December 2020 Order specifically authorized the Special Master to
18 "oversee an annual stockholder election, to ensure that an annual stockholder meeting is
19 actually held and that the stockholders vote on directors for CEAT's (sic) Board of Directors".
20 In their respective submissions to the Special Master, the parties take differing views as to both
21 the scope of this authority and the necessity for such a Special Master supervised stockholders
22 meeting. Despite the representations in his pleadings that the Defendants acted improperly in
23 seeking to invoke the process for shareholder action via written consent, Plaintiff SKANE
24 remains curiously resistant to the convening of an annual stockholder's meeting except,
25 perhaps, one noticed and conducted by him under the terms and process he attempted in
26 September 2020, a previous effort which was enjoined by the Courts' Temporary Restraining
27 Order. The Defendants, on the other hand, have argued in submissions to the Court and the
28 Special Master that a stockholders meeting supervised by the Special Master could serve as an

1 alternative to the resolution of the disputed shareholder consent process of June 2020, arguably
2 curing any flaws in the earlier elections and decisions, clarifying the control of CEATS
3 corporate affairs. While each side has made valid points with respect to the potential utility of
4 the Special Master involvement (or noninvolvement) in the stockholders meeting, the Special
5 Master finds that, in light of the other Findings and Recommendations herein, no such
6 involvement is necessary at the present time.

7 Contrary to the Defendants' argument, simply conducting an annual stockholders
8 meeting will not serve as an effective alternative to resolving the issues attendant to the
9 challenged shareholder and corporate decisions of June and July 2020. Plaintiff SKANE's
10 current Complaint alleges six (6) separate claims for declaratory relief, each either attacking the
11 validity of a specific action of shareholders or purported Directors, or seeking a declaration as
12 to the validity of the activities of CEATS, Inc. and Plaintiff SKANE prior to June 2020. While
13 conducting a stockholders meeting could result in solidifying or changing the constitution of
14 the CEATS, Inc. Board of Directors, and conceivably result in the reversal or modification of
15 the June and July 2020 corporate decisions, it will not necessarily "moot" the claims raised by
16 Plaintiff SKANE. As a threshold matter, Plaintiff SKANE still retains the ability to seek to
17 amend his Complaint to add claims which could conceivably extend beyond requests for
18 equitable relief, if permitted by the Court. Moreover, his Fifth Cause of Action addresses the
19 validity of alleged meetings and activities from past years, a subject which will be unaffected
20 by holding a stockholders meeting. While it remains unclear from the language of his
21 Complaint why Plaintiff SKANE requests such a declaration of validity, he is at least still
22 permitted to pursue his claim and challenge any assertion of "mootness".

23 Moreover, as a practical matter, given the dispute between the parties as to the
24 lawfulness of the June 2020 election of Directors (and the concomitant expansion of the
25 Board), conducting a stockholders meeting as a curative measure simply provides another
26 forum for legal challenges and uncertainty in the absence of prior rulings and findings on the
27 issues regarding the June 2020 shareholder and corporate activities. While the Special Master
28 could oversee a stockholders meeting noticed by the Defendants, operating on the premise that

1 the Court's December 2020 Order endorses the status quo and that the status quo leaves the
2 Defendants in charge of CEATS, Inc.'s corporate affairs, such an outcome is not the most
3 effective means for moving these disputes to resolution by the Court.

4 **III.**
5 **RECOMMENDATIONS**

6 The Special Master, having reviewed the record submitted by the parties, entertained
7 further oral presentations by counsel for the parties, and made the aforementioned Findings
8 with respect to the issues submitted for his consideration, hereby submits the following
9 recommendations.

10 IT IS THEREFORE RECOMMENDED THAT the factual Findings reached by the
11 Special Master in Findings "1" through "12" herein be adopted by the Court, and the matters
12 addressed therein be deemed by the Court to be adjudicated for purpose of further motion
13 practice and trial.

14 DATED this 19th day of April, 2022.

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16 
17 RICHARD J. POCKER, ESQ.
18 SPECIAL MASTER
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