docVerify

EHadaway Affidavit 002.pdf

DocVerify ID:	4F901BC5-4050-4719-B79A-FE4DA11F017B
Created:	February 08, 2023 13:31:38 -8:00
Pages:	17
Remote Notary:	Yes / State: TX

This document is a DocVerify VeriVaulted protected version of the document named above. It was created by a notary or on the behalf of a notary, and it is also a DocVerify E-Sign document, which means this document was created for the purposes of Electronic Signatures and/or Electronic Notary. Tampered or altered documents can be easily verified and validated with the DocVerify veriCheck system. This remote online notarization involved the use of communication technology.

Go to www.docverify.com at any time to verify or validate the authenticity and integrity of this or any other DocVerify VeriVaulted document.

E-Signature Summary

E-Signature 1: Elizabeth Hadaway (EH)
February 08, 2023 13:47:16 -8:00 [7049D058A5C2] [104.11.229.114]
ehadaway@susmangodfrey.com (Principal) (Personally Known)

E-Signature Notary: Jill K. McCrary (JKM)
February 08, 2023 13:47:16 -8:00 [8CCC7637F998] [104.183.203.245]
jmccrary@susmangodfrey.com
I, Jill K. McCrary, did witness the participants named above electronically sign this document.

DocVerify documents cannot be altered or tampered with in any way once they are protected by the DocVerify VeriVault System. Best viewed with Adobe Reader or Adobe Acrobat.
All visible electronic signatures contained in this document are symbolic representations of the persons signature, and not intended to be an accurate depiction of the persons actual signature as defined by various Acts and/or Laws.

IN THE SUPERIOR COURT OF THE STATE OF DELAWARE

US DOMINION, INC., DOMINION VOTING SYSTEMS, INC., and DOMINION VOTING SYSTEMS CORPORATION, Plaintiffs, v. FOX NEWS NETWORK, LLC, Defendant.	Case No. N21C-03-257 EMD **CONSOLIDATED** **PUBLIC VERSION**
US DOMINION, INC., DOMINION VOTING SYSTEMS, INC., and DOMINION VOTING SYSTEMS CORPORATION, Plaintiffs, v. FOX CORPORATION and FOX BROADCASTING COMPANY, LLC, Defendants.	Case No. N21C-11-082-EMD

4F901BC5-4050-4719-B79A-FE4DA11F017B --- 2023/02/08 13:31:38 -8:00 --- Remote Notary

DocVerify ID: 4F901BC5-4050-4719-B79A-FE4DA11F017B
www.docverify.com
Page 1 of 17 | 1FE4DA11F017B

AFFIDAVIT OF ELIZABETH HADAWAY

STATE OF TEXAS)
)
COUNTY OF HARRIS)

BEFORE ME, the undersigned authority, personally appeared Elizabeth Hadaway, who being a credible person of lawful age first duly sworn according to law, deposes and states as follows:

I, Elizabeth Hadaway, having been first duly sworn hereby depose and state:

1. I am an associate at Susman Godfrey, LLP and counsel for Plaintiffs US Dominion, Inc., Dominion Voting Systems, Inc., and Dominion Voting Systems Corporation ("Dominion").

2. I am an attorney at Susman Godfrey, L.L.P., and licensed to practice in the State of Texas and California. I am admitted to practice in the State of Delaware *pro hac vice*. I represent Plaintiffs US Dominion, Inc., Dominion Voting Systems, Inc., and Dominion Voting Systems Corporation ("Dominion"), in the above-captioned action.

3. I am familiar with and have knowledge of the facts and circumstances set forth in this affidavit, which is being offered in support of Dominion's Combined Opposition to Fox News Network, LLC's and Fox Corporation's Rule 56 Motions for Summary Judgment.

4F901BC5-4050-4719-B79A-FE4DA11F017B --- 2023/02/08 13:31:38 -8:00 --- Remote Notary

DocVerify ID: 4F901BC5-4050-4719-B79A-FE4DA11F017B
www.docverify.com
Page 2 of 17 | 2FE4DA11F017B

4. Attached to this Declaration are true and correct copies of the following exhibits, which are exhibits cited in Dominion's Combined Opposition to Fox News Network, LLC's and Fox Corporation's Rule 56 Motions for Summary Judgment:

Ex. No.	Description	Bates or Deposition Exhibit Reference
600	Combined deposition transcript of Keith Rupert Murdoch, taken on January 19 and 20, 2023	
601	Deposition transcript of Viet Dinh, taken on February 3, 2023	
602	Text message between Suzanne Scott and Lachlan Murdoch, November 6, 2020	FoxCorp00056535
603	Email from Rupert Murdoch to Jared Kushner Re: Advs., September 25, 2020	FoxCorp00083020
604	Text message between Gary Schreier and Lauren Petterson, November 7, 2020 (because the text was produced in UTC time, the actual time is 5 hours earlier ET, making the date the prior day)	FNN059_04466157
605	Deposition transcript of Raj Shah, taken on January 31, 2023	
606	Email from Raj Shah to Viet Dinh Re: NYT Reporter Tweet, November 5, 2020	FoxCorp00204128
607	Email from Irena Briganti to Suzanne Scott and Jay Wallace Re: Reliable Sources, November 8, 2020	FNN018_02282604
608	Email from Col Allan to Rupert Murdoch and Lachlan Murdoch Re: Arizona, November 5, 2020	FoxCorp00059750
609	Email from Suzanne Scott to Rupert Murdoch Re: MWM - Steve Bannon, November 5, 2020	FoxCorp00054069

4F901BC5-4050-4719-B79A-FE4DA11F017B --- 2023/02/08 13:31:38 -8:00 --- Remote Notary

DocVerify ID: 4F901BC5-4050-4719-B79A-FE4DA11F017B
www.docverify.com
Page 3 of 17 | 3FE4DA11F017B

610	Transcript of Maria Bartiromo's interview with Steve Bannon on November 5, 2020	PX 3344
611	Email from Suzanne Scott to Jay Wallace Fwd: Ratings., November 8, 2020	FNN090_04596441
612	Emal from Raj Shah to Lachlan Murdoch, et al Re: Brand Protection Roundup - 11/6/20, November 6, 2020	FNN028_03863599
613	Email from Rupert Murdoch to Colin Allan Re: Same stuff, November 6, 2020	FoxCorp00082623
614	Email from Rupert Murdoch to Suzanne Scott Re: Georgia widens., November 6, 2020	FNN019_03561069
615	Email from Col Allan to Rupert Murdoch Re: Good, November 7, 2020	FoxCorp00082799
616	Email from Rupert Murdoch to Lachlan Murdoch Re: Try this, November 7, 2020	FoxCorp00060731
617	Email from Lachlan Murdoch to Rupert Murdoch Re: Call., November 7, 2020	FoxCorp00059008
618	Email from Rupert Murdoch to Jack Keane Re: Election Fraud, November 9, 2020	FoxCorp00060751
619	Email from Rupert Murdoch to Suzanne Scott Re: Vaccine., November 9, 2020	FNN019_03567823
620	Deposition transcript of Paul Ryan, taken on January 31, 2023	
621	Fox News Media Digital Expansion presentation, November 11, 2020	FNN019_03551592
622	Email from Anne Dias to Paul Ryan Fwd: Axios AM: Mike's Top 10 - Biden's Day 1 - Scoop: Trump eyes digital empire to "wreck Fox" -- Augusta in autumn, November 12, 2020	PDR_00000220

4F901BC5-4050-4719-B79A-FE4DA11F017B --- 2023/02/08 13:31:38 -8:00 --- Remote Notary

DocVerify ID: 4F901BC5-4050-4719-B79A-FE4DA11F017B
www.docverify.com
Page 4 of 17 | 4FE4DA11F017B

623	Email from Samantha Luks to Raj Shah Re: External: Pricing for FNC viewers custom poll, November 10, 2020	FoxCorp00032841
624	Email from Raj Shah to Irena Briganti Re: Tracking Data Shows Another Drop…, November 11, 2020	FoxCorp00053724
625	Email from Raj Shah to Lachlan Murdoch Re: Brand Protection Roundup - 11/13/20, November 13, 2020	FNN028_03863586
626	Email from Raj Shah to Lachlan Murdoch and Viet Dinh Re: Update, November 16, 2020	FoxCorp00085539
627	Text message between Suzanne Scott and Lachlan Murdoch, November 14, 2020	FoxCorp00056555
628	Text message between David Clark and Meade Cooper, November 13, 2020 (because the text was produced in UTC time, the actual time is 5 hours earlier ET, making the date the prior day)	FNN062_04472237
629	Text message between Suzanne Scott and Lachlan Murdoch, November 29, 2020	FoxCorp00056558
630	Email from Rupert Murdoch to Robert Thomson Re: Pollster: It's Curious How Biden Underperformed Hillary Clinton In Every City…Except These Four., November 14, 2020	FoxCorp00083072
631	*Rage Against the Voting Machine*, Wall Street Journal, November 17, 2020	PX 3323
632	Email from Andrea Vacchiano to Abby Grossberg, et al Re: TRANSCRIPT: PRESIDENT DONALD TRUMP SMF INTERVIEW, November 29, 2020	FNN006_00016439
633	Email from Rupert Murdoch to Saad Mohseni Re: Perhaps a short term solution, November 19, 2020	FoxCorp00060779

4F901BC5-4050-4719-B79A-FE4DA11F017B --- 2023/02/08 13:31:38 -8:00 --- Remote Notary

DocVerify ID: 4F901BC5-4050-4719-B79A-FE4DA11F017B
www.docverify.com
Page 5 of 17 | 5FE4DA11F017B

634	Email from Rupert Murdoch to Preston Padden Re: Fox News Dilemma: Indulge Trump's Conspiracies or Lose Viewers, November 23, 2020	FoxCorp00060853
635	Text message between Justin Wells and Tucker Carlson, January 14, 2021 (because the text was produced in UTC time, the actual time is 5 hours earlier ET, making the date the prior day)	FNN035_03891328
636	*"Fox News Identity Crisis: Indulge Trump's Election Conspiracy or Reject It and Watch Its Audience Flee?",* Mediaite.com, November 23, 2020	PX 3367
637	Email from Irena Briganti to Suzanne Scott and Jay Wallace FW: Washington Post Inquiry, December 1, 2020	FNN019_03622163
638	Text message between Paul Ryan, Lachlan Murdoch and Rupert Murdoch, December 6, 2020	FoxCorp00056669
639	Email from Rupert Murdoch to Suzanne Scott Re: Could you call when convenient?, December 7, 2020	FoxCorp00041239
640	Email from Robert Thomson to Rupert Murdoch Re: Monday metro.png, December 28, 2020	FoxCorp00062283
641	Email from Col Allan to Rupert Murdoch Re: Monday metro.png, December 28, 2020	FoxCorp00082950
642	Text message between Suzanne Scott and Lachlan Murdoch, January 6, 2021	FoxCorp00056570
643	Email from Rupert Murdoch to Preston Padden Re: Hard Criticism Of Fox News In The Washington Post, January 8, 2021	FoxCorp00061028
644	Email from Maria Bartiromo to Abby Grossberg Re: POTUS master list 2 working still, November 28, 2020	FNN011_00095652

4F901BC5-4050-4719-B79A-FE4DA11F017B --- 2023/02/08 13:31:38 -8:00 --- Remote Notary

DocVerify ID: 4F901BC5-4050-4719-B79A-FE4DA11F017B
www.docverify.com
Page 6 of 17 | 6FE4DA11F017B

645	Email from Anne Dias to Rupert Murdoch, Lachlan Murdoch, Viet Dinh, Jacques Nasser bcc: Paul Ryan FW: The limits on free speech in the internet era from the Financial Times	PDR_00000589
646	Email from Rupert Murdoch to Lachlan Murdoch Re: The limits on free speech in the internet era from the Financial Times, January 12, 2021	FoxCorp00058210
647	Email from Suzanne Scott to Irena Briganti Re: WashPost/Ellison story, November 9, 2020	FNN018_02293567
648	*Fake Claims About Dominion Voting Systems Do Real Damage*, wsj.com, November 30, 2020	
649	Email from Carolina Chao to Irena Briganti, et al RE: "Stolen election" references, January 21, 2021	FNN019_03736523
650	Fox Corp Board Offsite	FoxCorp00074295
651	*Voting Machine Supplier Criticized by Trump in Spotlight on Election Integrity,* wsj.com, November 17, 2020	
652	Email from Suzanne Scott to Rupert Murdoch Re: Could you call when convenient?, December 7, 2020	FNN090_04612833
653	*The Post Says Give It Up Mr. President,* nypost.com, December 27, 2020	
654	Fox News Digital - The Power to Break Through	FNN019_03827966
655	Transcript of Opening Statement from Justice with Judge Jeanine, December 5, 2020	
656	Email from Tom Lowell to Meade Cooper Re: pls call me when you can, December 18, 2020	FNN018_02646249

4F901BC5-4050-4719-B79A-FE4DA11F017B --- 2023/02/08 13:31:38 -8:00 --- Remote Notary

DocVerify ID: 4F901BC5-4050-4719-B79A-FE4DA11F017B
www.docverify.com
Page 7 of 17 | 7FE4DA11F017B

657	Email from Nancy Harmeyer to Lauren Petterson Re: Nancy Harmeyer has invited you to work together in "EDDIE PEREZ- SMARTMATIC IVIEWVER4.MP4" file on Box, December 18, 2020	FNN018_02648978
658	Email from Tom Lowell to Lauren Petterson Re: call me when you can ..?, December 18, 2020	FNN018_02648977
659	Text message between Gary Schreier and Lauren Petterson, December 17, 2020 (because the text was produced in UTC time, the actual time is 5 hours earlier ET, making the date the prior day)	FNN053_04433001
660	Email from Rupert Murdoch to Lachlan Murdoch, December 7, 2020	FoxCorp00060858
661	Email from Mike Emanuel to 069 - Politics; 030-FoxDigitalContent; 246 - FBN DC Editorial; 041-WHUNIT Re: Dominion Voting Systems responds to Presidential Tweet allegations, November 12, 2020	FNN001_00000333
662	Email from Alexa Green to Jeff Field Re: Offering Michael Steel, GOP Strategist, to speak on Dominion Voting and election fraud claims, December 3, 2020	FNN001_00002036
663	Email from Jeff Field to John Fawcett FW: Election 2020: Setting The Record Straight, November 12, 2020	FNN007_00018998
664	Email from Jerry Andrews to David Clark FW: Re: DOMINION SEGMENT, November 14, 2020	FNN008_00022038
665	Email from Lauren Petterson to Suzanne Scott, et al Re: Lou Dobbs latest, January 6, 2021	FNN019_03700750
666	Email from Rupert Murdoch to Paul Ryan Re: The Morning Dispatch: The	FoxCorp00061113

4F901BC5-4050-4719-B79A-FE4DA11F017B --- 2023/02/08 13:31:38 -8:00 --- Remote Notary

DocVerify ID: 4F901BC5-4050-4719-B79A-FE4DA11F017B
www.docverify.com
Page 8 of 17 | 8FE4DA11F017B

	Alternate Reality Machine, January 12, 2021	
667	Email from Suzanne Scott to Jeffrey Collins and Andreanna Walsh Fwd: FYI: Mike Lindell on Newsmax, December 18, 2020	FNN019_03668119
668	Email from Meade Cooper to Tom Lowell et al Re: Bookings, December 19, 2020	FNN019_03671396
669	Email from Jeffrey Collins to Irena Briganti et al Re: Lindell, December 14, 2020	FNN018_02608687
670	Email from Jeffrey Collins to Mackenzie Mucci Re: CPMs, December 23, 2020	FNN018_02683990
671	Excerpt of transcript of hearing in *US Dominion v Powell et al*, June 24, 2021	
672	Deposition transcript of Paul Chavez-Casanova, taken on August 12, 2022	
673	Deposition transcript of Ron Rosania, taken on November 15, 2022	
674	Deposition transcript of Barry Herron, taken on October 6, 2022	
675	Fox News Executive Staff	PX 3330
676	Email from Sean Hannity to Eric Trump, Lara Trump and Rupert Murdoch Re: Trump Ad, August 15, 2017	FoxCorp00087101
677	Email from Suzanne Scott to Rupert Murdoch Re: Ratings, November 30, 2017	FoxCorp00205954
678	Email form Jay Wallace to Rupert Murdoch and Suzanne Scott Re: Fox News anchor Shepard Smith attacks Trump administration's 'lies,' July 15, 2017	FoxCorp00205984
679	Email from Rupert Murdoch to Suzanne Scott Re: Ratings., September 10, 2020	FNN019_03393328

4F901BC5-4050-4719-B79A-FE4DA11F017B --- 2023/02/08 13:31:38 -8:00 --- Remote Notary

DocVerify ID: 4F901BC5-4050-4719-B79A-FE4DA11F017B
www.docverify.com
Page 9 of 17 | 9FE4DA11F017B

680	Email from Suzanne Scott to Rupert Murdoch Re: Ratings, July 20, 2017	FoxCorp00205983
681	Email from Suzanne Scott to Rupert Murdoch Re: Money!, December 16, 2020	FoxCorp00053931
682	Email from Suzanne Scott to Rupert Murdoch and Lachlan Murdoch Re: Sammons, November 20, 2020	FNN019_03604887
683	Email from Alexandra Coscia to 100 - Media Relations Fwd: TRUMP TWEET: Must see @seanhannity takedown of the horrible, inaccurate and anything but secure Dominion Voting System which is used in States where tens of thousands of votes were stolen from us and given to Biden. Likewise, the Great@LouDobbs h..., November 12, 2020	FNN011_00104697
684	Email from Alexa Green to Jennifer Voit Re: Offering Michael Steel, GOP Strategist, to speak on Dominion Voting and election fraud claims, December 3, 2020	FNN001_00002044
685	Email from Rupert Murdoch to Suzanne Scott Re: Idea, November 28, 2020	FNN019_03618125
686	Video of Jeanine Pirro interviewing Mike Flynn, December 5, 2020	
687	Email from Suzanne Scott to Rupert Murdoch Re: Senate., October 27, 2020	FoxCorp00054068
688	Email from Preston Padden to Rupert Murdoch and Lachlan Murdoch Re: Unbelievable!, September 29, 2020	FoxCorp00075661
689	Email from Jay Wallace to Rupert Murdoch Re: West Virginia, May 7, 2018	FoxCorp00205952
690	Email from Rupert Murdoch to Col Allan Re: Hi, September 17, 2020	FoxCorp00062609

4F901BC5-4050-4719-B79A-FE4DA11F017B --- 2023/02/08 13:31:38 -8:00 --- Remote Notary

DocVerify ID: 4F901BC5-4050-4719-B79A-FE4DA11F017B
www.docverify.com
Page 10 of 17 | 10FE4DA11F017B

691	Email from jay Wallace to Rupert Murdoch Re: Tapping Trump, March 4, 2017	FoxCorp00205970
692	Text message between Suzanne Scott and Lachlan Murdoch, November 6, 2020	FoxCorp00056514
693	Text message between Tucker Carlson and Lachlan Murdoch, September 22, 2020	FoxCorp00056597
694	Email from Maria Bartiromo to Suzanne Scott Re: Maria -- some thoughts, January 29, 2020	FNN019_03241612
695	Email from Raj Shah to Irena Briganti, et al Re: Business Insider - Tucker Carlson, July 2, 2020	FNN019_03337650
696	Email from Raj Shah to Lachlan Murdoch, et al Re: Brand Protection Roundup - 11/13/20, November 13, 2020	FoxCorp00085810
697	Email from Irena Briganti to Raj Shah Re: House Call, November 10, 2020	FNN019_03571949
698	Email from Raj Shah to Alex Griswold, et al Re: Thoughts?, November 12, 2020	FoxCorp00225141
699	memo from Raj Shah to Viet Dinh Re: Tucker Carlson Tonight Data, October 7, 2020	FoxCorp00219508
700	Email from Raj Shah to Ron Mitchell Re: Memo, October 21, 2020	FNN099_05202379
701	Text message between Alex Pfeiffer and Raj Shah, November 20, 2020	FoxCorp00086756
702	*Trump Cries Voter Fraud In Court - His Lawyers Don't*, wsj.com, November 13, 2020	
703	Email from Abby Grossberg to Maria Bartiromo Re: Do we have to pull that statement from Dominion denying wrongdoing?	FNN001_00000693

4F901BC5-4050-4719-B79A-FE4DA11F017B --- 2023/02/08 13:31:38 -8:00 --- Remote Notary

DocVerify ID: 4F901BC5-4050-4719-B79A-FE4DA11F017B
www.docverify.com
Page 11 of 17 | 11FE4DA11F017B

704	Email from Abby Grossberg to Gregory Hand, et al Re: UPDATE: "SUNDAY MORNING FUTURES" GUEST LINEUP FOR NOV 8th, November 7, 2020	FNN006_00014674
705	Email from Rupert Murdoch to Suzanne Scott Re: People, January 16, 2021	FNN019_03725120
706	Email from Rupert Murdoch to Suzanne Scott Re: McEnany, January 26, 2021	FNN019_03747769
707	Email from Rupert Murdoch to Suzanne Scott and Lachlan Murdoch Re: Potus Rallies, September 15, 2020	FNN019_03402925
708	Email from Rupert Murdoch to Lachlan Murdoch Re: The Daily Beast: Fox News CEO Suzanne Scott's Job Is in Jeopardy, Insiders Say, January 15, 2021	FoxCorp00058284
709	Email from Jack Keane to Rupert Murdoch Re: Election Fraud, November 9, 2020	FoxCorp00065976
710	Email from Irena Briganti to Viet Dinh et al Re: Privileged & Confidential/FNM press 1-26, January 26, 2021	FNN061_04469957
711	Email from Irena Briganti to Viet Dinh, et al Re: Privileged & confidential/FNM press, November 9, 2020	FoxCorp00085778
712	Email from Irena Briganti to Viet Dinh, et al Re: Privileged & confidential/FNM press 11-11, November 11, 2020	FNN061_04469956
713	Email from Irena Briganti to Viet Dinh et al Re: Privileged & Confidential/FNM press 12-14, December 14, 2020	FNN061_04469939

4F901BC5-4050-4719-B79A-FE4DA11F017B --- 2023/02/08 13:31:38 -8:00 --- Remote Notary

DocVerify ID: 4F901BC5-4050-4719-B79A-FE4DA11F017B
www.docverify.com
Page 12 of 17 | 12FE4DA11F017B

714	Email from Suzanne Scott to Meade Cooper and Porter Berry Fwd: Privileged & Confidential/FNM press 11-5, November 5, 2020	FNN061_04469919
715	Email from Raj Shah to Jeffrey Collins FW: YouGov Tracking Update, November 10, 2020	FNN033_03872538
716	Email from Raj Shah to Viet Dinh Re: Both Memos, October 21, 2020	FoxCorp00201779
717	Text message between Meade Cooper and Raj Shah, February 17, 2021	FNN062_04483134
718	Email from Raj Shah to Justin Wells and Alex Pfeiffer Re: Newsmax TV - Sidney Powell interview 11/21/2020 9:15:40 PM:, November 21, 2020	FNN011_00096294
719	Email from R. Shah to E. Schwartz, A. Griswold, and L. Wigo re FW: TUCKER LINEUP - TUESDAY, JANUARY 26, 2021; January 26, 2021	FoxCorp00197472
720	Email from Irena Briganti to Suzanne Scott and Jay Wallace Re: FYI, November 7,2020	FNN019_03562839
721	Email from Raj Shah to Lachlan Murdoch, et al Re: Tucker/Sidney Powell Update, November 23, 2020	FNN014_00127851
722	*A Bogus Dispute is Doing Real Damage,* wsj.com, November 19, 2020	
723	*No, Dominion voting machines did not delete Trump votes*, nytimes.com, November 11, 2020	
724	Text message between Josh Raffell and Raj Shah, January 3, 2021	FoxCorp00086803
725	Text message between John Beamer and Raj Shah, November 4, 2020	FoxCorp00086481
726	Text message between Raj Shah and Alexander Griswold, November 19, 2020	FoxCorp00222309

4F901BC5-4050-4719-B79A-FE4DA11F017B --- 2023/02/08 13:31:38 -8:00 --- Remote Notary

DocVerify ID: 4F901BC5-4050-4719-B79A-FE4DA11F017B
www.docverify.com
Page 13 of 17 | 13FE4DA11F017B

727	Email from Justin Wells to Alex Pfeiffer and Raj Shah Re: Newsmax TV - Sidney Powell interview 11/21/2020 9:15:40 PM:, November 21, 2020	FNN019_03605215
728	Email from Raj Shah to Irena Briganti Re: Thoughts on Surrogates, November 9, 2020	FNN019_03567663
729	Tucker Carlson Facebook screenshot, January 26, 2021	DOM_0072293598
730	Email from Dominion Voting Systems to Abby Grossberg Re: Dominion CEO In WSJ: Fake Claims Do Real Damage, November 30, 2020	FNN004_00007139
731	SEC Form 10-K for Fox Corporation for the fiscal year ended June 30, 2021	PX 2127
732	Expert Report of Professor Joel Steckel, November 28, 2022, and Errata to the Expert Report of Professor Joel Steckel, January 17, 2023	
733	Voicemail left on Dominion Voting Systems' customer support line, November 10, 2020	DOM_0071462513
734	Email from K. DeFries to Security@dominionvoting.com re Fwd: [External] Election; November 14, 2020	DOM_0000332389
735	Voicemail left on Dominion Voting Systems' customer support line, November 13, 2020	DOM_0000167892
736	*Special Report: Voting-system firms battle right-wing rage against the machines*, reuters.com, November 7, 2022	PX 3162
737	Deposition transcript of Andrew Banks, taken on November 4, 2022	
738	Expert Report and Disclosure of Mark J. Hosfield, submitted November 29, 2022, and Errata to the Expert Report	

4F901BC5-4050-4719-B79A-FE4DA11F017B --- 2023/02/08 13:31:38 -8:00 --- Remote Notary

DocVerify ID: 4F901BC5-4050-4719-B79A-FE4DA11F017B
www.docverify.com
Page 14 of 17 | 14FE4DA11F017B

	and Disclosure of Mark J. Hosfield, submitted December 9, 2022	
739	Broadcast ratings spreadsheet, November 10, 2020	FNN026_03858068
740	Weekend Quarter Hour Reports for November 7, 2020	FNN019_03570321
741	Letter from Tom Clare and Megan Meier to Fox News Re: Retraction Demand, December 22, 2020	DOM_0000002058
742	*President Trump, your legacy is secure - stop the 'stolen election' rhetoric,* nypost.com, November 7, 2020	PX 2864
743	Text message between Jenna Ellis and Tucker Carlson, November 20, 2020	FNN035_03890202
744	*Dominion v. Fox Corp.*, Transcript of hearing on Motion to Dismiss, March 15, 2022	
745	Email from Suzanne Scott to Meade Cooper and Porter Berry Fwd: Privileged & Confidential/FNM press 11-5, November 5, 2020	FNN061_04469919
746	*Downcast Trump makes baseless election fraud claims in White House address*, nypost.com, November 5, 2020	PX 3308
747	Email from Suzanne Scott to Meade Cooper Fwd: Polls, November 6, 2020	FNN018_02263538
748	Text message between Gary Schreier and Lauren Petterson, November 12, 2020 (because the text was produced in UTC time, the actual time is 5 hours earlier ET, making the date the prior day)	FNN059_04466184
749	Email from Rupert Murdoch to Col Allan Re: Good, November 7, 2020	FoxCorp00082508
750	Email from Alexa Green to Abby Grossberg Re: Offering Michael Steel, GOP Strategist, to speak on Dominion	FNN001_00002019

4F901BC5-4050-4719-B79A-FE4DA11F017B --- 2023/02/08 13:31:38 -8:00 --- Remote Notary

DocVerify ID: 4F901BC5-4050-4719-B79A-FE4DA11F017B
www.docverify.com
Page 15 of 17 | 15FE4DA11F017B

	Voting and election fraud claims, December 3, 2020	
751	Screenshot of https://press.foxnews.com/	
752	Email from Suzanne Scott to Rupert Murdoch Re: Polls, November 6, 2020	FNN019_03561073
753	Email from Rupert Murdoch o Col Allan Re: Same stuff, November 6, 2020	FoxCorp00080866
754	Email from Rupert Murdoch to Suzanne Scott Re: Call, November 6, 2020	FoxCorp00054123
755	Email from Rupert Murdoch to Suzanne Scott Re: Call, November 6, 2020	FNN019 03561067
756	Email from Bret Baier to Alan Komissaroff Re: here, November 6, 2020	FNN018_02268195
757	Email from Martha MacCallum to Alan Komissaroff Re: latest script, November 7, 2020	FNN018_02274477
758	Email from Lachlan Murdoch to Rupert Murdoch and Col Allan Re: Try this, November 7, 2020	FoxCorp00060153

5. Native versions of the files in Exs. 686, 733, 735, 739, and 740 are provided to the Court, as indicated in the above chart.

6. Plaintiffs have served Defendants with a copy of the above Exhibits by email.

7. Certain text message strings were produced in this case in "UTC" time. Because UTC time is five hours ahead of Eastern time, for any text message with a timestamp between 12:00 and 4:59 am UTC, the Eastern time occurs the day prior.

4F901BC5-4050-4719-B79A-FE4DA11F017B --- 2023/02/08 13:31:38 -8:00 --- Remote Notary

DocVerify ID: 4F901BC5-4050-4719-B79A-FE4DA11F017B
www.docverify.com
Page 16 of 17 | 16FE4DA11F017B

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

Elizabeth Hadaway

Signed on 2023/02/08 13:47:16 -8:00

Elizabeth Hadaway

Subscribed and sworn to before me, the undersigned Notary Public, by means of communication technology, this 8th day of February 2023.

Jill K. Mccrary
Commission # 1003434-9
Notary Public
STATE OF TEXAS
My Comm Exp. Dec 19, 2026

Notary Stamp 2023/02/08 14:47:16 PST - 6CCC7637F998

Notarial act performed by audio-visual communication

Jill K. Mccrary

Signed on 2023/02/08 13:47:16 -8:00

Notary Public in and for the State of Texas

4F901BC5-4050-4719-B79A-FE4DA11F017B --- 2023/02/08 13:31:38 -8:00 --- Remote Notary

DocVerify ID: 4F901BC5-4050-4719-B79A-FE4DA11F017B
www.docverify.com
Page 17 of 17 | 17FE4DA11F017B

CERTIFICATE OF SERVICE

I, Brian E. Farnan, hereby certify that on March 7, 2023, a copy of the foregoing document was served via LexisNexis File&Serve on the following:

Blake Rohrbacher
Katharine L. Mowery
Angela Lam
RICHARDS, LAYTON & FINGER, P.A.
920 N. King Street
Wilmington, DE 19801

John L. Reed
Ronald N. Brown, III
DLA PIPER LLP (US)
1201 North Market Street, Suite 2100
Wilmington, DE 19801

/s/ *Brian E. Farnan*
Brian E. Farnan (Bar No. 4089)

Exhibit 600

EXCERPTED TRANSCRIPT

In the Matter Of:

US Dominion, Inc. et al. vs

Fox News Network, LLC

RUPERT MURDOCH

January 19, 2023

15

that. But, according to your proxy, you control approximately 107 million shares of Fox stock between the non-voting Class A and voting Class B.
Does that sound correct to you?
A. Those shares are held by what is called The Murdoch Trust. [redacted]
(Reporter clarification.)
THE WITNESS: And the trust, there's eight votes. The four older children each have one, and I have four, which go away when I die.
BY MR. NELSON:
Q. At this point, is it fair to say that, given your half interest in the trust --
A. Half voting interest.
Q. -- has -- half voting interest in the trust, that you are able to control the shares of the stock?
A. Well, I can certainly have a veto.
Q. You can certainly have a veto. That is fair, sir. And I just checked the stock price as of today is approximately $30 a share of Fox Corporation, give or take?
A. I think this morning it's more like $28 but

16

yes.
Q. Okay. Fair enough. I just did the math. And the 107 million shares times $30 a share is -- what? -- 3-point -- 3,220,000,000 or something along those lines.
Does that sound right?
A. I will accept your figure. I don't know.
Q. All right. Fair enough.
Do you follow the news? Do you follow the news?
A. Very much so. Well, when I'm around, when I can. I've got it really bad reading my newspapers.
Q. You are really bad at "reading your newspapers?"
A. No. I read my newspapers a lot more than I watch television.
Q. I see. What are your newspapers?
A. The Wall Street Journal, The London Times, New York Post. Those are the only ones I follow.
Q. Aside -- aside from those three sources, what other sources of news do you follow?
A. Not much. I look at the Drudge Report to see if I've missed something. I'm scattered sort -- I like to follow everything I can.
But that's a lot. You know, I look at the Mail

17

Online, a bit of gossip, that sort of stuff.
Q. And you -- in addition to your role at Fox Corporation, you're also the executive chairman or its equivalent at News Corp?
A. Oh, definitely.
Q. It's -- and so when you refer to "my papers," those are owned by News Corp?
A. Yes. The -- the shareholding in News Corp is really a mirror of what's going on at Fox.
Q. What do you mean by "it's a mirror at Fox"?
A. Well, I mean, we have approximately 40 percent of the vote, about.
(Reporter clarification.)
THE WITNESS: Oh, I said that we have approximately, the Murdoch Family Trust, 40 percent of the voting shares in both companies.
BY MR. NELSON:
Q. Aside from the media entities that you owned through News Corporation --
And, by the way, do you find the sources that you read within News Corporation -- the New York Post, the Wall Street Journal, the Times -- do you find those to be credible news sources?
A. Very much so.
Q. What other sources of news do you believe

18

[redacted]

23

BY MR. NELSON:
Q. Sir, do you believe Dominion committed election fraud by rigging the 2020 presidential election?
MR. WEBB: Objection; form of the question.
THE WITNESS: Could you repeat it?
BY MR. NELSON:
Q. Do you believe Dominion committed election fraud by rigging the 2020 presidential election?
A. Well, I only recently heard of it and -- and of this lawsuit, and I have seen no evidence that they rigged anything.
Q. I'm asking for your current belief.
A. Uh-huh. I'm saying that I have not seen any evidence.
MR. WEBB: Can I -- I'm going to interrupt. I'm -- I'm going to object to the form. The last question didn't limit it to that time. Can you -- I'm just going to ask you very politely if you could put a time period in it, it may be helpful. And it is up to you, sir. I'm not going -- I'm not going to make objections.
BY MR. NELSON:
Q. I will rephrase.
Do you currently believe Dominion committed

24

election fraud by rigging the 2020 presidential election?
A. I honestly do not know.
Q. You don't know?
A. I've seen no evidence that they did.
Q. You have seen no evidence that Dominion committed election fraud by rigging the 2020 presidential election; correct?
A. I've seen no evidence.
Q. Have you ever believed that Dominion committed election fraud by rigging the 2020 presidential election?
A. No. I have never seen any evidence.
Q. Do you believe that Dominion software and algorithms manipulated vote counts in the 2020 presidential election?
A. I never know with the algorithms. In our business, we suffer from other people using algorithms.
We have, for instance, a lot of digital news services like the digital editions of things; and we get paid by advertisers according to how many people that go into that. And sometimes you get a dramatic drop. So what's happened? Oh, the algorithm has changed on Facebook.

25

That's all I'm saying. I'm not saying anything happened with Dominion. I'm simply saying algorithms are a bit of a mystery.
Q. And, sir, I'm going to try to ask questions that are answerable "Yes" or "No." If you can answer them "Yes" or "No," can you try to answer them "Yes" or "No"?
MR. WEBB: Objection; form of the question.
THE WITNESS: Could you say that again?
BY MR. NELSON:
Q. I'm going to try to ask questions --
A. Oh, I heard that. Of course.
Q. -- with a "Yes" or "No." Can you try to respond "Yes" or "No" only?
A. Yes, of course.
Q. Okay.
And you understand that this deposition today is as if we are in front of a jury; correct?
A. Indeed.
Q. And that the jury will be judging credibility based upon your answers; correct?
MR. WEBB: Objection; form.
THE WITNESS: Could you speak up?
BY MR. NELSON:
Q. The jury will be judging your credibility

26

based upon your answers; correct?
A. Of course.
Q. And you understand when you answer, "I don't know," when you, in fact, do know, that is not telling the truth; correct?
A. Yes.
Q. Okay.
So, to the best of your current knowledge, do you believe that Dominion software and algorithms manipulated vote counts in the 2020 --
A. No.
Q. -- presidential --
Have you ever seen any credible evidence that Dominion software and algorithms manipulated vote counts in the --
A. No.
Q. -- 2020 presidential election?
Have you ever believed that Dominion's software and algorithms manipulated vote counts in the 2020 presidential election?
MR. WEBB: Objection; form.
THE WITNESS: No. I've never even heard about this until a few months ago.
BY MR. NELSON:
Q. Do you currently believe that Dominion is

27

owned by a company founded in Venezuela to rig elections for the dictator Hugo Chavez?
A. Say it again?
Q. Do you currently believe that Dominion is owned by a company founded in Venezuela to rig elections for the dictator Hugo Chavez?
A. I don't know anything about that.
Q. Is that a "No"?
MR. WEBB: Objection; form.
THE WITNESS: I've never heard of that.
MR. NELSON: Okay.
(Reporter clarification.)
THE WITNESS: Well, it could be a "No." I just don't know.
BY MR. NELSON:
Q. Have you ever seen any credible evidence that Dominion is owned by a company founded in Venezuela --
A. No.
Q. -- to rig elections for the dictator Hugo Chavez?
A. Never heard of it.
Q. It is laughable, isn't it?
MR. WEBB: Objection; form.
THE WITNESS: No. I never heard of it. I have

28

no comment on it.
BY MR. NELSON:
Q. Have you ever believed that Dominion is owned by a company founded in Venezuela to rig elections for the dictator Hugo Chavez?
MR. WEBB: Objection; Form.
THE WITNESS: No, I have not.
BY MR. NELSON:
Q. Do you currently believe that Dominion paid kickbacks to governmental officials who used its machines in the 2020 presidential election?
A. No.
Q. Have you ever seen any credible evidence that Dominion paid kickbacks to governmental officials who used its machines in the 2020 presidential election?
A. No.
Q. Have you ever believed that Dominion paid kickbacks to governmental officials who used its machines in the 2020 --
A. No.
Q. -- presidential election?
Do you believe that Dominion was engaged in a massive and coordinated effort to steal the 2020 presidential election?

29

A. No.
Q. Have you ever seen any credible evidence to suggest that Dominion was engaged in a massive and coordinated effort to steal the 2020 presidential election?
A. No.
Q. Have you ever believed that Dominion was engaged in a massive and coordinated effort to steal the 2020 presidential election?
A. No.
MR. WEBB: Objection; form.
BY MR. NELSON:
Q. Do you believe that Dominion was involved in an effort to delegitimize and destroy votes for Donald Trump?
A. I don't know.
MR. WEBB: Objection; form. Objection; form.
BY MR. NELSON:
Q. Have you seen any credible evidence to suggest that Dominion was involved in an effort to delegitimize and destroy votes for Donald Trump?
A. No. I never believed it. I don't know.
Q. You've never believed that Dominion --
A. Right.
Q. -- was involved in an effort to

30

delegitimize and destroy votes for Donald Trump; correct?
A. I'm open to persuasion; but, no, I've not seen it.
Q. Do you believe that Dominion was involved in an effort to manufacture votes for Joe Biden?
A. No.
Q. Have you ever seen any credible evidence that Dominion was involved in an effort to manufacture votes for Joe Biden?
A. No.
Q. Have you ever believed that Dominion was involved in an effort to manufacture votes for Joe Biden?
MR. WEBB: Objection; form.
THE WITNESS: No.
BY MR. NELSON:
Q. Do you believe that Dominion used an algorithm to calculate the votes they would need to flip, and used computers to flip those votes from Trump to Biden?
MR. WEBB: Objection; form.
THE WITNESS: No.
BY MR. NELSON:
Q. Have you ever seen any credible evidence

31

that Dominion used an algorithm to calculate the votes they would need to flip, and used computers to flip those votes from Trump to Biden?
A. No. I didn't even know it was possible.
Q. Have you ever believed that Dominion used an algorithm to calculate the votes they would need to flip and used computers to flip those votes from Trump to Biden?
A. No.
MR. WEBB: Objection; form.
BY MR. NELSON:
Q. Do you believe that Dominion software is where the fraud took place?
MR. WEBB: Objection; form.
THE WITNESS: I'm not saying there's any fraud.
BY MR. NELSON:
Q. So, no, you do not believe that Dominion software is where the fraud took place in the 2020 presidential election?
A. That's fair.
Q. Okay.
Have you ever seen any credible evidence that Dominion software is where the fraud took place in the 2020 presidential election?
A. No.

32

Q. Have you ever believed that Dominion software is where the fraud took place in the 2020 presidential election?
A. No.
MR. WEBB: Objection; form.
BY MR. NELSON:
Q. Do you believe that Dominion had the algorithms that would stop the vote count and go in and replace votes for Biden and take away Trump votes?
MR. WEBB: Objection; form.
THE WITNESS: I don't know.
BY MR. NELSON:
Q. Have you ever seen any credible evidence that Dominion had the algorithms that would stop the vote count and go in and replace votes for Biden and take away Trump votes?
A. I've seen nothing.
Q. Have you ever believed that Dominion had the algorithms that would stop the vote count and go in and replace votes for Biden and take away Trump votes?
A. No.
Q. Do you believe that Dominion is a company that is owned by Smartmatic?

33

MR. WEBB: Objection; form.
THE WITNESS: I don't know. I never thought about it.
BY MR. NELSON:
Q. Have you ever seen any credible evidence that Dominion is a company that is owned by Smartmatic?
A. I don't remember.
Q. Have you ever believed that Dominion is a company that is owned by Smartmatic?
MR. WEBB: Objection; form.
THE WITNESS: I've never thought about it.
BY MR. NELSON:
Q. Well, have you ever seen any credible evidence to suggest that it was?
A. No.
Q. The fact that you've never thought about it would suggest that you never believed that Dominion is owned by Smartmatic; correct?
MR. WEBB: Objection; form.
(Reporter clarification.)
MR. NELSON: Smartmatic.
And sorry, just your answer, sir.
THE WITNESS: I don't know anything about it.
///

34

BY MR. NELSON:
Q. Okay.
Do you believe that states have no ability to audit meaningfully the votes that are cast because the servers are someplace else?
MR. WEBB: Objection; form.
THE WITNESS: Could you ask that again?
BY MR. NELSON:
Q. Do you believe the states have no ability to audit meaningfully the votes that are cast because the servers are someplace else?
MR. WEBB: Objection; form.
THE WITNESS: I don't understand. Because the servers --
BY MR. NELSON:
Q. The servers are overseas or something like that.
A. Hmm? They are where?
Q. Overseas.
MR. WEBB: Objection; form.
THE WITNESS: No.
BY MR. NELSON:
Q. Do you believe that the states have no ability to audit meaningfully the votes that are cast -- excuse me, let me rephrase.

35

Have you ever seen any credible evidence that the states have no ability to audit meaningfully the votes that are cast because the servers are overseas?
A. I haven't seen anything.
Q. Have you ever believed that the states have no ability to audit meaningfully the votes that are cast because these servers are overseas?
MR. WEBB: Objection; form.
BY MR. NELSON:
Q. You may answer.
A. I don't know enough about it. I'm sorry.
Q. Do you believe that Dominion was part of an endgame of a four-and-a-half-year-long effort to overthrow President Trump?
MR. WEBB: Objection; form.
THE WITNESS: Say that again?
BY MR. NELSON:
Q. Do you believe that Dominion was part of an endgame of a four-and-a-half-year-long effort to overthrow President Trump?
MR. WEBB: Objection; form.
THE WITNESS: No, I don't believe that.
BY MR. NELSON:
Q. Have you seen any credible evidence to

36

suggest that Dominion was part of an endgame of a four-and-a-half-year-long effort to overthrow President Trump?
A. No.
Q. Have you ever believed that Dominion was part of an endgame of a four-and-a-half-year-long effort to overthrow President Trump?
A. No.
Q. Do you believe that Dominion was created to produce altered voting results in Venezuela for Hugo Chavez, and then shipped internationally to manipulate votes for purchase in other countries?
MR. WEBB: Objection; form.
THE WITNESS: No.
BY MR. NELSON:
Q. Have you ever seen any credible evidence that Dominion was created to produce altered voting results in Venezuela for Hugo Chavez, and then shipped internationally to manipulate votes for purchase in other countries?
MR. WEBB: Objection; form.
THE WITNESS: No.
BY MR. NELSON:
Q. Have you ever believed that Dominion was created --

37

(Reporter clarification.)
THE STENOGRAPHIC REPORTER: And your answer was no; right?
I'm sorry, Mr. Nelson.
THE WITNESS: Yes, yes, yes.
BY MR. NELSON:
Q. Have you ever believed that Dominion was created to produce altered voting results in Venezuela for Hugo Chavez and then shipped internationally to manipulate votes for purchase in other countries?
A. No. I've never heard of Dominion before this.
Q. Do you believe that some of the governors and secretaries of state, who bought into the Dominion systems, did it as a type of graft --
MR. WEBB: Objection; form.
BY MR. NELSON:
Q. -- to line their own pockets by getting a voting machine that would either make sure their election was successful, or they got money for their family for it?
A. I've never heard of it.
MR. WEBB: Slow down. I'm objecting to the form of the question.

38

BY MR. NELSON:
Q. Do you believe that, sir?
A. I don't believe it because I don't know.
Q. Have you ever seen any -- any credible evidence to suggest that that is true?
A. No.
Q. Have you ever believed it?
A. No.
Q. Do you believe that Dominion's sole original purpose was to have fraudulent elections and to be used all over the world to defy the will of the people who wanted freedom?
A. No.
Q. Have you ever seen any credible evidence to suggest that Dominion's sole original purpose was to have fraudulent elections and to be used all over the world to defy the will of the people who wanted freedom?
A. No.
Q. Have you ever believed that Dominion's sole original purpose was to have fraudulent elections and to be used all over the world to defy the will of the people who wanted freedom?
A. No.
MR. WEBB: Objection; form.

39

MR. DINH: Can we go off the record for one second?
THE VIDEOGRAPHER: The time is 10:45 a.m., and we are going off the video record.
(Recess.)
THE VIDEOGRAPHER: The time is 10:47 a.m., and we are back on the video record.
BY MR. NELSON:
Q. Sir, do you believe that the 2020 presidential election was free and fair?
MR. WEBB: I'm going to object to the form of the question.
THE WITNESS: Yes.
BY MR. NELSON:
Q. Have you ever seen any credible evidence to suggest that the 2020 presidential election was not free and fair?
MR. WEBB: Objection; form.
THE WITNESS: No.
BY MR. NELSON:
Q. Have you ever believed that the 2020 presidential election was not free and fair?
A. No.
Q. Do you believe that Sidney Powell unearthed any credible evidence about her claims of election

40

fraud?
MR. WEBB: Objection; form of the question.
THE WITNESS: No.
BY MR. NELSON:
Q. Have you ever believed that Sidney Powell unearthed any credible evidence about her claims of election fraud?
MR. WEBB: Objection; form.
THE WITNESS: No. I have never heard of her. I have never heard of her before.
BY MR. NELSON:
Q. Do you believe that Dominion was involved in a systemwide election fraud definitely impacting the swing states and likely going beyond that?
A. No.
Q. Have you seen any credible evidence that Dominion was involved in a systemwide election fraud definitely impacting the swing states and likely going far beyond that?
A. No.
Q. Have you ever believed that Dominion was involved in a systemwide election fraud definitely impacting the swing states and likely going beyond that?
A. No.

41

MR. WEBB: Objection; form of the question.
BY MR. NELSON:
Q. Do you believe that, in the 2020 presidential election, there were the alteration and changes in millions of votes?
MR. WEBB: Objection; form.
THE WITNESS: Could you repeat that?
BY MR. NELSON:
Q. In the 2020 presidential election, do you believe there were the alteration and changes in millions of votes?
MR. WEBB: Objection; form.
THE WITNESS: You mean after the votes were cast?
BY MR. NELSON:
Q. Yes, sir.
A. No.
Q. Do you believe, after the votes were cast, there were the alteration and changes in millions of votes? And have you ever believed that?
A. No.
Q. Have you ever seen any credible evidence to suggest that it's true?
A. No.
Q. Do you believe that some votes were being

42

dumped that were for President Trump and some votes were being flipped that were for President Trump?
A. No. I have seen no evidence of that.
Q. Have you ever believed that there were some votes that were being dumped for President Trump and some votes that were being flipped for President Trump?
A. No.
Q. Do you believe that Dominion was created for the express purpose of being able to alter votes and secure the reelection of Hugo Chavez and then Maduro?
A. Haven't we answered that a few times?
Q. Well --
A. No.
Q. Okay.
You've never seen any credible evidence to suggest that; correct?
A. No.
MR. WEBB: Objection; form.
BY MR. NELSON:
Q. You've never believed that, have you?
A. About Venezuela? No.
MR. WEBB: Objection; form.
///

43

BY MR. NELSON:
Q. Do you believe that Dominion is part of one huge, huge criminal conspiracy?
MR. WEBB: Objection; form.
THE WITNESS: I've never believed that.
BY MR. NELSON:
Q. You've never seen any credible evidence to suggest it?
A. I've never even thought about it.
Q. Do you believe that Dominion has a tried-and-true method of fixing elections by calling a halt to the voting when you are running too far behind?
MR. WEBB: Objection; form.
THE WITNESS: Ask that again?
BY MR. NELSON:
Q. Do you believe that Dominion has a tried-and-true method of fixing elections by calling a halt to the voting when you are running too far behind?
A. No.
Q. Have you ever believed that Dominion has a tried-and-true method of fixing elections by calling a halt to the voting when you are running too far behind?

44

A. I don't know.
Q. Have you ever believed it?
MR. WEBB: Objection; form.
THE WITNESS: You said do they have the capacity to do that?
BY MR. NELSON:
Q. I --
A. "I don't know" is the answer.
Q. I asked whether they had a tried-and-true method of fixing elections.
A. They may have. I do not know.
Q. Okay.
Do you believe that Dominion -- well, let me rephrase it.
Have you seen any credible evidence to suggest that Dominion had a tried-and-true method of fixing elections?
A. No.
MR. WEBB: Objection; form.
BY MR. NELSON:
Q. Do you believe that Dominion allows the votes to be mirrored and monitored, allowing an intervening party a realtime understanding of how many votes will be needed to gain an electoral advantage?

45

MR. WEBB: Objection; form.
THE WITNESS: No.
BY MR. NELSON:
Q. Have you ever seen any credible evidence to suggest that Dominion allows the votes to be mirrored and monitored, allowing an intervening party a realtime understanding of how many votes will be needed to gain an electoral advantage?
MR. WEBB: Objection; form.
(Reporter clarification.)
THE WITNESS: The question was --
BY MR. NELSON:
Q. Have you ever seen any credible evidence --
A. "No" is the answer.
Q. Okay.
Have you ever believed that Dominion allows the votes to be mirrored and monitored, allowing an intervening party a realtime understanding of how many votes will be needed to gain an electoral advantage?
A. I've never believed that.
Q. Do you believe that President Trump won the 2020 presidential election, not just by hundreds of thousands of votes, but by millions of votes that were designed and shifted by Dominion software,

46

expressly designed for that purpose?
A. No.
MR. WEBB: Objection; form.
BY MR. NELSON:
Q. Have you seen any credible evidence to suggest that President Trump won by not just hundreds of thousands of votes, but by millions of votes that were shifted by Dominion software that was expressly designed for that purpose?
MR. WEBB: Objection; form.
THE WITNESS: Have I ever seen any evidence?
BY MR. NELSON:
Q. Correct.
A. No.
Q. Have you ever believed that President Trump won by not just hundreds of thousands of votes, but by millions of votes that were shifted by Dominion software that was expressly designed for that purpose?
A. No.
MR. WEBB: Objection; form.
THE WITNESS: I've never believed that.
BY MR. NELSON:
Q. Do you believe there was a massive election fraud in the 2020 presidential election caused by

47

Dominion machines?
A. No.
MR. WEBB: Objection; form.
BY MR. NELSON:
Q. Have you seen any credible evidence to suggest that there was a massive election fraud in the 2020 presidential election caused by Dominion machines?
A. No.
Q. Have you ever believed that there was a massive election fraud in the 2020 presidential election caused by Dominion machines?
A. No.
Q. Do you believe that substantial sums of money were being given to family members of state officials who bought Dominion products?
A. No.
Q. Have you ever seen any credible evidence to suggest that substantial sums of money were being given to family members of state officials who bought Dominion products?
A. No.
Q. Have you ever believed that substantial sums of money were being given to family members of state officials who bought Dominion products?

48

MR. WEBB: Objection; form.
THE WITNESS: No.
BY MR. NELSON:
Q. Do you believe that there's an algorithm that Dominion used and planned to use from the beginning to modify the votes to make sure that Biden won?
MR. WEBB: Objection; form.
THE WITNESS: I've seen no evidence of that.
BY MR. NELSON:
Q. You've never believed that there is an algorithm that they used, and planned to use from the beginning, to modify the votes and make sure Biden won; correct?
A. Yes.
Q. Do you believe that the Dominion machines had to stop and the counting had to stop in multiple places because President Trump's lead was so great at that point the machines had to stop the counting and come in and backfill the votes they needed to change the result?
MR. WEBB: Objection; form. Objection; form.
THE WITNESS: No.
BY MR. NELSON:
Q. Have you ever seen any credible evidence to

49

suggest that Dominion machines had to stop and the counting had to stop in multiple places because President Trump's lead was so great at that point the machines had to stop the counting and come in and backfill the votes they needed to change the results?
A. No.
MR. WEBB: Objection; form.
BY MR. NELSON:
Q. Have you ever believed that Dominion machines had to stop and the counting had to stop in multiple places because President Trump's lead was so great at that point the machines had to stop the counting and come in and backfill the votes they needed to change the result?
MR. WEBB: Objection; form.
THE WITNESS: No.
BY MR. NELSON:
Q. Do you believe that Dominion software changed the election?
A. No.
Q. Have you seen any credible evidence to suggest that Dominion software changed the election?
A. No.
Q. Have you ever believed that Dominion

50

software changed the election?
MR. WEBB: Objection; form.
THE WITNESS: No.
BY MR. NELSON:
Q. Do you believe that there was an overnight popping of the vote tabulation that cannot be explained?
MR. WEBB: Objection; form.
THE WITNESS: With Dominion involved? No.
BY MR. NELSON:
Q. Have you ever seen any credible evidence to suggest that there was an overnight popping of the vote tabulation that cannot be explained?
MR. WEBB: Objection; form.
THE WITNESS: No. I only remember the late voting, the late counts. The postal votes were heavily anti-Trump. That's all.
BY MR. NELSON:
Q. And you knew that going into the election -- that the late votes, the mail-in votes were going to favor Biden over Trump; correct? You knew that going into the election?
MR. WEBB: Objection; form.
THE WITNESS: I think we all believed the postal votes would tend to Biden.

51

BY MR. NELSON:
Q. Would tend to Biden?
A. Not to change the election.
(Reporter clarification.)
THE WITNESS: Not to change to the election.
BY MR. NELSON:
Q. Do you believe that Dominion machines were used in large -- excuse me. Let me rephrase.
Do you believe that Dominion machines were used to trash large batches of votes that should have been awarded to President Trump?
A. No.
Q. Have you ever seen any credible evidence to suggest that Dominion machines were used to trash large batches of votes that should have been awarded to President Trump?
A. No.
Q. Have you ever believed that Dominion machines were used to trash large batches of votes that should have been awarded to President Trump?
A. No.
MR. WEBB: Objection; form.
BY MR. NELSON:
Q. Do you believe that Dominion machines were used to inject and add massive quantities of votes

52

for Biden?
A. No.
Q. Have you ever seen any credible evidence to suggest that Dominion machines were used to inject and add massive quantities of votes for Biden?
MR. WEBB: Objection; form.
THE WITNESS: No. But haven't we answered that before?
BY MR. NELSON:
Q. Have you ever believed that Dominion machines were used to inject and add massive quantities of votes to Biden?
A. No.
MR. WEBB: Objection; form.
BY MR. NELSON:
Q. Do you believe that Dominion --
(Reporter clarification.)
THE WITNESS: I said no.
BY MR. NELSON:
Q. Do you believe that Dominion executives proceeded to go about and essentially sell elections to the highest bidder?
A. No.
MR. WEBB: Objection; form.

53

BY MR. NELSON:
Q. Have you seen any credible evidence to suggest that Dominion executives proceeded to go about and essentially sell elections to the highest bidder?
A. I've seen no evidence of that.
Q. You've never believed; correct --
A. Correct. Correct.
Q. -- that Dominion executives proceeded to go about and essentially sell elections to the highest bidder?
A. No.
Q. You never believed it?
A. I never believed it. I never heard of it before.
Q. Do you believe that Dominion was involved in a broadly coordinated effort to actually bring down President Trump by ending his second term before it could begin?
MR. WEBB: Objection; form.
(Reporter clarification.)
MR. NELSON: By ending his second term before it could begin?
MR. WEBB: Objection; form.
THE WITNESS: No.

54

BY MR. NELSON:
Q. Have you ever seen any credible evidence to suggest that Dominion was involved in a broadly coordinated effort to actually bring down President Trump by ending his second term before it could begin?
A. No.
Q. Have you ever believed that Dominion was involved in a broadly coordinated effort to actually bring down President Trump by ending his second term before it could begin?
A. No.
MR. WEBB: Objection; form.
BY MR. NELSON:
Q. Do you believe that President Trump won by so many votes he blew up the algorithm?
A. No.
Q. Have you ever seen any credible evidence to suggest that President Trump won by so many votes he blew up the algorithm?
A. No.
Q. Have you ever believed that President Trump won so many votes he blew up the algorithm?
MR. WEBB: Objection; form.
THE WITNESS: No.

55

BY MR. NELSON:
Q. Do you believe that anybody has found any credible evidence of machine fraud?
MR. WEBB: Objection; form.
THE WITNESS: No. I've seen no evidence.
BY MR. NELSON:
Q. Have you ever believed that anybody --
A. No.
Q. -- has found any credible evidence of machine fraud?
A. No.
MR. WEBB: Objection; form.
(Reporter request.)
BY MR. NELSON:
Q. Do you believe that Sidney Powell is America's guardian angel of justice?
A. No.
Q. Do you believe that the 2020 election was a fraudulent election or there was, in fact, a massive fraud?
MR. WEBB: Objection; form.
THE WITNESS: Could you ask that again?
BY MR. NELSON:
Q. Do you believe that the 2020 election was a fraudulent election where there was, in fact, a

56

massive fraud?
A. No, I do not.
MR. WEBB: Objection; form.
BY MR. NELSON:
Q. Have you seen any credible evidence to suggest that the 2020 presidential election was a fraudulent election where there was, in fact, a massive fraud?
A. No.
Q. Have you ever believed that the 2020 election was a fraudulent election where there was, in fact, a massive fraud?
A. No. I have never even studied it.
Q. Do you believe that Joe Biden was legitimately elected president of the United States?
A. Yes.
Q. And you've known, since Fox called the election on November 7th, 2020, that --
A. For Mr. Biden.
Q. For Mr. Biden.
-- that Mr. Biden was legitimately elected president of the United States; correct?
A. Yes.
Q. Do you believe it is a myth that the election was stolen from President Trump?

57

MR. WEBB: Objection; form.
THE WITNESS: No.
BY MR. NELSON:
Q. You -- you don't believe it is a myth?
A. Ask the question? I'm sorry.
MR. WEBB: Objection; form.
BY MR. NELSON:
Q. You do believe it's a myth?
A. Do I --
Q. It's incorrect that the election was stolen from President Trump; correct?
MR. WEBB: Objection; form.
THE WITNESS: It was not stolen.
BY MR. NELSON:
Q. It was not stolen.
Do you believe President Trump was a sore loser?
MR. WEBB: Objection; form.
THE WITNESS: Question again, please.
BY MR. NELSON:
Q. Do you believe President Trump was a sore loser?
MR. WEBB: Objection; form.
THE WITNESS: Yes.
BY MR. NELSON:
Q. And you voted by mail-in ballot -- correct?

58

-- in the 2020 presidential election?
MR. WEBB: Objection. Objection; form.
Well, let me interject. Mr. Nelson, I need to put on the record that, if you are asking him as to who he voted for --
MR. NELSON: I'm not asking that question.
MR. WEBB: Okay. I want to make sure you're not, at least at this point. That's all I'm saying.
THE WITNESS: I voted by mail because I was not in the country at all during the election.
BY MR. NELSON:
Q. You understand there's nothing fraudulent about voting by mail; correct?
A. I'm sure.
[redacted]
BY MR. NELSON:
Q. And we've gone through a whole list of

59

these allegations --
A. You have.
Q. -- about the 2020 -- yes. We -- we just discussed a whole list of allegations about the 2020 presidential election.
You've known from November 7th, when the election was called for Joe Biden, that, in your words, "This was stolen election bullshit"; correct?
MR. WEBB: Objection; form of the question.
THE WITNESS: The election was not stolen.
BY MR. NELSON:
Q. And you've known that since November 7th, 2020; correct?
MR. WEBB: Objection; form.
THE WITNESS: I have assumed that.
BY MR. NELSON:
Q. And you've known from the beginning that, in your words, "it's a bunch of conspiracy nonsense"; right?
MR. WEBB: Objection; form.
THE WITNESS: Not from the beginning, no.
BY MR. NELSON:
Q. You've known from the beginning that these allegations were baseless; correct?
MR. WEBB: Objection; form.

60

THE WITNESS: No. I -- I think courts decided that.
BY MR. NELSON:
Q. When did you realize that this was a bunch of conspiracy nonsense?
A. I think sometime as the -- as the court actions all failed, and let me say when Attorney General Barr made his statement.
Q. That was on December 1st, 2020.
A. That's right.
Q. That's what finally convinced you?
A. That just closed it for me.
MR. NELSON: So let's go off the record for a second.
THE VIDEOGRAPHER: One moment, please.
The time is 11:08 a.m., and we are going off the video record.
(Recess.)
(Exhibit 3301 was marked for identification.)
THE VIDEOGRAPHER: The time is 11:29 a.m., and we are back on the video record.
BY MR. NELSON:
Q. Sir, you have in front of you a document that has been marked as Exhibit 3301. This is an

61

article in your Wall Street Journal from November 3rd, 2020.
Do you see that?
A. Yes.
Q. And, in this article, it reports that the Cybersecurity & Infrastructure Security Agency is beefing up its information sharing about the possibility of disinformation; right?
A. Correct.
Q. And you were aware that, as of the date of the election, government officials at all levels of government were concerned about false narratives of fraud emerging; correct?
MR. WEBB: Objection; form.
THE WITNESS: Yes.
BY MR. NELSON:
Q. And, sir, after the election, in the days that followed --
A. I'm sorry?
Q. -- in the days that followed --
A. Yes.
Q. -- there was something called Hammer and Scorecard, which was a theory about machine fraud.
(Exhibit 3302 was marked for identification.)

62

BY MR. NELSON:
Q. And in front of you has been marked as Exhibit 3302. And, sir, if you need more than a couple seconds, we can go off the record for you to review the document, or we can ask questions about that. Certainly up to you.
MR. WEBB: I -- I've never had a deposition where we went off the record for him to review a document. I've never had it happen.
MR. NELSON: Well, we have been doing it throughout this case.
BY MR. NELSON:
Q. But regardless, do you need time to review this document? Or should I go ahead and ask you questions about it?
A. I'll just take a minute to look at it.
MR. NELSON: We'll go off the record.
THE VIDEOGRAPHER: The time --
(Reporter clarification.)
MR. WEBB: I don't agree to go off the record.
MR. NELSON: We'll go off the record.
THE VIDEOGRAPHER: The time is 11:31 a.m., and we are going off the video record.
(Recess.)
THE VIDEOGRAPHER: The time is 11:34 a.m., and

63

we are back on the video record.
BY MR. NELSON:
Q. Sir, do you know who Chris Krebs is? Do you know who Chris Krebs is?
A. No.
Q. You are aware that Chris Krebs was the director of the Cybersecurity & Infrastructure Security Agency; correct?
A. Okay.
Q. Did you know that at the time?
A. No.
Q. You were aware, sir, that the Department of Homeland Security was on the lookout and calling these claims of machine fraud nonsense soon after the election emerged; right?
MR. WEBB: Objection; form.
THE WITNESS: I'm not aware, but I'm happy to hear it.
BY MR. NELSON:
Q. Well, did you know at the time, sir?
A. I was in England. I wasn't following it.
Q. You weren't following the election?
A. After the -- once I knew the result, that was it.
Q. Once you knew the result on November 7th,

64

that was it for you?
A. Yes.
Q. Because there was nothing else to concern yourself with at that point?
MR. WEBB: Objection; form.
THE WITNESS: No. We were talking then -- the news then was who would be in Biden's cabinet.
BY MR. NELSON:
Q. And the claims of massive machine fraud were ridiculous?
MR. WEBB: Objection; form of the question.
THE WITNESS: I didn't -- I didn't say that. I mean, there were occasional reports and stories about Giuliani and so on; but, no, I didn't follow.
BY MR. NELSON:
Q. It is fair to say you seriously doubted any claim of massive election fraud?
A. Oh, yes.
Q. And you seriously doubted it from the very beginning?
MR. WEBB: Objection; form.
THE WITNESS: Yes. I mean, we thought everything was on the up-and-up.
I think that was shown when we announced Arizona.

65

BY MR. NELSON:
Q. And that was late night November 3rd, early November 4th; right?
A. Yes. I was in Britain, and I got a call.
Q. Tell me about that.
[redacted]
Q. And you never personally spoke to Trump that night?
A. Hmm?
Q. You never personally spoke to Trump that night?
A. No.
[redacted]

66

[redacted]
Q. Were you involved in the call of Arizona prior to it being called?
A. No.
Q. When was the first time that you learned

71

A. I don't remember reading this, but I don't argue with it.
Q. Okay.
And that was consistent with your testimony just now that --
A. Yes.
Q. -- in your mind -- yes.
[redacted]
Q. Okay. Let's just --
(Exhibit 3304 was marked for identification.)
MR. NELSON: We will mark as Exhibit 3304, FNN19_3552596.
BY MR. NELSON:
Q. And as we get that document, sir, you only recall that one phone conversation with --
A. I do recall that. That's all.

72

Q. Okay.
[redacted]
(Exhibit 3304 was marked for identification.)
MR. NELSON: Okay. Let's mark as Exhibit 3304.
Q. Sir, this is an email from you to --
A. Oh, yes, I do remember this now.
Q. And this is a call that was separate from that call that night; correct?
A. He must have called the next morning or something. I -- I don't remember.
Q. And you're reporting that up to Suzanne Scott; right?
A. Yes.
Q. Why did you tell Ms. Scott this?
A. Because she is responsible for the call, responsible for everything on Fox News.
Q. And, sir --

73

[redacted]
Q. And if you had said, "Change the call," would the call have been changed?
MR. WEBB: Objection; form.
THE WITNESS: Not necessarily. You know, we had a whole setup there of calling elections -- and I forget what we call that, but they are like sacrosanct, sir. There would have been a hell of a rub about it.
BY MR. NELSON:
Q. There would have been hell of a rub, but if you had said, "I insist, change the call" --
A. I don't -- no.
MR. WEBB: Wait -- wait a minute. Let's --
MR. NELSON: Let me just finish the question.
MR. WEBB: Go ahead and finish your question.
BY MR. NELSON:
Q. "There would have been a rub," in your words. But if you say, "I insist, change the call," the call would have been changed?
A. I would not do a thing like that.
Q. You would not exercise your authority to do a thing like that?

74

MR. WEBB: Objection; form.
THE WITNESS: I would not do it.
BY MR. NELSON:
Q. Why not?
A. Because I trust these people. I do not interfere in that sort of thing.
Q. You thought that election day was a great day for America, did you not?
A. I might have.
[redacted]
Q. You had heard, sir, that the family, the Trump family, was doubting the claims that President Trump was making; correct?
A. I don't think -- I don't remember that. But it doesn't surprise me.
Q. Okay. And then when Fox decided to call the election for President Biden -- then-Candidate Biden -- you were involved in crafting the language and the decision to call the presidency for Biden; correct?
A. I was not involved.

75

(Exhibit 3305 was marked for identification.)
MR. NELSON: Okay. Let's mark as Exhibit 3306 -- 3305, Fox Corp 54123.
MR. WEBB: Here, just give it to me. I -- I will take care of it. Thank you. He -- the witness has the exhibit in front of him now.
BY MR. NELSON:
Q. Sir, this is an email from you to Ms. Suzanne Scott on November 6th, 2020, is it not?
A. Yes.
Q. And --
A. Well, you know, these things you like to be first.
Q. And you are suggesting when Fox should call Pennsylvania in favor of Biden; correct?
A. Yes. Whenever -- I thought whenever Pennsylvania is out of doubt, it is over.
Q. I'm sorry. I didn't hear that.
A. I thought that once it is declared that Biden -- that Pennsylvania is declared for Biden, the election is over. All doubt.
Q. All doubt. There is nothing more to talk about?
A. Right.

76

Q. And then you are suggesting as well what to say and when to make the call? If you go back to that document, you say, "Call at 35,000"; correct?
A. Yes. That's right.
Q. And then you write her back soon after, do you not? Exhibit 3306?
MR. WEBB: The witness now has 3306 in front of him.
(Exhibit 3306 was marked for identification.)
BY MR. NELSON:
Q. You say, "Second thoughts"; right?
A. "Maybe 50,000." I don't know.
Q. Maybe 50,000 to make the call; right?
A. Gigot is the editorial page editor of the Journal, said it won't change Trump refusing to concede.
Q. And then what do you say after that?
A. He -- "he's got to get some evidence."
Q. Some real evidence; right?
A. The fact that Rudy is advising Trump means that it's really bad.
Q. And you agreed with that? That the fact that Rudy was advising Trump was really bad?
A. Yes.

77

Q. Why was it really bad that Rudy was advising Trump?
A. It was a personal observation. I have known Mr. Giuliani for 20 years when he was a very good mayor of New York, but it has all been downhill since.
Q. What do you mean by that, "it has been all downhill since"?
MR. WEBB: Objection; form.
THE WITNESS: Well, I thought his judgment was bad.
BY MR. NELSON:
Q. How was his judgment bad?
A. Well, he -- he became an extreme partisan.
Q. And because he became "an extreme partisan," it worked his --
A. I thought that it meant that he was giving bad advice to Trump.
Q. And --
A. But maybe it was what Trump wanted to hear regardless.
Q. Contesting the election due to some massive fraud at that point would be bad advice?
MR. WEBB: Objection; form of the question.
THE WITNESS: I thought the election was

78

genuine, and it was bad advice to encourage him being a bad loser.
BY MR. NELSON:
Q. Let's mark as Exhibit 3307 --
And by the way, before we go off that document, you did suggest that the language of the call, when Fox News called the election, said, "subject to litigation"; right?
A. Yeah.
Q. And, in fact, you are aware that, when Fox News made that call the following day, it said that they were "subject to litigation"; right?
MR. WEBB: Objection; form.
THE WITNESS: I don't know whether they said that or not.
BY MR. NELSON:
Q. You would agree that you do give Ms. Scott advice from time to time on matters regarding Fox News?
A. Advice.
Q. Sorry. Was that a "Yes"?
A. Yes. I'm a journalist at heart. I like to be involved in these things.
Q. And, sir, at one point, in fact, you said you want to be first. At one point, you suggested

79

to your son Lachlan that perhaps we could have gone first, but being second would save you from a Trump explosion; right?
A. I didn't say that.
MR. WEBB: Objection. Form.
(Exhibit 3307 was marked for identification.)
MR. NELSON: Let's mark as Exhibit 3307 --
MR. WEBB: The witness has in front of him exhibit marked 3307.
BY MR. NELSON:
Q. Sir, the bottom email on November 7th says what?
A. What's the question?
Q. Can you read aloud that email that you wrote your son Lachlan on November 7th?
A. Well, the first one, Lachlan wrote to me --
Q. Well, remember we are reading from --
A. And then I answered him -- oh --
Q. We -- we are reading up; right?
So you wrote him first and said what?
A. "We should have and could have gone first but at least being second saves us a Trump explosion!"
Q. What did you mean by that?

80

A. Hmm?
Q. What did you mean it "saves us a Trump explosion!"?
A. Well, Trump still had a huge following; and, you know, when he gets mad, he stirs people up. No. Just that.
Q. And --
A. I mean, you would rather not have Trump as an enemy. He was still president.
Q. Why would you rather not have Trump as an enemy?
A. Hmm?
MR. WEBB: Objection; form of the question.
THE WITNESS: Nobody wants Trump as an enemy.
BY MR. NELSON:
Q. Why not?
A. Because he had a great following, big following.
Q. And you didn't want to do anything to upset him?
A. Seventy-five million people voted for him.
MR. WEBB: Object to the form of the question.
BY MR. NELSON:
Q. And what does Mr. Lachlan Murdoch, your son, respond back to you? What does your son

81

Lachlan respond back?
A. "Good to be careful."
Q. And then he adds what?
A. Hmm?
Q. After that, what does he say?
A. He says, "We are still somewhat exposed in Arizona" because the vote was getting a lot closer and if we had miscalled it, which we didn't, but, you know.
Q. You were exposed --
A. The margin was coming right down.
Q. You were exposed in Arizona because of the viewer backlash?
A. Hmm? No.
MR. WEBB: Objection; form of the question.
THE WITNESS: We were exposed if we proved wrong.
BY MR. NELSON:
Q. Okay.
A. Because the margin for Biden was shrinking and shrinking every day.
Q. Okay.
So just so the jury is clear, your testimony today under oath is that you were not exposed on Arizona because of the fear of viewer backlash; is

82

that right?
A. No backlash, no.
MR. WEBB: Objection -- slow down -- objection. Form of the question.
THE WITNESS: We were exposed because we didn't want to be wrong.
Can you hear that?
THE STENOGRAPHIC REPORTER: Thank you, sir.
BY MR. NELSON:
Q. And, sir, right after the election, you also reached out to other elected officials; correct?
A. I don't think so. I don't remember.
Q. You spoke to Mitch McConnell?
A. Possibly. Oh, wait a minute. Yes, we were talking about that -- control of the Senate. I have -- I did discuss that with him.
Q. And --
A. And he -- and then I think I congratulated him. And he said, "We don't know. We're watching that Georgia situation."
Q. And you were happy about the election result on November 4th, thinking that the Republicans had won the Senate because there would be no more crazy stuff, but the Senate would be a

87

Q. Ms. Brooks.
A. Looks like it. That would have been delivered to my front door, regardless.
Q. And, sir, you thought that, if Trump were to lose, it's better that it be decisive so he can't argue endlessly; correct?
A. Of course.
Q. Why did you think that it was better to be decisive so that he can't argue endlessly?
A. I would have thought that was common sense.
Q. What do you mean by it's "common sense"?
MR. WEBB: Objection; form.
THE WITNESS: If -- if it was decisive, it would be beyond argument, beyond rational argument.
BY MR. NELSON:
Q. And, sir, did you try to put in a call to Donald Trump in the days following the election?
A. Did I what?
Q. Try to call Mr. Trump in the days following the election?
A. No. No.
Q. Okay. Let's mark --
A. I was not close to him.
(Exhibit 3309 was marked for identification.)

88

MR. NELSON: We will get into that in a little bit.
This is Exhibit 3309.
MR. WEBB: The witness now -- we put in front of him Exhibit 3309.
BY MR. NELSON:
Q. And, sir, I am going to ask you a -- a few questions about this. So let's go off the record as we -- you review it, and I will ask you questions about afterwards.
THE VIDEOGRAPHER: The time is 12:09 p.m., and we are going off the video record.
(Recess.)
THE VIDEOGRAPHER: The time is 12:16 p.m., and we back on the record.
BY MR. NELSON:
Q. And, sir, you've had an opportunity to review this article in the i; right?
A. Yes. It's a --
Q. And, sir --
A. Yes. Go ahead.
Q. You were aware that Donald Trump and the Trump White House was not happy with the call of Fox for Joe Biden in Arizona; right?
A. Oh, very much aware.

89

Q. And the top of the second page, sir, states that you spoke to Mr. Trump and told him that he had lost.
Do you see that?
A. I think that's wrong.
Q. And did you speak to anybody in the Trump White House or the Trump family and convey the message --
A. No.
Q. -- that Trump had lost?
A. No. I don't remember.
Q. And --
A. Certainly not him.
[redacted]
And, sir, the second paragraph states that you were "dismayed by Mr. Trump's inappropriate conduct since the polls closed." That is true; correct?
A. Yes.
Q. And the bottom, in that same second page, states that you put in a call to Mitch McConnell.
Do you see that?
A. It says that I made a call to

90

Mr. McConnell, yes.
Q. And you did make a call to Mr. McConnell. We established that; right?
MR. WEBB: Objection; form of the question.
THE WITNESS: Yes.
BY MR. NELSON:
Q. And in that call, this article states that you urged him to ask other senior Republicans to refuse to endorse Mr. Trump's conspiracy theories and baseless claims of fraud.
Do you see that?
A. I don't remember it specifically, but it is probably true.
Q. And, sir, the next page discusses Chris Christie's comments on ABC News saying that, basically, there's no basis to make the argument about Mr. Trump's claims of victory?
A. Yes.
Q. And you agreed with that at that time; correct?
A. I didn't hear Mr. Christie but sure.
Q. And going now to the middle of the second -- excuse me, the middle of the fourth page after the picture of Ms. Ivanka Trump, you see the paragraph starting, "Sources close to Mr. Murdoch"?

91

This article states that you had come to the view that Mr. Trump's time in office might be approaching an end about six months previous to the election.
Do you see that?
A. That would be accurate. Well, in the middle of the COVID troubles and --
Q. And that's an accurate reflection that --
A. I think it's -- I guess so.
Q. You think it is correct?
MR. WEBB: Objection; form.
THE WITNESS: It is true, I guess, that we were worried about the outcome of the election. I did. We didn't know about Mr. Biden and a lot of things.
(Reporter clarification.)
THE WITNESS: We were worried that Mr. Trump would lose the election and what Mr. Biden may do.
BY MR. NELSON:
Q. And the next sentence says, "Subsequently, Fox News's stance towards Joe Biden began to soften slightly."
Do you see that?
A. Yes.
Q. And it's true around that time Fox News's stance towards Joe Biden began to soften slightly;

93

92

question.
THE WITNESS: Ask it again?

94

103

Sean spoken to POTUS yet? And his opinion?" He's referring to Sean Hannity.
Q. Speaking to President Trump?
A. He had a closer relationship with Trump than anyone else.
Q. You knew that Mr. Hannity had a close relationship with Mr. Trump?
A. He used to speak to him.
Q. And you were aware that Mr. Hannity was giving advice to Mr. Trump?
A. I don't know.
Q. Why did you ask Ms. Scott if Sean had spoken to POTUS?
A. Yes. And what was his opinion of this because it's interesting.
Q. And why was it interesting?
A. Because he -- you would hear from him what Trump was saying.
Q. Okay.
MR. NELSON: Well, let's see what Ms. Scott says in response. This is Exhibit 3314.
(Exhibit 3314 was marked for identification.)
MR. WEBB: 3314. This is 3314 -- is with the witness.

104

BY MR. NELSON:
Q. And, sir, Ms. Scott tells you that Georgia widens but it's a dead heat.
A. "Georgia widens but still a dead heat and will be pushed to a recount. Sean getting off radio, so no update, but he seems to understand where he's heading" -- "this is heading. Will continue focus on the litigation for now."
Q. When Ms. Scott told you Sean seems to understand --
A. "I told him he should pivot to the wins for the Republicans and Senate fight in Georgia."
That's Ms. -- Ms. -- Ms. Scott is telling me this, and I say good.
Q. And, sir, when Ms. Scott tells you that Sean Hannity seems to understand where this is heading, what did you take that to mean?
A. To a loss for Mr. Trump, a change of administration.
Q. That Sean understood that Mr. Trump had --
A. I'm sorry.
Q. -- lost?
A. I think we are talking about the Georgia runoff.
Q. Well, remember you are asking --

105

A. "George widens but still a dead heat."
Q. You are asking below, "Has Sean spoken to POTUS yet?"; right?
A. Yes.
Q. And Ms. Scott reports to you about what she believes Mr. Hannity is thinking; correct?
A. What Mr. Hannity was thinking?
Q. Yes.
A. Well, he obviously wasn't available. He was in his radio show; but, okay, yes.
(Reporter clarification.)
THE WITNESS: The first sentence is referring to the Georgia runoff election. The second sentence includes the words that "Sean seems to understand where this is heading and will continue to focus on the litigation for now."
Q. And that's a reference to -- he understands that Trump has lost?
A. Yes.
Q. And, sir, on --
A. That's what it seems to say.
Q. -- on November 7th, you had another exchange with Mr. Allan of the New York Post after the presidency was declared for Mr. Biden.
And do you recall that day that Mr. Giuliani

106

[redacted]
in front of him Exhibit 3315, and you may proceed.

107

[redacted] been for a while. I think booze has got him."

108

[redacted]

109

something Donald might see?" It says -- the 12:26 email?
A. Yes. "Should we say something Donald might see?"
Q. What did you mean by that?
A. Well, something he might read in the paper.
Q. You understood that you could effectively communicate with Mr. Trump through your editorials?
A. Not really.
Q. Well, you thought at this point that Mr. Trump might see the editorial; right?
A. Yes. Or maybe an article by Michael Goodwin, he followed, I think.
(Reporter clarification.)
THE WITNESS: Michael Goodwin.
BY MR. NELSON:
Q. And Mr. Allan says, "About Rudy?" at 12:27 p.m.; right?
A. Yes.
Q. And then you respond, "Yes. In addition or within your big statement."
Do you see that?
A. Yes.
Q. That's a reference --
A. There is something in between that but yes.

110

Q. That is a reference to the editorial that the New York Post was in the process of preparing that we saw just in the prior emails; correct?
A. Yes.
Q. And, in fact, the New York Post did prepare a draft editorial about this very subject; right?
A. I assume so.
Q. And you edited it, didn't you?
A. I don't remember that. It is quite possible.
(Exhibit 3318 was marked for identification.)
BY MR. NELSON:
Q. Okay. Let's go to Exhibit 3318.
MR. WEBB: Okay. Exhibit 3318 is now with the witness. You may ask your next question.
BY MR. NELSON:
Q. The bottom email, sir, is the draft itself.
A. I see.
Q. And the top email is your line edits, for lack of a better word; correct?
A. Hmm?
Q. The top email on this is your line edits, for lack of a better word, to the editorial; right?
A. Oh, yes. I said -- oh, it went to Lachlan.

111

I say, "few typos. Example, return, not retain" -- "retain." "I would describe China as a dangerous rival. Their GDP now equal." I think that's -- hindsight, that's wrong.
"Per capita is still only 25 percent."
Q. And what does -- going back to the editorial itself, what does the first paragraph of that draft say at the bottom?
A. Wait a minute, it's down at the bottom.
Q. Yeah.
A. It's from the deputy editor to Col Allan. He is saying, "The math is now looking near-impossible for Trump to win reelection," et cetera.
Q. Keep on reading that first paragraph, please.
A. You don't want that bit, do you?
Q. Out loud, if you don't mind?
A. He is included.
Q. I'm sorry. Could you just read the first paragraph of that draft editorial, please?
A. Hmm?
Q. Could you read aloud the first paragraph?
A. Oh, you want me to read aloud?
Q. Yes.

112

A. "The math is looking near-impossible for President Trump to win re-election. But he should take pride in what's done for the nation and the world these last four years. It is a legacy he could easily run on in 2024 -- if he quits the conspiracy-addled talk of a 'stolen' election."
Q. And that's what you believe too -- that it was at this point --
A. I agree with that.
Q. Yeah. And if you go to the second to last paragraph of the entire document.
A. It is on the third page.
Q. Yes, sir.
A. [As read] But the president's aides have shown no evidence the election has 'stolen.' Where Trump won several key states by razor-thin margins to take the White House, seems to have done the -- Biden seems to have done the same thing. It undermines faith in Democracy, faith in the nation, to push baseless conspiracies. Get Rudy Giuliani off TV.
Q. Thank you.
And you agree, sir, that it does undermine faith in democracy and faith in the nation to push baseless conspiracies?

113

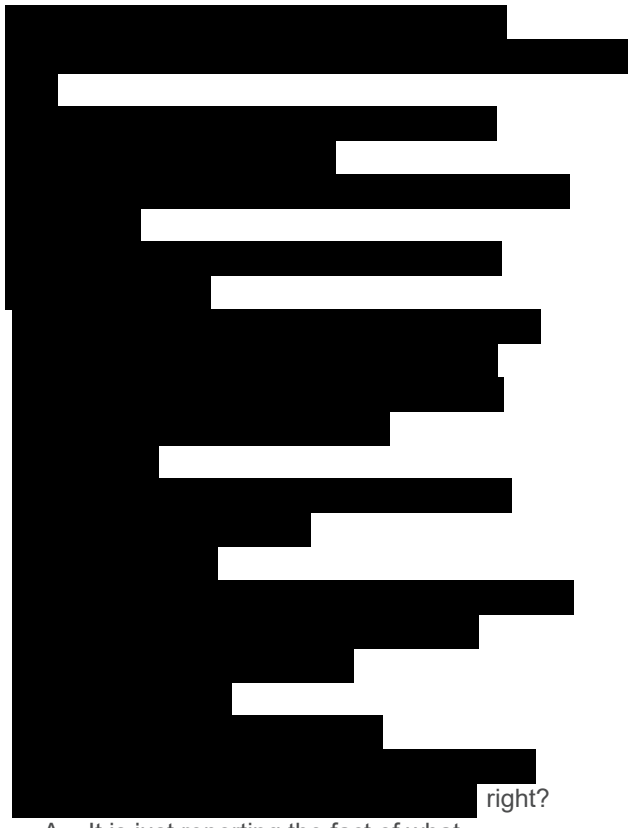
A. You just read me the last sentence?
Q. You agree with that sentence as written -- "that it undermines faith in democracy" --
A. Yes.
Q. -- and "faith in the nation, to push baseless conspiracies"; right?
A. Yes.
[redacted]
Q. And, sir, that draft editorial eventually did make its way to publication; correct?
A. Yes.
Q. And you are aware that this editorial with which you agreed was published on November 7th; correct?
MR. WEBB: So the witness has in front of him Exhibit 3319, and you may proceed.
(Exhibit 3319 was marked for identification.)
THE WITNESS: That's a photograph of him as it appeared.
BY MR. NELSON:
Q. Right. And you are aware that this

114

[redacted]

115

116



A. It is just reporting the fact of what right?

117

Ms. Powell said and then later on what Mr. Giuliani said.

Q. Right. Right. It is reporting on what she said?

A. Yes.

Q. And at that press conference, she was making these crazy accusations; right?

MR. WEBB: Objection; form of the question.

THE WITNESS: You keep describing them as "crazy," but I'd even concede. Though I don't have any evidence that they were right. So I assume they were wrong.

BY MR. NELSON:

Q. My point is, is that you were aware of the press conference as it happened, sir; right?

MR. WEBB: Objection; form of the question.

THE WITNESS: No. I read about it.

BY MR. NELSON:

Q. You read about it in the Wall Street Journal?

A. Hmm?

Q. You read about it in the Wall Street Journal?

A. I don't know, but it was reported widely.

Q. And you did comment on the press

118

conference, did you not?

A. I'm sure.

(Exhibit 3326 was marked for identification.)

MR. NELSON: Okay. Let's go to the next exhibit, which is FNN011_104855. This is an email from you to Ms. Suzanne Scott.

MR. WEBB: Exhibit 3326 is now with the witness.

BY MR. NELSON:

Q. Sir, the subject says what?

A. I was in London; so it would have been 10:00 p.m. in -- with Ms. Scott.

Q. And the subject is "Giuliani"; right?

A. Hmm?

Q. The subject says "Giuliani"?

A. Yes.

Q. This is a reference to the press conference that had just concluded?

A. It must have been.

Q. And what do you say, sir?

A. I said, "Terrible stuff damaging everybody, I fear. Probably hurting us too."

Q. Why did you think that it was hurting you?

A. "Us" being Fox News.

Q. Why did you think it was hurting Fox News?

119

A. Because our viewers were certainly Trump voters.
Q. Well, why would that hurt Fox News?
A. Well, you saw the leadership of them. Mr. Giuliani representing the leadership, talking nonsense.
Q. And Ms. Scott responds to your email, does she not?
A. I haven't seen it.
Q. In fact, she told you that Hannity and Jeanine Pirro agree with your assessment that it was terrible stuff, did she not?
A. I don't know.
(Exhibit 3321 was marked for identification.)
MR. NELSON: 3321.
MR. WEBB: Exhibit 3321 is with the witness.
THE WITNESS: Okay. Yes.
BY MR. NELSON:
Q. And what did she tell you, sir?
A. [As read] Sean and even Pirro agree. Spoke to Hope, and it will be her pitch. Will update you tomorrow.
Q. And that was your assessment and Ms. Scott's assessment and Mr. Hannity's assessment

120

and Ms. Pirro's assessment?
A. Yes.
Q. That it was terrible stuff?
A. Damaging.
Q. Damaging?
A. Yes.
Q. And, sir, you are also aware, during this time frame, that this idea that state legislatures could change the result of the election was ridiculous; right?
MR. WEBB: Objection; form of the question.
THE WITNESS: I might have said that.
(Exhibit 3322 was marked for identification.)
MR. NELSON: Okay. Well, let's go to Exhibit 3322, Fox Corp 60779.
MR. WEBB: Okay. The witness has Exhibit 3322 in front of him.
BY MR. NELSON:
Q. And you are writing Mr. Saad Mohseni.
A. Mohseni.
Q. And who is he, sir?
A. He is an Australian friend who had the television stations in Afghanistan.
Q. And you say, "State legislatures changing

121

results sounds ridiculous"; right?
A. Yes.
Q. And you add, "There'd be riots like never before"?
A. Right.
Q. You agree with that, sir?
A. Yes.
Q. And because that would be overturning a free and fair election; right?
A. Yes.
Q. And then you say you just watched the Giuliani press conference. In your email, you described how you had just watched the Giuliani press conference; correct?
A. I said these things here.
Q. You called it "stupid and damaging," sir?
A. Yes.
Q. And --
A. Trump and -- I said -- I wrote, "Stupid and damaging. The only one encouraging Trump and misleading him."
Q. And then what did you say after that, sir?
A. "Both increasingly mad."
Q. You thought that --
A. "The real danger is what he might do as

122

president. Apparently not sleeping and bouncing off walls! Don't know about Melania, but kids no help."
So there it is.
Q. You thought that Trump was going increasingly mad as of November 19th, 2020?
MR. WEBB: Objection; form.
THE WITNESS: I said apparently he's not sleeping and bouncing off walls.
BY MR. NELSON:
Q. You said he was going increasingly mad, sir?
A. Oh, yes, I did, just the sentence before.
Q. And you thought Giuliani was going increasingly mad as well, sir?
A. Yes.
Q. And, in fact, you described it to your CEO of News Corporation, Mr. Thomson, as "really crazy stuff"; correct?
A. I'm sure.
Q. And you described it as damaging as well; correct?
A. Yes.
Q. And, in fact, sir, in the Wall Street Journal -- well, let me back up.
The Wall Street Journal editorial page, can you

123

please describe whether you set the tone of the Wall Street Journal editorial page?
A. The tone is set by Mr. Gigot, who has been the editor of that. I would describe him as conservative, independent, not Republican or Democrat, believes in free markets. For instance, really attacked Trump for having tariffs and all the arguments about that.
Q. And you trust Mr. Gigot -- Gigot's judgment; correct?
A. Absolutely. I don't interfere.
Q. And will you talk to him about what it runs -- the editorial page?
A. Never. I might ring him, congratulate him.
Q. And you will read them?
A. Hmm?
Q. You will read the editorial page?
A. I read them every day.
Q. And on November 17th, the editorial page, led by Mr. Gigot, wrote an editorial about Dominion Voting Systems, did it not?
A. I don't remember but if you say so.
Q. Well, we will look at it, sir.
MR. WEBB: Sir, so Mr. Murdoch has in front of him 3323. You may proceed.

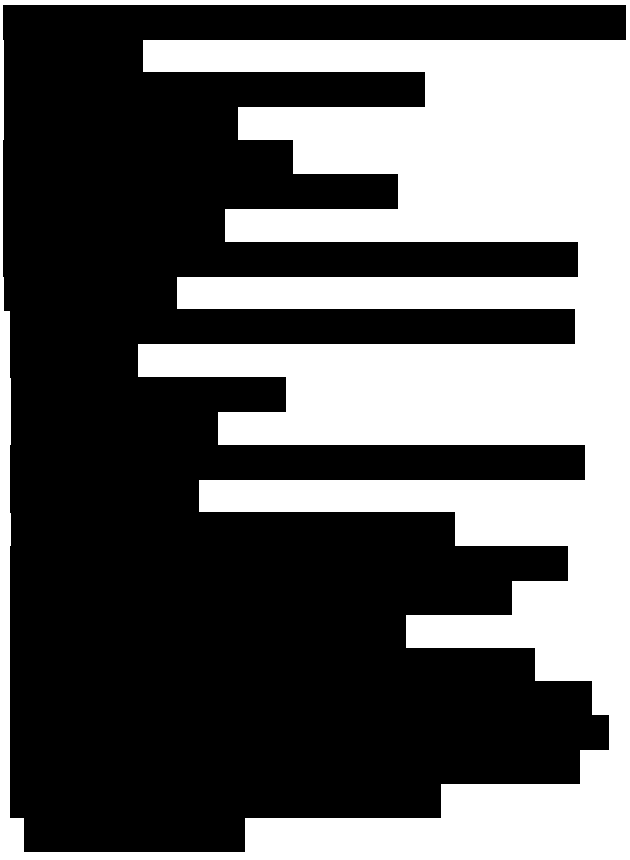
124

(Exhibit 3323 was marked for identification.)
BY MR. NELSON:
Q. This is the editorial that appeared in your newspaper, the Wall Street Journal, on November 17th, 2020; correct?
A. Yes. Okay.
Q. This is the editorial that appeared in your newspaper, the Wall Street Journal, on November 17th, 2020; correct?
A. Yes.
Q. And --
A. It is a very thoughtful examination of the whole situation.
Q. How is it thoughtful, sir?
A. Well, it goes into great detail about voting machines and the allegations about Venezuela and so on.
Q. And it rejects the allegations; right?
A. Hmm? Oh, yeah, absolutely.
Q. And you agree with that, right?
MR. WEBB: Objection; form.
THE WITNESS: Yes.
BY MR. NELSON:
Q. And what does that --

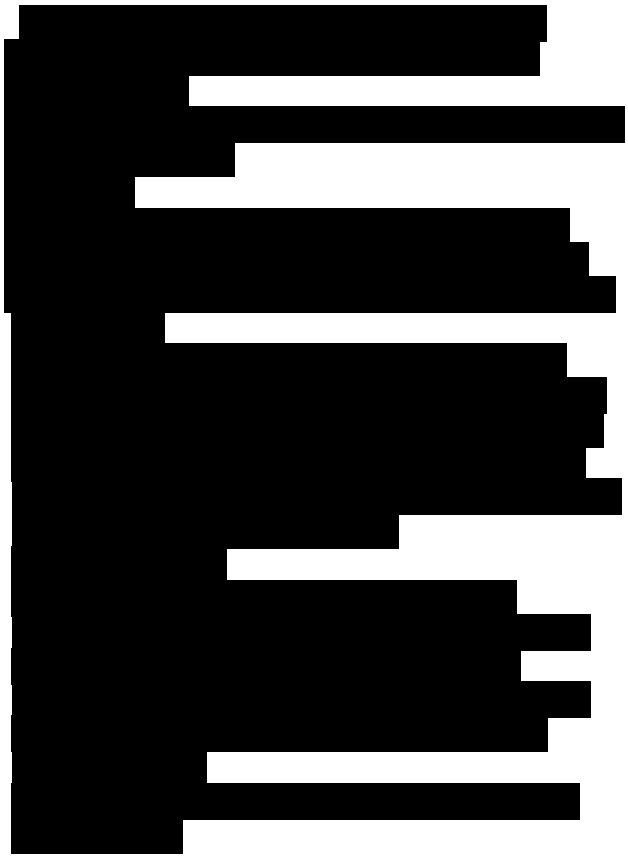
125

A. Well, it seems reasonable.
Q. What did that -- what does that first paragraph say, sir? Can you read that aloud?
A. Voters cast --
Q. That's -- that's --
A. I'm sorry. "President Trump has so far been unwilling to concede to Joe Biden, and his latest argument is that the voting machines must have been rigged. Where's the evidence? Strong claims need strong proof, not rumors and innuendo on Twitter."
Q. And you agree with that, sir?
A. Yes.
Q. In fact, you agreed that there was no evidence at this point for this serious charge that the voting machines must have been rigged; right?
MR. WEBB: Objection; form of the question.
THE WITNESS: I agree there was no substantial evidence.
BY MR. NELSON:
Q. In fact, the Wall Street Journal editorial, in that first paragraph, asks, "Where is the evidence?"; right?
A. Yes.
Q. You asked that same question to

126



127



128

Q. You heard about it, didn't you?
A. Not contemporaneously.
(Exhibit 3325 was marked for identification.)
MR. NELSON: Okay. Let's go to the next exhibit, which is Exhibit 3325. And, sir --
MR. WEBB: The witness now has before him which you marked as Exhibit 3325, and you may proceed.
BY MR. NELSON:
Q. And, sir, this is --
A. It is the 23rd of November from -- oh, sorry, from me to Suzanne Scott, subject "From CNN."
Q. And it discuss --
A. And that was a message from -- sent to me by Preston Padden, quoting someone called Oliver Darcy.
[As read] I spent several hours watching Newsmax over the weekend, and I feel comfortable saying that right now the network is producing some compelling programs -- more compelling than Fox. If you are looking for pro-Trump talk shows, Newsmax is the place to be. Much of the content is conspiratorial and fact-free, but the bookers are great at appealing to Trump supporters, with guests like Sidney Powell, Lin Wood, and Alan Dershowitz, and

129

Rob Blagojevich and Tom Fitton filling the air -- airwaves Saturday and Sunday.
Q. All right. Thank you, sir. And you were aware --
A. Hmm?
Q. You were aware at this time that Sidney Powell was going on TV to spread her claims?
MR. WEBB: Objection; form of the question.
THE WITNESS: She's doing it on C -- CNN.
BY MR. NELSON:
Q. Well, there is a CNN article about it?
A. Hmm?
Q. It is a CNN article about it?
A. Oh, I see. Sorry. CNN was reporting that she was on Newsmax.
Q. Right. And, sir, you were also aware -- were you not? -- that those same guests were appearing on Fox News during this time frame?
MR. WEBB: Objection; form of the question.
THE WITNESS: I was not aware.
MR. NELSON: Let's go to the next exhibit.
THE WITNESS: I think I was aware that maybe Alan Dershowitz had appeared and probably Rudy Giuliani.
///

130

BY MR. NELSON:
Q. You were aware that Rudy Giuliani was appearing on Fox?
A. No. I just assumed he would be there.
Q. Why did you assume that he would be there?
A. Because he liked to appear, and he -- he was pushing something. We were just reporting that this is what Trump and his lawyers were saying. They were the ones saying it.
Q. And you were aware that Fox News was having these people appear on the television under Fox's banner to spread these charges?
MR. WEBB: Objection; form of the question.
THE WITNESS: We -- I'm sorry.
We report the news, and we have dozens of people a day on the channels that are talking about the news.
And this was big news. The President of the United States was making wild claims, but that is news.
BY MR. NELSON:
Q. Right. And it was a conscious decision of Fox News to put these people on the air?
MR. WEBB: Objection; form of the question.
THE WITNESS: It was just a running story. They

131

were the spokespersons for that side of the story.
BY MR. NELSON:
Q. And you made a decision to keep on putting them on your air?
A. No.
MR. WEBB: Objection.
THE WITNESS: I didn't make any decision.
BY MR. NELSON:
Q. Fox News made the decision to keep --
A. These things are on a rolling-day business, and there's a big story that the President of the United States was saying things. Well, whoever is President of the United States, whatever he says is news, and it is reported.
Q. I'm not asking whether it is newsworthy or not. We will get to that, sir. My question is: It was a decision that Fox News made to host these people?
A. No. No. I --
MR. WEBB: Objection; form of the question.
THE WITNESS: Not as such --
BY MR. NELSON:
Q. It wasn't a decision to host these people?
A. Hmm?
Q. It wasn't a decision?

132

[redacted]

133

not? -- that appeared on the site Mediaite; right?
A. Preston Padden is a -- used to work for me, a Republican, but very anti-Trump.
Q. And he sent you a link?
A. Hmm?
Q. He sent you a link to a story, did he not?
A. Yes.
Q. And you read that story?
A. I don't think so. I might have.
Q. Okay.
Well, let's look at that story. And I only have my marked-up --
A. I don't take Mediaite as a -- as an authority on anything.
Q. Okay. Well, we will get to that, sir.
This is an -- this is that Mediaite article. This is my highlighted version. We will get a copy on the record later. Don't mark that because it's --
MR. WEBB: Do you want this as an exhibit number to show him?
MR. NELSON: Not yet because I don't have the exhibit number yet. So --
MR. WEBB: Okay. What do you want me to do?
MR. NELSON: Just -- if you can show it to him

134

to refresh his recollection. We will introduce it as an exhibit later.
MS. PEASLEE: On the next break, we will print off clean copies.
BY MR. NELSON:
Q. Sir, that's that Mediaite article. You can compare it; right? You would agree with me that's the Mediaite article that's referenced there?
MR. WEBB: Objection to the form of the question.
THE WITNESS: Yes.
BY MR. NELSON:
Q. And that article talks about the conspiracy theories being shown on Fox News, does it not? And if you need time to go over the article, we can go off the record, sir.
A. This is typical Mediaite. It is certainly not true.
Q. And on that second page, sir, it describes the appearances that Sidney Powell and Rudy Giuliani were making on Fox News; correct?
MR. WEBB: Objection; form.
THE WITNESS: I don't see that. I don't see -- oh, I'm sorry, in the middle.
The paragraph that Maria had invited Sidney

135

Powell and Rudy on her show and they made unproven theories. So I suppose it is okay.
BY MR. NELSON:
Q. They had made these conspiracy theory allegations; correct?
A. That's what it says.
Q. And --
A. And they were saying that Trump was the true winner.
Q. And, in fact, you read that article, did you not?
A. No. No.
Q. You laugh. Why do you laugh?
A. I didn't read it.
MR. WEBB: Objection; form of the question.
BY MR. NELSON:
Q. It is your testimony under oath?
A. I do not read Mediaite.
Q. Uh-huh. And you have called Sidney Powell "a crazy would-be lawyer," did you not?
A. If you have something in there saying that, I would agree with you, but I don't remember.
Q. Do you think that Sidney Powell is a crazy would-be lawyer?
MR. WEBB: Objection; form of the question.

136

THE WITNESS: What is being shown in this evidence, it sounds like she was.
BY MR. NELSON:
Q. As of November of 2020, you thought she was a "crazy would-be lawyer"?
MR. WEBB: Objection; form of the question.
THE WITNESS: Could you ask it again?
BY MR. NELSON:
Q. As of November 2020, you thought she was a "crazy would-be lawyer"?
MR. WEBB: Objection; form of the question.
THE WITNESS: That was after she had been fired, I think.
BY MR. NELSON:
Q. You were aware that she was fired on November 22nd by the Trump campaign?
A. The 22nd, no. I don't know the dates.
Q. Okay. You were aware that, soon after the appearance on Tucker Carlson, she was fired by the Trump campaign?
A. I am delighted to know that Tucker has that influence, yes. I didn't know.
[redacted]

137

[redacted]
(Reporter clarification.)
THE WITNESS: Took her down.
BY MR. NELSON:
Q. And, sir, you agreed that there was some truth to that Mediaite article, did you not?
A. As I told you, I don't remember reading it. But I'm -- I'm sure there are elements of truth in it, but not everything.
Q. The element of truth was that --
A. Hmm?
Q. The element of truth was that Sidney Powell was spewing conspiracy theories; right?
MR. WEBB: Objection; form of the question.
THE WITNESS: I don't know what she was saying. She was certainly saying the election was stolen.
(Exhibit 3328 was marked for identification.)
MR. NELSON: And let's mark as Exhibit 3328.

138

BY MR. NELSON:
Q. Sir, you, in fact, read that Mediaite article, did you not?
A. No, I did not.
MR. WEBB: I'm going to hand the witness Exhibit 3328, and he has it in front of him.
BY MR. NELSON:
Q. Would you like to change your answer for the jury, sir?
MR. WEBB: Objection; form of the question.
THE WITNESS: Looks like I looked at it. "Mediaite an old lefty enemy. Some truth, but I have listening" -- "I have been listening sometimes to Tucker, our #1 hour. And very good, sometimes brilliant. The way he called out that crazy would-be lawyer really great."
BY MR. NELSON:
Q. That crazy would-be lawyer is Ms. Powell, is it not?
MR. WEBB: Objection; form of the question.
THE WITNESS: Yes.
BY MR. NELSON:
Q. And what do you say after that?
A. "So much that Giuliani had to disown her."
Q. Uh-huh. And then what do you add?

139

A. Hmm?
Q. What do you say after that, sir?
A. "I think, generally, we are navigating it pretty well."
Q. What do you mean, "generally, we are navigating it pretty well"?
A. That we are reporting it well.
Q. Well, how are you navigating it?
MR. WEBB: Objection; form of the question.
THE WITNESS: Navigating means -- well, the way we are putting shows together and the -- we are being fair and balanced.
BY MR. NELSON:
Q. Because you are trying to straddle the line between spewing conspiracy theories on one hand, yet calling out the fact that they are actually false on the other?
MR. WEBB: Objection; form of the question.
THE WITNESS: Yes. We were treating it as news that the president and his lawyers were saying this. We were commenting on it to say it was nonsense, or Tucker was.
BY MR. NELSON:
Q. Not Dobbs?
A. Hmm?

140

MR. WEBB: Objection to the form of the question.
BY MR. NELSON:
Q. You said Tucker was saying it was nonsense. Dobbs wasn't, was he?
A. Hmm?
MR. WEBB: Objection; form of the question.
THE WITNESS: Who?
BY MR. NELSON:
Q. Dobbs. Lou Dobbs.
A. Who?
Q. Lou Dobbs.
A. Oh, I never watch. [redacted]
(Reporter clarification.)
THE WITNESS: I -- I never watch Business Channel, and I certainly never watch Lou Dobbs.
BY MR. NELSON:
Q. Maria Bartiromo was hosting Sidney Powell?
MR. WEBB: Objection; form of the question.
THE WITNESS: The question was here in her Sunday Show, which is on Fox News. Otherwise, she's on Fox Business. That's it.
BY MR. NELSON:
Q. And it was, sir, a considered decision of

141

Fox News to put Sidney Powell and Rudolph Giuliani on the air --
A. No.
Q. -- because they were making news?
MR. WEBB: Object -- object to the form of the question.
THE WITNESS: I think we would have preferred it if Trump came on and did it himself if they were going to make an argument.
BY MR. NELSON:
Q. You approved of the decision to keep on hosting Sidney Powell and Rudolph Giuliani?
A. I wasn't consulted; but, yes, I would have.
Q. And you approved of the decision. We can talk about at the time or not. But, in your words, yes, you would have approved it because, in your words, "They would make news"; right?
MR. WEBB: Objection; form of the question.
THE WITNESS: They were making news.
BY MR. NELSON:
Q. And regardless of whether they were saying untrue things, Fox decided to host them?
A. Well, that happens every day.
MR. WEBB: Objection; form of the question.
THE WITNESS: Watch what they're saying in the

142

[redacted]

143

MR. WEBB: Okay. The witness has before him Exhibit 3329.
THE WITNESS: Go ahead, sir.
BY MR. NELSON:
Q. And -- and you, sir, are telling Mr. Padden that, if the president or his lawyers do that, it's news; right?
A. Yeah. Yes.
Q. And then you can comment on it; right?
A. Yes.
Q. But it's a considered decision to invite them on the air, is it not?
MR. WEBB: Objection; form.
THE WITNESS: No.
BY MR. NELSON:
Q. It is not a decision to invite them on the air?
A. Well, down the line. There are directors and producers in every show, and they are putting together these shows.
Q. Okay.
And so --
A. And, of course, they are happy to have the President of the United States's lawyer on the air.
Q. Okay.

144

Did you ever talk to Ms. Scott at all about the fact that Donald Trump was spewing conspiracy theories?
MR. WEBB: Objection; form of the question.
THE WITNESS: I don't remember, but I was -- usually by email clearly at this time in touch with Ms. Scott.
BY MR. NELSON:
Q. And --
A. We have a lot of things to talk about.
Q. What do you talk about with Ms. Scott?
A. Oh, we talk about the show, what's the news of the day, and everything. I mean -- this wasn't the only thing happening in the world.
Q. It was certainly a topic that was --
A. Hmm?
Q. It was certainly a topic at the forefront of everybody's minds, was it not?
A. I rather doubt that. I mean, top of my mind was that those are hardcore Trump people. It still is.
Q. And -- and you did -- we just saw an email. You did talk to Ms. Scott about the fact that Mr. Giuliani was saying this terrible stuff; right?
MR. WEBB: Objection; form.

145

THE WITNESS: I don't think we -- I say that here.
BY MR. NELSON:
Q. And you said that in a couple emails ago. You remember after the press conference, you wrote Ms. Scott, "terrible stuff"?
A. Oh, yes.
Q. And, sir, during that time frame, you could have said to Ms. Scott, "Stop hosting Sidney Powell"?
MR. WEBB: Objection; form of the question.
THE WITNESS: I could have, but I do not run Fox News in that way. I appointed Ms. Scott to the job.
BY MR. NELSON:
Q. Okay. Okay. Let's go off --
A. And I delegate.
Q. Sorry, did you finish your answer?
A. And I delegate everything to her.
Q. Okay.
MR. NELSON: Thank you. Let's go off the record.
THE VIDEOGRAPHER: The time is 1:51 p.m., and we are going off the video record?
(The deposition was concluded at 1:51 p.m.)

146

STATE OF CALIFORNIA)
) Ss.
COUNTY OF ORANGE)

I, LINDSAY STOKER, Certified Shorthand Reporter qualified in and for the State of California, do hereby certify:
That the foregoing transcript is a true and correct transcription of my original stenographic notes;
I further certify that I am neither attorney or counsel for, nor related to or employed by any of the parties to the action in which this proceeding was taken; and, furthermore, that I am not a relative or employee of any attorney or counsel employed by the parties hereto or financially interested in the action.
IN WITNESS WHEREOF, I have hereunto set my hand this 20th day of January, 2022.

LINDSAY STOKER
CSR 14373

In the Matter Of:

US Dominion, Inc. vs

Fox News Network

KEITH MURDOCH

January 20, 2023

Page 159

Page 161

THE WITNESS: I fully support Ms. Scott's operational leadership. If I can give you an instance, she started an extra channel, really, in Fox Weather, which became very popular. It was well down the line before I heard of it.

BY MR. NELSON:

Q. I'm not asking about Ms. Scott. I'm asking about you.

A. I'm just giving you an instance --

Q. Okay.

A. -- of how we work.

Q. Okay. "Yes" or "no": Do you provide the board with strong operational leadership?

A. No.

Q. "Yes" or "no": Do you provide the board with broad strategic vision?

A. You can credit me with that.

Q. Okay.

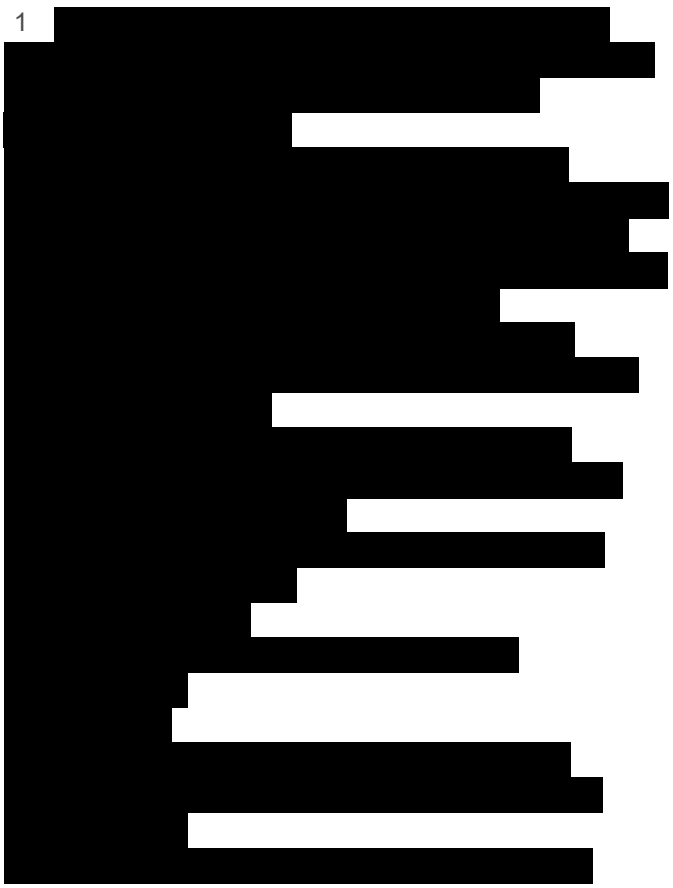
A. It's shared.

Q. Okay. And you understand, sir, that when you file a proxy statement with the Securities and Exchange Commission, there's a duty to tell the truth; correct?

A. Of course.

Q. Okay. You are listed under the executive

Page 160



Page 162

leadership of Fox News, are you not?

A. I assume so. I haven't read that. But I don't know what you're referring to.

Q. On your website today, it lists you as part of the executive leadership of Fox News Media?

A. As part of it, yes.

Q. You are a part of the executive leadership of Fox News Media?

A. A part of it. I am not solely.

Q. Right. You are not solely, but you are part of the executive leadership at Fox News Network?

A. Certainly.

Q. And, in fact, at the time this lawsuit was filed, you were listed as part of Fox News's executive staff, were you not?

A. Of Fox News or Fox Corp.?

Q. Fox News, sir.

A. I don't know.

Q. It wouldn't surprise you to know -- you don't dispute that you are part of Fox News's executive staff at the time of the filing of this lawsuit, do you?

MR. WEBB: Objection; form of the question.

THE WITNESS: I was certainly not operating as

Page 163

part of the staff.
(Exhibit 3330 was marked for identification.)
MR. NELSON: Okay. We will mark as Exhibit 3330 a printout from the Fox News website. It is also in our complaint.
MR. WEBB: The witness now has in front of him Exhibit 3330, and he is ready to answer your questions.
BY MR. NELSON:
Q. Sir, this is --
A. Yeah, I'm listed here, Fox News executive staff. This is -- I don't -- as chairman of Fox Corporation.
Q. You don't dispute --
A. And my son is listed executive chairman and chief executive officer.
Q. And, sir, you don't dispute the accuracy of this at the time of the filing of the lawsuit, do you?
MR. WEBB: Objection; form.
THE WITNESS: No.
BY MR. NELSON:
Q. Okay. And, sir, how often do you speak to Ms. Suzanne Scott?

Page 164

A. Once, twice a week.
Q. The record will reflect this --
A. I mean, for instance, let me be clear. I will be in New York next week, and I expect to speak to her every day. But for me to call her occasionally, if I'm in -- somewhere else in the world, that would be normal. But it is occasional.
Q. And the record will reflect this. I believe that Ms. Scott said it was closer to three or four times a week, but -- you wouldn't dispute that, would you?
MR. WEBB: Objection. Objection; form of the question.
THE WITNESS: It may seem like that to her.
BY MR. NELSON:
Q. Fair enough. What do you talk about?
MR. WEBB: Objection; form.
THE WITNESS: Something like maybe -- anything from the question are costs getting out of control, or I really like that new face we have on on some show, that sort of thing. I don't watch Fox News enough, or as much as I should.
BY MR. NELSON:
Q. How often do you watch Fox News?
A. Oh, that depends. I mean, let me be

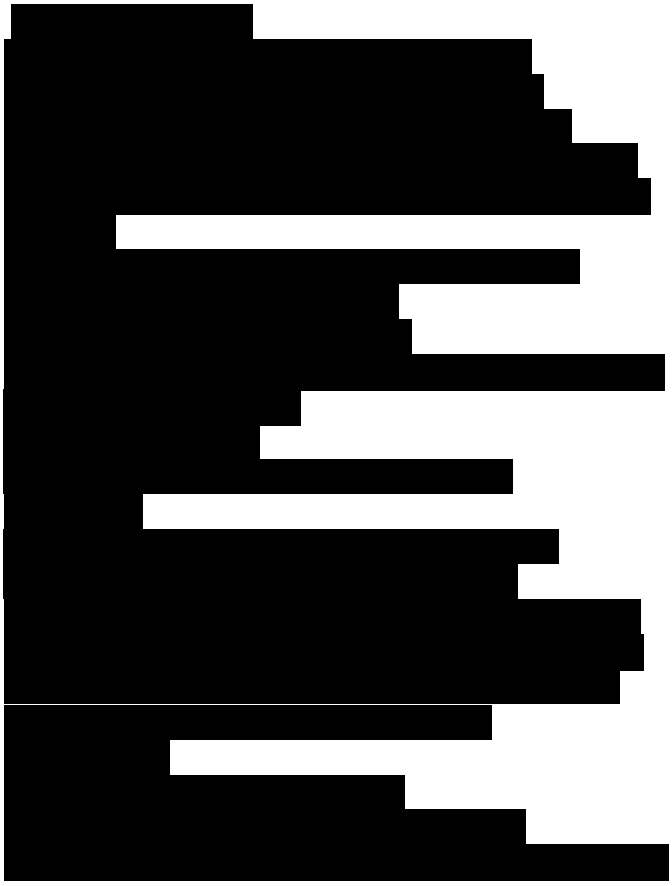
Page 165

honest. Here I am in Los Angeles. I had nothing to do last night. I watched a couple of hours.
Q. With the exception of last night, on a regular basis, if you could, give your best estimate for how often over the course of a week you watch Fox News?
MR. WEBB: Objection; form.
THE WITNESS: Well, if I'm in the United States, certainly three or four hours.
BY MR. NELSON:
Q. What else do you watch?
A. Football.
Q. American?
A. Yes.
Q. And, sir, when you speak to Ms. Scott, you mentioned that you will talk to her about a new face or something. What do you mean by that?
A. Well, if she finds some new talent and brings -- for instance, someone last night was billed as a co-host of The Five, which I had not seen her face before, but she was being given an interview on Hannity. She was proposing -- taking a very pro-climate change position against someone who wasn't.
(Reporter clarification.)

Page 166

THE WITNESS: She was taking a very pro-climate position -- pro-change, I should say, and someone on the other side was arguing that it was overdone.
BY MR. NELSON:
Q. And, in fact, you spoke to Ms. Scott at some point about making sure that both sides of the climate change position were represented; correct?
A. I cannot recall a specific conversation, but always we like to see both sides.
Q. Okay. But in this particular instance -- we can talk about it later.
You have spoken to Ms. Scott about making sure on climate change, in particular, both sides of the issue are represented; correct?
A. I do not recall any conversation with Ms. Scott about climate change.
Q. Okay. When you talk about a new face, do you talk about whether you like the new face or the new host?
A. Yes.
Q. Do you think your opinion carries sway with Ms. Scott?
MR. WEBB: Objection; form.
THE WITNESS: I hope it does.
///

Page 167



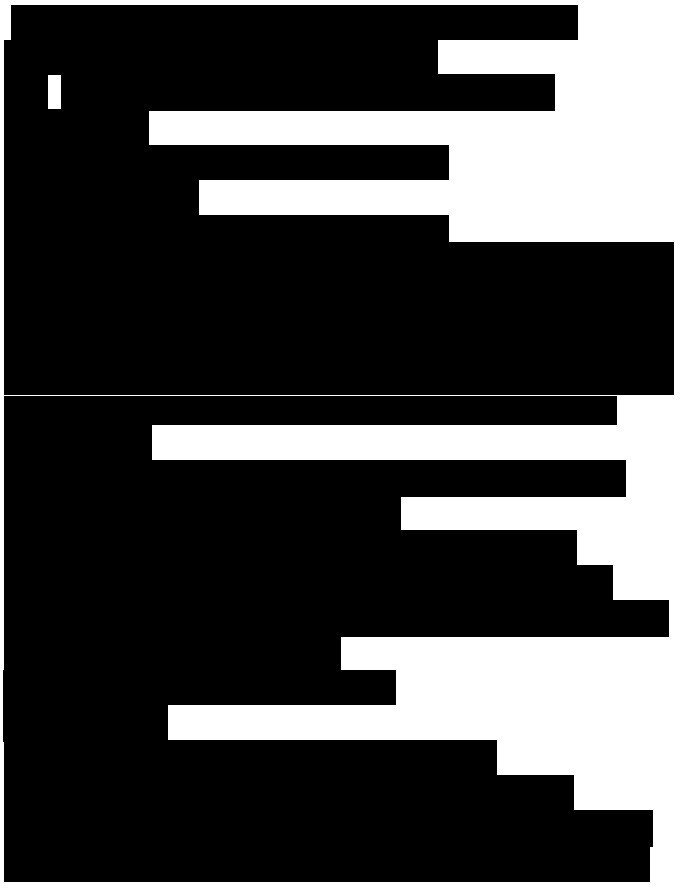
Page 168

have anything to add. I don't.
(Reporter clarification.)
THE WITNESS: They sometimes ask -- I've said nothing through it, and they will say to me, "Anything to add?" Mostly, it's no.
BY MR. NELSON:
Q. You do listen in to the news conferences, sir?
A. When I can. I haven't for a couple of weeks, but yes.
Q. And during the time frame from September 2020 through February of 2021, you were calling in frequently?
A. No. I was in Britain, so there was always a time problem. I certainly wasn't listening to news conferences.
Q. You, during -- let's even narrow it down further. From November and December of 2020 --
A. Right.
Q. -- did you dial in to any news conference?
A. No.
Q. Do you have phone records? Do you keep your phone records?
A. No.
Q. Okay.

Page 169

A. I wasn't in the office. [redacted]
Q. I will not explore that, sir.
You are involved in all major decisions, are you not?
MR. WEBB: Objection; form.
THE WITNESS: Depends how you describe major decisions, but not really. I mean, I would hope to be. It depends on what -- not in day-to-day programming decisions.
BY MR. NELSON:
Q. You're involved in determining who should host shows?
A. No.
Q. You've never been involved in suggestions about who should host a show or who should be fired?
MR. WEBB: Objection; form.
THE WITNESS: Not for the last several years, and even before that, not much. But there was a short period when we dismissed Mr. Ailes that I stood in for a few months. We had to let go of the most popular prime time host, Bill O'Reilly.
BY MR. NELSON:
Q. You were involved in that decision?
A. Very much.

Page 170



Page 171

Q. You understand that something broadcast anywhere on Fox can quickly, in this day and age, get wide attention on social media or through YouTube or anything else; right?
MR. WEBB: Objection; form.
THE WITNESS: No. Not on Fox -- Fox Business.
BY MR. NELSON:
Q. Do you think that Fox News Media is one of the most recognized and influential media companies in the world?
A. Fox News, yes.
Q. Do you think that --
A. Fox News Channel.
Q. Do you think that Fox Business is credible?
MR. WEBB: Objection; form.
THE WITNESS: My impression, listening to it, right -- let's take the morning show, three hours. Friday, yes. The new show, Gutfeld! at night, very popular, number one show. I have listened to that two or three times, perhaps more. I liked that. And that's about my experience.
BY MR. NELSON:
Q. Do you think that viewers find Fox Business credible?
MR. WEBB: Objection; form.

Page 172

THE WITNESS: Well, the shows that I've just told you, yes, I think the vast majority of viewers who do view Fox certainly would.
BY MR. NELSON:
Q. Do you think the Fox brand is credible?
A. Fox News Channel brand, yes.
Q. But you understand that when you set a brand and you extend that brand, you hope that that credibility will transfer, do you not?
MR. WEBB: Objection; form.
THE WITNESS: Yes.
BY MR. NELSON:
Q. And just so I understand --
A. We hope that everything we do, including our newspapers and News Corp., are credible.
Q. Right. And you hope that people will take it credibly; correct?
A. Oh, yes.
Q. Sir, you could have suggested at any point to fire Lou Dobbs; correct?
MR. WEBB: Objection; form.
THE WITNESS: Yes.
BY MR. NELSON:
Q. And, sir --
A. Meanwhile, I had the president on the phone

Page 173

once or twice asking that he be transferred to the big channel, which I refused.
Q. Right. You told him no. I've seen that document. And he also called you in September of 2020 saying how much he loved Dobbs and loved Hannity and loved Maria. Do you remember that?
MR. WEBB: Objection; form.
THE WITNESS: September 2020?
BY MR. NELSON:
Q. Yes, sir.
A. I don't remember that specifically, but I remember him saying, "You're 90 percent good. That's not enough. Now you show me -- I need you 100 percent." And I said, "Well you can't have it."
Q. He told you he didn't like the Washington bureau chief, Bill Sammon; right?
A. He may have. [redacted]
Q. And, eventually, you fired Bill?
MR. WEBB: Objection; form.
THE WITNESS: Physically, no. I heard about it afterwards.
BY MR. NELSON:
Q. You weren't involved in those discussions?

Page 174

[redacted]

Page 176

BY MR. NELSON:
Q. What was wrong with Lou Dobbs, besides being an extremist?
MR. WEBB: Objection; form.
THE WITNESS: That's a very big thing to be wrong for.
BY MR. NELSON:
Q. And in 2017, you thought he was an extremist?
MR. WEBB: Objection; form.
THE WITNESS: I didn't know much about him, but I knew that Mr. Ailes, who hired him, was worried. And I could be wrong, but I think he came from CNBC.
BY MR. NELSON:
Q. Mr. Ailes was worried about Mr. Dobbs's extremism, but you hired him anyway?
MR. WEBB: Objection; form.
THE WITNESS: Mr. Ailes was running the show completely.
And if I remember correctly, he was worried about it, but thought he had to strengthen Fox Business, which I don't think worked anyway.
BY MR. NELSON:
Q. And you could --
A. I'd have to look back at the ratings, but I

Page 177

don't think he had a big rating.
Q. And you could have said, "Maybe we shouldn't host extremists on our air"?
A. I didn't know anything about Lou Dobbs. I had hardly heard of him.
Q. When did you realize that Mr. Dobbs was an extremist?
A. I guess in 2020.
Q. What caused you to think that, sir?
A. The call from Mr. Trump.
Q. In September 2020? Okay.
And, sir --
A. And that was the only call he made me that year, apart from February.
Q. In February?
A. The call he made in the beginning of COVID, and I said, "You better be careful. It is a big deal." And he said, "Well, some people say that." And then I didn't speak to him again all year until that call, when he called me, and then I haven't spoken to him since that call.
Q. And you've never tried to speak to him since that call?
A. No.
Q. Has he ever tried to call you since then?

Page 178

A. No. I would take the call if he called, but no.
Q. Why would you take his call?
MR. WEBB: Objection; form.
THE WITNESS: He is the ex-president of the United States. I would take a call from Bill Clinton or anyone.
BY MR. NELSON:
Q. Do you think that Mr. Trump is an extremist?
A. No.
Q. Last month --
A. He sometimes uses a lot of hyperbole, but in action, not really.
Q. Last month, he did his Truth post suggesting that the Constitution should be suspended. Do you recall that?
MR. WEBB: Objection; form.
THE WITNESS: I recall that, and I was shocked.
BY MR. NELSON:
Q. Do you think that's an extremist position, to suspend the Constitution?
MR. WEBB: Objection; form.
THE WITNESS: I think it's profoundly wrong.
///

Page 179

BY MR. NELSON:
Q. Should Fox News give voice to people who profess to want to suspend the Constitution?
MR. WEBB: Objection; form.
THE WITNESS: Yes. If it's the president, or someone -- you know, yes, absolutely. It was news, the fact that you even heard it.
BY MR. NELSON:
Q. Sir, you understand that you can say that an allegation has been made and still call it false; right?
MR. WEBB: Objection; form.
THE WITNESS: He said that Fox is reporting that ex-President Trump said such-and-such, yes.
BY MR. NELSON:
Q. Right. And will you allow Fox to have people, aside from President Trump, on your air to say that the Constitution should be suspended?
MR. WEBB: Objection; form.
THE WITNESS: It depends entirely who they are.
BY MR. NELSON:
Q. What would it depend on?
MR. WEBB: Objection; form.
THE WITNESS: Well, maybe a professor laureate at Harvard or someone like that.

Page 180

BY MR. NELSON:
Q. And --
A. Or if -- and it never would be -- but if it was, you know, a top senator or something.
Q. Do you think that providing a voice to extremists gives them a platform?
A. It depends on how we comment on it. It's not giving them a platform.
Q. What do you mean it "depends on how you comment on it?"
A. Well, we obviously are -- are against that.
Q. So if someone said the Constitution should be suspended --
A. We would have legal experts on immediately saying, "This is ridiculous."
Q. Sir, you know who Shepard Smith is; right?
A. Indeed.
Q. And at one point when he was at Fox, he fact-checked the Trump administration lies. Do you recall that?
A. No.
Q. You didn't like that, did you?
MR. WEBB: Objection; form.
THE WITNESS: I was completely unaware of it.
///

Page 181

BY MR. NELSON:
Q. You were unaware of it?
A. Yes.
Q. Okay.
A. I did not follow what Shepard Smith was saying.
(Exhibit 3331 was marked for identification.)
MR. NELSON: Let's go to Exhibit 3331.
MR. WEBB: The witness now has in front of him Exhibit 3331, and you may proceed with your questions.
BY MR. NELSON:
Q. Sir, this is an email from you to Mr. Jay Wallace and Ms. Suzanne Scott; correct?
A. It looks like I have to amend what I said earlier.
Q. You want to change your answer?
A. Sorry, yes.
Q. Because you did say that Fox News's fact check of the Trump administration lies was over the top; right?
A. No. I said that Mr. Shepard Smith's opinion.
Q. What do you mean, "Mr. Shepard Smith's

Page 182

opinion"?
A. Well, he said it.
Q. And you thought that was over the top?
A. Apparently.
Q. Why?
A. Well, it was the way he expressed it. I don't know. What was he talking about? I'd have to see the whole show.
Q. You didn't like that he was calling out the Trump administration lies?
MR. WEBB: Objection; form.
THE WITNESS: No. Everyone was saying that.
BY MR. NELSON:
Q. And so you didn't like it because everybody was saying that?
MR. WEBB: Objection; form.
THE WITNESS: I was -- I'm sorry. What was I -- I meant that other channels were saying that.
BY MR. NELSON:
Q. And you wanted Fox News to be different?
MR. WEBB: Objection; form.
THE WITNESS: No I apparently thought the way he expressed it and the way he did it was a bit extreme, but I don't remember, beyond that, but --
///

Page 183

BY MR. NELSON:
Q. Okay. And --
A. But I did say "over the top."
Q. And you have instructed Fox News to close Fox off completely from certain guests, have you not?
A. Probably.
Q. Who do you recall telling Fox News to close off completely?
A. Who do I recall? I -- I think I may have done it to the Trump advisor, Bannon. I can't remember anyone else. I have said we shouldn't be covering every single Trump rally.
Q. And --
A. But I didn't say we were barring him.
(Reporter clarification.)
THE WITNESS: I forgot what I said.
BY MR. NELSON:
Q. Sir, you closed Fox off completely from Bannon because you thought it was dangerous stuff; right?
A. I just see him as a fringe character.
Q. Why do you see him as a fringe character?
MR. WEBB: Objection; form.
THE WITNESS: I forget now, but he was

Page 184

[redacted]

Page 185

BY MR. NELSON:
Q. Do you think that Fox should air dangerous stuff?
MR. WEBB: Objection; form.
THE WITNESS: It depends how you'd describe dangerous. And I would say -- I mean, no, we shouldn't, but accidents happen.
BY MR. NELSON:
Q. What do you mean, "accidents happen"?
A. Well, sometimes things get on the air, and it turns out to be wrong later.
Q. And what do you do in that situation?
MR. WEBB: Objection; form.
THE WITNESS: I apologize.
BY MR. NELSON:
Q. Sir, did you want Fox to cover stories about the benefits that the tax bill would provide to viewers?
MR. WEBB: Objection; form.
THE WITNESS: Tax bill would provide what?
BY MR. NELSON:
Q. To Fox viewers?
MR. WEBB: Objection; form.
THE WITNESS: No, I don't remember. Well, once, when he was in the House, Paul Ryan came and

Page 186

addressed the tax bill that he put -- and it was when the tax bill was just going through. Some of that may well have gone on the air.
BY MR. NELSON:
Q. Okay. And --
A. Which is great news.
Q. And you spoke to Ms. Scott about making sure that Fox tells its viewers again and again what they will get; right?
A. I don't remember.
(Exhibit 3332 was marked for identification.)
MR. NELSON: Okay. Let's mark as Exhibit 3332 --
MR. WEBB: The witness has 3332 in front of him -- well, your sticker fell off. I will put it back on. The witness now has Exhibit 3332 before him, and you may proceed with your questions.
BY MR. NELSON:
Q. Sir, that last paragraph states, "Once they pass this bill, we must tell our viewers again and again what they will get"; correct?
MR. WEBB: Form -- form of the question.
THE WITNESS: It's on the record.
///

Page 187

BY MR. NELSON:
Q. And that's what you told Ms. Scott; correct?
A. Yes. It was a big story.
Q. And, sir, you would have conversations about politics with President Trump, correct, during his administration?
MR. WEBB: Objection; form.
THE WITNESS: In the early days.
BY MR. NELSON:
Q. What were those conversations like?
A. I don't remember specifically many, but I admit I am a bit of a political junkie and a news junkie. I remember once the White House was at the Paris Climate Accord, and having spoken to Paul Gigot at the Journal just to confirm my opinion, I did say to Mr. Trump, "You are right to walk away from that."
Q. And Mr. Trump would also say, "Hey, I need Fox's help in supporting a particular candidate," or being against a particular candidate; correct?
MR. WEBB: Objection; form.
THE WITNESS: I don't remember any of that. And we attacked him pretty strongly for what he did in the recent midterm elections. But I don't know what

Page 188

records you've got -- but I don't remember that. There was one thing. You can show me. I forgot. But there was one thing.
BY MR. NELSON:
Q. What are you thinking of, the one thing?
A. I just remember -- he wanted to -- was it the election in the South? It was a Senate candidate. I'm not sure.
Q. Okay.
MR. NELSON: Let's -- let's introduce as quadruple 3, 3333.
(Exhibit 3333 was marked for identification.)
BY MR. NELSON:
Q. And, sir, this might be what you are referring to, this email on May 26th, 2023, at 9:05 p.m.
What do you say? Can you read that aloud, please?
A. Oh, this one. That's not what I was thinking of.
It's from Jay Wallace to me.
Q. And then, let's -- I'm interested in what you say at 9:05 p.m., in that bottom email, sir.
A. "Both Trump and McConnell are appealing for

Page 189

help to beat unelectable former mine owner who served time. Anything during day helpful, but Sean and Laura dumping on him hard might save the day."
That's fair. It is not an instruction. It is a situation.
Q. What do you mean, "it is not an instruction; it is a situation"?
MR. WEBB: Objection; form.
Go ahead.
THE WITNESS: I said, "If you do this, it might help." I didn't say, "You gotta do it."
BY MR. NELSON:
Q. Do you think when the chairman of Fox Corporation suggests content, people will listen to what you have to say?
A. I --
MR. WEBB: Objection; form.
THE WITNESS: I certainly hope so.
BY MR. NELSON:
Q. Okay. And, sir, you also had conversations --
Actually, before we get to that, you said this was not the only time you were remembering. What other time were you thinking about?
A. There was a senatorial election. I don't

Page 190

know whether it was Alabama or what it was. And we were -- the candidate who won the primary, I think -- and I think he was supported by Bannon -- went on to lose the election, and for two years, whatever it was, there has been a Democrat there.
Q. Doug Jones?
A. Hmm?
Q. Doug Jones in Alabama?
A. That's right. You got it.
Q. And what was your conversation like?
MR. WEBB: Objection; form.
THE WITNESS: I just remember the issue. The Republican was entirely unsuitable, and I'm not sure whether there was an independent, but I don't think so.
BY MR. NELSON:
Q. Perhaps you're thinking about there was a primary and there was a --
A. General.
Q. Yeah, but in the primary, where there was an election where McConnell was backing one candidate, and Bannon was backing, I think, Roy Moore -- is that who you are remembering?
MR. WEBB: Objection; form.
THE WITNESS: Yes.

Page 191

BY MR. NELSON:
Q. And so you wanted Fox to support the McConnell-backed candidate --
A. In the primary.
Q. -- in the primary?
A. And in the general, it was not in our hands.
Q. Okay. And how did you convey that message?
A. I have no idea. Conversationally.
Q. To who?
A. It looks like to -- no, that is different. I don't know.
Q. Who would it be?
MR. WEBB: Objection; form.
BY MR. NELSON:
Q. Suzanne Scott?
MR. WEBB: Objection; form.
THE WITNESS: Well, Jay Wallace or Suzanne Scott, but I'm not even sure I told them -- but I remember, historically, what happened.
BY MR. NELSON:
Q. And, sir, you would have conversations with Mr. McConnell as well about what candidates you should get behind?
A. No. Mr. McConnell was a friend, and his

Page 192

wife was on our board for many years. I guess I would speak to him three or four times a year. [redacted]
Q. All right. And you've given his Senate leadership fund -- I think it was a million dollars in the 2020 election cycle?
MR. WEBB: Objection; form.
THE WITNESS: I think so. I never normally give to politicians, but I made an exception for him.
BY MR. NELSON:
Q. Why did you make an exception for him?
MR. WEBB: Objection; form.
THE WITNESS: He is extraordinarily persuasive.
BY MR. NELSON:
[redacted]
BY MR. NELSON:
Q. And, at one point, sir, in 2019, you met with Attorney General Bill Barr; correct?
A. What date?

Page 193

Q. In approximately 2019?
A. Oh, I would have thought it was in '20, but Mr. Barr was in New York and came to dinner with me.
Q. And what did you discuss?
A. Well, he said how much he loved Fox News.
Q. This was when he was still attorney general?
A. Oh, yes.
Q. And he told you how much he loved Fox News. What else did he discuss?
A. I don't remember. It was a pretty fast dinner.
And, well, probably -- he was probably a friend of Mr. Dinh here.
(Reporter clarification.)
THE WITNESS: I didn't want to confuse -- because he then wrote a book, which I've read, which had a lot of anecdotes in it, and I don't think I heard those at the dinner, but I may have.
BY MR. NELSON:
Q. Details about the inner workings of the administration?
A. Huh?
Q. Details about the inner workings of the administration?

Page 194

A. Hmm? Well, in the book, he compares working for George Bush, Sr., and working for Donald Trump. George Bush, Sr., in two years, he met him four times, but Trump, almost daily.
Trump would hear he was in the White House doing something, and he would say, come on up. And the difficulty was you could persuade him, but someone else would dissuade him right afterwards.
Q. The book also talks about how he told President Trump that the allegations against Dominion were, in his words, "bullshit." Do you recall that?
MR. WEBB: Objection; form -- objection; form of the question.
THE WITNESS: I do not remember that. He may well have. Well, he clearly said there's no substantial evidence of anything. Whether he mentioned Dominion, I don't know.
BY MR. NELSON:
Q. Sir, there was another meeting prior to your dinner in Washington, D.C. at Mr. Barr's offices. Do you recall that?
A. I'm trying to remember. I have some memory of an office, but I don't remember. If it happened, I don't remember anything that was said.

Page 195

Q. There is a report that Mr. Barr asked you to take off Judge Andrew Napolitano from Fox News. Did that happen?
MR. WEBB: Objection; form.
THE WITNESS: He may well have, but I'd already discussed Napolitano's position, I think first with Ailes, and then with Scott.
BY MR. NELSON:
Q. What do you mean you discussed?
A. Well, he was very popular with the old solo show -- very popular -- and I suspected that he was talking nonsense. He wasn't the great lawyer that he proposed to be.
Q. And --
A. I think the man -- poor man's died. I don't know.
Q. And when Mr. Barr asked you not to have Napolitano on the air anymore, what did you do with that information?
MR. WEBB: Objection; form.
THE WITNESS: I would have certainly have told Ms. Scott. I'm not sure he was actually fired.
BY MR. NELSON:
Q. And, sir, you would have discussions about who should host particular shows, correct, with

Page 196

Ms. Scott?
A. In the early days that she was the chief, probably.
Q. Even in September of 2020, you were talking about who should host particular shows; correct?
A. I don't remember. Quite possible.
Q. Okay. You were, in fact, discussing who should host The Five. Do you remember that?
A. It has been a constant -- it is fine now, record highs. When it was started, they had two men, two women -- broadly conservative but different types -- and one old liberal friend of Roger Ailes who had been down and out and he picked him up. And then -- that's a long time ago. And then he fell off the wagon and had to be fired.
And, yeah, it is -- and, no, I haven't discussed.
Look, we had -- we had five, sort of, co-hosts. I certainly enjoy watching Gutfeld, Ms. Perino, and now Jesse Watters. I did not discuss the recent changes when she put in -- took away Perino's Saturday show and put her in there -- and Geraldo Rivera -- but that was without any discussion.
Q. When you say "Perino's Saturday show," do you mean Pirro's Saturday show?

Page 197

A. The Saturday night show, which was the number one show we had on Saturday.
Q. That's Jeanine Pirro for Saturday night?
A. Hmm?
Q. Jeanine Pirro's Saturday night show, sir?
A. Yes. She was cancelled, and she was put on The Five as a co-host.
Q. And that happened after the November 2020 election?
A. Oh, I think so. Quite some time.
Q. Do you know that, in November of 2020, Jeanine Pirro's executive producer said that she should never be on live television again?
MR. WEBB: Objection; form.
THE WITNESS: No, did -- I had not heard that.
BY MR. NELSON:
Q. Have you read Dominion's summary judgment motion, sir?
A. No.
Q. Have you read our complaint?
A. No. I mean, Mr. Dinh has been --
Q. I'm not asking you for legal -- what your conversation was.
A. No, I don't think he's told us in that detail.

Page 198

(Exhibit 3334 was marked for identification.)
MR. NELSON: Okay. Let's mark as Exhibit 334 --
MR. WEBB: The witness has 3334 in front of him.
BY MR. NELSON:
Q. Sir, this is an email from you to Ms. Scott cc'ing Mr. Lachlan Murdoch on September 10th, 2020. Do you see that?
A. This was the context.
Q. I'm sorry. What was the context?
[redacted]
Q. And you were having these discussions with Ms. Scott; correct?
A. I was commenting on a discussion, yes, certainly.
Q. And, sir, you mentioned that COVID in February of 2020 -- during that time frame, you would have discussions with people, including President Trump, about the potential effect of COVID?
MR. WEBB: Objection; form. Objection; form.
THE WITNESS: One short conversation with the president early. It was actually February 2020.

Page 199

BY MR. NELSON:
Q. And --
A. I just made a comment.
Q. And -- sorry?
A. I just said, "This is a big deal."
Q. Yeah, you told the White House to take it seriously?
A. I told Mr. Trump that.
Q. And --
A. Well, I didn't instruct him. I said it's -- that's a big thing.
Q. Right. And you also personally talked to Sean Hannity about taking COVID seriously; correct?
A. I don't remember.
Q. And you spoke to Laura Ingraham -- or Ingraham about taking COVID seriously; correct?
MR. WEBB: Objection; form.
THE WITNESS: Certainly -- certainly don't remember that. I'm not denying it. I just don't remember.
(Exhibit 3335 was marked for identification.)
MR. NELSON: Okay. Let's mark as 3335.
MR. WEBB: Okay. The witness now has before him Exhibit 3335. You may proceed.

Page 200

BY MR. NELSON:
Q. Sir, this is some notes from Ms. Briganti.
A. Yes. She is the public relations lady. From her to her.
Q. And, sir, it says that there's "bad press in a way that Murdoch is concerned."
You were concerned about bad press for not covering COVID accurately; correct?
A. It is all a mixture of subjects here from Ms. Briganti. I don't know who it went to. It is not addressed to anyone else.
Q. Sir, did you talk to Mr. Hannity about COVID?
MR. WEBB: Objection; form.
THE WITNESS: I don't remember, or not well. I may well have, but I don't talk to Sean very often.
BY MR. NELSON:
Q. Did you talk to Ms. Ingraham about COVID?
A. I don't remember. It said that Lachlan and I spoke -- maybe he spoke to him.
Q. And then under that it says, "Laura -- Rupert talked to her."
Do you see that?
A. Yeah, I just saw that. I don't remember. But I may well have. I don't talk to her very often.

Page 201

Q. What do you talk to her about?
MR. WEBB: Objection; form.
THE WITNESS: Look, I haven't talked to her for months. I have no idea.
BY MR. NELSON:
Q. Well, when you do talk to her, what do you talk to her about?
MR. WEBB: Objection; form.
THE WITNESS: I have nothing to talk to her about.
BY MR. NELSON:
Q. When you talk to Mr. Hannity, what do you talk to him about?
MR. WEBB: Objection; form.
THE WITNESS: I might say, "Have you talked to Trump lately?"
I don't know what all these things are.
BY MR. NELSON:
Q. And, sir --
A. David Rhodes, hmm.
Q. -- also in September of 2020, that's when you spoke to Mr. Trump again about --
A. September?
Q. September of 2020.

Page 202

A. That's when he called me --
Q. Okay. We'll go --
A. -- about supporting the election and Lou Dobbs and so on.
(Exhibit 3336 was marked for identification.)
MR. NELSON: Yeah. Okay. And let's mark as Exhibit 3336.
MR. WEBB: The witness has 3336 in front of him. You may proceed.
BY MR. NELSON:
Q. This is --
A. September the 15th.
Q. And this is the conversation that you're referring to, sir, that happened on September 15th, 2020?
A. Yep.
Q. And, sir, you did wonder why anybody could vote for Joe Biden; right?
MR. WEBB: Are you going to a new topic now? I'm -- are you still on this email? I don't want to interrupt you if you are still on this email.
MR. NELSON: No, that's -- that is fair.
THE WITNESS: It doesn't mention Biden.
///

Page 203

BY MR. NELSON:
Q. No, I'm sorry, sir. I am changing subjects. I am going to a different document.
MR. WEBB: I would only -- just for a bathroom break for five minutes. We have been going an hour and 20 minutes or so. Is that all right? Do you want to finish your point?
MR. NELSON: Let me just finish this document if it's okay with you, and then we will take --
MR. WEBB: Sure. Let's go. Let's go. Let's -- let's do what you want.
MR. NELSON: Yeah. Okay. No worries.
MR. WEBB: I didn't mean that. Strike that from the record.
MR. NELSON: Don't go quite yet.
MR. WEBB: I struck it from the record.
BY MR. NELSON:
Q. You did ask, sir, how anybody could vote for Biden; right?
A. I may well have.
Q. And your New York Post editor who tells you, "His only hope" -- Biden -- "is to stay in his basement and not face serious questions."
Do you recall that?
A. Was that Col Allan?

Page 204

Q. Yes, sir.
A. Because we changed editors. Yes.
Q. And you wanted Fox to be banging on about those issues; right?
MR. WEBB: Objection; form.
THE WITNESS: Which issues?
BY MR. NELSON:
Q. Biden staying in his basement.
A. Oh, sure.
Q. And you made sure that Fox was banging on about that issue; right?
A. I might have said we should. I don't remember a specific conversation.
Q. Because you thought that if --
A. I remember talking here to Mr. Allan, right.
Q. I will show you the document in a second. I promise. But you thought that, if the audience talks, the theme will spread; right?
MR. WEBB: Objection; form.
THE WITNESS: I need to see the piece of paper. I want the date it was and how it fits.
(Exhibit 3337 was marked for identification.)
MR. NELSON: Sure. Let's mark this as Exhibit 3337.
MR. WEBB: The witness now has the Exhibit 3337 in front of him.
BY MR. NELSON:
Q. And you see, sir, that halfway down the page at 12:48 p.m., you say, "Reading today's Journal opinion pages, how can anybody vote for Biden?"
Do you see that?
A. Yes.
Q. And then Mr. Allan responds, "It is a question I regularly ask. His only hope is to stay in his basement and not face serious questions. It just might work"; right?
A. It did work.
Q. And then what did you say, sir?
A. "Just made sure Fox banging on about these issues."
Q. Okay. Let's stop there.
How did you make sure that Fox was banging on about these issues?
A. I must have been talking to Ms. Scott. I was here -- I was still in Britain with nothing to do but write stupid emails.
Q. And we've seen documents that you got a

Page 205

Page 206

little bored in Britain. You said you wanted to phone more often than normal when you're --
A. Hmm?
MR. WEBB: Objection; form.
BY MR. NELSON:
Q. You were on the phone more often than normal when you're entering COVID times; right?
MR. WEBB: Objection; form.
THE WITNESS: No. I was stuck in Britain.
BY MR. NELSON:
Q. So you were on email or phone?
A. Bored in the country, except for my wife who was extremely anti-Trump.
BY MR. NELSON:
Q. Okay. So what did you mean? Then you go on, "If the audience talks, the theme will spread."
A. Well, word of mouth is pretty strong.
Q. So if Fox says something and repeats it, word will spread?
MR. WEBB: Objection; form.
THE WITNESS: I think that is true of anything, whether CNN or MSNBC.
MR. NELSON: Okay. All right.
We will take a break now. Let's go off the record.

Page 207

THE VIDEOGRAPHER: One moment, please.
The time is 10:26 a.m., and we are going off the video record.
(Recess.)
THE VIDEOGRAPHER: The time is 10:44 a.m., and we are back on the video record.
BY MR. NELSON:
Q. Sir, you would also have discussions with Ms. Scott about the polling and the methodology that Fox News was doing; correct?
A. Yes.
Q. And, sir, you would also have comments and provide comments to Ms. Scott about the panels of guests that were appearing on Fox shows; correct?
A. I may have, occasionally.
Q. What do you recall?
A. I don't recall anything.
Q. But you just know that you may have occasionally done so?
A. Yes.
Q. Okay. And, sir, you would also have conversations with Ms. Scott about the importance of giving exposure to Republicans in close Senate races; right?
A. Yes.

Page 208

Q. Why did you talk to Ms. Scott about that?
A. It was a bit subjective. A friend of mine was running and beaten in Pennsylvania.
Q. And you asked Ms. Scott or suggested to Ms. Scott that it would be nice if we could look at some of the close Senate races and give a little exposure to Republicans in those close races; right?
MR. WEBB: Objection; form.
THE WITNESS: I think so.
MR. WEBB: What do you -- do I hit something to refresh my screen?
MR. NELSON: Let's go off the record.
THE VIDEOGRAPHER: The time is 10:46 a.m., and we are going off the record.
(Technical recess.)
THE VIDEOGRAPHER: The time is 10:47 a.m., and we are back on the video record.
BY MR. NELSON:
Q. Sir, you would also have conversations with Mr. Jared Kushner to comment on the Trump campaign's advertisements; right?
A. I think so, yes.
Q. And you would give him a preview of the ads that Biden was going to air on Fox; right?
A. No.

Page 209

(Exhibit 3339 was marked for identification.)
MR. NELSON: Let's go to the next exhibit, which is Exhibit 3339.
MR. WEBB: The witness has Exhibit 3339.
BY MR. NELSON:
Q. And, sir, at 6:26 a.m. on September 24th, 2020, you wrote Mr. Kushner and said, "My people tell me his advertisements are a lot better creatively than yours. Just passing by it on."
Do you see that?
A. Yes.
Q. And then he responds, and then you tell him that [As read] Your upcoming advertisement is an improvement.
But you tell him that Biden is in the same football game -- is also extremely good; right?
A. That's what the record shows.
Q. And it says, "Will send it"?
A. Yes. It's, of course, Fox -- Fox Broadcasting Network, not Fox News.
Q. Sure. But do you think it is appropriate for someone in your position to give a heads up to the opposing campaign about what the ad of the opposing campaign will show before it is public?

Page 210

MR. WEBB: Objection to the form of the question.
THE WITNESS: I was trying to help Mr. Kushner. He's a friend of mine.
BY MR. NELSON:
Q. You were trying to help the Trump campaign by giving him a preview of the Biden campaign's ads before it was public?
A. Right.
MR. WEBB: Objection; form.
THE WITNESS: I guess so.
BY MR. NELSON:
Q. And you would routinely suggest stories to Ms. Scott about what Fox News or Fox Business should cover; correct?
A. Suggestions, yes.
Q. And, sir, you would also suggest particular guests that should appear on Fox News; correct?
A. Not all of them, but I might have suggested one or two.
Q. And, in fact, in mid-October of 2020, you told Ms. Scott that you had just read an interview with a person named Victor Davis Hanson saying, "The election was going to be close."
Do you recall that?

Page 211

MR. WEBB: Objection to form.
THE WITNESS: It's entirely possible.
BY MR. NELSON:
Q. Why do you say it's entirely possible?
A. Because I tend to read what Victor says. I know him slightly from Stanford and the Hoover Institute.
Q. And you suggested to Ms. Scott that he appear on Fox News; correct?
A. I think he is a regular contributor.
Q. And --
A. It's a question how much you use them.
Q. And, sir, you told Ms. Scott, "Might be worth putting on air"; right?
A. If you say so.
Q. Well, do you recall saying so?
A. No. But I don't deny it.
Q. Okay. Would it surprise you that, on October 14th, 2020, you suggested to Ms. Scott that Victor Davis Hanson might be worth putting on air?
MR. WEBB: Objection; form.
THE WITNESS: It would not surprise me.
BY MR. NELSON:
Q. Would it surprise you that two days later Mr. Hanson appeared on Fox News?

Page 212

A. That's right. That's right.
MR. WEBB: Objection; form.
BY MR. NELSON:
Q. You also told Mr. Kushner in mid-October of 2020 that "more stuff on Biden was coming, hopefully before the debate"; right?
MR. WEBB: Objection; form.
THE WITNESS: I don't just to speculate on what that was now. Unless I was talking about the New York Post and Hunter Biden.
BY MR. NELSON:
Q. And you were giving them a heads up on that?
A. No. I -- there is nothing specific in what you've said.
Q. Okay. Just that more stuff on Biden was coming?
MR. WEBB: Objection; form.
THE WITNESS: If you say so, I accept that.
BY MR. NELSON:
Q. You were also giving Mr. Kushner debate advice for Mr. Trump; correct?
MR. WEBB: Objection; form.
THE WITNESS: No. I only remember myself being horrified at Mr. Trump's behavior in the first debate.
BY MR. NELSON:
Q. You understood that viewers -- your Fox viewers -- had a reaction against Fox because of Chris Wallace's performance as moderator?
A. No. He lost control of it.
Q. And you understood that there were many people who supported President Trump who were angry at Chris Wallace because of his performance at that debate?
A. No.
MR. WEBB: Objection; form.
THE WITNESS: No. Wallace, in those debates, has a reputation of being pretty fair. It is why he's chosen. We were happy with that.
BY MR. NELSON:
Q. Sir, as the next debate approached, you told Mr. Kushner that it was really important that Trump must not look like a bully; right?
A. I'm sure.
Q. And, sir, in October of 2020 --
A. Look, I just want to say this: That was advice from a friend to a friend. It wasn't advice from Fox Corporation or in my capacity at Fox.
Q. What's the difference?

Page 214

MR. WEBB: Objection; form.
THE WITNESS: You've been -- keep asking me questions as the head of Fox. It's a different role being a friend.
BY MR. NELSON:
Q. Do you think that anywhere you go, you represent Fox? Anything you say is effectively representing Fox?
MR. WEBB: Objection; form.
THE WITNESS: Any -- anything I say represents me.
BY MR. NELSON:
Q. Anything that you --
A. If you say that's -- you can't say it's me, or it's the Wall Street Journal or it's the Adelaide News or something. No.
Q. That's fair. Sir, you are one of the most successful businessmen this century.
A. I wish that was true.
Q. And --
A. I gambled on a couple of things.
Q. Often correctly, sir.
A. And often failed.
Q. And often failed.
A. But the average was okay.

Page 215

Q. And, sir, when you speak, you understand that, just like EF Hutton, people listen?
MR. WEBB: Objection; form.
THE WITNESS: I don't really think so.
BY MR. NELSON:
Q. You don't think that people listen to your voice?
A. I think my influence over other publishers is -- is greatly overestimated.
Q. Do you think your influence within Fox is greatly overestimated?
MR. WEBB: Objection; form.
THE WITNESS: By the outside world, yes.
BY MR. NELSON:
Q. You informed Ms. Scott that Lou Dobbs had an outburst against Lindsey Graham in October of 2020; correct?
A. I have no memory. Really?
Q. Yes. Let me show you a document.
A. I don't -- just off the record for a minute. I mean --
Q. I can't do that, sir.
A. I understand that Mr. Graham is going to come out and endorse Trump on this coming Monday.
Q. But -- so what do you do at Fox when

Page 216

something like that happens? Mr. Graham endorses Mr. Trump?
A. That will be news.
Q. That will be news. How do you decide to cover that in a way that puts a perspective that you want to have on it?
MR. WEBB: Objection; form of the question.
THE WITNESS: There will be no opinions on that subject by me. This will be reporting the fact.
BY MR. NELSON:
Q. Do you think that Fox will be in an awkward position if Donald Trump chooses to run again as it gets closer to 2024?
A. No.
MR. WEBB: Objection; form.
THE WITNESS: No. We will report the facts and whoever is running against him.
(Exhibit 3340 was marked for identification.)
MR. NELSON: Let's mark as Exhibit 3340.
MR. WEBB: The witness has the exhibit in front of him.
THE WITNESS: Dated 27th October, 2020.
BY MR. NELSON:
Q. What do you write Ms. Scott on that date,

Page 217

sir?
A. "You probably know about the Lou Dobbs outburst against Lindsey Graham. Could Sean say something supportive?" Meaning of Lindsey Graham. "We cannot lose the Senate if at all possible."
Q. Right. And so you are asking Ms. Scott whether --
A. I am talking as a partisan, yeah.
Q. Right. And -- and you are asking Ms. Scott if Hannity could say something supportive after Dobbs's outburst against Lindsey Graham; right?
MR. WEBB: Objection; form.
THE WITNESS: Yes.
BY MR. NELSON:
Q. Because Lindsey Graham was in a close Senate race; right?
A. No.
Q. No?
A. Not -- there was nothing close about South Carolina.
Q. At the time it was close?
MR. WEBB: Objection; form.
THE WITNESS: No. It was thought to be, but it turned out not to be.
BY MR. NELSON:

Page 218

Q. But it was thought to be?
A. Not by me but okay.
Q. Okay.
A. I can't believe Lou Dobbs has any influence in South Carolina. He had very few viewers. He wouldn't have had 50 in South Carolina.
Q. You were concerned enough about a Lou Dobbs outburst that you wanted Sean Hannity to say something about it?
MR. WEBB: Objection; form.
THE WITNESS: Yes. It looks like that.
BY MR. NELSON:
Q. And Ms. Scott told you that she addressed the Dobbs outburst?
A. If you say so.
(Exhibit 3341 was marked for identification.)
MR. NELSON: Let's mark the next exhibit, please, as Exhibit 3341.
BY MR. NELSON:
Q. Sir, what did you interpret Ms. Scott to mean when she said, "I addressed the Dobbs outburst"?
A. Oh, that she -- that Ms. Scott said some -- had chat to Mr. Hannity about it, I take it. It

Page 219

could be that she said something to Lou Dobbs, but I doubt that.
Q. Well, how else would one address the Lou Dobbs outburst?
MR. WEBB: Objection; form.
THE WITNESS: Well, I think previously, you know, you said, "Could you talk to Hannity?"
BY MR. NELSON:
Q. Right. And then she is telling you that she addressed the Lou Dobbs outburst?
A. Yes.
Q. Okay.
A. It could have been by talking to Hannity to put him down or could have been directly.
Q. It wouldn't surprise you that she spoke to Lou Dobbs directly about it; right?
MR. WEBB: Objection; form.
THE WITNESS: Well, I hope she did.
BY MR. NELSON:
Q. And, sir, after the election, Fox started hosting guests who were insisting that President Trump actually won the election.
Do you recall that?
MR. WEBB: Objection; form.
THE WITNESS: The only people I'm aware of were

Page 220

his lawyers. Although I know people who still believe that.
BY MR. NELSON:
Q. Sorry?
A. I know people who still believe that.
Q. Why do you think people still believe that?
MR. WEBB: Objection; form.
THE WITNESS: They are crazy. [redacted] **And there's some crazy guy there with a big truck and signs, says join the Trump train every Friday at 5:30.**
And they take this thing around through. It is not a big town, and it used to be 30 or 40 cars would follow with flags. I've seen it, and now it's down to two cars, but they are still there.
BY MR. NELSON:
Q. After the election, Mr. Col Allan told you that you should watch a clip of Steve Bannon with Maria Bartiromo. "Wow."
Do you remember that?
A. No, I don't remember.
(Exhibit 3342 was marked for identification.)
MR. NELSON: Let's mark the next exhibit,

Page 221

please, 3342.
MR. WEBB: The witness has 3342 before him now.
BY MR. NELSON:
Q. And, sir, all I'm asking about is that very first email from you to -- from Mr. Allan to you. And what does that say?
A. "You should get a clip of Steve Ban" -- or Bannon, I guess, "with Maria Bartiromo this morning. Wow."
Q. And after that, sir, you asked Ms. Scott for a clip of Steve Bannon on Maria Bartiromo, did you not? It's not going to be in that email.
A. Oh. Probably.
Q. And you would have done that by phone?
MR. WEBB: Objection; form.
THE WITNESS: Yeah. Wait a minute. Yes, yes, it is November, yes.
BY MR. NELSON:
Q. And, sir, in fact, Ms. Scott did send you the link of Steve Bannon on Maria Bartiromo that morning; correct?
A. I don't remember at all but probably. I'm sure she would have.
(Exhibit 3343 was marked for identification.)

Page 222

MR. NELSON: Okay. Well, let's just put in the record as Exhibit 3343.
MR. WEBB: The witness has Exhibit 3343 in front of him.
BY MR. NELSON:
Q. Sir, you expect that you watched this clip that Ms. Scott sent to you at your request; correct?
A. I have no memory of it at all, but it is possible.
Q. Okay.
Let's watch just the first little bit of that clip.
A. Maria Bartiromo is the breakfast show, which has zero --
(Video clip playing.)
MR. NELSON: Oh, hold, stop, stop, stop.
THE WITNESS: No, it is okay. It has zero audience.
But go ahead.
BY MR. NELSON:
Q. I'm sorry. So you said Maria Bartiromo's breakfast show has zero audience?
A. Well, very little. It is the smallest of the day.
Q. You don't think that Maria Bartiromo has

Page 227

running again--
A. That was to Irwin Stelzer, an old friend who happens to write a column on the Sunday Times.
Q. He wrote a biography about you too, sir; right?
A. Hmm?
Q. Didn't he write a biography about you?
MR. WEBB: Objection; form.
THE WITNESS: A couple of them. I don't know. Certainly without my authorization.
BY MR. NELSON:
Q. What did you mean that Trump running again leaves you in a tough spot?
MR. WEBB: Objection; form.
THE WITNESS: I have no idea.
BY MR. NELSON:
Q. And, sir, you are also aware --
A. I might have been talking about the country rather than the company.
Q. You were talking about the country?
A. I don't know.
Q. Why would it leave the country in a tough spot?
A. Well, just more division and more argument. I don't know. I have no idea why I said that.

Page 228

Q. Sir, you were also hopeful that the local news channels in Georgia would cover the Georgia runoff Senate elections in a way that you would favor; correct?
MR. WEBB: Objection; form.
THE WITNESS: Yes, I'm sure.
BY MR. NELSON:
Q. And, sir, on Sunday, November 8th, you and Ms. Scott and your son, Lachlan Murdoch, had a long conversation with the three of you about how to address Fox's falling ratings; correct?
A. I'm sure, if you have it there. But I don't remember word for word anything that was said.
Q. You suggested to Ms. Scott that there be a major overhaul of polling; correct?
A. I'm sure that we had been wrong on the polls.
[redacted]
A. If you are reading something from me, yes.
Q. And you told Ms. Scott, did you not, that "You need to be careful about bookings in the next two months"?
MR. WEBB: Objection; form.

Page 229

THE WITNESS: Probably.
BY MR. NELSON:
Q. What else did you discuss in that conversation with Ms. Scott?
A. I have no idea. Many things, I'm sure.
Q. Like what?
MR. WEBB: Objection; form.
THE WITNESS: I have no idea. The election result.
BY MR. NELSON:
Q. The future of Fox going forward?
A. Always. We knew -- we'd been through this with Obama winning. We would go down in the ratings, and a few weeks they'd come back.
Q. And you also addressed specifically that Donald Trump was not conceding; correct?
A. Probably.
Q. And you also addressed specifically how Fox should react to the fact that Donald Trump was not conceding; correct?
A. I'm sure we had -- we were reporting that fact. That was news.
Q. I'm sorry. That's not my question, sir. My question is --
A. That was my comment. Sorry.

Page 230

Q. My question is: You're having a conversation with Ms. Scott about how Fox should react to the fact that Donald Trump was not conceding; right?
A. We had declared Biden the winner. That's all.
Q. And --
A. Of course, how do you react to that? How do you react to the man who won't give up but -- and so on.
(Reporter clarification.)
THE WITNESS: How do you react -- how do we react? We just report the news.
BY MR. NELSON:
Q. You had a conversation with Ms. Scott about how Fox should cover Mr. Trump's failure to concede the election; right?
MR. WEBB: Objection; form.
THE WITNESS: It would help me if you showed me what you are reading from.
BY MR. NELSON:
Q. I will, but I want to --
A. Thank you. Please.
Q. I -- I will -- before -- I will show you this document, sir. I'm asking for the best of your

Page 231

recollection.
A. My recollection will be a lot better after I read this.
Q. Okay. And I will show it to you.
My question, sir, is: You had a conversation with Ms. Scott about how to cover --
A. I have conceded, Mr. Nelson, your statement that -- that day, the day after we -- Fox had declared Biden the winner, that Lachlan -- my son -- and I and Ms. Scott had a conversation.
Q. Okay.
A. "Can we go forward?"
Q. Okay. And I will show you this document. But, before I show you, I want your best recollection about what you recall discussing about how Fox goes forward -- forward in that conversation?
A. I only recall that we expected to lose ratings and that the -- our viewers would come back, as indeed they have.
(Exhibit 3346 was marked for identification.)
MR. NELSON: Okay. Let's mark as Exhibit 3346.
MR. WEBB: 3346 is before the witness.
///

Page 232

BY MR. NELSON:
Q. And, sir, let's actually start at the bottom email from you to Ms. Scott at 1:26 p.m. And --
A. "Getting creamed by CNN. Guess our viewers don't want to watch it. Hard enough for me! They'll return (not for Chris Wallace!)."
Q. Laura --
A. "Laura Ingraham, very good and gracious."
Q. And on that, sir, you understand --
A. "Anyway, football today!"
Q. Yeah. Now, you understand, sir, Laura Ingraham actually had made some comments that Trump should concede; right?
A. I think that's true.
Q. Yeah. And that's what that is a reference to; correct?
A. Yes.
Q. And Ms. Scott, then, reports to Mr. Wallace about that long talk that you had later that day; correct?
MR. WEBB: Objection; form.
THE WITNESS: Or to Jay Wallace, yes.
BY MR. NELSON:
Q. Mr. Jay Wallace. And she told you that the

Page 233

first 72 hours were expected to be the worst of it; right?
A. Yes.
Q. It turned out not quite to be the case; right?
A. I don't know.
Q. And then she lays out what they are expecting to see -- correct? -- meaning you and Lachlan are expecting to see?
A. Excuse me. I am just reading this.
I don't know whether I made these points or Lachlan did, but apparently they were made.
Q. And this is you, Lachlan, and Ms. Scott discussing the direction that Fox should take?
A. Yes.
MR. WEBB: Objection; form.
THE WITNESS: Yes.
BY MR. NELSON:
Q. Okay. Now, the next -- that day, in fact, Maria Bartiromo's Sunday Show -- and we are done with that document, sir.
But that same day, November 8th, Maria Bartiromo's Sunday show hosted Rudolph Giuliani and Sidney Powell. Are you aware of that?
A. No. That would have been before that

Page 234

conversation, I imagine, because it is a morning show.
Q. And you addressed that show in your conversation, did you not?
MR. WEBB: Objection; form.
THE WITNESS: There is no mention of the show with Bartiromo.
BY MR. NELSON:
Q. No, I understand, sir. I'm asking: You did talk about that show?
A. I don't think so. I have no memory of about --
Q. One way or the other?
A. No.
Q. Okay. You did learn about the show soon thereafter if you didn't watch it live; right?
MR. WEBB: Objection; form.
BY MR. NELSON:
Q. I'm not asking about this document, sir. You -- you are going to look at the --
A. I don't remember.
Q. You don't remember. Okay.
MR. NELSON: Let's mark the next exhibit --
BY MR. NELSON:
Q. Who is Jack Keane?

Page 235

A. Who.
Q. Jack Keane?
A. Oh, that is General --
Q. General Keane.
A. General Keane.
Q. Who is he, sir?
A. Four-star general. He's the chairman of Institute of War. He's a contributor to Fox News.
Q. At your suggestion?
A. He's -- hmm?
Q. At your suggestion?
A. No. No. He was hired by Ailes. He's been there a long time.
Q. You suggested that they renew him?
A. Hmm?
Q. You suggested they renew General Keane?
MR. WEBB: Objection; form.
THE WITNESS: There was never any question that he would not be renewed. It might have been a question how much he got paid.
(Exhibit 3347 was marked for identification.)
MR. NELSON: Okay. Let's mark as 3347 General Keane's email to you, sir.
MR. WEBB: Exhibit 3347 is with Mr. Murdoch.

Page 236

BY MR. NELSON:
Q. And I want to focus your attention on that -- those first four or five lines. And he told you that Maria Bartiromo's show, Sunday Show, provided excellent coverage of the serious election fraud allegations; correct?
A. Uh-huh.
Q. And that he also says that -- that the Trump lawyers are alleging that the Democrats developed a software computer program to switch and also add votes, which would help explain the reason for the vote stoppage; right?
A. He is saying -- he is quoting the Trump lawyers.
Q. Right.
A. He is not making the allegation himself.
Q. No. But you understood that that was being aired on Maria Bartiromo's show. It's what he's telling you.
MR. WEBB: Objection; form.
THE WITNESS: His first sentence is about --
BY MR. NELSON:
Q. Right.
A. -- Maria's show, not the whole message.
Q. Well, he is telling you that she provided

Page 237

excellent coverage of the serious election fraud allegations and then proceeds to describe those allegations?
A. The allegations. And then he says, "Have no" -- "Have no idea if there is any evidence to support these allegations to include the many more."
Q. Right. And you are aware, sir, that Maria Bartiromo's Sunday Show was the first time that any mainstream network had aired the allegations about Dominion and this non-existent software program?
MR. WEBB: Objection; form.
THE WITNESS: I'm not aware. I'm not aware. I was not aware. It was the first, second, or third.
BY MR. NELSON:
Q. And you respond to Mr. -- excuse me. You respond to General Keane, do you not?
A. Uh-huh. I don't know. Yes, if you have a record.
Q. And -- and you tell him that Donald needs better lawyers than Rudy?
MR. WEBB: Objection; form.
THE WITNESS: I'm sure.
BY MR. NELSON:
Q. How did you know Rudy was on the show, sir?
A. I'm talking about him being a lawyer.

Page 238

Q. Okay.
I -- I will show you the document.
A. I mean, you've told me; so it's not in dispute.
Q. Okay. All right. We -- we will move off that. We don't need to mark that one. That's fine.
And then that morning, November 9th, Ms. Scott tells you it's "time to pivot but keep the audience who love and trusts us"; right?
A. Yes.
Q. What did you interpret her to mean by that?
A. I don't know. To move on.
Q. Well --
A. Start covering the Biden presidency.
Q. But also to do it in a way that keeps the audience who loves and trusts Fox?
A. Yes.
Q. How are you going to do that?
MR. WEBB: Objection; form.
THE WITNESS: We are doing it very successfully right now. We have a record audience.
BY MR. NELSON:
Q. How were you going to do that in November of 2020?
A. Start on that process.

Page 239

Q. You wanted to make sure that the audience knows "we aren't abandoning them" and are "still champions for them."
A. For our audience? Absolutely.
(Exhibit 3348 was marked for identification.)
MR. NELSON: Okay. Let's mark as Exhibit 3348 your response to Ms. Scott's email, sir.
MR. WEBB: The witness has the document in front of him.
BY MR. NELSON:
Q. And, sir --
A. From me to Suzanne Scott.
Q. What do you say?
A. The 9th. "Thanks. All very true. Lots of sane Fox viewers believe in Trump. Jack Keane, for instance."
Jack does not believe that the election was stolen and did not say so.
Q. Right.
A. That's different. Remaining in support of or a friend.
Q. Right. Well, you're telling -- you had just received that email, sir. If you look at the date, you can see that -- just that morning before

Page 240

this --
A. That's the 9th.
Q. -- on the 9th, you had received the email from General Keane; correct?
A. It is about the vaccine. Subject: "Vaccine." But go ahead.
Q. No, sir. On the email that you have, just that we looked at; right? At 9:27 a.m. on this document, you write, "Lots of sane viewers still believe in Trump. Jack Keane, for instance"; right?
A. Yes.
Q. And --
A. Doesn't believe that he won. He just --
Q. Right. And you had just received an email about the fact that Maria Bartiromo's show was raising serious election fraud allegations, including flipping software votes; right?
MR. WEBB: Objection; form.
THE WITNESS: I had received an email you mean from --
BY MR. NELSON:
Q. From Mr. Keane, from General Keane.
A. Okay. Then I did what? Said she gave serious -- excellent coverage of serious election allegations, yes.

Page 241

Q. Right. And that's what you're referring to when you say that there are lots of sane Fox viewers who still believe in Trump?
MR. WEBB: Objection; form.
THE WITNESS: Yes, I did say that.
BY MR. NELSON:
Q. Okay. And, sir --
A. Yeah. Like it or not, it's still true.
Q. I'm sorry?
A. Like it or not, that's still true.
Q. That there are lots of sane --
A. Hmm?
Q. That what's still true?
A. A lot of people still supporting Trump.
Q. Sir, in mid-November, you suggested to Suzanne Scott that Bill Sammon be let go right away; correct?
A. Mid --
Q. Mid-November of 2020?
A. I may have. I'm not certain. I don't know about the "right away" part; but he should be let go, yes.
Q. Why were you having those discussions with Ms. Scott?
A. Because I knew Mr. Sammon. I knew her.

Page 242

She -- she is chief executive. Mr. Sammon had a very important role as head of our Washington bureau.
Q. And you didn't trust him any longer?
A. Hmm?
Q. You didn't trust him any longer?
MR. WEBB: Objection; form.
THE WITNESS: No, that's not true. I didn't admire his journalism.
BY MR. NELSON:
Q. And so you suggested that he be let go right away?
MR. WEBB: Objection; form.
THE WITNESS: I don't know about the "right away," but I certainly suggested that he go.
BY MR. NELSON:
Q. Okay.
A. I -- the timing is not important.
Q. Well, you thought it would send a big message with the Trump people to let him go right away?
MR. WEBB: Objection; form.
THE WITNESS: I might have said that.
BY MR. NELSON:
Q. And, sir, you had another conversation with

Page 243

General Keane later in November about these false allegations of election fraud, did you not?
A. Probably.
Q. And Mr. Keane told you that these allegations were conspiracy theories with multiple allegations but short on fact-based election fraud; right?
MR. WEBB: Objection; form.
THE WITNESS: He said that?
BY MR. NELSON:
Q. Yes, sir.
A. Yes.
Q. And you agreed with that, did you not?
A. Yes.
MR. NELSON: Let's go off the record really briefly.
THE VIDEOGRAPHER: The time is 11:30 a.m., and we are going off the video record.
(Recess.)
THE VIDEOGRAPHER: The time is 11:43 a.m., and we are back on the video record.
BY MR. NELSON:
Q. Sir, on November 16th, 2020, you had a conversation with Ms. Scott about not wanting to antagonize Trump further; correct?

Page 244

A. Probably.
Q. Okay. And you also said that Giuliani should be taken with a large grain of salt?
A. Certainly the way I felt.
Q. Why did you feel that way?
A. I knew the man, not watched him on television.
(Exhibit 3349 was marked for identification.)
MR. NELSON: Okay. Let's go to Exhibit 3349.
MR. WEBB: Exhibit 3349 is now with the witness.
BY MR. NELSON:
Q. This, sir, is your email to Ms. Scott that morning; correct?
A. Oh, it is 5:00 in the morning, yes.
Q. You are in England, so it is a little more respectable hours there?
A. It would be midnight here.
Q. If it's 5:52 a.m. Eastern, it would be 10:52 a.m. in Britain; right?
A. It is five hours later in Britain.
Q. Right. So if this is on Eastern time --
A. Oh. Okay.
Q. You are sending this mid-morning, Britain time; correct?

Page 245

A. I think so.
Q. And what do you say in that third paragraph, sir?
A. "Trump will concede eventually and we should concentrate on Georgia, helping any way we can. We don't want to antagonize Trump further, but Giuliani taken with a large grain of salt. Everything at stake here," by which I mean the Senate.
Q. And sir, how did you intend to help in any way you can?
MR. WEBB: Objection; form.
THE WITNESS: I just give exposure to the Republican candidate. There were two candidates.
BY MR. NELSON:
Q. And how did you not want to antagonize Trump further?
A. I know what it refers to, but Trump was putting millions into his campaign and losing.
Q. Well, why did Fox not want to antagonize Trump further on November 16th, 2020, sir?
MR. WEBB: Objection; form.
THE WITNESS: He had a very large following, and they were probably mostly viewers of Fox, so it would have been stupid.

Page 246

(Reporter clarification.)
THE WITNESS: Mostly Fox viewers, yes. So it would have been stupid.
BY MR. NELSON:
Q. And that meant that you did not want to antagonize Trump, but you also had to be careful because "Giuliani taken with a large grain of salt;" correct?
MR. WEBB: Objection; form.
THE WITNESS: It's what I say.
BY MR. NELSON:
Q. And, sir, you did have a conversation about this very topic with Suzanne Scott later that morning; correct?
A. I expect so.
Q. What did you talk about on that call?
A. I don't know.
Q. You talked --
A. These subjects, I imagine.
Q. Okay. And you also suggested that, "Perhaps Mike Flynn, General Michael Flynn, should be a contributor to Fox on intelligence"; correct?
A. I'm sure I did.
Q. And that happened on November 28th, 2020; correct?

Page 247

A. If you say so, it will appear -- I don't contest it.
Q. I will show you the document, sir.
(Exhibit 3350 was marked for identification.)
MR. NELSON: Okay. We will mark this as Exhibit 3350.
BY MR. NELSON:
Q. And, sir, you see the date 11/28/2020. You ask --
A. I asked, "Should we?"
Q. And, sir, you are aware, a week later Mr. Flynn appeared on Jeanine Pirro's Saturday show?
A. I wasn't watching. I don't know.
Q. Okay. Let's see what Mr. Flynn said on that show.
(Video clip played.)
BY MR. NELSON:
[redacted]
///

Page 248

BY MR. NELSON:
Q. As we discussed yesterday, at the time it was ridiculous?
MR. WEBB: Objection; form of the question.
THE WITNESS: It might have been to you. I probably would have thought or said the same. I wasn't watching.
BY MR. NELSON:
[redacted]
Q. Well, you laughed specifically when he spoke about how President Trump definitely won the election because it was ridiculous?
MR. WEBB: Objection; form.
THE WITNESS: Yes.
BY MR. NELSON:
Q. And, sir, during this time frame, you were

Page 249

having conversations about the fact that Trump was doing more and more bizarre things to delegitimize the election; correct?
MR. WEBB: Objection; form.
THE WITNESS: I don't remember that.
BY MR. NELSON:
Q. And you understood that it was a key inflection point for Fox about how to cover this; correct?
A. Oh, yes.
Q. How was it a key inflection point for Fox?
A. Well, I'm sorry. I take that back. An inflection point -- how to go forward after he lost the election.
Q. I'm talking about in early December of 2020 it was a key inflection point.
A. December?
Q. 2020.
A. Yeah, after the election.
Q. After the election was a key inflection point for Fox as Trump continued to push his baseless claims of fraud; correct?
MR. WEBB: Objection; form.
THE WITNESS: He was still the sitting president, and we certainly still reported what he

Page 250

said.
BY MR. NELSON:
Q. And you had to make a choice in December of 2020 about whether to continue to push this baseless fraud narrative, or to take a momentary hit in ratings but have a longer-term benefit in credibility by calling out these false claims of fraud; correct?
MR. WEBB: Objection; form.
THE WITNESS: I wouldn't put it that way.
BY MR. NELSON:
Q. Mr. Paul Ryan did.
A. We reported on what he said, and some of our commentators, such as Tucker Carlson, took down Sidney Powell, and yeah, we had plenty of people saying it was wrong.
BY MR. NELSON:
Q. Mr. Paul Ryan, who was a board member of Fox, told you, did he not, that it was a key inflection point for Fox?
A. I think he did, yes.
Q. And you discussed that with Lachlan Murdoch, did you not?
MR. WEBB: Objection; form.
THE WITNESS: I'm sure.

Page 251

BY MR. NELSON:
Q. What did you discuss about it being a key inflection point for Fox?
A. I would have discussed the fact that Mr. Ryan made that comment.
Q. How did you decide to handle the fact that it was a key inflection point for Fox about whether Trump was continuing to delegitimize the election?
MR. WEBB: Objection; form.
THE WITNESS: Would you ask that again?
BY MR. NELSON:
Q. How did you decide to handle the fact that it was this key inflection point for Fox about whether to continue airing this false narrative of Trump delegitimizing the election?
MR. WEBB: Objection; form.
THE WITNESS: As a matter of news, we continued to say -- to report what the sitting president -- still-sitting president was saying. That's news, and commentary is commentary.
BY MR. NELSON:
Q. And, as a matter of policy, you decided in mid-December of 2020 to stop hosting Sidney Powell; is that right?
MR. WEBB: Objection; form.

Page 252

THE WITNESS: It wasn't my decision. Sidney Powell was fired, if I remember correctly, after Tucker Carlson's attack.
BY MR. NELSON:
Q. Are you aware, sir, that she continued to appear on Fox multiple times, after she was fired, as Trump's lawyer?
MR. WEBB: Objection; form.
THE WITNESS: I was not aware of that. Probably with Lou Dobbs on the Business channel.
BY MR. NELSON:
Q. Actually with Sean Hannity, sir. Are you aware of that?
A. No.
MR. WEBB: Objection; form.
THE WITNESS: No.
BY MR. NELSON:
Q. We just listened to Michael Flynn. He's not the president's lawyer, was he?
MR. WEBB: Objection; form.
THE WITNESS: I don't know about Michael Flynn. He was a, you know, he was senior general, and he was a great Trump loyalist, and Jeanine Pirro decided to invite him on. Not my decision or the company's.

Page 253

BY MR. NELSON:
Q. You just suggested him as a contributor the week before; right?
A. I said we should think about it. That was before. If I had seen that, I wouldn't have made that comment.
Q. Now, sir, you were having a discussion in mid-December of 2020 about how to respond to Trump's baseless attacks on the election; right?
MR. WEBB: Objection; form.
THE WITNESS: I was in constant discussion with Lachlan and to a lesser extent with Ms. Scott, because we were discussing everything --
(Reporter Clarification.)
THE WITNESS: And Ms. Scott, or largely Ms. Scott.
BY MR. NELSON:
Q. I think you said to a lesser extent?
A. Oh, to a lesser extent. Okay.
Q. Sorry sir.
A. Thank you.
Q. And then I think you had said you were discussing everything; right?
A. Yes. The weather. Everything.
Q. More than the weather, sir?

Page 254

MR. WEBB: Objection; form.
THE WITNESS: Yes. Even football.
BY MR. NELSON:
Q. And the fact that this was a key inflection point for Fox about how to respond?
A. I'm sure.
MR. WEBB: Objection; form.
BY MR. NELSON:
Q. And that November 5th rally, you watched that rally -- excuse me, that December 5th rally that General Flynn and Jeanine Pirro were commenting on, the Trump rally on December 5th. You watched that rally, did you not?
A. A rally in December?
Q. Mr. Trump did a rally in Georgia in December.
A. Okay.
Q. And you watched that rally, did you not?
A. I don't remember.
Q. You said that, "Trump on Saturday sounded really crazy."
MR. WEBB: Objection; form.
THE WITNESS: If you say so, yes.
BY MR. NELSON:
Q. Okay. And you also were receiving reports

Page 255

during this time frame that the Trump plan for the inauguration, which I believe was to hold some counter-rally -- and the Fox News reporting that "Barr was thinking of early retirement, plus Trump's Saturday performance was making it harder for Fox to straddle the issue," correct?
MR. WEBB: Objection; form.
THE WITNESS: I don't remember using those words, but it is probably correct.
BY MR. NELSON:
Q. What did you mean that it was harder for Trump -- excuse me. What did you mean that it was "harder for Fox to straddle the issue"?
MR. WEBB: Objection; form.
THE WITNESS: We just reported.
BY MR. NELSON:
Q. And when it came out about the media ignoring Hunter Biden, you told Mr. Allan of the Post that, "We will hammer this." Right?
A. Well, he broke the story, and everybody -- including the FBI -- turned Twitter off, Facebook off. No one recognized that story. They do now.
Q. Why do they recognize it now?
A. Because the facts eventually come out.
Q. Because --

Page 256

A. And I'm including the New York Times finally admitting it.
Q. And Fox helped air those charges?
A. Hmm?
Q. Fox helped air those charges; right?
MR. WEBB: Objection; form.
THE WITNESS: Well, yes. It was very much a New York Post story. A lot more in the New York Post than there was in --
BY MR. NELSON:
Q. And in late December, you thought that Trump was determined to self-destruct; correct?
A. I don't remember those words, but certainly.
MR. WEBB: Objection; form.
BY MR. NELSON:
Q. And you thought, "The sooner, the better for us so that we can go back and get on with being the loyal opposition"?
A. I'm sure. We always do better as the opposition.
Q. As opposed to airing these baseless charges?
MR. WEBB: Objection; form.
THE WITNESS: We only report what was going on.

Page 257

That's all.
BY MR. NELSON:
Q. And --
A. We didn't state them. They were not our charges.
Q. We will get to that, sir. You do often think about Fox strategies; correct?
A. The strategies are very clear. We report the news fairly and properly, and we allow commentators a lot of freedom.
Q. Well, in late December of 2020, you were commenting that you had lots of time to think Fox strategies; right?
A. Probably. I had lots of time. I was stuck in bloody England.
Q. What Fox News strategies were you thinking about?
A. All Fox strategies.
Q. And, sir, do you agree that Fox is uniquely positioned to state the message that the election was not stolen?
MR. WEBB: Objection; form.
THE WITNESS: I might have said that.
BY MR. NELSON:
Q. Do you believe it?

Page 258

MR. WEBB: Objection; form.
THE WITNESS: Indeed. Well, if you believe that we have any influence.
BY MR. NELSON:
Q. And you suggested the day before January 6th that Hannity and Carlson and Ingraham should say some version of, "The election is over. Joe Biden won. We are all disappointed, but we have to turn the page"; right?
A. Yes.
Q. And you thought saying those words would go a long way to stop the Trump myth that the election was stolen; right?
A. I hoped that.
[redacted]
BY MR. NELSON:
Q. But you had to get your viewers there; right?
MR. WEBB: Objection; form.
THE WITNESS: We don't get our viewers anywhere. They make up their own minds. We just tell them the

Page 259

facts.
BY MR. NELSON:
Q. That's what you said: "We have to get our viewers there," right?
MR. WEBB: Objection; form.
THE WITNESS: Where?
BY MR. NELSON:
Q. Disgusted at President Trump for this myth that the election was stolen?
A. We certainly got them there the next day when we covered the riots.
(Reporter Clarification.)
THE WITNESS: We certainly got them there when we covered the riots.
BY MR. NELSON:
[redacted]

Page 260

[redacted]

Page 261

BY MR. NELSON:
Q. Well -- I'm sorry, sir. Are you done?
A. We were all, that day, so shocked, and the next day. But I would have said, beyond that, until Biden took over and Trump remained president, that we would have reported what he said. That is different than putting him on personally.
Q. And, sir, you thought after January 6th that there could be a distinction between Fox and -- I will use the words of Mr. Thompson -- "The nutty right-wing sites which have been in cahoots with Trump"?
MR. WEBB: Objection; form.
THE WITNESS: Mr. Thompson that you read -- what was your question?
BY MR. NELSON:
Q. You thought that, after January 6th, that Fox could distinguish itself --
A. You said Mr. Thompson said that, did he?
Q. My question is, he is telling you this. I'm asking you -- here, let me show you the document. Let me introduce this exhibit, sir.
(Exhibit 3351 was marked for identification.)
MR. NELSON: Exhibit 3351.

Page 262

MR. WEBB: Exhibit 3351 is before the witness. You may proceed, Counsel.
BY MR. NELSON:
Q. These last couple lines, sir?
A. A different Lachlan. You mean the one from -- Lachlan Cartwright?
Q. Yes. I'm asking about the top email.
A. Hmm?
Q. I'm asking you about the email from Mr. Thompson to yourself. Do you see that top email, sir?
A. Oh the top one, yes.
Q. Yes, sir, and he tells you in your statement to the Daily Beast, "You could reference Trump's relentless criticism of Fox News, which shows that we were not sympathetic to his senseless destruction and...we're principled in pursuit of the truth." Do you see that, sir?
A. Yes.
Q. And he says, "That would create a clear distinction between Fox and the nutty right-wing sites (Newsmax, etc.) which have been in cahoots with Trump." Do you see that, sir?
A. Yes.
Q. Do you agree that the nutty right-wing

Page 263

sites like Newsmax have been in cahoots with Trump during this November and December and January time frame?

A. Oh, yes.

Q. How so?

A. Well, the head of Newsmax, I think, saw an opportunity. He is personally a member of the Mar-a-Lago Club and he has been begging everybody, including me, for money, and he saw an opportunity here to get himself more established.

Q. Well, what was the opportunity?

MR. WEBB: Objection; form.

THE WITNESS: To establish a news channel.

BY MR. NELSON:

Q. How so?

A. By doing things which he thought would be popular with the Trump core.

Q. Like what?

MR. WEBB: Objection; form.

THE WITNESS: Like supporting Trump.

BY MR. NELSON:

Q. Like airing baseless charges of election fraud?

A. Yes.

MR. WEBB: Objection; form.

Page 264

THE WITNESS: Well, wait a minute. What was your question?

BY MR. NELSON:

Q. You answered it, sir. I just wanted to make sure you were done. Now --

A. I'm not sure of my answer. I certainly followed Mr. Thompson, and I never bothered to answer The Daily Beast.

Q. Do you agree that Fox should be principled in the pursuit of the truth?

A. Always.

Q. And what would you do if you found out that Fox News was not principled in the pursuit of the truth?

MR. WEBB: Objection; form.

THE WITNESS: I would complain.

BY MR. NELSON:

Q. How would you complain?

MR. WEBB: Objection; form.

THE WITNESS: I would probably call -- I would call Ms. Scott.

BY MR. NELSON:

Q. And say what?

MR. WEBB: Objection; form.

THE WITNESS: I think that we're wrong on what

Page 265

we're saying, on this or that, or what we're reporting.

BY MR. NELSON:

Q. Do you think that fair-minded people can conclude that Fox News bears some responsibility for the polarized divisions in our country?

A. No.

Q. That's what people wrote to you; correct?

A. They may have.

MR. WEBB: Objection; form. Objection; form.

THE WITNESS: I certainly don't agree with it.

BY MR. NELSON:

Q. And your response was to say, "Fox News very busy pivoting." "We want to make Trump a non-person"; correct?

MR. WEBB: Objection; form.

THE WITNESS: Show it to me.

(Exhibit 3352 was marked for identification.)

MR. NELSON: Exhibit 3352.

MR. WEBB: Exhibit 3352 is before the witness. I see it is -- do you want to direct his attention to a portion?

MR. NELSON: Yes, sir. If you go to the bottom email first.

Page 266

THE WITNESS: On the first page.

MR. NELSON: On the first page -- we will stick on the first page -- the bottom email from Preston Padden. He tells you, "For what it's worth" -- do you see that? Can you read that aloud, please, that paragraph?

A. "Sorry for delayed response."

Q. No, that paragraph, "For what it's worth," please.

A. Hmm?

Q. Going down to the fourth paragraph, "For what it's worth."

A. [As read] For what it's worth, I do think Trump needs a course correction.

Q. "Fox News needs a course correction."?

A. Hmm?

Q. "I do think Fox News needs a course correction." Not Trump.

A. That's what he says. "And I think...people can conclude that FNC bears some responsibility." That's his opinion.

Q. Right.

A. Which I do not agree with.

Q. And you respond. You respond to that email, do you not, sir? And what do you say on that

Page 267

third line, sir, on the top email?
A. The third line. "Fox News very busy pivoting."
Q. How is Fox News very busy pivoting?
A. Busy reporting what people are saying about Trump.
Q. And you wanted to make Trump a non-person?
MR. WEBB: Objection; form.
THE WITNESS: I'd still like to.
(Reporter Clarification.)
BY MR. NELSON:
Q. And in fact, sir, you've called -- we are done with that document, sir.
A. Hmm?
Q. We are done with that document.
You have called Mr. Trump "plain bonkers"?
A. I'm sure.
Q. You have called him "unable to express his egomania"?
A. Unable to suppress it.
Q. "Suppress his egomania." Sorry, sir.
A. Yes.
Q. You said he is mad, maybe clinically?
A. I might have.
Q. You've called him nuts a couple times?

Page 268

A. I call a lot of people nuts, yes.
Q. You agree that the Republican Party is destroying itself on the altar of Trump?
A. Yes.
Q. You thought he was an over-the-top braggart?
A. Yes.
Q. He's a mad --
A. What is the date of this?
Q. It's in the September-to-November time frame.
A. 2020?
Q. 2020, sir.
A. To whom?
Q. We can get the document. I'm asking whether you agree with it.
A. Hmm?
MR. WEBB: I object to the form.
THE WITNESS: No. I want to get -- I would like to see the document and get the context.
BY MR. NELSON:
Q. Okay. Do you agree that he's -- Trump is a mad egomaniac?
A. Oh, yes. Yes.
MR. WEBB: Objection; form.

Page 269

BY MR. NELSON:
Q. Do you agree that Trump has uncontrollable hubris?
A. Like a lot of politicians.
Q. Do you believe that Trump went mad after November 3rd?
A. I probably said that.
Q. And, sir --
A. Throughout the years -- yes, go on -- okay.
Q. Sir, you had a conversation after January 6th with Suzanne Scott where you said that --
A. November 6th?
Q. Excuse me, January 6th.
A. Yes.
Q. -- that Sean Hannity has to move on --
A. Yes.
Q. -- from talking about Trump?
A. Uh-huh.
MR. WEBB: Object --
BY MR. NELSON:
Q. Why did you want him to move on from talking about Trump?
MR. WEBB: Objection; form.
THE WITNESS: I thought he'd be more effective.

Page 270

(Exhibit 3353 was marked for identification.)
BY MR. NELSON:
Q. And in fact, sir, Exhibit 3353, you thought that Donald Trump should be charged with incitement along with Rudy and Don, Jr.; correct?
MR. WEBB: Are you directing him to the second email? Just so he knows where he is.
MR. NELSON: Thank you, Mr. Webb. Yes.
THE WITNESS: What's the question?
BY MR. NELSON:
Q. You thought Donald Trump should be charged with incitement along with Rudolph Giuliani and Don, Jr.; correct?
A. I said they're not wrong to charge them with incitement.
Q. Right. And Ms. Scott tells you in response to your email that, Sean is in the "right head space and wants to help lead the 75 million forward away from Trump." Do you see that?
A. Yes.
Q. Why did you think that Mr. Hannity would be more effective if he stopped talking about Trump?
MR. WEBB: Objection; form.
THE WITNESS: I said that he has to move

Page 271

forward. His audience was very much the Trump people, whereas Tucker is beyond that.
BY MR. NELSON:
Q. And you understood that after January 10th, Fox had an almost impossible job to please both sides; correct?
It is a different email.
A. Hmm?
Q. You understood that after January 6th that Fox had an almost impossible job to please both sides; correct?
MR. WEBB: Object; form.
THE WITNESS: Yes.
BY MR. NELSON:
[redacted]

Page 272

[redacted]
(Exhibit 3354 was marked for identification.)
MR. NELSON: Okay. Let's go to the next exhibit, and sir I'm going to point you to the --
MS. PEASLEE: Can you read in the Bates?
MR. NELSON: 599333.
And, sir, I will point you to the fourth paragraph of the document.
MS. PEASLEE: We are on 3354; is that correct?
MR. WEBB: That is correct. The last one was 3353.
MS. PEASLEE: Thank you.
MR. NELSON: This is Exhibit 3354.
MR. WEBB: The witness has it.
BY MR. NELSON:
Q. And, sir, the fourth paragraph, do you see where it says, "It would have been unthinkable," sir? And it says, "It would have been unthinkable just a few days ago that Fox News would be called upon to explain what represents abuse of power and what is unacceptable in a democracy."
And, sir, let me just pause there. You agree

Page 273

that January 6th was unacceptable in a democracy; correct?
A. January the 6th? Yes.
[redacted]
Q. And you do agree that Fox News has been an important megaphone for Donald Trump, do you not?
A. No.
MR. WEBB: Objection.
THE WITNESS: No, it is much more than that.
(Reporter Clarification.)
BY MR. NELSON:
Q. What do you mean that "it is much more than that"?
A. Well, it's got the whole audience. It is not just for Trump.
Q. And you responded --
A. Or never was.
Q. Do you feel that you're somewhat

Page 274

responsible for Donald Trump since you gave him a platform on Fox and Friends prior to his run?
A. No. His platform which made him famous was The Apprentice on NBC.
Q. Do you think it was appropriate for Donald Trump to spread birther conspiracies about President Obama?
MR. WEBB: Objection; form.
THE WITNESS: Of course not.
BY MR. NELSON:
Q. You are aware he did that on the air of Fox News?
MR. WEBB: Objection; form.
THE WITNESS: No, I'm not. I think he said it in many places.
BY MR. NELSON:
Q. Including on Fox?
A. I don't know.
Q. You responded to this email, did you not, sir? You told Mr. Lachlan Murdoch, your son, that Fox "is pivoting as fast as possible"; correct?
A. Can you share it with me? Maybe.
(Exhibit 3355 was marked for identification.)
MR. NELSON: Let's go to Exhibit 3355.

Page 275

BY MR. NELSON:
Q. And I'll point your attention to the top email, sir, just those first three lines. And you suggest what your son should tell Ms. Dias; correct?
A. Yes.
Q. And, sir, Fox was pivoting as fast as possible; right?
MR. WEBB: Objection; form.
THE WITNESS: I think pivoting is not -- you have been using it a lot. And we do, too. And I -- probably not the right word, but --
BY MR. NELSON:
Q. So what word would you use, sir?
A. I would use adapting. It's okay. This is what I wrote with a lot of typos to my son.
MR. NELSON: Okay. We have been going about another hour. And so let's -- if you are done, sir, I don't want to --
THE WITNESS: Hmm?
MR. NELSON: I have no more questions on this document.
THE WITNESS: Hmm? You have no more?
MR. NELSON: On this document, sir.
Let's go ahead and go off the record.
THE VIDEOGRAPHER: The time is 12:25 p.m., and

Page 276

we are going off the record.
(Luncheon recess taken at 12:25 p.m.)
* * *

Page 277

A F T E R N O O N S E S S I O N
Commenced at 12:52 p.m.
EXAMINATION (Resumed)
THE VIDEOGRAPHER: The time is 12:52 p.m., and we are back on the video record.
BY MR. NELSON:
Q. Sir, you continued to suggest to Ms. Scott that "Fox News and shows like Hannity should not champion public figures who appear mad"; right?
A. In those words?
Q. Just in general.
A. Of course.
Q. You say "of course." Why?
A. Well, you know what -- well, actually, sometimes you get people on, and you cross-examine them, and they do turn out to be mad. You may not know that in advance.
Q. If you know in advance --
A. No. Okay.
Q. What do you mean, "No. Okay"?
A. I am conceding your point.
Q. And that's what you did, in fact, with the congresswoman from Georgia, Marjorie Taylor Greene? You wanted to be careful not to champion her; right?
A. What date was this?

Page 278

Q. February 5th, sir, 2021.
A. Okay.
Q. I will show you the document.
A. It's not worth -- I accept it.
Q. Okay. Why do you want to be careful not to champion people who appear mad or insane?
A. No one wants to champion madness.
Q. And, sir, the NFL -- Fox broadcasting has the rights to the NFL; correct?
A. Some of it. Some of it.
Q. Fair enough. Fox broadcasting has some of the rights to the NFL?
A. Yeah.
Q. It's fair to say that Fox Corporation has a working relationship with the NFL, fair?
A. Yes.
Q. And are you aware of the kneeling controversy of Colin Kaepernick taking a knee?
A. I remember it.
Q. What do you remember about that, sir?
A. It was a cause of great controversy. Trump attacked it, and as a result more and more people knelt. I think today it's pretty much gone away.
Q. And you had a conversation with Ms. Scott, correct, that Fox should not be covering this

Page 279

kneeling controversy because it might reflect poorly on the NFL?
A. I might have -- if you say so.
Q. Well, I want --
A. I don't remember that.
Q. It is consistent with what you would have done?
MR. WEBB: Objection; form.
THE WITNESS: Now, I remember that we were shocked by Trump saying they should "fire those sons of bitches." I think those are the words he used.
BY MR. NELSON:
Q. And do you recall having conversations with Ms. Scott because you wanted to shut the kneeling story down to make sure that the NFL was happy?
MR. WEBB: Objection; form.
THE WITNESS: I don't remember that.
BY MR. NELSON:
Q. And you understood that it could have a negative impact on your negotiations with the NFL if Fox was adversely covering NFL stories?
A. No.
Q. Okay.
A. They are only interested in our money.
Q. Okay. And you don't remember it, but is it

Page 280

consistent with some conversations that you might have had?
MR. WEBB: Objection; form.
THE WITNESS: I don't remember anything about it.
BY MR. NELSON:
Q. Okay.
A. I remember there was a controversy.
Q. You remember there was a controversy?
A. But we had no financial incentive to do anything about it, one way or the other.
(Reporter clarification.)
BY MR. NELSON:
Q. And the type of story suggestion about what should and shouldn't be covered is something that could have come up in your conversations with Ms. Scott?
MR. WEBB: Objection; form.
THE WITNESS: Could have.
BY MR. NELSON:
Q. And, sir, you thought that Trump insisting on the election being stolen and convincing 25 percent of Americans was a huge disservice to this country; correct?
MR. WEBB: Objection; form.

Page 281

THE WITNESS: Yes.
BY MR. NELSON:
Q. You thought it was "pretty much a crime"; correct?
A. I don't think I said -- I didn't say that.
MR. WEBB: Objection; form.
THE WITNESS: I said a disservice.
BY MR. NELSON:
Q. You are telling the jury that you didn't say "pretty much a crime"?
MR. WEBB: Objection; form.
THE WITNESS: I have no memory of what you're -- but show it to me, and I'm not denying it.
(Exhibit 3356 was marked for identification.)
MR. NELSON: Okay. Exhibit 3356.
MR. WEBB: The witness has the exhibit.
BY MR. NELSON:
Q. Sir, can you please read this entire email aloud to the jury?
A. "The more I think about McConnell's remarks or complaint, the more I agree."
This is the 20th of January.
"Trump insisting on the election being stolen and convincing 25 percent of Americans was a huge

Page 282

disservice to the country. Pretty much a crime. Inevitable it blew up January 6th."
Q. Let's stop there. Your memory is now refreshed. Would you like to tell the jury whether you have a different answer to whether you've said it was "pretty much a crime"?
MR. WEBB: Objection; form.
THE WITNESS: I do say here, "pretty much a crime."
BY MR. NELSON:
Q. And then go on. What is the rest of your email, sir?
A. "Best we don't mention his name unless essential and certainly don't support him. We have to respect people of principle and if it comes to the Senate, don't take sides.
And "I know he is being over-demonized, but he brought it on himself."
Q. Why are you telling Ms. Scott this?
A. I was just rambling. It was just --
Q. Just ramblings?
A. Just my thoughts at the moment. I told you, I was sitting in bloody England.
Q. And do you think that Ms. Scott understood this as a recommendation from you, sir?

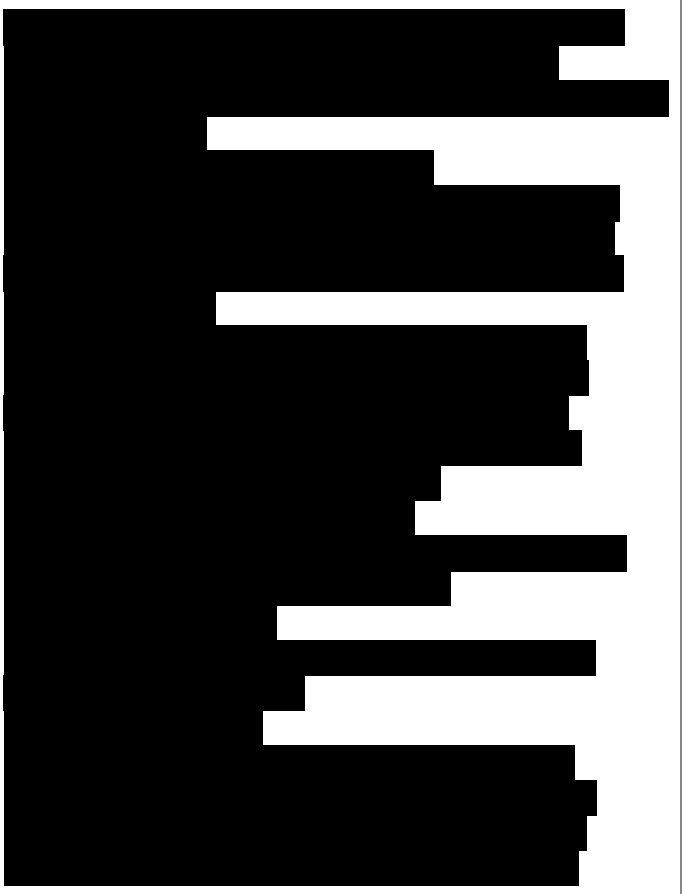
Page 283

MR. WEBB: Objection; form.
THE WITNESS: Yeah. Yes.
BY MR. NELSON:
Q. And, sir, the next day --
A. You would have to ask her that.
(Reporter Clarification.)
THE WITNESS: You would have to ask her what her reaction is.
BY MR. NELSON:
Q. The next day, you asked whether "it was unarguable that high-profile Fox voices fed the story that the election was stolen and that January 6th was an important chance to have the result overturned"; correct?
A. I didn't hear you properly.
Q. Did you ask Ms. Scott whether "it was unarguable that high-profile Fox voices fed the story that the election was stolen and that January 6th an important chance to have the result overturned"?
A. I don't remember that.
Q. Did you tell Ms. Scott that maybe Sean Hannity and Laura Ingraham went too far?
A. I don't remember.
Q. You don't remember whether you told --

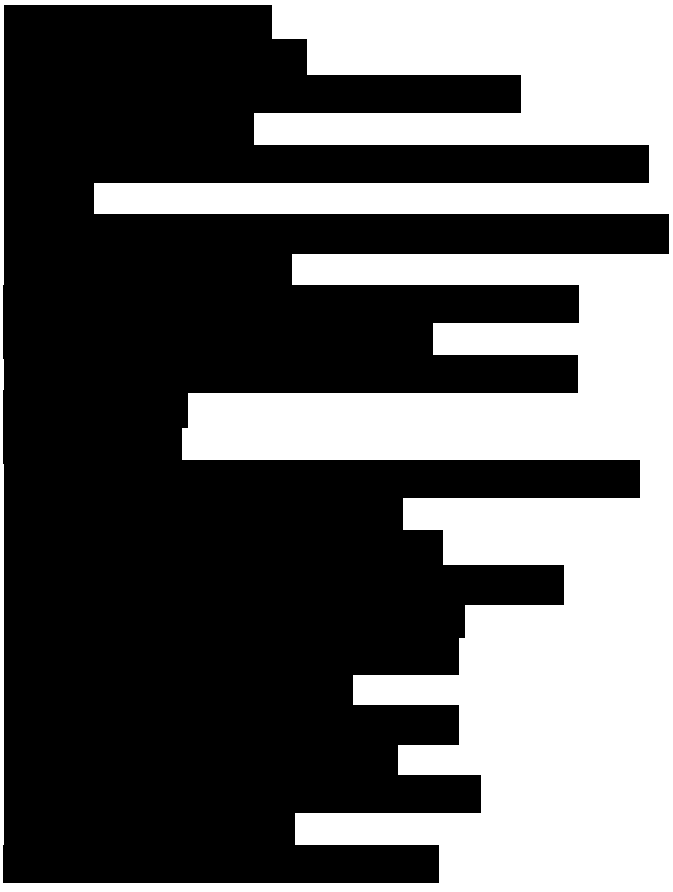
Page 284

A. I think we've had evidence that Laura Ingraham came out saying that Trump should nicely concede.
Q. That's fair.
Do you recall asking Ms. Scott whether maybe Sean Hannity went too far?
MR. WEBB: Objection; form.
THE WITNESS: No. I mean, I -- you know, I've had hundreds of conversations and emails. I don't remember individual.
BY MR. NELSON:
Q. And having conversations such as these were typical?
MR. WEBB: Objection; form.
THE WITNESS: It was an exchange of emails. Well, you have chosen selective ones for your case.
(Exhibit 3357 was marked for identification.)
MR. NELSON: Let's go to Exhibit 3357.
MR. WEBB: The witness has Exhibit 3357 before him.
BY MR. NELSON:
Q. Sir, the second paragraph, what do you ask in that second sentence, sir?
A. "Still getting mud thrown at us. It is

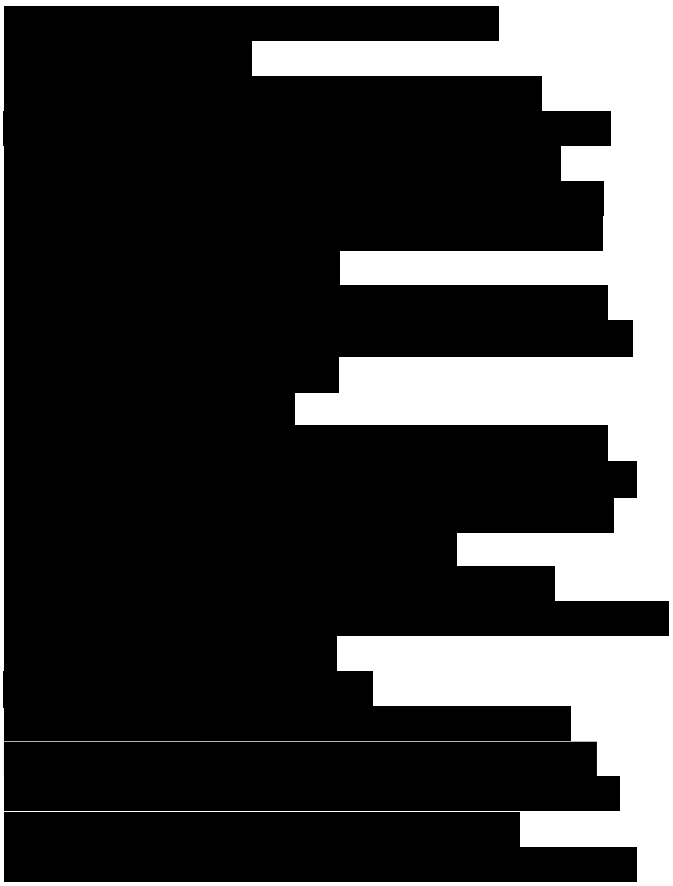
Page 285



Page 286



Page 287



Page 289

Page 288

Page 290

and Maria at breakfast.
Q. So the title of this document, midway through the first page, can you --
A. Instances of Talent Support for the 'Stolen Election' Narrative and Relief That Congress -- yes.
Q. Could you read that aloud, please, to the jury?
A. "Instances of Talent Support for the 'Stolen Election' Narrative and Relief -- and Belief That Congress Would Change Electoral Votes on January the 6th."
Q. And you understand, based upon that first part of the email, that this excludes comments by Sidney Powell or Rudy Giuliani themselves? This is just the hosts, sir; correct?
A. Yes. Yes.
MR. WEBB: Objection; form.
THE WITNESS: Yes.
BY MR. NELSON:
Q. Do you believe, sir -- did you believe in November of 2020 that Fox News's ratings were becoming a real worry?
A. Probably.
Q. Did you believe, sir, in November of 2020 that Fox was getting killed in audience numbers?

Page 291

A. At the end of 2020?
Q. In November, late --
A. After the election, yes.
Q. You did agree with that?
A. Yes. It is a big word, saying "killed," but they were down.
Q. You stated that, "Fox News was getting killed in audience numbers"?
A. Well, it is a loose use of words.
Q. Sir, did you agree that, "Trump's crazy attacks on Fox has hurt ratings"?
A. Oh, yes.
Q. How so?
A. Hmm?
Q. How so did Fox crazy attacks -- excuse me. How so did Trump's crazy attacks on Fox hurt ratings?
A. Well, we all know that Trump has a big following. If he says, "Don't watch Fox News," maybe some don't.
Q. And --
A. It is because we did not support him in his claims, generally. That's what he was annoyed about.
Q. Only those 50 times that we just saw?

Page 292

MR. WEBB: Objection; form.
THE WITNESS: That wasn't enough for him.
BY MR. NELSON:
[redacted]
(Exhibit 3360 was marked for identification.)
MR. NELSON: Let's go to --
[redacted]
MR. NELSON: Let's go to Exhibit 3360.
MR. WEBB: The witness has the exhibit.
BY MR. NELSON:
[redacted]

Page 293

[redacted]

Page 294

[redacted]
BY MR. NELSON:
Q. And that was on November 6th --
A. Really?
MR. NELSON: And we will just mark that document just so we have it in the record, sir.
(Exhibit 3361 was marked for identification.)
MR. NELSON: That is Exhibit 3361.
And no need to look at it. You can see where you agree with that sentiment. That's on November 6th.
THE WITNESS: It is to Lachlan. "Agreed 100 percent."
BY MR. NELSON:
[redacted]
A. What date?

Page 295

Q. November 18th, sir. Do you recall those discussions?
A. No, I don't. But we were looking around for what in the hell do we put on the evenings in Fox Business because CNBC has on repeats of -- I don't know -- Shark Tank, I think.
[redacted]
(Reporter clarification.)
(Exhibit 3362 was marked for identification.)
MR. NELSON: Let's go to 3362, sir. You asked Mr. Lachlan Murdoch --
BY MR. NELSON:
Q. What do you ask him?
[redacted]

Page 296

[redacted]
Q. And --

Page 297

A. I know we didn't make an offer.
[redacted]
Q. Sir, have you heard of --
A. You have a lot of crazy ideas in business. We talk about it, we do something, or we don't do it.
Q. And you decided not to go forward with this one?
MR. WEBB: Objection; form.

Page 298

THE WITNESS: Yes.
BY MR. NELSON:
[redacted]
Q. You were actually a -- suggesting that perhaps there were better advertisers than MyPillow, at some point, to your Fox News team; correct?
A. Yeah. But we have plenty of room for more. But that's fine.
(Reporter clarification.)
BY MR. NELSON:
Q. And, sir, what do you think of Mr. Mike Lindell personally?
MR. WEBB: Objection; form.

Page 299

THE WITNESS: I don't know him.
BY MR. NELSON:
Q. Were you aware that he was making these false claims of election fraud in November and December of 2020 and January of 2021?
A. No. It was only more recently that I learned he was at the January 6th and I'm told currently is in some trouble.
Q. Does Fox News still air MyPillow ads?
A. Oh, certainly. We are not political. We don't ask how people voted before we put their ads on. If it is a genuine advertisement and they pay for it, that's it.
Q. It is not red or blue, it is green; right?
MR. WEBB: Objection; form.
THE WITNESS: Correct.
BY MR. NELSON:
Q. And, sir, do you think that giving Mike Lindell a platform through advertisements on Fox News to this day increases his profile?
MR. WEBB: Objection; form.
THE WITNESS: There is no way to increase his profile. It is so high now. And we don't give anything to Mr. Lindell.
///

Page 300

BY MR. NELSON:
Q. And yet he pays you to be on the air?
A. As any other advertiser does.
Q. Sorry?
A. As any other advertiser. I used to worry about these things. For instance, I used to worry about the ads for gold, and I asked the editor of the Wall Street Journal and he said, "No, no, every time something's bad -- my own family calls me, should we buy gold or something?" Okay.
Q. We are not talking about buying gold.
MR. WEBB: Objection.
THE WITNESS: I know.
BY MR. NELSON:
Q. We are talking about Fox -- to this day, sir, Fox is airing advertisements from somebody who is an election denier who you say are having these ridiculous claims and Fox is --
A. What his political opinion --
MR. WEBB: Objection; form.
THE WITNESS: His political opinions are no business of mine, nor mine are any business of his.
BY MR. NELSON:
Q. You could tell Fox News to stop running Mike Lindell's advertisements, couldn't you?

Page 301

MR. WEBB: Objection; form.
THE WITNESS: Yes.
BY MR. NELSON:
Q. And, sir --
A. But I'm not about to.
Q. And, sir, have you heard of Lin Wood?
A. Who?
Q. Lin Wood?
A. No.
Q. He was one of the other attorneys, not hired by President Trump, who was pushing these false conspiracy claims in November and December of 2020, including on Fox. You are not aware of that?
MR. WEBB: Objection; form.
THE WITNESS: No. I've never heard of him.
BY MR. NELSON:
Q. Have you heard of Joe Oltmann, sir?
A. No.
Q. Do you believe that lying has consequences?
MR. WEBB: Objection; form.
THE WITNESS: Most certainly.
BY MR. NELSON:
Q. And do you believe that the truth matters?
A. Of course.
[redacted]

Page 302

[redacted]
(Exhibit 3364 was marked for identification.)
MR. NELSON: Let's mark as Exhibit 3364.
MR. WEBB: The witness has the exhibit.
BY MR. NELSON:
Q. And, sir, I will point you to the paragraph starting, "Trying to watch U.S. hearings." Do you see that?
A. Just a minute. Yes.
What is this? From me to Rebekah Brooks, yes. She is the chief executive of our British interests.
(Reporter clarification.)
THE WITNESS: British companies.
BY MR. NELSON:
Q. And sir --
A. I want to read this.
Q. -- I am pointing your attention to the paragraph starting, "Trying to watch U.S. hearings." Do you see that, sir?
A. Uh-huh.
Q. And could you please read that paragraph

MR. WEBB: Objection to the form.
THE WITNESS: It doesn't say that.
"And told him that you gave very imp" -- "important," I guess -- "info."
BY MR. NELSON:
Q. Is that appropriate for Ms. Bartiromo to forward this crazy email and talk to Eric Trump about this clearly whacky conspiracy theory?
MR. WEBB: Objection; form.
THE WITNESS: I view a misjudgment.
(Reporter clarification.)
THE WITNESS: A misjudgment.
BY MR. NELSON:
Q. Does Fox have a responsibility to tell the truth, even when its viewers don't want to hear it?
MR. WEBB: Objection; form.
THE WITNESS: Yes.
BY MR. NELSON:
Q. What is Fox's role in making sure its viewers don't become nuts watching the channel?
MR. WEBB: Objection; form.
THE WITNESS: I don't know. It has more Democratic viewers than any other channel.
BY MR. NELSON:
Q. Well, that's not really my question.

A. I know.
Q. What is Fox's role in making sure its viewers don't become nuts watching it?
MR. WEBB: Objection; form.
THE WITNESS: It is the duty of Fox to report the news as it is and has some people to comment on it, what their reaction. And what the viewer's reaction is, and their mental state, I don't know.
BY MR. NELSON:
Q. Should Fox hosts promote racism?
A. Oh, no.
Q. Should Fox hosts promote sexism?
A. No.
Q. Should Fox hosts promote anti-Semitism?
A. No.
Q. Should Fox hosts encourage violence?
A. No. We have a great record on all of those subjects.
Q. Should Fox hosts encourage the false notion that the election was stolen?
MR. WEBB: Objection; form.
THE WITNESS: No -- as a matter of -- some of them may have thought that at the time, but not today.
///

BY MR. NELSON:
Q. And, sir, you could have prevented Sidney Powell from coming on the air; correct?
MR. WEBB: Objection; form.
THE WITNESS: Actually, I couldn't have. I'd never heard of her.
BY MR. NELSON:
Q. You could have said, generally speaking, not to air these crazy allegations?
MR. WEBB: Objection; form.
THE WITNESS: Not to air what?
BY MR. NELSON:
Q. The crazy allegations?
MR. WEBB: Objection; form.
THE WITNESS: Did everyone know it was crazy at the time, and how often did she come on? I don't know.
BY MR. NELSON:
Q. You knew it was crazy at the time?
A. Hmm?
MR. WEBB: Objection; form.
BY MR. NELSON:
Q. You knew it was crazy at the time?
MR. WEBB: Objection; form.
THE WITNESS: I wasn't watching. Did I -- did I

Page 315

MR. WEBB: Objection; form.
THE WITNESS: I know who they are.
BY MR. NELSON:
Q. And it mentioned the fact that Fox hosts were airing these conspiracy theories and putting Sidney Powell on the air; correct?
MR. WEBB: Objection; form.
THE WITNESS: Mediaite takes every opportunity to attack Fox, even to organize boycotts.
BY MR. NELSON:
Q. That is not my question.
A. That is my answer.
Q. My question to you, sir, is in that article, it reports that Fox was hosting Sidney Powell on its air --
MR. WEBB: Objection; form.
BY MR. NELSON:
Q. -- and she was spouting these conspiracy theories; correct?
MR. WEBB: Objection; form.
THE WITNESS: They said that, Mediaite did.
BY MR. NELSON:
Q. And you read that article?
A. And I don't credit them for anything.
Q. You don't credit them about what Fox

Page 316

actually aired?
A. Not on Mediaite. Someone else had done that, maybe.
Q. Did you actually investigate whether Sidney Powell or Rudy Giuliani was appearing on Fox News?
A. No.
Q. You knew that Fox --
A. I knew that -- about Rudy.
Q. You knew Rudy Giuliani was spouting these allegations?
MR. WEBB: Objection; form.
THE WITNESS: Yes. I think -- I told you we saw his press conference with his hair dye.
BY MR. NELSON:
Q. You knew that he was appearing on Fox and doing the same?
A. Hmm?
Q. You knew he was appearing on Fox and doing the same?
MR. WEBB: Objection; form.
THE WITNESS: Yeah. I mean, he was -- he is not a Fox contributor. He wasn't doing it under the authority of Fox. He was doing it with the authority of his own, and of Mr. Trump probably.
///

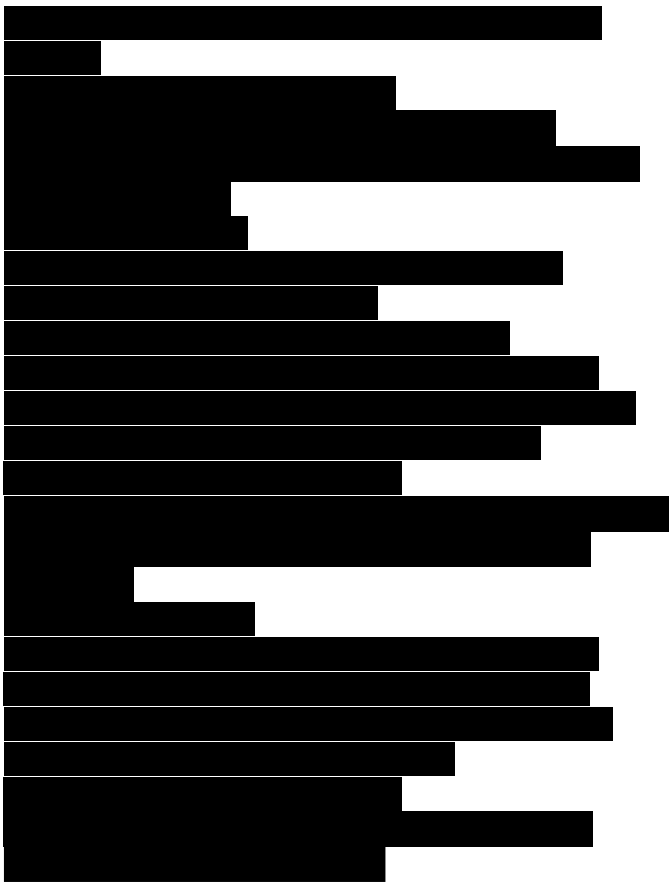
Page 317

BY MR. NELSON:
Q. And you could have said to Suzanne Scott or to the hosts, "Stop putting Rudy Giuliani on the air"?
MR. WEBB: Objection; form.
THE WITNESS: I could have. But I didn't.
BY MR. NELSON:
Q. You could have said, "Get Rudy off TV," like the New York Post editorial said on November 7th; right?
MR. WEBB: Objection; form.
THE WITNESS: I guess I could have, but we thought -- I would have said that what the president's lawyer is saying, right or wrong, it is news. That is happening right now with Mr. Biden.
BY MR. NELSON:
Q. Right. And so you chose not to take him off TV?
MR. WEBB: Objection; form.
THE WITNESS: I mean, we haven't taken Mr. Biden off, either.
MR. WEBB: Objection; form.
BY MR. NELSON:
Q. Sir, is it wrong to tell viewers one thing when you privately believe another?

Page 318

MR. WEBB: Objection; form.
THE WITNESS: It would be, but we don't do that.
BY MR. NELSON:
Q. You just saw Mr. Hannity do it on multiple occasions, where you know that he was privately discussing with Mr. Trump and didn't tell his viewers that; right?
MR. WEBB: Objection; form.
THE WITNESS: I didn't know at the time.
BY MR. NELSON:
Q. Was that wrong now that you do know?
MR. WEBB: Objection; form.
THE WITNESS: If Mr. Hannity was knowingly pushing falsehoods, that would be totally wrong.
BY MR. NELSON:
[redacted]

Page 319



Page 320

BY MR. NELSON:
Q. Sir, in your 2011 testimony to parliament --
A. To where?
Q. -- to parliament about the News Corp. scandal, you apologized?
A. I did.
MR. WEBB: Objection -- objection; form of the question.
BY MR. NELSON:
Q. Are you aware, sir --
(Reporter clarification.)
THE WITNESS: I said yes.
BY MR. NELSON:
Q. Are you aware, sir, that to this day, Dominion employees get death threats?
A. No.
Q. Are you aware that they receive harassment consistently -- sorry, sir?
A. No.
Q. Are you aware that, at the time and to this day, they are harassed?
MR. WEBB: Objection; form.
THE WITNESS: No.
///

Page 321

BY MR. NELSON:
Q. Will you apologize to Dominion?
MR. WEBB: Objection; form.
THE WITNESS: No.
BY MR. NELSON:
Q. Was it a mistake to broadcast these lies?
MR. WEBB: Objection; form.
THE WITNESS: No. I mean, in hindsight. But you'd have to qualify that. But, no, we were reporting what Mr. Trump and his lawyers were saying. That's all.
BY MR. NELSON:
Q. In hindsight, it was a mistake?
MR. WEBB: Objection; form.
THE WITNESS: I don't -- no. I think it is our duty to report the facts and the news, and it is news that the president and his employees are -- say anything. I mean, we are doing that with Mr. Biden right now.
BY MR. NELSON:
Q. We just looked at examples, sir, of Fox hosts endorsing these lies; correct?
MR. WEBB: Objection; form of the question.
THE WITNESS: No. Two or three hours.
///

Page 322

BY MR. NELSON:
Q. Was it wrong for Fox hosts to endorse these lies?
MR. WEBB: Objection; form.
THE WITNESS: If they knew they were lies, yes. If they knew they were lies.
BY MR. NELSON:
Q. So unless they knew it was lies -- they themselves knew it was lies?
A. You are saying that.
Q. I am trying to understand your answer, sir.
A. If you're saying that Mr. Hannity knew that it was all false and lie, he should not have repeated them as such. It is okay to report them and comment and say they are lies.
Q. If Mr. Hannity did not believe those allegations, he shouldn't have put them on the air; correct?
MR. WEBB: Objection; form.
THE WITNESS: If he put them on as news, which is not really his role, yes, it would be wrong.
BY MR. NELSON:
Q. And, sir, should Fox --
A. Well, maybe I should amend that. But go ahead.

Page 323

Q. Should Fox put profits before the truth?
A. Hmm?
MR. WEBB: Objection; form.
BY MR. NELSON:
Q. Should Fox put profits before the truth?
A. Certainly not.
Q. Is the Fox News Channel news, or is it entertainment?
A. Oh, it is news.
Q. Is --
A. You know, sometimes presented, well, with a laugh, but yes.
[redacted]
BY MR. NELSON:
Q. Is Jeanine Pirro a credible source of news to her viewers?
MR. WEBB: Objection; form.
THE WITNESS: She is not involved in reading news.
BY MR. NELSON:
Q. It's not my question, sir. My question is --

Page 324

A. If she was involved in reading news, the answer "no." But her opinions, I don't know.
Q. Is Maria -- is Maria Bartiromo a credible source of news to her viewers?
MR. WEBB: Objection; form.
THE WITNESS: You will have to ask her viewers that.
BY MR. NELSON:
Q. What do you think, sir?
MR. WEBB: Objection; form.
BY MR. NELSON:
Q. Is Maria Bartiromo a credible source of news?
MR. WEBB: Objection; form.
THE WITNESS: Very often, yes.
BY MR. NELSON:
Q. Is Tucker Carlson a credible source of news?
MR. WEBB: Objection; form.
THE WITNESS: Absolutely. At least -- sometimes I will question some of his assumptions.
BY MR. NELSON:
Q. What do you mean sometimes you will "question some of his assumptions"?
A. I will give an example. I was watching him

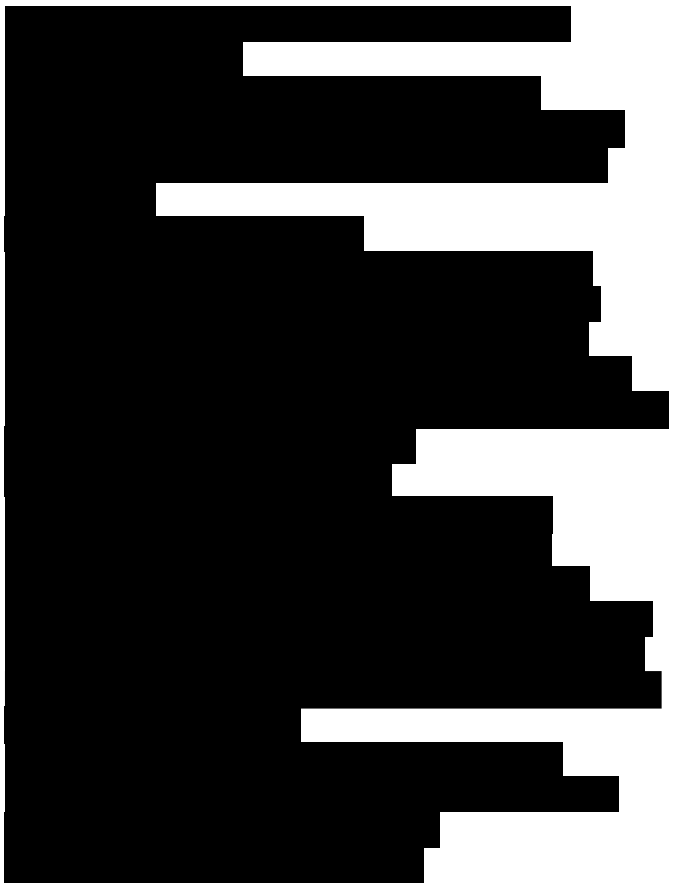
Page 325

[redacted]

Page 326

[redacted]

Page 327



Page 328

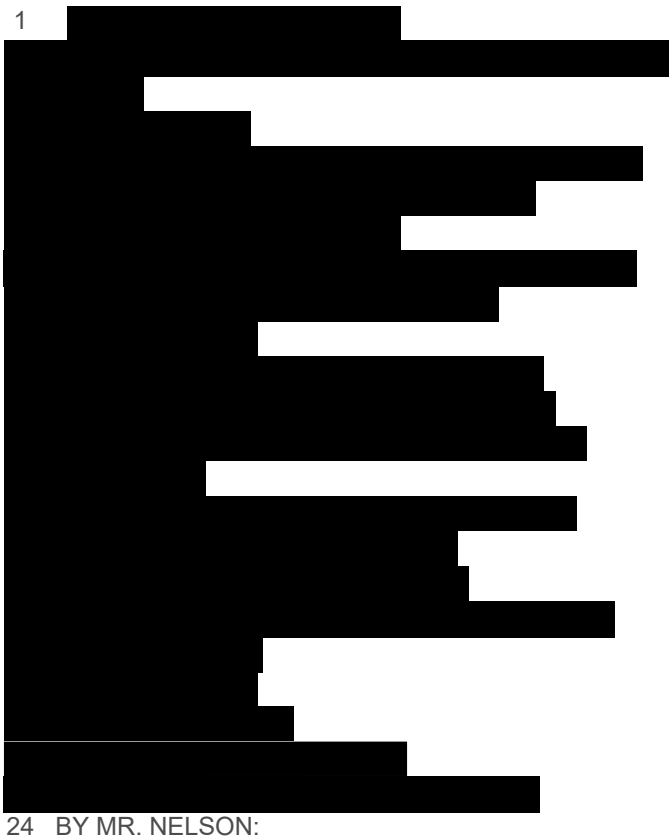
THE WITNESS: Yes.
BY MR. NELSON:
Q. And this is Mr. Dobbs trying to set up Ms. Powell on November 7th with the President of the United States, sir; correct?
A. Apparently.
Q. Do you think it is acceptable to bury the truth?
MR. WEBB: Objection; form.
THE WITNESS: No. Of course not.
BY MR. NELSON:
Q. Do you think it's healthy for democracy when millions of people believe a falsehood about whether an election was rigged?
MR. WEBB: Objection; form.
THE WITNESS: I don't know -- anywhere it is unhealthy for people to believe things that are bad. I don't believe falsehoods.
BY MR. NELSON:
Q. I'm sorry. I didn't understand your answer.
A. It is not good for any country if masses of people believe in -- in falsehoods.
Q. Do you think it's good for any country when people can't even agree on the truth or falsity of basic facts?
MR. WEBB: Objection; form.
THE WITNESS: Of course.
BY MR. NELSON:
Q. It's -- of course, it's not good?
A. You're right.
Q. Do you believe Fox has a role in making sure people can agree on a basic set of facts?
MR. WEBB: Objection; form.
THE WITNESS: Yes. We broadcast the facts. We hope people believe what we are broadcasting.
(Reporter clarification.)
MR. DINH: We hope that people believe.
THE WITNESS: We hope that people believe.
BY MR. NELSON:
Q. I'm sorry -- we -- I'm sorry. I want to make sure I got your answer.
A. We hope --
Q. We hope people --
A. -- believe what we broadcast.
Q. All right.
A. What we broadcast as news.
Q. And you don't care what people believe what you broadcast as opinion?
MR. WEBB: Objection; form.

Page 329

Page 330

THE WITNESS: People can distinguish between opinion and hard news.
BY MR. NELSON:
Q. You agree that opinion has to be based on fact?
MR. WEBB: Excuse me. Objection; form.
THE WITNESS: You and I, Mr. Nelson, can know a lot of facts which we can agree on, and we can have totally different opinions.
BY MR. NELSON:
Q. Yes, sir. That is exactly my point. We can agree on a basic set of facts and have totally different opinions; correct?
A. Yes.
Q. And you agree that opinion has to be based on fact?
MR. WEBB: Objection; form.
THE WITNESS: It's better if it is, yes.
BY MR. NELSON:

Page 331



BY MR. NELSON:
Q. Can you tell people to retract a false

Page 332

statement?
MR. WEBB: Objection; form.
THE WITNESS: Yes, I could.
BY MR. NELSON:
Q. You now know that these statements, including from your hosts, are false; correct?
MR. WEBB: Objection; form. Objection; form.
THE WITNESS: You have produced material from November 2020. I'm not going back and go over all that again.
BY MR. NELSON:
Q. You're not going to go back over that again because it is too late?
A. Yes.
MR. WEBB: Objection; form.
BY MR. NELSON:
Q. It is too late to apologize?
MR. WEBB: Objection; form.
THE WITNESS: I think on Fox today you won't have any argument about what the facts were at the time.
MR. WEBB: Objection -- I didn't mean to object. I -- I apologize.
BY MR. NELSON:
Q. What do you mean "on Fox Today you won't

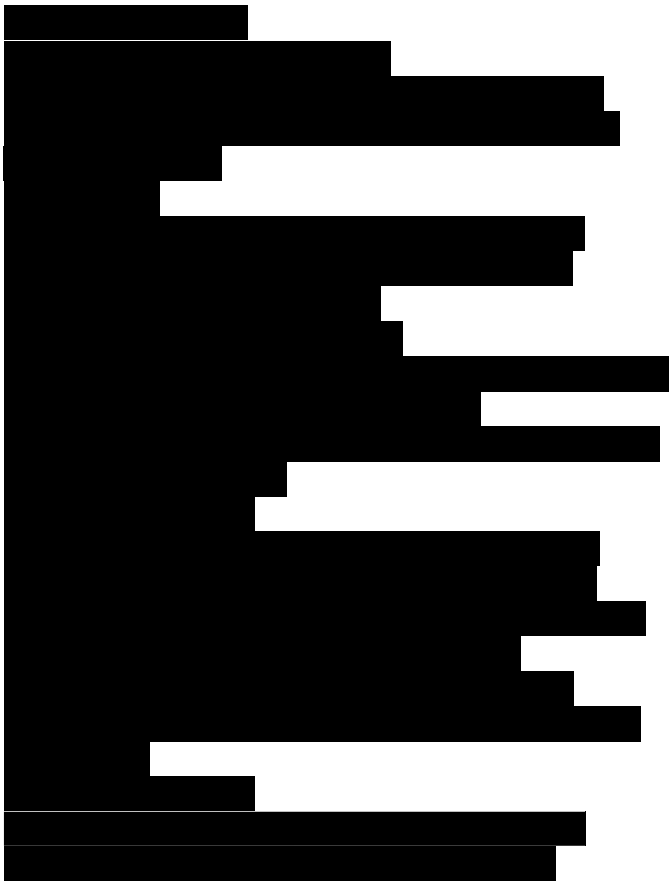
Page 333

have any argument about what the facts were at the time"?
MR. WEBB: Objection; form.
THE WITNESS: I think people look back at history and agree on a lot of the facts.
BY MR. NELSON:
Q. And so why won't you say today, "You know what, we got a lot of stuff wrong in December and November of 2020"?
MR. WEBB: Object--
THE WITNESS: Everybody gets things wrong, and we certainly will publish corrections or broadcast corrections.
BY MR. NELSON:
Q. Don't you think --
A. I don't think two years later.
Q. Don't you think it will help, maybe even prevent some of these death threats, if Fox tomorrow announced, "You know what? We got it wrong in November and December of 2020 about Dominion."
A. No.
MR. WEBB: Objection; form of the question.
THE WITNESS: You know what, I don't believe they are getting death threats today any more than I am. I have death threats.

Page 334

MR. NELSON: Sir --
THE WITNESS: I've had people murdered near me.
BY MR. NELSON:
Q. You're aware that there is a current restraining order because someone was found outside the Dominion offices with a long-range rifle?
A. No.
MR. WEBB: Objection; form.
THE WITNESS: No.
BY MR. NELSON:
Q. Do you think that's a joke?
A. No. I just never heard of it. I think --
Q. Because actions have consequences. You are aware of that, sir; correct?
MR. WEBB: Objection; form.
THE WITNESS: Everything has consequences.
BY MR. NELSON:
Q. Do you anticipate that this lawsuit will have a material adverse effect on your business?
MR. WEBB: Objection; form.
THE WITNESS: Whose business?
BY MR. NELSON:
Q. Fox Corporation's?
A. If you win it, no. I mean, a financial impact, yes.

Page 339



Page 340

MR. WEBB: Objection; form of the question.
THE WITNESS: I think we carried many denials, certainly Dr. Fauci.
BY MR. NELSON:
Q. That is not my question. My question isn't what you did. My question is what you should do. Should --
A. I think we -- today as we should do: Caught the then-president saying something on air live. Every network carried that, and we carried the denial immediately by Dr. Fauci.
Q. You carried the debunking as well; right?
A. Yes. Absolutely. Instantly.
Q. And that's what -- and that's what you should do; right?
A. Yes.
Q. What are the standards you enforce to make sure Fox tells the truth?
MR. WEBB: Objection; form of the question.
THE WITNESS: We very carefully choose the executives, directors, producers, to be people of high standards.
BY MR. NELSON:
Q. What should the consequences be when a Fox News talent knowingly lies on the air?

Page 341

MR. WEBB: Objection; form of the question.
THE WITNESS: If they knowingly lie, they should be got rid of.
BY MR. NELSON:
Q. What should the consequences be when Fox News executives knowingly allow lies to be broadcast?
A. They should be reprimanded --
MR. WEBB: Objection; form of the question.
THE WITNESS: They should be reprimanded, maybe got rid of.
BY MR. NELSON:
Q. Do you think it's newsworthy that this whole stolen election narrative was false?
MR. WEBB: Objection; form of the question.
THE WITNESS: I think we've said that. It was certainly newsworthy, and I think we certainly denied it.
BY MR. NELSON:
Q. I'm sorry. Let me make sure you understand my question. My question is: Is it newsworthy that this whole stolen election narrative was false?
MR. WEBB: Objection; form of the question.
BY MR. NELSON:
Q. Do you understand my question, sir?

Page 342

A. Is it newsworthy that something in the past was false? Yes.
Q. And it is certainly newsworthy that "if it were true," in Tucker Carlson's words, it would be the biggest scandal in history; right?
MR. WEBB: Objection; form of the question.
THE WITNESS: I'm not --
BY MR. NELSON:
Q. You would agree that --
THE WITNESS: I don't think it would be a big a scandal. But yes, it's bad.
BY MR. NELSON:
Q. It would be a huge scandal if there was a rigged presidential election; correct?
A. Yes.
Q. And it is newsworthy to report that the story of a rigged election was made up; correct?
MR. WEBB: Objection; form of the question.
THE WITNESS: Well, if it could be proved, yes. I mean, read Robert Caro on -- what's his name --
BY MR. NELSON:
Q. LBJ?
A. LBJ.
Q. I actually have a published article on LBJ, sir.

Page 343

A. And having stolen the Senate election, landslide Linden.
Q. 48 votes, sir.
My question to you is whether -- well, I think you answered yes, just to be clear, for the record?
A. Okay.
Q. You answered yes; right? It is newsworthy to report the story that the election was false?
A. Yes.
MR. WEBB: Objection; form of the question.
BY MR. NELSON:
Q. Is there anything in retrospect that you wish you would have done differently when it comes to Fox's coverage of the 2020 presidential election?
MR. WEBB: Objection; form of the question.
THE WITNESS: I think our coverage of the election was brilliant. I'm proud of it.
But our coverage of Trump's allegations -- I would have liked us to be stronger in denouncing it, in hindsight. I mean, we had a lot of -- like Tucker Carlson, taking down Sidney Powell. Significant.
BY MR. NELSON:
Q. So you are aware that after Tucker Carlson said that on November 19th, 2020 --

Page 344

A. She turned up again on Dobbs. She did.
Q. Yes, turned up again on Dobbs. And in fact, Mike Lindell turned up on Tucker Carlson's own program. Are you aware of that?
MR. WEBB: Objection; form.
THE WITNESS: I wasn't aware of it.
BY MR. NELSON:
Q. On January 26th, sir, Tucker Carlson hosted Mike Lindell, and Mike Lindell repeated these same lies about Dominion. Were you aware of that?
A. No.
MR. WEBB: Objection; form of the question.
THE WITNESS: I'd like to know what Tucker said to Lindell.
BY MR. NELSON:
Q. Sorry?
A. I'd like to know what Tucker said to Lindell.
Q. Tucker didn't push back in the least. He admitted it. He didn't --
MR. WEBB: Objection; form of the question.
BY MR. NELSON:
Q. It was wrong, wasn't it?
MR. WEBB: Objection; form of the question.
(Reporter Request.)

Page 345

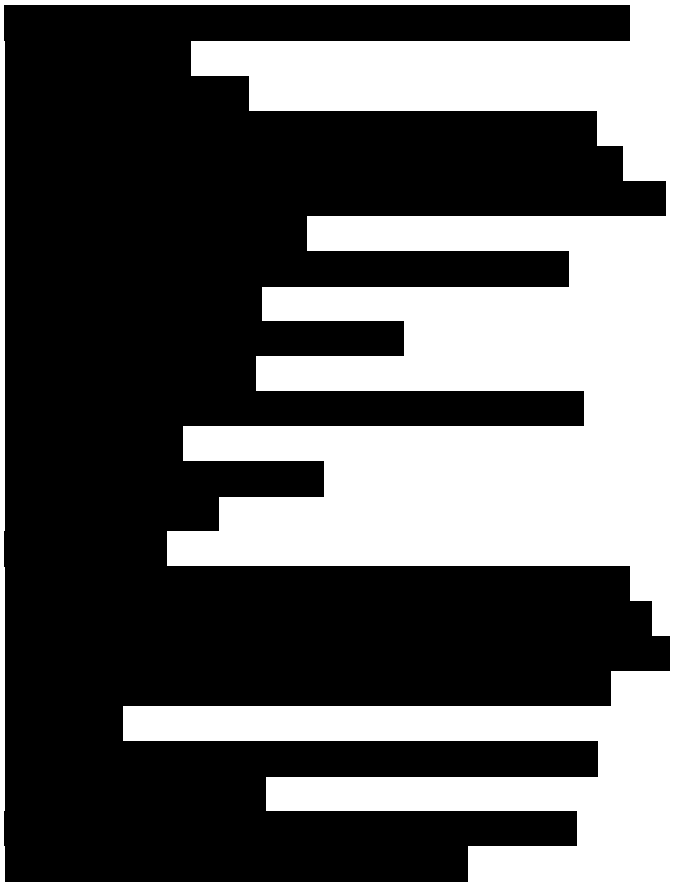
THE WITNESS: I think my answer is I have no memory of it.
BY MR. NELSON:
Q. It was wrong for Tucker to host Mike Lindell to repeat those allegations against Dominion on January 26th, 2021; correct?
MR. WEBB: Objection; form of the question.
THE WITNESS: Wrong if he didn't contest it.
MR. NELSON: All right. I will pass the witness. Thank you.
MR. WEBB: Let me just sit over there, if I could.
MR. NELSON: Yeah.
Let's go off the record.
THE VIDEOGRAPHER: The time is 2:36 p.m., and we are off the video record.
(Recess.)
THE VIDEOGRAPHER: The time is 2:37 p.m., and we are back on the video record.

FURTHER EXAMINATION
BY MR. WEBB:
Q. Mr. Murdoch, Mr. Nelson just spent about six and a half hours or so asking you questions. I just have a few questions I would like to ask.

Page 346

A. Go ahead.
Q. And so let me begin. During those seven hours, Mr. Nelson -- frequently in asking you questions -- was suggesting that you actually knew a lot of things about the November and December time period when Fox News was airing allegations being made by President Trump against Dominion and vote fraud.
As far as that time period in November and December of 2020 when these Fox shows were going on the air that Mr. Nelson asked you a lot of questions about, tell the jury where were you during those two months?
A. I was in Britain under COVID lockdown.
Q. Okay. And because you were in Britain on a COVID lockdown, did you actually have major difficulty in actually even accessing and watching Fox shows during that time period?
A. Yes. I constantly asked our IT people to come out and fix it, and they didn't. And then I think we got through on the 6th, and then it was still sporadic.
Q. So during that entire time period, would it be fair to say that even your access to actually watching Fox shows during that time period was very

Page 359



Page 360

Q. And, sir, you are aware that, prior to President Trump saying a word about Dominion, Maria Bartiromo aired charges about Dominion on her November 8th, 2020, broadcast?
MR. WEBB: Objection; form of the question.
THE WITNESS: Prior to Trump saying anything?
BY MR. NELSON:
Q. Yes, sir.
A. What about his lawyers?
Q. Are you aware that in the documents discussing Sidney Powell's appearance on Maria Bartiromo's November 8th show, they called her Michael Flynn's lawyer?
MR. WEBB: Objection; form of the question.
THE WITNESS: I think I learned that today from you.
BY MR. NELSON:
Q. Hmm. There's a lot to learn about this case, isn't there?
A. Sorry?
Q. There's a lot to learn about this case, isn't there?
MR. WEBB: Objection; form.
THE WITNESS: Yeah.
///

Page 361

BY MR. NELSON:
Q. Your counsel asked you about appearances by Sidney Powell and Rudolph Giuliani and others who made these false statements, correct, on Fox?
A. You mean my counsel asked me?
Q. Yes.
A. Yes.
Q. You are aware now that Fox did more than simply host these guests and give them a platform; correct?
MR. WEBB: Objection; form.
THE WITNESS: I think you've shown me some material in support of that.
BY MR. NELSON:
Q. In fact, you are now aware that Fox endorsed at times this false notion of a stolen election?
A. Not Fox, no.
MR. WEBB: Objection; form.
THE WITNESS: Not Fox. But maybe Lou Dobbs, maybe Maria, as commentators.
BY MR. NELSON:
Q. We went through Fox hosts Maria Bartiromo, yes?
A. Yes. C'mon.

Page 362

Q. Fox host Jeanine Pirro?
MR. WEBB: Objection; form.
THE WITNESS: I think so.
BY MR. NELSON:
Q. Fox Business host Lou Dobbs?
A. Oh, a lot.
Q. Fox host Sean Hannity?
A. A bit.
Q. All were in that document; correct?
MR. WEBB: Objection; form.
THE WITNESS: Yes, they were.
BY MR. NELSON:
Q. About Fox endorsing the narrative of a stolen election; correct?
MR. WEBB: Objection; form.
THE WITNESS: No. Some of our commentators were endorsing it.
BY MR. NELSON:
Q. About their endorsement of a stolen election?
A. Yes. They endorsed.
MR. NELSON: Okay. Sir, I appreciate your time. Thank you. I do appreciate it.
And we will pass the witness.
THE WITNESS: Are we done? Thanks.

MR. NELSON: We are done. Thank you.
MR. WEBB: I have no more questions.
THE VIDEOGRAPHER: All right. One moment, please.
THE WITNESS: Thank you.
THE VIDEOGRAPHER: This concludes the video deposition of Rupert Murdoch. Going off the record at 3:04 p.m.
(The deposition was concluded at 3:04 p.m.)

STATE OF CALIFORNIA)
) ss.
COUNTY OF ORANGE)

I, LINDSAY STOKER, Certified Shorthand Reporter qualified in and for the State of California, do hereby certify:
That the foregoing transcript is a true and correct transcription of my original stenographic notes;
I further certify that I am neither attorney or counsel for, nor related to or employed by any of the parties to the action in which this proceeding was taken; and, furthermore, that I am not a relative or employee of any attorney or counsel employed by the parties hereto or financially interested in the action.
IN WITNESS WHEREOF, I have hereunto set my hand this 23rd day of January, 2023.

LINDSAY STOKER
CSR 14373

Exhibit 601

EXCERPTED TRANSCRIPT

In the Matter Of:

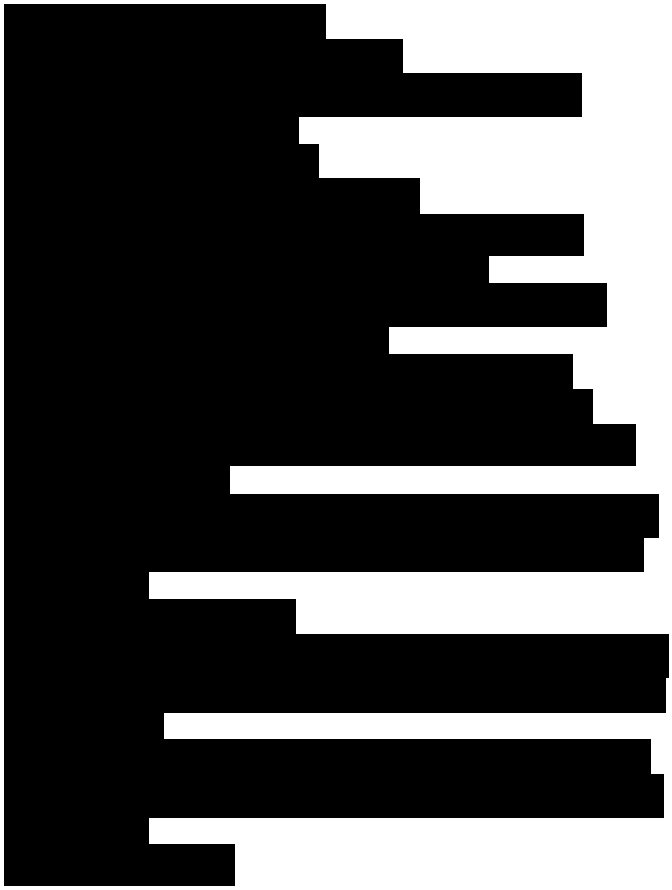
US DOMINION v

FOX NEWS NETWORK

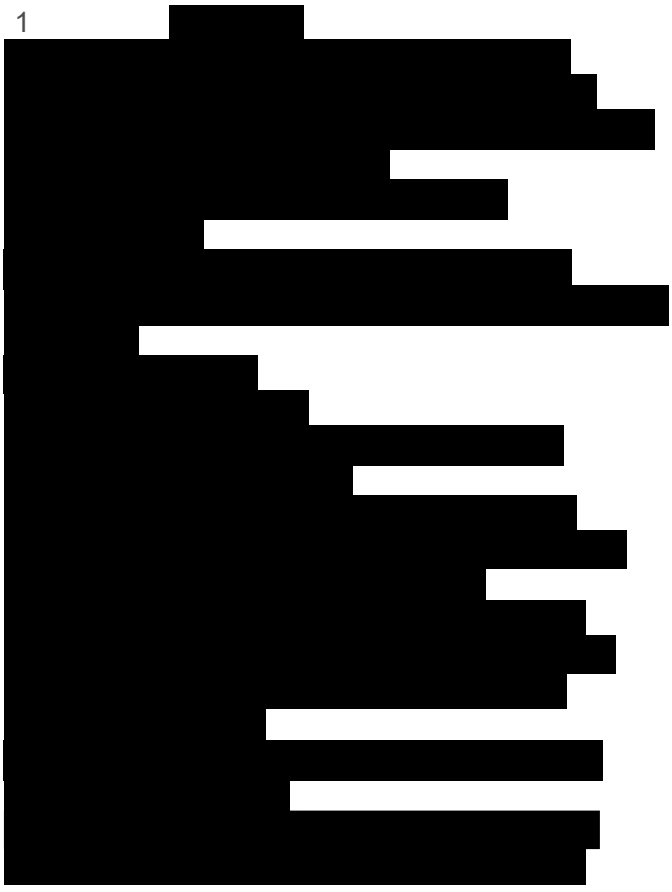
VIET DINH

February 03, 2023

Page 5



Page 6



Page 7

V. DINH

notepad in case I need to take notes while I'm answering questions.

Q. The notepad is blank at this point, I assume?

A. It is.

Q. Okay. Now, most importantly, you understand that even though we are not in court today and even though we are doing this over Zoom, the same rules apply as though we were sitting in a court of law before a judge or a jury, right?

A. Yes.

Q. And you understand you have a duty to tell the truth, meaning the entire truth, under penalty of perjury, right?

A. I do.

Q. And you understand if you answer "I don't know" to a question but you actually do know the answer, that is a form of perjury, right?

A. Yes, I do.

Q. And you understand that if you answer a question with "I don't recall" or "I don't remember" but you do recall or you do

Page 8

V. DINH

remember, that is also a form of perjury, right?

A. Yes, I do.

Q. And you take the oath that you took at the beginning of this session, you take that oath seriously, correct?

A. Yes, sir.

Q. Could you please introduce yourself to the jury.

A. My name is Viet Dinh.

Q. What position do you hold today at the Fox Corporation?

A. My title is Chief Legal and Policy Officer of the Fox Corporation.

Q. How long have you held that position?

A. Since April of 2019, when the Fox Corporation came into existence, but I performed the role in preparation since September of 2018.

Q. So you had that same position throughout 2020 and 2021, right?

A. I did.

Q. You are the most senior lawyer at

Fox Corporation, correct?
A. I am.
Q. In fact, you are the most senior lawyer in the entire Fox Corporation corporate structure, correct?
A. I am.
Q. Who do you report to?
A. I report to Lachlan Murdoch and Rupert Murdoch and, ultimately, the board of the company.
Q. You're an officer on the board of Fox Corporation, right?
A. I am.
Q. What is your title as an officer of Fox Corporation?
A. Chief Legal and Policy Officer.
Q. Okay. Do you have any other title for the board?
A. No.
Q. Now, you went to Harvard Law School, right?
A. I did.
Q. And you clerked on the U.S. Supreme Court for Sandra Day O'Connor, right?

A. I did.
Q. You founded a successful private law firm called Bancroft, right?
A. Yes, I did.
Q. Did you practice law yourself at Bancroft for any period of time?
A. I did.
Q. What period of time?
A. Approximately 2004 until 2016, when we -- at Bancroft joined a different law firm.
Q. Before you practiced at Bancroft, you were in the U.S. government, right?
A. I was.
Q. What was your position?
A. My position was Assistant Attorney General for legal policy, and I served in that role from 2001 to 2003.
Q. Who did you report to in that role?
A. I reported to the Deputy Attorney General and the Attorney General of the United States.
Q. It's been reported that you played

a leading role in securing the passage of the Patriot Act after the September 11th attacks; is that accurate?
A. I don't know whether a "leading role" is accurate, but I certainly played a significant role in crafting and coordinating the proposals that, ultimately, was passed by Congress called the U.S.A. Patriot Act.
Q. And, again, just to level set here, both now and in 2020 -- in 2021, you were and you are the highest ranking lawyer in the entire Fox Corporation corporate structure, right?
A. Yes.
Q. Now, you know that we're here today because Dominion has sued Fox News and Fox Corporation for defamation, right?
A. Yes.
Q. And, specifically, Dominion says that Fox broadcast several false allegations against Dominion knowing they were false or recklessly disregarding the truth.
That's what Dominion alleges, right?

A. Yes.
Q. So I want to go over those allegations with you now.
Mr. Dinh, you agree with me that Dominion did not commit election fraud by rigging the 2020 Presidential Election, right?
A. You are asking as of now?
Q. Yes.
A. Yes.
Q. Have you ever believed that Dominion committed election fraud by rigging the 2020 Presidential Election?
A. No, but there was a period of time when allegations were made that I was skeptical of, but I allowed the possibility that they may be true.
Q. What was that period of time?
A. Approximately immediately after the election until approximately mid-December, when the electors were designated by the state legislatures.
Q. So from approximately immediately after the election, you were aware of

allegations that Dominion had committed election fraud by rigging the 2020 Presidential Election?

A. I don't know if I remember at the time or registered the name "Dominion," but I was aware that there were allegations of voter fraud and those allegations including -- included irregularities in voting machines.

Q. And you were skeptical of those allegations when you first heard them?

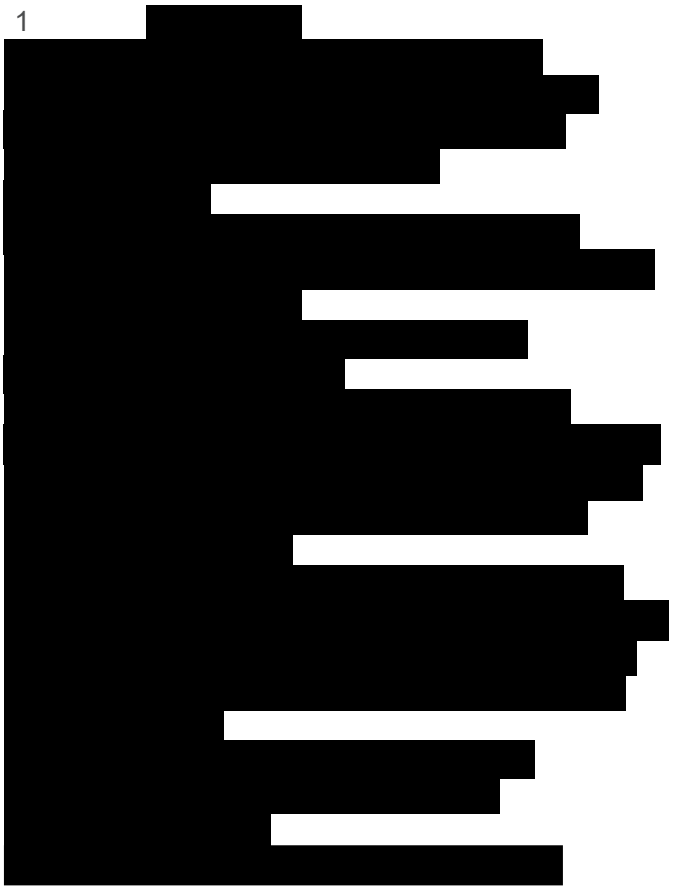
A. I was skeptical, but, given the source and the seriousness of the allegation, like I said before, I allowed room for it to be so.

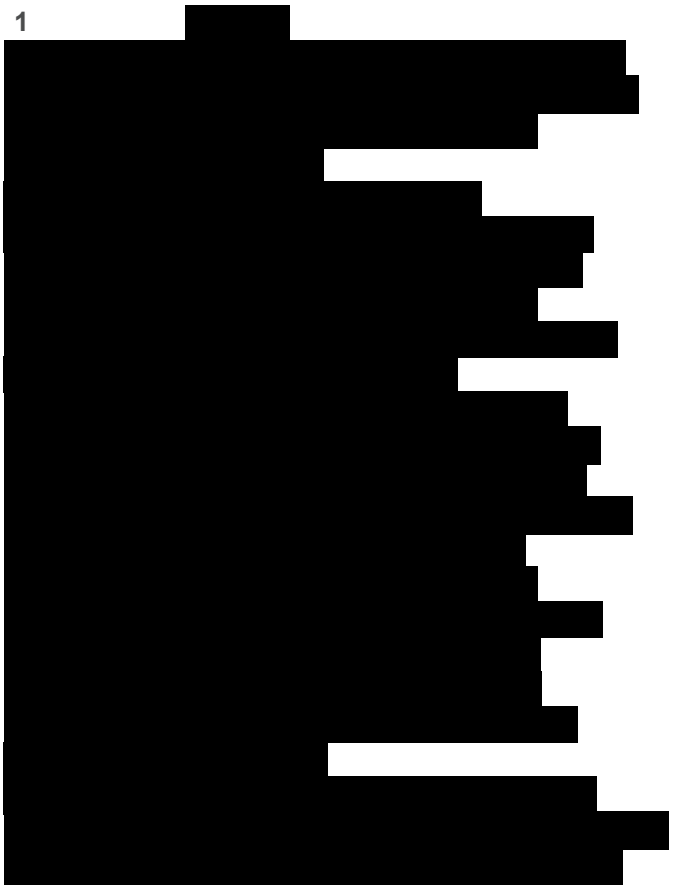
Q. And you were aware that certain hosts on Fox News were reporting on those allegations at the time, right?

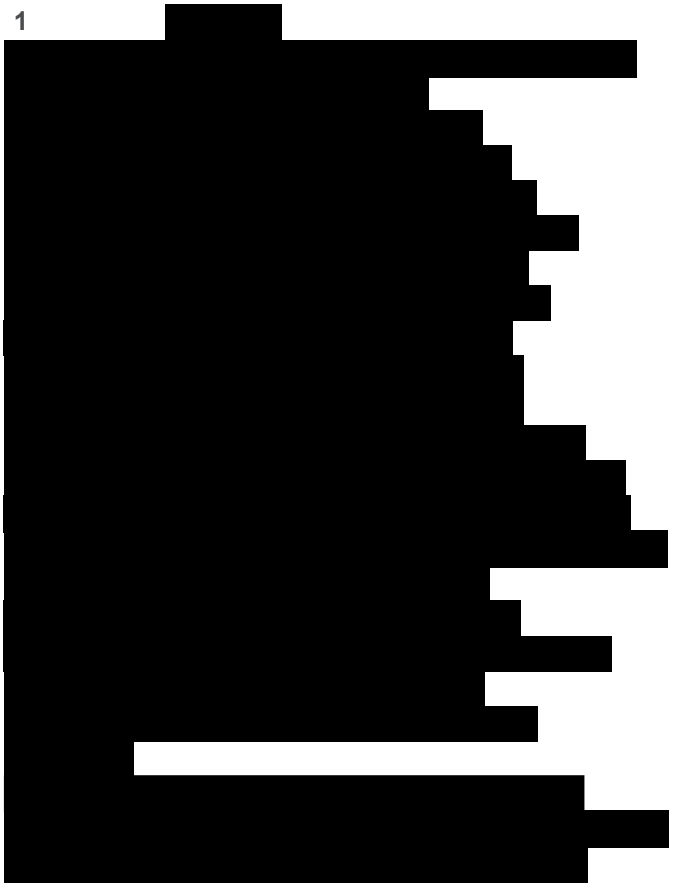
A. I am, yes.

Q. You were aware, at the time, that those allegations were being -- that Dominion had rigged the 2020 Election; were being reported on Fox News at the time, right?

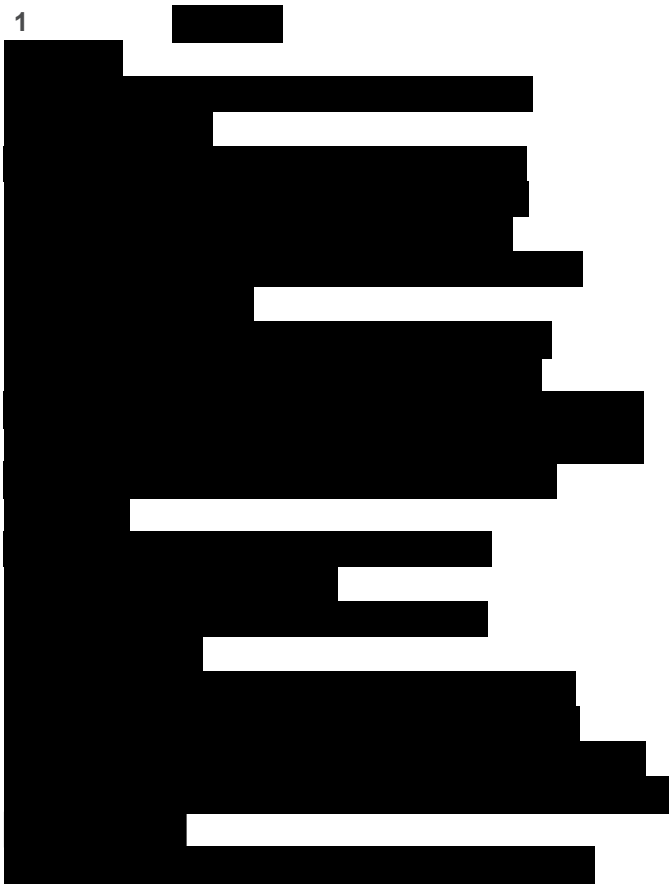
A. Again, I was aware that they were



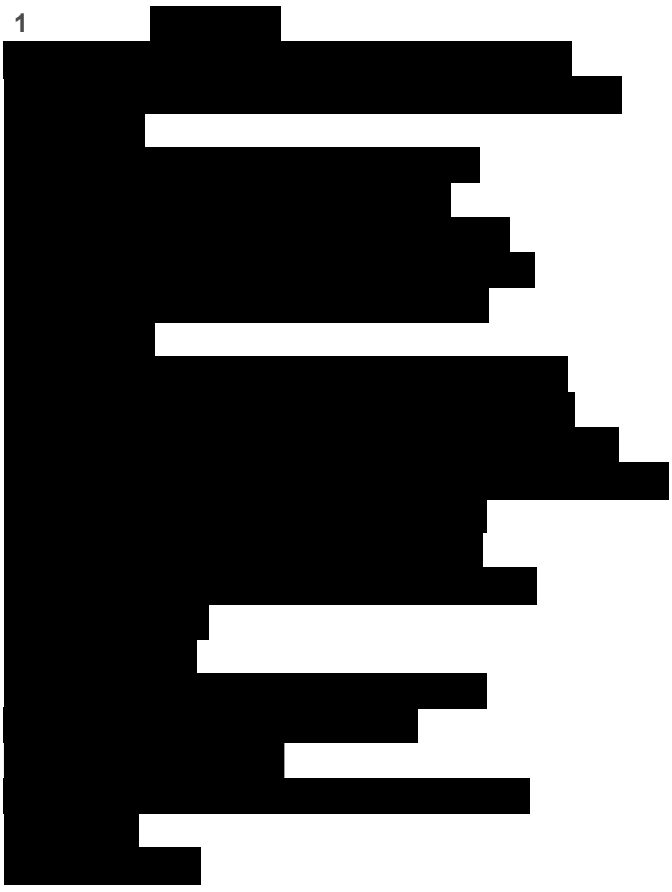




Page 17



Page 18



Page 19

V. DINH

A. I have Fox News on in my office during the day with the volume off, and then I -- and I generally don't have Fox Business on ever. And on my drive home, I would listen to the Primetime shows. And then on the weekends, I don't watch TV except for LSU football on Saturday and Eagles football on Sunday. And so I generally -- I generally do not watch the shows that are at issue in this Complaint.

Q. And the practice you just described, that was your practice back in November and December of 2020, as well?

A. Yes.

Q. Sir, you agree with me that Dominion's software and algorithms did not manipulate -- strike that. I asked it wrong.

You agree with me that Dominion did not manipulate vote counts through an algorithm in the 2020 Presidential Election, right?

MR. WEBB: Objection. Form.

A. Sitting here, yes, I agree with you.

Page 20

V. DINH

Q. Have you ever believed that Dominion's software and algorithms manipulated vote counts in the 2020 Presidential Election?

A. It would be the same answer as I gave before: No, I did not believe, and I was skeptical of that allegation, but during the period immediately following the election until the certification of the electors, I allow room for it to be shown -- for the allegations to be shown.

Q. What was it about these certifications of the electors that changed your viewpoint on these allegations?

A. Two things. One is that it is approximately around the same time that all of the litigation that had been threatened or actually filed had been finally resolved and dismissed by the relevant courts.

And, two, the certification of electors by statute essentially ends the contest for the electoral challenges. This was put in place and -- as a way in order to have an orderly certification and transition

V. DINH

and preparation for the new government.

And so that sticks out in my mind because mid-December is when the certification happens. After that, you know, essentially the Electoral College is established and there is no more opportunity to challenge the validity of the election day results.

Q. So that was December 15, 2020, if memory serves, right?

A. I think so. It was either December 14th or 15th, yes.

Q. Okay. And as of that date, you no longer allow for the possibility that these allegations against Dominion could be true?

MR. WEBB: Objection. Form.

A. Yes, because the two major institutions that -- under our constitution, allows for or are empowered with the adjudication of the election results have finally resolved the challenges. That is the judiciary in state, local, and federal levels, as necessary, and then the state legislatures who certify the electors to the

V. DINH

presidency.

Q. So beginning on that date, either December 14th or December 15, 2020, you definitively did not believe these allegations about Dominion; is that right?

MR. WEBB: Objection. Form.

A. Yes. Because I trusted in the institutions of our judiciary, and I trust the electoral certification process.

Q. Now, you followed the litigation that the Trump campaign filed beginning shortly after the election, right?

A. In general terms, I did not read any documents. I certainly would have followed it secondarily in the media.

Q. And you also followed the lawsuits that Sidney Powell filed, starting in late November 2020; is that right?

A. Again, it would be through media reports. I did not actually read any of the lawsuits or read any primary documents.

Q. Did you take the lawsuits that Sidney Powell filed, starting in late November 2020, challenging the election

V. DINH

results seriously?

MR. WEBB: Objection. Form.

A. Sidney Powell is a serious and capable lawyer, and so -- and she is an officer of the court. And so anything she files in court, I would, uh -- take seriously and the reports of those are interesting to me.

Again, I did not go and search out and read the documents or follow it on Pace or anything like that.

Q. Okay. But you did follow the lawsuits filed by the Trump campaign and filed by Sidney Powell through media reports, right?

A. Exactly. I am a news junkie. I believe in keeping abreast of the issues of the day. And certainly the post-election allegations by the President and the lawsuits by his legal team were extremely interesting to me and I think to millions of Americans and non-Americans alike.

Q. What news sources in November, December 2020, and January 2021 did you

V. DINH

primarily rely on?

A. It would be the same news sources I rely on today. I subscribe in hard copy every day to the Los Angeles Times, where I live, The Wall Street Journal and The New York Times. And then, as I indicated before, I have Fox News on -- the Fox News channel on in my office, with the sound off, during the day, and when there is a story of interest, I would turn the sound on to watch.

Q. The Wall Street Journal, do you find that to be a credible source of news?

A. I do.

Q. And you rely on it to report truthfully?

A. Yes, I do.

Q. Do you find The New York Times to be a credible source of news?

A. Yes, I do.

Q. Do you rely on The New York Times to report truthfully?

A. Yes, I did.

Q. Do you find the Los Angeles Times to be a credible source of news?

V. DINH

A. Yes, I do.

Q. Do you rely on the Los Angeles Times to report truthfully?

A. Yes, I do.

Q. Do you find Fox News to be a credible source of news?

A. Yes, I do.

Q. Do you rely on Fox News to report truthfully?

A. Yes, I do.

Q. Are there any other news sources besides those that you rely on to get your news?

A. Yes, there is a news reader service upsites on my phone, and I think it's -- well, the Apple News, the apps that comes preloaded onto your phone, and so during the day or when I have some downtime, I would scroll through those headlines.

Q. What is that news service called?

A. I think it's Apple News.

Q. Okay.

A. It's just a big "N" on my phone. And it's very invasive, but also engaging

V. DINH

because it pops up all the time with very provocative headlines, and as a news junkie, I can't resist the urge to tap on it.

Q. I hear ya.

So, Mr. Dinh, you agree with me that Dominion is not owned by a company founded in Venezuela to rig elections for Hugo Chavez, right?

A. I do agree with you.

Q. Have you ever believed that Dominion is owned by a company founded in Venezuela to rig elections for Hugo Chavez?

A. I do not think so. I do remember some, you know, at the time, there was some talk or allegations or reporting about Venezuela, but I do not -- I don't think I believed it at the time.

Q. At the time, you didn't even allow for the possibility that those particular allegations might be true, did you?

MR. WEBB: Objection. Form.

A. I don't think so because I actually think I may have looked this up in order to see the -- whether or not it was

V. DINH

true because it, kind of, an extraordinary thing that you can look up. And so I do remember that at sometime during the Relevant Period, that is November until mid-December, I do remember looking it up and discovering that there was a CFIUS review of a transaction, which was blocked by the government. And then subsequently, now I know Dominion to have acquired the U.S. company that was -- whose transaction was blocked by the committee for investment in the United States.

And so that research at the time, you know, I think, in my mind, dismissed that possibility. That explains the confusion and all of that stuff, and it seems to me something that I can look up and find out pretty easily.

Q. Did you share that research with anyone else at Fox?

A. No.

Q. Okay. Relatedly, you agree with me that Dominion is not owned by Smartmatic, right?

V. DINH

A. I do agree with you.

Q. And you have never believed that to be true either, have you?

A. Again, it would have been part of that research that I did, so, no.

Q. You agree with me that Dominion was not a front for Smartmatic, right?

A. I do agree with you.

Q. And you have never believed that it was a front for Smartmatic, have you?

A. I do not.

Q. You agree with me that Dominion did not pay kickbacks to governmental officials who use its machines in the 2020 Presidential Election, right?

A. Sitting here today, yes, I agree with you.

Q. Have you ever believed that Dominion paid kickbacks to governmental officials who use its machines in the 2020 Presidential Election?

A. This would fall into my earlier answer, I was skeptical at the time, but I allowed the possibility of it to be shown.

Page 29

V. DINH

Q. So at the time, in November or December 2020, you had heard these allegations that Dominion paid kickbacks to government officials?

A. I had heard -- I'm sure I have, but I didn't register the exact name Dominion. I did -- I do recall, generally knowing, that there were allegations, kickbacks by voting machine vendors.

Q. When did you first register the exact name "Dominion"?

A. Really, in conjunction with this litigation -- around mid to late December. There's nothing like a lawsuit to focus one's attention.

Q. I understand that.

Mr. Dinh, you agree with me that Dominion's machines in the 2020 Presidential Election did not run an algorithm that shaved votes from Trump and awarded them to Biden, right?

MR. WEBB: Objection to the form of the question.

A. Sitting here today, I do agree

Page 30

Page 31

Page 32

V. DINH

the sources, right?

MR. WEBB: Objection. Form.

A. Yes. It depends on how they attribute, but, yes.

Q. Sometimes they name the sources and sometimes they say -- they describe the source's title, right?

A. Yes. Or function.

Q. And in stories like that where a publication has reported what they heard from sources at Fox, but Fox knows that information to be false, Fox will reach out to the publication and ask for that information to be corrected, right?

A. Either to be corrected or to include our information in the article.

Q. But if you know that what the publication is reporting is flat out false and you have the proof it's flat out false, you would expect the publication to correct that, even if the information came from a source that they cite, right?

MR. WEBB: Objection. Form.

A. Or to include our denial of the --

V. DINH

of what the source said.

Q. Well, if you send the publication information, not just the denial, Mr. Dinh, but information disproving what the publications reported, you would expect that publication to report on that information disproving the false allegation, right?

MR. WEBB: Objection. Form.

A. In certain instances I think that it may well be in this article that you have marked as Exhibit 3435, although I'm not entirely sure.

The publication will say I have my source, and so I'm going to run with it. And then what they will do is, they will say, Fox Corporation spokesman says that's not true.

Q. Okay. They'll report the denial is what you're saying?

A. They will report the denial. They also will report that somebody within Fox had given them this information.

Q. So my question for you is, if you provide the publication with actual proof that what they've reported is false, not just

V. DINH

the denial, but actual proof, don't you expect that the publication will report on that actual proof?

MR. WEBB: Objection. Form.

A. Now we are getting into metaphysical and speculative territory as to, you know, what -- what is actual truth versus a denial. But, yes, and at the very least, if they don't correct or report accurately, then they should include our proof, as you put it, in the article.

Q. I'm just going to ask --

MR. SHACKELFORD: Off the record, if you hear my dogs, I apologize if you can. They are in a far away room but they are very loud. Can you hear them?

THE WITNESS: No.

MR. WEBB: No.

MR. SHACKELFORD: Okay. I was hoping that would not be on the record, but I see that Rebecca is relentless. So it's in the record. I'm glad you can't hear them.

V. DINH

So back, in my view, on the record.

BY MR. SHACKELFORD:

Q. I just want to make sure, Mr. Dinh, you agree with me, there is a difference between a publication reporting, so and so denies the allegation, period, and a publication reporting, so and so denies the allegation and here is all the evidence that so and so is providing that debunks the allegation.

Those are two different things, right?

MR. WEBB: Objection. Form.

A. They are two different things, but sometimes, and I think this article may be one of those instances, where they say somebody -- my source has said it to me so I'm going to report the fact that he or she said it to me, and then I will include your denial and whatever information you want to give me. Because in that case, the fact that somebody had given the reporter information that may be true or untrue is, itself, worthy

of inclusion in the article.

And you can see the -- you know, you can see why that would be of interest to the reader and for the reporter to include it because the fact that somebody inside Fox is giving false impressions or false information is, itself, an indication that all is not well or that itself is worthy of the reader's attention.

Q. But you -- I understand that. And thank you for that. I want to make sure we are on the same page about something else.

You agree with me that a publication reporting simply, so and so denies this, that is much less powerful than the publication reporting, so and so denies this and here's the information they are providing to prove it's false?

A. Yes.

Q. I've seen some documents -- and we can put this article aside.

A. Okay. It's not a very good drawing of me, so I'm glad we are off this topic.

Q. I've seen some documents, Mr. Dinh, referencing "Viet's Master Messaging Meeting."

What is that?

MR. WEBB: Objection. Form.

A. Can you repeat the title?

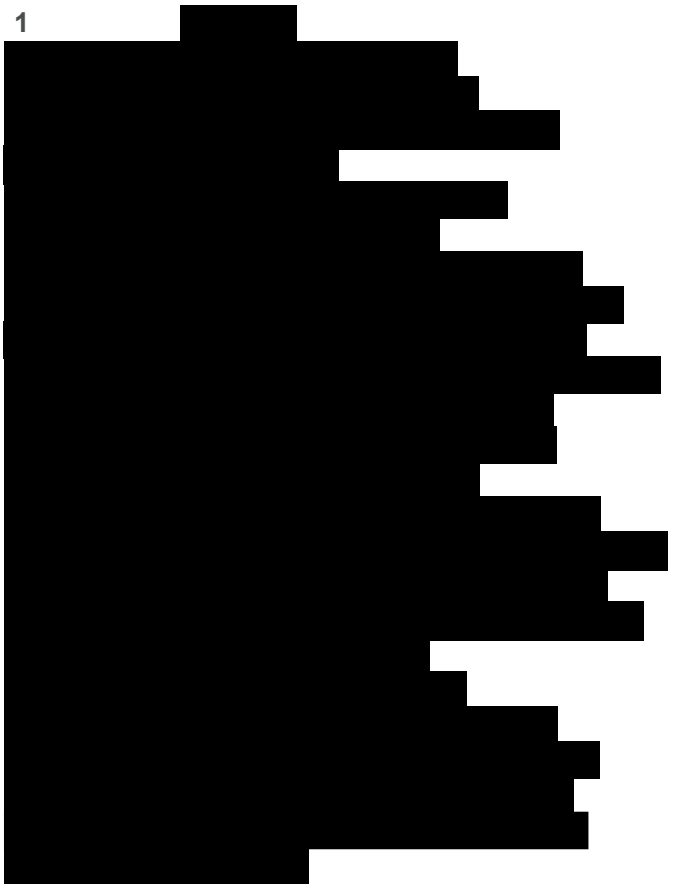
Q. "Viet's Master Messaging Meeting."

A. Oh, yes. For a period of time after our Chief Communications Officer had resigned, and before we selected -- appointed a new Chief Communications Officer, I stepped in the role of coordinating the flow of information between the communications departments of our various business units.

And so it would be either a weekly -- I think every other weekly meeting where the heads of each business units' communications department would come in and talk to each other and report to the meeting what has happened since the prior meeting and what the items are anticipated for the upcoming weeks.

Q. When did the Fox Corporation Chief Communications Officer resign?

1



I think one of the things we observed is in a big corporations like ours, with many business units, sometimes people are too busy to coordinate, and this was a mechanism for everybody to know what everybody else is doing.

Q. You attended those meetings, right?

A. I attended those meetings, and I -- you know, I convened them.

Q. Were those meetings by Zoom?

A. Yes. Because this was during the pandemic shutdown period.

Q. At some point in 2020, Tucker Carlson decided that he wanted to have Raj Shah handle his show's media relations, right?

A. Yes.

Q. Who is Raj --

A. I don't know exactly when, but that is consistent with my memory.

Q. Who is Raj Shah?

A. Raj Shah is a Senior Vice President for Fox Corporation. He is based

in Washington, D.C., and he conducts research for me and the general counsel of the corporation, and he also helps Fox News and other business units with protecting the brand and reputation of Fox.

Q. What other business units does he help?

A. Fox Sports at times as needed, but primarily Fox News.

Q. So it appears that it was in the fall of 2020 that Tucker Carlson decided he wanted Raj Shah to handle his show's media. Does that ring a bell?

MR. WEBB: Objection. Form.

A. Again, I don't remember the exact time period, but that would be consistent.

Q. Tucker Carlson spoke to you about this before he even raised it with Fox News' CEO, Suzanne Scott, didn't he?

A. Yes, because Raj reports to me.

Q. Okay. And you approved the arrangement, right?

A. I said I would talk to Suzanne Scott and Irena Briganti about it. And

ultimately, they approved it and I approved it, and I concurred to lend Raj into this -- to perform this role.

Q. Why did Tucker Carlson want to have Raj Shah handle his show's media?

MR. WEBB: Objection. Form.

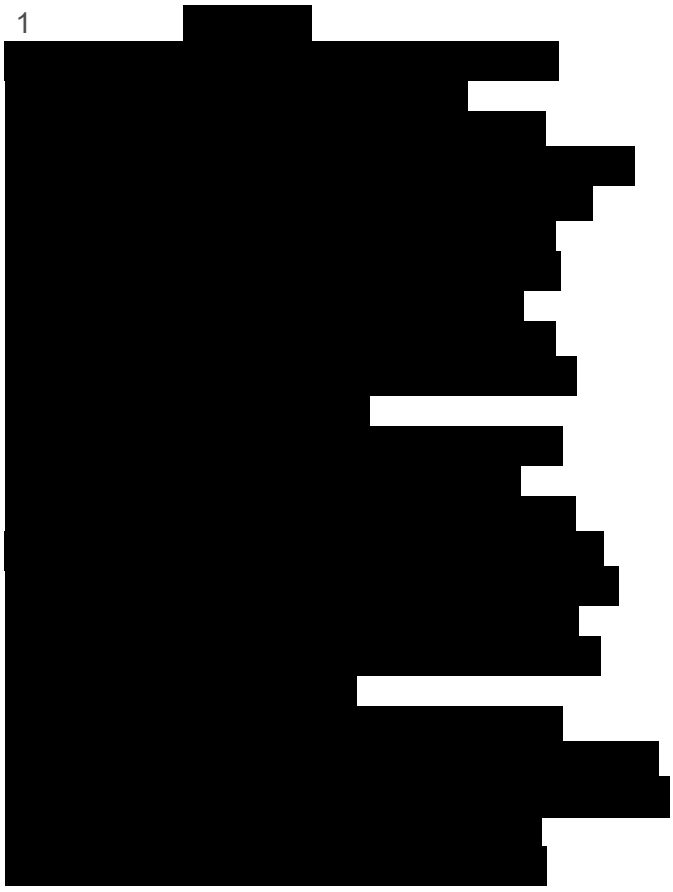
A. You know, he knows and trusts Raj, and Raj is based in Washington, D.C., where Tucker's show is produced out of, and he wanted a press assistant to be dedicated to him.

[redacted]

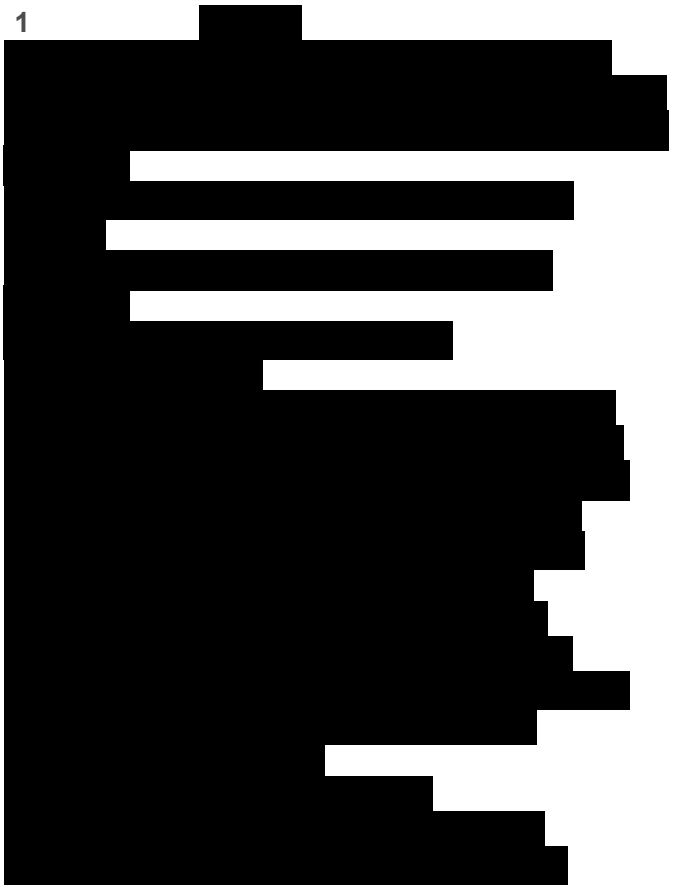
[redacted]

[redacted]

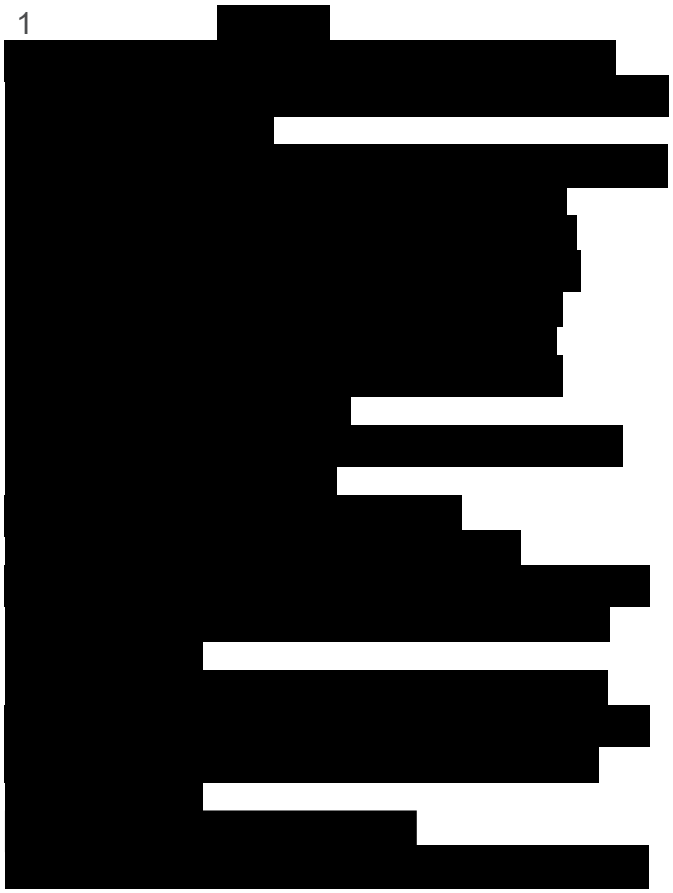
Page 85



Page 87

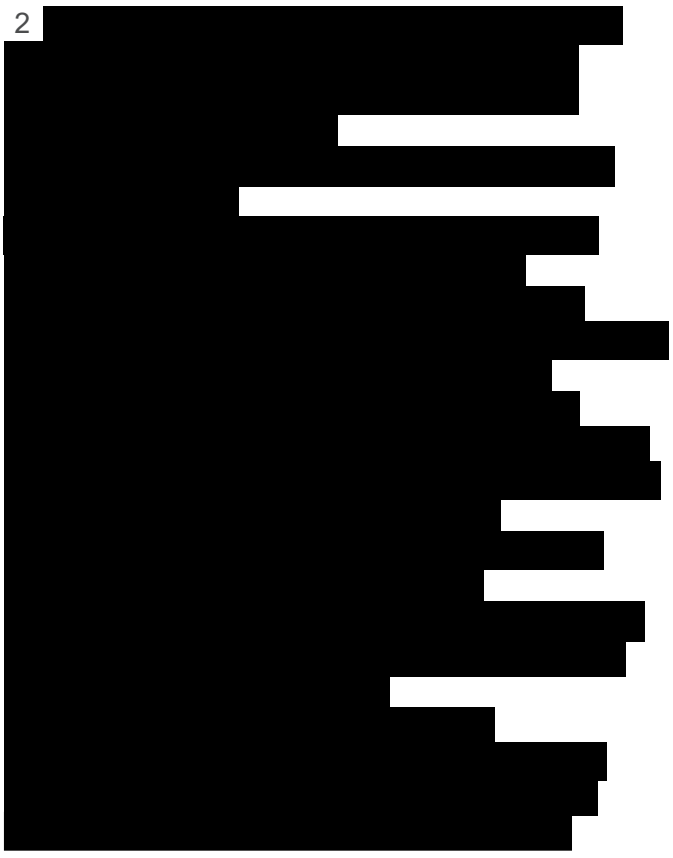


Page 86



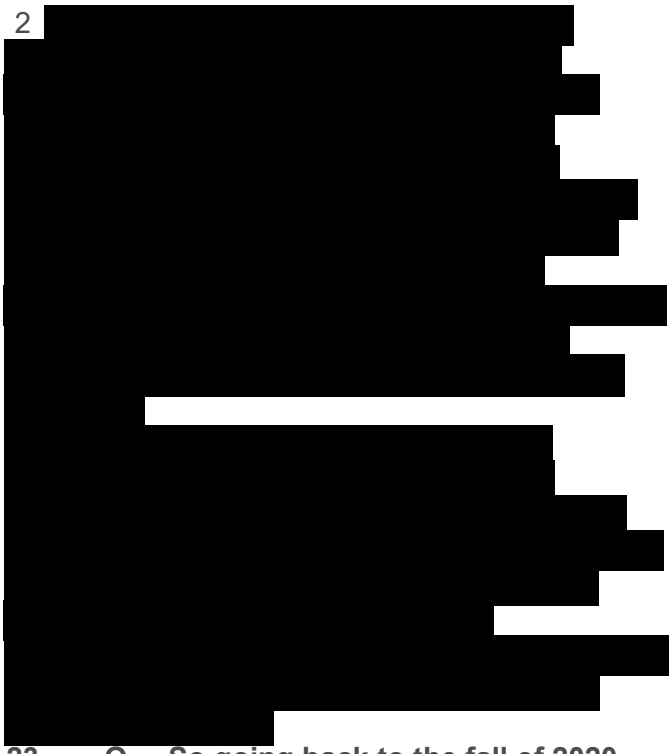
Page 88

V. DINH



Page 89

V. DINH



Q. So going back to the fall of 2020, before the election.

At that point, you were getting

Page 90

V. DINH

nightly e-mails from Irena Briganti regarding press issues at Fox News, right?

A. Yes.

Q. And, again, Irena Briganti, at that time and today, is the head of PR for Fox News, right?

A. Yes.

Q. You continued to get those nightly updates from Irena Briganti about press issues at Fox News through the election, through the end of 2020, into 2021, right?

A. Yes. At some point, I told her, maybe, we change it to once every other week or something like that. And then, ultimately, we appointed a new Chief Communications Officer. So she reports to that person now.

Q. Okay. But you got the nightly updates, at least, through the end of January 2021, right?

A. I think that's right.

Q. And we've spoken about Raj Shah. He reports directly to you, right?

A. He reports directly to me on, you

Page 91

V. DINH

know, most, if not all, of his functions. Except for, as I explained before, in his role as press assistant to Tucker. Then he reports through Irena into Suzanne Scott.

Q. And that was the arrangement from October 2020 forward?

A. Yes. Again, I don't remember what exactly was the date, but, yes, once we came to that arrangement, that was the reporting structure.

Q. Back in 2020 before the presidential election, Mr. Shah would send you weekly brand protection round-ups informing you of any threats to the Fox News brand, right?

A. Yes, he would send that weekly, usually on a Saturday, to me, Lachlan Murdoch, and Suzanne Scott.

Q. And the purpose of that -- strike that, sorry.

The brand protection unit, that's what Mr. Shah was in charge of?

A. Yeah, you can call it that. I don't think of them as a unit or anything so

Page 92

V. DINH

formal. But, you know, he is -- among his functions is brand protection and he has several persons reporting to him.

Q. And that brand protection job, to be clear, that operated out of Fox Corporation, right?

A. Yeah, it did. Raj sits in our Washington D.C. office.

Q. And it's job of that unit with Mr. Shah was to monitor threats, brand threats, to Fox News, right?

A. Yes, especially on social media. So it's largely a social media listening unit, and they also monitor the reputation and programming across the news landscape, the TV news landscape. So that's what we see when a competing channel starts attacking us, also.

But largely, it's a social media listening unit. Because one of the things that Raj and his team uncovered is that the -- at least with the attacks on us, on Fox News, even though it may mushroom into what seems to be a very large-scale popular

attack, it usually originates from a handful of Twitter handles and then it gets amplified through an infrastructure that makes it look like it's a very prominent attack.

Q. Just to be clear, the job of Mr. Shah and his brand protection unit was to monitor threats to the Fox News brand, but also to come up with suggested responses and ways to defend Fox News, right?

A. Yes.

Q. Now, fair to say that you also sometimes have direct involvement with certain personnel decisions at Fox News, right?

A. No, I don't know what you mean by "personnel decisions," but I generally leave that to Suzanne Scott and her team. You know, if she asked for my advice or input, I would give it. But -- and then I would get involved if there is a compliance or litigation issue that is significant enough for my analysis.

Q. Isn't it the case that sometimes you do get involved in decisions and

negotiations around new contracts for talent at Fox News?

A. As I said, I think the -- my description of any discussions with Tucker about his contract is consistent with how I do this. If I pick up information or if someone comes to talk to me about their contract or the terms of their employment, I would listen very carefully. I would pass it back to Suzanne Scott and ask them to talk directly to whomever brought the information to me.

I don't stop people from coming -- approaching me to talk about their contract because that's -- I think that's part of -- that's valuable to have multiple points of input, but then I don't get involved in contract negotiations.

[redacted]

[redacted]

[redacted]

V. DINH

Meade Cooper is, right?

A. Yes.

Q. She is the head of Primetime programming for Fox News, right?

A. Yes.

Q. Ms. Cooper is writing to Tucker Carlson's producer about a Rudy Giuliani interview and she says, "Obviously some legal concerns," right?

A. That's what she says.

MR. WEBB: But also, because of that statement about legal -- I just want to make sure that as you answer the questions on this line of exam, to stay focused on whether there is a privilege issue.

And at the same time, I want you to answer Mr. Shackelford's questions honestly and completely as you can without revealing legal communications.

THE WITNESS: Thank you. I will be mindful of it.

BY MR. SHACKELFORD:

V. DINH

Q. Ms. Cooper writes that she is worried Mr. Giuliani "will veer off topic. Pretaping is a good idea," right?

A. She said that at 12:40 UTC, yes.

Q. And what's the advantage of pre-taping an interview like that?

A. Again, I don't know the mechanics, but pre-taping allows for editing instead of being live.

Q. So that Fox could edit out any problematic statements Mr. Giuliani makes, right?

A. Yes.

Q. And you'll see on the second page, Mr. Wells tells Ms. Cooper that he spoke to you, to Viet, right before the interview, right?

A. I'm sorry, where is that?

Q. On the second page.

A. Second page.

Yes, he says, "All good. And I spoke to Viet right before. Nothing to worry about so far."

Q. Do you recall speaking to

Mr. Wells about Mr. Giuliani's interview before it happened?

MR. WEBB: I'm going to object. If you don't remember, that would answer the question.

A. Honestly, I don't.

Q. Okay. But this looks to be an example of you being consulted before a particular guest goes on a show about that potential guest appearance, right?

MR. WEBB: Objection. Form.

A. Yes, because of the legal concerns.

Q. So it does happen?

A. Yeah, sometimes. But, yeah, I would expect that before I get consulted that the Fox News legal be consulted. And we -- because we -- you know, we have folks in the Fox News legal department who are very experienced at legal matters that present themselves.

And so I would expect that before I'm called, that there has been a consultation with Fox News legal. And most

of the time, if not all the time, that gets resolved at that level.

Q. Mr. Dinh, you were and you are directly involved in Fox News' defense against both this lawsuit and the Smartmatic lawsuit, right?

A. Yes. I wouldn't say "directly" because, you know, we have, as you can see, we have a lot of lawyers on both sides in both cases, but I do supervise the handling of both litigations.

Q. And I'm going to -- is it true that --

MR. SHACKELFORD: I'll put up the exhibit, Exhibit 3441.

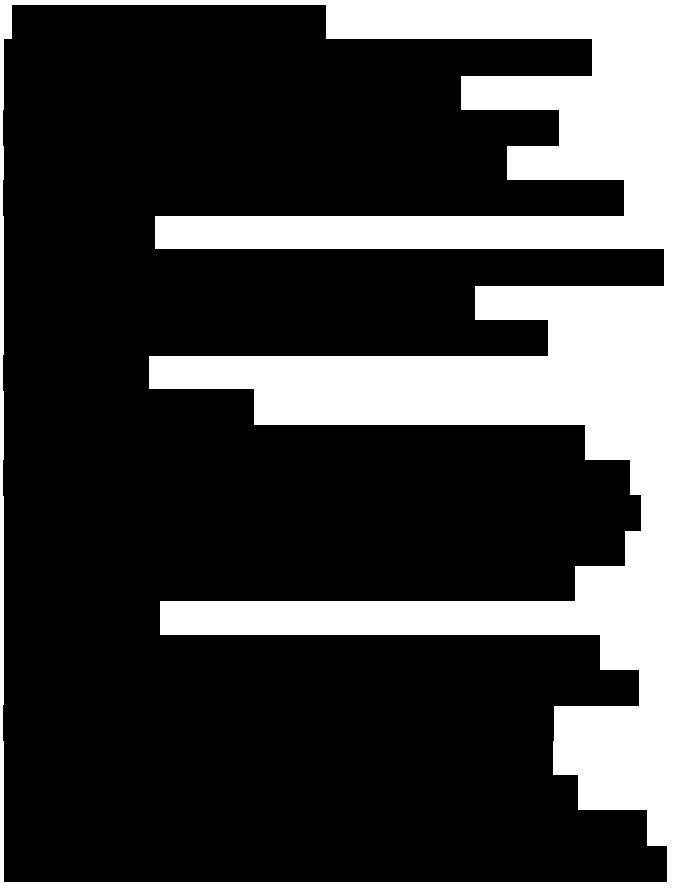
(Whereupon, Dinh Exhibit 3441, FNN022_03851824 was marked for identification as of this date by the Reporter.)

BY MR. SHACKELFORD:

Q. A short text exchange between Dianne Brandi and Irena Briganti.

Do you know who Dianne Brandi is?

A. Dianne Brandi is the former



Page 157

[redacted]

Page 158

[redacted]

Page 159

[redacted]

And, frankly, in terms of the appropriateness of editorial decisions, I'm not the best person to ask about that. I think Suzanne Scott is the best person because she supervises and -- supervising and leads Fox News. But my understanding is, based upon my experience and viewership of Fox News, is that there is a wide diversity of views, especially on topic, which its country, itself, is divided about whether or not there had been election fraud. And so we have people who believed at that time, more than I did, that President Trump was right.

We have people who were skeptical, more than I was, that he was -- about his allegations. And each of the hosts, each of the editorial teams report as they believe the facts to be and give their opinion on those facts. And we don't have a monolithic editorial control across all hosts and all shows.

As a matter of fact, most of our

Page 160

journalists' contracts have a provision that protects their First Amendment right to speak their mind without such speech constituting a reason for employment related discipline.

Q. Mr. Dinh, should Fox broadcast election fraud allegations that it knows to be false?

A. No.

Q. You mentioned the ratings. Ratings do matter to Fox News and to Fox Corporation, right?

A. It matters because it's a way to keep score, but, you know, we are confident that the -- that momentary blips in ratings is really not an issue. It's the long-term and enduring appeal of Fox News that truly defines the institutions that we have built.

Q. I'm going to show you Exhibit 3449, which is a very brief text from Raj Shah to you, dated November 10, 2020, and I have attached to it the tweet that he references in the text.

Let me know when you have had a chance to look at that.

Page 161

V. DINH

(Whereupon, Dinh Exhibit 3449, FoxCorpo00056626 with attachment was marked for identification as of this date by the Reporter.)

BY MR. SHACKELFORD:

A. Yes. And the next page is the --

Q. Is the actual tweet.

A. Yeah.

Q. So Mr. Shah forwards you a tweet from Donald Trump, right?

A. Yeah.

Q. I'm sorry, what was that?

A. Yes.

Q. And the tweet is promoting an episode of the Sean Hannity Show on Fox, right?

A. Yes.

Q. Specifically, an episode about "Ballot Corruption," right?

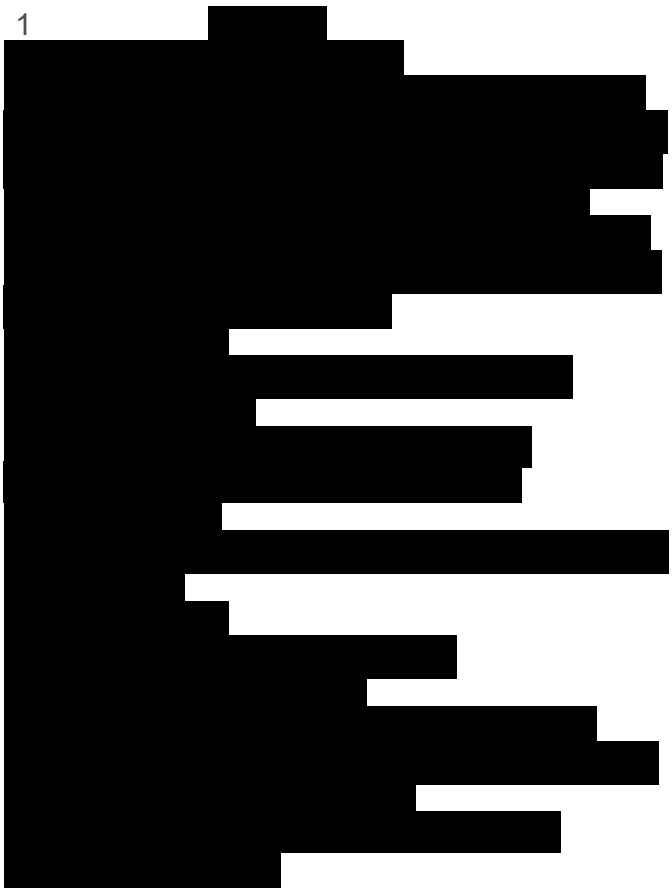
A. Yes. It says, "Ballot Corruption will be exposed tonight at 9:00pmE on @SeanHannity on @FoxNews."

Q. Mr. Trump is telling his viewers they should tune in to Mr. Hannity's show

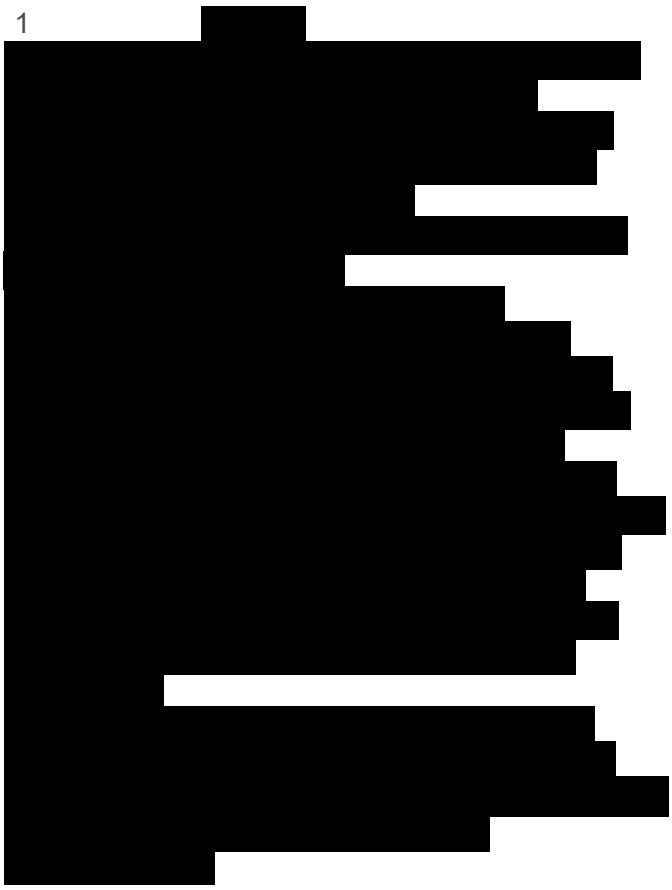
Page 162

Page 163

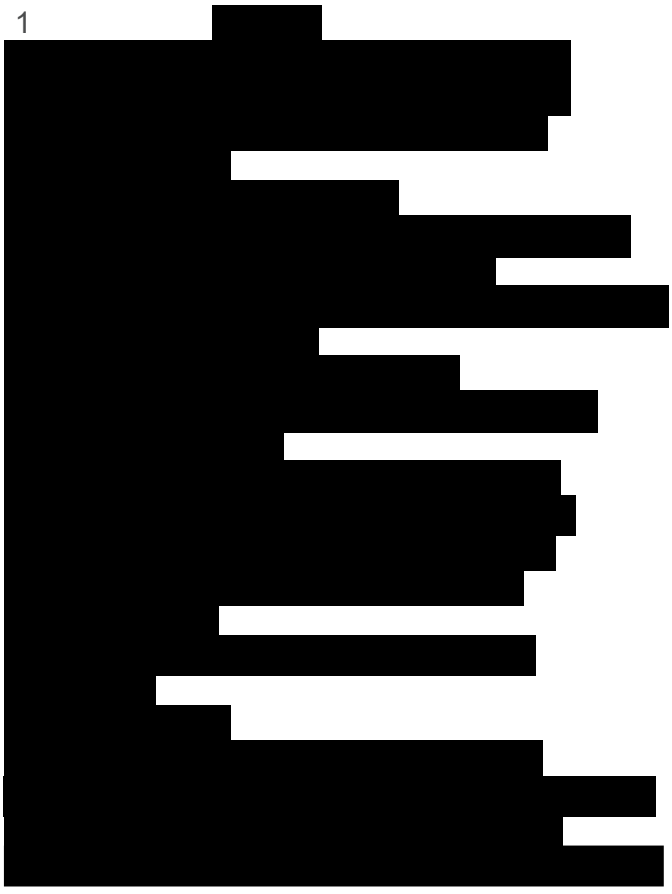
Page 177



Page 179



Page 178



Page 180

V. DINH

Q. And this was, again, generally, as I think you testified earlier, because once you got to the general election, there was a possibility of some sort of litigation, right?

A. Yes.

Q. So Ms. Briganti started adding this to her updates at the time of the general election in 2020?

A. I don't know when she started adding them.

Q. Did you instruct her to add it?

A. I think I --

MR. WEBB: I'm gonna -- let me just get an objection in here.

THE WITNESS: Sure.

MR. WEBB: Sir, it sounds to me like, for you to give a complete and honest answer to that question, you would have to reveal communications and/or work product, and based on that, I'm going to instruct you not to answer and ask you to follow my instruction.

Page 181

V. DINH
THE WITNESS: I will.
BY MR. SHACKELFORD:
Q. Okay. Mr. Dinh, I think your explanation for why this was an appropriate header was that once you get to a general election or a midterm election, if there is a general anticipation of litigation, right?
MR. WEBB: Objection. Form.
A. Yes. That was my previous answer.
Q. Okay. I'm going to show you Exhibit 3452.
(Whereupon, Dinh Exhibit 3452, FNN062_04474201 was marked for identification as of this date by the Reporter.)
BY MR. SHACKELFORD:
Q. Which is a text between Irena Briganti and Megan Klein from November 12, 2020.
You will see that Ms. Briganti tells Ms. Klein about the nightly notes she sends you regarding press issues at Fox News, right?
A. When was this, I'm sorry?

Page 182

V. DINH
Q. This text was sent November 12, 2020.
A. Right.
Q. Or possibly in the evening of November 11th, because it's UTC markings on here.
A. Right. Okay. That's November -- on November 12, 2020, yes?
Q. Right. And Ms. Briganti writes to Ms. Klein -- she informs Ms. Klein about the nightly notes that she's been sending to you since the summer about press issues at Fox News, right?
A. She says, "He asked me to start doing...it in the summer as a P&C document and asked me to cc LKM. Don't want you to think I'd ever cc him on anything w/o a prior directive to! And request a Trump starting a competitor - very obvious this is all coordinated."
Q. Right. And the part of that that I'm interested in is, Ms. Briganti told Ms. Klein that you had asked Ms. Briganti to start sending these nightly notes in the

Page 183

V. DINH
summer of 2020, right?
A. Yes.
Q. And she told Ms. Klein that you had -- "He asked me"; that's referring to you, right?
A. Yes.
Q. "He asked me to start doing...it in the summer as a P&C document."
That means privileged and confidential, right, sir?
A. Yes.
Q. So, actually, Ms. Briganti had been marking these documents, these nightly updates, "Privileged and Confidential" since many months before the 2020 general election, right?
MR. WEBB: Objection. Form of the question.
And I believe you will have to reveal more client communications or your work product or thought processes to answer that question.
MR. SHACKELFORD: I disagree. I asked --

Page 184

V. DINH
MR. WEBB: I'm going to -- my witness knows -- he's a lawyer. If he wants to answer the question because he thinks he does not have to reveal any lawyer-client communications, as we have been doing throughout the day, he obviously can do so.
I've called to his attention the possibility that your question would require him to reveal -- if he thinks he can do so without revealing lawyer-client communications, work product, he will answer your question.
BY MR. SHACKELFORD:
Q. I'll repeat my question.
Mr. Dinh, so, actually, Ms. Briganti had been marking these nightly updates "Privileged and Confidential" in anticipation of litigation for many months before the 2020 general election, right?
A. I have no basis to contradict this text.
Q. And she had been marking these documents since summer of 2020 as "Privileged

V. DINH

and Confidential" because you asked her to do that, right? That's according to her text.

MR. WEBB: Objection.

I believe that's going to have to require him to reveal a communication to lawyer-client privileged communication.

Sir, I'm going to -- in order to answer that question, I'm going to instruct you not to answer.

Will you follow my instruction?

THE WITNESS: I will.

BY MR. SHACKELFORD:

Q. Do you have any reason to doubt the truth of what Ms. Briganti wrote in this text?

MR. WEBB: Objection. Form.

A. No.

Q. If, in fact, you had asked Ms. Briganti to start writing "Privileged and Confidential" on these notes in the summer of 2020, isn't that inconsistent with what you just told me about the reason for putting "Privileged and Confidential" on the

V. DINH

documents, which was the general election?

MR. WEBB: Objection. I'm going to object on the grounds I think that will require him to reveal lawyer-client communications. I'm going to instruct him not to answer.

Will you follow my instruction?

THE WITNESS: I will.

BY MR. SHACKELFORD:

Q. Was Fox News anticipating litigation, or Fox Corporation, in the summer of 2020 that would require such markings on these notes?

MR. WEBB: I'm going to object to the form of the question.

I'm going to instruct you not to answer.

Will you follow my instruction?

THE WITNESS: Yes.

BY MR. SHACKELFORD:

Q. Who is [redacted]

A. He is a local press relations consultant.

Q. He does work for Fox Corporation?

V. DINH

A. I believe so.

Q. Did Fox Corporation hire [redacted] **in November 2020 as part of its attempts to defend Fox News?**

A. I don't know. Any such hiring would have been done by Raj Shah.

MR. SHACKELFORD: I'm going to mark Exhibit 3453.

This is a text exchange between Raj Shah and [redacted] dated November 12, 2020.

(Whereupon, Dinh Exhibit 3453, FoxCorp00086611 was marked for identification as of this date by the Reporter.)

BY MR. SHACKELFORD:

Q. Let me know when you have reviewed it.

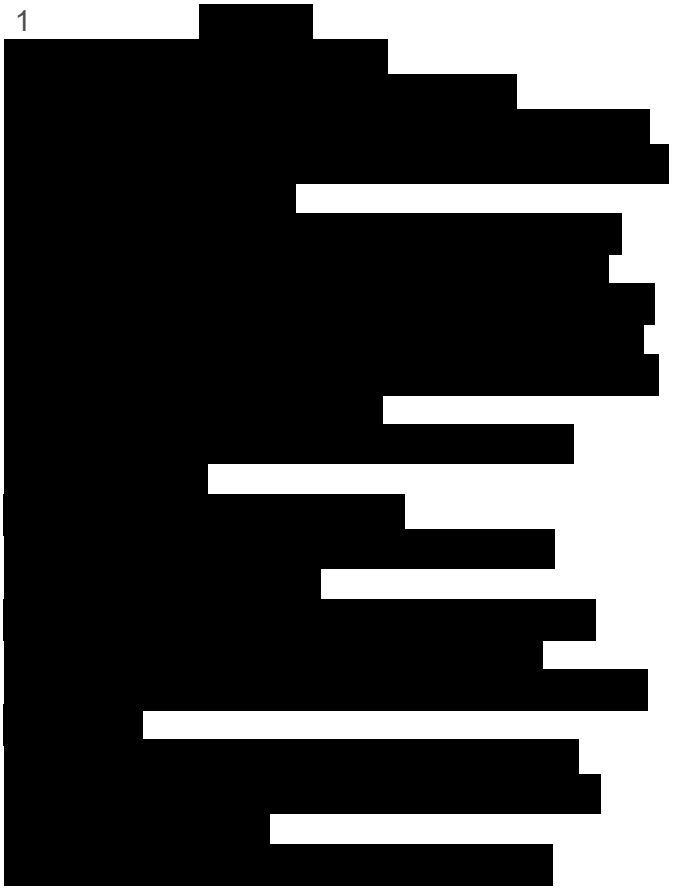
A. Okay.

Q. Does this refresh your recollection that [redacted] **was hired in mid-November 2020 to help defend Fox News?**

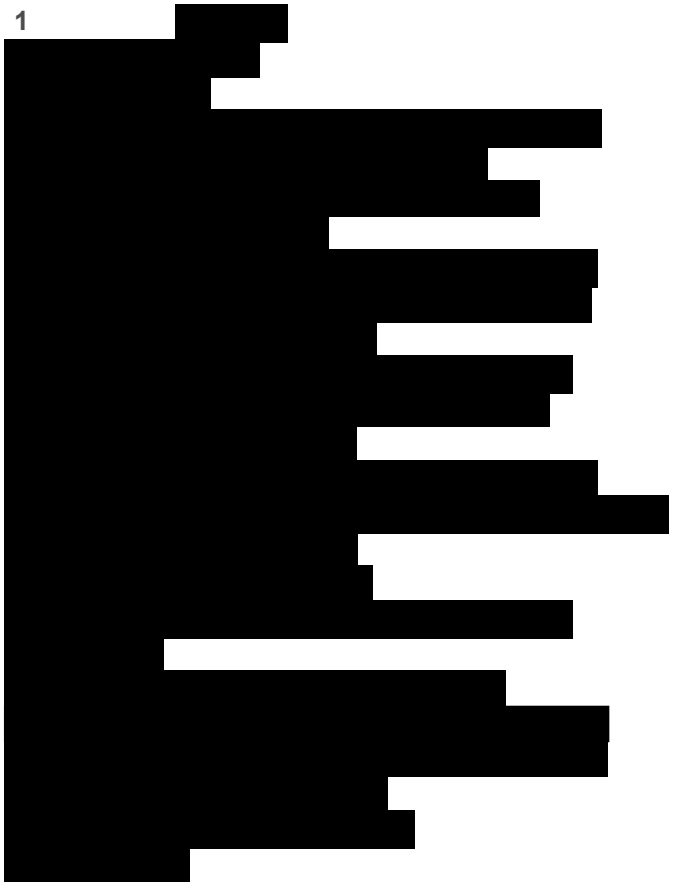
A. No, because I didn't know who Raj hired at whatever period of time to do what

1 [redacted]

Page 197



Page 198



Page 199

Page 200

V. DINH

grounds of the subject matter, whether you talked about a certain subject matter with people. Going beyond that would be to reveal communications, sir.

BY MR. SHACKELFORD:

A. Before December 15th, approximately, no, I don't think so. After December 15th or thereabouts, yes.

Q. Did you discuss the election fraud claims that were being reported by Fox News with anyone at Fox News in November of 2020?

MR. WEBB: I believe -- that's a subject matter issue again. If you remember, you can answer the question.

A. No, I don't think so.

Q. What about in December of 2020?

A. Again, before December 15th, no, I don't think so. But after December 15th, yes.

MR. SHACKELFORD: I'm going to mark Exhibit 3455, another nightly update from Ms. Briganti, this one dated December 14, 2020.

V. DINH

(Whereupon, Dinh Exhibit 3455, FNN061_04469939 was marked for identification as of this date by the Reporter.)

BY MR. SHACKELFORD:

Q. You can see Ms. Briganti writes to you, "Viet, For awareness, the Smartmatic issue was covered extensively today."

What does she mean by the "Smartmatic issue"?

MR. WEBB: I'm going to object because that would require him to go beyond the subject matter and get into the contents of communications that he had, which I believe would be privileged.

And I'm going to instruct you not to answer the question.

Do you follow my instruction?

THE WITNESS: Yes.

BY MR. SHACKELFORD:

Q. I think Ms. Briganti is referencing -- strike that.

Smartmatic sent a cease and desist

V. DINH

letter to Fox right around this time, right?

A. I do not recall.

Q. Do you remember what the Smartmatic issue was?

A. It would have been something covered extensively in the press. I don't know.

Q. Fox ultimately put together a segment with someone named Eddie Perez to address certain allegations that had been made against Smartmatic.

Do you remember that?

A. I do.

Q. You were involved in that effort, weren't you?

MR. WEBB: I'm going to object on the grounds that that would reveal work product information as well as lawyer-client privileged communications, and I'm going to object and instruct him not to answer.

Are you going to follow my instruction?

THE WITNESS: Yes.

V. DINH

BY MR. SHACKELFORD:

Q. Well, I think Exhibit 3456 that I just marked will answer the question. It's an e-mail from Ms. Briganti to Lily Claffee copying you, Mr. Dinh, dated December 18, 2020, and it addresses the Eddie Perez segment that Fox aired, right?

(Whereupon, Dinh Exhibit 3456, FNN076_04541460 through '1461 was marked for identification as of this date by the Reporter.)

BY MR. SHACKELFORD:

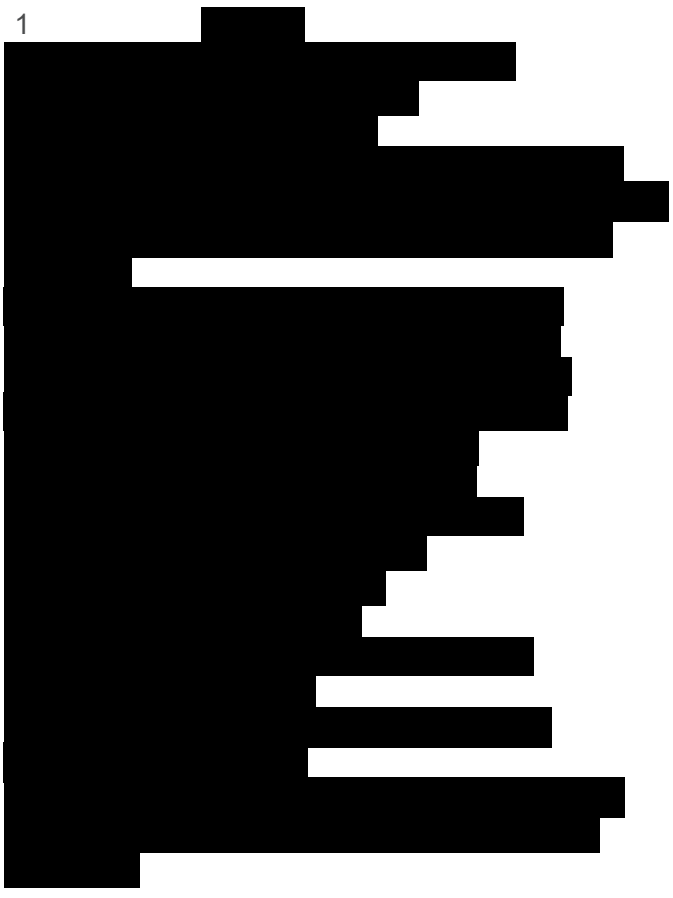
A. Yes.

Q. The segment in question aired on Lou Dobbs' show, Jennine Pirro's show, and Maria Bartiromo's show, right?

A. Yes.

Q. Why did Fox create and then broadcast that segment?

MR. WEBB: I'm going to object to the question. It will require him to reveal work product and, I believe, lawyer-client communications, and I'm going to instruct you not to answer.



Page 225

V. DINH

Post op-ed, right?
A. Yeah. Yes.
Q. And you generally agreed with it; fair to say?
MR. WEBB: Objection. Form.
A. I don't have it in front of me, but, yes, I think my recollection at the time was, yes, sounds sensible. You know, the emphasis, of course, is on the generally. Since I don't have it in front of me, I can't say that I agree with every single word, but generally on the sentiment, yes.
Q. Well, the first thing it said is, it told President Trump to quit "the conspiracy-addled talk of a 'stolen' election."
Did you agree with that?
MR. WEBB: Objection. Form.
A. What was the date on this?
Q. November 7, 2020.
A. It certainly didn't show him very well, but I think that he has -- if he truly believed that the election was in doubt, or

Page 226

V. DINH

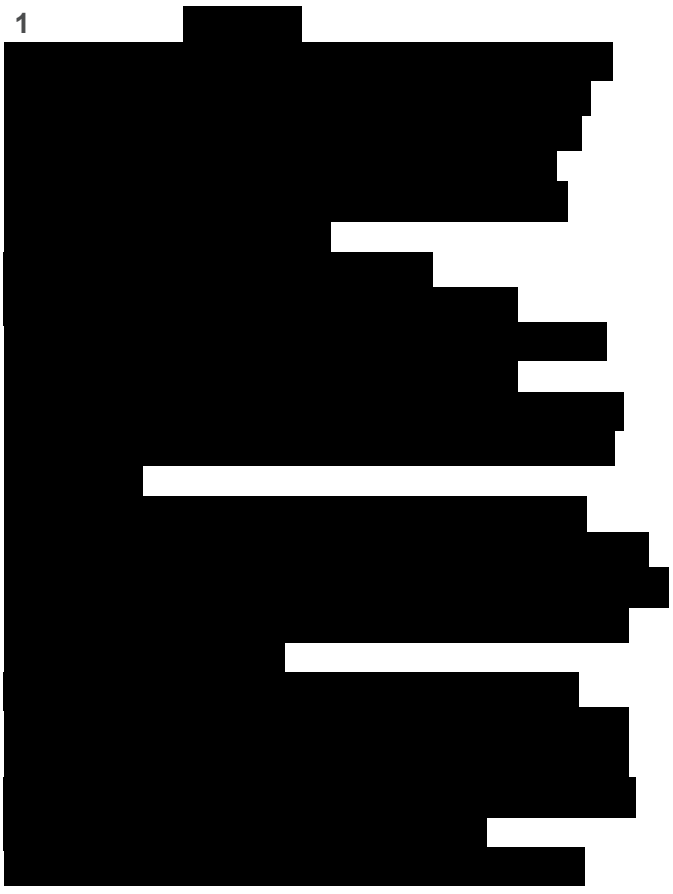
the results of the election was unfair, he has every legal right to challenge those, you know, in court and before December 15th.
Q. Sorry, one more Eddie Perez question because I keep -- I'm not hoping that Dan stops paying attention, but anyway.
Did you discuss -- strike all that.
Did you discuss the Eddie Perez segment, before or after it aired, with anyone at Fox News or at Fox Corporation, including the Murdochs?
MR. WEBB: I'm going to object to the question in terms of lawyer-client privilege and work product.
I'm going to instruct you not to answer.
Will you follow my instruction.
THE WITNESS: I will.
BY MR. SHACKELFORD:
Q. Back to the New York Post op-ed, it also -- in that op-ed, the New York Post also wrote, "the president's aides have shown

Page 227

V. DINH

no evidence that the election was 'stolen'" and "It undermines faith in democracy, and faith in the nation, to push baseless conspiracies."
Did you agree with that?
A. This is on November 7th?
Q. Yes.
A. Again, I think I was skeptical but I was leaving room for him to come up with evidence and arguments in court and before the certification of the electors.
Q. The New York Post wrote to the Trump -- in this op-ed to Donald Trump, "Get Rudy Giuliani off TV."
Did you agree with that sentiment?
MR. WEBB: Objection. Form.
A. I don't recall seeing or following Rudy Giuliani on TV. I would agree with it after the November 19th press conference.
Q. Why is that?
A. Just because he didn't look very good. Or very well.
Q. And he was spouting conspiracy theories left and right, wasn't he, Mr. Dinh?

Page 228



fast.
BY MR. SHACKELFORD:
Q. When Mr. Carlson had that monologue calling out Ms. Powell, that led to viewer backlash against the network, didn't it?
A. Yes, I think so, because I think that the -- there was still a lot of people who were rooting for President Trump and his allegations.
Q. And it made a lot of Fox viewers angry for Tucker Carlson to truthfully tell them that Sidney Powell had not presented him or the Trump campaign with any evidence, right?
MR. WEBB: Objection. Form.
A. Yes, but I think and I hope it also made a lot of viewers happy that he demanded evidence from Ms. Powell.
Q. And just to be clear, at the time you watched -- after you watched Tucker Carlson's segment on Sidney Powell, is it fair to say Sidney Powell lost credibility, in your mind?

MR. WEBB: Objection. Form.
A. Her credibility decreased, in my mind. But, again, whether or not a lawyer chooses to show her evidence to journalists, or a particular journalist, is a tactical/legal decision that I completely understand. Maybe she wanted to reserve it for her filing in court. And so I did not conclusively decide that she has lost all credibility. But I was like most, if not all, of America on tenderhooks to see what evidence she does have and in what forum she would offer it.
Q. I'm going to show you a document marked Exhibit 3459, it's an e-mail from Raj Shah to you, Lachlan Murdoch, and Suzanne Scott, dated November 23, 2020.
(Whereupon, Dinh Exhibit 3459, FNN014_00127851 was marked for identification as of this date by the Reporter.)
BY MR. SHACKELFORD:
Q. Take a look at this and I will ask you questions about it. It is about how Fox

responded to the backlash against Tucker Carlson's segment about Sidney Powell.
A. Yes.
Q. The first thing Mr. Shah writes to you is, "After criticism from social media for Tucker's segment questioning Attorney Sidney Powell's outlandish voter fraud claims, our consultants and I coordinated an effort to generate Trump administration pushback against her claims," right?
A. Yes, that's what it says.
Q. So this is Raj Shah, who reports to you, describing Sidney Powell's claims as "outlandish," right?
A. Yes, that's what he writes.
Q. And, sir, that was a fair characterization of them at this point, wasn't it?
MR. WEBB: Objection. Form of the question.
A. That is his opinion. As I said, I was skeptical and I have no basis to judge the degree of skepticism, whether they're outlandish or crazy, but I won't dispute the

characterization.
Q. Did you, at the time, think they were outlandish, sir?
MR. WEBB: Objection. Form.
A. I was skeptical.
Q. Did you think they were outlandish, yes or no?
MR. WEBB: Objection. Form.
A. It's not a word that I usually use. And so if you asked me if I thought they were "outlandish," the answer would be "no," because it is not a word in my vocabulary, generally.
But on the -- you know, on the scale of my skepticism, you know, I would say, as I said to you before, I was skeptical but I had to reserve some mind space to -- for them to be proven right.
Q. Did you think they were improbable at that point? Is that a word you would use?
MR. WEBB: Objection. Form.
A. Yes.
Q. Okay. Now, Mr. Shah goes on to write, "We encouraged several sources within

Page 237

V. DINH

the" administration "to tell reporters that Powell offered no evidence for her claims and didn't speak for the President."

Do you see that?

A. Yes.

Q. So this was an effort, by the way, where Fox Corporation was directly working to protect Fox News, and specifically to protect Tucker Carlson, right?

MR. WEBB: Objection. Form.

A. I think it's more the protection of Tucker Carlson than it is the protection of Fox News. Because as we had testified earlier, you know, part of Raj's remit is to be press assistant for Tucker. And so, you know, he is defending -- so he feels especially keen to protect Tucker. But I will agree with you that protecting Tucker is protecting Fox News' reputation.

Q. And the way Fox Corporation here protected Tucker Carlson was to successfully encourage sources in the Trump administration "to tell reporters that Powell offered no evidence for her claims and didn't speak for

Page 238

V. DINH

the President," right?

A. Yes. It's -- essentially mimics what you had read to me from Tucker's transcript, which is that he talked to sources within the administration and the campaign and they said, also, that Ms. Powell did not give them any evidence.

Q. And Fox Corporation's efforts described here resulted in the Trump campaign disavowing Ms. Powell on Sunday night, right?

A. It contributed. It did not result in. I don't know, you know, what was the causation of that announcement, but certainly here, Raj says it contributed to the announcement.

Q. Okay. Then, as you recall, the Trump campaign did disavow Sidney Powell right around that time, right?

A. As an attorney for the Trump -- for the President, either in his official or personal capacity.

Q. Or for the campaign, right?

A. Or the campaign, yes.

Q. So here is the big question,

Page 239

V. DINH

Mr. Dinh, after Fox Corporation successfully got the Trump administration -- Trump campaign to disavow Sidney Powell, why did Fox keep bringing Sidney Powell onto its air?

MR. WEBB: Objection. Form of the question.

A. Because -- just because she refused to reveal any evidence she may have on Tucker Carlson's show doesn't negate the possibility of her taking the opportunity to show evidence in other forum including other Fox News shows.

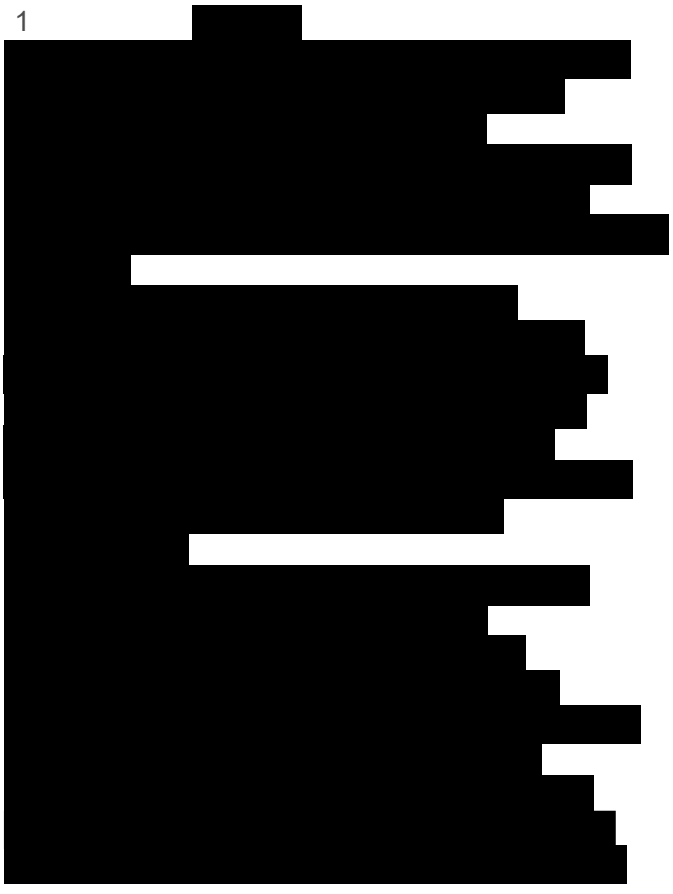
Q. But, sir --

A. And she had promised to reveal evidence, either in court or at some point. And so while the period for institutions that are empowered to adjudicate this election dispute, that is the courts and the legis- -- the state legislatures to certify the electors.

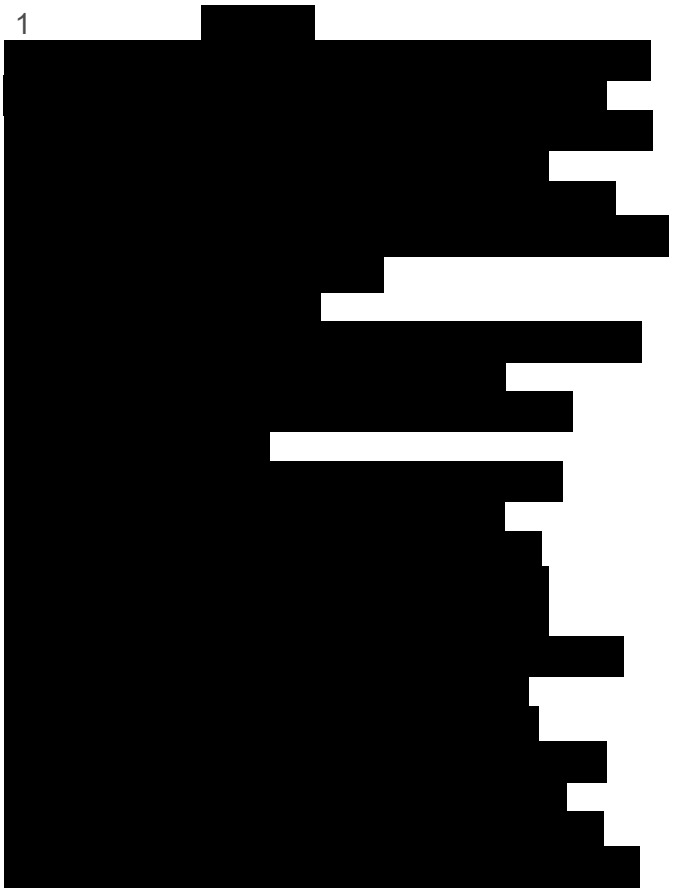
I think it is fair to give an opportunity to present that evidence if she had any. The longer she takes, I think, I agree with you, the less credibility she has.

Page 240

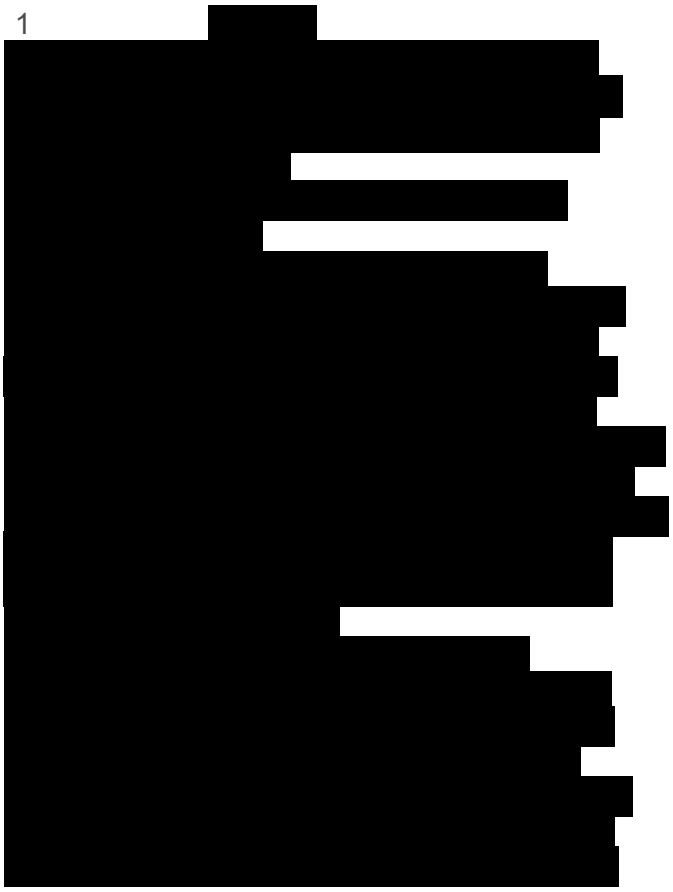
1



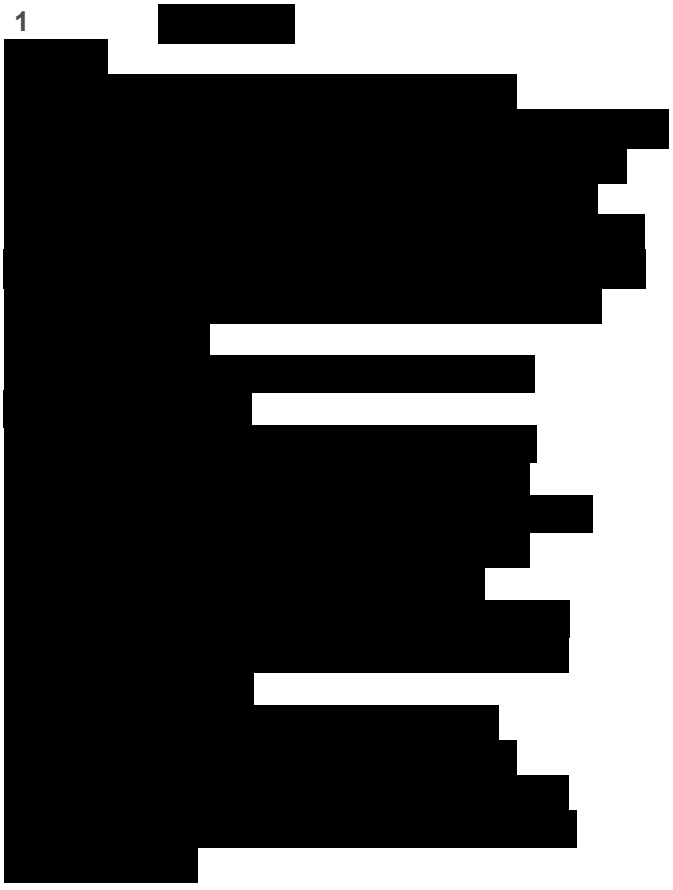
Page 245



Page 247



Page 246



Page 248

V. DINH

to getting done. I know I have gone over. Just give me a couple more minutes.

Sorry, Rebecca.

And strike all that.

BY MR. SHACKELFORD:

Q. So, Mr. Dinh, the -- you agree with me, sitting here today, that there are not two sides to the allegations that Dominion rigged the 2020 Election; there is only one side, the truth, which is that is a false allegation, right?

MR. WEBB: Objection. Form of the question.

A. Those allegations, sitting here today, have not -- not been proven true in the responsive institution that is the court and the legislature. And so I believe -- I agree with you that there are not two sides, but that I believe those allegations to have turned out to be false.

Q. Okay. So when you have a fact, a fact, there aren't two sides to a fact, right, it's either true or false?

Page 249

V. DINH
MR. WEBB: Objection. Form of the question.
A. Yes.
Q. And when you have factual allegations like Dominion rigged the 2020 Election or its algorithms changed votes from Trump to Biden, there aren't two sides to that; either it's true or it's false, right, sir?
MR. WEBB: Objection. Form of the question.
A. Yes.
Q. Now, eventually, Fox News did -- strike that.
Eventually, Fox did ban Sidney Powell from appearing on its airways, right?
A. I don't know.
Q. You don't know?
A. I don't know.
Q. Has she appeared on Fox -- any Fox broadcast since December the 10th, 2020?
A. I don't know.
Q. Did you ever issue a directive that she was not to appear on any Fox

Page 250

V. DINH
broadcast in the future?
A. No.
MR. WEBB: Objection.
Go ahead.
Q. Would you have had the power to do that if it was to protect Fox from legal liability?
MR. WEBB: Objection. Form of the question.
And as far as legal liability, then I'm going to have to instruct you not to answer the question.
Will you follow my instruction?
THE WITNESS: I will.
MR. SHACKELFORD: I'm not asking what he did. I'm asking if he had the power. So I'll ask it again, and I don't think that instruction is proper.
BY MR. SHACKELFORD:
Q. Mr. Dinh, in 2020 and 2021, did you have the authority to instruct Fox News not to book certain guests if, in your view, booking those guests would cause legal

Page 251

V. DINH
exposure to Fox?
MR. WEBB: I didn't object to the first part of your question, sir. The last part requires him -- anyway, I'm going to object to the last part of your question as asking him if it would cause him to, as far as his -- whether he was going to avoid legal liability, I'm objecting on the grounds that covers by the lawyer-client privilege and work product, and I'm going to instruct you not to answer that part of the question.
Will you follow my instruction?
THE WITNESS: I will.
So what part of the question can I answer?
BY MR. SHACKELFORD:
Q. I'm not asking you about any particular legal exposure, whether it exists or not or whether you thought it exists or not. I'm asking a question about your authority.

Page 252

V. DINH
So I'll ask a simpler question?
Do you have the authority, under any circumstances, to instruct Fox News not to book certain guests?
MR. WEBB: Objection. Form of the question.
Not privilege, form of the question.
A. I don't know because I've never done it.
Q. Okay.
A. Is that an adequate answer? Because, you know, I don't know the limits of my authority unless there is actually a concrete example.
Q. You are the senior-most legal officer at the corporate entities, right?
A. Yes.
Q. So if you -- if -- this is hypothetical, if you saw a legal problem with the booking of a certain guest, do you have the authority, and did you, in 2020, have the authority, to prevent that guest from being booked on a Fox network?

Page 253

V. DINH

MR. WEBB: All right, I'm going to have to return. I'm trying not to be difficult here and I'm trying not to make a speaking objection, but the part of the question that's covered by the lawyer-client privilege as to whether he was trying to avoid legal liability, I object to that.

I did not object to the question about whether he had the authority, which he has already answered that he didn't know if he had the authority.

So -- but I'm going to object to the last question because you are back into invading the privilege. I'm going to instruct him not to answer to the extent it is asking him to give testimony as to whether he was trying to avoid legal liability.

Will you follow my instruction?

THE WITNESS: I will.

BY MR. SHACKELFORD:

Q. Mr. Dinh, I suspect you understand what I'm asking because I'm not asking

Page 254

[redacted]

Page 255

V. DINH

MR. WEBB: No, wait a minute. I just told him I'm trying to avoid making unnecessary objections on privilege. If the question goes to whether he has a legal authority to call up and do something about a guest or a host, that's one question. It's a second question on whether he made a decision in order to avoid legal liability. Those are two different questions.

And it's, kind of, unfair for you to put me in the position of where I'm going to waive a privilege if I stick with your -- at one point, you asked the question properly and then you changed it. I'm only objecting to the extent you are asking him as to whether or not he did not make an instruction to avoid legal liability.

That's -- you understand my instruction, sir?

THE WITNESS: Yes. Let me answer the question.

Page 256

V. DINH

BY MR. SHACKELFORD:

A. I tried to answer the question this way: If I had any legal authority in order to break operational and organizational structure and editorial independence of Fox News channel, it would be only on the basis of my role as a lawyer, and that would be privileged.

Is that an adequate answer to your question? I think I tried to be as close as possible to answering all of your questions without -- while still following Mr. Webb's instructions.

Q. I think so. I think so. I don't want to spend any more time on that.

A. We have very, very smart lawyers and wordsmiths in this room, and so I'm trying to be careful and not to be caught into -- not following a rule.

Q. You agree that after December 15, 2020, Fox News should not have brought Sidney Powell on to make allegations that Dominion rigged the election, right?

MR. WEBB: Objection. Form of

V. DINH

the question.

A. Yes. Both because game is over, right, because December 15th is the cutoff date for the legislatures to certify its electors, and also because the -- all of the litigation related to the election had been dismissed.

Now, whether he has an independent, you know, reason to be on Fox News, I don't know. But as it relates to those allegations, I think you are right.

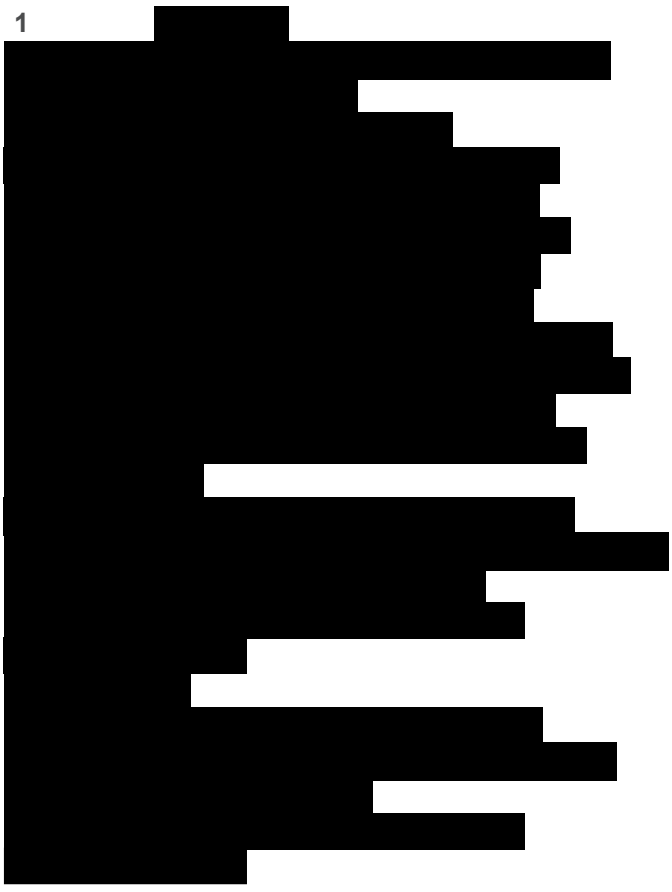
Q. You would certainly not want her to come on as to those allegations after that point, right?

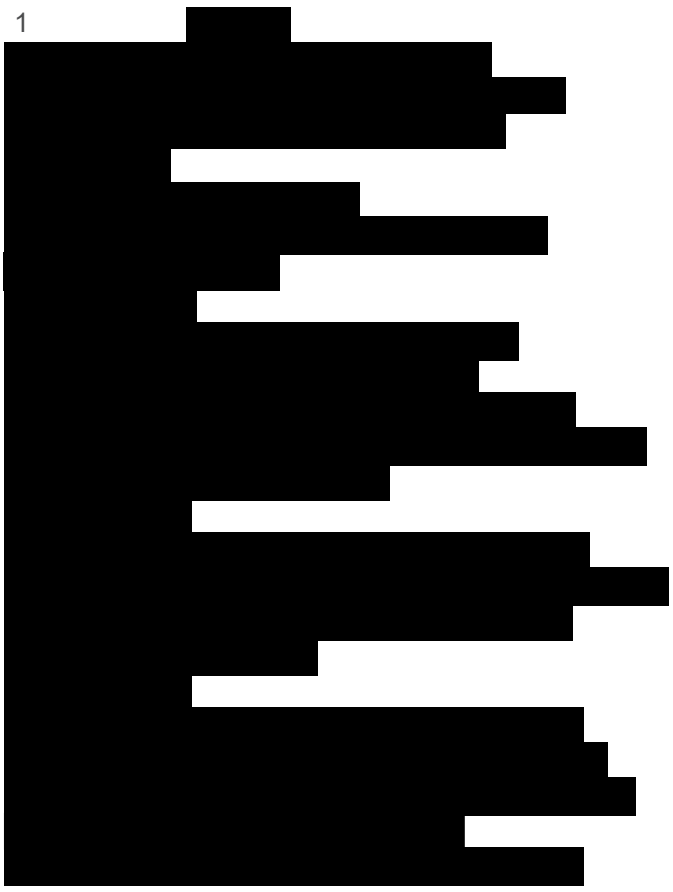
MR. WEBB: Objection. Form of the question.

A. Again, I don't make the editorial decisions as to what is newsworthy. And so I'm not sure in what capacity you want me to answer the word whether I want to have her on.

Q. That's fair enough. Last couple of questions.

Fox News did stop broadcasting any





Page 281

V. DINH
A. That -- is that a Lou Dobbs document?
Q. It's a document Lou Dobbs tweeted out that has no attribution on it, does it?
A. No, it doesn't.
Q. It's one of the accused publications, sir.
A. Right. It does reference here an allegation against Dominion Voting Systems.
Q. Several, in fact, right?
A. I see the one at the bottom. Yes, I see Dominion and Smartmatic being mentioned here.
Q. So this document is not anything close to good journalism by Lou Dobbs, is it?
MR. WEBB: Objection. Form.
A. If he wrote it, yeah, I think it's not.
Q. He tweeted it out without attribution.
MR. WEBB: Objection.
Q. That's also not good journalism, is it, sir?
MR. WEBB: Objection. Form.

Page 282

V. DINH
A. It is not clear who wrote this and what the -- what sources come from. If he -- if this is not his own document, he should have identified it as such. Yes.
Q. And looking at this tweet, there's no way to tell, it looks like his own document, doesn't it?
MR. WEBB: Objection. Form.
A. Well, I'm not on Twitter, so I don't know the rules of Twitter, but it seems to me that when you retweet a document, there is all questions -- there is a natural question as to where that document comes from, and so I don't know who wrote it.
Q. But certainly, if you are looking at this tweet, could reasonably think it came straight from Lou Dobbs since he did not attribute it to anyone else, right?
MR. WEBB: Objection. Form.
A. It could. He should have explained that, yes.
Q. Okay. Mr. Dobbs, in this document, claims to have evidence that Dominion machines -- that "there is an

Page 283

V. DINH
embedded controller in every Dominion machine."
Do you see that?
MR. WEBB: Objection. Form.
A. Can you point me to the location of that quote?
Q. Yes. I think that is -- the very bottom paragraph of the first page of the document. "We have technical presentations that prove there is an embedded controller in every Dominion machine, that allows an election supervisor to move votes from one candidate to another."
Do you see that?
A. I do.
Q. That's a factual assertion about Dominion, isn't it?
MR. WEBB: Objection. Form.
A. Yes.
Q. And sitting here today, you know that's false, right, sir?
A. I do.
MR. WEBB: Objection. Form.
Q. And Lou Dobbs should not have

Page 284

V. DINH
tweeted out that factual assertion, should he have?
MR. WEBB: Objection. Form.
A. Not with clear -- not without clear attribution if it's not his. If it's his then, yes, absolutely, he should not have.
Q. And you understand that Lou Dobbs, just a few weeks later on Fox News, told the viewers he still had seen no evidence to support these allegations of widespread election fraud, right?
MR. WEBB: Objection. Form.
A. I do not know that, but I don't have a basis to challenge it. I don't watch Lou Dobbs. I don't think I've ever seen Lou Dobbs.
Q. Are you aware, Mr. Dinh, that every Fox News witness we have deposed, that's hosts, producers, and executives, have admitted that, to this day, they have never seen any evidence supporting these conspiracy theories against Dominion?
MR. WEBB: Objection. Form.

Page 285

V. DINH

A. I do not know that, but I have no basis to question that.

Q. You've never seen any such evidence, have you?

A. I have not.

Q. And I'm talking about the conspiracy theories that Dominion rigged the election and was owned by a company founded in Venezuela to rig votes and bribe government officials?

MR. WEBB: Objection. Form.

A. Yes, that's what I'm also understanding.

Q. Okay. Now, the same day as Mr. Dobbs tweeted this out, he brought Sidney Powell onto his show on Fox Business, where she, yet again, accused Dominion of having rigged the 2020 Presidential Election against Donald Trump.

You are aware of that now, right?

MR. WEBB: Objection.

Go ahead and answer.

A. I'm aware of that now.

Q. And that when Mr. Dobbs brought

Page 286

V. DINH

her onto his show that day, he called her a "great American" for his audience, and she did, in fact, spout the same false conspiracy theories against Dominion on Fox's airwaves.

You are aware of that now, right?

MR. WEBB: Objection. Form.

A. I'm aware of that. I'm also aware that, you know, she made the allegations directly to the audience. So it's not Lou Dobbs speaking, not making the allegation or reporting them as fact, but rather, reporting the fact that she is making those allegations.

Q. But if Fox knew at that point that the allegations she was making were false, shouldn't Fox have kept her from coming onto its airwaves?

MR. WEBB: Objection. Form of the question.

A. Fox is a corporation of 10,000 individuals. There is no monolithic Fox knowledge. Each one of our journalists puts his or her integrity and work product on the line when they do their work product. That

Page 287

V. DINH

is supervised by and assisted by a team of producers and assistants and, ultimately, supervised by editors and Suzanne Scott as the CEO.

Q. So if any -- I'm sorry.

A. I'm sorry. And so I do not know what state of knowledge each and every person has, but I certainly know there is no monolithic Fox knowledge.

Q. That's a fair response.

If any of the people in that chain of command who had the power to exercise control over Lou Dobbs' show knew that what Sidney Powell was alleging was false, didn't they have an obligation to prevent her from coming on the show to tell those lies?

MR. WEBB: Objection. Form.

A. Yes.

Q. Okay. And in retrospect, Mr. Dinh, do you think it was a mistake for Lou Dobbs to bring Sidney Powell onto his show on December 10th to tell those lies about Dominion?

MR. WEBB: Objection. Form.

Page 288

V. DINH

A. I don't think it was a mistake to bring her on. I think it was -- you know, it was towards the waning minutes of the fourth quarter as you -- if you will, according to our analogy, because, indeed, time was running out, right. This is four days before the certification.

But, you know, I think she came on and said that she still has litigation, she's still trying to go out and trying to present evidence. And what turns out is that she didn't come on to present any evidence, but, rather, just, again, make allegations without evidence.

I think the fact that she did that without any evidence despite all the -- all of the requests for and cries for evidence is, itself, indicative and newsworthy for the audience to see, because they can judge her credibility for themselves.

Q. So you -- it's your understanding that on that appearance, Ms. Powell did not present any evidence supporting the allegation she was making about Dominion,

Page 313

V. DINH

Q. Sir, you agree that it is Fox's job to hold the government accountable, right?

MR. WEBB: Objection. Form of the question.

A. Yes.

Q. And isn't part of holding the government accountable, including a sitting President and his lawyers, pushing back when he is making false claims or claims that there is no evidence for?

MR. WEBB: Objection. Form.

A. No, I think the inherent authority of the President is worthy of coverage.

Q. But one way that you typically hold an elected official accountable is by calling them out when they say things that are false, right, sir?

MR. WEBB: Objection. Form.

A. If you believe it and know it to be false, I think it's -- otherwise, I think it is entirely responsible, indeed obligatory, for news outlets to cover the President's assertions and ask for evidence

Page 314

V. DINH

to back them up.

Q. But if you believe it and know it to be false, you have a moral and ethical obligation to hold the President accountable by pointing that out to your viewers, right?

MR. WEBB: Objection. Form.

A. If you believe them to be false, yes.

Q. And that goes up and down the chain of command, from the producers to the hosts to the executives at Fox News, right?

MR. WEBB: Objection. Form of the question.

A. Certainly to the speaker, that is the host, and her executive team, her production team. And if they have any questions relating to the falsity and truth of what they are reporting, then they should fact-check and consult with their editors.

Q. And if they come to believe that it's false, what they are reporting, they should tell their viewers that, right? There is a moral and ethical obligation, right?

MR. WEBB: Objection. Form of

Page 315

V. DINH

the question.

A. Yes.

Q. And if executives of Fox News come to learn that Fox is broadcasting allegations that they believe to be false, those executives have a moral and ethical obligation to intervene and put a stop to it, right?

MR. WEBB: Objection. Form.

A. As I said to the -- earlier, there is a wide diversity of opinions and levels of belief within the Fox organization -- the Fox News organization. We have different journalists, different producers, and if there is a -- if there is a belief that is false, it should not be spoken.

Q. Or broadcast, right, sir?

A. Or broadcast.

Q. And if -- just to be clear, the executives at Fox News, they sit above the hosts and the producers, right?

MR. WEBB: Objection. Form.

A. They do, but sometimes they are not consulted because the producers do not

Page 316

V. DINH

have to consult or seek permission on every single show. We do trust our professionals to do their jobs professionally.

Q. But when the executives at Fox News know that hosts of shows are broadcasting allegations that the executives know or believe to be false, in that situation, the executives have an obligation to act, right?

MR. WEBB: Objection. Form.

A. If they are within the chain of command and if they -- and if they come to that knowledge, yes.

Q. And by "act," that means to put a stop to it, right?

MR. WEBB: Objection. Form of the question.

Q. They have an obligation under those circumstances, the executives do, in the chain of command, to put a stop to those broadcasts, right, sir?

MR. WEBB: Objection. Form.

A. Yes, to prevent and correct known falsehoods.

Page 317

V. DINH

Q. Okay.

MR. SHACKELFORD: Let's take a break. Let's go off the record.

I'll see what I can do about finishing up, hopefully, maybe.

THE VIDEOGRAPHER: The time is 5:11 p.m. We are going off the record.

(Whereupon, a recess was held.)

THE VIDEOGRAPHER: The time is 5:22 p.m. We are now back on the record.

BY MR. SHACKELFORD:

Q. Mr. Dinh, you approved a statement that Fox News put out both after the Smartmatic lawsuit was filed and after the Dominion lawsuit was filed.

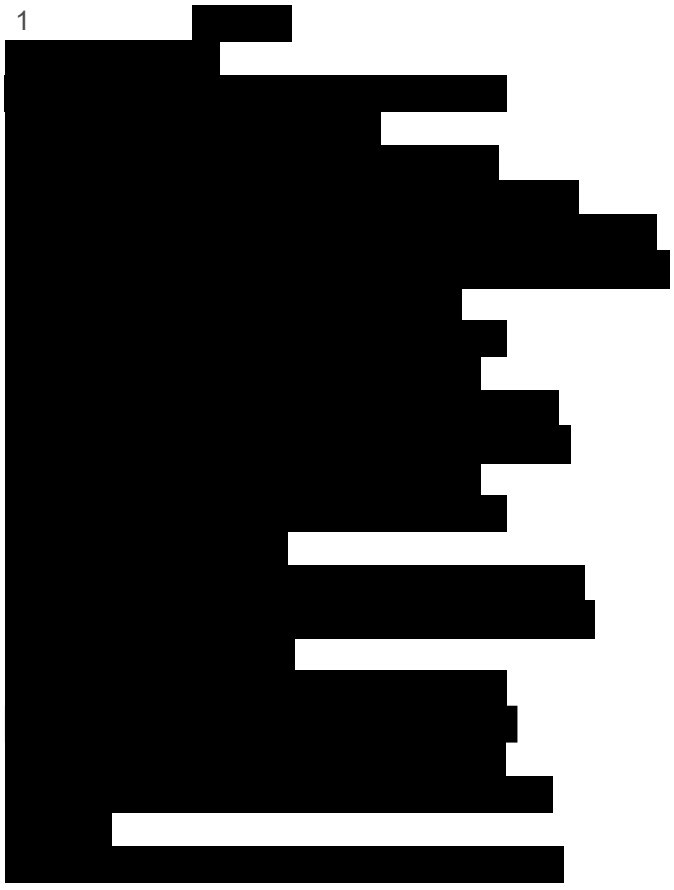
Do you remember that?

A. What was the statement?

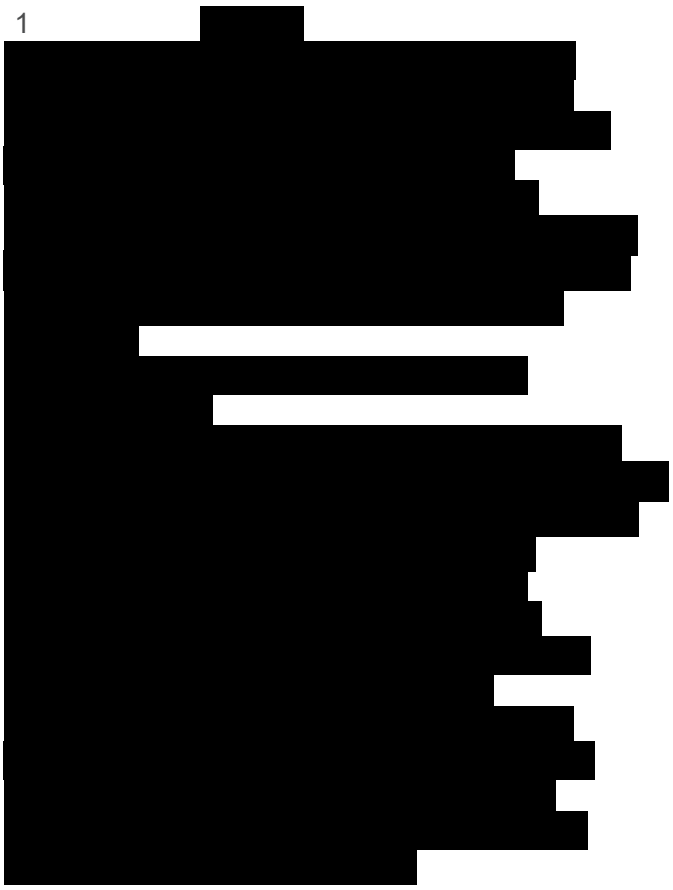
Q. It was, "Fox News Media is proud of our 2020 election coverage which stands in the highest tradition of American journalism."

A. Yes.

Page 318



Page 319



Page 320

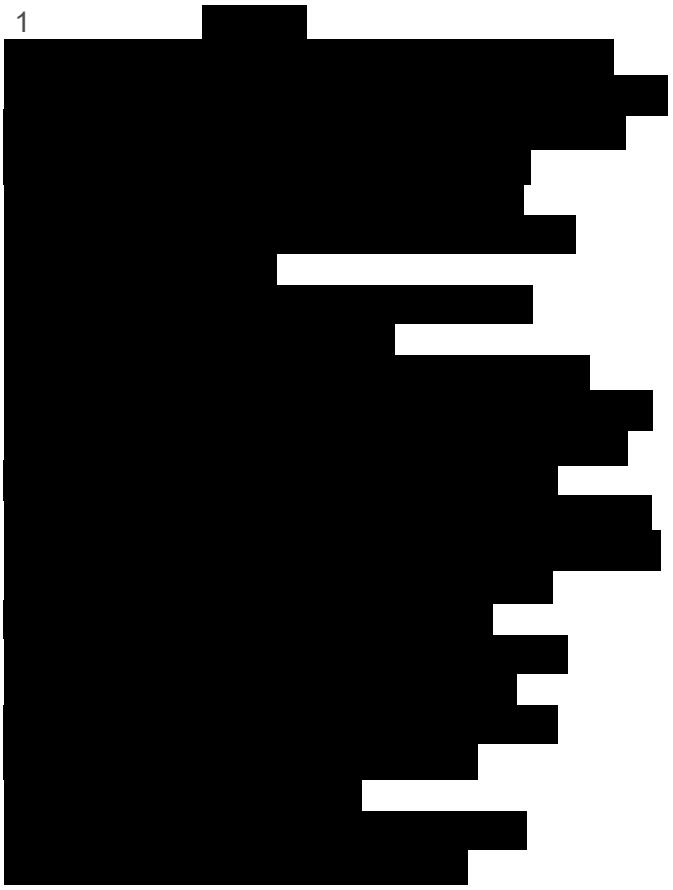


Exhibit 602

Start Date	November 6, 2020 7:59:03 PM EST
End Date	November 6, 2020 9:35:00 PM EST
Chat Account	Suzanne Scott <[redacted](IMessage)>, Lachlan Murdoch [redacted]Lachlan Murdoch [redacted](IMessage)>, Suzanne Scott [redacted](Sms)>, Lachlan Murdoch [redacted]Lachlan Murdoch [redacted], Suzanne Scott [redacted], Suzanne Scott [redacted]Lachlan Murdoch <[redacted]Sms)>

Suzanne Scott [redacted]IMessage)>

Looks like no call coming tonight — 19:59:03

(no sender information available)

Ok. Thx L — 19:59:20

Suzanne Scott [redacted](IMessage)>

Arizona has narrowed further to 29k That puts the race at 0.9% There's another drop tomorrow at 11am If there's further narrowing Jay and I will discuss whether we should pull our call — 21:33:47

(no sender information available)

Thx. Let's discuss then. L — 21:34:46

Suzanne Scott <[redacted](IMessage)>

K — 21:35:00

Exhibit 603

From: [redacted]
To: Jared Kushner
Sent: 9/25/2020 5:27:41 PM
Subject: Re: Advs.

Your adv at 1.0 pm this Sunday an improvement, but Biden in same football is extremely good. Or I think so! Will send it.

Sent from my iPhone

> On Sep 25, 2020, at 10:24 PM, Jared Kushner <jared@ Redacted wrote:
>
> Should have some new creative out this week. I did a review and like what im seeing. I will now be reviewing this every week until the end as the real money is starting to be spent on TV and Digital to move voters universes and turn out the base voters
>
> On 9/24/20, 6:26 AM, "Murdoch, Rupert" [redacted] wrote:
>
> Jared,
> Know you are spending less on tv than Biden. However my people tell me his advs are a lot better creatively than yours
> Just passing by it on.
> Rupert.
>
>
> Sent from my iPhone
>
>
> This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee(s). If you are not an addressee indicated in this message (or responsible for delivery of the message to an addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of Fox Corporation, or its subsidiaries must be taken not to have been sent or endorsed by any of them. No representation is made that this email or its attachments are without defect.
>

Exhibit 604

PARTICIPANTS: Gary Schreier - [redacted] Lauren Petterson - [redacted]

Sent 2020-11-08 12:12:55 AM UTC FROM: Lauren Petterson - [redacted]

I turned it off. I don't know how we work here. Honestly. We are going to look back at this week and know this was when we lost a significant part of our audience who won't come back. As soon as Facebook starts telling people to go to newsmax.

Sent 2020-11-08 12:13:24 AM UTC FROM: Gary Schreier - [redacted]

It's like watching cnn almost.

Sent 2020-11-08 12:13:46 AM UTC FROM: Gary Schreier - [redacted]

Why can't we cover it the way cnn would cover it if trump had won?

Sent 2020-11-08 12:14:15 AM UTC FROM: Lauren Petterson - [redacted]

It's worse for our audience. I'm turning it back on in a few . I should probably do a shot of vodka first

Sent 2020-11-08 12:15:00 AM UTC FROM: Gary Schreier - [redacted]

I suggest jaegermiester.

Sent 2020-11-08 12:15:52 AM UTC FROM: Lauren Petterson - [redacted]

That's a liver killer

Sent 2020-11-08 12:16:34 AM UTC FROM: Gary Schreier - [redacted]

Then I'm in trouble!

Sent 2020-11-08 12:16:43 AM UTC FROM: Lauren Petterson - [redacted]

Hahaha

Sent 2020-11-08 12:22:46 AM UTC FROM: Lauren Petterson - [redacted]

Smells like weed. Leland. lol.

Sent 2020-11-08 12:23:18 AM UTC FROM: Gary Schreier - [redacted]

That's awesome.

Sent 2020-11-08 12:51:21 AM UTC FROM: Lauren Petterson - [redacted]

https://thehill.com/changing-america/enrichment/arts-culture/524877-indoor-concerts-may-be-made-safe-from-coronavirus

~ Library SMS Attach 1 bf 15 939D89 1 934D3C 1

13A2595E-A71C-4B04-B12F-412057233241.pluginPayloadAttachment

Sent 2020-11-08 12:52:58 AM UTC FROM: Lauren Petterson - [redacted]

When the front page of the times printed a story about how Covid wasn't so bad - about 3 weeks before the election - i knew Biden was going to win.

Sent 2020-11-08 12:53:03 AM UTC FROM: Gary Schreier - [redacted]

Of course. By the way I confirmed with Paula were good for 8pm-10pm simulcast.

Sent 2020-11-08 12:54:02 AM UTC FROM: Gary Schreier - [redacted]

I did ask her if the switch earlier off the simulcast was commercial break thing. It was not. It was just a master f up. "They did the best they could. A lot was going on. "

Sent 2020-11-08 12:54:46 AM UTC FROM: Gary Schreier - [redacted]

And yeah they were greasing they skids. This is their economy now. So we need to "live with it. "

Sent 2020-11-08 12:55:10 AM UTC FROM: Lauren Petterson - [redacted]

I am going to bite my tongue about master

Sent 2020-11-08 12:55:36 AM UTC FROM: Gary Schreier - [redacted]

She's not easy sometimes. I'll say that.

Sent 2020-11-08 12:55:57 AM UTC FROM: Lauren Petterson - [redacted]

When shit hits the fan - that's when we earn our paychecks. That's all I'll say

Sent 2020-11-08 01:04:12 AM UTC FROM: Gary Schreier - [redacted]

"Magical moment." Way to mend fences with your audience Chris.

Sent 2020-11-08 01:04:55 AM UTC FROM: Lauren Petterson - [redacted]

He's got a thrill up his leg

Sent 2020-11-08 01:05:42 AM UTC FROM: Gary Schreier - [redacted]

Just about.

Sent 2020-11-08 01:05:52 AM UTC FROM: Gary Schreier - [redacted]

Boy that guy disappeared.

Sent 2020-11-08 01:06:47 AM UTC FROM: Lauren Petterson - [redacted]

Martha talking about how lively the streets of Nyc are. Like it's some big revelation. Our audience is shrinking even more

Sent 2020-11-08 01:07:25 AM UTC FROM: Gary Schreier - [redacted]

I thought same thing. NYC preferred Biden? Really?

Sent 2020-11-08 01:07:36 AM UTC FROM: Lauren Petterson - [redacted]

Shocker!!

Sent 2020-11-08 01:07:43 AM UTC FROM: Gary Schreier - [redacted]

I mean ...

Sent 2020-11-08 01:08:02 AM UTC FROM: Gary Schreier - [redacted]

Context Martha. How about calling out the covid hypocrisy.

Sent 2020-11-08 01:08:02 AM UTC FROM: Lauren Petterson - [redacted]

A night where all things seem possible.

Sent 2020-11-08 01:08:16 AM UTC FROM: Lauren Petterson - [redacted]

Says who? Not our audience Chris

Sent 2020-11-08 01:09:19 AM UTC FROM: Gary Schreier - [redacted]

You know though between us. This is a problem for the channel yes. But if we keep doing what we do, fbn will get a bunch of the disenfranchised folks too.

Sent 2020-11-08 01:09:44 AM UTC FROM: Gary Schreier - [redacted]

That's one reason I think we've been crushing CNBC post election.

Sent 2020-11-08 01:10:02 AM UTC FROM: Gary Schreier - [redacted]

We can't overtly play for them but we keep our North Star it'll just happen.

Sent 2020-11-08 01:10:27 AM UTC FROM: Lauren Petterson [redacted]

100 percent. I was talking about exactly that with my husband last night. It's actually an opening for us

Sent 2020-11-08 01:10:53 AM UTC FROM: Gary Schreier - [redacted]

Yes. We just can't play for it openly like newsmax and oan.

Sent 2020-11-08 01:16:06 AM UTC FROM: Lauren Petterson - [redacted]

Not at all

Sent 2020-11-08 02:01:50 AM UTC FROM: Lauren Petterson - [redacted]

Are you soaking in the moment?

Sent 2020-11-08 02:03:53 AM UTC FROM: Gary Schreier - [redacted]

I enjoyed his comment about the universal outpouring of joy. As if the trump rallies don't exist for the guy who promises to be the president for everyone.

Sent 2020-11-08 02:07:06 AM UTC FROM: Lauren Petterson - [redacted]

Joey is going to unite the country. Let me know when that happens

Sent 2020-11-08 02:07:54 AM UTC FROM: Gary Schreier - [redacted]

He's always been a political hack who just spews words that mean nothing. And he still is.

Sent 2020-11-08 02:08:51 AM UTC FROM: Gary Schreier - [redacted]

When he actually condemns the people who really are doing the demonizations I'll maybe believe him.

Sent 2020-11-08 02:09:02 AM UTC FROM: Lauren Petterson - [redacted]

Chumps

Sent 2020-11-08 02:12:01 AM UTC FROM: Gary Schreier - [redacted]

I can't wait for them to do backflips to not credit trump for the vaccine speed they'll reap the benefits of. We should pound that when it happens.

Sent 2020-11-08 02:22:43 AM UTC FROM: Lauren Petterson - [redacted]

Liked "I can't wait for them to do backflips to not credit trump for the vaccine speed they'll reap the benefits of. We should pound that when it happens. "

Sent 2020-11-08 02:27:37 AM UTC FROM: Lauren Petterson - [redacted]

Hearing judge jeanine quit

Sent 2020-11-08 02:31:43 AM UTC FROM: Gary Schreier - [redacted]

Really? Because of our coverage or what was it?

Sent 2020-11-08 02:35:29 AM UTC FROM: Lauren Petterson - [redacted]

Don't know.

Sent 2020-11-08 02:46:11 AM UTC FROM: Gary Schreier - [redacted]

Sounds like an emotional decision if she did that.

Sent 2020-11-08 02:48:02 AM UTC FROM: Lauren Petterson - [redacted]

video type unsupported by browser

IMG_2266.mov

Sent 2020-11-08 02:51:35 AM UTC FROM: Gary Schreier - [redacted]

Wow. That was pretty coordinated.

Sent 2020-11-08 02:51:52 AM UTC FROM: Gary Schreier - [redacted]

Do you know. Is it true they didn't let her do the show she wanted to do?

Sent 2020-11-08 02:57:09 AM UTC FROM: Gary Schreier [redacted]

Do you know are Bret and Martha off at 10? The simulcast is scheduled to end at 10.

Sent 2020-11-08 02:58:52 AM UTC FROM: Lauren Petterson - [redacted]

I hear BRET and Martha are getting off at 10

Sent 2020-11-08 02:59:16 AM UTC FROM: Lauren Petterson - [redacted]

Shannan is coming on at 10

Sent 2020-11-08 02:59:36 AM UTC FROM: Gary Schreier - [redacted]

Was it supposed to be Pirro?

Sent 2020-11-08 03:00:38 AM UTC FROM: Lauren Petterson - [redacted]

They kicked her off the year a day ago for breaking news coverage

Sent 2020-11-08 03:01:20 AM UTC FROM: Gary Schreier - [redacted]

Yeah figured. So what was the stuff on newsmax? The story Pirro told them?

Sent 2020-11-08 03:08:50 AM UTC FROM: Lauren Petterson - [redacted]

She wants to leave

Sent 2020-11-08 03:09:35 AM UTC FROM: Gary Schreier - [redacted]

Let her. Give the Saturday night hour to dobbs.

Sent 2020-11-08 03:10:08 AM UTC FROM: Gary Schreier - [redacted]

Then jerry can run both shows. All our problems solved. :)

Sent 2020-11-08 03:15:50 PM UTC FROM: Gary Schreier - [redacted]

Maria did a good job with Rudy.

Sent 2020-11-08 03:27:46 PM UTC FROM: Lauren Petterson - [redacted]

She's all in on the media

Sent 2020-11-08 03:28:08 PM UTC FROM: Gary Schreier - [redacted]

I had to tune out after Rudy. Is she hitting the media?

Sent 2020-11-08 03:28:37 PM UTC FROM: Gary Schreier [redacted]

That was the one I was worried about. But was she careful there and then not so much?

Sent 2020-11-08 03:30:37 PM UTC FROM: Lauren Petterson - [redacted]

She did well. It's just going to be hard to get her back to business news for a while

Sent 2020-11-08 03:33:08 PM UTC FROM: Gary Schreier - [redacted]

I know. It has to play out. The question is after it does and if it lands where we think it will land will she move on. I really don't know.

Sent 2020-11-08 03:33:46 PM UTC FROM: Gary Schreier - [redacted]

The problem is she has gop conspiracy theorists in her ear and they use her for their message sometimes. I wish she had that awareness.

Sent 2020-11-08 03:43:04 PM UTC FROM: Gary Schreier - [redacted]

86-year-old Woman Cries Over Biden Win, I Get to Keep My Medicare
http://www.tmz.com/2020/11/08/86-year-old-woman-crying-biden-medicare-insurance You know how

Sent 2020-11-08 03:46:01 PM UTC FROM: Lauren Petterson - [redacted]

disgusting this is. This 86 year old woman is crying because the left and media convinced her trump was going to take away Medicare. Which never was true. A total lie. But he's the bad person. Not the people who had this woman living in fear.

Jesus. That's a sin

Sent 2020-11-08 03:47:28 PM UTC FROM: Gary Schreier - [redacted]

It really is. And if you read the tmz hack it's written like "this was what was at stake. " but Fox isn't real news. Maddening.

Sent 2020-11-08 05:24:14 PM UTC FROM: Gary Schreier - [redacted]

FYI Alex trebek died. We ran his objectified last night at 1am i think. It is not scheduled tonight.

Sent 2020-11-08 05:26:16 PM UTC FROM: Lauren Petterson - [redacted]

I am so sad. Loved that guy.

Sent 2020-11-08 05:26:37 PM UTC FROM: Gary Schreier - [redacted]

It really is sad. I gasped when it popped on my phone.

Exhibit 605

EXCERPTED TRANSCRIPT

In the Matter Of:

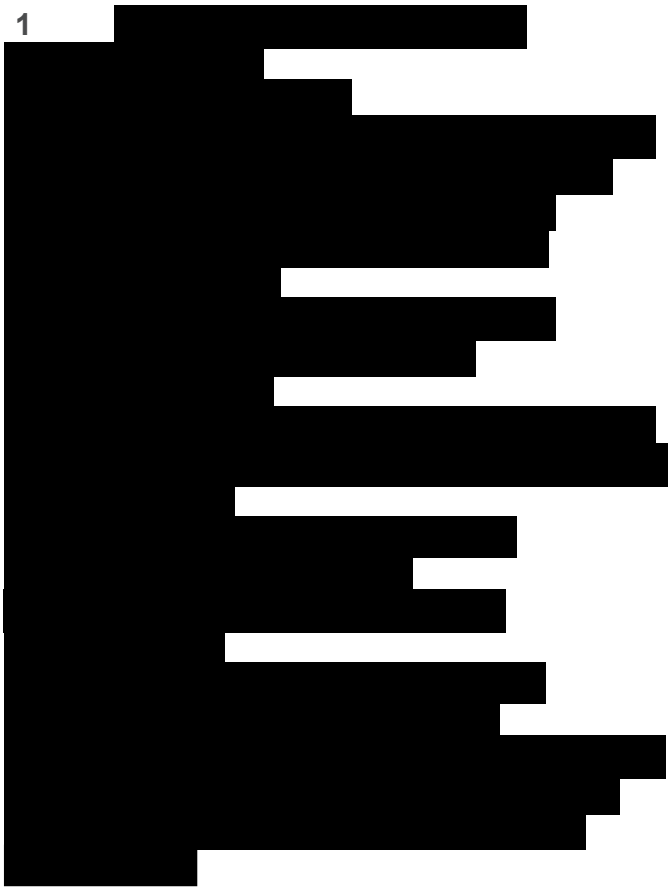
US Dominion vs

Fox News Network

RAJ SHAH

January 31, 2023

Page 45



Page 46

Q And what is her current position?
A [redacted]
MS. BROOK: Let's mark the next exhibit, Mr. Shah. It will be Exhibit 3373.
(Exhibit 3373 - FoxCorp00086865 is Marked.)
MS. BROOK: And it's from two days after January 6th, January 8, 2021. It was a message produced to us by Fox Corp at this case at 86865.
BY MS. BROOK:
Q Do you have the document in front of you, Mr. Shah?
A I do.
Q [redacted] to you, "They are truly awful to him and it makes me so mad."
Do you see that?
A I do.
Q And how do you respond to [redacted]?
A "I get that the left gets a double standard, but yesterday was

Page 47

genuinely disgusting on its own merits.
POTUS has gotta stop."
Q Mr. Shah, in between the 2020 presidential election and January 6, 2021, there were lots of allegations made about whether or not there was voting fraud, correct?
A Yes.
Q Do you at -- Mr. Shah, I want to ask you a series of questions about those allegations, and the first one is this:
Mr. Shah, do you believe that Dominion is owned by a company founded in Venezuela to rig elections for the dictator Hugo Chavez?
MR. WEBB: Objection to the form of the question.
THE WITNESS: I have no evidence -- I have not seen evidence to support that claim.
BY MS. BROOK:
Q Is it a claim that you believe to be true?
MR. WEBB: Objection. Form.

Page 48

THE WITNESS: It's not a claim I believe to be true.
BY MS. BROOK:
Q Mr. Shah, do you believe Dominion paid kickbacks to government officials who used the machines in the presidential election?
A Again, I see no evidence to support that claim.
Q Do you believe it is true?
A I don't believe that it's true.
Q Mr. Shah, do you believe Dominion used its software and algorithms to manipulate vote counts in the 2020 presidential election?
A I haven't seen evidence to support that claim.
Q Do you believe it's true?
A I don't believe that it's true.
Q Mr. Shah, do you believe Dominion is owned by Smartmatic?
A I haven't seen evidence to support that claim.
Q Do you believe it is true?

Page 49

A I don't believe that it is true.
Q Mr. Shah, have you ever believed that Dominion was owned by a company founded in Venezuela to rig elections for the dictator Hugo Chavez?
A There was definitely a long period of time in which I had no clue. Not a long period -- but definitely a period of time after the election where I didn't really understand much about it.
Q Was there ever a period of time where you actually believed that you had formed an opinion that Dominion was owned by a company founded in Venezuela to rig elections for the dictator Hugo Chavez?
A No. When I can first recall hearing allegations of that sort, I was skeptical.
Q And were you skeptical when you first -- sorry.
And just to be clear, you were skeptical that the allegations were true?
A Yes.
Q You thought they were likely

Page 50

false?
MR. WEBB: Objection. Form.
THE WITNESS: I will just characterize, you know, my recollection as being skeptical.
BY MS. BROOK:
Q Have you ever believed Dominion paid kickbacks to government officials who used its machines in the 2020 presidential election?
A I have never seen evidence to support that allegation.
Q And were you likewise skeptical when you first heard those allegations?
A Yes.
Q Mr. Shah, have you ever believed that Dominion paid kickbacks to government officials who used its machines in the 2020 presidential election?
A I think --
Q Sorry. We just did that one, you're right, we just did that one. Let's do another one.
Mr. Shah, have you ever believed

Page 51

that Dominion is owned by Smartmatic?
A I have never seen any information on that, honestly. So I have been skeptical of that. I don't know.
Q So you likewise were skeptical of those allegations when you first heard them?
MR. WEBB: Objection. Form.
THE WITNESS: Well, no, actually when I first heard them, I had no opinion on them. I didn't really know anything about them.
BY MS. BROOK:
Q When did you become skeptical?
A I think when I heard denials of that nature. I don't quite recall when.
Q Mr. Shah, have you ever believed that Dominion used its software and algorithms to manipulate vote counts in the 2020 presidential election?
A I have never seen evidence to support that claim.
Q Have you ever believed that claim?

Page 52

A No, I have not.
Q In the lead up to the 2020 presidential election, Mr. Shah, you would not have been shocked if Trump won, correct?
A I thought it was less likely than not that he would win.
Q So you actually you thought it was more likely that he was going to lose?
A Yeah.
Q And sure -- you were pretty sure that POTUS was going to lose?
A I don't know how you would characterize it, but I thought that he was more likely than not to lose the election.
MS. BROOK: Let's take a look at how you characterized it at the time, Mr. Shah.
I will mark the next exhibit which is Exhibit 3374.
(Exhibit 3374 - FoxCorp000221426 - 427 is Marked.)
MS. BROOK: It's a Gchat between you and your colleague at Fox Corp,

Page 53

Elliott Schwartz, produced to us by Fox Corp at 221426.

Let me know when you have it up in front of you.

THE WITNESS: I do.

BY MS. BROOK:

Q You can see that this chat is from October 27, 2020, so just a couple of days before the November 3, 2020, election, correct?

A Yes.

Q And you and Mr. Schwartz are going back and forth about whether or not you think Trump is likely to win, correct?

A I think we are talking about predicted betting markets.

Q Predicted betting markets around whether or not --

(Simultaneous Crosstalk.)

A Whether or not Trump will win.

Q The 2020 presidential election, correct?

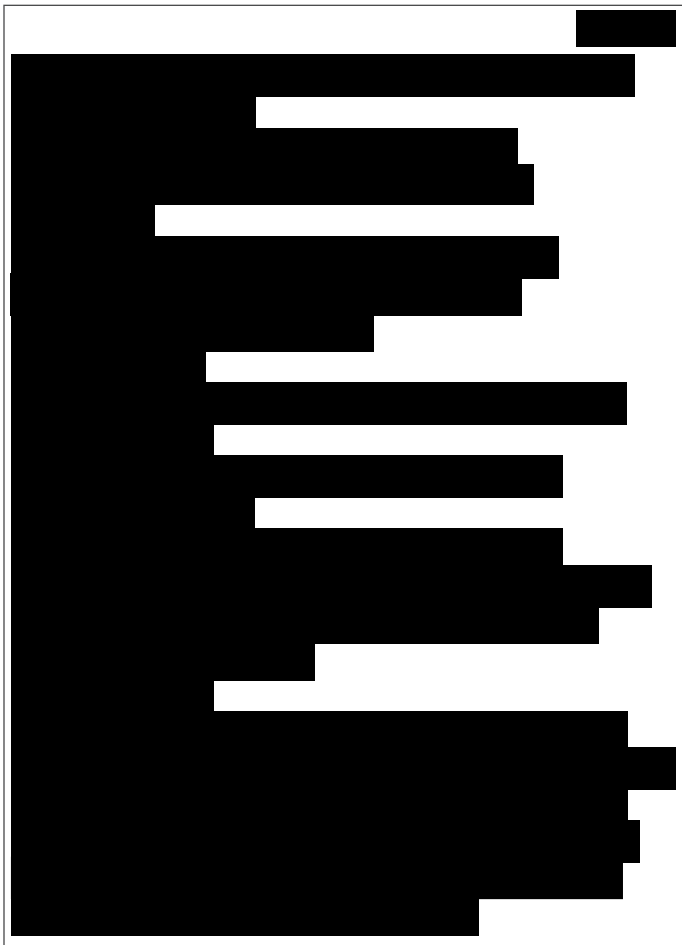
A Yeah.

Q Okay.

Page 54

Page 55

Page 56



Page 62

Do you see that?
A Yes.
Q How do you respond to Mr. Raffell?
A It's really disheartening. The only clear cut evidence of voter -- for voter fraud is the failed attempts from Trump. [As Read.]
MS. BROOK: Why don't we briefly go off the record.
THE VIDEOGRAPHER: The time is 10:04 a.m. We are going off the record.
(Whereupon a Recess Commenced at 10:04 a.m. and Testimony Recommenced at 10:18 a.m. PST.)
THE VIDEOGRAPHER: The time is 10:18 a.m. We are back on the record.
BY MS. BROOK:
Q Mr. Shah, you understand you are still under oath?
A Yes.
Q And I trust you didn't communicate with any of your attorneys during the break.
A That's right. I did not communicate with them.
Q Thank you, Mr. Shah.
Mr. Shah, what is your title at Fox Corporation?
A Senior vice president.
Q Is it senior vice president, period, or senior vice president of something in particular?
A Senior vice president, period.
Q And is that the only title you have had at Fox Corp since joining?
A Yes.
Q Do you have a title at Fox News?
A I do not.
Q And what were you hired to do as a senior vice president of Fox Corporation?
A Brand protection.
Q So help protect the Fox brand from criticism from other media outlets?
A Help protect -- well, what I do is I run a group that monitors the

Page 63

Page 64

corporate and portfolio company brands, provides periodic updates to management about the brand health and where, and when it's appropriate, provide realtime alerts and defend the brand in realtime.
Q So let's dive into that piece by piece, Mr. Shah.
You say you run a group that monitors the "corporate and portfolio company brands."
By that what do you mean?
A Well, we -- we look at the online conversations surrounding the corporate brand, that would be, you know, Fox Corporation; the key executives that, would be portfolio brand with a focus on news, as that is the one that's discussed the most; key talent, the conversation surrounding them primarily online as there are media relations groups in the corporate communications group that exists within the company as well.
Q And so when you say the portfolio brands, are you referring to Fox News

Page 65

Network?
A Fox News primarily. We also look at other -- other portfolio brands, OutKick. We look at issues that pop up at, you know, Fox Sports from time to time, though not as constantly. We look at issues, you know, from a corporate perspective from time to time. So we do look at a number of issues.
Q And you said for Fox Corporation, you also monitor certain key executives. Which key executives do you monitor?
A We look at the C suite.
Q And the names there are Rupert Murdoch?
A Not Rupert. We look at Lachlan Murdoch, Viet Dinh. I will throw in Brian Nick, and Suzanne Scott.
Q And for Fox News, one of the portfolio brands your team monitors, you said that you keep tabs of certain key talent, correct?
A Yeah.

Page 66

Q And who is that?
A The primetime news talent. So that is, you know, Sean Hannity, Tucker Carlson, Laura Ingraham, primarily. And then we look at the activity of -- I will call them organized interests -- that are, you know, set up to try to criticize our brand.
Q What do you mean by an organized interest that's set up to criticize your brand?
Well, before we go there, Mr. Shah --
(Simultaneous Crosstalk.)
A Sure.
Q -- you said you look at the primetime news talent.
So am I correct that you are involved in monitoring not just Mr. Carlson's online image?
A Yes.
Q You're also involved in managing other talent from Fox News Network, correct?

Page 67

A When you say managing talent, I would say we look at the online activity and criticism and sort of the brand health of those three talents in particular. We look at activity, organized activity criticizing the entire network.
Q And so that could include any talent within Fox News, correct?
A Potentially.
Q And when you become aware that there's any organized activity criticizing an element of that network, you summarize it and share it with various individuals at Fox Corporation, correct?
A Well, there's a lot of organized activity. I think we make judgment calls about what we think is and is not important.
Q Your team makes judgment calls?
A Yes.
Q And when your team decides that it's something worth sharing, you report this information to various individuals within both Fox Corporation and Fox News,

Page 68

correct?
A Yes.
Q And who are the individuals that you share the information with within Fox Corporation?
A Within Fox Corporation, those would be -- I don't want to get anything wrong here, so I will say there are some executives in corporate management and advertising sales and legal. And specific names, you know, sometimes it can be a bit of a lengthy list.
Q And who are the names under the corporate management list?
A Okay. Depending on the content, it would be -- currently it's Brian Nick. I think at the time in question Megan Klein would have been involved. Sometimes Viet Dinh. At times, depending on the type of content we are talking about, Lachlan Murdoch.
And then, you know, again, it just depends on the type of content. So sometimes Marianne Gambelli. You know,

Page 213

the question.
THE WITNESS: I think it would be pleasing to his viewer base.
BY MS. BROOK:
Q And then the last line in that e-mail you say, "We will have our team dig into any analytics worth sharing on the Cavuto/Trump presser moment. Merits aside, we are taking incoming on that one as well."
Do you see that?
A Yes.
Q And by "merits aside," you mean that whether or not it was the right decision for him to cut away, it's going to prompt backlash or it has prompted backlash, correct?
A Yes.
Q Another time during this period that you sent a presser related to the November 19th Giuliani and Powell press conference, and Fox News' coverage of that.
Do you recall that generally,

Page 214

Mr. Shah?
A Yes. I don't know what I sent about it or recall exactly what I sent about it, but I recall the press conference.
Q It was a pretty memorable press conference, right?
A Yes.
Q Ms. Powell and Mr. Giuliani were accusing Dominion of all sorts of voter fraud allegations, correct?
MR. WEBB: Objection. Form.
THE WITNESS: Yes. And I believe they made other allegations of voter fraud.
BY MS. BROOK:
Q And Mr. Giuliani somewhat memorably had hair dye running down his face, correct?
A Yes.
Q Do you recall watching that press conference, Mr. Shah?
A Yes.
Q And what was your reaction to the

Page 215

claims that were being made?
A I found many of the claims to be not very credible.
Q Does that include the claims about Dominion?
A Yes, that would include those claims.
THE WITNESS: Could I actually get a two-minute break?
MS. BROOK: Oh, sure.
MR. WEBB: Actually, I am sure he's asking for a couple of --
MS. BROOK: Let's go off the record.
THE WITNESS: Okay.
MR. WEBB: Off the record. We will take a five-minute break. Is that all right, Davida?
MS. BROOK: Fine.
THE VIDEOGRAPHER: It's 1:54 p.m. We are going off the record.
(Whereupon a Recess Commenced at 1:54 p.m. and Testimony Recommenced at 2:09 p.m. PST.)

Page 216

THE VIDEOGRAPHER: The time is 2:09 p.m. We are back on the record.
MS. BROOK: Mr. Shah, we were looking at exhibit -- how did we stamp it? We were looking at what I will stamp at 3403.
(Exhibit 3403 - FoxCorp00222309 - 328 is Marked.)
MS. BROOK: Let me know when you have it up in front of you, sir.
BY MS. BROOK:
Q This is a Gchat produced to us by Fox Corp at 2222309 and it's a chat between you and one of your colleagues at Fox Corp, Alexander Griswold.
Are you with me?
A I see it, yes.
Q And the date of it is November 19, 2020, which is the date of that press conference we were just discussing, correct?
A Correct.
Q And do you recall that following that press conference Fox News reporter,

Page 245

[redacted] **Mr. Shah, are you familiar with the name Sidney Powell?**
A Yes.
Q Who is Ms. Powell?
A Ms. Powell is an attorney.
Q An attorney for who?
A She is an attorney who -- she is

Page 246

a former AUSA in Georgia and represented some private sector clients, I believe, including Michael Flynn.
Q Mr. Shah, at any point in time, have you seen a single document indicating that Ms. Powell was an attorney for Donald Trump?
A I have not.
Q Have you ever seen a document showing that Ms. Powell was an attorney for the Trump campaign?
A I have not.
Q You understand -- you recall generally that in the fall of 2020, after the November 3rd, 2020, presidential election, Fox invited Ms. Powell to be a guest on several of its shows, correct?
A Yes.
Q And during those shows, she discussed, among other things, allegations that Dominion had committed election fraud, correct?
A Yes.
Q And we discussed this earlier,

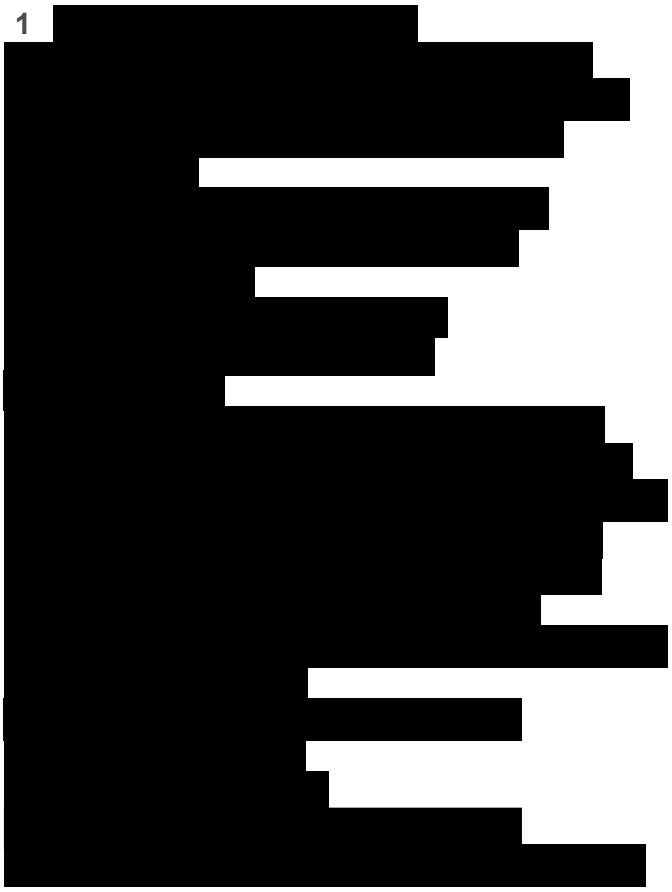
Page 247

but you never believed any of her allegations, correct?
A I was skeptical of her allegations.
Q You recall describing them as an alternate reality?
MR. WEBB: Objection. Form.
THE WITNESS: I think I use a number of pejorative adjectives to describe her allegations, but I was skeptical of them.
BY MS. BROOK:
Q Did you think they were totally nuts?
MR. WEBB: Objection. Form.
THE WITNESS: Again, I used a number of pejorative words but I was very skeptical of those allegations generally.
BY MS. BROOK:
Q Did you think they were mind blowingly nuts?
A Again, I used a number of pejorative adjectives, I was skeptical of

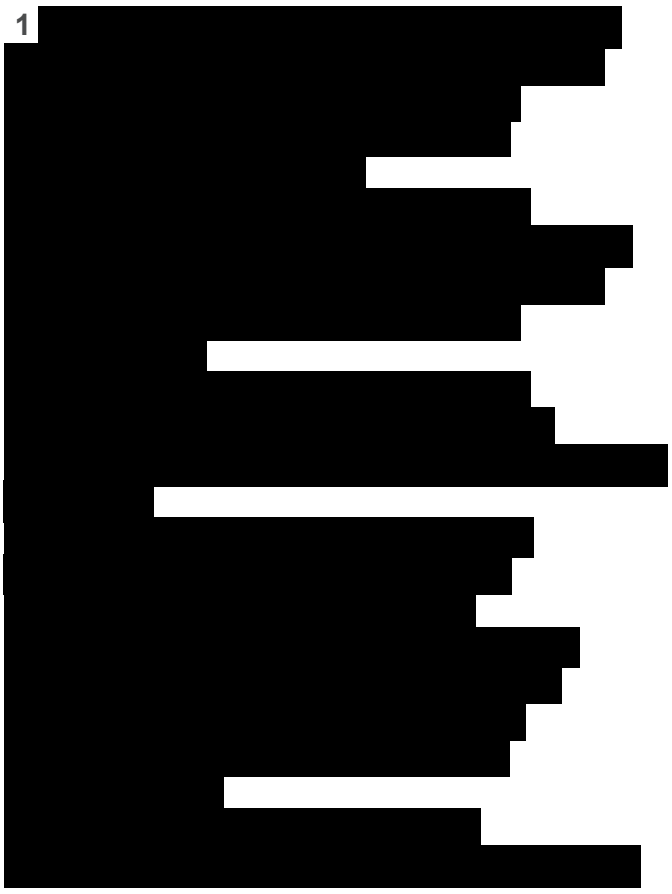
Page 248

[redacted]

Page 257



Page 258



Page 259

not believe there's any credible evidence of widespread fraud, correct?
MR. WEBB: Objection. Form.
THE WITNESS: I think I did say that, but I don't think that means that a news organization can't report on allegations of fraud.
BY MS. BROOK:
Q So you think it's appropriate for a news organization to report on allegations of not just fraud, but theft of an election without any credible evidence supporting that claim?
A I think that when a sitting President of the United States claims that an election was stolen, claims there was widespread fraud, those types of allegations are very newsworthy and should and must be covered by any news covered by --
(Simultaneous Crosstalk.)
Q Is it possible to cover those news allegations, while pointing out in the same breath that they're being made

Page 260

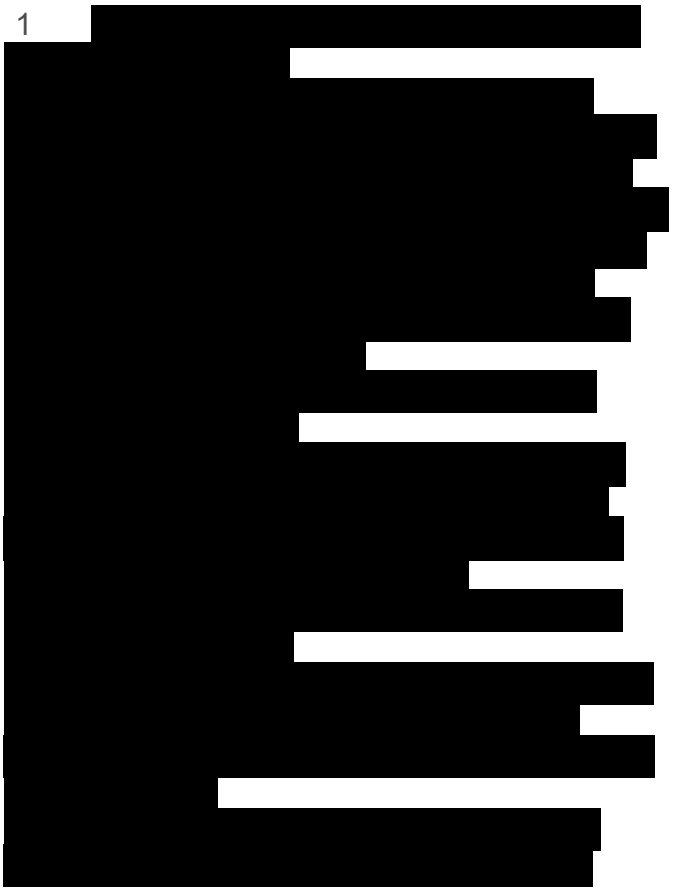
without any evidence supporting them, correct?
MR. WEBB: Objection. Form.
THE WITNESS: What I would say is that I think those allegations are newsworthy. And I would leave it up to news organizations, the editors, those who make the decisions of what to put on the air and whatnot to put on the air to make those decisions.
MS. BROOK: So move to strike as non-responsive.
BY MS. BROOK:
Q My question, Mr. Shah, is, it's possible to cover those allegations while pointing out in the same breath that they are being made without any evidence to support them, correct?
MR. WEBB: Objection. Form.
THE WITNESS: Sure. Yes.
BY MS. BROOK:
Q And it is possible to cover those allegations without providing the people making them a platform in which to state

Page 261

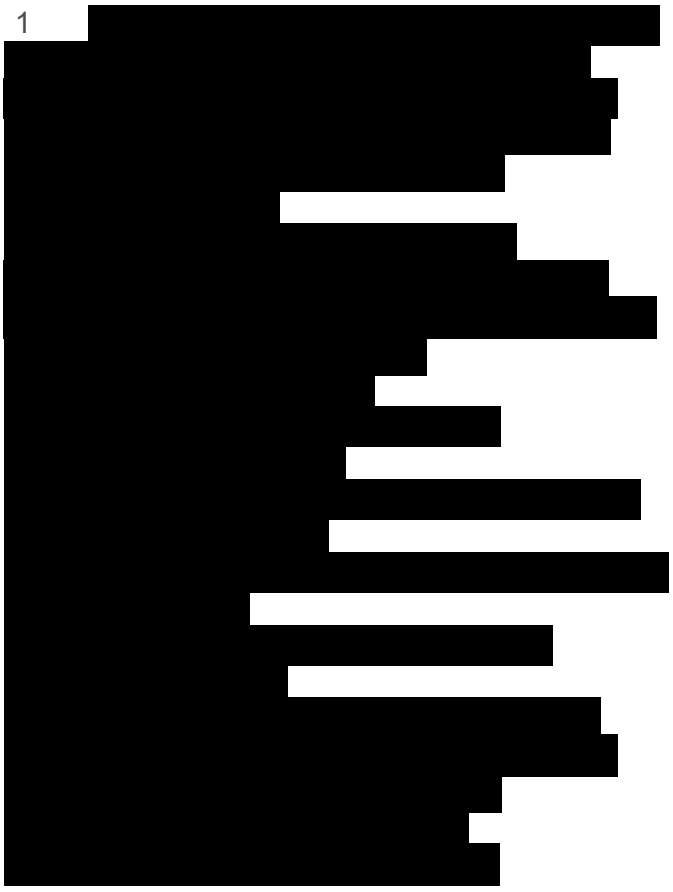
them anew, correct?
MR. WEBB: Objection to form.
THE WITNESS: Can you restate the question?
BY MS. BROOK:
Q Sure.
You don't need to invite Sidney Powell on to your airways in order to cover the, quote/unquote, allegations that she is making, correct?
A Sorry, you don't need to invite?
Q Sidney Powell on to your airways in order to cover the, quote/unquote, allegations that she is making, correct?
MR. WEBB: Objection. Form.
THE WITNESS: It is true you cannot invite newsworthy individuals on to cover the comments that they are making. But interviewing subjects adds for, you know, a better news story.
BY MS. BROOK:
Q And you are basing that on what?
A Basing that on somebody who is, you know, been an observer and consumer of

Page 262

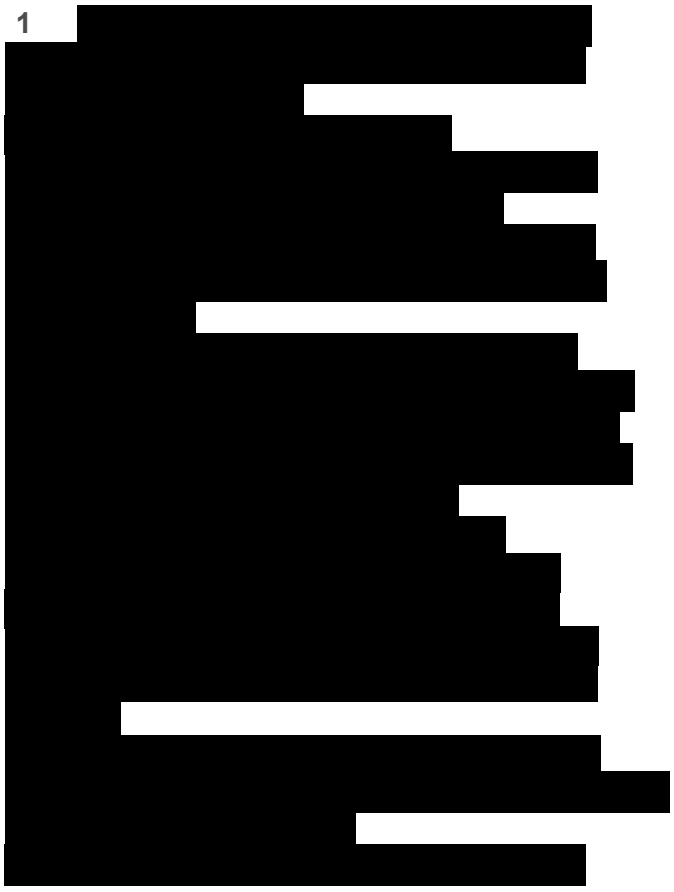
Page 263



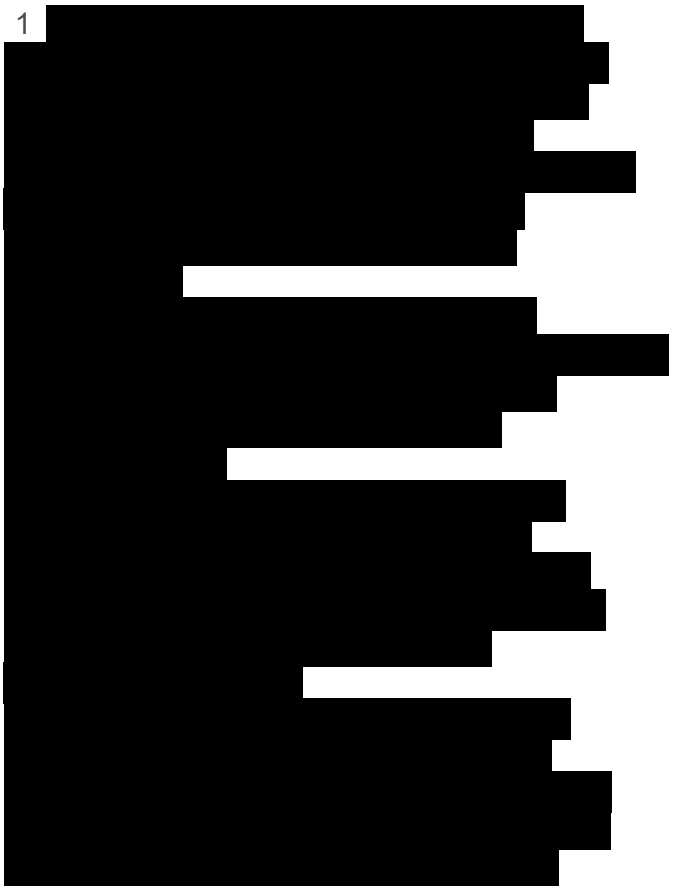
Page 264



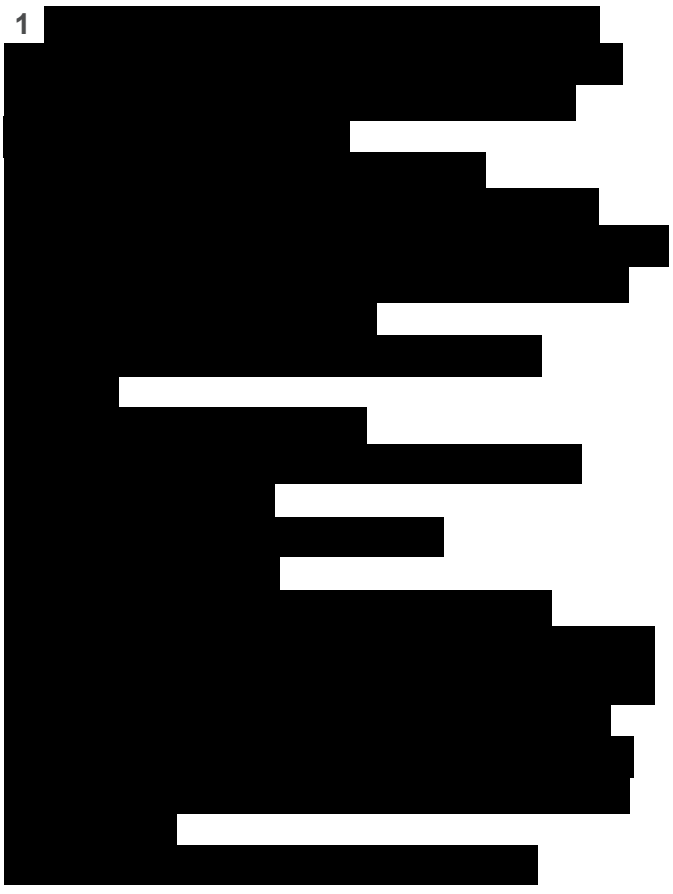
Page 269



Page 271



Page 270



Page 272

saying that basically she is not sharing this evidence that she is claiming to have with anybody inside the White House.

Q And presumably, if she had the evidence she would share it, correct?

MR. WEBB: Objection. Form.

THE WITNESS: I wouldn't presume anything.

I mean what she was saying and what she had said on news programs when criticizing Tucker Carlson is, you know, I don't have time to talk to you about this, I am preparing court filings.

She would eventually file things in court. You know, she didn't win, but she would file things in court eventually.

But she was planning and preparing, she said, what she called a Biblical or a hard core complaint in court about Dominion. And, you know, that is -- a court of law is where these things get adjudicated.

Page 273

And so what was frustrating me and frustrating I think Mr. Carlson, you would have to ask him how he felt about it, was that when you make the kinds of allegations she was making, you should try to provide evidence. And she was in a position of saying, I am not going to provide it yet, and criticizing others.

BY MS. BROOK:

Q You knew before the story became public that the White House was going to disavow Ms. Powell, correct?

A I didn't know they were going to disavow her. I think we learned at some point soon before the statement went out that she did not have a retention letter, is my best recollection.

Q Who did you learn that from?

[redacted]

Q Mr. Shah, you have been in communications for most of your professional career.

Fair to say that the President of

Page 274

the United States Tweeting out that you have nothing to do with him or his campaign, is not an endorsement of what you are saying, correct?

MR. WEBB: Objection. Form.

THE WITNESS: I mean, maybe typically. But, you know, what we saw in this case may not have been very usual. Maybe it was unusual. Because after that statement went out, Ms. Powell did promise and did actually, you know, I guess file legal actions against Dominion. And President Trump went on TV, I believe he went on Fox several days later, talking about Dominion.

So the issue of Dominion was central to his continued case about voter fraud in the 2020 election for well over a month afterwards.

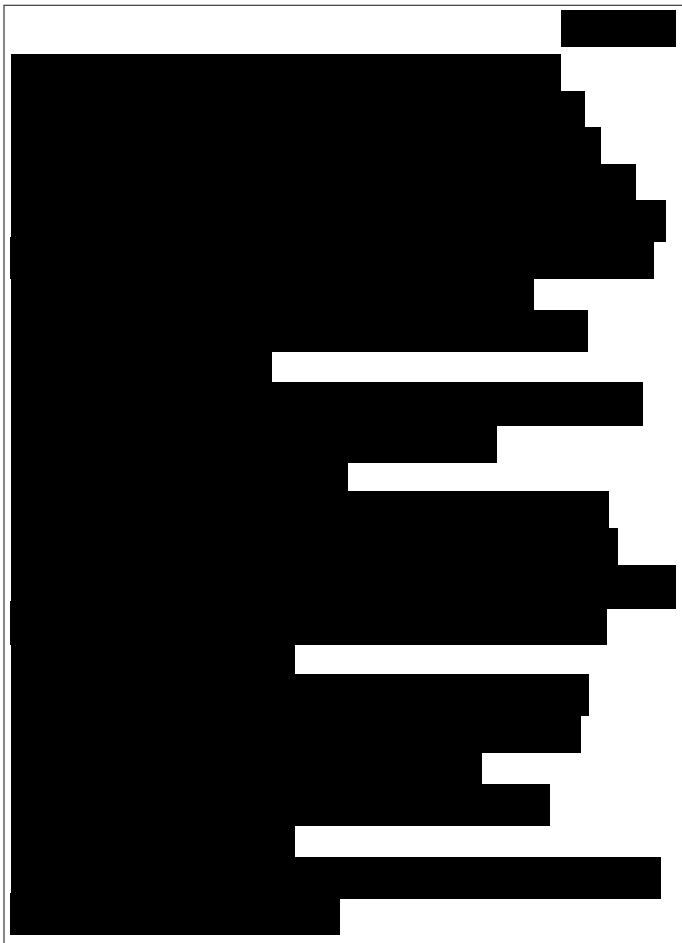
So I don't think that Ms. Powell, the claim she made, were not a big part of what she had to say. In fact, I believe it was sometime in late

Page 275

[redacted]

Page 276

[redacted]



Page 286

BY MS. BROOK:
Q This is an e-mail thread between you and Ron Mitchell, who we discussed earlier today is at Fox News Network, just a week or so before the November 3, 2020, election.
Are you with me?
A I do see it.
Q And right in the middle of the page, the e-mail dated Wednesday October 21, 2020, at 1:09 p.m., you advise Mr. Mitchell, Hey, this just broke too, so might be advisable to keep him off shows for a few days, even though the laptop story is getting traction. [As Read.]
And then you include a link about how Rudy Giuliani is facing questioning after a compromising seen in the new Borat film, right?
A I do.
Q And Mr. Mitchell writes back, "Was just reading about this. This will change things." Correct?
A Yes, I see that.

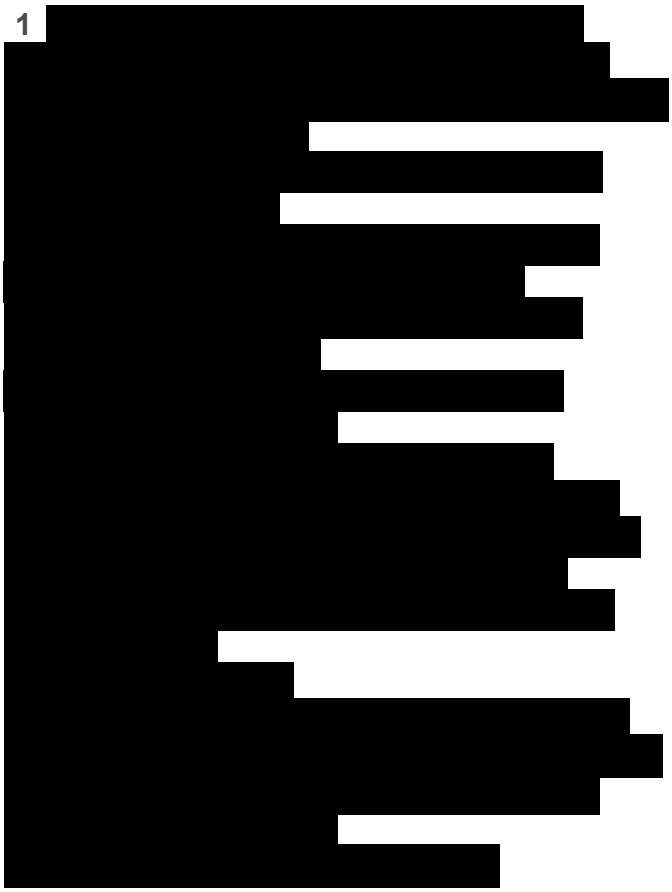
Page 287

Q So there have been times when you, as a Fox Corp executive, have reached out to folks at Fox News and made suggestions about who they should or should not have on their airwaves, correct?
MR. WEBB: Objection. Form.
THE WITNESS: Well, that is correct. This is an example of that. Yes.
BY MS. BROOK:
Q And you did that following a scene where Rudy Giuliani was poked fun at the Borat film, right?
A I don't recall that scene.
Q But yet, you didn't advise anybody at Fox Corp or Fox News that they shouldn't have Sidney Powell on the air after she had already given a month to come up with evidence, and didn't come up with it, and after you and your hired consultant pressed for that evidence, and you too were unable to come up with it, correct?

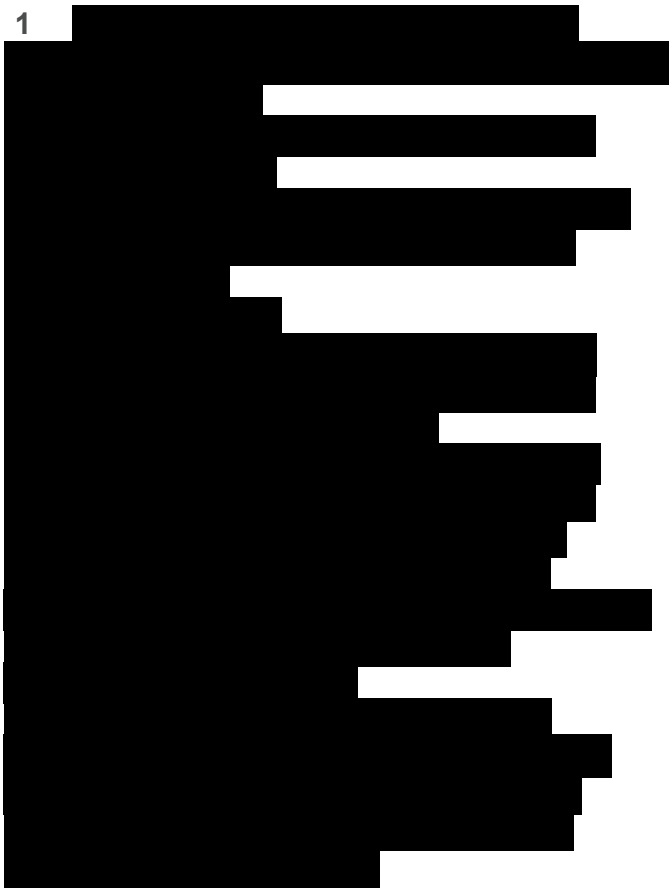
Page 288

MR. WEBB: Objection. Form of the question.
THE WITNESS: That is true.
I would just say the distinction between these two situations is that I am just informing Mr. Mitchell of a news story that he may or may not be made aware of. I think everybody at the network would have seen news stories, would have seen some of the issues surrounding Sidney Powell that could make judgments on their own.
FoxNews.com had covered some of the issues around Sidney Powell and she had been on the air.
So I think people were readily aware. Whereas, this may not be an issue that people were readily aware of.
BY MS. BROOK:
Q That's a great point, actually, Mr. Shah. Because as you pointed out to the jury already today, what you and Mr. Schwartz did, actually wasn't well

Page 293



Page 295



Page 294

Page 296

MR. WEBB: Objection. Form of the question.

THE WITNESS: It's a political campaign and this is allegations of a crime. It's law enforcement information or national security information. Those are the types of sources that can validate or knock down what she is saying.

BY MS. BROOK:

Q So the President of the United States is not a good source, then, on whether or not there was election fraud? He's not the right person to look to?

MR. WEBB: Objection. Form of the question.

THE WITNESS: Well, if he were, he was on Fox News a few days later making similar claims.

BY MS. BROOK:

Q But that wasn't my question. My question was, you just said you looked to law enforcement. And so

Page 297

your testimony is the President of the United States is not the right source for whether or not there was election fraud?

MR. WEBB: Objection. Form.

THE WITNESS: I mean, at that stage, I don't know honestly.

MS. BROOK: Why don't we take a quick break, Mr. Shah.

THE WITNESS: Okay.

THE VIDEOGRAPHER: The time is 3:21 p.m. We are going off the record.

(Whereupon a Recess Commenced at 3:12 p.m. and Testimony Recommenced at 3:36 p.m. PST.)

THE VIDEOGRAPHER: The time is 3:36 p.m. We are back on the record.

BY MS. BROOK:

Q Mr. Shah, at any point following the 2020 presidential election, did you advise anyone at Fox News or Fox Corporation that they should not have Sidney Powell on their programs?

MR. WEBB: Objection. Form of the question.

Page 298

THE WITNESS: Not to my recollection.

BY MS. BROOK:

Q At any point following the November 2020 presidential election, did you ever advise anyone at Fox Corporation or Fox News that they shouldn't have Rudy Giuliani on their programs?

A Not to my recollection.

Q Mr. Shah, you were fairly deeply enmeshed in Mr. Carlson's team at Fox News, correct?

A Yes. And specifically, I was assigned to assist him with PR.

Q In lieu of Ms. Briganti at Fox News Network, correct?

A Yes.

Q And why was that decision made?

A Well, Mr. Carlson contacted me and asked me to take over and I told him it wasn't my job -- this was some years ago. And he asked Viet Dinh, my boss, and Mr. Dinh called me and said, Why don't you handle Mr. Carlson's PR in coordination with Ms. Briganti's team.

Page 299

Q But you don't just work for Tucker.

In fact, in your normal job, in your brand management job, you support all the Fox News primetime talent, correct?

A Yes.

Q And that includes Hannity, correct?

A Yes.

Q Laura Ingraham?

A Yes.

Q And Maria Bartiromo?

A Well, I would say I focus on primetime, but I support the entire network.

Q Including Ms. Bartiromo?

A Sure.

Q And Judge Jeanine Pirro?

A She is not my focus but she -- presumably, yeah.

Q If something came up online with one of her shows, your unit would have no issue becoming involved, correct?

Page 300

MR. WEBB: Objection. Form.

THE WITNESS: Let's say defending her in some manner -- in some would not be outside the scope of my role.

BY MS. BROOK:

Q Same for Lou Dobbs?

A Yes.

Q And particularly for Mr. Carlson, Mr. Hannity, and Ms. Ingraham, your team sees a lot of data about how they are tracking online, correct?

A We see more than we would for others.

Q And you mentioned this several times but at some point, Mr. Shah, you put together a memo that sort of synthesized a lot of the data that you had seen from Mr. Carlson, correct?

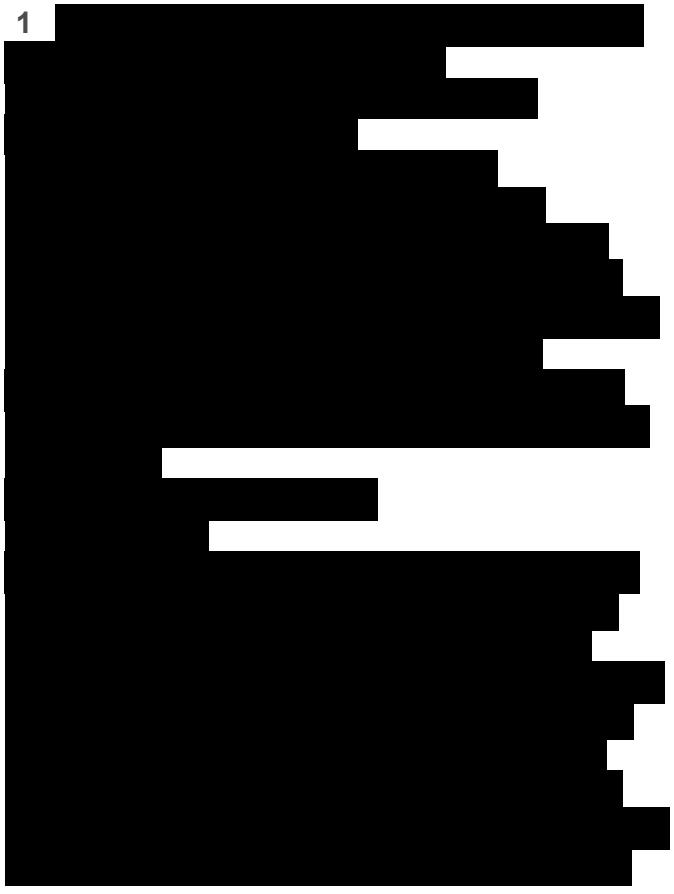
A I don't know if that's the memo I previously referenced. I think you are referring to a different memo.

MS. BROOK: Let's mark the next exhibit. This is Exhibit 3420.

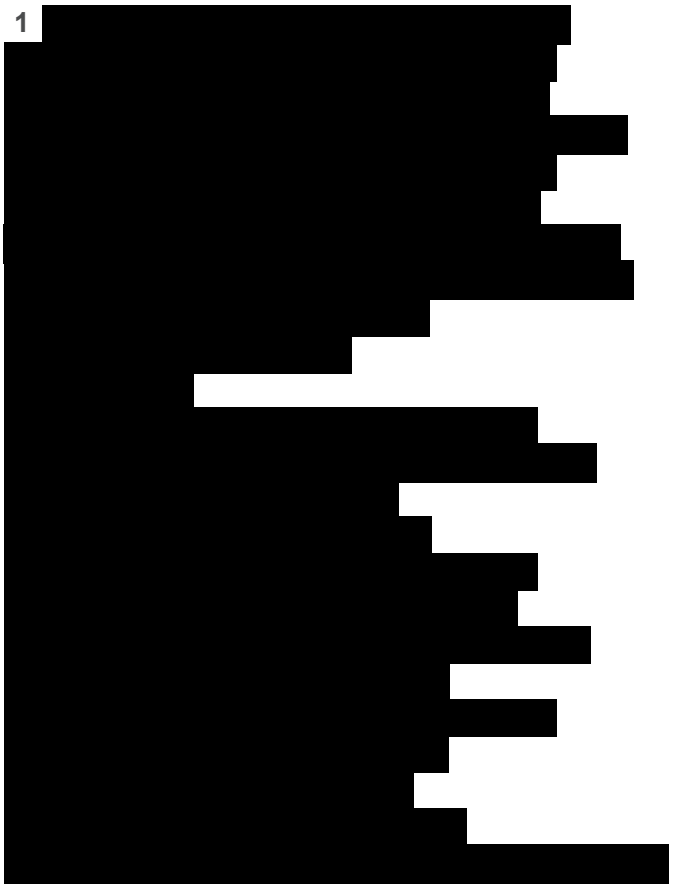
Page 301

(Exhibit 3420 - FoxCorp000225141 - 144 is Marked.)
BY MS. BROOK:
Q And it's a draft of a memo that you would eventually send to Mr. Dinh and Mr. Murdoch.
And the subject is Fox News Brand Crisis & Recommendations.
Do you see that?
A It is. I think it's important to clarify, I never sent this memo to Suzanne Scott or to -- yeah, to Mr. Murdoch.
Q I don't believe I mentioned Suzanne Scott.
So your testimony is you never sent this to Mr. Murdoch?
A I don't believe so.
Q Do you know whether Mr. Dinh shared it with Mr. Murdoch?
A I don't know.
Q And is this the memo you were referring to previously?
A Yes.
Q And the subject of it -- and we

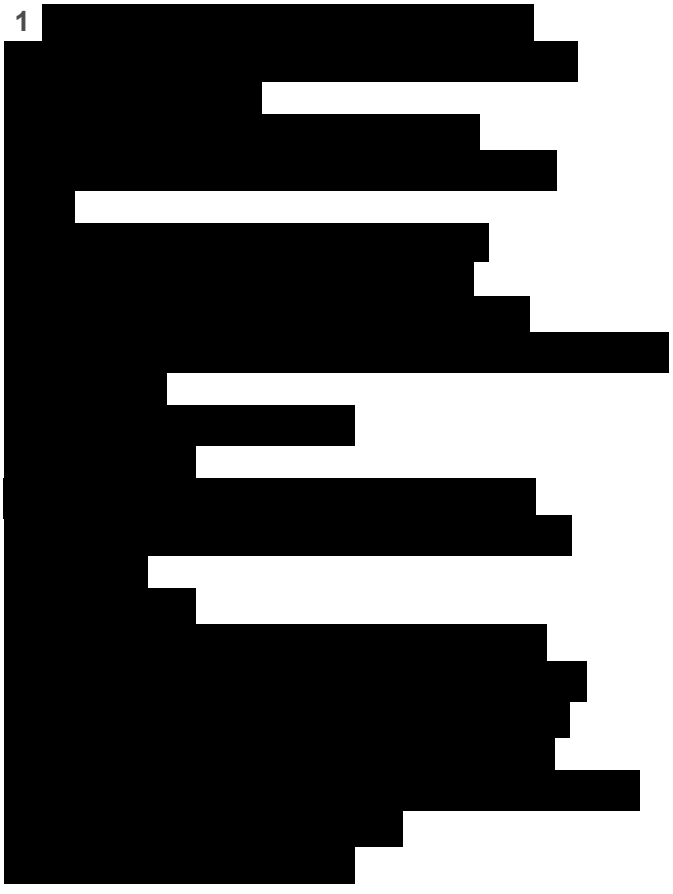
Page 302



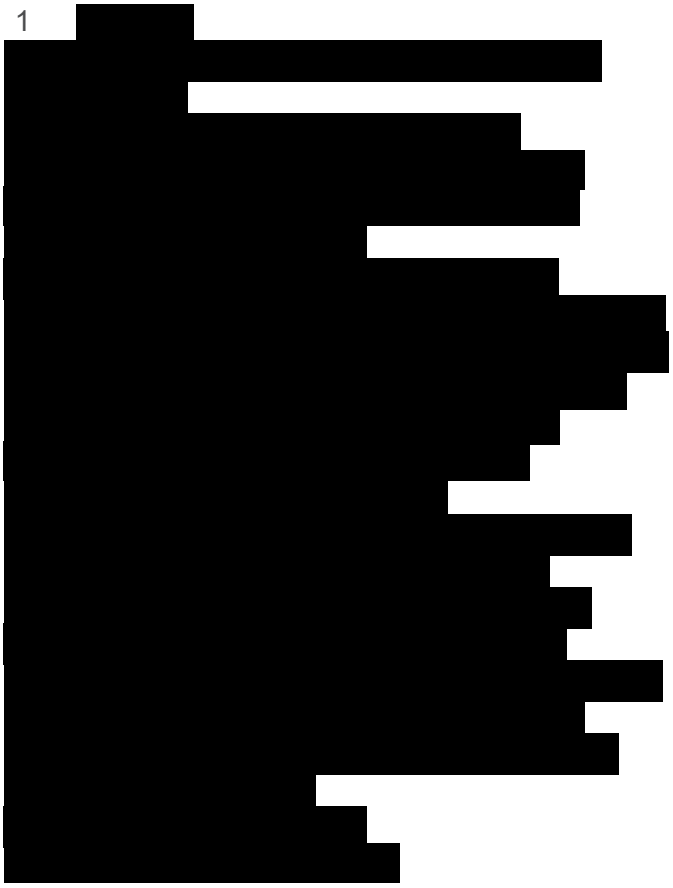
Page 303



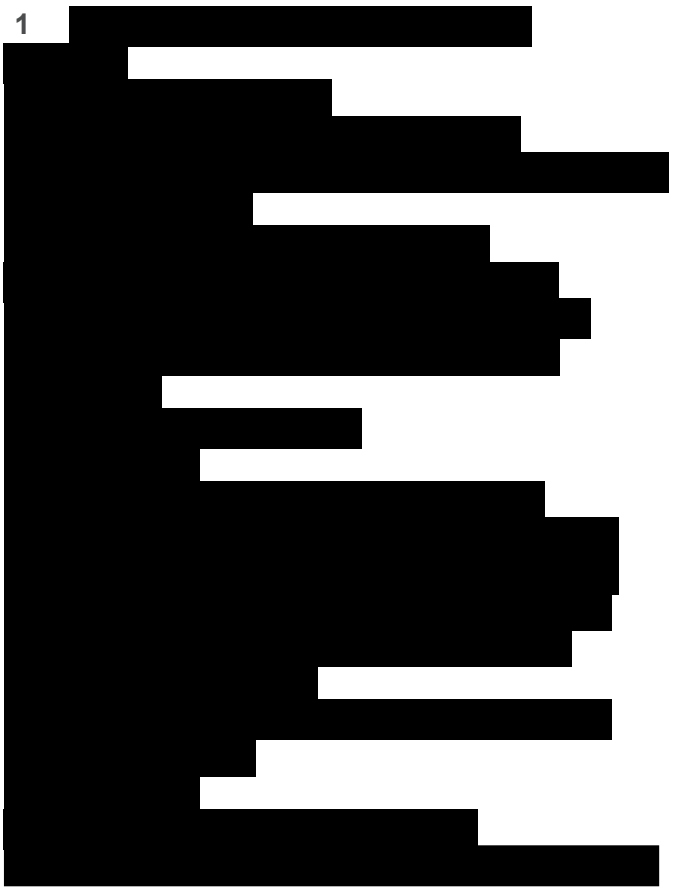
Page 304



Page 305



Page 306



Page 307

2020, correct?
A Yes.
Q And that's well after all the networks had called Arizona for Trump, correct -- excuse me, for Biden, correct?
A I don't recall. But I know the presidential election had been called then, so I presume that's correct.
Q But you still thought it would go a long way with the viewers to do this sort of internal audit of the Fox News decision desk, correct?
A It would.
And I think it's important to explain that beyond just the Arizona call, which I think got a lot of headline criticism, the Fox News decision desk had also been responsible for election night dials that were on our website and I think featured on -- on our on-air coverage, they are called probability dials, where we would say the likelihood that a state was going to be won by Trump, Biden, or Senate -- or a gubernatorial candidate in

Page 308

any given race. And those were inaccurate and they just sort of disappeared from the website.
And then separately, they made a call that House Democrats would expand their majority on election night, and that was a call -- that was incorrect and had not been formally retracted until at some point later on a show on Fox News at some point several days later.
Q And you shared these ideas with Viet Dinh, correct?
A Not in this e-mail, but I did share a copy of this memo when it was completed with him, yes.
Q That wasn't the only time you had offered your opinion on editorial content, correct?
A I don't know that this qualifies as editorial content, but this was an example of me considering going outside my lane.
Q And making suggestions for whole programs that Fox News Network should

Page 309

consider, correct?
A If you want to call it that. I think the text of the memo is right there. What I suggested is right there.
Q And whether you considered it in your lane or not, you are making those suggestions, correct, to your boss Viet Dinh at Fox Corporation in November of 2020, correct?
A Yes.
Q And it's not the only time that you made suggestions to folks that you worked with at Fox Corp and Fox News about how they should cover the 2020 presidential election, correct?
MR. WEBB: Objection. Form.
THE WITNESS: I don't recall other examples.
BY MS. BROOK:
Q You would typically receive a preview of what Mr. Carlson was going to say on his show, on his program, correct?
A There's a network rundown -- or rather a show rundown e-mail that I would

Page 310

receive, yes.
Q And you receive that in advance of his show, correct?
A Yes.
Q And from time to time you would weigh in on that rundown, correct?
A I believe so, yeah.
[redacted]
Q You were aware in advance that Mike Lindell was going to appear on Mr. Carlson's January 26, '21 broadcast of Tucker Carlson Tonight, correct?
A Yes.
Q In fact, you flagged it for a

Page 311

couple of different folks within Fox News and Fox Corp, right?
A I don't recall if I flagged it for anyone.
Q You flagged it for your brand protection unit Mr. Griswold, Mr. Schwartz, and Ms. Wigo.
Do you recall that?
A I don't.
Q Is it typical for you to flag rundowns for your brand protection unit?
A Yes.
Q And why do you do that?
A Typically, somebody on the team is monitoring primetime and so they can have some insights into that show. They would see the rundown.
MS. BROOK: Just for the record, Mr. Shah, this is Exhibit 3421.
(Exhibit 3421 - FoxCorp000197472 - 474 is Marked.)
BY MS. BROOK:
Q And it is you forwarding Mr. Carlson's rundown of that January 26,

Page 312

2021, broadcast that featured Mr. Lindell to your team, Mr. Griswold, Mr. Schwartz, and Ms. Wigo.
Do you see that?
A I do.
Q Do you recall that you also forwarded this rundown or advised Ms. Briganti that Lindell was going to appear on Mr. Carlson's show on January 26, 2021?
A I don't recall, but sure.
Q Is it typical for you to flag for Ms. Briganti who is going to be on Mr. Carlson's show?
A I think that sometimes I did, sometimes I didn't. I don't know.
Q You were aware prior to Mr. Lindell coming on -- let me strike that.
Do you know who Mr. Lindell is Mr. Shah?
A Yes.
Q Who is he?
A He is the head of My Pillow company.

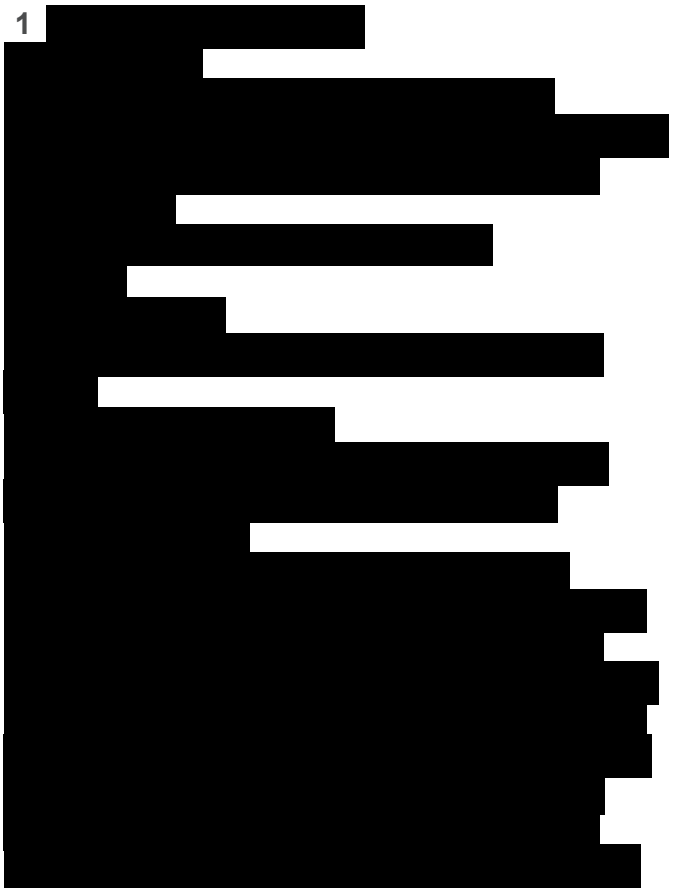
Page 313

Q Were you generally aware that during the 2020 presidential election he made a lot of claims about election fraud, including Dominion Voting Systems' role in the supposed election fraud?
A Yes.
Q And were you aware -- you were aware that the January 26th show that Mr. Carlson was doing was about cancel culture, correct?
A Yes. I believe he had been banned from Twitter or social media app.
Q In response to his repeated allegations over election fraud, correct?
MR. WEBB: Object to the form of the question.
THE WITNESS: I don't recall over what subject, but okay.
BY MS. BROOK:
Q Did you have any concerns about Mr. Lindell coming -- let me strike that.
MS. BROOK: Sorry, Mr. Shah, just one second. I am looking for a document.

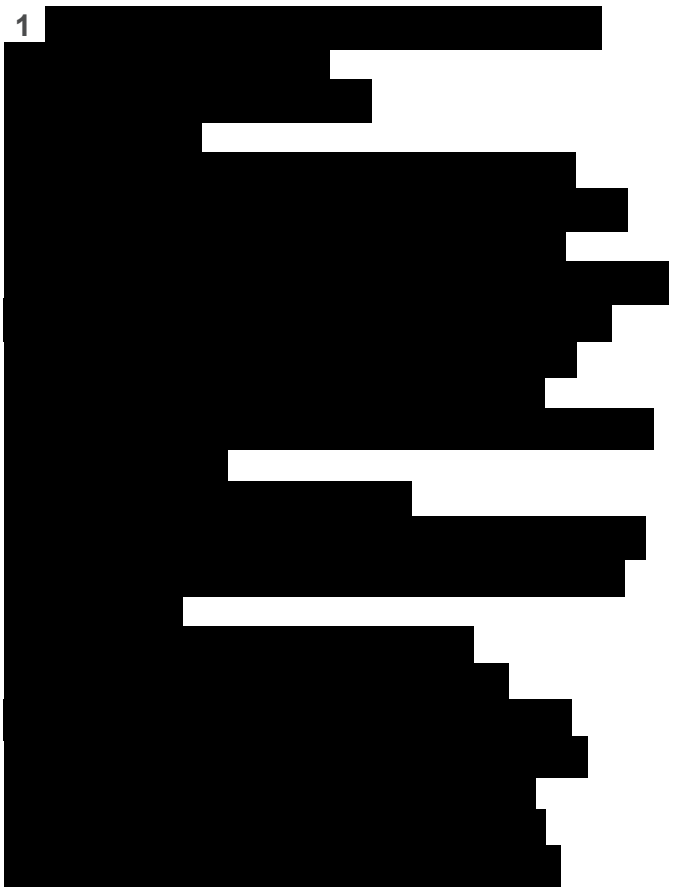
Page 314

Let's mark the next exhibit, it will be Exhibit 3422.
(Exhibit 3422 - FoxCorp00219508 - 515 is Marked.)
MS. BROOK: It's another memo that you authored, Mr. Shah, regarding Tucker Carlson Tonight data, dated October 7, 2020.
Let me know when you have a chance to see this.
THE WITNESS: I see it.
BY MS. BROOK:
Q And are you familiar with this memo?
Do you recall drafting it?
A Yes, I do.
Q And it's essentially a compilation of a lot of data that your team had collected about Tucker Carlson over the preceding period, correct?
A Yes.
Q And you're sending the memo to Viet Dinh, again your boss, who is the chief legal policy officer at Fox

Page 315



Page 316



Page 365

MS. BROOK: Objection. Form. Leading.
THE WITNESS: No, I did not.
BY MR. WEBB:
Q Sir, did you ever have anything to do with what Fox said on the air on any occasion when Fox was publishing Donald Trump's Dominion-related allegations?
MS. BROOK: Objection. Form.
THE WITNESS: No, I did not.
BY MR. WEBB:
Q Sir, when was the first time you actually remember learning anything about President Trump's Dominion-related voter fraud allegations?
A This would be the November 19th press conference by the Trump campaign.
Q And as of the date of that press conference, which was November 19, 2020, as of that date, were you aware of whether Fox had previously aired any of President Trump's Dominion-related voter fraud allegations before November 19th?
A I can't recall ever seeing any of

Page 366

those allegations on Fox.
Q Sir, were you involved in the decision to put Mike Lindell on the Fox show Tucker Carlson Tonight on January 26, 2021?
A No, I was not.
[redacted]

Page 367

[redacted]
BY MR. WEBB:
Q Sir, my next question is that based on what actually happened on November 22, 2020, when President Trump's personal attorney, Rudy Giuliani, announced that Ms. Powell is no longer a member of the Trump legal team, based on your recollection, were there any statements made by President Trump or any of his attorneys that Sidney Powell's allegation about Dominion were false?
MS. BROOK: Objection. Form.
THE WITNESS: There were no statements that said her claims about Dominion were false.
BY MR. WEBB:

Page 368

[redacted]

Exhibit 606

From:	Shah, Raj </O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=33A7EC98BFB14AC1B1B80D99A31D1CDE-RAJ.SHAH>
To:	Dinh, Viet
Sent:	11/5/2020 5:01:28 PM
Subject:	NYT Reporter Tweet

Even if this call is 100% right but relies on AZ before other nets call AZ, we're going to get hit very hard by the right.

Jonathan Martin @jmartNYT
I'm told by somebody at Fox that they *will* call the presidency for Biden if PA tips his way tonight.

Sec/State there is holding a briefing at 5:15.
https://twitter.com/jmartNYT/status/1324470140285734913

Exhibit 607

From:	Briganti, Irena (FoxNews) </O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=33DC58A02FC5448C8D3BD383393E6D53-BRIGANTI, I>
To:	Scott, Suzanne; Wallace, Jay (FoxNews)
Sent:	11/8/2020 11:41:19 AM
Subject:	Reliable Sources

FYI - Suzanne/Lachlan/Rupert mentioned:

https://app.box.com/s/56a7dkc6vja3cuuty9dgz6mo1cvnk9vp

Guests: Oliver Darcy; Evan Osnos/New Yorker

Topic:

Fox is enabling Trump's election denialism

- Right-wing media promoting voter fraud
- Pro-Trump outlets and some of FNC's biggest stars make claims that Biden will not be President, that there was voter fraud
    - Plays clip of Newt Gingrich on F&F
        - Darcy says there was pushback but it is dangerous to have this commentary
    - Trump tweeted what Gingrich said
- Darcy said FNC is enabling and encouraging Trump's impulses
    - Aiming to destabilize the American system by telling viewers the election was stolen by deep state Democrats
    - Hannity is dishonest to his core; he is not going to change overnight - but where are the adults in the room? Where is Suzanne Scott? Is she ok with hosts going on air to undermine the election?
    - If Suzanne Scott is not going to do it, maybe Lachlan/Rupert need to make sure the hosts aren't pushing this information
    - Fox News is finding new lows- it is beyond reprehensible
- FNC viewers are seeing voter fraud claims promoted

Exhibit 608

From: Col Allan [redacted]
To: Murdoch, Rupert; Murdoch, Lachlan
Sent: 11/5/2020 8:57:25 AM
Subject: Re: Arizona.

You should get a clip of Steve ban on with Maria bartiromo this morning. Wow.

Sent from my iPhone

> On Nov 5, 2020, at 7:21 AM, Murdoch, Rupert [redacted] wrote:
>
> Right! And hold Georgia and Pennsylvania. Just might!
> Not so much a pathway as a tiny lane.
>
> Sent from my iPhone
>
>> On Nov 5, 2020, at 11:56 AM, Col Allan [redacted] wrote:
>>
>> Trump win still possible but everything has to go his way. Counting too slow.
>>
>> Sent from my iPhone
>>
>>>> On Nov 5, 2020, at 4:10 AM, Murdoch, Rupert [redacted] wrote:
>>>
>>>
>>> Not sure I have very latest figures but Biden lead down to 68,000 with 400,000 left to count.
>>> And keep an eye on those crooks in Nevada
>>>
>>> Sent from my iPhone
>>>
>>>
>>> This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee(s). If you are not an addressee indicated in this message (or responsible for delivery of the message to an addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of Fox Corporation, or its subsidiaries must be taken not to have been sent or endorsed by any of them. No representation is made that this email or its attachments are without defect.
>
> This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee(s). If you are not an addressee indicated in this message (or responsible for delivery of the message to an addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of Fox Corporation, or its subsidiaries must be taken not to have been sent or endorsed by any of them. No representation is made that this email or its attachments are without defect.

Exhibit 609

From:	Scott, Suzanne </O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=85BFE6824750416486BDA0F78D10943E-SUZANNE.SCO>
To:	Murdoch, Rupert
Sent:	11/5/2020 9:26:32 AM
Subject:	MWM - Steve Bannon

Steve Bannon on with Maria B this morning.

https://app.box.com/s/5ejr9p1uif8ehqa0qdjdp8bf0of6t69l

Exhibit 610

TRANSCRIPT OF VIDEO RECORDING

2020-11-05 MARIA BARTIROMO AND STEVEN BANNON INTERVIEW

Transcribed By:
TERRI NESTORE
CSR No. 5614, RPR, CRR

MARIA BARTIROMO: Joining me right now is former White House Chief Strategist, the host of the wildly popular WarRoom podcast, Steve Bannon is here.

Steve, thanks very much for joining us.

Give us your assessment of what has taken place over the last 48 hours.

STEVEN BANNON: President Trump won an overwhelming victory on Tuesday night with certifiable, verifiable, legal votes.

The fact is, the president was reelected and the president -- you know, the Roman republic had a saying: Fortune favors boldness. It's now time to be bold, and that's why you see people like Rick Grenell, Dave Bossie, Corey Lewandowski, Sidney Powell, Rudy Giuliani involved in this process.

We've got to stop playing games here. We've got to stop playing games and allow this narrative that's coming up with the same people that used information warfare -- you know, polls in Wisconsin showing he was 17 points down, Charlie Cook saying it's going to be a historic landslide like Reagan beats Mondale.

Those were lies. That wasn't just kind of guys getting data wrong, those were lies. That part of the media apparatus and social media that keeps trying to take President Trump down -- we've talked about this for months

on your show -- that's all a lie. That's all a mirage.

The fact is Donald Trump won an overwhelming victory, and you see that in the Senate, you see that in the house, you see it in the State legislatures all down ticket. He won an overwhelming victory.

If, in the Federal courts now in Nevada and Wisconsin, Michigan, Pennsylvania, Arizona, if we can get a fair count of verifiable, certifiable legal votes, President Trump will win those; but if you can't do it, you've got to stop treating Biden like he means -- Biden has no standing. He's a feckless old man, wandering around a car dealership in Wilmington, Delaware, and he should be treated with the dismissive contempt of that.

President Trump won an overwhelming victory. He should start acting right now in his second term. He should fire the FBI director. He should put in process the implement to fire Fauci. He should start manning up for his second term with guys like Rick Grenell.

The other thing is remember, there's multiple paths if you want to get to the inauguration for his second term on the 20th of January, and he's got to implement -- he has a moral obligation to implement the will of the people that elected him on the 3rd of November. There are multiple paths to get there.

If you can get a fair vote of verifiable legal

ballots, Pennsylvania, Arizona, Nevada will fall for him, obviously Georgia and North Carolina already have.

He'll be reelected.

If you can't get that, you control -- by the way, conservatives that have strict interpretation of the Constitution control the courts, including the Supreme Court. We control the State legislatures. We control the party delegations in the House of Representatives.

In Nancy Pelosi's House, in January, Donald Trump will be overwhelmingly reelected president of the United States. We need to start acting like that.

Fortune favors boldness and the president --

MARIA BARTIROMO: So how did this happen, then?

STEVEN BANNON: -- should start acting bold.

MARIA BARTIROMO: But then how does this happen, then?

STEVEN BANNON: It happened because people around him starts acting --

MARIA BARTIROMO: But how did this happen, then?

STEVEN BANNON: The president -- the president should have stepped up at 10:00 o'clock at night when he won Ohio and won Florida with overwhelming Hispanic support, historic black support, overwhelming working class and middle class support, and claimed his victory and said, hey, I'm going to go into Federal Court right

now and make sure they can't steal this election.

The same people that used all the big lies, all the information warfare and laid out all this nonsense beforehand were rejected by the American people on election day.

You can't, in the middle of the night in Wisconsin, in Michigan, and in Pennsylvania allow them to steal it. We've become a Banana Republic.

The president should start executing on his second term today. He should also, in Federal Court, if we can get a vote, if we can get a count that's verifiable, legal, certifiable, with chain of custody of all these mail-in votes, if he can do that, he'll win those states.

MARIA BARTIROMO: Right.

STEVEN BANNON: If he can't do that, it's not the end of the world. We control the State legislatures, we control the courts, and most importantly, Nancy Pelosi went out of her way to flip these delegations.

We control, by I think 28 to 22, the delegations in the House of Representatives.

MARIA BARTIROMO: Yes.

STEVEN BANNON: They are the ultimate people that will vote for Donald Trump being president.

Let me give you a fact.

MARIA BARTIROMO: Walk -- all right.

STEVEN BANNON: Donald Trump won on November 3rd and Donald Trump is going to be inaugurated on the 20th of January, 2021 and the democrats are just going to have to live with that. I don't care how much whining they're going to have, how big a temper tantrum.

Treat Biden like the feckless old man he is, wandering around Wilmington, Delaware, in a car dealership. Dismiss everything.

I don't care about his website of transition.

MARIA BARTIROMO: But Steve --

STEVEN BANNON: Trump's already in his second term.

MARIA BARTIROMO: Okay.

STEVEN BANNON: What?

MARIA BARTIROMO: But we're looking at the Electoral College votes and the president is lagging there. What are these lawsuits going to do?

STEVEN BANNON: You're not -- Maria, that's not --

MARIA BARTIROMO: I want you to walk through what took place. Go ahead.

STEVEN BANNON: Maria, you're buying into the narrative. That's absolutely not true.

Because right now they're counting -- they're not

counting Georgia, they're not counting North Carolina, they're not counting Pennsylvania. He was up by 800,000 votes. All of these votes, these mail-in votes can't be certified, they can't be verified. Many of them are going to be illegal. That's why Rick Grenell is in Nevada doing this right now. Let's go to court --

MARIA BARTIROMO: Okay.

STEVEN BANNON: -- and go through every vote and see if they can all be certified. By the way, if you can't -- once you're able to do it, Trump will win that vote, but if you can't do it, it's not the end of the world. Kick it to the State legislatures.

MARIA BARTIROMO: Are they going to be able to do it?

STEVEN BANNON: Kick it to the House of Representatives.

MARIA BARTIROMO: Steve, walk through what took place --

STEVEN BANNON: It's absolutely going to be --

MARIA BARTIROMO: -- in the dead of the night.

STEVEN BANNON: Not just be -- not just be able to --

MARIA BARTIROMO: Walk through what took place in the dead of the night in Wisconsin and Michigan. Walk through what happened in the dead of the night --

STEVEN BANNON: Because these guys --

MARIA BARTIROMO: -- in Wisconsin and Michigan.

STEVEN BANNON: These guys held back -- remember when the president got up there to 230, people thought at the night was going to stop counting. These people held back uncertifiable, unverifiable mail-in votes and dumped them in the middle of the night.

So you went to bed, the nation went to bed thinking Donald Trump won an overwhelming victory -- the people, the working class people that voted for him.

They woke up in the morning and said in the dead of the night in Michigan and in Wisconsin and now in Pennsylvania, they're stealing it.

They're not going to sit there and accept that.

The president has a moral obligation, a moral obligation to implement the will of the people that voted on November 3rd, okay?

All he's got to focus on -- forget the fog of war -- focus on the objective. The objective is to be inaugurated on the 20th.

MARIA BARTIROMO: All right.

STEVEN BANNON: There are multiple paths to get there.

MARIA BARTIROMO: So --

STEVEN BANNON: And you control the high ground

and most of those paths. Just go to Federal Court.

If they can't verify every vote --

MARIA BARTIROMO: I understand.

STEVEN BANNON: -- then, hey, it goes to State legislatures and it goes to Nancy Pelosi's House, where we win.

Donald Trump -- the media is going to have to accept a very unpleasant fact: Overwhelming victory was claimed by the Trump movement in the Senate, in the House, in State legislatures.

MARIA BARTIROMO: Yeah.

STEVEN BANNON: They're going to have to understand that Donald Trump is the president of the United States and will remain the president of the United States.

MARIA BARTIROMO: So you think these lawsuits are going to be successful? You think that these lawsuits will identify fraud and expose it?

The campaign is suing --

STEVEN BANNON: Absolutely.

MARIA BARTIROMO: -- these states, the latest Nevada. Okay.

STEVEN BANNON: They will expose how they tried to steal this, how these are uncertifiable, how they have no chain of custody, and if it gets kicked to the State

legislature, if it gets kicked to the house, that's fine, because we win there also.

You win on a real count of real ballots, you win in the State legislatures --

MARIA BARTIROMO: Okay.

STEVEN BANNON: -- you win in the courts and you win in the House of Representatives and the Senate.

We have the high ground on every mode of victory.

We have to start acting like that, and he should start his second administration today.

MARIA BARTIROMO: All right, we will leave it there. Steve, you made a great case.

(End of recording.)

C E R T I F I C A T E

I, TERRI NESTORE, Certified Shorthand Reporter/ Transcriptionist, do hereby certify that I was authorized to transcribe the foregoing recorded proceeding, and that the transcript is a true and accurate transcription of my shorthand notes, to the best of my ability, taken while listening to the provided recording.

I further certify that I am not of counsel or attorney for either or any of the parties to said proceedings, nor in any way interested in the events of this cause, and that I am not related to any of the parties thereto.

Dated this 13th day of January, 2023.

Terri Nestore

TERRI NESTORE, CSR 5614, RPR, CRR

2

2021
6:4
20th
6:3 8:20
230
8:4

3

3rd
6:2 8:17

8

800,000
7:2

A

able
7:10,13,21
absolutely
6:24 7:19
9:20
accept
8:14 9:8
acting
10:9
administratio
n
10:10
ahead
6:22
around
6:8

B

back
8:3,6
ballots
10:3
BANNON
6:2,12,15,
19,23 7:8,
15,19,21
8:1,3,22,25
9:4,12,20,23
10:6
BARTIROMO
6:1,11,14,
16,21 7:7,
13,17,20,23
8:2,21,24
9:3,11,16,21
10:5,11
bed
8:8
Biden
6:7
big
6:6
buying
6:23

C

campaign
9:19
car
6:8
care
6:5,10
Carolina
7:1
case
10:12
certified
7:4,9
chain
9:25
claimed
9:9
class
8:10
College
6:17
control
8:25
count
10:3
counting
6:25 7:1,2
8:5
court
7:6 9:1
courts
10:6
custody
9:25

D

dead
7:20,24,25
8:11
dealership
6:9
Delaware
6:8
democrats
6:4
Dismiss
6:9
doing
7:5
Donald
6:2,3 8:9
9:7,13
dumped
8:6

E

Electoral
6:17
end
7:11 10:13
expose
9:18,23

F

fact
9:8
feckless
6:7
Federal
9:1
fine
10:1
focus
8:18,19
fog
8:18
forget
8:18
fraud
9:18

G

Georgia
7:1
goes
9:4,5
going
6:3,4,6,18
7:4,13,19
8:5,14 9:7,
12,17
great
10:12
Grenell
7:5
ground
8:25 10:8
guys
8:1,3

H

happened
7:25
held
8:3,5
hey
9:4
high
8:25 10:8

house
7:15 9:5,9
10:1,7

I

identify
9:18
illegal
7:5
implement
8:16
inaugurated
6:3 8:20

J

January
6:4

K

Kick
7:12,15
kicked
9:25 10:1

L

lagging
6:17
latest
9:21
lawsuits
6:18 9:16,17
leave
10:11
legislature
10:1
legislatures
7:12 9:5,10
10:4
live
6:5
looking
6:16

M

made
10:12
mail-in
7:3 8:6
man
6:7
Maria
6:1,11,14,
16,19,21,23
7:7,13,17,
20,23 8:2,
21,24 9:3,
11,16,21
10:5,11
media
9:7
Michigan
7:24 8:2,12
middle
8:7
mode
10:8
moral
8:15
morning
8:11
movement
9:9
multiple
8:22

N

Nancy
9:5
narrative
6:24
nation
8:8
Nevada
7:5 9:22
night
7:20,24,25
8:5,7,12
North
7:1
November
6:2 8:17

O

objective
8:19
obligation
8:15,16
okay
6:14 7:7
8:17 9:22
10:5
once
7:10
overwhelming
8:9 9:8

P

paths
8:22 9:1
Pelosi's
9:5
Pennsylvania
7:2 8:13
people
8:4,5,10,16
place
6:22 7:18,23
president
6:17 8:4,15
9:13,14

R

real
10:3
recording
10:13
remain
9:14
remember
8:3
Representativ
es
7:16 10:7
Rick
7:5
right
6:1,25 7:6
8:21 10:11

S

second
6:12 10:10
see
7:9
Senate
9:9 10:7
sit
8:14
start
10:9,10
State
7:12 9:4,10,
25 10:4
states
9:14,15,21
steal
9:24
stealing
8:13
Steve
6:11 7:17
10:12
STEVEN
6:2,12,15,
19,23 7:8,
15,19,21
8:1,3,22,25
9:4,12,20,23
10:6
stop
8:5
successful
9:17

suing
9:19

T

tantrum
6:6
temper
6:6
term
6:13
think
9:16,17
thinking
8:9
thought
8:4
today
10:10
transition
6:10
Treat
6:7
true
6:24
Trump
6:2,3 7:10
8:9 9:7,9,13
Trump's
6:12

U

uncertifiable
8:6 9:24
understand
9:3,13
United
9:14,15
unpleasant
9:8
unverifiable
8:6

V

verified
7:4
verify
9:2
victory
8:9 9:8 10:8
vote
7:8,11 9:2
voted
8:10,16
votes
6:17 7:3 8:6

W

walk
6:1,21 7:17,
23,24
wandering
6:8
want
6:21
war
8:18
way
7:9
website
6:10
went
8:8
whining
6:5
Wilmington
6:8
win
7:10 9:6
10:2,3,6,7
Wisconsin
7:24 8:2,12
woke
8:11
won
6:2 8:9
working
8:10
world
7:12

Y

Yeah
9:11

Exhibit 611

From: Scott, Suzanne </O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=85BFE6824750416486BDA0F78D10943E-SUZANNE.SCO>
To: Wallace, Jay (FoxNews)
Sent: 11/8/2020 1:56:02 PM
Subject: Fwd: Ratings.

Long talk with KRM and Lachlan (told them first 72 hours will be the worst of it) they are expecting:

-major overhaul of polling (WSJ doing same and will no work with NBC)
-audiences don't want to see too much of the Mayor Pete's and Coons etc in the news hours. Need to be careful about bookings next 2 months-especially in news hours
-breaking news reporting and investigative units need to get back in the game been beaten by digital reporters on breaking news this past year.

Talk more tomorrow-a lot for your to think about this week.
S

Get Outlook for iOS

From: Murdoch, Rupert [redacted]
Sent: Sunday, November 8, 2020 1:26 PM
To: Scott, Suzanne
Subject: Ratings.

Getting creamed by CNN! Guess our viewers don't want to watch it. Hard enough for me!
They'll return. (Not for Chris Wallace!).
Laura Ingraham very good and gracious.
Anyway, football today!

Sent from my iPhone

This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee(s). If you are not an addressee indicated in this message (or responsible for delivery of the message to an addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of Fox Corporation, or its subsidiaries must be taken not to have been sent or endorsed by any of them. No representation is made that this email or its attachments are without defect.

Exhibit 612

From:	Shah, Raj </O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=33A7EC98BFB14AC1B1B80D99A31D1CDE-RAJ.SHAH>
To:	Murdoch, Lachlan; Dinh, Viet; Scott, Suzanne
CC:	Schwartz, Elliott; Griswold, Alex
Sent:	11/6/2020 4:57:18 PM
Subject:	Brand Protection Roundup - 11/6/20

All,

Quite the week, see our update below.

FOX

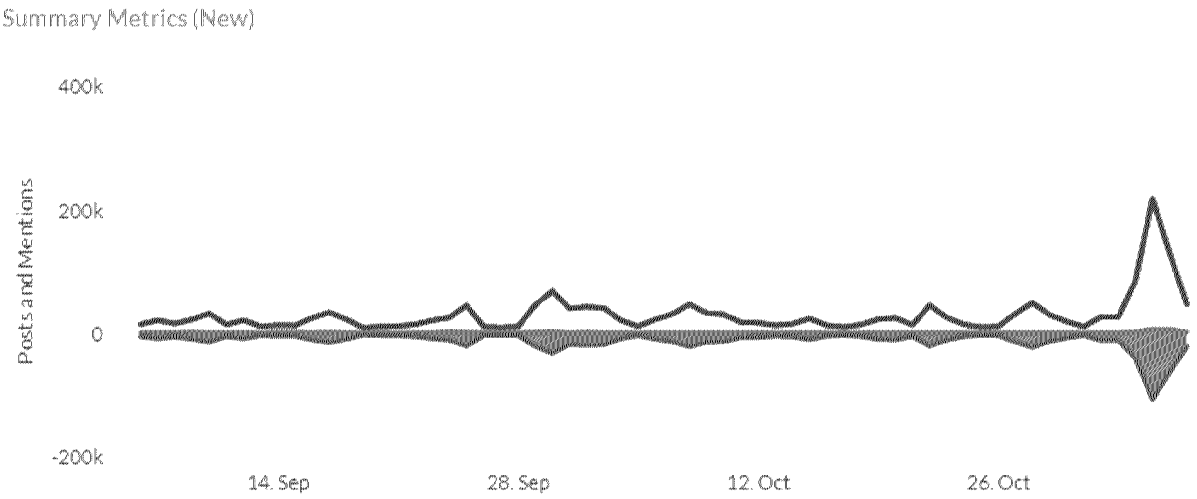
BRAND PROTECTION UNIT ROUNDUP

November 6, 2020

Top Activist Campaign Activity

This week saw a high spike in negative conservative commentary about Fox News in response to election coverage and calls made by the Fox News Decision Desk. There has been a 237% increase in tweets with negative sentiment mentioning FNC this week, largely driven by conservative criticism, rather than liberal critics. Beyond the increase in volume is an intensity we have not seen since beginning this type of monitoring over a year ago, with several conservative accounts with large followings stating they would stop watching Fox News.

We are closely monitoring conservative sentiment toward FNC in tracking data from YouGov and Morning Consult and will alert statistically significant trends.



Pictured: Tweets mentioning Fox News with a negative sentiment over the past two months (NetBase)

There was very little advertiser targeting this week besides a few generic mentions of advertiser boycotts from

conservative accounts that received little engagement.

Tweets from third party allies received 91,865 interactions this week.

Notable Attacks On Fox Brand & Talent

OUTLET	AUTHOR	POST
Raw Story	Brad Reed	Trump 'wants to destroy' Fox News — and may steal Hannity and Tucker for his own TV network: report
Daily Wire	Ryan Saavedra	Election Forecaster Nate Silver On Fox News, AP Calling Arizona For Biden: 'Should Be Retracted Now'
Huffington Post	Ed Mazza	Trump Supporters Chant 'Fox News Sucks' On MSNBC In Surreal Scene In Arizona
Newsweek	Emma Nolan	Conservatives Turn Against Fox News Over Election Coverage, Change Channel to Newsmax

Defense Of Fox Brand Efforts

Author	Instance of Pushback	Social interactions	Potential Impressions
3rd Party Allies	Tweets highlighting MSM bias and in defense or promotion of FNC talent	91,865	53,621,220

OUTLET	AUTHOR	Clicks	Impressions
Washington Post	CNN contributor Miles Taylor admitted he lied to CNN about being 'Anonymous.' It doesn't seem to be a problem for CNN.	50,100	17,700,000

Brand Polling - 7 Day Average

October 30th - November 5th

Cable News Channel	FAVORABILITY		TRUST	
	Net Favorability	Net Change (vs 1 week ago)	Trust Score	Net Change (vs 1 week ago)
Fox News	+15%	+6%	41%	+2%
CNN	+17%	+4%	40%	+1%
MSNBC	+14%	+5%	32%	+0%

YouGov Talent Favorability Tracking

30 Day Average - 10/02/20 to 11/01/20

TALENT	FAVORABILITY					
	Strongly Positive	Slightly Positive	Neutral	Slightly Negative	Strongly Negative	Not Heard Of
Tucker Carlson	18.70%	11.90%	14.00%	5.10%	26.20%	24.00%
Sean Hannity	15.80%	15.70%	14.00%	7.40%	30.40%	16.70%
Laura Ingraham	15.30%	14.90%	15.00%	3.40%	23.10%	28.20%
Bret Baier	11.90%	13.60%	16.40%	5%	8.00%	44.70%
Chris Wallace	11.40%	23.70%	20.30%	13.40%	16.00%	15.20%

TALENT	FAVORABILITY			
	Total Positive	Total Negative	Net Fav	Net Change
Tucker Carlson	**30.60%**	**31.30%**	-0.70%	-1.00%
Sean Hannity	**31.50%**	**37.80%**	-6.30%	-2.20%
Laura Ingraham	**30.20%**	**26.50%**	3.70%	+0.10%
Bret Baier	**25.50%**	**13.20%**	12.30%	-1.40%
Chris Wallace	**35.10%**	**29.40%**	5.70%	-1.90%

Exhibit 613

From: Murdoch, Rupert </O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=6F0571C63E7B49769B4A58009B115570-CRC>
To: Colin Allan
Sent: 11/6/2020 7:28:19 AM
Subject: Same stuff

Half of what Donald said was good. The other half bullshit and damaging.
Big media, big money and big tech all against him and his vote in spite of this a mighty achievement. But conspiracy with pollsters NO! Latter simply incompetent. Perhaps many run by Dems, but so what?
Giving big money not a conspiracy!
Turns out mainly a waste.
With several states now disappointingly favoring Biden hard to claim foul everywhere.

Sent from my iPhone

Exhibit 614

From: Murdoch, Rupert </O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=6F0571C63E7B49769B4A58009B115570-CRC>
To: Scott, Suzanne
Sent: 11/6/2020 5:43:50 PM
Subject: Re: Georgia widens.

Good.

Sent from my iPhone

On Nov 6, 2020, at 10:28 PM, Scott, Suzanne <Suzanne.Scott@fox.com> wrote:

Georgia widens but still a dead heat and will be pushed to a recount.

Sean just getting off radio so no update from him but he seems to understand where this is heading however will continue focus on the litigation for now.

[redacted]

Get Outlook for iOS

From: Murdoch, Rupert [redacted]
Sent: Friday, November 6, 2020 5:22 PM
To: Scott, Suzanne
Subject: Georgia widens.

Seems Rudy G giving Trump lots of bad advice and some family being more realistic!!
Has Sean spoken to POTUS yet? And his opinion?

Sent from my iPhone

Exhibit 615

From: Col Allan <[redacted]
To: Murdoch, Rupert
Sent: 11/7/2020 12:24:46 PM
Subject: Re: Good

Agree. He's unhinged. Has been for a while. I think booze has got him.

Sent from my iPhone

> On Nov 7, 2020, at 12:22 PM, Murdoch, Rupert [redacted] wrote:
>
> Ha! Just saw a bit of Rudy ranting.
> A terrible influence on Donald.
>
> Sent from my iPhone
>
>> On Nov 7, 2020, at 5:18 PM, Col Allan <[redacted] wrote:
>>
>> New York City going crazy. Horns, thousands in street. Shouting. Pity it's not snowing.
>>
>> Sent from my iPhone
>>
>>>> On Nov 7, 2020, at 11:33 AM, Murdoch, Rupert <[redacted] wrote:
>>>
>>> Yes. But calming today.
>>>
>>> CNN declares and FOX coming in minutes.
>>> I hate our Decision Desk people! And pollsters! Some of the same people I think.
>>> Just for the hell of it still praying for Az to prove them wrong! I did one fox fill this out and labor lemonade hate
>>>
>>> Sent from my iPhone
>>>
>>>>> On Nov 7, 2020, at 4:12 PM, Col Allan <[redacted] wrote:
>>>>
>>>> Why not. Weather great!! He will be playing a lot more soon.
>>>>
>>>> Sent from my iPhone
>>>>
>>>>>> On Nov 7, 2020, at 11:07 AM, Murdoch, Rupert <[redacted] wrote:
>>>>>
>>>>>
>>>>> Donald playing golf right now! (DailyMail).
>>>>>
>>>>> Sent from my iPhone
>>>>>
>>>>>
>>>>> This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee(s). If you are not an addressee indicated in this message (or responsible for delivery of the message to an addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of Fox Corporation, or its subsidiaries must be taken not to have been sent or endorsed by any of them. No representation is made that this email or its attachments are without defect.
>>>
>>>
>>> This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee(s). If you are not an addressee indicated in this message (or responsible for delivery of the message to an addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the

official business of Fox Corporation, or its subsidiaries must be taken not to have been sent or endorsed by any of them. No representation is made that this email or its attachments are without defect.
>
>
> This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee(s). If you are not an addressee indicated in this message (or responsible for delivery of the message to an addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of Fox Corporation, or its subsidiaries must be taken not to have been sent or endorsed by any of them. No representation is made that this email or its attachments are without defect.

Exhibit 616

From: [redacted]
To: Murdoch, Lachlan
Sent: 11/7/2020 2:22:35 PM
Subject: Re: Try this

Good. Few typos. eg return to ..not retain to
I would describe China as a dangerous rival. Their GDP now equal. Per capita still only 25% but growing annually at 6%.

Sent from my iPhone

On Nov 7, 2020, at 6:58 PM, Murdoch, Lachlan <lkm@fox.com> wrote:

It's great. Thanks.
L

Sent from my iPhone

On Nov 7, 2020, at 10:43 AM, Col Allan <[redacted] wrote:

It's excellent. I have passed on to boss for thoughts although I'm sure it will pass muster. I think tomorrow is the moment to publish. Regular editorial or up front? Any thoughts.

Sent from my iPhone

On Nov 7, 2020, at 1:42 PM, Col Allan <[redacted] wrote:

Leader draft. Appreciate your thoughts. Cheers.

Sent from my iPhone

Begin forwarded message:

From: Stephen Lynch <[redacted]
Date: November 7, 2020 at 1:38:03 PM EST
To: Col Allan <[redacted]
Subject: Try this

The math is looking near-impossible for President Trump to win re-election. But he should take pride in what's done for the nation and the world these last four year. It's a legacy he could easily run on in 2024 — if he quits the conspiracy-addled talk of a "stolen" election.

Trump shook up Washington and the world by disrupting bogus pieties that plagued the establishment and both parties.

Nowhere did he have greater effect than in showing the poverty of the thinking of global elites. When Trump fulfilled a longstanding US promise to recognize Jerusalem as Israel's capital and move the US embassy there, the intelligentsia insisted

it would boost chaos and and terrorism across the region.

Instead, Trump has created the contours of a new Middle East by recognizing reality on the ground — including the Iranian regime's unalterable hostility to the civilized world — abandoning decades of failed policy giving Palestinians a veto on peace. He brokered the first Middle East peace deals in years, normalizing Israel's relations with the United Arab Emirates, Bahrain and Sudan; more Gulf Arab states are likely to follow.

President-elect Joe Biden would be a fool to try to reverse these gains, or retain to the failed Iran deal where, as vice president, Iran was shipped pallets of cash that it used to fund terrorism and a renewed drive at Mideast supremacy.

Trump also got laggard NATO allies to start finally pulling their weight by meeting their commitment to spend 2 percent of GDP on their own defense. He stood up to China, the world's second-largest economy and perhaps America's most dangerous enemy, and sounded the alarm among allies about the dangers of letting the Communist regime get a foothold in the future of our technology. Past presidents were content to let China steal American intellectual property and use it against us; Trump said, "Enough."

His China policy was one part of his admirable commitment to watching out for American workers. The men and women disdained by the elites were at the forefront of his mind in every trade deal his administration negotiated, especially his NAFTA replacement, the US-Mexico-Canada accord.

Indeed, Trump did far more than any recent president for the working class, of all races. He worked from day one to end mindless regulation that stifled the businesses that put Americans to work. His 2017 tax reform package put money back into the pockets of the majority of US workers while making US businesses more competitive. That brought a booming economy with rising working-class wages and record-low unemployment rates, especially for blacks and Hispanics.

He also got Democrats, so reluctant to give him any wins in Congress, to support landmark criminal-justice reforms. The bipartisan First Step Act aims to reduce the prison population and give those leaving it a real chance at a new life.

That's why Trump gained more minority support than any other Republican candidate since 1960. He remade the party, and the party would be wise to continue his populism.

Even as the left's rabid hostility, including four years of nonstop poison from most of the media, looks to have carried the election against him, the rest of the GOP did well, likely keeping its Senate majority despite having to defend far more seats that the Dems — and gaining enough House seats to cripple the power of Speaker Nancy Pelosi (or her replacement).

To lock in his legacy, though, Trump must rally Republicans to move forward — by behaving with dignity in the face of likely defeat.

Yes, the election saw a lot of unfairness: Pollsters demoralizing Republicans with predictions of a Biden landslide and a Democratic blue wave; states adopting Democrat-boosting election rules in the face of the pandemic; media in the tank for Joe Biden and relentlessly supporting his absurd claim that Trump is to blame for every COVID death.

But the president's aides have shown no evidence that the election was "stolen": Where Trump won several key states by razor-thin margins to take the White House in 2016, Biden seems to have done the same this year. It undermines faith in Democracy, faith in the nation, to push baseless conspiracies. Get Rudy Giuliani off TV. Ask for the recounts you are entitled to, wish Biden well, and look to the future.

If Trump persists in wild talk to the contrary, he'll lead his people into irrelevance and marginalize his own voice. His years in the White House have transformed the nation, but refusing to let go now will make it easier for his enemies to undo it all.

Exhibit 617

From: lkm@fox.com
To: Murdoch, Rupert
Sent: 11/7/2020 11:58:31 AM
Subject: Re: Call.

I think good to be careful. Especially as we are still somewhat exposed on Arizona.

L

Sent from my iPhone

> On Nov 7, 2020, at 8:54 AM, Murdoch, Rupert [redacted] wrote:
>
>
> We should and could have gone first but at least being second saves us a Trump explosion!
>
> Sent from my iPhone

Exhibit 618

From: [redacted]
To: Jack Keane
Sent: 11/9/2020 7:38:51 AM
Subject: Re: Election Fraud

Thanks Jack,

You may be right but Donald needs better lawyers than Rudy, who is past his prime. Told they are finding to difficult to get someone to coordinate it all. Nobody in Washington wants to touch it!
If anything to be done it's extremely late.

Rupert

Sent from my iPhone

> On Nov 9, 2020, at 12:24 PM, Jack Keane <jkeane@[redacted]> wrote:
>
> Dear Rupert,
>
> Maria B's Sunday show provided excellent coverage of serious election fraud allegations. Given that 4 contested states almost simultaneously stopped counting votes around midnite followed later by Alaska appears to be a coordinated and possibly a pre-planned event if Trump was leading. Moreover the Trump lawyers are alleging that the Democrats
> developed a software computer program to switch and also add votes which would help explain the reason for the vote stoppage.
> Have no idea if there is any evidence to support these allegations to include the many more allegations concerning the mail-in ballots. Given what happened to undermine the Trump presidency to include Obama and Biden's complicity it makes sense to take the allegations seriously and try to get the evidence to support it, which will likely be quite challenging. The issue I assume is that no doubt voter fraud occurred as it usually does in certain places historically but can it be proved that it happened on such a scale to overturn a states outcome and then do so in a number of states to change the Biden perceived victory.
> It certainly places added emphasis on the Georgia runoff
> elections in January to insure they are above board.
> Lindsey Graham wants as much of this exposed to reduce possibility of reoccurrence. I told him we need bi-partisan congressional legislation to establish national voting and vote counting standards. What Florida did to fix their system after the 2000 election debacle is a good place to start as a benchmark.
>
>
> Best to you and the family, Jack
>
>
> Office: [redacted]
> Mobile: [redacted]

Exhibit 619

From: Murdoch, Rupert </O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=6F0571C63E7B49769B4A58009B115570-CRC>
To: Scott, Suzanne
Sent: 11/9/2020 9:27:56 AM
Subject: Re: Vaccine.

Thanks. All very true.
Lots of sane Fox viewers still believe in Trump Jack Keane for instance.

Sent from my iPhone

On Nov 9, 2020, at 2:23 PM, Scott, Suzanne <Suzanne.Scott@fox.com> wrote:

Pivot but keep the audience who loves and trusts us...we need to make sure they know we arent abandoning them and still champions for them.

From: Murdoch, Rupert [redacted]
Sent: Monday, November 9, 2020 9:22 AM
To: Scott, Suzanne <Suzanne.Scott@fox.com>
Subject: Re: Vaccine.

Right.

Sent from my iPhone

On Nov 9, 2020, at 2:19 PM, Scott, Suzanne <Suzanne.Scott@fox.com> wrote:

yes on it
lots of good stories for us today
time to pivot

From: Murdoch, Rupert [redacted]
Sent: Monday, November 9, 2020 8:52 AM
To: Scott, Suzanne <Suzanne.Scott@fox.com>
Subject: Vaccine.

Huge story today. People will be hungry for every detail.
What if it happened two weeks earlier!?

Sent from my iPhone

Exhibit 620

EXCERPTED TRANSCRIPT

In the Matter Of:

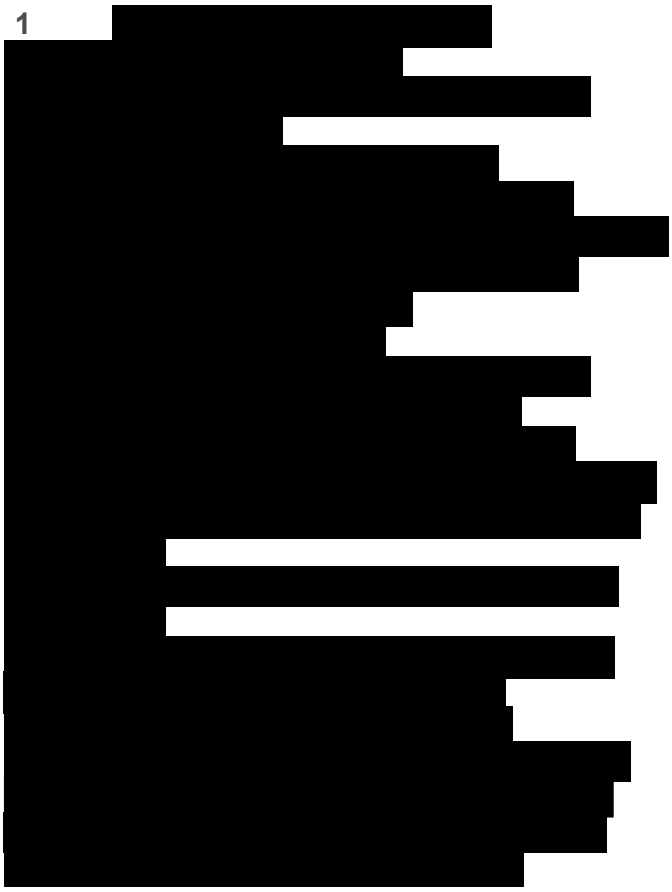
U.S. Dominion vs

Fox News Network

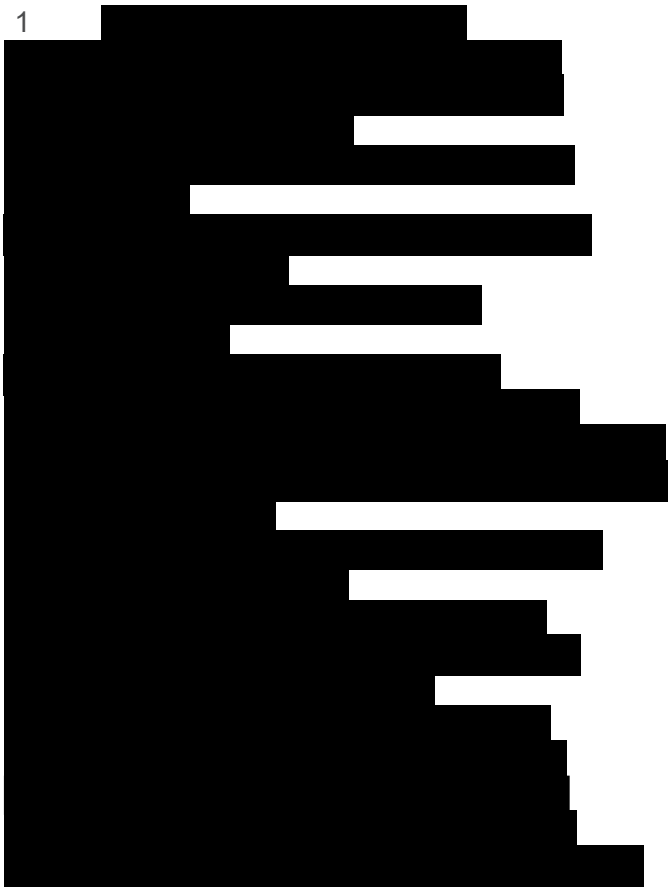
PAUL RYAN

January 31, 2023

Page 33



Page 34



Page 35

P. RYAN - CONFIDENTIAL

content and news content to viewers, which is what it does.

Q. Who do you think Fox appeals to?

A. The largest demographic in America for ratings.

Q. And is there a particular audience that it appeals to?

A. Actually, it crosses -- it cuts across a lot of demographics. So I wouldn't say one particular group.

Q. Hold on, sir. I'm trying to get --

A. Should I click over for another --

Q. No. I'm trying to get to -- this is, again, the disadvantages here of Zoom depositions --

A. That's okay.

Q. -- as we go forward here. And I'm trying to do it in the easiest way.

A. No worries.

Q. And, of course, it's not letting me do this.

A. I'll hit refresh.

Page 36

P. RYAN - CONFIDENTIAL

Q. Yeah, no. I'm sorry. I need to go off the record for five minutes while we do a little snafu on my end. I apologize for that.

A. It's okay.

THE VIDEOGRAPHER: The time is 10:06 a.m. and we are going off the record.

(Recess taken from 10:06 a.m. to 10:10 a.m.)

THE VIDEOGRAPHER: The time is 10:10 a.m. and we are back on the record.

BY MR. NELSON:

Q. Sir, do you believe that Fox News can drive coverage of the day?

MR. CARTER: Objection to form.

A. I don't know if I would use the word "drive." I don't think I'd describe it that way. I think they can cover the news of the day.

Q. What do you mean that you wouldn't describe it --

A. I don't know what you mean by

Page 37

P. RYAN - CONFIDENTIAL

"drive" necessarily, other than I think they can cover the news of the day. If news is being made, they can clearly amplify that news being made by covering it.

Q. What do you mean by they can "clearly amplify that news being made by covering it"?

A. If news is being made, if a person in government is doing a press conference or saying something, they can cover that and that gets amplified.

Q. Well, sir, I guess you were one of the leading, and for a period of time perhaps the leading public figure as a Republican in the country, right? When President Obama was President, you served as Speaker of the House, correct?

A. Correct.

Q. And when President Trump was President, you continued to serve as Speaker of the House, correct?

A. That's right.

Q. And you really have a firsthand

Page 38

P. RYAN - CONFIDENTIAL

view of how public officials and viewers respond to public events, is that fair?

MR. CARTER: Objection to form.

A. Yes. Can you clarify the question for me?

Q. You have an in-depth understanding of how public officials and viewers respond to news.

MR. CARTER: Object to the form.

A. I had lots of press conferences and made news in those press conferences, and those were broadcast on television. So viewers would see that. So I guess I understand -- I think that's what you're asking.

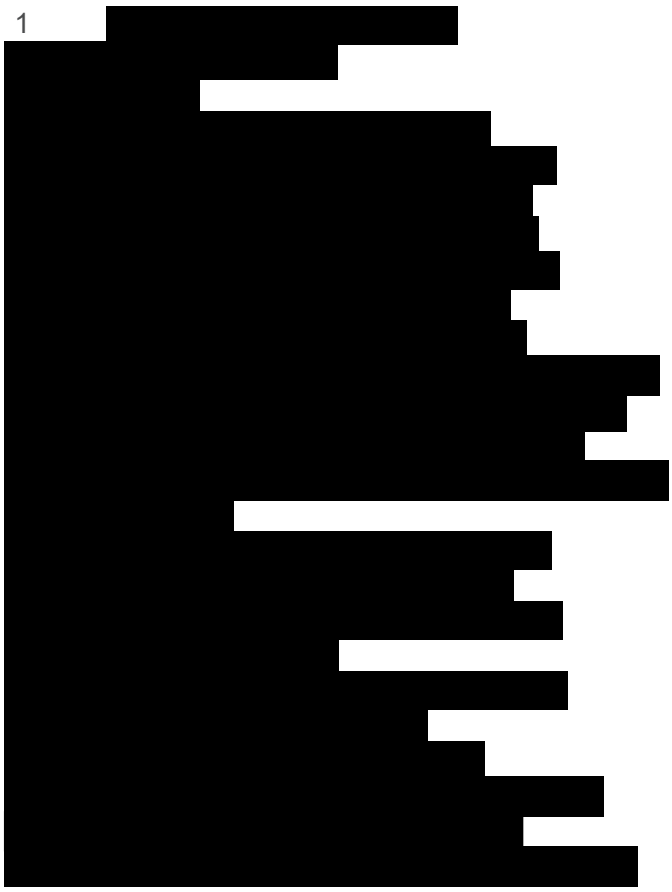
Q. Well, you also saw how viewers and public officials would react to news events that you were not involved in, correct?

A. Sure, including ones I was involved in.

Q. Right. Across the board, you observed how people across the political spectrum would react to events and how they

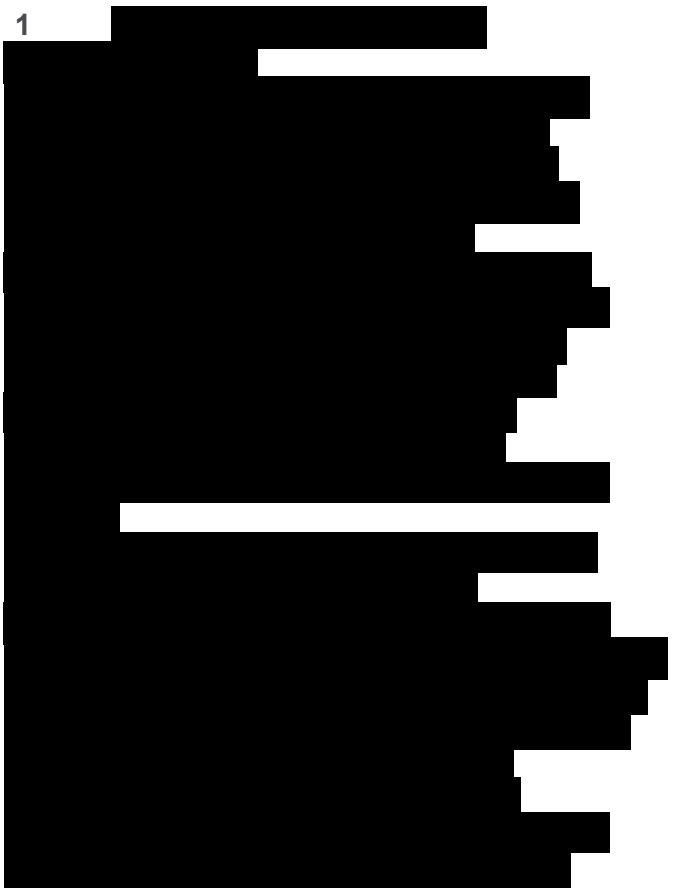
Page 39

1

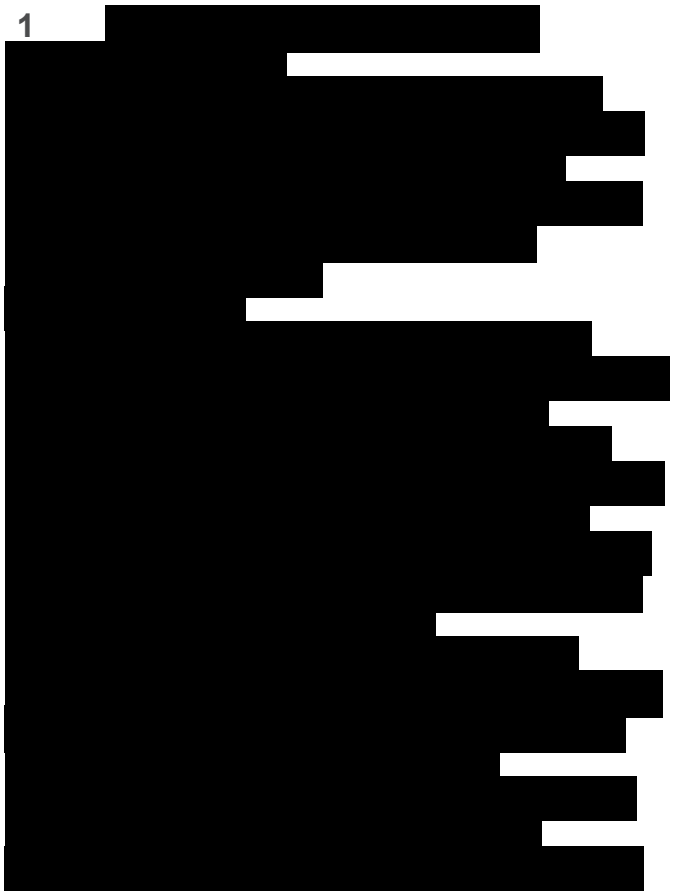


Page 40

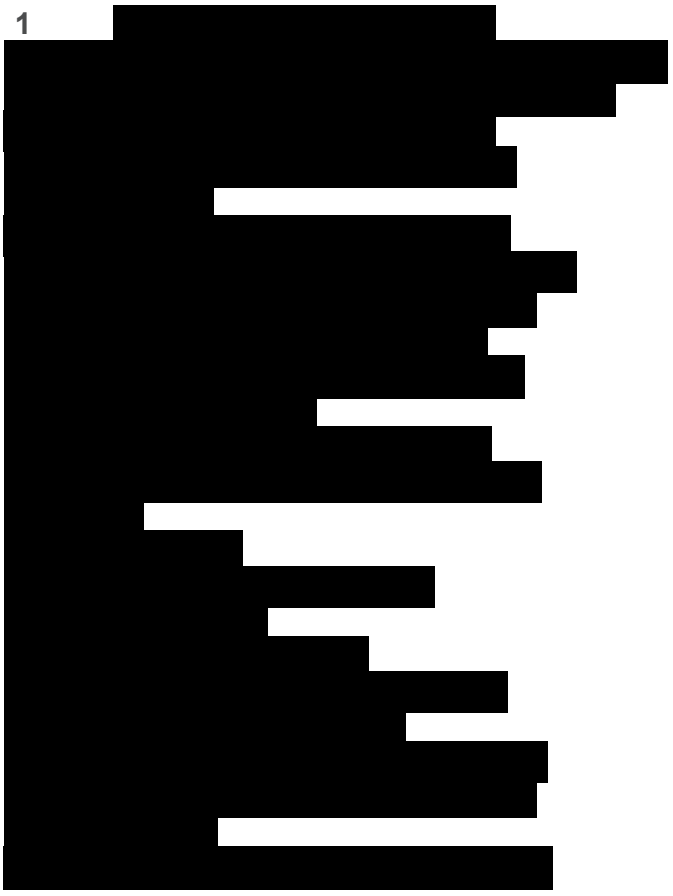
1



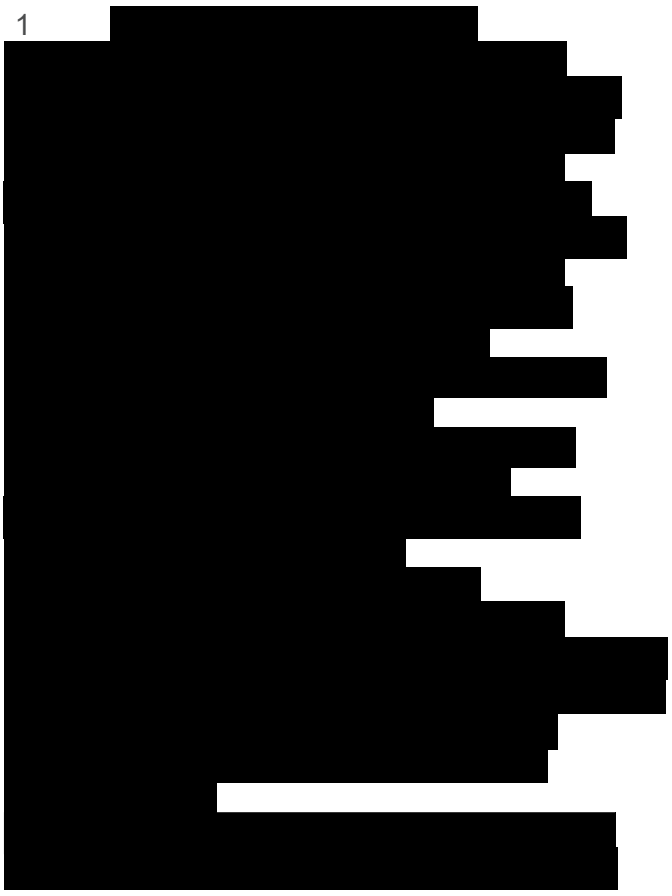
Page 45



Page 47



Page 46



Page 48

P. RYAN - CONFIDENTIAL

guess, a Fox contributorship. Steve, my assumption would be Steve Hayes. They are very close friends and we're all friends. And to my earlier point, I think it's important to have all these different voices on the air and I relayed that to him.

Q. Why did you think it was particularly important that they stay on Fox News?

A. Part of this -- that was more in a personal capacity, not necessarily as a board member, but in my personal capacity, my personal belief that a multitude of voices should be heard. Plus, I'm a fan of Jonah Goldberg's. I think he's a very articulate conservative.

Q. Prior to the election, did you think that Trump -- let me just rephrase.

Prior to the 2020 Presidential Election, did you think that Donald Trump was going to lose?

A. I did.

Q. Did you have conversations along

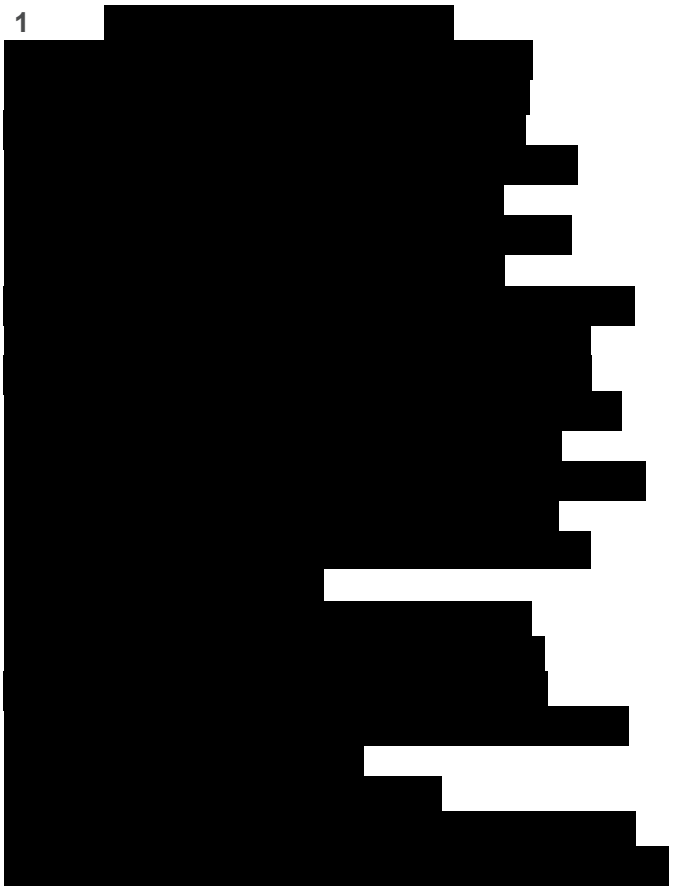
Page 49

P. RYAN - CONFIDENTIAL
those lines with other people?
A. I would assume so. Having been in politics most of my life, it's a daily conversation with friends and everyone else about my political speculations. And I did believe he was not going to win the 2020 election.
Q. And you were aware, sir, that prior to the 2020 Presidential Election, he was making these baseless claims of election fraud should he lose, right?
MR. CARTER: Objection to form.
A. Right.
Q. He was laying the predicate if he did lose to blame election fraud, right?
A. I do recall that.
Q. And from your perspective, it was well known that he was laying this false predicate, correct?
MR. CARTER: Objection. Form.
A. Yes, it was -- I'm trying to jog my memory -- but yes, I do recall him making these noises before the election.
Q. And how often do you talk to

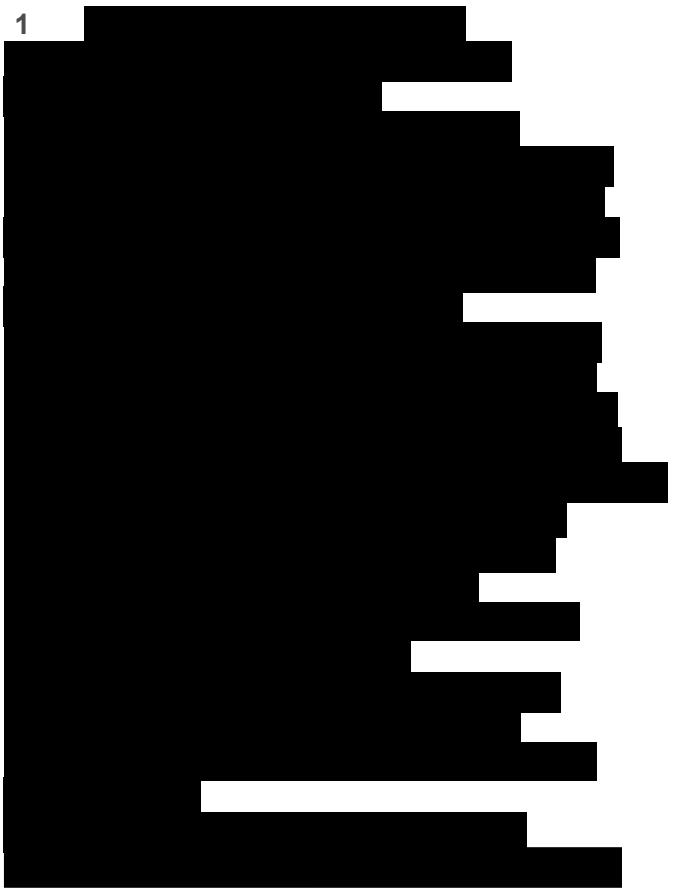
Page 50

P. RYAN - CONFIDENTIAL
Rupert Murdoch?
A. Well, quarterly board meetings and episodically in between. So I wouldn't say a regular cadence of frequency, but episodically we'll communicate with one another in between those board meetings on occasion.
Q. And we'll get into the board meetings in a little bit.
In those episodic conversations in between board meetings, what do you talk about?
A. Hunting, politics, family, many things in between.
Q. Do you talk about Fox Corporation?
A. Of course.
Q. And what are the types of conversations that you have concerning Fox Corporation?
A. I think -- well, as I mentioned before, Fox Corporation has lots of holdings, so from sports, to weather, to trying to figure out how to position

Page 51



Page 52



Page 53

P. RYAN - CONFIDENTIAL
important to offer your perspective, for people to hear different viewpoints.
And I know that -- I think that's an important function for a board member to do, offer your personal perspective.
Q. And you believe that if Rupert Murdoch does not want something to air, it will not air, right?
MR. CARTER: Objection to form.
A. I wouldn't necessarily say that. I don't know exactly how the chain of command works between the Fox Corporation and Fox News and how the delineation of responsibilities and those decisions are made.
So I really cannot speak to that. You would really have to ask Rupert, Lachlan and the leadership at Fox.
Q. Okay. We'll get into that in a little bit.
And do you believe it is the role of the board to set direction and strategy?
MR. CARTER: Objection to form.
A. That's a -- can you be more

Page 54

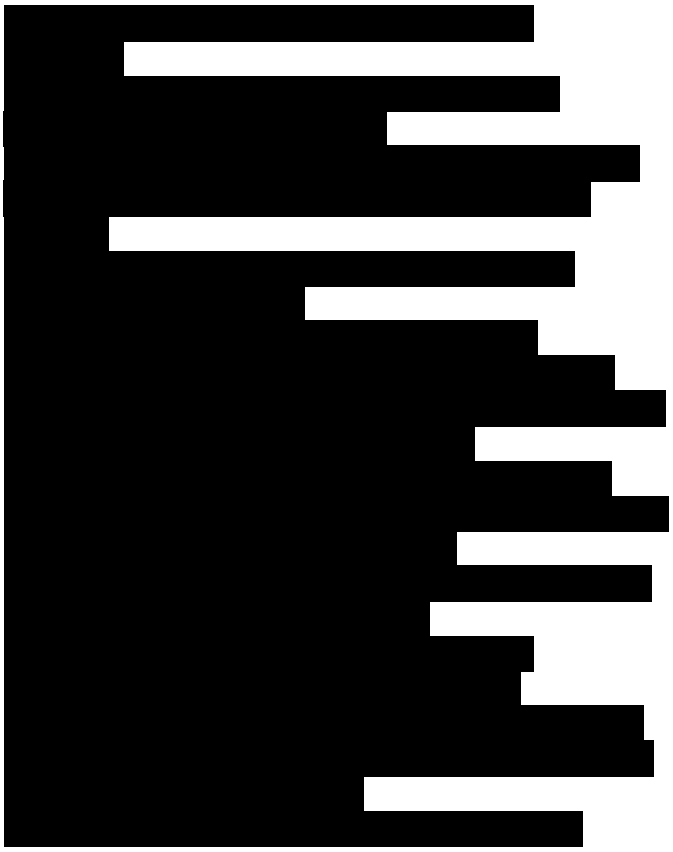
P. RYAN - CONFIDENTIAL
specific? Is it a direction of strategy for the entire corporation on --
Q. Yes, sir, we'll get into specifics in a little bit. My question is a broad one, intentionally at first, and let me just rephrase.
Do you believe that it is the role of the board to set direction and strategy?
MR. CARTER: Same objection.
A. It is not the role of the board to direct personnel and content on the news channel. It is the role of the board to direct -- to help direct strategy for the overall corporation, which involves a multitude of things.
Q. You're aware from the Fox financials that Fox News contributes a very outsized portion of the profits of Fox Corporation, correct?
MR. CARTER: Object to the form.
A. I am aware of that.
Q. You would agree, sir, that Fox News is an incredibly important part of Fox

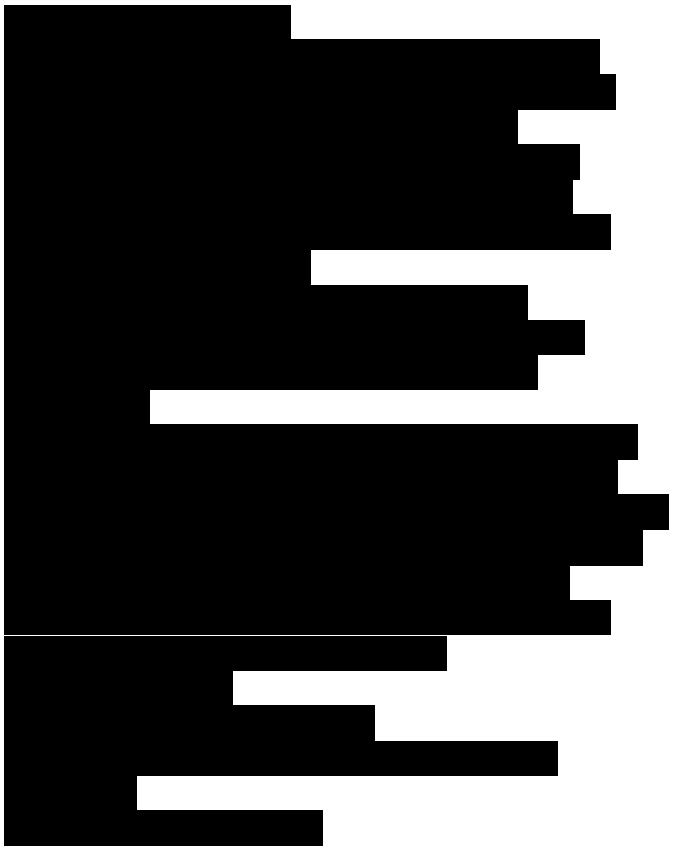
Page 55

P. RYAN - CONFIDENTIAL
Corporation, correct?
MR. CARTER: Objection to form.
A. I agree with that statement.
Q. Do you believe that your role as a board member on Fox Corporation provides a role to help direct strategic vision for Fox News?
MR. CARTER: Objection to form.
A. It is not the role of a board member to direct content or personnel decisions or day-to-day news-making decisions on Fox News. That's not what we do at the board.
Q. My question was a different one.
A. Yeah.
Q. My question was, is it the role of a board member to help guide strategic direction for Fox News overall?
A. I think that's a fair assessment provided your understanding of what strategic direction matches with mine -- that's why I'm trying to give you the better clarity.
The board doesn't direct content.

Page 56

P. RYAN - CONFIDENTIAL
It doesn't direct personnel decisions. It helps oversee the overall strategy of the entire corporation, including all of its subsidiaries.
Q. All right. And, sir, you also talk to Lachlan Murdoch, is that fair?
A. I do.
Q. And what do you talk to Lachlan Murdoch about?
A. Similar things.
Q. Like what?
A. Company -- I'll give my personal political views sometimes and just the overall direction of the corporation. A lot of talk about the NFL contract that was coming due, streaming strategies. We launched a new weather channel. Lots of things.
Q. And would you also have similar discussions, sir, about how Fox News should cover Donald Trump?
A. Would I have had discussions about that?
Q. Yes, sir.





MR. CARTER: Objection to form.

A. I didn't know it. I believed it.

Q. Fox News called the election for Joe Biden on November 7th, correct?

A. I'll take your word at it. I don't know what day it was.

Q. Okay. When Fox and every single every other major media outlet called the election for Joe Biden, at that point you understood that there was not some massive fraud that was going to change the results, right?

A. I never believed there was to begin with. But as far as the proof of that or the disproof of that, that took some time.

Q. Okay. Is it your understanding that Dominion committed election fraud by rigging the 2020 presidential election?

MR. CARTER: Objection to form.

A. It is not my understanding.

Q. Okay. You don't believe that, do you?

A. Correct, I do not believe that.

Q. Have you ever seen any credible evidence that Dominion committed election fraud by rigging the 2020 presidential election?

MR. CARTER: Objection to form.

A. I have not seen any credible evidence.

Q. Have you ever believed that Dominion committed election fraud by rigging the 2020 presidential election?

MR. CARTER: Objection to form.

A. I have not.

Q. Do you believe that Dominion's software and algorithms manipulated vote counts in the 2020 presidential election?

MR. CARTER: Objection to form.

A. No, I do not believe that.

Q. Have you ever believed that Dominion's software and algorithms manipulated vote counts in the 2020 presidential election?

MR. CARTER: Objection to form.

A. No. I didn't know who Dominion was until after the presidential election.

Page 97

P. RYAN - CONFIDENTIAL

Q. Have you ever seen any credible evidence that Dominion's software and algorithms manipulated vote counts in the 2020 presidential election?

MR. CARTER: Objection to form.

A. No, I have not.

Q. Do you believe that Dominion is owned by a company founded in Venezuela to rig elections for the dictator Hugo Chavez?

MR. CARTER: Object to the form.

A. I have no idea how the ownership is structured.

Q. Do you believe they --

A. I don't believe that, but I don't know -- I don't know. I can't speak to it. I don't know how they're owned.

Q. Okay. Have you ever believed that Dominion is owned by a company founded in Venezuela to rig elections for the dictator Hugo Chavez?

MR. CARTER: Object to the form.

A. That sounds fantastical to me.

Q. It does, doesn't it?

A. Uh-huh.

Page 98

P. RYAN - CONFIDENTIAL

Q. And it's an allegation, you would agree, that sounds fantastical and crazy when you say it, correct?

MR. CARTER: Objection to form.

A. I agree with that assessment.

Q. Have you ever seen any credible evidence that Dominion is owned by a company founded in Venezuela to rig elections for the dictator Hugo Chavez?

MR. CARTER: Objection to form.

A. I have not.

Q. Do you believe that Dominion paid kickbacks to governmental officials who used its machines in the 2020 presidential election?

MR. CARTER: Object to the form.

A. I can't speak to that. I have no idea.

Q. Have you ever seen any credible evidence that Dominion paid kickbacks to governmental officials who used its machines in the 2020 presidential election?

MR. CARTER: Objection to form.

A. No, I have not seen such evidence.

Page 99

P. RYAN - CONFIDENTIAL

Q. Have you ever believed that Dominion paid kickbacks to governmental officials who used its machines in the 2020 presidential election?

MR. CARTER: Object to form.

A. I have no idea. I can't speak to it. Never heard of it.

Q. Do you believe that Dominion was engaged in a massive and coordinated effort to steal the election?

MR. CARTER: Objection to form.

A. I do not.

Q. Have you ever believed that Dominion was engaged in a massive and coordinated effort to steal the election?

MR. CARTER: Objection to form.

A. No.

Q. Have you ever seen any credible evidence that Dominion was engaged in a massive and coordinated effort to steal the election?

A. No.

MR. CARTER: Object to the form.

Page 100

P. RYAN - CONFIDENTIAL

Q. Do you believe that Dominion was involved in an effort to delegitimize and destroy votes for Donald Trump?

MR. CARTER: Object to the form.

A. I do not believe.

Q. Have you ever believed that Dominion was involved in an effort to delegitimize and destroy votes for Donald Trump?

MR. CARTER: Same objection.

A. Same answer, no.

Q. Have you ever seen any credible evidence that Dominion was involved in an effort to delegitimize and destroy votes for Donald Trump?

MR. CARTER: Object to the form.

A. I have not.

Q. Do you believe that Dominion was involved in an effort to manufacture votes for Joe Biden?

MR. CARTER: Objection to form.

A. No.

Q. Have you ever believed that Dominion was involved in an effort to

Page 101

P. RYAN - CONFIDENTIAL
manufacture votes for Joe Biden?
MR. CARTER: Objection to form.
A. Say it again? I'm sorry?
Q. Have you ever believed that Dominion was involved in an effort to manufacture votes for Joe Biden?
A. No, I do not believe that.
MR. CARTER: Object to form.
Q. Have you ever seen any credible evidence that Dominion was involved in an effort to manufacture votes for Joe Biden?
MR. CARTER: Object to the form.
A. I have not.
Q. Do you believe that Dominion used an algorithm to calculate the votes they would need to flip and then use computers who flip those votes from Trump to Biden?
MR. CARTER: Objection to form.
A. I do not believe that.
Q. Have you ever believed that Dominion used an algorithm to calculate the votes they would need to flip and then use computers to flip those votes from Trump to Biden?

Page 102

P. RYAN - CONFIDENTIAL
MR. CARTER: Objection to form.
A. I have never believed that.
Q. Have you ever seen any credible evidence to support that fanciful notion?
MR. CARTER: Object to the form.
A. I have not.
Q. Do you believe that Dominion's software is where the fraud took place?
MR. CARTER: Object to the form.
A. Say it again?
Q. Do you believe that Dominion's software is where the fraud took place?
MR. CARTER: Objection to form.
A. No. I don't know that any fraud did take place.
Q. Have you ever believed that Dominion's software is where the fraud took place?
MR. CARTER: Objection to form.
A. No.
Q. Have you ever seen any credible evidence that Dominion software is where the fraud took place?
MR. CARTER: Object to the form.

Page 103

P. RYAN - CONFIDENTIAL
A. I have not.
Q. Do you believe that there were algorithms that would stop the vote count and go in and replace votes for Biden and take away Trump votes?
MR. CARTER: Object to the form.
A. I do not.
Q. Have you ever believed that there were algorithms that would stop the vote count and go in and replace votes for Biden and take away Trump votes?
MR. CARTER: Objection to form.
A. I have never believed that.
Q. Have you ever seen any credible evidence for that fanciful notion?
MR. CARTER: Object to the form.
A. I have not.
Q. Do you believe Dominion is a company that is owned by Smartmatic?
MR. CARTER: Object to the form.
A. I am not exactly familiar with their ownership structure --
Q. Have you ever seen --
A. -- Smartmatic. I don't know how

Page 104

P. RYAN - CONFIDENTIAL
their ownership works.
Q. Have you ever -- you agree that it is -- let me back up for that one.
A. I don't know who owns Dominion.
Q. You agree that it is very easy to verify who owns the company, correct?
MR. CARTER: Object to the form.
A. Correct.
Q. You agree that it would basically take a search lookup on some Secretary of State website in Delaware or others to determine ownership, correct?
A. Correct.
Q. Have you ever believed that Dominion is a company that is owned by Smartmatic?
MR. CARTER: Objection to form.
A. I don't know. I don't know who owns them.
Q. You just know that it would be easily verified?
A. I know that you could find the answer to that question if you wanted to.
Q. Do you believe that Dominion was

Page 105

P. RYAN - CONFIDENTIAL
founded as a company to fix elections?
MR. CARTER: Objection to form.
A. You mean to rig elections, to change elections? Is that your question?
Q. My question is, do you believe Dominion was founded as a company to fix elections?
MR. CARTER: Object to form.
A. By "fixed," you don't mean make it electronic? You're saying change the outcome of election, is that what you mean?
Q. Correct, sir.
A. No, I don't believe that.
Q. Okay. Do you believe that states have no ability to audit meaningfully the votes that are cast because the servers are someplace else?
MR. CARTER: Objection to form.
A. No.
Q. Have you ever believed that the states have no ability to audit meaningfully the votes that are cast because the servers are someplace else?
MR. CARTER: Objection to form.

Page 106

P. RYAN - CONFIDENTIAL
A. No. States run their own elections.
Q. And have you ever seen any credible evidence that the states have no ability to audit meaningfully the votes that are cast because the servers are someplace else?
MR. CARTER: Objection to form.
A. I have seen no evidence to that effect.
Q. And, in fact, as a follower of the news, you were aware that in the days following the election, there were multiple audits and hand counts that confirmed the results of the election, correct?
A. That's correct.
Q. And you're aware that those audits and hand counts were widely reported so as to make sure that people knew there was no evidence of some machine fraud that flipped the election, correct?
MR. CARTER: Objection to form.
A. I think that's a fair statement, yes.

Page 107

P. RYAN - CONFIDENTIAL
Q. Do you believe that Dominion was part of an end game of a four and a half year long effort to overthrow Donald Trump?
MR. CARTER: Objection to form.
A. No.
Q. Have you ever believed that Dominion was part of an end game of a four and a half year long effort to overthrow President Trump?
MR. CARTER: Objection to form.
A. No.
Q. Have you ever seen any credible evidence to support that fanciful notion that Dominion was part of an end game of a four and a half year long effort to overthrow President Trump?
MR. CARTER: Objection to form.
A. I have not.
Q. Do you believe that Dominion was not just created to produce altered voting results in Venezuela for Hugo Chavez, but then shipped internationally to manipulate votes for purchase?
MR. CARTER: Objection to form.

Page 108

P. RYAN - CONFIDENTIAL
A. I do not believe that.
Q. Have you ever believed that?
MR. CARTER: Object to the form.
A. No, I've never believed that.
Q. Have you ever seen any credible evidence for that fanciful notion?
MR. CARTER: Objection to form.
A. I have not.
Q. Do you believe that some of the governors and secretaries of state who bought Dominion's systems did it as a type of gravity to line their own pockets or make sure that their election was successful?
MR. CARTER: Objection to form.
A. You mean for themselves?
Q. Yes.
A. No -- yeah, no, I don't believe that.
Q. Have you ever believed that notion?
MR. CARTER: Objection to form.
A. I have not.
Q. Have you ever seen any credible

Page 109

P. RYAN - CONFIDENTIAL
evidence for that notion?
MR. CARTER: Objection to form.
A. I have not.
Q. You agree that's a pretty serious allegation to make, right?
MR. CARTER: Object to the form.
A. It is.
Q. You would agree that you would want some evidence to make that allegation?
MR. CARTER: Object to the form.
A. I do. But if I'm not mistaken, the President and his representatives made that allegation or something to that effect.
Q. Do you believe that Dominion's sole original purpose was to have fraudulent elections and to be used all over the world to defy the will of the people?
MR. CARTER: Object to the form.
A. I do not believe that.
Q. Have you ever believed that Dominion's sole original purpose was to have fraudulent elections and to be used

Page 110

P. RYAN - CONFIDENTIAL
all over the world to defy the will of the people?
MR. CARTER: Object to the form.
A. Nope.
Q. Have you ever seen any credible evidence to support this ridiculous notion that Dominion's sole original purpose was to have fraudulent elections and be used all over the world to defy the will of the people?
MR. CARTER: Object to the form.
A. I have not.
Q. Do you believe that the 2020 presidential election was free and fair?
A. I do.
Q. Do you believe that Sidney Powell ever unearthed any credible evidence about her claims of election fraud?
MR. CARTER: Objection to form.
A. I don't believe she did.
Q. Do you believe that Rudy Giuliani ever unearthed any credible evidence about his claims of election fraud?
MR. CARTER: Object to the form.

Page 111

P. RYAN - CONFIDENTIAL
A. I don't believe so.
Q. Do you believe that Dominion was involved in a system-wide election fraud definitely impacting the swing states and likely going far beyond that?
MR. CARTER: Object to the form.
A. I don't believe that.
Q. Have you ever believed that Dominion was involved in a system-wide election fraud definitely impacting the swing states and likely going far beyond that?
MR. CARTER: Object to the form.
A. I have never believed that.
Q. Have you ever seen any credible evidence to support that ridiculous notion?
MR. CARTER: Object to the form.
A. I have not.
Q. Do you believe that in the 2020 presidential election there were the alteration and changes of millions of votes?
MR. CARTER: Object to the form.
A. I do not believe that.

Page 112

P. RYAN - CONFIDENTIAL
Q. Have you ever believed that in the 2020 presidential election there were alteration and changes in millions of votes?
MR. CARTER: Same objection.
A. I have never believed that.
Q. Have you ever seen any credible evidence to suggest that in the 2020 presidential election there were the alteration and changes in millions of votes?
MR. CARTER: Object to the form.
A. Nope.
Q. Do you believe that Dominion is part of one huge, huge criminal conspiracy?
MR. CARTER: Object to the form.
A. Two huges?
Q. Two huges.
A. No.
Q. Have you ever believed that Dominion is part of one huge, huge criminal conspiracy?
MR. CARTER: Object to the form.
A. No, I don't.

Page 113

P. RYAN - CONFIDENTIAL

Q. Have you ever seen any credible evidence to suggest this ridiculous notion that Dominion is part of one huge, huge criminal conspiracy?

MR. CARTER: Object to the form.

A. I have not.

Q. Do you believe that Dominion has a tried and true method of fixing elections by calling a halt to the voting when a candidate is running too far behind?

MR. CARTER: Object to the form.

A. I don't believe that.

Q. Have you ever believed that Dominion has a tried and true method of fixing elections by calling a halt to the voting when a candidate is running too far behind?

MR. CARTER: Object to the form.

A. No, I have not.

Q. Have you ever seen any credible evidence to suggest this ridiculous notion?

MR. CARTER: Object to the form.

A. I have not.

Q. Do you believe that Dominion

Page 114

P. RYAN - CONFIDENTIAL

software lets someone know when you are behind and allowing them to call off the counting?

MR. CARTER: Object to the form.

A. No.

Q. Have you ever believed that?

MR. CARTER: Object to the form.

A. No, I've never believed that.

Q. Have you ever seen any credible evidence to suggest that ridiculous notion?

MR. CARTER: Object to the form.

A. I have not.

Q. Do you believe that Dominion allows the votes to be mirrored and monitored allowing an intervening party a realtime understanding about how many votes will be needed to gain an electoral advantage?

MR. CARTER: Objection to form.

A. No, I don't.

Q. Have you ever believed that Dominion allows the votes to be mirrored and monitored allowing an intervening party a realtime understanding of how many votes

Page 115

P. RYAN - CONFIDENTIAL

will be needed to gain an electoral advantage?

MR. CARTER: Object to the form.

A. No, I don't.

Q. Have you ever seen any credible evidence to suggest this ridiculous notion that Dominion allows the votes to be mirrored and monitored allowing an intervening party a realtime understanding of how many votes will be needed to gain an electoral advantage?

MR. CARTER: Objection to form.

A. I have not.

Q. Do you believe that President Trump won by not just hundreds of thousands of votes, but by millions of votes that were shifted by Dominion's software that was expressly designed for that purpose?

A. No, I don't.

Q. Have you ever believed that President Trump won by not just hundreds of thousands of votes, but by millions of votes that were shifted by Dominion's software that was expressly designed for

Page 116

P. RYAN - CONFIDENTIAL

that purpose?

MR. CARTER: Objection to form.

A. No, I do not.

Q. Do you believe there was a massive election fraud?

A. No, I do not. I've made that clear.

Q. And you've never believed that there was a massive election fraud?

A. I've never believed that.

Q. You've never seen any credible evidence to suggest there was a massive election fraud?

A. That's correct.

Q. Do you believe that there were substantial sums of money being given to family members of state officials who bought Dominion?

MR. CARTER: Objection. Form.

A. I don't believe that.

Q. Have you ever believed that?

A. I don't know anything about that.

Q. Have you ever believed that?

A. No.

MR. CARTER: Objection to form.

A. No.

Q. Ever seen any credible evidence to suggest that?

MR. CARTER: Objection to form.

A. No.

Q. Do you believe that the machines had to stop and the counting had to stop in multiple places because President Trump's lead was so great at that point they had to stop the counting and come in and backfill the votes they needed to change the result?

MR. CARTER: Objection to form.

A. That sounds like a similar question you asked a minute ago, but no, I don't believe that.

Q. Where you've never seen any credible evidence to suggest that, fair?

MR. CARTER: Object to the form.

A. Correct.

Q. And you've never believed that, correct?

MR. CARTER: Object to the form.

A. Just waiting for him to say his

thing. Correct.

Q. Do you believe Dominion software changed the election?

MR. CARTER: Objection to form.

A. I do not.

Q. Have you ever believed that Dominion software changed the election?

MR. CARTER: Same objection.

A. No, I've never believed that.

Q. Have you ever seen any credible evidence to suggest that Dominion software changed the election?

MR. CARTER: Objection to form.

A. I have not.

Q. Do you believe that there was an overnight popping of the vote tabulation that cannot be explained?

MR. CARTER: Objection to form.

A. What -- I don't -- overnight popping? What do you mean when you say that?

Q. Well, for example, you're aware in Wisconsin --

A. Oh, you mean the red wave --

yeah, okay. What's the question?

Q. Do you believe --

A. Red wave and red mirage -- the red mirage, I think we call it -- that's a familiar name that happens in host of our elections.

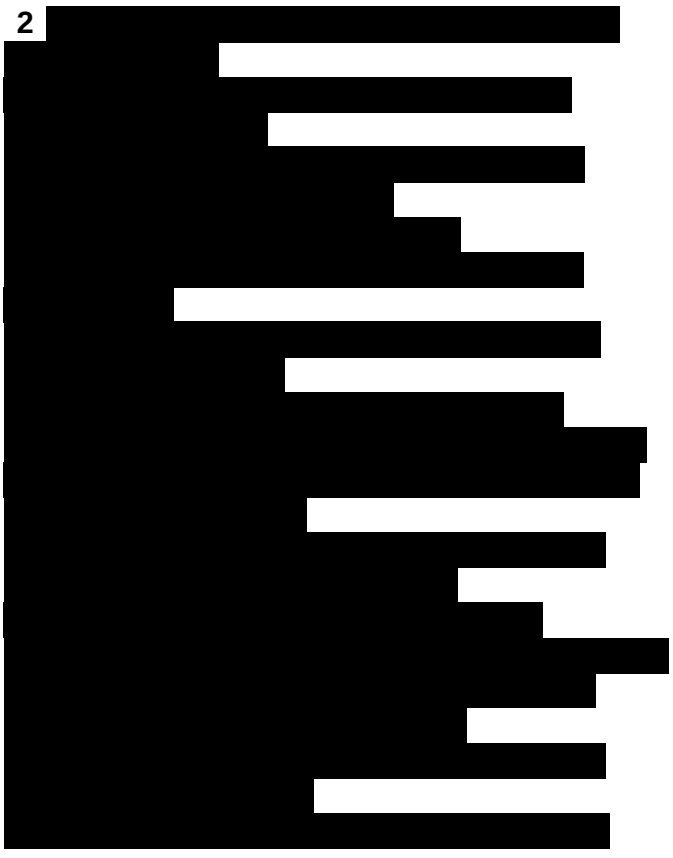
Q. Right. And so you don't believe there was an overnight popping of the vote tabulation that cannot be explained, right?

MR. CARTER: Objection. Form.

A. Correct.

Q. Because it's familiar to anyone who studies elections --

A. I've represented that area in Wisconsin for 20 years. I'm familiar with the dynamic. The Republican vote goes up and then the Democrat votes come in later. That's the way the nature of how voting works. So you have a run-up of Republicans, and then Democrat votes come and pull that lead down. And the question is whether you're up or down on the election. That's very, very typical -- very familiar with how that works in



Page 145

P. RYAN - CONFIDENTIAL
you testified to this before, you were aware that these conspiracy theories began to be aired on Fox, correct?
MR. CARTER: Objection to form.
A. I mean, I think Rudy Giuliani and Sidney Powell had a press conference throwing this stuff out there, I believe it was after that time. So yes, it would not surprise me that these things were aired on TV because they were being made by the President and his spokespeople.
Q. You were also aware, based upon articles that you would have read in numerous news sources, including the New York Times, including the Washington Post that these conspiracy theories were being aired on Fox News shows like Maria Bartiromo and Lou Dobbs, correct?
MR. CARTER: Objection to form.
A. I didn't watch those shows. Frankly, I never watch those shows. But that wouldn't surprise me. I would assume they're being aired on CNN, MSNBC and every cable outlet that covers their press

Page 146

P. RYAN - CONFIDENTIAL
conferences and the things they were saying about it.
Q. I'm sorry, I don't think you understood my question. Let me try this again. I'm not asking whether you watched them at the time.
A. Yeah, yeah.
Q. What I am asking about is whether you were aware, as other news outlets reported, that Fox was hosting Sidney Powell and Rudy Giuliani on its air.
A. Yes, I -- probably. Nothing specifically comes to my mind, but it would not surprise me if I did know that. I think I probably did.
Q. Okay. And, in fact, there was a board meeting of Fox Corporation in approximately mid-November of 2020 in Los Angeles.
Do you recall that, sir?
A. Sounds about a time when we'd have a quarterly board meeting. That's about when we have that quarterly. We have quarterly meetings and that's around that

Page 147

P. RYAN - CONFIDENTIAL
time when that meeting occurs in the quarter.
Q. Did you attend that board meeting in person?
A. I likely did, yes.
Q. Who else attended that board meeting?
A. You'd have to consult with the minutes and with Fox executives as to who all attended it. It was a couple of years ago. We've had a lot more meetings since.
Q. Based upon your recollection, as we sit here today, who do you recall having attended that meeting?
A. I just wouldn't know off the top of my head who did or did not attend it. We have four meetings a year. This was in 2020. It's now 2023. I don't specifically recall who was at that meeting. But that's easy for you to find out.
MR. NELSON: Okay. Let's go to what we'll mark as Exhibit 7007.
(Ryan Exhibit 7007, Fox Corp., Board Offsite, Bates FoxCorp00074285,

Page 148

P. RYAN - CONFIDENTIAL
remotely introduced and provided electronically to the reporter.)
BY MR. NELSON:
Q. And, sir, it's going to come at you just right now and it's FoxCorp 74295?
A. Got it. There, see, now you have an answer to your question.
Q. Sir, these were the people who attended the November 2020 board meeting in Los Angeles.
A. Okay.
Q. You tell me, sir.
A. Oh, yeah, it sounds about right. Like again, this is three years ago. So that looks about right. It would not surprise me that this was the list of the people who attended. Looks about right to me.
Q. Okay. You recall Ms. Suzanne Scott being there, she gave a presentation, right?
A. That's fairly typical. Division chiefs obviously -- fairly frequently present to the board.

Page 149

P. RYAN - CONFIDENTIAL

Q. Okay.
A. Yeah, this was -- I do -- this was at the Fox studios.
Q. Okay. And you recall Mr. Steven Tomsic attending?
A. He always attends board meetings. He's the CFO.
Q. You recall Mr. Viet Dinh attending?
A. He's the GC. He does always attend as well.
Q. Let's back up to Steve Tomsic. Do you discuss Fox Corporation business with Steve Tomsic?
A. Yes, he is the CFO.
Q. What do you talk about with respect to Mr. Tomsic?
A. Pretty much finance.
Q. Sorry?
A. Finance. He's the CFO, so financial issues.
Q. Do you discuss content or programs with Mr. Tomsic?
A. Not really. Not that I recall.

Page 150

P. RYAN - CONFIDENTIAL

Q. Okay. Do you discuss Fox Corporation business with Mr. Viet Dinh?
A. Yes. He's the general counsel.
Q. Outside of the quarterly board meetings, do you discuss Fox Corporation business with Mr. Viet Dinh?
A. Yes.
Q. What do you discuss?
MR. CARTER: I suspect you're not asking him about any privileged legal conversations?
BY MR. NELSON:
Q. No, I don't want to get into the substance of any privileged legal conversations. To the extent that you talk about legal matters, I would like to know that at a high level, but also anything else that you discussed. But I do not want any specifics of any details of the legal conversations that you might have with him, sir.
A. Can you repeat the question again? I just want to make sure I got it right.

Page 151

P. RYAN - CONFIDENTIAL

Q. Outside -- well, outside of the quarterly board meetings, do you discuss Fox Corporation business with Mr. Dinh.
You said yes.
I asked you what do you discuss?
A. Anything involving the Fox Corporation, frankly, and sometimes a little football and family.
Q. Fair.
Do you discuss Fox News in the broadest scope of the word with Mr. Viet Dinh?
A. Yes, among other things, yes.
Q. Do you discuss Fox News programming with Mr. Viet Dinh?
A. Not on a regular basis, but it wouldn't surprise me if I did at this time. This was -- remember, this was during the presidential elections. We all have opinions. So it wouldn't surprise me if I did so at this time.
Q. What would you discuss with him related to Fox News programming?
A. My opinions on things.

Page 152

P. RYAN - CONFIDENTIAL

Q. What would -- like what?
A. I don't even know if I actually had a conversation with him or not, but I've talked to Viet about anything involving Fox. I talk to him about NFL contracts, streaming, cord cutting, and I probably did express my opinions about Trump's conduct and all the rest. So it wouldn't surprise me if any of those matters were part of the conversation.
Q. Okay. I'm just marking up my name on the list, sir.
Mr. John Nallen attended that board meeting, sir?
A. Yeah, he's the COO. He always attends board meetings.
Q. Do you discuss the content of Fox News with Mr. Nallen?
A. I probably have, but not as much. It's usually operational matters I discussed with him.
Q. Like what?
A. Macro business operations.
Q. Okay, but not specifics of Fox

Page 153

P. RYAN - CONFIDENTIAL
News programming?
A. Not as much, no.
Q. Would you have had similar conversations with Mr. Nallen as you did with Mr. Dinh about programming choices on Fox --
A. I see their roles as different. Viet Dinh is somebody -- because I'm non gov, I probably spend more time with Viet Dinh than I do with John Nallen. Plus I've known Viet Dinh for many years.
Q. Mr. Lachlan Murdoch attended that November board meeting?
A. I believe so, yes.
Q. And we've already discussed your conversations with Mr. Lachlan Murdoch. So we won't rehash them here.
Going to the board, did Mr. Chase Cary attend that board meeting?
A. I'm taking this as an accurate reflection. I don't recall any of these people not being there. So I believe -- it was an offsite to discuss lots of issues involving -- well, I don't know if I want

Page 154

P. RYAN - CONFIDENTIAL
to get into it -- involving just the macroeconomic business environment for cable and the rest. So I think everybody was there.
Q. You recall Mr. Hernandez being there?
A. I believe so.
Q. You recall Ms. Dias being there?
A. I believe so.
Q. You recall Mr. Nasser being there?
A. Yes.
Q. You recall Mr. Rupert Murdoch being there?
A. I think so.
Q. And in those board meetings, sir, you said that you would discuss, I think you just termed it macroeconomic issues, is that right?
A. Yeah, because you have on the second page here, if you scroll down, some of the topics. And I know some of these are prospectives from Wall Street, media choices. That was an off-site where we

Page 155

P. RYAN - CONFIDENTIAL
were discussing just the future of cable and streaming. And that was -- it's a very important part of this business. So that was -- if memory serves, the basis, the main part of our conversation and we had some outside analyst give us their views on the future of cable and the future of our streaming.
Q. And, sir, I believe actually if you go to page 5, there was a dinner at a sushi restaurant that first night, correct?
A. Hang on a second.
Q. Under detailed agenda, page 4, and then it goes to page 5.
A. Oh, yeah. Okay, thank you. I do remember a dinner. Okay, yeah. I forgot the name of the restaurant -- yeah.
Q. Sir, I guess either in the board meetings themselves or in conversations like at the dinner, did the topic of the election come up?
A. Probably did. This was November -- what date was this, November 11th -- yeah, I can't imagine it wouldn't.

Page 156

P. RYAN - CONFIDENTIAL
Every American was talking about it at the time.
Q. Yeah, this is the dinner would have been November 10th, and then going through the 11th and the 12th.
Did the topic of Fox News covering the election come up?
A. Not that I specifically recall, but it wouldn't surprise me if it did.
Q. Did the topic, for example, of Fox News' call of Arizona come up?
A. Again, not that I specifically recall, but it wouldn't surprise me if it did.
Q. Did the topic of Donald Trump spreading baseless election conspiracy theories come up?
MR. CARTER: Objection to form.
A. Again, I don't specifically recall the specific dinner conversation, but it wouldn't surprise me. This is November 11th, so it would surprise me if we were not talking about the news today.
Q. Did the topic of how Fox News was

Page 157

P. RYAN - CONFIDENTIAL
covering the election in these conspiracies come up?
MR. CARTER: Object to the form.
A. Not that I recall, but it's not implausible at all.
Q. Okay. And, sir, do you believe that one way that Fox and Fox News would grow was to super-serve and expand Fox's loyal audience?
A. I believe Fox grows if its ratings grow. So I think that's what you're saying.
Q. You're aware that, one way to grow Fox revenue and profit was to provide more content to its so-called super fans or loyal audience?
MR. CARTER: Object to the form.
A. That's part of what Fox Nation is about. So serving Fox's customer base with content does help the business, I would say it that way.
Q. And you're also aware that if Fox News loses trust with its loyal audience that would adversely affect Fox, correct?

Page 158

P. RYAN - CONFIDENTIAL
MR. CARTER: Object to the form.
A. If ratings go down, revenue goes down.
Q. And if Fox loses its core of its super fans, that would have an even more pronounced effect on Fox ratings and revenue, right?
MR. CARTER: Object to form.
A. I don't see it as a zero sum game. They can always grow in other places.
Q. Fair enough.
But certainly you would not want to lose the people who are most loyal to Fox, fair?
A. It's fair you don't want to lose viewership, but you can always have other strategies to gain viewership.
Q. One of the strategic objectives of Fox Corporation was to super-serve and expand Fox's loyal audience, correct?
MR. CARTER: Objection to form.
A. I would refer you to management about the specifics of that, but generally

Page 159

P. RYAN - CONFIDENTIAL
the premise of if your ratings go down, you lose revenue. If your ratings go up, you increase revenue.
Q. Well, I guess my question to you, sir, is the board also was aware that if for Fox News to grow, one way of doing that was to super-serve its loyal audience, fair?
MR. TORCHINSKY: Object to the form.
A. I think of it a bit differently. One of the reasons we -- Fox has created Fox Nation is to try and deal with the challenge of cord cutting. You know what I mean when I say cord cutting?
Q. I do. What do you mean by cord cutting?
A. People suspending their cable subscription or their satellite TV subscriptions. So that's a challenge in cable, it's a challenge in television. And the question is where does a viewer go when they cut the cord, do they go to a certain type of streaming service.

Page 160

P. RYAN - CONFIDENTIAL
That is a very important factor or challenge in the evolution of this industry and that's something that Fox attempts to try and navigate to improve its business -- improve upon its business model.
So, to me it's more of a question of macroeconomic factors in this industry and it's one of the reasons Fox Nation was created, was to try and provide a platform that can give a person a LAN who doesn't have cable.
Q. One of the strategic objectives that the board heard about with respect to Fox News' digital strategy was, in fact, to super-serve and expand Fox's loyal audience, correct?
MR. CARTER: Objection to form.
A. The point of Fox Nation is to have loyal Fox viewers have a digital platform to go to to view content.
Q. And if there were not loyal Fox viewers, they would not go to Fox Nation, fair?

Page 161

P. RYAN - CONFIDENTIAL
MR. CARTER: Object to the form.
A. Yeah, Fox Nation is a place where people can go to get more content.
Q. And if people are dissatisfied with Fox generally, they're not going to pay additional money to go to Fox Nation, correct?
A. Probably a fair assessment.
MR. NELSON: Okay. Let's mark as Exhibit 7008, F N 193551592, sir.
(Ryan Exhibit 7008, Fox News Media, Digital Expansion, November 11, 2020, Bates FNN019_03551592, remotely introduced and provided electronically to the reporter.)
A. Let me know when you're sending it.
Q. It's coming to you right now.
And, sir, if you go -- this is the presentation to the board on November 11th, 2020, correct?
A. This looks familiar. If it was that -- is that where the date is? Let me look at the date -- yes, that's what it

Page 162

P. RYAN - CONFIDENTIAL
looks like to me.
Q. And, sir, Fox Nation and Fox News Media, the vision was to expand Fox's footprint to get ahead of this cord cutting, correct?
A. Yes, among other things, yes.
Q. And to plan for the future, correct?
A. To add another offering, yes. Yes, it's a future move, sure.
Q. Right. So as to not be IBM in a Microsoft world, fair?
A. That's a fair analogy.
Q. Okay. And, sir, if you go then, in fact, to I guess the third page of the document, it talks about the growth of Fox News Media over the years, correct?
A. You mean page number 4?
Q. Page number -- it's really I guess page number 4, I guess, of the document.
A. Yeah.
Q. Linear and digital.
A. Uh-huh.

Page 163

P. RYAN - CONFIDENTIAL
Q. And it talks about the different launches and Fox Nation was envisioned as the next step in the evolution, correct?
A. Uh-huh.
Q. Sorry, that's a yes?
A. Sorry, yes, I apologize.
Q. Sometimes "uh-huhs" don't show up on the transcript.
A. Yes, we're moving to a digital world and so the business is evolving with digital offerings in this digital world that society is moving to.
Q. And under "Strategic Objectives," do you see that on the next page, page 5?
A. Yes, that's basically what I just said.
Q. Right. And then the third bullet point says what?
A. The third, "Super-Serve & Expand Our Loyal Audience."
Q. And what's the sub bullet say under that?
A. "Keep audience within the Fox News ecosystem, invest in new platforms and

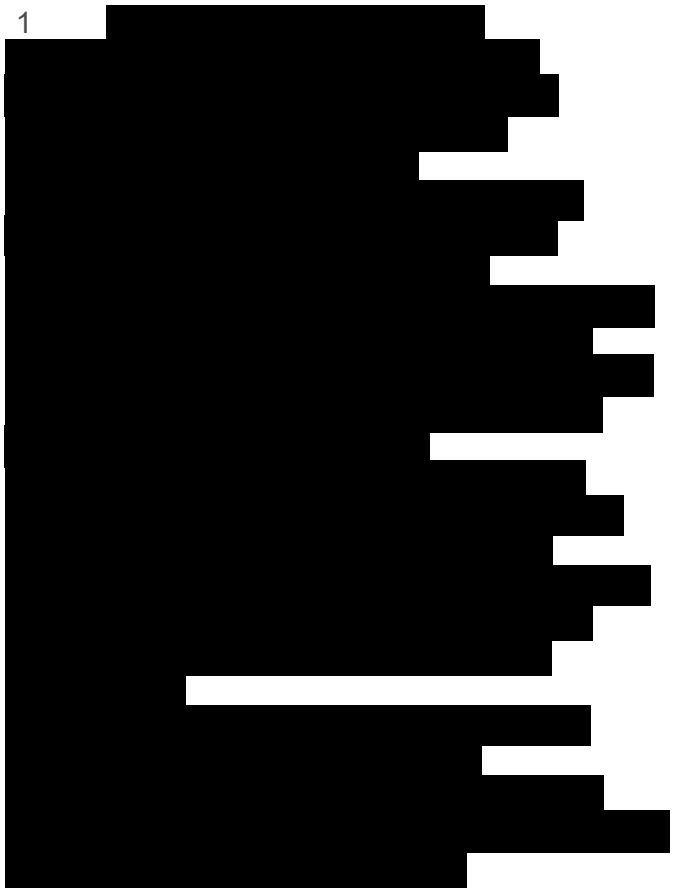
Page 164

P. RYAN - CONFIDENTIAL
new content genres to deliver what our audience wants and to drive growth."
Q. Right. And that's consistent with what your recollection of the presentation that occurred on November 11, 2020 to the board?
A. It is.
Q. Okay. And at that board meeting and the dinner the night before, you know, offhand conversations, you were, in fact, discussing the political events of the day with the people there, including Ms. Suzanne Scott, correct?
MR. CARTER: Objection to form.
A. I mean, not that I specifically recall, but I would be shocked if I didn't. It was November 11th, after the presidential election. So it's totally -- it's absolutely plausible that we did. I don't have a specific recollection of what exactly we talked about. This is three years ago. A lot of things have happened in between then and now.
Q. And you were aware, sir, that

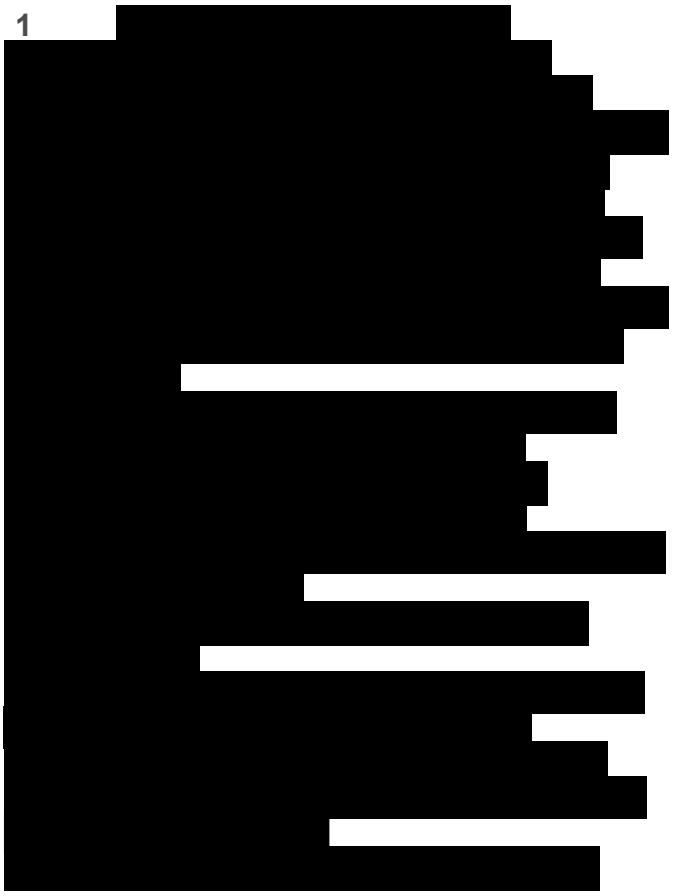
Page 165

P. RYAN - CONFIDENTIAL
after the November 2020 presidential election, there was going to be two senate runoffs in Georgia in early January 2021 that would determine control of the Senate, Republican control if they won at least one of those seats, and Democratic control if they won both of those seats, correct?
A. I remember very well.
Q. And you believed that Republicans desperately needed and wanted Trump's enthusiasm in Georgia, correct?
MR. CARTER: Objection to form.
A. Are you asking what I believed at the time?
Q. Yes, sir.
A. Yeah, I believed we needed to win one of those two seats to have the majority, and that voter turnout was pretty important. So yeah, that makes sense. Anybody who knows anything about politics would believe that.
Q. And President Trump's enthusiasm was important to that, correct?
MR. CARTER: Objection to form.

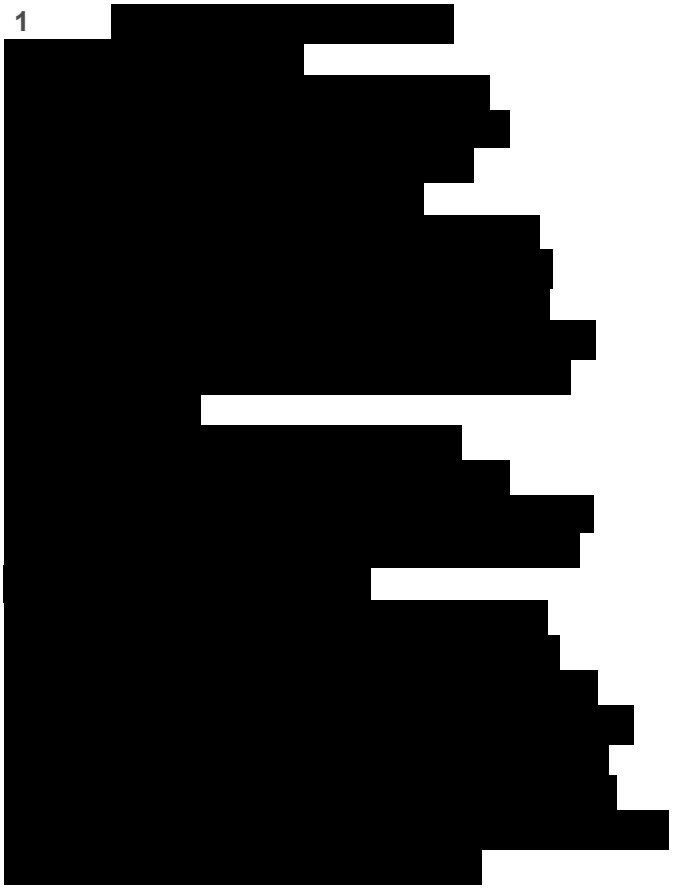
Page 166



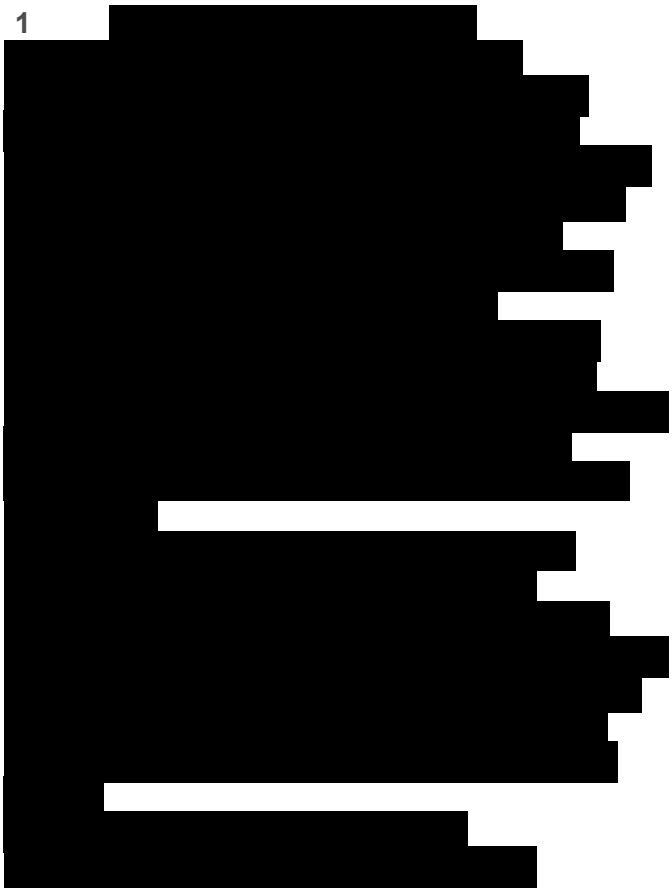
Page 167



Page 168



Page 169



Page 170

P. RYAN - CONFIDENTIAL

opinions about anything politically related or Fox related, given the fact that I'm a board member of Fox. So it's entirely plausible that people are offering me their opinions on these things.

You have to understand it's a few years ago and I get a lot of text messages and e-mails. So I can't speak with specificity, but it wouldn't surprise me.

Q. Okay, that's fair.

Let's go to the next document and I have a warning for you, sir, that this document, as produced, is even smaller type than normal and will test all of our eyes.

This is -- again, as produced to us, this is 7009 and this is PDR 220. And we might have to blow it up because --

A. Tell me when you're sending it.

Q. -- because it's difficult to read. And I will tell you it's coming at you right now, sir.

(Ryan Exhibit 7009, E-mail, Bates PDR_00000220, remotely introduced and provided electronically to the

Page 171

P. RYAN - CONFIDENTIAL

reporter.)

A. 220?

Q. Yes, sir. And again, this is from your e-mail and you might need to blow it up.

A. I see it. Yep, I see it.

Q. Sorry, sir?

A. It's an e-mail from Anne Dias to me?

Q. Yes, sir. Who is Anne Dias?

A. She is a board member of Fox.

Q. And you communicate with her about Fox Business, fair?

A. Well, she's a friend of mine. We were friends before we were board members. So we're also personal friends. She's been a friend of mine for many years.

Q. And you talk to her even outside the context of Fox, about Fox?

A. Well, about lots of things. We're friends.

Q. Fair enough.

A. We speak personally and she's a fellow board member of Fox as well.

Page 172

P. RYAN - CONFIDENTIAL

Q. Okay. And the Axios story that this is referencing, again, it's hard to see in practice, but you can see the bottom of the page -- do you see it says: Scoop Trump eyes digital empire to wreck Fox?

It's the bottom of the first page.

Do you see that, sir?

A. Yes, I see that.

Q. And that's the Axios story as reported by the reporter there, correct?

A. Yeah, I see that.

Q. And then --

A. I don't see a link to it, but I see it.

Q. Yeah, and then if you turn the page, it's some link to the story?

A. Okay, that's that picture -- yeah, yeah, I see that.

Q. And from a strategic perspective, sir, did you believe that it was important to lock up Fox talent so that they did not go to another competitive network?

MR. CARTER: Objection to form.

Page 173

P. RYAN - CONFIDENTIAL

A. I remember this issue and it was, you know, from reading all of these things, and I do remember the idea of Trump trying to build his own, I guess, rival network, but then pretty quickly concluded it wasn't viable. Just the cost that it involved to do such a thing, I don't think he'd ever be able to do.

Q. No, I understand, and we will get to that, I promise. My question, sir, was a separate one.

A. I can't speak to things like that, I can't. I do remember him at the time, either there was speculation about him, or I forgot if he said it or not. I do remember the notion of him trying to create his own TV network and that being a potential competitive challenge. I do remember that.

Q. And in the e-mail that Ms. Dias writes to you, she says it was great to see you. Presumably that was a reference to the board meeting that had just concluded that day or the day before, correct?

Page 174

P. RYAN - CONFIDENTIAL

A. Yeah, it sounds like it. What's the date of e-mail?

Q. November 12th.

A. Yeah, it sounds right, yeah.

Q. And it says: Forwarding the Axios story in case you haven't seen. And then it says: It's exactly as you described it.

Do you see that, sir?

A. Uh-huh. That's a yes.

I see it -- I'm sorry, yeah, yeah, I do see it.

Q. And that does refresh your recollection, does it not, that you did discuss President Trump and the future of Fox during those board meeting days, correct?

A. I don't remember if we discussed that specifically, but it is definitely a topic du jour. I haven't read this -- I mean, maybe I read this article then, I don't know what this articles says, but it's totally plausible that Anne and I were discussing Trump trying to build his own TV

Page 175

P. RYAN - CONFIDENTIAL

network.

Q. And it was something, as is described here, that you would have mentioned not just to Anne, but more generally in the board meeting?

MR. CARTER: Objection to form.

A. Not that I recall.

Q. "Trump needs a scapegoat and it's now Fox."

Do you see that's her description of what you said in those two days?

MR. CARTER: Object to the form.

A. That's kind of what it looks like. But I've just known Trump for a long time -- I can't even say -- I know him well, I served with him for two years, so it's fairly typical for him to act like that.

Q. What do you mean "it's fairly typical of him to act like that"?

A. His pattern of behavior has become somewhat predictable. Therefore, I think that's probably what she was describing, a conversation where I

Page 176

P. RYAN - CONFIDENTIAL

described Donald Trump and how he is.

Q. My question to you, sir, is can you say whether that was under oath a conversation that occurred just to Ms. Dias during those two days or was it to other people as well?

A. I don't recall. I just don't.

Q. Again, you say his pattern of behavior had become what predictable. What do you mean by that?

A. Well, I think everybody in America knows what his pattern of behavior is like. Just the way he acts. He acts in a fairly predictable way.

Q. What is that, sir?

A. He's a self-promoter, just the way his sort of narcism works, just making things about Trump.

Q. Mr. Rupert Murdoch called him a mad egomaniac. Would you agree with that assessment?

MR. CARTER: Objection to form.

A. I don't know if I'd use those words, but an egomaniac sounds about right,

Page 253

P. RYAN - CONFIDENTIAL
but a lot of people -- a lot of people -- my own friends and constituents in Wisconsin sincerely believed that something bad happened.
So I can't speak -- that's why I try to put this in context for you.
Q. And I understand that, sir, but I guess my question is, doesn't Fox News have an obligation to tell the truth that, in fact, there was not massive fraud in the election and to make sure that the people actually know the truth as opposed to Fox hosts endorsing the opposite?
MR. CARTER: Objection to form.
A. I would agree with that statement. It just sometimes takes time to figure out what is right and what is wrong, what is true and what is false. It's easier to make an allegation than it is to disprove an allegation unfortunately in society today.
Q. So once that is determined what is right and what is wrong, at that point it should not go on the air anymore.

Page 254

P. RYAN - CONFIDENTIAL
A. Well, I think you have to also consider the source. And if it's the President of the United States and his surrogates, that in and of itself is newsworthy.
Q. Are you aware, sir, that in Mr. Rupert Murdoch's deposition he said that in hindsight Fox could have been more strong in denouncing these false claims of election fraud?
MR. CARTER: Objection to form.
A. I haven't seen it, but that wouldn't surprise me that he would say that.
Q. You agree with that, don't you, that Fox could have been more --
A. I didn't believe any of this stuff to begin with, so...
But again, he was the President, so that is newsworthy. But yes, I didn't believe this stuff to begin with. You know my point.
Q. Don't you believe that there is a way to cover these allegations that are

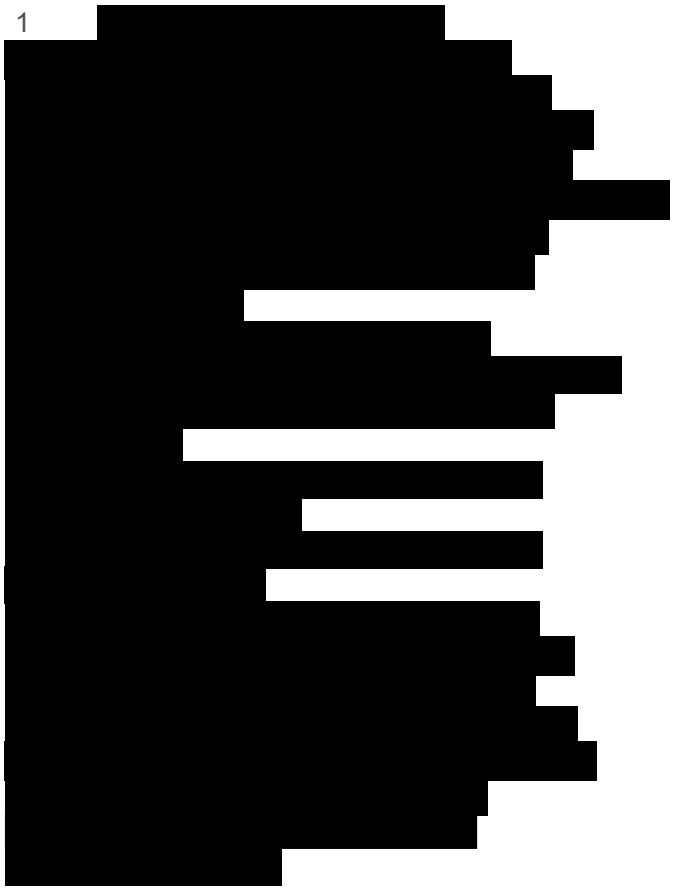
Page 255

P. RYAN - CONFIDENTIAL
admittedly newsworthy and still call them false?
MR. CARTER: Objection to form.
A. I do.
MR. NELSON: Let's go to Exhibit 7018, which is PDR 65 and, sir, it's coming at you right now and this is the text exchange between yourself and Michael Steel.
(Ryan Exhibit 7018, Text exchange, Bates PDR_00000065, remotely introduced and provided electronically to the reporter.)
A. PDR -- number again?
Q. 65, sir.
Sir, what position did Michael Steel have?
A. Hang on. Let me refresh it again. It didn't come through. There it is. What was his position?
Q. Yes, sir.
A. He had a press position with me for a number of years. He was my spokesman when I ran for vice president. I think

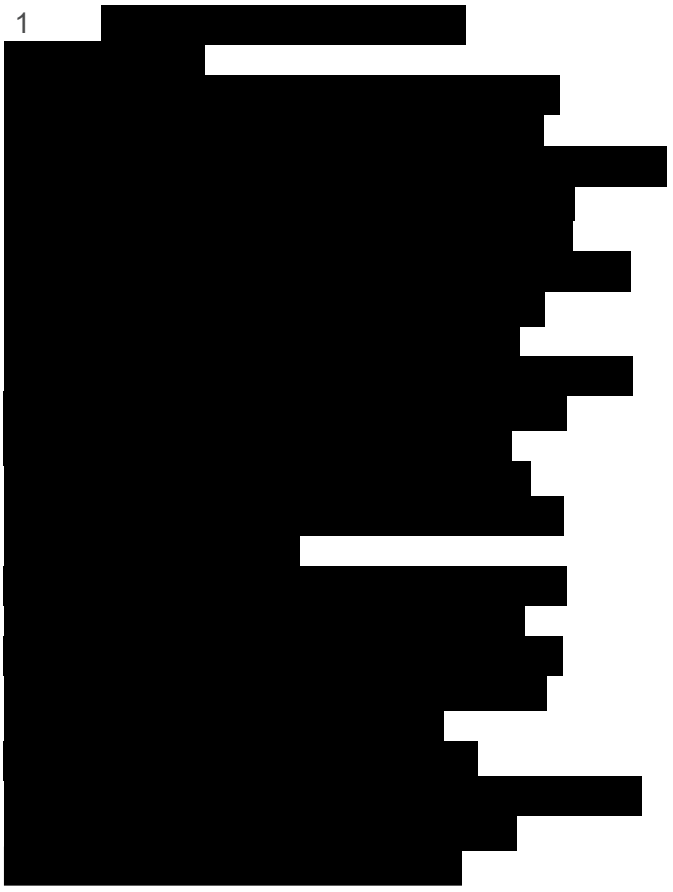
Page 256

P. RYAN - CONFIDENTIAL
that's it. I don't think he came to -- he was my spokesman when I was vice president and we had been friends for a number of years.
Q. Do you trust Michael Steel?
A. Yeah, I think he's a trustworthy person.
Q. Do you think he would work for a company that was involved in massive election fraud?
A. I don't think he would.
Q. This is the exchange between you and him that is in response to your Bank of America speech where you call this baseless election conspiracies.
A. Got it.
Q. And you sort of give a fist pump, it looks like, at the top of the second page after he sends you that link for your statement. Then he tells you Dominion Voting Systems is a new client. If you ever need info related to baseless attacks on them specifically -- and then what do you say back?

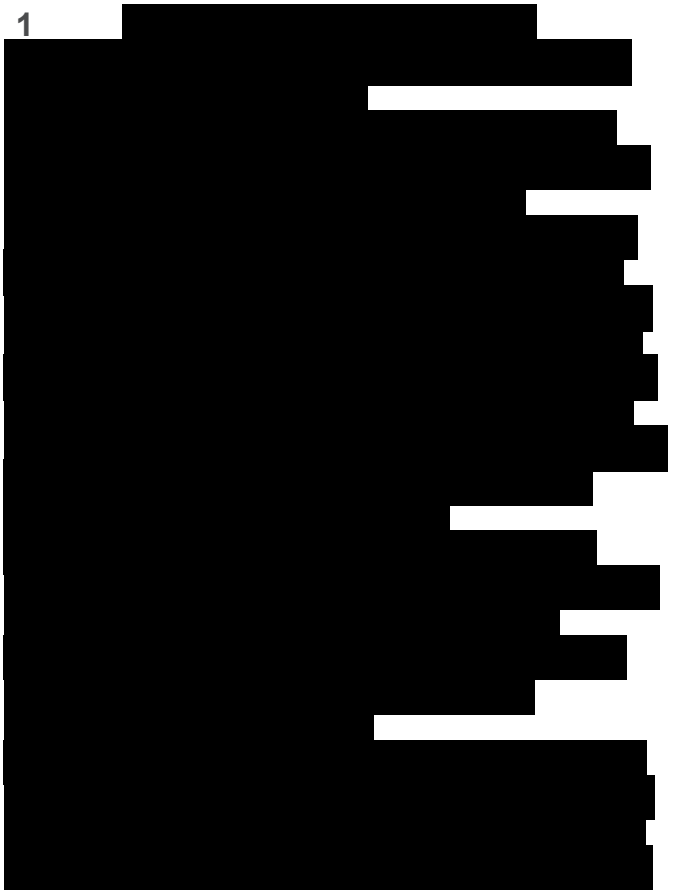
Page 257



Page 259



Page 258



Page 260

P. RYAN - CONFIDENTIAL
BY MR. NELSON:
Q. This is an e-mail exchange between yourself and Ms. Anne Dias again. She's forwarding to you a Bloomberg article, which is talking about Fox's positioning with respect to Newsmax and OAN?
Do you recall this exchange, sir?
A. Let me read it first.
I don't recall it, but it looks -- yeah, it certainly looks familiar now.
Q. And in that first paragraph of the underlying Bloomberg article, it says: In the weeks since he lost his re-election bid, Trump has stepped up broadsides against his one-time channel of choice goading followers to switch from Fox to the more MAGA-friendly alcoves of Newsmax TV and One America News Network. Both have been more willing to hawk the President's spurious claims of voter fraud, which at Fox are relegated to its nighttime opinion shows and even then are beginning to fade.

Page 261

P. RYAN - CONFIDENTIAL
Do you see that, sir?
A. Yes.
Q. And that's consistent with your prior testimony, correct?
A. What is exactly -- what is consistent?
Q. That you were aware that the nighttime opinion shows were hawking these spurious claims of election fraud?
MR. CARTER: Objection to form.
A. I don't know if I would say hawking, but what they were saying is -- yes, that is consistent.
Q. Yes. And you respond to the article and say it confirms your strong view that Fox upped our journalistic integrity, let Trump cleave off the fringe and capture the center-right section of America, which is clearly the largest demographic for an ideological standpoint.
Do you see that, sir?
A. Yes.
Q. And you thought it was in Fox News' interest to separate out these fringe

Page 262

P. RYAN - CONFIDENTIAL
claims of voter fraud, correct?
MR. CARTER: Object to the form.
A. Yeah, that's my fiduciary duty.
Q. And you were having a conversation with your fellow board member, Ms. Dias, about that?
A. Yes. It could have been as a friend, as a board member, probably both, and that does reflect my view.
Q. And you did have a conversation with Mr. Lachlan and Rupert Murdoch about that as well?
A. I certainly could have. I probably did. But like I said, this was a very busy time three years ago. It's likely that I did. Because this is clearly what I was thinking at the time.
Q. In fact, it would have been your fiduciary duty to express your concern about this to Fox Corporation management, correct?
A. If Trump was going to form his own rival network, I think this would be the better place to position ourselves.

Page 263

P. RYAN - CONFIDENTIAL
Q. Yeah. And it confirms your view that, as you say, Fox should up its journalistic integrity, right?
A. Yeah, I've always believed that. I think you should always strive to the level of ethics and integrity. And as you know, I thought these conspiracy theories were baseless.
Q. And what you're saying here is that Fox needed to up its game on its journalistic integrity, right?
MR. CARTER: Objection to form.
A. It looks like what I was saying.
Q. Because prior to then and as the article states, some shows on Fox were spreading these spurious claims of election fraud, right?
MR. CARTER: Object to the form.
A. Yeah, they may have believed them, but I certainly didn't believe them.
Q. And so you're saying that Fox needs to position itself away from these false claims, right?
MR. CARTER: Object to the form.

Page 264

P. RYAN - CONFIDENTIAL
A. I wouldn't say it exactly like that, but I think we were better off appealing to a larger group of people in the country than narrow and that we should labor to dispel conspiracy theories if and when they pop up. The fog of war and all of these things happening, it's a little difficult to be able to run them down and validate or invalidate them.
Q. And that's why you were saying that Fox's positioning needs to be away from these false claims and up its journalistic integrity?
MR. CARTER: Objection to form.
A. I wouldn't use your words, but I would say that if Trump was going to form his own network, this would be a better place to be, and that was important for us to try and dispel these claims.
Q. I'm sorry, I'm not using my words, I'm using your words. You're saying your strong view is to up your journalistic integrity?
A. Yes, I think you said something

Page 265

P. RYAN - CONFIDENTIAL
different than that. I think you did.
Q. Okay. Sir, in fact, you did have a conversation with Mr. Rupert and Lachlan Murdoch about this, did you not?
A. Probably.
Q. Why did you think it was important to have a conversation with Mr. Rupert and Lachlan Murdoch about this?
MR. CARTER: Objection to form.
A. I've long felt that in moments of heightened political tension that one of those services I could offer as a board member given my background is my political perspective. So I think it's important to offer my perspective, particularly in areas where I have some background and experience with as a board member.
And so I, on occasion, do that and I'm near certain I did that during this time because it was a pretty incredible -- a very political time in our country and I have a political background. So I think that offering my perspective is valuable to the board at the time.

Page 266

P. RYAN - CONFIDENTIAL
Q. And, in fact, you saw this moment in December, early December of 2020 as a key inflection point for Fox, right?
A. Well, I also saw it as a key inflection point for the conservative movements and for the Republican Party. And Fox is I would argue a part of the conservative movement because its viewers largely come from the center-right part of American political thought.
Q. You thought this was an example, namely, Trump's continuing to delegitimize the election, was a really important inflection point for Fox to do the right thing and it's where the right thing and the smart business thing to do line up nicely, correct?
A. That sounds like a quote of mine. Is it?
Q. We'll get to it. I'm just wondering --
A. That sounds like a quote of mine. That sounds like something I would say.
Q. Because you did believe that

Page 267

P. RYAN - CONFIDENTIAL
pushing back on Fox against these false election fraud claims was both the right thing to do and the smart business thing to do, correct?
MR. CARTER: Objection to form.
A. I sometimes don't separate in my mind, you know, what I think is good for the conservative movement generally. And generally, I very much believe then, as I do now, to move beyond Trump and his version of populism. And so I thought that was a pretty important inflection point, not just for the company Fox, but for the country and for the conservative movement itself.
Q. So it was the right thing to do morally to denounce these false election fraud claims and the right thing to do for Fox to denounce --
MR. CARTER: Objection to form.
A. My own view as the person, but also my own view as a fiduciary speaks to both of those points.
Q. And you thought that a solid

Page 268

P. RYAN - CONFIDENTIAL
pushback, including editorial of these baseless calls to overturn the electors, et cetera, would undoubtedly accrue pushback and potentially a momentary ratings dip, but would redound to Fox's benefit in the long-term, correct?
A. I don't know if I said editorial. I thought that there should be some documentary or something like that. I thought that there ought to be -- I don't know if show is the right word -- I thought there ought to be a listing of all the allegations and then all the evidence or the validation or invalidation of those allegations just for the viewers' sake.
You have to remember, real fog of war, lots of allegations in lots of different states, not just Dominion but many things. In Wisconsin, you know, they had their own allegations. In Pennsylvania, they had their own allegations. In Michigan, they had their own thing -- having nothing to do with Dominion. And I thought it would be

Page 269

P. RYAN - CONFIDENTIAL
valuable for not an opinion person but a journalist, to just do a special, like a Fox Nation streaming special to tease it all out.
Q. We'll get to that. And, in fact, you did make that suggestion to senior Fox management, did you not?
A. Yes.
Q. Who did you make that suggestion to?
A. That's what I'm trying to remember. I don't exactly recall. Probably Lachlan, I think. I don't recall exactly.
Q. And, sir, you told Mr. Lachlan and Rupert Murdoch let Trump cleave off the fringe for his DTC, direct-to-consumer venture, and we can keep the largest pool of people, the center and the center-right, correct?
A. That sounds like something I would say.
Q. Okay. Well, let's look at this. This is Exhibit 7020. It's FoxCorp 56669.

Page 270

P. RYAN - CONFIDENTIAL
(Ryan Exhibit 7020, 12/6/20 text, Bates FoxCorp00056669, remotely introduced and provided electronically to the reporter.)
A. FoxCorp, you said?
Q. Yes, sir.
A. Have you sent it?
Q. It should be there.
A. They're all over the place with this thing.
Q. They're usually by that first prefix FNN --
A. Yeah, I'm missing it. They're jumping all over. I got it.
Q. So it's one text to you and Mr. Lachlan and Rupert Murdoch, correct?
A. Yes.
Q. And can you please read that text aloud?
A. Good morning, guys. Happy to chat Trump if you want. I think we are entering a truly bizarre phase of this where he has actually convinced himself of this farce and will do more bizarre things

Page 271

[redacted]

Page 272

P. RYAN - CONFIDENTIAL
Q. What do you mean by that?
A. They are the chair of Fox Corporation. I don't know -- I don't know how -- you have to ask them how what -- how their chain of demand occurs at Fox News, a subsidiary, and who makes what decision on content and editorial. I don't know how that works.
Q. You didn't expect -- you didn't expect your text to fall on deaf ears?
A. No, that's right. But I don't know how the chain of command works between the corporation and the news and in between. You'd have to ask those guys that. But I brought this to them.
Q. And you went to them because this is an issue about positioning and the spread of these false election claims that very much went to the heart of Fox's business and positioning, correct?
A. I think my text speaks for itself.
Q. Sir, did you have a follow-up conversation with either Mr. Rupert or

Page 273

P. RYAN - CONFIDENTIAL
Lachlan Murdoch?
A. Again, very possible. It's three years ago. I just don't know.
Q. In fact, you sent that text at the urging of AEI President Robert Doar, did you not?
A. No, I don't think that's true. I would have just done this on my own. I mean, like -- I talk to a lot of people in those days. I get hundreds of texts and e-mails. I think I would have done this on my own. I don't think I got this -- I'm sure I got feedback from people. I'm a political figure with lots of friends in politics. But I don't think I got this from any one person in particular.
Q. And when you said a solid pushback including editorial, that was a reference to the opinion hosts, correct?
A. Yeah, that's right, but my recollection is I thought a fact-based news show would be a good thing to do.
Q. Right, but you were saying the

Page 274

P. RYAN - CONFIDENTIAL
pushback should also --
A. Yeah, yeah, I see that now. I don't remember that, but I see that now.
MR. NELSON: Okay. Let's mark as Exhibit 7021, it's PDR 73.
(Ryan Exhibit 7021, Text message, Bates PDR_00000073, remotely introduced and provided electronically to the reporter.)
BY MR. NELSON:
Q. You're going to have to bear with me for another second as we're moving around here going through the documents. Bear with me. I apologize.
It's coming at you right now. This is Exhibit 7021, PDR 73 and it should be in your folder.
A. PDF 73?
Q. Yes, sir.
And this is a text to Mr. Robert Doar of AEI to yourself, correct?
A. Yes. He's a friend of mine, Robert Doar. He's the head of AEI.
Q. Right. He sends you an article.

Page 275

Page 276

P. RYAN - CONFIDENTIAL
A. The whole country was talking about this at the time. It wasn't just, you know, one guy in a think-tank, so...
Q. And it wouldn't surprise you that Mr. Rupert and Lachlan Murdoch actually spoke about this, would it?
A. Not in the least.
Q. You would hope that they would speak about this, right?
A. Correct.
MR. NELSON: Okay. Let's mark as Exhibit 7022, FoxCorp 57409.
(Ryan Exhibit 7022, 12/7/20 e-mail, Bates FoxCorp00057409, remotely introduced and provided electronically to the reporter.)
BY MR. NELSON:
Q. And, sir, it's coming at you right now.
A. Rupert to Lachlan?
Q. Yes, sir. And you can see the below e-mail is your text pasted in the e-mail form, right?
A. Yeah.

Page 277

P. RYAN - CONFIDENTIAL

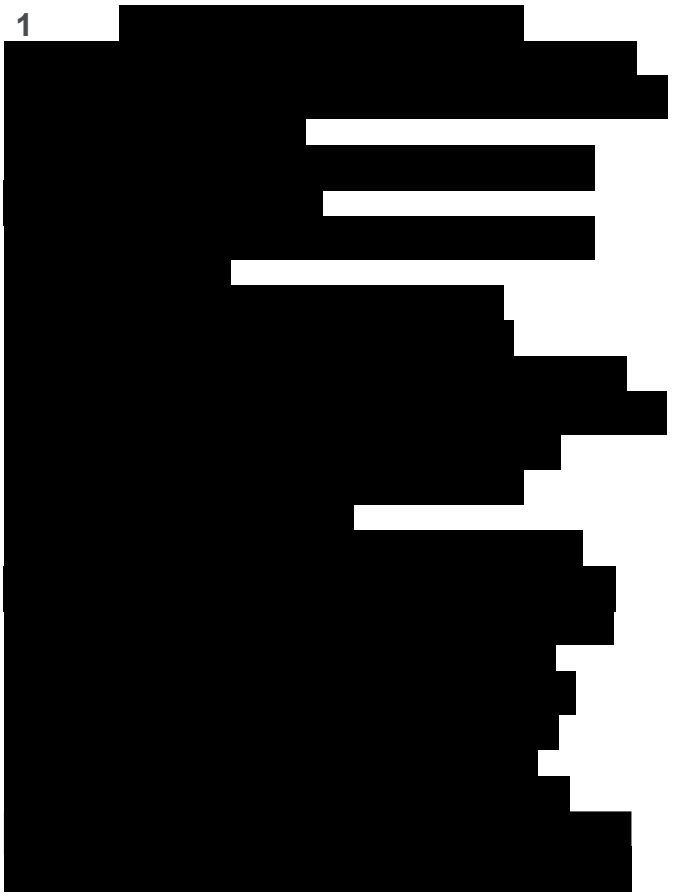
Q. And what does Rupert say?
A. Call me later regarding Trump, Paul. Trump on Saturday sounded really crazy, 100-minute speech. I'll try to get comment out of Connelly before we talk.
Q. And all of --
A. It was Lachlan sending it to Rupert, it looks like, copying Paul Ryan's text.
Q. Yeah, so Lachlan is sending it to his dad, copying your text?
A. Yeah.
Q. And Mr. Rupert Murdoch responds saying what you just said, correct?
A. Uh-huh.
Q. And this was, indeed, a key inflection point as you were talking about during this November/December timeframe, correct?
MR. CARTER: Object to the form.
A. Yeah, I mean, December 7th, yeah, it sounds like it to me, yeah. The whole time -- I wouldn't say it was one day, but it was the whole time the inflection point.

Page 278

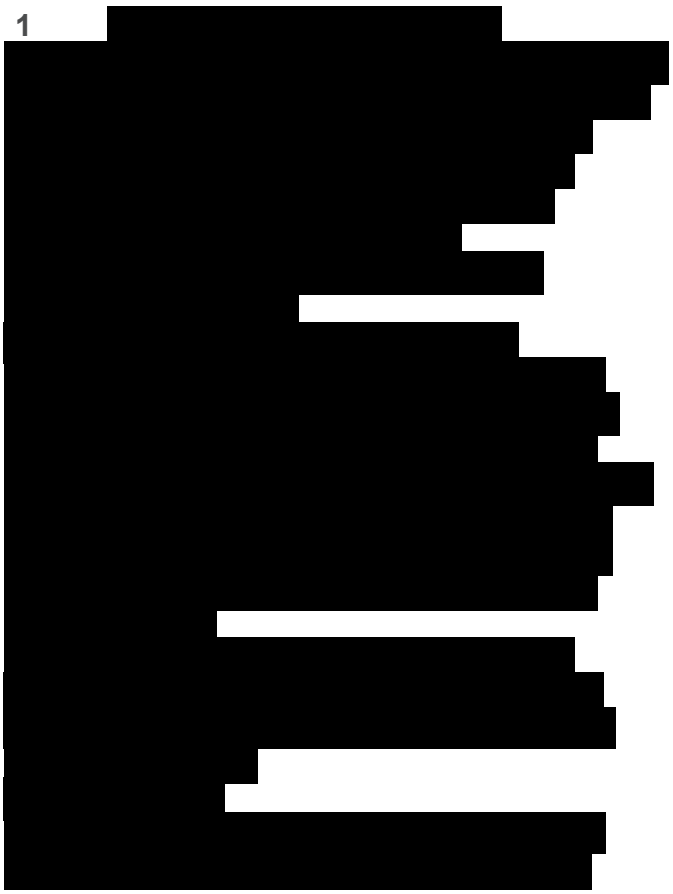
P. RYAN - CONFIDENTIAL

Q. And, sir, during this timeframe as well, you were also talking to hosts within Fox News as well about making sure that they were not spreading these false claims, right?
MR. CARTER: Object to the form.
A. Well, I have some friends who are hosts. That's also very possible. I mean, like I said, I'm from politics. So I have friends who are, you know, people at; Fox like personalities. So that's possible, yeah.
Q. Who are your friends who are Fox personalities?
A. Well, Sean, Steve, Sean Duffy, Trey Gowdy, Brett Baier, Dana Perino -- that's about it, I think. I'm sure I'm probably missing somebody.
Q. Did you talk to any of them during this timeframe about what was going on within Fox?
A. I think I talked to Duffy. Probably talked to Gowdy. I can't recall if I talked to the others.

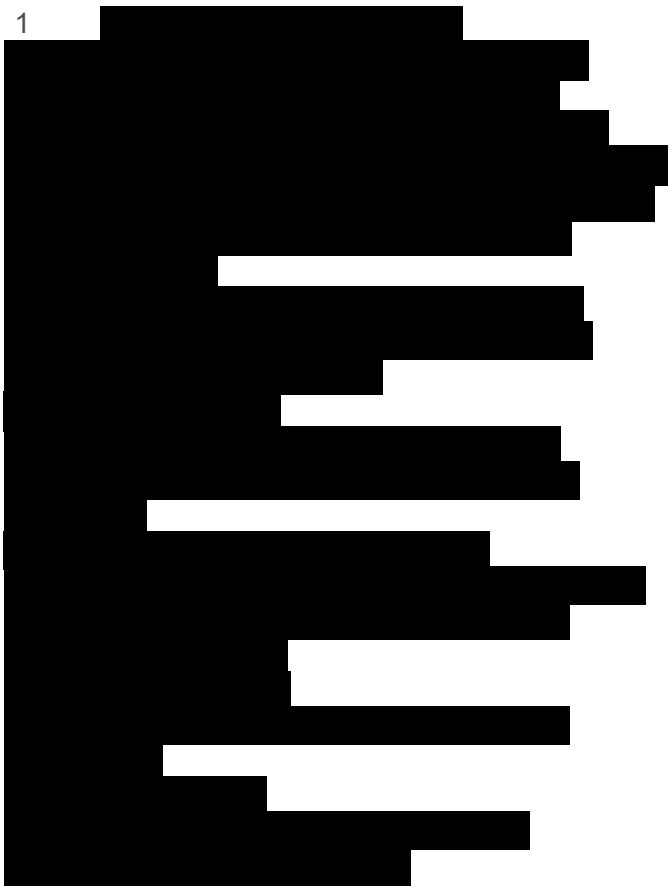
Page 279



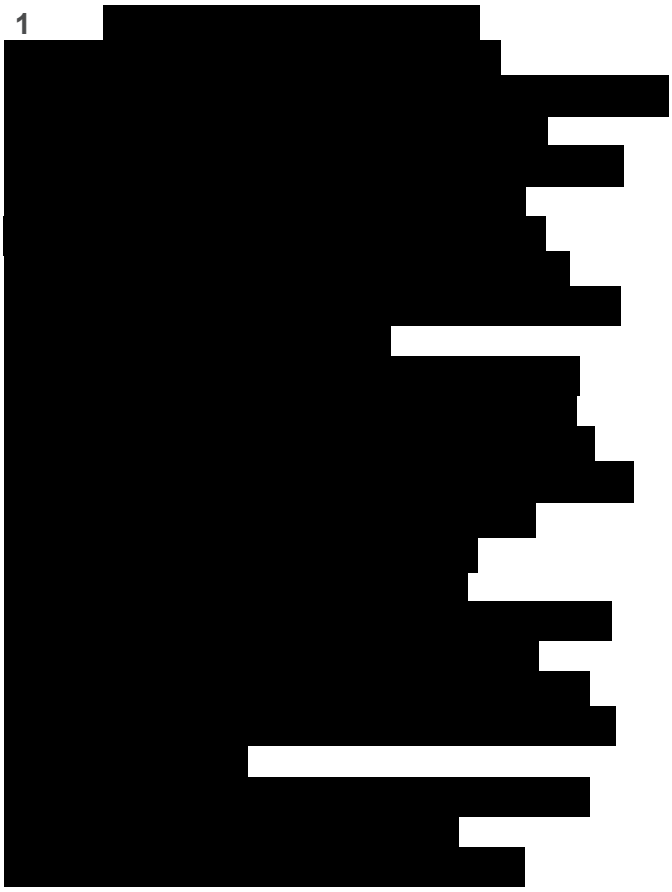
Page 280



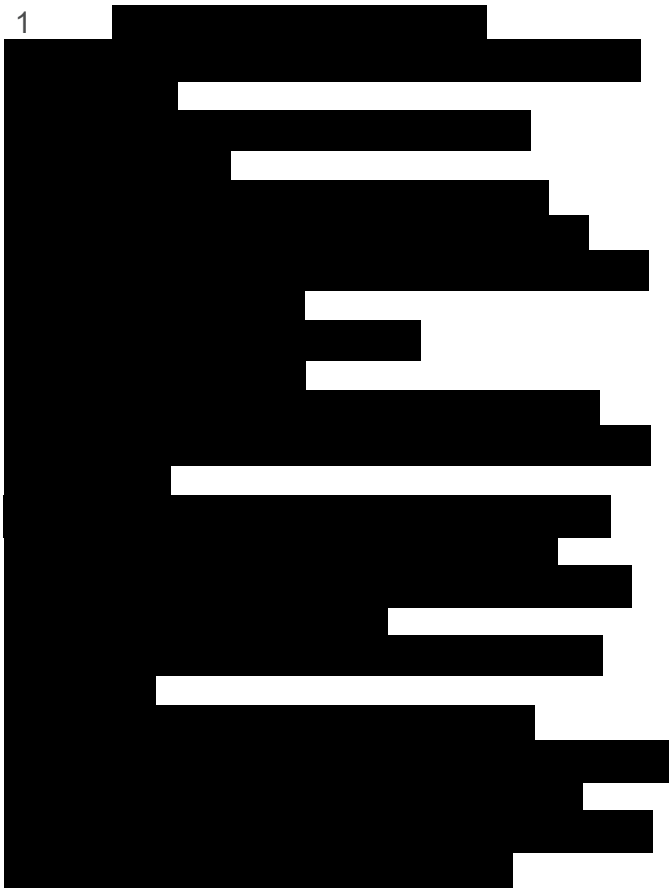
Page 313



Page 315



Page 314



Page 316

P. RYAN - CONFIDENTIAL

very day, Jeanine Pirro continues to appear on live TV on Fox News?

A. Yes, I have seen her on TV. I think she's on The Five.

Q. Do you think it's appropriate to reward hosts who spread conspiracy theories by promoting them to a greater role within the organization when their own executive producer tells the executives in charge of the show that this woman should never be on live television?

MR. CARTER: Objection to form.

A. I don't -- I don't do HR. That's not something within my scope.

Q. I'm sorry, it's not HR. It should be who should be hosting shows.

A. That's not what the board does. The board does not do HR. We do not do personnel and content.

Q. We're looking at a text chain right now and you're talking about what Jeanine Pirro was saying, right?

MR. CARTER: Objection to form.

A. I don't do personnel. We don't

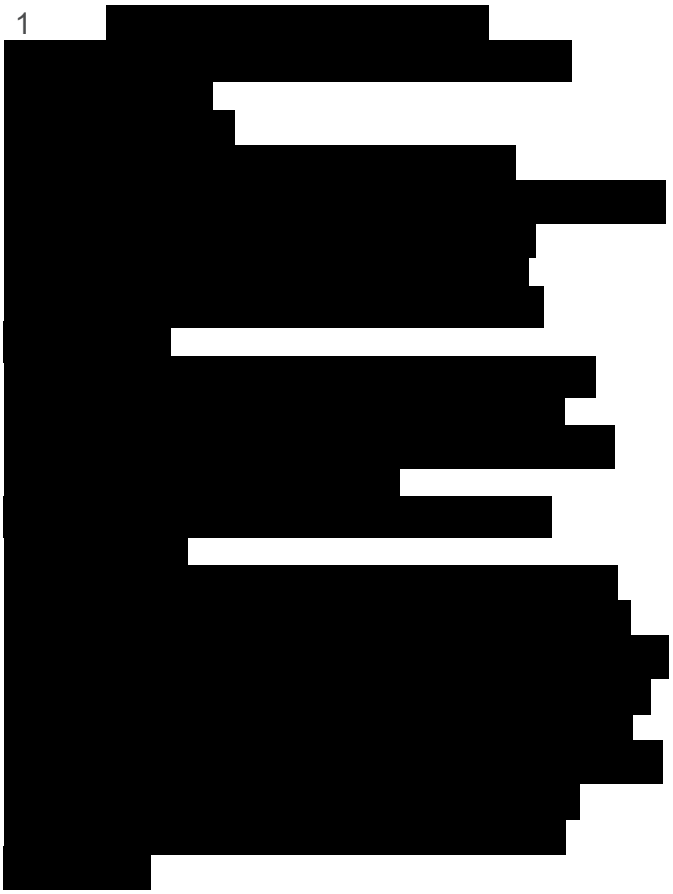
Page 317

P. RYAN - CONFIDENTIAL
do board. Again, I don't even know what her comment was there.
You know my points. I've made my points clearly. But I don't involve myself in the day-to-day macro management of these things. Occasionally, especially during the January 6th time, I had strong opinions that I conveyed and gave my perspective.
Q. You were conveying them during this timeframe to Lachlan and Rupert that Fox News should not be spreading conspiracy theories, right?
MR. CARTER: Objection to form.
A. Yeah, you know my opinions. I've made my opinions pretty clear.
Q. Please tell us again what your opinions are about this.
A. Conservative movement should move beyond Donald Trump for the sake and health of it and the country. And I think that's in Fox News' interest as well.
Q. And that's what you were telling Rupert and Lachlan at the time?
A. Uh-huh, yes.

Page 318

P. RYAN - CONFIDENTIAL
Q. And Ms. Dias responds to you at 7:08 p.m. and says what?
A. Oh, you mean the second thread here? Which one are you talking about, the 708?
Q. Yes, sir.
A. Yeah, don't you think we've reached a point where Fox needs to make a point about what is not permissible on the network.
Q. And what do you respond back?
A. I had a similar convo about pivoting to the better place now. That's basically what I just said.
Q. Yeah, what do you mean, pivot to get better place?
A. Getting the conservative movement beyond Donald Trump and his former populism and baseless theories to a principled policy-based conservative movement, which I think is good for Fox News as well. So from a moral and fiduciary standpoint, I think they align quite nicely.
Q. And you certainly did have that

Page 319

1


Page 320

P. RYAN - CONFIDENTIAL
Q. And when you say they, you mean the people that you're talking about, in this instance Rupert and Lachlan Murdoch, correct?
MR. CARTER: Objection to form.
A. And anybody else in management.
Q. Okay. And then that happens -- you say that at approximately 8 p.m., and then three and a half hours later she texts you and what does she tell you?
A. This is a really epical moment --
Q. No, no, sorry. She says I sent a very straightforward e-mail to Rupert --
A. Yes, and bcc'd you -- yeah, yeah, sorry.
Q. And then you respond, which I think is characteristic, sir, throughout your time in public life, you try to give well-tempered advice/opinion, correct?
A. Right.
Q. And she talks to you about it being an epical moment to reinvent American conservatism, and she saw that as Fox being important for that, did she not?

Page 321

P. RYAN - CONFIDENTIAL
A. I think that's safe to say.
Q. And then what do you say in response?
A. Wow, this is hard to read. That is precisely the message I gave to Rupert and Lachlan this weekend. We used almost the same exact language, frankly. Two of them probably think we discussed beforehand when we actually did not. Great minds. I told them this is a huge inflection point to keep Trump down and to move on from -- move on for the future of the conservative movement. The last thing we should be doing is breathe life back into Trumpism when it is at a new low and can stay there. Both Rupert and Lachlan agree fully. The key is to execute our collective will.
Q. How was the board intending that this collective will be executed?
A. It's not the board's job to execute such things. That's management's job to execute the strategy of the company. The board doesn't execute. The board oversees and makes suggestions.

Page 322

P. RYAN - CONFIDENTIAL
Q. No, I'm sorry, I didn't mean to talk over you, sir.
And on this one, it was a strategic decision about what to do, which is why you and Ms. Dias are weighing in, correct?
A. Yes.
Q. And you are -- let me just make sure you understand my question.
I'm not asking how you intend to execute. I'm asking how the board intends to make sure that collective will is carried out.
A. This was Anne and myself offering our perspective and opinion. It wasn't us shaping the strategic vision of the company. It was us offering our opinion on where the company ought to go on this particular matter.
Q. Did this come up at the next board meeting?
A. It's not the entire strategy of the company. It's a company with lots of moving parts. So this was us offering our

Page 323

P. RYAN - CONFIDENTIAL
opinion on this matter with respect to how we handled Donald Trump.
Q. And did this issue come up at the next board meeting?
A. It very well could have. I just don't recall. Again, this was a busy time. We talk about this stuff in our daily lives always. So I don't know if it came up at the next board meeting or not.
MR. NELSON: Okay. We'll mark as Exhibit 7033, PDR 589.
(Ryan Exhibit 7033, 1/11/21 e-mail, Bates PDR_00000589, remotely introduced and provided electronically to the reporter.)
BY MR. NELSON:
Q. And, sir, it's coming at you now.
A. 589?
Q. 589, sir. This is the e-mail that Ms. Dias sent to Rupert and Lachlan Murdoch where you're bcc'd.
A. Okay.
Q. And you can see from that timeframe it happened and was sent in that

Page 324

P. RYAN - CONFIDENTIAL
three-and-a-half hour period between your suggestion that she reach out to Rupert and Lachlan and her text back to you saying that she had done so.
Do you see that, sir?
A. Yeah. Yeah, I mean, I remember her -- I said take it to those guys basically.
Q. And in the fourth paragraph down starting: It would have been unthinkable -- do you see that?
A. It would have been -- yes, I see it.
Q. What does she say?
A. It would have been unthinkable just a few days ago that Fox News would be called upon to explain what represents an abuse of power and what is unacceptable in a democracy.
Keep going?
Q. Yes, sir.
A. Yet, considering how important Fox News has been to the megaphone for Donald Trump, as a megaphone for Donald

Page 325

P. RYAN - CONFIDENTIAL
Trump, directly or indirectly, I believe the time has come for Fox News or for you, Lachlan, to take a stance. It is an existential moment for the nation and for Fox News as a brand -- a little bit of a typo there, but yeah.
Q. And do you agree, sir, with Ms. Dias that Fox News has been important as a megaphone for Donald Trump?
A. I think it's an important part of the conservative movement because it's where most conservatives in America view their media.
As a result, Donald Trump who arguably was the head of the Republican Party and the conservative movement benefit from that.
Q. And you're aware, sir, even prior to when he was President he used platforms as Fox & Friends as a place to have an audience, right?
MR. CARTER: Objection to form.
A. Everybody running for President tries to get on Fox News.

Page 326

P. RYAN - CONFIDENTIAL
Q. Even before he was running for President he was calling into Fox & Friends.
A. Okay. I didn't necessarily know that, but that is fine.
Q. Do you know on some of those shows he was talking about the Obama birth conspiracy?
MR. CARTER: Objection to.
A. I knew he was a birther, but I don't know where he said these things. But I knew he was one of those guys.
Q. You agree with the e-mail that Ms. Nasser -- excuse me, that Ms. Dias wrote?
A. Yeah, generally. I mean, this sounds a lot like the things that you've shown in my statements, so -- again, I thought it was important for the conservative movement to move past Trump populism. I still think that today. And I've always made that point very clear.
Q. And would it surprise you that Mr. Rupert and Mr. Lachlan Murdoch

Page 327

P. RYAN - CONFIDENTIAL
discussed Ms. Dias's e-mail?
A. Not in the least.
Q. In fact, again, you would expect that they would do so, correct?
MR. CARTER: Objection to form.
A. Likely, yeah.
MR. NELSON: Let's go to Exhibit 7034, which is FoxCorp 61096.
(Ryan Exhibit 7034, 1/12/21 e-mail, Bates FoxCorp00061096, remotely introduced and provided electronically to the reporter.)
BY MR. NELSON:
Q. And sir, you have it in your folder now?
A. As what?
Q. FoxCorp 61096.
A. Got it.
Q. Halfway down the page you see Mr. Lachlan Murdoch asking Mr. Rupert Murdoch: Dad, let's discuss the blow today. I'll be in the office from around 9 west coast time.
Do you see that?

Page 328

P. RYAN - CONFIDENTIAL
A. Yep.
Q. And then Mr. Rupert Murdoch says what at that top e-mail?
A. Yes, just tell her we have been talking internally and we intensely along these lines -- he probably meant intensely agree along these lines -- and Fox News, which called the election correctly, is pivoting as fast as possible. We have to lead our viewers, which is "van" not as easy as it seems -- a few typos in there, but I think you get the point.
Q. Do you agree with Mr. Rupert Murdoch that it's Fox News' responsibility to lead its viewers?
MR. CARTER: Objection to form.
A. I think editorial -- well, I think news is news and editorial is editorial. And editorial clearly advance as viewpoint. And so I think editorial does do that. And that's what editorializing is. And Fox News does a lot of editorial shows.
Q. And when you spoke to Mr. Rupert

Page 329

P. RYAN - CONFIDENTIAL
and Mr. Lachlan Murdoch about pivoting, which is the language that Mr. Rupert Murdoch is using here, what did you mean?
A. Pivoting the conservative movement through our advocacy, that's the editorial part, to a better place, away from Trump populism and Donald Trump.
Q. In fact, even after that e-mail exchange -- or excuse me, that phone exchange and Ms. Dias's e-mail, you continued to have conversations with Mr. Rupert and Mr. Lachlan Murdoch about moving Fox to a better place, correct?
A. Probably.
Q. Do you believe that Newsmax was an enabler of the January 6th riot?
MR. CARTER: Objection to form.
A. I don't know the answer to the question. I've never once watched Newsmax or OAN for that matter. I think maybe I watched AON once for a half hour to see what it was. But I can't answer the question because I just don't know what they did or didn't do in those times.

Page 330

P. RYAN - CONFIDENTIAL
Q. You do believe that there is this alternate reality machine that did enable the January 6th riot, correct?
A. Well, Donald Trump invited these people to the ellipse and promoted them coming to the ellipse. So whatever machine that was, the Trump campaign created the rally that brought forth January 6th. That's very clear.
Q. And, sir, it's not just Donald Trump. It was his enablers and cable news that gave a platform for these lies to spread, was it not?
MR. CARTER: Objection to form.
A. He was a sitting President of the United States. What he says is newsworthy and it's probably televised on all networks.
Q. Do you believe that there is this dynamic within cable news of an alternate reality machine?
A. I've not heard that phrase before. So I don't exactly know what you're talking about other than if you're

Page 331

P. RYAN - CONFIDENTIAL
describing in society today if misinformation gets disseminated through digital means, then yes, it does. But I don't know the phrase you're talking about.
MR. NELSON: Let's go to Exhibit 7035, which you have in front of you now. It's FoxCorp 58198.
(Ryan Exhibit 7035, 1/12/21 e-mail, Bates FoxCorp00058198, remotely introduced and provided electronically to the reporter.)
A. Did I use this phrase? Oh, it's an article -- okay, got it. I don't remember hearing this before, but I see it now. It's a headline for an article. Is that what you're talking about?
Q. Yeah, can you please read for the jury this e-mail?
A. The e-mail or the --
Q. The e-mail that you write to Mr. Rupert and Lachlan Murdoch.
A. Yeah, it's from me to Rupert and Lachlan, an e-mail: Guys, the piece below "The alternate reality machine" -- it's a

Page 332

P. RYAN - CONFIDENTIAL
link to an article -- captures the dynamic we are contending with quite well. This is written by actual conservatives (both Fox contributors Jonah Goldberg and Steve Hayes) and reflect the current inflection point well -- probably an amplification of the point I was making.
Q. And it's an amplification of the point you were making because what you're saying to Rupert and Lachlan is that Fox News should not be a place to spread conspiracy theories and lie, correct?
MR. CARTER: Objection to form.
A. Yeah, I don't -- I mean, I -- I don't recall this article, but this is -- when was it, three years ago -- but the deadly riots enablers -- and it sounds like it was about the riots enablers, so --
Q. The riot enablers being these cable news channels who allowed these lies to fester, correct?
MR. CARTER: Objection to form.
A. I don't recall the article, so I really can't speak to it.

Page 333

P. RYAN - CONFIDENTIAL

Q. Well, the article is right in front of you, so we can look at it.

A. I don't see it.

Q. It will actually be the fourth page?

A. Sorry, yeah, it was down there. Okay.

Q. And see how the title is the alternate reality machine, right?

A. Yes.

Q. Can you please read that first paragraph?

A. In the roughly 8 weeks between the election on November the 3rd and the Capitol riots on January 6th, the populous right wing media ecosystem created an alternative reality for those who had come to rely on its outlets for news. If you got your information from certain pro-Trump websites or certain talk radio and cable news hosts, you were told all day, every day, either that the election was outright stolen from Donald Trump or that there were serious enough concerns about its

Page 334

P. RYAN - CONFIDENTIAL

legitimacy that dozens upon dozens of frivolous lawsuits from the Trump team were both prudent and necessary.

Q. Thank you.

You agree with that sentiment, do you not, sir?

MR. CARTER: Objection to form.

A. Yeah, I think you said a statistic, some high percentage of Americans thinking the election were stolen. That's because they got a diet of information telling them the election was stolen from what they believe were credible sources.

Q. And what you're trying to do in your e-mail here, back to your e-mail, is you're trying to call Rupert and Lachlan Murdoch's attention to this alternate reality machine, correct?

A. To this article, which talks about the dynamic that was underway in America at the time, I think, yeah.

Q. And you're saying that this article actually captures the dynamic that

Page 335

P. RYAN - CONFIDENTIAL

we were contending with quite well, correct?

A. That's what I said.

Q. And what was that dynamic you were contending with?

A. Again, it's a version of the same thing I've been saying to you, which is it's an inflection point to move away from Trump and his populism, his -- what he was trying to do and movement conservative movement to a place where it's based on morality, principles, truth, evidence and good policies, and that we could play a role in that.

Q. And the dynamic as well was that on one hand, you had some news shows within Fox that were telling the truth and then you had some shows, news or opinion shows, that were part of this alternative reality machine, in the article's words, correct?

MR. CARTER: Objection to form.

A. I don't know if -- I mean, I didn't read the rest of the article. I don't know if it's citing specific Fox

Page 336

P. RYAN - CONFIDENTIAL

people or if they're talking about Newsmax or what. I just don't know which ones you're talking about here.

Q. I mean, Mr. Rupert Murdoch certainly understood it as a reference to Fox News hosts, did he not?

MR. CARTER: Objection to form.

A. Yeah, I don't know what this article specifically cites, but you understand my point, which is everything should pivot and shift away, and if Trump's going to keep doing what he's doing, let him do it with a smaller group of people.

Q. Right. And that Fox was trying to navigate this dynamic between a core group of Trump loyalists who were ignoring the truth and the truth itself, right?

MR. CARTER: Objection to form.

A. Something like that.

Q. And that Fox was also trying to navigate the fact that some of its hosts were part of this alternative had reality machine, correct?

MR. CARTER: Objection to form.

Page 337

P. RYAN - CONFIDENTIAL

A. I can't -- I don't know if I'd say it that way, but it's clear we believe that the conservative movement needs to pivot and Fox needs to be a part of that.

Q. And you understood, in fact, that Sean Hannity had been privately disgusted with Trump for weeks, but was scared to lose viewers, correct?

A. I was not aware of that.

Q. And you also were aware, were you not, that -- let me back up.

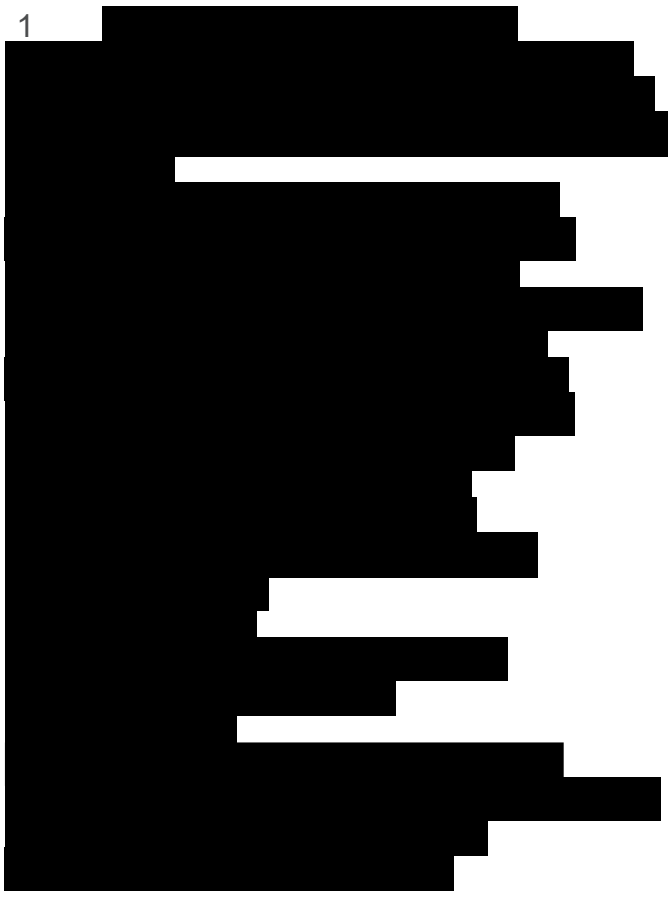
You also were hopeful that the events of January 6th were so shocking that it would help the conservative movement and Fox News move on from Donald Trump, correct?

A. I think that captures my sentiment pretty well.

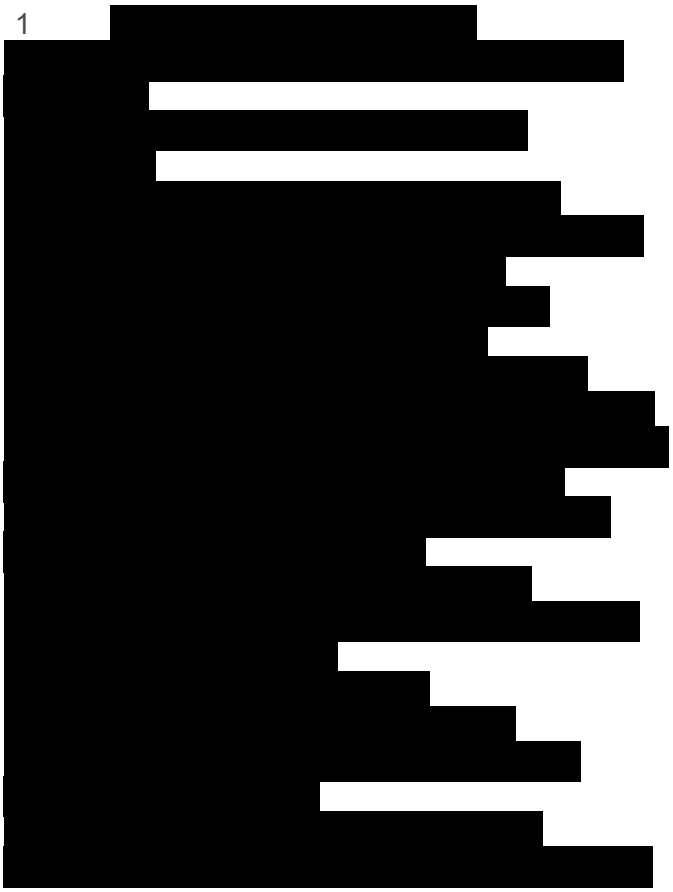
Q. And you also were aware that Rupert Murdoch, like yourself, believed that these election lies that emerged after the November 3rd election were all a conspiracy nonsense, correct?

MR. CARTER: Objection to form.

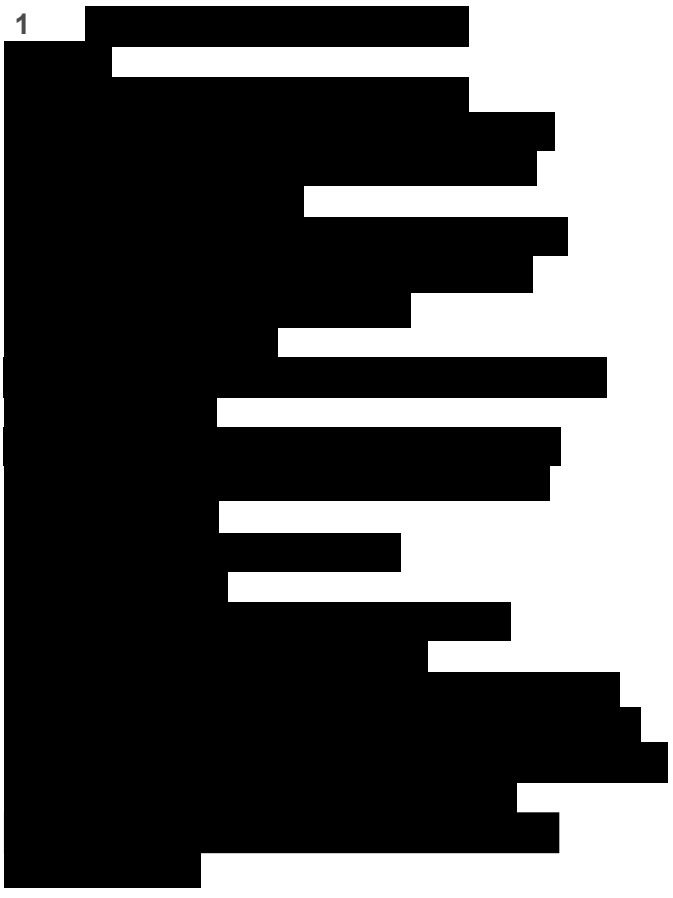
Page 338



Page 339



Page 340



Page 341

P. RYAN - CONFIDENTIAL
Q. And that's consistent with, in fact, your prior conversations that you had had with Mr. --
A. Yeah, that makes sense. That sounds like something Rupert would say.
Q. And it's consistent with the conversations you had been having with him before that, correct?
MR. CARTER: Object to the form.
A. Correct.
MR. NELSON: And, sir, the -- let's move on to Exhibit 7037, which is FoxCorp00064395.
(Ryan Exhibit 7037, 1/12/21 e-mail, Bates FoxCorp00064395, remotely introduced and provided electronically to the reporter.)
BY MR. NELSON:
Q. If you do not have it yet, I'll let you know it's coming at you right now. And 64395?
A. Yep.
Q. And, sir, you responded to had Mr. Murdoch's e-mail by saying that the

Page 342

P. RYAN - CONFIDENTIAL
sooner we can put down the echos of falsehoods from our side, the faster we can get on to principled loyal opposition, correct?
A. Yes.
Q. And what do you add after that, sir?
A. I truly hope our contributors, along with Tucker, Laura and Sean, get that and execute.
Q. Did you think it was important that Fox's contributors, including Tucker Carlson, Laura Ingraham and Sean Hannity, get the point of not spouting these echos of falsehood?
A. Yeah, I think that sentiment speaks for itself.
Q. And, sir, at any point between November 3rd and January 6th or January 12th, there could have been some instructions from Fox management to stop this alternate reality machine, correct?
MR. CARTER: Objection to form.
A. Yeah, I can't speak to that

Page 343

P. RYAN - CONFIDENTIAL
because I don't know precisely how that works, meaning what level of autonomy and discretion they have at Fox versus the corporation. So I can't speak to all of those.
You know my opinion. I've offered my perspectives as a board member. How they effectuate these things, I can't speak to that. I don't know that.
Q. And, sir, I think you said that it's possible that you might have given this advice at that board meeting in November of 2020.
A. Could be, yeah. You can tell I've obviously always thought this. It was the most common topic in America at the time. So it wouldn't surprise me if I did or didn't.
I don't know how that translates on to the actual news. I can't speak to that. That's a management thing.
Q. In fact, you're aware that Murdoch responded to your e-mail about these echos of falsehoods and hoping that

Page 344

P. RYAN - CONFIDENTIAL
Tucker Carlson and Laura Ingraham --
A. Is there another e-mail you're going to show me, another response?
Q. Yes. Do you recall that there was another response, sir?
A. No. This was three years ago. I don't recall. I get hundreds -- literally I get over 100 e-mails a day. I don't recall.
Q. Well, this was about the direction of Fox News.
MR. CARTER: Objection to form.
A. I get a lot of e-mails.
Q. Okay.
A. I don't recall if he responded to this e-mail three years ago.
Q. Okay. In fact, he told you about a call that he had just had with Suzanne Scott, did he not?
A. I don't know. Do you want to show me the e-mail and then I can refresh my memory?
MR. NELSON: This is Exhibit 7038 that you have right now. It's

Page 369

P. RYAN - CONFIDENTIAL
has not retracted its allegations against Dominion?
A. I don't know that Fox made allegations against Dominion. People on Fox News may have said things. But the Fox Corporation, I don't think they have done that. Is that -- did they?
Q. Well, let me rephrase my question.
Do you know to this day Fox News has not retracted the false statements made about Dominion on its air?
MR. CARTER: Objection to form.
A. Yeah, I don't know.
Q. And who did you speak to about this Daily Show clip and Maria Bartiromo?
MR. CARTER: Object to the form.
A. I don't know. You know, I don't know. I don't recall.
Q. Would you have relayed it again like you had been doing the past little bit with Rupert and Lachlan and potentially Viet?
MR. CARTER: Objection. Form.

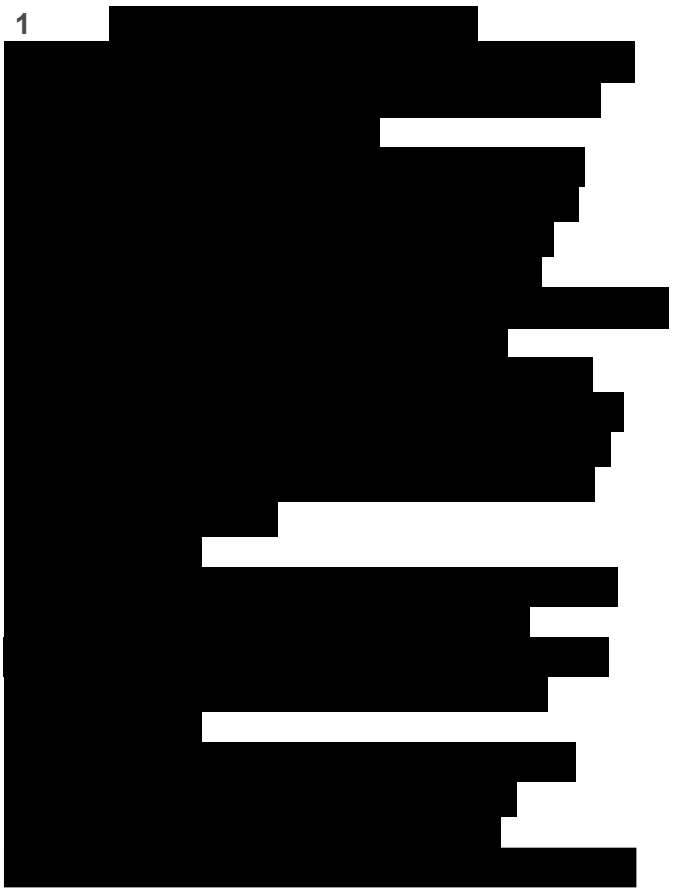
Page 370

P. RYAN - CONFIDENTIAL
A. I wasn't in the practice of every little thing calling them and saying something, every little thing calling them and saying something. I was basically conveying my perspective and view on the macro issues, the macro need to get past Trump and to move beyond him as that one text more or less reflected.
So I didn't do a tit-for-tat. I didn't call him every day with the latest thing I saw or heard or was told. I gave my perspective on the big picture. And that's kind of how my relationship worked with him. Specific recommendations such as people, I would make those.
Q. And, sir, you were aware that Fox hosts were endorsing the false narrative that the election was stolen, were you not?
MR. CARTER: Objection to form.
A. Well, I clearly was aware from reading -- I never watched Dobbs -- I was clearly aware some hosts were perpetuating Trump narrative.
Q. And not just allowing Sidney

Page 371

P. RYAN - CONFIDENTIAL
Powell or Rudolph Giuliani on the air, but actually endorsing that false narrative itself, correct?
MR. CARTER: Object to form.
A. Again, I can't speak to it because I didn't watch the shows directly myself.
Q. But you certainly understood --
A. Just from reading coverage. I read coverage of those shows, you about I actually didn't see it myself.
Q. Base upon the coverage you read, that's what you understood, correct?
A. That's safe to say, that they supported -- they were supportive of what those guests -- those people were saying. Those opinion editorial lists were supportive of the administration, yes.
Q. Sorry, not just supportive of the administration, supportive of the false idea that the election was stolen, correct?
A. Yes.
MR. CARTER: Objection to form.
A. But that was the administration

Page 372



Page 401

P. RYAN - CONFIDENTIAL

[redacted]

Q. And you agree with that, as of December 1st, that these conspiracy theories were dangerously insane?

MR. CARTER: Object to the form.

A. You know my views well by now.

Q. I'm sorry, do you agree or not that as of December 1st these conspiracy theories were dangerously insane?

MR. CARTER: Objection to form.

A. I did believe these things were wrong, and I said so multiple times. You know that.

Q. If you go to the next page, sir, do you see the top is quoting a deposition from Mr. Stephen Richer? Do you know who he is? He's a Republican County Recorder in Maricopa County, Arizona?

A. No, I don't know who he is.

Q. And he says the whole theory is

Page 402

P. RYAN - CONFIDENTIAL

absolutely ludicrous to anyone who bothers researching elections for more than five minutes or speaking with any elections professional?

MR. CARTER: Object to the form.

A. Are you asking me if I knew this statement was made?

Q. Yes.

A. No, I didn't know that statement was made.

Q. I think you testified similar, you agree that the whole theory is ludicrous to anybody who follows elections, right?

MR. CARTER: Objection to form.

A. Yeah, I didn't believe the election was stolen from the beginning.

Q. And then on November 5th, are you aware that Brett Baier asked Jay Wallace how is that okay, none of that is true as far as we can tell, we need to fact check this crap.

MR. CARTER: Object to the form.

A. I am not familiar with that

Page 403

P. RYAN - CONFIDENTIAL

statement.

[redacted]

Page 404

[redacted]

Page 409

P. RYAN - CONFIDENTIAL
of any other Fox Corp Board member or Fox Corp executive directing any content on Fox News or Fox Business?
A. I'm not, no.
Q. Sir, do you remember ever speaking about the Plaintiff in this case, Dominion, with any person at Fox News or Fox Business?
A. No.
Q. And, sir, before this lawsuit, do you remember ever speaking with anyone at Fox Corporation about the Plaintiff in this lawsuit?
A. No.
MR. CARTER: That's all I have. Thank you, Speaker Ryan.
MR. NELSON: Just a couple of follow-ups on that.
FURTHER EXAMINATION
BY MR. NELSON:
Q. You just testified that you never directed content, is that right?
A. That's right.
Q. You did, as we've gone through in

Page 410

P. RYAN - CONFIDENTIAL
detail --
A. I make suggestions. I don't make directions.
Q. I'm sorry, sir?
A. I made suggestions. I don't make directions.
Q. Okay. That's where I'm getting at. You did multiple times make suggestions on content, correct?
A. Yes, when solicited and when I wanted to give my perspective, I did so. Those are suggestions. Those aren't directions. I don't have control over content.
Q. And you made suggestions on programming, correct?
A. Yes, I've given plenty of suggestions.
Q. And you've made suggestions on who would host shows, correct?
A. Yes.
Q. And you've made suggestions about how Fox should be pivoting at this key inflection point during November 2020

Page 411

P. RYAN - CONFIDENTIAL
through January 2021, correct?
A. Yes.
Q. And your advice was consistent throughout this timeframe to move on from Donald Trump and stop spouting election lies, correct?
MR. CARTER: Objection.
A. Yes.
MR. NELSON: Okay. Thank you. No further questions.
MR. CARTER: Nothing more.
(Continued on next page to include signature and jurat.)

Page 412

P. RYAN - CONFIDENTIAL
THE VIDEOGRAPHER: Okay, counsel. If there are no further questions, the time is 5:29 p.m. and we're going off the record.
Thank you everyone.
(Time noted: 5:29 p.m.)

_____
PAUL RYAN

Subscribed and sworn to before me this ___ day of _____, 2023.

_____

Exhibit 621

FOX NEWS MEDIA

DIGITAL EXPANSION

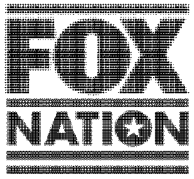
November 11, 2020

FOX NEWS media

DIGITAL OVERVIEW

FOX

CONFIDENTIAL DISCOVERY MATERIAL

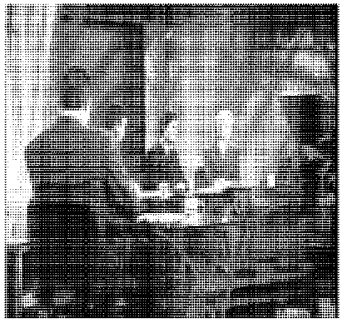


America's News. And Much More.

FOX

CONFIDENTIAL DISCOVERY MATERIAL

FOX NEWS MEDIA - LINEAR & DIGITAL



1996

Launch of FOX News Channel

Launch of FOX News Radio

1998

2007

Launch of FOX Business Network

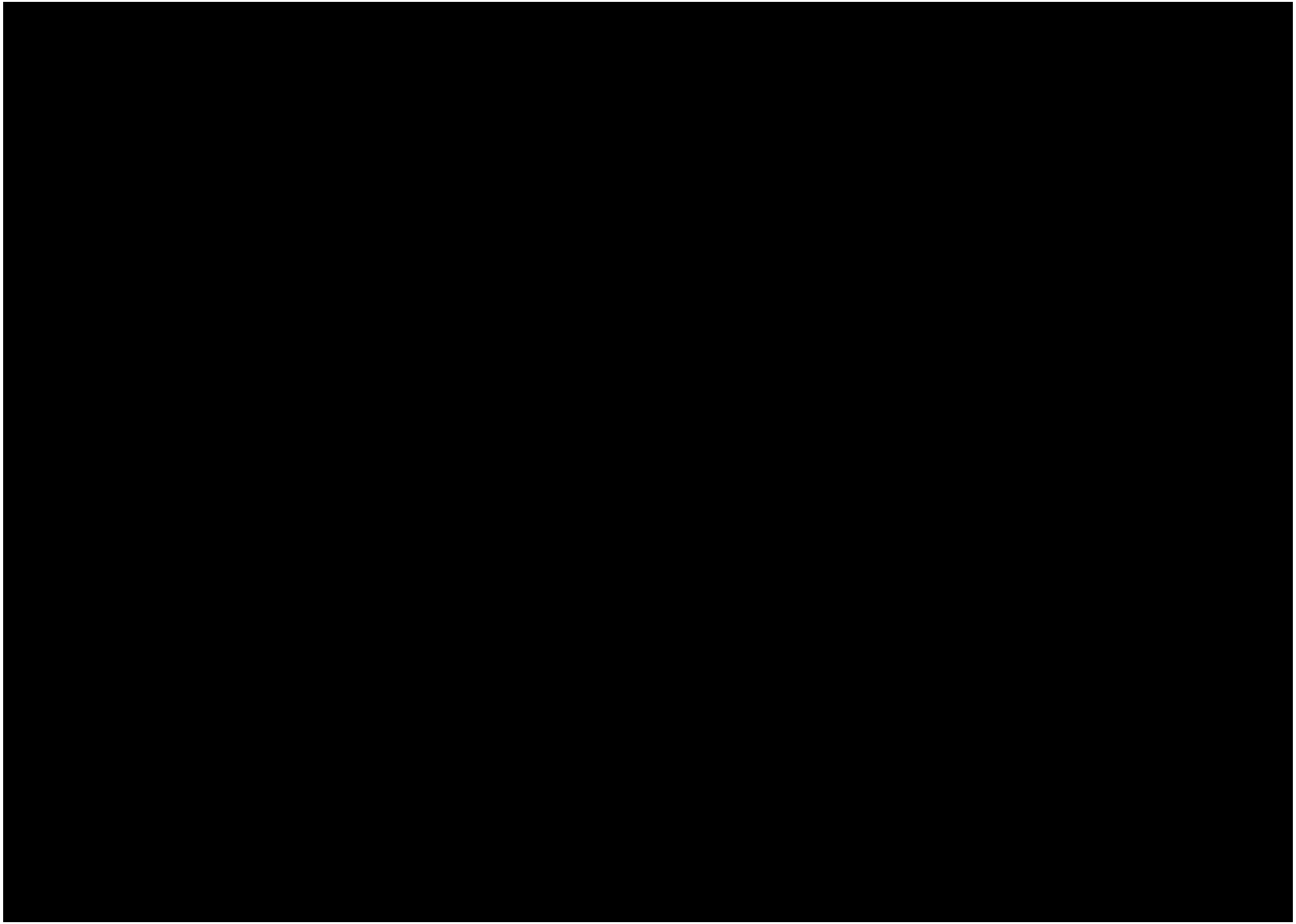
Launch of FOX News Headlines Sirius XM

2015

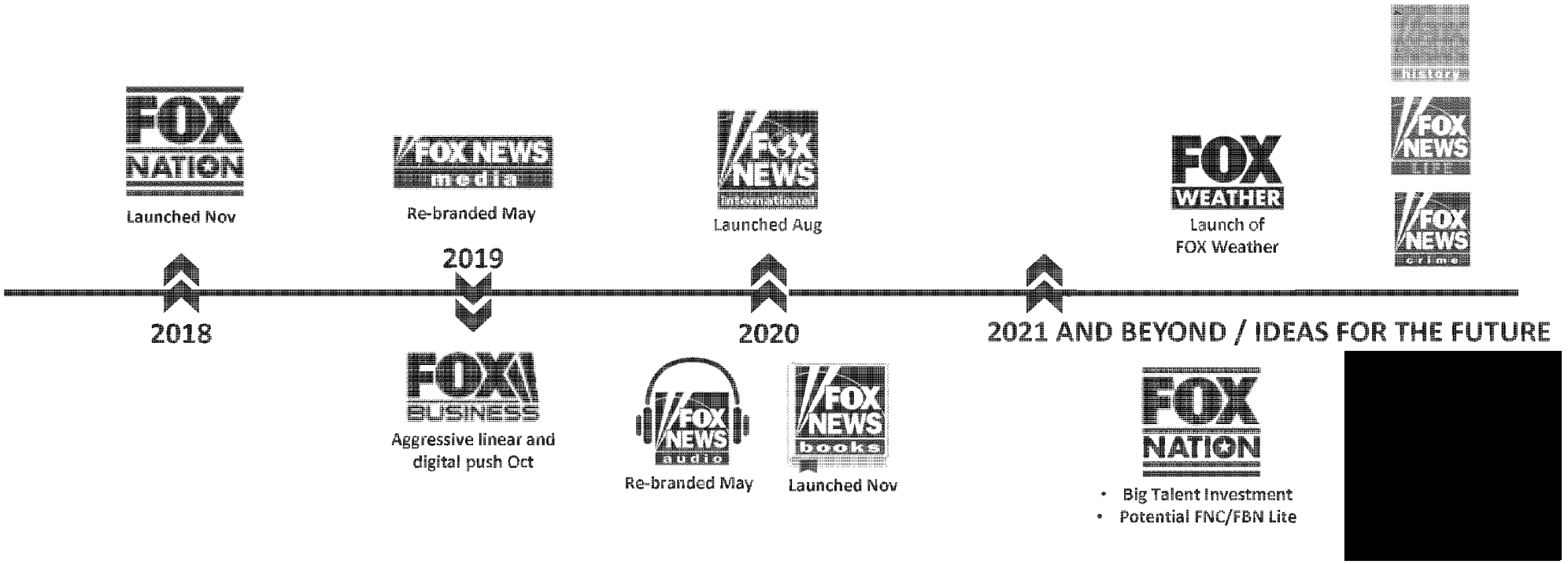
2016

FOX News Digital Refresh

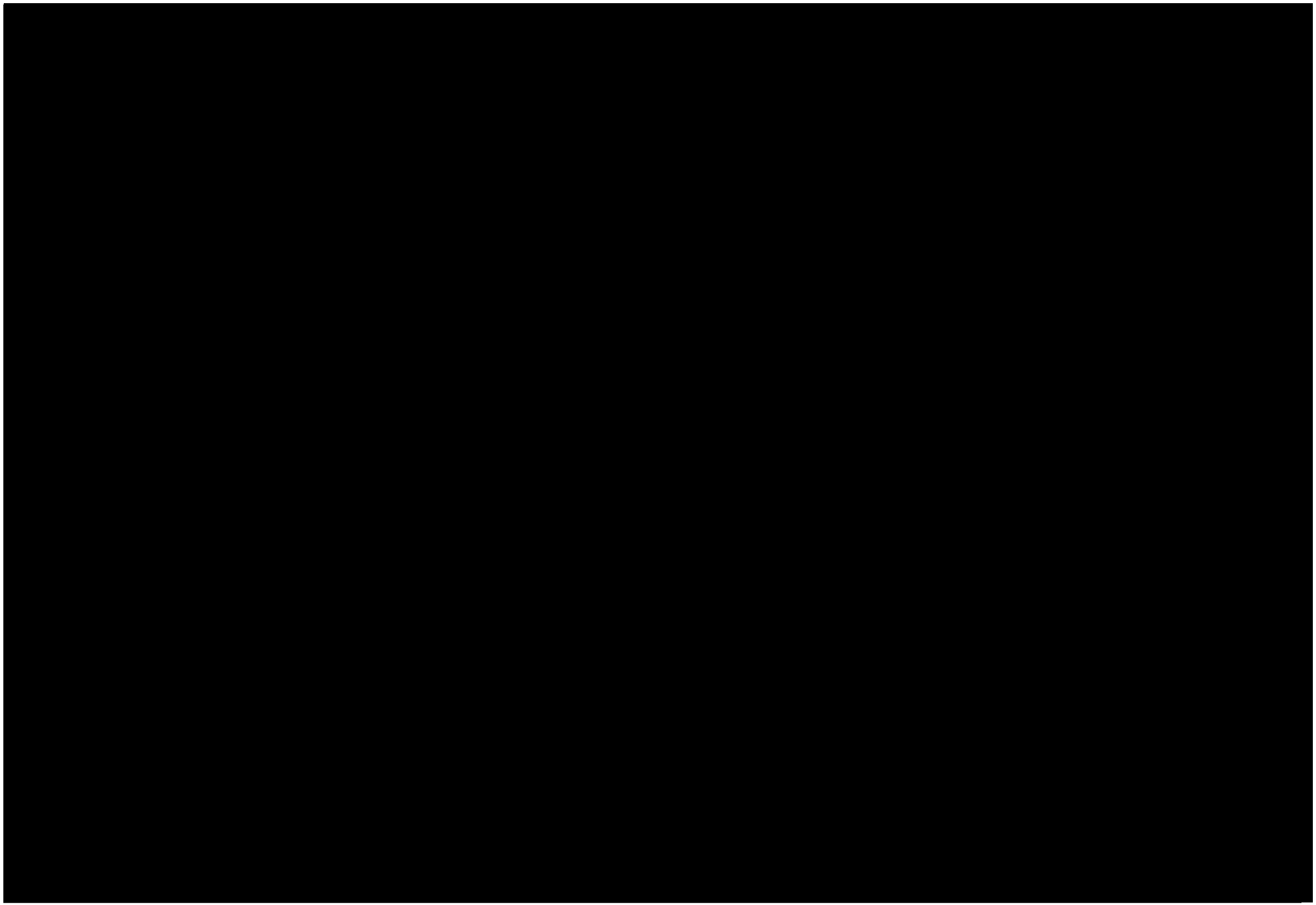
CONFIDENTIAL DISCOVERY MATERIAL

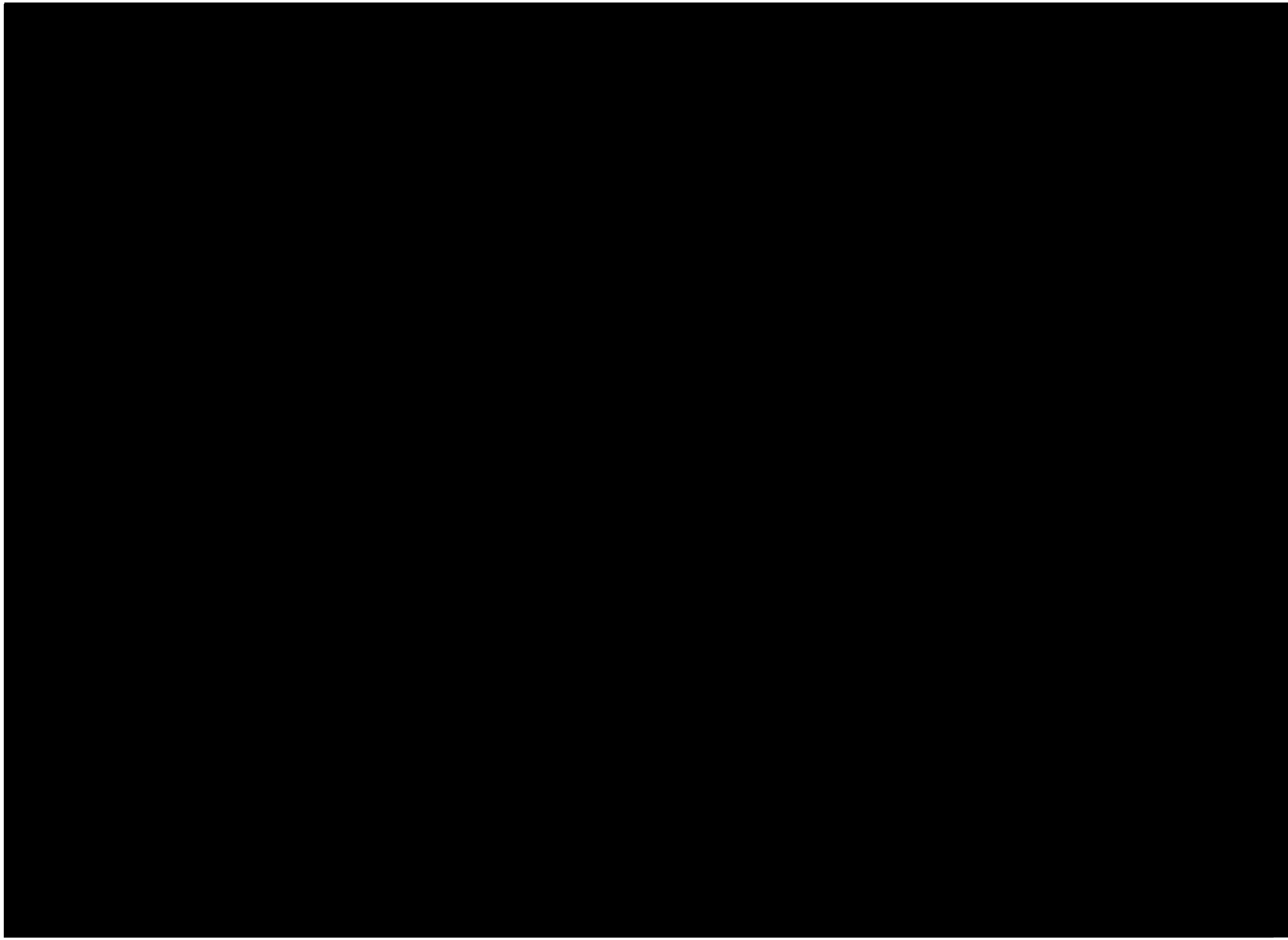


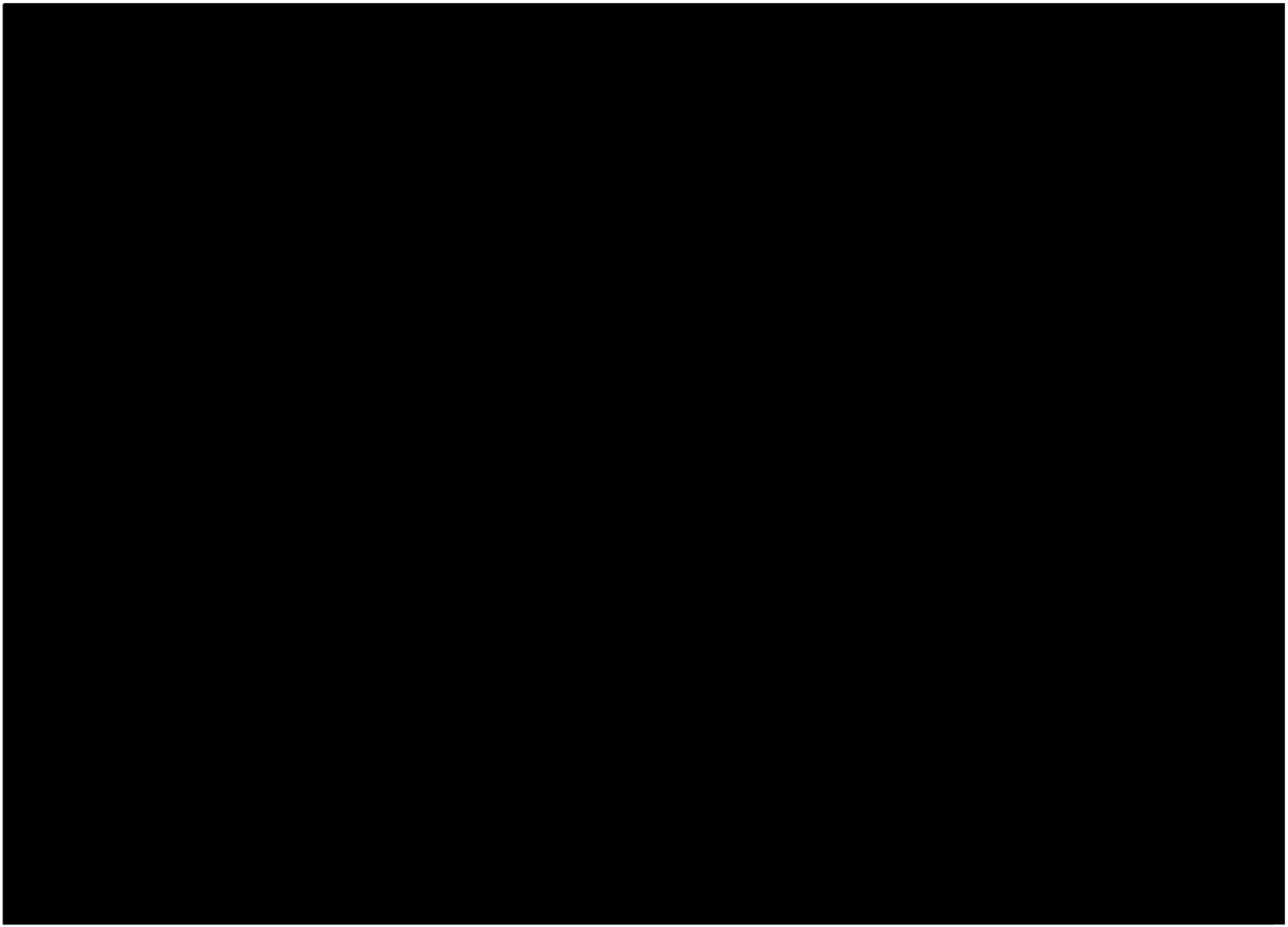
FOX NEWS MEDIA – DIRECT TO CONSUMER, PRESENT & FUTURE



CONFIDENTIAL DISCOVERY MATERIAL







FOX NEWS MEDIA - DIGITAL REVENUE MIX

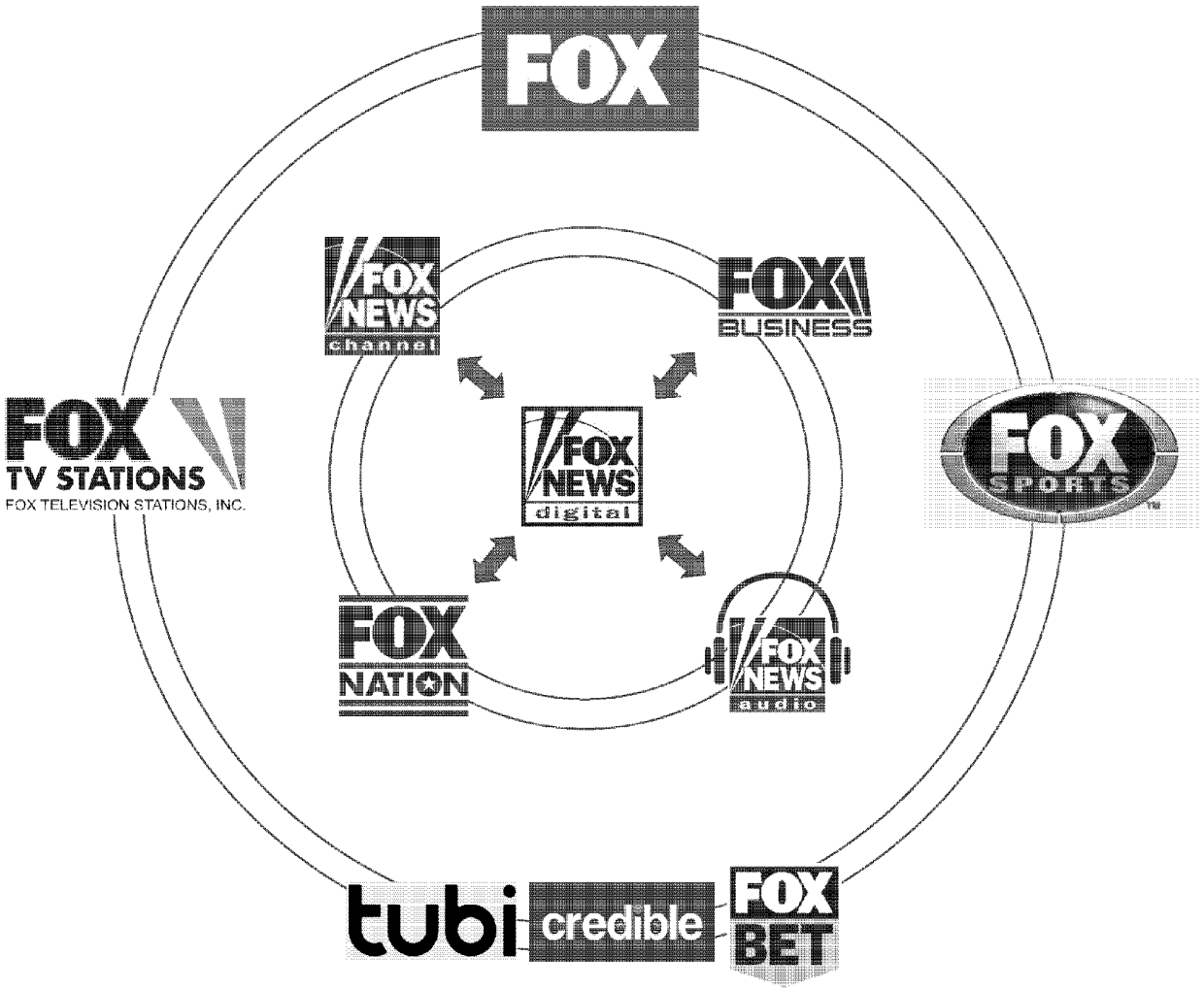
FY17-FY21 Revenue by Category

CONFIDENTIAL DISCOVERY MATERIAL

FOX

CONFIDENTIAL DISCOVERY MATERIAL

BE A FORCE MULTIPLIER ACROSS BRANDS



COMSCORE: NEWS COMPETITIVE SET

UNIQUE AUDIENCE (000)

Web Entity	Sept'19	Sept'20	% Diff.
CNN.com	129,680	144,471	11%
FOX News Digital Ntwk	97,898	108,851	11%
NYTimes.com	90,066	91,823	2%
WashingtonPost.com	88,770	91,567	3%
USAToday.com	73,174	82,870	13%
NBCNews.com	74,659	75,690	1%
CBSNews.com	57,109	63,415	11%
WSJ Online	37,396	50,378	35%
HuffPost U.S.	42,168	39,974	-5%
Reuters.com	23,926	31,644	32%
ABCNews.com	21,786	20,733	-5%

Unique Audience
#2 in Sept'20
#5 in Growth %

Page Views
#2 in Sept'20
#6 in Growth %

TOTAL VIEWS (MM)

Web Entity	Sept'19	Sept'20	% Diff.
CNN.com	1,615	2,101	30%
FOX News Digital Ntwk	1,717	2,009	17%
NYTimes.com	1,134	1,258	11%
WashingtonPost.com	496	389	-22%
USAToday.com	406	376	-7%
CBSNews.com	190	286	51%
NBCNews.com	196	263	34%
HuffPost U.S.	219	193	-12%
WSJ Online	122	147	21%
ABCNews.com	121	102	-16%
Reuters.com	57	76	32%

AVG VIEWS PER VISIT

Web Entity	Sept'19	Sept'20	% Diff.
NYTimes.com	3.3	2.9	-12%
CNN.com	2.1	2.1	4%
FOX News Digital Ntwk	2.2	2.1	-4%
ABCNews.com	2.0	1.9	-8%
CBSNews.com	1.6	1.7	13%
WSJ Online	2.1	1.7	-17%
Reuters.com	1.7	1.6	-3%
HuffPost U.S.	1.8	1.6	-11%
USAToday.com	2.0	1.6	-19%
WashingtonPost.com	2.0	1.5	-26%
NBCNews.com	1.4	1.5	6%

Avg. Views Per Visit
#3 in Sept'20
#5 in Growth %

Total Minutes
#1 in Sept'20
#6 in Growth %

TOTAL MINUTES (MM)

Web Entity	Sept'19	Sept'20	% Diff.
FOX News Digital Ntwk	3,879	4,387	13%
CNN.com	3,130	3,739	19%
WashingtonPost.com	1,252	1,235	-1%
NYTimes.com	1,085	1,190	10%
NBCNews.com	576	696	21%
HuffPost U.S.	472	512	9%
WSJ Online	360	481	34%
CBSNews.com	264	448	70%
USAToday.com	376	330	-12%
Reuters.com	84	153	82%
ABCNews.com	197	139	-29%

CONFIDENTIAL DISCOVERY MATERIAL

COMSCORE: BUSINESS COMPETITIVE SET

UNIQUE AUDIENCE (000)

Web Entity	Sept'19	Sept'20	% Diff.
Forbes.com	61,791	85,484	38%
Yahoo! Finance	58,433	75,258	29%
CNBC.com	50,749	74,439	47%
MSN Money	13,768	62,377	353%
WSJ Online	37,396	50,378	35%
CNN Business	27,927	49,122	76%
Bloomberg.com	24,428	34,009	39%
MarketWatch	17,039	30,097	77%
Fox Business	15,037	27,541	83%
Motley Fool	12,158	21,740	79%
USATODAY Money	8,376	11,110	33%
TheStreet.com	3,506	6,827	95%
Entrepreneur.com	3,826	3,852	1%
HuffPost Business	704	324	-54%

Unique Audience
#9 in Sept'20
#3 in Growth %

TOTAL VIEWS (MM)

Web Entity	Sept'19	Sept'20	% Diff.
Yahoo! Finance	707	930	32%
CNBC.com	215	401	86%
CNN Business	158	260	65%
MSN Money	377	245	-35%
Forbes.com	186	229	23%
MarketWatch	101	178	76%
Bloomberg.com	123	149	22%
WSJ Online	122	147	21%
Fox Business	69	130	90%
Motley Fool	42	97	130%
USATODAY Money	20	23	13%
TheStreet.com	12	10	-20%
Entrepreneur.com	11	9	-19%
HuffPost Business	1	0	-63%

Page Views
#9 in Sept'20
#2 in Growth %

AVG VIEWS PER VISIT

Web Entity	Sept'19	Sept'20	% Diff.
Yahoo! Finance	2.9	3.2	10%
Bloomberg.com	1.7	2.7	55%
CNN Business	2.4	2.6	7%
MarketWatch	2.0	2.1	7%
MSN Money	2.8	2.1	-27%
WSJ Online	2.1	1.7	-17%
Motley Fool	1.7	1.7	0%
Entrepreneur.com	1.8	1.7	-5%
CNBC.com	1.5	1.6	8%
Fox Business	1.3	1.5	14%
TheStreet.com	1.7	1.5	-12%
USATODAY Money	1.6	1.4	-12%
Forbes.com	1.7	1.4	-19%
HuffPost Business	1.5	1.2	-22%

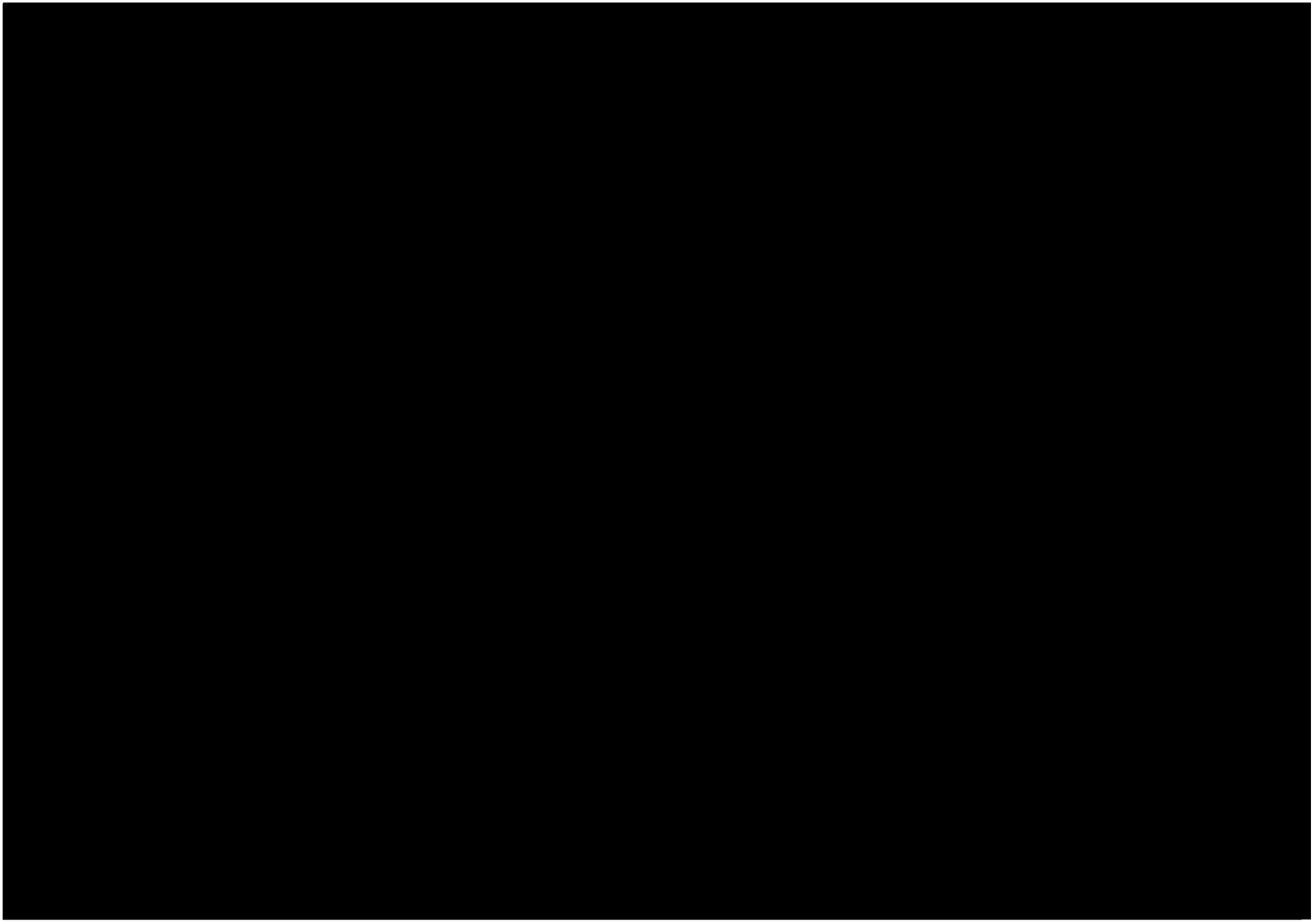
Avg. Views Per Visit
#10 in Sept'20
#2 in Growth %

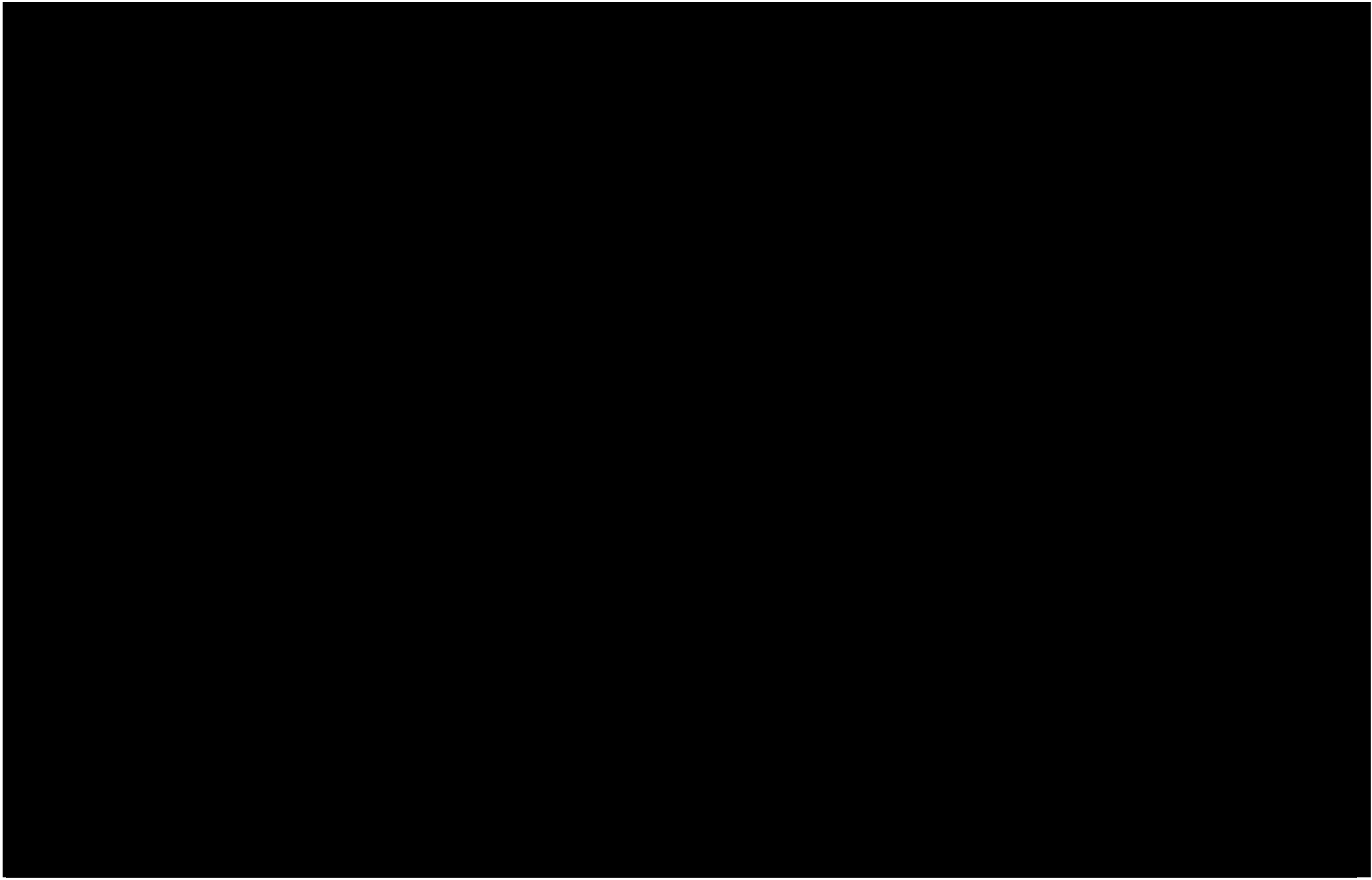
TOTAL MINUTES (MM)

Web Entity	Sept'19	Sept'20	% Diff.
Yahoo! Finance	2,922	3,822	31%
CNBC.com	434	784	81%
WSJ Online	360	481	34%
Bloomberg.com	220	337	53%
CNN Business	170	321	89%
Forbes.com	219	264	20%
MarketWatch	138	216	56%
Fox Business	129	209	62%
MSN Money	459	203	-56%
Motley Fool	46	108	133%
TheStreet.com	16	23	45%
USATODAY Money	18	19	2%
Entrepreneur.com	13	9	-32%
HuffPost Business	2	0	-78%

Total Minutes
#8 in Sept'20
#4 in Growth %

CONFIDENTIAL DISCOVERY MATERIAL





SHARRI SLIDE

HEADSHOT
WHAT SHE HAS DONE
COMPANY EXPERIENCE
ROLES AT FNC AND FTS

CONFIDENTIAL DISCOVERY MATERIAL

CONFIDENTIAL DISCOVERY MATERIAL

FOX WEATHER BUSINESS PLAN

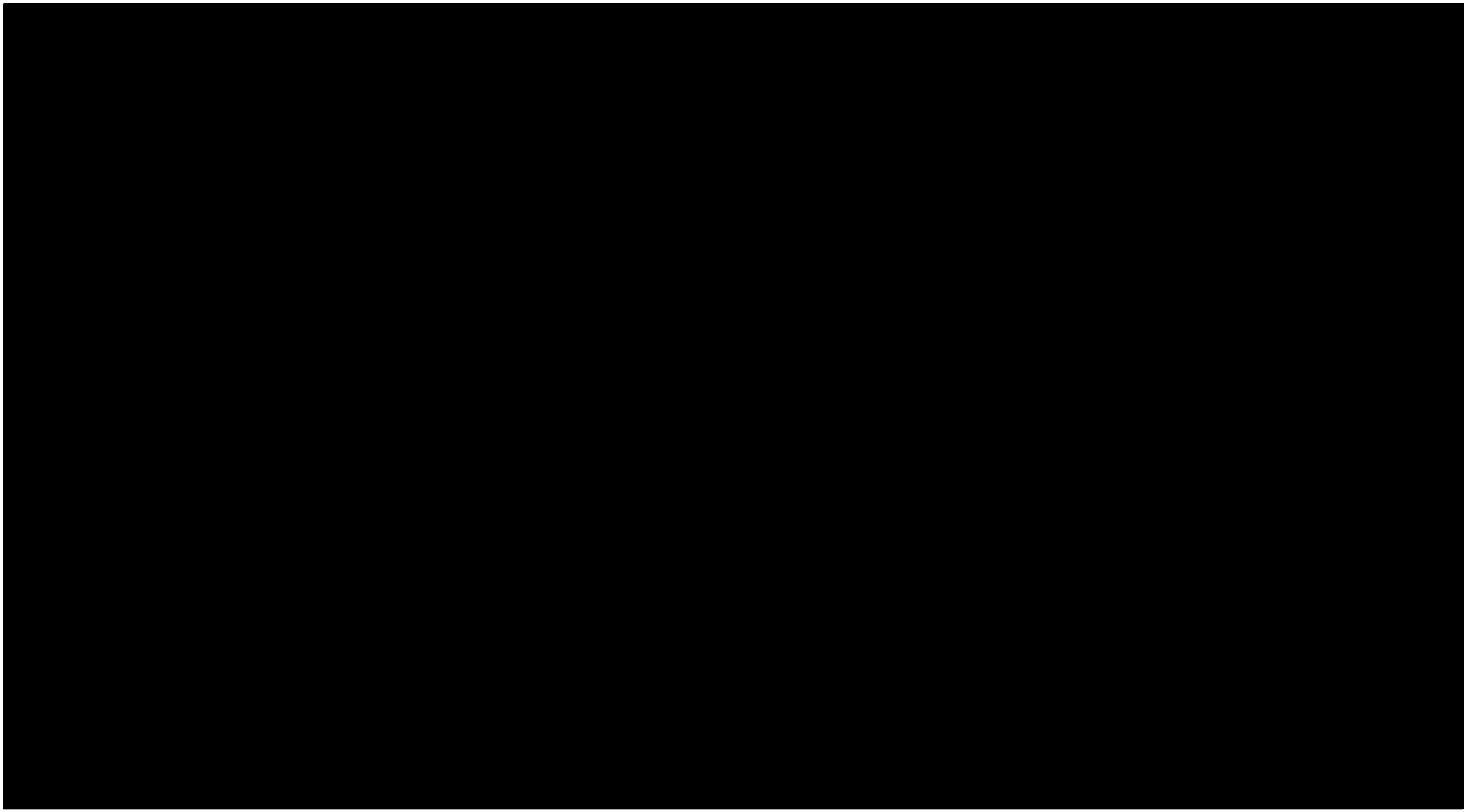
CONFIDENTIAL DISCOVERY MATERIAL

FOX NEWS DIGITAL STRATEGIC DIRECTION

CONFIDENTIAL DISCOVERY MATERIAL

FOX

CONFIDENTIAL DISCOVERY MATERIAL



ORGANIZATION

Align Key Growth Drivers

Ensure key subscriber growth drivers are aligned to optimize ROI for every programming, marketing and product $$$

CURRENT CONTENT STRATEGY

CONFIDENTIAL DISCOVERY MATERIAL

FOX NATION STRATEGIC OPPORTUNITIES

CONFIDENTIAL DISCOVERY MATERIAL

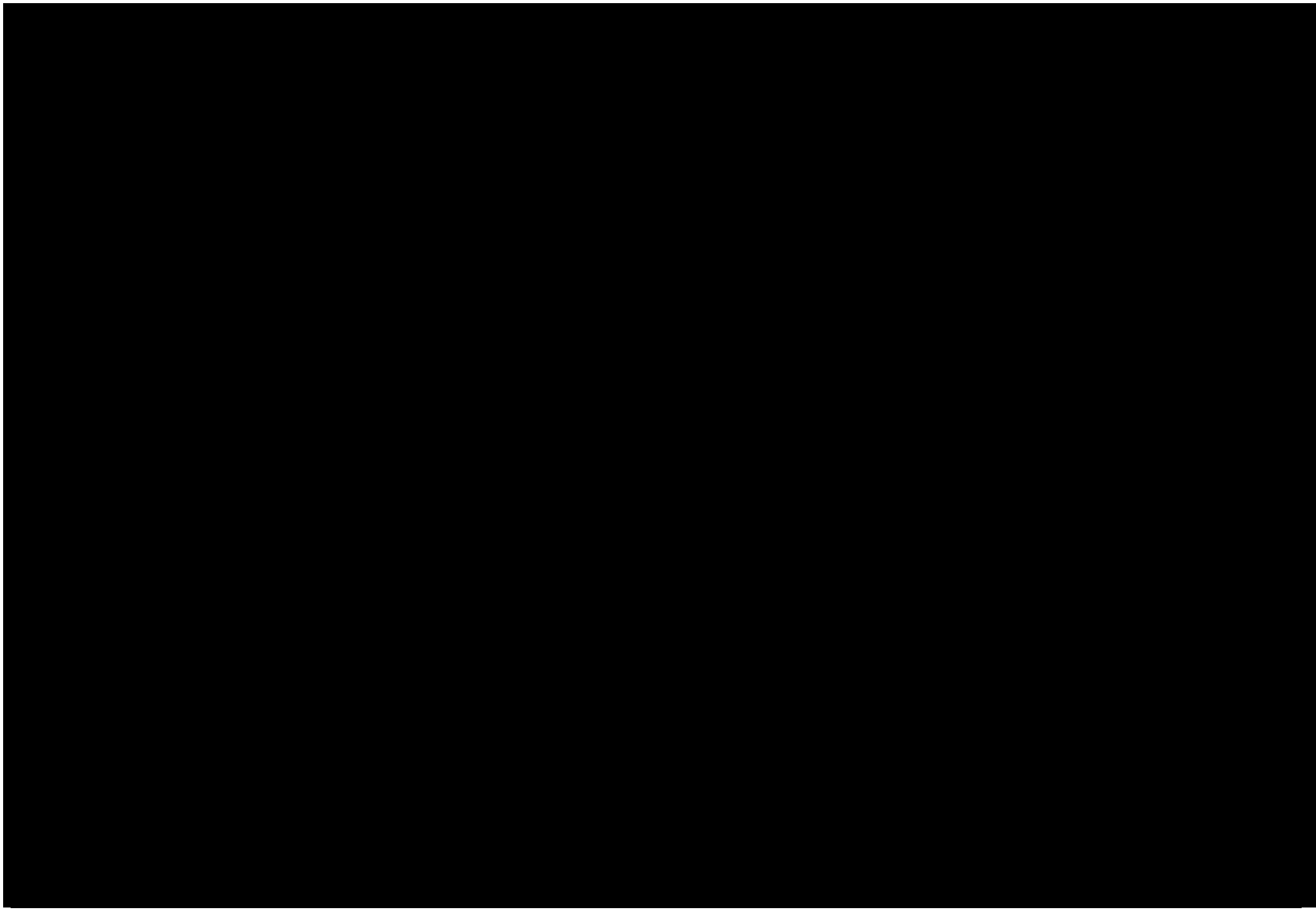


Exhibit 622

From: Anne Dias
Sent: Thursday, November 12, 2020 9:51 PM EST
To: Paul Ryan
Subject: Fwd: Axios AM: Mike's Top 10 — Biden's Day 1 — Scoop: Trump eyes digital empire to "wreck Fox" — 🍃 Augusta in autumn

Paul,

It was great to see you.

Forwarding the Axios story in case you havent seen. It's exactly as you described it: Trump needs a scapegoat, and it's now Fox.

One thing that I find stunning: how can Trump take the emails and contacts that the party or PACs paid for and use them for his own for profit venture? That shouldn't be allowed, should it?

Anne

--------- Forwarded message ---------
From: **Mike Allen** <mike@axios.com>
Date: Thu, Nov 12, 2020 at 04:34
Subject: Axios AM: Mike's Top 10 — Biden's Day 1 — Scoop: Trump eyes digital empire to "wreck Fox" — 🍃 Augusta in autumn
To: <adias@aragonglobal.com>

AXIOS

Open in app View in browser

PRESENTED BY BANK OF AMERICA

Axios AM

By Mike Allen ·Nov 12, 2020

☕ **Good Thursday morning,** and welcome back. *Today's Smart Brevity™ count: 1,383 words ... 5½ minutes.*

🗳 **Karl Rove,** in his Wall Street Journal column (*subscription*), is definitive: "This Election Result Won't Be Overturned. Recounts occasionally change margins in the hundreds, never in the tens of thousands."

🎟 **You're invited:** Sam Baker hosts an Axios virtual event tomorrow at 12:30 p.m. ET on the future of health care. *Register here.*

1 big thing: Scoop ... Trump eyes digital empire to "wreck Fox"

HANNITY

Exhibit 623

From: Samantha Luks, Ph.D. <sam.luks@yougov.com>
To: Shah, Raj; Marissa Shih; Schwartz, Elliott
Sent: 11/10/2020 12:02:20 PM
Subject: Re: External: Pricing for FNC viewers custom poll
Attachments: FNC_draft1.docx

Hi Raj,

Let's use a larger list of networks for the screener, then limit the rest of the survey to Newsmax and OANN.

We've put together some sample pricing in the table below. The expected incidence is based on what we observed in an election study of 60,000 people that we ran last month.

Population: FNC viewers			
	Option 1	Option 2	Option 3
N	1000	1500	2000
Incidence	15%	15%	15%
Expected MoE	3.2%	2.6%	2.2%
LOI	5 min	5 min	5 min
Setup, questionnaire consulting, programming, hosting, sampling, weighting	$3,000	$3,000	$3,000
CPI	$12.15	$12.15	$12.15
Tabs	$750	$750	$750
Total	$15,900	$21,975	$28,050

I don't recommend going below a sample size of 1000.

We've also drafted some questions based on what you listed in your original request. Given that it sounds like you'd like to ask a few deeper questions about FNC, I recommend that we have a call today. We have room to add a couple more questions and stay under 5 minutes. Can you let me know a few good times to talk?

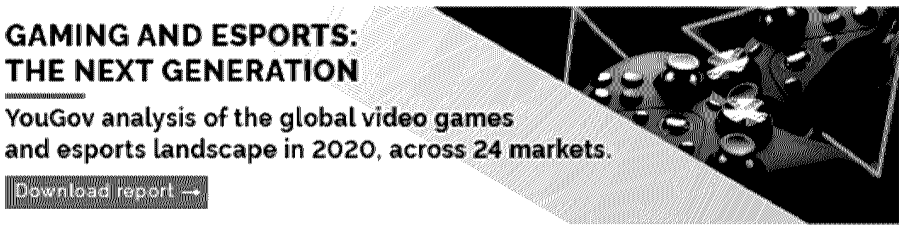
Best wishes,
Sam

Samantha Luks, Ph.D.
Managing Director - Scientific Research

YouGov

YouGov America Inc.
650 5th Street
Suite 505
San Francisco

United States
T: +1 (650) 462-8009
F: +1 (650) 462-8422
sam.luks@yougov.com



From: "Shah, Raj" <Raj.Shah@fox.com>
Date: Tuesday, November 10, 2020 at 7:15 AM
To: Samantha Luks <sam.luks@yougov.com>, Marissa Shih <marissa.shih@yougov.com>, "Schwartz, Elliott" <Elliott.Schwartz@fox.com>
Subject: Re: External: Pricing for FNC viewers custom poll

Actually, just thinking through, is it your view that we should ask about MSNBC/CNN to ensure the poll's funder is not obvious? Is it possible to do so and ask about OANN and Newsmax?

From: Raj Shah <Raj.Shah@fox.com>
Date: Tuesday, November 10, 2020 at 10:11 AM
To: "Samantha Luks, Ph.D." <sam.luks@yougov.com>, Marissa Shih <marissa.shih@yougov.com>, "Schwartz, Elliott" <Elliott.Schwartz@fox.com>
Subject: Re: External: Pricing for FNC viewers custom poll

We are not concerned with losing market share to CNN or MSNBC right now. Our concern is Newsmax and One America News Network. Maybe include them, but I'd like to get honest/deeper feedback from Fox viewers on the brand, the handling of the election, if they feel like they have been somehow betrayed by the network.

From: "Samantha Luks, Ph.D." <sam.luks@yougov.com>
Date: Tuesday, November 10, 2020 at 2:26 AM
To: Raj Shah <Raj.Shah@fox.com>, Marissa Shih <marissa.shih@yougov.com>, "Schwartz, Elliott" <Elliott.Schwartz@fox.com>
Subject: Re: External: Pricing for FNC viewers custom poll

Hi Raj,

Nice to meet you.

We can provide you with a few options for pricing tomorrow, along with a draft of the survey questions by 2pm ET tomorrow. I recommend that we ask evaluations of FNC with a 1-2 other networks (e.g., CNN and MSNBC) in order to mask who the client is for the project. We can most likely fit all of this content in a 5-minute survey, and we would still screen on Fox viewership.

We'll be back in touch soon.

Best wishes,
Sam

Samantha Luks, Ph.D.
Managing Director - Scientific Research

YouGov

YouGov America Inc.
650 5th Street
Suite 505
San Francisco
United States
T: +1 (650) 462-8009
F: +1 (650) 462-8422
sam.luks@yougov.com

From: "Shah, Raj" <Raj.Shah@fox.com>
Date: Monday, November 9, 2020 at 7:08 PM
To: Marissa Shih <marissa.shih@yougov.com>, "Schwartz, Elliott" <Elliott.Schwartz@fox.com>
Cc: Samantha Luks <sam.luks@yougov.com>
Subject: Re: External: Pricing for FNC viewers custom poll

Marissa,

I am not an expert, and frankly am growing a little frustrated at the turnaround time and responsiveness here. We need to move quickly. This is a fast moving situation, our brand is under heavy fire from our customer base and we are on Day 3 without much to show for it.

Can you please provide in writing a few recommended questions that we can then begin to edit, along the lines of what my colleague Elliott recommended and some potential options with pricing on samples? The larger the better but we're cost sensitive. Is it possible to see this by noon EST tomorrow, November 10?

From: Marissa Shih <marissa.shih@yougov.com>
Date: Monday, November 9, 2020 at 5:33 PM
To: Raj Shah <Raj.Shah@fox.com>, "Schwartz, Elliott" <Elliott.Schwartz@fox.com>
Cc: "Samantha Luks, Ph.D." <sam.luks@yougov.com>
Subject: Re: External: Pricing for FNC viewers custom poll

Hi Raj,

It's nice to meet you. Can you tell me how many Fox News viewers you'd like to interview?

Thanks,
Marissa

Marissa Shih
Senior Project Director

YouGov

YouGov America Inc.
650 5th Street
Suite 505
San Francisco
United States
T: 650-319-0707
F: 650-462-8422
marissa.shih@yougov.com

From: Ryan Gross <ryan.gross@yougov.com>
Sent: Monday, November 9, 2020 1:34 PM
To: Shah, Raj <Raj.Shah@fox.com>; Schwartz, Elliott <Elliott.Schwartz@fox.com>; Sam Kraus <sam.kraus@yougov.com>; RealTime US <realtime.us@yougov.com>
Cc: Samantha Luks, Ph.D. <sam.luks@yougov.com>; Ashley Grosse, Ph.D. <ashley.grosse@yougov.com>; Alexander Marsolais Ph.D. <alexander.marsolais@yougov.com>; Kelly Llaguno <Kelly.Llaguno@yougov.com>; Marissa Shih <marissa.shih@yougov.com>
Subject: RE: External: Pricing for FNC viewers custom poll

Hey Raj,

I just connected with my colleagues on our custom research team and Marissa (CC'd) is going to pick this up and will respond shortly with any questions.

Best,
Ryan

Ryan Gross
Head of East Coast Accounts
Tel: +1-646-537-9819 [redacted]
Office: New York

From: Shah, Raj <Raj.Shah@fox.com>
Sent: Monday, November 9, 2020 1:38 PM
To: Ryan Gross <ryan.gross@yougov.com>; Schwartz, Elliott <Elliott.Schwartz@fox.com>; Sam Kraus <sam.kraus@yougov.com>; RealTime US <realtime.us@yougov.com>
Cc: Samantha Luks, Ph.D. <sam.luks@yougov.com>; Ashley Grosse, Ph.D. <ashley.grosse@yougov.com>; Alexander Marsolais Ph.D. <alexander.marsolais@yougov.com>; Kelly Llaguno <Kelly.Llaguno@yougov.com>
Subject: Re: External: Pricing for FNC viewers custom poll

Hey Ryan,

Thanks for replying. When can we expect some options? Sooner the better. We are under pretty heavy fire with a fast moving situation on our hands.

From: Ryan Gross <ryan.gross@yougov.com>
Date: Monday, November 9, 2020 at 11:07 AM
To: "Schwartz, Elliott" <Elliott.Schwartz@fox.com>, Sam Kraus <sam.kraus@yougov.com>, RealTime US <realtime.us@yougov.com>
Cc: Raj Shah <Raj.Shah@fox.com>, "Samantha Luks, Ph.D." <sam.luks@yougov.com>, "Ashley Grosse, Ph.D." <ashley.grosse@yougov.com>, "Alexander Marsolais Ph.D." <alexander.marsolais@yougov.com>, Kelly Llaguno <Kelly.Llaguno@yougov.com>
Subject: RE: External: Pricing for FNC viewers custom poll

Hi Elliott,

I hope you had a great weekend! I spoke with the RealTime team about this, and they suggested bringing in our political researchers due to the nature of the survey. I've added them on CC and someone will jump in shortly with any further questions and to discuss next steps.

Best,
Ryan

From: Schwartz, Elliott <Elliott.Schwartz@fox.com>
Sent: Saturday, November 7, 2020 2:28 PM
To: Sam Kraus <sam.kraus@yougov.com>; Ryan Gross <ryan.gross@yougov.com>; RealTime US <realtime.us@yougov.com>
Cc: Shah, Raj <Raj.Shah@fox.com>
Subject: External: Pricing for FNC viewers custom poll

Hey guys,

We're considering running a poll (maybe a series of them) on Fox News viewers to gauge their satisfaction with the network. Some conservative accounts online with large followings have been very critical of the network in relation to election coverage and we want to test if that has had any real impact with viewers. Can we get pricing on this and any thoughts or ideas to improve results.

Possible questions to ask:
FNC favorability
do you think the president won or lost?
Did you watch FNC election coverage?
approve or disapprove of fnc election coverage?
Will you continue to be a FNC viewer?
If no, where do you plan to watch instead?

Thanks

This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee(s). If you are not an addressee indicated in this message (or responsible for delivery of the message to an addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of Fox Corporation, or its subsidiaries must be

taken not to have been sent or endorsed by any of them. No representation is made that this email or its attachments are without defect.

*** This message is from an external mail server. Please be careful when replying or when clicking on any links and attachments, unless you are certain of the source. ***

This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee(s). If you are not an addressee indicated in this message (or responsible for delivery of the message to an addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of Fox Corporation, or its subsidiaries must be taken not to have been sent or endorsed by any of them. No representation is made that this email or its attachments are without defect.

This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee(s). If you are not an addressee indicated in this message (or responsible for delivery of the message to an addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of Fox Corporation, or its subsidiaries must be taken not to have been sent or endorsed by any of them. No representation is made that this email or its attachments are without defect.

Exhibit 624

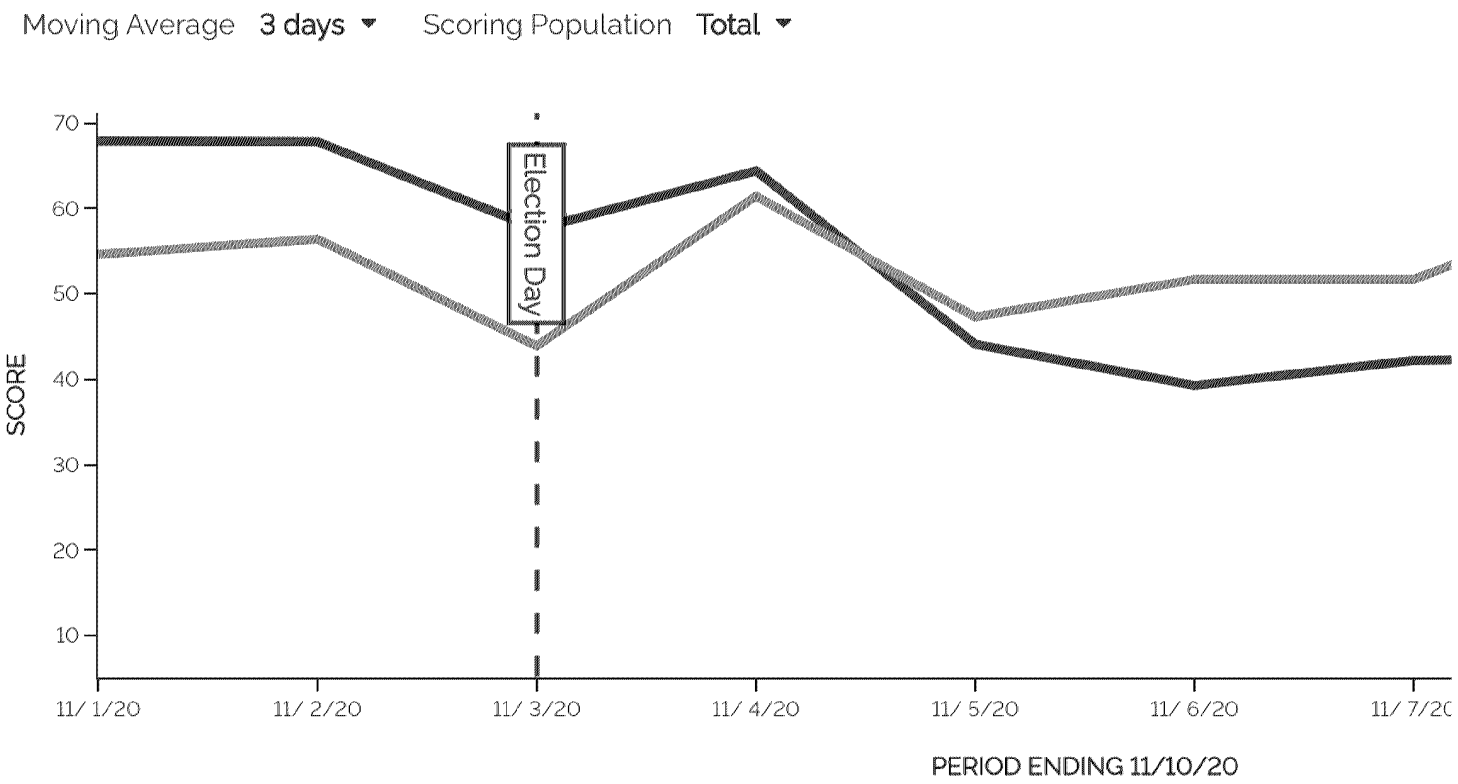
From: Shah, Raj </O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=33A7EC98BFB14AC1B1B80D99A31D1CDE-RAJ.SHAH>
To: Briganti, Irena (FoxNews); Klein, Megan
Sent: 11/11/2020 4:54:58 PM
Subject: Re: Tracking Data Shows Another Drop....

Hey guys,

Given the sharp negative trajectory we have been on, we dug into our 3-day rolling average. Red line is Fox News primetime viewers, green line is all Fox viewers.

This now carries very small samples and should be taken with a grain of salt, but it shows figures that will have us underwater (meaning more of our viewers have an unfavorable opinion rather than favorable opinion of Fox) This might be slightly off, but the trajectory I'm certain of, so on our current course, if not already then by the weekend, opinions of Fox from our core viewers will be underwater.

Irena, as I told you, I've shared my thoughts with Lachlan and Viet, that bold, clear and decisive action is needed for us to begin to regain the trust that we're losing with our core audience.



From: Raj Shah <Raj.Shah@fox.com>
Date: Wednesday, November 11, 2020 at 9:37 AM
To: "Briganti, Irena (FoxNews)" <irena.briganti@foxnews.com>, "Klein, Megan" <Megan.Klein@fox.com>
Subject: Tracking Data Shows Another Drop....

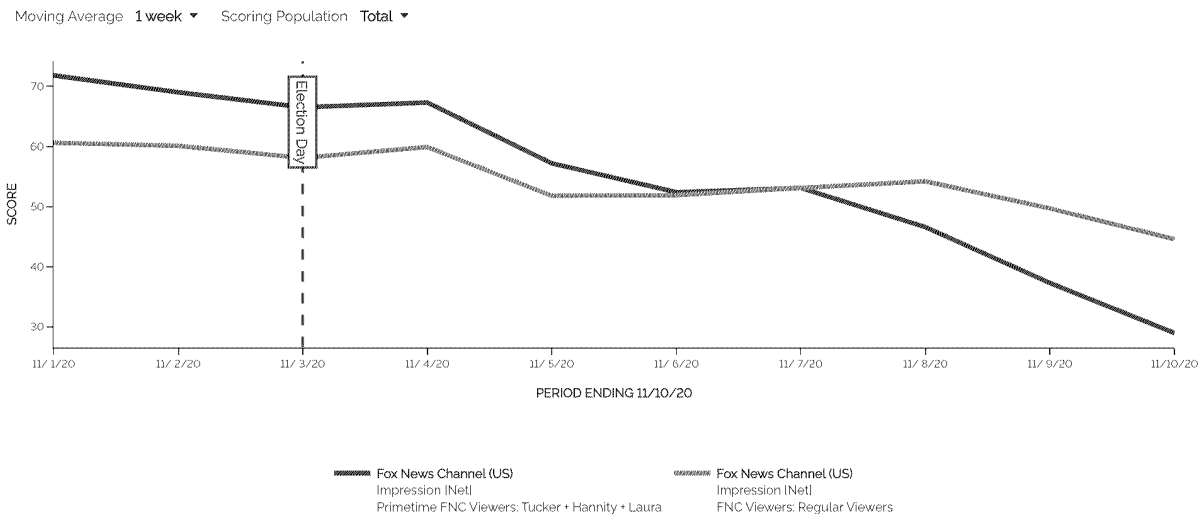
Below is updated tracking data from YouGov, showing another day of data and more clear declines in favorability, especially with primetime viewers. It's getting pretty perilous.

FNC Net Favorability

	11/01/20	11/10/20	Net Change	Change from yesterday	Sample per day
Primetime viewers - one week rolling average	+71.8	+29.0	-42.8	-8.3	73-82
FNC viewers - one week rolling average	+60.6	+44.6	-16.0	-5.1	94-108
Primetime viewers - two week rolling average	+69.3	+46.8	-22.5	-5.3	136-157
FNC viewers - two week rolling average	+62.2	+51.2	-11.0	-3.5	182-203

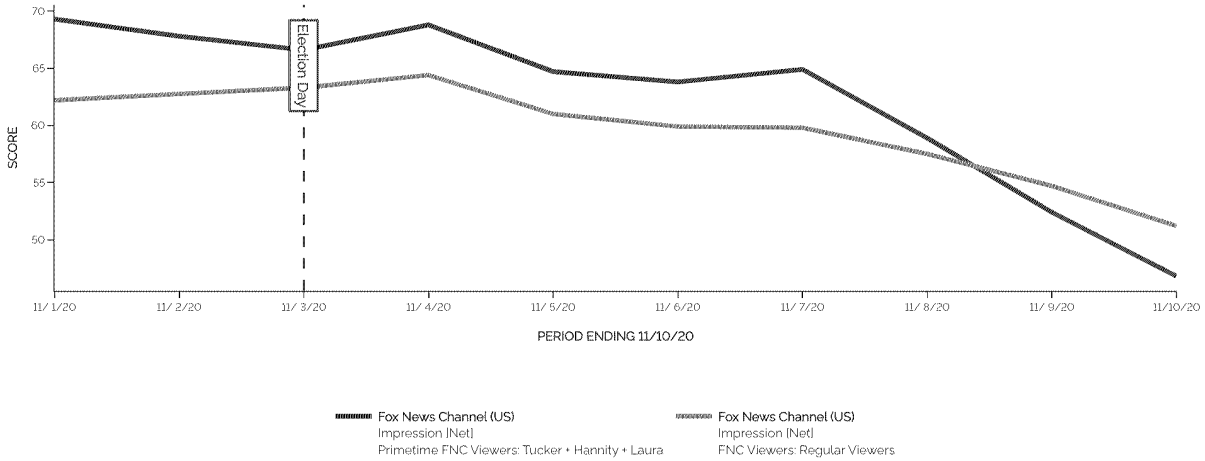
FNC Net Favorability

ONE-WEEK ROLLING AVERAGE



TWO-WEEK ROLLING AVERAGE

Moving Average 2 weeks Scoring Population Total



Fox News Channel (US)
Impression (Net)
Primetime FNC Viewers: Tucker + Hannity + Laura

Fox News Channel (US)
Impression (Net)
FNC Viewers: Regular Viewers

Exhibit 625

From:	Shah, Raj </O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=33A7EC98BFB14AC1B1B80D99A31D1CDE-RAJ.SHAH>
To:	Murdoch, Lachlan; Dinh, Viet; Scott, Suzanne
CC:	Griswold, Alex; Schwartz, Elliott
Sent:	11/13/2020 5:43:46 PM
Subject:	Brand Protection Roundup - 11/13/20

Lachlan/Suzanne/Viet,

Below is our weekly report, with a summary of the strong conservative and viewer backlash to Fox that we are working to track and mitigate.

FOX

BRAND PROTECTION UNIT ROUNDUP

November 13, 2020

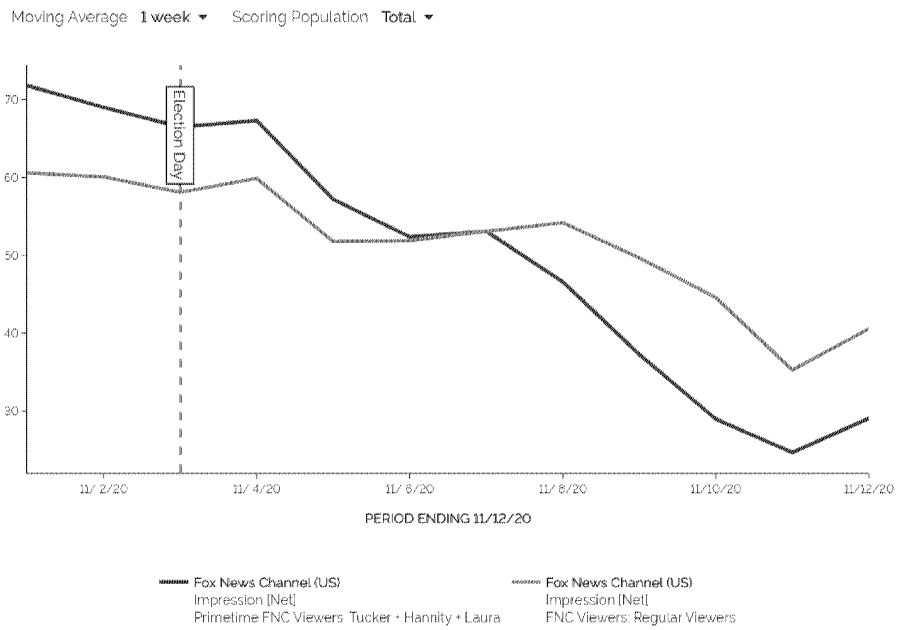
Summary of Brand Threats This Week

This week we continued to see extremely high levels of conservative discontent towards Fox News, both on social media and in the pro-Trump commentariat. Roughly half of the top 100 tweets and a third of the top 100 Facebook posts mentioning Fox News were from angry conservatives criticizing Fox or threatening to boycott the network. Both Donald Trump and Newsmax have taken active roles in promoting attacks on Fox News, including by pushing leaked footage and false reports about Fox News talent.

[redacted]

We are continuing to monitor conservative and regular viewer sentiment toward FNC using tracking data from YouGov. Positive impressions of Fox News among our viewers dropped precipitously after Election Day to the lowest levels we've ever seen, but we did begin to see some signs of recovery late in the week.

7-DAY TRACKING OF VIEWER FAVORABILITY TOWARD FOX



Pictured: Net favorability of Fox News among primetime viewers and regular viewers (One week rolling average)

We also worked with Ad Sales about concerns from Pfizer over Fox News reporting on criticism of the post-election timing of it's vaccine announcement to develop responses on programming and show brand polling data showing how Fox viewers have very high favorability of Pfizer when compared to the general public.

Notable Attacks On Fox Brand & Talent

OUTLET	AUTHOR	POST
Axios	Mike Allen	Scoop: Trump eyes digital media empire to take on Fox News
Newsmax	Eric Mack	Fox News Cancels 'Justice With Judge Jeanine' This Weekend Over Trump
Breitbart	John Nolte	Nolte: Bret Baier Deletes Tweet that Exposed Exploding Backlash Against Fox News
The Rush Limbaugh Show	Rush Limbaugh	Fox News Turned Its Back on Its Base
Newsmax	Eric Mack	Fox News Censors McEnany Briefing on Election Fraud

Defense Of Fox Brand Efforts

Author	Instance of Pushback	Social interactions	Potential Impressions
3rd Party Allies	Tweets highlighting MSM bias or in defense or promotion of FNC talent	224,006	99,083,485
Bill Asher	American Greatness: Fox and Criticism Among Friends	79	2,518,615

YouGov Talent Favorability Tracking

30 Day Average - 10/02/20 to 11/01/20

TALENT	FAVORABILITY					
	Strongly Positive	Slightly Positive	Neutral	Slightly Negative	Strongly Negative	Not Heard Of
Tucker Carlson	19.40%	10.50%	14.20%	5.00%	25.80%	25.10%
Sean Hannity	15.70%	16.60%	15.50%	7.40%	29.10%	15.80%
Laura Ingraham	14.90%	13.30%	15.80%	3.80%	23.10%	29.10%
Bret Baier	11.60%	14.70%	16.80%	5%	8.80%	42.9%
Chris Wallace	13.8%	25.1%	18.60%	11.10%	16.30%	15.20%

TALENT	FAVORABILITY			
	Total Positive	Total Negative	Net Fav	Net Change
Tucker Carlson	**29.90%**	**30.80%**	-0.90%	-0.20%
Sean Hannity	**32.30%**	**36.50%**	-4.20%	+2.10%
Laura Ingraham	**28.20%**	**26.90%**	1.30%	-2.40%
Bret Baier	**26.30%**	**14.00%**	12.30%	+0.0%
Chris Wallace	**38.90%**	**27.40%**	11.50%	+5.80%

Exhibit 626

REDACTED IN ITS ENTIRETY

Exhibit 627

Start Date	November 14, 2020 12:12:22 PM EST
End Date	November 14, 2020 12:59:04 PM EST
Chat Account	Suzanne Scott <[redacted](IMessage)>, Lachlan Murdoch [redacted], Lachlan Murdoch <[redacted](IMessage)>, Suzanne Scott <[redacted](Sms)>, Lachlan Murdoch <[redacted]>, Lachlan Murdoch <[redacted](Mms)>, Suzanne Scott [redacted], Suzanne Scott <[redacted](Mms)>, Lachlan Murdoch <[redacted](Sms)>

(no sender information available)

News guys have to be careful how they cover this rally. So far some of the side comments are slightly anti, and they shouldn't be. The narrative should be this is a huge celebration of the president. Etc — 12:12:22

Suzanne Scott <[redacted](IMessage)>

Yes thanks — 12:13:54

(no sender information available)

Leland is not good — 12:14:31

Smug and obnoxious — 12:15:12

Suzanne Scott <[redacted](IMessage)>

Yup calling now — 12:16:41

(no sender information available)

Need to get him off — 12:17:34

Thx. He seems to have calmed down. That was crazy. — 12:57:32

Suzanne Scott <[redacted](IMessage)>

Yes we got them all in line! — 12:57:54

I also said we should be over-promoting pirro and Jesse and Greg since they were bumped last sat so they are fixing that — 12:58:29

(no sender information available)

12:59:04

Exhibit 628

PARTICIPANTS: David Clark - [redacted] Meade Cooper - [redacted]; Unknown - [redacted]

Sent 2020-11-14 12:10:44 AM UTC FROM: Unknown - [redacted];

Yes

Sent 2020-11-14 01:14:19 AM UTC FROM: Unknown - [redacted]

The wonderful Dianne will help with Jeanine tomorrow if needed...

Sent 2020-11-14 01:14:42 AM UTC FROM: Meade Cooper - [redacted]

Oh good thank you

Sent 2020-11-14 01:15:46 AM UTC FROM: Unknown - [redacted]

[redacted]

Sent 2020-11-14 01:16:02 AM UTC FROM: Unknown - [redacted]

Get some rest.

Sent 2020-11-14 01:18:36 AM UTC FROM: Meade Cooper - [redacted]

Thank you for handling

Sent 2020-11-14 01:19:01 AM UTC FROM: Unknown - [redacted]

[redacted]

Sent 2020-11-14 04:05:05 PM UTC FROM: Unknown - [redacted]

[redacted]

Sent 2020-11-14 04:05:46 PM UTC FROM: Unknown - [redacted]

[redacted]

Sent 2020-11-14 04:45:41 PM UTC FROM: Unknown - [redacted]

[redacted]

Sent 2020-11-14 05:29:34 PM UTC FROM: Unknown - [redacted]

[redacted]

Sent 2020-11-14 05:29:42 PM UTC FROM: Meade Cooper - [redacted]

Thanks

Sent 2020-11-14 05:41:11 PM UTC FROM: Unknown - [redacted]

[redacted]

EXHIBIT 3035

Sent 2020-11-14 05:42:03 PM UTC FROM: Meade Cooper - [redacted]

[redacted]

Sent 2020-11-14 05:45:40 PM UTC FROM: Unknown - [redacted]

[redacted]

Sent 2020-11-14 05:46:39 PM UTC FROM: Meade Cooper - [redacted]

[redacted]

Sent 2020-11-14 05:46:57 PM UTC FROM: Unknown - [redacted]

Copy will do

Sent 2020-11-14 07:02:09 PM UTC FROM: Unknown - [redacted]

Texting Irena now

Sent 2020-11-14 07:05:43 PM UTC FROM: Meade Cooper - [redacted]

Ok let me know if I should call JJP

Sent 2020-11-14 07:08:04 PM UTC FROM: Unknown - [redacted]

Copy. Irena texted back saying she's sending me something shortly and she's dealing with a lot today.

Sent 2020-11-14 07:09:23 PM UTC FROM: Meade Cooper - [redacted]

Ok I can call JJP to try to get her on board if needed

Sent 2020-11-14 07:19:01 PM UTC FROM: Unknown - [redacted]

See Irena mail

Sent 2020-11-14 07:20:01 PM UTC FROM: Meade Cooper [redacted]

Ok thanks I'll let SS know

Sent 2020-11-14 07:21:18 PM UTC FROM: Unknown - [redacted]

Copy

Sent 2020-11-14 08:38:03 PM UTC FROM: Unknown - [redacted];

[redacted]

Sent 2020-11-14 08:38:20 PM UTC FROM: Meade Cooper - [redacted]

Thanks

Sent 2020-11-14 08:45:11 PM UTC FROM: Unknown - [redacted]

Good now per Wilder

Sent 2020-11-14 11:35:25 PM UTC FROM: Unknown [redacted]

Sent 2020-11-14 11:36:17 PM UTC FROM: Meade Cooper - [redacted]

From Irena: Didn't need the I missed you here like she's been gone for 6 months Jeanine Pirro @JudgeJeanine I'm back on Fox News tonight and you know what - I missed you! See you at 9pm ET! https://video.twimg.com/ext_tw_video/1327746292869640193/pu/vid/720x720/IQBFwUtttysVfCZG.mp4?tag=10 5:52pm · 14 Nov 2020 · Twitter for iPhone

Oh boy. Thanks

Sent 2020-11-14 11:37:21 PM UTC FROM: Unknown - [redacted]

[redacted]

Sent 2020-11-14 11:47:48 PM UTC FROM: Unknown - [redacted]

[redacted]

Exhibit 629

Start Date	November 29, 2020 8:55:17 PM EST
End Date	November 29, 2020 8:55:17 PM EST
Chat Account	Suzanne Scott <[redacted](IMessage)>, Lachlan Murdoch [redacted]>, Lachlan Murdoch [redacted](IMessage)>, Suzanne Scott <[redacted](Sms)>, Lachlan Murdoch [redacted], Lachlan Murdoch [redacted](Mms)>, Suzanne Scott [redacted] Suzanne Scott[redacted](Mms)>, Lachlan Murdoch[redacted](Sms)>

(no sender information available)

Just FYI to discuss tomorrow, the ticker at bottom of screen is all wrong. Way too wordy and long. And anti trump whenever possible. 20:55:17

Exhibit 630

From: [redacted]
To: rthomson
Sent: 11/14/2020 4:04:47 PM
Subject: Re: Pollster: It's Curious How Biden Underperformed Hillary Clinton In Every City...Except These Four.

Ok. But where's the evidence?
West Coast too?
If this is all true there must be something somewhere to prove it.

Sent from my iPhone

On Nov 14, 2020, at 8:40 PM, Robert Thomson [redacted] wrote:

https://townhall.com/tipsheet/mattvespa/2020/11/14/democracy-institute-pollster-yes-i-think-this-election-was-stolen-n2579970

[redacted]

1211 Avenue of the Americas
New York, NY 10036

This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee. If you are not the addressee indicated in this message (or responsible for delivery of the message to the addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of News Corporation or its subsidiaries must be taken not to have been sent or endorsed by any of them. No representation is made that this email or its attachments are without defect.

Exhibit 631

EXHIBIT 3323
01/19/2023
Rupert Murdoch

Rage Against the Voting Machine

WSJ wsj.com/articles/rage-against-the-voting-machine-11605656036

November 17, 2020

By The Editorial Board

Nov. 17, 2020 6:33 pm ET

3254

Voters cast ballots at the polling station in Atlanta, Ga., Nov. 3. Photo: Jessica McGowan/Getty Images

President Trump has so far been unwilling to concede to Joe Biden, and his latest argument is that the voting machines must have been rigged. Where's the evidence? Strong claims need strong proof, not rumors and innuendo on Twitter.

Chatter is swirling around Dominion Voting, a company that supplies equipment in some 28 states. What seems to have launched this theory was an early misreport of results in Antrim County, Mich. In 2016 Mr. Trump won 62% of its 13,600 ballots, so eyebrows rose this year when the initial tallies showed Mr. Biden up by 3,000.

In reality, Mr. Trump had won 61% of Antrim County. The unofficial reporting was wrong, but the underlying votes were counted correctly. As officials later explained: In October the county had to tweak the ballot information for two local races. Tabulating machines in the affected areas were updated, but others weren't. On Election Day the differing data didn't line up right after being merged. But the printouts from the tabulators showed accurate totals.

In any case, the Michigan Secretary of State's office said the error "would have been identified during the county canvass," when Democrats and Republicans "review the printed totals tape from each tabulator." Antrim County Clerk Sheryl Guy told the Associated Press: "There was no malice, no fraud here, just human error." She's a Republican.

A different problem hit Gwinnett County, Ga. Officials had trouble with a Dominion module for adjudicating absentee ballots, for example, if the voter put a check mark in the circle instead of filling it in. Some adjudicated ballots, the county said, "were displayed as in progress but would not move over to be accepted." The county ended up re-adjudicating some votes until Nov. 5. Sounds like the usual boring IT snafu.

Other pundits mash together all sorts of stuff. A couple of counties in Georgia had trouble with electronic poll books, but that would affect wait times at precincts, not final vote totals. There's footage from a House hearing a few years ago, at which Princeton Computer Science Professor Andrew Appel said that voting machines could theoretically be hacked. Where's the proof they actually were in 2020? "Vulnerabilities," Mr. Appel wrote in a blog post Friday, "are not the same as rigged elections, especially when we have paper ballots in almost all the states."

Mr. Trump was even further astray last week in a tweet. "REPORT: DOMINION DELETED 2.7 MILLION TRUMP VOTES NATIONWIDE. DATA ANALYSIS FINDS 221,000 PENNSYLVANIA VOTES SWITCHED FROM PRESIDENT TRUMP TO BIDEN. 941,000 TRUMP VOTES DELETED." Dominion says it's "impossible" that its machines deleted nearly a million Trump votes in Pennsylvania, where it serves only 14 counties. With turnout at 76%, it adds, those counties registered 1.3 million votes.

Others have tried to draw lines between Dominion and prominent Democrats. In the category of no good deed goes unpunished, the company in 2014 agreed to donate voting machines to "emerging and post-conflict democracies" via a Clinton Foundation initiative. This shows exactly nothing about Dominion's current operations. The company says it has no ownership relationships "with any member of the Pelosi family, the Feinstein family, or the Clinton Global Initiative."

Another rumor is that Dominion has deep ties with Smartmatic, which has supplied voting systems to Venezuela, where the ruling regime manipulates elections. Both companies deny this. Smartmatic says it "has never provided Dominion Voting Systems with any software, hardware or other technology." Dominion says they "do not collaborate in any way and have no affiliate relationships or financial ties." In 2009, Dominion adds, Smartmatic "licensed Dominion machines for use in the Philippines," but the contract "ended in a lawsuit."

***

No voting system is foolproof, and hiccups are inevitable in a country with roughly 3,000 counties. The distributed nature of American elections is a strength on this point, since voting is handled by innumerable local officials instead of a few central authorities. Texas has declined to certify Dominion systems for its elections. The examiners objected to everything from the "tedious" and "unintuitive" setup, to a crash they witnessed in an adjudication module, to an indicator light that hackers could hypothetically remove to get at a USB port.

But so far there's no good evidence of voting problems that would come close to Mr. Biden's lead of 73,000 votes in Pennsylvania or 145,000 in Michigan. In Georgia, the Republican Secretary of State last week ordered a hand recount of all five million ballots. The effort turned up 2,600 missing votes that Floyd County forgot to upload. Adding them would cut Mr. Biden's lead to slightly north of 13,000. But the error isn't Dominion's fault, and it better hope no glitches are revealed, given its 10-year contract with the state for $107 million.

If Georgia's recount doesn't find big irregularities, then these claims should be put to rest. In the George W. Bush years, the conspiratorial left focused on Diebold, a maker of electronic voting machines. It would be a mistake for anyone on the right to go down a similar dead end, especially if Georgia's paper ballots give the same result as the computers.

Wonder Land: Want to know why no one will give an inch in 2020? Revisit Bush v. Gore in the 2000 election. Images: Newsmakers/Getty Images Composite: Mark Kelly

Appeared in the November 18, 2020, print edition as 'Rage Against the Voting Machine'.

Sponsored Offers

Exhibit 632

From: Vacchiano, Andrea </O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=FE93088E81154D14A2FC252459AE60C7-VACCHIANO,>
To: Grossberg, Abby; Aloe, Rocco; Steele, Jeremy; Faulkner, Christopher
CC: Pittock, David; Sklar, Jonathan
Sent: 11/29/2020 11:37:23 AM
Subject: TRANSCRIPT: PRESIDENT DONALD TRUMP SMF INTERVIEW

SHOW ID: Z7546409

*** ATTENTION – THIS IS AN AUTOMATED TRANSCRIPT – PLEASE VERIFY ACCURACY BEFORE AIRING ***

Maria Bartiromo [10:11:59] And now the president of the United States, Donald Trump, on the telephone. Mr. President, thank you very much for being here.

President Donald Trump [10:12:07] Thank you, Maria. Thank you.

Maria Bartiromo [10:12:09] It is great to have you. And I want to say that Americans today have a lot of questions this morning. Mr. President. We hope that you can be as precise as possible and we can get through as much as possible this morning. Thank you for talking with us in the first interview since Election Day.

Maria Bartiromo [10:12:25] Mr. President, you've said many times that this election was rigged, that there was much fraud, and the facts are on your side. Let's start there. Please go through the facts, characterize what took place.

President Donald Trump [10:12:39] Well, first of all, I have to start by saying the whole world is watching and nobody can believe what they're saying. And you have leaders of countries that call me say that's the most messed up election we've ever seen. You start with these machines that have been suspect, not allowed to be used in Texas, the Dominion machines where tremendous reports have been put out.

President Donald Trump [10:13:00] We have affidavits from many people talking about what went on with machines that had glitches, you know, the glitches that glitches supposed to be when a machine breaks down. Well, no, we had glitches where they moved thousands of votes from my account to Biden's account. And these are glitches. So they're not glitches.

President Donald Trump [10:13:18] They're theft, they're fraud, absolute fraud. And there were

President Donald Trump [10:13:57] This election was over. And then they did dump's they call them dump's big massive dumps in Michigan and Pennsylvania and all over. If you if you take a look at you, just take a look at just about every state that we're talking about, every swing state that we're talking about.

President Donald Trump [10:14:18] And they did these massive dumps of votes. And all of a sudden I went from winning by a lot to losing by a little.

President Donald Trump [10:14:27] And in some cases, it took a period of time to do it. North Carolina, they couldn't do it. I won North Carolina. They couldn't somehow they had a better system, but they couldn't do anything. I believe they tried. We have affidavits, but they couldn't do anything without really a great place. North Carolina, we appreciate the incredible work they put in and we won, but they did tens of thousands of tens of thousands of Biden votes.

President Donald Trump [10:14:57] And all of a sudden I went from and I could tell you, the people that were calling me, congratulating me, the people that you know very well, friends of your show, they said it's over. I said, well, I hear bad things about the machines. I hear bad things about corruption. One of your great pollsters who actually got it right, you know, the gentleman I'm talking about, he said, well, Trump is going to win Pennsylvania, but you have to allow at least five percent for cheating because they cheat.

President Donald Trump [10:15:23] And that's in Philadelphia and various areas around Philadelphia. They cheat and they cheat like crazy. So we have him winning Pennsylvania. But you have to allow five points for cheating. This is a terrible thing that's happened to mail in ballots are a disaster. They sent millions and millions and millions of mail in ballots. I'm sure, you know, people that got two, three or four because I do what they said. You know, we got four ballots. They got one in a country home, dead people.

President Donald Trump [10:15:52] We're seeing ballots. But even worse, dead people were applying to get a ballot. They were making application to get ballots. Many. And, you know, we're not talking about ten people. We're talking about there are a lot of dead people that so-called voted in this election. But dead people were in some cases, in many, many cases, thousands of cases voted. But also dead people made application to vote.

President Donald Trump [10:16:17] They were dead ten years, fifteen years, and they actually made application. This is total fraud. And how the FBI and Department of Justice, I don't know, maybe they're involved, but how people are allowed to get away from this stuff with this stuff is unbelievable. This election was rigged.

President Donald Trump [10:16:33] This election was a total fraud and it continues to be as they hide. And the problem we have, we go to judges and people don't want to get involved. The media doesn't even want to cover it. I mean, you're doing something. You're actually very brave

the press in this country. We have suppression by the press. They suppress. You know, you can't have a scandal if nobody reports about it.

President Donald Trump [10:17:25] This is the greatest fraud in the history of our country from an electoral standpoint. And I guess you could build it up bigger than electricals. What's what's bigger from a electoral standpoint? What's bigger than this? This is the essence of our country. This is the whole ballgame. And they cheated. Joe Biden did not get 80 million votes.

President Donald Trump [10:17:49] Now, we was we were planning I got 63 million votes four years ago and won quite handily in the in the Electoral College, won quite handily. We did very well. I got 63. We were hoping to get 68 or so. And we felt that was a path to an easy victory. I got 74 million votes, the largest in the history of a sitting president. So much more, many millions more than anyone thought. You know, then we were even trying to get and.

President Donald Trump [10:18:23] Everybody said this is over. I'm telling you, 10 o'clock, everybody thought it was over and then the phone. Then the phone email and started coming in. But just so you understand, I get 74 million votes. It was over. And then Mayland started happening. Glitches started happening. This election was rigged. This election is a total fraud.

Maria Bartiromo [10:18:46] Mr. President, these are obviously very serious charges, and I want to walk through them and ask you how you will prove this in the courts, because, as you know, what I've been saying on the air is that elections are the reason that our young men and women go on battlefields across the world and in some cases lose their lives because they believe that their vote, my vote matters just as much as your vote. And if that is not true, this is a very serious turning point for America. So this is no longer about you, President Trump. This is about America.

Maria Bartiromo [10:19:25] And many people agree with you. According to Reuters, 68 percent of Republicans and 28 percent of all Americans that includes Democrats believe there was fraud in this election. So let's go through some of the states, the six states that your team is challenging. What specific strategy does your legal team take going forward?

Maria Bartiromo [10:19:47] Let's start with Pennsylvania. I know you said that you have a pile of affidavits. That's part of the evidence. What other evidence can you talk about that will enable you to prove this in court in the coming weeks?

President Donald Trump [10:20:02] Well, we're trying to put the evidence in and the judges won't allow us to do it. We are trying we have so much evidence. You probably saw on Wednesday of last week, we had a hearing in Gettysburg, Pennsylvania. It was an incredible hearing, unbelievable witnesses, highly respected people that were truly aggrieved.

President Donald Trump [10:20:21] A woman came in and she wanted to vote and they said, no, I'm sorry, you can't vote. You've already voted your ballots. And she said, no, no, I want to

them. They weren't allowed to have poll watchers, the Democrats and thugs, thugs. I'm not talking about saying, could you please move over? They threw him out of the counting rooms.

President Donald Trump [10:21:11] They weren't allowed to be in. They threw him outside in many cases. You heard the story with the people that went out and sent for binoculars because they wouldn't allow him to watch. And during that period of time, a lot of bad things happened. Then they closed, as you know, they closed up the voting and then unexpectedly they closed up all of the counting.

President Donald Trump [10:21:31] Unexpectedly, new ballots came in and it was all new numbers being added. We have pictures and we have evidence of new ballots being brought into counting rooms. Maria, there's never been anything like this in history. And it all started with the mainland. But it also goes to Dominion. It goes through a lot of things.

President Donald Trump [10:21:51] But the mainland, millions and millions of ballots being shipped all over and ballots, as you know, there were a lot of ballots where it was just Biden on top. They didn't do anything else because they were in a rush. And from what everybody is saying and from what I don't think we even have to prove this, they say that I was doing so much better than they thought that they panicked and they started just doing ballot after ballot very quickly and just checking the Biden name on top.

President Donald Trump [10:22:20] They didn't have time to have all these ballots with just one name check. People don't vote that way. People don't vote that way. They want to vote against taxes and they want to vote for judges and they want to vote for a lot of other things that you have on a ballot, you know, different different races, including Congress. And they were just checked out tremendous numbers of ballots like that.

President Donald Trump [10:22:42] And that was done for the sake of speed. We have stories that are unbelievable, but we're not allowed to put in our proof. They say you don't have standing. I said, I'd like to file to the lawyers. I would like to file one nice, big, beautiful lawsuit talking about this and many other things with tremendous proof. We have we have affidavits.

President Donald Trump [10:23:04] We have hundreds and hundreds of affidavits like the people that you saw the other day and Pennsylvania willing to sign under penalty of perjury. You go to jail, willing to sign, unlike Comi who didn't go to jail for lying, by the way, and McCabe, who didn't go to jail for lying, which is an amazing thing to me. We might as well bring it up. But under perjury, you go to jail. We have hundreds getting to be thousands if they're coming in all the time. And these are respected people.

President Donald Trump [10:23:33] These are people that are putting their lives at risk and they don't want to take the affidavits. Then they say we don't have proof. I wanted to file one suit, Donald Trump, president of the United States, against, you know, and put everything into one simple suit. And they say, sir, you don't have standing. I say, I don't have standing. Give me

they all I think most of them think it was a fraud. I watched you look at the election, look at the election you have coming up right now.

President Donald Trump [10:24:25] You're using the same garbage machinery, Dominion, and she's going around Abrams. She's going around screaming that she's got 800 or 850000 ballots. What kind of an election is it? She's going around collecting votes.

President Donald Trump [10:24:40] What kind of an election is this? What kind of a country are we living in now where you can vote four months ahead of schedule? And then the other thing we have in Justice Alito, highly respected, a great man. Justice Alito seems to have big problems, but the election ended and they gave people an extension to vote.

President Donald Trump [10:24:59] That's never happened before. In other words, the election ended. But we'll give you more time if you want to vote. And what I understand is they didn't think it was good either. So they backdated all these ballots that came in. They had people and we have affidavits on that, too.

President Donald Trump [10:25:13] They had people backdating ballots so that if somebody came in the fourth or fifth or sixth, which was illegal because the legislature didn't approve it, which everything has to be approved by the legislature and they had judges making deals and they had electoral officials making deals like this character in Georgia who's a disaster. And the governor has done nothing. He's done absolutely nothing.

President Donald Trump [10:25:36] I'm ashamed that I endorsed him, but I look at what's going on. It's so terrible. But what happened in this election, Maria? I can't imagine that has ever happened before they stuffed the ballot boxes, you know, I've been hearing that expression for many years. You have to stuffed the belt. They stuffed the ballot boxes and they use covid as a means to stuff the ballot box, as Joe Biden did not get 16 million more votes than Barack Hussein Obama.

President Donald Trump [10:26:09] He didn't get it. Joe Biden did not get 14 million more votes than Hillary Clinton. And by the way, he didn't beat Obama in the black communities. You go to some of these communities where Obama is very, very popular and he beats him in some of these communities, but all throughout the rest of the United States, in a black community, he does he does actually poorly.

President Donald Trump [10:26:34] He doesn't do very well, but he beats Obama in swing states. Now, think of that. He beat Obama in swing states. You know, that didn't happen. They stuffed the ballot box. Everybody knows that.

Maria Bartiromo [10:26:47] This is this is some of the, you know, impossible statistics that we have found, and this is from the Federalist article, they call it Biden Magic, and they list a number of of ways that Joe Biden magically outperformed election norms. They include 80

Maria Bartiromo [10:27:44] Mr. President, will you be able to prove that the computers can circumvent the controls that are in place? A lot of people say, oh, no, we have controls in place. There are paper ballots. The computers cannot get through the controls that are in place. Can you do that? And secondly, in terms of Pennsylvania, your team got a blow on Friday, an appeals court rejecting the request to block the certification of Pennsylvania's election results.

Maria Bartiromo [10:28:12] Your attorneys have said they will appeal to the Supreme Court. Give us your timing on that. Will you get a different outcome in the next couple of days? Will we be hearing a victory in Pennsylvania in the next couple of days?

President Donald Trump [10:28:25] OK, well, let me just talk about the Federalist paper just for a second, because you mentioned it. There are five points. And it was written brilliantly, but sarcastically because they were saying he must be a great campaigner because he lost here.

President Donald Trump [10:28:38] He lost here. He lost here. He won the election. If president this is over a long, many period to hundreds of years, 100 years or something.

President Donald Trump [10:28:47] They went into all of the elections. If you win one of the five points, I won all five. If you win one of the points you become president, you automatically the sitting president gets re-elected. I won all five and I still lost. There was only one reason for that fraud, stuffing the ballot boxes, all of the things that they did.

President Donald Trump [10:29:06] There's only one reason and everybody knows it. And your numbers are much different. It's I mean, this country, I cannot believe it is more spirit. I see more spirit right now. This country cannot have fake elections like we have fake news, like we have all of the things happening with big tech. It's I mean, there's a tremendous move on to repeal Section two 30 big tech has no liability.

President Donald Trump [10:29:33] They can do whatever they want. It's ridiculous. But there's a big move to do that. I don't know if the politicians have the guts to do it, but they're hurting themselves very badly. There are so many different things. Yeah. Will be appealing different cases where, you know, it's not only our case. Mike Kelly, great congressman, as you know, from Pennsylvania, has a great case.

President Donald Trump [10:29:54] He well, he had a good decision that he went a step above and they turned him down. I think that was in Pennsylvania. I think he's got a great appeal to the United States Supreme Court at 77, where the the legislature is supposed to approve all this stuff. And they had it approved by local officials or a judge.

President Donald Trump [10:30:17] I think it's a great case, but I'm sure they'll be appealing to they have a fantastic case. You know, a lot of the cases that have been lost haven't been on cases that people that are aggrieved that went out and filed lawsuits because they saw things

President Donald Trump [10:31:10] They got thrown out of buildings in different states. They were thrown out. And this is a well coordinated attack because you don't do it with everybody. Maybe it would happen in Philadelphia, but it wouldn't happen in Detroit. Now, Detroit and Philadelphia, Milwaukee, these are among the most dishonest political places in years. Just look at the past history. I'm not being rude to anybody. These are highly corrupt locations politically.

President Donald Trump [10:31:35] But poll watchers were walked out by thugs out of the building and you have it all over the news. We could give you everything you need. All you have to do is local news covers it actually much differently than national news. National news. Does it like covering anything that would be like that? They don't. They don't.

President Donald Trump [10:31:53] They do not report the news. That's why I call them fake news. But they've never been fake like they are now. Now they're a disgrace. But the news is the enemy, the our our newspapers, major newspapers and major networks are truly the enemy of the people in this country. They're very dangerous. And big tech is making them even more dangerous.

President Donald Trump [10:32:17] But they got rid of people [crosstalk].

Maria Bartiromo [10:32:20] I'm going to get back to big tech because this is a critical part of this story, Mr. President. But if you take out the contested swing states electoral votes, you're back down to President Trump having two hundred and thirty two electoral votes and Joe Biden having two hundred and twenty seven. That is if you strip out the six states with the legal challenges.

Maria Bartiromo [10:32:42] So that is the thinking here, that because of the various ballot issues, that the Supreme Court will rule that the vote is tainted and that will mean that they have to take votes away from Biden and not certify. Is that the thinking? And secondly, what's your timing on this, Mr. President?

Maria Bartiromo [10:33:00] Because we've got some notable election dates here that I want to ask you what you believe you consider to be your drop dead date in terms of proving this case is December 18th when the states finalize electoral appointments or when electors cast votes in each state. Is it the vice president receiving electoral votes or is it the House and Senate counting electoral votes or is it Inauguration Day, January 20th? How do you see it?

President Donald Trump [10:33:26] Well, I don't want to give you an actual date. A lot of people say the 18th or they say the 14th or they say January 20th. I'm not going to say a date, but I will say we have to move very fast. We have been moving fast. You know, look, when you say is it tainted, everyone knows it's tainted.

President Donald Trump [10:33:43] Everyone knows that the that the poll watchers were

those people. And by the way, just to set the record straight, because a couple of these cases were dismissed because they didn't have enough votes, enough bad tainted votes so that you'd overturn the state.

President Donald Trump [10:34:37] No, in all cases we have many times I don't even know where the judges would have gotten that information. We have thousands and thousands and tens of thousands of votes, more than we need. In other words, if I lost a state by 9000 votes or if I lost Georgia by, let's say, 12000 votes, we have tens of thousands more votes that we don't have it where we found nine dead people.

President Donald Trump [10:35:03] And therefore, we want you to turn over the state and give us those electoral votes in all cases. And yet judges are one judge. We're saying we didn't have the votes to turn it over. Therefore, it's meaningless. In other words, if you don't have the votes, I understand that if you had far fewer votes than the amount.

President Donald Trump [10:35:23] Now, in one way, you could also say it's so fraudulent when they make up, when they're voting for dead people and when dead people are signing applications, meaning they're not meeting somebody else's fraudulently saying, I mean, in the name of a dead person. Well, that tells you a lot. But we actually have thousands of votes, in some cases hundreds of thousands of votes, more than we need in every swing state that we're talking about.

Maria Bartiromo [10:35:52] Mr. President, have you received from your chief of Cyber Command any briefing on electronic interference from either internal or external influences? Have you received this briefing?

President Donald Trump [10:36:05] We're dealing with John Ratcliffe, who's fantastic. We're dealing with other people and we don't always get you know, they've been there for a long time. Maria, it's a long story. It's a long story. You know, we're disappointed that other people, more people didn't get involved because this is a fraud. This is a fraud against the American people.

President Donald Trump [10:36:26] It's a fraud against the United States of America. And we're disappointed that some people don't get more involved like this character on 60 Minutes. They're putting them with this guy. We had so many things. He's talking about how honest the election is.

President Donald Trump [10:36:39] Well, how come there are thousands of dead people voting? How come there are all these other people voting that shouldn't be voting? How come we find thousands of votes? How come pollwatchers every every vote that went through an election area, what they call it, accounting area where our poll watchers were locked out of the building outside, standing outside or standing so far away that you couldn't see where they literally went out and said, binoculars, you're supposed to be right next to that vote.

thousands of votes. And they were done in many of the states, swing states that we're talking about.

Maria Bartiromo [10:37:46] Where is the DOJ and the FBI in all of this? Mr. President, you have laid out some serious charges here. Shouldn't this be something that the FBI is investigating? Are they? Is the DOJ investigating?

President Donald Trump [10:38:00] Missing in action can't tell you where they are. I ask, are they looking at it? Everyone says, yes, they're looking at it. Look, where are they with Comey, McCabe and all these other people? You know, I said, I'll stay out of it. I wish I didn't make that statement. I just there's no reason really why I have to. But where are they?

President Donald Trump [10:38:21] With Comey, with McCabe, with Brennan, with all these people. They lied to Congress. They lied. They leaked. They they spied in our campaign. I see Carter Page is bringing a lawsuit. That's good news. Where are they with all of this stuff? And you know what happened to Durham? Where's Durham? So, you know, you're asking me a question. These people have been there a long time.

President Donald Trump [10:38:47] And I know FBI and FBI is great at the levels that we talk about. But I just it's inconceivable you would think if you're in the FBI or Department of Justice, this is this is the biggest thing you could be looking at. Where are they? I've not seen anything. I mean, I just they just keep. Move it along and they go on to the next president, they've been there for a long time, people don't understand this.

President Donald Trump [10:39:15] They've been there for a long time. Some of them have served a lot of different presidents and well, they have their own views. All I can say is I haven't heard with all of the fraud that's taking place. Nobody has come to me and said, oh, the FBI's nabbed, you know, the people that are doing this scheme, the FBI is looking at dominion, which nobody even knows where they're based, which nobody even knows where the votes are counted. You know, the votes in Dominion, they say, are counted in foreign countries.

President Donald Trump [10:39:46] OK, can you believe this? Now, Dominion is also based in a number of foreign countries. One of them is Canada. And Canada refuses to use Dominion and their base, their data they won't get anywhere near Texas will not get anywhere near Dominion. I spoke with the attorney general. I spoke with a lot of a lot of different people.

President Donald Trump [10:40:07] Texas, you should see the reports that Texas wrote on Dominion. They wouldn't use them. They wouldn't under any circumstance. They wouldn't use them. So, you know, they as you as you probably have heard. But can Canada does paper votes. And the only way this is going to be safe is paper votes. Even the mailman. Look, the mailman is carrying thousands of ballots back and forth, back and forth. There are many mailman. There are big trouble right now for selling ballots, getting rid of ballots.

communities of various cities. And then he did very badly compared to Obama in other cities throughout the United States.

President Donald Trump [10:41:17] There's no way it happened this this election was a fraud, it was a rigged election.

Maria Bartiromo [10:41:23] This is disgusting, and we cannot allow America's election to be corrupted. We cannot. So you believe you can prove that the computers can circumvent any controls that are in place? And before we leave the subject of Durham, I feel like something happened in September. I don't know what happened, but we were all expecting Durham to come out and Andy Barr to be aggressive.

Maria Bartiromo [10:41:48] He told me back in June that mail in ballots opened the floodgates of fraud. Why wasn't anything done about it? Why weren't there surveillance cameras to shoot what we know now to be trucks backing up ballots, for example, in Michigan? And finally, this question.

Maria Bartiromo [10:42:07] Will you appoint a special counsel to investigate and to continue the investigating into what took place in the 2016 election? You mentioned Jim Comey and Andrew McCabe not facing accountability. Will you appoint a special counsel, by the way?

President Donald Trump [10:42:21] Comey. McCabe, that's the least of it. You talk about the Logan Act. They use the Logan Act on General Flynn, who I was very proud to pardon, but they wanted to use and they did use the Logan Act on General Flynn.

President Donald Trump [10:42:33] And you know where that started. Look, this whole thing is a terrible situation. They should have never been allowed to happen. And, you know, it's it's an embarrassment to our country. All over the world. They're talking about it.

President Donald Trump [10:42:47] And, yeah, I would consider a special prosecutor because, you know, this is not a counsel. It sounds so nice. I went through three years of a special counsel, prosecutor, I co prosecutor, because it's a much more accurate term.

President Donald Trump [10:43:01] They spend forty eight million dollars, Weissman and all trumpeter's. They spend forty eight minutes. That was the Mueller investigation. They went through taxes. They went through everything for 48 million.

President Donald Trump [10:43:12] You look at everything and they found no collusion, no nothing. They found nothing. After friends of mine said you must be the cleanest guy in the world because nobody could have gone through an examination like that. And then they announced we have no collusion. There was none. And Marco Rubio said President Trump with the Senate Judiciary is absolutely was totally uninvolved.

President Donald Trump [10:44:05] With what you know, what turned out to be our future first lady, who was very popular, by the way, but when I came down the escalator from very shortly thereafter and you know this almost better than anybody else, I was under investigation now at the time, I didn't know it, but I was all they do is investigate and they send everything they have into New York. When I beat them and the federal I beat them in federal. They send everything into New York.

President Donald Trump [10:44:32] I'll let them take a crack at it. What's going on in this country is not to be believed. I could say some very strong words where this country has gone over the last 10 or 15 years. But it's not to be believed and we were changing it. If I got in or get in, we will very quickly have deals with Iran. But now they're going to give the ship away. They'll they'll pay hundreds of billions of dollars to Iran. China didn't want me in because we were beating China so badly.

President Donald Trump [10:45:03] And now they're going to go to China, actually. Actually stated, you probably heard it two days ago, we want to deal with the United States, but we don't like America first, and now the Democrats are saying, oh, we won't use America first. America first is exactly what it is. America first we have to take care of ourselves first, and then we can help others.

President Donald Trump [10:45:26] But we have to take care of ourselves first or we won't have a country. But that's where we are. Maria, it's a very sad thing. Why isn't the FBI all over the place? They're not. They're not. It's an incredible thing. They're not.

President Donald Trump [10:45:38] And it's an embarrassment to our country.

Maria Bartiromo [10:45:41] Confirm that your cases will reach the Supreme Court in the next two weeks. Confirm that for us. And also, what do you want to say to people like business people like, for example, Jamie Dimon, the CEO of JPMorgan, who said it's time to move on and unify and accept the results, or Stephen Schwarzman, who's a supporter of you, who said soon we will have to move on. And what about the ramifications of the Supreme Court agreeing with you?

Maria Bartiromo [10:46:09] Are you worried that we could see riots? And, you know, when you have people who don't agree with you, they think it's just fine to throw bricks through your window and for small businesses to board up. Are you worried about unrest and rioting? Should the Supreme Court agree with you?

President Donald Trump [10:46:30] So the people that we have and the people that are so committed to this, like I've never seen, I think almost they have more spirit now than they do even before the election. All of the people these are not rioting types, but they are stronger, they are smarter, they are more successful.

over their heads when nobody's looking and then nobody talks about it. It's a disgrace. It's absolutely a disgrace. And if I'm not here, I'm sort of your world. You know, we're completing the wall, like I said I would.

President Donald Trump [10:47:32] Everyone said you'd never be able to do it. I got that's another one I got built and it's had a huge impact. We have the best numbers we've ever had on the southern border. People come in, but they come in legally. But the wall is almost complete. And to be honest, we look and we see all of the different problems. MS 13, we take care of it. We bring thousands of MS 13 back to where they came from. We don't want them here. We bring them back. But Antifa is a real problem in this country and nobody wants to take them on. It's disgraceful. It's disgraceful.

Maria Bartiromo [10:48:07] Which which cases specifically will reach the Supreme Court and when?

President Donald Trump [10:48:11] Well, the problem is it's hard to get into the Supreme Court. I've got the best Supreme Court advocates, lawyers that want to argue the case if it gets there. But they said it's very hard to get a case up there. Can you imagine Donald Trump, president of the United States files a case, and I probably can't get a case even with. And we have tremendous proof. We have hundreds and hundreds of affidavits, sworn affidavit and. It's very hard to get a case to the Supreme Court. That's what everybody is fighting for. I thought that Mike Kelly, Congressman, I thought they had a great case and it got thrown out the other day.

President Donald Trump [10:48:54] Now they'll appeal it. I hope to the Supreme Court they have a great case because the legislature didn't make the decision on this stuff and they have a great case. But you have to appeal it. The big thing is, can you get it? We could have a great case. We do have a great year. We have the greatest case ever. We have many different forms of fraud. It's not just one form. It's ballot fraud.

President Donald Trump [10:49:18] It's it's we have it all documented and we have tremendous evidence. So we'll say we want to show you the evidence and the judge will say they didn't show us the evidence. That's what we want to do.

President Donald Trump [10:49:30] We want to have hearings to show the evidence. The time people started seeing evidence was in Gettysburg, Pennsylvania. When people started showing it, you probably saw that great people came forward with affidavits, signed affidavits. We have hundreds of people like that, hundreds and hundreds.

President Donald Trump [10:49:48] They make it like we don't have evidence, we have evidence all over the place, and by the way, you ask me about Dominion. [cross-talk]

President Donald Trump [10:49:56] I hope so. For the good of the country, it will take a brave

What's going on? It's never nobody's ever seen anything like this. It will take a brave judge or justice or both.

Maria Bartiromo [10:50:46] Supreme Court, well, it sounds like if you if it sounds like if you can't be heard by the Supreme Court, you lose, do you believe you will win this?

President Donald Trump [10:50:55] We should be heard by the Supreme Court. Something has to be able to get up there. Otherwise, what is the Supreme Court if election fraud at the highest level anyone's ever seen with tremendous evidence?

President Donald Trump [10:51:07] In a presidential election, if a man gets 80 million votes and he's not even close to that number, may look again, I don't want to bore you with this. He did not beat President Obama in areas where they said he beat President Obama. In fact, the black community had very little enthusiasm for Joe Biden.

President Donald Trump [10:51:27] You know that you've been reporting on that very little enthusiasm for Joe Biden. The Hispanic community has very little enthusiasm for Joe Biden. He didn't get those numbers. And by the way, I got the I was the most successful with the Hispanic and the black communities. I was unbelievably successful. You saw that record record numbers?

Maria Bartiromo [10:51:47] Yeah, I we've talked about it.

President Donald Trump [10:51:50] How did Joe Biden get all these votes. How did he get up to 80 million? How did he get up to 80 million votes? And again, I told you we wanted to get 67, 68 votes that we felt we had it made. John McLaughlin couldn't believe it.

President Donald Trump [10:52:02] John McLaughlin's a legitimate pollster, not one that, you know, says I'm 17 points down in Wisconsin and then end up really effectively winning. They tried to take it away. We'll see what happens with Wisconsin, but essentially winning 17 points to a couple of days before the election. And, you know, I really, you know, won the state. They were 17 points off. Think of that, 17 points off.

President Donald Trump [10:52:29] This is also, by the way, this is also corruption, Maria. This is also corruption, because then [cross-talk].

Maria Bartiromo [10:52:36] I want to I want to ask you two more questions before we wrap up. I want to get your take on how much of an influence on this election was big tech and the media. We know that the media declared Joe Biden president elect on November 7th.

Maria Bartiromo [10:52:51] They set the narrative that the election was over and discredited. Any challenges? Big tech and the media have been censoring you and getting more aggressive at it. The president of the United States and others being censored literally during a

President Donald Trump [10:53:43] And yet they won't talk about Hunter Biden. Never talk about it until Biden stole millions and millions of dollars. And if you do talk about them, they take you off their platforms. No, it's massively corrupt. I think what happened is in in 2016, where I won, I caught them by surprise. I got them by surprise. And they said this is we're not going to let the I don't know why, though, because business has never been better.

President Donald Trump [10:54:10] You know, we got hit by a pandemic. But prior to the pandemic, I had the highest numbers in history. And even now, the stock market just hit an all time high during a pandemic. And what did I do? I came up with vaccines that people didn't think we'd have for five years. And we have them. They're going to be distributed in two weeks. I mean, think of what we've done and nobody's done it like this.

President Donald Trump [10:54:33] And we're doing much better than Europe, by the way. You know, you never hear about Europe. We're doing better than the rest of the world. We're doing better. But we have two vaccines. We're coming up with another one, Johnson and Johnson's coming up with one. We'll have four or five great vaccines four or five years ahead of schedule.

President Donald Trump [10:54:53] People hardly talk about that, and they'll try and claim they'll try and say that Biden came up with the vaccines. But actually I watched I watched a few of the shows last night. I got to see a couple of them. And Mark Levine was was fantastic last night. Mark was was great talking about the vaccines. His show is great. I guess they had it on, like, last night sometime, and he was great. And so many others are great. Sean Hannity, he knows. He gets it.

President Donald Trump [10:55:27] He gets it. But Mark Levin, Mark Levin, Mark Levin said it very well last night. But you have people that get it, but people are afraid to speak out. So it is the power of the media. There's no question about it. But with all that power, we won the race. This was corruption because we got far more votes than him. We got 74 million votes.

President Donald Trump [10:55:49] He did not get anywhere near 80. And that's 74 before they throw away. You know, they threw away ballots. They threw away many Trump ballots. That's the easiest way they could cheat. But we got 74 million votes. He didn't get anywhere close to 80 million votes.

Maria Bartiromo [10:56:05] And you believe you will be able to prove this in the coming weeks?

President Donald Trump [10:56:09] Well, I'm going to use one hundred and twenty five percent of my energy. To do it, you need a judge that's willing to hear a case, you need a Supreme Court that's willing to make a real big decision based on everything that it's not like you're going to change my mind. In other words, my mind will not change in six months.

happened. Look what we're supposed to lose seats. We didn't lose one seat and we gained many and others were leading in others. And by the way, you know why the votes aren't in yet are like five or six others because the mail in voting is all screwed up on congressional races.

President Donald Trump [10:57:20] And we held the Senate OK. And yep, I'm the only one. They say it's statistically impossible. I led the charge. We won state houses. We won Congress, we won the Senate and I lost. They say it's statistically impossible for that to happen.

Maria Bartiromo [10:57:39] It's all quite extraordinary, Mr. President, we want to thank you so much for joining me today and thank you for your work on Operation Warp Speed. You told us we would have a vaccine by year end and now we've got three.

Maria Bartiromo [10:57:51] Thank you so much, President.

President Donald Trump [10:57:52] Thank you very much. Thank you very much, Maria. Bye.

Exhibit 633

From: [redacted]
To: Saad Mohseni
Sent: 11/19/2020 5:01:39 PM
Subject: Re: Perhaps a short term solution

Saad,

Thanks. This is very good news. Not so sure what Biden might do.

State legislators changing result sounds ridiculous. There'd be riots like never before.
Can't believe it.
Just watched Giuliani press conference.
Stupid and damaging. The only one encouraging Trump and misleading him.
Both increasingly mad. The real danger is what he might do as president.
Apparently not sleeping and bouncing off walls!
Don't know about Melania, but kids no help.

So there it is.

Sent from my iPhone

> On Nov 19, 2020, at 9:28 PM, Saad Mohseni [redacted] wrote:
>
>
>
> Dear Rupert
>
> Spoke to a friend who was a former senior DoD official. The military has some tricks up its sleeve including the use of "Temp Duty Travel" (TDY) to count troops as not there. It is a form of 'book cooking' where they end up fudging the numbers (which is totally legitimate and legal for the military). This will allow them to officially comply with Trump's orders without doing so.
>
> They can also rely on contractors as logisticians etc which ensures that they continue with their operations.
>
> This creative approach will ensure that they keep troop levels at 4500 or thereabouts until a new president takes over.
>
> Post Trump the Afghan approach will most probably switch to an ISR (Intelligence, surveillance and reconnaissance) one, where they will rely more on Special Operations, CIA (intel), drones, satellite etc.
>
> Keeping troops at the existing level, would allow Team Biden to switch from transitioning from a full withdrawal to supporting the Afghan govt if peace talks fail. They will use the idea of residual forces as leverage to push the Taliban.
>
> America remains obsessed with troops numbers (media as well as the public). Washington can address this with "official" drawdowns etc. However, the ISR approach could provide them with a lots of flexibility and freedom.
>
> What are your thoughts on this push to have state legislators (Michigan, Pennsylvania) to 'gift' the electoral college votes to Trump (contrary to the voters wishes)? Can Trump seriously do this (and succeed)?
>
> With best
>
>
>
> Saad
>
>
> Please consider the confidential nature of this email and its content, in accordance with

Moby Group's email policy and take caution when printing such confidential information :
https://urldefense.proofpoint.com/v2/url?u=http-3A__www.mobygroup.com_email-2Ddisclaimer&
d=DwIGaQ&c=uw6TLu4hwhHdiGJOgwcWD4AjKQx6zvFcGEsbfiY9-EI&r=j7UjSdPLGINRoWXkLyar0w&
m=L03nLDWEeMojF8LFI1ICr6wLqYzIkRRi_pTDMzdGszw&
s=fWFWSA1YrisH7KxoWWfB6Oyt_ak_ga6HlqdxUt1JSe0&e=

Exhibit 634

From: [redacted]
To: PRESTON PADDEN
Sent: 11/23/2020 12:29:55 PM
Subject: Re: Fox News Dillema: Indulge Trump's Conspiracies or Lose Viewers

Mediate an old lefty enemy.
Some truth, but I have been listening sometimes to Tucker Carlson, our #1 hour. And very good, sometimes brilliant.
The way he called out that crazy would be lawyer really great. So much that Giuliani had to disown her.

I think, generally, we are navigating it pretty well. And losing tons of viewers - but not leadership yet! Just have to hold our nerve and up our game!

In another month Trump will be becoming irrelevant and we'll have lots to say about Biden, Dems, and appointments - so far pretty dull.

They told Kissinger first thing they'd re-sign the flawed Iran agreement. Henry said "What will you ask for?" And they just looked blank! Saudis, Gulf Arabs and Israel will be furious.

Newsmax not good people! Being advised by Don jr's girlfriend Kimberley Strassel who I insisted we fire for inappropriate behavior. Not one of our people will join her.
Newsmax desperate for money. Scoured the world, so far without luck.

Sent from my iPhone

On Nov 23, 2020, at 4:59 PM, PRESTON PADDEN [redacted] wrote:

No worries. 5G will be slow to roll out.

Preston Padden

Boulder Thinking, LLC
[redacted]

On Nov 23, 2020, at 9:48 AM, Murdoch, Rupert [redacted] wrote:

Many thanks. I wish I understood all this 5G stuff! Certainly revolutionary.

Sent from my iPhone

On Nov 23, 2020, at 4:32 PM, PRESTON PADDEN [redacted] wrote:

https://www.mediaite.com/tv/fox-news-identity-crisis-indulge-trumps-election-conspiracy-or-reject-it-and-watch-its-audience-flee/

Preston Padden
Boulder Thinking, LLC
[redacted]

This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee(s). If you are not an addressee indicated in this message (or responsible for delivery of the message to an addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of Fox Corporation, or its subsidiaries must be taken not to have been sent or endorsed by any of them. No representation is made that this email or its attachments are without defect.

Exhibit 635

PARTICIPANTS: Justin Wells - [redacted] Tucker Carlson [redacted] Tucker Carlson - [redacted]

Sent 2021-01-15 12:29:08 AM UTC FROM: Justin Wells - [redacted]

[redacted]

Sent 2021-01-15 12:29:23 AM UTC FROM: Justin Wells - [redacted]

I forwarded from Tom Fox at 6:46p

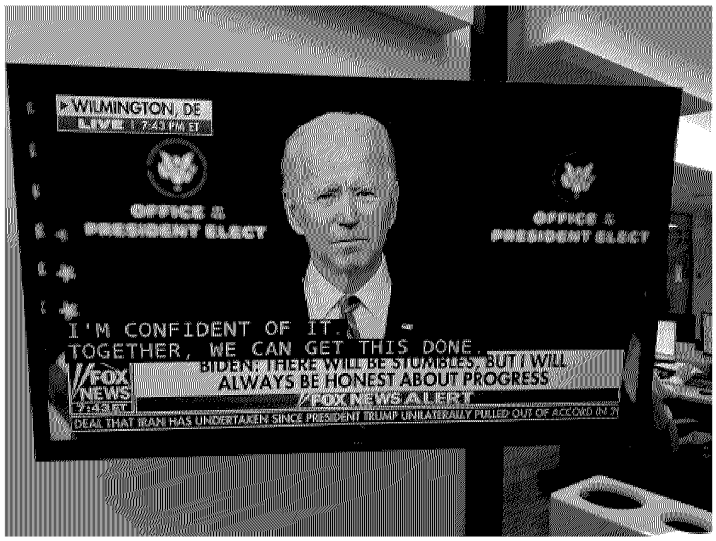
Sent 2021-01-15 12:40:55 AM UTC FROM: Tucker Carlson - [redacted]

Got it. Thanks man. Good call. It's great. I ended with it.

Sent 2021-01-15 12:42:36 AM UTC FROM: Justin Wells - [redacted]

Reading it now.

Sent 2021-01-15 12:43:46 AM UTC FROM: Justin Wells - [redacted]



IMG_6916.jpeg

Sent 2021-01-15 12:44:28 AM UTC FROM: Tucker Carlson - [redacted]

He won't be with us long.

Sent 2021-01-15 01:23:24 PM UTC FROM: Justin Wells - [redacted]

There's no way they'll let us book Megyn Kelly. It'll start rumors she is taking the 7 which is not what they claim the want the rumors to be. That's the first person I named and suggested and SS said Rupert and Lachlan are a hard no there.

Sent 2021-01-15 01:28:36 PM UTC FROM: Tucker Carlson - [redacted]

Shit. She'd be perfect.

Sent 2021-01-15 01:33:08 PM UTC FROM: Justin Wells - [redacted]

Also — it'd be ironic to bring her on to talk about divisiveness as it would cause extreme divisiveness within Fox. Ha.

Sent 2021-01-15 01:33:29 PM UTC FROM: Justin Wells - [redacted]

It just won't fly today so there's no reason to waste capital fighting with Fox over something we won't win.

Sent 2021-01-15 01:33:34 PM UTC FROM: Tucker Carlson - [redacted]

Which I'd love. They're such babies.

Sent 2021-01-15 01:33:59 PM UTC FROM: Tucker Carlson - [redacted]

[redacted]

Sent 2021-01-15 01:34:08 PM UTC FROM: Justin Wells - [redacted]

Suzanne just isn't that bold.

Sent 2021-01-15 03:18:47 PM UTC FROM: Justin Wells - [redacted]

This is a far worse comparison than anything Glenn Beck said—

Sent 2021-01-15 03:18:53 PM UTC FROM: Justin Wells - [redacted]

https://www.mediaite.com/tv/don-lemons-remarks-about-trump-voters-and-the-klan-and-nazis-are-a-slap-in-the-face-to-74-million-americans/

Libr 1(22)

F7B01572-3177-4588-8E5F-25A923762D84.pluginPayloadAttachment

Sent 2021-01-15 03:48:09 PM UTC FROM: Tucker Carlson - [redacted]

Holy shit.

Sent 2021-01-15 03:48:13 PM UTC FROM: Tucker Carlson - [redacted]

https://www.thedailybeast.com/fox-news-ceo-suzanne-scotts-job-is-in-jeopardy-insiders-say

Libr 1(23)

Libr 1(24)

Sent 2021-01-15 03:49:39 PM UTC FROM: Tucker Carlson - [redacted]

This seems real to me.

Sent 2021-01-15 05:00:32 PM UTC FROM: Tucker Carlson - [redacted]

Me: Fuck the Daily Beast. We are grateful you're in charge. Suzanne: Ha! I don't care about I made changes and making more Some ppl unhappy so be it Me: Amen! Good for you. I love it.

Sent 2021-01-15 05:01:54 PM UTC FROM: Tucker Carlson - [redacted]

Talked to Viet. They really love us.

Sent 2021-01-15 05:11:59 PM UTC FROM: Justin Wells - [redacted]

[redacted]

Sent 2021-01-15 05:15:18 PM UTC FROM: Tucker Carlson - [redacted]

[redacted]

Sent 2021-01-15 05:16:37 PM UTC FROM: Tucker Carlson - [redacted]

[redacted]

Sent 2021-01-15 06:11:53 PM UTC FROM: Tucker Carlson - [redacted]

[redacted]

Sent 2021-01-15 06:12:13 PM UTC FROM: Justin Wells - [redacted]

Whoa. Really?

Sent 2021-01-15 06:12:20 PM UTC FROM: Justin Wells - [redacted]

Why isn't that public?

Sent 2021-01-15 06:12:39 PM UTC FROM: Tucker Carlson - [redacted]

No idea.

Sent 2021-01-15 06:12:53 PM UTC FROM: Justin Wells - [redacted]

Want me to make it public?

Sent 2021-01-15 06:12:55 PM UTC FROM: Tucker Carlson - [redacted]

I'm sure they've got some deal with him.

Sent 2021-01-15 06:13:01 PM UTC FROM: Justin Wells - [redacted]

Or obvious you're the source?

Sent 2021-01-15 06:13:03 PM UTC FROM: Tucker Carlson - [redacted]

No reason to right now.

Sent 2021-01-15 06:13:06 PM UTC FROM: Tucker Carlson - [redacted]

They'll know.

Sent 2021-01-15 06:13:18 PM UTC FROM: Justin Wells - [redacted]

Okay. I won't then.

Sent 2021-01-15 06:13:26 PM UTC FROM: Tucker Carlson - [redacted]

Sent 2021-01-15 06:16:32 PM UTC FROM: Tucker Carlson - [redacted]

[redacted]

Sent 2021-01-15 06:16:35 PM UTC FROM: Tucker Carlson - [redacted]

https://www.foxnews.com/politics/biden-tries-to-go-from-normalcy-to-relevancy

Libr 1(25)

54EAA986-4B62-4469-8C69-A56B959D655B.pluginPayloadAttachment

Sent 2021-01-15 06:16:45 PM UTC FROM: Tucker Carlson - [redacted]

I must have misunderstood what Viet said.

Sent 2021-01-15 06:17:19 PM UTC FROM: Tucker Carlson - [redacted]

[redacted]

Sent 2021-01-15 06:17:25 PM UTC FROM: Justin Wells - [redacted]

[redacted]

Sent 2021-01-15 06:17:27 PM UTC FROM: Tucker Carlson - [redacted]

[redacted]

Sent 2021-01-15 06:17:38 PM UTC FROM: Justin Wells - [redacted]

[redacted]

Sent 2021-01-15 06:17:46 PM UTC FROM: Tucker Carlson - [redacted]

[redacted]

Sent 2021-01-15 06:17:48 PM UTC FROM: Justin Wells - [redacted]

[redacted]

Sent 2021-01-15 06:17:54 PM UTC FROM: Justin Wells - [redacted]

[redacted]

Sent 2021-01-15 06:17:59 PM UTC FROM: Tucker Carlson - [redacted]

[redacted]

Sent 2021-01-15 06:18:32 PM UTC FROM: Justin Wells - [redacted]

[redacted]

Sent 2021-01-15 06:18:59 PM UTC FROM: Tucker Carlson - [redacted]

[redacted]

Exhibit 636

Fox News Identity Crisis: Indulge Trump's Election Conspiracy or Reject It ... and Watch Its Audience Flee?

mediaite.com/tv/fox-news-identity-crisis-indulge-trumps-election-conspiracy-or-reject-it-and-watch-its-audience-flee

November 23, 2020

By Colby HallNov 23rd, 2020, 8:10 am

2219 comments

reddit

Drew Angerer/Getty Images.

Viewers of Fox News can be forgiven if they are confused about the results of the 2020 election. The reason for their confusion is less defensible.

Fox News has projected **Joe Biden** to have won the election— well, its *news* division has.

Simultaneously, the network's top-rated opinion hosts have continued to entertain the increasingly loony conspiracy theory that the election was stolen from Trump through widespread voter fraud. They have been careful in their words, but the near-constant

EXHIBIT 3367
01/20/2023
Rupert Murdoch

amplification of baseless allegations of a rigged or stolen election has lent credibility to the InfoWars-esque conspiracy theories being touted by Trump. The same theories mocked behind closed doors are being laughed out of courtrooms.

The growing disconnect between the two sides of Fox News programming reveals its current identity crisis and raises a question about their immediate future. Do they want to be a news outlet where facts, as disappointing as they may be, are paramount? Or an information entertainment company that today solely acts as cheerleaders for outgoing President **Donald Trump**?

This dissonance was neatly illustrated last weekend when **Maria Bartiromo**, a Fox News anchor and ardent Trump booster, who had just given the platform of her Sunday morning show to Trump lawyers **Rudy Giuliani** and **Sidney Powell**. Both laid out wild and unproven conspiracy theories and claimed that Trump was the rightful winner of the election. Bartiromo seemed pleased to hear the news and never once challenged her guests on their claims, simply accepting their claim that they had evidence as evidence enough.

But just an hour or so later, Fox News *NEWS* reporter **Eric Shawn** filed a thorough report that effectively debunked every single claim that had been presented as real on Bartiromo's show. It was yet another look at Fox News schizophrenia, and viewers who watched both segments surely endured intense whiplash.

A similar moment occurred when Fox News host **Pete Hegseth** reported on-air that "So far, state election officials have not reported serious irregularities with the vote that would affect the outcome of the race." Immediately after, the Trump-boosting host added, "That was in the teleprompter. I read it. I don't know if I even believe it."

No wonder that a recent poll found 70% of Republicans believe President **Donald Trump** was cheated out of the election. Where do those Republicans get their news? Outlets like Newsmax are certainly a venue, but the top hosts at Fox — **Tucker Carlson, Sean Hannity**, and **Laura Ingraham** — remain the most prominent source for the president's supporters.

Trump alone is not responsible for such vast indoctrination. His baseless claims of a stolen election are just unhinged musings in the absence of a pro-Trump media taking them seriously.

To get it out of the way: No serious person believes that Trump actually won the election until it was stolen from him through a mass conspiracy, as Trump's legal team is arguing. These arguments are made mostly outside of court, since now nearly all of their 30-plus or so legal challenges have been dismissed. Nonetheless, the massive audience of Fox News prime time is being told, night after night, that there is reason to suspect foul play.

Why?

To put it simply: Fox News is in a very uncomfortable bed of its own making. Telling its viewers that Trump is full of it and that the insane conspiracy theories he is pushing are meritless could prove lethal to the bottom line. The news division's efforts to dispel these increasingly loony conspiracies have enraged viewers, driving them to outlets like Newsmax and OANN, where Trump is the true victor of the 2020 election.

Trump transparently complained about Fox News forgetting the "Golden Goose," forgetting that Fox News had long been the dominant network before he entered the political fray. In fact, Trump owes far more to Fox News promotion than the other way around. But It does seem that Fox's opinion hosts are concerned that Trump's supporters, like the president himself, are not willing to move on to the next administration, and are gritting their teeth as long as they can, with the hope that Trump gives up the farce before they anger too many of their viewers.

If you care about the country, and the truth, and not Fox's ratings, all you can do is hope that it doesn't go too far.

*****

Ratings are dipping at Fox News. The network is actually getting beaten in many metrics by CNN, which is enjoying a rating surge due to a confluence of TWO once-in-a-century news events: a global pandemic and a president unwilling to concede an election he has clearly lost.

There are several reasons for this. Election fatigue, certainly. And just like some sports fans don't stay to the end of a game when their team has clearly lost, people turn the TV off, especially if that channel tells them the team has lost, when they want to believe otherwise.

The first stage of grief is denial, and many Trump fans are in denial that he lost the election. A few decisions by Fox News has turned that denial into anger.

There was the early call of Arizona, which seemed premature given how long it took for every other network to project the state for Biden (Though AP was close behind Fox News in making the call).

There was **Neil Cavuto's** stunning decision to cut off **Kayleigh McEnany's** press conference over what he — quite fairly — considered baseless and specious claims of voter fraud. "That was a total CNN move," said one cable news insider. "Fox News has always aired press briefings and let their viewers decide for themselves."

And then there was the leaked video of **Sandra Smith's** shocked reaction, delivered off-camera when a guest claimed that the election wasn't over.

"What is happening? We've called it," Smith said incredulously in the video, which went viral and drew fury from pro-Trump viewers.

For a base of supporters angry that their candidate had lost and looking for a new entity to blame, all while being told by Trump himself to keep fighting, Fox News apparently caving to Biden along with the rest of the mainstream media was a stab in the back.

Shockingly, there are now channels out there that will tell people their favorite team is actually winning, regardless of the score. So viewers are not just turning off the TV; they're actually migrating to smaller, Trumpier outlets like OANN and Newsmax — which reached an impressive 1 million viewers in one crack hour recently.

Therein lies the Fox News dilemma: Appease or embrace reality.

*****

Jonah Goldberg earned attention on Friday when he pushed back on The Federalist's **Mollie Hemingway**, flatly stating that Trump is trying to steal an election by falsely claiming the election was stolen. He is absolutely right, yet much of Fox News programming is willfully playing along.

Exhibit A is Sunday's *Fox & Friends Weekend*, where co-host **Will Cain** offered three clear courses of action that the Trump administration is undertaking to change the election results. The first two are allegations of local and widespread fraud, neither of which are making any headway in the courts since they have failed to provide evidence to back them up. Numerous judges, including some appointed by Trump himself, had methodically dissected and discarded various arguments pronounced before election day, that if Trump lost, the election would have been rigged. And now he is looking to find something, anything, to back up that prediction. In the courts, it works the other way around where you start with the evidence and go from there.

The third course of action that Cain suggested is a political one, that is to say, the White House needs to convince enough people that there was something nefarious afoot—despite any evidence beyond isolated errors—and encourage state legislators to disregard the actual results and appoint their electors that will literally ignore the will of the people. In the same segment, Hegseth pointed out a Rasmussen poll that showed that 50% of Americans don't feel like this election was above-board.

The only way that Trump can change the election results is a political, not legal, maneuver that is entirely built upon the deliberate misinformation from people like Cain, Hegseth, and Hemingway, and virtually every other opinion host on Fox News that spends precious airtime giving rise to what is truly a propaganda-based attempt at stealing the election. And Fox News opinion hosts, though not directly advocating for the cause, are willingly doing their part to foster doubt, or just "asking questions" about an election that had remarkably few issues compared to others.

*****

Fox News's recent dip in ratings would have any media executive worried, and frankly, it's not good news. That said, their network has been through worse, and this current dip most likely just a short-term reaction — not a long-term problem.

Fox News senior management team has long eschewed the sort of programming micromanagement one sees at other outlets, allowing the network's top talent and showrunners to make their own editorial and programming decisions. This is far from the micromanagement style that Fox News founder **Roger Ailes** was notorious for, but it hasn't interfered with profits.

On-air talent and producers will privately admit that they enjoy autonomy. But the lack of a cohesive editorial vision — or even an agreed set of facts on which to report — can sometimes lead to awkward and dissonant moments like what we saw between Bartiromo and Shawn. The current disconnect between top-rated opinion programming is a problematic divide for the President & Executive Editor of Fox News Media **Jay Wallace** to bridge.

To be clear, Fox News ratings are still dominant. Since Memorial Day, it has been the highest-rated network in all of television for primetime viewers. A historic milestone, no other cable network in the history of television has ever surpassed broadcast primetime for a season, let alone a six month period. And Fox News ratings are often 10 to 20 times greater than that of NewsmaxTV.

Fox News has dominated for most of the last two decades by playing the long game, so they will probably ignore some of the short term hyperventilating. But the trend line since the night of the election is going in the wrong way, and that's something they need to address.

*****

As goes Fox News prime time, so goes half the nation. It's reasonable to assume that the 2020 election won't be over until Tucker, Sean, Laura, and *The Five*, and *Fox & Friends* all deem it so. Yes, there will be fringe members of the Trump base that will now lump Fox into the lamestream media set, but Fox News's footprint is big enough to take that hit.

So when will Fox News start to pivot to the post-Trump presidency? It is impossible to know, and the answer might be never. A reasonable person might predict that it would take a week or two, that there is no set date or schedule. Top voices at the network cannot get ahead of Trump. They've already made several decisions that pissed off viewers (calling Arizona so early being the Original Sin) and will likely follow Trump's lead.

But viewers of Tucker Carlson on Thursday night saw one of the first cracks in the Trump-Fox wall.

Carlson announced that he had invited **Sidney Powell** on his show to provide evidence of her wild claim that the election rigging scheme was communist in flavor, with roots in the scheming of late Venezuelan dictator **Hugo Chavez**. When Powell refused, Carlson called her out on air, drawing fire from Powell, who called him "rude" (on Maria Bartiromo's show Friday morning, naturally.)

So Carlson pointed out that Powell has not provided evidence to support her conspiracy theories and was duly rewarded with bile. His mentions on Twitter are filled with MAGA and QAnon users declaring him a traitor or sell-out. A considerable quotient of MAGA Twitter has deemed him a sleeper agent for all-powerful Democrats.

This perfectly illustrates the dangerous tightrope walk being indelicately pursued by Fox. If Trump refuses to step down or ever accept that he lost the election fairly and squarely, and Fox News hosts continue to cower in the face of his conspiracies, a large subset of the more than 70 million Americans who voted for Trump will always believe 2020 to have been a stolen election.

That's a remarkably dangerous position to be in, with tensions on either side.

The lucrative approach for Fox News is to continue to draw in viewers with more conspiracy theories, which is what a free market system, devoid of any journalistic responsibility, would suggest being the profitable path. But the responsible and the journalistically sound decision is to call facts as facts.

In other words, Fox News executives have to make the fundamental decision that they are staying in the news business.

Have a tip we should know? tips@mediaite.com

Previous PostNext Post
Previous PostNext Post

Exhibit 637

From: Briganti, Irena <Irena.Briganti@FOXNEWS.COM>
To: Scott, Suzanne; Wallace, Jay (FoxNews)
Sent: 12/1/2020 4:54:21 PM
Subject: FW: Washington Post Inquiry

FYI – we spoke with Lauren and Meade and there's nothing to combat this, so we are not responding.

From: Barr, Jeremy <Jeremy.Barr@washpost.com>
Sent: Tuesday, December 1, 2020 1:45 PM
To: Ketner, Jessica <Jessica.Ketner@FOXNEWS.COM>; Cronin, Caley <Caley.Cronin@FOXNEWS.COM>
Subject: [EXTERNAL] Quick Question - Sidney Powell

Hi Jessica and Caley,

As you may have seen, the attorney Sidney Powell appeared on both Lou Dobbs' show and Sean Hannity's show last night.

Powell told Dobbs: "The system was set up to shave and flip different votes in different states. It's really the most massive and historical egregious fraud the world has ever seen."

Powell told Hannity: Voting machines "ran an algorithm that shaved votes from Trump and awarded them to Biden," "used machines to trash large batches of votes that should have been awarded to President Trump," and "used the machine to inject and add massive quantities of votes for Mr. Biden."

I wanted to ask: does Fox News Media management have any concerns about the veracity of the claims that Powell has been making on network shows? Is Sidney Powell welcome to appear on any Fox News Media show? Has Fox News Media encouraged show hosts to fact-check claims about voter fraud? (I am aware, for example, of Eric Shawn's comments on Sunday afternoon about voter fraud.)

I am planning to write a story today about Powell's appearances on Fox News and Fox Business, and to note that the Trump campaign distanced Powell from their legal operation on Nov. 22.

Thanks,

Jeremy

This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee. If you are not the addressee indicated in this message (or responsible for delivery of the message to the addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of Fox News or Fox Business must not be taken to have been sent or endorsed by either of them. No representation is made that this email or its attachments are without defect.

Exhibit 638

Start Date	December 6, 2020 10:59:44 AM EST
End Date	December 6, 2020 10:59:44 AM EST
Chat Account	Paul Ryan <[redacted](IMessage)>, Paul Ryan <[redacted]> Lachlan Murdoch <[redacted](IMessage)>, Rupert Murdoch <[redacted] Lachlan Murdoch[redacted], Rupert Murdoch [redacted]Message)>

Paul Ryan <[redacted]IMessage)>

Morning guys! Happy to chat Trump if you want. I think we are entering a truly bizarre phase of this where he has actually convinced himself of this farce and will do more bizarre things to delegitimize the election. I see this as a key inflection point for Fox, where the right thing and the smart business thing to do line up nicely. A solid pushback (including editorial) of his baseless calls for overturning electors, etc. will undoubtedly accrue pushback and possibly a momentary ratings dip, but will clearly redound to our benefit in terms of credibility. Trump is going to wear thin and look crazier by the day. Let him cleave off the fringe for his DTC venture and we can keep the largest pool of people (the center and center right). Fox is stronger than he is now and later IMO. Just a few thoughts at this pivotal time. Best, Paul Ryan

10:59:44

Exhibit 639

From: [redacted]
To: Scott, Suzanne
Sent: 12/7/2020 8:28:13 AM
Subject: Re: Could you call when convenient?

Good.

Sent from my iPhone

On Dec 7, 2020, at 1:26 PM, Scott, Suzanne <Suzanne.Scott@fox.com> wrote:

fwiw White House denying those inauguration day plans.

From: Murdoch, Rupert [redacted]
Sent: Monday, December 7, 2020 7:32 AM
To: Scott, Suzanne <Suzanne.Scott@fox.com>
Subject: Could you call when convenient?

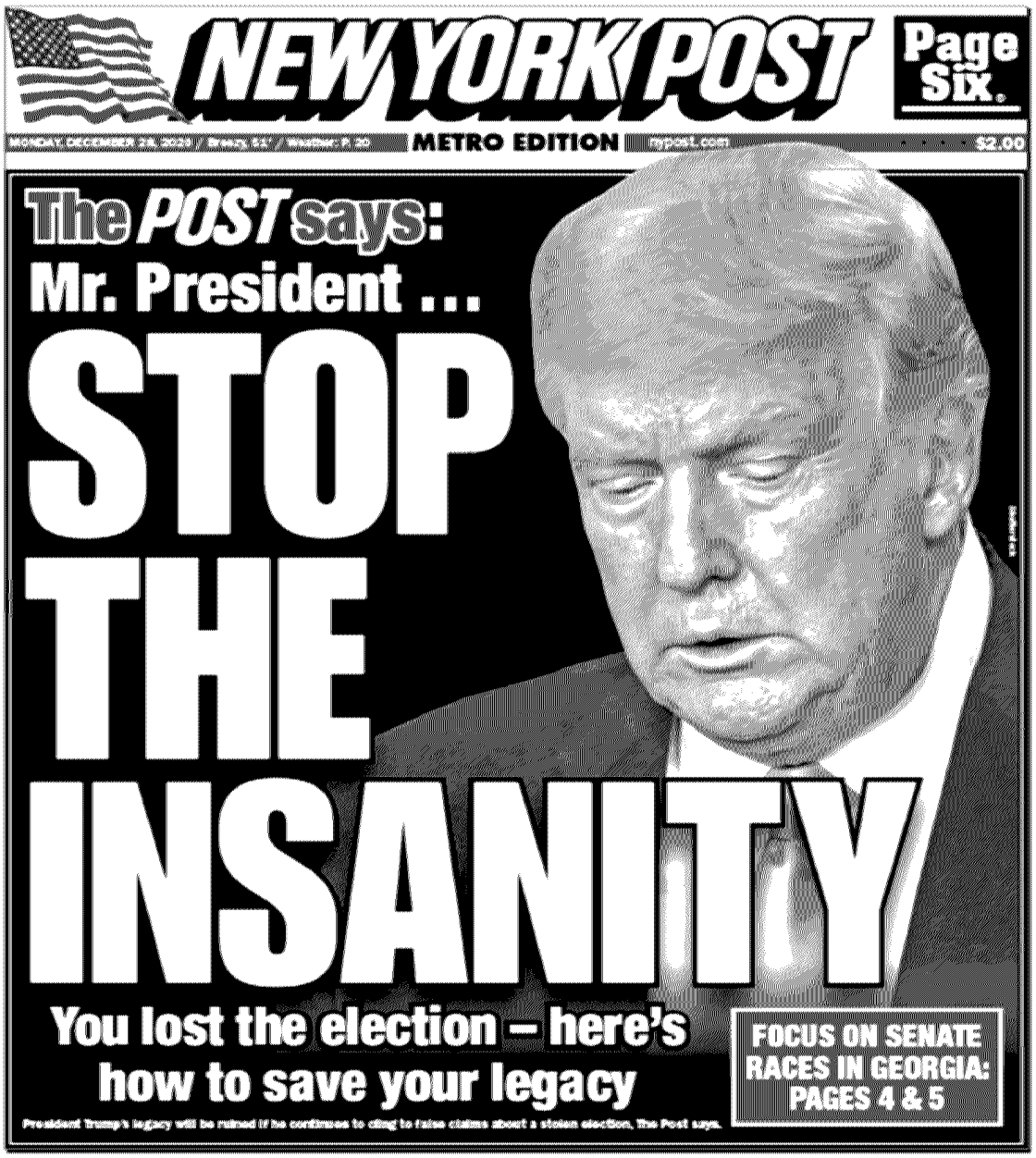
Axios report on Trump plan for inauguration (horrible) and Fox News reporting Barr thinking of early retirement plus his Saturday performance all making it harder for us to straddle the issue!
We should talk this through. Very difficult
and we should include Lachlan later.
No hurry.

Sent from my iPhone

Exhibit 640

From: Robert Thomson <rthomson@newscorp.com>
To: Murdoch, Rupert
Sent: 12/28/2020 5:10:05 AM
Subject: Monday metro.png

Spoke to Col over the weekend...having seen Trump up close, he agreed that we should take a stronger line. Georgia is crucial.



212.416.3012 tel
rthomson@newscorp.com

1211 Avenue of the Americas

New York, NY 10036

This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee. If you are not the addressee indicated in this message (or responsible for delivery of the message to the addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of News Corporation or its subsidiaries must be taken not to have been sent or endorsed by any of them. No representation is made that this email or its attachments are without defect.

Exhibit 641

From: Col Allan [redacted]
To: Murdoch, Rupert
Sent: 12/28/2020 11:33:39 AM
Subject: Re: Monday metro.png

Cheers. Thanks Rupert.

Sent from my iPhone

On Dec 28, 2020, at 10:04 AM, Murdoch, Rupert <crc@fox.com> wrote:

Just read the whole editorial.
Just great. Congratulations.
If he doesn't tweet it'll mean he's read it and stopped to think.

Sent from my iPhone

On Dec 28, 2020, at 9:19 AM, Murdoch, Rupert <crc@fox.com> wrote:

Sounds like Donald read this. Flash says he is signing now!

Sent from my iPhone

On Dec 28, 2020, at 2:57 AM, Col Allan [redacted] wrote:

<Monday metro.png>

Sent from my iPhone

This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee(s). If you are not an addressee indicated in this message (or responsible for delivery of the message to an addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of Fox Corporation, or its subsidiaries must be taken not to have been sent or endorsed by any of them. No representation is made that this email or its attachments are without defect.

Exhibit 642

REDACTED IN ITS ENTIRETY

Exhibit 643

From: crc@fox.com
To: PRESTON PADDEN
Sent: 1/8/2021 3:43:39 PM
Subject: Re: Hard Criticism Of Fox News In The Washington Post

Preston,

You are such a flatterer! Honored just to be your humble friend.

Washington Post new logo - replace "darkness" with "daftness"! Ridiculous. But there will be much more.

Fox News very busy pivoting. After a few days ignore Trump and quickly become the loyal opposition. It will be easy once Biden starts rolling out policies. I'm told their first priorities will be 1. COVID 2. The economy, and 3. Racial inequality.

Ok but if 3. turns to be reparations things will heat up. And be challenging to us to handle properly.

We want to make Trump a non person.
Fairly easy unless they charge him and he remains in the news.

I'll be interested how you react to vaccine.
I feel unusually tired today. Nothing more.
Told it means that it's working.
Disease even more out of control here!
So stay safe.

Sent from my iPhone

On Jan 8, 2021, at 8:21 PM, PRESTON PADDEN [redacted] wrote:

Sorry for delayed response. I just took a 23 mile bike ride (pedal assist e-bike) on a sunny but cold morning.

I love you like a surrogate father/older brother/uncle. Working for you was the highlight of my career.

The criticism of WSJ is ridiculous. The paper is vastly better since you bought it.

For what it's worth, I do think Fox News needs a course correction. And I think fair-minded people can conclude that FNC bears some responsibility for the polarized divisions in out Country.

CNN is repeatedly reporting on the WSJ "resignation" editorial. I don't think FNC is doing the same. I tuned into Lou Dobbs last night and he was just unhinged - unwatchable.

Just my opinion - offered with respect and affection.

Hope you stay safe and well.

Preston Padden
Boulder Thinking, LLC

[redacted]

On Jan 8, 2021, at 10:14 AM, Murdoch, Rupert <crc@fox.com> wrote:

FYI!

Sent from my iPhone

Begin forwarded message:

From: Robert Thomson <rthomson@newscorp.com>
Date: January 8, 2021 at 5:11:15 PM GMT
To: "Murdoch, Rupert" <crc@fox.com>
Subject: Re: Hard Criticism Of Fox News In The Washington Post

It is such irredeemable nonsense....and she was supposed to be the "Public Editor" (ie standards) at the NYT before heading to the Wash Post, whose motto should be Democracy Dies in Daftness.

[redacted]
212.416.3012 tel
rthomson@newscorp.com

1211 Avenue of the Americas
New York, NY 10036

On Jan 8, 2021, at 4:59 PM, Murdoch, Rupert <crc@fox.com> wrote:

We're going to get more of this.
Suggest we ignore.

Sent from my iPhone

Begin forwarded message:

From: PRESTON PADDEN [redacted]
Date: January 8, 2021 at 4:48:00 PM GMT
To: "Murdoch, Rupert" <crc@fox.com>
Subject: Hard Criticism Of Fox News In The Washington Post

The pro-Trump media world peddled the lies that fueled the Capitol mob. Fox News led the way.

By Margaret SullivanJanuary 7 at 11:27 AM MT

"Fair and balanced" was the original Fox News lie, one of the rotten planks that built the foundation for Wednesday's democratic disaster.Over decades, with that false promise accepted as gospel by millions of devotees, Fox News radicalized a nation and spawned more extreme successors such as Newsmax and One America News.Day after day, hour after hour, Fox gave its viewers something that looked like news or commentary but far too often lacked sufficient adherence to a necessary ingredient: truth.

Birtherism. The caravan invasion. Covid denialism. Rampant election fraud. All of these found a comfortable home at Fox.In the Trump era, the network — now out of favor for not being quite as shameless as the president demands — was his best friend and promoter. So to put it bluntly: The mob that stormed and desecrated the Capitol on Wednesday could not have existed in a country that hadn't been radicalized by the likes of Sean Hannity, Tucker Carlson and Laura Ingraham, and swayed by biased news coverage.

Right-wing media outlets spent significant time on Jan. 6 suggesting that the pro-Trump mob that stormed the U.S. Capitol weren't actually Trump supporters. (JM Rieger/The Washington Post)Since this is an especially good day for calling out the names of those to blame, here are a few more from the leadership of Fox News: Rupert Murdoch. Lachlan Murdoch. Suzanne Scott.

What have they wrought? People like Jul Thompson, a right-wing activist who boarded one of the two buses from Western New York to Washington this week, then bragged to the hometown Buffalo News about being "absolutely justified" in egging on those who scaled a Capitol wall to penetrate the complex.After all, she claimed, there had been rampant fraud, a stolen election and corrupt courts! "We would like all the courts to see the evidence of massive fraud and election interference. . . . If they saw the evidence they would have no choice but to rule for Trump."

That all these allegations have been considered and rejected by the courts and roundly debunked didn't seem to enter her mind.Is Fox the only culprit? Of course not. Social media — the president's corrosive Twitter feed and the conspiracy-coddling hotbed of Parler — have played their necessary role. Facebook and YouTube, too.Even very serious places like the editorial page of the Murdoch-affiliated Wall Street Journal have helped the cause, fostering dubious claims in op-ed pieces like Vice President Pence's contribution from June on how there would be no second wave of covid-19 or in editorials that failed to powerfully call out Trump's falsehoods on any number of issues.

As Mona Charen wrote in the Bulwark, the Journal editorial page "has trimmed and hemmed and to-be-sured its way through the most sustained assault on truth and the American political order of our lifetime."William Grueskin, Columbia University journalism professor and a former Wall Street Journal editor, pointed the finger Wednesday at his erstwhile employer, among others: "This is the logical conclusion of everything you have tolerated, encouraged and enabled for 5 years."In fact, far too much of mainstream media has been less than stellar.

Decision-makers took years to allow the words "racist" or "lie" about Trump; eager coverage too often parroted his calumny in headlines or news alerts; and journalists allowed him to play assignment editor by pivoting to magnify his insults or distractions.But nobody has done it as destructively as Fox.

On Wednesday, as surreal scenes unfolded, some Fox anchors and commentators couldn't seem to change their tune, even as they tut-tutted about violence.Martha MacCallum called the invasion of the Capitol "a huge victory" for the rioters (my word choice, not hers) because they "have disrupted the system in an enormous way." Maybe it was just a gaffe; if so, a bad one. And it was jarring to hear Harris Faulkner echo Trump's deceptive language with her references to his "Stop the Steal" rally. Sure, Chris Wallace did a tough Trump interview. But it's a fig leaf for Fox's usual sycophancy.

Rather than staying with news coverage on Wednesday evening, Fox allowed its usual prime-time hosts, the guiltiest parties, to spew their misleading toxicity — particularly in repeated suggestions that a significant number of rioters weren't really Trump supporters at all, but perhaps leftist infiltrators.On Fox Business, Bernard Kerik, the Trump pardon recipient and former New York City police commissioner, offered sympathetic and baseless sentiments, while adding that violence wasn't justified: "There's never been anything like this where the election was stolen from a president. And that's my opinion. But that's the opinion of probably 75 million other people."

And even on Thursday morning, as the nation woke up to contemplate the horror of what had unspooled, they were still at it. One of Trump's most avid cheerleaders, Pete Hegseth, rejected the notion that Trump incited the

riot. Rather it was "the result of a frustration that a lot of people feel" about their values and beliefs being dissed in an America leaning toward socialism. "What do folks expect to happen?" he asked rhetorically.

Where on earth, I wonder -- on what popular cable network — could so many people have gotten the idea, day after day, that the election was stolen and their values were being systematically denied?Success has many fathers, goes the aphorism, while failure is an orphan. But Wednesday's indelible stain on American democracy turns out to be the one with many parents: Trump himself; his lawyer Rudy Giuliani who called Wednesday morning for "trial by combat"; the crazies of Q-Anon; the dark rabbit holes of social media; and the appalling Republican enablers and fomenters, led by Sen. Josh Hawley of Missouri, who was shameless enough to send out a fundraising appeal even as the invasion was underway.Many fathers. But the pro-Trump media — led by Fox News — has earned its disgraceful place near the top of the list of infamy.They own this.

Preston Padden

Boulder Thinking, LLC

[redacted]

This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee(s). If you are not an addressee indicated in this message (or responsible for delivery of the message to an addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of Fox Corporation, or its subsidiaries must be taken not to have been sent or endorsed by any of them. No representation is made that this email or its attachments are without defect.

This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee. If you are not the addressee indicated in this message (or responsible for delivery of the message to the addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of News Corporation or its subsidiaries must be taken not to have been sent or endorsed by any of them. No representation is made that this email or its attachments are without defect.

This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee(s). If you are not an addressee indicated in this message (or responsible for delivery of the message to an addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of Fox Corporation, or its subsidiaries must be taken not to have been sent or endorsed by any of them. No representation is made that this email or its attachments are without defect.

Exhibit 644

REDACTED IN ITS ENTIRETY

Exhibit 645

From:	Anne Dias
Sent:	Monday, January 11, 2021 11:01 PM EST
To:	Ruppert Murdoch; Lachlan Murdoch
CC:	Viet D. Dinh; Jacques Nasser
BCC:	pryan[redacted]
Subject:	FW: The limits on free speech in the internet era from the Financial Times

https://on.ft.com/2XzkFz4

Dear Rupert,
Dear Lachlan,

Freedom of speech is a pillar of free government. Yet, as I wrote to you earlier this week, I was relieved to read that the editorial board of the Wall Street Journal drew a clear line in the sand to sanction what is unacceptable speech and behavior by a President of the United States.

Today, the Financial Times is asking Fox to draw such a line in the sand too (text at the end of the email).

And what the Financial Times is asking is what conservatives everywhere in America are asking: as Donald Trump has willfully incited acts of violence and desecration, as he has trampled human decency and the public good, all the way to the inner sanctum of our democracy, how will he (and the views he espouses) be treated on Fox News post election? Will he be interviewed and treated like just another viewpoint? Will he be "canceled" because he has gone beyond the pale in his transgressions and incitations of imminent violence?

It would have been unthinkable just a few days ago that Fox News would be called upon to explain what represents abuse of power and what is unacceptable in a democracy. Yet, considering how important Fox News has been as a megaphone for Donald Trump, directly or indirectly, I believe the time has come for Fox News, or for you Lachlan to take a stance. It is an existential moment for the nation, for the nation, and for Fox News as a brand.

I do not believe that the company can stay silent on this matter.

Aside from this very important statement of principle, I also believe that Fox has a critical role to play in laying the ground for a conservative renaissance. Now that Trumpism has self-immolated, what other medium besides Fox News can do a better job at showcasing America's best conservative thinkers and doers, so that out of the ashes of Trumpism can emerge a winning brand of conservatism that is true to its founding principles: one that unites us, that makes us more free and more prosperous, and a beacon to other nations old and new, all across the world.

I wanted to bring this to your attention and am at your disposal to speak if you'd like. No doubt we will discuss these items at the board meeting.

All the best,
Anne

Below the article from the Financial Times

How quickly, in a crisis, the unthinkable can become reality. If it might have seemed fanciful a week ago that a US president could incite insurrection or face a second impeachment in a single term, so, too, would the prospect of social media platforms barring the "leader of the free world".

The bans by Twitter, Facebook and Instagram on President Donald Trump raise profound issues — of freedom of speech, and the precedents they may set for less free societies. While the "permanent" nature of Twitter's suspension is questionable, however, not acting would have created even bigger risks. In the exceptional circumstances of America today, platform companies were right to suspend Mr Trump's access at least until the end of his presidential term.

The president has glorified violence and egged on a challenge to US institutions that left five dead. Critics are right to say the move came cynically late. The president has repeatedly flouted the platforms' user rules. Had the platforms acted earlier to remove offending presidential posts selectively, the need for tougher actions might have been averted. Police had good reason for concern, moreover, that the president's supporters were using both mainstream and more niche platforms to plot further violence. That justifies moves by Apple, Google and Amazon to restrict access to Parler, the "alt-tech" Twitter alternative beloved of the radical right.

These are, without doubt, complex ethical issues. German chancellor Angela Merkel criticised Twitter's indefinite suspension of Mr Trump as a breach of the "fundamental right to free speech". Alexei Navalny, the Russian anti-corruption blogger, said it could be "exploited by the enemies of freedom of speech around the world". Yet America's ability to promote democracy and political freedoms elsewhere collapses if it cannot defend its own. While some question why US enemies retain Twitter access while Mr Trump is barred, the president has unique power to undermine American democracy, should he so choose. It is misleading to suggest Mr Trump has been "silenced" when he retains access to the powerful US presidential pulpit. Free speech, moreover, cannot be wholly untrammelled.

Liberals should be wary of their own arguments being misused to undermine what they believe in. Constraints are legitimate on hate speech and online incitement. Though the cultural context is very different, Ms Merkel notes the US would be better to follow Germany in passing laws restricting such behaviour than leaving it to social media platforms to devise and police their own rules.

Such legal restraints in the US might run into First Amendment problems. Yet recent days highlight above all the need for debate on the limits of American free speech and the power of

the tech companies. Clearer regulation must be a priority for the incoming Biden administration and for Congress. That may not mean repealing Section 230 of the Communications Decency Act, which gives internet companies immunity for user-generated content on their sites. But it should at least be reformed, with exemptions extended to cover, for example, incitement to violence or terrorist propaganda.

A more effective redress mechanism is needed. What cannot be overlooked, either, is the responsibility of conventional TV outlets such as Rupert Murdoch's Fox News, which has enabled Mr Trump for too long, and according to one study has been more influential in spreading false beliefs than social media. The UK, which has given approval for a Murdoch-owned "opinionated" news channel, should pay careful heed.

Exhibit 646

From:	Murdoch, Rupert </O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=6F0571C63E7B49769B4A58009B115570-CRC>
To:	Murdoch, Lachlan
Sent:	1/12/2021 4:36:40 AM
Subject:	Re: The limits on free speech in the internet era from the Financial Times

Yes. Just tell her we have been talking internally and we intensely along these lines, and Fox News, which called the election correctly, is pivoting as fast as possible. We have to lead our viewers which is van not as easy as might seem

Sent from my iPhone

On Jan 12, 2021, at 4:57 AM, Murdoch, Lachlan <lkm@fox.com> wrote:

... and best to just let me call Anne after you and and I speak.

Xx
L

Sent from my iPhone

Begin forwarded message:

From: "Murdoch, Lachlan" <lkm@fox.com>
Date: January 11, 2021 at 8:08:59 PM PST
To: "Murdoch, Rupert" <crc@fox.com>
Subject: Fwd: The limits on free speech in the internet era from the Financial Times

Dad, let's discuss the below today. I will be in the office from around 9 west coast time.

Love you
L

Sent from my iPhone

Begin forwarded message:

From: Anne Dias [redacted]
Date: January 11, 2021 at 8:01:22 PM PST
To: "Murdoch, Rupert" <crc@fox.com>, "Murdoch, Lachlan" <lkm@fox.com>
Cc: "Dinh, Viet" <Viet.Dinh@fox.com>, "nasser, j" [redacted]
Subject: FW: The limits on free speech in the internet era from the Financial Times

https://on.ft.com/2XzkFz4

Dear Rupert,
Dear Lachlan,

Freedom of speech is a pillar of free government. Yet, as I wrote to you earlier this week, I was relieved to read that the editorial board of the Wall Street Journal drew a clear line in the sand to sanction what is unacceptable speech and behavior by a President of the United States.

Today, the Financial Times is asking Fox to draw such a line in the sand too (text at the end of the email).

And what the Financial Times is asking is what conservatives everywhere in America are asking: as Donald Trump has willfully incited acts of violence and desecration, as he has trampled human decency and the public good, all the way to the inner sanctum of our democracy, how will he (and the views he espouses) be treated on Fox News post election? Will he be interviewed and treated like just another viewpoint? Will he be "canceled" because he has gone beyond the pale in his transgressions and incitations of imminent violence?

It would have been unthinkable just a few days ago that Fox News would be called upon to explain what represents abuse of power and what is unacceptable in a democracy. Yet, considering how important Fox News has been as a megaphone for Donald Trump, directly or indirectly, I believe the time has come for Fox News, or for you Lachlan to take a stance. It is an existential moment for the nation, for the nation, and for Fox News as a brand.

I do not believe that the company can stay silent on this matter.

Aside from this very important statement of principle, I also believe that Fox has a critical role to play in laying the ground for a conservative renaissance. Now that Trumpism has self-immolated, what other medium besides Fox News can do a better job at showcasing America's best conservative thinkers and doers, so that out of the ashes of Trumpism can emerge a winning brand of conservatism that is true to its founding principles: one that unites us, that makes us more free and more prosperous, and a beacon to other nations old and new, all across the world.

I wanted to bring this to your attention and am at your disposal to speak if you'd like. No doubt we will discuss these items at the board meeting.

All the best,
Anne

Below the article from the Financial Times

How quickly, in a crisis, the unthinkable can become reality. If it might have seemed fanciful a week ago that a US president could incite insurrection or face a second impeachment in a single term, so, too, would the prospect of social media platforms barring the "leader of the free world".

The bans by Twitter, Facebook and Instagram on President Donald Trump raise profound issues — of freedom of speech, and the precedents they may set for less free societies. While the "permanent" nature of Twitter's suspension is questionable, however, not acting would have created even bigger risks. In the exceptional circumstances of America today, platform companies were right to suspend Mr Trump's access at least until the end of his presidential term.

The president has glorified violence and egged on a challenge to US institutions that left five dead. Critics are right to say the move came cynically late. The president has repeatedly flouted the platforms' user rules. Had the platforms acted earlier to remove offending presidential posts selectively, the need for tougher actions might have been averted. Police had good reason for concern, moreover, that the president's supporters were using both mainstream and more niche platforms to plot further violence. That justifies moves by Apple, Google and Amazon to restrict access to Parler, the "alt-tech" Twitter alternative beloved of the radical right.

These are, without doubt, complex ethical issues. German chancellor Angela Merkel criticised Twitter's indefinite suspension of Mr Trump as a breach of the "fundamental right to free speech". Alexei Navalny, the Russian anti-corruption blogger, said it could be "exploited by the enemies of freedom of speech around the world". Yet America's ability to promote democracy and political freedoms elsewhere collapses if it cannot defend its own. While some question why US enemies retain Twitter access while Mr Trump is barred, the president has unique power to undermine American democracy, should he so choose. It is misleading to suggest Mr Trump has been "silenced" when he retains access to the powerful US presidential pulpit. Free speech, moreover, cannot be wholly untrammelled.

Liberals should be wary of their own arguments being misused to undermine what they believe in. Constraints are legitimate on hate speech and online incitement. Though the cultural context is very different, Ms Merkel notes the US would be better to follow Germany in passing laws restricting such behaviour than leaving it to social media platforms to devise and police their own rules.

Such legal restraints in the US might run into First Amendment problems. Yet recent days highlight above all the need for debate on the limits of American free speech and the power of the tech companies. Clearer regulation must be a priority for the incoming Biden administration and for Congress. That may not mean repealing Section 230 of the Communications Decency Act, which gives internet companies immunity for user-generated content on their sites. But it should at least be reformed, with exemptions extended to cover, for example, incitement to violence or terrorist propaganda.

A more effective redress mechanism is needed. What cannot be overlooked, either, is the responsibility of conventional TV outlets such as Rupert Murdoch's Fox News, which has enabled Mr Trump for too long, and according to one study has been more influential in spreading false beliefs than social media. The UK, which has given approval for a Murdoch-owned "opinionated" news channel, should pay careful heed.

Exhibit 647

From: Scott, Suzanne </O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=85BFE6824750416486BDA0F78D10943E-SUZANNE.SCO>
To: Briganti, Irena (FoxNews)
CC: Wallace, Jay (FoxNews)
Sent: 11/9/2020 12:10:39 PM
Subject: Re: Wash Post/Ellison story

Irena - just spoke to Lachlan.

Can you call Raj and walk him through everything we are doing...I'm told he made a comment that maybe we changing based on our coverage this weekend.

From: Briganti, Irena <Irena.Briganti@FOXNEWS.COM>
Sent: Monday, November 9, 2020 12:08 PM
To: Scott, Suzanne <Suzanne.Scott@fox.com>
Cc: Wallace, Jay (FoxNews) <jay.wallace@foxnews.com>
Subject: Re: Wash Post/Ellison story

Exactly and he and Raj both talked for the story which is both Fox execs sound clueless. Sarah had that Meadows called Sammon (not just the decision desk) and he obviously asked her to take out his name. I didn't confirm Meadows called him but she had it as late as Friday. Sammon doesn't want his name in here so there's no backlash against him by our viewers. And I got Jay out of this story completely re: the AZ call which she was trying to pin on him yesterday.

On Nov 9, 2020, at 12:04 PM, Scott, Suzanne <Suzanne.Scott@fox.com> wrote:

Sammon not understanding the impact to the brand and the arrogance in calling AZ and how that played out by him is astonishing. Mishkon is a scientist - but Bill is supposed to be a top executive whose job it also is to protect the brand. S

From: Briganti, Irena <Irena.Briganti@FOXNEWS.COM>
Sent: Monday, November 9, 2020 11:36 AM
To: Scott, Suzanne <Suzanne.Scott@fox.com>; Wallace, Jay (FoxNews) <jay.wallace@foxnews.com>
Subject: Wash Post/Ellison story

Reading now

https://www.washingtonpost.com/lifestyle/the-long-love-affair-between-fox-news-and-trump-may-be-over-heres-how-it-ended-last-week/2020/11/09/f4dddb5e-2095-11eb-90dd-abd0f7086a91_story.html

The long love affair between Fox News and Trump may be over. Here's how it ended last week.

<In a scene from a happier time in the Fox-Trump relationshi, anchors Bret Baier and Martha MacCallum greet the president at a Fox News town hall in Scranton, Pa., in March..jpg>

In a scene from a happier time in the Fox-Trump relationshi, anchors Bret Baier and Martha MacCallum greet the president at a Fox News town hall in Scranton, Pa., in March. (Brendan Smialowski/AFP/Getty Images)

By
Sarah Ellison and
Josh Dawsey
November 9, 2020 at 11:27 a.m. EST

Add to list

The last day of Donald Trump's 2020 presidential campaign began just after 7 a.m., as polls opened on the East Coast, with a call to "Fox & Friends," the television morning show that had turned the reality star into a U.S. president. He got his usual hero's welcome. But it was no longer enough.

Follow the latest on Election 2020

"This has been a very special show for me," he told the hosts of this broadcasting safe haven where he had workshopped his birther message, shared gossip and conspiracy theories and repeatedly set the tone for his entire administration's day. "We've had a great relationship, and you have a great show. So, it's my honor."

But his remarks quickly turned pointed that early Tuesday morning as he boasted about how well he had done in the job of president, despite some unexpected challenges. Not China, he said, nor Russia nor North Korea, but the U.S. And what had changed the most for him since 2016, he mused rhetorically?

AD

"Fox," he said, answering his own question. "It's much different now." As the hosts sputtered, he elaborated: "In the old days they wouldn't put sleepy Joe Biden on every time he opened his mouth . . . It's a much different operation, I'm just telling you."

It was the last day of a campaign Fox had done so much to support, but it was a preview of the war — now one week old but months in the making — that may have permanently ruptured the bond between Trump and his once-favorite television channel. As he faces expulsion from the White House, Trump has vowed revenge on the network that propelled his political career, according to close White House aides — perhaps by publicly attacking Fox or undermining its business model by endorsing a competitor.

His early-morning grumblings flew in the face of the friendly venue Fox has been for him — as well as the personal guidance he's taken from its marquee stars, opinion hosts Tucker Carlson and Sean Hannity, who advised him on his reelection strategy, from how to conduct himself in a debate to where he should hold his rallies, according to three people familiar with these exchanges.

What was Trump talking about? How the language of Fox News invaded the final debate.

He has also maintained the unswerving support of other Fox opinion hosts, including Laura Ingraham and Jeanine Pirro, both of whom would be in attendance that same Tuesday at the election night party in the White House's chandeliered East Room, where Fox was on the big-screen TVs as he won the key state of Florida and the room filled with increasing optimism that their candidate had once again defied the polls.

AD

Until 11:20 p.m., when Fox News called Arizona for Biden with 73 percent of the expected vote counted — a "screeching of tires" that brought the party to a halt, said one official present.

This account is based on interviews with eleven current and former Fox News and Trump officials, all of whom spoke on the condition of anonymity to discuss the sensitive dynamics between Fox News and Trumpworld.

Trump erupted in anger, telling others in the White House to "get that result changed," a senior administration official said. His chief of staff Mark Meadows phoned Fox News's decision desk repeatedly. Top aide Hope Hicks, who had returned to the White House earlier this year after a stint at Fox Corp., messaged Raj Shah, a former Trump White House staffer whom she hired at Fox, about how to get the call reversed. Kellyanne Conway got in touch with Fox News chief political anchor Bret Baier to complain. Jared Kushner reached out to Fox Corp.'s billionaire owner Rupert Murdoch.

AD

But even as White House officials vowed to Fox executives that they had data from Arizona Gov. Doug Ducey demonstrating Trump could still win, and all the other major networks continued to hold off on a call, Fox decision desk chief Arnon Mishkin remained unmoved. *Stick with us,* he and his deputies told the anchors. *We'll be right.* And that was the path Fox News chose.

<President Trump arrives to speak at an election night party at the White House early Wednesday..jpg>

<President Trump arrives to speak at an election night party at the White House early Wednesday..jpg>

President Trump arrives to speak at an election night party at the White House early Wednesday. (Jabin Botsford/The Washington Post)

<Fox News was on the TV screens at the party — leading to a shock when the network made an early call of Joe Biden winning Arizona..jpg>

Fox News was on the TV screens at the party — leading to a shock when the network made an early call of Joe Biden winning Arizona. (Jabin Botsford/The Washington Post)

It is almost impossible to overstate the closeness of the relationship between Fox News and the Trump White House.

In 2018, Pirro complained personally to the president that she had been unable to get any White House staffers to appear on her show for two weeks running. Little wonder, said one administration official: "No one wanted to do it every week because it was on Saturday night, and it screws up your weekend." But Trump came to the rescue — volunteering to call into the show himself. After that, his staff set up a rotation system to make sure one of them would perform the duty for Pirro's show every week.

AD

Yet even as Fox opinion hosts reliably cheered for Trump, the relationship with the network could be problematic for top White House staff, largely because of the president's thrall to what it broadcast. While he was White House chief of staff, John Kelly regularly complained to aides that the show hosted by conspiracy-minded immigration opponent Lou Dobbs on Fox Business Network had far too much sway over the president, according to two former senior administration officials. Another former White House official described the constant angst over

how Fox might cover certain White House initiatives because of the potential blowback from the boss.

"What we were always concerned about inside is that when he'd do a spending deal, or make an announcement that was controversial, and then Fox would attack him, and he'd blow it up the next day," the former official said. "We'd call the hosts, and say, 'Please can you tamp it down a bit?' Because we were afraid the next day he'd rip it up. . . . They usually were pretty good about working with us."

But Trump demanded an unattainable level of loyalty from the network. His reelection campaign at one point asked for a bulk discount advertising deal. Fox said no, noting that everyone has to pay the same rates, according to two people familiar with the exchange — leaving Trump extremely unhappy with Fox.

AD

In recent months, he had begun to complain — both on Twitter and among his aides — that Fox had turned on him. That impression was only heightened when reports emerged that Murdoch was telling associates that the president was going to lose. Even as the New York Post, another Murdoch-controlled property, published a dubious front-page story last month, facilitated by Trump's lawyer Rudolph W. Giuliani, that alleged nefarious business dealings by Biden's son Hunter, the personal relationship had undeniably cooled.

What happens to Fox News if Trump loses? Rupert Murdoch is prepared.

Trump took any perceived slight from Fox News especially personally because he viewed Fox as "my network," three administration officials said. "I give Fox these mega ratings. It's all me," Trump has told advisers, according to a person who heard the comments.

In reality, ratings have been buoyed across all networks by increased audience interest spurred by the drama of the Trump presidency — and while Fox, too, has prospered, it has also been the number-one rated cable news program for more than 18 years. And for all its Trump sympathies, Fox remained an independent business and a news organization — one that couldn't help turning its attention to the wider pantheon of political personalities as the 2020 campaign heated up.

"People think Fox and they think what they think. And you can't do anything about that," a Fox executive said. "But on Election Night, I'm telling you, the news side is running the show."

<Advertising banners outide Fox News's New York headquarters along Manhattan's Sixth Avenue show several of the network's stars — Bret Baier, Martha MacCallum, Tucker Carlson, Laura Ingraham, and Sean Hannity..jpg>

Advertising banners outide Fox News's New York headquarters along Manhattan's Sixth Avenue show several of the network's stars — Bret Baier, Martha MacCallum, Tucker Carlson, Laura Ingraham, and Sean Hannity. (Drew Angerer/Getty Images)

The fury with which Team Trump fought back against Fox's call for Arizona signified the extent to which they saw it as a dire omen — and a betrayal. It was the birthplace of Barry Goldwater's conservative movement, a state that had only gone blue once since 1948, and the home of Trump's late GOP antagonist Sen. John McCain, whose widow, Cindy, had taken the devastating step of endorsing

Biden.

AD

Yet the state had long been trending more liberal, and Mishkin maintained that his projection was rooted in pure math — hardly a concerted attempt by the network to kneecap Trump.

Indeed, in the following days, Fox's opinion hosts doubled-down on their show of loyalty to the president — even going so far as to obliquely cast doubt on their own network's call by repeating Trump's unsubstantiated claims of voter fraud.

On Wednesday evening, Ingraham took the airwaves to declare that Democrats were trying to "destroy the integrity of our election process with this mail-in, day-of registration efforts, counting after the election is over, dumping batches of votes a day, two days, maybe even three days after an election." She interviewed Newt Gingrich, the former speaker of the House, who was even more strident: "As they watch Joe Biden's Democratic Party steal the election in Philadelphia, steal the election in Atlanta, steal the election in Milwaukee, I think the more information that comes out, the greater the rage is going to be."

Here are the GOP and Trump campaign's allegations of election irregularities. So far, none has been proved.

On Friday night, Hannity told his viewers that "we have serious reports of irregularities and fraud and not allowing vote counters to observe counting." And on Maria Bartiromo's Sunday morningFox Business show, attorney Sidney Powell baselessly alleged that Democrats "were flipping votes in the computer system or adding votes that did not exist" — and the host listened intently without asking the Trump ally to offer proof.

AD

But other Fox personnel stood their ground — even as Trump fans gathered outside vote-counting locations in Arizona's Maricopa County, chanting "Fox Sucks."

"Lawsuits, schmawsuits," scoffed Fox's politics editor, Chris Stirewalt, assessing the Trump campaign's threats of legal challenges over the election results. "We haven't seen any evidence yet that there's anything wrong." Baier, Fox's nightly news anchor for the past decade, repeatedly pushed back against claims of voter fraud leveled by Trump allies. And when correspondent Eric Shawn was asked Friday by host Dana Perino about Trump allegations that GOP poll watchers were being blocked in Philadelphia, he responded, "That's not true. That's not true. That's just not true."

"To come out and say that there is voter fraud . . . to make a statement about an election being stolen or an election being rigged, that can be a dangerous statement," said Jedediah Bila, a co-host of "Fox & Friends Weekend." "I haven't seen any evidence"

Arnon Mishkin, the Fox News analyst who called Arizona for Biden, is under attack from the Trump campaign

A Fox executive acknowledged that regular viewers, attuned to messaging from the campaign, were "really pissed off" at the network. "But we aren't backing down

from it." On Thursday, after the Trump campaign tweeted a list of Mishkin's modest political contributions — including $1,500 to Barack Obama's 2008 campaign — to make the case he was biased against Republicans, the network came to his defense by putting the analyst on the air with Baier and MacCallum to point out that he had also given money to Republicans.

AD

Still, Trump and his allies have become convinced that the Arizona call represented a strategic decision by Fox to "go to great lengths to prove their objectivity at Trump's expense," said one friend of the president. Conservative radio host Rush Limbaugh, amplified this theory on his Friday show: "The cable networks are waiting for Fox" to declare the race, he said. "They want you to eat crow. They want you guys to be the ones to repudiate Trump."

As it happened, after Fox's early call on Arizona — which as of Monday morningstill had not yet been matched by any other major news organization other than the Associated Press, as Trump continued to narrow the gap through the counting of mail-in ballots — the network seemed to slow down to meet the pace of its rivals, who all refrained from making aggressive calls in other states this year. Having placed Arizona in Biden's column, Fox could well have been the first news organization to call the presidency for Biden, with only the addition of another small state like Nevada. Yet the network was loathe to do so, according to two Fox executives. Ultimately, Fox was a full 16 minutes after CNN on Saturday to call Pennsylvania and the presidency for Biden.

The Trump campaign is vowing to push forward with lawsuits, but some of his advisors are counseling him not to fight too hard so he can leave with his dignity intact and prepare for his next step, whether it is as the leader of a resistance or a 2024 candidate.

But officials said Trump was in some ways angrier about Fox News on Wednesday than his actual loss. One ally said that when Trump called on Wednesday, he expected him to complain about the results. Instead, the ally said, Trump "railed about Fox."

Trump's advisors had long discussed the possibility that when he left office, he'd support a news network to compete with Fox or start his own. "This," said one of his close advisors, "only exacerbates that desire."

Jeremy Barr contributed to this story.

This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee. If you are not the addressee indicated in this message (or responsible for delivery of the message to the addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of Fox News or Fox Business must not be taken to have been sent or endorsed by either of them. No representation is made that this email or its attachments are without defect.

This message and its attachments may contain legally privileged or confidential information. It is intended solely

for the named addressee(s). If you are not an addressee indicated in this message (or responsible for delivery of the message to an addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of Fox Corporation, or its subsidiaries must be taken not to have been sent or endorsed by any of them. No representation is made that this email or its attachments are without defect.

This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee(s). If you are not an addressee indicated in this message (or responsible for delivery of the message to an addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of Fox Corporation, or its subsidiaries must be taken not to have been sent or endorsed by any of them. No representation is made that this email or its attachments are without defect.

Exhibit 648

Fake Claims About Dominion Voting Systems Do Real Damage

WSJ wsj.com/articles/fake-claims-about-dominion-voting-systems-do-real-damage-11606755399

November 30, 2020

By John Poulos

Nov. 30, 2020 11:56 am ET

1662

A voter fills out her ballot in Norcross, Ga., Nov. 3.Photo: Jessica McGowan/Getty Images

Accurate, transparent and accessible elections—this is the objective that motivated me to create Dominion Voting Systems 18 years ago in Canada. From the start, the company was focused on improving paper-based voting, and it continues to pursue vote-tabulation solutions that enhance accuracy and transparency through audits and reviews, as well as by allowing voters to create, verify and privately cast a marked paper ballot. But if you've heard about our role in the U.S. election on Twitter, it's likely you've heard something different.

The allegations against Dominion are bizarre, but I'll set the record straight. Dominion is an American company, now headquartered in Denver. Dominion is not and has never been a front for communists. It has no ties to Hugo Chávez, the late dictator of Venezuela. It has never been involved in Venezuelan elections. None of Dominion's systems use the Smartmatic software that has come under attack, as any state certification lab could verify.

There is no secret "vote flipping" algorithm. Third-party test labs, chosen by the bipartisan Election Assistance Commission and accredited by a program of the National Institute of Standards and Technology, perform complete source-code reviews on every federally certified tabulation system. States replicate this process for their own certifications. Postelection canvassing and auditing also exist to provide additional assurance of the vote totals' accuracy.

The part of the election process on which Dominion focuses is highly regulated and certified. The company doesn't work in noncertified areas such as voter-registration systems, poll books or signature-verification software, and it doesn't provide vote-by-mail printing. Dominion voting machines do one thing: accurately tabulate votes from county-verified voters using a durable paper ballot controlled and secured by local elections officials.

Newsletter Sign-up

Morning Editorial Report

All the day's Opinion headlines.

Some of the main counties where results have been contested, like Philadelphia and Allegheny (Pittsburgh), don't even use Dominion voting systems. In fact, across the 14 Pennsylvania counties that use Dominion systems, President Trump received 52.2% of the vote.

Despite the company's limited role in elections, it has been the target of a stream of outrageous statements since Election Day—increasingly reckless and defamatory allegations that don't stand up to scrutiny. Dominion is never able to affect the outcome of an election. The entire certification process makes sure of that. Regardless, the company's focus has always been to be nonpartisan and respectful of all views. Dominion's customers are election officials from both parties in the 28 states where it operates.

Unlike its critics, Dominion has had to attest to every part of its business ownership and operations to governmental agencies and in courts—under oath and penalty of perjury. We believe it is important to welcome the highest degree of scrutiny and transparency in the election process. This builds trust and leads to more resilient and robust elections. The

widespread disinformation campaign America currently faces, however, does the opposite. Baseless and ludicrous smears are presented without evidence and amplified across social media.

These attacks undermine the tens of thousands of state and local officials who run our elections. When it comes to counting ballots, officials have established a distributed, multilayered system with checks and balances, in which robust safeguards ensure that no one needs to trust blindly any person, company or technology. Here are some of the safeguards in place in Georgia, where the Trump campaign has contested the result:

• Tabulation machines are tested publicly, before bipartisan witnesses, before and right after Election Day.

• On Election Day, poll workers—not Dominion systems—verify voters' identities, including a signature check.

• Voters mark a paper ballot to vote. Absentee voters use pens, while in-person voters use "ballot marking devices," which display a digital ballot for voters to make a selection and then print a paper record. In both cases, voters verify the marked paper ballot before casting it in a secure ballot box through an air-gapped scanning tabulator.

• After polls close, results are tallied by local officials. Paper ballots are safeguarded by thousands of poll workers distributed across 2,656 precincts.

• The Georgia Secretary of State's Office certified election results after hand-auditing five million ballots, which showed that the paper-ballot voting system counted and reported results accurately. The small change to the final tally was due entirely to the addition of ballots that had been uncounted due to human process errors.

• The state also enlisted Pro V&V, a certified third-party testing laboratory, to audit a random sample of Dominion machines. No tampering was found.

The wild allegations of recent weeks have fueled the harassment of election officials and Dominion employees across the country—including stalking and death threats. The lies and smears have no basis in fact, but they do real damage to our democracy by casting doubt on the legitimacy of the electoral process. The false allegations should be retracted immediately.

Citizens should know that America's rigorous, layered and transparent electoral process—in which Dominion is proud to participate—ensures its elections are secure, accurate and credible.

Mr. Poulos is president and CEO of Dominion Voting Systems.

Advertisement - Scroll to Continue

Potomac Watch: Despite Democratic Party predictions of a "blue wave," Chuck Schumer remains Senate minority leader, and Nancy Pelosi will lead a thinner majority in the House. Image: Jonathan Ernst/Reuters

Appeared in the December 1, 2020, print edition as 'Fake Claims About Dominion Voting Systems Do Real Damage'.

Sponsored Offers

- Michaels:
  Michaels coupon code for senior - Extra 10% Off
- Dyson:
  Dyson promo code: Extra 20% off sitewide
- GoPro:
  Student discount promo code: $100 off the GoPro HERO11
- American Eagle Outfitters:
  All Jeans + Pants 25% off! Plus, 60% off clearance with American Eagle promo code
- Postmates:
  $20 off $25 Postmates delivery coupon code

Exhibit 649

REDACTED IN ITS ENTIRETY

Exhibit 650

FOX CORP
BOARD OFFSITE

Attendees:

Board:

1. Rupert Murdoch
2. Jacques Nasser
3. Anne Dias
4. Roland Hernandez
5. Paul Ryan
6. Chase Carey

Corporate Management:

1. Lachlan Murdoch (also Board)
2. John Nallen
3. Viet Dinh
4. Steve Tomsic

Management:

1. Paul Cheesbrough
2. Mike Biard
3. Farhad Massoudi
4. Charlie Collier
5. Suzanne Scott
6. Eric Shanks
7. Jack Abernethy

External:

1. Peter Jackson or Matt King

ATTORNEYS' EYES ONLY DISCOVERY MATERIAL

Tuesday, November 10

(Meetings moved up from what is currently scheduled for Wednesday, November 11)

Time	Topic	Presenter
2.00pm – 3.00pm	*NCG Committee Meeting*	
3.00pm – 5.00pm	*Audit Committee Meeting*	
5.00pm – 5:45pm	*Compensation Committee Meeting*	
6.30pm	Board Dinner (Nobu)	

Wednesday, November 11

Time	Topic	Presenter
8.00am – 9.00am	Board matters: Committee reports/business update/approvals, etc.	LKM
9.00am – 9.30am	[redacted]	
9.30am – 10.15am	Perspectives from Wall Street	Michael Nathanson
10.15am – 10.30am	Break	
10.30am – 11.15am	[redacted]	
11.15am – 12.00pm	Consumer Media Choices today	PC/MB
12.00pm – 1.00pm	[redacted]	

ATTORNEYS' EYES ONLY DISCOVERY MATERIAL FoxCorp00074296

1.15pm – 2.00pm	[redacted]	
2.00pm – 4.15pm		
4.15pm – 4.30pm	Break	
4.30pm – 5.45pm		
5.45pm – 6.30pm		

Thursday, November 12

Time	Topic	Presenter
9.30am – 11.00am		
11.00am – 12.00pm		
12.30pm – 2.30pm (and working lunch)		
2.30pm – 3.30pm	Summary, Priorities and Specific Next Steps. AOB	LKM

ATTORNEYS' EYES ONLY DISCOVERY MATERIAL FoxCorp00074297

DETAILED AGENDA

ATTORNEYS' EYES ONLY DISCOVERY MATERIAL FoxCorp00074298

FOX CORP
BOARD OFFSITE

Tuesday, November 10

(Meetings moved up from what is currently scheduled for Wednesday, November 11)

Time	Topic	Presenter
2.00pm – 3.00pm	*NCG Committee Meeting*	
3.00pm – 5.00pm	*Audit Committee Meeting*	
5.00pm – 5.45pm	*Compensation Committee Meeting*	
6.30pm	Board Dinner (Nobu)	

Wednesday, November 11th

Time	Topic	Presenter
8.00am – 9.00am	[redacted]	
9.00am – 9.30am		

ATTORNEYS' EYES ONLY DISCOVERY MATERIAL

	[redacted]	
9.30am – 10.15am	Perspectives from Wall Street	Michael Nathanson
10.15am – 10.30am	Break	
10.30am – 11.15am	[redacted]	
11.15am – 12.00pm	Consumer Media Choices today • Comparison of content offers in the market, their emphasis, pricing and packaging	PC/MB
12.00pm – 1.00pm	[redacted]	
1.15pm – 2.00pm		
2.00pm – 4.15pm		

ATTORNEYS' EYES ONLY DISCOVERY MATERIAL FoxCorp00074300

	[redacted]
4.15pm – 4.30pm	Break
4.30pm – 5.45pm	[redacted]
5.45pm – 6.30pm	[redacted]

Thursday, November 12

Time	Topic	Presenter
9.30am – 11.00am	*FOX Corp AGM (10am)*	
11.00am – 12.00pm	[redacted]	
12.30pm – 2.30pm (working lunch)		
2.30pm – 3:30pm		

ATTORNEYS' EYES ONLY DISCOVERY MATERIAL FoxCorp00074301

Exhibit 651

Voting Machine Supplier Criticized by Trump in Spotlight on Election Integrity

WSJ wsj.com/articles/voting-machine-supplier-criticized-by-trump-in-spotlight-on-election-integrity-11605624361

November 17, 2020

A Dominion Voting machine in Atlanta. The company says its equipment serves about 40% of U.S. voters.Photo: John Bazemore/Associated Press

By Alexa Corse

Nov. 17, 2020 9:46 am ET

25

Dominion Voting Systems Corp., a little-known voting-machine supplier that has come under criticism from President Trump, was a linchpin in the 2020 election that federal and state officials praise as being free from tampering.

Denver-based Dominion says its voting equipment serves about 40% of U.S. voters, spread across parts of 28 states and Puerto Rico. In Georgia, the company landed a roughly $100 million contract to modernize the state's election systems before this year's vote. Paper

records of votes generated by Dominion machines are part of Georgia's ongoing, by-hand recount of the presidential race, in which President-elect Joe Biden leads Mr. Trump by roughly 14,000 votes.

As he contests the outcome of the election, Mr. Trump has lashed out at Dominion, tweeting and retweeting comments about the company at least a dozen times over the past week and calling its equipment "not good or secure." He has promoted unproven allegations about the company that Dominion voting machines deleted millions of votes for him and switched some of those votes to President-elect Joe Biden.

A phalanx of federal agencies, state officials across the country overseeing elections and voting-equipment vendors said last week that "there's no evidence that any voting system deleted or lost votes, changed votes, or was in any way compromised." Their statement didn't mention Mr. Trump.

Dominion is now battling to assure Americans that the election was secure and without major problems. "The conspiracy theories circulating about Dominion and, frankly, the integrity of the U.S. election system, are dangerous and absurd," Dominion CEO John Poulos said in an interview.

The company published a fact sheet to rebut several claims about the accuracy of vote tallies and its operations, calling itself a "nonpartisan U.S. company" that "works with all political parties."

Voters in Atlanta on Nov. 3. Federal and state officials said the U.S. voting system was secure during the 2020 election.Photo: Jessica McGowan/Getty Images

Still, the allegations spread widely. Zignal Labs, a media analytics firm, found more than 1.46 million mentions of Dominion Voting on websites and in news reports last week. The firm analyzed social-media sites and news reports, including Twitter Inc. and Reddit Inc.

Dominion is part of a small cadre of privately-owned companies that supply most voting machines used in elections. The company was acquired by a New York-based private-equity firm, Staple Street Capital, in 2018, a Dominion spokeswoman said. Dominion's products include voting machines, scanners, and election-management software.

For years, cybersecurity experts have pointed out flaws in voting machines and called on those companies to improve their security practices and allow their systems to be scrutinized by independent researchers.

"It's impossible to eliminate cybersecurity vulnerabilities from electronic voting systems, so instead what we need to do is make sure that we're applying the strongest protections that we can before the election and after the election that there's a sufficiently rigorous audit to confirm that the computers have produced the right count," said J. Alex Halderman a computer science professor at the University of Michigan who studies the security of voting systems.

While security researchers have found bugs in electronic voting machines, there is no evidence that these problems have been exploited to change votes in any state during this election, Mr. Halderman said.

Russian President Vladimir Putin hasn't congratulated President-elect Joe Biden, and state media appears largely to be echoing the Trump campaign's unsubstantiated claims of voter fraud. Here's what the U.S. elections and their aftermath look like on Russian television. Photo composite: VGTRK/Channel One Russia

Some critics have seized on errors this election that election officials and researchers said were minor. In Michigan's Antrim County, a mix-up with unofficial vote tallies was caused by human error, not Dominion's voting system, the Michigan Secretary of State's office said. It was quickly identified and corrected.

Dominion's voting machines had a rocky debut in Georgia's primary in June. Many poll workers didn't know how to operate the new machines and some didn't show up because of Covid-19 fears, according to the Georgia secretary of state's office.

To avoid a repeat of such problems, the company said it placed about 900 tech workers at Georgia polling sites to address potential issues for the November election, augmenting similar efforts led by counties.

Republican Secretary of State Brad Raffensperger has defended Dominion. Mr. Raffensperger's office picked Dominion to supply the entire state's voting machines last year, and the state legislature approved the funding.

Newsletter Sign-up

Politics

Get email notifications about major political news, from campaigns to the Capitol.

Part of the appeal was Dominion's touch screen machines, which print a paper copy of voters' selections that is then electronically scanned. State Democrats wanted a different system where voters directly marked paper ballots, which they said would be more affordable and less susceptible to tampering.

The by-hand recount of the 5 million ballots cast in the presidential race ordered by Mr. Raffensperger is possible for the first time in decades because of the paper records of votes. The state's previous electronic machines didn't provide paper records.

Mr. Raffensperger said last week that he didn't believe the recount would change the vote tally because he had confidence in the state's voting machines. "This new system can audit the vote," Jordan Fuchs, Georgia's deputy secretary of state, said Monday. "We can make

sure that the ballots were tabulated correctly."

Robert McMillan contributed to this article.

Write to Alexa Corse at alexa.corse@wsj.com

Sponsored Offers

Exhibit 652

From: Scott, Suzanne </O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=85BFE6824750416486BDA0F78D10943E-SUZANNE.SCO>
To: Murdoch, Rupert
Sent: 12/7/2020 7:57:12 AM
Subject: Re: Could you call when convenient?

Of course! Talk later. S

Get Outlook for iOS

From: Murdoch, Rupert <[redacted]
Sent: Monday, December 7, 2020 7:32 AM
To: Scott, Suzanne
Subject: Could you call when convenient?

Axios report on Trump plan for inauguration (horrible) and Fox News reporting Barr thinking of early retirement plus his Saturday performance all making it harder for us to straddle the issue!
We should talk this through. Very difficult
and we should include Lachlan later.
No hurry.

Sent from my iPhone

Exhibit 653

nypost.com /2020/12/27/give-it-up-mr-president-for-your-sake-and-the-nations/

The Post says: Give it up, Mr. President — for your sake and the nation's

Post Editorial Board ⋮⋮ 12/27/2020

Mr. President, it's time to end this dark charade.

We're one week away from an enormously important moment for the next four years of our country.

On Jan. 5, two runoff races in Georgia will determine which party will control the Senate — whether Joe Biden will have a rubber stamp or a much-needed check on his agenda.

Unfortunately, you're obsessed with the next day, Jan. 6, when Congress will, in a pro forma action, certify the Electoral College vote. You have tweeted that, as long as Republicans have "courage," they can overturn the results and give you four more years in office.

In other words, you're cheering for an undemocratic coup.

You had every right to investigate the election. But let's be clear: Those efforts have found nothing. To take just two examples: Your campaign paid $3 million for a recount in two Wisconsin counties, and you lost by 87 more votes. Georgia did two recounts of the state, each time affirming Biden's win. These ballots were counted *by hand*, which alone debunks the claims of a Venezuelan vote-manipulating Kraken conspiracy.

Sidney Powell is a crazy person. Michael Flynn suggesting martial law is tantamount to treason. It is shameful.

We understand, Mr. President, that you're angry that you lost. But to continue down this road is ruinous. We offer this as a newspaper that endorsed you, that supported you: If you want to cement your influence, even set the stage for a future return, you must channel your fury into something more productive.

see also

editorial

President Trump, your legacy is secure — stop the 'stolen election' rhetoric

Stop thinking about Jan. 6. Start thinking about Jan. 5.

If Republicans David Perdue and Kelly Loeffler win, they will prevent Biden from rolling back what you have accomplished. A Republican Senate can pressure Biden against returning to the old, failed Iran deal, can stop him from throwing open our southern border, will prevent him from packing the Supreme Court.

Now imagine a government controlled by your nemeses — Nancy Pelosi in the House, Chuck Schumer in the Senate, Biden in the White House. How high will taxes go? How many of your initiatives will be strangled? And, on a personal note, do you think they won't spend the next four years torturing you with baseless hearings and investigations?

Consider this. You came out of nowhere to win the presidency. Not an elected official, not a lawyer, not beholden to any particular faction of the swamp. You took on the elites and the media who had long lost touch with average working people. You changed politics, which is something few in American history can say.

If Georgia falls, all that is threatened. You will leave your party out of power, less likely to listen to what you have to say or to capitalize on your successes, such as expanding the Hispanic voting bloc for the GOP.

Democrats will try to write you off as a one-term aberration and, frankly, you're helping them do it. The King Lear of Mar-a-Lago, ranting about the corruption of the world.

President Trump
Al Drago/Getty Images

Securing the Senate means securing your legacy. You should use your considerable charm and influence to support the Georgia candidates, mobilizing your voters for them. Focus on their success, not your own grievances, as we head into the final week.

If you insist on spending your final days in office threatening to burn it all down, that will be how you are remembered. Not as a revolutionary, but as the anarchist holding the match.

Exhibit 654

REDACTED IN ITS ENTIRETY

Exhibit 655

12/6/20 FOX: Just. with Judge Pirro (Pg. Unavail. Online)
2020 WLNR 34791354

FOX: Justice with Judge Pirro
Copyright (c) 2020 Fox News Network, Inc.

December 6, 2020

Donald Trump Campaigns For Loeffler And Perdue In Georgia; Lara Trump Reacts To President's Georgia Rally; Trump Vows He Can Still Win The Electi...

Donald Trump Campaigns For Loeffler And Perdue In Georgia; Lara Trump Reacts To President's Georgia Rally; Trump Vows He Can Still Win The Election; COVID-19 Restrictions Strain Struggling Businesses; Exclusive Interview With General Michael Flynn

DONALD TRUMP, PRESIDENT OF THE UNITED STATES: We will teach our children to love our country, honor our history and always respect our great American flag.

[CHEERING AND APPLAUSE]

TRUMP: And we will live by the words of ...

JEANINE PIRRO, FOX NEWS HOST: I am Judge Jeanine Pirro, you're watching JUSTICE. Let's continue to listen to the President.

TRUMP: ... to Augusta, from Savannah to Columbus, and from Athens to right here. Right here. This is a nice place. This is a nice place. Valdosta.

We inherit the legacy of generations of American patriots who gave their blood, sweat and tears to defend our country and our freedom. We stand on the shoulders of American heroes who cross the oceans, settled the continent, tamed the wilderness, laid down the railroads, raised up the great skyscrapers, won two World Wars, defeated fascism and communism and made America into the single greatest nation in the history of the world.

And if they get in and add me into the group, if you don't mind, we will be greater than ever before without question.

[CHEERING AND APPLAUSE]

TRUMP: The best is yet to come. Proud citizens like you helped build this country, and together we are taking back our country. Our fight to drain the Washington swamp and reclaim America's destiny has just begun.

We will not bend, we will not break, we will not yield. We will never give in, we will never give up and we will never back down. We will never, ever surrender.

[CHEERING AND APPLAUSE]

© 2023 Thomson Reuters. No claim to original U.S. Government Works.

TRUMP: Because we are Americans and our hearts bleed red, white, and blue.

[CHEERING AND APPLAUSE]

AUDIENCE: (Chanting "U.S.A.")

TRUMP: We are one movement, one people, one family and one glorious nation under God, and together with the incredible people of Georgia. We have made America powerful again. They've done it.

We have made America wealthy again. We have made America strong again. We have made America proud again. We have made America safe again.

[CHEERING AND APPLAUSE]

TRUMP: And we will make America great again. Thank you Georgia. Get out and vote. Get out and vote.

PIRRO: Breaking tonight. President Trump defies the pundits and vows he can and will win the election.

Hello and welcome back to JUSTICE. I'm Judge Jeanine Pirro.

(BEGIN VIDEO CLIP)

TRUMP: And if you win Ohio in history, you've never lost an election. There has got to be a first time, but the truth is, they were right. We've never lost an election. We're winning this election.

(END VIDEO CLIP)

TRUMP: More from President Trump's -- more from President Trump's raucous rally for Georgia's G.O.P. Senate candidates in a few minutes, but first, my open.

When 100 million people vote before an election and a huge portion are mail-in ballots, extraordinary regulatory oversight is required. When election laws are changed for a presidential election on the eve of that election in violation of the Constitution, extraordinary regulatory oversight is required.

Extraordinary times call for extraordinary measures and leaders. Unfortunately, the Attorney General Bill Barr has proven himself to be anything other than extraordinary.

This week, Barr commented that he has not seen fraud on a scale that could have affected a different outcome in the election. Really? It's curious, Barr, the head of the D.O.J. would affirmatively make a statement regarding a pending investigation.

As a former prosecutor for over three decades, I, and virtually everyone similarly situated know that D.O.J. guidelines do not allow comments on investigations. They neither confirm nor deny the existence of any investigation, yet Barr actually goes beyond that and takes it upon himself in the midst of a presidential election before some states have certified as affidavits alleging fraud continue to come in before electors have even voted -- that there is not sufficient evidence.

So why would Barr do that? Why would he not continue an investigation as the evidence continues to come in? Why would he even share information on a pending investigation? It's just not done.

© 2023 Thomson Reuters. No claim to original U.S. Government Works.

Now, before you made that blanket conclusory statement, did you determine the answer Bill to these allegations? On Election Night, with the president comfortably ahead in many swing states, why was the counting stopped? Why were observers not permitted to reasonably observe ballot counting? Why were observers removed from counting areas? Why did counters cheer when Republican observers were removed?

Why were windows boarded up in Detroit so that observers could not observe? Why when observers were allowed to re-enter was there an unusually large number of ballots with an unusually high percentage of 90 and above for Joe Biden? And why was there a failure to match signatures on mail in ballots? Why was there a destruction of mail-in ballot envelopes, which must contain signatures?

Why does a Voter Integrity Project in Georgia estimate that over 20,000 people who no longer meet residency requirements were casting ballots in Georgia where Biden's margin is only 12,000 votes?

Why are there statistical anomalies in the chain of custody breakdowns? Why are there record numbers of dead people voting? How is it that ballots in pristine condition without creases suggesting they have not been in mail-in envelopes as required by law?

Why is Joe Biden the first candidate to lose Florida and Ohio and still become President? Might it be that Florida and Ohio have safeguards in place, which the other states do not?

Why are 18 of the 19 bellwether counties historically indicative of a presidential win won by Trump and not Biden? How is it that Biden underperformed Clinton in New York, Chicago and LA, but won in the swing states cities of Milwaukee, Atlanta, Detroit and Philadelphia, each known historically for voter corruption?

How is it that Joe Biden underperformed with African-American voters everywhere but in those swing states? Why were ballot watchers in Pennsylvania not allowed to meaningfully observe to the point where they had to get a court order, and yet when they got one they still were not allowed to observe?

How is it that "The New York Times" and Jimmy Carter and James Baker and all agree that absentee ballots are the largest source of fraud, allowing for changing votes, but now are suddenly secure? Bill, did you really have an answer to all those questions before you made your premature comments?

Have your U.S. attorneys even finished their investigations?

Now, you know many were impressed with you, Bill because you were unflappable. And you said all the right things, but you haven't done anything that makes you any different from your predecessor, the one who spent two years hiding under his desk, Jeff Sessions.

And where is the Durham report? Where are the prosecutions of individuals referred to you by the Inspector General like James Comey for perjury and Andrew McCabe for perjury? How was it that as soon as you became Attorney General, you will affirmatively came out protecting Barack Obama and Joe Biden?

(BEGIN VIDEO CLIP)

WILLIAM BARR, U.S. ATTORNEY GENERAL: Whatever their level of involvement based on the information I have today, I don't expect Mr. Durham's work will lead to a criminal investigation of either man.

(END VIDEO CLIP)

© 2023 Thomson Reuters. No claim to original U.S. Government Works.

PIRRO: Since when does an Attorney General say that unless the investigation was complete, and you knew they had no involvement? But then again, if the investigation was complete, where are those prosecutions?

Do you really want America to believe that one low level F.B.I. attorney by the name of Kevin Clinesmith is the only one person responsible for the Russia collusion delusion? You affirmatively exonerate Joe Biden running for President who was in the Oval Office in that meeting on January 5th where Obama, Biden and Comey discuss General Flynn and the Logan Act is discussed.

And yet you who actually work for President Trump, were not willing to affirmatively do anything, as the Democrats trumped up a Russia collusion delusion against him. And you're not wanting the Durham report to come out before the election. Gee, that would only help Biden, doesn't it?

You say you don't want to weaponize the D.O.J. against political enemies. Charging someone who commits a crime, by the way, is not weaponizing the Department of Justice, it's fulfilling your legal obligation, your mission. It is your job.

You admit that the D.O.J. used one standard for Hillary and another for Trump. You said that. And you can't allow that to ever happen again. How? If you don't sanction or penalize or prosecute, of course, it's going to happen again. You've incentivized them to do it again. You've created the precedent that these cases are not to be prosecuted.

So what are we going to do, Bill? Should we write another nonsensical BS report on lessons learned, one that no one reads but is simply a nail in the coffin used to bury in your face corruption; another Benghazi report with lessons learned that we already learned from the bombing of the USS Cole.

Like I said, Bill, you talk a big game. So now you say the Russian collusion investigation will not be swept under the rug because you've made John Durham special counsel.

Hey, Durham was supposed to wrap up last summer, but he didn't. Why? And don't give me this nonsense. He can't be removed now because special counsel aren't subject to day-to-day supervision by the A.G.

Let me tell you something, if Biden is the President, he will ask every United States attorney to hand in their resignation and that includes John Durham, and no pin pricked prophylactic protection you give him can counter that directive.

Biden can still direct the Attorney General to fire Durham. How sad it is that it was the Republicans who wanted to stop President Trump from firing special counsel Mueller, not that he even said he would, but they wanted to stop him.

But I doubt there's any Democrat who is going to try to tell Joe Biden he can't fire John Durham especially since Adam sack-of-Schiff stated that Biden's Attorney General could and perhaps should and John Durham's inquiry into the Trump Russia investigation.

Surprise, surprise. The Democrats are going to get away with it again.

You know, Bill, Americans are furious over the Russia collusion hoax, especially the 10 million more Americans who voted for Trump this election. We need answers. We need action. We need justice. And you Mr. Barr, are so deep in the swamp, you can't see beyond your fellow reptiles.

And you are not the exceptional leader needed at this exceptional time in history.

And that's my open. Let me know what you think on my Facebook and Twitter, #JudgeJeanine.

And if you like my opens, you'll love my new book, "Don't Lie to Me." Buy it for Christmas, available right now.

© 2023 Thomson Reuters. No claim to original U.S. Government Works.

President Trump addressed a massive crowd tonight in Georgia in support of G.O.P. Senators Kelly Loeffler and David Perdue. The President had a lot to say about his own election, which he still says he will win. And he had even more to say about Georgia's Republican Governor. Take a listen as the crowd chant's "Stop the steal."

(BEGIN VIDEO CLIP)

TRUMP: Can't let it out.

AUDIENCE: (Chanting "Stop the Steal.")

TRUMP: Your Governor could stop it very easily if he knew what the hell he was doing, he could stop it very easily.

I don't run the elections. I don't run to see if people are walking in with suitcases and putting them under a table with a black robe around it. I don't do that. That's up to your government here.

And for whatever reason, your Secretary of State and your Governor are afraid of Stacey Abrams. They're afraid of her.

(END VIDEO CLIP)

PIRRO: Here with reaction to my open and the President's rally tonight in Georgia and much more, Trump 2020 senior adviser Lara Trump joins me now.

All right. Good evening, Lara. There seems to be a little tension, I would say between the President and Governor Kemp, which I find curious, given the fact that Governor Kemp was nowhere.

He was in a primary that called for runoff, and after the President came in, he moved up about 45 or 50 points, and the President continued to support him, even when Barack Obama, Oprah Winfrey, Michelle Obama came in and supported him and yet he won't do what he has the power to do while there is an emergency in the form of a pandemic in the State of Georgia.

LARA TRUMP, TRUMP 2020 SENIOR ADVISER: Yes, well, you're right, Jeanine. Governor Kemp owes his position as Governor, quite frankly, to Donald Trump. So, you know, it would be nice if he, you know, reciprocated in some way, not just to make sure that this goes the way that we know it went for the President, but for the American people.

I mean, he owes it to all of us to do the right thing here and make sure that we are calling out all this fraud that this election is, you know, a legitimate election.

Quite frankly, we've seen so much outrageous voter fraud, especially in the State of Georgia. I can see why the President is, quite frankly, a little annoyed with the way he sees things go there.

PIRRO: Yes, you know, but aside from, you know, what one person does for another person. I mean, the truth is that the Secretary of State, took it upon himself to, you know, agree in a consent decree with Stacey Abrams to change the voter law and under the Constitution, he cannot do that.

And so what is the harm? What is he afraid will happen if we actually are able to look at what some of the allegations are in Georgia of fraudulent voter counts?

© 2023 Thomson Reuters. No claim to original U.S. Government Works.

L. TRUMP: Well, that's a great question, I think we'd all like that answered. And quite frankly, we'd all like to know exactly what happened in the State of Georgia, a typically very red state. I don't think anybody believes that Joe Biden won the State of Georgia.

They certainly don't believe, Jeanine, after we saw the video of the suitcases being hauled out from underneath, you know, these tables in the middle of the night when everyone else had left, and miraculously, you see the huge spike for Joe Biden at the exact time that that video was taken because they were running all of these very clearly illegitimate ballots.

So I think we'd all like to know a little bit more and get a little more clarity on what happened in the State of Georgia. We know at least 15,000 people voted in the state that don't even live there.

We have outrageous claims from across the State of Georgia specifically that are really kind of being ignored. But look, we're pressing forward from the campaign. We know Donald Trump won the State of Georgia. We know he won this election in a landslide, and we're going to prove that very, very soon.

PIRRO: Well, you know, with the affidavits, of course, signed under penalty of perjury sworn to, there are all kinds of allegations of wrongdoing, whether it has to do with those boxes being pulled out after the poll watchers were told to leave because of a water main break, which apparently was a urinal that overflowed, you know, to illegals voting to you know, envelopes being separated from ballots.

It would seem that this governor has certainly not only within his powers to call a special session of the legislature, but he is now blaming the Secretary of State. He has the power to do it. Why won't he do it? What is he afraid of?

L. TRUMP: Well, I think it's again -- it's a great question. He is probably afraid that we're going to see that there was rampant fraud in his state. And, you know, this is something that I think we have all been saying for a long time, we need to make sure that we're not changing a voting system 90 days out, like doing the universal vote by mail. We knew that was going to be a huge problem. We knew it would be ripe for voter fraud.

And here we are, it is December now and we're still having to deal with this. The reality is when you have fraud that is so, you know, egregious quite frankly, across the country, we have gone to the state legislatures in so many states, they have held hearings in several states where we've been able to bring witnesses forward to tell their own testimony about what they saw and what happened to them.

PIRRO: And yet, it is not moving them.

L. TRUMP: I mean, you hear some of these -- it is not, but you know what? The Constitution gives the right to the state legislatures -- the exclusive right to the state legislatures to choose the electors in each state, and that's why we have gone that route.

We're going to the state legislatures and we're making sure that the will of the people is not ignored. Whenever you have poll certifications because laws were broken, the right thing needs to happen and that's what we're pushing for.

PIRRO: Lara, I have to ask you very quickly before I let you go, do you have plans to run for the United States Senate in the State of North Carolina?

L. TRUMP: It's a question that I keep being asked, and I'm so flattered and humbled quite frankly that I would be considered. I haven't really decided exactly what's going to happen next.

© 2023 Thomson Reuters. No claim to original U.S. Government Works.

Look, it's my home state. I love it dearly. And you know, I can see the really positives of what you can do whenever you're able to enact great positive change for people like we've seen President Trump do.

I have no news to break tonight, unfortunately on JUSTICE, but we'll keep you abreast of the situation.

PIRRO: Well, you grew up in North Carolina. It would be nice if your kids could. Lara Trump, thanks so much.

And next my exclusive interview with General Mike Flynn is still ahead.

But next more on the President Trump's fight in Georgia and several other swing states that he still says he won. Jenna Ellis from the Trump legal team joins me live next.

(COMMERCIAL BREAK)

PIRRO: Welcome back. You heard President Trump tonight updating America on his fight against alleged voter fraud. Trump campaign legal adviser, Jenna Ellis joins me now to discuss the President's cases.

Good evening, Jenna. I don't know if you heard my conversation with Lara Trump. But we were talking about the fact that Governor Kemp in Georgia clearly has the power to call for a special session of the legislature to resolve some of the clearly, you know, illegal issues having to do with the consent decree by the Secretary of State there, as well as the fact that there appears to be evidence of, you know, illegals voting, dead people voting, boxes being pulled out after people are told to leave. No reasonable observer being able to see any of the ballots to observe.

The same kind of thing going on in Arizona, I understand with Governor Ducey.

JENNA ELLIS, TRUMP 2020 SENIOR LEGAL ADVISER: Yes, and you know, it's just shocking, Judge that these governors are so reticent to act, and they are so spineless.

I mean, in Arizona, for example, we have over 500,000 ballots that were cast illegally -- 11,000, just 11,000 are over votes, meaning more votes were cast than they have of registered voters, just that alone would change the outcome of the election.

And so when Democrats are saying that there's no evidence of election fraud, they are absolutely lying and they are willfully blind.

But what the state legislators really need to recognize is that they don't need these governors. They have the Federal constitutional authority themselves to call for their own special session where they can deliberate and they can reclaim their authority to make sure to resolve these election integrity issues and that's what Team Trump is asking for.

That's what the President is asking for, and we need to make sure that corruption does not reign supreme in this country with all of the widespread evidence that we have now in six states that clearly shows evidence of manipulation, fraud and corruption.

PIRRO: And, of course, what we're talking about here is Article 2, Section 1 of the Constitution, it's not like we're making this up. Those legislatures, "Each state," it's right up there -- "shall appoint in such manner, as the Legislature there may direct a number of electors." I mean, this is in the Constitution. This isn't something that was just made up, and yet, these governors will not do it.

Are they so spineless? What are they afraid of?

© 2023 Thomson Reuters. No claim to original U.S. Government Works.

And the amazing thing is, these legislators are, you know, majority Republican. And when everybody sees a President who was elected by 10 million more votes that at least they're admitting to at this point, and only corruption in some of the swing states where, you know, they had the Biden astronomically high numbers after they stopped counting.

I mean, it is so -- the circumstantial evidence, aside from the affidavits is so strong. Am I wrong?

ELLIS: Absolutely. No, absolutely. And Mayor Giuliani and I went and had witnesses testify in front of Pennsylvania, Michigan, Arizona, and Georgia, their state legislatures over the past two weeks. And the evidence that these witnesses testified to was absolutely shocking, not just the video that we see in Georgia, but also the direct evidence from witnesses who were there, who saw these ballots being counted in secret, who were turned away from being able to meaningfully view the ballots being counted from election officials who told these poll workers to violate the law.

I mean, these are things that are absolutely election fraud and that the state legislatures, I think they didn't actually realize that they have this power under the Constitution.

But now that they know that and you put that up there, it's right there directly in the Constitution. They need to act and the fact that they're Republicans shouldn't even matter. It should matter that they're Americans, and that they have the courage to put forward their power and to say, we're not going to go along with these false certifications.

If they fail to act, they are complicit in this fraud.

PIRRO: Well, Jenna Ellis, in light of the fact that the United States Attorney General is refusing to act, and it seems that the legislature -- legislators in those particular states are going to have to get a spine and stand up for what's right.

Anyway, Jenna Ellis, good luck with you and the rest of those lawsuits. Thanks so much.

And next, President Trump's sterling economic record and what we could see if Joe Biden takes over America, White House adviser Peter Navarro joins me live, next.

(COMMERCIAL BREAK)

ASHLEY STROHMIER, FOX NEWS CHANNEL CORRESPONDENT: Live from "America's News Headquarters," I'm Ashley Strohmier.

Cases surging and deaths rising across the nation prompting local leaders issuing new restrictions amid the COVID-19 pandemic. Tens of millions in Southern California will be under stay-at-home orders starting tomorrow night after intensive care capacity reached as high as 92 percent in some cities. Both like Los Angeles and San Diego are in the affected area.

California Governor Gavin Newsom is urging residents to wear a mask and follow the new restrictions.

But the pain doesn't stop there for the Golden State. Another 25,000 people have been forced to evacuate Southern California due to uncontrolled wildfires. The bonfire has been spreading from house to house since Wednesday. So far that fire is zero percent contained.

I'm Ashley Strohmier, now back to JUSTICE WITH JUDGE JEANINE. For all of your headlines, log on to foxnews.com. You're watching the most powerful name in news, Fox News Channel.

(BEGIN VIDEO CLIP)

© 2023 Thomson Reuters. No claim to original U.S. Government Works.

TRUMP: But you know, we went down less. A lot of people don't like to talk about our economy. We went down less, and we went up more than any other country in the world. We went down, let's get -- we had a good foundation.

(END VIDEO CLIP)

PIRRO: That's President Trump tonight talking about our economy bouncing back quicker than during -- than others during this pandemic.

My next guest knows how tirelessly the President fights for the American people every day. White House Trade Adviser, Peter Navarro joins me now. Good evening, Peter.

PETER NAVARRO, DIRECTOR OF THE OFFICE OF TRADE AND MANUFACTURING POLICY: Good evening, Judge.

PIRRO: All right. So you wrote an op-ed piece for "The Wall Street Journal" this week called "The Bridge to Recovery" and in this article, you talk about the fact that thanks to the underlying strength of the Trump economy on the eve of the pandemic, our economic recovery to date has exceeded even the most optimistic forecasts.

Yet you say we still need another stimulus relief package. Why?

NAVARRO: No question we do. It's a pincer movement coming now at us. The first three phases, Jeanine, of the stimulus and relief bill are going off. They're over, essentially. And so that's gone.

And what we also have now as the economic lockdown hitting us harder and harder over the next several months. On top of that, we have essentially these large structural adjustments in response to the virus that are really hammering our cities, certain sectors of our economy, sports, entertainment, and transportation.

And you know what, Judge? This pandemic and these lockdowns are what we call in economics, regressive tax on the poor. These lockdowns hit the people who are least able to withstand this.

So what we need is a strong stimulus package that has three components. One, we get the business, PPP plan going again, get that going. We have another round of stimulus checks, 1200 bucks into every household, $500 per child, and then we also need to reasonably increase the amount of unemployment compensation.

Judge, if we don't do this, we will fall into a chiasm. We need a bridge to the spring when the President's beautiful vaccines are going to take hold and get us back towards normal. So that's the argument for it.

In Capitol Hill, I mean, this -- we're going to have a Pelosi recession. I mean, she purposely didn't get a bill passed so she could hurt Trump in the election. The wages that that sent --

PIRRO: Well, she ended up hurting herself in the House. But Peter -- Peter, let me ask you this. When you talk about a regressive tax, you know some of these lockdowns now, I mean, they are hitting the small business owner in this country, not the Big Box companies, it's the small business owners.

And in California where Governor Newsom is shutting people, is shutting the southern part of the state down at the very least, some counties are saying, we're not going to do it. That would fight this regressive tax that you discuss as hitting the small business owner and the American people, correct?

NAVARRO: Correct. And this is kind of the realignment of the two parties. I mean, the beauty of Donald Trump is that he basically transformed the Republican Party into the party of the working class, the party of the blue collar worker, the

© 2023 Thomson Reuters. No claim to original U.S. Government Works.

manufacturer, and what we got now is with this far left Democratic Party, it is kind of the bread and wine and cheese thing going on where there doesn't seem to be empathy for the common working men and women in this country who right now -- I mean, there's tens of millions of Americans who are just suffering and worried about their rental payments, their mortgages, where the next meal is coming from.

And this combination of not acting on the fiscal stimulus and these economic lockdowns accelerating, particularly in the blue states is really -- we've got to deal with that.

I mean, we've got to face that reality, otherwise, it will be that dark winter that other guy who didn't win the election, and we're going to prove that basically just about.

PIRRO: All right, Peter Navarro, thank you so much. Thanks for being with us. We love having you on.

And coming up, can there ever really be justice for my next guest after what he and his family have endured? My exclusive interview with General Michael Flynn is next.

(COMMERCIAL BREAK)

PIRRO: My next guest says he has experienced political prosecution of the highest order despite serving his country honorably.

Former National Security Adviser, General Michael Flynn joins me now in a JUSTICE exclusive.

Good evening, General. It is so good to see you, it is so good to have you on JUSTICE. We are very, very happy to have you on and very pleased with your pardon.

Let me get right to it, Barack Obama when Donald Trump came in as President said that there were two people that Trump should worry about: Kim Jong-un and General Michael Flynn.

How did you get into that distinguished group? And now that you're free man, why not blow the lid off all of them?

LT. GEN. MICHAEL FLYNN (RET), U.S. ARMY: Dear Leader Kim Jong-un.

PIRRO: And tell us what you knew that they didn't want us to know.

FLYNN: I must have put the fear of God into Barack Obama and probably still do because of -- because of this long -- four-year long saga that they put my me and my family through, President Donald J. Trump and his family and frankly, the entire country, Jeanine.

So, yes, I mean, I wish somebody would pin him down and ask him what that question is one of these days, I'll lay it out, but pretty, pretty amazing for the transition of the United States of America from one President to another. That was the two points that President Obama wanted to share with President-elect at the time, Donald J. Trump. Amazing.

PIRRO: But you know, and you're going to -- you can't like give us an idea, an inkling, so many of us were cheering for you. I mean, what was it that they -- why did they want to stop you? Why Judge Emmet Sullivan?

FLYNN: Well, he knew -- Judge, he knew -- right, President Obama knew that Donald Trump was going to have me in some capacity in his administration and likely either as a National Security adviser or in some other position.

© 2023 Thomson Reuters. No claim to original U.S. Government Works.

So clearly, when he chose me to be the National Security adviser they knew that their little plan of spying on Donald Trump would fall apart and many other foreign policy blunders that they got our country into, whether it was the Iran deal, issues going on in the Asia-Pacific Theater, trade, all sorts of issues that were in play that the last administration did to frankly, run this country right into the ground.

So they knew that those are the types of things that I was aware of. Because, I mean, let's face it, Barack Obama appointed me twice. I was Senate confirmed twice ...

PIRRO: Right.

FLYNN: ... during the time I was in the military. And so, you know, it's amazing that, that that would be what he would focus on during the transition for the United States of America. It's outrageous, actually.

PIRRO: It's unbelievable. Let me ask you, Sidney Powell. I mean, you know, better than anyone else about Sidney. She doesn't give up.

She is now involved in the presidential election. She is talking about all kinds of fraud. Do you think that she's onto something?

FLYNN: Yes, absolutely. And I call Sidney Powell America's guardian angel of justice. Her client, so Sidney Powell's client are the people of the United States of America and that's who she is fighting for right now.

She has her teeth into Georgia, Arizona, Michigan, Wisconsin, and the stuff that she has laid out in her various filings in it. It is going to play out here, and as the President just said tonight, he mentioned some of the issues that we know are just a complete disaster and embarrassment for our country in this latest fraudulent election, where there was in fact, massive fraud. I mean, it's just incredible.

We have to take and stop all engines right now, and all of these governors, all these quote-unquote, "leaders" of their states, they have to take responsibility and do something right now to stop what they're doing, do not certify these elections, and basically go back and do a far more detailed technical mail ballot and signature audit, instead of just, you know, saying to the American people, hey, nothing to see here. We're just going to continue to move on to an inauguration.

I'm sorry, that's not what the American people want. And frankly, the American people won't stand for it.

PIRRO: Last question, General, through all of this, your wife, Lori has been described as both the real hero and the biggest victim. Explain your relationship to couples out there whose problems pale in comparison to yours?

FLYNN: Well, I'd say she's -- I'm a crazy Irishman. She's a beautiful Portuguese woman. And I would say that a solid strong relationship as long as we've had, we've been together since we were 13 years old. It's hard work.

PIRRO: Wow.

FLYNN: But it's a lot of fun together and I would just say, I would not be here today. She's my absolute rock. And she's the foundation upon which I and my family and our extended family stand on. She's that strong.

PIRRO: All right, General Michael Flynn. God bless you. Thanks so much for being with us. We'll be back in a moment.

(COMMERCIAL BREAK)

© 2023 Thomson Reuters. No claim to original U.S. Government Works.

PIRRO: Small businesses across the country are paying the price with more COVID lockdowns. My next guest has seen the suffering firsthand.

Patriot artist and activist Scott LoBaido joins me now. All right. Good evening, Scott. How would you describe yourself?

SCOTT LOBAIDO, PATRIOT ARTIST AND ACTIVIST: I'm a patriot. I'm an artist. I'm an activist.

People -- what I do -- my job is to light that fire that these people have in their bellies. And let me tell you people are fed up. You know it, Jeanine, you know it, Judge.

Let me tell you something about patriotism. I've been promoting patriotism for 30 years with my art now. Patriotism is not just waving your flag or me painting flags on the Fourth of July.

Patriotism is exactly what's happening right now, and that is people standing up, okay, for their rights. This is ridiculous.

Let me tell you something what happened today. A story broke in Staten Island this afternoon. Hundreds and hundreds of people, okay, Judge, we're online at the Staten Island mall, buying candles that were 50 percent off at Bed Bath and Beyond. Okay. And these people are saying that this small business, this guy Mac or all the other businesses in this little town, these little restaurants can have 15 people in there. They have a burger and a beer. It's disgusting.

PIRRO: Okay. And that's why, Scott, that's why had you on. The Staten Island pub that was closed down by the Sheriffs. You see that as a complete inequity. You say the Sheriff shutting it down as really taking a position against small business as opposed to the Big Box companies. Why do you think this is happening in America?

LOBAIDO: Look, our Emmy Award winning Governor, okay, what did he say to us? Everybody knows, he said, do not congregate in your homes. That is the most dangerous place to spread the virus.

Where do these people that want to go out on a Saturday night for a burger and a beer? They're not -- they can't go anywhere? Where are they going? They can't go to Mac's. They're going home.

We all see it online, people posting their parties they are having, 10, 20, 30 people. No regulations. So it's S backwards, excuse me. And it just doesn't make sense. It is not fair to have a business across the street open, a Big Box store and this mom and pop --

Look, this guy Mac and half the businesses in Staten Island are going down. So they reached out to me, and they said Scott, we want to go down with guns blazing. What are we going to do?

So I came up with this autonomous zone concept. And here we are, they are breaking. They are doing their own rules, safely might I add, and that's what they -- that's what the demand is with the small businesses in this island. Across the city, let me tell you something.

PIRRO: It's got to make you --

LOBAIDO: The Governor should be petrified, okay, because everybody in the city is now catching on. Okay, it's not about that we don't believe in the virus. It's about being fair.

PIRRO: All right and very quickly, I mean you know the fact that, you know, on an airplane people are jammed in on American Airlines. I've been on it, every seat is full. And yet the poor businessman who wants to support his family can't do it.

You know, in the end, where do you think this is going to all end up?

© 2023 Thomson Reuters. No claim to original U.S. Government Works.

LOBAIDO: I'm going to tell you, we're going to win, okay, because people - - I've never seen people more fired up, Judge. I've been planting a fire in people to get out there and fight for something for so long.

I was doing it by myself. I am so excited that the giant has woken up and this fight is not going to end. This is 1776. We are not going to stand for communism. It's not going to happen.

PIRRO: All right, we're out of time, Scott. I'm with you. I'm with you. Thanks so much.

And we'll be right back.

(COMMERCIAL BREAK)

PIRRO: Finally, it is the season for Holiday shopping and my new book "Don't Lie to Me" is the perfect gift. All you need to do is order it tonight on Amazon or judgejeanine.store. You can even get me to sign a copy.

I'm Jeanine Pirro advocating for truth, justice and the American way and tonight's show was all about that. Greg Gutfeld is next. I'll see you next Saturday night.

END

[Copy: Content and Programming Copyright 2020 Fox News Network, LLC. ALL RIGHTS RESERVED. Copyright 2020 ASC Services II Media, LLC. All materials herein are protected by United States copyright law and may not be reproduced, distributed, transmitted, displayed, published or broadcast without the prior written permission of ASC Services II Media, LLC. You may not alter or remove any trademark, copyright or other notice from copies of the content.]

---- Index References ----

Company: AMAZON COM INC; AMERICAN AIRLINES GROUP INC; BED BATH AND BEYOND INC

News Subject: (Government (1GO80); Government Litigation (1GO18); Legal (1LE33); Political Parties (1PO73); Public Affairs (1PU31))

Industry: (Celebrities (1CE65); Entertainment (1EN08))

Region: (Americas (1AM92); Arizona (1AR13); California (1CA98); Europe (1EU83); Florida (1FL79); Georgia (1GE15); Michigan (1MI45); North America (1NO39); North Carolina (1NO26); Ohio (1OH35); Pennsylvania (1PE71); U.S. Mid-Atlantic Region (1MI18); U.S. Midwest Region (1MI19); U.S. Southeast Region (1SO88); U.S. Southwest Region (1SO89); U.S. West Region (1WE46); USA (1US73); Wisconsin (1WI54))

Language: EN

Other Indexing: (ASC Services II Media LLC) (James Baker; Jeff Sessions; Oprah Winfrey; Adam sack; Jeanine Pirro; Schiff; Joe Biden he; Gavin Newsom; Kelly Loeffler; Peter-- Peter; Michelle Obama; Donald J. Trump; Adam; David Perdue; Emmet Sullivan; Mike Flynn; Greg Gutfeld; Giuliani; Lori; Kevin Clinesmith; Peter Navarro; Bill Barr; Hillary; DONALD TRUMP; Ashley Strohmier; John Durham; Mueller; Michael Flynn; Lara Trump; Ducey; Kemp; Stacey Abrams; Andrew McCabe; Sidney Powell; Jenna Ellis; Michael Flynn DONALD TRUMP; Barack Obama; William; Jimmy Carter; James Comey; Scott LoBaido; Kim Jong-un; Joe Biden; Clinton; WILLIAM BARR)

Word Count: 6557

End of Document

© 2023 Thomson Reuters. No claim to original U.S. Government Works.

Exhibit 656

From: Lowell, Tom <Tom.Lowell@FOXNEWS.COM>
To: Cooper, Meade
Sent: 12/18/2020 10:21:15 AM
Subject: pls call me when you can

Re; this threatened Smartmatic suit?

This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee. If you are not the addressee indicated in this message (or responsible for delivery of the message to the addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of Fox News or Fox Business must not be taken to have been sent or endorsed by either of them. No representation is made that this email or its attachments are without defect.

Exhibit 657

EXHIBIT

Petterson 2494

exhibitsticker.com

From: Nancy Harmeyer <noreply@box.com>
To: Petterson, Lauren (FoxNews)
Sent: 12/18/2020 2:33:25 PM
Subject: Nancy Harmeyer has invited you to work together in "EDDIE PEREZ- SMARTMATIC IVIEWVER4.mp4" file on Box

Nancy Harmeyer wants to work with you on EDDIE PEREZ- SMARTMATIC IVIEWVER4.mp4

ED
PE EDDIE PEREZ- SMARTMATIC IVIEWVER4.mp4

"I'd like to share my files with you on Box."

Go to File

Get our app to view this on mobile

© 2020 | 900 Jefferson Avenue. Redwood City. CA 94063. USA

About Box | Edit Notification Settings | Privacy Policy

Exhibit 658

From: Lowell, Tom (FoxNews) </O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=FDCA4B575D11498BBDBBF9784BFEC9EE-LOWELL, TOM>
To: Petterson, Lauren (FoxNews)
Sent: 12/18/2020 10:21:36 AM
Subject: call me when you can..?

Re; this Smartmatic Suit?

EXHIBIT
Petterson 2495
exhibitsticker.com

Exhibit 659

EXHIBIT

Petterson 2496

exhibitsticker.com

PARTICIPANTS: Gary Schreier - [redacted]; Gary Schreier - [redacted]; Lauren Petterson - [redacted]

Sent: 2020-12-16 01:11:55 AM UTC FROM: Lauren Petterson - [redacted]

Second bowl of ice cream for the second day in a row

IMG_1190.HEIC

Sent: 2020-12-16 01:11:36 AM UTC FROM: Gary Schreier - [redacted]

What flavors he like? (My favorite is double chocolate chip.)

Sent: 2020-12-16 01:12:43 AM UTC FROM: Lauren Petterson - [redacted]

So far - it's been salted caramel and Cookie dough. Cookie dough is the winner so far

Sent: 2020-12-16 01:13:06 AM UTC FROM: Gary Schreier - [redacted]

I can see that.

Sent: 2020-12-16 01:13:41 AM UTC FROM: Gary Schreier - [redacted]

I'm waiting for the kids to be doing something to have the tomahawks so I only have to share with my wife. :)

Sent: 2020-12-16 02:34:11 PM UTC FROM: Lauren Petterson - [redacted]

Give me a call when you have a moment

Sent: 2020-12-16 02:49:12 PM UTC FROM: Gary Schreier - [redacted]

Sorry. I'm here. Let me know when is good.

Sent: 2020-12-16 04:40:22 PM UTC FROM: Gary Schreier - [redacted]

Lou is all good with the plan. Whenever you have the actual toss/pkg/tag and we can get to them we should be all set.

Sent: 2020-12-16 04:19:02 PM UTC FROM: Gary Schreier - [redacted]

When they know where in the show it goes I will relay.

Sent: 2020-12-16 06:36:05 PM UTC FROM: Lauren Petterson - [redacted]

Copy

Sent: 2020-12-16 07:41:43 PM UTC FROM: Lauren Petterson - [redacted]

https://twitter.com/hansmahncke/status/1339963470427676679?s=10

E8225C7C-ACB5-4A9D-9DFB-58FCBC9C2ECD.pluginPayloadAttachment

Sent: 2020-12-16 07:12:41 PM UTC FROM: Gary Schreier - [redacted]

That makes sense actually.

Sent: 2020-12-18 07:42:34 PM UTC FROM: Gary Schreier [redacted]

By the way I think Brad has seen the light.

Sent: 2020-12-18 07:04:05 PM UTC FROM: Gary Schreier [redacted]

[redacted]

Sent: 2020-12-18 10:04:12 PM UTC FROM: Gary Schreier - [redacted]

Sun, 2020-12-18 10:28:31 PM UTC FROM: Lauren Patterson - [redacted]

Lordy. Good catch.

Exhibit 660

From: [redacted]
To: Murdoch, Lachlan
Sent: 12/7/2020 5:21:35 AM
Subject: Re:

Call me later re Trump and Paul.
Trump on Saturday sounded really crazy.
100 minute speech!!
I'll try to get comment out of McConnell before we talk.

Sent from my iPhone

> On Dec 7, 2020, at 3:40 AM, Murdoch, Lachlan <lkm@fox.com> wrote:
>
> Dad, copied below is Paul Ryan's text:
>
> Morning guys! Happy to chat Trump if you want. I think we are entering a truly bizarre phase of this where he has actually convinced himself of this farce and will do more bizarre things to delegitimize the election.
>
> I see this as a key inflection point for Fox, where the right thing and the smart business thing to do line up nicely. A solid pushback (including editorial) of his baseless calls for overturning electors, etc. will undoubtedly accrue pushback and possibly a momentary ratings dip, but will clearly redound to our benefit in terms of credibility. Trump is going to wear thin and look crazier by the day.
>
> Let him cleave off the fringe for his DTC venture and we can keep the largest pool of people (the center and center right). Fox is stronger than he is now and later IMO.
>
> Just a few thoughts at this pivotal time.
>
> Best, Paul Ryan
>
> Thx
> L
>
> Sent from my iPhone

Exhibit 661

From:	Emanuel, Mike </O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=F07BF033417B4AD3B8A40C5EE81F9F2C-EMANUEL, MI>
To:	069 -Politics; 030-FoxDigitalContent; 246 -FBN DC Editorial; 041-WHUNIT
Sent:	11/12/2020 2:31:52 PM
Subject:	Dominion Voting Systems responds to Presidential Tweet allegations

You have likely seen some information on Twitter this week about Dominion Voting Systems and an alleged "glitch," or saw the President's Tweet today on the topic.

Below is from a Dominion spokesperson, first on the Tweet and then on the situation in general.

"Dominion Voting Systems categorically denies any claims about any vote switching or alleged software issues with our voting systems. Our systems continue to reliably and accurately count ballots, and state and local election authorities have publicly confirmed the integrity of the process. Please visit our Setting the Record Straight page on our website for more."

- Ballot counting is accurate. Across the country, Dominion's systems are accurately counting ballots and producing accurate read-outs for recounts. We know this because dedicated public servants—America's election authorities—have confirmed the accuracy and reliability of election results and ongoing counts.
- Errors rarely happen, and when they do, they are human errors. User error is rare, but when it happens, it is based on human error and the states have processes in place to swiftly detect and correct it. On Election Day, a user error in Antrim County, Michigan was quickly identified and resolved within hours. No votes were ultimately counted for the wrong candidate. Dominion's system also maintains paper ballots for every vote cast as a fail-safe.
- Misinformation is ripe, and is not based in fact. Stakeholders are raising concerns about the voting process, which is a normal and important part of democracy. These concerns are being addressed expeditiously by the various Secretaries of State. Exploiting incomplete and inaccurate scraps of information to sow doubt about the 2020 election results threatens the confidence in our elections that is at the core of American democracy.

Also, you can take a look at this 'Setting the Record Straight' page on the company website.

President Trump's tweet on the issue is here-> https://twitter.com/realDonaldTrump/status/1326926226888544256?s=20

Mike Emanuel
Chief Congressional / Senior Political Correspondent
Fox News

[redacted]-mobile
[redacted]-office
@MikeEmanuelFox

EXHIBIT
Ex. 566

Exhibit 662

From: Alexa Green [redacted]
To: Field, Jeff
Sent: 12/3/2020 10:59:46 AM
Subject: [EXTERNAL] Offering Michael Steel, GOP Strategist, to speak on Dominion Voting and election fraud claims

Hi Jeff,

In light of the misinformation and conspiracy theories around the 2020 election, I wanted to offer you Michael Steel, a longtime GOP strategist, to speak to the ongoing claims about election fraud and share the facts about Dominion Voting Systems. It is important that Dominion be given an opportunity to rebut the remarks made by the Trump legal team, Sidney Powell, and others.

Here are the facts about Dominion to inform your reporting on these claims. Steel has previously appeared on Fox's America's News Headquarters with Eric Shawn to debunk recent allegations and conspiracy theories about Dominion Voting Systems. On Lou Dobbs Tonight, he can speak to claims about election fraud, recounts in swing states and high-profile districts, and election integrity. These details are important to understanding the accuracy and security that characterize American elections.

Let me know if you are interested and I would be happy to coordinate an interview.

Thanks!
Alexa

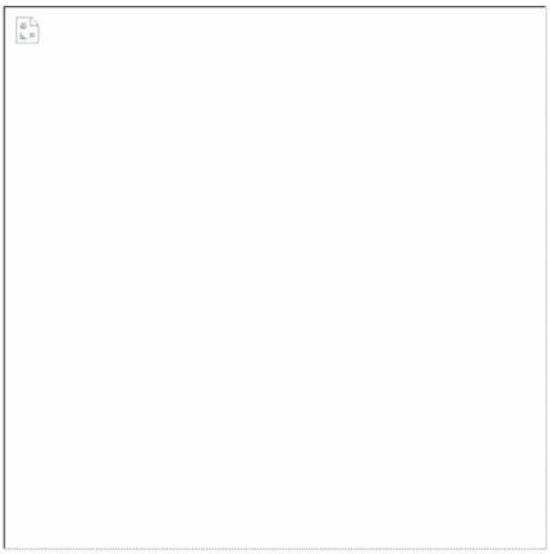
Alexa Green
Associate
Hamilton Place Strategies
805 15th St NW | 2nd floor | Washington, DC, 20005
O: [redacted] M: **Redacted**
[redacted]

This e-mail and any accompanying attachments may contain confidential information meant only for the intended recipient. If you are not the intended recipient or have otherwise received this e-mail in error, please promptly notify the sender by return email and delete all copies of this transmission.

Exhibit 663

From: Field, Jeff (FoxNews) </O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=75F1AB39360E4A75A8CF1B731AC17ABC-FIELD, JEFF>
To: Fawcett, John (FoxNews)
Sent: 11/12/2020 3:23:45 PM
Subject: FW: [EXTERNAL] Election 2020: Setting The Record Straight

From: Dominion Voting Systems <media@dominionvoting.com>
Sent: Thursday, November 12, 2020 12:36 PM
To: Field, Jeff <Jeff.Field@FOXNEWS.COM>
Subject: [EXTERNAL] Election 2020: Setting The Record Straight



ELECTION 2020: SETTING THE RECORD STRAIGHT

November 12, 2020

Dominion Voting Systems and its thousands of election customers across the nation are committed to ensuring voter confidence in the U.S. electoral process. This year, despite the fact that voting has proceeded smoothly in all 28 states where our systems are used, close vote counts in several battleground states coupled with delayed results reporting have created the opportunity for a number of company-focused rumor and disinformation campaigns to spread online.

It is essential to set the record straight on **FACTS** versus **RUMORS**:

Exhibit 2623
11/16/2022

FACT

Dominion has no company ownership relationships with any member of the Pelosi family, the Feinstein family, or the Clinton Global Initiative. Dominion works with all political parties; our customer base and our government outreach practices reflect this nonpartisan approach.

- *As reported by the Associated Press, "Dominion made a one-time philanthropic commitment at a Clinton Global Initiative meeting in 2014, but the Clinton Foundation has no stake or involvement in Dominion's operations, the nonprofit confirmed to The Associated Press."*

FACT

The U.S. Department of Homeland Security's *Cybersecurity and Infrastructure Security Agency (CISA)* has debunked viral claims about the existence of a secret CIA program for vote fraud called Hammer and Scorecard.

- *See the U.S. Department of Homeland Security's CISA Rumor Control Page for more information.*

FACT

No credible reports or evidence of any software issues exist. While no election is without isolated issues, Dominion voting systems are reliably and accurately counting ballots. State and local election authorities have publicly confirmed the integrity of the process.

- *Per the Michigan Secretary of State, "the correct results always were and continue to be reflected on the tabulator totals tape and on the ballots themselves." The Georgia Secretary of State has also repeatedly stated throughout the count that "[a]s the work goes on, I want to assure Georgia voters that every legal vote was cast and accurately counted."*

FACT

Claims about software updates being done the night before Election Day are 100% false.

- *Georgia Voting System Implementation Manager Gabe Sterling has independently and unequivocally rebutted inaccurate claims made about an*

update to machines on the eve of the election. He affirmed in his daily press briefing on November 9 that "nothing was done to the [PollPad] system after [October 31]," when voter files were updated as part of normal procedure.

FACT

There are no issues with the use of Sharpie pens related to hand-marked paper ballots.

Election officials provide writing instruments that are approved for marking ballots to all in-person voters using hand-marked paper ballots. Dominion Voting Systems machines can read all of these instruments, including Sharpies.

- Per *the U.S. Department of Homeland Security's Cybersecurity and Infrastructure Security Agency, "if a ballot has issues that impact its ability to be scanned, it can be hand counted." The Maricopa County Board of Supervisors assured voters that "sharpies do not invalidate ballots," and that the county "did extensive testing on multiple different types of ink with [their] new vote tabulation equipment." Dominion has stated that "Sharpie pens are safe and reliable to use on ballots, and recommended due to their quick-drying ink."*

FACT

All U.S. voting systems must provide assurance that they work accurately and reliably as intended under federal U.S. Election Assistance Commission and state certification and testing requirements. Election safeguards—from testing and certification of voting systems, to canvassing and auditing—prevent malicious actors from tampering with vote counts and ensure that final vote tallies are accurate. Read more from the U.S. Department of Homeland Security's *Cybersecurity and Infrastructure Security Agency*.

Learn More

Copyright © 2020 Dominion Voting Systems, All rights reserved.

Founded in 2003, Dominion Voting Systems is a leading industry supplier of election technology across the U.S., Canada and globally.

Our mailing address is:
Dominion Voting Systems
1201 18th St
Denver, CO 80202

Add us to your address book

Want to change how you receive these emails?
You can update your preferences or unsubscribe from this list.

Exhibit 664

REDACTED IN ITS ENTIRETY

Exhibit 665

REDACTED IN ITS ENTIRETY

Exhibit 666

From: [redacted]
To: Paul Ryan
CC: Murdoch, Lachlan
Sent: 1/12/2021 11:15:43 AM
Subject: Re: The Morning Dispatch: The Alternate Reality Machine

Thanks Paul

Just talked at length with Suzanne Scott.
Everything changed last Wednesday. She thinks everyone is now disgusted and previous supporters broken hearted.
Hoping to get some good voices on air - Bill Barr, Pompeo and others. Any suggestions?

Trump's troubles multiplying. His businesses now ruined! Who is going to throw a party at one of his golf clubs or hotels? Let alone a tournament. So he has more than just legal problems, bad though they are.

The brand is now poison! Who wants Ivanka's fashion lines, jewelry, etc?!
Could he still resign and get Pence to pardon, then just disappear?
Would Mike Pence agree?

Rupert.

Sent from my iPhone

On Jan 12, 2021, at 3:54 PM, Paul Ryan [redacted] wrote:

Hey Rupert. As is usual, I agree wholeheartedly with Gigot's editorial. I have been advising former colleagues of the same. It really is in many ways a Biden test, and a measurement of the progressives' new grip on government.

And the sooner we can put down the echoes of falsehoods from our side, the faster we can get onto principled loyal opposition. I truly hope our contributors, along with Tucker, Laura, and Sean get that and execute.

I feel very good about the Packers, particularly if we face dome/Southern teams at Lambeau Field. When they come to Green Bay in January, it is very unsettling for them. I would love a Rodgers v. Maholmes Super Bowl.

Best, Paul

Go Packers!

Sent from my iPad

On Jan 12, 2021, at 10:12 AM, Murdoch, Rupert <[redacted] wrote:

Thanks Paul,

Wake up call for Hannity, who has been privately disgusted by Trump for weeks, but was scared to lose viewers! I'll check out Levin and am really surprised by Brit Hume, about the steadiest of all our people.

I don't think many have gone to NewsMax or OANN. Many more just turned off depressed. As the new administration settles we will emerge as the loyal conservative opposition and win back our natural viewers.

The events of last Wednesday and Trump's behavior overwhelm everything. But I don't believe a majority of the 74million voters believe the conspiracy nonsense.

The damage done was the changing rules allegedly accommodating the pandemic.
But all open and legal!

What did you think of Gigot's editorial today?

What odds the Packers? Looking good

Rupert.

Sent from my iPhone

On Jan 12, 2021, at 2:01 PM, Paul Ryan [redacted] wrote:

Guys, the piece below "The alternate reality machine" captures the dynamic we are contending with quite well. This is written by actual conservatives (both Fox contributors Jonah Goldberg and Steve Hayes) and reflect the current inflection point well.

Best Paul

Go Packers!

Sent from my iPhone

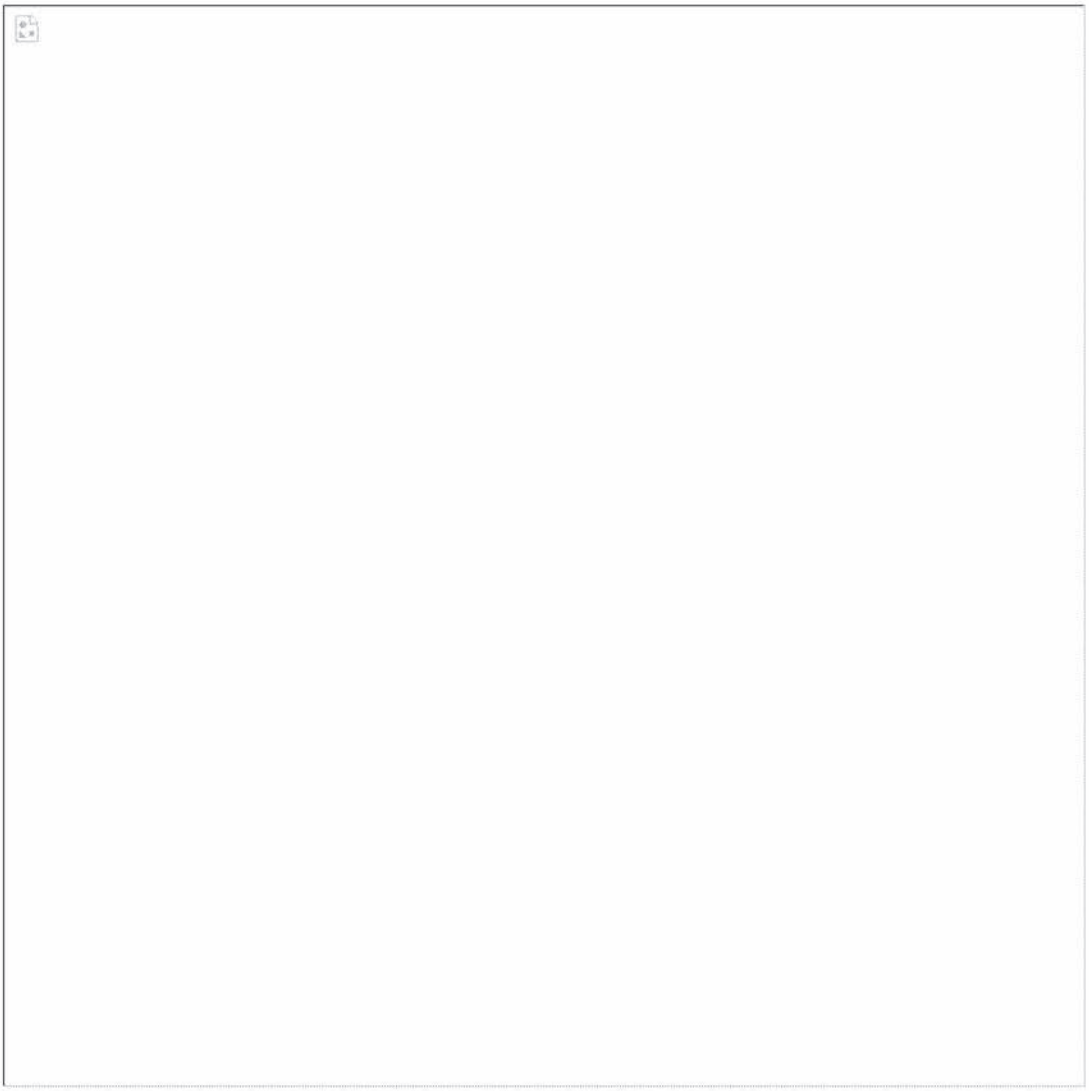
Begin forwarded message:

From: The Dispatch <morningdispatch@substack.com>
Date: January 12, 2021 at 7:34:30 AM EST
To: ryan [redacted]
Subject: The Morning Dispatch: The Alternate Reality Machine
Reply-To: The Dispatch
<reply+imi5q&alyu5&&19c91506dded580680fe87021300f85daaf6cba1a03cdc28706f4e290fadc7e2@mg1.substa

The Morning Dispatch: The Alternate Reality Machine

A deadly riot's enablers.

The Dispatch Staff Jan 12



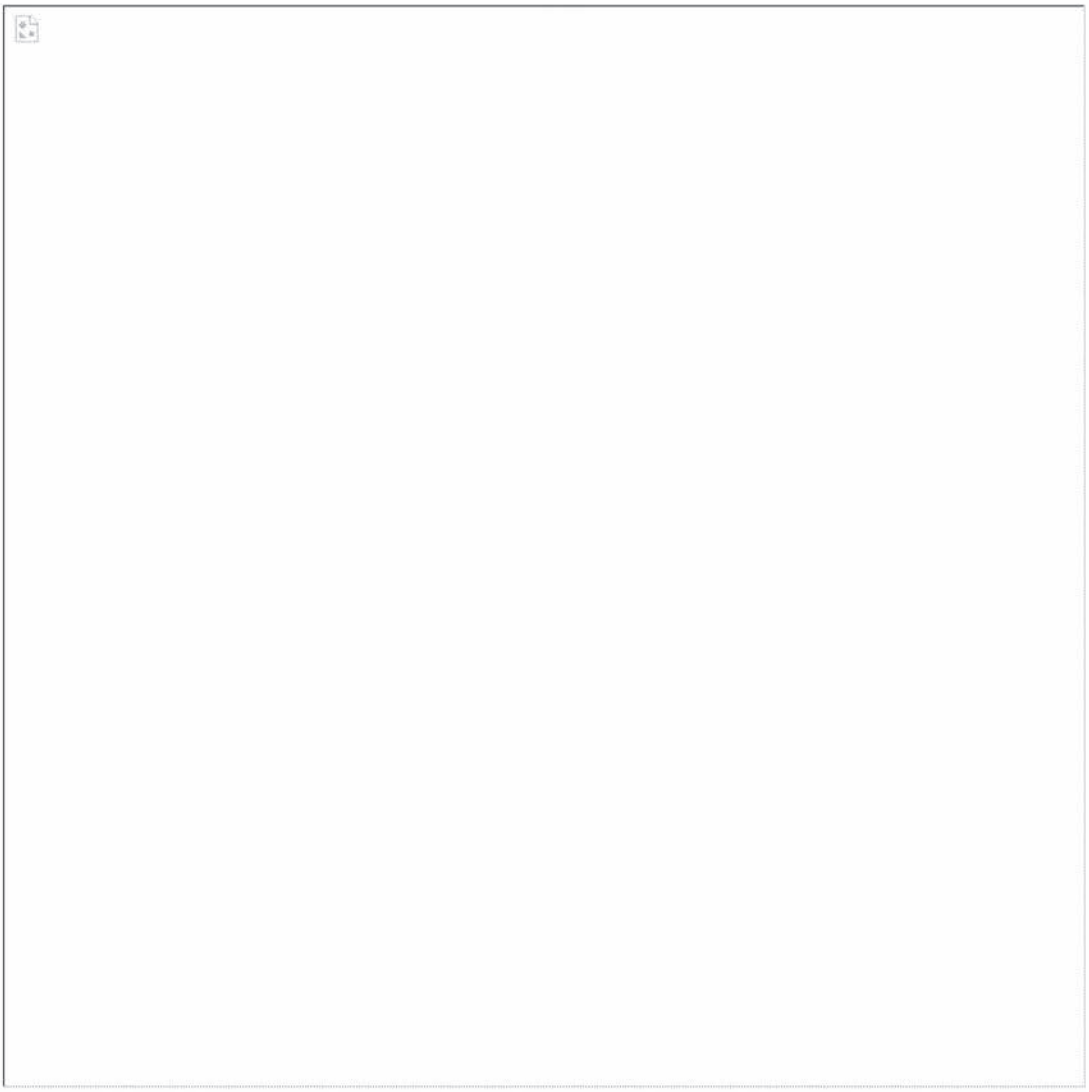
Talk radio host Mark Levin. (Photo by Michael Kovac via Getty Images.)

Happy Tuesday! We here at **TMD** are very proud to announce that the Treasury Department has never linked us to a Russian disinformation campaign, implicitly or otherwise.

Quick Hits: Today's Top Stories

- House Democrats officially introduced an article of impeachment against President Trump on Monday, saying he "gravely endangered the security of the United States" and "threatened the integrity of the democratic system." A vote in the House is scheduled for Wednesday.
- Dozens of large corporations have announced they are suspending political donations in the wake of last week's attack on the Capitol. Some, like Goldman Sachs, will cease all donations entirely, while others, like AT&T, Dow, and Marriott, will cut off only those members of Congress that objected to the certification of the presidential election.

- The Pentagon has authorized the deployment of up to 15,000 National Guard troops from states across the country to Washington, D.C. ahead of and during President-elect Joe Biden's inauguration next week.
- The State Department announced plans to designate Yemen's Houthi rebels as a foreign terrorist organization amid ongoing United Nations peace talks and a humanitarian crisis in the country. "These designations will provide additional tools to confront terrorist activity and terrorism by Ansarallah, a deadly Iran-backed militia group in the Gulf region," Secretary of State Mike Pompeo said.
- The State Department designated Cuba as a state sponsor of terrorism on Monday, accusing the island nation of "repeatedly providing support for acts of international terrorism in granting safe harbor to terrorists."
- Acting Secretary of Homeland Security Chad Wolf resigned on Monday, nine days before the Department—which oversees the Secret Service—is set to help facilitate the transfer of power from the Trump administration to the Biden administration.
- Illinois Democrat Mike Madigan, whose decades-long tenure as the state's speaker of the House made him perhaps the most powerful state legislator in U.S. history, suspended his campaign to remain speaker following allegations of bribery and corruption.
- The University of Alabama won its third college football national championship in the last six seasons on Monday, defeating Ohio State 52–24.
- The United States confirmed 206,563 new cases of COVID-19 yesterday per the Johns Hopkins University COVID-19 Dashboard, with 10.7 percent of the 1,934,736 tests reported coming back positive. An additional 1,738 deaths were attributed to the virus on Monday, bringing the pandemic's American death toll to 376,060. According to the COVID Tracking Project, 129,748 Americans are currently hospitalized with COVID-19. According to the Centers for Disease Control, 25,480,725 COVID-19 vaccine doses have been distributed nationwide, and 8,987,322 have been administered.



The Alternate Reality Machine

In the roughly eight weeks between the election on November 3 and the Capitol riots on January 6, the populist-right media ecosystem created an alternative reality for those who'd come to rely on its outlets for news. If you got your information from certain pro-Trump websites or certain talk radio and cable news hosts, you were told—all day, every day—either that the election was outright stolen from Donald Trump, or that there were serious enough concerns about its legitimacy that dozens upon dozens of frivolous lawsuits from Team Trump were both prudent and necessary.

As the legal challenges got knocked down one by one, the scope of the conspiracy only grew. By the end, seemingly everyone—from local election officials and state-based Republican leaders to Trump's own attorney general and Supreme Court nominees—was supposedly "in on" the plot to deny the president another four years in office. It was a fantasy world cultivated by Trump and his media boosters, and anyone who punctured the bubble—CISA Director Chris Krebs, Attorney General

Bill Barr—soon found themselves outside the administration looking in.

And to a degree, it worked.

Trump's election loss was apparent in early November, and each court defeat or failed electoral ploy only served to solidify the president's loser status. But among Trump's supporters, public perception didn't track these developments. Poll after poll finds that approximately three in four Republicans believe there was widespread voter fraud in the presidential election—that the contest was *actually* stolen. It was this combustible belief—seeded by the president and cultivated by his media backers—that led to the insurrection at the Capitol last week.

And just hours after that insurrection, at which five people died, including a police officer, the same right-wing media ecosystem that convinced millions of Americans that the election was fraudulent kicked right back into gear. "I am hearing from some people on the ground that there is a question of if Antifa has infiltrated the Trump rally-goers and are fomenting some kind of unrest," Newsmax's Emerald Robinson said on air just minutes after the siege began. Fox News' Brit Hume told his followers "not [to] be surprised if we learn in the days ahead that the Trump rioters were infiltrated by leftist extremists." Laura Ingraham heavily insinuated Antifa was involved.

An article published that evening by the *Washington Times* dropped the insinuation entirely. "A retired military officer told The *Washington Times* that the firm XRVision used its software to do facial recognition of protesters and matched two Philadelphia Antifa members to two men inside the Senate," reporter Rowan Scarborough wrote.

Rep. Matt Gaetz cited the story on the House floor when Congress reconvened Wednesday night. "I don't know if the reports are true," the Republican said right before he injected them into the public consciousness. "But the *Washington Times* has just reported some pretty compelling evidence from a facial recognition company that some of the people who breached the Capitol today were not Trump supporters—they were masquerading as Trump supporters and, in fact, were members of the violent terrorist group Antifa."

If you visit the *Washington Times* article now, the story looks a little different. "Correction: An earlier version of this story incorrectly stated that XRVision facial recognition software identified Antifa members among rioters who stormed the Capitol Wednesday," a disclaimer reads. "XRVision did not identify any Antifa members." Instead, the *Washington Times* now reports, XRVision identified a handful of neo-Nazis.

But the damage was done. The initial claim spread like wildfire among Republicans, most of whom were disgusted by Wednesday's violence and didn't want to believe their "side" was capable of being the perpetrator. Forty-seven percent of the country—and a whopping 68 percent of Republicans—believe Antifa is "very much" or "somewhat" to blame for inciting the violence that took place on January 6, according to a new poll from *Vox*. And that's *without* Trump—now Twitterless —pushing the narrative himself.

Never mind that fact checkers—from *The Dispatch* to *Reuters* to *USA Today* to CNN—have debunked the claim. Or that the FBI said Friday they have "no indication" that Antifa was present a few days earlier. Or that countless pro-Trump personalities and far-right agitators *literally livestreamed videos of themselves storming or inside the Capitol*.

The episode demonstrates how too much of the pro-Trump media and punditocracy has operated over the past several years: Reflexively stake out a position opposite whatever the "mainstream" one is, make unverified claims that affirm what their viewers or readers want to believe, and then attack "mainstream" outlets fact checking the inaccuracies as biased or suffering from "Trump Derangement Syndrome." It's good business, but bad journalism. And as we've seen, it has dire consequences for the country.

"The best way we can show respect for the voters who are upset is by telling them the truth," Sen. Mitt Romney said on the Senate floor last Wednesday. "That is the burden, and the duty, of leadership."

The problem with catering to the whims of your audience rather than just telling the truth as you see it is that the former approach can lead you to some pretty untenable places. *RedState*—a pro-Republican outlet with a history of suppressing criticism of Trump—published a piece by Mike Ford yesterday accusing the "media" of "gaslighting" the American people by making up what we all saw with our own eyes last week. "Let me be real clear," he wrote in the piece, which *RedState* has since retracted. "There was no riot in DC. There was no insurrection. There was no 'storming' of the Capitol Building. There was a peaceful rally. There was a largely peaceful protest that was marred by some bad acts by a very few people. There was and is, absolutely nothing to be traumatized or intimidated by."

At *The Federalist*, Jenni White makes the exact case *The Federalist* and others mocked "mainstream" outlets for making over the summer. "Except for the few bad actors, who deserve due process and the just punishments the law calls for," she

writes, "the vast majority of the American citizens who marched on Jan. 6 were guilty of nothing more than a desire to see free and fair elections and of keeping our country a constitutional republic."

Others in pro-Trump media are trending dangerously close to excusing the violence itself. "For far too long, one side has excused and even normalized violence in our nation. It hasn't been the conservatives," Sebastian Gorka—a former Trump White House official—wrote in American Greatness. "A civilian and a police officer have died this week. Their killers must be punished. Nothing can justify those deaths, nor the violence done to the people's house. Yet it was all too predictable. When you demonize 63 million Americans for four years, starting by calling them 'Deplorables,' then racists, white-supremacists and eventually Nazis, when you throttle them from social media, get them fired because of their views, sooner or later some of them will cross the line." On Fox News, Pete Hegseth host declared "these are not conspiracy theorists motivated just by lies" and said: "The movement is obviously defined by far more than one day. If anything, one person I talked to in the crowd gave voice to how these people feel. They say 'I'm a born-again American' ... they see what the anti-American Left has done to our country." Rush Limbaugh had this to say: "There's a lot of people calling for the end of violence. There's a lot of conservatives, social media, who say that any violence or aggression at all is unacceptable. Regardless of the circumstances. I'm glad Sam Adams, Thomas Paine, the actual tea party guys, the men at Lexington and Concord didn't feel that way."

Your **Morning Dispatchers** have no desire to get bogged down in internecine media squabbles, and have tried our best over the past year and a half to just write about the news—not how other people cover the news. But sometimes the people who make the news—or make up what they present as news—*are* the news. And in a moment as precarious as this, we felt it important to dig into why Trump's baseless claims resonate with so many good and patriotic Americans. The pieces we've highlighted may be among the most egregious examples of misinformation bouncing around the internet in recent days, but they're unfortunately not as much of an outlier in pro-Trump media as you might think.

There's not a simple solution to the phenomenon, either, as the problem appears to be as much on the demand side as it is on the supply side. The rise of Newsmax and OANN in recent months demonstrate the desire of some news consumers to seek out only what they want to hear—chiefly, that the election was stolen from Trump and that he might still wrest it back. When the news side at Fox (minus some of the primetime hosts) refused to tell that story—and declared Joe Biden president-elect—

disgruntled viewers migrated to alternative sources by the thousands.

That isn't to say more responsible editorial policies won't make a difference. Cumulus Media—a talk radio company that counts Dan Bongino and Mark Levin among its stars—issued a directive in the wake of last week's violence that could change their tune.

"Cumulus and Westwood One will not tolerate any suggestion that the election has not ended," a memo circulated to the company's programming and talent divisions read. "The election has resolved, there are no alternate acceptable 'paths.' Please inform your staffs that we have ZERO TOLERANCE for any suggestion otherwise. If you transgress this policy, you can expect to separate from the company immediately. There will be no dog-whistle talk about 'stolen elections,' 'civil wars' or any other language that infers violent public disobedience is warranted, ever."

On his radio show yesterday, Levin, who spent weeks telling his listeners that the election was stolen, was adamant that he never got the memo, and that no one controls what he does or doesn't say. "If they did, you'd be hearing about it," he said. "But they didn't." Perhaps. But Levin didn't talk about a stolen election on his show last night. And that's progress.

Worth Your Time

- Russell Moore can always be counted on for a sober and thoughtful take on the news of the day, and this week is no different. "The powers-that-be, Paul wrote, are 'instituted by God,' and are to operate within limits: 'For rulers are not a terror to good conduct, but to bad' (Rom. 13:4), and the sword is to be exercised—not by vigilante mobs—but by those legitimate authorities and only against 'the wrongdoer,'" he writes in an essay about the events of last Wednesday. "The governing authorities do not have a choice as to whether or not to hold people accountable for inciting and carrying out insurrection. To do otherwise would be to cease to be a just society, and to empower future evildoers to do the same. Everyone who attacked our Capitol or planned or directed such a storming of the Capitol, should be arrested and prosecuted to the full extent of the law."
- *Washington Post* reporters Ashley Parker, Josh Dawsey, and Philip Rucker are out with a detailed account of what was going on at the White House last Wednesday, and it's well worth your time. "As senators and House members trapped inside the U.S. Capitol on Wednesday begged for immediate help during the siege, they struggled to get through to the president, who—safely

ensconced in the West Wing—was too busy watching fiery TV images of the crisis unfolding around them to act or even bother to hear their pleas," the trio report. "'He was hard to reach, and you know why? Because it was live TV,' said one close Trump adviser. 'If it's TiVo, he just hits pause and takes the calls. If it's live TV, he watches it, and he was just watching it all unfold.'"

- Republicans have for years railed against what they see as an increasing victimhood culture on the left, particularly in academia and other elite institutions. But David Frum argues that, in the wake of last week's events, the very people who chastised progressive self-pity have co-opted a form of it for themselves. "Again and again since Election Night 2020, Republicans have urged sympathy and accommodation for those who refused to accept the election outcome," Frum writes in a piece for *The Atlantic*. "*Give them space for their feelings. What harm will it do to humor them a little longer?*"

Presented Without Comment

Eliza Relman
@eliza_relman

Hogan Gidley: Trump is "the most masculine person to ever hold the White House as the president of the United States"

The Recount @therecount

Fox News Anchor Bill Hemmer asks Trump National Press Secretary Hogan Gidley if the president feels emasculated from "the social media crackdown." https://t.co/IlirtRXWhN

January 11th 2021

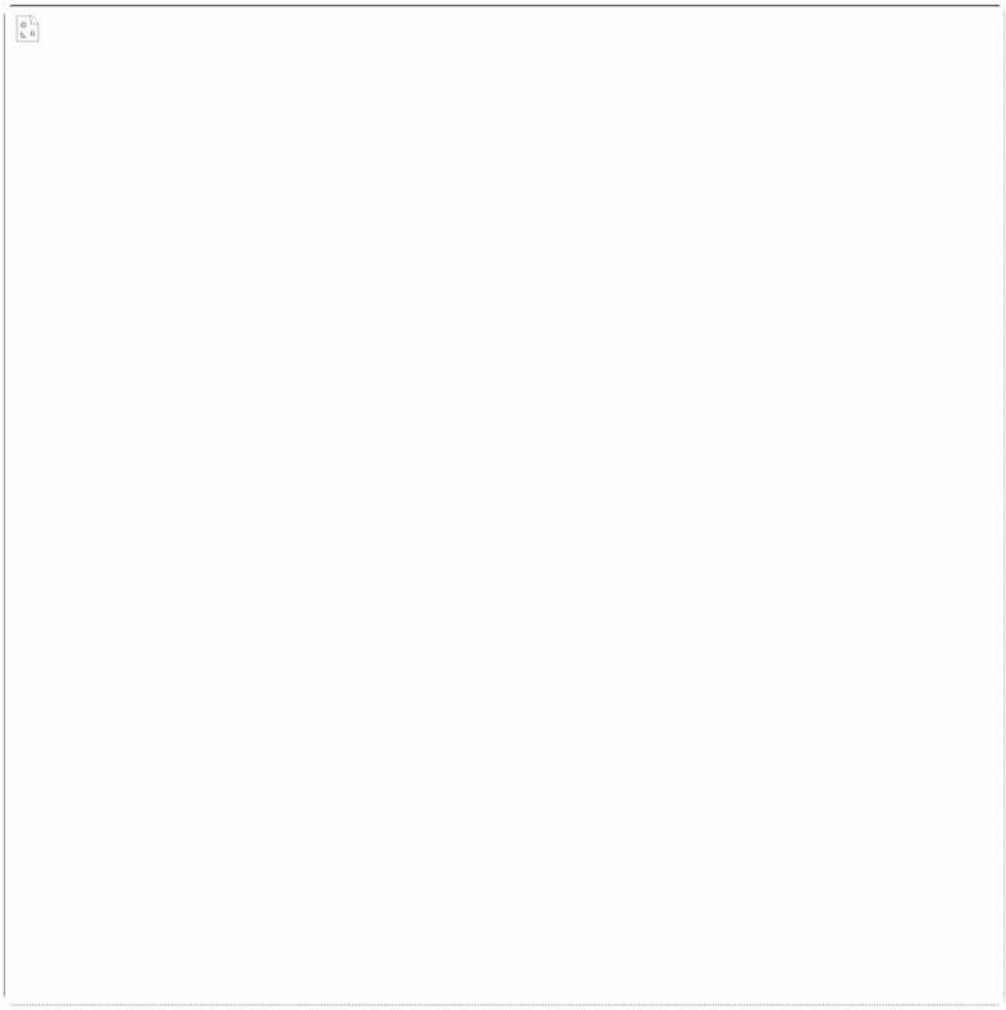
6,253

1,398 Retweets Likes

Also Presented Without Comment

Brad Heath
@bradheath

The person the person the FBI identified as zip-tie guy, Eric Munchel, appears to have stormed the Capitol with his mom, but not before stopping for pre-siege coffee. From the charging documents:



January 11th 2021

1,497

472 Retweets Likes

Also Also Presented Without Comment

Lauren Peikoff
@laurenpeikoff

NBC NEWS: McConnell and Trump haven't spoken since December 15, when McConnell congratulated Biden on winning. Three sources say McConnell expects not to speak to Trump again. @LACaldwellDC & @carolelee report.

January 11th 2021

6,957

1,258 Retweets Likes

Toeing the Company Line

- On Monday's episode of **Advisory Opinions**, David and Sarah break down all your post-Capitol siege questions: Were President Trump's words technically incitement, legally speaking? Can he be impeached for his role in the violence? *Should* he be impeached for his role in the violence? Plus, they dig into the Supreme Court's latest cert grants addressing the issue of off-campus student speech.
- Haley's latest edition of **Uphill**, out this morning, offers a nuts-and-bolts look at what Trump's second impeachment—now practically a certainty—will look like, and how President-elect Biden is likely to handle the headache of coming into office with a Senate that will be obligated to attend to the trial before

turning to his legislative agenda.

Let Us Know

A chicken-or-the-egg question: Do you think your political beliefs are mostly informed by the news sources you read, or do you think you mostly seek out news sources that affirm your existing political beliefs?

Reporting by Declan Garvey (@declanpgarvey), Andrew Egger (@EggerDC), Haley Byrd Wilt (@byrdinator), Audrey Fahlberg (@FahlOutBerg), Charlotte Lawson (@charlotteUVA), and Steve Hayes (@stephenfhayes).

Thanks for subscribing to The Morning Dispatch. This post is public, so feel free to share it.

© 2021 The Dispatch Unsubscribe

1 Thomas Circle, NW Washington, DC 20005

Publish on Substack

This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee(s). If you are not an addressee indicated in this message (or responsible for delivery of the message to an addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of Fox Corporation, or its

subsidiaries must be taken not to have been sent or endorsed by any of them. No representation is made that this email or its attachments are without defect.

Exhibit 667

From: Scott, Suzanne </o=ExchangeLabs/ou=Exchange Administrative Group (FYDIBOHF23SPDLT)/cn=Recipients/cn=85bfe6824750416486bda0f78d10943e-Suzanne.Sco>
To: Collins, Jeffrey; Walsh, Adreanna
Sent: 12/18/2020 7:07:55 AM
Subject: Fwd: FYI: Mike Lindell on Newsmax

Has my personal note and gift been send to Mike?
S
Get Outlook for iOS

From: Briganti, Irena <Irena.Briganti@FOXNEWS.COM>
Sent: Thursday, December 17, 2020 9:35 PM
To: Scott, Suzanne; Wallace, Jay (FoxNews); Brandi, Dianne (FoxNews)
Subject: Fwd: FYI: Mike Lindell on Newsmax

FYI

Begin forwarded message:

From: "Griswold, Alex" <Alex.Griswold@fox.com>
Date: December 17, 2020 at 9:32:46 PM EST
To: "Collins, Jeffrey" <Jeff.Collins@foxnews.com>, "Rossi, Dom" <dom.rossi@foxnews.com>, "Gargano, Trey" <Trey.Gargano@foxnews.com>, "Briganti, Irena" <Irena.Briganti@foxnews.com>, "Cronin, Caley" <Caley.Cronin@foxnews.com>, "Shanahan, Carly" <Carly.Shanahan@foxnews.com>
Cc: "Shah, Raj (Fox)" <raj.shah@fox.com>, "Schwartz, Elliott (Fox)" <elliott.schwartz@fox.com>, "Wigo, Lindsay" <Lindsay.Wigo@fox.com>
Subject: FYI: Mike Lindell on Newsmax

MyPillow's Mike Lindell was on Newsmax tonight and criticized Fox News quite a bit, saying it looked like we were "in on" stealing the election from Trump. He also complained about Fox not allowing him to advertise his book (I believe) a month before the election. He did say that he wouldn't pull ads over it, but he did make suggestive comments about our audience being smaller than before.

Full transcript and link to video below:

https://mms.tveyes.com/transcript.asp?StationID=19340&DateTime=12/17/2020%208:35:17%20PM&playclip=true&pbc=search%3a%2b(fox)

Stinchfield: One of the reasons though, we are in this position we are in is because of the mainstream media. It's left this mind infecting propaganda into the minds of liberals everywhere. Really. And moderates too and I include fox news on that list. Now it's pushed to the left clearly to hurt the president. I want to bring in a guy now, who I know agrees with me. Joining me now is My Pillow CEO and author of the book What Are The Odds: From Crack Addict To CEO, good friend of this program. Mike Lindell, Mike, it's good to see you.

Lindell: Thanks for having me on.

Stinchfield: Absolutely so look. Fox News we all know has problems. We know it's responsible for bringing a lot of

viewers to Newsmax for the option that we're providing them, but you actually think it might have been in on the whole thing?

Lindell: Well, it sure looked like that when they called Arizona with only 14% of the vote in and they didn't call Florida for the president when it was impossible for Biden to win Florida. So it's-- all the things that happened on election night. I'm going, what is going on? But I will say this is a blessing because at 11:15 when they realized that all the algorithms broke and all those have Dominion machines, that Donald Trump was gonna win the presidency anyway, in spite of all the cheating, so they had to stop everything in the middle of the night and then backfill votes and stop it. And I put Fox right up there with-- I had to actually turn to another station to get more information because I knew it was garbage coming out of them that night, and I didn't understand why. And I will say this, they didn't even have my book on a month before the election because they said it was political. Now my book is that part of my story is meeting this great president and getting behind him and finally getting into politics because of everything he stood for. He wanted to help our nation and help people.

Stinchfield: Mike, let me ask you because, look, you're a big time advertiser here on Newsmax. we're grateful for that. You're a big time advertiser on a lot of networks out there, including Fox News. You're gonna stick with them? I mean, I know it's a business and they get a lot of eyeballs. Still, you stick with him?

Lindell: Well, I'm glad you brought that up, because every ad you ever seen of My Pillow either break even or make money. We do not brand, I do what's best for my employees and my customers. I didn't boycott CNN back in the day when they badmouth me directly, and I'm not gonna do anything to Fox. That's separate, those are my business and if the numbers work. if it still works with their audience. you'd understand if they have less of an audience, and they're charging us all, but what you charge for ads, so that's my decisions will be based on business decisions, not on where, you know, my beliefs. Sure you know, I would. There's many times-- but I wouldn't advertise anywhere if I had, if every time a host or a network did something wrong, they would attack me all the time, just like the president.

This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee(s). If you are not an addressee indicated in this message (or responsible for delivery of the message to an addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of Fox Corporation, or its subsidiaries must be taken not to have been sent or endorsed by any of them. No representation is made that this email or its attachments are without defect.

Exhibit 668

From:	Cooper, Meade </O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=C2C976CBC2CE401CB049EE293D4ADC78-MEADE.COOPE>
To:	Lowell, Tom (FoxNews)
CC:	Scott, Suzanne; Petterson, Lauren (FoxNews); Wallace, Jay (FoxNews); Hadden, Gavin (FoxNews)
Sent:	12/19/2020 10:31:44 AM
Subject:	Re: Bookings

I'll let you know if we have any luck in Primetime

Sent from my iPhone

On Dec 19, 2020, at 9:25 AM, Lowell, Tom <Tom.Lowell@foxnews.com> wrote:

bookers tell me Sec Pompeo was exposed to C19 and is in quarantine right now...
we could not get Lindell on Sunday morning show....

On Dec 19, 2020 8:22 AM, "Scott, Suzanne" <Suzanne.Scott@fox.com> wrote:

Please let me know if we book Pompeo and/or Mike Lindell.

They would both get ratings.
S

Get Outlook for iOS

This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee(s). If you are not an addressee indicated in this message (or responsible for delivery of the message to an addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of Fox Corporation, or its subsidiaries must be taken not to have been sent or endorsed by any of them. No representation is made that this email or its attachments are without defect.

Exhibit 669

From: Collins, Jeffrey <Jeff.Collins@FOXNEWS.COM>
To: Briganti, Irena (FoxNews)
CC: Scott, Suzanne; Wallace, Jay (FoxNews)
Sent: 12/14/2020 11:42:31 AM
Subject: Re: Lindell

Hi Suzanne, here's a quick update from the sales side.

[redacted]

We are speaking with them again today and will provide an update if anything newsworthy comes out of it.

Thank you.
Jeff

From: "Briganti, Irena" <Irena.Briganti@FOXNEWS.COM>
Date: Saturday, December 12, 2020 at 11:09 PM
To: "Collins, Jeffrey" <Jeff.Collins@FOXNEWS.COM>
Cc: "Scott, Suzanne (Fox)" <suzanne.scott@fox.com>, "Wallace, Jay" <jay.wallace@FOXNEWS.COM>
Subject: Re: Lindell

Got it, thank you

On Dec 12, 2020, at 10:49 PM, Collins, Jeffrey <Jeff.Collins@foxnews.com> wrote:

Hi Irena,

We have been in near constant contact with the client and they are still committed to our partnership. If possible, I would like to give it a day and reassess. [redacted]. Thank you.
Jeff

From: Briganti, Irena <Irena.Briganti@FOXNEWS.COM>
Sent: Saturday, December 12, 2020 10:38:25 PM
To: Collins, Jeffrey <Jeff.Collins@FOXNEWS.COM>
Cc: Scott, Suzanne (Fox) <suzanne.scott@fox.com>; Wallace, Jay <jay.wallace@FOXNEWS.COM>
Subject: Lindell

Hi Jeff - we have further incoming on this - assume you prefer we stand down on responding but this is an unnecessary attack, not remotely based on reality and it further damages the perception of Fox News with our viewers.
Thank you, Irena

Drudge:

'THEY WERE IN ON IT!' MYPILLOW Guy Accuses FOXNEWS of Rigging Vote...

Exhibit
939

Mediaite
https://www.mediaite.com/politics/they-were-in-on-it-mypillow-guy-accuses-fox-news-of-rigging-election-against-trump-in-bonkers-rally-speech/

Newsweek
https://www.newsweek.com/fox-news-conspired-overthrow-trump-mypillow-ceo-tells-stop-steal-march-1554370

Uproxx
https://uproxx.com/viral/mypillow-mike-lindell-fox-news-voter-fraud-theory/

Exhibit 670

From: Collins, Jeffrey <Jeff.Collins@FOXNEWS.COM>
To: Mucci, Mackenzie (FoxNews)
Sent: 12/23/2020 2:22:35 PM
Subject: Re: CPMs

You too!

From: Mucci, Mackenzie <Mackenzie.Mucci@FOXNEWS.COM>
Sent: Wednesday, December 23, 2020 1:34:47 PM
To: Collins, Jeffrey <Jeff.Collins@FOXNEWS.COM>
Subject: RE: CPMs

No problem - enjoy your holiday!

From: Collins, Jeffrey
Sent: Wednesday, December 23, 2020 1:34 PM
To: Mucci, Mackenzie <Mackenzie.Mucci@FOXNEWS.COM>
Subject: Re: CPMs

Thank you!!

From: Mucci, Mackenzie <Mackenzie.Mucci@FOXNEWS.COM>
Sent: Wednesday, December 23, 2020 1:15:23 PM
To: Collins, Jeffrey <Jeff.Collins@FOXNEWS.COM>
Subject: RE: CPMs

Hi Jeff,

[redacted]

Let me know if there is anything I can help with.

Thanks,
Mackenzie

From: Collins, Jeffrey
Sent: Wednesday, December 23, 2020 12:59 PM
To: Mucci, Mackenzie <Mackenzie.Mucci@FOXNEWS.COM>
Subject: Fwd: CPMs

Hi Mackenzie,

[redacted]

Thank you.
Jeff

Exhibit
934

From: Briganti, Irena <Irena Briganti@FOXNEWS.COM>
Sent: Wednesday, December 23, 2020 12:54 PM
To: Collins, Jeffrey; Cronin, Caley
Subject: RE: CPMs

Thank you, Jeff – while we have you, is the near 40% accurate here?

https://variety.com/exec/tucker-carlson/

From: Collins, Jeffrey <Jeff.Collins@FOXNEWS.COM>
Sent: Wednesday, December 23, 2020 12:43 PM
To: Cronin, Caley <Caley.Cronin@FOXNEWS.COM>
Cc: Briganti, Irena <Irena.Briganti@FOXNEWS.COM>
Subject: Re: CPMs

Hi Caley,

I would refer to it as double digit price increases vs upfront (not year ago).

Also, what they are referencing about cpm's is accurate. With the decrease in high priced political advertisers as well as normal seasonal demand news CPM's are down in Dec vs Nov. that said, we have not decreased our pricing in market. We just have less of the high priced politicals.
Thank you.
Jeff

From: Cronin, Caley <Caley.Cronin@FOXNEWS.COM>
Sent: Wednesday, December 23, 2020 12:36:47 PM
To: Collins, Jeffrey <Jeff.Collins@FOXNEWS.COM>
Cc: Briganti, Irena <Irena.Briganti@FOXNEWS.COM>
Subject: CPMs

Hi Jeff

We heard back from the Business Insider reporter and she sent us the below to respond to. Are you okay with the language we have in red as a response? Just want to make sure we are accurate when we go back to the reporter.

Thank you

We also have a line from a tech data company who tracks CPM pricing and reports a decrease at Fox News, as well as at other news networks in the post-election period.

FOX News pointed out that just within the past two weeks, the network has seen strong volume and showing above a 10 percent increase year over year. Additionally, the network is also seeing strong interest in the Georgia Senate runoff race – with an uptick in political spending across the channel surrounding the election – as well as an increase in interest surrounding inauguration. We expect strong demand through January and the first quarter.

Exhibit 671

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

US DOMINION, INC., et al,
Plaintiff,

vs.

SIDNEY POWELL, et al,
RUDOLPH W. GIULIANI,
MY PILLOW, INC, et al
Defendants.
_____/

Washington, DC
June 24, 2021

21-CV-040
21-CV-213
21-CV-445

TRANSCRIPT OF IN-PERSON MOTIONS HEARING
BEFORE THE HONORABLE CARL J. NICHOLS
UNITED STATES DISTRICT JUDGE

APPEARANCES:

For the Plaintiff:
THOMAS CLARE
MEGAN MEIER
CLARE LOCKE LLP
10 Prince Street
Alexandria, VA 22314
(202) 628-7401

STEPHEN SHACKELFORD, JR.
DAVIDA BROOK
JUSTIN NELSON
SUSMAN GODFREY L.L.P.
1301 Ave of the Americas, 32nd Fl
New York, NY 10019
212-729-2012

For Defendant Powell:
HOWARD KLEINHENDLER
HOWARD KLEINHENDLER ESQUIRE
369 Lexington Avenue, 12th Floor
New York, NY 10017
917-793-1188

For Defendant DTR: LAWRENCE J. JOSEPH
LAW OFFICE OF LAWRENCE J. JOSEPH
1250 Connecticut Avenue, NW
Suite 700-1A
Washington, DC 20036
(202)355-9452

For Defendant Giuliani: JOSEPH D. SIBLEY, IV
CAMARA & SIBLEY LLP
1108 Lavaca St
Suite 110263
Austin, TX 78701
713-966-6789

For Defendant Lindell: DOUGLAS A. DANIELS
HEATH NOVOSAD
DANIELS & TREDENNICK PLLC
6363 Woodway Drive, Suite 700
Houston, TX 77057
713-917-0024

For Defendant MyPillow: ANDREW D. PARKER
PARKER DANIELS KIBORT LLC
123 North 3rd Street, Suite 888
Minneapolis, MN 55401
612-355-4100

NATHAN LEWIN
LEWIN & LEWIN, LLP
888 17th Street, NW, 4th Floor
Washington, DC 20006
(202) 828-1000

Reported By: LORRAINE T. HERMAN, RPR, CRC
Official Court Reporter
U.S. District & Bankruptcy Courts
333 Constitution Avenue, NW
Room 6720
Washington, DC 20001

P R O C E E D I N G S

THE COURT: Good afternoon.

COURTROOM DEPUTY: Good afternoon, Your Honor. This is Civil Case year 2021-040, US Dominion, Incorporated, et al versus Sidney Powell, et al; Civil Case 21-213, US Dominion Incorporated, et al versus Rudolph W. Giuliani; and Civil Case 21-445 US Dominion, Incorporated, et al versus MyPillow, et al.

Counsel, please come forward to the lectern and introduce yourselves for the record, beginning with the Plaintiff.

MR. CLARE: Good afternoon, Your Honor.

THE COURT: I should have said this. Sorry. In terms of the speaking, here, I think it is justifying if whoever is at the lectern takes off his or her mask; that should be fine.

And I have a particular order of operations that I'd like to do the hearing in, but first let's have counsel state their appearances, just so I know who will be standing up on behalf of the various parties, and then I can lay out how I would like the argument to go. Please introduce yourselves and then we will do that.

MR. CLARE: Very well. Thank you, Your Honor.

My name is Tom Clare from Clare Locke, LLP, appearing on behalf of the Plaintiffs in all three of these

matters. With me at counsel table and arguing today is my partner Megan Meier. And then from the Susman Godfrey firm, we have Justin Nelson, Stephen Shackelford, Ms. Davida Brook; and also at counsel table, but not arguing today, is Dean Rodney Smolla, the dean of the Delaware Law School of Weidner University.

I'd also like to introduce to the Court our client, founder and CEO of Dominion, Mr. John Poulos, who will be observing today.

THE COURT: Good afternoon and thank you, Mr. Clare.

MR. PARKER: Good afternoon, Your Honor. Andrew Parker of Parker Daniels Kibort, representing MyPillow, Inc., and with me at counsel table today are Joe Pull from our office and Nathan Lewin, who is part of our legal team.

In addition, on the line, because he was unable to travel due to surgery not long ago, in a directive from his doctor not to, is Alan Dershowitz, part of the MyPillow legal team.

THE COURT: Good afternoon.

MR. PAKER: Thank you, Your Honor.

THE COURT: Thank you.

MR. DANIELS: Good afternoon, Your Honor. This is Doug Daniels from -- not to be confused with Parker Daniels. I am with Daniels and Tredennick in Houston, Texas. We are

counsel for Mr. Lindell individually. With me at counsel table, who will be taking part in part of the argument, is Mr. Heath Novosad. And, Your Honor, I would like to introduce to the Court, Mr. Mike Lindell, founder and CEO of MyPillow.

THE COURT: Good afternoon.

MR. DANIELS: Good afternoon.

THE COURT: Thank you, Counsel.

MR. DANIELS: Thank you, Your Honor.

MR. SIBLEY: Good afternoon, Your Honor. I am Joe Sibley on behalf of Defendant, Rudolph Giuliani, with the law firm of Camara and Sibley from Houston Texas. It is just me this afternoon.

THE COURT: Good afternoon. Anyone else? Yes, of course.

MR. KLEINHENDLER: Good afternoon, Your Honor. My name is Howard Kleinhendler. I represent Sidney Powell and Sidney Powell, PC. I would also like to point out to the Court that Ms. Powell is here. Thank you very much.

THE COURT: Good afternoon.

MR. JOSEPH: I think I am the last one, Your Honor. Larry Joseph or Lawrence Joseph, I should say. Office of Lawrence Joseph. I've appeared for all three Powell Defendants, but I will be arguing today for Defending the Republic.

THE COURT: Thank you. Good afternoon, Counsel.

So as I mentioned, whoever is going to be speaking, please come to the podium. You are free to remove your mask to do so. As people may know, we have an overflow courtroom and some people on the line, and I think that will facilitate their understanding of what is going on today.

We are here on various motions to dismiss. I reviewed all of the papers. I am very familiar with both the relevant legal standards and the arguments the parties have made.

Here is how I would like to proceed today. Obviously, these are Defendants' motions, but I think for my purposes I'd like to essentially bifurcate the hearing. And I want to start, first, with what I would consider to be the 12(b)(6) arguments, the defamation arguments.

I, actually, have a particular order in which I think those should go. I intend to hear from the Defendants first. I think I would like to hear first from Ms. Powell and -- I will call them the Powell Defendants' -- lawyer or lawyers who will argue the arguments that those Defendants make; then the Lindell, MyPillow, Defendants; and then the Giuliani arguments, which I think are different and, I think, unique to the particular Plaintiff that we have here. I will then hear from Plaintiff's counsel, whether it is one or more, in response to those 12(b)(6) arguments,

essentially. And then I will give the Defendants an opportunity for a short reply.

At that point, we would go to the second part of the bifurcated hearing, which is essentially, in my view at least, the personal jurisdiction and venue arguments, which are not made by Mr. Giuliani

So at that point I would expect to hear from Lindell and MyPillow Defendants. I don't particularly care in which order those two defense groups, essentially, present their arguments, but then again, we will turn to the Plaintiffs for their opposition and back to the Defendants for their reply.

Depending on how long we go, it may be that we take a brief recess in between the bifurcated sections, but it may not be necessary. As I said, I am quite familiar with the various arguments, the allegations, the case law and the like. While I have some very specific questions, as you can imagine, I don't think people need to reargue every point that's made in their briefs. This is designed to focus on the points you think are most important for you to make to me or for me to ask you about.

With that, I would like to start with, as I said, the defamation arguments and to begin with the Powell Defendants. My sense is that means you, Mr. Kleinhendler.

MR. KLEINHENDLER: Yes, Your Honor. Good

afternoon.

I would like to mark an exhibit, which I point -- which I sent to the Court's clerk this morning. It is simply the full Complaint and exhibits from the case we filed in Georgia, which was referred to in our brief. I thought it would be handy if we can just have it in font of us. It will figure into the argument.

THE COURT: Okay. Plaintiffs have any objection to marking an exhibit, for what it's worth, on a Motion to Dismiss?

MR. CLARE: Your Honor, we would certainly object to the Court considering receiving exhibits or other potential materials outside of the four corners of the complaint for purposes of the 12(b)(6) motion.

THE COURT: Thank you.

Certainly, I am happy to accept the exhibit; and that's why I said, "I will accept it for what it's worth," which I think is also true with respect to other evidence that at least some Defendants have submitted in connection with their Motions to Dismiss.

MR. KEINHENDLER: Thank you, Your Honor. This is Defendant's Exhibit 1.

Your Honor, I start with a reference to the *Kahl* case, 856 F3d. 106, which says, "A Motion to Dismiss in a defamation case should be quickly weeded out."

So while 12(b)(6), there is certain deference to the pleadings, but defamation cases, as this Court has recognized, are different.

Now, there is no dispute from the Plaintiff that they are a public person within the context of New York -- *Sullivan versus New York Times*. They don't dispute it. What that does is, it brings into play here an obligation by the Plaintiffs to show with clear and convincing evidence that Ms. Powell acted with malice.

Malice, Your Honor, has been recently decided -- has been recently discussed in the *Tah* case. I will be referring to the *Tah* -- and that is T-a-h -- *versus Global Witness* 991 F3d. 231; that's the D.C. Circuit, decided on March 19th, 2021. Your Honor --

THE COURT: I'm familiar with it.

MR. KLEINHENDLER: Yes. There, Your Honor, in order to establish malice, the Plaintiff must show with clear and convincing evidence that the speaker made the statements at issue with knowledge of its falsity or with reckless disregard as to whether it was false or not.

And, Your Honor, it has to be a high degree of awareness of probable falsity. And then I quote one more line, as the standard, and that is, "the speaker's failure to meet an objective standard of reasonableness is insufficient. Rather, the speaker must have actually

harbored subjective doubt." I am reading to you, Your Honor, from Page 240 of the opinion.

So, now, as we pointed out in our papers -- and I take issue with Plaintiffs' counsel when he says that the pleadings Ms. Powell filed in other states are not in the case. It simply is not true, as we point out in Page 33 of our moving brief, these complaints are referred to at Paragraphs 6, 77, 82, 85, 87, 89 of the Complaint.

Further, this Court is well aware that it can take judicial notice of publicly-filed documents, which are all available on PACER.

There is also no question before this Court that these documents, Your Honor, were not only on PACER but they were published on the DTR website so that anybody would have access to them.

So now the question before this court is, can the Plaintiffs make out a case of actual malice in the face of an attorney filing an amalgam --

THE COURT: Do you agree that there are statements that Dominion says are defamatory that Ms. Powell never said in litigation and don't relate to litigation or things that were said in litigation. Correct?

MR. KLEINHENDLER: No. I'm sorry. I'm only aware of two statements, and I will get to them.

THE COURT: Let's focus on those, why don't we?

MR. KLEINHENDLER: Sure. So the first thing -- and I apologize, when I refer to exhibits, just look at the tabs in the binder because some of the exhibit tabs are off.

If you look at Exhibit 6 in the binder, which it's filed document 1 sic, if you look at the top. And then go to the second page, Your Honor. I am holding this up for you to see. They allege that this document from the State of Georgia, Office of the Secretary of State, they say this is not an authentic document. By saying that, they are alleging that Ms. Powell acted with malice.

There are two very simple answers. Number one, there is nothing on the face of this that says it is inauthentic; however, even if you accept their position that it is inauthentic, it is not defamatory. This document talks about how good and valid the Dominion systems are. If you just read it, it says that these systems -- I am in the middle of the page -- have been thoroughly examined and tested and found to be in compliance with the applicable provisions of the Georgia Election Code. This is a document that says Dominion is the best thing since sliced bread.

THE COURT: I don't think you are focusing on the same statements that I am focusing on.

For example, Dominion relies on a November 17, 2020 News Max interview, where Ms. Powell is quoted, as alleged in the Complaint saying, We got the evidence from

the mouth of the guy who founded the company. The founder of the company admits he can change a million votes, no problem at all. She is asked by the interviewer, The founder of Dominion admitted a long time ago, recently to you? Tell us more, please. Powell says, Publicly, I will Tweet out the video later and I will tag you in it.

You, I think, do not contest for purposes of the Motion to Dismiss that those statements were false; that it's alleged those statements are false in the Complaint and you don't contest that. What you say is that those statements, either no reasonable juror could conclude they are anything other than opinion or they can't evidence actual malice.

To my knowledge, at least, that statement does not reference any evidence or declaration or information that was in litigation. Correct?

MR. KLEINHENDLER: Partly incorrect. The statements as to Mr. Coomer are set forth at length in the Michigan Complaint. I didn't bring the Michigan Complaint, but the Michigan Complaint has paragraph after paragraph after paragraph of quotes and Facebook posts and Twitter posts of Mr. Coomer alleging that he could fix the election; that Mr. Trump is a horrible human being. There is a lot of profanity there. I cite that to you on Page 33, Note 7. So it is before you.

What we didn't say is, though the notion of a million votes -- so there is in the evidentiary record in the cases filed, paragraph after paragraph about Mr. Coomer saying he could rig this election. He did not say the words "a million votes", and I don't believe the words "I have a video" are mentioned in the Complaint; however, the sum and substance of that statement, Your Honor, that the head of Dominion basically had the ability to change the votes, that is front and center of the Michigan Complaint filed the same day as the Georgia Complaint I brought you.

THE COURT: Is that a proveably true statement? You argue it's not. You argue no reasonable juror could conclude it is not anything but a statement of opinion.

MR. KLEINHENDLER: I will make two arguments. And I want to focus on this, when I say no reasonable juror would believe it as fact, I based it on the *Keohane* case and its progeny; that says when you lay bare, that which we have done in four lawsuits --

THE COURT: Was there a video laid bare somewhere?

MR. KLEINHENDLER: No. No. No.

THE COURT: So there is no fact laid bare on which the opinion, in your view, was based on. Even if it is a statement of opinion, cases are pretty clear that if the opinion suggests that they are based on actual facts that have been put out there and those facts either don't exist

or are untrue, that those statements of opinion are still actionable.

MR. KLEINHENDLER: I want to point out, we have never conceded that what we have said is untrue. That is not the case.

THE COURT: I have not said you conceded it. You have to assume that Dominion's allegation that every statement made by your client was false. They allege that and you can't argue otherwise for purposes of your Motion to Dismiss.

MR. KLEINHENDLER: That's correct. However, what I would argue to you on this line of questioning, which is out of 124 paragraphs, it's the only line more or less that isn't in a lawsuit. What I would argue to you, Your Honor, is look at the Michigan lawsuit -- I would be happy to provide it to you -- and see at what lengths we quote Mr. Coomer, and the fact that we are missing a video or the fact that we don't say "a million votes" --

THE COURT: Is it your view if someone makes patently false statements in a lawsuit and then repeats them to the press, that those are not -- the statements to the press -- are not actionable?

MR. KLEINHENDLER: They cannot be assumed to be patently false --

THE COURT: Not assuming. I am saying if they are

patently false, statements that are made in litigation and then are repeated to the press, in your view, are they not actionable because the speaker is talking about something that was stated in litigation?

MR. KLEINHENDLER: It depends. When you get to what a speaker says, and when it is something in litigation, you have to get to, was there a malicious intent? These are public figures. You can't get away from the malicious intent. So you have to reach the conclusion that Ms. Powell knowingly or with a reckless disregard looked at the sworn affidavits.

Now, Judge, we are not talking about pleadings. We are not talking about a Rule 11 level of candor. We are talking about the sworn affidavits. The moving complaint. What the company by affidavits and declarations, not even Rule 26(d) expert reports, which are just signed.

These are sworn documents by individuals that set forth in detail the basis of their analysis. These aren't just gossip. These were people that set forth the basis with screenshots, with discussions of website URLs that they found.

In order for this case to be actionable, you must conclude, contrary to what I believe the *Tah* case says and what the *St. Amant* case says, the Supreme Court case, is that she, a lawyer, had a very -- had a subjective doubt

about the truthfulness of the documents that she put in, which were sworn. Sworn, sir.

THE COURT: I don't have to conclude anything at this point. All I'm asked to do is decide whether Dominion has adequately alleged facts from which a juror could conclude that she had either the intent or reckless disregard.

MR. KLEINHENDLER: That's correct.

THE COURT: You have to assume that for purposes of this motion all of their well-pleaded allegations are true.

MR. KLEINHENDLER: Correct.

THE COURT: You rely on a lot of cases that single out particular things like motive or inherent improbability about a particular statement, and it is true that lots of cases say those things -- like an allegation of ill will is insufficient by itself to plead reckless disregard or intent.

Here Dominion argues, at least, and I will certainly ask them some questions about it, that you have various indicia or various factors that together demonstrate at least that a reasonable juror could conclude that Ms. Powell had at least reckless disregard for the truth of her statements.

MR. KLEINHENDLER: And *Tah* says that everything

that Dominion says doesn't add up to a claim. So let's just look at it.

Tah says there was suspicion that the parties approached the report that they made about the Liberian executives who were accused of taking a bribe. They said the Defendant approached with suspicion; that's what Dominion says. The Court says, It doesn't matter.

Dominion says, They failed to credit denials. The Court says in *Tah*, It doesn't matter. Even the dissent, the dissent there, Your Honor, says the only reason he was going to credit the denials is because the Defendant in *Tah* had no evidence supporting its claim that these people received a bribe from --

THE COURT: Dominion alleges that Ms. Powell intentionally lied about evidence that doesn't exist; that wasn't the case in the D.C. Circuit opinion.

MR. KLEINHENDLER: That's a nice statement. What is the evidence?

THE COURT: I will certainly ask them that, but it seems to me that I just identified an allegation that there was a video. You just conceded there is no such video or her statements didn't rely on such a video.

MR. KLEINHENDLER: Your Honor, again, I don't want to concede anything. All I'm saying is the video which was referred to here was not included as an exhibit to any of

the claims we filed.

Second, even if she claims there was a video, you would have to conclude that she did that, when not believing at the time she said it that there was no video.

In other words, if she stands up --

THE COURT: Again, I am not concluding anything. The question is whether they pushed this complaint over the 12(b)(6) standard for purposes of a Motion to Dismiss where I have to assume every single fact they pleaded is true, including her financial motive for doing what she did, for the statements that she made, they allege all sorts of specific financial motives that Ms. Powell had for purposes of making the statements. They alleged she had a motive in her representation of Mr. Flynn.

Again, I am not saying any of this is actually true. I am saying, they allege it. And they are specific facts, and I have to assume they are true for purposes of the Motion to Dismiss.

MR. KLEINHENDLER: Fine. Let's talk about Flynn. The facts have to relate to the defamatory conduct. Her defense of Flynn has nothing to do --

THE COURT: They said that she made the statements for the purposes of getting a pardon. They allege that. I don't know it's true. Do they not allege it?

MR. KLEINHENDLER: They allege it, Your Honor.

THE COURT: Are you saying it is an implausible allegation?

MR. KLEINHENDLER: Yes.

THE COURT: You don't argue that in your brief.

MR. KLEINHENDLER: Well, Your Honor, what we argue in our brief is that an attorney who files lawsuits and talks about the lawsuits and maybe sometimes might exaggerate one or two points that at least in essence around the lawsuits, but in the political arena she might have said, Well, he could flip a million votes. The words "a million votes" may have been an opinion, but the fact of the matter is, we are talking about what is defamatory language here.

When you have an attorney that files -- in the four separate lawsuits, Your Honor, we counted it up, there are 170 separate sworn affidavits/declarations from experts, from just plain men and women who are observers or monitors. You cannot reach a conclusion that there was a sufficient malice in order to sustain even at the pleading stage. Again, I go back to what I started at, defamation claims are different.

THE COURT: What more, in your view, would Dominion have had to plead to get past a Motion to Dismiss for actual malice? To have Ms. Powell on video saying, I knew this was false, or what short of that would they --

MR. KLEINHENDLER: They would have to say, This was false. They say it on an information and belief. They don't even allege pro haec verba in this complaint that Ms. Powell knew that what she was saying was false. I don't believe it's in here. It's on information and belief. I think what they would have to have to bring this case and sustain it is they would have to have a witness.

THE COURT: If they put in here, she knew or acted with reckless disregard because -- and had all of the facts they alleged here -- would that have been sufficient?

MR. KLEINHENDLER: No.

THE COURT: What more would they have had to plead?

MR. KLEINHENDLER: I think they would have had to bring in one of the witnesses and say, This affidavit that Ms. Powell put forward, it's a lie. I never signed it. I never said those statements. She paid me to lie to the Court. None of that is here.

In other words, you can never -- no lawyer is safe in a case that he or she brings under Dominion's view of the world, because if they don't like the allegations, all they have to do is walk in here and say, The allegations are false. That cuts across the holding of *Tah*, which says that not heeding denials is not a basis to show malice.

Effectively, what Dominion is doing to this Court

is a dressed up denial. Deny, deny, deny and here is why we deny. But when it is based on sworn affidavits that set forth all of the bases for what she is saying, a lot of her statements, Your Honor, that they quote, if you listen to the whole statement, she says in those statements, I have evidence. I have an affidavit. I have a whistleblower. She refers in the statements to the basis of what she is saying.

There are two ways to cut those arguments. One argument is that because the affidavits and the statements are in the public view under Colorado, very clear-cut precedent; that's opinion. Not because she doesn't believe it's true. It's opinion because the reader can go and look it up and figure out for him or herself whether it's true.

Even if you were to reject that argument --

THE COURT: Now that you are on the question of opinion versus statement of fact, just to pick out a different allegation in the Complaint, Dominion alleges that Ms. Powell stated that Dominion was "created to produce altered voting results in Venezuela for Hugo Chavez, and then shipped internationally to manipulate votes for purchase in other countries, including this one," Paragraph 181(e) or (c).

MR. KLEINHENDLER: Yep.

THE COURT: Your position is that no reasonable

juror could conclude that that was a statement of fact.

MR. KLEINHENDLER: Because that statement was based on an affidavit, which is before you as Exhibit 2 in your binder. It is redacted, but in the Georgia court we submitted the unredacted version. But even what is publicly available through the redaction, the sworn affidavit says exactly --

THE COURT: What if the affidavit is false?

MR. KLEINHENDLER: Even if the affidavit is false --

THE COURT: We are not talking about mens rea. We are on the question of whether it is provably false or an opinion. If she says, I have a declaration that Judge Nichols committed a felony last year and she, in fact, has a declaration that says that, and the declaration is untrue, is her statement that Judge Nichols committed a felony last year, is that a provably false statement or is that an opinion?

MR. KLEINHENDLER: I would argue to you, Your Honor, under the law, unless she had a bad motive --

THE COURT: No -

MR. KLEINENDLER: -- it is an opinion because she is setting forth the basis of what she is saying. These are -- Your Honor, if I say that John Doe is a thief because I have evidence that he is a thief, here is a forged document,

and show the world the forged document, even if the document is not credible, I have stated an opinion, that's what the law says.

THE COURT: If you say Judge Nichols is a thief, false stop --

MR. KLEINHENDLER: If I just said, Judge Nichols is a thief. Stop. It's defamatory. If I said, Judge Nichols is a thief because I have an affidavit from his law clerk who says, I witnessed him stealing, and it turns out that that law clerk was lying, I have stated an opinion, Your Honor.

THE COURT: Did Ms. Powell make that November 13th statement qualified with based on a declaration --

MR. KLEINHENDLER: Many times. I lost track of time and dates, but every time she referred to that line she said, I have a whistleblower affidavit. I have a whistleblower affidavit. This is what she was talking about. That is why I urge you, Your Honor, before you come to a conclusion, just take a look at Exhibit 2 in the binder. Look at what this man says, and look at what his basis for saying it is and he swears to it.

It's not a one-word but an eight-page affidavit with a lot of details. It, basically says exactly that, that Dominion -- if you go through the affidavit, it says in sum and substance, sometimes pro haec verba that Dominion

was using the software that was created by Smartmatic. And Smartmatic was created for the sole purpose of manipulating the Venezuelan elections. And that is right here in the affidavit and she referred to it every single time and provided it to the public. Therefore, it is an opinion based on Colorado Supreme Court law, which Your Honor, I believe, governs.

THE COURT: The things that are not supported by declarations, what is your opinion?

MR. KLEINHENDLER: Again, the only thing I see in the Complaint not supported by declaration are the two issues. One is the Georgia document, which I have shown you is Exhibit 6, in this binder. And it's not a defamatory statement because that document says how great Dominion is; so that is just an irrelevant issue. The only other issue you have is in connection with Mr. Coomer.

Yes, we don't have an allegation that says exactly those words, but we have allegations that basically add up to the same thing. So on that I would argue it's an opinion. It's bit of a hyperbolic statement. It's a hyperbolic characterization for factual allegations set forth in the Complaint that are backed up by xx Mr. Consum's Facebook posts, which he tried to erase, which we pulled, by his various statements. And I urge you to review that. When you just knock out the Georgia document and knock out

the million votes statement, everything else is embedded in these lawsuits. And unless there are -- you can't just say, We think Ms. Powell is a bad guy. We think Ms. Powell didn't believe in what she was saying. That is not enough. It's not enough even on a Rule 8 plating stage and that's what *Tah* says. You need to be able to show clear facts. And under these circumstances, Your Honor, they can't get there.

I know 12(b)(6), I get it, but here it is a much heightened standard. It's like a Rule 9(b) analysis. If you don't have the what, when, where and how in the pleading, they don't get to first base even on a 12(b)(6).

THE COURT: Thank you. I would like to hear from either Mr. Lindell's or MyPillow's counsel. I think they have similar issues, especially on mens rea. Thank you.

Mr. Parker.

MR. PARKER: Your Honor, Counsel, in representation of MyPillow I would say, first, that I don't think that many of the issues in the Sidney Powell case are the same as the issues as they relate to MyPillow. Some of them are. They do overlap. But we argue, certainly, independent of the arguments made by Sidney Powell.

THE COURT: Certainly, the statements are different. The allegations relating to reckless disregard or knowledge are different. But your client, just like

Ms. Powell, is arguing that the Complaint, as to your client, does not accurately allege actual malice.

MR. PARKER: It does not allege actual malice; that's correct.

THE COURT: Does not allege actual malice.

So why isn't this case a lot different -- for example, the recent D.C. Circuit opinion or other cases where, perhaps, one type of allegation, the allegation of ill will or motive, is insufficient without more to get past a Motion to Dismiss?

Again, I will hear from Dominion about this, where they say, We have inherent and probability. We've alleged that. We've alleged a motive. We've alleged other reasons to at least plausibly conclude that Mr. Lindell had reckless disregard. So we are not relying, essentially, on one piece of evidence. It is the whole piece or all of the pie, and with all of the allegations we are putting together a reasonable juror could conclude -- not would but could conclude -- that Mr. Lindell at least acted with reckless disregard. Including the recent D.C. Circuit opinion.

MR. PARKER: It's not different at all. The *Tah* case, the *Jankovic* case, the *McFarlane versus Sheridan Square* case, the *Lohrenz* case, the *Fairbanks* case -- in particular the *Fairbanks,* the smaller case -- *Parsi, Arpaoi versus Zooker.* All of them.

And on the other side, by the way, all of them dismissed. All of them had multiple interlocking claims and allegations, just like Plaintiff's counsel put in their complaint. And the reason they put that in their complaint is they do defamation law. They do it all of the time. They are aware of these cases and they are trying to plead around the cases, but they can't do it. And they haven't done it here.

As it relates to *McFarlane versus Sheridan* in particular, Your Honor, there there was reliance by the Defendant on questionable sources. That's what it is alleged. Also, they had -- the Defendant, on the other hand, had some reason to believe that what he was saying was true. Investigation by government entities defeated the claim of inherent improbability.

Your Honor, there are investigations going on in this country right now regarding the very issues that Mike Lindell raised on the election.

Again, *McFarlane versus Sheridan Square*, investigation by government entities defeats the claim of inherent improbability, as it should be. The context of this case is important. It's important because something that is inherently improbable at one time might not be inherently improbable at all at another time.

For example, if you were to say Ford Motor Company

puts cars out on the road, which in a fender bender they blow up. That would be defamatory today. But if you said it back in the Corvair or the Ford Pinto era, it might not be defamatory at all. It wouldn't meet the actual malice, reckless disregard standard.

Inherently implausible. Gee, it is entirely implausible that the Wuhan virology lab could have been the origin of COVID-19. In fact, you get deplatformed if you say such a thing and get fired; that was a few months ago. Today that's not the case at all. Now it is becoming widely recognized.

So this concept of inherent improbability has been rejected, rejected, rejected. What is remarkable, Your Honor, is that Plaintiffs are unable to identify virtually any case in this jurisdiction that supports their standard of the law on 12(b)(6) as it relates to reckless disregard.

The *Zimmerman* case also gives us a clear picture as to what the boundaries of *New York Times versus Sullivan* are all about. You go through all of the cases I cited, all of them dismissed, all of them had interlocking theories including --

THE COURT: Were they all Motions to Dismiss?

MR. PARKER: Not all of them. Half were Motions to Dismiss and half Summary Motion on Judgment. At least half of them were Motions to Dismiss.

Zimmerman was a case that went the other way and found, this is enough. You ask the question, Well, what would enough would be? It is a good example of what good enough would be. We don't have that in this case.

THE COURT: In your view, in this case, what more would Dominion have had to plead to survive a Motion to Dismiss?

MR. PARKER: I don't think that they could have pled anything, because they cannot get actual malice. No matter what they plead. They could amend their complaint until the cows come home. Actual malice doesn't exist in this case.

Now, if they had a case -- which they don't -- in which somebody signed an affidavit and then recanted publicly that affidavit and then after that somebody came out and relied on the affidavit after it had been recanted, then you might have actual malice. If they had a witness that said, MyPillow came to me and said, the things Mike Lindell are saying are completely false and he knows it. There is none of that. This case doesn't even come close, really, at all, to the line that this jurisdiction has established for proving actual malice. They haven't alleged anywhere near where that line is.

You've got cases involving -- preconceived story line, which is what they allege; highly unreasonable conduct

or a departure of what would be normal to investigate, which they allege. Ill will, profit motive. Several of these cases have profit motive involved. Not enough. None of these cases are enough.

THE COURT: I agree there are cases that say that is not sufficient by itself. Do you have a case where a complaint did not survive a Motion to Dismiss where the Plaintiff alleged questionable sources, inherent improbability, preconceived story line, ill will and profit motive? Is there a case where a court has said, even though the Plaintiff alleges those five categories of evidence of mens rea, we think that it does not adequately allege actual malice?

MR. PARKER: I think you should look at *Tah*. You should look at *Fairbanks,* as well as *Lohrenz* and *Parsi*.

THE COURT: Which is your best case and why? It's not very helpful just to tell me the case names. I need to know, are they a Motion to Dismiss, which of the factors were relevant there and what did the Court say about why the allegations were not sufficient.

MR. PARKER: *Fairbanks*' Motion to Dismiss was granted. The Court stated the complaint must present clear and convincing evidence of actual malice. Plaintiff claimed in that case that Defendant, even there, that the Defendant knew the statement was false. So that allegation -- which

Plaintiffs here don't even rely on. They are really focused on reckless disregard. In that case Plaintiff claimed Defendant knew the statement was false. In addition, Defendant was alleged to have unreasonably taken extreme departure from professional standards.

In that case, there were allegations of an elicit motive, which I would argue could either be illegal, could be profit motive. I believe in that case it was illegal motive.

Something else Plaintiffs have raised, failure to retract. And the Court stated in that case, especially given the public debate, a very important clause, Your Honor. Especially given the public debate regarding the okay hand gesture, which is what was at issue in the *Fairbanks* case. At the time, Plaintiff's allegations do not provide clear and convincing evidence with actual malice with all of those put together. In fact, the Court stated in *Fairbanks,* Your Honor, that all of those things put together, "do not come close to meeting the actual malice standard". If that case does not come close, this case is a distance even further down the path.

And I think it's worth noting -- and I underscored it a minute ago, "especially given the public debate" -- I underlined as what the clause that the Court set forth in *Fairbanks*, or used.

Because of that, because you have such a public debate on this issue, millions of people on each side of the issue, investigations going on, audits going on around the country related to this issue. For years Dominion election system's hackability and questionability as to its integrity has been challenged in the public.

In fact, US Senators have repeatedly stated that this is of grave concern. The *Curling* case in Georgia, a federal district court judge took hours and hours of testimony and wrote a 50-page opinion about Dominion election system, who comes in here, like a paragon on a white horse or white steed. As this paragon of honesty and integrity in the election system and tries to make Mike Lindell out to be a wild-eyed crazy guy.

You've got a federal district court judge that wrote pages about the hackability and the lack of security of Dominion election systems. You have US Senators, Amy Klobuchar, on Meet the Press just a couple years ago saying 21 states were hacked, and they didn't know about it for a full year.

THE COURT: Dominion is not arguing that it would have been defamatory to say that Dominion is at risk of being hacked or that there is a risk of election systems generally being hacked. They are saying what is defamatory is that your client says, we intentionally aided in election

fraud. That is way different than saying, we are at risk of being hacked.

MR. PARKER: Is it reckless disregard to say that in light of all of the facts --

THE COURT: I'm saying, the public debate about election security and statements by various people that there are concerns about election security are not the same as saying a particular company intentionally committed voter fraud. So you can't rely, in my view, on general concerns about election security that other people are stating to get at the question of whether someone claims that the Plaintiff was engaged in intentional voter fraud, whether that is defamatory and whether that was stated with actual malice. I'm not saying that that solves -- that that answers the problem. I just think that these are wildly different kinds of statements.

MR. PARKER: Your Honor, I want to suggest another way to look at that. I am not saying that the statements made prior to this election are statements that categorically support a specific statement that was made.

What I am saying is all of that is context upon which the statements that were made and whether or not they are made with reckless disregard. You have to look at that. And that goes back to the Corvair/Ford Pinto. If there are none of those facts, then maybe it is a wild-eyed statement.

But with all of this history, then you fast forward to after the election and have a number of other facts upon which Mr. Lindell relied, you have affidavits that were submitted, including from a Dominion representative who said things were scanned multiple times and was allowed to happen through the Dominion system, you have algorithms that were analyzed.

Whether they want to claim that they were analyzed by cybersecurity people who had been debunked and smeared, well, that doesn't get by the necessary allegation to establish it was therefore made in reckless disregard. If that were the case, then any disagreement would place subjective intent on the part of the Defendant. This is about his subjective state of mind. It is not about some argument that Plaintiffs might have regarding how bad this expert is or that expert is.

So it's -- he's got support for that, as well as, since the election, government agencies, legislators and legislatures, have called for investigations. Investigations into these sorts of allegations and claims. Those investigations are going on right now. There is nothing that they could plead to get by a Rule 12(b)(6) motion because of that. It is that kind of public debate, Your Honor. It is that kind of hurly burly in the marketplace of ideas that this country is grounded on; that

the foundation of the First Amendment was written for.

New York Times versus Sullivan fully recognized it. It now gets handed off to this Court to be the gatekeeper, the guardian of the First Amendment, which is one of our most cherished principles. And you can't allow the case to continue, even one step beyond the 12(b)(6) motion, Your Honor, for fear that the First Amendment will chill and muzzle anyone who wants to step up to speak because they will see, Oh, my God! You will get sued. Can't talk to him. Can't say this. Can't say that. We will become a society where opinions will be shut down. That's how important this motion is. Not some future motion. This motion.

Thank you, Your Honor.

THE COURT: Let me just pause you there. Your client, unlike Ms. Powell, does not argue that the statements attributed to Mr. Lindell are a non-actionable opinion.

MR. PARKER: Correct. We do not argue that on 12(b)(6). We don't concede it but we are just saying it's not a basis for 12(b)(6). The statements by Mike Lindell are true. He knows them to be true and will prove it, whether it is in this courtroom or not. It should not be in this courtroom but it should be in the marketplace of ideas.

THE COURT: Thank you.

MR. PARKER: Thank you, Your Honor.

THE COURT: Mr. Daniels.

MR. DANIELS: Your Honor, Mr. Parker has covered a great deal of what I would otherwise say so I will not waste the Court's time repeating that. Despite the fact that I had a great-sounding argument in my head.

THE COURT: To me too.

MR. DANIELS: I will spare the Court that.

A couple points that we touch on in our brief, one is that the Supreme Court -- and we cite these cases -- have consistently held that private parties who run elections are in effect the state.

The *New York Times versus Sullivan* makes very clear, Your Honor, that if you are criticizing the government as an entity or a subset of the government as a group, as opposed to an individual within the government, that is not actionable. That constitutes prosecution for libel on government, which no court in this land has ever countered nor could they under the First Amendment.

We would submit to you that that is an additional reasonable to dismiss because Dominion in this context is the government, because they are administering the elections.

THE COURT: So your opinion is not merely that they have to satisfy the actual malice standard, but they

have -- even if Mr. Lindell knew that his statements were false and made all of them knowing that, Dominion still couldn't proceed here because it's a public figure in the sense that you are saying?

MR. DANIELS: They are the government. It's more than that. What happened in *New York Times versus Sullivan* is Mr. Sullivan was the commissioner of the police in Montgomery, Alabama. The ad in question in the New York Times didn't mention him by name or the police commission. They said the police are abusing people's rights -- I am paraphrasing -- in Montgomery, Alabama. He tried to make the argument that that's about me. And the Court specifically went out of its way to say, We can't say it is about you, because it's about government as a whole. It would be to basically shoehorn an argument libel against the government, which we are not going to do. We are not saying that Mr. Lindell -- well, if they are a public figure, at a minimum they have to meet the actual malice standard. No question at all. If they are the government, then they can't be defamed at all.

THE COURT: What is the best case for that proposition?

MR. DANIELS: The best case is for the private parties who run elections, being the government, I can cite two, Your Honor. One is *Terry versus Adams*, 345 US 461, US

Supreme Court, from 1953; and *Smith versus Allwright*, 321 US 649 from 1944. That was just one point I wanted to add to what Mr. Parker said.

It is with some trepidation that I disagree with Mr. Parker because I thought he did a very good job of laying out the arguments. The best case for us on dismissal -- so Iqbal versus Twombly -- the Court is very familiar what those standards, and I won't bore the Court with that. What I would submit to the Court is nowhere is that standard more rigorously applied than in First Amendment cases because the courts have an additional gatekeeping function. Mr. Lindell, as a practical matter, is not the only one in court today. Any American who ever intends to voice their opinion about matters as important as election security are here today. This Court's decision will set precedent.

So the line of cases from New York Times *versus Sullivan* on say, We are not only not going to punish people or make them face the inspector for liability saying things they have no reason to believe are false about public figures, we are not even going to make them second guess that and second guess their right to express their views on matters of public concern, for the sake of having to worry about if they are going to have to defend themselves in court or not.

This is not just a securities fraud case. This is

the First Amendment. They exist to protect and every lawyer in this courtroom took an oath to defend. So it is a high standard and it should be.

I submit the best case is the *Tah* case because in the *Tah* case you had allegations of a preconceived narrative. You had publication in the face of outright denials from some people who were involved in the transaction there. It had to do with allegations of bribery and the awarding of certain offshore Liberia concessions.

You had allegations that there was improper motive, that there was ill will harbored by the group publishing the report against Exxon, and specific facts about certain recipients of the alleged bribes, the payments that were just omitted that would have, perhaps, raised question about the veracity of the story. In the face of all of that, Senior Judge Collyer, from this court's sister court, dismissed that case and the D.C. Circuit affirmed that.

I think that, again, the *Fairbanks* case is very strong case but I think *Tah* is at least as strong.

I think that is probably all that I need to address that Mr. Parker has not already addressed. I would just reiterate what Mr. Parker said, that Mr. Lindell not only believes those statements that he made are true, he intends to prove they are true either here or in some other

court.

THE COURT: Thank you.

MR. DANIELS: Thank you.

THE COURT: Mr. Sibley?

Mr. Giuliani has made a unique set of arguments, so I thought on the defamation question it would make sense for you to go third or fourth, I guess. The podium is yours.

MR. SIBLEY: Your Honor, our motion is not very long. We basically made three points. The points are, number one, in this circuit, what are the types of damages that are cognizable for a corporate libel Plaintiff? We believe that *Martin-Marietta* and the cases that interpret Martin Marietta very clearly state that the only damages recoverable by a corporate libel Plaintiff are lost profits.

Actually, there was a case that was put in a notice of supplemental authority yesterday, it is called *Solers versus Doe*. I think it is a good case for that argument for us because that was a case where somebody had reported a copyright infringement to a third party, and so there was a lawsuit against John Doe. It was an anonymous speech issue. And the Court in that case basically looked at that and said, I will only allow the subpoena to go forward if I can see a plausible claim here under, basically, Rule 8. The appeals court basically says, That's

the correct analysis and cites *Martin-Marietta.* You have to show special harm in this circuit. But the Court didn't do the analysis under Rule 9(g), because under Rule 12(b)(6) the Court --

THE COURT: Let's assume that a corporate defamation Plaintiff is limited to lost profits or some other measure of corporate pecuniary harm --

MR. SIBLEY: Special damages.

THE COURT: Well, you say that, but what's your -- why are lost profits a form of damages that have to be pleaded specially under 9(g)? This courthouse is rife with complaints where companies seek lost profits and 9(g) is not typically applied to the allegations of lost profits. So how do you link lost profits as the measure of corporate damages to the requirement that they be pled in compliance with 9(g)?

MR. SIBLEY: Your Honor, I think *Martin-Marietta* relies on a case that's called -- I believe --

THE COURT: I agree Martin-Marietta says that corporate defendants -- I'm sorry -- corporate defamation Plaintiffs can only recover lost profits. It doesn't even hold that but I agree it says that.

MR. SIBLEY: I agree with you, Your Honor, but subsequent cases have interpreted it to be the law of the circuit --

THE COURT: There are a lot of cases in this courthouse, District and Court of Appeals, that have at least said that.

MR. SIBLEY: Agreed, Your Honor. Well, one of the cases that *Martin-Marietta* relies on to reach this conclusion is called *Golden Palace versus National Broadcasting Company.* It was a case where the case was dismissed for failure to allege particularized damages. There is another case I think is important and that is called *Art Metal.* We cited it in our motion, Your Honor.

THE COURT: Yes.

MR. SIBLEY: It is a case that is interesting because it talks about the distinction, to the extent there is any, between corporate, libel and injurious falsehood. Of course, injurious falsehood is where you disparage somebody's product as opposed to the reputation. It basically says there is essentially no difference. When you are a corporate libel Plaintiff, you can prove reputational harm but only measured by lost profits. If you have a claim for injurious falsehood, you have to claim lost profits based on the disparaging statement about the product.

THE COURT: Are you aware of any case that has held, in the defamation context, corporate Plainfiff's pleadings of lost profits are subject to 9(g)?

MR. SIBLEY: Yes, Your Honor. I believe we cited

-- I'll look at the motion again, but I believe we cited -- I believe the Golden Palace case fits that criteria, Your Honor, because it was clearly a defamation case. I believe there are others. I would have to go back and look at the brief. I feel very confident that in the context of special damages, lost profits stemming from a defamation claim that that would qualify as special damages under Rule 9(g).

Let's assume it doesn't. Let's assume you don't have to plead particularized special harm.

THE COURT: Fair enough.

MR. SIBLEY: I still think there is a problem with how they pleaded their complaint, because there is nothing to compartmentalize what Plaintiff has had what loss. Even the sort of boilerplate jurisdictional allegation, it doesn't say each Plaintiff has suffered more than $75,000 in harm. It just says the amount in controversy is greater than 75,000. So when you look at the damages allegation, everything is done as Dominion. Dominion had these losses. Dominion had these losses. I am not trying to be cute here, but how would a Canadian subsidiary, for example, have been harmed by Giuliani's statements? Maybe they were and had some allegations, but it would involve something like the government of Manitoba broke a contract with us because they listened to Giuliani's podcast or something like that. Right?

They also have to plead a causal connection. Right? Like, How did this happen? Even if the Court doesn't agree with me that lost profit damages have to be pleaded with a specificity required by 9(g), I think there is a general problem under 12(b)(1) that they had a burden to come back and show --

THE COURT: Why isn't it clear that at least one of the three Plaintiffs has adequately pleaded damages of more than $75,000? The damages in the complaint are above 600 million; so that would get you across the diversity threshold. Then as to the other two Plaintiffs, I could exercise supplemental jurisdiction.

MR. SIBLEY: Well, Your Honor, I think assuming there is not a specialized requirement under 9(g) --

THE COURT: You've been very clear and I'm not -- I well understand that you are making that assumption for purposes of the question.

MR. SIBLEY: Then I still think -- Your Honor, let's suppose it is 600 million for one Dominion company and $10 for the other two, you certainly can't aggregate claims together as Plaintiffs to satisfy the controversy requirement. I think if that's the case, they could plead for the Court's supplemental jurisdiction in that case. But as the pleadings stand right now, we don't know. We don't know who has the lost profits. We don't know who had to

engage in the supposed security measures to protect employees. We don't know who has what lost profits.

The other problem here, Your Honor, and obviously I am not -- you have to look at the face of the complaint, but the general way a holding company and subsidiaries work is, the subsidiaries generate the income and funnel it up to the holding company. Whose losses really are these? Does the parent company even have standing to sue for contracts that may have been lost by the subsidiaries? I think there has to be more. We just have to know more. Even under Rule 8 it doesn't satisfy the basic pleading requirements to demonstrate what injury and what Plaintiff has suffered.

THE COURT: I clearly understand that argument. Let's go back to the assumption that you were making. Let's assume there has to be specificity, substantial specificity, whether 9(g) or otherwise, for the kinds of damages that are lost profits or lost profit like by a corporation defamation Plaintiff. Why hasn't Dominion alleged them here? We had to incur a number of extra costs because of the defamatory statements. I think it's at least plausible to think that the extra costs would have an effect on profits or would create lost profits or effect their bottom line, and they also allege the future diminution in profits or corporate value as a result of defamation. They may not have a laundry list of contracts that they've lost or contracts

they would have procured but did not, but that's because we are only a few months out from the allegedly defamatory statements. What more are they supposed to plead, even if more specificity of the kind you are talking about is required?

MR. SIBLEY: Well, assuming I am correct about lost profits being the only form of damages, then they may not have it. It may not be ripe as to the contractship. If they are just projecting, we think people are not going to contract with us, that's speculative. That seemingly is the right you have to plead it with specificity under Rule 9(g), because when you have speculative harm, which is consequential damages, you have to state with specificity, I lost customer X. I lost consumer Y. Right? That's the kind of business they are running. It is not an online sales program where they make money on a daily basis. Surely they have to have contracts with specific state governments --

THE COURT: Why wouldn't that just be the subject of discovery and expert testimony?

MR. SIBLEY: It certainly would and seems like something they would have to disclose in their initial disclosures. I think they have a pleading requirement to show that this Court has subject matter jurisdiction and they satisfy the pleading requirements by specifying what

those damages are with respect to each particular Plaintiff at this stage of the litigation. If they don't have contracts that have been broken, if they don't have customers or governments that have refused to contract with them, then they should not be allowed to plead an enormous amount of damages.

By the way, Your Honor, I don't know how a loss of enterprise value is a cognizable damages theory for defamation. Right? It would be one thing if what they were complaining about is disparagement of the product, because you disparaged my product, now I have lower market value. What they are complaining about is defamation. You said our company ran badly, dishonest. Well, if somebody comes in and buys the company and presumably won't run it dishonest, there shouldn't be any enterprise value lost there. The problem is with management. I don't know that that's even a cognizable theory for defamation. It sounds more like injurious falsehood.

THE COURT: I will ask Dominion this question, but it seems to me that there are a lot of statements in this courthouse, as I said -- I mean, *Martin-Marietta* is a District Court case from almost 50 years ago. In any event, it has been relied on. A lot of cases have said in passing, at least, but sometimes with some focus on the question that corporate defamation Plaintiffs are limited to lost profits.

It's not even totally clear to me that that's anything other than, as distinguished from the kind of damages that an individual Plaintiff can get, which are damages related to dignity, overall sort of reputation without a clear pecuniary harm in it. It's not clear to me that those cases are excluding the possibility of other corporate measures of pecuniary loss.

I think your point still is or at lease could have legs, which is, corporations are limited in the kinds of damages they can seek. Right? They can't seek sort of a harm to dignity, like an individual Plaintiff can, but they still have to allege corporate damage with specificity required by 9(g) or at least that is your position.

MR. SIBLEY: Your Honor, I think you can read *Martin-Marietta* and the interpretive cases. They use the term "lost profits." I think you can take it as far as special damages. Because, basically, what you have to allege is as a consequence to the damage to my reputation I have actual pecuniary harm as opposed to the soft damages you might get in a defamation per se case as an individual.

THE COURT: Can I pause you right there because it is an important point. You said "as a result of harm to my reputation." I think that is an important way of thinking about it, which is the corporate defamation Plaintiff says defamatory statement harms my reputation as a corporation;

that has an effect on the business; that one effect could be that I lost profits. There might be other measures of that effect, but the harm is harm to reputation but as measured by a quantifiable corporate measure; that's how you think about it.

MR. SIBLEY: That's how I read *Martin-Marietta* and that line of cases. For example, even in the case of -- Martin Marietta was actually a case that would have to be defamation per se because it is accusation of crime. Same thing in *Solers.* It is an accusation of copyright infringement. So those are clearly cases in the species of -- and I think defamation per se has two components. One component is you can look at the statement, and without looking at extrinsic evidence you can say it is defamatory. The other aspect of it is, with respect to a private individual, reputational harm is presumed. It's a rebuttable presumption, but you have that presumption.

What I think *Martin-Marietta* and that line of cases do is take away the second part of that, which is you don't have the presumption of reputational injury. In fact, you can't get just reputational injury. You have to measure it by lost profits. That's the way I interpret that, Your Honor.

THE COURT: Thank you, Counsel.

I would like to hear from Dominion on all of the

arguments that have been presented. I don't know if you are intending to split up the argument, but I'm happy to hear from you in whatever order. Mr. Clare.

MR. CLARE: Thank you, Your Honor.

There is an awful lot to unpack. I will try to do it in an organized way. You will hear from several of us, and I want to make sure that the Court has all of your questions answered. I will lay out a roadmap and then we can dive into the specific issues.

THE COURT: Thank you.

MR. CLARE: At a very fundamental level, a lot of the arguments that you've just heard from all of these Defendants rest upon a flawed characterization of our claims. This is not about whether electronic voting machines may, in some hypothetical sense, be vulnerable to cybersecurity attack. It's not about advocacy on either side about whether it is a good or bad idea to use machines.

It is defamation base on specific, factual allegations. Specific statements that Dominion did, in fact, rig the 2020 election with algorithms designed to and did, in fact, flip votes from Mr. Trump to Mr. Biden. It is about specific false statements that Dominion was formed in Venezuela for the purpose of rigging elections for Hugo Chavez -- and Your Honor read the full statement -- and then that was exported to other countries by Dominion for the

purpose of rigging votes in other countries, and specific false statements that in connection with covering up this crime, Dominion paid bribes and kickbacks to elected officials.

So this notion of a policy debate, the notion this is the marketplace of ideas, that's not our complaint. Our complaint is based on specific allegations of fact. These are statements of fact, not opinion. Mr. Shackelford will be addressing those issues to the Court.

These are not statements made in court proceedings, as we heard from Ms. Powell's lawyers. We are are not at this time bringing claims for allegations that were made in court. These were statements that were made in press conferences, in rallies, on social media, on television, including after the very lawsuits that they are referencing to the Court were dismissed and after United States District Courts told the world, but these Defendants in particular, that the sources of those allegations were wholey unreliable. It certainly speaks to the Defendant's state of mind when those things occur. I will be addressing the actual malice argument.

The Defendants are inviting the Court to disregard the Rule 12(b)(6) pleading standards under *Iqbal* and *Twombly* and effectively hold a mini trial at the Motion to Dismiss stage using materials outside of the pleadings on the

fact-intensive question of actual malice.

Along the way they oversimplify, overstate and misapply the actual malice standard. Our Complaints in all of these actions allege an encyclopedia of facts -- these are detailed factual allegations with dates, times and quotes -- across virtually every category of direct and circumstantial evidence. The courts say, We'll sustain a finding of actual malice. And they overwhelmingly clear the 12(b)(6) standard for actual malice by a mile.

Mr. Nelson will be addressing Mr. Giuliani's argument about damages. So I'm happy to take that up in whatever order you'd like.

THE COURT: Why don't you start, since you're at the podium. We will do actual malice and go to opinion versus falsity.

MR. CLARE: I want to clear up one statement that was made early in the argument about the standards here. I know the Court is familiar from the questions based on the pleading standard, but there was a reference to 9(b).

There is no heightened pleading requirement for defamation actions. The First Amendment doesnt require it, the Rules of Civil Procedure do not require it and the local rules of this court do not require it. It is the familiar standards of Rule 12(b)(6), as interpreted by *Iqbal* and *Twombly;* that is the framework we are operating under.

THE COURT: With the overlay that your burden is ultimately proved by clear and convincing evidence that the Defendant acted with actual malice and so the allegations, if assumed to be true, would have to clear that hurdle.

MR. CLARE: With the understanding that that ultimately has to be proved at trial.

THE COURT: Absolutely. Yes.

MR. CLARE: That is correct. There has to be specific, factual allegations giving rise to a plausible inference that the Defendant knew or recklessly disregarded the statements to be false.

The Supreme Court has said repeatedly, recognizing the position of defamation Plaintiffs, because it is no surprise, defendants in defamation cases never take the stand and say, I knew it to be false. They all say, I believe it. What the Supreme Court says, is that you are permitted to demonstrate actual malice. And at this pleading stage you are entitled to plead it based on circumstantial evidence. This is the *Herbert v. Lando* case where the Court said, the existence of actual malice may be shown in many ways. Any competent evidence, direct or circumstantial, can be resorted to and all relevant circumstances may be shown, including threats, prior or subsequent defamation, subsequent statements of the Defendant -- that's important because there is a temporal

component to actual malice. That's why we have gone to great lengths in our Complaint to plead the chronology of events here, from beginning to end, at the time of the Complaints being filed. Because the Defendant's subsequent conduct, the Supreme Court tells us and lower courts as well, informs the Defendant's state of mind, even at the time they published the statement. So a refusal to retract, for instance, is a good example of a subsequent thing that can happen that informs the finding of actual malice; that's been with regard to all of these Defendants.

And I want to come back to the Tah case in particular. It is a key distinction here between what they call the denials in that case versus the specific notice and refusal to retract and doubling down that we have seen from these Defendants. To continue, the Supreme Court says, all of those things, including circumstances about rivalry, ill will or hostility, all tend to show that circumstantially.

And this court, in the *Zimmerman* case, has said that defamation Plaintiffs like Dominion are entitled to the benefit of the aggregate of this evidence and can prove Defendant's subjective state of mind through the cumulation of circumstantial evidence.

So too in the *Eramo versus Rolling Stone* case where Judge Conrad in the Western District of Virginia said, While a reasonable jury could find that none of the evidence

presented independently supports finding of actual malice, the evidence taken as a whole, however, a jury could conclude otherwise.

And so, at the 12(b)(6) stage, Your Honor is, of course, required to accept all of the allegations in the Complaint is true, and look at the aggregate of the circumstancial evidence that we have mounted. In all of these different categories, the Supreme Court has come up with a non-exclusive list of things --

THE COURT: Right. Obviously, I ask defense counsel about their reliance on cases that I think or at least some cases where the court says, evidence of X, ill will, motive or something like that is not sufficient to get past the pleading stage. So I asked about, you know, your allegation of various facts that go into the various categories I think you just identified. The defense counsel's response is, Hey, there are decisions from this district, in which there are multiple categories of allegations, and the cases are still dismissed.

They cited *Fairbanks* and *McFarland*, at least. Can you talk to me about those two cases in particular?

MR. CLARE: Well, sure. I would say more generally, each one these complaints must be evaluated on their own merits.

THE COURT: Of course.

MR. CLARE: And the one of many distinctions between this case and that case is we have alleged in our Compliant that evidence -- the very same evidence that has been touted in press releases, et cetera -- as supporting the false allegations and giving comfort to the public that there is something behind the rhetoric, the false statements, because these are false statement of fact, the evidence was, in fact, created and doctored and exaggerated by these very Defendants.

So in all of the cases that were cited, there was no evidence of the creation or doctoring of evidence. And it's important because it's not about, at this stage of the case, whether they did or the circumstances of the doctoring and the like. What it does is it informs the Court's view of the Defendant's state of mind.

If you have to doctor evidence, if you have to cut the date off of a government form that says, this is the date on it, in order to make your point, it is at least a plausible inference that you knew what you were going to say wasn't true and that you knew you had to rig the evidence in order to convince people that it was true. That is the *Suzuki Motors* case, which says that rigging the evidence that you claim support the false statement is and will sustain a finding of actual malice in and of itself.

If you want to look the all of the other ways we

can distinguish those cases, I would say that is the most important difference that exists here.

I want to talk briefly about the *Tah* case, because it's gotten a lot of air time today. It is a recent case for sure, but it is like all of the cases, it must be evaluated on its own merits. The Complaint in that case versus the factual allegations in this case, and it is distinguishable in multiple ways, but I want to spend a little bit of time talking about it because Defendants rely so heavily on it.

First of all, I want to go to the inherent improbability of the allegations, which the courts have said is one of the factors that can be considered in trying to prove a Defendant's state of time.

In *Tah* -- and I know Your Honor is familiar with the facts of the case --

THE COURT: Yes.

MR. CLARE: -- cash payments were made to Liberian government officials in the aftermath of an oil transaction. There were, in fact, cash payments. Nobody disputed that. The only question is whether this report, by the non-governmental actor, is a bribe? Is it a bonus? How do we characterize these cash payments that everybody admits were made?

Now, bribery in a Liberian oil deal is not an

inherently improbable thesis to have put forward. In fact, the Court described the way it was portrayed there, not even as a straight defamation claim. They described it as a defamation by implication, which is one step more derivative than what we pleaded here.

Now, Dominion, in our claims against these Defendants, present a much different situation. What these factual statements -- the ones that I alluded to a moment ago, this is the greatest crime in American history. A nationwide or a global conspiracy across multiple jurisdictions, local governmental officials of all parties, to rig an election for Joe Biden. The machines that were independently selected and administered by local officials from both parties were, in fact, secretly all created in Venezuela to rig votes for Hugo Chavez.

THE COURT: Can I ask you a question about the inherent improbability type of allegation? Do I have to credit that allegation as true or is that the kind of conclusionary allegation that has to be backed up by specific factual allegations?

I am really trying to figure out for my purposes how I think through the question at 12(b)(6) about whether a statement is inherently improbable.

MR. CLARE: Sure.

THE COURT: Is it enough for you to allege it? Do

I have to ask myself, Could a reasonable juror conclude it was inherently improbable when made or is there another test I should be applying at this stage?

MR. CLARE: At this stage I would say, Your Honor, it is the latter. First of all, it's not what we have done. We have just not pleaded in a conclusary way that the allegations were inherently plausible. I have facts to back them up. I am happy to walk you through why we think they were.

To answer your question at this stage is, could a reasonable juror use this fact, look at these allegations and say they are inherently improbable, and use it in the way that the Supreme Court says?

THE COURT: To draw an inference.

MR. CLARE: To draw an influence that informs the Defendant's state of mind. If it checks that box, it is in for purposes of our pleading standard at this stage.

So the inherent improbability that the U.S. Attorney General of the United States, Bill Barr, is in on it because he didn't investigate and didn't blow the whistle on Dominion, which is one of the facts that we pleaded makes it inherently improbable that these Defendants have pointed to or that Dominion paid kickbacks to the Georgia's Secretary of State based on the doctored certification.

Unlike the *Tah* case, the allegations here are, on

their face, meet the *St. Amant* standard; that they are so inherently improbable and so reckless that only a reckless person would utter them. And we will argue that to the jury and they can reject the inference. The point of today is, of course, we have met our pleading standard in establishing just that one indicia. There are many, many others.

THE COURT: Can I pause you just again on *Tah* and on inherent improbability? Maybe the Court didn't discuss this but just thinking about the allegations in *Tah*, should a Court, in your view, have concluded there that no reasonable juror could conclude that those statements were inherently improbable?

MR. CLARE: I think inherent improbablity in the *Tah* case was one factor that went into the mix. So I don't think the Court had to reach that question.

The notion of the denials seemed to predominate the Court's reasoning about why the denials -- in that particular case they said the Plaintiffs did not need to credit them; and that's another critical distinguishing factor. I don't believe the D.C. Circuit addressed in a clear way the inherent improbablity. My point in distinguishing it to Your Honor is that we are told that *Tah* is the greatest thing --

THE COURT: I understand. I am just thinking through -- because one could argue that in *Tah*, in theory, a

reasonable juror could have concluded, possibly, that the statements therein were inherently improbable. I am not sure that that argument was ever made, but it put a little bit of focus on exactly what the standard is I am applying here on inherent improbability.

MR. CLARE: It's unclear what was in the Court's mind, and it was not in the opinion. It does stand to reason, as I argued a moment ago, that bribery in a Liberian oil deal versus this global conspiracy are two very different quantum or quality allegations.

I want to talk about the denials -- if I've satisfied the Court about that.

THE COURT: Yes. Yes.

MR. CLARE: So the majority opinion in *Tah* said the denials contained "no evidence that could be readily verified of the sort that would provide obvious reasons to doubt the veracity of the statement." In fact, the majority said that the denials there fail even to contest the facts. The denials were included in the report that was issued by the Defendant.

Now, when the majority says that the denials did not provide any evidence that could be readily verified, that in and of itself distinguishes the specific, detailed written notices that Dominion repeatedly provided to all of these Defendants over a period of time, rejecting and

dismantling each one of those three factual assertions that I ran through at the top of my argument, but providing chapter and verse as to why it was false, providing chapter and verse about the 100 percent hand counts of ballots in multiple jurisdictions, demonstrating that it was false, putting them on notice of the statement of the United States Attorney General, the cybersecurity infrastructure security administration, the Court decisions that rejected them.

So our exhibits to our Complaint, which we put in there for this exact reason, are not mere denials that fail to even contest the facts. They context the ultimate fact in a way that the Plaintiff in *Tah* could not. Because the ultimate fact in *Tah* is, Were the cash payments made or not? They were. The question is, How do we characterize them? Here we are saying, We didn't flip votes. It's a boolean equation. You either did or you didn't. And here we are saying we didn't and here are the million reasons why.

In the exhibits that we have attached to the Complaint, Exhibit 3 in Powell --

THE COURT: That was just a note and I apologize, the madam court reporter may need a break.

Here is what I would suggest, if it is okay with the court reporter, why don't we finish with the actual malice, then we will take the recess I was anticipating before. We will pick up with Dominion's arguments on the

other topics. We will do the reply for the Defendants, short, hopefully, and roll into personal jurisdiction and venue. So rather than bifurcate, we will do it in a slightly different way.

MR. CLARE: At your pleasure.

THE COURT: Is that okay?

MR. CLARE: I will try to wrap up, but I want to get Your Honor's questions answered.

You will see in these exhibits, for Lindell it is Exhibit 3, 266, 269, 314. These are all attached to the Complaint for the purpose of demonstrating that we put Mr. Lindell, Ms. Powell, all of the Defendants on specific written notice so there would be no misunderstanding that they knew that the underlying facts were false; that's the second way in which *Tah* is distinguishable.

Then, of course, the third way is the allegations that we made of doctored and inherently unreliable evidence. It's not present in *Tah* at all, where we presented detailed allegations in our Complaint about Ms. Powell having doctored the Secretary of State's certification, having falsified credentials of declarants, the military intelligence official who came out and said, I never worked in military intelligence, and who said after the fact, The declaration that I was supposedly -- is misleading and I am trying to back away. So we have the recantation from the

various sources. These are the kinds of facts that have led courts and local officials all around the country to reject these allegations. So in that important respect as well, *Tah* does not address nor do any of the other cases cited by Mr. Parker address this notion of manufactured evidence.

Finally, I want to address preconceived story line, because it was also a debate in *Tah* in a materially different situation here. In *Tah* the assertion of preconceived story line was that the Defendant in that case came to the Plaintiff at the end of a reporting process, and said, Hey, we are about ready to publish this report. Our reporting seems to show that this cash payment looks like a bribe. What say you, Plaintiff? That was the allegation that gave us the preconceived story line, because they did the investigation. They asked the question about the bribe. They got the denial and they published it.

Here is a materially, materially different situation. We've alleged in detail how Ms. Powell, on election day, before any of the election returns were in, reached and staked out the position that the Democrats were stealing the election by flipping votes by electronic means.

So it's the exact opposite of what happened in *Tah.* The conclusion comes first and then the evidence gets conformed to that later; and that's what we see in Ms. Powell's conduct. In the falsification of the

certification, in the distortion of the credentials in the affidavits, in the disregard -- in the repeated, repeated willful disregard of the demand letter, the detailed demand letter, and disregard of decisions of courts, the disregard of the United States Congress to certify the election results, the disregard of President Biden being sworn in, the statements of the Attorney General, the experts, dozen of experts, all of those things in the aggregate inform her state of mind when she makes those statements.

I want to address --

THE COURT: Can you briefly address your argument that you have also adequately or that you have alleged that Mr. Lindell was acting according to a preconceived story line? Becaue, at a minimum, the allegations are different.

MR. CLARE: That's correct, Your Honor. So Mr. Lindell's statements that we've laid out in chronological order in our Complaint, the first statement that we sue upon is in Paragraph 165(a), dated December 12th. At that point in time --

THE COURT: Okay. So he, unlike Ms. Powell, at least in this one respect, was not making statements before or right at the time of the election; that's more than a month after the election.

MR. CLARE: That's correct. There were statements that Mr. Lindell made on social media. We elected not to

sue on them for the specific reason because we have to demonstrate to a jury that there was a quantum of information available to him, that he had specific knowledge of at the time he made these statements.

By the time of the December 12th statement, the first one that we've sued on, he had specific knowledge and disregarded the November 12th statement by President Trump's appointee, Chris Krebs, and cybersecurity administration that found no evidence of electronic voting flipping.

The November 16th statement of 59 election experts who came out and said, No evidence. The certifications that had been done in Arizona and three hand counts validating the results of Dominion's tabulations, the last of those was complete on December the 7th, and Attorney General Barr's statement on December 1st. We looked. We followed up on the Complaints, and found no evidence that this had occurred.

So Mr. Lindell's statements, when you read them in sequence in the Complaint -- and I would invite Your Honor's attention to do so -- he forms the preconceived notion that the election was stolen. Doesn't know how but I know the election was stolen.

As you see the sequence of statements unfold it is, Well, it must have been the Dominion machines that did it. They must have been the thing that had stolen it.

Regardless of all of the evidence that had come out.

Including his disregard of the Court finding that the sourcing with Ms. Powell -- because a lot of his statements derive from Ms. Powell's public statements. So his state of mind -- you know, I don't want to say inherits, but he is relying on the same discredited set of materials that Ms. Powell is.

He has a different financial motive, certainly. Runs a company. Used promotional codes in the same breath that he was defaming Dominion to sell products. And Ms. Powell, obviously, had her own separate financial motive that we have pleaded.

We have sued on 27 statements by Mr. Lindell. There were 4 separate retraction demands that were made that are in our Compliant, described in Paragraphs 59, 63, 69, 71, 101, where he had actual knowledge of the falsity. It is hard to disclaim knowledge when you put it right in front in black and white, hand counts confirming the accuracy. And then something started to happen where other people, not just Dominion, started to push back on Mr. Lindell. He was repeatedly cut off from media appearances and social media platforms. We have alleged that in Paragraphs 61, 95, 98. A news anchor on the News Max channel literally walked off the set, rather than being associated with the comments, because Mr. Lindell was continuing to double down and triple

down on these allegations.

So Mr. Lindell, at this point, does what the preconceived narrative line of cases say you can't do, which is conform evidence to reach the conclusion that you are trying to reach.

He takes a fake spreadsheet, which we've described in detail and debunked with specificity in the written demands that we made to him in Paragraph 101 and Exhibit 314, with fake IP addresses and fake Mac addresses -- these are computer code signatures -- and a fake world map, which he describes as proof, absolute proof, in his feature length movie, doubling and tripling down on these false allegations.

To this day -- I mean, you heard it here in the courtroom from his very counsel, and there have been many statements since we filed our Complaint, he is doubling and tripling down with all of this knowledge, with the aggregate knowledge. So going back to my point at the beginning about the temporal component. Actual malice, we have more than pleaded the 12(b)(6) *Iqbal* and *Twombly* standard.

I have one last important point before we give the court reporter a well-deserved break. It is absolutely critical that Your Honor understand this notion of government actor, that Dominion is falsely accused of being the government. That is a nonsensical argument with respect

to my brother lawyer. It is, in fact, misdirecting the Court.

There is no such concept in a defamation action as a government actor. There are public officials; that's *New York Times versus Sullivan. New York Times versus Sullivan*, in fact, says public officials can recover for defamation as long as you satisfy the actual malice standard. But the concept here is, Are you a public official or are you a public figure? There isn't a concepted defamation of government actor.

What they are trying to do, respectfully, is trying to get the Court to apply a standard that falsely characterized Dominion as a government actor, because it helps them in their 1983 action that they filed in Minnesota, which is a collateral attack on this Court's jurisdiction.

At best it would have been a compulsory counterclaim, but they would rather try to litigate that there. But this notion they are trying to tag us falsley with the lable of a government actor, the cases that they have cited -- and I would urge the Court to review them -- have nothing to do with this particular situation. Complaint Paragraph 157, Dominion is a for-profit company that provides local election officials tools they can use to run elections. Dominion doesn't administer elections.

Election officials do, using tools that they made from Dominion. So in that way they may be a government contractor, but they are not the government.

In the cases they cited to Your Honor have nothing to do with suggesting otherwise. The two cases they cited involved state primaries run by political parties. So the allegations in this particular case is not that Dominion runs the elections, they don't. The local officials are the government. Dominions supplies goods and in some instances services to these local entities. I don't want the Court to be led down an incorrect legal framework.

THE COURT: I don't think there is a risk to that.

MR. CLARE: Thank you, Your Honor.

THE COURT: Thank you, Mr. Clare.

Let's take a 15-minute recess. That means we will be back on at approximately 4:10. Thank you, Counsel.

(Break.)

MR. SHACKELFORD: Stephen Shackelford for the Dominion Plaintiff.

I am here start with what we agree on. The Powell defendants agree that under whatever law applies -- and we don't think Colorado law applies, but Your Honor doesn't need to reach that for these purposes. The question for the Court is functionally the same. Does the challenge statement contain a provably false factual connotation? The

Powell Defendants also agree that it is a reasonable person test. Could any reasonable person conclude that the challenge statements were conveying facts, whether explicitly or implicitly.

Your Honor said it yourself when Your Honor was hearing from the Powell Defendant's attorneys. The question at the 12(b)(6) stage, for this fact opinion distinction, the only way the Court can dismiss the case on a fact opinion distinction at the 12(b)(6) stage is to hold that no reasonable juror could conclude that the challenge statement was anything other than opinion. So that's the legal framework. And then the Defendants also set out to test, under Colorado law, but it's not materially different under the other jurisdictions, inclucing the District of Columbia. A statement of opinion is only completely immunized under the First Amendment if, one, the Court first asks whether the statement is sufficiently factual to be susceptible of being proved true or false -- that's the first question the Court asks. And that's conceded here for purposes of the 12(b)(6) motion, that all of these statements in the Powell complaint are sufficiently susceptible of being true or false.

The second part of the test is whether reasonable people would conclude the assertion as one of fact. Again, the Powell Defendants identify the different factors that

Colorado looks at but they are, again, not that different from the factors that D.C. or New York or other jurisdictions look at, which includes how the assertion is phrased, the context of the entire statement, and the circumstances surrounding the assertion, including the medium through which the information is disseminated and audience to whom the statement is directed. That is from the *Keohane* case.

Now, Your Honor, the test does look at the overall context of the statements, but it also focuses specifically on the language that the speaker uses, both in the allegedly defamatory statement and in the context of the entire communication, in which the defamatory statement appears, and that's where the Defendants don't even try to conduct the analysis that they have to conduct on a Motion to Dismiss. They don't analyze any specific language in any of the statements; and that's fatal to their motion from the get-go. Every single case the parties cite on this fact opinion distinction, every single case, analyzes the specific language that was used, in addition, potentially, to contextual factors. And failing to do that here means the Defendants cannot prevail at a 12(b)(6) stage.

Now, Your Honor can understand why they don't analyze the specific language. If you look at the actual language, the Powell Defendants used what they said, they

were making factual statements and assertions. The language is clear. The Court does not even need to consider the case law on opinions because the statements were assertion of cold hard fact. They are false, to be sure, but they are assertions of fact.

In all of these 40 different statements, Your Honor, on our count, Paragraph 181, Sidney Powell is definitive. She is unequivocal. There is no wishy-washy language. There is no conditional statements, this might have happened. It is always specific factual assertions. To be clear, as the Court knows, adding I think to the beginning of a factual assertion, it's not a First Amendment escape hatch. It doesn't get you off the hook. The *Milkovich* case and many other cases teach that. You can't transform the statement "John is a liar" into "I think John is a liar."

Here, the Powell Defendants didn't even do that. They didn't even put in conditional language in these statements that we've sued on. The statements, when you look at the statements, they were meant to convince the listener that there is no doubt that there is only one truth and that Ms. Powell is the one conveying that factual truth.

And then, as counsel for Ms. Powell explained, Ms. Powell sometimes made references to evidence or to videos or to witnesses and those references further bolster

the factual nature of the assertions she was making. As Your Honor likely knows, I have evidence, I have here in my hand in this binder -- that's a favorite tool of demigods to try to bolster the nature of their assertions.

Now, the Powell Defendants argue that saying, I have evidence or I have witnesses who will say this that that somehow transforms her statements into opinions; that's not the law. It's black letter law, that repeating someone else's defamatory statement is actionable. It's not converted to an opinion because you said so-and-so told me this. In fact, it would be completely contrary to black letter law. It would be sort of Alice in Wonderland to say the magic words, evidence, affidavit convert any factual assertion, defamatory factual assertion into an opinion, make it immune. It's not the law.

Your Honor pointed out in the questioning of the Powell Defendants' attorney one way in which it is not the law. Every jurisdiction at issue here, from *Milkovich* down to Colorado, D.C., et cetera, holds clearly, even if you claim the statement as an opinion statement, but the supposed opinion is based on false facts. If it's based on false facts, it's still actionable, that's *Milkovich.* In Colorado, that's *Bucher versus Roberts;* and that's the *Teilhaber* case. In the District of Columbia that's the *Moldea* case. Statements of opinion can be actionable if

they imply a false fact that is mixed opinion, or rely upon stated facts that are provably false. So there's no get-out-of-jail-free card for the Powell Defendants, just because they invoke evidence. In fact, it makes the statements more actionable. It makes them actionable as mixed opinion. Because she wasn't presenting those facts.

THE COURT: Do I need to go through the 40 or so statements that Dominion alleges are defamatory or for which it seeks damages at the Motion to Dismiss stage and analyze each one to see if the statement gets past the opinion versus statement of fact threshold or is it enough, if I were to conclude that there were one or two that were statements of fact, and the way we are talking about now. Of course, I am assuming no other barriers to the Complaint going forward.

Is that enough for me to deny the Motion to Dismiss, and sort of leave for another day, the question of which of the 40, other than the two in my hypothetical, are truly statements of facts?

MR. SHACKELFORD: Your Honor could do that. I believe it is within your discretion to do that. The lawsuit can't be dismissed if there is one actionable defamatory statement still existing in the case.

I will say, Your Honor, that was the job of the Defendants. The Defendants were supposed to go through and

explain how this language, in this context, through each statement is not -- no reasonable juror could conclude it was a statement of fact. The fact that they didn't do that, I think, makes your job even easier. It's not up to you to go through and conuct the analysis without any help from the moving party.

THE COURT: What, in your view, are the strongest statements, in this regard, for your client?

MR. SHACKELFORD: Your Honor, I can go through a pretty long list. I will give you some examples.

THE COURT: Start with maybe just two or three.

MR. SHACKELFORD: Let's start with the very first statement, the November 8th statement to Maria Bartiromo. Ms. Bartiromo asks Ms. Powell about Dominion's software. Ms. Powell said, That is where the fraud took place, where they were flipping votes in the computer system or adding votes that did not exist. It's not a statement of opinion, Your Honor. She's not referencing a bunch of underlying facts. It is a flat statement that this is what happened.

I will also give you the statement that Your Honor quoted from subparagraph (e) of the count, with Lou Dobbs Ms. Powell said, I can hardly wait to put forth all of the evidence we've collected on Dominion. Starting with the fact it was created to produce altered voting results in Venezuela for Hugo Chavez and then shipped internationally

to manipulate votes for purchases in other countries including this one. She says it's a fact in that statement, Your Honor.

I will give you another one. Your Honor also identified the statement of the alleged video of the founder of Dominion. I just want to point out for the Court Eric Coomer is not the founder of Dominion. Mr. Poulos, who is in the courtroom today, is the founder of Dominion. That statement was a statement, a completely false, entirely umsupported statement about John Poulos, not about Eric Cumer. I am not sure where counsel was going with that. Again, that was a statement asserting as fact both that Mr. Poulos is on tape admitting he can change a million votes and that she has such tape, and that's a false statement, Your Honor.

THE COURT: Dominion relies, at least in its papers -- by which I mean not the Complaint, the briefs -- on statements that Ms. Powell made to Dinesh D'Souza after this Complaint was filed. I can't rely on those statements, can I?

MR. SHACKELFORD: You don't need to, Your Honor. The point of citing that -- and we can amend the Complaint to add it. The point of citing that is to show the particular slipperiness here of the Powell Defendants where they come in and tell this Court nobody could possibly take

what I am saying as fact, no reasonable person, and they go back on the air to say, This is the fact. I am not walking it back at all. This is what happened. We don't need Your Honor to take judicial notice of that appearance. We can amend the Complaint to add that.

Again, Your Honor, Subparagraph (q), the evidence I am compiling is overwhelming that this software tool was used to shift millions of votes. Subparagraph (r), There is no doubt that the software was created and used in Venezuela and we are just continuing to be inundated by evidence. Subparagraph (z), on December the 10th, which is the day after the last of Ms. Powell's lawsuits was dismissed with prejudice, We are finding reams and reams of actual documents from Smartmatic and Dominion, including evidence that they planned and executed all of this. We have evidence of how they flipped the votes, how it was designed to flip the votes, and that all of it has been happening just as we have been saying it has been.

Subparagraph (ee), she calls it absolutely irrefutable. Subparagraph (hh), certainly -- this is an interesting one, (hh) Your Honor -- in (hh), on December 29th the Powell Defendants state, I am pretty sure they ran the algorithm to flip 2.7 percent of the votes from Trump to Biden almost everywhere across the country. Certainly they did it everywhere on Dominion.

So, Your Honor, there is no conditional language -- and this is why the Powell Defendants could not analyze the statements one by one, because the language itself is fatal to any argument that no reasonable listener could have considered these to be statements of facts.

Instead of going statement by statement, the Powell Defendants advance a couple of high-level arguments. They argue first that there is some sort of blanket immunity for a political speech or advocacy speech. They basically argue both in their opening brief and reply, that given the political context, a hotly-contested election, lots of people angry, none of her statements are actionable, no matter what words she used. No matter what she said, that is the argument.

There is no such doctrine, Your Honor. There is no case that says the Court can ignore the language of the statement, ignore the context of the statement in the entire communication and solely rule based on some broader context.

In fact, the cases say the opposite. The cases say the Court, and ultimately the jury, has to look at all of the different elements, including the specific language used. There is no advocacy exception. There is no political question exception. There is no propaganda exception. You don't get a free pass to say whatever you want, even if you know it's false, just because you are

trying to represent a view.

And, in fact, if that were the law, a lot of very famous cases would have come out the other way, including *New York Times versus Sullivan.* There, the allegedly defamatory statements were in an advertisement signed by the committee to defend Martin Luther King and the struggle for freedom in the south. They were obviously advocates. And the Supreme Court recognized the profound national commitment to the principle that debate on public issues should be uninhibited, robust and wide open. But the Court did not hold that no reasonable reader of that advertisement could have thought that this was a statement, that those were asserting facts. The Court instead created the actual malice standard; that's the way the Court protects potentially innocent defamatory statements. So there is no advocacy exception to the general, actual malice standard to the Supreme Court and the state's jurisprudence on defamation.

The other high-level argument they make is, Well, all of these claims were related to litigation. The Powell Defendants were simply stating the same sorts of things they eventually put into their lawsuits. Now, they didn't file a lawsuit. Sidney Powell did not file a lawsuit until November the 25th. The last of those lawsuits that are referenced in their papers was dismissed on December the

9th. So that doctrine wouldn't apply on either side of that, if it were a doctrine, but it's not a doctrine.

There is something called the litigation privilege, which does protect statements made in court or statements made in court pleadings. It does not reach out-of-court speech like this. In fact, there is a Colorado case that we cite the *Seidl versus Greentree Mortgage* case that specifically says litigation privilege, you are not -- a lawyer is not immune from defamation actions for statements made at a press conference or to the press. They are very narrow. Colorado has stretched the litigation priviledge slightly to cover things like demand letters that you might have to do in order to initiate a litigation, but it doesn't cover this.

As the Colorado appellate court said, An attorney who wishes to litigate her case in the press and via the internet does so at her own risk. And Your Honor put your finger on this with one of your questions to counsel for the Powell Defendants. Your Honor asked, If statements made in in a litigation are repeated in the press, are they actionable? As Your Honor heard, counsel said it depends on malicious intent. Exactly. There is no general immunity for those sorts of statements, and we now have on record counsel conceding that.

In fact, invoking the fact that you are filing

lawsuits is another way to bolster the supposed factual appeal of the defamatory statements that a lawyer makes. Lawyers are generally thought to have to be more factual. We are are held to a higher standard. And Ms. Powell is a former federal prosecutor, who I dare say is held to an even higher standard.

Just this morning the New York enforcement board in temporarily suspending the law license of Mr. Giuliani wrote, As officers of the court, attorneys are an intimate and trusted, essential part of the machinery of justice. In other words, they are perceived by the public to be in a position of knowledge, and therefore, a crucial source of information and opinion.

So the fact that occasionally Ms. Powell may have referred to lawsuits, it does not immunize here. In fact, it further shows she was trying to convey factual information to the listener.

Your Honor, in sum, having failed to go through the statements, statement by statement, having presented to the Court two doctrines that don't exist, the advocacy exception and the litigation exception to statements out of court, there is no argument left. The Powell Defendants have not met their burden, and the Court should not dismiss any of the statements in the count.

THE COURT: Thank you very much.

Mr. Nelson? Do I have that right?

MR. NELSON: Yes, Your Honor. Justin Nelson from Susman Godfrey.

Your Honor asked a number of questions including whether there's been any case about a court dismissing on general damages. We have not been able to find anything. In fact, we believe that we have not found any case where a Court has held that a corporation is barred from a per se claim or from general damages.

The one case Giuliani cites, *Martin-Marietta,* is, we think, quite distinguishable -- we will get to that in a couple seconds -- and it did not hold, of course, about per se damages. It was about the actual malice standard and the way --

THE COURT: What, in Dominion's view, are the types of harm cognizable for a corporate defamation Plaintiff?

MR. NELSON: The types of harm cognizable, basically, are everything except for individual type reputational damages, including business reputation. And for this I am going to quote some guy named Smolla, which is cited in our papers.

THE COURT: Yes.

MR. NELSON: The damages recoverable by a corporation in a defamation action include both economic and

non-economic harms, and are akin to the damages recoverable for a natural person, with the exclusion of internal emotional distress or anguish.

THE COURT: What kind of non-economic harm does a corporation suffer? Can a corporation suffer non-economic harm?

MR. NELSON: There is some debate, Your Honor, about, for example, for repuation itself or on brand, is that specific and cognizable as an actual pecuniary loss or does it go to reputation and to brand? If I may, can we turn on the ELMO for one second? This is the restatement. It's cited in the Solers case. The top, obviously, is one who publishes defamatory matter concerning a corporation is subject to liability to it, A, if the corporation is one for profit and the matter tends to prejudice it in the conduct of business or to deter others in dealing with it.

It explains in comment, on Clause A, a corporation for profit has a business reputation and may therefore be defamed in this respect. Thus, a corporation may maintain an action for defamatory words that discredit it and tend to cause loss to it in the conduct of its business without proof of special harm resulting to it.

To Your Honor's question, we are not saying it is a non-business harm. We are saying that it is non-economic in the way that it is not a special category of damages that

has to be itemized and pled under Rule 9.

THE COURT: Right. Which is really the ultimate question in Mr. Giuliani's motion, whether there is a heightened pleading standard for the damages alleged here and whether you've satisfied it. Part of this is my trying to understand, frankly, the background principles for corporate defamation Plaintiffs and what the types of harms that are available and then to -- once I've sort of figured that out -- to understand there is a 9(g) requirement and, of course, whether you've satisfied it.

MR. NELSON: There are going to be some really interesting damages questions that come up in expert reports, including Mr. Giuliani mentioned, his lawyer mentioned, enterprise value. We believe that it is a recoverable harm. He says it's only recoverable if there is a product disparagement. We can get to that at the appropriate time.

But where we are right now is that there is a Rule 8 standard. *Solers* talks about the Rule 8 standard. It talks specifically about the commercial reputation of that. And there is a limitation, Your Honor, on general damages. The limation is that we need to plead and prove actual malice. So it's not that we can just willy nilly assert some claim to general damages.

But in this case, Mr. Giuliani is not arguing that

we have failed to meet our actual malice standard. He doesn't challenge here that statements are demonstratively false. The question, simply, is whether we have pleaded sufficient enough detail to get by an allegation of $75,000 in actual damages.

This Court, in the *Szymkowicz* case says, the sum claimed by the Plaintiff controls if the claim is made in good faith. And once the Plaintiff makes a good faith claim, dismissal is warranted only if it is apparent to a legal certainty that the Plaintiff cannot recover the amount claimed. And we have more than met that standard.

And, by the way, I think there was a huge concession by Mr. Giuliani in his opening statement, which is that what *Martin-Marietta* really meant when talking about lost profits was all types of special damages. And even -- I think I heard even reputation could be a type of special damages, which needs to be specifically proven. And if that's true, we've met that too. We go into detail into the Complaint in Paragraphs 126, Paragraphs 128, Paragraphs 135 about how specifically we have been harmed, to the penny, about what it is.

Now, some are perspective, because these contracts operate on multi-year bases. And if what Mr. Giuliani -- and that's pleaded to. If what Mr. Giuliani says is true, there really could never be any type of defamation claim, in

federal court at least, where there are multi-year contracts. But that is simply not the law. It is recognized by *Solers.*

Now, we can talk about Martin-Marietta all we want. *Solers* is more under D.C. law. *Solers* is a controlling D.C. appellate decision post-dating *Martin-Marietta* assuming it is right. And not just right but as broad as Mr. Giuliani says, we still have *Solers*

In fact, *Solers,* I think, is consistent with our understanding of how we explain *Martin-Marietta* in the briefs, which is that there are types of damages that are special damages that include things that you can actually document. As Mr. Giuliani states, those are lost profits. But more than lost profits, they would include expenditures. Right? The fact that we had to pay for security as a result of Mr. Giuliani's statements, that is literally off the bottom line.

So we have that. And it's not a bar on per se damages. The case just doesn't talk about that. The case is really about whether *Rosenbloom,* which is the Supreme Court case prior to *Gertz,* whether that private/public figure or standard applies to corporations. And the Court holds, in language that I don't think is actually consistent with subsequent developments in commercial speech like *First National Bank versus Bellotti* and *44 Liquormart,* et

cetera.

The Court holds that there is a difference between a natural person private Plaintiff and a corporation Plaintiff. Under the *Martin-Marietta* Court's view, not a single corporation can ever be a private figure; so, therefore, the actual malice standard applies to all corporations

There is, by the way, at least a circuit split on that question. Okay? We don't get into it. There is the *Snead* case. Right on point. Goes the other direction. It is a very interesting legal question, but that's not this case. And what the *Martin-Marietta* -- may we put the ELMO back on for just one second, please -- it talks about this very point. It first says, as is more fully explained below, the Court finds that where a libel action is brought by a corporation, the rule announced in Metro Media -- that's *Rosenbloom* -- remains the proper standard for determining the applicability of The New York Times actual malice standard. And then there is some more language about the same. And then there is this sentence that is the basis really for the Giuliani entire motion.

Right after this it talks about exactly what we are talking about here. It is the personal reputation. There is a business reputation as well. Giuliani mentioned the *Golden Palace* case. The *Golden Palace* case is right on

point and talks about the very distinction between business and corporate reputation. This is the *Golden Palace* case from the relevant language quoted in *Martin-Marietta.* It has no personal reputation and may be libeled only by amputation about its financial soundness or business ethics, which is exactly what we have here. Where corporate libel suits have been upheld. The defamation in question has involved the financial integrity or honesty of the company.

Now, it is dismissed because the statement there related to employees leaving the restaurant and nothing more. But it does not have to do with the Rule 8/Rule 9 distinction we have been talking about here.

The cases are really uniform from all of the treatises, from all of the jurisdictions, that corporation can plead general damages; and that that allegation of general damages to include brand or reputation by itself. Now, for each of the three Dominion entities by itself, puts us over the line of $75,000. And the Court can stop there.

If we need to go on, then Mr. Giuliani has conceded now that all types of special damages is what *Martin-Marietta* meant, and then we still go into detail about that. By any stretch, we have met any good faith allegation here to meet our jurisdictional burden.

THE COURT: One point of just clarification. I understand the argument. Are lost profits -- to use a term

of art maybe -- are they special damages?

MR. NELSON: Lost profits are special damages. We believe enterprise value are special damages. Those are types of specific, pecuniary harm that we have detailed, and I think that's in Paragraph 135 of our Complaint, Paragraphs 126 and 128 go to the expenditures.

But, yeah, so that is an additional reason. Even if we are somehow wrong about general damages, the fact that we have pleaded them specifically get us in by Rule 9.

THE COURT: What is your response to the arguments that -- paraphrasing -- the Dominion Plaintiffs have basically aggregated their harm together, and they need for either diversity jurisdiction purposes or even for Rule 8 to separate out the harm?

MR. NELSON: Well, let's start where we agree, which is that each Plaintiff does have to separately meet the $75,000 standard. I mean, that's black letter law and we accept that. What we have done is plead that. Those damages do go to each of the three. And I think this is where the point of divergence is. We pleaded, especially under the good faith allegation standard that we just talked about, that the sum claimed by the Plaintiff controls. They go to each of the three Plaintiffs, each of the three Dominion entities. And Mr. Giuliani, when he defamed Dominion, was not so careful to specify which entity he was

defaming.

When he said Dominion, he didn't say US Dominion, Inc. or the Canadian Dominion company. And by the way, there is harm there. We are able to recover worldwide harm for defamation. And the damage to enterprise value, the damage to reputational harm, those are all going to every single one of each of the three individual corporate Plaintiffs that we have here, which more than satisfies our standard under Rule 8 or Rule 9.

THE COURT: Thank you.

MR. NELSON: Thank you, Your Honor.

THE COURT: So here is how I would like to conduct the rest of the hearing.

Mr. Giuliani has, obviously, the argument around the damages question that we've just been discussing, but then has not made a personal jurisdiction or venue argument. So I would like to hear from Mr. Giuliani's counsel on that limited question.

Then I will go to defense counsel, and defense counsel for the other Defendants will have an opportunity to do a short reply, if they would like, on the argument that we did before the break, but also to then do the personal jurisdiction or venue arguments as well, just to make it a little bit more streamlined.

So we will, essentially, go Mr. Giuliani, then

counsel for the other Defendants to do a reply to what we have already discussed, plus the jurisdictional argument. We will go to Dominion counsel to address personal jurisdiction and venue only, and then if necessary a short reply.

I know there are some questions about when I was intending to be done. I certainly hope that we can be finished by 5:30. I don't think have to spend a ton of time on personal jurisdiction and venue. Not because they are not important questions but because I understand the issues. We obviously deal with D.C. long-arm statute here a lot. So there's not anything difficult there. It's just a question of the allegations.

So that's how I would like to proceed.

Mr. Sibley?

MR. SIBLEY: Your Honor, just a few points. The *Solers* case actually recognizes that *Martin-Marietta's* interpretation of what damages are recoverable is correct.

Now, what they did was cited to a comment in the statement that was cited, but that wasn't adopted as the law of the District of Columbia. And the other important thing about that case, and I think we talked about it a little bit earlier, that was a threshold -- did you meet Rule 8 to plead a plausible claim to get a subpoena to a John Doe, basically.

And the Court didn't get into the question if John Doe had showed up and said, Hey, you didn't plead special damages with specificity. I don't think there is any question that is dismissed under Rule 9(g). And that's the question the Court asked earlier as to whether there are any cases that we have the held Rule 9(g) applicable to special damages in a defamation setting. I gave you the case of *Golden Palace.* In that case, Your Honor, Rule 9(g) is not specifically referenced, but it basically gives the skeletal outline of it, which is, you have to show loss of customers or before and after profits.

There are multiple other cases and very recently. It's a case called -- we did cite this in our brief -- it's *Szymkowicz versus Frisch.* It's just from last year. In Footnote 8 it talks about how the Plaintiff failed to satisfy Rule 9(g) by pleading special damages in a defamation case. And it cites, actually, a Supreme Court case, *FAA versus Cooper,* which we also cited in our brief, which very clearly outlines the difference between per se and per quod is that you have to show special harm.

Even if it were the case that you could have damages in this circuit as a corporation that were not special damages, they still haven't met the Rule 9(g) standard for the special damages they have. They haven't adequately stated the lost profits as far as, What contracts

have you lost? What is your before and after? They just haven't met the standard, it's very clear. Not to mention they haven't told us which Plaintiff supposedly has these losses.

With all due respect, Your Honor, we are not claming that you can't recover for reputational injury as a corporate libel Plantiff in this circuit. What we are claiming is you can only measure that damage to the your reputation in the form of special damages.

Now, *Martin-Marietta* says lost profits. I've left open the possibility that you could probably make an argument -- I think His Honor was suggesting that somehow these other costs might factor into profits. I am not going to limit it to specifically one type of special damages. I do think you could probably make that argument. But you certainly don't get some sort of fuzzy reputational injury that you would ordinarily get.

Your Honor, we focused on these elements for our motion, but we obviously think there are other problems with their Complaint, we just haven't raised those at this point.

THE COURT: I understand. Thank you.

MR. NELSON: And, Your Honor, may I be excused?

THE COURT: You may be.

MR. NELSON: Thank you, Your Honor.

THE COURT: Thank you, Counsel.

I am now happy to take the rest of the Defendants in whatever order they would like to proceed. Obviously, we started at the beginning with Ms. Powell or the Powell Defendants. I am happy to do it in that order, but if you prefer to invert it, it's fine with me.

MR. PARKER: Your Honor, Counsel, in response to the 12(b)(6) arguments made by Dominion, I want to start with the overarching issue, which was commented on. The standard that was articulated really is, Well, we have a 12(b)(6) motion here and a defamation claim, and if we make out the defamation elements in the claim, because all of the facts have to be accepted as true, we get by the 12(b)(6) motion. I mean, that is just not what the standard is here today.

As the Court indicated, Well, but there is an overlay of actual malice. Yeah. It's not just an overlay. It is the centerpiece of at least the Motion to Dismiss for MyPillow and I believe for Mike Lindell as well.

If you look at *New York Times versus Sullivan,* there you had several ad claims that were false. They were admitted, known to be false, when the Court issued its ruling and when the statements were made. So you had defamatory comments. That is not the issue here today. We don't believe they are at all. We believe they are completely true. It will be proven in the marketplace in

the public square that they are true. But for purposes of the judiciary and the judiciary's responsibility to the constitution, the question becomes, was there actual malice and where is that line drawn?

And the way to determine where that line is drawn, at least in this jurisdiction, is to look at cases in precedent, as the Court and I talked about when I was up here a minute ago. And I think those seven, eight, nine cases in D.C. really do draw the line. Even the summary judgment cases, Your Honor. The reason I say "even the summary judgment cases" is while a summary judgment standard was applied in those cases, even when all the facts were put in front of the Judge, it couldn't make out a claim.

And so even though summary judgment cases are very important -- and if you read through all of the cases, this complaint simply comes nowhere near what is necessary.

THE COURT: What is your response to Dominion's argument that it's either a distinguishing factor between this case and others or even perhaps just sufficient as a matter of law to plead that the Defendant fabricated evidence, which is at least enough for a juror to reasonably conclude, indicates reckless disregard of knowledge about falsity?

MR. PARKER: My response to that is, if you had facts to support and allege those facts, that the Defendant

fabricated information, you might be able to meet actual malice. That is not the case here. It is a bald-faced assertion, with not a single fact. It is simply a fabricated -- in fact, when it was raised by counsel, I was a little surprised to hear it, because it is so buried in the Complaint as a bald-faced allegation. Nothing more. There is no evidence of that whatsoever. And the most evidence that they could have is to suggest that Defendant relied on a cyberstudy that made certain accusations that they claim were fabricated. That is yet another step removed from what is necessary under the actual malice constitutional standard.

The Court asks a question about inherent improbability. And it raises -- it kind of begs the question of how outlandish does something have to be inherently improbable? Can a Plaintiff simply write a 115-page complaint and throw in a bunch of allegations and say, Look at how crazy this is? Could they have done that as it relates to the Wuhan virology lab several months ago and gotten somebody on defamation? Maybe not this Plaintff but another Plaintiff and said, Look at how crazy this is. Front page of newspapers: Debunked theory expressed by -- and people deplatformed. It is not for this Court to make those types of assessments unless there are specific facts such has occurred in *Zimmerman.* I would even go so far as

what occurred in *Palin.* It's not in this circuit. It's in the second circuit, but there you had somebody where there was evidence, a writer, an author, Bennett, where there was evidence that he knew that what he was writing was false.

THE COURT: Give me an example of a statement that is inherently improbable, in your view, for purposes of a Motion to Dismiss; so that it would at least allege enough to let a jury conclude that the Defendant acted with knowledge or reckless disregard.

MR. PARKER: Well, *St. Amant* --

THE COURT: Give me one in this case that is related to the facts of the election.

MR. PARKER: I don't think there are any in this case that are completely inherently improbable.

THE COURT: You can't think of a statement that someone would have made that would be so inherently improbable that a juror would get to decide whether it was stated with actual malice?

MR. PARKER: Well, it could be something like -- um -- they prevented Mr. Smith from going to the polls; and the fact is, Mr. Smith had passed away a week before, and so that was inherently implausible. But I think the hypotheticals articulated in *St. Amant* --

THE COURT: That is more inherently improbable than some of the statements that Mr. Lindell made here?

That is what you are asking me to conclude?

MR. PARKER: Yes, that would be more. If somebody knows that someone had passed away and they said that they had gone to vote and were prevented from voting --

THE COURT: If all they said, Mr. Smith was prevented from voting on Tuesday. What is inherently improbable about that?

MR. PARKER: Well, if he passed away a week earlier --

THE COURT: I'm not saying that. Inherit improbability focuses on the statement. My question is, What is inherently improbable at a statement that Mr. Smith was prohibited from voting on Tuesday?

MR. PARKER: I think *St. Amant* gives us a little instruction on this point. And the Supreme Court identified some hypotheticals. Those hypotheticals simply, you know, don't apply here. If somebody indicates that something that is not possible, and they know about it, that would be inherently improbable, in fact, beyond the standard of improbability. If somebody said, you know, that car can fly to the moon, that would be inherently improbable.

But there are things -- listen, the standard is very broad, as it has to be. Albert Einstein has shown us that. As things that were not known at all, he discovered, that are absolute truths now that are accepted.

THE COURT: But don't I have to conclude, at least focusing on inherent improbability, that no reasonable juror could conclude that statement X, whatever it is, was inherently improbable?

I am not being asked for my own view. I am posing the standard of whether a juror could reach that conclusion. So at a Motion to Dismiss stage, to ignore statements as not inherently improbable, I have to conclude that all of those statements are ones that no reasonable juror could conclude were inherently improbable.

MR. PARKER: That's correct, Your Honor. But the courts in this jurisdiction have given you guidance in that regard.

THE COURT: Sure.

MR. PARKER: And there are several cases in which all you need is some evidence on which you rely. And if a bunch of other people don't, and they think, Oh, you are crazy, this is actually the way it happened, doesn't mean it is inherently improbable.

So when you look at the evidence in this case, the record, I should say, in this case, you have to look at the Complaint. But we have asked you to take judicial notice of a number of facts that establish the context, which I have already talked about, but also a number of facts which support the very statements that Mr. Lindell made that

people are claiming are outlandish.

At Lindell Index, Pages 364, 365, November 21, a report was put out by Ben Turner concluding that Dominion machines used algorithms nationwide to adjust votes, one and a half percent in favor of Biden and one and a half percent lower for Trump.

Second, Lindell Index 427, 428, 430 and 432, following the election, legislators from Arizona, New Hampshire and Wisconsin all initiated investigations of the 2020 election, focusing particularly on Dominion machines. Lindell Index 96, Georgia Standing Senate Judiciary Committee, a legislative committee in Georgia, expressed concern that Dominion machines can be programmed with algorithm that reallocate votes between candidates. That's a quote. Russell Ramsland issued a report. They claim he's been debunked, et cetera. That's their view of it. People can believe something different. And his report showed an enormous error rate in the use of algorithms in Michigan. Jovan Pulitzer hacked real time, at the Georgia Senate Judiciary Committee, into a Dominion machine. And the committee wrote a letter discussing this hack and also stating that in Fulton County they had an astounding 93.67 error rate. This is a committee letter. A legislative committee letter. Dr. Doug Frank --

THE COURT: So, Mr. Parker, I apologize. Not to

suggest this isn't important, but I want to make sure we get to the personal jurisdiction arguments. I think I understand, for sure, the actual malice arguments. And, you know, I've read the papers and certainly will look at the pages you've cited.

MR. PARKER: Thank you, Your Honor.

THE COURT: I think it would be good to argue why you don't think there is personal jurisdiction here as to your clients.

MR. PARKER: Your Honor, one comment that responds to a statement made that is off of actual malice, as it relates to Mike Lindell's statements, in any event, MyPillow, very importantly, cannot be imputed because this is a subjective state of mind element, cannot be imputed with the subjective state of mind of Mike Lindell. And that is a matter of law in this jurisdiction under the *Secord* case, as well as the McFarlane v. Esquire Magazine case. The only way to impute liability when dealing with a subjective state of mind standard is if they can establish respondeat superior scope of employment.

And nowhere in the Complaint are the words "respondeat superior" stated. Nowhere in the Complaint are the words "scope of employment" used. So this Complaint is deficient as it relates to MyPillow, specifically related to that. And even if they were going to get around their

failure in pleading to try to argue, Well, this was all part of his job, we have put in -- well, the fact is that when you become a CEO, that doesn't mean that you check your entire life and liberty and your personal opinions and views at the door. You don't. You have the right to go out and do. And the company does not have direction and control over Mr. Lindell in that regard and they never have. And there is no evidence or allegation to the contrary.

As it relates to jurisdiction; first, there is a lack of minimum contact as it relates specifically to MyPillow. Sales in this jurisdiction are less than .1 percent. You look at the *Burman* case, .15 percent was not sufficient as contacts. The number of events or advertising that's been done, the word "extensive" keeps being used. That is just a conclusionary statement. In fact, we would characterize it to very little to near none.

THE COURT: I totally get your point about the relationship between MyPillow and Mr. Lindell. If Mr. Lindell's statements can be imputed on whatever theory to MyPillow, do you agree that those statements are then relevant to both the defamation analysis and the personal jurisdiction analysis?

MR. PARKER: No. There is a different analysis. The analysis as it relates to liability and actual malice requires a subjective state of mind element to be

established. Therefore, it is a heightened standard which has, again, come nowhere near being met by the Plaintiffs and *Secord* and the McFarlane/Esquire case lead with that point. Now dealing with jurisdiction --

THE COURT: Let's focus on Mr. Lindell for personal jurisdiction purposes. I get the distinction between MyPillow and Mr. Lindell.

Are you aware of any case that has held that there is not personal jurisdiction over an individual Defendant who travels to a district multiple times and makes multiple statements in person from that district that are alleged to be defamatory?

MR. PARKER: Well, first I would leave it to Mr. Lindell's counsel to respond specifically as it relates to individual, and the fact that I haven't fully researched that issue because, you know, we believe that whatever he did, they don't have jurisdiction over us.

THE COURT: It doesn't flow to MyPillow either. Right?

MR. PARKER: Precisely.

But I would say that as it relates to the activity of MyPillow and the district, sponsorship of the events in question is insufficient. This was not -- these were not events that MyPillow put on. These were not events where MyPillow was the sponsor of. They were a sponsor. This is

not where there were numerous, long, pervasive series of such events. There were three different days. That's it. If you look at the *Citadel* case, you know, that indicates that you are not responsible for those sorts of contacts or you don't have jurisdiction with just that number of contacts.

The *Burman v. Phoenix* case had traveled to D.C. for continuing education programs numerous times, placed 1300 calls to the District of Columbia, provided accounting services for a number of clients in the District of Columbia, and still was not sufficient. It was also the case where only .15 percent of their revenue was found to be in the district.

So the only way that they can tie MyPillow to this case is by tying Mike Lindell as MyPillow. And as we have put in through affidavit, indicating that there was no authorization, MyPillow has never made a political statement about anybody. None has ever been authorized or ratified. Mr. Lindell has never been directed to make any such statements. These statements are his, and they were made on his own. The mere fact that the statements may have redounded to a monetary benefit to the company does not change any of that. In fact, if it did, we are on a very dangerous slippery slope where, for example, the Progressive auto lady, who is the spokesperson for Progressive, and

everybody knows it. Whatever she says or does and if she gets sued and becomes a lot of notoriety and Progressive ends up making a lot of money, can they end up getting sued? No.

THE COURT: Has MyPillow ever directed Mr. Lindell to stop mentioning MyPillow when he talks about the election?

MR. PARKER: It's not in the record as ever having occurred one way or the other but, again, Your Honor, this was over a very short period of time. And MyPillow doesn't engage in silencing its employees.

THE COURT: Well, but there is a difference between silencing your employees and saying, Don't talk about our company when out doing political activities. Have they ever said that to Mr. Lindell? Have they ever said, We don't want to silence your political activities in your individual capacity but don't mention the company because you are not supposed to be out there representing us?

MR. PARKER: How could they say that when they are out sponsoring the event? They don't -- it doesn't mean that they are supporting the statements that he has made.

THE COURT: Thank you. Thank you, Counsel.

I think it would be helpful to talk about Mr. Lindell in personal jurisdiction. I understand the venue arguments and they are related. I think those are

crystal clear. Thank you, Mr. Parker.

Mr. Daniels.

MR. DANIELS: Your Honor, ever so briefly. And if I am still speaking in 60 seconds, I expect a hearty scowl from the Court, barring any questions.

First, just as a reminder, the Court has the unenviable task of not looking at all of the statements in a generalized way that Ms. Powell is alleged to have made, that Mr. Giuliani is, that Mr. Lindell is. You have to look at each one. There are three separate lawsuits here. So each statement has to to be analyzed as to whether it raises a sufficient, a plausible -- not possible but plausible inference of actual malice.

I wanted to answer the Court's question, because I had the benefit of a few minutes of reflection on what would have been an inherently improbable statement here. I think an inherently improbably statement or example of one, which has not been alleged or made, would be that if aliens from Mars came down and reprogrammed the machines or that the machines are somehow used to take over the minds of the voters before they cast their votes. Those are two examples of inherently improbable statements. With that I will turn the podium over to my colleague, Mr. Novosad, to argue the personal jurisdiction.

THE COURT: Very well. Thank you, Mr. Daniels.

MR. NOVOSOD: Good afternoon, Your Honor.

THE COURT: Good afternoon.

MR. NOVOSAD: I will start by answering the question you asked Mr. Parker. I am unaware of any case where a Defendant came and made several statements and that was found not enough. But our argument on (a)(3) and (a)(4) really focuses more on the damage side than the conduct. Because you have to show damage in the district for either (a)(3) or (a)(4) to apply.

THE COURT: Which, by the way, is one of the reasons I was exploring earlier the question of the Giuliani argument around the pleading of the harm and the damage, because I knew it was also relevent to the long-arm statute analysis.

MR. NOVOSAD: Right. And that is where I want to begin. First of all, Dominion doesn't have any voting machines in the district. There are no allegations that they have anyone who votes here on their machines or any evidence of any contracts.

So when they plead in Paragraph 159 of the Compliant, against MyPillow and Mr. Lindell, that they've lost investors or contracts or insurance, none of that ties into the district. You have to have a loss in the district. When you add in the *Martin-Marietta* no reputational harm that doesn't lead back to lost profits, they don't get to

say that we had reputational harm in the district and that's enough.

THE COURT: See, that's where you and Mr. Giuliani now differ. He conceds that reputational harm is cognizable for corporations. He just says there is a particular way to measure it. It's either lost profits or something else. He actually conceded, I think quite clearly, that corporations can't pursue claims for reputational harm in defamation cases.

MR. NOVOSAD: I think that's right and I think that that's correct, but it has to be measured in the sense of lost profits. There has to be a measurement.

THE COURT: So Dominion alleges it suffered reputational harm in the district. That's not implausible to me. Hypothetically, at least, where you've had statements made in the district that were heard by the executive branch officials, Congress, and the like, and all of the residents of the district, Dominion said it caused us reputational harm here, like it did in 50 other places. The result of that was lost profit, but we suffered reputational harm in the district and 50 other places.

MR. NOVOSAD: I don't think they've alleged that specifically with harm in the district. The reputational harm has to be measured by something definite like lost profits or some other measure of damages, and that can be

suffered in the district, but they haven't alleged that. And they haven't alleged lost profits here because they have no contracts here.

THE COURT: In your view, Dominion suffered reputational harm in those districts -- again, hypothetically -- where it lost contracts or didn't get contracts or could prove it had specific lost profits in that district?

MR. NOVOSAD: I believe they have to show that at some point. And they can't do it in the district because they have no contracts here, and there's been no allegation that they tried to get any and haven't gotten them. I think that is on (a)(3) and (a)(4).

THE COURT: So how about (a)(1)?

MR. NOVOSAD: (a)(1), it comes back to -- there is a dual conflation that Dominion is attempting. They want to use Mike Lindell as the agent of MyPillow for the statements he made and use MyPillow for the agent of Mike Lindell for their advertisements and sponsorship of events in D.C. I don't think you can do either one.

Mike Lindell, as Mr. Parker said, is the CEO but is also the person who made personal political statements that he believes. He wasn't transacting business when he made those statements. And if there was any business he transacted, whether it is renting a hotel room or eating

out, you have Subsection (b) that also requires the action, the cause of action, to arise out of that business that he conducted.

THE COURT: If a competitor goes to another district and defames its competitor, lies about the competitor's business or something, are those statements transacting business?

MR. NOVOSAD: It could be. If a competitor goes to a different jurisdiction, though. Now we are back under 423(a)(4).

THE COURT: No, I am just asking really whether defamatory statements made by another or by A, for the purpose of -- I will put it this way -- improving its business prospects -- in my hypothetical it is by defaming a competitor -- is that transacting business, making those statements?

MR. NOVOSAD: I don't think so, Your Honor.

THE COURT: Okay.

MR. NOVOSAD: I think under the heightened requirements for actual malice, it's not. And that *IMAPizza* case talks about how committing a tort is not doing business. So if you are defaming and that's your claim for doing business, that's not enough.

THE COURT: Thank you.

MR. NOVOSAD: Can I talk --

THE COURT: Please.

MR. NOVOSAD: I have a couple points on venue.

THE COURT: Oh, sure. Of course.

MR. NOVOSAD: On venue, Your Honor, I think from the pleadings this case is transferable to Minnesota. And based on the concessions and really Dominion's brief, eight of the nine factors lead to the conclusion that Minnesota is the more appropriate court.

Just a couple of quick points. Dominion relies on two cases, *Exelon* and *Johns*, for the proposition that it's not Your Honor's job to determine which is a more appropriate venue. They are actually right about that. Those cases stand for that proposition but that was both made in the context of a 12(b)(3) Motion to Dismiss for improper venue. We don't make that argument. We are seeking a 1404 transfer, which inherently requires a comparative analysis.

And here, going back to the fact that they have no machines in D.C., if you look at the transferee court's interest, Minnesota not only has an interest in policing its citizens, like MyPillow and Mr. Lindell, but there are actually jurisdictions in Minnesota that used Dominion machines in the 2020 election. So I think the transferee court's interest greatly outweighs any interest in D.C.

The last one is the transferee court's familiarity

with the law. There is a curious argument that Dominion has made between a primary and a secondary claim. If they are right about that designation, then they are admitting that their DTPA claim is just an end run around the First Amendment protections the defamation claim has or it's an improper attempt to get attorneys fees when defamation doesn't allow for those. In that case, the DPTA claim should be dismissed.

If they are truly two independent claims, then you have a situation where, as we briefed, the defamation law under D.C. or Minnesota, substantially similar, so that would be a neutral factor. But if the DTPA claim exists and survives, then a Minnesota court is going to have more familiarity with that claim than a D.C. court.

MR. NOVOSAD: Thank you, Your Honor.

THE COURT: Thank you, Counsel.

MR. KLEINHENDLER: Your Honor, I do want to reply to the defamation, but I just want to pick up on an issue that you were raising.

Dominion cannot, as a matter of law, allege injury in this district because the law is clear. And I cite to you the *Blumenthal versus Drudge* case, 992 F.Supp. 44, DDC 1998. Injury of a defamation as a matter of law only occurs where the Plaintiff lives and works. Period. They live and work in Colorado. They do not live and work here.

THE COURT: I suspect that's a choice of law case, and I haven't read it, and there is a lot of choice of law analysis that determines where the Plaintiff's injury is suffered. It's not clear to me that that's right when you are talking about harm to reputation.

MR. KLEINHENDLER: Your Honor, harm to reputation can only -- your reputation exists under this line of case law, where you live.

THE COURT: So you disagree with counsel that Dominion could suffer lost profits wherever it loses a contract? You think Dominion can only suffer lost profits in Colorado?

MR. KLEINHENDLER: Dominion can only allege defamatory injury. Again, this is not -- if they had an unfair competition claim, we could talk about that.

THE COURT: I understand. But your colleague, I think, conceded that Dominion can suffer harm in multiple fora. It just has to be fora where specific things happen. You are now arguing that's not right.

MR. KLEINHENDLER: Right.

THE COURT: You are saying that Dominion can only suffer injury in one location.

MR. KLEINHENDLER: From defamatory conduct.

THE COURT: Right.

MR. KLEINHENDLER: I disagree whole heartedly, and

I am pointing you to the law. And there is a whole line of cases on Page 12. When you defame somebody and hurt their reputation, they only are injured where they live. Period. That's the law. And, I believe, therefore we said even if you allowed them to amend, it won't help them, because they are in Colorado. They are not in the District of Columbia. Period.

And that goes right to the jurisdictional argument here, and I don't really have to add a lot to what they said other than Ms. Powell and the rest of her Defendants are not here. And if you look at --

THE COURT: Well, it's really only relevant under the long-armed provisions (a)(3) and (a)(4). It's not relevant under (a)(1).

MR. KLEINHENDLER: Correct. And under (a)(1), Your Honor, you need a systemic and sustained level of business in the district. They haven't come close. They haven't come within 100 miles of alleging that. She came in, made a couple press announcements.

I referred you to the *Butowsky* case, where the Court ticked off all of the things the person did and said, That's not enough. Especially, when you are doing press conferences that are going to the whole world. And even her website on the DTR. The DTR website, it's not an interactive website, and they make a point of that.

So I would just refer you to the papers. But the point I really want to make is there is no way they can allege an injury here, and that ends the inquiry on the judicial analysis.

Now, let me just get back to -- I want to kick it off, Judge, because I know we are in a rush. Okay?

So the first lawyer got up and said, Well, this isn't about the lawsuits. This is about a claim that election -- the election voting machines were subject to vulnerability and they were algorithms embedded in the machines.

Your Honor, again, I refer you to the lawsuits. And specifically Exhibit 9 -- sorry, Exhibit 10, which is the Russell Ramsland affidavit. He goes through at length why there were algorithms. And I will just read to you from Paragraph 13, after multiple, extremely detailed and erudite analyses, "This is consistent with our findings in Michigan on Dominion machines where it is clear the RCV algorithm was used to allocate votes instead of the winner being decided by the votes themselves."

And they go through it at length here. So this notion that there were algorithms in the machine is based on a sworn affidavit by a very, very reputable person, which Ms. Powell was allowed to rely upon. And there is no way they can come to the heightened standard that this was

something that was done with malice. Now, yeah, it's not 9(b), but malice requires a certain level of heightened pleading; that's number one.

Now, number two, they say it is crazy to argue that the problems with the machines were formalized in Venezuela. Okay. Let's just go to the Venezuelan affidavit, Exhibit 2 in front of you, and I would refer you, Your Honor, to Paragraph 22, among the many paragraphs. I am just going to read it briefly. "Dominion and Smartmatic did business together. The software, hardware and system have the same fundamental flaws which allow multiple opportunities to corrupt the data and mask the process in a way that the average person cannot detect any fraud of manipulation."

He goes on and on and he says, "The software itself is the one that changes the information electronically to the result that the operator of the software and vote counting system intends to produce that counts."

I would refer you, simply, to Paragraph 26. "I am alarmed because of what is occurring in plain sight during this 2020 election for President of the United States," and I am skipping.

"What happened in the United States was that the vote counting was abruptly stopped in five states using

Dominion software. At the time the vote counting was stopped, Donald Trump was significantly ahead in the votes. Then during the wee hours of the morning, when there was no voting occurring and the vote count recording was off line, something significantly changed. When the vote reporting resumed the very next morning, there was a very pronounced change in voting in favor of the opposing candidate, Joe Biden."

Now, we could talk about plausibility all day, and I realize you have a difficult job. However, *Tah* gives you the roadmap. And here we are not alleging out of thin air that the voting machines changed votes. We are not alleging out of thin air that there was irregularity. Here we are. We are showing you some smoke. They stopped the voting count late, after 92 percent of the votes were counted. Stopped in various cities that are very pro-democratic, stopped for multiple hours, and then all of a sudden the voting changes.

We have experts giving you statistical analysis. Giving you analysis based on hard data that these changes in the votes; that these anomalies, were not normal. And Mr. Ramsland goes on to say they were 99 percent statistically abnormal, 99 percent statistically abnormal in detail. Okay?

So the notion that Ms. Powell was saying things,

and even the quotes that we will refer to you, concede she is saying, I have evidence. I am going to show you evidence. Evidence is mounting. Well, Judge, here is the evidence.

THE COURT: What is your response to Dominion's argument that they've alleged that Ms. Powell falsified evidence and that allegation is -- it's an allegation in the Complaint; and that would be enough for a reasonable juror to infer malice?

MR. KLEINHENDLER: Let's talk about it. They talked about it on two matters. So let's talk about it. The first one we went through this morning -- sorry, earlier this afternoon, that's Exhibit 6 in your book. They are claiming that this document, from the Secretary of State, which talks about how great Dominion is, are falsified.

I argue to you that is not a defamatory statement. It could not have been intentionally manipulated because it counters the whole narrative. Why would she manipulate, falsely or knowingly submit a manipulated document that says Dominion is the best machine and best thing since sliced bread? It makes no sense. You can't make that inference.

The other challenge, Your Honor -- let's talk about it -- is to the affidavit, which is not in your book, of someone we refer to as Spider. This man -- and it's based on a Washington Post article. The entire

falsification here is in one sentence. Okay? It's in Paragraph 2. It says, "I was an electronic intelligent analyst under 305 military intelligence, with experience gathering SANT missile system electronic intelligence." He says that sentence. Then he goes on to all of his other --

It turns out, and this is after the fact, that he did complete a seven-month course with the 305th, but that afterwards he transferred. Okay? It's not technically false, because he did finish his training course there. And if you look at the rest of his 10 or 11 pages, 18 pages, he goes through in detail with backup as to why he believes that the voting systems that Dominion have -- and let me just read one important line here that he sums up. I am on Page 16 of his affidavit the end of Paragraph 21, Your Honor.

He's talking about Dominion, "By using servers and employees connected with rouge actors and hostile foreign influences, combined with the numerous, easily discoverable, leaked credentials, these organizations neglectfully allowed foreign adversaries to access data and intentionally provided access to their infrastructure, in order to monitor and manipulate elections, including the most recent election in 2020."

This conclusion, Your Honor, is based on 15 pages of detailed analysis. And it really doesn't matter if he

spent seven months with the 305th or seven years, because the analysis is set forth in detail and this is sworn to. There are no other allegations in this Complaint of falsifying anything. Moreover, I would just point to you, they said that Ms. Powell had a preconceived notion of the problem even before the election.

Okay. Let's look at Exhibit 23, Your Honor. Exhibit 23, in the book, is a statement by the Secretary of State of Texas; and it's dated the 24th of January, 2020. And they go through there why Dominion's voting system is no longer being used in Texas.

If you go to the bottom of Page 2. Your Honor, I am going into the second full sentence on Page 2 of this exhibit. "Specifically, the examiner who looked at this, reports raise concerns about whether the Democracy Suite," that's their system, "is suitable for its intended purposes, operates efficiently and accurately and is safe from fraudulent or unauthorized manipulation. Therefore, the Democracy Suite system and corresponding hardware devices do not meet the standards for certification of the Texas Election Code."

This was in early 2020. So there was a basis to doubt whether these machines were functioning effectively in the election. And this is straight from the State of Texas.

And, Your Honor, do you know who was one of the

consultants in the State of Texas in this analysis? It was Mr. Ramsland; and that's in the Michigan papers. And, again, I just want to correct -- the amended Complaint is Michigan, which was filed four days after the original Complaint, is where we have a lot of the allegations.

And Mr. Ramsland, in that proceeding, in his Michigan affidavit, goes through at length all of the efforts made in 2018 to show the principles, the elected officials in Texas, that the Dominion systems were vulnerable. And it was Mr. Ramsland who came back here and put forward his affidavit that we just went through.

So, Your Honor, we can go through -- you know, they have 40 paragraphs. And I would -- you know, if you want, we are happy to submit supplemental briefing, if you feel it is necessary, and take every one of the 40 statements and show you how it is in one of the pleadings.

And the last point I wanted to make on this is counsel said, Well, she started talking about this on November 8th, and yet she didn't file her Complaint until weeks later. It takes time to prepare a Complaint. I would refer you, Your Honor, to the *NAACP* case. And this is *NAACP versus Button,* 37 US at 436, where it specifically stated, "broadly curtailing group activity leading to litigation may easily become a weapon of oppression."

It then goes on to say, "it would pose the gravest

danger of smothering all discussion looking to the eventual institution of litigation on behalf of the rights of the members of unpopular minority." Okay. There it was "unpopular minority."

But the point is statements made in anticipation of litigation, when you actually do show up with the pleadings, is part of the litigation privilege, especially since the statements referred to here refer to evidence, refer to what was ultimately placed before the public.

And unless you have any questions, that would be it.

THE COURT: Thank you, Counsel.

Madam Court Reporter, can we keep going just to finish?

COURT REPORTER: Yes, Your Honor.

THE COURT: Thank you.

Very briefly, I would like to turn to Dominion.

MR. JOSEPH: I am DTR.

THE COURT: Please. No, Please.

MR. JOSEPH: I'm not sure I should be allowed to do this but I am going to try because -- Dominion wasn't formed until December 2nd, I believe, and some of this happened in November.

THE COURT: You mean DTR was not formed.

MR. JOSEPH: DTR. Right. Sorry.

So Paragraph 92 of their Complaint says that, on information and belief Powell would or someone reporting to them doctored the document. That doesn't say that Powell did it. So the notion that they've accused her of doctoring evidence is close, but it's just a minor point that they don't actually accuse her.

So the DTR points are pretty minor, and I will be quick. So under the (a)(3), (a)(4) and to some extent (a)(1), they mention the address, the website and employees. We submitted evidence that employees are contract employees of counsel, at some firms, means a senior associate that is an employee. But that is not what it means according to D.C. bar, ethics opinions 247, 255 and 338.

It basically means you're associationally tied for imputed conflict purposes. And there is a concern about misrepresentation, if you allege an association you don't have. You don't have to be an employee. So the fact that these two contract employees use of counsel somewhere doesn't make them employees. So they didn't have employees in the district. We put in evidence to that effect.

THE COURT: These two people were not DTR employees.

MR. JOSEPH: Correct. And then there is a declaration to that effect and it's not rebutted. The address was a mail drop. The cases in this district say

you've got to look to what actually happened. You can't just say, Oh, they have an address. You have to look to what actually happened. There is no pleading about anything, because DTR doesn't do anything in the district. And there is a declaration to that effect, unrebutted, and they haven't alleged that we do.

The website is, as Mr. Keinhendler said, non-interactive. But even if it were interactive, that's like if I am selling something from Guam here that is poisoned or deleterious in some way, then the person, if I have a sufficient market share into this district, can maybe have a due process analysis that brings me here. But that's -- it's not 423(b). Whatever DTR did on the website has no real connection to the harms that they are alleging.

And, basically, they just define the three Powell entities -- I shouldn't have said that -- Powell, Powell PC and DTR, they just sort of define them as one without breaking down the allegations as to each. They don't really make an alterego claim. There is an agency claim that they allude to, but there is no allegations about the scope of the agency.

There is also a temporal problem there because what actually happened in D.C. was in November before DTR's formation. Whatever the scope of Powell's agency relationship with DTR, it clearly didn't exist when the D.C.

allegations of the press conference and the communicating with the media while in D.C, that wasn't while DTR was on the table.

THE COURT: Thank you, Counsel.

MR. JOSEPH: Thank you.

MS. MEIER: Good afternoon, Your Honor. Megan Meier for Dominion.

THE COURT: Ms. Meier. Yes, thank you for the reminder.

MS. MEIER: I will be addressing some of the venue and personal jurisdiction arguments with respect to Ms. Powell, Defending the Republic and Ms. Powell's lawfirm. My colleague, Davida Brook, will be handling those arguments with respect to MyPillow and its founder, CEO and spokesperson, Mike Lindell.

There is a reason why Sidney Powell, her client, General Michael Flynn, Rudy Giuliani, Patrick Byrne and MyPillow's spokesperson and their allies did not converge in Texas or Minnesota to wage the defamatory campaign giving rise to this case.

They came to Washington, D.C. because Washington, D.C. was the center of the action. Washington, D.C. was the place where they could get in-person audiences with members of the Trump campaign, with the Republican National Committee, with Mr. Trump in his capacity as a candidate.

Washington, D.C. was the place where Powell could become a household name by hosting a defamatory press conference aside the President's attorney, Rudy Giuliani, in the National Committee Headquarters, just a couple miles away from here.

The very object of their defamatory campaign was not who should rightfully reside in the Governor's mansion in Texas or Minesota, but who should rightfully reside in the White House here in Washington, D.C. Washington, D.C. was the only place where they could hold marches and rallies within striking distance of the United States Capitol, where the certification of the 2020 United States presidential election was delayed because people marched through Washington, D.C. from a MyPillow-sponsored rally, at which Rudy Giuliana had spoken defamatory lies about Dominion, and those people marched through Washington, D.C. to the United States Capitol to disrupt that vote.

And in their briefing, the Defendants have the temerity to argue that the fact that this court is congested from the events of January 6th, means that this court should not be the one to resolve these cases? If anything, the events of January 6th and the fact that those people were fooled by the Defendants' lies, shows why this is the court that must resolve these cases.

Now, I heard opposing counsel say that there's no

jurisdiction because Dominion is not in D.C. and therefore it can't be injured in D.C.; that's contrary to black letter law.

In the *Steineberg versus Interpol* case, which was a case about personal jurisdiction arising under (a)(4), the prong of the D.C. long-arm statute requiring injury in the district, a Florida Plaintiff, was able to bring a defamation claim against Interpol, which acted from France, which never set foot in the district, which sent a single defamatory document to its liaison here in D.C. This court, DDC, dismissed the case for lack of jurisdiction and the D.C. Circuit reversed. The Plaintiff does not need to be a resident of D.C. to be harmed here to satisfy the jurisdictional inquiry under the fourth prong of D.C.'s long-armed statute.

Now, the contacts in this case far exceed, far exceed, the limited contacts that Interpol sent a piece of mail into D.C. Defending the Republic receives mail here, as confirmed by the affidavit of its one-time CEO Patrick Byrne, who we now understand has resigned as CEO after less than a month. DTR receives mail here.

THE COURT: Do you concede there isn't personal jurisdiction over DTR unless Ms. Powell's conduct is --

MS. MEIER: Absolutely not.

THE COURT: So what did DTR do to injure Dominion

in the district, independent of Ms. Powell's conduct?

MS. MEIER: Independent of Ms. Powell's conduct?

THE COURT: Yeah.

MS. MEIER: Defending the Republic posted on its own website defamatory statements at issue in this case, not just of the lawsuits and so forth. The media appearances, multiple media appearances that Powell gave from here within the district Defending the Republic put them on its website where it raises funds. That also injuries Dominion in the District of Columbia and everywhere else.

THE COURT: Were those actions by DTR transacting business or tortious acts taken in the district or are those acts that were taken outside of the district that you say "injured Dominion in the district"?

MS. MEIER: Those actions were taken within the district. We allege Powell was here -- she was here in the district.

THE COURT: I'm trying --

MS. MEIER: And she controls the contents of Defending the Public's website. She is the one controlling what is happening, what is going on the DTR website, and she was here in DC at the time. She is here in the district controlling what is being put on Defending the Republic's fundraising website.

THE COURT: Go ahead.

MS. MEIER: It's late so I am going to pause and ask if Your Honor has any questions for me on jurisdiction or venue or the DTPA claims. If not, I will hand it over to my colleague, Davida Brook.

THE COURT: Certainly not on venue. I think it would be helpful for one or the other view to briefly address this question about where a corporate Plaintiff -- there is some limitation, we all agree, on the kinds of harm or the kinds of damages it can recover. Where does a corporate defamation Plaintiff suffer harm for purposes of thinking about the D.C. long-arm statute and did Dominion do so in D.C.?

MS. MEIER: Absolutely, Your Honor.

So I think there are two different things going on here. There is the question, as you said, there is a choice of law question about where brunt of injury is felt, and which state has the most significant relationship, and where is the brunt of the injury felt? That's not the question here. The question is, is there an injury to a corporate brand when someone comes into D.C. and tells influential D.C. audiences, with enormous Twitter followings, lies about that company knowing and foreseeing that lies would be republished by the influential DC-based audience.

Dominion's reputation was irrevocably damaged to very influential people here in D.C. because while

physically here in D.C. they heard these Defendants defaming Dominion and saying lies about the company, saying that the company was found to rig elections and so on and so forth. In the minds of those people right there in D.C., hearing those lies, Dominion's brand is damaged. Its ability to get new contracts and win new contracts is impaired everywhere, including in D.C.

THE COURT: One other question. Does Dominion allege that Ms. Powell engaged in fundraising for DTR when she was physically located in Washington, in this district?

MS. MEIER: I'm sorry. I want to make sure I understand the question. You are asking, Did she fundraise for Defending the Republic while she was in D.C.?

THE COURT: Yes.

MS. MEIER: Yes. Let me point you to specific allegations in our Complaint. So, for example, these are just examples -- there are a lot.

On December 7th on News Max, Ms. Powell went on a News Max program, defamed Dominion, directed traffic to the Defending the Republic website, then posted that defamatory media appearance on the website as well.

On December 10th, Ms. Powell, from within Washington, D.C. appeared on the Lou Dobbs program, defaming Dominion and directing people to the Defending the Republic website, when posted that defamatory media appearance on the

Defending the Republic website.

On December 13th, Ms. Powell appeared on an Epoch Times -- did an appearance with the Epoch Times, defamed Dominion, directed people to the Defending the Republic website, and of course, posted it to the Defending the Republic website. The citations for each of those are Paragraph 181(x) of our Complaint; Exhibit 26; Paragraph 85 of our Complaint; Paragraph 181(z); Exhibit 27 of our Complaint; and Paragraph 181(aa); and Exhibit 28 of our Complaint. There are other examples. I don't want to be here all night. They are in our Complaint. I can continue if you'd like.

THE COURT: No, that's fine. Thank you, Ms. Meier.

MS. MEIER: I will hand it off to my colleague, Davida Brook, unless you have other questions.

THE COURT: No, that's great. Ms. Brook.

MS. BROOK: Good afternoon, Your Honor.

My colleague is putting up a slide presentation. Brittany, I will just take the clicker when you are ready.

I am here to address the arguments relating to person jurisdiction and venue as to MyPillow and Mr. Lindell. I will try to be concise. I have three main points, three ancillary points as to jurisdiction.

Lindell's and MyPillow's argument for why they

shouldn't be subject to personal jurisdiction in this district basically come down to three main arguments. The first one is they simply ignore the allegations in the Complaint and say that we haven't adequately pled the substantial ties with this district. That's false. And I will show why.

The second is sort of a reverse finger-pointing. Right? Lindell says he's not responsible for MyPillow. MyPillow says he's not responsible for Mr. Lindell. And therefore everyone gets off the hook. That's incorrect and I will explain why. So I will briefly touch on that.

Regarding the allegations in the Complaint, we submitted a slide deck to the Court earlier today. It's going up now. I won't take the time to go through it in detail, though I invite the Court to do it at its leisure. Essentially, the point of it is --

Do you have the clicker? Ms. Fowler, you can start scrolling through it as I talk.

Lindell says in its Complaint one isolated remark about his business during one appearance is insufficient to subject Lindell to personal jurisdiction of this court. It's obviously not what we allege. We allege many, many, many, remarks about MyPillow from Mr. Lindell in this jurisdiction.

Similarly, MyPillow writes, "Other than a vague

allegation that MyPillow advertises and sells its products in the District of Columbia, Dominion has not identified any specific contact of MyPillow itself in the district." That's also wrong. We talked about the four rallies that MyPillow hosted in this district including rallies in front of the Capitol building, rallies in front of the White House, et cetera.

So that framework for their analysis that we have not alleged that they came here and that they advertised here, that they used promo codes here, that they met with key figures here, received endorsements for their products here, is simply not true.

The second argument, again, is that I am not responsible for him. He's not responsible for me. On that one, again, the slide show goes through the complete overlap between these two, the individual and the entity. Right?

Every single time Mike Lindell appears, he is identified as the CEO and founder of MyPillow. In fact, when Mr. Lindell's counsel introduced him to the Court, he made sure to point out that he is the cofounder and CEO of MyPillow.

I'll let the Court go through these slides in more detail on its own, but I want to direct it, in particular, to two important citations, regarding MyPillow's responsibilities for Mr. Lindell's actions. We've talked a

lot today about reasonable men in the inference standard. The case *Washington Gas-Light Co. v. Lansden,* which is cited in our briefs and in their bries says the following about the agency test: "If different inferences might fairly be drawn from the evidence by reasonable men, then the jury should be permitted to choose for themselves." That is at pincite 545.

I submit to the Court when you look at all of the evidence in the Complaint, of advertisements of MyPillow being put right alongside Mr. Lindell's statements. This is the first clip almost of Mr. Lindell's Absolute Proof video, which he begins by talking about how he's been canceled. His company has been canceled by all of these other companies. Of course, many, many, many of the defamatory statements come linked with promo codes from MyPillow, that MyPillow of course accepted. Those worked. Someone at MyPillow made it possible for you to enter Mike or QAnon, or Fight for Trump, et cetera.

THE COURT: What is your response to the MyPillow argument that Mr. Lindell was never authorized by the Board to engage in these activities or at least to engage in these activities on MyPillow's behalf?

MS. BROOK: It's the same case, Your Honor. It's the *Washington Gas-Light Co.* case, which they cite and which we cite back at them, which says in no uncertain terms, that

you don't need explicit written board authorization to do so.

The question is whether we put forth allegations sufficient for a reasonable person to infer that that authority was granted. I submit we have an abundance. In fact, I can't think of a case where you could have more allegations showing that the company has stood by what the CEO has said, sponsored the rallies over and over and over again. They let him speak at rallies, over and over and over again. They accepted the promo codes over and over and over again.

So I think that question, at a minimum, regarding the reverse finger pointing whether or not Lindell is responsible for MyPillow, the case cite there is the *IMAPizza* case, which we've talked about a little bit throughout the day. And the quote is, "Similarly, the fiduciary shield rule does not protect corporate agents who were not mere employees, but high-ranking officers responsible for the corporate policies that gave rise to the Plaintiff's claims."

That's what we have alleged here. Right? This isn't some random employee who was off on his personal time engaging in personal activities. This was the CEO, founder, inventor and spokesperson for the company, who we allege had every authority from the company to be taking the actions

that he was taking.

We also allege, just to be clear, that besides the profits to MyPillow, he benefited from it personally. Those allegations are in Paragraph 93 of the Complaint, where Mr. Lindell is quoted as talking about what he is going to do with the profits. He says, I am going to use the profits for good. He says it on Inauguration Day.

Paragraph 152 of the Complaint, we talk about how he used this marketing campaign to sell his own books.

Paragraph 153 of the Complaint, we talked about how he used this defamatory marketing complaint to secure an endorsement from Trump for what would be gubernatorial run in Minnesota.

And then Paragraph 95 of the Complaint is a great example of how this, "I am not responsible for him, he is not responsible for me" argument collapses. That talks about how just days after Twitter banned Mr. Lindell from posting to that website. It had to ban MyPillow, because Mr. Lindell had circumvented the ban by simply using the MyPillow Twitter account that he clearly had control over to make postings there. That is the second argument, the nobody-is-responsible argument.

Regarding injury, the original argument that both Defendants made in their briefs was the one that my colleague, Ms. Meier, addressed. Right? That injury can

only be felt in the place where the Plaintiff is domiciled. I think the Court hit that square on the head. It is a choice of law analysis. It's not an injury analysis and there are multiple cases, including the *Steinberg* one my colleague spoke about, as well as *Keeton v. Hustler* the Supreme Court case they say that that is not true. In fact, under the single publication rule, the firm awards damages for injury in all states, and that's how defamation law is treated.

So they've pivoted a little bit in argument today to two other arguments. The second argument that they are now advancing, which is a relatively new one, is that Dominion doesn't have contracts in this district. As the Court pointed out numerous times today, we allege that we are are likely to lose perspective contracts in this district and, frankly, nationwide. That's in the Lindell and MyPillow Complaints at Paragraph 159.

And then you have the third, and second new argument that they've advanced today, which is *Marietta.* I think what happened, there was a failed got you moment. *Marietta* was not cited by Lindell or MyPillow in their briefs. It came up over the past 24 hours in the parties' correspondence with the Court. They saw it. They grasped on to it as an opportunity to argue that we could not possibly be injured in this district because we are a

corporate Defendant. As Mr. Giuliani's counsel conceded, that's not what *Marietta* stands for. So they've, in fact, now kind of conceded we have been injured in this district, sufficient to satisfy (a)(3) or (a)(4). I think they are out on a limb there as well.

Also, I just want to draw the Court's attention there that the *Solers* case and the Me MedX case, group case that we talked about today, the Plaintiffs there are not D.C. based corporations. They were both foreign corporations, Virginia and I believe Florida.

So those are the three main points, their three main arguments. I think they all fail. I think we clearly have jurisdiction under (a)(1), (a)(3) and (a)(4). As the Court well knows, we only need it under any one of them.

Three minor points, they've used an argument a lot in their briefing, and it goes to the venue analysis as well, that only 25 percent of the statements are alleged to have taken place in this district.

First of all, obviously, one statement would be enough to find personal jurisdiction, that's the *Steinberg* case, amongst others, but I want to clarify something so the Court doesn't get led down the wrong path. We were very conservative and careful in our pleading. We felt confident alleging that 25 percent of the statements were made in this district. We don't say the other ones were made in

Minnesota and neither do they. None of their declarations or affidavits say, you know, I, Mike Lindell, was sitting on my couch in my house in Minnesota when I said X, Y and Z statement.

The second small, distinguishing factor is the Flo/Progressive points. We are obviously not trying to say if Mike Lindell is out on a personal vacation and he says something not having anything to do with MyPillow or the company, that MyPillow gets dragged into court.

I think we can all recognize that if Flo were to say something in a Progressive commercial that Progressive had produced and blessed and never retracted, that that is a statement that would be imputed to Progressive.

The two cases are my last point that they cite, *Citadel* and *Burman*. *Citadel*, of course, talks about trade shows, which is incredibly different than sponsorship of the rallies, the four rallies we have issue here.

The *Burman* case, as the Court knows from reading that case, it is a very different situation where the Defendant was operating on behalf of a sort of secondary Defendant. So there weren't direct allegations of actions in this district.

On transfer, I will be really brief, unless the Court has any questions. There's five factors. It comes back to the same blinders that I've been talking about for

the last five minutes or so. The question is not whether or not they prefer to be in Minnesota or here. The question is where a substantial part of the events took place. A substantial part of the events took place in this district. So that weighs in favor of keeping this action here. Minnesota is no more convenient than Washington. They talk about all of the witnesses and all of the documents that are in Minnesota, but they don't actually list any or cite any. As is evident from this courtroom today, the key defendants and faces in this action are spread out all over the country. And as also evident in this courtroom today, they have no problem traveling to Washington, D.C. in order to prosecute and defend this case.

Michigan law does control the primary cause of action here. We have been at this for three-plus hours, and I don't believe Minnesota law has come up once. I think that speaks for itself.

And as my colleague, Ms. Meier, pointed out, the median time from filing to disposition is essentially the same. And to the extent there is a difference, it is in some ways attributed to the actions that are at issue in these cases. So we would contend that D.C. has the local interest and that Your Honor should keep them here.

THE COURT: Thank you, Counsel.

I don't think I need a reply on the personal

jurisdiction venue points. I certainly get the arguments, and we have been at this for quite a while now.

I thank everyone for the argument this afternoon. I am taking all of the motions under advisement. It's a 99 percent likelihood that I will write an opinion on the motions. I guess I should say opinion or opinions, depending on whether I decide to do opinions that are case-specific or if I just do one omnibus one.

What that means, I think, is I won't be conducting another hearing to do an oral disposition or ruling. It will be written. It also means that very likely the next time you hear from me will be through that opinion and a set of orders. And, obviously, depending on whether I am granting in part or not the motions or in whole, that will effect the rest of the case as it is here.

So unless there are other non-Motion to Dismiss topics we should discuss -- and I don't want to hear anything more on the substance. I think we have been at it long enough on that. If there are no other topics, I think we can adjourn, and then you will just hear from me. But if someone has something that does not relate to the motions, feel free. Counsel?

UNIDENTIFIED SPEAKER: We just have a housekeeping matter. We would like to present a hard copy and electronic copy of our slide deck.

THE COURT: That's fine. In fact, I would invite everyone who had a slide deck to hand it to Ms. Lesley, hard or electronic or both, if you haven't already. That's just fine. Any other issues, housekeeping or otherwise, we should discuss, Counsel?

[No response]

Thank you.

COURTROOM DEPUTY: Court is adjourned.

(Proceeding concluded at 6:10 p.m.)

C E R T I F I C A T E

I, **Lorraine T. Herman, Official Court Reporter**, certify that the foregoing is a true and correct transcript of the record of proceedings in the above-entitled matter.

July 2, 2021
DATE

/s/
Lorraine T. Herman

Exhibit 672

EXCERPTED TRANSCRIPT

In the Matter Of:

U.S. DOMINION vs

FOX NEWS NETWORK

PAUL CHAVEZ-CASANOVA

August 12, 2022

IN THE SUPERIOR COURT OF THE STATE OF DELAWARE

US DOMINION, INC., DOMINION VOTING SYSTEMS, INC., and DOMINION VOTING SYSTEMS CORPORATION,

Plaintiffs,

v.

FOX NEWS NETWORK, LLC,

Defendant.

_____/

C.A. Case No. N21C-03-257 EMD

REMOTE VIDEO DEPOSITION OF PAUL CHAVEZ-CASANOVA

August 12, 2022

8:50 a.m.

REPORTED BY:

Kristi Caruthers

CLR, CSR No. 10560

JOB NO. 2022-849801

A. Yes.

Q. You also testified that people at Dominion, employees, were asked to send these to, I think you said it was a group within the IT department, any threats so that -- and that staff should report back to employees about threats that have been received.

Did I get that right?

MS. OBI: Object to form.

THE WITNESS: Yes.

BY MR. ROSS:

Q. In addition to texts, were some of those threats voicemail messages?

MS. OBI: Object to form.

THE WITNESS: I believe the company asked employees to turn over anything, any materials including voicemails.

BY MR. ROSS:

Q. Do you recall hearing some voicemail threats, not to you but to other employees?

A. At that time? I don't remember right now.

Q. Okay. Just the knowledge that people were leaving voicemail threats, did that cause you any concern?

A. Yes.

MS. OBI: Object to form.

BY MR. ROSS:

Q. I do want to ask you about some of the issues regarding your work that counsel for Fox News covered.

You recall the WinEDS program that you were asked about earlier in your deposition?

A. Yes.

Q. Okay. Was this an issue or a thing that you worked on only for Chicago and Cook County? Is that right?

A. Yes.

Q. And I know Chicago is in Cook County, but were they two separate clients of the -- of Dominion?

A. They were two separate clients.

Q. Now, I think you testified that the origins of WinEDS is back with Sequoia; is that right?

A. WinEDS was a Sequoia software.

Q. For the substantive work that Dominion was doing for these companies -- for these two clients after you came over, they were using their own products; is that right?

A. I'm not -- I'm not sure what you're

asking.

Q. Okay. Let me -- let me rephrase it.

WinEDS had a particular -- was able to generate a particular type of report; is that right?

A. Yes.

Q. Okay. And that was a report that both the City of Chicago and Cook County, those folks liked that version of the report.

A. Yes.

MS. OBI: Object to form.

BY MR. ROSS:

Q. What -- how did that create an issue with -- for Dominion, and how did they solve that after they --

MS. OBI: Objection; form.

BY MR. ROSS:

Q. -- acquired Sequoia?

A. So Dominion had to create the integration software to bring over the results from Dominion tabulators into WinEDS, which was the Sequoia election management system, so that reports could be created from that old system.

Q. So the actual substantive work that the tabulation and everything was being done Dominion systems that they created independent of anything

from Sequoia; is that right?

A. Yes.

Q. The reason WinEDS was still being used was because the report that it produced was something that Chicago and Cook County were used to and wanted to continue to see it in that format?

A. That is my recollection, yes.

Q. Was this WinEDS used anywhere else, is it your knowledge, other than Chicago or Cook County by Dominion?

A. WinEDS, that's all I can remember, Chicago.

Q. Okay. You gave some testimony about some issues with Adjudication in Gwinnett County.

Do you recall that?

A. Yes.

Q. And you explained the issue, right, that the system was getting hung up on certain batches of ballots and that you had to create a workaround to fix that, and it took a couple hours but it got done; is that fair?

MS. OBI: Object to form.

THE WITNESS: Yes, that's fair.

BY MR. ROSS:

Q. Now, what was causing the failure of those

batches to load?

A. There was a timeout.

Q. What do you mean by "a timeout"?

A. A timeout is when a program is doing something and it's given a certain amount of time to complete that task, and if it doesn't then the operation is considered failed.

Q. And then it stops?

A. And then stops.

Q. What was it about these batches in Gwinnett County that was causing this -- the system to time out?

A. They were too big. They had many, many ballots.

Q. And what was the workaround with regard to the timeout that you did that resolved the issue in a few hours?

A. We needed to increase the timeout so that the bigger files would go through.

Q. So you simply increased the time that the system had to load each batch?

A. Yes.

Q. And that solved the problem?

A. Yes.

Q. I want to go ask a few other questions

State of California)
)ss
County of Orange)

I, KRISTI CARUTHERS, Certified Shorthand Reporter, Certificate Number 10560, for the State of California, hereby certify:

The foregoing proceedings were taken before me remotely at the time and place therein set forth, at which time the deponent was placed under oath by me;

The testimony of the deponent and all objections made at the time of the examination were recorded stenographically by me and were thereafter transcribed;

The foregoing transcript is a true and correct transcript of my shorthand notes so taken;

I further certify that I am neither counsel for nor related to any party to said action, nor in any way interested in the outcome thereof.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 29th day of August, 2022.

Kristi Caruthers

KRISTI CARUTHERS, CLR, CSR 10560

Exhibit 673

EXCERPTED TRANSCRIPT

In the Matter Of:

U.S. Dominion vs

Fox News Network

RON ROSANIA

November 15, 2022

CONFIDENTIAL

SUPERIOR COURT OF THE STATE OF DELAWARE

US DOMINION, INC., DOMINION VOTING SYSTEMS, INC., and DOMINION VOTING SYSTEMS CORPORATION,

Plaintiff,

vs.

Case No. N21C-03-257 EMD

FOX NEWS NETWORK, LLC,

Defendant.

** CONFIDENTIAL **

REMOTE VIDEOTAPED DEPOSITION OF

RON ROSANIA

Tuesday, November 15, 2022

10:00 a.m. (CST)

Reported by:

Joan Ferrara, RMR, FCRR

Job No. 2022-871977

Rosania - Confidential

those ten counties that I just listed -- I'm sorry, can you repeat what you had said? You had said...

Q I asked if you had lost these ten counties as customers all together or if you were referring to specific business opportunities.

A It's specific business opportunities for some and some in total. It varies from county to county.

I can't say one thing for all ten of those.

Q Sure. Okay. So I'll ask one by one.

For Sussex, was it a specific business opportunity?

A For Sussex, it was the entire county.

Q Okay. So Sussex is no longer a customer of Dominion's?

A Sussex, the opportunity -- the opportunity to sell there was taken away. They were not a customer of Dominion prior.

Q Oh, okay.

Rosania - Confidential

I understand. So they were a prospective customer in 2021 --

A Correct.

Q -- and the opportunity to obtain them as a customer was taken away, you're saying?

A Right.

Q How about for Passaic, same question?

A Passaic was a customer of Dominion's for 25 or so years going back to the legacy Sequoia equipment, and they were lost in totality in 2021.

However, I would like to add that in 2020, they spent a large amount of money with Dominion prior to the 2020 elections because of COVID. There was an order by the governor to make all elections that year were vote by mail.

So Passaic County upgraded to a new vote-by-mail system in 2020 and then in 2021, left completely as a customer.

Q Okay. Hudson, same question?

A Hudson, also a customer for

Rosania - Confidential

20-plus years. In 2020, also, like Passaic, upgraded their entire vote-by-mail system.

In 2021 decided to leave Dominion for their early voting equipment. So in 2021, they did not use Dominion. So it's -- all right. I'm going to try to make it as, you know, easy to understand as possible.

Q I appreciate that.

A So vote by nail Hudson, in 2020, they upgraded and spent money to do so. So they upgraded their -- they upgraded their full system in 2020 for vote by mail.

In 2021, because of the law change, including early voting, they decided to go to a competitor for early voting. However, they maintained using the Sequoia legacy equipment on Election Day. However, the sale for the Election Day equipment was also done, was also finalized. They just hadn't used -- implemented it yet.

So it's kind of a -- so as of

Rosania - Confidential

right now, moving forward -- so for 2021 and 2022, they used legacy Sequoia equipment on Election Day, they used Dominion vote by mail, and they used competitor's early voting system.

Now, moving forward, it will be competitor's Election Day, competitor's early voting. As far as I know right now, Dominion vote by mail.

Q Okay. How about Somerset County?

A Somerset County was the final county in New Jersey to purchase the previous vote-by-mail system. So 19 of the 21 counties had already converted to the Dominion vote-by-mail system.

Somerset was the last one to do that, and they did that, I believe, in 2019 -- or 20 -- it was either 2018, at the end of -- it was either the end of 2018 or the beginning of 2019. I'm sorry, with the COVID year, things kind of get jumbled up.

So they had purchased -- and when they purchased the vote-by-mail system

Rosania - Confidential

at that time, they had increased the number of scanners. They bought extra backup scanning units.

Q Okay.

A So then fast forward in Somerset to 2020, when the order was to have all vote by mail, they did not need to upgrade their vote-by-mail system because they had the additional scanner to help them with throughput.

I think just some more context, New Jersey is typically not a huge mail-in ballot state. It's mostly in-person voting. On Election Day, a typical county would go from 15 to -- you know, maybe 10, some of the mid-size counties would get maybe 10 to 15,000 ballots on a low end up to maybe 40.

So they're very not -- they're not used to dealing with large capacity as far as vote-by-mail ballots.

But obviously, in 2020, it was everybody. So they went from scanning 30,000 ballots to scanning 600,000, you

Rosania - Confidential

know, whatever the large numbers were.

So most of the counties that we'll go through here needed to spend money on -- in 2020 to be able to handle the throughput. Somerset was one that did not because they already had the extra scanning power.

Anyway, in 2021, again, Somerset was a customer for 20-plus years of Dominion and they decided to go with the competitor's early voting system.

And I know that it also included the Election Day, but I don't know when they actually did the -- you know, the final implementation of that.

So to my knowledge, I believe Somerset, in '21 and '22, just like Hudson, were using the Dominion legacy -- the Dominion Sequoia legacy equipment on Election Day, competitor's early voting system, and the Dominion vote-by-mail system.

Q And which competitor is this that you're talking about?

Rosania - Confidential

A There's only one really in New Jersey, ES&S.

Q Okay.

A There were three -- to my knowledge, I believe there's only three election vendors that are certified in New Jersey and it's us, ES&S and Hart, but nobody -- nobody purchased or uses Hart equipment in New Jersey, to the best of my knowledge.

Q Okay. So for Hudson and Somerset, when you said they went to a competitor for early voting, you meant ES&S, right?

A Yes.

Q I think Hunterdon was the next county that you said. Same question about Hunterdon?

MS. SAMMONS: I thought Hudson was the next.

MS. SMEDLEY: We did Hudson already.

MS. SAMMONS: Oh, I'm sorry, you're right.

Rosania - Confidential

A So Hunterdon, same scenario there. Customer for 20-plus years. 2020, upgraded their entire early voting system. 2021, decided to go with competitor for early voting as well as Election Day, but they fall in the same category as some of the others as far as continued to use the Dominion Sequoia legacy equipment on Election Day for, you know, I believe '21 and '22.

Q Okay. You said they upgraded their entire early voting system in 2020.

Did you -- is that right, or did you mean vote by mail?

A I'm sorry, what did I say again?

Q You said upgraded their entire early voting system.

A I'm sorry. Yes, that was a mistake. I apologize. That was meant to be vote-by-mail system.

Q Okay. Got it.

And then Monmouth, same question, please?

A Same answer. Monmouth County

Rosania - Confidential

purchased -- both Hudson and -- Hudson and Monmouth bought a very large and robust vote-by-mail system in 2020.

In 2020, they completely revamped and upgraded their vote-by-mail system.

In 2021, with the law change having early voting be a piece of New Jersey elections, they also, as the others, went to ES&S -- I'm sorry, the competitor.

Am I allowed to say their name? Is that okay?

Q Yeah.

A Can I just keep saying "competitor"? Is that okay?

Q That's fine. You already told me you don't think anybody buys from Hart. So I will understand that that's ES&S, yes.

A Okay. Thank you.

So they purchased the early voting and Election Day from the competitor in 2021.

Q Okay.

A And that also includes their

Rosania - Confidential

demonstration.

Q But do you think it's possible that you'll have demos for Bergen, Burlington or Camden in the future?

A Hopefully. I can't say one way or the other, but I believe so.

Q And are you leading the discussions with these four counties?

A Am I leading the discussions, is that what --

Q Yes.

A Yeah, myself and Howard.

Q What sorts of issues do you think were the main concern of New Jersey election officials after the 2020 election?

MS. SAMMONS: Objection. Form.

A Do you have a specific county?

Q No. Are there specific -- any specific counties that communicated concerns to you?

A Well, I witnessed that, you know, in the demonstrations, as I said earlier. The questions that I was getting -- you know, there was different

Rosania - Confidential

factors in each of the counties.

You know, the -- first, you have some counties that not showing up to demos, which obviously being a vendor for, you know, all my years at Dominion and having good relationships with all of our customers, some counties deciding not to show up for a demonstration is obviously concerning.

The questions I was getting at the demonstrations to the point where halfway through demoing for the counties I needed to change my approach to my demonstrations where I started leaning with answering all the lies that were being told about our system, about our company, about our employees, about everything that was being said on Fox News.

I actually started my demonstrations with that because I figured I only have an hour, it's better to let me kind of bring it up first and answer everything because I was hearing the same questions every single place I went.

Rosania - Confidential

And instead of wasting 45 minutes of my 60 minutes that I had to show the new product and the features and why it's transparent and why it's secure and everything that we were doing in New Jersey, I was wasting three-quarters of my time talking about Venezuela, among other things.

So halfway through, I started going -- my strategy kind of changed, my approach, and I started just answering them right off the bat so I would have more time to show them our machines.

So there's -- those were the issues that I had, that I was dealing with on a daily basis with election officials in New Jersey after the 2020 November election.

Q Okay. Would you say that those -- those concerns that were communicated to you were about -- would you call it misinformation in the media?

A I wouldn't use that, "misinformation." I would use it as

Rosania - Confidential

strictly lies.

Q Aside from the misinformation, were there any customer concerns that were communicated to you related to the 2020 election?

A None that I could think of specifically.

Q Okay. And are you familiar with the Setting the Record Straight document?

A Yeah. That was a document that I believe Dominion put out basically answering all the misinformation that was being talked about at the time. I know that was something that a lot of the salespeople were directing people to, to read.

However, you know, while I don't think it was extremely successful because people's minds seemed to have already been made up. I believe at some point, I actually printed out a couple of copies of it, I think, and tried to, you know, hand them out.

But, again, it was -- it was a

Rosania - Confidential

Q Did anyone at Monmouth County tell you that the reason they decided to go with ES&S was because of statements by Fox News?

A Monmouth County was one of the more heated demonstrations. As I spoke about earlier, a lot of noise from employees, staff members, the County Clerk. I knew that she was very integral in that county as far as the decision-making and she had -- we had to reschedule our demo a number of times there because she suddenly became unavailable quite a bit.

There's no doubt in my mind Monmouth was one of the counties that were lost tremendously based on the noise and the defamation and the lies that were being told.

Q Is that documented anywhere?

A Just my experiences while I was there, in living color.

Q Okay. Not in any document that you know of, right?

A Not in any document.

Rosania - Confidential

Q And did you have a particular conversation with that County Clerk or any other decision-makers in Monmouth County where they told you that they were choosing to go with ES&S due to Fox News' conduct?

A I had conversations with a number of people in that county that expressed the unfortunate lies that were being told about Dominion made it impossible for them to choose Dominion, even though our systems to some of them was the superior of the two and the relationship that we have built over the past 20-plus years.

Q Okay. Please tell me who those people were.

A I wouldn't be able to recall specifically because these were demos that were done on a daily basis. I was bombarded with these questions at every single one of the demos.

Some people I know by first name only. I can tell you that I -- there were people from the warehouse that had made

Rosania - Confidential

mention of this. There were people from the Board of Elections. There were -- I believe the former superintendent as well said that the phone calls that she's been getting have been very difficult about the stuff that's being said in the media and on Fox News.

Q But that was before the opportunity was lost, if it was at a demonstration, right?

A That was -- these conversations?

Q Yes.

A Yes, these were conversations that I've had during the demonstration process prior to them making their decisions, yes.

Q Okay. So after they made their decision, have you had -- did you have a conversation with any of the decision-makers in which they told you that Fox News' conduct was the reason they did not choose Dominion?

A Monmouth County was -- there was a gentleman at the Board of Elections that

C E R T I F I C A T E

STATE OF NEW YORK)
: SS
COUNTY OF NASSAU)

I, Joan Ferrara, a Registered Professional Reporter and Notary Public within and for the State of New York, do hereby certify:

That RON ROSANIA, the witness whose deposition is hereinbefore set forth, was duly sworn by me and that such deposition is a true record of the testimony given by the witness.

I further certify that I am not related to any of the parties to this action by blood or marriage, and that I am in no way interested in the outcome of this matter.

IN WITNESS WHEREOF, I have hereunto set my hand this 16th day of November, 2022.

Joan Ferrara

JOAN FERRARA

Exhibit 674

EXCERPTED TRANSCRIPT

In the Matter Of:

U.S. DOMINION vs

FOX NEWS NETWORK

BARRY HERRON

October 06, 2022

IN THE SUPERIOR COURT OF THE STATE OF DELAWARE

US DOMINION, INC., DOMINION VOTING SYSTEMS, INC., and DOMINION VOTING SYSTEMS CORPORATION,

Plaintiffs,

vs.

FOX NEWS NETWORK, LLC,

Defendant.

----------X

Case No. N21C-03-257 EMD

REMOTE VIDEOCONFERENCE DEPOSITION OF

BARRY HERRON

Thursday, October 6, 2022

Reported by:

Anne E. Vosburgh, CSR-6804, RPR, CRR

Job No. 865384

B. HERRON

management and assistance in these dealers to accumulate opportunities and secure opportunities for sale in their respective territories.

Q. Okay. What was your -- did you have a region or geographical territory that you covered as VP of sales at Unisyn?

A. It was basically restricted to states where a dealer organization currently existed. And that, again, was focused back in the Midwest part of the country because of their orientation for paper ballot optical scan-type systems.

So we secured three or four dealers that covered states in the Midwest.

The only direct sales state we had at the time was a county in Arizona and one county in Missouri. Everything else was sold through the dealer organization.

Q. Okay. Several times over the last few minutes you've been using a term called "dealer" and referencing "dealers."

Can you just explain to me what exactly is a dealer in this context?

B. HERRON

A. All right. A dealer in the election context is a local company that resides in a given state or states that provide election services, prints ballots, does training for poll workers and election support; in other words, they're the election specialty organization within their given territory, and they were recruited to become resellers, if you will -- I'm using the word "dealers" -- but resellers of the Unisyn products into their customer base that they already were servicing.

Q. Got it. When did you leave Unisyn?

A. I left Unisyn on January 31st, 2019.

Q. Okay. And by the way, up until the time you left, did your titles or responsibilities change from that of VP of sales?

A. No, sir.

Q. What were the circumstances of you leaving Unisyn in January 2019?

A. Circumstances were I had an opportunity to go join the Dominion Voting Solutions organization to assist them in

B. HERRON

increasing their footprint in the southeast part of the country, meaning Georgia, Florida, South Carolina, and Georgia was preparing to replace their existing system sometime in the 2019/2020 time frame.

And meeting with John Poulos, I was offered an opportunity to join Dominion at that point, which I did effective February 1st, 2019, and pursued an opportunity in South Carolina and Georgia immediately upon joining the company.

Q. So let's talk -- we're now at the point of Dominion.

Is that your current employer?

A. I retired from Dominion on April 30th, 2002 -- 2022, sorry.

Q. And are you currently employed by anyone at this time?

A. No, sir. I'm retired.

Q. Okay. And was that really the reason for your leaving Dominion, that you had effectively retired?

A. Yes, sir.

Q. All right. I want to go back to the

B. HERRON

start of your time at Dominion.

When you first joined, what position did you have?

A. My title was regional sales manager. It included the states of South Carolina, Georgia, and Florida. And my role was to immediately prepare an RFP response for the State of South Carolina's opportunity for a statewide voting system.

And almost simultaneously, Georgia released their RFP for the procurement of a new voting system.

So my focus was buried in the development of those two RFP responses for the first 30, 60, 90, 120 days of my employment with Dominion.

Q. Now, did you have any direct reports?

A. No, sir.

Q. Who were your direct reports?

A. None. Just me.

Q. And to whom did you report?

A. I reported to our sales manager at the time, Waldeep Singh. I believe that's his

B. HERRON

was at Dominion. I can't speak to that. There may be a couple counties that no longer were Dominion customers, but I can't speak to that. I don't have the information for you.

Q. Okay. If I wanted to know that information, who would I talk to?

A. The management at Dominion.

Q. And who specifically?

A. If Waldeep is still the vice president of sales after my retirement several months ago, then that would be the source that I would direct you to.

Q. Okay. I want to move on to North Carolina.

While you were employed at Dominion, did Dominion have any customers in North Carolina?

A. No, sir.

Q. And while you were employed at Dominion, did Dominion ever acquire any customers in North Carolina?

A. No, sir.

Q. Okay. You joined Dominion in January 2019, right?

B. HERRON

A. February 2019.

Q. Okay. At the end of February '19 -- excuse me, at the end of that year, 2019, did Dominion acquire any new customers in -- let's start with South Carolina?

A. No, sir. None.

Q. What about Georgia?

A. We were awarded the statewide Georgia contract on July 29th, 2019.

Q. What about Florida?

A. Can you repeat the question regarding Florida again?

Q. Sure.

The question is at the end of 2019, did Dominion obtain or acquire any new customers in the state of Florida?

A. No new customers in the state of Florida.

Q. What about Illinois?

A. In Illinois in that 2019/2020 time frame, the city of Chicago in Cook County, Illinois, upgraded to the most recent Dominion product certified for use in the state.

Q. So did that constitute a new

B. HERRON

customer for Dominion in Illinois?

A. No. They had previously been a Dominion customer via acquisition by -- of Sequoia earlier.

Q. So they were basically continuing as a customer, renewing as a customer? How would you characterize that?

MR. ROSS: Objection to form.

A. Not being involved, sir, I believe Dominion won an RFP for that process. It wasn't just an automatic upgrade.

BY MR. MURPHY:

Q. Okay. However you characterize it, that was won in 2019, correct?

A. Yes, sir.

Q. Okay. Any other new customers in Illinois for Dominion in 2019 other than the city of Chicago?

A. Not to my knowledge.

Q. And by the way, same question. You mentioned an award in Georgia in July 2019.

Did Dominion acquire any new customers in 2019 other than the one you mentioned?

B. HERRON

MR. ROSS: Objection, form.

A. If you're talking about Georgia, if I understand the question as it pertains to Georgia -- can you repeat your question regarding Georgia?

BY MR. MURPHY:

Q. Yeah. So we were talking about -- we were going state by state for each of the regions that were in your territory. And my question was for 2019, whether or not Dominion acquired any new customers, okay?

In Georgia, you told me about a contract that was awarded in July 2019, correct?

A. Correct.

Q. Other than that contract, are you aware of any other new business that Dominion acquired in Georgia?

MR. ROSS: Objection to form.

A. The 2019 was a statewide contract that provided voting equipment for all 159 counties in Georgia. So the answer would be no in 2019, other than the statewide procurement opportunity.

B. HERRON

C E R T I F I C A T E

I, ANNE E. VOSBURGH, Certified Shorthand Reporter, Registered Professional Reporter, Certified Realtime Reporter, and Closed Captioner, hereby certify:

That BARRY HERRON, via remote videoconference, solemnly affirmed and agreed to testify to the truth, the whole truth and nothing but the truth; that all counsel stipulated to this process, notwithstanding the location of reporter or witness at time of deposition; and that this transcript is a true and correct record of testimony given.

I further certify that I am not related to any of the parties to this action and that I am in no way interested in the outcome of this matter.

_____

ANNE E. VOSBURGH
Certified Shorthand Reporter No. 6804
Registered Professional Reporter
Certified Realtime Reporter

Exhibit 675

Fox News Executive Staff

- Rupert Murdoch

  Chairman, Fox Corporation

- Lachlan K. Murdoch

  Executive Chairman and Chief Executive Officer, Fox Corporation

- Suzanne Scott

  Chief Executive Officer, FOX News Media

  View Bio

- Joe Dorrego

  Executive Vice President, Chief Operating Officer and Chief Financial Officer, FOX News Media

Exhibit 676

REDACTED IN ITS ENTIRETY

Exhibit 677

From: Scott, Suzanne <Suzanne.Scott@foxnews.com>
To: Murdoch, Rupert
Sent: 11/30/2017 5:42:14 PM
Subject: Re: Ratings

Tax Bill and Matt Lauer!

On Nov 30, 2017, at 5:40 PM, Murdoch, Rupert [redacted] wrote:

Fabulous! What was the big story?
Trump tax speech in Missouri?

Once they pass this bill we must tell our viewers again and again what they will get. Terrific, I understand, for all under $150k.

Sent from my iPhone
This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee. If you are not the addressee indicated in this message (or responsible for delivery of the message to the addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of Twenty-First Century Fox, Inc. or its subsidiaries must be taken not to have been sent or endorsed by any of them. No representation is made that this email or its attachments are without defect.

Exhibit 678

From: Wallace, Jay <jay.wallace@FOXNEWS.COM>
To: Murdoch, Rupert
CC: Scott, Suzanne (FoxNews)
Sent: 7/15/2017 7:36:25 AM
Subject: Re: Fox News anchor Shepard Smith attacks Trump administration's 'lies'

Way over the top. Will call him in Monday. Plus, using Chris Wallace as a battering ram to make his own personal points is one of the issues Chris asked us to help curb.

> On Jul 15, 2017, at 1:08 AM, Murdoch, Rupert [redacted] wrote:
>
> Fox News anchor Shepard Smith attacks Trump administration's 'lies'
>
> https://urldefense.proofpoint.com/v2/url?u=http-3A__dailym.ai_2vmQJWY&d=DwIFAg&c=cnxlhdOQtepEQkpermZGwQ&r=JP2Q5-of6ctxc16MBM0fVrh3YQYxMdnW6X3-9mT9P1s&m=cK0HSkrxOId2mTfza7HM9AD8dMMrsLoQXgvUj3wK_Y8&s=3M-5zhObRqdG7oP7vX9q_iPHKMqDGvKZPoFu-ZmyhjI&e=
>
> Over the top!
> Need to chat to him.
>
>
>
> Sent from my iPhone
> This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee. If you are not the addressee indicated in this message (or responsible for delivery of the message to the addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of Twenty-First Century Fox, Inc. or its subsidiaries must be taken not to have been sent or endorsed by any of them. No representation is made that this email or its attachments are without defect.

Exhibit 679

REDACTED IN ITS ENTIRETY

Exhibit 680

From: Scott, Suzanne <Suzanne.Scott@foxnews.com>
To: Murdoch, Rupert
Sent: 7/20/2017 5:07:00 PM
Subject: Re: Ratings

Yes good idea

Trump/Sessions/NY Times very bad last night as was news of Don Jr and Jared testifying

Been talking to Hannity all afternoon about it

Hope you are enjoying beautiful weather it's 100 here

> On Jul 20, 2017, at 4:57 PM, Murdoch, Rupert [redacted] wrote:
>
> Not great but we will get thru.
>
> Should we at least stunt and promote
> Tucker before the Hannity/Ingraham move?
>
>
>
> Sent from my iPhone
> This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee. If you are not the addressee indicated in this message (or responsible for delivery of the message to the addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of Twenty-First Century Fox, Inc. or its subsidiaries must be taken not to have been sent or endorsed by any of them. No representation is made that this email or its attachments are without defect.

Exhibit 681

From: Scott, Suzanne </O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=85BFE6824750416486BDA0F78D10943E-SUZANNE.SCO>
To: Murdoch, Rupert
Sent: 12/16/2020 1:52:50 PM
Subject: Re: Money!

ok will work on this.

From: Murdoch, Rupert [redacted]
Sent: Wednesday, December 16, 2020 1:12 PM
To: Scott, Suzanne <[redacted]>
Subject: Money!

Sorry about this. People are trying to steal Miranda Devine. I understand she appears quite a lot on FNC.
It would be great if you signed her as a contributor for [Redacted] Just a year as she's likely to head back to Sydney.
Wonderful if you could do this.

Sent from my iPhone

Exhibit 682

From: Scott, Suzanne </O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=85BFE6824750416486BDA0F78D10943E-SUZANNE.SCO>
To: Murdoch, Rupert
CC: Murdoch, Lachlan
Sent: 11/20/2020 2:37:33 PM
Subject: Re: Sammons

Sammon was told the inevitable today. We were going to do Stirewalt next...was going to work with Irena on managing the message. We agree "a big shake-up" message is good for us.

From: Murdoch, Rupert <crc@fox.com>
Sent: Friday, November 20, 2020 2:33 PM
To: Scott, Suzanne <Suzanne.Scott@fox.com>
Cc: Murdoch, Lachlan <lkm@fox.com>
Subject: Sammons

Maybe best to let Bill go right away and make acting appointment. Also the other guy. Next few weeks will be very sensitive and we can't have sneering at events.
And be a big message with Trump people.

Sent from my iPhone

Exhibit

2399

Exhibit 683

From:	Coscia, Alexandra (FoxNews) </O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS /CN=4BD10B4D16514E59A534D6DE7407000E-COSCIA, ALE>
To:	100 -Media Relations
Sent:	11/12/2020 10:56:15 PM
Subject:	Fwd: TRUMP TWEET: Must see @seanhannity takedown of the horrible, inaccurate and anything but secure Dominion Voting System which is used in States where tens of thousands of votes were stolen from us and given to Biden. Likewise, the Great @LouDobbs h...

Again, telling his followers to watch FNC.

From: Smith, Sha <sha.smith@FOXNEWS.COM>
Sent: Thursday, November 12, 2020 10:54 PM
To: 194 -FOX DC Assign; 164 -NationalDesk; 050 -Senior Producers; 030-FoxDigitalContent; 202 -FBN Editorial; 041-WHUNIT; 157- RadioEditors; 108- DC REPORTER BBERRY; 443 - Social-Media; 069 -Politics
Subject: TRUMP TWEET: Must see @seanhannity takedown of the horrible, inaccurate and anything but secure Dominion Voting System which is used in States where tens of thousands of votes were stolen from us and given to Biden. Likewise, the Great @LouDobbs has a con

Donald J. Trump
@realDonaldTrump

Must see

@seanhannity takedown of the horrible, inaccurate and anything but secure Dominion Voting System which is used in States where
tens of thousands of votes were stolen from us and given to Biden. Likewise, the Great @LouDobbs has a confirming and powerful piece!

###

Sha Cathey
DC Desk | Fox News Channel
Sha.Smith@foxnews.com
[redacted]

Exhibit 684

From: Alexa Green <[redacted]
To: Voit, Jennifer
Sent: 12/3/2020 11:06:13 AM
Subject: [EXTERNAL] Offering Michael Steel, GOP Strategist, to speak on Dominion Voting and election fraud claims

Hi Jennifer,

In light of the misinformation and conspiracy theories around the 2020 election, I wanted to offer you Michael Steel, a longtime GOP strategist, to speak to the ongoing claims about election fraud and share the facts about Dominion Voting Systems. It is important that Dominion be given an opportunity to rebut the remarks made by the Trump legal team, Sidney Powell, and others.

Here are the facts about Dominion to inform your reporting on these claims. Steel has previously appeared on Fox's America's News Headquarters with Eric Shawn to debunk recent allegations and conspiracy theories about Dominion Voting Systems. On Fox News, he can speak to claims about election fraud, recounts in swing states and high-profile districts, and election integrity. These details are important to understanding the accuracy and security that characterize American elections.

Let me know if you are interested and I would be happy to coordinate an interview.

Thanks!
Alexa

Alexa Green
Associate
Hamilton Place Strategies
805 15th St NW | 2nd floor | Washington, DC, 20005
O: [redacted] | M: Redacted
[redacted]

This e-mail and any accompanying attachments may contain confidential information meant only for the intended recipient. If you are not the intended recipient or have otherwise received this e-mail in error, please promptly notify the sender by return email and delete all copies of this transmission.

Exhibit 685

From: Murdoch, Rupert </O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=6F0571C63E7B49769B4A58009B115570-CRC>
To: Scott, Suzanne
Sent: 11/28/2020 12:45:12 PM
Subject: Idea

Should we have Mike Flynn as a contributor on intelligence?

Sent from my iPhone

Exhibit 686

Provided to Court in
Native Form

Exhibit 687

From: Scott, Suzanne </O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=85BFE6824750416486BDA0F78D10943E-SUZANNE.SCO>
To: Murdoch, Rupert
Sent: 10/27/2020 8:23:29 AM
Subject: Re: Senate.

Lindsay was on with Hannity last night after the ACB event and he got a lot of time

I addressed the Dobbs outburst

Get Outlook for iOS

From: Murdoch, Rupert <crc@fox.com>
Sent: Tuesday, October 27, 2020 7:50 AM
To: Scott, Suzanne
Subject: Senate.

You probably know about the Lou Dobbs outburst against Lindsay Graham.
Could Sean say something supportive?
We can't lose the Senate if at all possible.

Journal opinion pages today great - if some stuff depressing!

Pls keep me posted with any inside news!

Sent from my iPhone

Exhibit 688

From: PRESTON PADDEN [redacted]
To: Murdoch, Rupert; Murdoch, Lachlan
Sent: 9/29/2020 4:55:37 PM
Subject: Unbelievable!

" For the first time ever, a cable network has outperformed the legacy broadcast networks in prime time—the most valuable real estate on television—for an entire broadcast quarter. Fox News Channel ended the third quarter of 2020 as the most-watched network in all of TV with an average total audience of 3.507 million viewers—up 44 percent from the same period one year ago, according to ratings data compiled by Nielsen."

Preston Padden
Boulder Thinking, LLC
[redacted]

Exhibit 689

From: Wallace, Jay <jay.wallace@FOXNEWS.COM>
To: Murdoch, Rupert
CC: Scott, Suzanne (FoxNews)
Sent: 5/7/2018 7:12:54 AM
Subject: Re: West Virginia

After a tweet free weekend, he's back to tee up WV...

Donald J. Trump Verified account @realDonaldTrump 3m3 minutes ago
More
To the great people of West Virginia we have, together, a really great chance to keep making a big difference. Problem is, Don Blankenship, currently running for Senate, can't win the General Election in your State...No way! Remember Alabama. Vote Rep. Jenkins or A.G. Morrisey!

On May 6, 2018, at 9:05 PM, Murdoch, Rupert [redacted] wrote:

Both Trump and McConnell appealing for help to beat unelectable former mine owner who served time. Anything during day helpful but Sean and Laura dumping on him hard might save the day.

Sent from my iPhone
This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee. If you are not the addressee indicated in this message (or responsible for delivery of the message to the addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of Twenty-First Century Fox, Inc. or its subsidiaries must be taken not to have been sent or endorsed by any of them. No representation is made that this email or its attachments are without defect.

Exhibit 690

From: crc@fox.com
To: Col Allan
Sent: 9/17/2020 1:07:48 PM
Subject: Re: Hi

Just made sure Fox banging on about these issues. If the audience talks the theme will spread.
Biden on CNN tonight with Anderson Cooper. Expect all softball but Anderson has his pride and just might throw a tough one or two!
I think Trump rallies tonight and Saturday.
Big interview with Mark Levin in can for Sunday.

Sent from my iPhone

> On Sep 17, 2020, at 6:00 PM, Col Allan <callan@newscorp.com> wrote:
>
> It's a question I regularly ask. His only hope is to stay in his basement and not face serious questions. It might just work.
>
> Sent from my iPhone
>
>> On Sep 17, 2020, at 12:48 PM, Murdoch, Rupert <crc@fox.com> wrote:
>>
>>
>> Reading today's Journal opinion pages how can anyone vote for Biden?
>>
>> Sent from my iPhone
>>
>>
>> This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee(s). If you are not an addressee indicated in this message (or responsible for delivery of the message to an addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of Fox Corporation, or its subsidiaries must be taken not to have been sent or endorsed by any of them. No representation is made that this email or its attachments are without defect.
>
> --
>
>
> This message and its attachments may contain legally privileged or
> confidential information. It is intended solely for the named addressee. If
> you are not the addressee indicated in this message (or responsible for
> delivery of the message to the addressee), you may not copy or deliver this
> message or its attachments to anyone. Rather, you should permanently delete
> this message and its attachments and kindly notify the sender by reply
> e-mail. Any content of this message and its attachments that does not
> relate to the official business of News Corporation or its subsidiaries
> must be taken not to have been sent or endorsed by any of them. No
> representation is made that this email or its attachments are without
> defect.

Exhibit 691

From: Wallace, Jay <jay.wallace@FOXNEWS.COM>
To: Murdoch, Rupert
CC: Steve Lynch
Sent: 3/4/2017 3:26:50 PM
Subject: Re: Tapping Trump

Indeed. We are all over it. Bret asked Paul Ryan about it last night and I think that is really what lit the fuse leading to today. I spoke with Chris Wallace earlier about its role in Fox News Sunday too. I believe Judge Janine has K Conway on tonight to discuss. We'll keep driving it.

> On Mar 4, 2017, at 3:20 PM, Murdoch, Rupert [redacted] wrote:
>
>
> Obama may have left no finger prints but clearly DOJ tried! If true, and seems likely, then O administration attempted. And what about between election and inauguration? More likely
> Obama denial very carefully worded.
>
> We should not this go until totally disproved.
>
> Sent from my iPhone
> This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee. If you are not the addressee indicated in this message (or responsible for delivery of the message to the addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of Twenty-First Century Fox, Inc. or its subsidiaries must be taken not to have been sent or endorsed by any of them. No representation is made that this email or its attachments are without defect.

Exhibit 692

Start Date	November 3, 2020 3:39:13 PM EST
End Date	November 3, 2020 11:55:26 PM EST
Chat Account	Suzanne Scott [redacted] Lachlan Murdoch [redacted] Lachlan Murdoch [redacted] Suzanne Scott [redacted] (Sms)> Lachlan Murdoch [redacted] Lachlan Murdoch [redacted] Suzanne Scott [redacted] Suzanne Scott [redacted], Lachlan Murdoch [redacted]

(no sender information available)

Kind of depressing	15:39:13

Suzanne Scott [redacted]

I got another call from [redacted] who spoke to the White House team who said it will be a historic popular vote loss but he's going to win the electoral college	15:40:19

(no sender information available)

	15:43:47
If that happens, god willing, we will have to defend the electoral college aggressively. Otherwise we will be governed by California and New York. It's a debate I am constantly having with my teenagers who don't understand it.	16:00:20
https://nypost.com/2020/11/03/ferrari-stock-soars-as-ceo-says-company-has-no-plans-to-go-electric/?utm_campaign=iphone_nyp&utm_source=message_app ~/Library/SMS/Attachments/7c/12/at_0_62655BB3-7780-4465-8694-4870F11C023F/635FC297-8065-4007-93AB-FF9481E17AFE.pluginPayloadAttachment ~/Library/SMS/Attachments/7d/13/at_1_62655BB3-7780-4465-8694-4870F11C023F/556DD2C0-5CF3-42AF-BC43-3FF78FEB9C4E.pluginPayloadAttachment	17:03:23
Fun business story L	17:03:23

Suzanne Scott [redacted]

	Caught up with Hemmer - he thinks Trump is going to have a very good night	17:04:39
	Big lead in FL	17:04:48

(no sender information available)

	That's what Gigot has heard as well. But maybe Georgia not so good?	17:06:21

Suzanne Scott [redacted]

	Just sent u the Fox News Voter Analysis report for the 515	17:09:44

(no sender information available)

	Thx	17:11:22
	And thx for the vests! Just arrived. Perfect timing to wear watching tonight!	17:12:54

Suzanne Scott [redacted]

	Yes! Enjoy	17:14:13

(no sender information available)

	https://www.dailymail.co.uk/news/article-8909537/Joe-Biden-starts-election-day-attending-morning-mass-visiting-son-Beaus-grave-Delaware.html ~/Library/SMS/Attachments/e4/04/at_1_BEF1131A-92AE-46C9-BA01-1F2039ED48A9/0250D6F6-00AB-410B-A0D7-EA236B3A9F86.pluginPayloadAttachment ~/Library/SMS/Attachments/e3/03/at_0_BEF1131A-92AE-46C9-BA01-1F2039ED48A9/42371F95-518F-4CD8-BC71-8D2202D9C2A3.pluginPayloadAttachment	17:20:19
	If this is real can we get up on website?	18:22:55

Suzanne Scott [redacted]

	Checking and yes	18:28:39
	It's real and we are getting it up	18:34:02

(no sender information available)

	Should be lead story for now	18:34:31
	Thx	18:34:38

Suzanne Scott [redacted]

	Copy	18:40:08

(no sender information available)

	MSNBC can has gone early with vote counts	18:55:44
	I see we are now going too	18:56:19

Suzanne Scott [redacted]

	I'm hearing Potus will win Fl Ga Ohio Iowa. NC and Az. He will win but close. problem is Mi Wi Pa.	20:26:26

(no sender information available)

	Hmmm	20:29:05
	How far behind is he in Pa?	20:40:53

Suzanne Scott [redacted]

	Only 5% in	20:41:16

(no sender information available)

Bill Hemmer sound is not perfectly synced	20:56:43

Suzanne Scott [redacted]

Checking but looks good here	20:58:43

(no sender information available)

Brett and Martha good bit Hemmer mic off a bit	21:00:42

Suzanne Scott [redacted]

Over 2.1 concurrents on digital	21:07:12
Million	21:07:16
Almost 190 million PVs 31 million uniques By a mile - best day ever	21:07:50

(no sender information available)

And the website data very good. Cheesbrough says CNN site having some tech problems.	21:08:23
Why are we not calling Florida at this stage?	21:22:49

Suzanne Scott [redacted]

I asked it's not callable yet. Close but not yet	21:24:21

(no sender information available)

All the international media called it over an hour ago. But I get it.	21:25:04
I know very few votes in but Wisconsin and Michigan look	21:29:2

	surprisingly positive?	8
Suzanne Scott [redacted]		
	http://www.electionbettingodds.com/	21:34:32
	Betting odds flipped to trump at 920 in 2016	21:35:26
(no sender information available)		
	Momentum in Pennsylvania looks good	21:43:03
	Stirewalt is dripping sweat	21:54:14
Suzanne Scott [redacted]		
	I told Jay our viewers don't like him and we should use sparingly	21:55:02
	Good for lyndsay Graham	21:55:57
(no sender information available)		
	Yes, to both	21:56:30
	And Chris has to be careful tonight if the momentum moves to Trump. He needs to look truly neutral.	21:58:07
Suzanne Scott [redacted]		
	Yes	21:58:16
	He got it right 4 years ago	21:58:24
(no sender information available)		
		22:00:2

		6
Suzanne Scott [redacted]		
	Sean thinks MI 60/40 potus	22:02:49
	Our dials online are way off compared to NYtimes I'm having our team check in with the Fox News voter analysis group - almost the opposite of what NY times has	22:03:46
(no sender information available)		
	Trump now ahead in Wisconsin!	22:03:48
Suzanne Scott [redacted]		
	I told Jay not to show them on air	22:04:11
(no sender information available)		
	Hemmer is great on the map. If anything he is so good he moves to fast!	22:20:33
Suzanne Scott [redacted]		
	Apparently our dials on GA and NC bad so we are taking them down	22:22:42
(no sender information available)		
	The dials or the raw numbers?	22:23:29
Suzanne Scott [redacted]		
	Dials	22:23:48
(no sender information available)		
		22:23:54

Suzanne Scott [redacted]

Momentum to trump right now — 22:24:05

(no sender information available)

I'm not sure Laura at the watch party is a good look — 22:24:23

Suzanne Scott [redacted]

@Nate_Cohn <https://twitter.com/Nate_Cohn/status/1323825009320742915>: An ominous sign for Biden in Pennsylvania: Trump running ahead of his 2016 performance in Trumbull County (Warren, near Youngstown and on the west PA border) with nearly all of the vote counted (10:10 PM) — 22:29:31

(no sender information available)

Trump ahead in popular vote so far! Amazing. — 22:47:44

Suzanne Scott [redacted]

I'm hearing Wi, mi and AZ 50/50 — 22:48:31

We are calling Florida — 23:04:19

(no sender information available)

Better late than ever — 23:04:36

Never — 23:04:39

Suzanne Scott [redacted]

Ha — 23:05:14

(no sender information available)

I don't know where Wisconsin is going to end up but the current count is amazing vs the poll	23:06:52
Australian media is reporting that Biden has to win Arizona to have a chance of winning. Is that right?	23:08:46

Suzanne Scott [redacted]

Yes I also think Trump needs it	23:09:08
And hearing it's tight	23:09:15
AZ is leaning Biden	23:10:44

(no sender information available)

Yes but look at rust belt	23:11:27

Suzanne Scott [redacted]

Biden Arizona	23:20:48

(no sender information available)

Looks that way. What does that mean for the rest of the map?	23:21:28

Suzanne Scott [redacted]

WI. PA and MI plus Maine 2 all matter	23:23:25

(no sender information available)

All look ok so far	23:30:26
Iowa tight	23:30:3

	7
Team is doing a great job. With the possible exception of the decision room.	23:52:05

Suzanne Scott [redacted]

Yup	23:52:34
Getting complaints about the AZ call but the decision team stands by it	23:53:08
My gut trump wins PA and MI	23:54:37
But PA won't be called tonight	23:54:52
So my best guess right now is no call tonigjt	23:55:14

(no sender information available)

I think it's fine. Wisconsin is more interesting as no one had him winning it. A conversation for tomorrow.	23:55:26

Exhibit 693

Start Date	September 22, 2020 7:49:43 PM EDT
End Date	September 22, 2020 7:49:48 PM EDT
Chat Account	Tucker Carlson [redacted], Lachlan Murdoch [redacted] Tucker Carlson [redacted] Lachlan Murdoch [redacted] iMessage)>, Tucker Carlson [redacted] Sms)> Lachlan Murdoch [redacted] Lachlan Murdoch [redacted] (Mms)>, Lachlan Murdoch [redacted], Tucker Carlson [redacted]

Tucker Carlson [redacted]

Lachlan, It's Tucker. Hope you're great. Thanks for staying strong though all this insanity. We're all grateful for it. [redacted] wants to come on next week to talk SCOTUS, etc... She rated last time, so I'm for it. But I wanted to check with you first. Thanks. Also, if you haven't seen this dissident group within Harvard Westlake, it's interesting:	19:49:43
https://docs.google.com/forms/d/e/1FAIpQLScsP5ldZaKndBSLqhI24nxZD-Lhao5O0fxM-bCP_3VRc9BtWQ/viewform ~/Library/SMS/Attachments/b5/05/at_1_C2CD4513-C383-4A84-8AB1-2512F925EA25/E7CE06ED-F7CF-481C-92CB-8A2E02BC11BE.pluginPayloadAttachment ~/Library/SMS/Attachments/b4/04/at_0_C2CD4513-C383-4A84-8AB1-2512F925EA25/2E655C0F-5078-445B-94AE-2B8BF9786BC1.pluginPayloadAttachment	19:49:48

Exhibit 694

From: Maria Bartiromo [redacted]
To: Scott, Suzanne
CC: Wallace, Jay (FoxNews)
Sent: 1/29/2020 12:55:38 PM
Subject: [EXTERNAL] Re: Maria -- some thoughts

Thanks so much. This first question is one of my first questions on my list of course Thank you & I appreciate the company having my back. I will try & make you proud.
M

Sent from my iPhone

On Jan 29, 2020, at 12:32 PM, Suzanne Scott <Suzanne.Scott@fox.com> wrote:

Hi Maria! Please see the below from John Nallen regarding your Goodell interview. All the FOX executives very happy with the NFL interviews you are securing. Thanks as always for everything. See you in Miami!
S

From: John Nallen <John.Nallen@fox.com>
Date: January 28, 2020 at 10:57:16 AM PST
To: Lachlan Murdoch <lkm@fox.com>
Subject: Maria -- some thoughts

[redacted]

Exhibit 695

REDACTED IN ITS ENTIRETY

Exhibit 696

From:	Shah, Raj </O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=33A7EC98BFB14AC1B1B80D99A31D1CDE-RAJ.SHAH>
To:	Murdoch, Lachlan; Dinh, Viet; Scott, Suzanne
CC:	Griswold, Alex; Schwartz, Elliott
Sent:	11/13/2020 5:43:46 PM
Subject:	Brand Protection Roundup - 11/13/20

Lachlan/Suzanne/Viet,

Below is our weekly report, with a summary of the strong conservative and viewer backlash to Fox that we are working to track and mitigate.

FOX

BRAND PROTECTION UNIT ROUNDUP

November 13, 2020

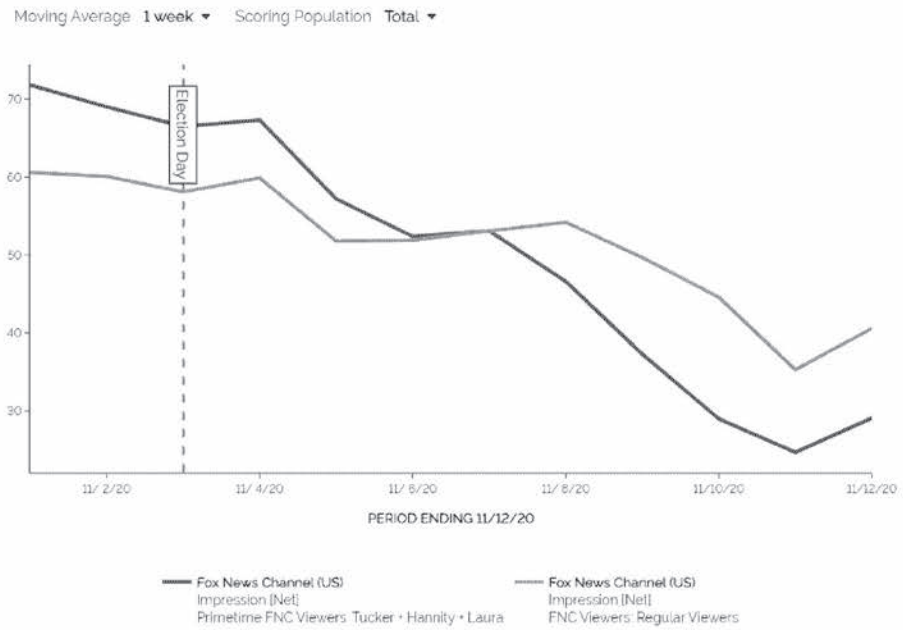
Summary of Brand Threats This Week

This week we continued to see extremely high levels of conservative discontent towards Fox News, both on social media and in the pro-Trump commentariat. Roughly half of the top 100 tweets and a third of the top 100 Facebook posts mentioning Fox News were from angry conservatives criticizing Fox or threatening to boycott the network. Both Donald Trump and Newsmax have taken active roles in promoting attacks on Fox News, including by pushing leaked footage and false reports about Fox News talent.

[redacted]

We are continuing to monitor conservative and regular viewer sentiment toward FNC using tracking data from YouGov. Positive impressions of Fox News among our viewers dropped precipitously after Election Day to the lowest levels we've ever seen, but we did begin to see some signs of recovery late in the week.

7-DAY TRACKING OF VIEWER FAVORABILITY TOWARD FOX



Pictured: Net favorability of Fox News among primetime viewers and regular viewers (One week rolling average)

We also worked with Ad Sales about concerns from Pfizer over Fox News reporting on criticism of the post-election timing of it's vaccine announcement to develop responses on programming and show brand polling data showing how Fox viewers have very high favorability of Pfizer when compared to the general public.

Notable Attacks On Fox Brand & Talent

OUTLET	AUTHOR	POST
Axios	Mike Allen	Scoop: Trump eyes digital media empire to take on Fox News
Newsmax	Eric Mack	Fox News Cancels 'Justice With Judge Jeanine' This Weekend Over Trump
Breitbart	John Nolte	Nolte: Bret Baier Deletes Tweet that Exposed Exploding Backlash Against Fox News
The Rush Limbaugh Show	Rush Limbaugh	Fox News Turned Its Back on Its Base
Newsmax	Eric Mack	Fox News Censors McEnany Briefing on Election Fraud

Defense Of Fox Brand Efforts

Author	Instance of Pushback	Social interactions	Potential Impressions
3rd Party Allies	Tweets highlighting MSM bias or in defense or promotion of FNC talent	224,006	99,083,485
Bill Asher	American Greatness: Fox and Criticism Among Friends	79	2,518,615

YouGov Talent Favorability Tracking

30 Day Average - 10/02/20 to 11/01/20

TALENT	FAVORABILITY					
	Strongly Positive	Slightly Positive	Neutral	Slightly Negative	Strongly Negative	Not Heard Of
Tucker Carlson	19.40%	10.50%	14.20%	5.00%	25.80%	25.10%
Sean Hannity	15.70%	16.60%	15.50%	7.40%	29.10%	15.80%
Laura Ingraham	14.90%	13.30%	15.80%	3.80%	23.10%	29.10%
Bret Baier	11.60%	14.70%	16.80%	5%	8.80%	42.9%
Chris Wallace	13.8%	25.1%	18.60%	11.10%	16.30%	15.20%

TALENT	FAVORABILITY			
	Total Positive	Total Negative	Net Fav	Net Change
Tucker Carlson	**29.90%**	**30.80%**	-0.90%	-0.20%
Sean Hannity	**32.30%**	**36.50%**	-4.20%	+2.10%
Laura Ingraham	**28.20%**	**26.90%**	1.30%	-2.40%
Bret Baier	**26.30%**	**14.00%**	12.30%	+0.0%
Chris Wallace	**38.90%**	**27.40%**	11.50%	+5.80%

Exhibit 697

From: Briganti, Irena (FoxNews) </O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=33DC58A02FC5448C8D3BD383393E6D53-BRIGANTI, I>
To: Shah, Raj
Sent: 11/10/2020 11:15:55 AM
Subject: Re: House Call

Gotcha, thanks. No public mea culpa on AZ call and programming along those lines would cause a major news/opinion divide-chaos at Fox News narrative that we can't afford right now - totally get where you're coming from, but all of this is being managed carefully by those in charge.

On Nov 10, 2020, at 11:11 AM, Shah, Raj <Raj.Shah@fox.com> wrote:

Yeah, I know. We're close, I'm going to take her temp and see what is possible. Less a vocal figure and more a behind the scenes defender who can point me to someone else. She's not of the view that there's a real path, but she like all are unhappy with Fox

Want to ask, even though it seems impossible, but Is the idea of some sort of public mea culpa for the AZ call completely and totally out of the realm? Or some programming that's focused on hearing our viewers grievances about how we've handled the election?

From: "Briganti, Irena" <Irena.Briganti@FOXNEWS.COM>
Date: Tuesday, November 10, 2020 at 11:09 AM
To: Raj Shah <Raj.Shah@fox.com>
Subject: Re: House Call

Yes, have that and thanks for update on the rest. [redacted]

On Nov 10, 2020, at 11:07 AM, Shah, Raj <Raj.Shah@fox.com> wrote:

See Rush yesterday hit us pretty hard?

[redacted] I think will post today. I'll get our friends to promote AND get some paid 3rd party promotion going targeted to righties.
[redacted] should run today, we will promote
1-3 other op-eds are in works

I have a call into [redacted] .
[redacted] is a no go right now, but will come back around in a week or two

---

From: "Briganti, Irena" <Irena.Briganti@FOXNEWS.COM>
Date: Tuesday, November 10, 2020 at 11:03 AM
To: Raj Shah <Raj.Shah@fox.com>
Subject: Re: House Call

Yes this is re: the tune in tweet though. I told Meade it's too hot on social media for shows to be posting "tune in" messages - that needs to be done on our own platforms, not through twitter b/c the

backlash ends up being written about and we're inviting a larger story to end up being written.

On Nov 10, 2020, at 10:59 AM, Shah, Raj <Raj.Shah@fox.com> wrote:

It's getting widespread attention now
https://twitter.com/realDonaldTrump/status/1326031379151327232

From: "Briganti, Irena" <Irena.Briganti@FOXNEWS.COM>
Date: Monday, November 9, 2020 at 2:38 PM
To: Raj Shah <Raj.Shah@fox.com>
Subject: Re: House Call

Thank you - was not aware he deleted the tweet

On Nov 9, 2020, at 2:00 PM, Shah, Raj <Raj.Shah@fox.com> wrote:

TRANSCRIPT:

Fox News 11/3/2020 9:18:20 PM:

MARTHA MACCALLUM: "The Fox News Decision Desk can project Democrats will retain control of the house of representatives and expand their majority by at least five seats. That is a major boost for Democratic House Speaker Nancy Pelosi, who has pledged to roll back much of President Trump's first-term agenda, if he loses reelection. So, some thoughts on that from our panel. Dana, there have been projections Democrats could pick up as many as 15 seats in the most recent political analysis. Your thoughts on that call?"

DELETED BRET BAIER TWEET:

<image001.png>

This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee(s). If you are not an addressee indicated in this message (or responsible for delivery of the message to an addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of Fox Corporation, or its subsidiaries must be taken not to have been sent or endorsed by any of them. No representation is made that this email or its attachments are without defect.

This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee(s). If you are not an addressee indicated in this message (or responsible for delivery of the message to an addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any

content of this message and its attachments that does not relate to the official business of Fox Corporation, or its subsidiaries must be taken not to have been sent or endorsed by any of them. No representation is made that this email or its attachments are without defect.

This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee(s). If you are not an addressee indicated in this message (or responsible for delivery of the message to an addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of Fox Corporation, or its subsidiaries must be taken not to have been sent or endorsed by any of them. No representation is made that this email or its attachments are without defect.

This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee(s). If you are not an addressee indicated in this message (or responsible for delivery of the message to an addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of Fox Corporation, or its subsidiaries must be taken not to have been sent or endorsed by any of them. No representation is made that this email or its attachments are without defect.

Exhibit 698

REDACTED IN ITS ENTIRETY

Exhibit 699

REDACTED IN ITS ENTIRETY

Exhibit 700

From:	Shah, Raj </O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=33A7EC98BFB14AC1B1B80D99A31D1CDE-RAJ.SHAH>
To:	Mitchell, Ron (FoxNews)
Sent:	10/21/2020 1:42:23 PM
Subject:	Re: Memo
Attachments:	10.20.20 Memo - Primetime YouGov Data Cuts.docx

Second memo.

From: "Mitchell, Ron" <Ron.Mitchell@FOXNEWS.COM>
Date: Wednesday, October 21, 2020 at 1:10 PM
To: Raj Shah <Raj.Shah@fox.com>
Subject: RE: Memo

Was just reading about this. This will change things.

From: Shah, Raj <Raj.Shah@fox.com>
Sent: Wednesday, October 21, 2020 1:09 PM
To: Mitchell, Ron <Ron.Mitchell@FOXNEWS.COM>
Subject: Re: Memo

This just broke too, so might be advisable to keep him off shows for a few days, even tho the laptop story is getting traction....

Rudy Giuliani faces questions after compromising scene in new Borat film
Trump's personal attorney has indiscreet encounter with actor playing Borat's daughter in hotel room during pandemic
The Guardian
Catherine Shoard
https://amp.theguardian.com/film/2020/oct/21/rudy-giuliani-faces-questions-after-compromising-scene-in-new-borat-film

---

From: "Mitchell, Ron" <Ron.Mitchell@FOXNEWS.COM>
Date: Wednesday, October 21, 2020 at 12:51 PM
To: Raj Shah <Raj.Shah@fox.com>
Subject: RE: Memo

So interesting.
I definitely have some thoughts on this. Will give you a call as soon as I get out of a couple meetings.

From: Shah, Raj <Raj.Shah@fox.com>
Sent: Wednesday, October 21, 2020 12:07 PM
To: Mitchell, Ron <Ron.Mitchell@FOXNEWS.COM>
Subject: Memo

This message and its attachments may contain legally privileged or confidential information. It is

intended solely for the named addressee(s). If you are not an addressee indicated in this message (or responsible for delivery of the message to an addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of Fox Corporation, or its subsidiaries must be taken not to have been sent or endorsed by any of them. No representation is made that this email or its attachments are without defect.

This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee(s). If you are not an addressee indicated in this message (or responsible for delivery of the message to an addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of Fox Corporation, or its subsidiaries must be taken not to have been sent or endorsed by any of them. No representation is made that this email or its attachments are without defect.

This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee(s). If you are not an addressee indicated in this message (or responsible for delivery of the message to an addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of Fox Corporation, or its subsidiaries must be taken not to have been sent or endorsed by any of them. No representation is made that this email or its attachments are without defect.

Exhibit 701

Start Date November 20, 2020 9:53:52 AM EST

End Date November 20, 2020 9:01:03 PM EST

Chat Account Pfeifer Alex [redacted]

Pfeifer Alex [redacted]

The affidavit is the same one she mentioned at presser and not proof of anything	09:53:52
and ditto for "data analysis"	09:54:01

(no sender information available)

Gotcha. Might wanna address this, but this stuff is so fucking insane.	09:54:30
Vote rigging to the tune of millions? C'mon	09:54:43

Pfeifer Alex [redacted]

Is it even worth addressing again tonight? It is so insane but our viewers believe it so addressing again how her stupid venezuela affidavit isnt proof might insult them	09:58:07

(no sender information available)

I'm not sure. I think it's gonna be messy until this stuff is laughed out of court	09:59:54

Pfeifer Alex [redacted]

hopefully thats soon. Only issue is dec 14 feels a long ways away	10:00:23

(no sender information available)

I don't think it's wise to revisit tonight beyond addressing the affidavit.... her specific claim.... not new info, not proof, then pivot to being deferential...we hope she is able to provide the evidence in court and we'll bring it to viewers when they do	10:02:42
You drew your blood last night	10:03:12

The are defenders to be clear https://twitter.com/realsaavedra/status/1329638544642514944?s=21	10:44:03
https://twitter.com/arthurschwartz/status/1329779661694439425?s=10	10:44:21
Just not getting same engagement	10:44:50

Pfeifer Alex [redacted]

One funny thing	12:41:10
Dominion was used in Ohio and Florida. Trump won them. Did they forget to rig those or all part of the plan?	12:41:32
just was gonna say had super brief convo with tucker in which he didnt really want to respond	13:07:19

(no sender information available)

Ok. Not a bad resolution	13:08:07

Pfeifer Alex [redacted]

thoughts?	20:20:36

(no sender information available)

Did you see Kelly came after you?	20:33:49

Pfeifer Alex [redacted]

yeah	20:34:02
This whole thing is surreal. Like negotiating with terrorists, but especially dumb ones. Cousin fucker types not saudi royalty	20:34:46

(no sender information available)

	Ignore	20:35:02
Pfeifer Alex [redacted]		
	I dont think itd be good to have seb gorka and gregg kelly influence our editorial	20:35:05
	they are on salem and newsmax for a reason	20:35:11
(no sender information available)		
	He was fine	20:45:47
	Prob had to hold his nose before they segment and it showed	20:46:07
Pfeifer Alex [redacted]		
	in my ideal world we wouldve been more aggressive. we drew first blood might as well end her	20:48:12
(no sender information available)		
	Thought not good for text Talk tomorrow Got a thing at 930	20:53:15
Pfeifer Alex [redacted]		
	sorry was ocupied and okay sounds good	21:01:03

CERTIFICATE OF SERVICE

I, Brian E. Farnan, hereby certify that on March 7, 2023, a copy of the foregoing document was served via LexisNexis File&Serve on the following:

Blake Rohrbacher
Katharine L. Mowery
Angela Lam
RICHARDS, LAYTON & FINGER, P.A.
920 N. King Street
Wilmington, DE 19801

John L. Reed
Ronald N. Brown, III
DLA PIPER LLP (US)
1201 North Market Street, Suite 2100
Wilmington, DE 19801

/s/ *Brian E. Farnan*
Brian E. Farnan (Bar No. 4089)

Exhibit 702

Trump Cries Voter Fraud. In Court, His Lawyers Don't.

WSJ wsj.com/articles/trump-cries-election-fraud-in-court-his-lawyers-dont-11605271267

November 13, 2020

Matt Morgan is general counsel for the Trump campaign, which has brought lawsuits contesting results of the presidential election. Photo: Samuel Corum/Getty Images
Updated Nov. 13, 2020 3:21 pm ET

President Trump has claimed widespread fraud was at play in the presidential election. Several of his lawyers have told judges in courtrooms across the country that they don't believe that to be true.

The Trump campaign or Republican allies have brought lawsuits in several battleground states contesting election results that favored President-elect Joe Biden, seeking to stop the certification of results or have ballots thrown out. Under questioning from judges handling the cases, at least two of Mr. Trump's lawyers have backed away from suggestions that the election was stolen or fraudulent.

In other instances, attorneys representing Mr. Trump or other Republicans have said under oath they have no evidence of fraud. Lawyers also have struggled to get what they say is evidence of fraud admitted into lawsuits, with judges dismissing it as inadmissible or

unreliable.

Judge Margaret Mahoney listened to Kory Langhofer, an attorney for the Arizona Republican Party, who said in court recently, 'We are not alleging fraud in this lawsuit.' Photo: Mark Henle/Associated Press

On Friday, a state judge in Michigan denied a bid by a conservative legal group to block the certification of election results and force an independent audit of votes in Detroit, calling the allegations of misconduct and voter fraud "incorrect and not credible."

Newsletter Sign-up

WSJ Politics & Policy

Scoops, analysis and insights driving Washington from the WSJ's D.C. bureau.

A coalition of organizations representing secretaries of state, federal agencies and other top election officials said Thursday there wasn't evidence that voting systems were compromised during the election.

Election-law experts say many of Mr. Trump's legal claims amount to citations of common irregularities or unintentional errors by voters or administrators rather than election fraud, or intentional efforts to subvert the election. They say that fraudulent acts do occasionally

happen, but they typically affect relatively few ballots.

Disputes over procedures or errors are usually resolved by invalidating disputed ballots—typically a limited number that doesn't alter the result—or modifying counting procedures. Courts only very occasionally have taken extraordinary steps such as ordering a new election.

In an Arizona case the Trump campaign largely sought to dismiss on Friday, one of Mr. Trump's lawyers said during a Thursday hearing that fraud wasn't an issue in its allegations that some in-person votes cast in Maricopa County were improperly rejected.

"We are not alleging fraud in this lawsuit. We are not alleging anyone stealing the election," Kory Langhofer, a Trump campaign attorney, said at the start of the hearing. Instead, he said the case was about good-faith errors made in the tabulation of some ballots that might have unfairly resulted in votes not being counted.

In a Friday filing, Mr. Langhofer told the Arizona state court: "Since the close of yesterday's hearing, the tabulation of votes statewide has rendered unnecessary a judicial ruling as to the presidential electors."

In a Pennsylvania lawsuit over several hundred disputed ballots in Montgomery County, a state judge Tuesday repeatedly asked lawyer Jonathan Goldstein if he was alleging that fraud took place.

Related Video

In his first public comments since President-elect Joe Biden secured enough electoral votes to win the White House, Sen. Mitch McConnell (R., Ky.) joined other senior Republican lawmakers backing President Trump's decision not to concede the election. Photo: Susan Walsh/AP

Mr. Goldstein at first declined to answer, saying "everybody is coming to this with good faith."

Judge Richard Haaz pressed: "I understand. I am asking you a specific question, and I am looking for a specific answer. Are you claiming that there is any fraud in connection with these 592 disputed ballots?"

"To my knowledge at present, no," Mr. Goldstein said.

Advertisement - Scroll to Continue

The exchange illustrated the difference between Mr. Trump's public-relations strategy around the election and what can be raised in court, where strict rules govern what attorneys can say within the bounds of their professional responsibilities and what evidence is deemed admissible.

“I think that there’s a huge difference between the kind of cheap talk that the president can engage in on Twitter and the way that lawyers need to present evidence in court,” said Rick Hasen, a law professor and election-law specialist at the University of California, Irvine.

“Not only are lawyers subject to sanctions if they file frivolous lawsuits or provide false information to the court, but claims are also subject to the rules of evidence,” Mr. Hasen added.

The Trump campaign said that it didn’t need to argue fraud in every lawsuit. In addition, it pointed to affidavits it had submitted to courts as evidence of fraud.

“When we have eyewitness affidavits alleging that stacks of ballots were counted multiple times, as an example, that’s fraud. When ballots were cast with fatal errors, we don’t have to argue fraud because the ballots are defective on their faces,” Trump campaign spokesman Tim Murtaugh said. “Every action we take is meant to either move the ball forward or gain more information. This is a methodical process and every filing is a step along the path.”

In Nevada, representatives for the Trump campaign have claimed alleged fraud in news conferences and public appearances, including that they found instances of dead people voting. None of the claims, however, has made it into court filings there.

Adam Laxalt, the state’s former attorney general and a co-chairman of the Trump campaign in Nevada, told a crowd last weekend that he had presented “evidence of voter fraud.” But a six-page GOP-backed lawsuit alleged one voter said she was told her ballot had already been cast by mail when she went to vote in person.

Much of the lawsuit alleged that Clark County, the state’s most populous, wasn’t legally allowed to use a machine to match signatures on some mail-in ballots and that observers weren’t given meaningful access to the counting process.

Lawyers for Mr. Trump, in a letter sent Nov. 5 to Attorney General William Barr, said they found instances of “criminal voter fraud” in Nevada. The letter said more than 3,000 people appeared to have moved out of state but still voted. A few hundred of those voters appeared to be military members, who are legally allowed to vote while out of state, as are students and some who are working elsewhere but have plans to return to Nevada. That allegation hasn’t made it into court.

Other claims of fraud have struggled to be admitted into evidence.

The Trump campaign has filed two lawsuits in Michigan since the Nov. 3 election, both alleging failures by state and local officials to enforce laws intended to prevent election fraud. In one of the cases, the campaign produced an affidavit from a Republican poll watcher alleging she heard from another person that Detroit poll workers were changing the dates the ballots were received.

The judge described the affidavit as “obviously hearsay,” and last week denied the campaign’s request to halt the counting of ballots, a ruling now under appeal.

Witnesses can’t offer statements based on information from third parties, with limited exceptions.

In the second Michigan lawsuit, the Trump campaign submitted affidavits from poll watchers who alleged they were excluded from the absentee-ballot counting process or witnessed poll workers mishandle votes. The suit seeks to stop the state from certifying any vote tally that includes “fraudulently or unlawfully cast ballots.”

The poll-watcher affidavits, however, primarily contained anecdotes of people feeling threatened or excluded at the ballot-counting center along with reports that workers were fixing ballots in ways that state officials have explained are standard.

In the lawsuit heard Thursday in Arizona, a judge also expressed concern about the way that the Trump campaign was gathering evidence.

Judge Daniel Kiley struck from the record hundreds of declarations the Trump campaign had gathered from people who filled out an online form soliciting voter irregularities.

Mr. Langhofer, the lawyer representing Mr. Trump, said the campaign had removed any declarations it believed unreliable and had put security measures in place to prevent automated bots from filling out the form—including a measure designed to test whether a computer user is human.

“How is that a reliable process of gathering evidence?” said Judge Kiley, later adding, “The fact that you can’t disprove what’s asserted doesn’t mean what’s asserted is in fact true.”

Deanna Paul, Corinne Ramey and Rebecca Davis O’Brien contributed to this article.

Write to Byron Tau at byron.tau@wsj.com and Sara Randazzo at sara.randazzo@wsj.com

Sponsored Offers

- DoorDash:
  50% off + free delivery on $20 orders with DoorDash promo code
- Expedia:
  Expedia Coupon - 15% off for members
- Walmart:
  20% off your next online order - Walmart coupon code
- Journeys:
  Journeys Coupon: $20 off $100 + free shipping with email sign up
- Target:
  Get 20% off with online Target promo code

- Nike:
  60% off running shoes and apparel at Nike without a promo code

Exhibit 703

From: Grossberg, Abby
To: Maria Bartiromotv
Sent: 11/14/2020 10:04:58 PM
Subject: Do we have to pull that statement from Dominion denying wrongdoing?

Exhibit 704

From:	Grossberg, Abby (FoxNews) </O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS /CN=9139373CE2224324BAFF166E54C2365D-GROSSBERG,>
To:	Hand, Gregory (FoxNews); O'Halloran, Suzanne; Kazin, Matthew (FoxNews); 100 -Media Relations; 162 -Promos; 203 -FBN Digital; Maria Bartiromotv; Nikiper, Deborah (FoxNews); Forrence, Erica (FoxNews); Pittock, David (FoxNews); Ignozzi, Patrickmichael (FoxNews); Faulkner, Christopher (FoxNews)
CC:	Clark, David (FoxNews); Komissaroff, Alan (FoxNews); Wallace, Jay (FoxNews); Scott, Suzanne; Schreier, Gary (FoxNews); Jacques, Laurelle; Coscia, Alexandra (FoxNews); Galateria, Catherine (FoxNews); Spinato, Eric (FoxNews); Holmes, Thomas (FoxNews); Scott, Samantha (FoxNews); Bruno, Edwin; Bruno, John (FoxNews)
Sent:	11/7/2020 12:39:01 PM
Subject:	RE: UPDATE: "SUNDAY MORNING FUTURES" GUEST LINEUP FOR NOV 8th

[redacted]

RUDY GIULIANI. FMR. NYC MAYOR

REP. KEVIN MCCARTHY (R-CA), HOUSE MINORITY LEADER

SEN. TED CRUZ (R-TX), SENATE JUDICIARY CMTE., SENATE CMTE. ON FOREIGN RELATIONS

SEN. LINDSEY GRAHAM (R-SC), CHAIRMAN, SENATE JUDICIARY CMTE.

SIDNEY POWELL, ATTORNEY FOR GEN. MICHAEL FLYNN

EXHIBIT 3023

Exhibit 705

REDACTED IN ITS ENTIRETY

Exhibit 706

REDACTED IN ITS ENTIRETY

Exhibit 707

From: Murdoch, Rupert </O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=6F0571C63E7B49769B4A58009B115570-CRC>
To: Scott, Suzanne
CC: Murdoch, Lachlan
Sent: 9/15/2020 11:21:20 AM
Subject: Re: Potus Rallies

Spoke to him an hour ago. (I wrote to you but didn't finish it and have lost it!).
Talked a little about a few things but he insisted on talking about our people!
Loved twice over Lou Dobbs , loves Hannity, loves Maria B (known her for thirty years), but we have a bad person (do you know him? Sammons). "Hates Trump!
I didn't tell him he might be right!
That's all.

Sent from my iPhone

On Sep 15, 2020, at 2:55 PM, Scott, Suzanne <Suzanne.Scott@fox.com> wrote:

POTUS has been averaging about 4 a week and we monitor all of them and had already taken most of 2 of them through the week. We were told there would be nothing new in Sunday night's rally and that is why we didn't take that one but we turned around clips. S

Exhibit 708

From: Murdoch, Rupert </O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=6F0571C63E7B49769B4A58009B115570-CRC>
To: Murdoch, Lachlan
Sent: 1/15/2021 12:34:14 PM
Subject: Re: The Daily Beast: Fox News CEO Suzanne Scott's Job Is in Jeopardy, Insiders Say

Great idea. Absolutely right.

Sent from my iPhone

On Jan 15, 2021, at 4:44 PM, Murdoch, Lachlan <lkm@fox.com> wrote:

[redacted]

What do you think?

L

Sent from my iPhone

Begin forwarded message:

From: "Klein, Megan" <Megan.Klein@fox.com>
Date: January 15, 2021 at 8:35:27 AM PST
To: "Murdoch, Lachlan" <lkm@fox.com>
Subject: The Daily Beast: Fox News CEO Suzanne Scott's Job Is in Jeopardy, Insiders Say

Below please find The Daily Beast story.

The Daily Beast
Fox News CEO Suzanne Scott's Job Is in Jeopardy, Insiders Say
Amid sagging ratings, Rupert Murdoch has taken a more hands-on role at Fox, perhaps portending the end of the road for the network's CEO since 2018.
By Lachlan Cartwright, Diana Falzone, Lloyd Grove and Justin Baragona
January 15, 2020

Amid ongoing ratings struggles, Fox News CEO Suzanne Scott and President Jay Wallace are fighting for their jobs as their boss Rupert Murdoch has swooped in to take a more hands-on role at the network in recent days, multiple network insiders told The Daily Beast.

In fact, according to people familiar with the situation, Scott's days at Fox News may shortly be coming to an end, following a tumultuous few months in which the conservative cable news giant's ratings have sagged following the November election. A not-insignificant portion of the network's conservative viewership have abandoned Fox for Newsmax, a rival pro-Trump channel that openly disregards factual reporting. To make matters worse, Fox has also suffered historic ratings losses to CNN and MSNBC, despite an intensely dramatic news cycle.

In response to a request for comment for this story, a Fox Corporation spokesperson said: "Your premise is wrong. It is wishful thinking by our competitors." But when pressed for a statement of support for Scott from Fox CEO Lachlan Murdoch none was forthcoming.

Scott may be taking the brunt of blame, insiders said, for the network's ratings issues. Additionally, last month, more than a dozen current and former Fox News women—both behind and in front of the camera—told The Daily Beast that the CEO has yet to be held accountable for her role as a prominent enabler for late founder Roger

Ailes' alleged serial sexual misconduct; and that she helped foster a misogynistic workplace culture that allegedly objectifies female staffers and ignores or silences their complaints of misconduct. The New York City Commission on Human Rights also confirmed last month that it is currently investigating Fox's corporate culture. (Prior to the publication of that Daily Beast article, Fox News attempted to get a statement of support for Scott from Lachlan, but it wasn't forthcoming even after the story ran, according to people familiar with the matter.)

"Rupert [Murdoch] re-taking the reins is a sign of the gross mismanagement to date."
— A Fox News insider

Rupert Murdoch, who turns 90 in March, is returning to the United States after spending most of last year in the United Kingdom, and reversing Fox's ratings decline is his top concern, according to a person familiar with his thinking. He had been waiting to receive the second dose of the COVID-19 vaccine—which he has received in recent days—before coming stateside.

The media mogul is now playing a more active role in decision-making at the network with his son, Lachlan. Part of their increased involvement, sources said, included the overhaul of Fox's daytime lineup, which was announced Monday and included moving news anchor Martha MacCallum out of the early primetime 7 p.m. slot in favor of more opinion-based programming at that hour—an obvious attempt to appeal to a hardcore conservative base.

The Murdoch pair are said to be "disenchanted" with Scott and Wallace, with the poor ratings being the main topic of conversation. "I mean Rupert got involved with the shuffling of the lineup so that's never a good sign for someone in charge," a current Fox staffer told The Daily Beast. "What is the point of having a manager running your business if you have to run the business yourself?"

"Fox News has been absent a leader with the exception of [Fox Corporation's Chief Legal and Policy Officer] Viet Dinh running the operation between the network and the White House," another insider told The Daily Beast. "Rupert re-taking the reins is a sign of the gross mismanagement to date."

Knowing that her job is on the line, Scott has remarked to more than one Fox executive that she "doesn't care if they get rid of me because I've got enough money now to never work again," according to a person who has spoken with her. A Fox News spokesperson vehemently denied Scott ever made the remark.

According to multiple insiders, there is speculation that David Rhodes, a former Fox News vice president could return to replace Scott. Two people familiar with the matter said Rhodes, who has also led Bloomberg and CBS News, is often mentioned as Lachlan's top pick to take over the network CEO role. According to a current staffer at Fox News, the Murdochs "like Rhodes a lot," adding that they felt that Scott was "always a temporary solution."

Rhodes has privately pointed out that his personal politics, which lean libertarian, are significantly more conservative than the beliefs of his brother Ben, a top national-security policy aide to former President Barack Obama. He is currently based in London, heading up a new opinion-centric TV channel for the Murdochs' News UK.

Wallace, meanwhile, has been in hot water ever since Fox's decision desk accurately called Arizona for Joe Biden on election night—a matter of much internal consternation, often seen as a key reason a chunk of Trump-loyal viewers deserted the network for Newsmax.

Chris Stirewalt, the network's political editor who oversees the team that made the projection, has been missing from Fox's airwaves since mid-November. And the network has attempted in recent weeks to pull back fleeing viewers by leaning hard-right where it can, often using news broadcasts to amplify the pro-Trump punditry delivered by Fox's opinion hosts and commentators.

The network's aforementioned lineup reshuffling is also an attempt to appeal to a viewership more interested in the ravings of right-wing culture warriors than in factual news reporting. Beyond moving MacCallum into a less-viewed daytime slot to clear room for more opinion programming in the evening, Fox moved news anchors Dana Perino and Bill Hemmer out of their solo-hosted shows and into a rebooted version of late morning broadcast America's Newsroom.

"This new powerful lineup ensures FOX News Media will continue to deliver outstanding coverage for our viewers

who depend on the most trusted names in the business," said Scott in the network's press announcement.

MacCallum, in particular, has been viewed as the face of Fox's ratings struggles, particularly after her stunning December 9 loss in the key demographic ratings to Newsmax host Greg Kelly, an unwaveringly pro-Trump TV personality.

Following Election Day and through mid-December, MacCallum saw her ratings drop 44 percent compared to pre-election, while Kelly's show in the same hour experienced an astronomical 486-percent surge in viewership.

"Since Roger [Ailes'] departure, the network hasn't had real leadership or an organizing principle, and it shows," Newsmax CEO Chris Ruddy opined in a statement to The Daily Beast.

But MacCallum's show was hardly the only Fox program to suffer a marked ratings decline following the election. In fact, every weekday hour experienced double-digit decreases from the election through mid-December. The precipitous drop was also striking as it capped off a 2020 that saw the network once again finish as the most-watched basic cable network while setting a record in cable news viewership.

And the new year hasn't brought Fox News much positive ratings news either. Adding insult to injury, Newsmax once again beat the network in head-to-head ratings on Tuesday, this time topping Fox in the key demographic (viewers ages 25-54) during two separate hours.

And following the deadly insurrectionist Capitol riot—incited by the network's most loyal viewer, President Donald Trump himself—Fox News has been trounced in the ratings by both CNN and MSNBC, marking the first time Fox finished third across all dayparts to those networks since September 2000.

In fact, since Dec. 28, despite the historical news cycle, Fox News' total viewership is down 15 percent compared to this time a year ago, according to Nielsen data. By comparison, CNN is up an astonishing 150 percent and MSNBC has increased its audience 89 percent over the previous year.

"They are reaping the whirlwind of having gotten their audience hooked on the heroin of outrage because as soon as someone comes along and is more outrageous those addicts will move over there," Jon Klein, former president of CNN/US and current chairman of TAPP Media, told The Daily Beast.

"They don't care where they get their fix from," he added. "So whoever ends up running Fox News is going to have to wrestle with that conundrum."

Exhibit 709

From: Jack Keane [redacted]
To: Murdoch, Rupert
Sent: 11/9/2020 7:24:55 AM
Subject: Election Fraud

Dear Rupert,

Maria B's Sunday show provided excellent coverage of serious election fraud allegations. Given that 4 contested states almost simultaneously stopped counting votes around midnite followed later by Alaska appears to be a coordinated and possibly a pre-planned event if Trump was leading. Moreover the Trump lawyers are alleging that the Democrats developed a software computer program to switch and also add votes which would help explain the reason for the vote stoppage.
Have no idea if there is any evidence to support these allegations to include the many more allegations concerning the mail-in ballots. Given what happened to undermine the Trump presidency to include Obama and Biden's complicity it makes sense to take the allegations seriously and try to get the evidence to support it, which will likely be quite challenging. The issue I assume is that no doubt voter fraud occurred as it usually does in certain places historically but can it be proved that it happened on such a scale to overturn a states outcome and then do so in a number of states to change the Biden perceived victory.
It certainly places added emphasis on the Georgia runoff elections in January to insure they are above board.
Lindsey Graham wants as much of this exposed to reduce possibility of reoccurrence. I told him we need bi-partisan congressional legislation to establish national voting and vote counting standards. What Florida did to fix their system after the 2000 election debacle is a good place to start as a benchmark.

Best to you and the family, Jack

[redacted]

Exhibit 710

From: Briganti, Irena <Irena.Briganti@FOXNEWS.COM>
To: Dinh, Viet
CC: Murdoch, Lachlan; Scott, Suzanne
Sent: 1/26/2021 11:14:41 PM
Subject: Privileged & Confidential/FNM press 1-26

Privileged and Confidential: Prepared for and at the request of Counsel in anticipation of litigation

Viet,

There is some chatter on the Tucker/Mike Lindell segment in the usual left wing circles due to Lindell's comments on Dominion, but not a groundswell. Segment is below and Jeff Collins pulled all My Pillow ads from Tucker's hour given this interview was airing:

https://app.box.com/s/jrqx275c560c7lug8k9rwxohuxcd4d88

Separately, we blunted the Kayleigh McEnany leak via CREW by announcing Larry Kudlow which was received well.

Thank you,
Irena
This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee. If you are not the addressee indicated in this message (or responsible for delivery of the message to the addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of Fox News or Fox Business must not be taken to have been sent or endorsed by either of them. No representation is made that this email or its attachments are without defect.

Exhibit 711

From: Briganti, Irena <Irena.Briganti@FOXNEWS.COM>
To: Dinh, Viet
CC: Murdoch, Lachlan; Scott, Suzanne
Sent: 11/9/2020 11:09:03 PM
Subject: Privileged & Confidential/FNM press

Privileged and Confidential: Prepared for and at the request of Counsel in anticipation of litigation

Viet,

Per our conversation today we are pushing the *let's all take a deep breath on the conservative backlash against Fox News* w/ a right leaning outlet and correcting the record on the timing of the AZ call and Jeanine Pirro's non-suspension in the conservative ecosystem.

Victor Davis Hanson, usually a reliable surrogate for us, said no outright to writing an op-Ed and we had the same reaction from most of the usually reliable reporters/outlets on the right that we pitched. Still working on this and hope to have something lined up by tomorrow - if we need to, we'll ask a Fox News contributor to write something as a last resort.

For awareness, the Sandra Smith hot mic leaked footage was circulating throughout the afternoon (https://twitter.com/bubbaprog/status/1325812962259570690) followed by Cavuto cutting out of the McEnany/Trump campaign briefing just as we were trying to shift the narrative on the right, which led to further backlash and an even more difficult environment to pitch in.

I am in touch with/collaborating with Raj on all of this as well.

Thanks,
Irena
This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee. If you are not the addressee indicated in this message (or responsible for delivery of the message to the addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of Fox News or Fox Business must not be taken to have been sent or endorsed by either of them. No representation is made that this email or its attachments are without defect.

Exhibit 712

From:	Briganti, Irena (FoxNews) </O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=33DC58A02FC5448C8D3BD383393E6D53-BRIGANTI, I>
To:	Dinh, Viet
CC:	Murdoch, Lachlan; Scott, Suzanne; Klein, Megan
Sent:	11/11/2020 8:31:16 PM
Subject:	Privileged and Confidential/FNM press 11-11

Privileged and Confidential: Prepared for and at the request of Counsel in anticipation of litigation

Viet,

I just received the note below from Mike Allen at Axios. Not planning to give him anything on the record, but will point to Derek Baine's comment to the LA Times today (**see below) as well as Lachlan's comments from the earnings call that "we welcome all competition," among other points on the dominance of FOX News, 19 years at #1 and beating broadcast nets since Memorial Day, etc. Adding Megan here for awareness as well.

AXIOS INQUIRY:
We're going to report in the morning that President Trump wants to start a Fox News competitor after he leaves office, and that he plans to criticize the network if he holds rallies in coming weeks. "He's going to spend a lot of time slamming Fox," a source told us. "He plans to wreck Fox. No doubt about it." Some Trump advisers think Fox News made a mistake with the early (seconded by AP) call of a Joe Biden win in Arizona. That enraged Trump, and gave him something tangible to use in his criticism of the network.

****LA TIMES**
https://www.latimes.com/entertainment-arts/business/story/2020-11-11/why-trump-tv-probably-wont-be-the-presidents-media-play-after-the-white-house
"There's no way you can start a new network in this environment," said Derek Baine, an analyst for Kagan, a media research group for S&P Global Market Intelligence.
Cable and satellite subscriptions have declined from 97.5 million in 2016 to 79.2 million at the end of the third quarter of this year, according to Kagan's data.

Thank you,
Irena

Exhibit 713

From:	Briganti, Irena (FoxNews) </O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=33DC58A02FC5448C8D3BD383393E6D53-BRIGANTI, I>
To:	Dinh, Viet
CC:	Murdoch, Lachlan; Scott, Suzanne
Sent:	12/14/2020 8:57:24 PM
Subject:	Privileged and Confidential/FNM press 12-14

Privileged and Confidential: Prepared for and at the request of Counsel in anticipation of litigation

Viet,

For awareness, the Smartmatic issue was covered extensively today — we did not respond across the board.

Thank you, Irena

Exhibit 714

From: Scott, Suzanne </O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=85BFE6824750416486BDA0F78D10943E-SUZANNE.SCO>
To: Cooper, Meade; Berry, Porter (FoxNews)
Sent: 11/5/2020 11:00:04 PM
Subject: Fwd: Privileged & Confidential/FNM press 11-5

Get Outlook for iOS

From: Dinh, Viet <Viet.Dinh@fox.com>
Sent: Thursday, November 5, 2020 10:30 PM
To: Briganti, Irena (FoxNews)
Cc: Murdoch, Lachlan; Scott, Suzanne
Subject: Re: Privileged & Confidential/FNM press 11-5

Thanks. Let's continue to buckle up for the ride for next 24 hours. Hannity is getting awfully close to the line with his commentary and guests tonight.

On Nov 5, 2020, at 7:13 PM, Briganti, Irena <Irena.Briganti@foxnews.com> wrote:

Privileged and Confidential: Prepared for and at the request of Counsel in anticipation of litigation

Viet,

For awareness, there's some press heat tonight around Hannity's take on the AZ call and his comments on the election. We had Arnon Mishkin on around 7:30pm w/ Bret & Martha continuing to stand by the AZ call and Hannity's commentary is being viewed as refuting that. Relevant clips are below - we are not commenting.

Hannity on the election overall:
https://video.snapstream.net/Play/aTW6GCPm0cUnUsMWEiQgiZ?accessToken=dhii3kqjg7aya
"I can factually tell you tonight, it will be impossible to ever know the true fair accurate election results. That's a fact."

Hannity w/ breaking news - new AZ ballot count
https://app.box.com/s/r15mjjt77etyb5a9x5wyt83yhajzb0tk

Hannity - Trump can still win AZ, any call of AZ was premature
https://app.box.com/s/gvqkr35hq6k3of7lkalkea04gawre8v3

Hannity w/ guest asserting AZ call was premature
https://app.box.com/s/ef56231xm0lazw0fp09yonzn6xswalmo

Thank you,
Irena
This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee. If you are not the addressee indicated in this message (or responsible for delivery of the message to the addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you

should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of Fox News or Fox Business must not be taken to have been sent or endorsed by either of them. No representation is made that this email or its attachments are without defect.

Exhibit 715

From: Shah, Raj </O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=33A7EC98BFB14AC1B1B80D99A31D1CDE-RAJ.SHAH>
To: Collins, Jeffrey
Sent: 11/10/2020 1:35:21 PM
Subject: FW: YouGov Tracking Update

Sent this on today's update.

Likely to get worse today https://twitter.com/justinbaragona/status/1326230226762944515

From: Raj Shah <Raj.Shah@fox.com>
Date: Tuesday, November 10, 2020 at 1:15 PM
To: "Murdoch, Lachlan" <lkm@fox.com>, "Dinh, Viet" <Viet.Dinh@fox.com>
Subject: YouGov Tracking Update

Lachlan/Viet,

Below is tracking data from YouGov, with updating from the last two days which shows more clear declines in favorability.

The two-week tracking data, which has a larger sample and is more reliable (but half if which is pre-election) shows us taking an 8-point drop in favorability among regular Fox viewers, and a 17-point drop among primetime viewers. The one-week tracking data (which is almost all post-election) but contains a smaller sample and is less reliable, shows a sharper drop in favorability, showing a 11-point drop among regular Fox viewers and a near 35-point drop among primetime viewers.

We are still very net positive in both demos, and the sentiment is not nearly as negative as online, but the impact among viewers is real.

Irena and I are continuing to coordinate pushback on attacks and getting some friendlies/allies to offer defenses, first piece will pop later today, and we will promote heavily. I'm also getting allies to promote all FoxNews.com pieces that are critical of liberals, pro-MAGA universe or highlight voter fraud allegations.

I'm working with the Research team to coordinate a deeper dive on the damage with viewers as well.

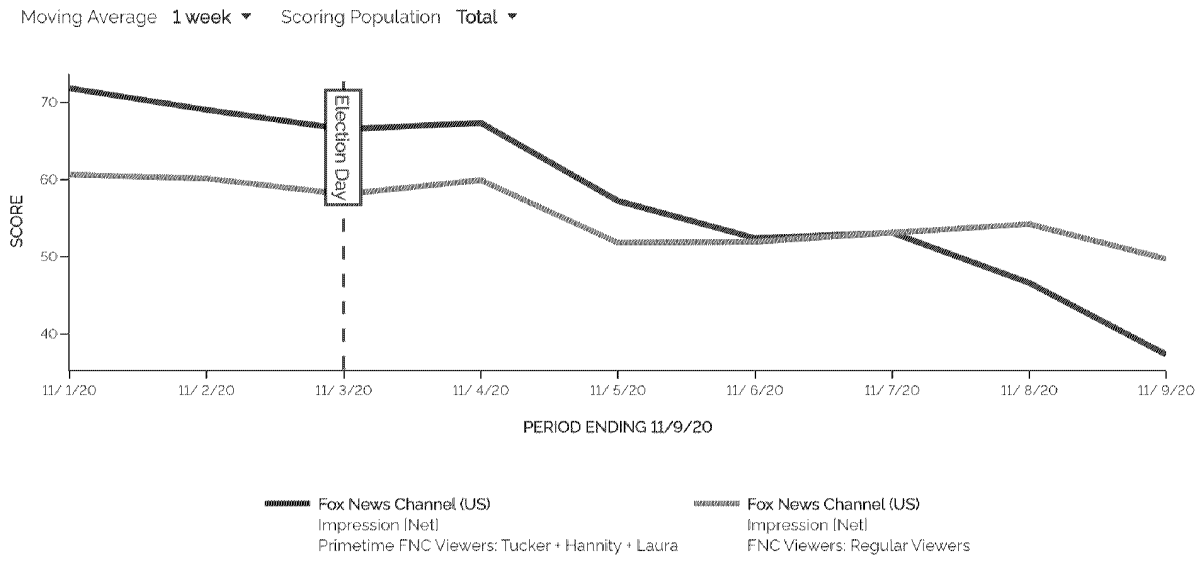
FNC Net Favorability

	11/01/20	11/09/20	Net Change	Sample per day
Primetime viewers - one week rolling average	+71.8	+37.3	-34.5	73-82
FNC viewers - one week rolling average	+60.6	+49.7	-10.9	94-108
Primetime viewers - two week rolling average	+69.3	+52.1	-17.2	136-157

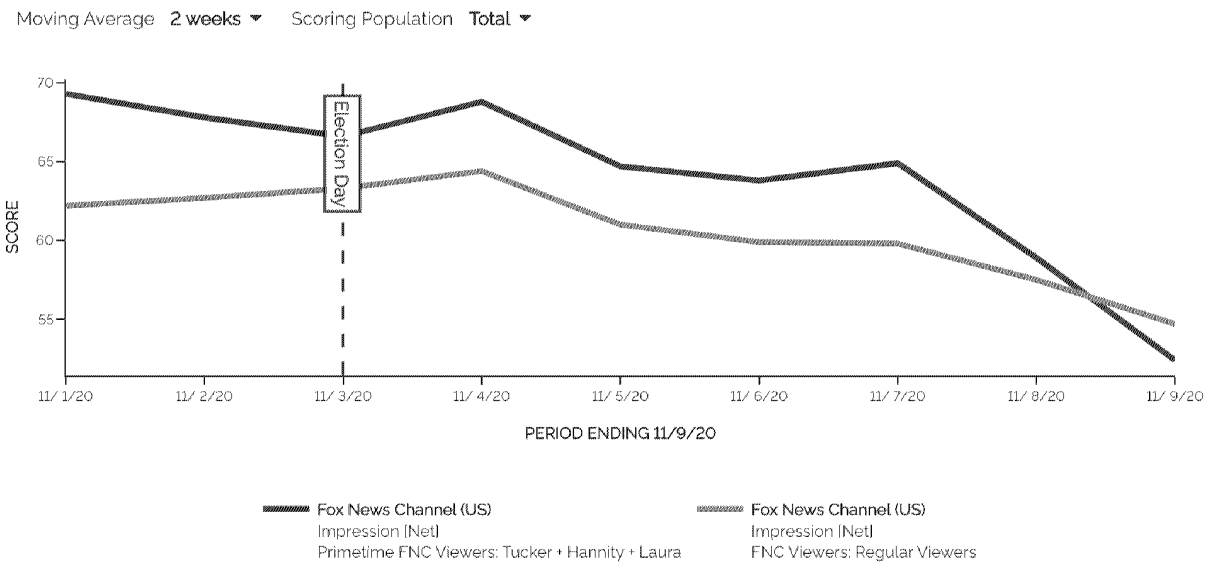
FNC viewers - two week rolling average	+62.2	+54.7	-7.5	182-203

FNC Net Favorability

ONE-WEEK ROLLING AVERAGE



TWO-WEEK ROLLING AVERAGE



This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee(s). If you are not an addressee indicated in this message (or responsible for delivery of

the message to an addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of Fox Corporation, or its subsidiaries must be taken not to have been sent or endorsed by any of them. No representation is made that this email or its attachments are without defect.

Exhibit 716

From:	Shah, Raj </O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=33A7EC98BFB14AC1B1B80D99A31D1CDE-RAJ.SHAH>
To:	Dinh, Viet
Sent:	10/21/2020 2:04:06 PM
Subject:	Both Memos
Attachments:	10.9.20 Memo - TCT YouGov Data Cuts.docx; 10.20.20 Memo - Primetime YouGov Data Cuts.docx

See attached.

I ran Tucker's memo by Ron Mitchell, who was a fan overall. The two concerns he expressed were:

1. Concern that Tucker may not react well to seeing data showing that his viewers may disagree.
2. Concern that Tucker may take the info on affirmative action/diversity/inclusion as a green light from corporate to go harder at the issue when he's already devoting tons of programming time to it.

I think both are risks, but part of the deal if we're going to honestly share this type of viewer data with him and other hosts. Pls call if you want further edits or have additional concerns you want to talk over.

EXHIBIT
3423

Exhibit 717

PARTICIPANTS: Meade Cooper - [redacted] Meade Cooper - meade.cooper@foxnews.com; Raj SHah - [redacted]

Sent 2021-02-17 10:20:30 PM UTC FROM: Meade Cooper - [redacted]

Hi I saw a missed call from you. If you are still looking for me I am around

Sent 2021-02-17 10:21:58 PM UTC FROM: Raj SHah - [redacted]

I connected with Irena. Just in Sean and POTUS tonight. To the extent we can limit the charges of misinformation, etc. its helpful over the next week. There is a congressional hearing coming up next week.

Sent 2021-02-17 10:22:06 PM UTC FROM: Raj SHah - [redacted]

Just on**

Sent 2021-02-17 10:24:40 PM UTC FROM: Meade Cooper - [redacted]

Got it. I spoke with Hannity EP and they are on high alert and don't want to go there

Sent 2021-02-17 10:33:48 PM UTC FROM: Raj SHah - [redacted]

Much appreciated.

Exhibit 718

From:	Shah, Raj </O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=33A7EC98BFB14AC1B1B80D99A31D1CDE-RAJ.SHAH>
To:	Wells, Justin (FoxNews); Pfeiffer, Alex (FoxNews)
Sent:	11/21/2020 11:15:47 PM
Subject:	Re: Newsmax TV - Sidney Powell interview 11/21/2020 9:15:40 PM:

We def shouldn't engage. This is an op to discredit her, since it's totally insane. I'm moving this stuff around to get more questions raised. It's just MIND BLOWINGLY NUTS

From: "Wells, Justin" <justin.wells@FOXNEWS.COM>
Date: Saturday, November 21, 2020 at 11:14 PM
To: "Pfeiffer, Alex (FoxNews)" <alex.pfeiffer@foxnews.com>
Cc: Raj Shah <Raj.Shah@fox.com>
Subject: Re: Newsmax TV - Sidney Powell interview 11/21/2020 9:15:40 PM:

We should absolutely not engage. If we're now put in a position to engage with "Newsmax" then there is an obviously a significant failure at the media relations level at FNC. I'd be happy to help fix it but I suspect answering Justin Baragona won't help. We do that and I'm still not sure why.

On Nov 21, 2020, at 10:59 PM, Pfeiffer, Alex <Alex.Pfeiffer@foxnews.com> wrote:

But not in 2016 general! They were playing the long game.

Sent from my iPhone

On Nov 21, 2020, at 10:14 PM, Shah, Raj <Raj.Shah@fox.com> wrote:

One more thing: she claims that Dominion was used in 2016 to beat Bernie by the Hillary camp. So nuts!

From: Raj Shah <Raj.Shah@fox.com>
Date: Saturday, November 21, 2020 at 10:08 PM
To: "Wells, Justin (FoxNews)" <justin.wells@foxnews.com>, "Pfeiffer, Alex (FoxNews)" <alex.pfeiffer@foxnews.com>
Subject: Newsmax TV - Sidney Powell interview 11/21/2020 9:15:40 PM:

Sidney Powell was on Newsmax tonight, just wrapped up a bit ago. She called Tucker "abrasive" and "disrespectful" in text messages and claimed he had a "tantrum." The rest of the interview is totally nuts. She's claiming she's already submitted "irrefutable" and "hardcore" evidence (whatever that is). She's claiming thousands of people were involved in this conspiracy to steal the election.

She claims Brian Kemp was paid off to use Dominion voting machines, and the GA filings they're planning to file will be "biblical."

Check it out:

Newsmax TV - Sidney Powell interview 11/21/2020 9:15:40 PM:
https://mms.tveyes.com/transcript.asp?StationID=19340&DateTime=11/21/2020%209:15:40%20PM&playclip=true&pbc=search%3a%2b(tucker)

ANCHOR: all right we now have city pal on the phone. we got the little. gremlins out of the system there whatever the problem was is it if you can hear it's great to talk with you tonight- how you doing and in the end it's good talking was always i want to start off with just the ruling the biggest news out tonight is this pennsylvania ruling from this. a federal district court judge what you make of that.

SIDNEY POWELL: yeah well you know each of the district court judges has their own particular perspective on things and i think that judge was appointed by president obama we really don't expect to win a lot of the district court cases but ultimately the court of appeals and the supreme court are will have to get it right we're very clear on the law and the facts on multiple issues and we haven't even begun 2% the big fraud case yet that i am still working on. and it's going to be a blockbuster.

ANCHOR: i mean it's interesting obviously i mean you guys said the news conference this week- there was a lot of compelling stuff in there it sounded like you guys were. making progress going down a road of investigation but as i think anybody understands when you're trying to lay out a case it takes time. to find out what you have you had a bit of a rubbed with- with tucker carlson this week- who basically said you didn't have any evidence when they ask you to come on what is the truth of the matter is that made a lot of news- yeah.

POWELL: well he sent me some very. abrasive and- disrespectful. emails or text messages. and i responded politely offering him into. a different person as a witness who could explain it not simply didn't have time to do it then and i sent him a copy of one of the- compelling affidavits. that we have and the k. apparently that wasn't sufficient for him he was having a little bit of a tantrum. but i didn't see or hear what he said and i haven't had time to listen to what he said after that i'm just perceiving on my course of getting the case ready to prove in a court which is where we prove cases of law. not in the media how

ANCHOR: what is your timeline as as you look at this you know what's the timeline you think before you can you can put out some of this evidence that can really. you know if you wanna if you wanna shut the media but they say that you guys have nothing when we have some of the stuff that's that's this hard core. evidence and paper writing.

POWELL: frankly the affidavits we've already introduced or hard core evidence there firsthand testimony of witnesses who saw. how and why the system was created and how it works to accomplish the objective for hugo shabeelle. they're people who saw ballots being destroyed we've got evidence from people it's all. thank ballots being created. we've got all kinds of different evidence and then we've got the tatistical and- mathematical evidence that. absolutely irrefutable. i mean the coin doesn't land on the same. side when you flip it a hundred ninety six thousand times. you can't just inject eighty six thousand biden votes and expect anybody to believe those are real and they're not when we send it only to delhi no matter how you analyze the statistics whether it's a predictive model or the actual. data as they come the young it it doesn't hold water and we've got other testimonial evidence that appears to be coming in now to indicate the democrats literally added. thirty five thousand votes to every democratic candidate.

ANCHOR: to begin with thirty five in in in in any particular state or you say thirty five thousand where.

POWELL: we've got it definitely all over one state and i would be willing to bet it happened everywhere. and when you when you lay all this out and you're gonna do this in court- it

ANCHOR: do you have what you think is irrefutable evidence that will that will make up the minds of millions of american people.

POWELL: well the burden of proof in court is only a preponderance of the evidence. it's not beyond a reasonable doubt that the criminal standard but frankly and with everything we've got. these should e criminal prosecutions. at a significant level for fraud and conspiracy to defraud beyonder provable beyond a reasonable doubt there are hundreds of thousands of people in our criminal system right now in present. who were convicted on far less evidence of guilt then we have here city power

MARK HALPERIN: wanted to react to something that the scene this is republican senator from pennsylvania pat toomey just said in reaction to the district court judge's decision the district court judges someone very close to pat toomey center to me says. the president trump has now quote exhausted all plausible legal options to challenge the results of the presidential race in pennsylvania is that true.

POWELL: no that's not true at all.

HALPERIN: can you explain why

POWELL: foreigners gun to fight can you explain the what why the senator wrong- well is wrong because transylvania was one of the hot bed of. many varieties of fraud and criminal acts that the department of justice frankly should be in there prosecuting. and we're gonna dump a whole lot of them and the evidence in our fraud case that we're going to found pennsylvania

HALPERIN: why do you think the justice department isn't being more aggressive in following up on what you see.

POWELL: i think the justice department has known about this issue for a long time and turned a blind eye to it. why then i wonder how much the cia. actually had a role in in. starting this kind of. program to begin well why we used on other countries

HALPERIN: why would donald trump's justice department not be interested in this.

POWELL: well you know i wish donald trump as much control over the justice department's people thank you doug- it's taken on a life of its own i don't think even bill barr has the control over the justice department that he would like to hang out. because there are so many lawyers and so many different places doing whatever it is they want to do and ignoring the standards and practices that. historically created the justice department to seek justice not convictions when i read a book about that back in twenty fourteen. i mean we've been on the- increasingly bad past four decades now and it's done nothing but get worse because nobody's told the truth. and stood up for the truth but americans are now. livid about there. and they could see it everybody thought election lightly thought. both being subtracted from president trump and appearing on the buying side of the scale and that's exactly what this dominion system was designed to do. and witness testimony to its entire creation for that very purpose. there have been i mean

ANCHOR: there have been warnings about this system we were talking about it earlier sydney i mean you had senators warning chlo bashar- is that that made a b ig stink about the twenty eighteen mid term sayng that they don't trust opinion. that they saw evidence that that votes could beswitched using the systems these are democrats. who ran bright resident what i don't understand is how how is how does this get ignorwed i mean this is a- this is a nationwide this is a democracy shocking scandal. if it is true it is and it's it is so big i can't wrap my head around. it i just wonder how does this happen.

POWELL: well that's exactly it happens because it's so big nobody wants to wrap their head around it nobody wants done. on hi all the little knocks that go into it but we have to if we're going to be a constitutional republic this cannot go on our votes must be counted fair in true every legal vote. is entitled to be counted in every illegal vote nullifies the vote of an american citizen and our our public will once we the people it's absolutely counter to everything this country was founded on. so we have got to get this fixed now we can't i can't unsee it i'll tell you that i'm certainly cannot unsee what i its thing and i'm gonna make sure everybody else knows everything up thing too. because we've got to hold our government institutions accountable and do better than deaths by each other and it does cut across both political parties it cuts across generations now or ever police multiple decades. of this kind of corruption it's got increasingly more sophisticated has anybody given you much the edge of a balanced again through the machine and at the ballot would be rejected. but now they can literally drag and drop hundreds of thousands of votes wherever they wanna. i mean in the end that they everybody knew when i bought the system and that was one of the features of the system. we caught people lying now and saying the- things that

happens that brand people. out of voting areas and- we've got tons of them after. it's some it's hard pull it off together

https://mms.tveyes.com/transcript.asp?StationID=19340&DateTime=11/21/2020%209:24:22%20PM&playclip=true&pbc=search%3a%2b(tucker)

ANCHOR: has had the i mean how big of a you know if this happen how big of a conspiracy how many people would have had to been in on something like this.

POWELL: oh gosh. probably of thousands including the people running the machines at each of the poem. that the polling centers we know for example that one of the higher ups of dominion went to detroit. the night of the election term. to handle things and self. and we also have evidence that there were any number of. gpn lines open to the internet for foreign actors to meddling in that

ANCHOR: has anybody given you an explanation and that that. as to why they had to turn the machines off you talk about how the machine

POWELL: our witness from venezuela who saw it all created and how it worked. said that he knew as soon as the machines were turned off and that's key straight it was because we the people in voting on. trump adding for trump in a landslide election is officially broken algorithms that have been pre programmed into the machine. so they had to stop counting in those states and areas and back filled the boat. with fraudulent mail in ballots or whatever means they used to do it whether they just injected numbers are trashed. those for trump otherwise and change the numbers i don't know exactly how they did it right now in a spot but that's essentially the way it worked

ANCHOR: let me ask you about the state of georgia obviously yesterday you know the governor there. he-certified the election for joe biden it's about twelve thousand votes in what you see will georgia switch.

POWELL: yeah that's a total farce. george is probably going to be the first state i'm gonna blow up and mister camp in the secretary of state need to go with it because they're in on the dominion scam what they're last minute purchase we're award of a contract to dominion of a hundred million dollars the state bureau of investigation for george ought to be looking into the financial benefits received by mr campaign. and the secretary of state stanley about that tom and another benefit dominion was created to award is what i would call election insurance that's why hugo chavez had it created in the first place but also wonder where he got the technology where it actually came from because i think it's hammering scorecard from the cia.

HALPERIN: just to clarify your saying the governor kemp who's been a longtime ally of the president is it is directly involved because the financial benefit in the conspiracy to defeat the president in georgia.

POWELL: we have certainly been told that there is evidence of that and what warren an investigation if anybody were actually going to do an honest investigate

HALPERIN: what more could you tell us about about alleged conspiracy a his the governors.

POWELL: i can't. yeah i can't give you any more details on that now but that would certainly warrants and investigation orders have been reported to me as a law enforcement officer i would be investigating it steadfastly.

HALPERIN: you know i know you say you want to be arguing in court you are an attorney united press secretary but you all did have a press conference last week. jordan sekulow said that there's gonna be a filing soon in georgia that would be explosive can you tell us anything can you make some news with us here tonight. tell us anything new that you're gonna present in that filing in georgia.

POWELL: well i'm i think and i can't. say that yet. but hopefully this week we will we will get it ready to. file city what's in it it will go it will be biblical.

ANCHOR: what is the state where you it where was it the worst from what you see in what you're alleging what state but was it will switch the most-

POWELL: that's really hard to say georgia is extremely bad- we've got. ballots being shredded ballots being thrown out in trash bags. whining people working in the center- the vote staying switched the algorithms being run. you name the manner of fraud and it occurred in georgia these are the only land area. counties those counties fulton the k. on deal and i think i think the algorithm rand most probably across the country can i say that for sure yeah no i can't say that for sure yeah but it looks that way. and it looks like it thirty five thousand votes were added to every democratic candidate.

ANCHOR: you also talked about this ability of the system and i thought this is so interesting when you said that it could take a vote. and it can make a vote for biden worth more than a vote for trump do you think that that happened or is that another part of the system that maybe wasn't used

POWELL: no i think that definitely happened i think that was the first step with the system. to wait the vote said that a biden vote is worth one point two three say. and a and a trump vote is worth the rest of the out. of and of the trump voters about three quarters and. biden both this one and a quarter. what in that way that's the can see the roof. said record of fresh. numbers for the vote. yeah it's not. it is i mean the everything you're

ANCHOR: everything you're alleging frankly is not which is why i think you're getting so much scrutiny and so much criticism but if it's true and we don't know and that's just a simple thing is that we don't know yet if it's true because we can't see what you've seen. i want to ask you about this again- michigan's a bigger margin than the rest of them it's like a hundred and maybe hundred fifty thousand- what are you seeing in michigan.

POWELL: we're seeing official who find things in michigan except larger number of ballots. being stuffed in it the old fashioned stopping the ballot box they're just doing it by computer instead of by paper. that's really all it is. they're dragging and dropping files the votes from one person to another instead of just stuffing paper ballots on the ballot box. you can use this you know corruption elections have been going on forever i'm remember lbj saying you know if and some guys down to the cemetery because those people if they were allowed to voted for me. and they take the and the birth date and that's what they do yet.

HALPERIN: so it's saturday night committed. can you prince are can you preview for isis bispecific lazy can't what's going to happen this coming week starting monday morning tell us where you're going to file. what you expect to happen by friday.

POWELL: well i don't personally i don't expect to follow anything on monday. from hoping we can get it ready by wednesday if not it should be ready by friday. but it's a massive project to pull this fraud claim together with the evidence that i want to study on so you very saying well they're going to file member it's not. this is a summary judgment motion where we actually have to produce any evidence now your typical lawsuit you just filed a statement of what the charges are without any affidavits or anything what do you think they're gonna find this maybe it's going about this is absolutely ridiculous and unreasonable to expect us to put evidence found right now. although we are we know election issue there on an expedited schedule that i could wait a month to fall the fraud case and everybody to have to undo their certifications because it's so bad

HALPERIN: when you say you're gonna fall the same cases in multiple jurisdictions or in one jurisdiction the- h.

POWELL: one was a little bit different. depending on what happened in the state. the death manner means the- aspects that support each one. no got different affidavits from different witnesses in each of the states. so they're going to be some differences between them. but they're going to be claims that ours are. identical some of the legal claims are going to be identical. for example in a in a number of states the- there were modifications to the machine after the statutory cut off date. that should invalidate every vote cast on the machine. i mean georgia cannot they're not white georgia can proceed to have a election using this machine for the run off canada. that's absolutely absurd.

ANCHOR: as we as we wrap this up city i think everybody at home right now that wants to see this. they want to see what you say you've seen is that going to be possible at any point are we going to be able to see some of these problems and some of these issues the way these.

POWELL: the system is working the way this the dominion works. yeah then there's actually evidence on on. line now i mean we need to try to get our website up to date with the complaints that have already been filed. but exhibits are attached for example to lin was complaint in georgia. that are all remarkable and stunning including the affidavit of the young man from venezuela who saw he go shabeelle. create how they- did the software hire people to do it and get it done and then how it worked of make sure he won every election there after. so that's what it's designed to do better and better at their own. yeah handbook tells you that these things are features of their system are we supposed to think they didn't use the features. they use them. and then they use them against their own candidates the democrats used to against bernie sanders in two thousand sixteen and somebody even told him what had been done to him one hillary clinton won that primary and he didn't. and instead of standing up for the american people on the right to vote he sold out
ANCHOR: you're saying the million that the smartmatic dominion system was used in twenty sixteen when hillary bernie in the primary.

POWELL: yeah wow i don't think we heard that yet that's that's that's in india it's an incredible developing right there and you say he knows that bernie sanders knows that. yes the person who sent me the data tell me that they inform bernie sanders of all their findings and he didn't do anything except get enough money to buy another fabulous south. well i'm telling you it's been used for both parties one of the big problems is that we don't know who was selected by buying their election through dominion. i'm sure it crosses party lines. i'm not that's not an accusation against every politician it certainly not maintenance today but it means we don't know. which one. got elected that way and how much they knew about how it was being used for or against them certainly not against them but i'm reasonably certain at this point that john james was ripped out of his state. and he was entitled to have won that election by the real vote confined i think history for doug collins in georgia. and there's no telling how many congressional candidates should have won that lost by the addition of thirty five thousand votes for democrat or the algorithm that they were running against whoever they want to target i mean you can do it canada by canada. that is something else the minutes this just it's mind blowing city-

https://mms.tveyes.com/transcript.asp?StationID=19340&DateTime=11/21/2020%209:35:13%20PM&playclip=true&pbc=search%3a%2b(tucker)

ANCHOR: what what you're- i can't. i can't even imagine and i hope that you'll join us again to talk about what you continue to find as you continue to invest now

POWELL: i will do that and i'll try and get more stuff up online this week we've got some well just emailing to escorts people are trying to hack us and everything else but- democratic congresswoman carolyn maloney wrote. of the trailer the treasury secretary about this very issue. in two thousand three i think it was. seventy seven people have been complaining about it in the government's done absolutely nothing except. whatever it wants to do. so who is really pulling the strings here. and shooting the american. the president officials pursuant to this system. not the people of the united tates of america and that's supposed to be who it is. it's just something else and like you said prominent democrat politicians have complained about the usage of the system in this country city power

ANCHOR: thank you so much for joining us tonight on the phone- i know how busy you are and we appreciate the time.

POWELL: thank you my pleasure okay.

This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee(s). If you are not an addressee indicated in this message (or responsible for delivery of the message to an addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of Fox Corporation, or its subsidiaries must be taken not to have been sent or endorsed by any of them. No representation is made that this email or its attachments are without defect.

This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee(s). If you are not an addressee indicated in this message (or responsible for delivery of the message to an addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of Fox Corporation, or its subsidiaries must be taken not to have been sent or endorsed by any of them. No representation is made that this email or its attachments are without defect.

Exhibit 719

From: Shah, Raj </O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=33A7EC98BFB14AC1B1B80D99A31D1CDE-RAJ.SHAH>
To: Schwartz, Elliott; Griswold, Alex; Wigo, Lindsay
Sent: 1/26/2021 5:03:40 PM
Subject: FW: TUCKER LINEUP - TUESDAY, JANUARY 26, 2021

Tucker going pretty hard at cancel culture tonight!

Sent from my Verizon, Samsung Galaxy smartphone

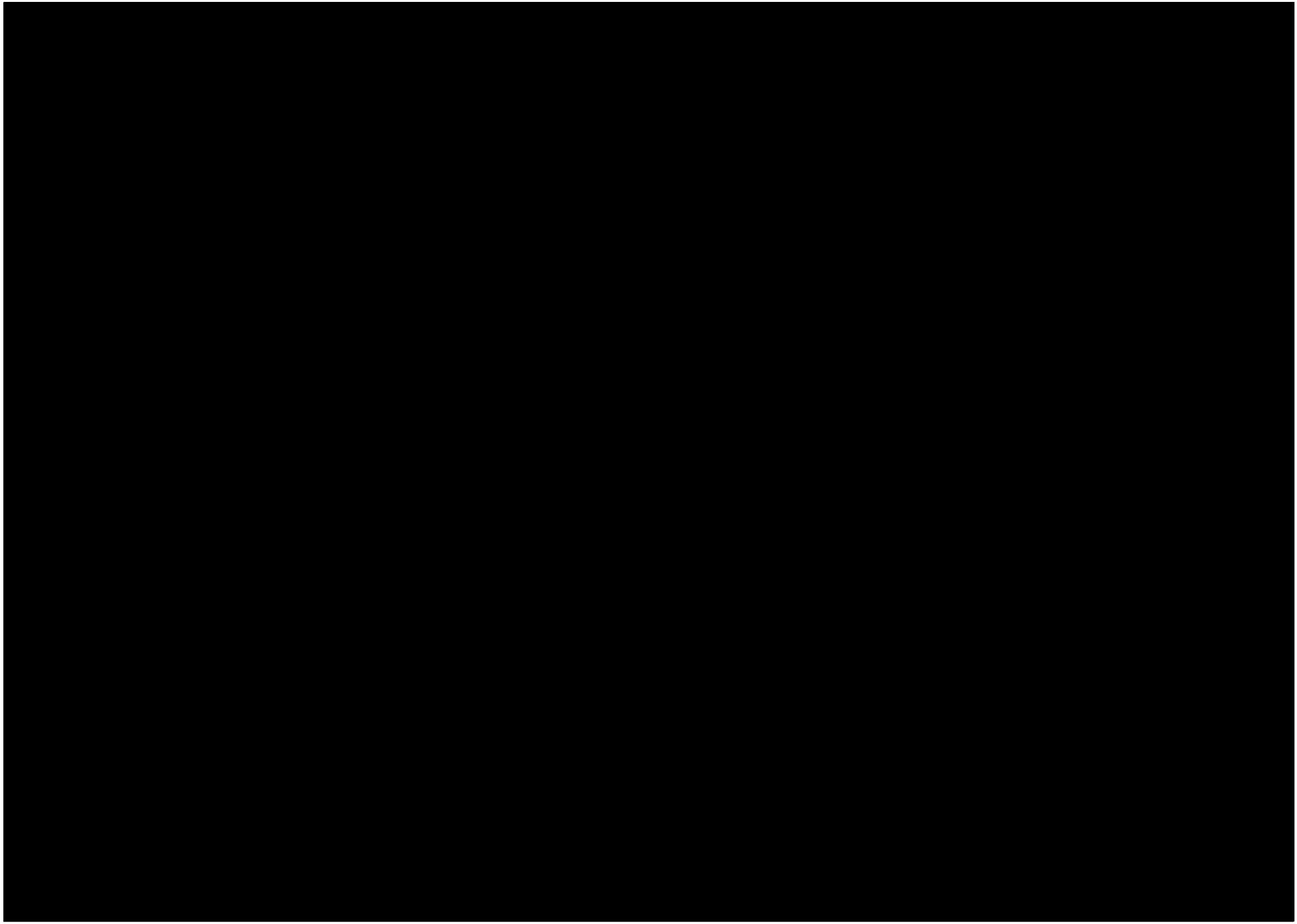
-------- Original message --------
From: "McCaskill, Alexander" <Alexander.McCaskill@FOXNEWS.COM>
Date: 1/26/21 4:37 PM (GMT-05:00)
To: "Wells, Justin (FoxNews)" [redacted], "Scott, Suzanne" [redacted], "Carlson, Tucker (FoxNews)" [redacted]>, "Cooper, Meade" [redacted], "Mitchell, Ron (FoxNews)" [redacted], "Walsh, Adreanna" [redacted], "Cosme, Samantha" [redacted] "Shah, Raj" [redacted] "Goodwin, Kyle (FoxNews)" [redacted], "Leung, Joey (FoxNews)" [redacted]
Subject: TUCKER LINEUP - TUESDAY, JANUARY 26, 2021

cid:image001.jpg@01D29C05.215ABD10

TUESDAY, JANUARY 26, 2021

TUCKER CARLSON HOSTS FROM FLORIDA

[redacted]



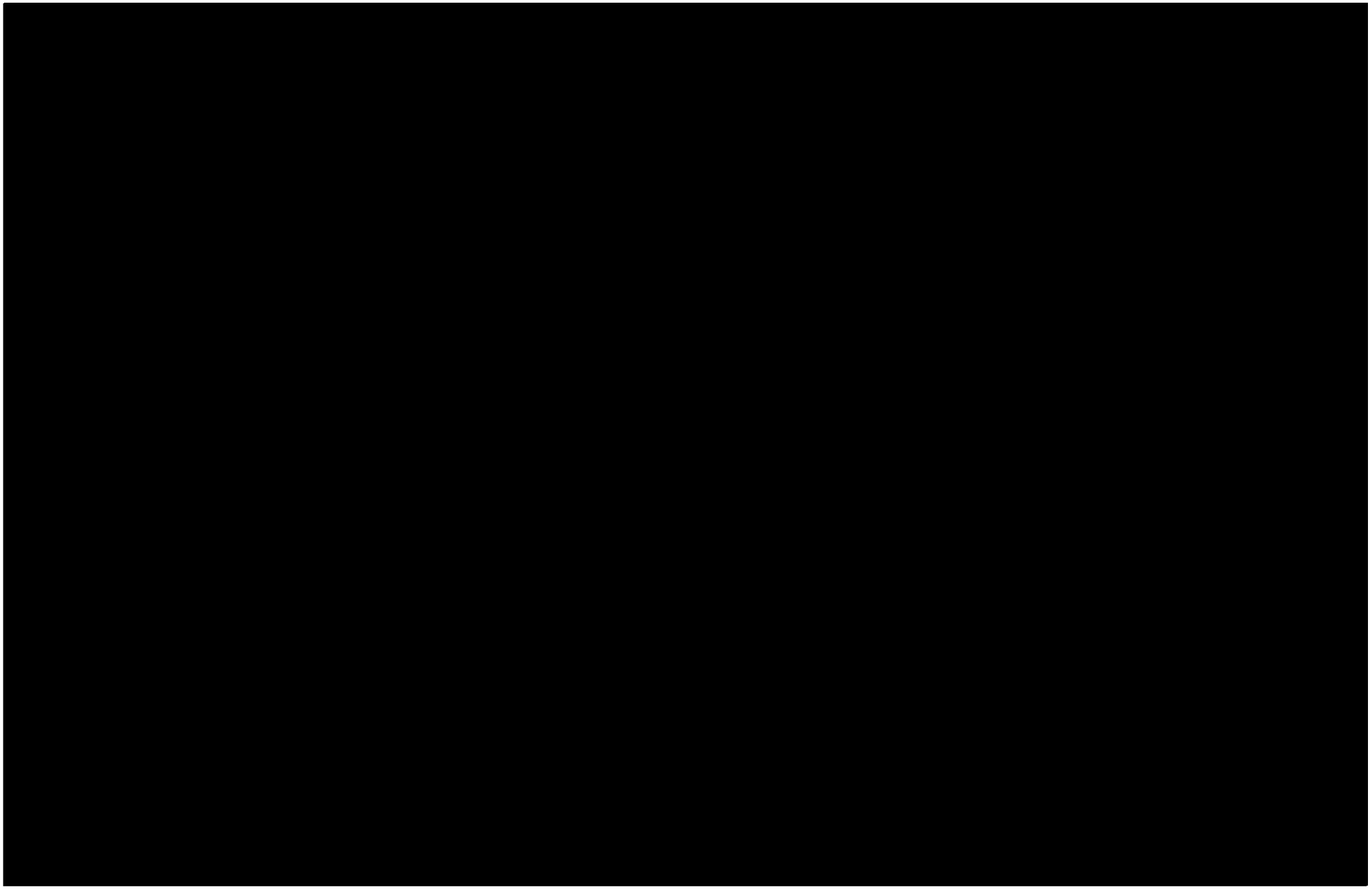


Exhibit 720

From: Briganti, Irena <Irena.Briganti@FOXNEWS.COM>
To: Scott, Suzanne; Wallace, Jay (FoxNews)
Sent: 11/7/2020 5:49:00 PM
Subject: FYI

Gabriel
Sherman
@gabrielsherman
The Murdochs are DONE with Trump

wsj.com/articles/the-p…

5:37pm
· 7 Nov 2020 ·
Twitter for iPhone

https://www.wsj.com/articles/the-presidential-endgame-11604706255

The Presidential Endgame

Trump has the right to fight in court, but he needs evidence to prove voter fraud.

By
The Editorial Board

Nov. 6, 2020 6:44 pm ET

Perhaps it was inevitable that Donald Trump's re-election campaign would end as his Presidency began: with the President claiming victory and his frenzied antagonists denouncing him as a would-be fascist. The reality is that the U.S. can and probably will have a normal election outcome regardless of the shouting between now and then.

Mr. Biden is leading in enough states to win the Presidency, and if those votes survive recounts and legal challenges, he will be the next President. But whoever

wins needs the other to concede to be able to govern. The result Americans on both political sides should want is one that most people think was decided fairly.

***

Mr. Trump has every right to demand recounts if state votes are close, and to go to the courts for relief if there is evidence of fraud. Joe Biden's lawyers are also in court, and they were for weeks before the election trying to ease mail-in ballot rules. Mr. Biden should also want the recounts and legal process to play out for the sake of his call to heal political rancor.

As for fraud, the Trump campaign will have to prove it to prevail in court. It won't be enough to charge that Philadelphia is historically corrupt, though it is, or that state election officials are partisan. The Georgia secretary of state is a Republican, by the way, contrary to Mr. Trump's remarks

Thursday night. The vote counting in Arizona and Georgia has seemed professional and transparent.

The same can't be said of Philadelphia, where the Trump campaign had to go to court so its poll-watchers could observe vote counting. Incredibly, Democratic lawyers opposed that Trump request. This is exactly the wrong way for Democrats to behave, feeding GOP suspicions. The vote-counting standard should be transparency for both sides to ensure public confidence.

The Democratic Pennsylvania Supreme Court also contributed to the mistrust by rewriting state election law to let mailed ballots be counted until Nov. 6. We warned multiple times that this mess could happen, and the U.S. Supreme Court could have helped by intervening. Chief Justice John Roberts refused.

But it's also important to note that Pat Toomey, the GOP Senator from the Keystone State, says he has seen no evidence of fraud in his state's counting. We've also seen no concrete evidence. The delivery of a batch of votes all for Mr. Biden at one time can be explained by the practice of some jurisdictions to divide and report the votes of each candidate at different times.

The Trump campaign has made a substantive claim that thousands of votes in Nevada failed to meet the state's residency requirement. That ought to be provable one way or another. If the campaign has other evidence, bring it on and test it in court.

The suspicions of Trump supporters about all this are fed by the behavior of his opponents over the last four years. Democrats still spread the voter suppression myth about Stacey Abrams's defeat in Georgia in 2018. Democrats never accepted Mr. Trump's victory in 2016, and Hillary Clinton still prattles on that the Russians did it.

So do the media partisans who promoted the Steele dossier and served as an echo chamber for the Russia collusion farce. The FBI's abuses in 2016 were a genuine scandal that the media would have called out had it been aimed at a Democrat. Instead they treated Rep. Adam Schiff's lies as gospel. And then New York Times sages puzzle in public about why 70 million Americans again voted for Donald Trump? Look in the mirror, folks.

***

If Mr. Biden has 270 Electoral College votes at the end of the counting and litigation, President Trump will have a decision to make. We hope in that event he would concede gracefully. He has accomplished a great deal since descending on that Trump Tower escalator in 2015, including his historic first victory and a strong re-election performance when he was supposed to lose in a rout. We'd hate to see that legacy ruined by a refusal to accept the normal transfer of power.

Mr. Trump can rightly say that he helped the GOP save its Senate majority, gain seats in the House, and save the country from a radical progressive agenda. The election results show he has also broadened the GOP appeal to minorities and across middle-class America. His policies broadened prosperity to a forgotten group of Americans, and his willingness to buck conventional wisdom led to a diplomatic breakthrough in the Middle East. His judicial appointments have reshaped the federal courts and will echo through the law for years.

This is a considerable achievement, and it may look even better once Mr. Biden attempts to govern with an angry, impatient left. But Mr. Trump's legacy will be diminished greatly if his final act is a bitter refusal to accept a legitimate defeat. Republican officials will turn away, and eventually so will the American public that wants to see the election resolved.

Mr. Trump hates to lose, and no doubt he will fight to the end. But if defeat comes, he will serve himself and his country best by honoring America's democratic traditions and leaving office with dignity.

This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee. If you are not the addressee indicated in this message (or responsible for delivery of the message to the addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of Fox News or Fox Business must not be taken to have been sent or endorsed by either of them. No representation is made that this email or its attachments are without defect.

Exhibit 721

From:	Shah, Raj </O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=33A7EC98BFB14AC1B1B80D99A31D1CDE-RAJ.SHAH>
To:	Murdoch, Lachlan; Dinh, Viet; Scott, Suzanne
Sent:	11/23/2020 11:48:30 AM
Subject:	Tucker/Sidney Powell Update

Lachlan/Suzanne/Viet,

After criticism from social media for Tucker's segment questioning Attorney Sidney Powell's outlandish voter fraud claims, our consultants and I coordinated an effort to generate Trump administration pushback against her claims.

That escalated on Saturday night when she gave a pretty wild interview on Newsmax.

[redacted]

ANAYTICS SUMMARY

Social media interactions were decidedly negative since his initial segment from online conservatives from Thursday night to Sunday afternoon, with 70% of Tucker-related tweets about the subject matter being conservative attacks, and just 3% being defenses.

These mentions have moved to significantly less negative, though still negative: since last night, the rate of positive social media interactions per hour from conservatives has increased 28% and the rate of negative social media interactions per hour has decreased 60.6%.

While mentions are trending in Tucker's direction, this isn't an audience that can easily be persuaded and are willing to believe just about anything.

PLAN FORWARD

[redacted]

Will keep you aware of any developments.

Thanks
Raj

Exhibit 722

A Bogus Dispute Is Doing Real Damage

WSJ wsj.com/articles/a-bogus-dispute-is-doing-real-damage-11605832051

November 20, 2020

This copy is for your personal, non-commercial use only. Distribution and use of this material are governed by our Subscriber Agreement and by copyright law. For non-personal use or to order multiple copies, please contact Dow Jones Reprints at 1-800-843-0008 or visit www.djreprints.com.

https://www.wsj.com/articles/a-bogus-dispute-is-doing-real-damage-11605832051

By Peggy Noonan

Nov. 19, 2020 7:27 pm ET

3714

Supporters of President Trump protest the election result in Washington, Nov. 14. Photo: olivier douliery/Agence France-Presse/Getty Images

No hard evidence of widespread fraud, no success in the courts or prospect of it. You can have a theory that a bad thing was done, but only facts will establish it. You need to do more than what Rudy Giuliani did at his news conference Thursday, which was throw out huge, barely comprehensible allegations and call people "crooks." You need to do more than Sidney Powell, who, at the same news conference, charged that "communist money" is behind an international conspiracy to rig the U.S. election. There was drama, hyperbole, perhaps madness. But the wilder the charges, the more insubstantial the case appeared.

More than two weeks after the election, it's clear where this is going. The winner will be certified and acknowledged; Joe Biden will be inaugurated. But it's right to worry about the damage being done on the journey.

Opinion: Potomac Watch

Georgia's Recount Didn't Rescue Trump

It's one thing when supporters of the president say, simply, "Let's go through the process and see where we are." It's not bad to look into how messy the voting system is, not the worst to realize it needs long-term remedial attention. How did we devolve into a nation that no longer has an election night but an election month?

But the sheer nuttiness surrounding the current mess is becoming deeply destructive. Online you see the websites read by millions saying the entire election system is shot through with criminality. The headlines read: *It was stolen. We have proof of coordinated vote tampering. The president has many avenues to victory*. The Trump campaign sent an email under the name of formerly respectable Republican Newt Gingrich, once speaker of the House, saying "The Corruption is Unprecedented": "It's time for us to get MAD." We can't "roll over." "Please contribute $45 RIGHT NOW to the Official Election Defense Fund."

Newsletter Sign-up

Morning Editorial Report

All the day's Opinion headlines.

This isn't a game. America isn't your plaything. Doesn't Mr. Gingrich realize how dangerous it is to stoke people like this, to rev them up on the idea that holding even the slightest faith in the system is for suckers?

Trump staff and supporters should know at this point that in trying to change the outcome they are doing harm—undercutting respect in and hope for democracy. Republican senators and representatives, in their silence, are allowing the idea to take hold that the whole system

is rigged. This lessens faith in institutions and in their party's reputation. Republicans were once protective of who we are and what we created in this democratic republic long ago.

Now they're not even protecting themselves; in future years what's happening now will give their voters an excuse not to take part or show up. What's the point? It's all rigged.

And they are accepting a new postelection precedent, that national results won't be accepted until all states are certified and all legal options, even the most bizarre and absurd, exhausted. Wait until this is used against you, in 2024 or '28. You won't like it.

I found myself thinking this week of the 1960s and the John Birch Society, which had some power in its day as an anticommunist movement whose core belief was that officials of the U.S. government were conspiring with international communism to take down America. They were pretty wild. In time they accused Dwight D. Eisenhower, president of the United States and hero of Normandy, of being a secret communist agent.

Rising conservative leaders, embarrassed by the Birchers, didn't wish to see their movement tainted. They also didn't want to alienate voters who sympathized with the Birchers: Every movement has its nuts. Russell Kirk, Barry Goldwater and William F. Buckley pushed back, the last calling the head of the society, Robert Welch, "far removed from common sense." Even Ayn Rand joined in: Thinking the country's woes were due to a communist conspiracy "is childishly naive and superficial." Anyway, "they are not for capitalism but merely against communism."

The John Birch Society faded because all these conservative leaders, and more, sort of congealed and took the larger weight of their movement in other directions. And so modern conservatism was born as pretty much a healthy movement, and not pretty much a sick one.

I've been thinking about all this because of the question: What would have happened if the John Birch Society had been online, if it had existed in the internet age when accusations, dark warnings and violent talk can rip through a country in a millisecond and anonymous voices can whip things up for profit or pleasure?

It wouldn't have faded. It would have prospered.

We've all decried this aspect of the internet for 20 years; our alarm about its ability to enable and encourage extremism is so old, we forget to keep feeling it. But we'll look back on this time as one in which the least responsible among us shook big foundations.

Responsible Republican leaders ought to congeal and address the fact that what rough faith and trust we have in the system is being damaged. Which means our ability to proceed as a healthy democracy is being damaged.

There is no realistic route to victory for the president, only to confusion and chaos and undermining. He is not going to find the votes in recounts to win the election. Dominion, the voting-machine company under attack, has not been credibly charged with doing anything wrong. As the Journal said this week in an editorial, "Strong claims need strong proof, not rumors and innuendo on Twitter."

The irony is that this election will be remembered for the president's attempts to sow chaos, not for what it actually appears to have been, which is a triumph for America. In the middle of a pandemic, with new rules, there was historically high turnout. Under stress the system worked. Voters were committed, trusting, and stood in line for hours. There was no violence at the polls, no serious charges of voter suppression. In a time of legitimate hacking fears, there were no reports of foreign interference. Our defenses held. On top of all that, the outcome was moderate: for all the strife and stress of recent years, the split decision amounted to a reassertion of centrism.

You'd think the president would take his winnings and go home, because he had them. He outperformed polls and exceeded his 2016 vote total by more than 10 million. For one brief shining moment, on Nov. 3, he'd finally expanded his base to almost 50% of the electorate. He found new sources of support.

Imagine if he'd acted even remotely normal in his first term, if he'd had the intellectual, emotional and spiritual resources to moderate himself, to act respectably. Heck, imagine if he'd worn a mask. He might have won.

He is set on going out like a villain. He and his people would find this Jacksonian—he's refusing to bow to entrenched establishments! He would think this is what his base wants—the old battler refusing to accept the illicit judgments of a decadent elite.

If he were clever and disciplined, he'd do it differently. He'd accept the election's outcome, if not graciously at least with finality, go home to Mar-a-Lago, play golf, and have fun torturing his party by plotting his return. "I'll be back."

Instead he leaves behind real and politically pointless ruin.

WSJ Opinion: Hey, Trumpians, Cheer Up!
You may also like

Wonder Land: At the risk of arousing the dark side, 2020's election results are reason for conservative optimism. Images: Congressional Quarterly via ZUMA Press/Getty Images Composite: Mark Kelly

Appeared in the November 21, 2020, print edition as 'A Bogus Dispute Is Doing Real Damage'.

About this article

Declarations

“Declarations” seeks the truth and then tries to state that truth. The column is published online every Thursday evening and aims to give clarity and humor where appropriate. It is isn’t overtly ideological and asks the reader to be open to different considerations.

Peggy Noonan

Peggy Noonan is an opinion columnist at the Wall Street Journal where her column, "Declarations," has run since 2000.

She was awarded the Pulitzer Prize for Commentary in 2017. A political analyst for NBC News, she is the author of nine books on American politics, history and culture, from her most recent, “The Time of Our Lives,” to her first, “What I Saw at the Revolution.” She is one of ten historians and writers who contributed essays on the American presidency for the book, “Character Above All.” Noonan was a special assistant and speechwriter for President Ronald Reagan. In 2010 she was given the Award for Media Excellence by the living recipients of the Congressional Medal of Honor; the following year she was chosen as Columnist of the Year by The Week. She has been a fellow at Harvard University’s Institute of Politics, and has taught in the history department at Yale University.

Before entering the Reagan White House, Noonan was a producer and writer at CBS News in New York, and an adjunct professor of Journalism at New York University. She was born in Brooklyn, New York and grew up there, in Massapequa Park, Long Island, and in Rutherford, New Jersey. She is a graduate of Fairleigh Dickinson University in Rutherford. She lives in New York City. In November, 2016 she was named one of the city's Literary Lions by the New York Public Library.

Exhibit 723

No, Dominion voting machines did not delete Trump votes.

nytimes.com/2020/11/11/technology/no-dominion-voting-machines-did-not-delete-trump-votes.html

November 11, 2020

Advertisement

Continue reading the main story

Some Republicans said that software from the company caused widespread problems. Evidence shows that it did not.

A demonstration in September in Atlanta of the Dominion voting system used there.Credit...John Bazemore/Associated Press

By Jack Nicas

Published Nov. 11, 2020Updated Sept. 21, 2021

President Trump on Thursday spread new baseless claims about Dominion Voting Systems, which makes software that local governments around the nation use to help run their elections, fueling a conspiracy theory that Dominion "software glitches" changed vote tallies in Michigan and Georgia last week.

The Dominion software was used in only two of the five counties that had problems in Michigan and Georgia, and in every instance there was a detailed explanation for what had happened. In all of the cases, software did not affect the vote counts.

In the two Michigan counties that had mistakes, the inaccuracies were because of human errors, not software problems, according to the Michigan Department of State, county officials and election-security experts. Only one of the two Michigan counties used Dominion software.

Issues in three Georgia counties had other explanations. In one county, an apparent problem with Dominion software delayed officials' reporting of the vote tallies, but did not affect the actual vote count. In two other counties, a separate company's software slowed poll workers' ability to check-in voters.

Story continues below advertisement

Continue reading the main story

"Many of the claims being asserted about Dominion and questionable voting technology is misinformation at best and, in many cases, they're outright disinformation," said Edward Perez, an election-technology expert at the OSET Institute, a nonprofit that studies voting infrastructure. "I'm not aware of any evidence of specific things or defects in Dominion software that would lead one to believe that votes had been recorded or counted incorrectly."

- **Deepfake Rules:** In most of the world, the authorities can't do much about deepfakes, as few laws exist to regulate the technology. China hopes to be the exception.
- **Lessons for a New Generation:** Finland is testing new ways to teach students about propaganda. Here's what other countries can learn from its success.
- **Covid Myths**: Experts say the spread of coronavirus misinformation — particularly on far-right platforms like Gab — is likely to be a lasting legacy of the pandemic. And there are no easy solutions
- **A 'War for Talent':** Seeing misinformation as a possibly expensive liability, several companies are angling to hire former Twitter employees with the expertise to keep it in check.

Right-wing voices across the internet this week have claimed incorrectly that Dominion was responsible for mistakes in vote counts, and Mr. Trump shared a Breitbart article on Twitter that incorrectly tied the Michigan issues to separate problems in Georgia.

Did you know you can share 10 gift articles a month, even with nonsubscribers?

Share this article.
Many of those people have said, contrary to evidence, that Dominion software was used to switch votes. Some people even suggested that the company was doing the bidding of the Clintons, a conspiracy theory that was shared on Twitter by Mr. Trump. On Wednesday, Rudolph W. Giuliani, the president's lawyer, said he was in contact with "whistle-blowers" from Dominion, though he did not provide evidence. And on Thursday, Mr. Trump shared on Twitter new baseless allegations that Dominion "deleted" and "switched" hundreds of thousands of votes for him.

Dominion, originally a Canadian company that now has its effective headquarters in Denver, makes machines for voters to cast ballots and for poll workers to count them, as well as software that helps government officials organize and keep track of election results.

Georgia spent $107 million on 30,000 of the company's machines last year. In some cases, they proved to be headaches in the state's primary elections in June, though officials largely attributed the problems to a lack of training for election workers.

Story continues below advertisement

Continue reading the main story
Dominion did not immediately respond to a request for comment.

In Antrim County, Mich., unofficial results initially showed President-elect Joseph R. Biden Jr. beating Mr. Trump by roughly 3,000 votes. But that didn't seem right in the Republican stronghold, so election workers checked again.

It turned out that they had configured the Dominion ballot scanners and reporting software with slightly different versions of the ballot, which meant that the votes were counted correctly but that they were reported incorrectly, state officials said. The correct tallies showed Mr. Trump beat Mr. Biden by roughly 2,500 votes in the county.

In Oakland County, Mich., election officials also spotted an error after they first reported the unofficial counts. They realized they had mistakenly counted votes from the city of Rochester Hills, Mich., twice, according to the Michigan Department of State.

The revised tallies showed that an incumbent Republican county commissioner had kept his seat, not lost it. Oakland County used software from a company called Hart InterCivic, not Dominion, though the software was not at fault.

Both errors, which appeared to go against Republicans, spurred conspiracy theories in Conservative corners of the internet. That drew a response from Tina Barton, the Republican clerk in Rochester Hills, the city that had its votes briefly counted twice.

“As a Republican, I am disturbed that this is intentionally being mischaracterized to undermine the election process,” she said in a video she posted online. “This was an isolated mistake that was quickly rectified.”

Michigan officials added that the errors came in the counties’ unofficial tallies and that they were fixed before another layer of checks meant to catch such mistakes. In that review, two Republican and two Democratic “canvassers” certify the vote counts in each county, checking poll books, ballot summaries and tabulator tapes.

Story continues below advertisement

Continue reading the main story

In Georgia’s Gwinnett County, the vote count was delayed because of an apparent problem with the Dominion software, according to a detailed explanation from county officials. The software properly counted the votes, the county said, but it would not send some tallies to the state’s central database. Joe Sorenson, a Gwinnett County spokesman, said that the county has since been able to report the accurate totals to the state but it remains unclear what happened with the software.

Spalding and Morgan counties in Georgia had separate problems with systems that check in voters at the polls. Those so-called Poll Pads were made by a company called KnowInk, not Dominion, said Harri Hursti, an election security expert on the ground in Georgia.

“People are comparing apples to oranges in the name of Dominion,” Mr. Hursti said.

Mr. Perez, the election-technology researcher, said it was fair to ask for more transparency and accountability from the companies that make the technology that underpins elections, but there is no evidence of any fraud or widespread errors in the 2020 race.

“It’s reasonable for citizens and politicians to look at the role of private vendors in the machinery of democracy, and to ask questions,” he said. “Now that doesn’t mean elections are rigged.”

Nicole Perlroth contributed reporting.

Exhibit 724

Start Date January 3, 2021 4:33:47 PM EST

End Date January 3, 2021 9:52:12 PM EST

Chat Account Raffell Josh [redacted]

Raffell Josh [redacted]

My lord 16:33:47

(no sender information available)

He's so gone 16:35:32

Raffell Josh [redacted]

https://twitter.com/rebeccaballhaus/status/1345904172483411973?s=20 21:05:22

(no sender information available)

What. Is. Happening?? 21:06:15

Raffell Josh [redacted]

I think what they meant is 21:06:56

The President will wake up early and commit many, many crimes including but not limited to obstruction of justice, attempted fraud, and treason in an effort to conduct a coup. Then he'll fly to a rally in furtherance of same." 21:07:04

(no sender information available)

It's really disheartening 21:07:26

The only clear cut evidence for voter fraud is the failed attempts from Trump 21:07:56

Raffell Josh [redacted]

Hahaha. It's amazing that some ppl believe it 21:08:4

1

(no sender information available)

How you doing? 21:09:41

Raffell Josh [redacted]

Hanging in, thanks. Still feel a little shitty but making progress. How's engaged life. 21:11:55

(no sender information available)

Redacted 21:23:14

21:23:38

Redacted 21:23:51

Raffell Josh [redacted]

Redacted 21:23:58

(no sender information available)

Redacted 21:24:07

21:24:31

You'll see, better come 21:24:41

Raffell Josh [redacted]

Of course. Very excited 21:24:47

Redacted 21:24:5

7

(no sender information available)

Redacted

21:25:45

Raffell Josh [redacted]

Hopefully the other Raj shah isn't Redacted

21:26:34

(no sender information available)

Would be pandemonium

21:52:12

Exhibit 725

Start Date November 4, 2020 4:37:12 PM EST

End Date November 4, 2020 4:52:27 PM EST

Chat Account Beamer John <[redacted] (Sms)>

Beamer John [redacted]

Raj, it's Beamer. What is latest from Trump world? Are we done or is AZ really still in play? Appreciate your insights. 16:37:12

(no sender information available)

Hey John I don't really think AZ is in play. I'm also seeing Fox's perspective, where we called it early and are catching heat for this 16:45:07

Beamer John [redacted]

Just checking. Hearing from some folks that Trump expects to win by 30,000 when all votes counted. Seems unlikely to me as well so wanted to get your thoughts. Thx 16:47:00

(no sender information available)

I dunno enough 16:47:31

But my gut is that az, while close is for Biden 16:48:03

Beamer John [redacted]

I'm just a mercenary and divided government works for me. Keeping control of the Senate and narrowing the gap in the House is a big win as far as I am concerned. BTW, I hear Morton's has reopened their patio - we should do cigars again soon. 16:50:25

(no sender information available)

We def should 16:52:27

Exhibit 726

Chats

11/19/2020

RS

Raj Shah <[redacted]>

To: Alexander Griswold <Space AAAAYNSZX10>

Can we look out on this story?
https://urldefense.proofpoint.com/v2/url?u=https-3A__www.dailyposter.com_p_tucker-2Dcarlson-2Dand-2Dmedia-2Delites-2Dcozy&d=DwMGaQ&c=cnx1hdOQtepEQkpermZGwQ&r=kUU9Ln-nMo93yjViKDSEm9wmqr17tWvgeYIvH-mHvPU&m=qIIlhh9jXRuc5ZOPcXfsC5rHOHmjB6ntdmuIcqJbly0&s=c0qWajI2fBbbwj7aLHazyHlUWpXZ6g_siUTsqyDWX34&e=

https://urldefense.proofpoint.com/v2/url?u=https-3A__www.dailyposter.com_p_tucker-2Dcarlson-2Dand-2Dmedia-2Delites-2Dcozy&d=DwMGaQ&c=cnx1hdOQtepEQkpermZGwQ&r=kUU9Ln-nMo93yjViKDSEm9wmqr17tWvgeYIvH-mHvPU&m=qIIlhh9jXRuc5ZOPcXfsC5rHOHmjB6ntdmuIcqJbly0&s=c0qWajI2fBbbwj7aLHazyHlUWpXZ6g_siUTsqyDWX34&e=

https://urldefense.proofpoint.com/v2/url?u=https-3A__www.dailyposter.com_p_tucker-2Dcarlson-2Dand-2Dmedia-2Delites-2Dcozy&d=DwMGaQ&c=cnx1hdOQtepEQkpermZGwQ&r=kUU9Ln-nMo93yjViKDSEm9wmqr17tWvgeYIvH-mHvPU&m=qIIlhh9jXRuc5ZOPcXfsC5rHOHmjB6ntdmuIcqJbly0&s=c0qWajI2fBbbwj7aLHazyHlUWpXZ6g_siUTsqyDWX34&e=

11/19/2020 09:21:03 AM (UTC-5)

AG

Alexander Griswold [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

My hope is the wide swath of names will limit its spread

11/19/2020 09:25:01 AM (UTC-5)

AG

Alexander Griswold [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

CNN peeps aren't going to share, for example

11/19/2020 09:25:18 AM (UTC-5)

RS

Raj Shah <[redacted]>

To: Alexander Griswold <Space AAAAYNSZX10>

Haha yes

11/19/2020 09:26:21 AM (UTC-5)

AG

Alexander Griswold [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

hilarious RT from Meidas Touch

11/19/2020 10:05:09 AM (UTC-5)

AG

Alexander Griswold [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

https://twitter.com/RzstProgramming/status/1329429691586011136

https://twitter.com/RzstProgramming/status/1329429691586011136
https://twitter.com/RzstProgramming/status/1329429691586011136

11/19/2020 10:05:17 AM (UTC-5)

AG Alexander Griswold [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>

Hey genuieses... "holy day of obligation" is a Catholic term

11/19/2020 10:05:33 AM (UTC-5)

AG Alexander Griswold [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>

https://en.wikipedia.org/wiki/Holy_day_of_obligation

https://en.wikipedia.org/wiki/Holy_day_of_obligation
https://en.wikipedia.org/wiki/Holy_day_of_obligation

11/19/2020 10:05:43 AM (UTC-5)

RS Raj Shah [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>

let's whack em

11/19/2020 10:06:05 AM (UTC-5)

RS Raj Shah [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>

watchdog

11/19/2020 10:06:06 AM (UTC-5)

AG Alexander Griswold [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>

would it be out of character for watchdog I wonder, like it's something I'd spot but would he

11/19/2020 10:09:32 AM (UTC-5)

AG Alexander Griswold [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>

is watchdog an observant catholic now, lol

11/19/2020 10:09:47 AM (UTC-5)

RS Raj Shah [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>

hmmmm
up to ya'll

11/19/2020 10:10:01 AM (UTC-5)

RS

Raj Shah [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

can we see if laura's AOC monologue got some negative feedback online?

11/19/2020 11:44:10 AM (UTC-5)

AG

Alexander Griswold [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

FYI

11/19/2020 11:44:14 AM (UTC-5)

AG

Alexander Griswold [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

https://chat.google.com/api/get_hangouts_attachment_url?url_type=FIFE_URL&attachment_token=AOe91x0dfChrY0H2Gp-awUOmv0uGfGniVdyR_8Vzaq9z9H4DDD-XekAV0lX0uMrcvyu0rX4JR3jt2pQD9eSsHnCDw-mlgJR_lLP36Dy1h1q7lWbkpJKZVqV6Fp6mKuOufP0TZUgF-gqHM3EGY6nMpEO5lABTcoNw6GK1mWMQ_3UKOqX-JNda-wq9Xf4oFw8Tl-AaWSiPJs-CV0wX08wkMCh7dVb7toJFkXwNYYo-ihUyPRNHm2lh17d0BAgqtmM6z9E%3D&width=422&height=750

https://chat.google.com/api/get_hangouts_attachment_url?url_type=FIFE_URL&attachment_token=AOe91x0dfChrY0H2Gp-awUOmv0uGfGniVdyR_8Vzaq9z9H4DDD-XekAV0lX0uMrcvyu0rX4JR3jt2pQD9eSsHnCDw-mlgJR_lLP36Dy1h1q7lWbkpJKZVqV6Fp6mKuOufP0TZUgF-gqHM3EGY6nMpEO5lABTcoNw6GK1mWMQ_3UKOqX-JNda-wq9Xf4oFw8Tl-AaWSiPJs-CV0wX08wkMCh7dVb7toJFkXwNYYo-ihUyPRNHm2lh17d0BAgqtmM6z9E%3D&width=422&height=750

https://chat.google.com/api/get_hangouts_attachment_url?url_type=FIFE_URL&attachment_token=AOe91x0dfChrY0H2Gp-awUOmv0uGfGniVdyR_8Vzaq9z9H4DDD-XekAV0lX0uMrcvyu0rX4JR3jt2pQD9eSsHnCDw-mlgJR_lLP36Dy1h1q7lWbkpJKZVqV6Fp6mKuOufP0TZUgF-gqHM3EGY6nMpEO5lABTcoNw6GK1mWMQ_3UKOqX-JNda-wq9Xf4oFw8Tl-AaWSiPJs-CV0wX08wkMCh7dVb7toJFkXwNYYo-ihUyPRNHm2lh17d0BAgqtmM6z9E%3D&width=422&height=750

11/19/2020 11:44:19 AM (UTC-5)

RS

Raj Shah [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

newsmax conspiracy

11/19/2020 11:44:39 AM (UTC-5)

AG

Alexander Griswold [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

https://twitter.com/SebGorka/status/1329263670648578051?s=20

https://twitter.com/SebGorka/status/1329263670648578051?s=20

https://twitter.com/SebGorka/status/1329263670648578051?s=20

11/19/2020 11:47:50 AM (UTC-5)

RS

Raj Shah [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

we're blocked
can you screenshot?

11/19/2020 11:48:25 AM (UTC-5)

AG

Alexander Griswold [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

I'm blocked too, gimme a sec

11/19/2020 11:48:43 AM (UTC-5)

LW

Lindsay Wigd [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

https://chat.google.com/api/get_hangouts_attachment_url?url_type=FIFE_URL&attachment_token=AOe91x03FpzaLyjf7Sli--gGCLcspupRP5QKoG-sCLqr17Iq3__a9Fot8FLRf8XnQKXeNKKxI2xJMA69eVuiurYLIN9bR4dvHeTzQOuEQMBGW9QDkIaUtr-nmytZrPpzMiwsUMnQ36xP8jRSRkPHLRNrPek58XqghS4pyPkoNV3B4ZHsAEgWWEHX88pywvImQkrAOP9zo8a008eSuIN11ximwifEBUrgDYcm0Q3jsgISmOEew-_ufWMechMrzLrchol%3D&width=1198&height=938

https://chat.google.com/api/get_hangouts_attachment_url?url_type=FIFE_URL&attachment_token=AOe91x03FpzaLyjf7Sli--gGCLcspupRP5QKoG-sCLqr17Iq3__a9Fot8FLRf8XnQKXeNKKxI2xJMA69eVuiurYLIN9bR4dvHeTzQOuEQMBGW9QDkIaUtr-nmytZrPpzMiwsUMnQ36xP8jRSRkPHLRNrPek58XqghS4pyPkoNV3B4ZHsAEgWWEHX88pywvImQkrAOP9zo8a008eSuIN11ximwifEBUrgDYcm0Q3jsgISmOEew-_ufWMechMrzLrchol%3D&width=1198&height=938

https://chat.google.com/api/get_hangouts_attachment_url?url_type=FIFE_URL&attachment_token=AOe91x03FpzaLyjf7Sli--gGCLcspupRP5QKoG-sCLqr17Iq3__a9Fot8FLRf8XnQKXeNKKxI2xJMA69eVuiurYLIN9bR4dvHeTzQOuEQMBGW9QDkIaUtr-nmytZrPpzMiwsUMnQ36xP8jRSRkPHLRNrPek58XqghS4pyPkoNV3B4ZHsAEgWWEHX88pywvImQkrAOP9zo8a008eSuIN11ximwifEBUrgDYcm0Q3jsgISmOEew-_ufWMechMrzLrchol%3D&width=1198&height=938

11/19/2020 11:49:10 AM (UTC-5)

RS

Raj Shah [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

more than just seb?

11/19/2020 11:49:28 AM (UTC-5)

RS

Raj Shah [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

can we see if there was a spike in mentions of laura and how much (if any) was tied to this monologue?

11/19/2020 11:54:55 AM (UTC-5)

AG

Alexander Griswold [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

Sure

11/19/2020 11:55:11 AM (UTC-5)

AG Alexander Griswold [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>

Here's what it looks like

https://chat.google.com/api/get_hangouts_attachment_url?url_type=FIFE_URL&attachment_token=AOe91x3szMpHW81SV4t9v0B07dcpgWl3jvFsCAQFQQ0AHbnSXl5lFRDm3QzEsuBOSkI0o0uwn9391i5GC5aQcNA7jgtGzpSy_drRbiwMjBJUzwY_daMZenH7_0475dlnQKFUfrE1QaMUcPE4458PvqYv0tWq-S1stJjR8FwOvj0dJ91q77nJOh1DFSd7BwHp8_gdm4QY_O5nR_D3xktfqeiw1P9Tz-noqMyV_9Jt5NapUIQ0Jw-2chJkbOkR8o6RKHc%3D&width=1388&height=384

11/19/2020 12:21:08 PM (UTC-5)

AG Alexander Griswold [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>

the spike this morning is actually larger than during the show

11/19/2020 12:22:08 PM (UTC-5)

RS Raj Shah [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>

what're the top tweets?

11/19/2020 12:22:23 PM (UTC-5)

AG Alexander Griswold [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>

Of the top ten, four are about the segment, of which two are Gorka

11/19/2020 12:23:12 PM (UTC-5)

RS Raj Shah [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>

can you mock something simple up? we gotta catch these things guys

11/19/2020 12:23:50 PM (UTC-5)

RS Raj Shah [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>

i'm just going to send to a few folks, no need to alert

11/19/2020 12:24:00 PM (UTC-5)

AG Alexander Griswold [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>

I'll email you something

11/19/2020 12:24:55 PM (UTC-5)

RS

Raj Shah [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

so to the group, we're covering this rudy presser wall to wall

11/19/2020 12:39:38 PM (UTC-5)

RS

Raj Shah [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

is newsmax?

11/19/2020 12:39:41 PM (UTC-5)

LW

Lindsay Wigo [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

let me check

11/19/2020 12:39:59 PM (UTC-5)

LW

Lindsay Wigo [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

yes

11/19/2020 12:41:10 PM (UTC-5)

RS

Raj Shah [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

OK, let's make sure afterward they covered it wall to wall from the beginning as we did....if for any reasons we covered it more thoroughly, let's flag this

11/19/2020 12:42:26 PM (UTC-5)

RS

Raj Shah [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

there's immense sweat and hair dye smears running off the sides of rudy's face

11/19/2020 12:44:44 PM (UTC-5)

RS

Raj Shah [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

https://twitter.com/realDonaldTrump/status/1329478149609041927

11/19/2020 12:48:50 PM (UTC-5)

https://twitter.com/realDonaldTrump/status/1329478149609041927
https://twitter.com/realDonaldTrump/status/1329478149609041927

RS Raj Shah [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>
"maybe @FoxNews"
11/19/2020 12:48:55 PM (UTC-5)

RS Raj Shah [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>
fuck you man we're on you can see it
11/19/2020 12:49:03 PM (UTC-5)

RS Raj Shah [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>
this sounds SO FUCKING CRAZY btw
11/19/2020 12:51:37 PM (UTC-5)

AG Alexander Griswold [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>
Rudy looks awful
11/19/2020 12:51:45 PM (UTC-5)

AG Alexander Griswold [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>
maybe it's just my TV
11/19/2020 12:51:50 PM (UTC-5)

RS Raj Shah [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>
no it's not
11/19/2020 12:51:59 PM (UTC-5)

RS Raj Shah [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>
he objectively looks like he was a dead person voting 2 weeks ago
11/19/2020 12:52:12 PM (UTC-5)

AG Alexander Griswold [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>
lol
11/19/2020 12:52:22 PM (UTC-5)

LW Lindsay Wigo [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>

he looks horrible

11/19/2020 12:52:28 PM (UTC-5)

LW Lindsay Wigo [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>

and everyone is saying it lol

11/19/2020 12:52:37 PM (UTC-5)

AG Alexander Griswold [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>

https://twitter.com/oliverdarcy/status/1329484020950962180

11/19/2020 01:08:24 PM (UTC-5)

https://twitter.com/oliverdarcy/status/1329484020950962180

RS Raj Shah [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>

pls track

11/19/2020 01:09:38 PM (UTC-5)

RS Raj Shah [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>

irena is on it

11/19/2020 01:10:49 PM (UTC-5)

AG Alexander Griswold [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>

nice

11/19/2020 01:10:57 PM (UTC-5)

AG Alexander Griswold [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>

In other news https://www.wsj.com/articles/buzzfeed-to-acquire-huffpost-in-stock-deal-with-verizon-media-11605808800

11/19/2020 01:11:39 PM (UTC-5)

https://www.wsj.com/articles/buzzfeed-to-acquire-huffpost-in-stock-deal-with-verizon-media-11605808800

RS

Raj Shah [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

Yeah liberal media industrial complex

11/19/2020 01:46:55 PM (UTC-5)

RS

Raj Shah [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

newsmax covered it front to back?

11/19/2020 01:50:42 PM (UTC-5)

AG

Alexander Griswold [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

I'll check

11/19/2020 01:50:57 PM (UTC-5)

AG

Alexander Griswold [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

looks like it

11/19/2020 01:51:56 PM (UTC-5)

RS

Raj Shah [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

https://twitter.com/RichLowry/status/1329496030350602247

https://twitter.com/RichLowry/status/1329496030350602247
https://twitter.com/RichLowry/status/1329496030350602247

11/19/2020 02:05:58 PM (UTC-5)

AG

Alexander Griswold [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

Another thing to keep an eye on https://twitter.com/LisPower1/status/1329500949312925698

https://twitter.com/LisPower1/status/1329500949312925698
https://twitter.com/LisPower1/status/1329500949312925698

11/19/2020 02:10:39 PM (UTC-5)

LW

Lindsay Wigo [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

https://twitter.com/MeidasTouch/status/1329500451352416258

https://twitter.com/MeidasTouch/status/1329500451352416258
https://twitter.com/MeidasTouch/status/1329500451352416258

11/19/2020 02:12:55 PM (UTC-5)

LW Lindsay Wigo [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>

LOL

11/19/2020 02:12:56 PM (UTC-5)

LW Lindsay Wigo [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>

garbage

11/19/2020 02:13:05 PM (UTC-5)

RS Raj Shah [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>

on lis power tweet on fisher pls wait for first attack from right (if it comes) to send a brand alert

11/19/2020 02:13:52 PM (UTC-5)

RS Raj Shah [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>

this is the kinda shit that will kill us

11/19/2020 02:14:01 PM (UTC-5)

AG Alexander Griswold [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>

I'll start prepping one now

11/19/2020 02:14:08 PM (UTC-5)

AG Alexander Griswold [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>

https://twitter.com/MarcACaputo/status/1329503596044488705

11/19/2020 02:26:34 PM (UTC-5)

https://twitter.com/MarcACaputo/status/1329503596044488705
https://twitter.com/MarcACaputo/status/1329503596044488705

RS Raj Shah [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>

OK, let's word it appropriately

11/19/2020 02:27:41 PM (UTC-5)

RS

Raj Shah [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

i think nothing that was said on air is wrong....this was a crazy presser, but we should make clear we're exposed on the right

11/19/2020 02:28:11 PM (UTC-5)

AG

Alexander Griswold [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

https://twitter.com/RealMattCouch/status/1329501721698177024

https://twitter.com/RealMattCouch/status/1329501721698177024
https://twitter.com/RealMattCouch/status/1329501721698177024

11/19/2020 02:35:43 PM (UTC-5)

AG

Alexander Griswold [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

https://twitter.com/LLinWood/status/1329505860322734080

https://twitter.com/LLinWood/status/1329505860322734080
https://twitter.com/LLinWood/status/1329505860322734080

11/19/2020 02:35:44 PM (UTC-5)

Elliott Schwartz [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

11/19/2020 02:36:25 PM (UTC-5)

https://twitter.com/chrislhayes/status/1329505905373831169

https://twitter.com/chrislhayes/status/1329505905373831169
https://twitter.com/chrislhayes/status/1329505905373831169

RS

Raj Shah [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

seen enough

11/19/2020 02:38:09 PM (UTC-5)

RS

Raj Shah [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

send it

11/19/2020 02:38:10 PM (UTC-5)

AG

Alexander Griswold [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

just a collection of all the possible attack avenues?

11/19/2020 02:38:42 PM (UTC-5)

AG Alexander Griswold [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>
because there's a lot now
11/19/2020 02:38:46 PM (UTC-5)

RS Raj Shah [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>
just say: Online Backlash To Post-Trump Camp Presser Coverage
11/19/2020 02:39:50 PM (UTC-5)

RS Raj Shah [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>
we
11/19/2020 02:40:08 PM (UTC-5)

RS Raj Shah [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>
note that right and left are attacking, and offer a sampling
11/19/2020 02:40:08 PM (UTC-5)

RS Raj Shah [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>
we'll need to run some analytics
11/19/2020 02:40:15 PM (UTC-5)

RS Raj Shah [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>
what a fucking mess
11/19/2020 02:40:21 PM (UTC-5)

RS Raj Shah [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>
we cover it wall to wall and then we burn that down with all the skepticism
11/19/2020 02:40:36 PM (UTC-5)

RS Raj Shah [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>
make sure suzanne scott and viet are on it
11/19/2020 02:44:03 PM (UTC-5)

RS

Raj Shah [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

jay wallace too

11/19/2020 02:44:09 PM (UTC-5)

RS

Raj Shah [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

thanks guys

11/19/2020 02:47:36 PM (UTC-5)

AG

Alexander Griswold [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

I think we should leave out the liberal criticism of this email, it's a bit busy and I think it's baked in

11/19/2020 02:58:32 PM (UTC-5)

Elliott Schwartz [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

11/19/2020 02:59:15 PM (UTC-5)

yeah conservative criticism is the problem

RS

Raj Shah [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

that's fine

11/19/2020 02:59:17 PM (UTC-5)

RS

Raj Shah [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

yeah, you guys are right

11/19/2020 02:59:25 PM (UTC-5)

AG

Alexander Griswold [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

We're seeing a number of negative reactions from conservatives angry that Fox's post-presser coverage was dismissive of the Trump campaign claims. Below is a sampling of the criticism and/or coverage of Fox's post-speech coverage that based on past attacks, are likely to spark a backlash from the pro-Trump orbit.

11/19/2020 03:02:18 PM (UTC-5)

AG

Alexander Griswold [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

?

11/19/2020 03:02:20 PM (UTC-5)

Elliott Schwartz [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>

11/19/2020 03:02:33 PM (UTC-5) Looks good

RS Raj Shah [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>

is what it is, let's keep an eye on any escalation

11/19/2020 03:07:13 PM (UTC-5)

AG Alexander Griswold [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>

It's lit https://twitter.com/guypbenson/status/1329520622850994179

11/19/2020 03:29:14 PM (UTC-5)

https://twitter.com/guypbenson/status/1329520622850994179
https://twitter.com/guypbenson/status/1329520622850994179

AG Alexander Griswold [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>

Rush apparently mentioned the Dana thing
https://twitter.com/VadnaisMichael/status/1329522111904423948

11/19/2020 03:31:36 PM (UTC-5)

https://twitter.com/VadnaisMichael/status/1329522111904423948
https://twitter.com/VadnaisMichael/status/1329522111904423948

RS Raj Shah [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>

can we pull?

11/19/2020 03:35:00 PM (UTC-5)

Elliott Schwartz [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>

11/19/2020 03:35:16 PM (UTC-5) i

Elliott Schwartz [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>

11/19/2020 03:35:25 PM (UTC-5) i'll look for it

Elliott Schwartz [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

11/19/2020 03:41:05 PM (UTC-5)

very brief mention at the end of his show
https://mms.tveyes.com/transcript.asp?StationID=6635&DateTime=11/19/2020%202:59:44%20PM&playclip=true&pbc=search%3a%2b(%22rush+limbaugh%22)

https://mms.tveyes.com/transcript.asp?StationID=6635&DateTime=11/19/2020%202:59:44%20PM&playclip=true&pbc=search%3a%2b(%22rush+limbaugh%22)

https://mms.tveyes.com/transcript.asp?StationID=6635&DateTime=11/19/2020%202:59:44%20PM&playclip=true&pbc=search%3a%2b(%22rush+limbaugh%22)

RS

Raj Shah [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

OK

11/19/2020 04:06:42 PM (UTC-5)

RS

Raj Shah [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

can we

11/19/2020 04:06:46 PM (UTC-5)

RS

Raj Shah [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

can we pull a little taste of what's going on with this link/story? https://www.dailyposter.com/p/tucker-carlson-and-media-elites-cozy

https://www.dailyposter.com/p/tucker-carlson-and-media-elites-cozy

https://www.dailyposter.com/p/tucker-carlson-and-media-elites-cozy

11/19/2020 04:06:58 PM (UTC-5)

AG

Alexander Griswold [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

https://chat.google.com/api/get_hangouts_attachment_url?url_type=FIFE_URL&attachment_token=AOe91x2eJI9LRrEGBPpHS__poV-fxfzuewFtlRcULRJClbls4TstykbceX5h3wOaGMK5LmYX4UZPUtmmaPXffweB0ihtRLLmm7Ir7KxtgR2RH46Q0zMO_-GCL9SUADK-XOUq2OhaV3BY4HwniW-Wgv1Tizm-9ne-rWUDO6sMHuVsx71fFjZMnk4GPOelvLQeq73J1PV39JI7YjX8k29icDS7q1tPK7T931WcS0wzRJLY3CLk5gK9XDuMz_nsYuZnqE0%3D&width=1165&height=278

https://chat.google.com/api/get_hangouts_attachment_url?url_type=FIFE_URL&attachment_token=AOe91x2eJI9LRrEGBPpHS__poV-fxfzuewFtlRcULRJClbls4TstykbceX5h3wOaGMK5LmYX4UZPUtmmaPXffweB0ihtRLLmm7Ir7KxtgR2RH46Q0zMO_-GCL9SUADK-XOUq2OhaV3BY4HwniW-Wgv1Tizm-9ne-rWUDO6sMHuVsx71fFjZMnk4GPOelvLQeq73J1PV39JI7YjX8k29icDS7q1tPK7T931WcS0wzRJLY3CLk5gK9XDuMz_nsYuZnqE0%3D&width=1165&height=278

11/19/2020 04:08:07 PM (UTC-5)

AG Alexander Griswold [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>
Mostly confided to the usual suspects
11/19/2020 04:08:41 PM (UTC-5)

Elliott Schwartz [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>
11/19/2020 04:09:32 PM (UTC-5)
another link here but even less engagement on this one
https://jacobinmag.com/2020/11/tucker-carlson-speaking-fees-private-equity/

https://jacobinmag.com/2020/11/tucker-carlson-speaking-fees-private-equity/
https://jacobinmag.com/2020/11/tucker-carlson-speaking-fees-private-equity/

AG Alexander Griswold [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>
Of the top 8 tweets, five Daily Poster accounts, Sleeping Giants, and Gertz make up seven of them
11/19/2020 04:10:21 PM (UTC-5)

AG Alexander Griswold [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>
funnily enough, a NYT reporter shared it to take a shot at Silver
https://twitter.com/kenvogel/status/1329439160554418177

https://twitter.com/kenvogel/status/1329439160554418177
https://twitter.com/kenvogel/status/1329439160554418177
11/19/2020 04:11:36 PM (UTC-5)

RS Raj Shah [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>
Douche
11/19/2020 04:14:48 PM (UTC-5)

RS Raj Shah [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>
But good
11/19/2020 04:14:52 PM (UTC-5)

RS Raj Shah [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>
Alright guys let's close primetime monitoring strong, especially on Laura
11/19/2020 04:37:51 PM (UTC-5)

Elliott Schwartz [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

11/19/2020 04:38:07 PM (UTC-5)

roger that

RS

Raj Shah [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

The Nevada anonymous vote fraud accusation and Seb thing last night should be alerted

11/19/2020 04:38:25 PM (UTC-5)

RS

Raj Shah [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

Keep a close eye

11/19/2020 04:38:34 PM (UTC-5)

11/20/2020

Elliott Schwartz [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

11/19/2020 07:11:05 PM (UTC-5)

Greg Kelly on Newsmax just now hitting us on the Kristin Fisher clip. Nothing to use against them on the right so far https://mms.tveyes.com/transcript.asp?StationID=19340&DateTime=11/19/2020%207:07:44%20PM&playclip=true&pbc=search%3a%2b(fox)

https://mms.tveyes.com/transcript.asp?StationID=19340&DateTime=11/19/2020%207:07:44%20PM&playclip=true&pbc=search%3a%2b(fox)

https://mms.tveyes.com/transcript.asp?StationID=19340&DateTime=11/19/2020%207:07:44%20PM&playclip=true&pbc=search%3a%2b(fox)

RS

Raj Shah [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

Ugh thx

11/19/2020 07:35:42 PM (UTC-5)

RS

Raj Shah [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

Altho they're owning that crazy fucking presser

11/19/2020 07:35:53 PM (UTC-5)

Elliott Schwartz [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>

11/19/2020 07:36:05 PM (UTC-5)

https://mms.tveyes.com/transcript.asp?StationID=19340&DateTime=11/19/2020%207:30:53%20PM&playclip=true&pbc=search%3a%2b(fox)
Kelly repeatedly tries to get Guilfoyle to dunk on us for the Fisher clip but she kind of dodges.

https://mms.tveyes.com/transcript.asp?StationID=19340&DateTime=11/19/2020%207:30:53%20PM&playclip=true&pbc=search%3a%2b(fox)
https://mms.tveyes.com/transcript.asp?StationID=19340&DateTime=11/19/2020%207:30:53%20PM&playclip=true&pbc=search%3a%2b(fox)

Elliott Schwartz [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>

11/19/2020 08:20:50 PM (UTC-5)

https://twitter.com/oliverdarcy/status/1329595108078063619

https://twitter.com/oliverdarcy/status/1329595108078063619
https://twitter.com/oliverdarcy/status/1329595108078063619

RS

Raj Shah [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>

He's willing to do it

11/19/2020 08:45:10 PM (UTC-5)

RS

Raj Shah [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>

https://twitter.com/CalebJHull/status/1329550580239527942?s=19

11/19/2020 09:12:40 PM (UTC-5)

https://twitter.com/CalebJHull/status/1329550580239527942?s=19
https://twitter.com/CalebJHull/status/1329550580239527942?s=19

RS

Raj Shah [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>

https://twitter.com/DonaldJTrumpJr/status/1329551346966605824

11/19/2020 09:12:56 PM (UTC-5)

https://twitter.com/DonaldJTrumpJr/status/1329551346966605824
https://twitter.com/DonaldJTrumpJr/status/1329551346966605824

Elliott Schwartz [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>

11/19/2020 09:14:18 PM (UTC-5)

$

Elliott Schwartz [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>

11/19/2020 09:14:47 PM (UTC-5)
there hasn't been much criticism of Tucker for the powell stuff from the right

RS
Raj Shah [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>

Good good
11/19/2020 09:36:07 PM (UTC-5)

RS
Raj Shah [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>

Any luck on tying these right wing losers together?
11/19/2020 09:36:27 PM (UTC-5)

Elliott Schwartz [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>

11/19/2020 09:38:54 PM (UTC-5)
not really. will take another swing at it

Elliott Schwartz [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>

11/19/2020 09:53:27 PM (UTC-5)
https://twitter.com/JosephJFlynn1/status/1329610439949488137

https://twitter.com/JosephJFlynn1/status/1329610439949488137
https://twitter.com/JosephJFlynn1/status/1329610439949488137

RS
Raj Shah [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>

What's Laura saying?
11/19/2020 10:12:43 PM (UTC-5)

RS
Raj Shah [redacted]
To: Alexander Griswold <Space AAAAYNSZX10>

Pretty good reviews for Tucker
11/19/2020 10:16:41 PM (UTC-5)

Elliott Schwartz [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

11/19/2020 10:25:52 PM (UTC-5)

laura has been on a bunch of possible voter fraud stuff but hasn't mentioned rudy presser yet

RS

Raj Shah [redacted]

To: Alexander Griswold <Space AAAAYNSZX10>

Okay she's going to avoid

11/19/2020 10:26:24 PM (UTC-5)

Exhibit 727

From: Wells, Justin </O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=A1E206C98F954E84A6C86E9DFC6F3131-WELLS, JUST>
To: Pfeiffer, Alex
CC: Shah, Raj (Fox)
Sent: 11/21/2020 11:14:38 PM
Subject: Re: Newsmax TV - Sidney Powell interview 11/21/2020 9:15:40 PM:

We should absolutely not engage. If we're now put in a position to engage with "Newsmax" then there is an obviously a significant failure at the media relations level at FNC. I'd be happy to help fix it but I suspect answering Justin Baragona won't help. We do that and I'm still not sure why.

On Nov 21, 2020, at 10:59 PM, Pfeiffer, Alex <Alex.Pfeiffer@foxnews.com> wrote:

But not in 2016 general! They were playing the long game.

Sent from my iPhone

On Nov 21, 2020, at 10:14 PM, Shah, Raj <Raj.Shah@fox.com> wrote:

One more thing: she claims that Dominion was used in 2016 to beat Bernie by the Hillary camp. So nuts!

From: Raj Shah <Raj.Shah@fox.com>
Date: Saturday, November 21, 2020 at 10:08 PM
To: "Wells, Justin (FoxNews)" <justin.wells@foxnews.com>, "Pfeiffer, Alex (FoxNews)" <alex.pfeiffer@foxnews.com>
Subject: Newsmax TV - Sidney Powell interview 11/21/2020 9:15:40 PM:

Sidney Powell was on Newsmax tonight, just wrapped up a bit ago. She called Tucker "abrasive" and "disrespectful" in text messages and claimed he had a "tantrum." The rest of the interview is totally nuts. She's claiming she's already submitted "irrefutable" and "hardcore" evidence (whatever that is). She's claiming thousands of people were involved in this conspiracy to steal the election.

She claims Brian Kemp was paid off to use Dominion voting machines, and the GA filings they're planning to file will be "biblical."

Check it out:

Newsmax TV - Sidney Powell interview 11/21/2020 9:15:40 PM:
https://mms.tveyes.com/transcript.asp?StationID=19340&DateTime=11/21/2020%209:15:40%20PM&playclip=true&pbc=search%3a%2b(tucker)

ANCHOR: all right we now have city pal on the phone. we got the little. gremlins out of the system there whatever the problem was is it if you can hear it's great to talk with you tonight- how you doing and in the end it's good talking was always i want to start off with just the ruling the biggest news out tonight is this pennsylvania ruling from this. a federal district court judge what you make of that.

SIDNEY POWELL: yeah well you know each of the district court judges has their own particular perspective on things and i think that judge was appointed by president obama we really don't expect to win a lot of the district

court cases but ultimately the court of appeals and the supreme court are will have to get it right we're very clear on the law and the facts on multiple issues and we haven't even begun 2% the big fraud case yet that i am still working on. and it's going to be a blockbuster.

ANCHOR: i mean it's interesting obviously i mean you guys said the news conference this week- there was a lot of compelling stuff in there it sounded like you guys were. making progress going down a road of investigation but as i think anybody understands when you're trying to lay out a case it takes time. to find out what you have you had a bit of a rubbed with- with tucker carlson this week- who basically said you didn't have any evidence when they ask you to come on what is the truth of the matter is that made a lot of news- yeah.

POWELL: well he sent me some very. abrasive and- disrespectful. emails or text messages. and i responded politely offering him into. a different person as a witness who could explain it not simply didn't have time to do it then and i sent him a copy of one of the- compelling affidavits. that we have and the k. apparently that wasn't sufficient for him he was having a little bit of a tantrum. but i didn't see or hear what he said and i haven't had time to listen to what he said after that i'm just perceiving on my course of getting the case ready to prove in a court which is where we prove cases of law. not in the media how

ANCHOR: what is your timeline as as you look at this you know what's the timeline you think before you can you can put out some of this evidence that can really. you know if you wanna if you wanna shut the media but they say that you guys have nothing when we have some of the stuff that's that's this hard core. evidence and paper writing.

POWELL: frankly the affidavits we've already introduced or hard core evidence there firsthand testimony of witnesses who saw. how and why the system was created and how it works to accomplish the objective for hugo shabeelle. they're people who saw ballots being destroyed we've got evidence from people it's all. thank ballots being created. we've got all kinds of different evidence and then we've got the tatistical and- mathematical evidence that. absolutely irrefutable. i mean the coin doesn't land on the same. side when you flip it a hundred ninety six thousand times. you can't just inject eighty six thousand biden votes and expect anybody to believe those are real and they're not when we send it only to delhi no matter how you analyze the statistics whether it's a predictive model or the actual. data as they come the young it it doesn't hold water and we've got other testimonial evidence that appears to be coming in now to indicate the democrats literally added. thirty five thousand votes to every democratic candidate.

ANCHOR: to begin with thirty five in in in in any particular state or you say thirty five thousand where.

POWELL: we've got it definitely all over one state and i would be willing to bet it happened everywhere. and when you when you lay all this out and you're gonna do this in court- it

ANCHOR: do you have what you think is irrefutable evidence that will that will make up the minds of millions of american people.

POWELL: well the burden of proof in court is only a preponderance of the evidence. it's not beyond a reasonable doubt that the criminal standard but frankly and with everything we've got. these should e criminal prosecutions. at a significant level for fraud and conspiracy to defraud beyonder provable beyond a reasonable doubt there are hundreds of thousands of people in our criminal system right now in present. who were convicted on far less evidence of guilt then we have here city power

MARK HALPERIN: wanted to react to something that the scene this is republican senator from pennsylvania pat toomey just said in reaction to the district court judge's decision the district court judges someone very close to pat toomey center to me says. the president trump has now quote exhausted all plausible legal options to challenge the results of the presidential race in pennsylvania is that true.

POWELL: no that's not true at all.

HALPERIN: can you explain why

POWELL: foreigners gun to fight can you explain the what why the senator wrong- well is wrong because transylvania was one of the hot bed of. many varieties of fraud and criminal acts that the department of justice frankly should be in there prosecuting. and we're gonna dump a whole lot of them and the evidence in our fraud case that we're going to found pennsylvania

HALPERIN: why do you think the justice department isn't being more aggressive in following up on what you see.

POWELL: i think the justice department has known about this issue for a long time and turned a blind eye to it. why then i wonder how much the cia. actually had a role in in. starting this kind of. program to begin well why we used on other countries

HALPERIN: why would donald trump's justice department not be interested in this.

POWELL: well you know i wish donald trump as much control over the justice department's people thank you doug- it's taken on a life of its own i don't think even bill barr has the control over the justice department that he would like to hang out. because there are so many lawyers and so many different places doing whatever it is they want to do and ignoring the standards and practices that. historically created the justice department to seek justice not convictions when i read a book about that back in twenty fourteen. i mean we've been on the- increasingly bad past four decades now and it's done nothing but get worse because nobody's told the truth. and stood up for the truth but americans are now. livid about there. and they could see it everybody thought election lightly thought. both being subtracted from president trump and appearing on the buying side of the scale and that's exactly what this dominion system was designed to do. and witness testimony to its entire creation for that very purpose. there have been i mean

ANCHOR: there have been warnings about this system we were talking about it earlier sydney i mean you had senators warning chlo bashar- is that that made a b ig stink about the twenty eighteen mid term sayng that they don't trust opinion. that they saw evidence that that votes could beswitched using the systems these are democrats. who ran bright resident what i don't understand is how how is how does this get ignorwed i mean this is a- this is a nationwide this is a democracy shocking scandal. if it is true it is and it's it is so big i can't wrap my head around. it i just wonder how does this happen.

POWELL: well that's exactly it happens because it's so big nobody wants to wrap their head around it nobody wants done. on hi all the little knocks that go into it but we have to if we're going to be a constitutional republic this cannot go on our votes must be counted fair in true every legal vote. is entitled to be counted in every illegal vote nullifies the vote of an american citizen and our our public will once we the people it's absolutely counter to everything this country was founded on. so we have got to get this fixed now we can't i can't unsee it i'll tell you that i'm certainly cannot unsee what i its thing and i'm gonna make sure everybody else knows everything up thing too. because we've got to hold our government institutions accountable and do better than deaths by each other and it does cut across both political parties it cuts across generations now or ever police multiple decades. of this kind of corruption it's got increasingly more sophisticated has anybody given you much the edge of a balanced again through the machine and at the ballot would be rejected. but now they can literally drag and drop hundreds of thousands of votes wherever they wanna. i mean in the end that they everybody knew when i bought the system and that was one of the features of the system. we caught people lying now and saying the- things that happens that brand people. out of voting areas and- we've got tons of them after. it's some it's hard pull it off together

https://mms.tveyes.com/transcript.asp?StationID=19340&DateTime=11/21/2020%209:24:22%20PM&playclip=true&pbc=search%3a%2b(tucker)

ANCHOR: has had the i mean how big of a you know if this happen how big of a conspiracy how many people would have had to been in on something like this.

POWELL: oh gosh. probably of thousands including the people running the machines at each of the poem. that the polling centers we know for example that one of the higher ups of dominion went to detroit. the night of the election term. to handle things and self. and we also have evidence that there were any number of. gpn lines open to the internet for foreign actors to meddling in that

ANCHOR: has anybody given you an explanation and that that. as to why they had to turn the machines off you talk about how the machine

POWELL: our witness from venezuela who saw it all created and how it worked. said that he knew as soon as the machines were turned off and that's key straight it was because we the people in voting on. trump adding for trump in a landslide election is officially broken algorithms that have been pre programmed into the machine. so they had to stop counting in those states and areas and back filled the boat. with fraudulent mail in ballots or whatever means they used to do it whether they just injected numbers are trashed. those for trump otherwise and change the numbers i don't know exactly how they did it right now in a spot but that's essentially the way it worked

ANCHOR: let me ask you about the state of georgia obviously yesterday you know the governor there. he- certified the election for joe biden it's about twelve thousand votes in what you see will georgia switch.

POWELL: yeah that's a total farce. george is probably going to be the first state i'm gonna blow up and mister camp in the secretary of state need to go with it because they're in on the dominion scam what they're last minute purchase we're award of a contract to dominion of a hundred million dollars the state bureau of investigation for george ought to be looking into the financial benefits received by mr campaign. and the secretary of state stanley about that tom and another benefit dominion was created to award is what i would call election insurance that's why hugo chavez had it created in the first place but also wonder where he got the technology where it actually came from because i think it's hammering scorecard from the cia.

HALPERIN: just to clarify your saying the governor kemp who's been a longtime ally of the president is it is directly involved because the financial benefit in the conspiracy to defeat the president in georgia.

POWELL: we have certainly been told that there is evidence of that and what warren an investigation if anybody were actually going to do an honest investigate

HALPERIN: what more could you tell us about about alleged conspiracy a his the governors.

POWELL: i can't. yeah i can't give you any more details on that now but that would certainly warrants and investigation orders have been reported to me as a law enforcement officer i would be investigating it steadfastly.

HALPERIN: you know i know you say you want to be arguing in court you are an attorney united press secretary but you all did have a press conference last week. jordan sekulow said that there's gonna be a filing soon in georgia that would be explosive can you tell us anything can you make some news with us here tonight. tell us anything new that you're gonna present in that filing in georgia.

POWELL: well i'm i think and i can't. say that yet. but hopefully this week we will we will get it ready to. file city what's in it it will go it will be biblical.

ANCHOR: what is the state where you it where was it the worst from what you see in what you're alleging what state but was it will switch the most-

POWELL: that's really hard to say georgia is extremely bad- we've got. ballots being shredded ballots being thrown out in trash bags. whining people working in the center- the vote staying switched the algorithms being run. you name the manner of fraud and it occurred in georgia these are the only land area. counties those counties fulton the k. on deal and i think i think the algorithm rand most probably across the country can i say that for sure

yeah no i can't say that for sure yeah but it looks that way. and it looks like it thirty five thousand votes were added to every democratic candidate.

ANCHOR: you also talked about this ability of the system and i thought this is so interesting when you said that it could take a vote. and it can make a vote for biden worth more than a vote for trump do you think that that happened or is that another part of the system that maybe wasn't used

POWELL: no i think that definitely happened i think that was the first step with the system. to wait the vote said that a biden vote is worth one point two three say. and a and a trump vote is worth the rest of the out. of and of the trump voters about three quarters and. biden both this one and a quarter. what in that way that's the can see the roof. said record of fresh. numbers for the vote. yeah it's not. it is i mean the everything you're

ANCHOR: everything you're alleging frankly is not which is why i think you're getting so much scrutiny and so much criticism but if it's true and we don't know and that's just a simple thing is that we don't know yet if it's true because we can't see what you've seen. i want to ask you about this again- michigan's a bigger margin than the rest of them it's like a hundred and maybe hundred fifty thousand- what are you seeing in michigan.

POWELL: we're seeing official who find things in michigan except larger number of ballots. being stuffed in it the old fashioned stopping the ballot box they're just doing it by computer instead of by paper. that's really all it is. they're dragging and dropping files the votes from one person to another instead of just stuffing paper ballots on the ballot box. you can use this you know corruption elections have been going on forever i'm remember lbj saying you know if and some guys down to the cemetery because those people if they were allowed to voted for me. and they take the and the birth date and that's what they do yet.

HALPERIN: so it's saturday night committed. can you prince are can you preview for isis bispecific lazy can't what's going to happen this coming week starting monday morning tell us where you're going to file. what you expect to happen by friday.

POWELL: well i don't personally i don't expect to follow anything on monday. from hoping we can get it ready by wednesday if not it should be ready by friday. but it's a massive project to pull this fraud claim together with the evidence that i want to study on so you very saying well they're going to file member it's not. this is a summary judgment motion where we actually have to produce any evidence now your typical lawsuit you just filed a statement of what the charges are without any affidavits or anything what do you think they're gonna find this maybe it's going about this is absolutely ridiculous and unreasonable to expect us to put evidence found right now. although we are we know election issue there on an expedited schedule that i could wait a month to fall the fraud case and everybody to have to undo their certifications because it's so bad

HALPERIN: when you say you're gonna fall the same cases in multiple jurisdictions or in one jurisdiction the- h.

POWELL: one was a little bit different. depending on what happened in the state. the death manner means the- aspects that support each one. no got different affidavits from different witnesses in each of the states. so they're going to be some differences between them. but they're going to be claims that ours are. identical some of the legal claims are going to be identical. for example in a in a number of states the- there were modifications to the machine after the statutory cut off date. that should invalidate every vote cast on the machine. i mean georgia cannot they're not white georgia can proceed to have a election using this machine for the run off canada. that's absolutely absurd.

ANCHOR: as we as we wrap this up city i think everybody at home right now that wants to see this. they want to see what you say you've seen is that going to be possible at any point are we going to be able to see some of these problems and some of these issues the way these.

POWELL: the system is working the way this the dominion works. yeah then there's actually evidence on on. line now i mean we need to try to get our website up to date with the complaints that have already been filed. but exhibits are attached for example to lin was complaint in georgia. that are all remarkable and stunning including

the affidavit of the young man from venezuela who saw he go shabeelle. create how they- did the software hire people to do it and get it done and then how it worked of make sure he won every election there after. so that's what it's designed to do better and better at their own. yeah handbook tells you that these things are features of their system are we supposed to think they didn't use the features. they use them. and then they use them against their own candidates the democrats used to against bernie sanders in two thousand sixteen and somebody even told him what had been done to him one hillary clinton won that primary and he didn't. and instead of standing up for the american people on the right to vote he sold out
ANCHOR: you're saying the million that the smartmatic dominion system was used in twenty sixteen when hillary bernie in the primary.

POWELL: yeah wow i don't think we heard that yet that's that's that's in india it's an incredible developing right there and you say he knows that bernie sanders knows that. yes the person who sent me the data tell me that they inform bernie sanders of all their findings and he didn't do anything except get enough money to buy another fabulous south. well i'm telling you it's been used for both parties one of the big problems is that we don't know who was selected by buying their election through dominion. i'm sure it crosses party lines. i'm not that's not an accusation against every politician it certainly not maintenance today but it means we don't know. which one. got elected that way and how much they knew about how it was being used for or against them certainly not against them but i'm reasonably certain at this point that john james was ripped out of his state. and he was entitled to have won that election by the real vote confined i think history for doug collins in georgia. and there's no telling how many congressional candidates should have won that lost by the addition of thirty five thousand votes for democrat or the algorithm that they were running against whoever they want to target i mean you can do it canada by canada. that is something else the minutes this just it's mind blowing city-

https://mms.tveyes.com/transcript.asp?StationID=19340&DateTime=11/21/2020%209:35:13%20PM&playclip=true&pbc=search%3a%2b(tucker)

ANCHOR: what what you're- i can't. i can't even imagine and i hope that you'll join us again to talk about what you continue to find as you continue to invest now

POWELL: i will do that and i'll try and get more stuff up online this week we've got some well just emailing to escorts people are trying to hack us and everything else but- democratic congresswoman carolyn maloney wrote. of the trailer the treasury secretary about this very issue. in two thousand three i think it was. seventy seven people have been complaining about it in the government's done absolutely nothing except. whatever it wants to do. so who is really pulling the strings here. and shooting the american. the president officials pursuant to this system. not the people of the united tates of america and that's supposed to be who it is. it's just something else and like you said prominent democrat politicians have complained about the usage of the system in this country city power

ANCHOR: thank you so much for joining us tonight on the phone- i know how busy you are and we appreciate the time.

POWELL: thank you my pleasure okay.

This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee(s). If you are not an addressee indicated in this message (or responsible for delivery of the message to an addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of Fox Corporation, or its subsidiaries must be taken not to have been sent or endorsed by any of them. No representation is made that this

email or its attachments are without defect.

Exhibit 728

From: Shah, Raj </O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=33A7EC98BFB14AC1B1B80D99A31D1CDE-RAJ.SHAH>
To: Briganti, Irena (FoxNews)
Sent: 11/9/2020 6:54:19 PM
Subject: Re: Thoughts on Surrogates

Tucker's team telling me his monologue should be base/viewer pleasing.

This tweet announcing he was doing it is getting destroyed from replies from conservative critics.
https://twitter.com/TuckerCarlson/status/1325944816568578049

Will have our team dig into any analytics worth sharing on the Cavuto/Trump presser moment. Merits aside, we're taking incoming on that one as well.

From: "Briganti, Irena" <Irena.Briganti@FOXNEWS.COM>
Date: Monday, November 9, 2020 at 3:51 PM
To: Raj Shah <Raj.Shah@fox.com>
Subject: Re: Thoughts on Surrogates

Ok - and I will talk to Jason Klarman in Marketing re: digital advertising, that's his area.

On Nov 9, 2020, at 3:50 PM, Shah, Raj <Raj.Shah@fox.com> wrote:

You have the relationship actually. If you want, pls take.

Also, do we do digital advertising promos? Is there a way to do a digital blitz targeting far right folks on social to promote Tucker/Sean/Laura?

From: "Briganti, Irena" <Irena.Briganti@FOXNEWS.COM>
Date: Monday, November 9, 2020 at 3:48 PM
To: Raj Shah <Raj.Shah@fox.com>
Subject: Re: Thoughts on Surrogates

Do you want to get to VDH?

On Nov 9, 2020, at 3:44 PM, Shah, Raj <Raj.Shah@fox.com> wrote:

Made a couple calls, and it's not quite as bad as I thought. The biggest folks aren't going to rush to our defense, but the Tier 2 folks might write. Here's what I think I can get out there, and I imagine you might be able to do more from a few contributors:

IN PRINT OP-EDS

- VDH I think based on that recent TV interview might do one (wasn't that into stolen election narrative)
- I can work Peter Roff, Washington Times (medium confidence here)
- I can work Bill Asher, American Greatness (high confidence here)
- Jonathan Dever, former GOP State House Speaker in Ohio in RealClear (high confidence here too)

ON SOCIAL:

- [redacted] likely willing to do a pro-Fox thread (not touch the Decision Desk calls) thread about just how great for the base Fox is
- [redacted]A3P, willing do defend Fox a bit more and defend the brand
- I think a handful more will push the possible pieces above.

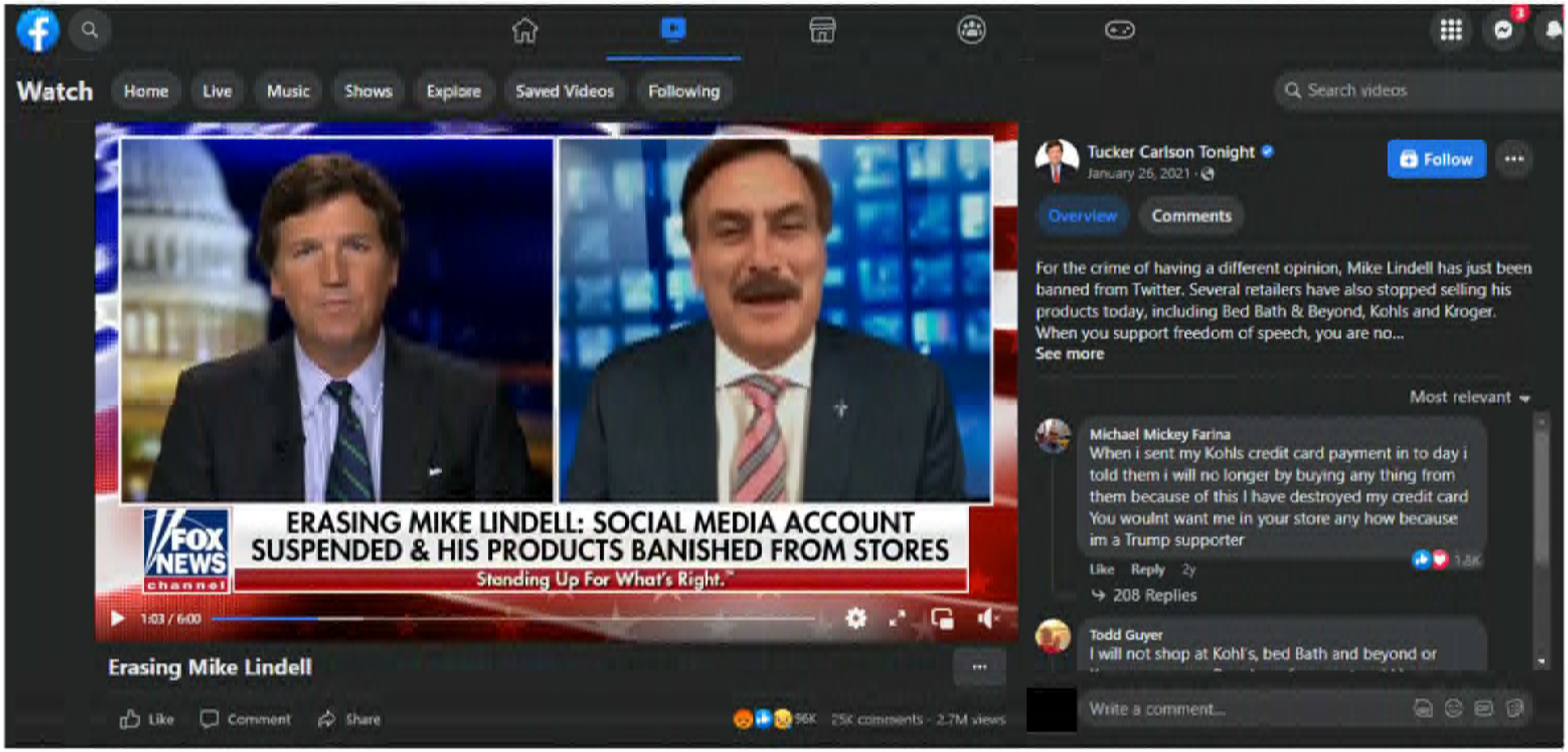
This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee(s). If you are not an addressee indicated in this message (or responsible for delivery of the message to an addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of Fox Corporation, or its subsidiaries must be taken not to have been sent or endorsed by any of them. No representation is made that this email or its attachments are without defect.

This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee(s). If you are not an addressee indicated in this message (or responsible for delivery of the message to an addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of Fox Corporation, or its subsidiaries must be taken not to have been sent or endorsed by any of them. No representation is made that this email or its attachments are without defect.

This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee(s). If you are not an addressee indicated in this message (or responsible for delivery of the message to an addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of Fox Corporation, or its subsidiaries must be taken not to have been sent or endorsed by any of them. No representation is made that this email or its attachments are without defect.

Exhibit 729

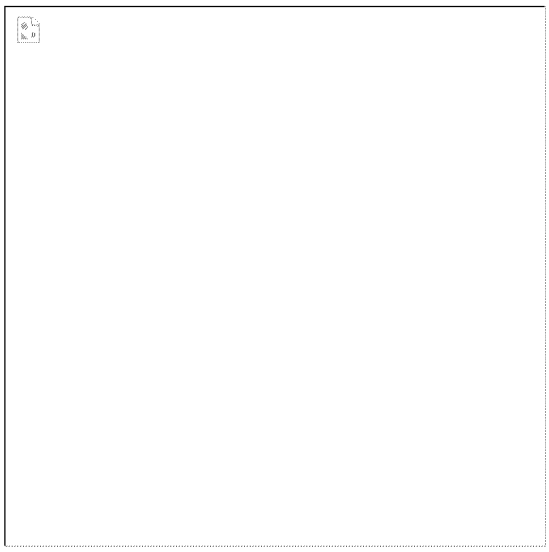
screenshot www facebook com 2023 02 06 09 02 30
https://www.facebook.com/watch/?v=527156314919486
06.02.2023



DOM_0072293598

Exhibit 730

From: Dominion Voting Systems <media@dominionvoting.com>
To: Grossberg, Abby
Sent: 11/30/2020 2:39:57 PM
Subject: [EXTERNAL] Dominion CEO In WSJ: Fake Claims Do Real Damage



Good afternoon,

I wanted to make sure you saw the opinion piece authored by John Poulos, Dominion President and CEO, that was published in the Wall Street Journal today responding to the false allegations against the company. John emphasizes the principles on which he founded Dominion (accuracy, transparency, and accessibility) and sets the record straight on rumors about the company and the election:

- **On Who Runs Elections:** "These attacks undermine the tens of thousands of state and local officials who run our elections. When it comes to counting ballots, officials have established a distributed, multilayered system with checks and balances, in which robust safeguards ensure that no one needs to trust blindly any person, company or technology."
- **On Dominion's Role In Elections:** "The company doesn't work in noncertified areas such as voter-registration systems, poll books or

signature-verification software, and it doesn't provide vote-by-mail printing. Dominion voting machines do one thing: accurately tabulate votes from county-verified voters using a durable paper ballot controlled and secured by local elections officials."

- **On Dominion's Ownership:** "Dominion is an American company, now headquartered in Denver. Dominion is not and has never been a front for communists. It has no ties to Hugo Chávez, the late dictator of Venezuela. It has never been involved in Venezuelan elections. None of Dominion's systems use the Smartmatic software that has come under attack, as any state certification lab could verify."
- **On Dominion's Source Code:** "There is no secret 'vote flipping' algorithm. Third-party test labs, chosen by the bipartisan Election Assistance Commission and accredited by the National Institute of Standards and Technology, perform complete source-code reviews on every federally certified tabulation system. States replicate this process for their own certifications. Postelection canvassing and auditing also exist to provide additional assurance of the vote totals' accuracy."
- **On Dominion's Bipartisan Customers:** "[T]he company's focus has always been to be nonpartisan and respectful of all views. Dominion's customers are election officials from both parties in the 28 states where it operates."

You can find the full op-ed here. Get the facts on Dominion Voting Systems here.

Learn More

Copyright © 2020 Dominion Voting Systems, All rights reserved.
Founded in 2003, Dominion Voting Systems is a leading industry supplier of election technology across the U.S., Canada and globally.

Our mailing address is:
Dominion Voting Systems
1201 18th St
Denver, CO 80202

Add us to your address book

Want to change how you receive these emails?
You can update your preferences or unsubscribe from this list.

Exhibit 731

EXHIBIT
Ex. 2127

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-K

ANNUAL REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

(Mark One)

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended June 30, 2021
or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to
Commission file number 001-38776

FOX CORPORATION
(Exact Name of Registrant as Specified in its Charter)

Delaware **(State or Other Jurisdiction of Incorporation or Organization)**	**83-1825597** **(I.R.S. Employer Identification No.)**
1211 Avenue of the Americas, New York, New York **(Address of Principal Executive Offices)**	**10036** **(Zip Code)**

Registrant's telephone number, including area code (212) 852-7000
Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbols	Name of Each Exchange on Which Registered
Class A Common Stock, par value $0.01 per share	FOXA	The Nasdaq Global Select Market
Class B Common Stock, par value $0.01 per share	FOX	The Nasdaq Global Select Market

Securities registered pursuant to Section 12(g) of the Act:

None
(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
Emerging growth company	☐		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

As of December 31, 2020, which was the last business day of the registrant's most recently completed second fiscal quarter, the aggregate market value of the registrant's Class A Common Stock, par value $0.01 per share, held by non-affiliates was approximately $9.6 billion, based upon the closing price of $29.12 per share as quoted on The Nasdaq Global Select Market on that date, and the aggregate market value of the registrant's Class B Common Stock, par value $0.01 per share, held by non-affiliates was approximately $4.4 billion, based upon the closing price of $28.88 per share as quoted on The Nasdaq Global Select Market on that date.

As of August 6, 2021, 323,404,058 shares of Class A Common Stock and 251,381,283 shares of Class B Common Stock were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Certain information required for Part III of this Annual Report on Form 10-K is incorporated by reference to the Fox Corporation definitive Proxy Statement for its 2021 Annual Meeting of Stockholders, which is intended to be filed with the Securities and Exchange Commission pursuant to Regulation 14A of the Securities Exchange Act of 1934, as amended, within 120 days of Fox Corporation's fiscal year end.

TABLE OF CONTENTS

		Page
PART I		
ITEM 1.	BUSINESS	1
ITEM 1A.	RISK FACTORS	19
ITEM 1B.	UNRESOLVED STAFF COMMENTS	32
ITEM 2.	PROPERTIES	32
ITEM 3.	LEGAL PROCEEDINGS	32
ITEM 4.	MINE SAFETY DISCLOSURES	32
PART II		
ITEM 5.	MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES	33
ITEM 6.	SELECTED FINANCIAL DATA	34
ITEM 7.	MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS	35
ITEM 7A.	QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK	57
ITEM 8.	FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA	58
ITEM 9.	CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE	112
ITEM 9A.	CONTROLS AND PROCEDURES	112
ITEM 9B.	OTHER INFORMATION	112
PART III		
ITEM 10.	DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE	113
ITEM 11.	EXECUTIVE COMPENSATION	113
ITEM 12.	SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS	113
ITEM 13.	CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE	113
ITEM 14.	PRINCIPAL ACCOUNTANT FEES AND SERVICES	113
PART IV		
ITEM 15.	EXHIBITS AND FINANCIAL STATEMENT SCHEDULES	114
ITEM 16.	FORM 10-K SUMMARY	115
	SIGNATURES	116

PART I

ITEM 1. BUSINESS

Background

Fox Corporation, a Delaware corporation, is a news, sports and entertainment company, which manages and reports its businesses in the following segments:

- **Cable Network Programming**, which principally consists of the production and licensing of news and sports content distributed primarily through traditional cable television systems, direct broadcast satellite operators and telecommunication companies ("traditional MVPDs") and online multi-channel video programming distributors ("digital MVPDs"), primarily in the U.S.
- **Television**, which principally consists of the production, acquisition, marketing and distribution of broadcast network programming and free advertising-supported video-on-demand ("AVOD") services under the FOX and Tubi brands, respectively, and the operation of 29 full power broadcast television stations, including 11 duopolies, in the U.S. Of these stations, 18 are affiliated with the FOX Network, 10 are affiliated with MyNetworkTV and one is an independent station.
- **Other, Corporate and Eliminations**, which principally consists of the FOX Studio Lot, Credible Labs Inc. ("Credible"), corporate overhead costs and intracompany eliminations. The FOX Studio Lot, located in Los Angeles, California, provides television and film production services along with office space, studio operation services and includes all operations of the facility. Credible is a U.S. consumer finance marketplace.

Unless otherwise indicated, references in this Annual Report on Form 10-K (this "Annual Report") for the fiscal year ended June 30, 2021 ("fiscal 2021") to "FOX," the "Company," "we" or "us" mean Fox Corporation and its consolidated subsidiaries.

FOX became a standalone publicly traded company on March 19, 2019, when Twenty-First Century Fox, Inc. (now known as TFCF Corporation) ("21CF") distributed, on a pro rata basis, all the issued and outstanding common stock of the Company to 21CF stockholders. Following the distribution, the Company's class A common stock, par value $0.01 per share (the "class A common stock") and class B common stock, par value $0.01 per share (the "class B common stock" and, together with the class A common stock, the "common stock") began trading independently on The Nasdaq Global Select Market. We refer to the foregoing as the "Transaction." In connection with the Transaction, the Company was formed with a focused portfolio of domestic media assets in live news and sports and original entertainment programming. The remaining 21CF assets were acquired by The Walt Disney Company ("Disney"), and 21CF became a wholly-owned subsidiary of Disney (the "Disney Merger").

The Company is party to several agreements that govern certain aspects of the Company's relationship with 21CF and Disney following the Transaction, including a separation and distribution agreement, a tax matters agreement, transition services agreements, as well as agreements relating to intellectual property licenses, employee matters, commercial arrangements and a studio lot lease. The core transition services agreements will terminate in accordance with their terms by September 2021. See Note 1, "Description of Business and Basis of Presentation," to the consolidated financial statements included in this Annual Report for further information about these agreements.

The Company's fiscal year ends on June 30 of each year. The Company was incorporated in 2018 under the laws of the State of Delaware. The Company's principal executive offices are located at 1211 Avenue of the Americas, New York, New York 10036 and its telephone number is (212) 852-7000. The Company's website is *www.foxcorporation.com*. The Company's Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are available, free of charge, through the Company's website as soon as reasonably practicable after the material is electronically filed with or furnished to the U.S. Securities and Exchange Commission (the "SEC"). The SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. We are providing our website address solely for the information of investors. We do not intend the address to be an active link or to otherwise incorporate the contents of the website, including any reports that are noted in this Annual Report as being posted on the website, into this Annual Report.

Caution Concerning Forward-Looking Statements

This Annual Report contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Exchange Act. All statements other than statements of historical or current fact are "forward-looking statements" for purposes of federal and state securities laws. Forward-looking statements may include, among others, the words "may," "will," "should," "likely," "anticipates," "expects," "intends," "plans," "projects," "believes," "estimates," "outlook" or any other similar words. Although the Company's management believes that the expectations reflected in any of the Company's forward-looking statements are reasonable, actual results could differ materially from those projected or assumed in any forward-looking statements. The Company's future financial condition and results of operations, as well as any forward-looking statements, are subject to change and to inherent risks and uncertainties. Important factors that could cause the Company's actual results, performance and achievements to differ materially from those estimates or projections contained in the Company's forward-looking statements include, but are not limited to, government regulation, economic, strategic, political and social conditions and the impact of coronavirus disease 2019 ("COVID-19") and other widespread health emergencies or pandemics and measures to contain their spread. For more detailed information about these factors, see Item 1A, "Risk Factors," and Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations—Caution Concerning Forward-Looking Statements."

Forward-looking statements in this Annual Report speak only as of the date hereof. The Company does not undertake any obligation to update or release any revisions to any forward-looking statement made herein or to report any events or circumstances after the date hereof or to reflect the occurrence of unanticipated events or to conform such statements to actual results or changes in our expectations, except as required by law.

Business Overview

FOX produces and delivers compelling news, sports and entertainment content through its primary iconic brands, including FOX News Media, FOX Sports, FOX Entertainment and FOX Television Stations, and leading AVOD service Tubi. The Company, with a simple structure focused on two principal reporting segments, differentiates itself in a crowded media and entertainment marketplace through the leadership positions of the Company's brands and premium programming that focus on live and "appointment-based" content, a significant presence in major markets, and broad distribution of the Company's content across traditional and digital platforms.

Our Competitive Strengths

Premium brands that resonate deeply with viewers.

Under the banner of the FOX name, we produce and distribute content through some of the world's leading and most valued brands. Our long track record of challenging the status quo emboldens us to continue making innovative decisions, disrupting competitors and forming deeper relationships with audiences. FOX News is among the most influential and recognized news brands in the world. FOX Sports has earned a reputation for bold sports programming and, with its far-reaching presence in virtually every U.S. household, is a leading destination for live sports events and sports commentary. FOX Entertainment is renowned for its engaging primetime entertainment, including the top broadcast entertainment series *The Masked Singer*. These brands and others in our portfolio, including our owned and operated local television stations broadcasting under the FOX brand, hold cultural significance with consumers and commercial importance for distributors and advertisers. Tubi, a leading AVOD service, attracts a young, diverse and loyal audience to its 35,000 programming titles. The quality of our programming and the strength of our brands maximize the value of our content through a combination of affiliate fees and advertising sales.

Leadership positions across strategically significant programming platforms.

FOX enjoys a leadership position across our core news, sports and entertainment businesses. As linear television viewership declines across the industry, "appointment-based" programming that is the FOX hallmark remains resilient. For over 19 consecutive years, FOX News has been the top-rated national cable news channel in both Monday to Friday primetime and total day viewing, according to Nielsen. FOX News also finished calendar year 2020 as the #1 cable network in Monday to Friday primetime and total day viewing among total viewers for the fifth consecutive year. A leader in marquee live sports broadcasts, FOX Sports programs the National Football League ("NFL"), Major League Baseball's ("MLB") *Regular Season*, *All-Star Game* and *World Series* and other marquee events, including the Fédération Internationale de Football Association ("FIFA") Men's and Women's *World Cup* and the *Super Bowl*. FOX Sports programming was #1 in live sports viewership among all television networks as of June 2021, including the #1 show on television, *America's Game of the Week*. FOX Network programming (including sports) ranked #1 among all broadcast

network primetime programming for the 2020-2021 broadcast season in the key 18 to 49 demographic for the second consecutive season. FOX Entertainment delivered the top primetime show *The Masked Singer*, as well as the #1 new comedy, *Call Me Kat*, and the #1 new unscripted show, *I Can See Your Voice*. The FOX Television Stations ended fiscal 2021 covering 18 Nielsen-designated market areas ("DMAs"), including 14 of the 15 largest, and was the #1 or #2 local news provider in more than half of the markets in which it operates. FOX has helped Tubi become one of the most relevant and fastest growing AVOD services in the country in fiscal 2021, with over 50% growth in total view time (the total number of hours watched) compared to the prior fiscal year. Taken together, we believe our leadership positions will continue to support strong affiliate fee revenue growth and sustained advertising revenue, while enabling us to nimbly respond to the challenges traditional media companies are facing relating to rapidly evolving technologies and changes in consumer behavior.

Significant presence and relevance in major domestic markets.

The FOX portfolio combines the range of national cable and broadcast networks with the power of tailored local television. FOX News and FOX Business are available in approximately 75 million U.S. households and the FOX Network is available in essentially all U.S. households. Additionally, our 29 owned and operated television stations cover 18 DMAs, including 14 of the 15 largest, and maintain duopolies in 11 DMAs, including New York, Los Angeles and Chicago, the three largest. These stations provide balanced content of national interest with programming of note to local communities, producing over 1,000 hours of local news coverage each week. Tubi's ubiquitous availability both online and through its app provides broad distribution of films, episodic television programming and live local and national news content. In calendar year 2021, Tubi will carry nearly 100 local station feeds (including feeds of our owned and operated stations), covering 58 DMAs and 24 of the top 25 markets. The breadth and depth of our footprint allows us to produce and distribute our content in a cost-effective manner and share best business practices and models across regions. It also enables us to engage audiences, develop deeper consumer relationships and create more compelling product offerings.

Attractive financial profile, including multiple revenue streams, strong balance sheet and tax asset benefit.

We have achieved strong revenue growth and profitability in a complex industry environment over the past several years, led by affiliate fee increases. Additionally, our strong balance sheet provides us with the financial flexibility to continue to invest across our businesses, allocate resources toward investments in growth initiatives, take advantage of strategic opportunities, including potential acquisitions across the range of media categories in which we operate, and return capital to our stockholders. We also benefit from a tax asset that resulted from the step-up in the tax basis of our assets following the Transaction, which will provide an annual cash tax benefit for many years.

Goals and Strategies

Maintain leading positions in live news, live sports and quality entertainment.

We have long been a leader in news, sports and entertainment programming. We believe that building on our leading market positions is essential to our success. We are investing in our most attractive growth opportunities by allocating capital to our news, sports and original entertainment programming, which we believe have distinct competitive advantages. For example, we have continued our investments in digital properties at FOX News Media, including additional investments in the FOX Nation subscription video-on-demand ("SVOD") service and other digital products, such as the FOX News Audio radio and podcast business and the FOX Weather free advertising-supported streaming service, which is scheduled to launch in late 2021. In March 2021, FOX Sports reached a new and expanded 11-year media rights agreement with the NFL that extends FOX Sports' coverage of premier NFC games, creates new and exclusive holiday games on the FOX Network and expands FOX's digital rights to enable future direct-to-consumer opportunities as well as NFL programming on Tubi. FOX Entertainment is investing in more co-production arrangements and owns a stake in nearly all new series that aired on the FOX Network during the 2020-2021 broadcast season. We will continue to invest in content, technology and marketing at Tubi to attract new viewers and retain Tubi's existing audience. We believe continuing to provide compelling news, sports and entertainment programming across platforms will increase audience engagement and drive growth across our distribution, affiliate and advertising relationships.

Increase revenue growth through the continued delivery of high quality, premium and valuable content.

With a focused portfolio of assets, we create and produce high quality programming that delivers value for our viewers and our affiliate and advertising partners. We intend to continue to receive appropriate value for our content, particularly through affiliate fees. Additionally, we expect our enhanced ability to acquire independent programming through co-production arrangements will facilitate growth by enabling us to directly manage the economics and

programming decisions of our broadcast network and stations group. We also believe our unique ability to deliver “appointment-based” viewing and audiences at scale, along with innovative advertising platforms, delivers substantial value to our advertising customers, and the unique nature of our “appointment-based” content positions us to maintain and even grow audiences during a time of increasing consumer fragmentation.

Expand our digital distribution offerings and direct engagement with consumers, increasing complementary sources of revenues.

Our key networks are offered on all major digital MVPD services, reflecting the strength of our brands and the “must-have” nature of our content. We are also cultivating and growing direct interactions between FOX brands and consumers outside traditional linear television. For example, in fiscal 2020, we acquired leading AVOD service Tubi. Tubi provides us with a wholly-owned digital platform to access a wider digital audience and further the reach of our content. As of June 2021, Tubi continues to experience significant growth in total view time across a library of 35,000 titles, as well as key FOX entertainment, news and sports programming. As of June 2021, Tubi streamed over 3 billion hours of content, a record for the platform, to a young, diverse and loyal audience advertisers are eager to reach. Additionally, FOX Sports has entered into a national media and sports wagering partnership with Flutter Entertainment plc (“Flutter”), which offers FOX Bet Super 6, a national free-to-play game with a user base of approximately 5 million registered accounts as of June 2021, and the FOX Bet sportsbook mobile app in New Jersey, Pennsylvania, Colorado and Michigan. We own an equity stake in Flutter and maintain valuable options to acquire approximately 18.5% of FanDuel Group, a majority-owned subsidiary of Flutter, and up to 50% of the U.S. business of Flutter subsidiary, The Stars Group. FOX News Media operates a number of high-growth digital businesses, including two direct-to-consumer services. FOX Nation, an SVOD service available to U.S. consumers, offers a variety of on-demand content, including original programming from popular opinion hosts. Outside the U.S., FOX News Media operates Fox News International, an SVOD service that features a digital feed of the linear FOX News network and a variety of on-demand content. In addition, in June 2021, the Company acquired Outkick Media, LLC, a digital media company focused on the intersection of sports, news and entertainment.

Recent Developments

The COVID-19 pandemic has resulted in widespread and continuing negative impacts on the macroeconomic environment and disruption to the Company’s business. For a discussion of the risks to the Company relating to COVID-19, see Item 1A, “Risk Factors – The COVID-19 pandemic and other widespread health emergencies or pandemics could materially adversely affect the Company’s business, financial condition or results of operations.” For a discussion of the impacts of COVID-19 on our businesses, see Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Overview of the Company’s Business – Other Business Developments” and Note 1, “Description of Business and Basis of Presentation,” to the consolidated financial statements included in this Annual Report.

Segments

Cable Network Programming

The Cable Network Programming segment produces and licenses news, business news and sports content for distribution primarily through MVPDs primarily in the U.S. The businesses in this segment include FOX News Media (which includes FOX News and FOX Business) and our primary cable sports programming networks FS1, FS2, the Big Ten Network and FOX Deportes.

The following table lists the Company's significant cable networks and the number of subscribers as estimated by Nielsen Media Research ("Nielsen"):*

	As of June 30,	
	2021	2020
	(in millions)	
FOX News Media Networks		
FOX News	77	83
FOX Business	73	80
FOX Sports Networks		
FS1	74	80
FS2	54	59
The Big Ten Network	51	57
FOX Deportes	16	20

* Disruption in Nielsen's ability to maintain the efficacy of its in-home panel due to the COVID-19 pandemic had a negative impact on subscriber and audience estimates as reported between June 30, 2020 and June 30, 2021.

FOX News Media. FOX News Media includes the FOX News and FOX Business networks and their related properties. For over 19 consecutive years, FOX News has been the top-rated national cable news channel in both Monday to Friday primetime and total day viewing. FOX News also finished calendar year 2020 as the #1 cable network in Monday to Friday total day viewing among the key Adults 25-54 demographic, as well as the #1 cable network in Monday to Friday primetime and total day viewing among total viewers for the fifth consecutive year, according to Nielsen. FOX Business is a business news national cable channel. Calendar year 2020 was FOX Business' highest rated year ever among total viewers in business day. FOX News also produces a weekend political commentary show, *FOX News Sunday*, for broadcast on the FOX Television Stations and stations affiliated with the FOX Network throughout the U.S. FOX News, through its FOX News Edge service, licenses news feeds to affiliates to the FOX Network and other subscribers to use as part of local news broadcasts primarily throughout the U.S. FOX News also produces FOX News Audio, which licenses news updates, podcasts, and long-form programs to local radio stations and to mobile, Internet and satellite radio providers.

FS1. FS1 is a multi-sport national network that features live events, including National Association of Stock Car Auto Racing ("NASCAR"), college football, college basketball, The Spring League, the FIFA Men's and Women's *World Cup*, Major League Soccer ("MLS"), U.S. Soccer Federation Men's and Women's National Team Soccer (USSF) and horse racing, as well as regular season and post-season MLB games. In addition to live events, FS1 also features original programming from FOX Sports Films and opinion shows such as *Skip and Shannon: Undisputed*, *The Herd with Colin Cowherd*, *First Things First*, *FOX Bet Live* and *Speak for Yourself*.

FS2. FS2 is a multi-sport national network that features live events, including NASCAR, collegiate sports, horse racing, rugby, surfing, world-class soccer and motor sports.

FOX Sports Racing. FOX Sports Racing is a 24-hour video programming service consisting of motor sports programming, including NASCAR events and original programming, National Hot Rod Association ("NHRA"), MotoAmerica and horse racing. FOX Sports Racing is distributed to subscribers in Canada and the Caribbean.

FOX Soccer Plus. FOX Soccer Plus is a premium video programming network that showcases exclusive live soccer and rugby competitions, including events from FIFA, Super Rugby League, Australian Football League and the National Rugby League.

FOX Deportes. FOX Deportes is a Spanish-language sports programming service distributed in the U.S. FOX Deportes features exclusive Spanish-language coverage of premier soccer (such as Liga MX and Copa MX, Tijuana Xolos, Rayados de Monterrey and Santos Laguna home matches, MLS, and Liga de Honduras), NASCAR Cup Series, WWE Smackdown, Xtreme Fighting Championships, LUX Fight League, regular and post-season games of the NFL (including the National Football Conference ("NFC") Championship game) and MLB (including regular season games and the *American League Championship Series* in 2021) and the *All-Star* and *World Series* games. In addition to live events, FOX Deportes also features multi-sport news and highlight shows and daily studio programming. FOX Deportes is available to approximately 16.2 million cable and satellite households in the U.S., of which over 4.3 million are Hispanic.

The Big Ten Network. The Big Ten Network is a 24-hour national video programming service dedicated to the collegiate Big Ten Conference and Big Ten athletics, academics and related programming. The Big Ten Network televises live collegiate events, including football games, regular-season and post-season men's and women's basketball games, and men's and women's Olympic events (including wrestling, volleyball and ice hockey), as well as a variety of studio shows and original programming. The Big Ten Network also owns and operates BTN+, a subscription video streaming service that features live streams of non-televised sporting events, replays of televised and streamed events, and a large collection of classic games and original programming. In fiscal 2021, the Company increased its ownership interest in the Big Ten Network to approximately 61%.

Digital Distribution. The Company also distributes programming through its FOX-branded and network-branded websites, apps and social media accounts and licenses programming for distribution through MVPDs' websites and apps. The Company's websites and apps provide live and/or on-demand streaming of network-related programming primarily on an authenticated basis to allow video subscribers of the Company's participating distribution partners to view Company content via the Internet. These websites and apps include the websites FOXNews.com, FOXBusiness.com, FOXSports.com, FOXDeportes.com and foxsoul.tv and the FOX News, FOX Business, FOX Sports, FOX Deportes and Fox Soul mobile apps, as well as the website btnplus.com and the BTN+ app. FOX News Media operates two direct-to-consumer services: FOX Nation, an SVOD service available to U.S. consumers that offers a variety of on-demand content, including original programming from popular opinion hosts, and the FOX News International SVOD service, which was launched in fiscal 2021 and delivers feeds of the linear FOX News and FOX Business networks and select on-demand programming to international subscribers. The Company also distributes non-authenticated live-streaming and video-on-demand content, podcasts, as well as static visual content such as photography, artwork and graphical design across FOX-branded social media, third party video and audio platforms.

Outkick Media. In June 2021, the Company acquired Outkick Media, LLC, a digital media company focused on the intersection of sports, news and entertainment.

Cable Network Programming Competition

General. Cable network programming is a highly competitive business. Cable networks compete for content, distribution, viewers and advertisers with a variety of media, including broadcast television networks; cable television systems and networks; Internet-delivered platforms such as live streaming, SVOD and AVOD services and mobile, gaming and social media platforms; audio programming; and print and other media. Important competitive factors include the prices charged for programming, the quantity, quality and variety of programming offered, the accessibility of such programming, the ability to adapt to new technologies and distribution platforms, quality of user experience and the effectiveness of marketing efforts.

FOX News Media. FOX News' primary competition comes from the cable networks CNN, HLN and MSNBC. FOX Business' primary competition comes from the cable networks CNBC and Bloomberg Television. FOX News and FOX Business also compete for viewers and advertisers within a broad spectrum of television networks, including other non-news cable networks and free-to-air broadcast television networks. FOX News and FOX Business also face competition online from CNN.com, NBCNews.com, NYTimes.com, CNBC.com, Bloomberg.com and The Wall Street Journal Online, among others.

FOX Sports. A number of basic and pay television programming services, such as ESPN and TNT, direct-to-consumer streaming services such as ESPN+, Peacock, Paramount+ and DAZN, as well as free-to-air stations and broadcast networks, provide programming that also targets FS1, FS2 and the Big Ten Network's respective audiences. On a national level, the primary competitors to FS1, FS2, and the Big Ten Network are ESPN, ESPN2, TNT, USA Network, CBS Sports Network, league-owned networks such as NFL Network, NHL Network, NBA TV and MLB Network, and collegiate conference-specific networks such as the SEC Network, Pac-12 Network and ACC Network. In regional markets, the Big Ten Network competes with regional sports networks, local broadcast television stations and other sports programming providers and distributors. FS1, FS2, and the Big Ten Network also face competition online from ESPN+, Peacock, Paramount+, DAZN, Amazon, Yahoo Sports, Facebook, Twitter, ESPN.com, nbcsports.com, Bleacherreport.com and CBSSports.com, among others.

In addition, FS1, FS2, and the Big Ten Network compete, to varying degrees, for sports programming rights. FS1, FS2 and the Big Ten Network compete for national rights principally with a number of national cable and broadcast services and direct-to-consumer streaming services that specialize in or carry sports programming, including sports networks launched by the leagues and collegiate conferences. Additionally, MVPDs and online and social media

properties such as Amazon, Yahoo Sports, Facebook and Twitter compete with the Company's cable sports networks by acquiring and distributing sports content to their online users.

Television

The Television segment is principally engaged in the production, acquisition, marketing and distribution of broadcast network programming and AVOD services under the FOX and Tubi brands, respectively, and the operation of broadcast television stations.

FOX Television Stations

FOX Television Stations owns and operates 29 full power broadcast television stations, which deliver broadcast network content, local news and syndicated programming to viewers in 18 local markets. These include stations located in 14 of the top 15 largest DMAs and two stations (referred to as duopolies) in each of 11 DMAs, including the three largest DMAs (New York, Los Angeles and Chicago). In two of the duopoly markets, FOX Television Stations is channel sharing whereby both of its stations in the market operate using a single 6 MHz channel. Of the 29 full power broadcast television stations, 18 stations are affiliated with the FOX Network. These stations leverage viewer, distributor and advertiser demand for the FOX Network's national content. In addition, the FOX Network's strategy to deliver fewer hours of national content than other major broadcasters benefits stations affiliated with the FOX Network, which can utilize the flexibility in scheduling to offer expanded local news and other programming that viewers covet. Our 29 stations collectively produce over 1,000 hours of local news every week. For a description of the programming offered to affiliates to the FOX Network, see "—The FOX Network." In addition, FOX Television Stations owns and operates 10 stations broadcasting programming from MyNetworkTV. Fox Television Stations also owns and operates FOX Soul, an AVOD service dedicated to the African American viewer that features original and syndicated programming.

The following table lists certain information about each of the television stations owned and operated by FOX Television Stations. Unless otherwise noted, all stations are affiliates of the FOX Network.

FOX Television Stations

	DMA/Rank	Station	Digital Channel RF (Virtual)	Type	Percentage of U.S. Television Households in the DMA [a]
New York, NY	1	WNYW	27(5)	UHF	6.2%
		WWOR-TV[b][c]	25(9)	UHF	
Los Angeles, CA	2	KTTV	11(11)	VHF	4.7%
		KCOP-TV[b]	13(13)	VHF	
Chicago, IL	3	WFLD	24(32)	UHF	2.9%
		WPWR-TV[b][d]	31(50)	UHF	
Philadelphia, PA	4	WTXF-TV	31(29)	UHF	2.5%
Dallas, TX*	5	KDFW	35(4)	UHF	2.4%
		KDFI[b]	27(27)	UHF	
San Francisco, CA	6	KTVU	31(2)	UHF	2.2%
		KICU-TV[e]	36(36)	UHF	
Atlanta, GA	7	WAGA-TV	27(5)	UHF	2.2%
Houston, TX	8	KRIV	26(26)	UHF	2.1%
		KTXH[b]	19(20)	UHF	
Washington, DC	9	WTTG	36(5)	UHF	2.1%
		WDCA[b][f]	36(20)	UHF	
Phoenix, AZ*	11	KSAZ-TV	10(10)	VHF	1.8%
		KUTP[b]	26(45)	UHF	
Seattle-Tacoma, WA*	12	KCPQ	13(13)	VHF	1.7%
		KZJO[b]	36(22)	UHF	
Tampa, FL*	13	WTVT	12(13)	VHF	1.7%
Minneapolis, MN[g]	14	KMSP-TV	9(9)	VHF	1.6%
		WFTC[b]	29(29)	UHF	
Detroit, MI*	15	WJBK	7(2)	VHF	1.5%
Orlando, FL*	17	WOFL	22(35)	UHF	1.4%
		WRBW[b]	28(65)	UHF	
Milwaukee, WI	37	WITI[h]	31(6)	UHF	0.8%
Austin, TX*	38	KTBC	7(7)	VHF	0.8%
Gainesville, FL	160	WOGX	31(51)	UHF	0.1%
TOTAL					38.7%

Source: Nielsen, January 2021

* Denotes a market where stations are also broadcasting in the ATSC 3.0 “NextGenTV” standard in partnership with broadcasters in the applicable DMA through channel sharing arrangements or, in the case of WRBW in Orlando, the station has made the conversion to and is broadcasting in the ATSC 3.0 standard.

(a) VHF television stations transmit on Channels 2 through 13 and UHF television stations on Channels 14 through 36. The Federal Communications Commission (the “FCC”) applies a discount (the “UHF Discount”) which attributes only 50% of the television households in a local television market to the audience reach of a UHF television station for purposes of calculating whether that station’s owner complies with the national station ownership cap imposed by FCC regulations and by statute; in making this calculation, only the station’s RF broadcast channel is considered. In a duopoly market, both stations must be UHF for the discount to apply. In addition, the coverage of two commonly owned stations in the same market is counted only once. The percentages listed are rounded and do not take into account the UHF Discount. For more information regarding the FCC’s national station ownership cap, see “Government Regulation.”

(b) MyNetworkTV licensee station.

(c) WWOR-TV hosts television station WRNN, New Rochelle, NY, licensed to WRNN License Company, LLC, an unrelated third party pursuant to a channel sharing agreement between FOX Television Stations and WRNN License Company, LLC. A portion of the spectrum formerly licensed to WWOR-TV is now shared with and licensed to WRNN.

(d) WPWR-TV channel shares with WFLD.

(e) Independent station.

(f) WDCA channel shares with WTTG.

(g) The Company also owns and operates full power station KFTC, Channel 26, Bemidji, MN as a satellite station of WFTC, Channel 29, Minneapolis, MN. Station KFTC is in addition to the 29 full power stations described in this section.

(h) WITI hosts television station WVCY, Milwaukee, WI, licensed to VCY America, Inc., an unrelated third party pursuant to a channel sharing agreement between WITI Television, LLC, the predecessor in interest of FOX Television Stations, and VCY America, Inc. A portion of the spectrum formerly licensed to WITI is now shared with and licensed to WVCY.

The FOX Network

The FOX Network is a premier national television broadcast network, renowned for disrupting legacy broadcasters with powerful sports programming and appealing primetime entertainment. The FOX Network regularly delivers approximately 15 hours of weekly primetime programming to 208 local market affiliates, including 18 stations owned and operated by the Company, covering approximately 99.9% of all U.S. television households, according to Nielsen. The FOX Network primetime lineup is intended to appeal primarily to the 18 to 49 year old audience, the demographic group that advertisers seek to reach most often, with particular success in the 18 to 34 year old audience. The FOX Network has ranked among the top two networks in the 18 to 34 year old audience for the past 26 broadcast seasons. During the 2020-2021 broadcast season, the FOX Network ranked first in the 18 to 49 year old audience and across key advertiser demographic groups, including the 18 to 34 year old audience (based on Nielsen's live+7 ratings). The FOX Network programming ranked #1 among all broadcast network primetime programming for the 2020-2021 broadcast season for a second consecutive season in the 18 to 49 year old audience (based on Nielsen's commercial+7 ratings) and led the broadcast season by a 10% margin over NBC Television Network ("NBC") and CBS Television Network ("CBS"), which tied for second place in the 18 to 49 year old audience. The median age of the FOX Network viewer is 55 years, as compared to 59 years for each of ABC Television Network ("ABC") and NBC and 61 years for CBS.

- *FOX Entertainment.* FOX Entertainment delivers high-quality scripted, non-scripted and live event content. FOX Network entertainment programming ranked #2 among all broadcast network primetime entertainment programming for the 2020-2021 broadcast season in the 18 to 49 year old audience (based on Nielsen's commercial+7 ratings). FOX Entertainment primetime programming during the 2020-2021 broadcast season featured such series as *9-1-1, 9-1-1: Lone Star, Bob's Burgers, Call Me Kat, The Great North, Family Guy, The Resident,* and *The Simpsons*; unscripted series such as *The Masked Singer, I Can See Your Voice, LEGO Masters* and *Hell's Kitchen*; and live event specials such as *FOX's New Year's Eve Toast and Roast with Ken Jeong and Joel McHale*. In the 2020-2021 broadcast season, *The Masked Singer* was the #1 primetime entertainment series and the #1 unscripted series in the 18 to 49 year old audience. The FOX Network featured two of the broadcast season's top five new entertainment series in the 18 to 49 audience: *I Can See Your Voice* (the #1 new unscripted series) and *Call Me Kat* (tied for #1 new comedy). In addition, *The Masked Singer, 9-1-1, 9-1-1: Lone Star, I Can See Your Voice* and *Hell's Kitchen* placed among the season's top 25 entertainment programs in the 18 to 49 year old audience.
- *FOX Sports.* A significant component of FOX Network programming consists of sports programming, with the FOX Network providing to its affiliates during the 2020-2021 broadcast season live coverage of the NFL, including the premier NFC rights package, *America's Game of the Week*, the #1 show on television, and *Thursday Night Football*. The FOX Network also provides live coverage of MLB (including the post-season and the *World Series*), college football and basketball, the NASCAR Cup Series (including the *Daytona 500*), MLS and weekly episodes of *WWE Friday Night SmackDown*. In certain years, FOX Sports broadcasts the Super Bowl and the FIFA World Cup. In March 2021, FOX Sports reached a new and expanded 11-year media rights agreement with the NFL that extends FOX Sports' coverage of NFC games, creates new and exclusive holiday games on the FOX Network, and expands FOX's digital rights to enable future direct-to-consumer opportunities as well as NFL programming on Tubi.

The FOX Network obtains entertainment programming from major television studios, including 20th Television (formerly known as Twentieth Century Fox Television and which, following the Disney Merger, is owned by Disney) and

Warner Bros. Television Studios, and independent television production companies pursuant to license agreements. The terms of these agreements generally provide the FOX Network with the right to broadcast a television series for a minimum of four seasons. National sports programming is obtained through license agreements with professional or collegiate sports leagues or organizations, including long-term agreements with the NFL, MLB, college football and basketball conferences, NASCAR, FIFA, Concacaf, Conmebol and WWE.

The FOX Network provides programming to affiliates in accordance with affiliation agreements of varying durations, which grant to each affiliate the right to broadcast network television programming on the affiliated station. Such agreements typically run three or more years and have staggered expiration dates. These affiliation agreements require affiliates to the FOX Network to carry the FOX Network programming in all time periods in which the FOX Network programming is offered to those affiliates, subject to certain exceptions stated in the affiliation agreements.

The FOX Network also distributes programming through its network-branded website, FOX.com, and its FOX NOW and FOX Sports apps, which offer live streaming of the FOX Network shows and programming from many broadcast stations affiliated with the FOX Network, and licenses programming for distribution through MVPDs' websites and apps.

Tubi

Tubi is a leading AVOD service available on over 25 digital platforms in the United States and select international regions as of June 2021. In fiscal 2021, the service generated over 3 billion hours of total view time (the total number of hours watched) across its content library of 35,000 films and television programs from over 250 content partners, including every major Hollywood studio. Tubi also features FOX content, such as *The Masked Singer*, *I Can See Your Voice* and *LEGO Masters*, and live local and national news content. In calendar year 2021, Tubi will carry nearly 100 local station feeds (including feeds of FOX's owned and operated stations), covering 58 DMAs and 24 of the top 25 markets. In April 2021, Tubi announced that it will debut more than 140 hours of new original content, including exclusive documentaries from FOX Alternative Entertainment, animated titles from Bento Box Entertainment and premium titles across the Black Cinema, thriller, horror, sci-fi, romance and western genres, beginning in the fall of 2021.Tubi also intends to offer sports programming, including a channel featuring NFL-branded programming.

Tubi broadens the reach of network television and enables the Company's advertising partners to access a substantial, incremental digital audience. According to a study conducted by MRI-Simmons, as of February 2021, the median age of Tubi's viewers was 37 years old, 20 years younger than the median age of linear television viewers, nearly 42% of its audience identified as multicultural and over three-fourths of its audience did not have access to the top 25 cable networks.

Fox Alternative Entertainment

Fox Alternative Entertainment, LLC, a full-service production studio, develops and produces unscripted and alternative programming primarily for the FOX Network, including *The Masked Singer, I Can See Your Voice*, *Crime Scene Kitchen* and *FOX's New Year's Eve Toast and Roast* with Ken Jeong and Joel McHale.

Bento Box

Bento Box Entertainment, LLC develops and produces animated programing, including programming that airs on the FOX Network such as *Bob's Burgers* and *Duncanville*.

MyNetworkTV

The programming distribution service, Master Distribution Service, Inc. (branded as MyNetworkTV), distributes two hours per night, Monday through Friday, of off-network programming from syndicators to its over 180 licensee stations, including 10 stations owned and operated by the Company, and is available to approximately 97.5% of U.S. households as of June 30, 2021.

Competition

The network television broadcasting business is highly competitive. The FOX Network, MyNetworkTV and Tubi compete for audiences, programming and advertising revenue with a variety of competing media, including other broadcast television networks, cable television systems and networks; direct-to-consumer live streaming platforms; other

Internet-delivered platforms such as SVOD and AVOD services and mobile, gaming and social media platforms; audio programming; and print and other media. In addition, the FOX Network and MyNetworkTV compete with other broadcast networks and programming distribution services to secure affiliations or station agreements with independently owned television stations in markets across the U.S. ABC, NBC and CBS each broadcast a significantly greater number of hours of programming than the FOX Network and, accordingly, may be able to designate or change time periods in which programming is to be broadcast with greater flexibility than the FOX Network. Technological developments are also continuing to affect competition within the broadcast television marketplace.

Each of the stations owned and operated by FOX Television Stations also competes for advertising revenues with other television stations, radio and cable systems in its respective market area, along with other advertising media, including direct-to-consumer live streaming platforms, other Internet-delivered platforms such as SVOD and AVOD services and mobile, gaming and social media platforms, newspapers, magazines, outdoor advertising and direct mail. All of the stations owned and operated by FOX Television Stations are located in highly competitive markets. Additional factors that affect the competitive position of each of the television stations include management experience, authorized power and assigned frequency of that station. Competition for sales of broadcast advertising time is based primarily on the anticipated and actually delivered size and demographic characteristics of audiences as determined by various rating services, price, the time of day when the advertising is to be broadcast, competition from the other broadcast networks, cable television systems, direct broadcast satellite television, services and digital media and general economic conditions. Competition for audiences is based primarily on the selection of programming, the acceptance of which is dependent on the reaction of the viewing public, which is often difficult to predict.

Other, Corporate and Eliminations

The Other, Corporate and Eliminations segment consists primarily of the FOX Studio Lot, Credible, corporate overhead costs and intracompany eliminations.

FOX Studio Lot

FOX owns the FOX Studio Lot in Los Angeles, California. The historic lot is located on over 50 acres of land and has over 1.85 million square feet of space for both administration and production/post-production services available to service a wide array of industry clients, including 15 sound stages, two broadcast studios, theaters and screening rooms, editing rooms and other television and film production facilities. The FOX Studio Lot provides two primary revenue streams — the lease of a portion of the office space to 21CF and other third parties and the operation of studio facilities for third party productions, which until 2026 will predominantly be Disney productions.

Credible

The Company holds 67% of the equity in Credible, which operates a U.S. consumer finance marketplace. Credible's offering enables consumers to compare instant, personalized pre-qualified rates for student loans, personal loans and mortgages from multiple financial institutions.

Investments

Flutter

The Company and Flutter have entered into a national media and sports wagering partnership in the U.S. The partnership offers the FOX Bet Super 6 national free-to-play game, which has a user base of approximately 5 million registered accounts as of June 2021, and the FOX Bet sportsbook mobile app, which is available in New Jersey, Pennsylvania, Colorado and Michigan as of June 2021. FOX Sports provides Flutter with an exclusive license to use certain FOX Sports trademarks under a long-term commercial arrangement. In addition, subject to certain conditions and applicable gaming regulatory approvals, FOX Sports has an option until August 2029 to acquire up to 50% of the equity in the U.S. business of The Stars Group, a majority-owned subsidiary of Flutter. As part of Flutter's acquisition of The Stars Group in 2020, FOX Sports received the right to acquire an approximately 18.5% equity interest in Flutter's majority-owned subsidiary, FanDuel Group (structured as a 10-year option from 2021), which is currently the subject of ongoing arbitration proceedings. In 2020, the Company participated in two equity offerings by Flutter, investing approximately $155 million. As of June 30, 2021, the Company owns approximately 4.3 million ordinary shares of Flutter, representing approximately 2.5% of Flutter.

Government Regulation

The Communications Act and FCC Regulation

The television broadcast industry in the U.S. is highly regulated by federal laws and regulations issued and administered by various agencies, including the FCC. The FCC regulates television broadcasting, and certain aspects of the operations of cable, satellite and other electronic media that compete with broadcasting, pursuant to the Communications Act of 1934, as amended (the "Communications Act"). The introduction of new laws and regulations or changes in the enforcement or interpretation of existing laws and regulations could have a negative impact on the operations, prospects and financial performance of the Company.

Broadcast Licenses. The Communications Act permits the operation of television broadcast stations only in accordance with a license issued by the FCC upon a finding that the grant of the license would serve the public interest, convenience and necessity. The Company owns broadcast licensees in connection with its ownership and operation of television stations. Under the Communications Act, television broadcast licenses may be granted for a maximum term of eight years. Generally, the FCC renews broadcast licenses upon finding that the television station has served the public interest, convenience and necessity; there have been no serious violations by the licensee of the Communications Act or FCC rules and regulations; and there have been no other violations by the licensee of the Communications Act or FCC rules and regulations which, taken together, indicate a pattern of abuse. FOX Television Stations currently has renewal applications pending for its full power broadcast licenses and will continue filing license renewal applications through calendar year 2023.

Ownership Regulations. Under the FCC's national television ownership rule, one party may own television stations with a collective national audience reach of not more than 39% of all U.S. television households, subject to the UHF discount. Under the UHF discount, a UHF television station is attributed with reaching only 50% of the television households in its market for purposes of calculating national audience reach. In December 2017, the FCC issued a Notice of Proposed Rulemaking pursuant to which it will consider modifying, retaining or eliminating the 39% national television audience reach limitation (including the UHF discount). If the FCC determines in the future to eliminate the UHF discount and the national television audience reach limitation is not eliminated or modified, the Company's ability to acquire television stations in additional markets may be negatively affected.

In a reconsideration order issued in November 2017, the FCC eliminated the newspaper/broadcast cross-ownership rule, which prohibited common ownership of broadcast stations and daily newspapers in the same market. The Company owns two television stations in the New York DMA and an attributable interest in The New York Post due to the Murdoch Family Trust's ownership interests in News Corporation ("News Corp"). The stations operated under waivers of the cross-ownership rule prior to its elimination. In 2019, the United States Court of Appeals for the Third Circuit (the "Third Circuit") vacated the 2017 reconsideration order and the cross-ownership rule was reinstated. The FCC filed a petition for review with the United States Supreme Court (the "Supreme Court") in April 2020, and in April 2021 the Supreme Court reversed the Third Circuit in a unanimous decision. As a result, common ownership of broadcast stations and daily newspapers is no longer prohibited. Additionally, in the 2017 reconsideration order, the FCC eliminated a prior prohibition against owning two of the top four ranked stations in a DMA, but such ownership remains subject to FCC review and approval, and one party may not own more than two television stations in the same DMA.

The Company is also subject to other communications laws and regulations relating to ownership. For example, FCC dual network rules prohibit any of the four major broadcast television networks — FOX, ABC, CBS, and NBC — from being under common ownership or control. In addition, under the Communications Act, no broadcast station licensees may be owned by a corporation if more than 25% of the corporation's stock is owned or voted by non-U.S. persons, their representatives, or by any other corporation organized under the laws of a foreign country. This ownership limit can be waived if the FCC finds it to be in the public interest. The FCC could review the Company's compliance with the foreign ownership regulations in connection with its consideration of FOX Television Stations' license renewal applications. The Company's amended and restated certificate of incorporation authorizes the Company's Board of Directors to take action to prevent, cure or mitigate the effect of stock ownership above the applicable foreign ownership threshold, including: refusing to permit any transfer of common stock to or ownership of common stock by a non-U.S. stockholder; voiding a transfer of common stock to a non-U.S. stockholder; suspending rights of stock ownership if held by a non-U.S. stockholder; or redeeming common stock held by a non-U.S. stockholder.

Carriage and Content Regulations. FCC regulations require each television broadcaster to elect, at three-year intervals, either to require carriage of its signal by traditional MVPDs in the station's market or to negotiate the terms through which that broadcast station would permit transmission of its signal by the traditional MVPDs within its market,

which we refer to as the retransmission consent. FOX Television Stations have historically elected retransmission consent for all of their owned and operated stations and the Company has been compensated as a result.

Federal legislation limits the amount of commercial matter that may be broadcast during programming originally designed for children 12 years of age and younger to 10 ½ minutes per hour during the weekend and 12 minutes per hour during the week. In addition, under FCC regulations, television stations are generally required to broadcast a minimum of three hours per week of programming, which, among other requirements, must serve, as a "significant purpose," the educational and informational needs of children 16 years of age and under. Under FCC rules that were revised in 2019, one of the three hours per week may air on a television's station's multicast stream(s); the other two hours must air on the primary programming stream. A television station found not to have complied with the programming requirements or commercial limitations could face sanctions, including monetary fines and the possible non-renewal of its license.

FCC rules prohibit the broadcast by television and radio stations of indecent or profane material between the hours of 6:00 a.m. and 10:00 p.m. Federal law currently authorizes the FCC to impose fines of up to $419,533 per incident for violation of the prohibition against indecent and profane broadcasts. The FCC may impose fines or revoke licenses for serious or multiple violations of the indecency prohibition. Because indecency complaints are confidential, there may be pending nonpublic complaints alleging the broadcast of indecent or profane material by FOX Television Stations (and it is not possible to predict the outcome of any such complaints).

Modifications to the Company's programming to reduce the risk of indecency violations could have an adverse effect on the competitive position of FOX Television Stations and the FOX Network. If indecency regulation is extended to Internet or cable and satellite programming, and such extension was found to be constitutional, some of the Company's other programming services could be subject to additional regulation that might affect subscription and viewership levels.

The FCC continues to enforce strictly its regulations concerning sponsorship identification, political advertising, children's television, environmental concerns, equal employment opportunity, technical operating matters and antenna tower maintenance. In addition, the Federal Trade Commission, or FTC, has increased its focus on unfair and deceptive advertising practices, particularly with respect to social media marketing. Both FCC and FTC rules and guidance require marketers to clearly and conspicuously disclose whenever there has been payment for a marketing message or when there is a material connection between an advertiser and a product endorser.

FCC rules also require the closed captioning of almost all broadcast and cable programming. In addition, Federal law requires affiliates of the four largest broadcast networks in the 70 largest markets to carry a specified minimum amount of hours of primetime or children's programming per calendar quarter with audio descriptions, i.e., a verbal description of key visual elements inserted into natural pauses in the audio and broadcast over a separate audio channel. The same statute requires programming that was captioned on television to retain captions when distributed via Internet Protocol apps or services.

FCC regulations govern various aspects of the agreements between networks and affiliated broadcast stations, including, among other things, a mandate that television broadcast station licensees retain the right to reject or refuse network programming in certain circumstances or to substitute programming that the licensee reasonably believes to be of greater local or national importance.

Violation of FCC regulations can result in substantial monetary forfeitures, periodic reporting conditions, short-term license renewals and, in egregious cases, denial of license renewal or revocation of license. Violation of FTC-imposed obligations can result in enforcement actions, litigation, consent decrees and, ultimately, substantial monetary fines.

Broadcast Transmission Standard. In November 2017, the FCC adopted rules to permit television broadcasters to voluntarily broadcast using the "Next Generation" broadcast television transmission standard developed by the Advanced Television Systems Committee, Inc., also referred to as "ATSC 3.0." FOX Television Stations is actively building out ATSC 3.0 facilities. FOX Television Stations is participating in various ATSC 3.0 testing with other broadcasters, but it is too early to predict the impact of this technical standard on the Company's operations. In June 2020, the FCC adopted a Declaratory Ruling and Notice of Proposed Rulemaking declaring that local and national ownership restrictions do not apply to non-video services. The Notice of Proposed Rulemaking raises a number of questions that could impact the adoption and roll-out of both video and non-video ATSC 3.0 services.

Privacy and Information Regulation

The laws and regulations governing the collection, use and transfer of consumer information are complex and rapidly evolving, particularly as they relate to the Company's digital businesses. Federal and state laws and regulations affecting the Company's online services, websites, and other business activities include: the Children's Online Privacy Protection Act, which prohibits websites and online services from collecting personally identifiable information online from children under age 13 without prior parental consent; the Controlling the Assault of Non-Solicited Pornography and Marketing Act, which regulates the distribution of unsolicited commercial emails, or "spam"; the Video Privacy Protection Act, which prohibits the knowing disclosure of information that identifies a person as having requested or obtained specific video materials from a "video tape service provider;" the Telephone Consumer Protection Act, which restricts certain marketing communications, such as text messages and calls, without explicit consent; the Gramm-Leach-Bliley Act, which regulates the collection, handling, disclosure, and use of certain personal information by companies that offer consumers financial products or services, imposes notice obligations, and provides certain individual rights regarding the use and disclosure of certain information; and the California Consumer Privacy Act (the "CCPA"), which imposes broad obligations on the collection, use, handling and disclosure of personal information of California residents. For example, subject to certain exceptions, the CCPA provides individual rights for Californians, including to access, delete, and to restrict the "sale" of personal information.

A number of privacy and data security bills that address the collection, maintenance and use of personal information, breach notification requirements and cybersecurity are pending or have been adopted at the state and federal level, which would impose additional obligations on businesses. For example, the California Privacy Rights Act (the "CPRA"), which amends the CCPA, was passed in November 2020 and generally takes effect on January 1, 2023. Among other things, the CPRA creates a new state privacy protection agency, expands individual rights, and introduces new requirements for businesses, several which are subject to additional rulemaking. Other states have passed or introduced similar privacy legislation, including Virginia and Colorado. In addition, the FTC and state attorneys general and other regulators have made privacy and data security an enforcement focus. Other federal and state laws and regulations also may be adopted that impact our digital services, including those relating to oversight of user-generated content.

Foreign jurisdictions also have implemented and continue to introduce new privacy and data security laws and regulations, that apply to certain of the Company's operations. It is possible that our current data protection policies and practices may be deemed inconsistent with new legal requirements or interpretations thereof, and could result in the violation of these new laws and regulations. The EU General Data Protection Regulation, in particular, regulates the collection, use and security of personal data and restricts the trans-border flow of such data. Other countries, including Canada, Australia, China, and Mexico, also have enacted data protection legislation.

The Company monitors and considers these laws and regulations, particularly with respect to the design and operation of digital content services and legal and regulatory compliance programs. These laws and regulations and their interpretation are subject to change, and could result in increased compliance costs, claims, financial penalties for noncompliance, changes to business practices, including with respect to tailored advertising, or otherwise impact the Company's business. Violations of these laws and regulations could result in significant monetary fines and other penalties, private litigation, require us to expend significant resources to defend, remedy and/or address, and harm our reputation, even if we are not ultimately responsible for the violation.

Consumer Finance Laws and Regulations

Credible operates a consumer finance marketplace that markets and provides services in heavily regulated industries across the United States. As a result, Credible is subject to a variety of federal and state laws and regulations. These include the laws and regulations governing the collection, use and transfer of consumer information described above and the following:

- the Truth-in-Lending Act, the Equal Credit Opportunity Act, the Fair Credit Reporting Act, the Fair Housing Act, the Real Estate Settlement Procedures Act, or "RESPA," and similar state laws, and federal and state unfair and deceptive acts and practices, or "UDAAP," laws and regulations, all of which place restrictions on the manner in which consumer loans are marketed and originated, and some of which impose restrictions on the amount and nature of fees that may be charged or paid to Credible by lenders and real estate professionals for providing or obtaining consumer loan requests;
- the Dodd-Frank Wall Street Reform and Consumer Protection Act, which, among other things, imposes requirements related to mortgage disclosures; and

- federal and state licensing laws, such as the Secure and Fair Enforcement for Mortgage Licensing Act of 2008, or “SAFE Act,” which establishes minimum standards for the licensing and regulation of mortgage loan originators.

Intellectual Property

The Company’s intellectual property assets include copyrights in television programming and other publications, websites and technologies; trademarks, trade dress, service marks, logos, slogans, sound marks, design rights, symbols, characters, names, titles and trade names, domain names; patents or patent applications for inventions related to its products, business methods and/or services, trade secrets and know how; and licenses of intellectual property rights of various kinds. The Company derives value from these assets through the production, distribution and/or licensing of its television programming to domestic and international cable and satellite television services, video-on-demand services, operation of websites, and through the sale of products, such as collectible merchandise, apparel, books and publications, among others.

The Company devotes significant resources to protecting its intellectual property, relying upon a combination of copyright, trademark, unfair competition, patent, trade secret and other laws and contract provisions. There can be no assurance of the degree to which these measures will be successful in any given case. Policing unauthorized use of the Company’s products and services and related intellectual property is often difficult and the steps taken may not in every case prevent the infringement by unauthorized third parties of the Company’s intellectual property. The Company seeks to limit that threat through a combination of approaches, including offering legitimate market alternatives, deploying digital rights management technologies, pursuing legal sanctions for infringement, promoting appropriate legislative initiatives and international treaties and enhancing public awareness of the meaning and value of intellectual property and intellectual property laws. Piracy, including in the digital environment, continues to present a threat to revenues from products and services based on intellectual property.

Third parties may challenge the validity or scope of the Company’s intellectual property from time to time, and such challenges could result in the limitation or loss of intellectual property rights. Even if not valid, such claims may result in substantial costs and diversion of resources that could have an adverse effect on the Company’s operations.

Human Capital Resources

Our workforce is the creative, strategic, and operational engine of FOX’s success. We aim to develop our human capital by recruiting a talented and diverse workforce, offering competitive compensation and benefits, providing learning and development opportunities for growth, fostering workplace civility and inclusion, and encouraging our employees to have an impact in their communities.

As of June 30, 2021, we had approximately 9,000 full-time employees. In the ordinary course of our business and consistent with industry practice, we also employ freelance and temporary workers who provide important production and broadcast support services. The vast majority of our workforce is based in the United States, and a portion is unionized. We intend to post our 2020 Employment Information Report (EEO-1), showing the race/ethnicity and gender of our employees, on our website once it is filed with the Equal Employment Opportunity Commission.

FOX’s Corporate Social Responsibility Report, also posted on our website at *www.foxcorporation.com/*, provides a detailed review of our human capital programs and achievements. Our key human capital initiatives include:

Recruitment and Diversity

We seek to attract people with diverse talents from a broad spectrum of backgrounds, and we support, encourage, and develop our colleagues to lead the industry forward. We believe that the more voices in the room and the more diverse the experiences of our colleagues, the better FOX’s internal culture and external programming are. Our diversity enables us to be more reflective of the audiences we reach and enhances our ability to create news, sports, and entertainment programming that serves all viewers across the country. A diverse and inclusive workplace is not merely a strategy or business objective; it is fundamentally woven in the fabric of the Company. This commitment begins with our approach to talent recruitment across all of our disciplines and extends to the way we nurture our colleagues’ careers.

First, FOX posts job listings internally and externally because we believe this is one of the best tools to reach the widest and most diverse pool of candidates. We also collaborate with an array of professional organizations that offer

FOX access to recruiting events and conventions. These organizations include:

- Asian American Journalists Association (AAJA)
- National Association of Black Journalists (NABJ)
- National Association of Hispanic Journalists (NAHJ)
- Native American Journalists Association (NAJA)
- The Association of LGBTQ Journalists (NLGJA)
- AdColor (Promoting the visibility and advancement of people of color in ad sales)

We also offer paid internships to build a pipeline of early-career talent and emerging leaders. For instance, the FOX Internship Program offers students an exciting opportunity to gain practical experience, participating in real-world projects and seminars on the media industry, technology, and professional development. This internship program, which runs for 8-10 weeks three times per year, welcomed over 250 students in calendar year 2020 and was ranked number 44 on Vault's 2021 "100 Best Internships" survey. We also partner with the Emma Bowen Foundation, the T. Howard Foundation, the International Television and Radio Society, the Posse Foundation, and the Entertainment Industry College Outreach Program to provide media internships for promising students.

FOX has developed and implemented several internal training programs, designed to provide individuals from underrepresented backgrounds with workforce skills and professional development opportunities to further their success and foster careers.

- FOX News Multimedia Reporters Training Program: Launched in 2011, this program places talent from diverse backgrounds in multimedia reporter roles across the country, where they shoot, report, edit, and produce their own high-end content across FOX News platforms. Through daily guidance and feedback from management, we challenge and enable the program's participants to continually hone their journalistic skills.
- FOX News Leadership Development Program: This program equips diverse, high potential talent with the tools needed to build and propel a career with FOX. Program pillars are mentorship, access and networking, skill-building and development, and exposure to the other FOX businesses.
- FOX Stations Sales Training Program: This program was created to develop and mentor the next generation of diverse, motivated sales professionals for the FOX Television Stations. Trainees participate in both intensive classroom study of all aspects of the television station advertising sales business and shadowing of FOX Stations sales account executives.

Employee Compensation and Benefits

We are proud to invest in our people through competitive pay and benefits, as well as flexibility and support to balance work and personal demands. All full-time employees who were with FOX when we became a standalone publicly traded company in March 2019 received an equity award grant. That award vested in December 2020, with over 6,000 employees receiving shares of FOX's common stock.

Providing equal pay for equal work, without regard to gender or other protected characteristics, is an imperative at FOX. We link our more senior employees' pay to corporate performance through discretionary annual incentive compensation awards. To acknowledge their tremendous contributions throughout the challenges of fiscal 2021, we increased eligible employees' bonus awards for fiscal 2021. We also paid a special, one-time cash bonus to all other employees who worked with us throughout fiscal 2021, including union and freelance employees who worked the equivalent of full-time.

FOX also seeks to provide generous benefits that support our employees' health, wellness, and financial stability. Full-time employees are eligible for medical, dental, and vision insurance, with access to telemedicine and pharmacy benefits, and our freelance employees who work a minimum number of hours are eligible for a medical plan. Eligible employees may participate in flexible spending accounts, health savings accounts, and qualified transportation expense accounts. We also provide employees with a health advocate service, with experts who support employees and their eligible family members in navigating a wide range of health and insurance-related issues. To provide additional support during COVID-19, we are also covering full-time employees' medical insurance premiums from March 2020 through December 2021.

Full-time employees are eligible to receive paid holidays, paid floating holidays, paid vacation, paid sick and safe time, life insurance, full salary replacement for up to 26 weeks of short-term disability, a 401(k) savings plan with a company match and contribution, charitable gift matching, and an employee assistance program.

We believe offering our employees the tools necessary for a healthy work-life balance empowers them to thrive in our modern workforce. To that end (before, during and after the COVID-19 outbreak), FOX allows eligible individuals the opportunity to work remotely in appropriate circumstances. Our parental leave policy allows eligible new parents to bond with their children for a substantial period with full pay, our workplaces have lactation rooms for our new mothers, and we offer backup child, adult, elder, and return-to-work care.

Learning and Development

FOX offers employees multiple learning and development programs, including tuition reimbursement, management and leadership development, online and on-demand e-learning, live webinars, and assessment tools. Our MentorMatch program provides junior employees with the tools and resources to grow their careers through relationship-building and networking. We also identify key emerging talent for ongoing talent management and succession planning. Within FOX News Media and FOX Television Stations, we deliver specialized training on the First Amendment, defamation, privacy, infringement and other newsgathering and reporting topics to educate employees on these principles and provide advice on best practices.

Workplace Civility and Inclusion

Trust begins in the workplace every single day. We are committed to fostering a working environment of trust for our colleagues, in which people do their best work. Harassment, discrimination, retaliation, and threats to health and safety all undermine our working environment of trust and make it harder for people to excel. Therefore, it is our policy to provide a safe work environment free from this or any other unlawful conduct.

Creating and maintaining an environment free of discrimination and harassment begins at the highest leadership level of the Company and is embedded throughout our policies and practices. The FOX Standards of Business Conduct and the Preventing Harassment, Discrimination and Retaliation Policy, which are posted on our website, create our framework for addressing complaints and taking remedial measures as needed. These policies offer multiple complaint channels, including a third-party managed hotline that allows for anonymous reporting of concerns. In addition, all new hires must complete training on the Preventing Harassment, Discrimination and Retaliation Policy, as well as compliance and business ethics, and existing employees must complete the training periodically.

FOX also facilitates nine Employee Resource Groups, which are formed around shared identity, interests, or pursuits for the purpose of advancing careers, culture, and community:

- WOMEN@FOX -- committed to developing female leadership at all levels and fostering a culture where all women thrive.
- WiT (Women in Tech) -- attracts, advances, and empowers women technologists, and amplifies their impact at FOX.
- Women of FOX Sports -- connects, inspires, informs and gives back to the community, with the goal of furthering women’s collective contributions and advancement within the sports industry.
- VETS -- committed to the community of Veterans, current service members, military supporters, and military spouses employed at FOX by embracing our four core values – Community, Appreciation, Connection & Education.
- PRIDE -- cultivates community among FOX’s LGBTQ colleagues and allies, supports causes important to the LGBTQ community and fosters a work environment where all colleagues feel 100% authentic and professionally supported.
- HOLA (Hispanic Organization for Leadership and Advancement) -- develops Hispanic leaders, enriches FOX’s diverse culture and drives positive impact.
- BLK+ (plus) -- celebrates our Black colleagues and seeks to build community within through programming and professional development while standing in solidarity with our allies.

- ACE (Asian Community Exchange) -- serves Asian Americans at FOX by advancing our members, championing our stories, and empowering our communities.
- ABLE -- promotes an inclusive environment and culture for our colleagues with disabilities through advocacy and allyship.

FOX has been recognized by many outside organizations for our deep commitment to diversity and inclusion. For example:

- FOX received a 100 percent score in the Human Rights Campaign Foundation's 2021 Corporate Equality Index (CEI) – our third consecutive year earning the top marks. CEI is the Human Rights Campaign Foundation's annual scorecard assessing LGBTQ workplace equality. The score gives FOX the distinction of "Best Places to Work for LGBTQ Equality."
- DiversityComm also recognized FOX as a Top Employer and as a Top LGBTQ+ Friendly Company in 2021.
- Additionally, Black EOE Journal, HISPANIC Network Magazine, Professional WOMAN's Magazine, and U.S. Veterans Magazine and the Disability Equality Index have all listed FOX as a 2021 top employer.
- The Company was appointed to the 2021 Military Friendly® Employer list.
- In 2019, the FOX Flight Team was named the first recipient of the Women And Drones organization's Piloting Innovation Award. In 2020, FOX joined with Women and Drones to sponsor the 2020 FOX Piloting Innovation Award, which provides visibility to women in the drone industry.

Community Impact

FOX employees are deeply engaged in their communities. Nowhere is that more evident than the engagement and involvement of our colleagues who volunteer their time, share their talents, and contribute to worthy causes through our philanthropic platform, FOX Forward. Through volunteer opportunities and service projects, FOX employees support community groups, veterans' organizations, local schools, and families in need, and we encourage our colleagues to donate their time to change-making organizations.

For example, in fiscal 2021, FOX and its employees partnered with the Los Angeles Regional Food Bank and No Kid Hungry to provide hundreds of thousands of meals to children and individuals facing hunger. We also hosted virtual volunteering events with Together We Rise to transform the way children experience foster care, and during the holiday season, FOX worked with U.S. VETS to provide holiday dinners and gifts for veterans and their children. FOX News Media also partnered with The Animation Project for immersive virtual training and mentoring sessions with the aim of helping at-risk youth gain access to career opportunities in the field of visual arts.

Additionally, through vaccine awareness public service announcements and events supporting our local areas, FOX played an active role in helping our communities begin to recover from the impact of COVID-19. FOX News Media, FOX Sports and FOX Entertainment each created PSAs to educate viewers about the safety, efficacy, and importance of receiving a COVID-19 vaccine.

ITEM 1A. RISK FACTORS

Prospective investors should consider carefully the risk factors set forth below before making an investment in the Company's securities.

Risks Related to Macroeconomic Conditions, Our Business and Our Industry

The COVID-19 pandemic and other widespread health emergencies or pandemics could materially adversely affect the Company's business, financial condition or results of operations.

The COVID-19 pandemic has resulted in widespread and continuing negative impacts on the macroeconomic environment and disruption to the Company's business. Weak economic conditions and increased volatility and disruption in the financial markets pose risks to the Company and its business partners, including advertisers whose expenditures tend to reflect overall economic conditions. Although the COVID-19 pandemic did not cause a significant reduction in the Company's advertisers' spending in fiscal 2021, future declines in the economic prospects of advertisers or the economy in general could negatively impact their advertising expenditures further. To date, the Company has not experienced meaningful subscriber declines due to the pandemic. However, there could be industry-wide changes in consumer behavior due to the pandemic, such as increasing numbers of consumers canceling or foregoing subscriptions to MVPD services, that could adversely affect the Company's affiliate fee and advertising revenues.

The Company's business depends on the volume and popularity of the content it distributes, particularly sports content. As a result of the COVID-19 pandemic, there have been cancellations or postponements of live sports events to which the Company has broadcast rights and suspensions of the production of certain entertainment content. These content disruptions have adversely affected the Company's advertising and affiliate revenues and there could be additional adverse impacts on its advertising or affiliate fee revenues in the future. To the extent the COVID-19 or other pandemic further negatively impacts the timing of or the Company's ability to air sports events, particularly MLB, NFL or college sports, it could result in a significantly greater adverse effect on the Company's business, financial condition or results of operations than the Company has experienced thus far.

If there is a significant decline in the Company's estimated revenues or the expected popularity of its programming, it could lead to a downward revision in the value of, among other things, the Company's reporting units, indefinite-lived intangible assets, programming rights and long-lived assets and result in a non-cash impairment charge that is material to the Company's reported net earnings.

More information about these risks is presented below, as well as information about other risks the pandemic may exacerbate, such as those relating to data privacy and security, legal and regulatory changes, damage to the Company's brands and reputation, and the ability to realize the strategic goals of the Company's investments. The COVID-19 pandemic also poses risks related to the Company's workforce and operations and those of its business partners. For example, where possible, Company employees began working remotely in March 2020. The Company expects a portion of its employees will continue to work in a "hybrid" manner on-site and at home which, despite the Company's continuing investment in secure technologies and processes, may subject the Company to increased data security risks. As and when employees return to their places of work, it poses various risks to the Company, including compliance and litigation risks. These workplace changes have subjected the Company to increased operating costs and the Company expects to incur additional such costs in the future.

The magnitude of the impact of the COVID-19 pandemic on the Company remains uncertain and subject to change and will depend on evolving factors the Company may not be able to control or accurately predict. These include the duration and scope of the pandemic (including the extent of future surges, mutations or strains of the disease and the efficacy of vaccination and other efforts to contain the virus or treat its impact); the duration and extent of the pandemic's impact on global and regional economies and economic activity, the pace of economic recovery and the economic and operating conditions facing the Company and others in the pandemic's aftermath; the effect of governmental actions that have been and may continue to be imposed in response to the pandemic; the impact of the pandemic on the health, well-being and productivity of the Company's employees and the Company's ability to conduct its operations; and potential changes in consumer behavior. The COVID-19 pandemic and other widespread health emergencies or pandemics could have a material adverse effect on the Company's business, financial condition or results of operations.

Changes in consumer behavior and evolving technologies and distribution platforms may adversely affect the Company's business, financial condition and results of operations.

The ways in which consumers view content and technology and business models in our industry continue to rapidly evolve and new distribution platforms and increased competition from new entrants and emerging technologies have added to the complexity of maintaining predictable revenue streams. Technological advancements have driven changes in consumer behavior as consumers seek more control over when, where and how they consume content and have affected advertisers' options for reaching their target audiences. Consumer preferences have evolved towards digital services and other subscription services and there has been a substantial increase in the availability of programming with reduced advertising or without advertising at all. Examples include the convergence of television telecasts and digital delivery of programming to televisions and other devices, video-on-demand platforms, user-generated content sites, and simultaneous streaming of telecast content that allows viewers to consume content on demand and in remote locations while avoiding traditional advertisements or subscription payments. As consumers switch to digital consumption of video content, there is still to be developed a consistent, broadly accepted measure of multiplatform audiences across the industry. In addition, consumers are increasingly using time-shifting and advertising-blocking technologies that enable them to fast-forward or circumvent advertisements. Substantial use of these technologies could impact the attractiveness of the Company's programming to advertisers and adversely affect our advertising revenues.

Changes in consumer behavior and technology have also had an adverse impact on traditional MVPDs that deliver the Company's broadcast and cable networks to consumers. Consumers are increasingly turning to alternative offerings, including SVOD and AVOD services and mobile and social media platforms, which has contributed to industry-wide declines in subscribers to traditional MVPD services over the last several years. These declines are expected to continue and possibly accelerate in the future. If consumers increasingly favor alternative offerings over traditional MVPD subscriptions, the Company may continue to experience a decline in viewership and ultimately demand for the programming on its traditional linear networks, which could lead to lower affiliate fee and advertising revenues. Changing distribution models may also negatively impact the Company's ability to negotiate affiliation agreements on favorable terms, which could have an adverse effect on our business, financial condition or results of operations. Our affiliate fee and advertising revenues also may be adversely affected by consumers' use of antennas (and their integration with set-top boxes or other consumer devices) to access broadcast signals to avoid subscriptions.

To remain competitive in this evolving environment, the Company must effectively anticipate and adapt to new market changes. The Company continues to focus on expanding its digital distribution offerings and direct engagement with consumers, including Tubi, FOX Nation and other offerings. However, if the Company fails to protect and exploit the value of its content while responding to, and developing new technology and business models to take advantage of, technological developments and consumer preferences, it could have a significant adverse effect on the Company's business, financial condition and results of operations.

Declines in advertising expenditures could cause the Company's revenues and operating results to decline significantly in any given period or in specific markets.

The Company derives substantial revenues from the sale of advertising, and its ability to generate advertising revenues depends on a number of factors. The strength of the advertising market can fluctuate in response to the economic prospects of specific advertisers or industries, advertisers' spending priorities and the economy in general or the economy of an individual geographic market. In addition, pandemics, natural and other disasters, acts of terrorism, and political uncertainties or hostilities can also lead to a reduction in advertising expenditures as a result of economic uncertainty, disrupted programming and services or reduced advertising spots due to pre-emptions. As described above, the COVID-19 pandemic caused some of the Company's advertisers to reduce their spending in fiscal 2021, which had a negative impact on the Company's advertising revenues.

Major sports events, such as the NFL's *Super Bowl* and the FIFA *World Cup* and the state, congressional and presidential elections cycles also may cause the Company's advertising revenues to vary substantially from year to year. Political advertising expenditures are impacted by the ability and willingness of candidates and political action campaigns to raise and spend funds on advertising and the competitive nature of the elections affecting viewers in markets featuring our programming.

Advertising expenditures may also be affected by changes in consumer behavior and evolving technologies and platforms. There is increasing competition for the leisure time of audiences and demand for the Company's programming as measured by ratings points is a key factor in determining the advertising rates as well as the affiliate rates the Company receives. In addition, as described above, newer technologies and platforms are increasing the number of

media and entertainment choices available to audiences. Some of these technologies and platforms allow users to view programming from a remote location or on a time-delayed basis and provide users the ability to fast-forward, rewind, pause and skip programming and advertisements, which could negatively affect the attractiveness of the Company's offerings to advertisers. The pricing and volume of advertising may also be affected by shifts in spending toward digital and mobile offerings, which can deliver targeted advertising more promptly, from traditional media, or toward newer ways of purchasing advertising such as through automated purchasing, dynamic advertising insertion, third parties selling local advertising spots and advertising exchanges, some or all of which may not be as beneficial to the Company as traditional advertising methods. The Company also generates advertising revenues through its Tubi AVOD service. The market for AVOD advertising campaigns is relatively new and evolving and if this market develops slower or differently than we expect, it could adversely affect our advertising revenues. Declines in advertising revenues may also be caused by regulatory intervention or other third party action that impacts where and when advertising may be placed.

Advertising sales also largely depend on audience measurement and could be negatively affected if measurement methodologies do no not accurately reflect actual viewership levels. Although Nielsen's statistical sampling method is the primary measurement methodology used for our linear television advertising sales, we measure and monetize our digital platforms based on a combination of internal and third-party data, including demographic composite estimates. A consistent, broadly accepted measure of multiplatform audiences across the industry remains to be developed. Although we expect multiplatform measurement innovation and standards to benefit us as the video advertising market continues to evolve, we are still partially dependent on third parties to provide these solutions.

A decrease in advertising expenditures, reduced demand for the Company's programming or the inability to obtain market ratings that adequately measure demand for the Company's content on all platforms could lead to a reduction in pricing and advertising spending, which could have a material adverse effect on the Company's business, financial condition or results of operations.

Because the Company derives a significant portion of its revenues from a limited number of distributors, the failure to enter into or renew affiliation and carriage agreements on favorable terms, or at all, could have a material adverse effect on the Company's business, financial condition or results of operations.

The Company depends on affiliation and carriage arrangements that enable it to reach a large percentage of households through MVPDs and third party-owned television stations. The inability to enter into or renew MVPD arrangements on favorable terms, or at all, or the loss of carriage on MVPDs' basic programming tiers could reduce the distribution of the Company's owned and operated television stations and broadcast and cable networks, which could adversely affect the Company's revenues from affiliate fees and its ability to sell national and local advertising time. The loss of favorable MVPD packaging, positioning, pricing or other marketing opportunities could also negatively impact the Company's revenues from affiliate fees. These risks are exacerbated by consolidation among traditional MVPDs, their increased vertical integration into the cable or broadcast network business and their use of alternative technologies to offer their subscribers access to local broadcast network programming, which have provided traditional MVPDs with greater negotiating leverage. In addition, if the Company and an MVPD reach an impasse in contract renewal negotiations, the Company's networks and owned and operated television stations could become unavailable to the MVPD's subscribers (i.e., "go dark"), which, depending on the length of time and the size of the MVPD, could have a negative impact on the Company's revenues from affiliate fees and advertising.

The Company also depends on the maintenance of affiliation agreements and license agreements with third party-owned television stations to distribute the FOX Network and MyNetworkTV in markets where the Company does not own television stations. Consolidation among television station group owners could increase their negotiating leverage and reduce the number of available distribution partners. There can be no assurance that these affiliation and license agreements will be renewed in the future on terms favorable to the Company. The inability to enter into affiliation or licensing arrangements with third-party owned television stations on favorable terms could reduce distribution of the FOX Network and MyNetworkTV and the inability to enter into such affiliation or licensing arrangements for the FOX Network on favorable terms could adversely affect the Company's affiliate fee revenues and its ability to sell national advertising time.

In addition, the Company has arrangements through which it makes its content available for viewing through third-party online video platforms. If these arrangements are not renewed on favorable or commercially reasonable terms or at all, it could adversely affect the Company's revenues and operating results.

If the number of subscribers to MVPD services continues to decline or such declines accelerate, the Company's affiliate fee and advertising revenues could be negatively affected.

As described above, changes in technology and consumer behavior have contributed to industry-wide declines in the number of subscribers to MVPD services, which have had a negative impact on the number of subscribers to the Company's networks. These industry-wide subscriber declines are expected to continue and possibly accelerate in the future. The majority of the Company's affiliation agreements with MVPDs are multi-year contracts that provide for payments to the Company that are based in part on the number of MVPD subscribers covered by the agreement. If declines in the number of MVPD subscribers are not fully offset by affiliate rate increases, the Company's affiliate fee revenues will be negatively affected. Because MVPD subscriber losses could also decrease the potential audience for the Company's networks, which is a critical factor affecting both the pricing and volume of advertising, future MVPD subscriber declines could also adversely impact the Company's advertising revenues.

The Company is exposed to risks associated with weak economic conditions and increased volatility and disruption in the financial markets.

The U.S. economy has experienced a period of weakness due to the COVID-19 pandemic, which has had and may continue to have an adverse impact on the Company's business, financial condition and results of operations. Factors that affect economic conditions include the rate of unemployment, the level of consumer confidence, changes in consumer spending habits, political and sociopolitical uncertainties and potential changes in trade relationships between the U.S. and other countries. The Company also faces risks associated with the impact of weak economic conditions on advertisers, affiliates, suppliers, wholesale distributors, retailers, insurers and others with which it does business.

Increased volatility and disruptions in the financial markets could make it more difficult and more expensive for the Company to refinance outstanding indebtedness and obtain new financing. The financial markets can experience high levels of volatility and access to capital can be constrained for extended periods of time, and we cannot guarantee that the Company will be able to refinance outstanding indebtedness or obtain financing on terms that are acceptable to the Company or at all. In addition, the Company's access to and cost of borrowing can be affected by the Company's short-term and long-term debt ratings assigned by ratings agencies. If we are not successful in obtaining financing or incur significantly higher borrowing costs than contemplated, it may have a material adverse effect on our business, financial condition or results of operations.

Disruptions in the financial markets can also adversely affect the Company's lenders, insurers, customers and counterparties, including vendors, retailers and other partners. For instance, the inability of the Company's counterparties to obtain capital on acceptable terms could impair their ability to perform under their agreements with the Company and lead to negative effects on the Company, including business disruptions, decreased revenues and increases in bad debt expenses.

The Company's businesses operate in a highly competitive industry.

The Company competes with other companies for high-quality content to reach large audiences and to generate advertising revenue. The Company also competes for distribution on MVPDs and other third-party digital platforms. The Company's ability to attract viewers and advertisers and obtain favorable distribution depends in part on its ability to provide popular programming and adapt to new technologies and distribution platforms, which are increasing the number of content choices available to audiences. The consolidation of advertising agencies, distributors and television service providers also has increased their negotiating leverage and made competition for audiences, advertising revenue, and distribution more intense. Competition for audiences and/or advertising comes from a variety of sources, including broadcast television networks; cable television systems and networks; Internet-delivered platforms such as live streaming, SVOD and AVOD services and mobile, gaming and social media platforms; audio programming; and print and other media. Other television stations or cable networks may change their formats or programming, a new station or new network may adopt a format to compete directly with the Company's stations or networks, or stations or networks might engage in aggressive promotional campaigns. Increased competition in the acquisition of programming may also affect the scope of rights we are able to acquire and the cost of such rights, and the future value of the rights we acquire or retain cannot be predicted with certainty. Entering into or renewing contracts for programming rights or acquiring additional rights may result in increased costs to the Company. With respect to long-term contracts for sports programming rights, our results of operations and cash flows over the term of a contract depend on a number of factors, including the strength of the advertising market, our audience size, the ability to secure distribution from and impose surcharges or obtain carriage on MVPDs for the content, and the timing and amount of our rights payments. There can be no assurance that revenue from acquired rights contracts will exceed our costs for the rights, as well as the other costs of

producing and distributing the programming. There can be no assurance that the Company will be able to compete successfully in the future against existing or potential competitors or that competition or consolidation in the marketplace will not have a material adverse effect on its business, financial condition or results of operations.

Our business is dependent on the popularity of special sports events and the continued popularity of the sports leagues and teams for which we have programming rights.

Our sports business depends on the popularity and success of the sports franchises, leagues and teams for which we have acquired broadcast and cable network programming rights. If a sports league declines in popularity or fails to generate fan enthusiasm, this may negatively impact viewership and advertising and affiliate fee revenues received in connection with our sports programming. Our operating results may be impacted in part by special events, such as the NFL's *Super Bowl*, which is broadcast on the FOX Network on a rotating basis with other networks, the MLB's *World Series* and the FIFA *World Cup*, which occurs every four years (for each of women and men), and other regular and post-season sports events delivered to consumers on our broadcast television and cable networks. Our advertising and affiliate fee revenues are subject to fluctuations based on the dates of sports events and their availability for viewing through our broadcast television and cable networks and the popularity of the competing teams. For example, any decrease in the number of post-season games played in a sports league for which we have acquired broadcast programming rights, or the participation of a smaller-market sports franchise in post-season competition could result in lower advertising revenues for the Company. There can be no assurance that any sports league will continue to generate fan enthusiasm or provide the expected number of regular and post-season games for advertisers and customers, and the failure to do so could result in a material adverse effect on our business, financial condition and results of operations. Additionally, increased competition for the sale of sports event advertising time with other television networks, stations and other advertising platforms, such as digital media, audio and print, may adversely affect the Company's revenues and operating results. A shortfall in the expected popularity of the sports events for which the Company has acquired rights, or in the volume of sports programming the Company expects to distribute, could adversely affect the Company's advertising revenues in the near term and, over a longer period of time, adversely affect affiliate fee revenues.

The inability to renew programming rights, particularly sports programming rights, on sufficiently favorable terms, or at all, could cause the Company's advertising and affiliate fee revenues to decline significantly in any given period or in specific markets.

We enter into long-term contracts for both the acquisition and the distribution of media programming and products, including contracts for the acquisition of programming rights for sports events and other programs, and contracts for the distribution of our programming to content distributors. Programming rights agreements, retransmission consent agreements, carriage contracts and affiliation agreements have varying durations and renewal terms that are subject to negotiation with other parties, the outcome of which is unpredictable. In addition, competition for popular programming rights, and sports programming rights in particular, that are licensed from third parties is intense, and the licenses have varying duration and renewal terms. Moreover, the value of these agreements may also be affected by various league decisions and/or league agreements that we may not be able to control, including a decision to alter the number, frequency and timing of regular and post-season games played during a season. As these contracts expire, we may seek renewals on favorable terms; however, third parties may outbid us for the rights contracts. The loss of rights or renewal on less favorable terms could impact the quality or quantity of the Company's programs, in particular the sports coverage offered by the Company, its cable networks, broadcast stations and affiliates to the FOX Network, and could adversely affect the Company's advertising and affiliate fee revenues. Upon renewal, the Company's results could be adversely affected if escalations in programming rights costs are unmatched by increases in advertising and affiliate fee revenues. In addition, if the Company does not obtain exclusive rights to the programming it distributes, it could negatively impact the Company's advertising and affiliate fee revenues.

Acceptance of the Company's content by the public is difficult to predict, which could lead to fluctuations in revenues.

Television distribution is a speculative business since the revenues derived from the distribution of content depends primarily upon its acceptance by the public, which is difficult to predict. Low public acceptance of the Company's content will adversely affect the Company's results of operations. The commercial success of our programming also depends upon the quality and acceptance of other competing programming, the growing number of alternative forms of entertainment and leisure activities, general economic conditions and their effects on consumer spending and other tangible and intangible factors, all of which can change and cannot be predicted with certainty. Moreover, we must often invest substantial amounts in programming and the acquisition of sports rights before we learn the extent to which the content will earn consumer acceptance. Competition for popular content, particularly sports and entertainment

programming, is intense, and the Company may need to increase the price it pays for popular content rights. The Company's failure to obtain or retain rights to popular content, or a decline in the ratings or popularity of the Company's news, sports or entertainment television programming, which could be a result of the loss of talent or rights to certain programming, could adversely affect advertising revenues in the near term and, over a longer period of time, adversely affect affiliate fee revenues.

Damage to our brands, particularly the FOX brand, or our reputation could have a material adverse effect on our business, financial condition and results of operations.

Our brands, particularly the FOX brand, are among our most valuable assets. We believe that our brand image, awareness and reputation strengthen our relationship with consumers and contribute significantly to the success of our business. Maintaining, further enhancing and extending our brands may require us to make significant investments in marketing, programming or new products, services or events. These investments may not be successful. We may introduce new programming that is not popular with our consumers and advertisers, which may negatively affect our brands. To the extent our content, in particular our live news and sports programming and primetime entertainment programming, is not compelling to consumers, our ability to maintain a positive reputation may be adversely impacted. Governmental scrutiny and fines and significant negative claims or publicity regarding the Company or its operations, content, products, management, employees, practices, advertisers, business partners and culture, including individuals associated with content we create or license, may damage the Company's reputation and brands, even if such claims are untrue. Furthermore, to the extent our marketing, customer service and public relations efforts are not effective or result in negative consumer reaction, our ability to maintain a positive reputation may likewise be adversely impacted. If we are not successful in maintaining or enhancing the image or awareness of our brands, or if our reputation is harmed for any reason, it could have a material adverse effect on our business, financial condition and results of operations.

Our investments in new businesses, products, services and technologies through acquisitions and other strategic investments present many risks, and we may not realize the financial and strategic goals we had contemplated, which could adversely affect our business, financial condition and results of operations.

We have acquired and invested in, and expect to continue acquiring and investing in, new businesses, products, services and technologies that complement, enhance or expand our current businesses or otherwise offer us growth opportunities. Such acquisitions and strategic investments may involve significant risks and uncertainties, including insufficient revenues from an investment to offset any new liabilities assumed and expenses associated with the investment; a failure of the investment or acquired business to perform as expected, meet financial projections or achieve strategic goals; a failure to further develop an acquired business, product, service or technology; unidentified issues not discovered in our due diligence that could cause us to not realize anticipated benefits or to incur unanticipated liabilities; difficulties in integrating the operations, personnel, technologies and systems of acquired businesses; the potential loss of key employees or customers of acquired businesses; the diversion of management attention from current operations; and compliance with new regulatory regimes. Because acquisitions and investments are inherently risky and their anticipated benefits or value may not materialize, our acquisitions and investments may adversely affect our business, financial condition and results of operations.

The loss of key personnel, including talent, could disrupt the management or operations of the Company's business and adversely affect its revenues.

The Company's business depends upon the continued efforts, abilities and expertise of its Chairman K. Rupert Murdoch and Executive Chairman and Chief Executive Officer Lachlan K. Murdoch, and other key employees and news, sports and entertainment personalities. The Company believes that the unique combination of skills and experience possessed by its executive officers would be difficult to replace and that the loss of its executive officers could have a material adverse effect on the Company, including the impairment of the Company's ability to execute successfully its business strategy. Additionally, the Company employs or independently contracts with several news, sports and entertainment personalities with significant, loyal audiences. News, sports and entertainment personalities are sometimes significantly responsible for the ranking of programming on a television station or cable network and, therefore, a significant influence on the ability of the station or network to sell advertising. The Company's broadcast television stations and cable networks deliver programming with highly regarded on-air talent who are important to attracting and retaining audiences for the distributed news, sports and entertainment content. There can be no assurance that these news, sports and entertainment personalities will remain with us or retain their current appeal, or that the costs associated with retaining this and new talent will be favorable or acceptable to us. If the Company fails to retain or attract these personalities and talent or they lose their current audiences or advertising partners, the Company's business, financial condition and results of operations could be adversely affected.

Labor disputes involving our own employees or those at businesses we depend on may disrupt our operations and adversely affect the Company's business, financial condition and results of operations.

In a variety of the Company's businesses, the Company and its partners engage the services of trade employees and others who are subject to collective bargaining agreements. If the Company or its partners are unable to renew expiring collective bargaining agreements, the affected unions could take action in the form of strikes or work stoppages. Such actions, as well as higher costs in connection with these collective bargaining agreements or a significant labor dispute, could have an adverse effect on the Company's business by causing delays in production or reducing profit margins. Moreover, the Company has certain collective bargaining agreements, which are industry-wide agreements, and the Company may lack practical control over the negotiations and terms of the agreements in dispute.

In addition, our broadcast television and cable networks have programming rights agreements of varying scope and duration with various sports leagues to broadcast and produce sports events, including certain college football and basketball, NFL and MLB games. Any labor disputes that occur in any sports league for which we have the rights to broadcast live games or events may preclude us from airing or otherwise distributing scheduled games or events, resulting in decreased revenues, which could adversely affect our business, revenue and results of operations.

The Company could suffer losses due to asset impairment charges for goodwill, intangible assets and programming.

The Company performs an annual impairment assessment of its recorded goodwill and indefinite-lived intangible assets, including FCC licenses. The Company also continually evaluates whether current factors or indicators, such as the prevailing conditions in the capital markets, require the performance of an interim impairment assessment of those assets, as well as other investments and other long-lived assets. Any significant shortfall, now or in the future, in advertising revenue and/or the expected popularity of our programming could lead to a downward revision in the fair value of certain reporting units. A downward revision in the fair value of a reporting unit, indefinite-lived intangible assets, programming rights, investments or long-lived assets could result in a non-cash impairment charge. Any such charge could be material to the Company's reported net earnings.

Risks Relating to Cybersecurity, Piracy, Privacy and Data Protection

The degradation, failure or misuse of the Company's network and information systems and other technology could cause a disruption of services or improper disclosure of personal data or other confidential information, resulting in increased costs, liabilities or loss of revenue.

Cloud services, content delivery and other networks, information systems and other technologies that we or our vendors or other partners use, including technology systems used in connection with the production and distribution of our content (the "Systems"), are critical to our business activities, and shutdowns or disruptions of, and cybersecurity attacks on, the Systems pose increasing risks. Disruptions to the Systems, such as computer hacking and phishing, theft, computer viruses, ransomware, worms or other destructive software, process breakdowns, denial of service attacks or other malicious activities, as well as power outages, natural or other disasters (including extreme weather), terrorist activities or human error, may affect the Systems and could result in disruption of our services, misappropriation, misuse, alteration, theft, loss, leakage, falsification, and accidental or premature release or improper disclosure of confidential or other information, including intellectual property and personal data (of third parties, employees and users of our streaming services and other digital properties) contained on the Systems. While we continue to develop, implement and maintain security measures seeking to prevent unauthorized access to or misuse of the Systems, such efforts are costly, require ongoing monitoring and updating and may not be successful in preventing these events from occurring given that the techniques used to access, disable or degrade service or sabotage systems change frequently and become more sophisticated and targeted. In addition, the Company's recovery and business continuity plans may not be adequate to address any cybersecurity incidents that occur. The Company's high profile sports and entertainment programming and its extensive news coverage of elections, sociopolitical events and public controversies subject us to heightened cybersecurity risks. Although no cybersecurity incident has been material to the Company's businesses to date, we expect to continue to be subject to cybersecurity threats and there can be no assurance that we will not experience a material incident. Any cybersecurity incidents could result in a disruption of our operations, customer or advertiser dissatisfaction, damage to our reputation or brands, regulatory investigations, claims, lawsuits or loss of customers or revenue, and the Company may also be subject to liability under relevant contractual obligations and laws and regulations protecting personal data and may be required to expend significant resources to defend, remedy and/or address any incidents. The Company may not have adequate insurance coverage to compensate it for any losses that may occur.

Technological developments may increase the threat of content piracy and signal theft and limit the Company's ability to protect its intellectual property rights.

Content piracy and signal theft present a threat to the Company's revenues from products and services, including television shows, cable and other programming. The Company seeks to limit the threat of content piracy as well as cable and direct broadcast satellite programming signal theft; however, policing unauthorized use of the Company's products and services and related intellectual property is often difficult and the steps taken by the Company may not in every case prevent infringement. Developments in technology, including digital copying, file compression technology, growing penetration of high-bandwidth Internet connections, increased availability and speed of mobile data networks, and new devices and applications that enable unauthorized access to content, increase the threat of content piracy by making it easier to access, duplicate, widely distribute and store high-quality pirated material. In addition, developments in software or devices that circumvent encryption technology and the falling prices of devices incorporating such technologies increase the threat of unauthorized use and distribution of direct broadcast satellite programming signals and the proliferation of user-generated content sites and live and stored video streaming sites, which deliver unauthorized copies of copyrighted content, including those emanating from other countries in various languages, may adversely impact the Company's businesses. The proliferation of unauthorized distribution and use of the Company's content could have an adverse effect on the Company's businesses and profitability because it reduces the revenue that the Company could potentially receive from the legitimate sale and distribution of its products and services.

The Company takes a variety of actions to combat piracy and signal theft, both individually and, in some instances, together with industry associations, but the protection of the Company's intellectual property rights depends on the scope and duration of the Company's rights as defined by applicable laws in the U.S. and abroad and how those laws are construed. If those laws are interpreted in ways that limit the extent or duration of the Company's rights or if existing laws are changed, the Company's ability to generate revenue from intellectual property may decrease or the cost of obtaining and enforcing our rights may increase. A change in the laws of one jurisdiction may also have an impact on the Company's overall ability to protect its intellectual property rights across other jurisdictions. The Company's efforts to enforce its rights and protect its products, services and intellectual property may not be successful in preventing content piracy or signal theft. Further, while piracy and the proliferation of piracy-enabling technology tools continue to escalate, if any laws intended to combat piracy and protect intellectual property are repealed, weakened or not adequately enforced, or if the applicable legal systems fail to evolve and adapt to new technologies that facilitate piracy, we may be unable to effectively protect our rights and the value of our intellectual property may be negatively impacted, and our costs of enforcing our rights could increase.

The Company is subject to complex laws, regulations, rules, industry standards, and contractual obligations related to privacy and personal data protection, which are evolving, inconsistent and potentially costly.

We are subject to U.S. federal and state laws, as well as laws from other countries, relating to the collection, use, disclosure, and security of personal information. For example, the California Consumer Privacy Act imposes broad obligations on businesses' collection, use, handling, and disclosure of personal information of California residents and imposes fines for noncompliance. The E.U. and other countries also have privacy and data security legislation, with significant penalties for violations, that apply to certain of the Company's operations. New privacy and data protection laws continue to be introduced and interpretations of existing privacy laws, some of which may be inconsistent with one another, continue to evolve. Although the Company expends significant resources to comply with privacy and data protection laws, we may be subject to regulatory or other legal action despite these efforts. Any such action could result in damage to our reputation or brands, loss of customers or revenue, and other negative impacts to our operations. The Company may also be subject to liability under relevant contractual obligations and may be required to expend significant resources to defend, remedy and/or address any claims. The Company may not have adequate insurance coverage to compensate it for any losses that may occur. For more information, see Item 1, "Government Regulation – Privacy and Information Regulation."

Risks Relating to Legal and Regulatory Matters

Changes in U.S. communications laws or other regulations may have an adverse effect on the Company's business, financial condition and results of operations.

The Company is subject to a variety of regulations in the jurisdictions in which its businesses operate. In general, the television broadcasting and traditional MVPD industries in the U.S. are highly regulated by federal laws and regulations issued and administered by various federal agencies, including the FCC. The FCC generally regulates, among other things, the ownership of media, broadcast and multichannel video programming and technical operations of broadcast licensees. For example, the Company is required to apply for and operate in compliance with licenses from the FCC to

operate a television station, purchase a new television station, or sell an existing television station, with licenses generally subject to an eight-year renewable term. Our program services and online properties are subject to a variety of laws and regulations, including those relating to issues such as content regulation, user privacy and data protection, and consumer protection. Further, the United States Congress, the FCC and state legislatures currently have under consideration, and may in the future adopt, new laws, regulations and policies regarding a wide variety of matters, including technological changes and measures relating to network neutrality, privacy and data security, which could, directly or indirectly, affect the operations and ownership of the Company's media properties. Any restrictions on political or other advertising may adversely affect the Company's advertising revenues. In addition, some policymakers maintain that traditional MVPDs should be required to offer a la carte programming to subscribers on a network by network basis or "family friendly" programming tiers. Unbundling packages of program services may increase both competition for carriage on distribution platforms and marketing expenses, which could adversely affect the business, financial condition and results of operations of the Company's cable networks. The threat of regulatory action or increased scrutiny that deters certain advertisers from advertising or reaching their intended audiences could adversely affect advertising revenue. Similarly, new federal or state laws or regulations or changes in interpretations of federal or state law or in regulations imposed by the U.S. government could require changes in the operations or ownership of our business and have a material adverse effect on our business, financial condition or results of operations.

The Company may be subject to investigations or fines from governmental authorities, including under FCC rules and policies, or delays in our renewal and other applications with the FCC.

FCC rules prohibit the broadcast of obscene material at any time and indecent or profane material on television or radio broadcast stations between the hours of 6 a.m. and 10 p.m. The FCC has indicated that, in addition to issuing fines to licensees, it would consider initiating license revocation proceedings for "serious" indecency violations. We air a significant amount of live news reporting and live sports coverage on our broadcast television stations and networks and a portion of our content is under the control of our on-air talent. The Company cannot predict whether information delivered by our stations and on-air talent could violate FCC rules related to indecency, which had been found to be unconstitutionally vague by the U.S. Supreme Court, especially given the spontaneity of live news and sports programming. Violation of the FCC's indecency rules could subject us to government investigation, penalties, license revocation, or renewal or qualification proceedings, which could have a material adverse effect on our business, financial condition and results of operations.

The Communications Act and FCC regulations limit the ability of non-U.S. citizens and certain other persons to invest in us.

The Company owns broadcast station licensees in connection with its ownership and operation of U.S. television stations. Under the Communications Act of 1934, as amended, which we refer to as the Communications Act, and the FCC rules, without the FCC's prior approval, no broadcast station licensee may be owned by a corporation if more than 25% of its stock is owned or voted by non-U.S. persons, their representatives, or by any other corporation organized under the laws of a foreign country. The Company's amended and restated certificate of incorporation authorizes the Board of Directors to take action to prevent, cure or mitigate the effect of stock ownership above the applicable foreign ownership threshold, including: refusing to permit any transfer of common stock to or ownership of common stock by a non-U.S. stockholder; voiding a transfer of common stock to a non-U.S. stockholder; suspending rights of stock ownership if held by a non-U.S. stockholder; or redeeming common stock held by a non-U.S. stockholder. We are currently in compliance with applicable U.S. law and continue to monitor our foreign ownership based on our assessment of the information reasonably available to us, but we are not able to predict whether we will need to take action pursuant to our amended and restated certificate of incorporation. The FCC could review the Company's compliance with applicable U.S. law in connection with its consideration of the Company's renewal applications for licenses to operate the broadcast stations the Company owns.

The failure or destruction of satellites or transmitter facilities the Company depends on to distribute its programming could materially adversely affect its businesses and results of operations, as could changes in FCC regulations governing the availability and use of satellite transmission spectrum.

The Company uses satellite systems to transmit its broadcast and cable networks to affiliates. The distribution facilities include uplinks, communications satellites and downlinks. Transmissions may be disrupted as a result of local disasters, including extreme weather, that impair on-ground uplinks or downlinks, or as a result of an impairment of a satellite. Currently, there are a limited number of communications satellites available for the transmission of programming. If a disruption occurs, failure to secure alternate distribution facilities in a timely manner could have a material adverse effect on the Company's businesses and results of operations. Each of the Company's television stations and cable

networks uses studio and transmitter facilities that are subject to damage or destruction. Failure to restore such facilities in a timely manner could have a material adverse effect on the Company's businesses and results of operations. Further, changes in FCC regulations have reduced the availability and use of satellite transmission spectrum. In 2020, the FCC began reallocating and "re-packing" a band of satellite transmission spectrum known as the "C-Band" used by the television industry to transmit programming in order to free up spectrum for the next generation of commercial wireless broadband services. This has reduced the availability and use of satellite transmission spectrum for the television industry, and additional changes in FCC regulations could lead to further reductions. The decreased availability of satellite transmission spectrum could diminish the quality of and increase interference to our transmissions, which could significantly hinder the Company's ability to deliver its programming to broadcast affiliates and traditional MVPDs.

The Company could be subject to significant tax liabilities.

We are subject to taxation in U.S. federal, state and local jurisdictions. Changes in tax laws, regulations, practices or the interpretations thereof (including changes in legislation currently being considered) could affect the Company's results of operations. Judgment is required in evaluating and estimating our provision and accruals for taxes. In addition, transactions occur during the ordinary course of business or otherwise for which the ultimate tax determination is uncertain.

Tax returns are routinely audited, tax-related litigation or settlements may occur, and certain jurisdictions may assess income tax liabilities against us. The final outcomes of tax audits, investigations, and any related litigation could result in materially different tax recognition from our historical tax provisions and accruals. These outcomes could conflict with private letter rulings, opinions of counsel or other interpretations provided to the Company. If these matters are adversely resolved, we may be required to recognize additional charges to our tax provisions and pay significant additional amounts with respect to current or prior periods or our taxes in the future could increase, which could have a material adverse effect on our financial condition or results of operations.

Unfavorable litigation or governmental investigation results could require us to pay significant amounts or lead to onerous operating procedures.

We are subject from time to time to a number of lawsuits, including claims relating to competition, intellectual property rights, employment and labor matters, personal injury and property damage, free speech, customer privacy, regulatory requirements, and advertising, marketing and selling practices. Greater constraints on the use of arbitration to resolve certain of these disputes could adversely affect our business. We also spend substantial resources complying with various regulatory and government standards, including any related investigations and litigation. We may incur significant expenses defending any such suit or government charge and may be required to pay amounts or otherwise change our operations in ways that could adversely impact our businesses, results of operations or financial condition.

Risks Relating to Our Ownership Structure

Certain of the Company's directors and officers may have actual or potential conflicts of interest because of their equity ownership in News Corp or because they also serve as officers and/or on the board of directors of News Corp.

Certain of the Company's directors and executive officers own shares of common stock of News Corporation, which we refer to as News Corp, and the individual holdings may be significant for some of these individuals compared to their total assets. In addition, certain of the Company's officers and directors also serve as officers and/or as directors of News Corp, including our Chairman, K. Rupert Murdoch, who serves as News Corp's Executive Chairman, and our Executive Chairman and Chief Executive Officer, Lachlan K. Murdoch, who serves as News Corp's Co-Chairman. This ownership of or service to both companies may create, or may create the appearance of, conflicts of interest when these directors and officers are faced with decisions that could have different implications for News Corp and the Company. In addition to any other arrangements that the Company and News Corp may agree to implement, the Company and News Corp have agreed that officers and directors who serve at both companies will recuse themselves from decisions where conflicts arise due to their positions at both companies.

Our amended and restated by-laws acknowledge that our directors and officers, as well as certain of our stockholders, including K. Rupert Murdoch, certain members of his family and certain family trusts (so long as such persons continue to own, in the aggregate, 10% or more of the voting stock of each of News Corp and the Company), each of which we refer to as a covered stockholder, are or may become stockholders, directors, officers, employees or agents of News Corp and certain of its affiliates. Our amended and restated by-laws provide that any such overlapping

person will not be liable to us, or to any of our stockholders, for breach of any fiduciary duty that would otherwise exist because such individual directs a corporate opportunity to News Corp instead of us. The provisions in our amended and restated by-laws could result in an overlapping person submitting any corporate opportunities to News Corp instead of us.

Certain provisions of the Company's amended and restated certificate of incorporation, amended and restated by-laws, Delaware law, the Company's stockholder rights agreement and the ownership of the Company's common stock by the Murdoch Family Trust may discourage takeovers and the concentration of ownership will affect the voting results of matters submitted for stockholder approval.

The Company's amended and restated certificate of incorporation and amended and restated by-laws contain certain anti-takeover provisions that may make more difficult or expensive a tender offer, change in control, or takeover attempt that is opposed by the Company's Board of Directors or certain stockholders holding a significant percentage of the voting power of the Company's outstanding voting stock. In particular, the amended and restated certificate of incorporation and amended and restated by-laws provide for, among other things:

- a dual class common equity capital structure, in which holders of FOX class A common stock can vote only in very specific, limited circumstances;
- a prohibition on stockholders taking any action by written consent without a meeting (unless there are three record holders or fewer);
- special stockholders' meeting to be called only by a majority of the Board of Directors, the Chairman or vice or deputy chairman, or upon the written request of holders of not less than 20% of the voting power of our outstanding voting stock;
- the requirement that stockholders give the Company advance notice to nominate candidates for election to the Board of Directors or to make stockholder proposals at a stockholders' meeting;
- the requirement of an affirmative vote of at least 65% of the voting power of the Company's outstanding voting stock to amend or repeal our amended and restated by-laws;
- restrictions on the transfer of the Company's shares; and
- the Board of Directors to issue, without stockholder approval, preferred stock and series common stock with such terms as the Board of Directors may determine.

These provisions could discourage potential acquisition proposals and could delay or prevent a change in control of the Company, even in the case where a majority of the stockholders may consider such proposals desirable.

Further, as a result of his ability to appoint certain members of the board of directors of the corporate trustee of the Murdoch Family Trust, which beneficially owns less than one percent of the outstanding FOX class A common stock and 40.6% of FOX class B common stock, K. Rupert Murdoch may be deemed to be a beneficial owner of the shares beneficially owned by the Murdoch Family Trust. K. Rupert Murdoch, however, disclaims any beneficial ownership of these shares. Also, K. Rupert Murdoch beneficially owns or may be deemed to beneficially own an additional less than one percent of FOX class B common stock and 1.5% of FOX class A common stock. Thus, K. Rupert Murdoch may be deemed to beneficially own in the aggregate 1.5% of FOX class A common stock and 41.2% of FOX class B common stock.

This concentration of voting power could discourage third parties from making proposals involving an acquisition of the Company. Additionally, the ownership concentration of FOX class B common stock by the Murdoch Family Trust increases the likelihood that proposals submitted for stockholder approval that are supported by the Murdoch Family Trust will be adopted and proposals that the Murdoch Family Trust does not support will not be adopted, whether or not such proposals to stockholders are also supported by the other holders of FOX class B common stock. Furthermore, the adoption of the stockholder rights agreement prevents, unless the Company's board of directors otherwise determines at the time, other potential stockholders from acquiring a similar ownership position in the Company's class B common stock and, accordingly, could prevent a meaningful challenge to the Murdoch Family Trust's influence over matters submitted for stockholder approval.

The Company's Board of Directors has approved a $4 billion stock repurchase program for the FOX class A common stock and FOX class B common stock, which could increase the percentage of FOX class B common stock held by the Murdoch Family Trust. The Company has entered into a stockholders agreement with the Murdoch Family Trust pursuant to which the Company and the Murdoch Family Trust have agreed not to take actions that would result in the

Murdoch Family Trust and Murdoch family members together owning more than 44% of the outstanding voting power of the shares of FOX class B common stock or would increase the Murdoch Family Trust's voting power by more than 1.75% in any rolling 12-month period. The Murdoch Family Trust would forfeit votes to the extent necessary to ensure that the Murdoch Family Trust and the Murdoch family collectively do not exceed 44% of the outstanding voting power of the Class B shares, except where a Murdoch family member votes their own shares differently from the Murdoch Family Trust on any matter.

Risks Related to the Company's Separation from 21CF

The Company may be unable to achieve some or all of the benefits it expects to achieve as a standalone, publicly traded company.

Following the Transaction, the Company may be more susceptible to market fluctuations and other adverse events than the Company would have otherwise been while it was still part of 21CF. As part of 21CF, the Company enjoyed certain benefits from 21CF's scale, operating diversity and access to capital, which are no longer available. As a standalone, publicly traded company, we expect to benefit from, among other things, sharpened focus on the financial and operational resources of the Company's businesses, which allows management to design and implement a capital structure, corporate strategies and policies that are based primarily on the business characteristics and strategic opportunities of the FOX businesses. We believe this will allow us to respond more effectively to industry dynamics and to create effective incentives for management and employees that are more closely tied to FOX's business performance. If we fail to achieve some or all of the benefits that we expect to achieve as a standalone, publicly traded company or such benefits are delayed, our business, financial condition and results of operations could be adversely affected. As a result of the separation, the Company is in the process of completing an upgrade to its systems, including information technology. If the Company is unable to successfully complete the upgrade to its systems, the Company's ability to comply with its financial reporting requirements and other rules applicable to public companies could be impaired and the Company's business, financial condition or results of operations could be adversely affected.

The Company has a limited operating history as a standalone, publicly traded company, and the Company's historical financial information for periods prior to the date of the Transaction is not necessarily representative of the results the Company would have achieved as a standalone, publicly traded company and may not be a reliable indicator of the Company's future results.

The Company derived the historical financial information for periods prior to the date of the Transaction (the "Pre-Transaction Periods") from 21CF's consolidated financial statements, and this information does not necessarily reflect the results of operations and financial position the Company would have achieved as a standalone, publicly traded company during the Pre-Transaction Periods presented, or those that it will achieve in the future. This is primarily because of the following factors:

- Prior to the Transaction, the Company operated as part of 21CF's broader corporate organization, and 21CF provided various corporate services for the Company, including information technology, tax administration, treasury activities, accounting, benefits administration, legal and ethics and compliance program administration. The Company's historical financial information for the Pre-Transaction Periods reflects allocations of corporate expenses from 21CF for these and similar services. These allocations may not reflect the costs the Company currently incurs, and will incur in the future, resulting from changes associated with the Company's establishment as a standalone, publicly traded company, including changes in its cost structure, personnel needs, tax structure, financing and business operations.
- The Company entered into transactions with 21CF that did not exist prior to the Transaction, including transition services, which caused the Company to incur new costs.
- In addition, the Company may incur increased costs as a result of the loss of synergies the Company previously enjoyed by operating as part of 21CF. Following the Transaction, the Company has been responsible for the additional costs associated with being a standalone, publicly traded company, including costs related to corporate governance, investor and public relations and public reporting.

Therefore, the Company's historical financial statements relating to the Pre-Transaction Periods may not be indicative of the Company's performance as a standalone, publicly traded company.

The indemnification arrangements the Company entered into with 21CF in connection with the Transaction may require the Company to divert cash to satisfy indemnification obligations to 21CF. The indemnification from 21CF may not be sufficient to insure the Company against the full amount of liabilities that have been allocated to 21CF.

Pursuant to the agreements the Company and 21CF entered into in connection with the Transaction, 21CF will indemnify the Company for certain liabilities and the Company will indemnify 21CF for certain liabilities. Payments pursuant to these indemnities may be significant and could negatively impact our business. Third parties could also seek to hold the Company responsible for any of the liabilities of the businesses that were retained by 21CF in connection with the Transaction. 21CF has agreed to indemnify the Company for such liabilities, but such indemnity from 21CF may not be sufficient to protect the Company against the full amount of such liabilities, and 21CF may not be able to fully satisfy its indemnification obligations. Moreover, even if the Company ultimately succeeds in recovering from 21CF any amounts for which it is held liable, the Company may be temporarily required to bear these losses itself. Each of these risks could negatively affect our business, financial condition, results of operations and cash flows.

The Company could be liable for income taxes owed by 21CF.

Each member of the 21CF consolidated group, which, prior to the Transaction, included 21CF, the Company and 21CF's other subsidiaries, is jointly and severally liable for the U.S. federal income and, in certain jurisdictions, state tax liabilities of each other member of the consolidated group for periods prior to and including the Transaction. Consequently, the Company could be liable in the event any such liability is incurred, and not discharged, by any other member of what was previously the 21CF consolidated group. The tax matters agreement entered into in connection with the Transaction requires 21CF and/or Disney to indemnify the Company for any such liability. Disputes or assessments could arise during future audits by the taxing authorities in amounts that the Company cannot quantify.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

FOX owns the FOX Studio Lot in Los Angeles, California. The historic lot is located on over 50 acres of land and has over 1.85 million square feet of space for both administration and production/post-production services available to service a wide array of industry clients, including 15 sound stages, two broadcast studios, theaters and screening rooms, editing rooms and other television and film production facilities. The FOX Studio Lot provides two primary revenue streams — the lease of a portion of the office space to 21CF and other third parties and the operation of studio facilities for third party productions, which until 2026 will predominantly be Disney productions.

In addition to the FOX Studio Lot in Los Angeles, California, FOX also owns and leases various real properties, primarily in the U.S., that are utilized in the conduct of its businesses. Each of these properties is considered to be in good condition, adequate for its purpose and suitably utilized according to the individual nature and requirements of the relevant operations. FOX's policy is to improve and replace property as considered appropriate to meet the needs of the individual operations.

ITEM 3. LEGAL PROCEEDINGS

See Note 14—Commitments and Contingencies to the accompanying Consolidated Financial Statements of FOX under the heading "Contingencies" for a discussion of the Company's legal proceedings.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Fox Corporation's Class A Common Stock, par value $0.01 per share (the "Class A Common Stock"), and Class B Common Stock, par value $0.01 per share (the "Class B Common Stock" and, together with the Class A Common Stock, the "Common Stock"), are listed and traded on The Nasdaq Global Select Market under the symbols "FOXA" and "FOX," respectively. As of June 30, 2021, there were approximately 17,700 holders of record of shares of Class A Common Stock and approximately 4,700 holders of record of shares of Class B Common Stock.

Below is a summary of the Company's repurchases of its Class A Common Stock and Class B Common Stock during fiscal 2021:

	Total number of shares purchased[a]	Average price paid per share[b]	Approximate dollar value of shares that may yet be purchased under the program[b][c]
			(in millions)
Total first quarter fiscal 2021			
Class A common stock[d]	7,045,530	$ 27.26	
Class B common stock[d]	2,838,969	27.45	
Total second quarter fiscal 2021			
Class A common stock	3,589,464	27.87	
Class B common stock	1,736,914	28.13	
Total third quarter fiscal 2021			
Class A common stock	6,531,112	34.39	
Class B common stock	2,408,437	33.84	
Total fourth quarter fiscal 2021			
Class A common stock	5,153,043	37.50	
Class B common stock	2,272,479	36.15	
Total fiscal 2021			
Class A common stock[d]	22,319,149	31.81	
Class B common stock[d]	9,256,799	31.37	
	31,575,948		$ 2,400

(a) The Company has not made any purchases of Common Stock other than in connection with the publicly announced stock repurchase program described below.

(b) These amounts exclude any fees, commissions or other costs associated with the share repurchases.

(c) On November 6, 2019, the Company announced that its Board of Directors (the "Board") had authorized a stock repurchase program providing for the repurchase of $2 billion of the Company's Common Stock. On June 17, 2021, the Company announced that the Board had authorized the repurchase of an additional $2 billion of the Company's Common Stock. The program has no time limit and may be modified, suspended or discontinued at any time.

(d) In connection with the stock repurchase program, the Company entered into two accelerated share repurchase ("ASR") agreements to repurchase $154 million of Class A Common Stock and $66 million of Class B Common Stock in August 2020. In accordance with the ASR agreements, in August 2020, the Company paid a third-party financial institution $154 million and $66 million and received deliveries of approximately 5.6 million and 2.4 million shares of Class A Common Stock and Class B Common Stock, respectively. (See Note 11—Stockholders' Equity to the accompanying Consolidated and Combined Financial Statements of FOX under the heading "Stock Repurchase Program" for more information).

In total, the Company repurchased approximately 32 million shares of Common Stock for $1 billion during fiscal 2021.

ITEM 6. SELECTED FINANCIAL DATA

The selected consolidated and combined financial data should be read in conjunction with “Item 7—Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Item 8—Financial Statements and Supplementary Data” and the other financial information included elsewhere herein.

	For the years ended June 30,				
	2021[a]	2020[a]	2019[a]	2018[b]	2017[c]
	(in millions, except per share data)				
STATEMENT OF OPERATIONS DATA					
Revenues	$ 12,909	$ 12,303	$ 11,389	$ 10,153	$ 9,921
Net income attributable to Fox Corporation stockholders	$ 2,150	$ 999	$ 1,595	$ 2,187	$ 1,372
Net income attributable to Fox Corporation stockholders per share - basic[d]	$ 3.64	$ 1.63	$ 2.57	$ 3.52	$ 2.21
Net income attributable to Fox Corporation stockholders per share - diluted[d]	$ 3.61	$ 1.62	$ 2.57	$ 3.52	$ 2.21
Cash dividend per share	$ 0.46	$ 0.46	$ 0.23	$ -	$ -

	As of June 30,				
	2021	2020	2019	2018	2017
	(in millions)				
BALANCE SHEET DATA					
Cash and cash equivalents	$ 5,886	$ 4,645	$ 3,234	$ 2,500	$ 19
Total assets	22,926	21,750	19,509	13,121	10,348
Borrowings	7,951	7,946	6,751	-	-
Fox Corporation stockholders' equity	11,123	10,094	9,947	9,594	6,093

(a) See Notes 1, 2, 3, 4, 5 and 21 to the accompanying Consolidated and Combined Financial Statements of FOX for information with respect to significant acquisitions, disposals, accounting changes, restructuring charges, programming write-downs and other transactions during fiscal 2021, 2020 and 2019.

(b) In fiscal 2018, as part of a voluntary auction to reclaim television broadcast station spectrum concluded by the Federal Communications Commission (“FCC”) in March 2017, FOX recorded a pre-tax gain of $102 million related to the portion of spectrum relinquished to the FCC, which was included in Other, net in the Combined Statement of Operations for fiscal 2018.

(c) In fiscal 2017, FOX recorded restructuring charges of $160 million primarily related to costs in connection with management and employee transitions and restructuring at the Cable Network Programming segment.

(d) On March 19, 2019, the date of the Distribution, 621 million shares of the Company’s Common Stock were distributed to 21CF stockholders (other than holders that were subsidiaries of 21CF). These 621 million shares have been utilized for the calculation of basic and diluted earnings per share for all periods presented that ended prior to the date of the Distribution as no shares of common stock or equity-based awards of the Company were outstanding prior to that date (See Note 2—Summary of Significant Accounting Policies to the accompanying Consolidated and Combined Financial Statements of FOX under the heading “Earnings per share”).

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Readers should carefully review this document and the other documents filed by Fox Corporation ("FOX" or the "Company") with the Securities and Exchange Commission (the "SEC"). This section should be read together with the consolidated and combined financial statements and related notes appearing elsewhere in this Annual Report on Form 10-K. The consolidated and combined financial statements are referred to as the "Financial Statements" herein.

INTRODUCTION

The Distribution

On March 19, 2019, the Company became a standalone publicly traded company through the pro rata distribution by Twenty-First Century Fox, Inc. (now known as TFCF Corporation) ("21CF") of all of the issued and outstanding common stock of FOX to 21CF stockholders (other than holders that were subsidiaries of 21CF) (the "Distribution") in accordance with the Amended and Restated Distribution Agreement and Plan of Merger, dated as of June 20, 2018, by and between 21CF and 21CF Distribution Merger Sub, Inc. Following the Distribution, 354 million and 266 million shares of the Company's Class A Common Stock, par value $0.01 per share (the "Class A Common Stock"), and Class B Common Stock, par value $0.01 per share (the "Class B Common Stock" and, together with the Class A Common Stock, the "Common Stock"), respectively, began trading independently on The Nasdaq Global Select Market. In connection with the Distribution, the Company entered into the Separation and Distribution Agreement, dated as of March 19, 2019 (the "Separation Agreement"), with 21CF, which effected the internal restructuring (the "Separation") whereby 21CF transferred to FOX a portfolio of 21CF's news, sports and broadcast businesses, including FOX News Media (consisting of FOX News and FOX Business), FOX Entertainment, FOX Sports, FOX Television Stations, and sports cable networks FS1, FS2, FOX Deportes and Big Ten Network, and certain other assets, and FOX assumed from 21CF the liabilities associated with such businesses and certain other liabilities. The Separation and the Distribution were effected as part of a series of transactions contemplated by the Amended and Restated Merger Agreement and Plan of Merger, dated as of June 20, 2018 (the "21CF Disney Merger Agreement"), by and among 21CF, The Walt Disney Company ("Disney") and certain subsidiaries of Disney, pursuant to which, among other things, 21CF became a wholly-owned subsidiary of Disney.

Pursuant to the 21CF Disney Merger Agreement, immediately prior to the Distribution, the Company paid to 21CF a dividend in the amount of $8.5 billion (the "Dividend"). The final determination of the taxes in respect of the Separation and the Distribution for which the Company is responsible pursuant to the 21CF Disney Merger Agreement and a prepayment of the estimated taxes in respect of divestitures (collectively, the "Transaction Tax") was $6.5 billion. Following the Distribution, on March 20, 2019 the Company received a cash payment in the amount of $2.0 billion from Disney, which had the net effect of reducing the Dividend the Company paid to 21CF. The Transaction Tax included a prepayment of the Company's share of the estimated tax liabilities resulting from the anticipated divestitures by Disney of certain assets, principally the FOX Sports Regional Sports Networks ("RSNs"), which were sold by Disney during calendar year 2019. This prepayment was in the amount of approximately $700 million and is subject to adjustment in the future, when the actual amounts of all such tax liabilities are reported on the federal income tax returns of Disney or a subsidiary of Disney. Any such adjustment is not expected to have a material impact on the results of the Company. During the first quarter of fiscal 2021, the Company and Disney reached an agreement to settle the majority of the prepaid Divestiture Tax and the Company received $462 million from Disney as reimbursement of the Company's prepayment based upon the sales price of the RSNs. This reimbursement was recorded in Other, net in the Statement of Operations (See Note 21—Additional Financial Information to the accompanying Financial Statements under the heading "Other, net").

As a result of the Separation and the Distribution, which was a taxable transaction for which the estimated tax liability of $5.8 billion was included in the Transaction Tax paid by the Company, FOX obtained a tax basis in its assets equal to their respective fair market values. This resulted in estimated annual tax deductions of approximately $1.5 billion, principally over the next several years related to the amortization of the additional tax basis. This amortization is estimated to reduce the Company's annual cash tax liability by $370 million per year at the current combined federal and state applicable tax rate of approximately 25%. Such estimates are subject to revisions, which could be material, based upon the occurrence of future events including, among other things, a refund of the prepayment discussed above.

In connection with the Separation, the Company entered into several agreements that govern certain aspects of the Company's relationship with 21CF and Disney following the Separation. These include the Separation Agreement, a tax matters agreement, transition services agreements, as well as agreements relating to intellectual property licenses, employee matters, commercial arrangements and the FOX Studio Lot lease. The core transition services agreements will

terminate in accordance with their terms by September 2021. See Note 1—Description of Business and Basis of Presentation to the accompanying Financial Statements under the heading “The Distribution” for additional information.

Basis of Presentation

The Company’s financial statements as of and for the years ended June 30, 2021 and 2020 are presented on a consolidated basis. The Company’s consolidated financial statements for the years ended June 30, 2021 and 2020 reflect the Company’s results of operations and cash flows as a standalone company, and the Company’s Consolidated Balance Sheets as of June 30, 2021 and 2020 consist of the Company’s consolidated balances.

Prior to the Distribution, which occurred on March 19, 2019, the Company’s combined financial statements were prepared on a standalone basis, derived from the consolidated financial statements and accounting records of 21CF. These financial statements reflect the combined historical results of operations, financial position and cash flows of 21CF’s domestic news, national sports and broadcast businesses and certain other assets and liabilities associated with such businesses.

The Consolidated and Combined Statements of Operations for the year ended June 30, 2019 include, for the periods prior to March 19, 2019, allocations for certain support functions that were provided on a centralized basis within 21CF prior to the Distribution and not recorded at the business unit level, such as certain expenses related to finance, legal, insurance, information technology, compliance and human resources management activities, among others. 21CF did not routinely allocate these costs to any of its business units. These expenses were allocated to FOX on the basis of direct usage when identifiable, with the remainder allocated on a pro rata basis of combined revenues, headcount or other relevant measures. Management believes the assumptions underlying the financial statements, including the assumptions regarding allocating general corporate expenses from 21CF, are reasonable. Nevertheless, the financial statements may not include all of the actual expenses that would have been incurred by FOX and may not reflect FOX’s consolidated results of operations, financial position and cash flows had it been a standalone company during the entirety of the periods presented. Actual costs that would have been incurred if FOX had been a standalone company would depend on multiple factors, including organizational structure and strategic decisions made in various areas, including information technology and infrastructure.

Management’s discussion and analysis of financial condition and results of operations is intended to help provide an understanding of the Company’s financial condition, changes in financial condition and results of operations. This discussion is organized as follows:

- ***Overview of the Company’s Business***—This section provides a general description of the Company’s businesses, as well as developments that occurred either during the fiscal year ended June 30, (“fiscal”) 2021 or early fiscal 2022 that the Company believes are important in understanding its results of operations and financial condition or to disclose known trends.
- ***Results of Operations***—This section provides an analysis of the Company’s results of operations for fiscal 2021, 2020 and 2019. This analysis is presented on both a consolidated/combined and a segment basis. In addition, a brief description is provided of significant transactions and events that impact the comparability of the results being analyzed.
- ***Liquidity and Capital Resources***—This section provides an analysis of the Company’s cash flows for fiscal 2021, 2020 and 2019, as well as a discussion of the Company’s outstanding debt and commitments, both firm and contingent, that existed as of June 30, 2021. Included in the discussion of outstanding debt is a discussion of the amount of financial capacity available to fund the Company’s future commitments and obligations, as well as a discussion of other financing arrangements.
- ***Critical Accounting Policies***—This section discusses accounting policies considered important to the Company’s financial condition and results of operations, and which require significant judgment and estimates on the part of management in application. In addition, Note 2—Summary of Significant Accounting Policies to the accompanying Financial Statements summarizes the Company’s significant accounting policies, including the critical accounting policy discussion found in this section.
- ***Caution Concerning Forward-Looking Statements***—This section provides a description of the use of forward-looking information appearing in this Annual Report on Form 10-K, including in Management’s Discussion and Analysis of Financial Condition and Results of Operations. Such information is based on management’s current expectations about future events which are subject to change and to inherent risks and uncertainties. Refer to Item 1A. “Risk Factors” in this Annual Report for a discussion of the risk factors applicable to the Company.

OVERVIEW OF THE COMPANY'S BUSINESS

The Company is a news, sports and entertainment company, which manages and reports its businesses in the following segments:

- **Cable Network Programming**, which principally consists of the production and licensing of news and sports content distributed primarily through traditional cable television systems, direct broadcast satellite operators and telecommunication companies ("traditional MVPDs") and online multi-channel video programming distributors ("digital MVPDs"), primarily in the U.S.
- **Television**, which principally consists of the production, acquisition, marketing and distribution of broadcast network programming and free advertising-supported video-on-demand ("AVOD") services under the FOX and Tubi brands, respectively, and the operation of 29 full power broadcast television stations, including 11 duopolies, in the U.S. Of these stations, 18 are affiliated with the FOX Network, 10 are affiliated with MyNetworkTV and one is an independent station.
- **Other, Corporate and Eliminations**, which principally consists of the FOX Studio Lot, Credible Labs Inc. ("Credible"), corporate overhead costs and intracompany eliminations. The FOX Studio Lot, located in Los Angeles, California, provides television and film production services along with office space, studio operation services and includes all operations of the facility. Credible is a U.S. consumer finance marketplace.

The Company's Cable Network Programming and Television segments derive the majority of their revenues from affiliate fees for the transmission of content and advertising sales. For fiscal 2021, the Company generated revenues of $12.9 billion, of which approximately 50% was generated from affiliate fees, approximately 42% was generated from advertising, and approximately 8% was generated from other operating activities.

Affiliate fees primarily include (i) monthly subscriber-based license and retransmission consent fees paid by programming distributors that carry our cable networks and our owned and operated television stations and (ii) fees received from non-owned and operated television stations that are affiliated with the FOX Network. U.S. law governing retransmission consent provides a mechanism for the television stations owned by the Company to seek and obtain payment from traditional MVPDs that carry the Company's broadcast signals.

The Company's revenues are impacted by rate changes, changes in the number of subscribers to the Company's content and changes in the expenditures by advertisers. In addition, advertising revenues are subject to seasonality and cyclicality as a result of the impact of state, congressional and presidential elections cycles and special events that air on the Company's networks, including the National Football League's ("NFL") Super Bowl, which is broadcast on the FOX Network on a rotating basis with other networks, and the Fédération Internationale de Football Association ("FIFA") *World Cup*, which occurs every four years (for each of women and men), and other regular and post-season sports events, including one NFL Divisional playoff game that is aired on a rotating annual basis with another network.

The cable network programming and television industries continue to evolve rapidly, with changes in technology leading to alternative methods for the delivery and storage of digital content. These technological advancements have driven changes in consumer behavior as consumers seek more control over when, where and how they consume content. Consumer preferences have evolved toward alternative offerings, such as subscription video-on-demand ("SVOD") services, AVOD services, mobile and social media platforms. These changes in technologies and consumer behavior have contributed to declines in the number of subscribers to traditional MVPD services, and these declines are expected to continue and possibly accelerate in the future.

At the same time, technological changes have affected advertisers' options for reaching their target audiences. There has been a substantial increase in the availability of programming with reduced advertising or without advertising at all. As consumers switch to digital consumption of video content, there is still to be developed a consistent, broadly accepted measure of multiplatform audiences across the industry. Furthermore, the pricing and volume of advertising may be affected by shifts in spending from more traditional media and toward digital and mobile offerings, which can deliver targeted advertising more promptly, or toward newer ways of purchasing advertising.

The Company operates in a highly competitive industry and its performance is dependent, to a large extent, on the impact of changes in consumer behavior as a result of new technologies, the sale of advertising, the maintenance, renewal and terms of its carriage, affiliation and content agreements and programming rights, the popularity of its content, general economic conditions (including financial market conditions), the Company's ability to manage its businesses effectively, and its relative strength and leverage in the industry. For more information, see Item 1. "Business" and Item 1A. "Risk Factors" included herein.

Impact of COVID-19

The coronavirus disease 2019 ("COVID-19") pandemic has resulted in widespread and continuing negative impacts on the macroeconomic environment and disruption to the Company's business. Weak economic conditions and increased volatility and disruption in the financial markets pose risks to the Company and its business partners, including advertisers whose expenditures tend to reflect overall economic conditions. Although the COVID-19 pandemic did not cause a significant reduction in the Company's advertisers' spending in fiscal 2021, future declines in the economic prospects of advertisers or the economy in general could negatively impact their advertising expenditures further. To date, the Company has not experienced meaningful subscriber declines due to the weak economic environment associated with the pandemic. However, there could be industry-wide changes in consumer behavior that result from the weak economic environment or the resumption of ordinary activities as the economy recovers, such as increasing numbers of consumers canceling or foregoing subscriptions to MVPD services, that could adversely affect the Company's affiliate fee and advertising revenues. In addition, the Company's business depends on the volume and popularity of the content it distributes, particularly sports content. As a result of the COVID-19 pandemic, there have been cancellations or postponements of live sports events to which the Company has broadcast rights and suspensions of the production of certain entertainment content. These content disruptions have adversely affected the Company's advertising and affiliate fee revenues and there could be additional adverse impacts on its advertising or affiliate fee revenues in the future. To the extent the COVID-19 or other pandemic further negatively impacts the timing of or the Company's ability to air sports events, particularly Major League Baseball ("MLB"), NFL or college sports, it could result in a significantly greater adverse effect on the Company's business, financial condition or results of operations than the Company has experienced thus far.

Other Business Developments

In March 2021, the Company reached a new and expanded media rights agreement with the NFL that runs through the 2033 season. The 11-year agreement extends FOX Sports' coverage of premier NFC games, creates new and exclusive holiday games on the FOX Network, and expands FOX's digital rights to enable future direct-to-consumer opportunities as well as NFL programming on FOX's AVOD service Tubi.

RESULTS OF OPERATIONS

Results of Operations—Fiscal 2021 versus Fiscal 2020

The following table sets forth the Company's operating results for fiscal 2021, as compared to fiscal 2020:

	For the years ended June 30,			
	2021	2020	Change	% Change
(in millions, except %)			Better/(Worse)	
Revenues				
Affiliate fee	$ 6,435	$ 5,908	$ 527	9 %
Advertising	5,431	5,333	98	2 %
Other	1,043	1,062	(19)	(2) %
Total revenues	12,909	12,303	606	5 %
Operating expenses	(8,037)	(7,807)	(230)	(3) %
Selling, general and administrative	(1,807)	(1,741)	(66)	(4) %
Depreciation and amortization	(300)	(258)	(42)	(16) %
Impairment and restructuring charges	(35)	(451)	416	92 %
Interest expense	(395)	(369)	(26)	(7) %
Interest income	4	35	(31)	(89) %
Other, net	579	(248)	827	**
Income before income tax expense	2,918	1,464	1,454	99 %
Income tax expense	(717)	(402)	(315)	(78) %
Net income	2,201	1,062	1,139	**
Less: Net income attributable to noncontrolling interests	(51)	(63)	12	19 %
Net income attributable to Fox Corporation stockholders	$ 2,150	$ 999	$ 1,151	**

** not meaningful

Overview—The Company's revenues increased 5% for fiscal 2021, as compared to fiscal 2020, as higher affiliate fee and advertising revenues were partially offset by lower other revenue. The increase in affiliate fee revenue was primarily attributable to higher average rates due to rate increases from affiliate agreement renewals and contractual rate increases on existing affiliate agreements, partially offset by the impact of a lower average number of subscribers and estimated affiliate fee credits provided as a result of cancelled live college football games due to COVID-19. The increase in advertising revenue was primarily due to the impact of the consolidation of Tubi Inc. ("Tubi"), which experienced record viewership and record advertising revenue, higher political advertising revenue at the FOX Television Stations related to the 2020 presidential and congressional elections, higher linear and digital advertising revenue from the 2020 presidential election coverage at FOX News Media, and the rotating broadcast of one additional NFL Divisional playoff game, partially offset by the comparative effect of the broadcast of the NFL's *Super Bowl LIV* in February 2020 (the "Super Bowl") and lower ratings at the FOX Network due in part to COVID-19-impacted schedules in the current year.

Operating expenses increased 3% for fiscal 2021, as compared to fiscal 2020, primarily due to the impact of the consolidation of Tubi, partially offset by lower sports programming rights amortization and production costs, including the absence of the broadcast of the Super Bowl in the current year and the cancellation of live college football games, and lower entertainment programming rights amortization due to fewer hours of original scripted programming as a result of COVID-19. Partially offsetting lower sports programming rights amortization and production costs were contractual rate increases for NFL, MLB and college football content, the rotating broadcast of one additional NFL Divisional playoff game and a higher volume of National Association of Stock Car Auto Racing ("NASCAR") races due to fewer races following the COVID-19-impacted schedule in the prior year.

Selling, general and administrative expenses increased 4% for fiscal 2021, as compared to fiscal 2020, primarily due to higher legal and marketing expenses and the impact of acquisitions that occurred in fiscal 2020 (the "Fiscal 2020 Acquisitions") (See Note 3—Acquisitions, Disposals and Other Transactions to the accompanying Financial Statements), partially offset by lower professional fees, lower bad debt expense and lower marketing costs associated with the absence of the Super Bowl in the current year.

Depreciation and amortization—Depreciation and amortization expense increased 16% for fiscal 2021, as compared to fiscal 2020, primarily due to assets placed into service as the Company transitioned from service agreements in connection with the Separation (as defined in Note 1—Description of Business and Basis of Presentation to the accompanying Financial Statements under the heading "The Distribution") and the Fiscal 2020 Acquisitions.

Impairment and restructuring charges—See Note 4—Restructuring Programs to the accompanying Financial Statements.

Interest expense—Interest expense increased 7% for fiscal 2021 as compared to fiscal 2020, primarily due to the issuance of $1.2 billion of senior notes in April 2020 (See Note 9—Borrowings to the accompanying Financial Statements under the heading "Public Debt – Senior Notes Issued" for additional information).

Interest income—Interest income decreased for fiscal 2021, as compared to fiscal 2020, primarily due to lower interest rates.

Other, net—See Note 21—Additional Financial Information to the accompanying Financial Statements under the heading "Other, net."

Income tax expense—The Company's tax provision and related effective tax rate of 25% for fiscal 2021 was higher than the statutory rate of 21% primarily due to state taxes, partially offset by a benefit from the reduction of uncertain tax positions for state tax audits. The Company's tax provision and related effective tax rate of 27% for fiscal 2020 was higher than the statutory rate of 21% primarily due to state taxes and other permanent items. See Note 16—Income Taxes to the accompanying Financial Statements.

Net income—Net income increased $1.1 billion for fiscal 2021 as compared to fiscal 2020, primarily due the receipt of the $462 million reimbursement from Disney related to the Divestiture Tax (See Note 1—Description of Business and Basis of Presentation to the accompanying Financial Statements), higher Segment EBITDA (as defined below) at the Cable Network Programming and Television segments and higher net gains on investments in equity securities (See Note 21—Additional Financial Information to the accompanying Financial Statements under the heading "Other, net"), partially offset by lower restructuring charges due to the contract termination costs related to a programming rights agreement with the United States Golf Association ("USGA") in the prior year (See Note 4—Restructuring Programs to the accompanying Financial Statements under the heading "Fiscal 2020") and higher income tax expense.

Results of Operations—Fiscal 2020 versus Fiscal 2019

The following table sets forth the Company's operating results for fiscal 2020, as compared to fiscal 2019:

	For the years ended June 30,			
	2020	2019	Change	% Change
(in millions, except %)			Better/(Worse)	
Revenues				
Affiliate fee	$ 5,908	$ 5,512	$ 396	7 %
Advertising	5,333	5,056	277	5 %
Other	1,062	821	241	29 %
Total revenues	12,303	11,389	914	8 %
Operating expenses	(7,807)	(7,327)	(480)	(7) %
Selling, general and administrative	(1,741)	(1,419)	(322)	(23) %
Depreciation and amortization	(258)	(212)	(46)	(22) %
Impairment and restructuring charges	(451)	(26)	(425)	**
Interest expense	(369)	(203)	(166)	(82) %
Interest income	35	41	(6)	(15) %
Other, net	(248)	(19)	(229)	**
Income before income tax expense	1,464	2,224	(760)	(34) %
Income tax expense	(402)	(581)	179	31 %
Net income	1,062	1,643	(581)	(35) %
Less: Net income attributable to noncontrolling interests	(63)	(48)	(15)	(31) %
Net income attributable to Fox Corporation stockholders	$ 999	$ 1,595	$ (596)	(37) %

** not meaningful

Overview—The Company's revenues increased 8% for fiscal 2020, as compared to fiscal 2019, due to higher affiliate fee, advertising and other revenues. The increase in affiliate fee revenue was primarily due to higher average rates per subscriber and higher fees received from television stations that are affiliated with the FOX Network, partially offset by the impact of a lower average number of subscribers. The increase in advertising revenue was primarily due to the broadcast of the Super Bowl, higher pricing and higher digital advertising revenue, including the impact of the consolidation of Tubi, partially offset by the impact of COVID-19 (including a decline in the local advertising market and the postponement of live sports events), lower political advertising revenue at the FOX Television Stations due to the U.S. midterm elections in November 2018, the effect of fewer broadcasts of FIFA *World Cup* events and one less NFL Divisional playoff game. The increase in other revenues was primarily due to the impact of the consolidation of Bento Box Entertainment, LLC ("Bento Box") and Credible in fiscal 2020 and revenues generated from the operation of the FOX Studio Lot for third parties.

Operating expenses increased 7% for fiscal 2020, as compared to fiscal 2019, primarily due to higher sports programming rights amortization and production costs at the Television segment, including Super Bowl costs, the impact of the Fiscal 2020 Acquisitions, the recognition of a write-down of approximately $95 million related to programming rights as compared to approximately $55 million in the prior year (See Note 5—Inventories, net to the accompanying Financial Statements) and higher broadcast costs related to operating as a standalone public company. Partially offsetting the increase in operating expenses was the broadcast of fewer sports events as a result of COVID-19, fewer broadcasts of FIFA *World Cup* events and one less NFL Divisional playoff game.

Selling, general and administrative expenses increased 23% for fiscal 2020, as compared to fiscal 2019, primarily due to higher costs in fiscal 2020 related to operating as a standalone public company as compared to a partial year of allocated costs in fiscal 2019 (See Note 1—Description of Business and Basis of Presentation to the accompanying Financial Statements under the heading "Basis of Presentation" for additional information), a full year of costs of operating the FOX Studio Lot for third parties, increased bad debt expense and the impact of the consolidation of Bento Box and Credible. Also contributing to the increase in selling, general and administrative expenses in fiscal 2020 were incremental equity-based compensation costs of approximately $40 million related to the grant of restricted stock units and stock options in connection with the Distribution under the Fox Corporation 2019 Shareholder Alignment Plan (See Note 12—Equity-Based Compensation to the accompanying Financial Statements).

Depreciation and amortization—Depreciation and amortization expense increased 22% for fiscal 2020, as compared to fiscal 2019, primarily due to higher costs in fiscal 2020 related to operating as a standalone public company following the Distribution as compared to a partial year of allocated costs in fiscal 2019 and the impact of the Fiscal 2020 Acquisitions.

Impairment and restructuring charges—See Note 4—Restructuring Programs to the accompanying Financial Statements.

Interest expense—Interest expense increased 82% for fiscal 2020, as compared to fiscal 2019, primarily due to the issuance of $6.8 billion of senior notes in January 2019 and $1.2 billion of senior notes in April 2020, partially offset by the effect of the bridge credit agreement commitment letter which was entered into in December 2017, including the write-off of unamortized costs as a result of the termination of the bridge credit agreement in March 2019 (See Note 9—Borrowings to the accompanying Financial Statements).

Other, net—See Note 21—Additional Financial Information to the accompanying Financial Statements under the heading “Other, net.”

Income tax expense—The Company’s tax provision and related effective tax rate of 27% for fiscal 2020 was higher than the statutory rate of 21% primarily due to state taxes and other permanent items. The Company’s tax provision and related effective tax rate of 26% for fiscal 2019 was higher than the statutory rate of 21% primarily due to the impact of state taxes. See Note 16—Income Taxes to the accompanying Financial Statements.

Net income—Net income decreased 35% for fiscal 2020, as compared to fiscal 2019, primarily due to restructuring charges at the Cable Network Programming and Television segments reflecting contract termination costs related to a programming rights agreement with the USGA, higher costs in fiscal 2020 related to operating as a standalone public company, including interest expense, and lower net gains on investments in equity securities (See Note 21—Additional Financial Information to the accompanying Financial Statements under the heading “Other, net”). Partially offsetting these decreases was higher Segment EBITDA at the Cable Network Programming segment and lower income tax expense.

Segment Analysis

The Company’s operating segments have been determined in accordance with the Company’s internal management structure, which is organized based on operating activities. The Company evaluates performance based upon several factors, of which the primary financial measure is segment operating income before depreciation and amortization, or Segment EBITDA. Due to the integrated nature of these operating segments, estimates and judgments are made in allocating certain assets, revenues and expenses.

Segment EBITDA is defined as Revenues less Operating expenses and Selling, general and administrative expenses. Segment EBITDA does not include: Amortization of cable distribution investments, Depreciation and amortization, Impairment and restructuring charges, Interest expense, Interest income, Other, net and Income tax (expense) benefit. Management believes that Segment EBITDA is an appropriate measure for evaluating the operating performance of the Company’s business segments because it is the primary measure used by the Company’s chief operating decision maker to evaluate the performance of and allocate resources to the Company’s businesses.

Fiscal 2021 versus Fiscal 2020

The following tables set forth the Company’s Revenues and Segment EBITDA for fiscal 2021, as compared to fiscal 2020:

	For the years ended June 30,			
	2021	2020	Change	% Change
(in millions, except %)			Better/(Worse)	
Revenues				
Cable Network Programming	$ 5,683	$ 5,492	$ 191	3 %
Television	7,048	6,661	387	6 %
Other, Corporate and Eliminations	178	150	28	19 %
Total revenues	$ 12,909	$ 12,303	$ 606	5 %

(in millions, except %)	For the years ended June 30, 2021	2020	Change Better/(Worse)	% Change Better/(Worse)
Segment EBITDA				
Cable Network Programming	$ 2,876	$ 2,706	$ 170	6 %
Television	555	430	125	29 %
Other, Corporate and Eliminations	(344)	(357)	13	4 %
Adjusted EBITDA[(a)]	$ 3,087	$ 2,779	$ 308	11 %

(a) For a discussion of Adjusted EBITDA and a reconciliation of Net income to Adjusted EBITDA, see “Non-GAAP Financial Measures” below.

Cable Network Programming (44% and 45% of the Company’s revenues in fiscal 2021 and 2020, respectively)

(in millions, except %)	For the years ended June 30, 2021	2020	Change Better/(Worse)	% Change Better/(Worse)
Revenues				
Affiliate fee	$ 3,995	$ 3,870	$ 125	3 %
Advertising	1,337	1,164	173	15 %
Other	351	458	(107)	(23) %
Total revenues	5,683	5,492	191	3 %
Operating expenses	(2,289)	(2,316)	27	1 %
Selling, general and administrative	(540)	(494)	(46)	(9) %
Amortization of cable distribution investments	22	24	(2)	(8) %
Segment EBITDA	$ 2,876	$ 2,706	$ 170	6 %

Revenues at the Cable Network Programming segment increased for fiscal 2021 as compared to fiscal 2020 as the increases in advertising and affiliate fee revenues were partially offset by lower other revenue. The increase in advertising revenue was primarily due to higher linear and digital advertising revenue from the 2020 presidential election coverage at FOX News Media. The increase in affiliate fee revenue was primarily due to rate increases from affiliate agreement renewals and contractual rate increases on existing affiliate agreements, partially offset by a lower average number of subscribers and estimated affiliate fee credits provided as a result of the cancellation of live college football games due to COVID-19. The decrease in the average number of subscribers was due to a reduction in traditional MVPD subscribers, partially offset by an increase in digital MVPD subscribers. The decrease in other revenues was primarily attributable to lower sports sublicensing revenues and lower revenues generated from Premier Boxing Champions (“PBC”) pay-per-view events due in part to COVID-19.

Cable Network Programming Segment EBITDA increased for fiscal 2021 as compared to fiscal 2020 primarily due to the revenue increases noted above, partially offset by higher expenses. Selling, general and administrative expenses increased primarily due to higher legal and marketing expenses, including promotional expenses associated with FOX Nation. Operating expenses decreased primarily due to lower sports programming rights amortization and production costs driven by cancelled live games in the first half of fiscal 2021, partially offset by the shift of NASCAR races and MLB regular season games into fiscal 2021 as a result of COVID-19 and contractual rate increases for MLB and college football content.

Television (55% and 54% of the Company's revenues in fiscal 2021 and 2020, respectively)

(in millions, except %)	For the years ended June 30, 2021	2020	Change	% Change Better/(Worse)
Revenues				
Advertising	$ 4,094	$ 4,169	$ (75)	(2) %
Affiliate fee	2,440	2,038	402	20 %
Other	514	454	60	13 %
Total revenues	7,048	6,661	387	6 %
Operating expenses	(5,662)	(5,437)	(225)	(4) %
Selling, general and administrative	(831)	(794)	(37)	(5) %
Segment EBITDA	$ 555	$ 430	$ 125	29 %

Revenues at the Television segment increased for fiscal 2021, as compared to fiscal 2020, due to higher affiliate fee and other revenues partially offset by lower advertising revenue. The increase in affiliate fee revenue was primarily due to higher fees received from television stations that are affiliated with the FOX Network and higher average rates partially offset by a lower average number of subscribers at the Company's owned and operated television stations. The increase in other revenues was primarily due to higher content revenue at Bento Box and FOX Entertainment. The decrease in advertising revenue was primarily due to the comparative effect of the broadcast of the Super Bowl in fiscal 2020 and lower ratings at the FOX Network due in part to COVID-19-impacted schedules partially offset by the impact of the consolidation of Tubi, higher political advertising revenue at the FOX Television Stations related to the 2020 presidential and congressional elections and the rotating broadcast of one additional NFL Divisional playoff game.

Television Segment EBITDA increased for fiscal 2021, as compared to fiscal 2020, due to the revenue increases noted above partially offset by higher expenses. Operating expenses increased primarily due to the impact of the consolidation of Tubi partially offset by lower sports programming rights amortization and production costs, including the absence of the broadcast of the Super Bowl in the current year, and lower entertainment programming rights amortization due to fewer hours of original scripted programming as a result of COVID-19. Partially offsetting the decrease in sports programming rights amortization and production costs were contractual rate increases for NFL, MLB and college football content and the rotating broadcast of one additional NFL Divisional playoff game. Selling, general and administrative expenses increased primarily due to the Fiscal 2020 Acquisitions partially offset by lower bad debt expense and lower marketing costs associated with the absence of the Super Bowl in the current year.

Other, Corporate and Eliminations (1% of the Company's revenues for fiscal 2021 and 2020)

(in millions, except %)	For the years ended June 30, 2021	2020	Change	% Change Better/(Worse)
Revenues	$ 178	$ 150	$ 28	19 %
Operating expenses	(86)	(54)	(32)	(59) %
Selling, general and administrative	(436)	(453)	17	4 %
Segment EBITDA	$ (344)	$ (357)	$ 13	4 %

Revenues at the Other, Corporate and Eliminations segment increased for fiscal 2021, as compared to fiscal 2020, primarily due to the impact of the consolidation of Credible in the second quarter of fiscal 2020 and growth at Credible. Operating expenses increased primarily due to the impact of the consolidation of Credible and growth at Credible. Selling, general and administrative expenses decreased primarily due to lower professional fees.

Fiscal 2020 versus Fiscal 2019

The following tables set forth the Company's Revenues and Segment EBITDA for fiscal 2020, as compared to fiscal 2019:

	For the years ended June 30,			
	2020	2019	Change	% Change
(in millions, except %)			Better/(Worse)	
Revenues				
Cable Network Programming	$ 5,492	$ 5,381	$ 111	2 %
Television	6,661	5,979	682	11 %
Other, Corporate and Eliminations	150	29	121	**
Total revenues	$ 12,303	$ 11,389	$ 914	8 %

** not meaningful

	For the years ended June 30,			
	2020	2019	Change	% Change
(in millions, except %)			Better/(Worse)	
Segment EBITDA				
Cable Network Programming	$ 2,706	$ 2,495	$ 211	8 %
Television	430	470	(40)	(9) %
Other, Corporate and Eliminations	(357)	(284)	(73)	(26) %
Adjusted EBITDA[a]	$ 2,779	$ 2,681	$ 98	4 %

[a] For a discussion of Adjusted EBITDA and a reconciliation of Net income to Adjusted EBITDA, see "Non-GAAP Financial Measures" below.

Cable Network Programming (45% and 47% of the Company's revenues in fiscal 2020 and 2019, respectively)

	For the years ended June 30,			
	2020	2019	Change	% Change
(in millions, except %)			Better/(Worse)	
Revenues				
Affiliate fee	$ 3,870	$ 3,804	$ 66	2 %
Advertising	1,164	1,184	(20)	(2) %
Other	458	393	65	17 %
Total revenues	5,492	5,381	111	2 %
Operating expenses	(2,316)	(2,477)	161	6 %
Selling, general and administrative	(494)	(447)	(47)	(11) %
Amortization of cable distribution investments	24	38	(14)	(37) %
Segment EBITDA	$ 2,706	$ 2,495	$ 211	8 %

Revenues at the Cable Network Programming segment increased for fiscal 2020, as compared to fiscal 2019, due to higher affiliate fee and other revenues, partially offset by lower advertising revenue. The increase in affiliate fee revenue was primarily attributable to higher average rates per subscriber, led by contractual rate increases on existing affiliate agreements and from affiliate agreement renewals, partially offset by the impact of a lower average number of subscribers. The decrease in the average number of subscribers was due to a reduction in subscribers to traditional MVPDs, partially offset by an increase in digital MVPD subscribers. The decrease in advertising revenue was primarily due to the broadcast of fewer sports events, including NASCAR, MLB and Major League Soccer, and studio shows as a result of COVID-19, the effect of fewer broadcasts of FIFA *World Cup* events and the absence of Ultimate Fighting Championship ("UFC") content, partially offset by higher digital advertising revenue at FOX News Media. The increase in other revenues was primarily attributable to higher sports sublicensing revenue and increased revenues generated from PBC pay-per-view events at FOX Sports and higher revenues at FOX News Media.

Cable Network Programming Segment EBITDA increased for fiscal 2020, as compared to fiscal 2019, due to the revenue increases noted above and lower expenses. Operating expenses decreased primarily due to lower sports programming rights amortization and production costs driven by the postponement of live sports events as a result of COVID-19, the absence of UFC content and fewer broadcasts of FIFA *World Cup* events. Partially offsetting these decreases in operating expenses were higher sports programming rights amortization for content in the first half of fiscal 2020, including NASCAR and college football, higher costs at FOX News Media, including costs relating to newsgathering, FOX Nation and talent, and the recognition of a write-down of approximately $50 million related to sports programming rights. Selling, general and administrative expenses increased primarily due to higher costs related to operating as a standalone public company and increased bad debt expense.

Television (54% and 52% of the Company's revenues in fiscal 2020 and 2019, respectively)

	For the years ended June 30,			
	2020	2019	Change	% Change
(in millions, except %)			Better/(Worse)	
Revenues				
Advertising	$ 4,169	$ 3,872	$ 297	8 %
Affiliate fee	2,038	1,708	330	19 %
Other	454	399	55	14 %
Total revenues	6,661	5,979	682	11 %
Operating expenses	(5,437)	(4,847)	(590)	(12) %
Selling, general and administrative	(794)	(662)	(132)	(20) %
Segment EBITDA	$ 430	$ 470	$ (40)	(9) %

Revenues at the Television segment increased for fiscal 2020, as compared to fiscal 2019, due to higher advertising, affiliate fee and other revenues. The increase in advertising revenue was primarily due to revenues resulting from the broadcast of the Super Bowl of approximately $500 million, including the post-game broadcast of *The Masked Singer*, higher pricing at the FOX Network, increased digital advertising revenue, including the impact of the consolidation of Tubi, and the broadcast of two additional MLB *World Series* games. Partially offsetting the increase in advertising revenue was the impact of COVID-19, including a decline in the local advertising market and the postponement of live sports events, lower political advertising revenue at the FOX Television Stations due to the U.S. midterm elections in November 2018, lower ratings at the FOX Network, fewer broadcasts of FIFA *World Cup* events and one less NFL Divisional playoff game. The increase in affiliate fee revenue was primarily due to higher fees received from television stations that are affiliated with the FOX Network and higher average rates per subscriber, partially offset by a lower average number of subscribers at the Company's owned and operated television stations. The increase in other revenues was primarily due to the impact of the consolidation of Bento Box, partially offset by lower digital content licensing revenue at the FOX Network.

Television Segment EBITDA decreased for fiscal 2020, as compared to fiscal 2019, due to higher expenses, partially offset by the revenue increases noted above. Operating expenses increased primarily due to higher sports programming rights amortization and production costs, including Super Bowl costs, the impact of the consolidation of Bento Box and Tubi, higher costs related to investments in scripted original programming and co-production arrangements with third party studios and costs related to the launch of *WWE Friday Night SmackDown*, partially offset by the postponement of live sports events and fewer hours of scripted original programming as a result of COVID-19, the effect of fewer broadcasts of FIFA *World Cup* events and the absence of one NFL Divisional playoff game. Selling, general and administrative expenses increased primarily due to higher costs related to operating as a standalone public company and increased bad debt expense.

Other, Corporate and Eliminations (1% of the Company's revenues in fiscal 2020 and 2019, respectively)

	For the years ended June 30,			
	2020	2019	Change	% Change
(in millions, except %)			Better/(Worse)	
Revenues	$ 150	$ 29	$ 121	**
Operating expenses	(54)	(3)	(51)	**
Selling, general and administrative	(453)	(310)	(143)	(46) %
Segment EBITDA	$ (357)	$ (284)	$ (73)	(26) %

** not meaningful

Revenues at the Other, Corporate and Eliminations segment increased for fiscal 2020, as compared to fiscal 2019, primarily due to a full year of revenues generated from the operation of the FOX Studio Lot for third parties and the impact of the consolidation of Credible. Operating expenses increased primarily due to the consolidation of Credible and a full year of costs of operating the FOX Studio Lot for third parties. Selling, general and administrative expenses increased primarily due to higher costs related to operating as a standalone public company, a full year of costs of operating the FOX Studio Lot for third parties and the consolidation of Credible.

Non-GAAP Financial Measures

Adjusted EBITDA is defined as Revenues less Operating expenses and Selling, general and administrative expenses. Adjusted EBITDA does not include: Amortization of cable distribution investments, Depreciation and amortization, Impairment and restructuring charges, Interest expense, Interest income, Other, net and Income tax (expense) benefit.

Management believes that information about Adjusted EBITDA assists all users of the Company's Financial Statements by allowing them to evaluate changes in the operating results of the Company's portfolio of businesses separate from non-operational factors that affect Net income, thus providing insight into both operations and the other factors that affect reported results. Adjusted EBITDA provides management, investors and equity analysts a measure to analyze the operating performance of the Company's business and its enterprise value against historical data and competitors' data, although historical results, including Adjusted EBITDA, may not be indicative of future results (as operating performance is highly contingent on many factors, including customer tastes and preferences and the impact of COVID-19 and other widespread health emergencies or pandemics and measures to contain their spread).

Adjusted EBITDA is considered a non-GAAP financial measure and should be considered in addition to, not as a substitute for, net income, cash flow and other measures of financial performance reported in accordance with U.S. generally accepted accounting principles ("GAAP"). In addition, this measure does not reflect cash available to fund requirements and excludes items, such as depreciation and amortization and impairment charges, which are significant components in assessing the Company's financial performance. Adjusted EBITDA may not be comparable to similarly titled measures reported by other companies.

Fiscal 2021 versus Fiscal 2020

The following table reconciles Net income to Adjusted EBITDA for fiscal 2021, as compared to fiscal 2020:

	For the years ended June 30,	
	2021	2020
	(in millions)	
Net income	$ 2,201	$ 1,062
Add		
Amortization of cable distribution investments	22	24
Depreciation and amortization	300	258
Impairment and restructuring charges	35	451
Interest expense	395	369
Interest income	(4)	(35)
Other, net	(579)	248
Income tax expense	717	402
Adjusted EBITDA	$ 3,087	$ 2,779

The following table sets forth the computation of Adjusted EBITDA for fiscal 2021, as compared to fiscal 2020:

	For the years ended June 30,	
	2021	2020
	(in millions)	
Revenues	$ 12,909	$ 12,303
Operating expenses	(8,037)	(7,807)
Selling, general and administrative	(1,807)	(1,741)
Amortization of cable distribution investments	22	24
Adjusted EBITDA	$ 3,087	$ 2,779

Fiscal 2020 versus Fiscal 2019

The following table reconciles Net income to Adjusted EBITDA for fiscal 2020, as compared to fiscal 2019:

	For the years ended June 30,	
	2020	2019
	(in millions)	
Net income	$ 1,062	$ 1,643
Add		
Amortization of cable distribution investments	24	38
Depreciation and amortization	258	212
Impairment and restructuring charges	451	26
Interest expense	369	203
Interest income	(35)	(41)
Other, net	248	19
Income tax expense	402	581
Adjusted EBITDA	$ 2,779	$ 2,681

The following table sets forth the computation of Adjusted EBITDA for fiscal 2020, as compared to fiscal 2019:

	For the years ended June 30,	
	2020	2019
	(in millions)	
Revenues	$ 12,303	$ 11,389
Operating expenses	(7,807)	(7,327)
Selling, general and administrative	(1,741)	(1,419)
Amortization of cable distribution investments	24	38
Adjusted EBITDA	$ 2,779	$ 2,681

LIQUIDITY AND CAPITAL RESOURCES

Current Financial Condition

The Company's principal source of liquidity is internally generated funds which are highly dependent upon the continuation of affiliate agreements and the state of the advertising markets. To date, the Company has not experienced meaningful subscriber declines due to the pandemic. However, there could be industry-wide changes in consumer behavior due to the pandemic, such as increasing numbers of consumers canceling or foregoing subscriptions to MVPD services, that could adversely affect the Company's affiliate fee and advertising revenues. As a result of the COVID-19 pandemic, there have been cancellations or postponements of live sports events to which the Company has broadcast rights and suspensions of the production of certain entertainment content. These content disruptions have adversely affected the Company's advertising and affiliate fee revenues and there could be additional adverse impacts on its advertising or affiliate fee revenues in the future. To the extent the COVID-19 or other pandemic further negatively impacts the timing of or the Company's ability to air sports events, particularly MLB, NFL or college sports, it could result in a significantly greater adverse effect on the Company's business, financial condition or results of operations than the Company has experienced thus far. The magnitude of the impact of the COVID-19 pandemic on the Company remains uncertain and subject to change and will depend on evolving factors the Company may not be able to control or accurately predict. These include the duration and scope of the pandemic (including the extent of future surges, mutations or strains of the disease and the efficacy of vaccination and other efforts to contain the virus or treat its impact); the duration and extent of the pandemic's impact on global and regional economies and economic activity, the pace of economic recovery and the economic and operating conditions facing the Company and others in the pandemic's aftermath; the effect of governmental actions that have been and may continue to be imposed in response to the pandemic; the impact of the pandemic on the health, well-being and productivity of the Company's employees and the Company's ability to conduct its operations; and potential changes in consumer behavior.

The Company has approximately $5.9 billion of cash and cash equivalents as of June 30, 2021 and an unused five-year $1.0 billion unsecured revolving credit facility (See Note 9—Borrowings to the accompanying Financial Statements). The Company also has access to the worldwide capital markets, subject to market conditions which could be impacted by COVID-19. As of June 30, 2021, the Company was in compliance with all of the covenants under its revolving credit facility, and it does not anticipate any noncompliance with such covenants.

The principal uses of cash that affect the Company's liquidity position include the following: the acquisition of rights and related payments for entertainment and sports programming; operational expenditures including production costs; marketing and promotional expenses; expenses related to broadcasting the Company's programming along with the continued investment in the Company's broadcast technical facilities following the Distribution; employee and facility costs; capital expenditures; acquisitions; interest and dividend payments; debt repayments; and stock repurchases.

In addition to the acquisitions, sales and possible acquisitions disclosed elsewhere, the Company has evaluated, and expects to continue to evaluate, possible acquisitions and dispositions of certain businesses and assets. Such transactions may be material and may involve cash, the Company's securities or the assumption of additional indebtedness.

Sources and Uses of Cash—Fiscal 2021 vs. Fiscal 2020

Net cash provided by operating activities for fiscal 2021 and 2020 was as follows (in millions):

For the years ended June 30,	2021	2020
Net cash provided by operating activities	$ 2,639	$ 2,365

The increase in net cash provided by operating activities during fiscal 2021, as compared to fiscal 2020, was comprised of higher Segment EBITDA and higher programming amortization over cash payments at the Television segment partially offset by higher advertising and affiliate billings along with higher tax payments.

Net cash used in investing activities for fiscal 2021 and 2020 was as follows (in millions):

For the years ended June 30,	2021	2020
Net cash used in investing activities	$ (528)	$ (1,100)

Net cash used in investing activities during fiscal 2021 was primarily comprised of payments related to investments

made in connection with establishing the Company's standalone broadcast technical facilities as compared to the acquisitions of Tubi, three television stations and Credible during fiscal 2020.

Net cash (used in) provided by financing activities for fiscal 2021 and 2020 was as follows (in millions):

For the years ended June 30,	2021	2020
Net cash (used in) provided by financing activities	$ (870)	$ 146

Net cash used in financing activities during fiscal 2021 was primarily comprised of repurchases of shares of the Company's Common Stock and dividends paid to stockholders of $1.3 billion partially offset by the $462 million reimbursement from Disney related to the Divestiture Tax. The net cash provided by financing activities during fiscal 2020 was primarily due to the April 2020 issuance of $1.2 billion of senior notes, partially offset by repurchases of shares of the Company's Common Stock and dividends paid of $935 million to stockholders during fiscal 2020.

Stock Repurchase Program

See Note 11—Stockholders' Equity to the accompanying Financial Statements under the heading "Stock Repurchase Program."

Dividends

Dividends paid in fiscal 2021 totaled $0.46 per share of Class A Common Stock and Class B Common Stock. Subsequent to June 30, 2021, the Company increased its semi-annual dividend and declared a semi-annual dividend of $0.24 per share on both the Class A Common Stock and the Class B Common Stock. The dividend declared is payable on September 29, 2021 with a record date for determining dividend entitlements of September 1, 2021.

Based on the number of shares outstanding as of June 30, 2021, and the new annual dividend rate stated above, the total aggregate cash dividends expected to be paid to stockholders in fiscal 2022 is approximately $275 million.

Sources and Uses of Cash—Fiscal 2020 vs. Fiscal 2019

Net cash provided by operating activities for fiscal 2020 and 2019 was as follows (in millions):

For the years ended June 30,	2020	2019
Net cash provided by operating activities	$ 2,365	$ 2,524

The decrease in net cash provided by operating activities during fiscal 2020, as compared to fiscal 2019, was primarily due to a payment to the USGA for contract termination costs related to the associated programming rights, higher cash paid for interest as a result of the January 2019 issuance of $6.8 billion of senior notes and cash paid for income taxes as a result of operating as a standalone public company, partially offset by higher cash receipts at the Television segment.

Net cash used in investing activities for fiscal 2020 and 2019 was as follows (in millions):

For the years ended June 30,	2020	2019
Net cash used in investing activities	$ (1,100)	$ (637)

The increase in net cash used in investing activities during fiscal 2020, as compared to fiscal 2019, was primarily due to the acquisitions of Tubi, three television stations and Credible and the investment in Flutter, partially offset by the cash proceeds from the sale of the Company's investment in Roku during fiscal 2020 as compared to the investments in The Stars Group, Caffeine, Inc. and Caffeine Studio, LLC during fiscal 2019 (See Note 3—Acquisitions, Disposals and Other Transactions to the accompanying Financial Statements).

Net cash provided by (used in) financing activities for fiscal 2020 and 2019 was as follows (in millions):

For the years ended June 30,	2020	2019
Net cash provided by (used in) financing activities	$ 146	$ (1,153)

The change in net cash provided by (used in) financing activities during fiscal 2020, as compared to fiscal 2019, was primarily due to the April 2020 issuance of $1.2 billion of senior notes, partially offset by repurchases of shares of the Company's Common Stock and dividends paid to the Company's stockholders during fiscal 2020 as compared to the Net transfers to Twenty-First Century Fox, Inc. of $1.2 billion, the Dividend of $8.5 billion paid to 21CF net of the $2 billion cash payment received from Disney and the semi-annual cash dividend paid to the Company's stockholders in June 2019, partially offset by the proceeds from the January 2019 issuance of $6.8 billion of senior notes during fiscal 2019. The nature of activities included in Net transfers (to) from Twenty-First Century Fox, Inc. includes financing activities, capital transfers, cash sweeps, other treasury services and corporate expenses.

Debt Instruments

The following table summarizes cash from borrowings for fiscal 2021, 2020 and 2019:

	For the years ended June 30,		
	2021	2020	2019
	(in millions)		
Borrowings			
Notes due 2025 and 2030[a]	$ -	$ 1,191	$ -
Notes due 2022, 2024, 2029, 2039 and 2049[a]	-	-	6,750
Total borrowings	$ -	$ 1,191	$ 6,750

(a) See Note 9—Borrowings to the accompanying Financial Statements under the heading "Public Debt - Senior Notes Issued."

Ratings of the Senior Notes

The following table summarizes the Company's credit ratings as of June 30, 2021:

Rating Agency	Senior Debt	Outlook
Moody's	Baa2	Stable
Standard & Poor's	BBB	Stable

Revolving Credit Agreement

The Company has an unused five-year $1.0 billion unsecured revolving credit facility with a maturity date of March 2024 (See Note 9—Borrowings to the accompanying Financial Statements).

Commitments and Contingencies

The Company has commitments under certain firm contractual arrangements ("firm commitments"), to make future payments. These firm commitments secure the future rights to various assets and services to be used in the normal course of operations. The following table summarizes the Company's material firm commitments as of June 30, 2021:

	As of June 30, 2021				
	Payments due by period				
	Total	1 year	2 - 3 years	4 - 5 years	After 5 years
	(in millions)				
Operating leases	$ 589	$ 103	$ 201	$ 140	$ 145
Borrowings	8,000	750	1,250	600	5,400
Sports programming rights	36,905	4,371	8,219	7,447	16,868
Entertainment programming rights	1,122	787	319	16	-
Other commitments and contractual obligations	587	280	249	58	-
Total commitments, borrowings and contractual obligations	$ 47,203	$ 6,291	$ 10,238	$ 8,261	$ 22,413

For additional details on commitments see Note 14—Commitments and Contingencies to the accompanying Financial Statements under the headings "Operating leases," "Sports programming rights" and "Other commitments and contractual obligations."

Pension and other postretirement benefits and uncertain tax benefits

The table above excludes the Company's pension, other postretirement benefits ("OPEB") obligations and the gross unrecognized tax benefits for uncertain tax positions as the Company is unable to reasonably predict the ultimate amount and timing. The Company made contributions of $63 million and $30 million to its direct pension plans in fiscal 2021 and 2020, respectively. The majority of these contributions were voluntarily made to improve the funded status of the plans. Future plan contributions are dependent upon actual plan asset returns, interest rates and statutory requirements. Assuming that actual plan asset returns are consistent with the Company's expected plan returns in fiscal 2022 and beyond and that interest rates remain constant, the Company would not be required to make any material contributions to its pension plans for the immediate future. Required pension plan contributions for the next fiscal year are not expected to be material but the Company may make voluntary contributions in future periods. Payments due to participants under the Company's pension plans are primarily paid out of underlying trusts. Payments due under the Company's OPEB plans are not required to be funded in advance, but are paid as medical costs are incurred by covered retiree populations, and are principally dependent upon the future cost of retiree medical benefits under the Company's OPEB plans. The Company does not expect its net OPEB payments to be material in fiscal 2022 (See Note 15—Pension and Other Postretirement Benefits to the accompanying Financial Statements for further discussion of the Company's pension and OPEB plans).

Contingencies

See Note 14—Commitments and Contingencies to the accompanying Financial Statements under the heading "Contingencies."

CRITICAL ACCOUNTING POLICIES

An accounting policy is considered to be critical if it is important to the Company's financial condition and results of operations and if it requires significant judgment and estimates on the part of management in its application. The development and selection of these critical accounting policies have been determined by management of the Company and the related disclosures have been reviewed with the Audit Committee of the Company's Board of Directors. For the Company's summary of significant accounting policies, see Note 2—Summary of Significant Accounting Policies to the accompanying Financial Statements.

Use of Estimates

See Note 2—Summary of Significant Accounting Policies to the accompanying Financial Statements under the heading "Use of Estimates."

Revenue Recognition

Revenue is recognized when control of the promised goods or services is transferred to the Company's customers in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services. The Company considers the terms of each arrangement to determine the appropriate accounting treatment.

The Company generates advertising revenue from sales of commercial time within the Company's network programming to be aired by television networks and cable channels, and from sales of broadcast advertising time on the Company's owned and operated television stations and various digital properties. Advertising revenue from customers, primarily advertising agencies, is recognized as the commercials are aired. Certain of the Company's advertising contracts have guarantees of a certain number of targeted audience views, referred to as impressions. Revenues for any audience deficiencies are deferred until the guaranteed number of impressions is met, by providing additional advertisements. Advertising contracts, which are generally short-term, are billed monthly for the spots aired during the month, with payments due shortly after the invoice date.

The Company generates affiliate fee revenue from affiliate agreements with traditional and digital MVPDs for cable network programming and for the broadcast of the Company's owned and operated television stations. In addition, the Company generates affiliate fee revenue from agreements with independently owned television stations that are affiliated with the FOX Network and receives retransmission consent fees from traditional and digital MVPDs for their signals. Affiliate fee revenue is recognized at a point in time when the network programming is made available to the customer. For contracts with affiliate fees based on the number of the affiliate's subscribers, revenues are recognized based on the contractual rate multiplied by the estimated number of subscribers each period. For contracts with fixed affiliate fees, revenues are recognized based on the relative standalone selling price of the network programming provided over the

contract term, which generally reflects the invoiced amount. Affiliate contracts are generally multi-year contracts with payments due monthly.

The Company classifies the amortization of cable distribution investments against affiliate fee revenue in accordance with Accounting Standards Codification ("ASC") 606-10-32-25 through 27, "Revenue Recognition—Consideration Payable to a Customer." The Company defers the cable distribution investments and amortizes the amounts on a straight-line basis over the contract period.

Programming

Costs incurred in acquiring program rights or producing programs are accounted for in accordance with ASC 920, "Entertainment—Broadcasters." Program rights and the related liabilities are recorded at the gross amount of the liabilities when the license period has begun, the cost of the program is determinable and the program is accepted and available for airing. Television broadcast network entertainment programming, which includes acquired series, co-produced series, movies and other programs, are amortized primarily on an accelerated basis. Management regularly reviews, and revises when necessary, its total revenue estimates on a contract basis, which may result in a change in the rate of amortization and/or a write-down of the asset to fair value.

As a result of the evaluation of the recoverability of the unamortized costs associated with the Company's programming rights, the Company recognized write-downs of approximately nil, $95 million and $55 million in fiscal 2021, 2020 and 2019, respectively, related to sports, entertainment and syndicated programming rights at the Cable Network Programming and Television segments, which were recorded in Operating expenses in the Consolidated Statements of Operations.

The Company has single and multi-year contracts for broadcast rights of programs and sports events. The costs of multi-year national sports contracts at the FOX Network and the Company's sports channels are primarily charged to expense and allocated to segments based on the ratio of each current period's attributable revenue for each contract to the estimated total remaining attributable revenue for each contract. Estimates can change and accordingly, are reviewed periodically and amortization is adjusted as necessary. Such changes in the future could be material. The recoverability of certain sports rights contracts for content broadcast on the FOX Network and the Company's sports channels is assessed on an aggregate basis.

Goodwill and Intangible Assets

The Company's intangible assets include goodwill, FCC licenses, MVPD affiliate agreements and relationships and trademarks and other copyrighted products. Intangible assets acquired in business combinations are recorded at their estimated fair value at the date of acquisition. Goodwill is recorded as the difference between the consideration transferred to acquire entities and the estimated fair values assigned to their tangible and identifiable intangible net assets and is assigned to one or more reporting units for purposes of testing for impairment. The judgments made in determining the estimated fair value assigned to each class of intangible assets acquired, their reporting unit, as well as their useful lives can significantly impact net income.

The Company accounts for its business combinations under the acquisition method of accounting. The total cost of acquisitions is allocated to the underlying net assets, based on their respective estimated fair values. The excess of the consideration transferred over the estimated fair values of the tangible net assets acquired is recorded as intangibles, including goodwill. Amounts recorded as goodwill are assigned to one or more reporting units. Determining the fair value of assets acquired and liabilities assumed requires management's judgment and often involves the use of significant estimates and assumptions, including assumptions with respect to future cash inflows and outflows, discount rates, asset lives and market multiples, among other items. Identifying reporting units and assigning goodwill to them requires judgment involving the aggregation of business units with similar economic characteristics and the identification of existing business units that benefit from the acquired goodwill. The Company allocates goodwill to disposed businesses using the relative fair value method.

Carrying values of goodwill and intangible assets with indefinite lives are reviewed at least annually for possible impairment in accordance with ASC 350 "Intangibles—Goodwill and Other." The Company's impairment review is based on, among other methods, a discounted cash flow approach that requires significant management judgment. The Company uses its judgment in assessing whether assets may have become impaired between annual valuations. Indicators such as unexpected adverse economic factors, unanticipated technological change or competitive activities,

loss of key personnel and acts by governments and courts, may signal that an asset has become impaired and require the Company to perform an interim impairment test.

The Company uses direct valuation methods to value identifiable intangibles for acquisition accounting and impairment testing. The direct valuation method used for FCC licenses requires, among other inputs, the use of published industry data that are based on subjective judgments about future advertising revenues in the markets where the Company owns television stations. This method also involves the use of management's judgment in estimating an appropriate discount rate reflecting the risk of a market participant in the U.S. broadcast industry. The resulting fair values for FCC licenses are sensitive to these long-term assumptions and any variations to such assumptions could result in an impairment to existing carrying values in future periods and such impairment could be material.

During fiscal 2021, the Company determined that the goodwill and indefinite-lived intangible assets included in the accompanying Consolidated Balance Sheet as of June 30, 2021, were not impaired. The Company determined there are no reporting units with goodwill considered to be at risk and will continue to monitor its goodwill and intangible assets for possible future impairment.

See Note 2—Summary of Significant Accounting Policies to the accompanying Financial Statements under the heading "Annual Impairment Review" for further discussion.

Income Taxes

The Company is subject to income tax in various domestic jurisdictions. The Company computes its annual tax rate based on the statutory tax rates and tax planning opportunities available to it in the various jurisdictions in which it earns income. Tax laws are complex and subject to different interpretations by the taxpayer and respective governmental taxing authorities. Significant judgment is required in determining the Company's tax expense and in evaluating its tax positions, including evaluating uncertainties under ASC 740, "Income Taxes."

The Company records valuation allowances to reduce deferred tax assets to the amount that is more likely than not to be realized. In making this assessment, management analyzes future taxable income, reversing temporary differences and ongoing tax planning strategies. Should a change in circumstances lead to a change in judgment about the realizability of deferred tax assets in future years, the Company would adjust related valuation allowances in the period that the change in circumstances occurs, along with a corresponding increase or charge to income.

Employee Costs

The measurement and recognition of costs of the Company's pension and OPEB plans require the use of significant management judgments, including discount rates, expected return on plan assets and other actuarial assumptions.

The Company participates in and/or sponsors various pension, savings and postretirement benefit plans. Pension plans and postretirement benefit plans are closed to new participants with the exception of a small group covered by collective bargaining agreements. Prior to the Separation and the Distribution, certain of the Company's employees participated in defined benefit pension and postretirement plans sponsored by 21CF ("Shared Plans"), which include participants of other 21CF subsidiaries. Shared Plans were accounted for as multiemployer benefit plans. Therefore, no asset or liability was recorded to recognize the funded status. In contemplation of the Separation and the Distribution, the pension and other postretirement benefit assets and liabilities of the Shared Plans allocable to the Company's employees were transferred to the Company in fiscal 2019 (See Note 15—Pension and Other Postretirement Benefits to the accompanying Financial Statements).

For financial reporting purposes, net periodic pension expense is calculated based upon a number of actuarial assumptions, including a discount rate, an expected rate of return on plan assets and mortality. The Company considers current market conditions, including changes in investment returns and interest rates, in making these assumptions. The expected long-term rate of return is determined using the current target asset allocation of 40% equity securities, 48% fixed income securities and 12% in other investments, and applying expected future returns for the various asset classes and correlations amongst the asset classes. A portion of the other investments is allocated to cash to pay near-term benefits.

The discount rate reflects the market rate for high-quality fixed income investments on the Company's annual measurement date of June 30 and is subject to change each fiscal year. The discount rate assumptions used to account for pension and other postretirement benefit plans reflect the rates at which the benefit obligations could be effectively

settled. The rate was determined by matching the Company's expected benefit payments for the plans to a hypothetical yield curve developed using a portfolio of several hundred high-quality non-callable corporate bonds.

The key assumptions used in developing the Company's fiscal 2021, 2020 and 2019 net periodic pension expense for its plans consist of the following:

	2021	2020	2019
	(in millions, except %)		
Discount rate for service cost	2.9 %	3.7 %	4.6 %
Discount rate for interest cost	2.2 %	3.2 %	4.1 %
Assets			
Expected rate of return	6.5 %	7.0 %	7.0 %
Actual return	$ 195	$ 24	$ 50
Expected return	50	55	30
Actuarial gain (loss)	$ 145	$ (31)	$ 20
One year actual return	26.1 %	3.4 %	N/A

Discount rates are volatile from year to year because they are determined based upon the prevailing rates as of the measurement date. The Company will utilize discount rates of 2.8% and 2.1% in calculating the fiscal 2022 service cost and interest cost, respectively, for its plans. The Company will use an expected long-term rate of return of 5.1% for fiscal 2022 based principally on the future return expectation of the plans' asset mix. The accumulated net pre-tax losses on the Company's pension and postretirement benefit plans as of June 30, 2021 were $424 million which decreased from $556 million as of June 30, 2020. This decrease of $132 million was primarily due to asset gains and the recognition of deferred losses related to amortization partially offset by the change in discount rate assumption utilized in measuring plan obligations and other changes. The overall accumulated pre-tax net losses as of June 30, 2021 were primarily the result of changes in discount rates. Lower discount rates increase present values of benefit obligations and increase the Company's deferred losses and also increase subsequent-year pension expense. Higher discount rates decrease the present values of benefit obligations and reduces the Company's accumulated net loss and also decrease subsequent-year pension expense. These deferred losses are being systematically recognized in future net periodic pension expense in accordance with ASC 715, "Compensation—Retirement Benefits." Unrecognized losses in excess of 10% of the greater of the market-related value of plan assets or the plans' projected benefit obligation ("PBO") are recognized over the average future service of the plan participants or average future life of the plan participants.

The Company made contributions of $63 million, $30 million and $83 million to its pension plans in fiscal 2021, 2020 and 2019, respectively. The majority of these contributions were voluntarily made to improve the funding status of the plans which were impacted by the economic conditions noted above. Future plan contributions are dependent upon actual plan asset returns, statutory requirements and interest rate movements. Assuming that actual plan returns are consistent with the Company's expected plan returns in fiscal 2022 and beyond and that interest rates remain constant, the Company would not be required to make any material statutory contributions to its pension plans for the immediate future. The Company will continue to make voluntary contributions as necessary to improve funded status.

Changes in net periodic pension expense may occur in the future due to changes in the Company's expected rate of return on plan assets and discount rate resulting from economic events. The following table highlights the sensitivity of the Company's pension obligations and expense to changes in these assumptions, assuming all other assumptions remain constant:

Changes in Assumption	Impact on Annual Pension Expense	Impact on PBO
0.25 percentage point decrease in discount rate	Increase $4 million	Increase $44 million
0.25 percentage point increase in discount rate	Decrease $4 million	Decrease $42 million
0.25 percentage point decrease in expected rate of return on assets	Increase $2 million	-
0.25 percentage point increase in expected rate of return on assets	Decrease $2 million	-

Fiscal 2022 net periodic pension expense for the Company's pension plans is expected to decrease to approximately $50 million primarily due to asset gains during fiscal 2021.

Recent Accounting Pronouncements

See Note 2—Summary of Significant Accounting Policies to the accompanying Financial Statements under the heading "Recently Adopted and Recently Issued Accounting Guidance and the CARES Act."

CAUTION CONCERNING FORWARD-LOOKING STATEMENTS

This document contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical or current fact are "forward-looking statements" for purposes of federal and state securities laws, including any statements regarding (i) future earnings, revenues or other measures of the Company's financial performance; (ii) the Company's plans, strategies and objectives for future operations; (iii) proposed new programming or other offerings; (iv) future economic conditions or performance; and (v) assumptions underlying any of the foregoing. Forward-looking statements may include, among others, the words "may," "will," "should," "likely," "anticipates," "expects," "intends," "plans," "projects," "believes," "estimates," "outlook" or any other similar words.

Although the Company's management believes that the expectations reflected in any of the Company's forward-looking statements are reasonable, actual results could differ materially from those projected or assumed in any forward-looking statements. The Company's future financial condition and results of operations, as well as any forward-looking statements, are subject to change and to inherent risks and uncertainties, such as those disclosed or incorporated by reference in our filings with the SEC. Important factors that could cause the Company's actual results, performance and achievements to differ materially from those estimates or projections contained in the Company's forward-looking statements include, but are not limited to, government regulation, economic, strategic, political and social conditions and the following factors:

- the impact of COVID-19 and other widespread health emergencies or pandemics and measures to contain their spread and related weak macroeconomic conditions and increased market volatility;
- the impact of COVID-19 specifically on the Company, including content disruptions that negatively affect the timing, volume or popularity of the Company's programming, particularly sports programming, and potential non-cash impairment charges resulting from significant declines in the Company's estimated revenues or the expected popularity of the Company's programming;
- evolving technologies and distribution platforms and changes in consumer behavior as consumers seek more control over when, where and how they consume content, and related impacts on advertisers and traditional MVPDs;
- declines in advertising expenditures due to various factors such as the economic prospects of advertisers or the economy, major sports events and elections cycles, evolving technologies and distribution platforms and related changes in consumer behavior and shifts in advertisers' expenditures, the evolving market for AVOD advertising campaigns, and audience measurement methodologies' ability to accurately reflect actual viewership levels;
- further declines in the number of subscribers to traditional MVPD services;
- the failure to enter into or renew on favorable terms, or at all, affiliation or carriage agreements or arrangements through which the Company makes its content available for viewing through online video platforms;
- the highly competitive nature of the industry in which the Company's businesses operate;
- the popularity of the Company's content, including special sports events; and the continued popularity of the sports franchises, leagues and teams for which the Company has acquired programming rights;
- the Company's ability to renew programming rights, particularly sports programming rights, on sufficiently favorable terms, or at all;
- damage to the Company's brands or reputation;
- the inability to realize the anticipated benefits of the Company's strategic investments and acquisitions;
- the loss of key personnel;
- labor disputes, including labor disputes involving professional sports leagues whose games or events the Company has the right to broadcast;
- lower than expected valuations associated with one of the Company's reporting units, indefinite-lived intangible assets, investments or long-lived assets;

- a degradation, failure or misuse of the Company's network and information systems and other technology relied on by the Company that causes a disruption of services or improper disclosure of personal data or other confidential information;
- content piracy and signal theft and the Company's ability to protect its intellectual property rights;
- the failure to comply with laws, regulations, rules, industry standards or contractual obligations relating to privacy and personal data protection;
- changes in tax, federal communications or other laws, regulations, practices or the interpretations thereof (including changes in legislation currently being considered);
- the impact of any investigations or fines from governmental authorities, including FCC rules and policies and FCC decisions regarding revocation, renewal or grant of station licenses, waivers and other matters;
- the failure or destruction of satellites or transmitter facilities the Company depends on to distribute its programming;
- unfavorable litigation or investigation results that require the Company to pay significant amounts or lead to onerous operating procedures;
- changes in GAAP or other applicable accounting standards and policies;
- the Company's ability to achieve the benefits it expects to achieve as a standalone, publicly traded company;
- increased costs in connection with the Company operating as a standalone, publicly traded company following the Distribution and the loss of synergies the Company enjoyed from operating as part of 21CF;
- the Company's ability to secure additional capital on acceptable terms;
- the impact of any payments the Company is required to make or liabilities it is required to assume under the Separation Agreement and the indemnification arrangements entered into in connection with the Separation and the Distribution; and
- the other risks and uncertainties detailed in Item 1A. "Risk Factors" in this Annual Report.

Forward-looking statements in this Annual Report speak only as of the date hereof, and forward-looking statements in documents that are incorporated by reference hereto speak only as of the date of those documents. The Company does not undertake any obligation to update or release any revisions to any forward-looking statement made herein or to report any events or circumstances after the date hereof or to reflect the occurrence of unanticipated events or to conform such statements to actual results or changes in our expectations, except as required by law.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company has exposure to two types of market risk: changes in interest rates and stock prices. The Company neither holds nor issues financial instruments for trading purposes.

The following sections provide quantitative and qualitative information on the Company's exposure to interest rate risk and stock price risk. The Company makes use of sensitivity analyses that are inherently limited in estimating actual losses in fair value that can occur from changes in market conditions.

Interest Rates

The Company's current financing arrangements and facilities include $8.0 billion of outstanding fixed-rate debt, before adjustments for unamortized discount and debt issuance costs (See Note 9—Borrowings to the accompanying Consolidated and Combined Financial Statements).

Fixed and variable-rate debts are impacted differently by changes in interest rates. A change in the interest rate or yield of fixed-rate debt will only impact the fair market value of such debt, while a change in the interest rate of variable-rate debt will impact interest expense, as well as the amount of cash required to service such debt. As of June 30, 2021, all the Company's financial instruments with exposure to interest rate risk were denominated in U.S. dollars and no variable-rate debt was outstanding. Information on financial instruments with exposure to interest rate risk is presented below:

	As of June 30,	
	2021	2020
	(in millions)	
Fair Value		
Borrowings: liability	$ (9,474)	$ (9,746)
Sensitivity Analysis		
Potential change in fair values resulting from a 10% adverse change in quoted interest rates	$ (173)	$ (190)

Stock Prices

The Company has common stock investments in publicly traded companies that are subject to market price volatility. Information on the Company's investments with exposure to stock price risk is presented below:

	As of June 30,	
	2021	2020
	(in millions)	
Fair Value		
Total fair value of common stock investments	$ 788	$ 531
Sensitivity Analysis		
Potential change in fair values resulting from a 10% adverse change in quoted market prices	$ (79)	$ (53)

Concentrations of Credit Risk

See Note 2—Summary of Significant Accounting Policies to the accompanying Consolidated and Combined Financial Statements under the heading "Concentrations of credit risk."

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

FOX CORPORATION

INDEX TO CONSOLIDATED AND COMBINED FINANCIAL STATEMENTS

	Page
Management's Report on Internal Control Over Financial Reporting	59
Reports of Independent Registered Public Accounting Firm	60
Consolidated Statements of Operations for the fiscal years ended June 30, 2021, 2020 and 2019	63
Consolidated Statements of Comprehensive Income for the fiscal years ended June 30, 2021, 2020 and 2019	64
Consolidated Balance Sheets as of June 30, 2021 and 2020	65
Consolidated Statements of Cash Flows for the fiscal years ended June 30, 2021, 2020 and 2019	66
Consolidated Statements of Equity for the fiscal years ended June 30, 2021, 2020 and 2019	67
Notes to the Consolidated and Combined Financial Statements	68

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management of Fox Corporation is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as amended. The Company's internal control over financial reporting includes those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of Fox Corporation;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States of America;
- provide reasonable assurance that receipts and expenditures of Fox Corporation are being made only in accordance with authorization of management and directors of Fox Corporation; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of assets that could have a material effect on the consolidated financial statements.

Fox Corporation's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America. Because of its inherent limitations, internal control over financial reporting, no matter how well designed, may not prevent or detect misstatements. Also, the assessment of the effectiveness of internal control over financial reporting was made as of a specific date. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management, including the Company's principal executive officer and principal financial officer, conducted an evaluation of the effectiveness of Fox Corporation's internal control over financial reporting as of June 30, 2021, based on the framework set forth in "*Internal Control — Integrated Framework*" issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013. Based on this evaluation, management determined that, as of June 30, 2021, Fox Corporation maintained effective internal control over financial reporting.

Ernst & Young LLP, the independent registered public accounting firm who audited and reported on the Consolidated and Combined Financial Statements of Fox Corporation included in the Annual Report on Form 10-K for the fiscal year ended June 30, 2021, has audited the Company's internal control over financial reporting. Their report appears on the following page.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of Fox Corporation:

Opinion on Internal Control Over Financial Reporting

We have audited Fox Corporation's internal control over financial reporting as of June 30, 2021, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Fox Corporation (the "Company") maintained, in all material respects, effective internal control over financial reporting as of June 30, 2021, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of Fox Corporation as of June 30, 2021 and 2020, the related consolidated and combined statements of operations, comprehensive income, cash flows and equity for each of the three years in the period ended June 30, 2021, and the related notes and our report dated August 10, 2021 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP

New York, New York

August 10, 2021

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of Fox Corporation:

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Fox Corporation (the “Company”) as of June 30, 2021 and 2020, the related consolidated and combined statements of operations, comprehensive income, cash flows and equity for each of the three years in the period ended June 30, 2021, and the related notes (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at June 30, 2021 and 2020, and the results of its operations and its cash flows for each of the three years in the period ended June 30, 2021, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company’s internal control over financial reporting as of June 30, 2021, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated August 10, 2021 expressed an unqualified opinion thereon.

Adoption of ASU 2016-02

As discussed in Note 10 to the consolidated and combined financial statements, effective July 1, 2019, the Company changed its method of accounting for leases due to the adoption of ASU 2016-02, Leases.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the Audit Committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Assessment of realizability of deferred tax assets

Description of the Matter	As disclosed in Note 2 to the consolidated financial statements, the Company records a valuation allowance based on the assessment of the realizability of the Company’s deferred tax assets. For the year ended June 30, 2021, the Company had deferred tax assets before valuation allowances of $4.1 billion as disclosed in Note 16.

Auditing management's assessment of recoverability of deferred tax assets involved subjective estimation and complex auditor judgment in determining whether sufficient future taxable income will be generated to support the realization of the existing deferred tax assets.

How We Addressed the Matter in Our Audit

We obtained an understanding, evaluated the design and tested the operating effectiveness of internal controls that address the risks of material misstatement relating to the realizability of deferred tax assets, including controls over management's estimates of future taxable income.

Among other audit procedures performed, we evaluated the significant assumptions used by the Company to develop estimated future taxable income and tested the completeness and accuracy of the underlying data. For example, we evaluated management's estimates of future taxable income by performing a look-back analysis of management's historical estimates compared to actual results as well as compared management's estimates to current industry and economic trends. We also performed a sensitivity analysis of future taxable income to evaluate the recoverability of deferred tax assets resulting from changes in assumptions.

Program rights amortization – National sports programming

Description of the Matter

As disclosed in Note 2 to the consolidated financial statements, the Company has programming rights, including single and multi-year contracts for broadcast rights of sports events. The costs of multi-year sports contracts at the Company are primarily amortized based on the ratio of each current period's attributable revenue for each contract to the estimated total remaining attributable revenue for each contract.

Auditing the amortization of the Company's national sports programming involved subjective estimation and complex auditor judgment because the analysis that the Company relies upon to determine the amortization of this programming is based on estimates of future revenues from the programming. Differing estimates of future revenues could materially affect the timing of sports programming amortization.

How We Addressed the Matter in Our Audit

We obtained an understanding, evaluated the design and tested the operating effectiveness of internal controls that address the risks of material misstatement relating to the amortization of the Company's national sports programming, including controls over management's review of the analysis and the significant assumptions used to develop the estimated future revenues. We also tested management's controls to validate that the data used in the analysis was complete and accurate.

Among other audit procedures performed, we evaluated the significant assumptions used by the Company to develop the estimated future revenues and tested the completeness and accuracy of the underlying data used in the analysis. For example, we evaluated management's forecasts of estimated future revenues by performing a look-back analysis of management's historical estimates compared to actual results. We also performed a sensitivity analysis of the estimated future revenues to evaluate the change in the amortization of the Company's national sports programming resulting from changes in the assumptions.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 2018.

New York, New York

August 10, 2021

FOX CORPORATION
CONSOLIDATED AND COMBINED STATEMENTS OF OPERATIONS
(IN MILLIONS, EXCEPT PER SHARE AMOUNTS)

	For the years ended June 30,		
	2021	2020	2019
Revenues	$ 12,909	$ 12,303	$ 11,389
Operating expenses	(8,037)	(7,807)	(7,327)
Selling, general and administrative	(1,807)	(1,741)	(1,419)
Depreciation and amortization	(300)	(258)	(212)
Impairment and restructuring charges	(35)	(451)	(26)
Interest expense	(395)	(369)	(203)
Interest income	4	35	41
Other, net	579	(248)	(19)
Income before income tax expense	2,918	1,464	2,224
Income tax expense	(717)	(402)	(581)
Net income	2,201	1,062	1,643
Less: Net income attributable to noncontrolling interests	(51)	(63)	(48)
Net income attributable to Fox Corporation stockholders	$ 2,150	$ 999	$ 1,595
EARNINGS PER SHARE DATA			
Net income attributable to Fox Corporation stockholders per share			
Basic	$ 3.64	$ 1.63	$ 2.57
Diluted	$ 3.61	$ 1.62	$ 2.57

The accompanying notes are an integral part of these Consolidated and Combined Financial Statements.

FOX CORPORATION
CONSOLIDATED AND COMBINED STATEMENTS OF COMPREHENSIVE INCOME
(IN MILLIONS)

	For the years ended June 30,		
	2021	2020	2019
Net income	$ 2,201	$ 1,062	$ 1,643
Other comprehensive income (loss), net of tax			
Benefit plan adjustments and other	99	(109)	(89)
Other comprehensive income (loss), net of tax	99	(109)	(89)
Comprehensive income	2,300	953	1,554
Less: Net income attributable to noncontrolling interests[a]	(51)	(63)	(48)
Comprehensive income attributable to Fox Corporation stockholders	$ 2,249	$ 890	$ 1,506

[a] Net income attributable to noncontrolling interests includes $25 million, $33 million and $33 million for the fiscal years ended June 30, 2021, 2020 and 2019, respectively, relating to redeemable noncontrolling interests.

The accompanying notes are an integral part of these Consolidated and Combined Financial Statements.

FOX CORPORATION
CONSOLIDATED BALANCE SHEETS
(IN MILLIONS, EXCEPT SHARE AND PER SHARE AMOUNTS)

	As of June 30,	
	2021	2020
ASSETS		
Current assets		
Cash and cash equivalents	$ 5,886	$ 4,645
Receivables, net	2,029	1,888
Inventories, net	729	856
Other	105	97
Total current assets	8,749	7,486
Non-current assets		
Property, plant and equipment, net	1,708	1,498
Intangible assets, net	3,154	3,198
Goodwill	3,435	3,409
Deferred tax assets	3,822	4,358
Other non-current assets	2,058	1,801
Total assets	$ 22,926	$ 21,750
LIABILITIES AND EQUITY		
Current liabilities		
Borrowings	$ 749	$ -
Accounts payable, accrued expenses and other current liabilities	2,253	1,906
Total current liabilities	3,002	1,906
Non-current liabilities		
Borrowings	7,202	7,946
Other liabilities	1,336	1,482
Redeemable noncontrolling interests	261	305
Commitments and contingencies		
Equity		
Class A common stock[a]	3	3
Class B common stock[b]	3	3
Additional paid-in capital	9,453	9,831
Retained earnings	1,982	674
Accumulated other comprehensive loss	(318)	(417)
Total Fox Corporation stockholders' equity	11,123	10,094
Noncontrolling interests	2	17
Total equity	11,125	10,111
Total liabilities and equity	$ 22,926	$ 21,750

(a) **Class A common stock**, $0.01 par value per share, 2,000,000,000 shares authorized, 324,361,864 shares and 343,608,673 shares issued and outstanding at par as of June 30, 2021 and 2020, respectively.

(b) **Class B common stock**, $0.01 par value per share, 1,000,000,000 shares authorized, 251,821,556 shares and 261,078,355 shares issued and outstanding at par as of June 30, 2021 and 2020, respectively.

The accompanying notes are an integral part of these Consolidated and Combined Financial Statements.

FOX CORPORATION
CONSOLIDATED AND COMBINED STATEMENTS OF CASH FLOWS
(IN MILLIONS)

	For the years ended June 30,		
	2021	2020	2019
OPERATING ACTIVITIES			
Net income	$ 2,201	$ 1,062	$ 1,643
Adjustments to reconcile net income to cash provided by operating activities			
Depreciation and amortization	300	258	212
Amortization of cable distribution investments	22	24	38
Impairment and restructuring charges, net of termination payments	35	133	26
Equity-based compensation	147	137	36
Other, net	(579)	248	19
Deferred income taxes	534	283	386
Change in operating assets and liabilities, net of acquisitions and dispositions			
Receivables and other assets	(269)	224	(166)
Inventories net of program rights payable	190	181	197
Accounts payable and accrued expenses	282	(87)	231
Other changes, net	(224)	(98)	(98)
Net cash provided by operating activities	2,639	2,365	2,524
INVESTING ACTIVITIES			
Property, plant and equipment	(484)	(359)	(235)
Acquisitions, net of cash acquired	(51)	(1,061)	-
Proceeds from dispositions, net	93	60	-
Sale of investments	-	349	-
Purchase of investments	(86)	(103)	(338)
Other investing activities, net	-	14	(64)
Net cash used in investing activities	(528)	(1,100)	(637)
FINANCING ACTIVITIES			
Borrowings	-	1,191	6,750
Net transfers to Twenty-First Century Fox, Inc.	-	-	(1,233)
Net dividend paid to Twenty-First Century Fox, Inc.	-	-	(6,500)
Repurchase of shares	(1,001)	(600)	-
Non-operating cash flows from (to) The Walt Disney Company	112	(95)	-
Settlement of Divestiture Tax prepayment	462	-	-
Dividends paid and distributions	(330)	(335)	(188)
Purchase of subsidiary noncontrolling interest	(67)	-	-
Other financing activities, net	(46)	(15)	18
Net cash (used in) provided by financing activities	(870)	146	(1,153)
Net increase in cash and cash equivalents	1,241	1,411	734
Cash and cash equivalents, beginning of year	4,645	3,234	2,500
Cash and cash equivalents, end of year	$ 5,886	$ 4,645	$ 3,234

The accompanying notes are an integral part of these Consolidated and Combined Financial Statements.

FOX CORPORATION
CONSOLIDATED AND COMBINED STATEMENTS OF EQUITY
(IN MILLIONS)

	Class A Common Stock		Class B Common Stock		Twenty-First Century Fox, Inc.	Additional Paid-in	Retained	Accumulated Other Comprehensive	Total Fox Corporation Stockholders'	Noncontrolling	Total
	Shares	Amount	Shares	Amount	Investment	Capital	Earnings	Income (Loss)	Equity	Interests[a]	Equity
Balance, June 30, 2018	-	$ -	-	$ -	$ 9,513	$ -	$ -	$ 81	$ 9,594	$ -	$ 9,594
Adoption of new accounting standards[b]	-	-	-	-	143	-	-	(143)	-	-	-
Net income	-	-	-	-	1,036	-	559	-	1,595	15	1,610
Other comprehensive loss	-	-	-	-	-	-	-	(89)	(89)	-	(89)
Dividends	-	-	-	-	-	-	(143)	-	(143)	-	(143)
Other	-	-	-	-	135	35	(59)	-	111	(4)	107
Net decrease in Twenty-First Century Fox, Inc. investment	-	-	-	-	(964)	-	-	(157) (c)	(1,121)	-	(1,121)
Conversion of Twenty-First Century Fox, Inc. investment	354	4	266	3	(9,863)	9,856	-	-	-	-	-
Balance, June 30, 2019	354	$ 4	266	$ 3	$ -	$ 9,891	$ 357	$ (308)	$ 9,947	$ 11	$ 9,958
Net income	-	-	-	-	-	-	999	-	999	30	1,029
Other comprehensive loss	-	-	-	-	-	-	-	(109)	(109)	-	(109)
Dividends	-	-	-	-	-	-	(282)	-	(282)	-	(282)
Shares repurchased	(12)	(1)	(5)	-	-	(273)	(326)	-	(600)	-	(600)
Other	2	-	-	-	-	213	(74)	-	139	(24)	115
Balance, June 30, 2020	344	$ 3	261	$ 3	$ -	$ 9,831	$ 674	$ (417)	$ 10,094	$ 17	$ 10,111
Net income	-	-	-	-	-	-	2,150	-	2,150	26	2,176
Other comprehensive income	-	-	-	-	-	-	-	99	99	-	99
Dividends	-	-	-	-	-	-	(272)	-	(272)	-	(272)
Shares repurchased	(22)	-	(9)	-	-	(514)	(487)	-	(1,001)	-	(1,001)
Other	2	-	-	-	-	136	(83)	-	53	(41)	12
Balance, June 30, 2021	324	$ 3	252	$ 3	$ -	$ 9,453	$ 1,982	$ (318)	$ 11,123	$ 2	$ 11,125

(a) Excludes Redeemable noncontrolling interests which are reflected in temporary equity (See Note 6—Fair Value under the heading “Redeemable Noncontrolling Interests”).

(b) Reflects the adoption of ASU 2016-01 and ASU 2018-02 as defined in Note 11—Stockholders’ Equity under the heading “Accumulated other comprehensive loss.”

(c) Represents accumulated other comprehensive loss transferred from Twenty-First Century Fox, Inc. investment related to the pension and postretirement benefit assets and liabilities of the Shared Plans as defined in Note 15—Pension and Other Postretirement Benefits.

The accompanying notes are an integral part of these Consolidated and Combined Financial Statements.

NOTE 1. DESCRIPTION OF BUSINESS AND BASIS OF PRESENTATION

Fox Corporation, a Delaware corporation ("FOX" or the "Company"), is a news, sports and entertainment company, which manages and reports its businesses in the following segments: Cable Network Programming, Television and Other, Corporate and Eliminations.

The Distribution

On March 19, 2019, the Company became a standalone publicly traded company through the pro rata distribution by Twenty-First Century Fox, Inc. (now known as TFCF Corporation) ("21CF") of all of the issued and outstanding common stock of FOX to 21CF stockholders (other than holders that were subsidiaries of 21CF) (the "Distribution") in accordance with the Amended and Restated Distribution Agreement and Plan of Merger, dated as of June 20, 2018, by and between 21CF and 21CF Distribution Merger Sub, Inc. Following the Distribution, 354 million and 266 million shares of the Company's Class A Common Stock, par value $0.01 per share (the "Class A Common Stock"), and Class B Common Stock, par value $0.01 per share (the "Class B Common Stock" and, together with the Class A Common Stock, the "Common Stock"), respectively, began trading independently on The Nasdaq Global Select Market ("Nasdaq"). In connection with the Distribution, the Company entered into the Separation and Distribution Agreement, dated as of March 19, 2019 (the "Separation Agreement"), with 21CF, which effected the internal restructuring (the "Separation") whereby 21CF transferred to FOX a portfolio of 21CF's news, sports and broadcast businesses, including FOX News Media (consisting of FOX News and FOX Business), FOX Entertainment, FOX Sports, FOX Television Stations, and sports cable networks FS1, FS2, FOX Deportes and Big Ten Network, and certain other assets, and FOX assumed from 21CF the liabilities associated with such businesses and certain other liabilities. The Separation and the Distribution were effected as part of a series of transactions contemplated by the Amended and Restated Merger Agreement and Plan of Merger, dated as of June 20, 2018 (the "21CF Disney Merger Agreement"), by and among 21CF, The Walt Disney Company ("Disney") and certain subsidiaries of Disney, pursuant to which, among other things, 21CF became a wholly-owned subsidiary of Disney.

In connection with the Separation, the Company entered into several agreements that govern certain aspects of the Company's relationship with 21CF and Disney following the Separation. These include the Separation Agreement, a tax matters agreement, transition services agreements, as well as agreements relating to intellectual property licenses, employee matters, commercial arrangements and the FOX Studio Lot lease (See Note 10—Leases under the heading "Lessor Arrangements"). The core transition services agreements will terminate in accordance with their terms by September 2021.

The Separation Agreement contains the key provisions relating to the Separation and the Distribution. The Separation Agreement identifies the assets that were transferred, the liabilities that were assumed and the contracts that were assigned to each of the Company and 21CF as part of the Separation and describes how these transfers, assumptions and assignments occurred. It also provides for cross-indemnities between the Company and 21CF. Other matters governed by the Separation Agreement include access to financial and other information, confidentiality, access to and provision of records, continued access for the Company to 21CF insurance policies and shared contracts and certain third-party consent provisions. Pursuant to the Separation Agreement, the Company is the owner of all "FOX" brands and related trademarks, as well as all other intellectual property primarily related to the Company's business. In addition, the Company entered into certain trademark and other intellectual property license agreements in connection with the use of certain intellectual property by 21CF.

The Company also entered into a tax matters agreement with Disney and 21CF that governs the parties' respective rights, responsibilities and obligations with respect to certain tax matters. Under the tax matters agreement, 21CF will generally indemnify the Company against any taxes required to be reported on a consolidated or separate tax return of 21CF and/or any of its subsidiaries, including any taxes resulting from the Separation and the Distribution, and the Company will generally indemnify 21CF against any taxes required to be reported on a separate tax return of the Company or any of its subsidiaries. The Company was responsible for certain taxes resulting from the anticipated divestitures by Disney of certain assets, primarily the FOX Sports Regional Sports Networks ("RSNs"), which were sold by Disney during calendar year 2019. The Transaction Tax (as defined below) included a prepayment of the Company's share of the estimated tax liabilities resulting from the anticipated divestitures by Disney of these assets in the amount of approximately $700 million.

In addition, the Company and 21CF entered into transition services agreements under which the Company and 21CF are providing specified services to each other on a transitional basis, including broadcast operations, sports production, information systems and technology, human resources services, finance and accounting, facilities and other corporate services. The core transition services agreements will terminate in accordance with their terms by September 2021.

The Company also entered into an employee matters agreement with 21CF that governs the parties' obligations with respect to certain employee-related liabilities and certain employee benefit plans, programs, policies and other related matters for employees of the Company (See Note 12—Equity-Based Compensation and Note 15—Pension and Other Postretirement Benefits).

Basis of Presentation

The Company's financial statements as of and for the years ended June 30, 2021 and 2020 are presented on a consolidated basis. The Company's consolidated financial statements for the years ended June 30, 2021 and 2020 reflect the Company's results of operations and cash flows as a standalone company, and the Company's Consolidated Balance Sheets as of June 30, 2021 and 2020 consist of the Company's consolidated balances.

Prior to the Distribution, which occurred on March 19, 2019, the Company's combined financial statements were prepared on a standalone basis, derived from the consolidated financial statements and accounting records of 21CF.

The Consolidated and Combined Statements of Operations for the year ended June 30, 2019 include, for the periods prior to March 19, 2019, allocations for certain support functions that were provided on a centralized basis within 21CF prior to the Distribution and not recorded at the business unit level, such as certain expenses related to finance, legal, insurance, information technology, compliance and human resources management activities, among others. 21CF did not routinely allocate these costs to any of its business units. These expenses were allocated to FOX on the basis of direct usage when identifiable, with the remainder allocated on a pro rata basis of combined revenues, headcount or other relevant measures. Management believes the assumptions underlying the Consolidated and Combined Financial Statements, including the assumptions regarding allocating general corporate expenses from 21CF, are reasonable. Nevertheless, the Consolidated and Combined Financial Statements may not include all of the actual expenses that would have been incurred by FOX and may not reflect FOX's consolidated results of operations, financial position and cash flows had it been a standalone company during the entirety of the periods presented. Actual costs that would have been incurred if FOX had been a standalone company would depend on multiple factors, including organizational structure and strategic decisions made in various areas, including information technology and infrastructure.

For purposes of the Company's financial statements for the periods prior to the Distribution, the income tax provision in the Consolidated and Combined Statements of Operations was calculated as if FOX filed a separate tax return and was operating as a standalone business. Therefore, cash tax payments and items of current and deferred taxes may not be reflective of FOX's actual tax balances prior to or subsequent to the Distribution. Prior to the Distribution, the Company's operating results were included in 21CF's consolidated U.S. federal and state income tax returns. Pursuant to rules promulgated by the Internal Revenue Service ("IRS") and various state taxing authorities, the Company filed its initial U.S. income tax returns for the period March 19, 2019 through June 30, 2019.

The income tax accounts reflected in the Consolidated Balance Sheet as of June 30, 2019 include income taxes payable and deferred taxes attributed to the Company at the time of and subsequent to the Separation (See Note 13—Related Party Transactions and Twenty-First Century Fox, Inc. Investment under the heading "Corporate Allocations and Twenty-First Century Fox, Inc. Investment"). The calculation of the Company's income taxes involves considerable judgment and the use of both estimates and allocations.

Pursuant to the 21CF Disney Merger Agreement, immediately prior to the Distribution, the Company paid to 21CF a dividend in the amount of $8.5 billion (the "Dividend"). The final determination of the taxes in respect of the Separation and the Distribution for which the Company is responsible pursuant to the 21CF Disney Merger Agreement and a prepayment of the estimated taxes in respect of divestitures (collectively, the "Transaction Tax") was $6.5 billion. Following the Distribution, on March 20, 2019 the Company received a cash payment in the amount of $2.0 billion from Disney, which had the net effect of reducing the Dividend the Company paid to 21CF. The Transaction Tax included a prepayment of the Company's share of the estimated tax liabilities resulting from the anticipated divestitures by Disney of certain assets, principally the RSNs. This prepayment was in the amount of approximately $700 million. During the first

quarter of fiscal 2021, the Company and Disney reached an agreement to settle the majority of the prepaid Divestiture Tax and the Company received $462 million from Disney as reimbursement of the Company's prepayment based upon the sales price of the RSNs. This reimbursement was recorded in Other, net in the Statement of Operations (See Note 21—Additional Financial Information under the heading "Other, net"). The balance of the prepaid Divestiture Tax is subject to adjustment in the future, but any such adjustment is not expected to have a material impact on the results of the Company.

As a result of the Separation and the Distribution, which was a taxable transaction for which the estimated tax liability of $5.8 billion was included in the Transaction Tax paid by the Company, FOX obtained a tax basis in its assets equal to their respective fair market values. This will result in estimated annual tax deductions of approximately $1.5 billion, principally over the next several years related to the amortization of the additional tax basis. This amortization is estimated to reduce the Company's annual cash tax liability by approximately $370 million per year at the current combined federal and state applicable tax rate of approximately 25%. Such estimates are subject to revisions, which could be material, based upon the occurrence of future events including, among other things, a refund of the prepayment discussed above.

The consolidated and combined financial statements are referred to as the "Financial Statements" herein. The consolidated and combined statements of operations are referred to as the "Statements of Operations" herein. The consolidated and combined statements of comprehensive income are referred to as the "Statements of Comprehensive Income" herein. The consolidated balance sheets are referred to as the "Balance Sheets" herein. The consolidated and combined statements of cash flows are referred to as the "Statements of Cash Flows" herein. The consolidated and combined statements of equity are referred to as the "Statements of Equity" herein.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of consolidation and combination

The Financial Statements include the accounts of all majority-owned and controlled subsidiaries. In addition, the Company evaluates its relationships with other entities to identify whether they are variable interest entities as defined by Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 810-10, "Consolidation" ("ASC 810-10") and whether the Company is the primary beneficiary. Consolidation is required if both of these criteria are met.

The Financial Statements, for periods prior to the Distribution, include certain assets and liabilities that were historically held at 21CF's corporate level but are specifically identifiable or otherwise attributable to the Company. All significant intracompany transactions and accounts within the Company's consolidated and combined businesses have been eliminated.

Intercompany transactions with 21CF or its affiliates and the Company are reflected in the historical Financial Statements for periods prior to the Distribution. All significant intercompany balances between 21CF and the Company, for periods prior to the Distribution, have been included within the Twenty-First Century Fox, Inc. investment in these Financial Statements.

Any change in the Company's ownership interest in a consolidated subsidiary, where a controlling financial interest is retained, is accounted for as an equity transaction. When the Company ceases to have a controlling financial interest in a consolidated subsidiary, the Company will recognize a gain or loss in net income upon deconsolidation.

The Company's fiscal year ends on June 30 ("fiscal") of each year.

Reclassifications and adjustments

Certain fiscal 2020 and 2019 amounts have been reclassified to conform to the fiscal 2021 presentation.

Use of estimates

The preparation of the Company's Financial Statements in conformity with U.S. generally accepted accounting principles ("GAAP") requires management to make estimates and assumptions that affect the amounts that are reported

in the Financial Statements and accompanying disclosures. Although these estimates are based on management's best knowledge of current events and actions that the Company may undertake in the future, actual results may differ from those estimates.

The coronavirus disease 2019 ("COVID-19") pandemic has resulted in widespread and continuing negative impacts on the macroeconomic environment and disruption to the Company's business. Weak economic conditions and increased volatility and disruption in the financial markets pose risks to the Company and its business partners, including advertisers whose expenditures tend to reflect overall economic conditions. Although the COVID-19 pandemic did not cause a significant reduction in the Company's advertisers' spending in fiscal 2021, future declines in the economic prospects of advertisers or the economy in general could negatively impact their advertising expenditures further. To date, the Company has not experienced meaningful subscriber declines due to the pandemic. However, there could be industry-wide changes in consumer behavior due to the pandemic, such as increasing numbers of consumers canceling or foregoing subscriptions to multi-channel video programming distributor ("MVPD") services, that could adversely affect the Company's affiliate fee and advertising revenues. In addition, the Company's business depends on the volume and popularity of the content it distributes, particularly sports content. As a result of the COVID-19 pandemic, there have been cancellations or postponements of live sports events to which the Company has broadcast rights and suspensions of the production of certain entertainment content. These content disruptions have adversely affected the Company's advertising and affiliate fee revenues and there could be additional adverse impacts on its advertising or affiliate fee revenues in the future. To the extent the COVID-19 or other pandemic further negatively impacts the timing of or the Company's ability to air sports events, particularly Major League Baseball ("MLB"), National Football League ("NFL") or college sports, it could result in a significantly greater adverse effect on the Company's business, financial condition or results of operations than the Company has experienced thus far.

Cash and cash equivalents

Cash and cash equivalents consist of cash on hand and marketable securities with original maturities of three months or less.

Receivables

Receivables are presented net of an allowance for doubtful accounts, which is an estimate of amounts that may not be collectible. The allowance for doubtful accounts is estimated based on historical experience, receivable aging, current expected collections, current economic trends and specific identification of certain receivables that are at risk of not being paid.

Receivables, net consist of:

	As of June 30,	
	2021	2020
	(in millions)	
Total receivables	$ 2,106	$ 1,981
Allowances for doubtful accounts	(77)	(93)
Total receivables, net	$ 2,029	$ 1,888

Inventories

Programming Rights

In accordance with ASC 920, "Entertainment—Broadcasters" ("ASC 920"), costs incurred in acquiring program rights or producing programs for the Cable Network Programming and Television segments, including advances, are capitalized and amortized over the license period or projected useful life of the programming. Program rights and the related liabilities are recorded at the gross amount of the liabilities when the license period has begun, the cost of the program is determinable and the program is accepted and available for airing. Under ASC 920 the Company classifies entertainment programming rights with a contract duration of longer than a year in non-current inventories, net on the Balance Sheet. Advances on sports events expected to be broadcast within one year and programs with an initial license period of one year or less are recorded in the current portion of inventories, net. Television broadcast network entertainment

programming, which includes acquired series, co-produced series, movies and other programs, are amortized primarily on an accelerated basis.

The Company has single and multi-year contracts for broadcast rights of programs and sports events. The Company evaluates the recoverability of the unamortized costs associated therewith, using total estimated advertising and other revenues attributable to the program material and considering the Company's expectations of the usefulness of the program rights. The recoverability of entertainment programming is generally assessed on a contract basis and the recoverability of certain sports rights contracts for content broadcast on the FOX Network and the sports channels is assessed on an aggregate basis. Where an evaluation indicates that these multi-year contracts will result in an asset that is not recoverable, amortization of rights is accelerated in an amount equal to the amount by which the unamortized costs exceed fair value. The costs of multi-year sports contracts at the FOX Network and the sports channels are primarily amortized based on the ratio of each current period's attributable revenue for each contract to the estimated total remaining attributable revenue for each contract. Estimates can change and, accordingly, are reviewed periodically and amortization is adjusted as necessary. Such changes in the future could be material.

Investments

Investments in and advances to entities or joint ventures in which the Company has significant influence, but less than a controlling financial interest, are accounted for using the equity method. Significant influence generally exists when the Company owns an interest between 20% and 50%.

In accordance with ASC 321 "Investments—Equity Securities" ("ASC 321"), equity securities which the Company has no significant influence (generally less than a 20% ownership interest) with readily determinable fair values are accounted for at fair value based on quoted market prices. Equity securities without readily determinable fair values are accounted for either at fair value or using the measurement alternative which is at cost minus impairment, if any, plus or minus changes resulting from observable price changes in orderly transactions for the identical or a similar investment of the same issuer. All gains and losses on investments in equity securities are recognized in the Statements of Operations.

Property, plant and equipment

Property, plant and equipment are stated at cost. Depreciation is provided using the straight-line method over an estimated useful life of three to 40 years for buildings and leaseholds and three to 10 years for machinery and equipment. Leasehold improvements are amortized using the straight-line method over the shorter of their useful lives or the life of the lease. Costs associated with the repair and maintenance of property are expensed as incurred. Changes in circumstances, such as technological advances, or changes to the Company's business model or capital strategy, could result in the actual useful lives differing from the Company's estimates. In those cases where the Company determines that the estimated useful life of property, plant and equipment should be shortened, the Company depreciates the asset over its revised remaining useful life, thereby increasing depreciation expense.

Goodwill and intangible assets

The Company's intangible assets include goodwill, Federal Communications Commission ("FCC") licenses, MVPD affiliate agreements and relationships, and trademarks and other copyrighted products. Intangible assets acquired in business combinations are recorded at their estimated fair value at the date of acquisition. Goodwill is recorded as the difference between the consideration transferred to acquire entities and the estimated fair values assigned to their tangible and identifiable intangible net assets. Amounts recorded as goodwill are assigned to more than one reporting unit as of the acquisition date when more than one reporting unit is expected to benefit from the synergies of the combination. In accordance with ASC 350 "Intangibles—Goodwill and Other" ("ASC 350"), the Company's goodwill and indefinite-lived intangible assets, which primarily consist of FCC licenses, are tested annually for impairment, or earlier, if events occur or circumstances change that would more likely than not reduce the fair value below its carrying amount. The impairment assessment of indefinite-lived intangibles compares the fair value of the assets to their carrying value. Intangible assets with finite lives are generally amortized over their estimated useful lives. The average useful life of amortizable intangible assets ranges from three to 20 years.

Annual Impairment Review

Goodwill

If the Company determines it is more likely than not that the fair value of a reporting unit is less than its carrying amount after a qualitative assessment, the Company performs a quantitative impairment test to calculate the fair value of the reporting unit and compare it with its carrying amount, including goodwill. In performing the quantitative assessment, the Company determines the fair value of a reporting unit primarily by using discounted cash flow analysis and market-based valuation approach methodologies. Determining fair value requires the exercise of significant judgments, including judgments about appropriate discount rates, long-term growth rates, company earnings multiples and relevant comparable transactions, as applicable, and the amount and timing of expected future cash flows. The cash flows employed in the analyses are based on the Company's estimated outlook and various growth rates have been assumed for years beyond the long-term business plan period. Discount rate assumptions are based on an assessment of the risk inherent in the future cash flows of the respective reporting units. In assessing the reasonableness of its determined fair values, the Company evaluates its results against other value indicators, such as comparable public company trading values. If the fair value of a reporting unit exceeds its carrying amount, goodwill of the reporting unit is not impaired. If the carrying amount of a reporting unit exceeds its fair value, an impairment loss is recognized in an amount equal to that excess, limited to the total amount of goodwill allocated to that reporting unit.

FCC licenses

The Company performs impairment reviews consisting of a comparison of the estimated fair value of the Company's FCC licenses with their carrying amount on a station-by-station basis using a discounted cash flow valuation method, assuming a hypothetical start-up scenario for a broadcast station in each of the markets the Company operates in. The significant assumptions used are the discount rate and terminal growth rates and operating margins, as well as industry data on future advertising revenues in the markets where the Company owns television stations. These assumptions are based on actual third-party historical performance and estimates of future performance in each market.

Leases

The Company has lease agreements primarily for office facilities and other equipment. At contract inception, the Company determines if a contract is or contains a lease and whether it is an operating or finance lease. The Company does not separate lease components from nonlease components for real estate leases.

For operating leases that have a lease term of greater than one year, the Company initially recognizes operating lease liabilities and right-of-use ("ROU") assets at the lease commencement date, which is the date that the lessor makes an underlying asset available for use by the Company. ROU assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent the present value of the Company's obligation to make lease payments, primarily escalating fixed payments, over the lease term. The discount rate used to determine the present value of the lease payments is generally the Company's incremental borrowing rate because the rate implicit in the lease is generally not readily determinable. The incremental borrowing rate for the lease term is determined by adjusting the Company's unsecured borrowing rate for a similar term to approximate a collateralized borrowing rate. The Company's lease terms for each of its leases represents the noncancelable period for which the Company has the right to use an underlying asset, together with all of the following: (i) periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; (ii) periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option; and (iii) periods covered by an option to extend (or not to terminate) the lease in which exercise of the option is controlled by the lessor. The Company recognizes lease payments as lease expense on a straight-line basis over the lease term.

The Company's operating ROU assets are included in Other non-current assets and the Company's current and non-current operating lease liabilities are included in Accounts payable, accrued expenses and other current liabilities and Other liabilities, respectively, in the Company's Balance Sheet (See Note 21—Additional Financial Information).

Asset impairments

Investments

Equity method investments are reviewed for impairment by comparing their fair value to their respective carrying amounts. The Company determines the fair value of its private company investments by considering available information, including recent investee equity transactions, discounted cash flow analyses, estimates based on comparable public company operating multiples and, in certain situations, balance sheet liquidation values. If the fair value of the investment has dropped below the carrying amount, management considers several factors when determining whether an other-than-temporary decline in market value has occurred, including the length of time and extent to which the market value has been below cost, the financial condition and near-term prospects of the issuer of the security, the intent and ability of the Company to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in market value and other factors influencing the fair market value, such as general market conditions.

The Company regularly reviews equity securities not accounted for using the equity method or at fair value for impairment based on a qualitative assessment which includes, but is not limited to (i) significant deterioration in the earnings performance, credit rating, asset quality or business prospects of the investee, (ii) significant adverse changes in the regulatory, economic or technological environment of the investee and (iii) significant adverse changes in the general market condition of either the geographical area or the industry in which the investee operates. If an equity security is impaired, an impairment loss is recognized in the Statements of Operations equal to the difference between the fair value of the investment and its carrying amount.

Long-lived assets

ASC 360, “Property, Plant, and Equipment,” ASC 842, “Leases” and ASC 350 require that the Company periodically review the carrying amounts of its long-lived assets, including property, plant and equipment, ROU assets and finite-lived intangible assets, to determine whether current events or circumstances indicate that such carrying amounts may not be recoverable. If the carrying amount of the asset or asset group is greater than the expected undiscounted cash flows to be generated by such asset or asset group, an impairment adjustment is recognized and is measured as the amount by which the carrying value of such asset or asset group exceeds its fair value. The Company generally measures fair value by considering sale prices for similar assets or by discounting estimated future cash flows using an appropriate discount rate. Considerable management judgment is necessary to estimate the fair value of assets; accordingly, actual results could vary significantly from such estimates. Assets to be disposed of are carried at the lower of their financial statement carrying amount or fair value less their costs to sell.

Revenue recognition

Revenue is recognized when control of the promised goods or services is transferred to the Company’s customers in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services. The Company considers the terms of each arrangement to determine the appropriate accounting treatment.

The Company generates advertising revenue from sales of commercial time within the Company’s network programming to be aired by television networks and cable channels, and from sales of broadcast advertising time on the Company’s owned and operated television stations and various digital properties. Advertising revenue from customers, primarily advertising agencies, is recognized as the commercials are aired. Certain of the Company’s advertising contracts have guarantees of a certain number of targeted audience views, referred to as impressions. Revenues for any audience deficiencies are deferred until the guaranteed number of impressions is met, by providing additional advertisements. Advertising contracts, which are generally short-term, are billed monthly for the spots aired during the month, with payments due shortly after the invoice date.

The Company generates affiliate fee revenue from affiliate agreements with traditional and digital MVPDs (as defined in Note 17—Segment Information) for cable network programming and for the broadcast of the Company’s owned and operated television stations. In addition, the Company generates affiliate fee revenue from agreements with independently owned television stations that are affiliated with the FOX Network and receives retransmission consent fees from traditional and digital MVPDs for their signals. Affiliate fee revenue is recognized at a point in time when the network programming is made available to the customer. For contracts with affiliate fees based on the number of the affiliate’s subscribers, revenues are recognized based on the contractual rate multiplied by the estimated number of subscribers each period. For contracts with fixed affiliate fees, revenues are recognized based on the relative standalone selling price

of the network programming provided over the contract term, which generally reflects the invoiced amount. Affiliate contracts are generally multi-year contracts with payments due monthly.

The Company classifies the amortization of cable distribution investments (capitalized fees paid to MVPDs to facilitate carriage of a cable network) against affiliate fee revenue in accordance with ASC 606-10-32-25 through 27, "Revenue Recognition—Consideration Payable to a Customer." The Company defers the cable distribution investments and amortizes the amounts on a straight-line basis over the contract period.

Advertising expenses

The Company expenses advertising costs as incurred in accordance with ASC 720-35, "Other Expenses—Advertising Cost." Advertising expenses recognized totaled $558 million, $425 million and $388 million for fiscal 2021, 2020 and 2019, respectively.

Income taxes

The Company accounts for income taxes in accordance with ASC 740, "Income Taxes" ("ASC 740"). ASC 740 requires an asset and liability approach for financial accounting and reporting for income taxes. Under the asset and liability approach, deferred taxes are provided for the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Valuation allowances are established where management determines that it is more likely than not that some portion or all of a deferred tax asset will not be realized.

Earnings per share

Basic earnings per share for the Class A Common Stock and Class B Common Stock is calculated by dividing Net income attributable to Fox Corporation stockholders by the weighted average number of outstanding shares of Class A Common Stock, including vested restricted stock units ("RSUs"), and Class B Common Stock. Diluted earnings per share for the Class A Common Stock and Class B Common Stock is calculated similarly, except that the calculation for the Class A Common Stock includes the dilutive effect of the assumed issuance of the shares issuable under the Company's equity-based compensation plan.

On March 19, 2019, the date of the Distribution, 621 million shares of the Company's Common Stock were distributed to 21CF stockholders (other than holders that were subsidiaries of 21CF). These 621 million shares have been utilized for the calculation of basic and diluted earnings per share for all periods presented that ended prior to the date of the Distribution as no shares of common stock or equity-based awards of the Company were outstanding prior to that date (See Note 12—Equity-Based Compensation).

Equity-based compensation

The Company accounts for share-based payments in accordance with ASC 718, "Compensation—Stock Compensation" ("ASC 718"). ASC 718 requires that the cost resulting from all share-based payment transactions be recognized in the Financial Statements. ASC 718 establishes fair value as the measurement objective in accounting for share-based payment arrangements and requires all companies to apply a fair value-based measurement method in accounting for generally all share-based payment transactions with employees. The Company recognizes compensation cost for awards granted that have only service requirements and a graded vesting schedule on a straight-line basis over the requisite service period for the entire award. The Company accounts for forfeitures when they occur.

For periods prior to the Distribution, the Company's employees participated in 21CF's equity-based compensation plans. Equity-based compensation expense was allocated to the Company based on the awards and terms previously granted to the Company employees. In connection with the Distribution, certain 21CF equity awards were converted into new equity awards of the Company (See Note 12—Equity-Based Compensation).

Financial instruments

The carrying value of the Company's financial instruments, such as cash and cash equivalents, receivables, payables and investments accounted for using the measurement alternative in accordance with ASC 321, approximates fair value. The fair value of financial instruments is generally determined by reference to market values resulting from trading on a national securities exchange or in an over-the-counter market.

Redeemable noncontrolling interests

The Company accounts for redeemable noncontrolling interests in accordance with ASC 480-10-S99-3A, "Distinguishing Liabilities from Equity," because their exercise is outside the control of the Company. The redeemable noncontrolling interests recorded are put rights held by minority shareholders in a majority-owned sports network and in Credible Labs Inc. ("Credible"). The Company accretes the changes in the redemption value of the redeemable noncontrolling interests over the period of issuance to the earliest redemption date. If a redeemable noncontrolling interest is redeemable at fair value, adjustments to the carrying amount are recorded in retained earnings. If a redeemable noncontrolling interest is redeemable at an amount in excess of fair value, the portion of the adjustment that reflects a redemption in excess of fair value is presented within net income attributable to noncontrolling interests in the Statements of Operations.

Concentrations of credit risk

Cash and cash equivalents are maintained with several financial institutions. The Company has deposits held with banks that exceed the amount of insurance provided on such deposits. Generally, these deposits may be redeemed upon demand and are maintained with financial institutions of reputable credit and, therefore, bear minimal credit risk.

Generally, the Company does not require collateral to secure receivables. As of June 30, 2021, the Company had one customer that accounted for approximately 11% of the Company's receivables. As of June 30, 2020, the Company had no individual customers that accounted for 10% or more of the Company's receivables.

Recently Adopted and Recently Issued Accounting Guidance and the CARES Act

Adopted

In June 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2016-13, "Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments" ("ASU 2016-13"), as amended. On July 1, 2020, the Company adopted ASU 2016-13 on a modified retrospective basis. The amendments in ASU 2016-13 require, among other things, financial assets measured at amortized cost basis to be presented at the net amount expected to be collected as compared to previous GAAP which delayed recognition until it was probable a loss had been incurred. The adoption of ASU 2016-13 did not have a material impact on the Company's Financial Statements.

In August 2018, the FASB issued ASU 2018-15, "Intangibles—Goodwill and Other—Internal-Use Software (Subtopic 350-40): Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract" ("ASU 2018-15"). On July 1, 2020, the Company adopted ASU 2018-15 on a prospective basis. The amendments in ASU 2018-15 require implementation costs incurred in a hosting arrangement that is a service contract to be capitalized using the same guidance for capitalizing implementation costs incurred to develop or obtain internal-use software. In addition, ASU 2018-15 provides guidance regarding the term over which capitalized implementation costs are to be amortized and requires specific financial statement presentation and disclosures. The adoption of ASU 2018-15 did not have a material impact on the Company's Financial Statements.

In March 2019, the FASB issued ASU 2019-02, "Entertainment—Films—Other Assets—Film Costs (Subtopic 926-20) and Entertainment—Broadcasters—Intangibles—Goodwill and Other (Subtopic 920-350): Improvements to Accounting for Costs of Films and License Agreements for Program Materials" ("ASU 2019-02"). On July 1, 2020, the Company adopted ASU 2019-02 on a prospective basis and reclassified entertainment programming rights, with a contract duration of longer than a year, that were previously classified as the current portion of inventories, net to non-current inventories, net on the Balance Sheet. The amendments in ASU 2019-02 align the accounting treatment for production costs of episodic television series with the accounting treatment for production costs of films. In addition,

ASU 2019-02 modifies certain aspects of the amortization, impairment, presentation and disclosure requirements in ASC 926-20 and the impairment, presentation and disclosure requirements in ASC 920-350, including eliminating the balance sheet classification guidance. The adoption of ASU 2019-02 did not have a significant impact on the Company's Financial Statements.

CARES Act

In March 2020, the U.S. government enacted the Coronavirus Aid, Relief and Economic Security Act (the "CARES Act"). The CARES Act includes provisions relating to refundable payroll tax credits, deferral of the employer portion of certain payroll taxes, net operating loss carryback periods, modifications to net interest deduction limitations and technical corrections to tax depreciation methods for qualified improvement property. The Company does not expect these changes to have a material impact on its financial statements.

NOTE 3. ACQUISITIONS, DISPOSALS AND OTHER TRANSACTIONS

Acquisitions are accounted for under ASC 805, "Business Combinations" ("ASC 805"), which requires, among other things, that an acquirer record any noncontrolling interests in an acquiree at their acquisition date fair value.

These acquisitions support the Company's strategy to strengthen its core brands and leverage its sports broadcasting rights and expand their reach beyond their traditional linear businesses. For these acquisitions, the initial accounting for the business combination, including the allocation of the consideration transferred, is based on provisional amounts. The amounts allocated to intangibles and goodwill, the estimates of useful lives and the related amortization expense are subject to changes pending the completion of the final valuations of certain assets and liabilities. A change in the allocation of consideration transferred and any estimates of useful lives could result in a change in the value allocated to the intangible assets that could impact future amortization expense.

For fiscal 2021, the incremental revenues and Segment EBITDA (as defined in Note 17—Segment Information), related to the acquisitions below, included in the Company's consolidated results of operations were not material individually or in the aggregate.

Fiscal 2021

Acquisitions and Disposals

Outkick Media Acquisition

In June 2021, the Company acquired Outkick Media, LLC, a digital media company focused on the intersection of sports, news and entertainment.

Sports Marketing Business Divestiture

In March 2021, the Company sold its sports marketing businesses for cash consideration subject to post-closing adjustments and recorded a gain in Other, net in the Statement of Operations.

Overall, the fiscal 2021 Acquisitions and Disposals were not material to the Company.

Fiscal 2020

Acquisitions and Disposals

Tubi Acquisition

In April 2020, the Company acquired Tubi, Inc. ("Tubi"), a free advertising-supported video-on-demand ("AVOD") service, for approximately $445 million in cash (the "Tubi Acquisition"), net of cash acquired. The consideration transferred of approximately $470 million has been allocated, based on a final valuation, as follows: approximately $130 million to intangible assets with useful lives ranging from three to 10 years; approximately $320 million representing goodwill; and the remainder to other net assets. The goodwill, which is not tax deductible, reflects the synergies and increased market penetration expected from combining the operations of Tubi and the Company. Additional consideration, in the form of

deferred consideration and unvested options, totaling approximately $45 million, may be due over a three-year period following the closing of the transaction and will be recognized as compensation expense over that period. The Company finalized its purchase price accounting for the acquisition during the fourth quarter of fiscal 2021 without any material adjustments. The Company financed the Tubi Acquisition principally with the net proceeds from the sale of its investment in Roku, Inc. ("Roku") as discussed below.

Television Stations Acquisition and Divestiture

In March 2020, the Company acquired three television stations (FOX-affiliate KCPQ and MyNetworkTV-affiliate KZJO located in Seattle, Washington and FOX-affiliate WITI located in Milwaukee, Wisconsin) for approximately $350 million in cash from Nexstar Media Group, Inc. ("Nexstar"). As part of this transaction, the Company sold Nexstar two television stations (FOX-affiliate WJZY and MyNetworkTV-affiliate WMYT located in Charlotte, North Carolina) for approximately $45 million in cash. The consideration transferred of approximately $350 million for the stations the Company acquired has been allocated, based on a final valuation, as follows: approximately $210 million to intangible assets, of which approximately $110 million has been allocated to FCC licenses with indefinite lives and approximately $100 million to amortizable intangible assets, primarily retransmission agreements with useful lives of eight years; approximately $30 million to property, plant and equipment; and the balance to goodwill. The goodwill, which is tax deductible, reflects the increased synergies and market penetration expected from combining the operations of the three television stations with those of the Company. The Company finalized its purchase price accounting for the acquisition during the third quarter of fiscal 2021 without any material adjustments.

Credible Acquisition

In October 2019, the Company acquired 67% of the equity in Credible, a U.S. consumer finance marketplace, for approximately $260 million in cash (the "Credible Acquisition"), net of cash acquired. The remaining 33% of Credible not owned by the Company was recorded at fair value on the acquisition date based on the Company's valuation of Credible's business using a market approach (a Level 3 measurement as defined in Note 6—Fair Value). The consideration transferred of approximately $260 million has been allocated, based on a final valuation of 100% of Credible, as follows: approximately $75 million to intangible assets with useful lives ranging from five to 10 years; approximately $285 million representing goodwill; approximately $(110) million to redeemable noncontrolling interests and the remainder to other net assets. The goodwill, which is not tax deductible, reflects the increased market penetration and synergies expected from combining the operations of Credible and the Company. The Company finalized its purchase price accounting for the acquisition during the second quarter of fiscal 2021 without any material adjustments.

Other Transactions

Flutter

In May 2019, the Company and The Stars Group Inc. ("The Stars Group"), now a subsidiary of Flutter Entertainment plc ("Flutter") and part of Flutter's U.S. operations, announced plans to launch FOX Bet, a national media and sports wagering partnership in the U.S. The partnership was launched in the first quarter of fiscal 2020 and FOX Sports and The Stars Group entered into a long-term commercial arrangement through which FOX Sports provides Flutter with an exclusive license to use certain FOX Sports trademarks. In addition, the Company invested $236 million to acquire a 4.99% equity interest in The Stars Group, and, subject to certain conditions and applicable gaming regulatory approvals, FOX Sports has an option until August 2029 to acquire up to 50% of the equity in the U.S. business of The Stars Group. In May of 2020, the Company's equity interest in The Stars Group was converted into Flutter equity in connection with the combination of The Stars Group and Flutter (the "Combination"). In connection with the Combination, FOX Sports received the right to acquire an approximately 18.5% equity interest in FanDuel Group, a majority-owned subsidiary of Flutter, at a price set forth in the relevant agreement (structured as a 10-year option from 2021, subject to a carrying value adjustment), which is currently the subject of ongoing arbitration proceedings. The Company made additional equity investments in Flutter in fiscal 2021 and fiscal 2020 of approximately $55 million and $100 million, respectively. As of June 30, 2021, the Company has an approximately 2.5% equity stake in Flutter. The Company accounts for the investment in Flutter at fair value (See Note 6—Fair Value).

Roku

In March 2020, the Company sold its investment in Roku for approximately $340 million. The Company recorded a loss of approximately $210 million for fiscal 2020 related to the change in the fair value of its investment in Roku prior to disposition, which was recorded in Other, net in the Statement of Operations (See Note 21—Additional Financial Information). The Company purchased its investment in Roku for approximately $40 million.

Fiscal 2019

Other Transactions

Caffeine and Caffeine Studios

In fiscal 2019, the Company invested, in the aggregate, approximately $100 million in cash for a minority equity interest in Caffeine, Inc. ("Caffeine"), a social broadcasting platform for gaming, entertainment and other creative content, and Caffeine Studio, LLC ("Caffeine Studios"), a newly formed venture that is jointly owned by the Company and Caffeine. The Company accounts for the investments in Caffeine using the measurement alternative method in accordance with ASC 321 and Caffeine Studios using the equity method.

NOTE 4. RESTRUCTURING PROGRAMS

Fiscal 2021

During fiscal 2021, the Company recorded $35 million in restructuring charges, which were primarily comprised of severance costs at the Cable Network Programming segment.

Fiscal 2020

During fiscal 2020, the Company recorded restructuring charges at the Cable Network Programming and Television segments of approximately $425 million reflecting contract termination costs related to a programming rights agreement with the United States Golf Association (the "USGA") for the broadcast of USGA events on the Company's networks, including the write-off of approximately $75 million of programming rights advances. The Company paid approximately $320 million to the USGA in June 2020 for the contract termination.

Changes in the restructuring program liabilities were as follows:

	One time termination benefits	Contract termination costs	Total
		(in millions)	
Balance, June 30, 2018	$ (37)	$ -	$ (37)
Additions	(26)	-	(26)
Payments	23	-	23
Balance, June 30, 2019	$ (40)	$ -	$ (40)
Additions	(24)	(427)	(451)
Payments	26	397 (a)	423
Balance, June 30, 2020	$ (38)	$ (30)	$ (68)
Additions	(39)	4	(35)
Payments	61	4	65
Balance, June 30, 2021	$ (16)	$ (22)	$ (38)

(a) Includes the write-off of approximately $75 million of programming rights advances.

Restructuring charges are recorded in Impairment and restructuring charges in the Statements of Operations. As of June 30, 2021 and 2020, restructuring liabilities of approximately $20 million and $40 million, respectively, were included in Accounts payable, accrued expenses and other current liabilities in the Balance Sheets and the balance of the accrual was included in Non-current Other liabilities in the Balance Sheets.

NOTE 5. INVENTORIES, NET

The Company's inventories were comprised of the following:

	As of June 30,	
	2021	2020
	(in millions)	
Sports programming rights	$ 573	$ 674
Entertainment programming rights	355	384
Total inventories, net	928	1,058
Less: current portion of inventories, net	(729)	(856)
Total non-current inventories, net	$ 199	$ 202

The aggregate amortization expense related to the programming rights was approximately $5.9 billion for the year ended June 30, 2021, which is included in Operating expenses in the Statements of Operations.

Based on the balance of programming rights as of June 30, 2021, the estimated amortization expense for each of the succeeding three fiscal years is as follows:

	For the years ending June 30,		
	2022	2023	2024
	(in millions)		
Estimated amortization expense	$ 822	$ 64	$ 24

The Company evaluates the recoverability of the unamortized costs associated with the Company's programming rights using total estimated advertising and other revenues attributable to the program material and considering the Company's expectations of the usefulness of the program rights. As a result of the evaluation, the Company recognized write-downs of approximately nil, $95 million and $55 million in fiscal 2021, 2020 and 2019, respectively, related to sports, entertainment and syndicated programming rights at the Cable Network Programming and Television segments, which were recorded in Operating expenses in the Statements of Operations.

NOTE 6. FAIR VALUE

In accordance with ASC 820, "Fair Value Measurement," fair value measurements are required to be disclosed using a three-tiered fair value hierarchy which distinguishes market participant assumptions into the following categories: (i) inputs that are quoted prices in active markets ("Level 1"); (ii) inputs other than quoted prices included within Level 1 that are observable, including quoted prices for similar assets or liabilities ("Level 2"); and (iii) inputs that require the entity to use its own assumptions about market participant assumptions ("Level 3").

The following tables present information about financial assets and liabilities carried at fair value on a recurring basis:

	Fair value measurements			
	As of June 30, 2021			
	Total	Level 1	Level 2	Level 3
	(in millions)			
Assets				
Investments in equity securities	$ 788	$ 788 (a)	$ -	$ -
Redeemable noncontrolling interests	(261)	-	-	(261) (b)
Total	$ 527	$ 788	$ -	$ (261)

	Fair value measurements As of June 30, 2020			
	Total	Level 1	Level 2	Level 3
	(in millions)			
Assets				
Investments in equity securities	$ 531	$ 531 (a)	$ -	$ -
Liabilities				
Other	(6)	-	-	(6) (b)
Redeemable noncontrolling interests	(305)	-	-	(305) (b)
Total	$ 220	$ 531	$ -	$ (311)

(a) The investment categorized as Level 1 represents an investment in equity securities of Flutter with a readily determinable fair value (See Note 3—Acquisitions, Disposals and Other Transactions under the heading “Flutter” for further discussion).

(b) The Company utilizes the market approach valuation technique for its Level 3 fair value measures. Inputs to such measures could include observable market data obtained from independent sources such as broker quotes and recent market transactions for similar assets. It is the Company’s policy to maximize the use of observable inputs in the measurement of its Level 3 fair value measurements. To the extent observable inputs are not available, the Company utilizes unobservable inputs based upon the assumptions market participants would use in valuing the liability. Examples of utilized unobservable inputs are future cash flows and long-term growth rates.

Redeemable Noncontrolling Interests

The changes in redeemable noncontrolling interests classified as Level 3 measurements were as follows:

	For the years ended June 30,		
	2021	2020	2019
	(in millions)		
Beginning of year	$ (305)	$ (189)	$ (275)
Acquisitions(a)	-	(109)	-
Net income	(25)	(33)	(33)
Redemption of noncontrolling interests(b)	135	-	-
Distributions	15	24	32
Accretion and other(c)	(81)	2	87
End of year	$ (261)	$ (305)	$ (189)

(a) See Note 3—Acquisitions, Disposals and Other Transactions under the heading “Credible Acquisition.”

(b) As a result of the exercise of a portion of the put rights held by the sports network minority shareholder during fiscal 2021, approximately $135 million was reclassified out of Redeemable noncontrolling interests into equity. At closing, the Company paid half of the purchase price in cash and delivered a three-year promissory note for the remaining balance, which was recorded in Non-current liabilities on the Balance Sheet.

(c) As a result of the expiration of a portion of the put rights held by the sports network minority shareholder during fiscal 2020 and 2019, approximately $120 million and $200 million, respectively, were reclassified into equity.

The fair values of the redeemable noncontrolling interests are held in a sports network and in Credible, and were determined by using discounted cash flow analysis and market-based valuation approach methodologies. Significant unobservable inputs used in the fair value measurements of the Company’s redeemable noncontrolling interests are EBITDA (as defined in Note 17—Segment Information) projections and multiples. Significant increases (decreases) in multiples would result in a significantly higher (lower) fair value measurement.

The final put right held by the sports network minority shareholder will become exercisable in the first quarter of fiscal 2022. The put right held by the Credible minority shareholder will become exercisable in fiscal 2025.

Financial Instruments

The carrying value of the Company's financial instruments, such as cash and cash equivalents, receivables, payables and investments, accounted for using the measurement alternative method in accordance with ASC 321, approximates fair value.

	As of June 30,	
	2021	2020
	(in millions)	
Borrowings		
Fair value	$ 9,474	$ 9,746
Carrying value	$ 7,951	$ 7,946

Fair value is generally determined by reference to market values resulting from trading on a national securities exchange or in an over-the-counter market (a Level 1 measurement).

Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis

The Company's assets measured at fair value on a nonrecurring basis include investments accounted for using the equity method and the measurement alternative method in accordance with ASC 321, long-lived assets, indefinite-lived intangible assets and goodwill. The Company reviews the carrying amounts of such assets whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable or at least annually for indefinite-lived intangible assets and goodwill. Any resulting asset impairment would require that the asset be recorded at its fair value. The resulting fair value measurements of the assets are considered to be Level 3 measurements. In addition, investments accounted for using the measurement alternative method in accordance with ASC 321 are recorded at fair value as a result of observable price changes in orderly transactions for the identical or a similar investment of the same issuer.

NOTE 7. PROPERTY, PLANT AND EQUIPMENT, NET

	As of June 30,	
	2021	2020
	(in millions)	
Land	$ 204	$ 126
Buildings and leaseholds	1,319	1,300
Machinery and equipment	1,652	1,575
	3,175	3,001
Less: accumulated depreciation and amortization	(1,732)	(1,813)
	1,443	1,188
Construction in progress	265	310
Total property, plant and equipment, net	$ 1,708	$ 1,498

Depreciation and amortization related to Property, plant and equipment was $237 million, $222 million and $197 million for fiscal 2021, 2020 and 2019, respectively.

NOTE 8. GOODWILL AND INTANGIBLE ASSETS, NET

The changes in the carrying values of the Company's intangible assets and related accumulated amortization were as follows:

	Intangible assets not subject to amortization				
	FCC licenses	Other	Total	Amortizable intangible assets, net[a]	Total intangible assets, net
	(in millions)				
Balance, June 30, 2019	$ 2,167	$ 642	$ 2,809	$ 42	$ 2,851
Acquisitions[b]	113	-	113	300	413
Disposals[b]	(30)	-	(30)	-	(30)
Amortization	-	-	-	(36)	(36)
Balance, June 30, 2020	$ 2,250	$ 642	$ 2,892	$ 306	$ 3,198
Acquisitions[b]	-	-	-	19	19
Amortization	-	-	-	(63)	(63)
Balance, June 30, 2021	$ 2,250	$ 642	$ 2,892	$ 262	$ 3,154

(a) Net of accumulated amortization of $228 million and $165 million as of June 30, 2021 and 2020, respectively.

(b) See Note 3—Acquisitions, Disposals and Other Transactions under the heading "Acquisitions and Disposals."

Amortization related to finite-lived intangible assets was $63 million, $36 million and $15 million for fiscal 2021, 2020 and 2019, respectively.

Based on the balance of finite-lived intangible assets as of June 30, 2021, the estimated amortization expense for each of the succeeding five fiscal years is as follows:

	For the years ending June 30,				
	2022	2023	2024	2025	2026
	(in millions)				
Estimated amortization expense[a]	$ 56	$ 52	$ 35	$ 28	$ 27

(a) These amounts may vary as acquisitions and dispositions occur in the future.

The changes in the carrying value of goodwill, by segment, are as follows:

	Cable Network Programming	Television	Other, Corporate and Eliminations	Total Goodwill
	(in millions)			
Balance, June 30, 2019	$ 987	$ 1,704	$ -	$ 2,691
Acquisitions[a]	45	462	222	729
Disposals[a]	-	(11)	-	(11)
Balance, June 30, 2020	$ 1,032	$ 2,155	$ 222	$ 3,409
Acquisitions[a]	32	-	-	32
Disposals[a]	(5)	-	(1)	(6)
Balance, June 30, 2021	$ 1,059	$ 2,155	$ 221	$ 3,435

(a) See Note 3—Acquisitions, Disposals and Other Transactions under the heading "Acquisitions and Disposals."

The carrying amount of Television segment goodwill was net of accumulated impairments of $371 million as of June 30, 2021 and 2020.

NOTE 9. BORROWINGS

Public Debt - Senior Notes Issued

The Company has issued senior notes (the "Notes") under an Indenture, dated as of January 25, 2019, by and between the Company and The Bank of New York Mellon, as Trustee (the "2019 Indenture"). The Notes are direct unsecured obligations of the Company and rank pari passu with all other senior indebtedness of the Company, including the indebtedness under the Revolving Credit Agreement described below. Redemption may occur, at the option of the holders, at 101% of the principal amount plus an accrued interest amount in certain circumstances where a change of control is deemed to have occurred. The Notes are subject to certain covenants, which, among other things, limit the Company's ability and the ability of the Company's subsidiaries, to create liens and engage in merger, sale or consolidation transactions. The 2019 Indenture does not contain any financial maintenance covenants.

In April 2020, the Company issued $1.2 billion of senior notes and used the net proceeds for general corporate purposes. In January 2019, the Company issued $6.8 billion of senior notes and used the net proceeds, together with available cash on its balance sheet, to fund the Dividend and to pay fees and expenses incurred in connection with the issuance of such notes and the Separation and the Distribution (as summarized below).

	Outstanding as of June 30,	
	2021	2020
	(in millions)	
Public debt		
3.666% senior notes due 2022	$ 750	$ 750
4.030% senior notes due 2024	1,250	1,250
3.050% senior notes due 2025	600	600
4.709% senior notes due 2029	2,000	2,000
3.500% senior notes due 2030	600	600
5.476% senior notes due 2039	1,250	1,250
5.576% senior notes due 2049	1,550	1,550
Total public debt	8,000	8,000
Less: unamortized discount and debt issuance costs	(49)	(54)
Total borrowings	$ 7,951	$ 7,946

Current Borrowings

Included in Borrowings within Current liabilities as of June 30, 2021 was $750 million of 3.666% senior notes due in January 2022.

Revolving Credit Agreement

On March 15, 2019, the Company entered into a credit agreement (the "Revolving Credit Agreement") among the Company, as Borrower, the initial lenders named therein, the initial issuing banks named therein, Citibank, N.A., as Administrative Agent, Deutsche Bank Securities Inc. and Goldman Sachs Bank USA, as Co-Syndication Agents, JPMorgan Chase Bank, N.A. and Morgan Stanley Bank, N.A., as Co-Documentation Agents, and the other parties party thereto. The Revolving Credit Agreement provides for a $1.0 billion unsecured revolving credit facility with a sub-limit of $150 million available for the issuance of letters of credit and a maturity date of March 2024. Under the Revolving Credit Agreement, the Company may request an increase in the amount of the credit facility commitments up to a maximum facility amount of $1.5 billion and the Company may request that the maturity date be extended for up to two additional one-year periods. The material terms of the Revolving Credit Agreement include the requirement that the Company maintain specific leverage ratios and limitations on indebtedness. In April 2020, the Company entered into an amendment to the Revolving Credit Agreement, which, among other things, deducts cash in excess of $500 million from indebtedness for purposes of calculating the operating income leverage ratio under the agreement. The interest rates and fees under the Revolving Credit Agreement are based on the Company's long-term senior unsecured non-credit enhanced debt ratings. Given the current credit ratings, the interest rate on borrowings under the Revolving Credit Agreement would be London Interbank Offered Rate ("LIBOR") plus 1.1% and the facility fee is 0.15%. As of June 30, 2021, there were no borrowings outstanding under the Revolving Credit Agreement.

Bridge Credit Agreement

In December 2017, 21st Century Fox America, Inc. ("21CFA"), a wholly owned subsidiary of 21CF, entered into a commitment letter on behalf of FOX with the financial institutions party thereto for borrowings of up to $9 billion to provide FOX with financing in connection with the Dividend. FOX paid a commitment fee of 0.125%. Upon the issuance of the $6.8 billion of senior notes in January 2019, the commitment letter was reduced to $1.7 billion. In anticipation of the payment of the Dividend, the Company entered into a $1.7 billion 364-Day Bridge Term Loan Agreement (the "Bridge Credit Agreement") on March 15, 2019 with the initial lenders named therein, Goldman Sachs Bank USA, as Administrative Agent, Sole Lead Arranger and Sole Bookrunner, and Citibank, N.A. and Deutsche Bank Securities Inc., as Co-Syndication Agents. The Company did not request any borrowings under the Bridge Credit Agreement and, as permitted under the terms of the agreement, terminated the agreement on March 20, 2019. In connection with such termination, all accrued and unpaid fees thereunder were paid in full and all commitments thereunder were terminated.

NOTE 10. LEASES

Lessee Arrangements

Effective July 1, 2019, the Company changed its method of accounting for leases due to the adoption of ASU 2016-02, "Leases (Topic 842)", as amended. The following amounts were recorded in the Company's Balance Sheet relating to its operating leases and other supplemental information:

	For the years ended June 30,	
	2021	2020
	(in millions)	
ROU assets	$ 469	$ 539
Lease liabilities		
Current lease liabilities	$ 92	$ 122
Non-current lease liabilities	409	452
Total lease liabilities	$ 501	$ 574
Other supplemental information		
Weighted average remaining lease term	8 years	8 years
Weighted average discount rate	3%	3%

The following table presents information about the Company's lease costs and supplemental cash flows information for leases:

	For the years ended June 30,	
	2021	2020
	(in millions)	
Lease costs		
Total lease costs[(a)]	$ 126	$ 126
Supplemental cash flows information		
Operating cash flows from operating leases	$ 134	$ 166
ROU assets obtained in exchange for operating lease liabilities	$ 49	$ 87

(a) Total lease costs of $126 million for the years ended June 30, 2021 and 2020 are net of sublease income of approximately $30 million and $50 million, respectively. Approximately $15 million and $40 million of the sublease income for the years ended June 30, 2021 and 2020, respectively, relates to office facilities that were subleased through November 2020 to News Corporation.

The following table presents the lease payments relating to the Company's operating leases:

	As of June 30, 2021 (in millions)
Fiscal Year	
2022	$ 103
2023	101
2024	100
2025	90
2026	50
Thereafter	145
Total lease payments	589
Less: imputed interest	(88)
Present value of operating lease liabilities	$ 501

In accordance with GAAP in effect prior to the adoption of Topic 842, total operating lease expense, including corporate allocations, was approximately $100 million for fiscal 2019.

Lessor Arrangements

The Company's lessor arrangements primarily relate to its owned production and office facilities at the FOX Studio Lot, which is located in Los Angeles, California. The Company is responsible for the management of the FOX Studio Lot, which includes managing and providing facilities, studio operations, and production services. The Company leases production and office space on the FOX Studio Lot to 21CF for an initial term of seven years, subject to two five-year renewal options exercisable by 21CF. As a result, the FOX Studio Lot will predominantly be utilized by Disney productions until 2026. The Company will receive approximately $50 million annually in lease payments over the lease term.

The Company recorded total lease income of approximately $50 and $55 million for fiscal 2021 and 2020, respectively, which is included in Revenues in the Statements of Operations. The Company recognizes lease payments for operating leases as revenue on a straight-line basis over the lease term and variable lease payments as revenue in the period incurred.

NOTE 11. STOCKHOLDERS' EQUITY

Common Stock and Preferred Stock

The Company has two classes of common stock that are authorized and outstanding: Class A Common Stock and Class B Common Stock. As a general matter, holders of Class B Common Stock are entitled to one vote per share on all matters on which stockholders have the right to vote, including director elections. Holders of Class A Common Stock are entitled to vote only in the limited circumstances set forth in the Company's Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation").

As of June 30, 2021, there were approximately 17,700 holders of record of shares of Class A Common Stock and approximately 4,700 holders of record of shares of Class B Common Stock.

In the event of a liquidation or dissolution or winding up of the Company, after distribution in full of the preferential and/or other amounts to be distributed to the holders of shares of any outstanding series of preferred stock or series common stock, holders of Class A Common Stock and Class B Common Stock, to the extent fixed by the Board of Directors (the "Board") with respect thereto, are entitled to receive all of the remaining assets of the Company available for distribution to its stockholders, ratably in proportion to the number of shares held by Class A Common Stock holders and Class B Common Stock holders, respectively. In the event of any merger or consolidation with or into another entity, the holders of Class A Common Stock and the holders of Class B Common Stock generally are entitled to receive substantially identical per share consideration.

Under the Certificate of Incorporation, the Board is authorized to issue shares of preferred stock or common stock at any time, without stockholder approval, and to determine all the terms of those shares, including the following:

(i) the voting rights, if any, except that the issuance of preferred stock or series common stock which entitles holders thereof to more than one vote per share requires the affirmative vote of the holders of a majority of the combined voting power of the then outstanding shares of the Company's capital stock entitled to vote generally in the election of directors;

(ii) the dividend rate and preferences, if any, which that preferred stock or common stock will have compared to any other class; and

(iii) the redemption and liquidation rights and preferences, if any, which that preferred stock or common stock will have compared to any other class.

Any decision by the Board to issue preferred stock or common stock must, however, be taken in accordance with the Board's fiduciary duty to act in the best interests of the Company's stockholders. The Company is authorized to issue 35,000,000 shares of preferred stock, par value $0.01 per share and 35,000,000 shares of series common stock, par value $0.01 per share. The Board has the authority, without any further vote or action by the stockholders, to issue preferred stock and series common stock in one or more series and to fix the number of shares, designations, relative rights (including voting rights), preferences, qualifications and limitations of such series to the full extent permitted by Delaware law.

Stock Repurchase Program

In November 2019, the Board authorized a stock repurchase program under which the Company was authorized to repurchase $2 billion of Class A Common Stock and Class B Common Stock. In June 2021, the Board authorized the repurchase of an additional $2 billion of Class A Common Stock and Class B Common Stock. The program has no time limit and may be modified, suspended or discontinued at any time. As of June 30, 2021, the Company's remaining stock repurchase authorization was approximately $2.4 billion.

Fiscal 2021

In connection with the stock repurchase program, the Company entered into two accelerated share repurchase ("ASR") agreements in August 2020 to repurchase $154 million of Class A Common Stock and $66 million of Class B Common Stock. In accordance with the ASR agreements, the Company paid a third-party financial institution $154 million and $66 million and received initial deliveries of approximately 4.7 million and 2.0 million shares of Class A Common Stock and Class B Common Stock, respectively, representing 80% of the shares expected to be repurchased under each ASR agreement, at a price of $26.00 and $26.01 per share, which was the Nasdaq closing share price of the Class A Common Stock and Class B Common Stock, respectively, on August 21, 2020. Upon settlement of the ASR agreements in September 2020, the Company received final deliveries of approximately 0.9 million and 0.4 million shares of Class A Common Stock and Class B Common Stock, respectively. The final number of shares purchased under the ASR agreements was determined using a price of $27.57 and $27.67 per share (the volume-weighted average market price of the Class A Common Stock and Class B Common Stock, respectively, during the terms of the ASR agreements less a discount applicable for the Class A Common Stock). The Company accounted for each ASR agreement as two separate transactions. The initial deliveries of Class A Common Stock and Class B Common Stock were accounted for as treasury stock transactions recorded on the acquisition date. The final settlements of Class A Common Stock and Class B Common Stock were accounted for as forward contracts indexed to the Class A Common Stock or Class B Common Stock, as applicable, and qualified as equity transactions.

Fiscal 2020

In connection with the stock repurchase program, the Company entered into an ASR agreement in November 2019 to repurchase $350 million of Class A Common Stock and announced its intention to promptly repurchase $150 million of Class B Common Stock. In accordance with the ASR agreement, the Company paid a third-party financial institution $350 million and received an initial delivery of approximately eight million shares of Class A Common Stock, representing 80% of the shares expected to be repurchased under the ASR agreement, at a price of $34.99 per share, which was the Nasdaq closing share price of the Class A Common Stock on November 11, 2019. Upon settlement of the ASR agreement in January 2020, the Company received a final delivery of approximately two million shares of Class A

Common Stock. The final number of shares purchased under the ASR agreement was determined using a price of $36.05 per share (the volume-weighted average market price of the Class A Common Stock during the term of the ASR agreement less a discount). The Company accounted for the ASR agreement as two separate transactions. The initial delivery of Class A Common Stock was accounted for as a treasury stock transaction recorded on the acquisition date. The final settlement of Class A Common Stock was accounted for as a forward contract indexed to the Class A Common Stock and qualified as an equity transaction.

In addition to the shares purchased under the ASR agreements, the Company repurchased shares of Class A Common Stock and Class B Common Stock in the open market during fiscal 2021 and fiscal 2020. Repurchased shares are retired and reduce the number of shares issued and outstanding. The Company allocates the amount of the repurchase price over par value between additional paid-in capital and retained earnings.

The following table summarizes the Company's repurchases of its Class A Common Stock and Class B Common Stock:

	For the years ended June 30,	
	2021	2020
	(in millions)	
Total cost of repurchases	$ 1,001	$ 600
Total number of shares repurchased	32	17

Stockholders Agreement

The Company announced on November 6, 2019 that it had entered into a stockholders agreement with the Murdoch Family Trust pursuant to which the Company and the Murdoch Family Trust have agreed not to take actions that would result in the Murdoch Family Trust and Murdoch family members together owning more than 44% of the outstanding voting power of the shares of Class B Common Stock or would increase the Murdoch Family Trust's voting power by more than 1.75% in any rolling twelve-month period. The Murdoch Family Trust would forfeit votes to the extent necessary to ensure that the Murdoch Family Trust and the Murdoch family collectively do not exceed 44% of the outstanding voting power of the Class B shares, except where a Murdoch family member votes their own shares differently from the Murdoch Family Trust on any matter.

Dividends

The following table summarizes the dividends declared and paid per share on both the Company's Class A Common Stock and Class B Common Stock:

	For the years ended June 30,		
	2021	2020	2019
Cash dividend per share	$ 0.46	$ 0.46	$ 0.23

Comprehensive Income (Loss)

Comprehensive income is reported in the Statements of Comprehensive Income and consists of Net income and Other comprehensive income (loss), including benefit plan adjustments, which affect stockholders' equity, and under GAAP, are excluded from Net income.

The following tables summarize the activity within Other comprehensive income (loss):

	For the year ended June 30, 2021		
	Before tax	Tax benefit (provision)	Net of tax
	(in millions)		
Benefit plan adjustments			
Unrealized gains	$ 87	$ (21)	$ 66
Reclassifications realized in net income[(a)]	45	(12)	33
Other comprehensive income	$ 132	$ (33)	$ 99

	For the year ended June 30, 2020		
	Before tax	Tax benefit (provision)	Net of tax
	(in millions)		
Benefit plan adjustments			
Unrealized losses	$ (175)	$ 44	$ (131)
Reclassifications realized in net income[a]	29	(7)	22
Other comprehensive loss	$ (146)	$ 37	$ (109)

	For the year ended June 30, 2019		
	Before tax	Tax benefit (provision)	Net of tax
	(in millions)		
Benefit plan adjustments and other			
Unrealized losses	$ (133)	$ 35	$ (98)
Reclassifications realized in net income[a]	12	(3)	9
Other comprehensive loss	$ (121)	$ 32	$ (89)

(a) Reclassifications of amounts related to benefit plan adjustments are included in Other, net in the Statements of Operations (See Note 15—Pension and Other Postretirement Benefits for additional information).

Accumulated other comprehensive loss

The following table summarizes the components of Accumulated other comprehensive loss, net of tax:

	As of June 30,		
	2021	2020	2019
	(in millions)		
Benefit plan adjustments and other	$ (318)	$ (417)	$ (308)[a]
Accumulated other comprehensive loss, net of tax	$ (318)	$ (417)	$ (308)

(a) Includes a reclassification of $13 million as a result of the adoption of ASU 2018-02, "Income Statement—Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income" to eliminate the stranded tax effects resulting from the Tax Cuts and Jobs Act enacted in December 2017 and $157 million related to the Shared Plans (as defined in Note 15—Pension and Other Postretirement Benefits") allocable to the Company's employees that was transferred to the Company in fiscal 2019 (See Statements of Equity).

In fiscal 2019, the Company adopted ASU 2016-01, "Financial Instruments—Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities" and recorded a cumulative effect adjustment of $130 million to reclassify unrealized holding gains on investments in equity securities within Accumulated other comprehensive (loss) income to 21CF investment (See Statements of Equity).

NOTE 12. EQUITY-BASED COMPENSATION

Prior to the Distribution, the Company's employees participated in 21CF's equity plans. 21CF had plans authorized to grant equity awards of 21CF stock to the Company's employees. The equity-based compensation expense recorded by the Company, in the periods prior to March 19, 2019, includes the expense associated with the employees historically attributable to the Company's operations, as well as the expense associated with the allocation of equity-based compensation expense for corporate employees.

2019 Shareholder Alignment Plan

In connection with the Distribution, the Company adopted the Fox Corporation 2019 Shareholder Alignment Plan (the "SAP"), under which equity-based compensation, including stock options (including performance-based stock options ("PSOs")), stock appreciation rights, restricted and unrestricted stock, RSUs, performance stock units ("PSUs") and other types of FOX equity awards may be granted. The Company's officers, directors and employees are eligible to participate in the SAP. The maximum number of shares of Class A Common Stock that may be issued under the SAP is 65 million shares. As of June 30, 2021, the remaining number of shares of Class A Common Stock available for issuance under the SAP was approximately 48 million.

Awards granted under the SAP (other than stock options or stock appreciation rights) entitle the holder to receive Dividend Equivalents (as defined in the SAP) for each regular cash dividend on the common stock underlying the award paid by the Company during the award period. Dividend equivalents granted with respect to equity awards will be accrued during the applicable award period and such dividend equivalents will vest and be paid only if and when the underlying award vests.

The fair value of equity-based compensation under the SAP was calculated according to the type of award issued.

Restricted Stock Units

RSUs are awards that represent the potential to receive shares of Class A Common Stock at the end of the applicable vesting period, subject to the terms and conditions of the SAP, the applicable award documents and such other terms and conditions as the Compensation Committee of the Board (the "Compensation Committee") may establish. RSUs awarded under the SAP are fair valued based upon the fair market value of Class A Common Stock on the grant date. Any person who holds RSUs has no ownership interest in the shares of Class A Common Stock to which such RSUs relate until and unless shares of Class A Common Stock are delivered to the holder.

In fiscal 2021 and 2020, a total of approximately 2.2 million and 1.1 million RSUs were granted, respectively, which vest in equal annual installments over a three-year period subject to the participants' continued employment with the Company.

In March 2019, in connection with the Distribution, the Compensation Committee granted approximately 2.4 million RSUs under the SAP. Approximately 50% of the RSUs vested on June 15, 2020 and 50% vested on June 15, 2021.

Performance Stock Units

PSUs are fair valued on the date of grant and expensed over the service period using a straight-line method as the awards cliff vest at the end of a three-year performance period. The Company also estimates the number of shares expected to vest which is based on management's determination of the probable outcome of the performance conditions, which requires considerable judgment. The Company records a cumulative adjustment in periods in which the Company's estimate of the number of shares expected to vest changes. Additionally, the Company ultimately adjusts the expense recognized to reflect the actual vested shares following the resolution of the performance conditions. The number of shares that will be issued upon vesting of PSUs can range from 0% to 200% of the target award, based on the Company's three-year total shareholder return ("TSR") as measured against the three-year TSR of the companies that comprise the Standard and Poor's 500 Index and other performance measures. The fair value of the TSR condition is determined using a Monte Carlo simulation model.

In fiscal 2021 and 2020, a total of approximately 0.3 million and 1.4 million PSUs were granted, respectively, which have a three-year performance measurement period. The awards are subject to the achievement of three pre-established objective performance measures determined by the Compensation Committee. The awards issued will be settled in shares of Class A Common Stock upon vesting and are subject to the participants' continued employment with the Company. Any person who holds PSUs has no ownership interest in the shares of Class A Common Stock to which such PSUs relate until and unless shares of Class A Common Stock are delivered to the holder. All shares of Class A Common Stock underlying awards that are cancelled or forfeited become available for future grants. Certain of these awards have a graded vesting provision and the expense recognition is accelerated.

21CF RSUs and PSUs

The Company participated in 21CF's 2013 Long-Term Incentive Plan (the "2013 Plan"), under which RSUs and PSUs were granted. The Company's employees were eligible to participate in the 2013 Plan prior to the Distribution. The Compensation Committee of 21CF's Board of Directors ("21CF's Compensation Committee") determined the recipients, type of award to be granted and amounts of awards to be granted under the 2013 Plan. In connection with the Distribution, certain of the 21CF RSU and PSU awards were converted into FOX RSUs using a formula designed to preserve the value of the awards immediately prior to the Distribution. All of the converted FOX RSUs were granted under the SAP and the approximately 5.5 million shares of Class A Common Stock underlying the converted FOX RSUs do not count against the maximum number of shares that may be issued under the SAP described above.

The following table summarizes the activity related to RSUs and target PSUs granted to the Company's employees to be settled in stock (RSUs and PSUs in thousands):

	Fiscal 2021		Fiscal 2020		Fiscal 2019	
	Number of shares	Weighted average grant-date fair value	Number of shares	Weighted average grant-date fair value	Number of shares	Weighted average grant-date fair value[a]
RSUs and PSUs						
Unvested units at beginning of the year	8,043	$ 29.98	7,660	$ 32.27	10,896	$ 29.77
Granted	2,495	28.07	2,499	32.44	1,565 [b]	46.11
Vested	(4,654)	26.71	(1,862)	43.07	(5,070) [d]	30.07
Cancelled	(189)	32.01	(254)	27.14	(3,166)	29.72
Net units granted in conversion, as a result of the Separation	-	-	-	-	1,011 [b], [c]	N/A
Granted after conversion	-	-	-	-	2,424	40.11
Unvested units at the end of the year[e]	5,695	$ 31.75	8,043	$ 29.98	7,660	$ 32.27

(a) The weighted average grant date fair value prior to the Distribution represents the fair value of awards granted with respect to 21CF class A common stock prior to the conversion of the awards to FOX equity awards. The weighted average grant date fair value of the unvested units after the conversion in fiscal 2019 represents the fair value of awards using the applicable conversion ratio.

(b) In fiscal 2019, 21CF's Compensation Committee granted approximately 1.6 million 21CF RSUs to certain employees of the Company that converted into FOX RSUs that will generally vest in August 2021.

(c) In fiscal 2018, 21CF's Compensation Committee granted approximately 3.1 million 21CF PSUs to certain employees of the Company that converted into FOX RSUs that vested in August 2020. In addition, 21CF's Compensation Committee made a special grant of approximately 2.6 million 21CF restricted stock units ("Retention RSUs") to certain of the Company's senior executives, including 21CF named executive officers. Approximately 50% of the Retention RSUs were paid out in shares of 21CF class A common stock and the remaining 50% were converted into FOX RSUs and Disney RSUs on the same pro rata basis accorded to shareholders of 21CF common stock in the mergers contemplated by the 21CF Disney Merger Agreement and vested in fiscal 2020.

(d) The 21CF PSUs scheduled to vest in 2019 were accelerated and paid out and 50% of the Retention RSUs were paid out in shares of 21CF class A common stock in connection with the Distribution.

(e) The intrinsic value of unvested RSUs and target PSUs as of June 30, 2021 was approximately $210 million.

Stock Options

Stock options are awards that entitle the holder to purchase a specified number of shares of Class A Common Stock at a specified price for a specified period of time and become exercisable over time, subject to the terms and conditions of the SAP, the applicable award documents and such other terms and conditions as the Compensation Committee of the Board may establish. Stock Options granted under the SAP were fair valued using a Black-Scholes option valuation model that uses the following assumptions: (i) expected volatility was generally based on historical volatility of the Company, 21CF and the Company's peer group over the expected term of the stock options; (ii) expected term of stock

options granted was generally determined by analyzing historical data of the Company's peer group and represented the period of time that stock options granted were expected to be outstanding; (iii) risk-free interest rate was based on the U.S. Treasury yield curve in effect at the time of grant of the award for time periods approximately equal to the expected term of the award; and (iv) expected dividend yield.

During fiscal 2020, approximately 3.8 million stock options were granted, which generally have a term of seven years and vest in equal annual installments over a three-year period subject to the participants' continued employment with the Company. During fiscal 2019, the Compensation Committee granted approximately 3.1 million stock options, in connection with the Distribution. Approximately 50% of the stock options vested on June 15, 2020 and 50% vested on June 15, 2021. The options will expire approximately seven years from the grant date.

Performance-Based Stock Options

PSOs are awards that entitle the holder to purchase a specified number of shares of Class A Common Stock at a specified price for a specified period of time, contingent on the performance of the Class A Common Stock over a three-year period, subject to the terms and conditions of the SAP, the applicable award documents and such other terms and conditions as the Compensation Committee of the Board may establish. The PSOs granted under the SAP will vest in full only if the Company's Class A Common Stock exceeds the exercise price of the PSO by a certain threshold over a certain period of time during the performance period (the "market condition"). The PSOs were fair valued using a Monte Carlo simulation model that uses the following assumptions: (i) expected volatility; (ii) expected term; (iii) risk-free interest rate; and (iv) expected dividend yield. Compensation cost related to the PSO will be recognized even if the market condition is not met.

During fiscal 2021, the Company granted approximately 5.0 million PSOs. As the market condition has been met, the PSOs will vest in full at the end of a three-year performance period and have a term of seven years thereafter.

The following table summarizes information about the Company's stock options and PSOs granted under the SAP during fiscal 2021, 2020 and 2019 (options in thousands).

	Fiscal 2021		Fiscal 2020		Fiscal 2019	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Outstanding at the beginning of the year	6,809	$ 35.11	3,113	$ 40.25	-	$ -
Granted	5,003	27.52	3,838	30.87	3,118	40.25
Exercised[a]	(386)	27.21	-	-	-	-
Cancelled	(276)	30.44	(142)	33.37	(5)	40.26
Outstanding at the end of the year[b]	11,150	$ 32.09	6,809	$ 35.11	3,113	$ 40.25
Exercisable at the end of the year[c]	3,981	$ 38.12	1,626	$ 39.30	-	$ -
Weighted average grant-date fair value of options granted		$ 7.37		$ 6.87		$ 8.67
Weighted average remaining contractual term of options outstanding at the end of the year		6.82 years		5.98 years		6.72 years
Weighted average remaining contractual term of options exercisable at the end of the year		4.81 years		5.50 years		N/A

(a) During fiscal 2021, the Company received approximately $12 million in cash payments from the exercise of stock options.

(b) The intrinsic value of options outstanding as of June 30, 2021, 2020 and 2019 was $65.6 million, $2.8 million and nil, respectively.
(c) The intrinsic value of options exercisable as of June 30, 2021, 2020 and 2019 was $5.5 million, $0.7 million and nil, respectively.

The fair value of each PSO and stock option grant is estimated on the date of grant with the following weighted average assumptions used for grants during fiscal 2021, 2020 and 2019:

	For the years ended June 30,		
	2021	2020	2019
Expected volatility	35.00 %	26.66 %	26.50 %
Risk-free interest rate	0.66 %	1.43 %	2.41 %
Expected dividend yield	1.67 %	1.46 %	1.12 %
Expected term	5.29 years	3.83 years	3.84 years

The following table summarizes the Company's equity-based compensation:

	For the years ended June 30,		
	2021	2020	2019
	(in millions)		
Equity-based compensation(a)	$ 147	$ 156	$ 103
Intrinsic value of all settled equity-based awards	$ 139	$ 47	$ 247
Tax benefit on settled equity-based awards	$ 23	$ 6	$ 47

(a) Prior to the Distribution in March 2019, equity-based compensation included allocated expense for both executive directors and corporate executives of 21CF, allocated using a proportional allocation driver, which management has deemed to be reasonable.

As of June 30, 2021, the Company's total estimated compensation cost, not yet recognized, related to non-vested equity awards held by the Company's employees was approximately $70 million and is expected to be recognized over a weighted average period between one and two years.

NOTE 13. RELATED PARTY TRANSACTIONS AND TWENTY-FIRST CENTURY FOX, INC. INVESTMENT

Related Party Transactions

In the ordinary course of business, the Company enters into transactions with related parties, which prior to the Distribution included subsidiaries and equity affiliates of 21CF, to buy and/or sell programming and purchase and/or sell advertising.

For the years ended June 30, 2021 and 2020, the related party revenue and expense were not material (See Note 10—Leases for information related to office facilities that were subleased to News Corporation for a portion of fiscal 2021 and Note 14 — Commitments and Contingencies for information related to U.K. Newspaper Matters Indemnity obligation to News Corporation). For the year ended June 30, 2019, the Company recorded related party revenue and expense of $302 million and $57 million, respectively.

As of June 30, 2021 and 2020, the amounts due to related parties were $59 million and $67 million, respectively, which were included in Accounts payable, accrued expenses and other current liabilities in the Balance Sheets.

Corporate Allocations and Twenty-First Century Fox, Inc. Investment

Prior to the Distribution, 21CF provided services to and funded certain expenses for the Company such as: global real estate and occupancy costs and employee benefits ("Direct Corporate Expenses"). In addition, the Company's Financial Statements include, for the periods prior to March 19, 2019, general corporate expenses of 21CF which were not historically allocated to the Company for certain support functions that were provided on a centralized basis within 21CF prior to the Distribution and not recorded at the business unit level, such as certain expenses related to finance, legal, insurance, information technology, compliance and human resources management activities, among others ("General Corporate Expenses"). For purposes of the Financial Statements for fiscal 2019, the General Corporate Expenses were allocated to the Company. The General Corporate Expenses were included in the Statements of Operations in Selling, general and administrative expenses and Other, net, as appropriate. These expenses were allocated to the Company on the basis of direct usage when identifiable, with the remainder allocated on a pro rata basis of combined revenues, headcount or other relevant measures of the Company. Management believes the assumptions underlying the Financial Statements, including the assumptions regarding allocating General Corporate Expenses from 21CF are reasonable. Nevertheless, the Financial Statements may not include all of the actual expenses that would have been incurred by FOX and may not reflect the Company's consolidated results of operations and cash flows had it been a standalone company prior to the Distribution. Actual costs that would have been incurred if the Company had been a standalone company would depend on multiple factors, including organizational structure and strategic decisions made in various areas, including information technology and infrastructure. For the purposes of the Statements of Operations, the Company recorded approximately $270 million of General Corporate Expenses within Selling, general and administrative expenses for fiscal 2019 and the remaining balance of the Corporate allocations presented in the table below within Other, net for fiscal 2019.

Intercompany transactions with 21CF or its affiliates and the Company are reflected in the historical Financial Statements for the periods prior to the Distribution. All significant intercompany balances between 21CF and the Company, for the periods prior to the Distribution, have been reflected in the Statements of Cash Flows as a financing activity and in the Statements of Equity as a Twenty-First Century Fox, Inc. investment.

The following table summarizes the components of the net decrease in the Twenty-First Century Fox, Inc. investment for fiscal 2019:

	For the year ended June 30, 2019
	(in millions)
Cash pooling, general financing activities and other[a]	$ (1,502)
Corporate allocations	291
Net dividend paid to Twenty-First Century Fox, Inc.	(6,500)
Taxes payable[b]	821
Deferred taxes on step-up[c]	5,836
Other deferred taxes[c]	90
Net decrease in Twenty-First Century Fox, Inc. investment	$ (964)

(a) The nature of activities included in the line item 'Cash pooling, general financing activities and other' includes financing activities, capital transfers, cash sweeps, other treasury services and Direct Corporate Expenses.

(b) For purposes of the Company's financial statements for the periods prior to the Distribution, the income tax benefit in the Statements of Operations has been calculated as if FOX filed a separate tax return and was operating as a standalone business. This amount represents the difference between the separate tax return methodology and the actual tax liabilities attributed to the Company, in accordance with applicable tax law, as of the date of the Distribution.

(c) As a result of the Separation and the Distribution, FOX obtained an additional tax basis in its assets equal to their respective fair market values. These amounts represent the additional estimated deferred tax asset recorded as a result of the increased tax basis (See Note 1—Description of Business and Basis of Presentation under the heading "Basis of Presentation") and other deferred tax adjustments recorded as of the date of the Distribution.

NOTE 14. COMMITMENTS AND CONTINGENCIES

The Company has commitments under certain firm contractual arrangements ("firm commitments") to make future payments. These firm commitments secure the future rights to various assets and services to be used in the normal course of operations. The following table summarizes the Company's material firm commitments as of June 30, 2021:

	As of June 30, 2021				
	Payments due by period				
	Total	1 year	2 - 3 years	4 - 5 years	After 5 years
	(in millions)				
Operating leases	$ 589	$ 103	$ 201	$ 140	$ 145
Borrowings	8,000	750	1,250	600	5,400
Sports programming rights	36,905	4,371	8,219	7,447	16,868
Entertainment programming rights	1,122	787	319	16	-
Other commitments and contractual obligations	587	280	249	58	-
Total commitments, borrowings and contractual obligations	$ 47,203	$ 6,291	$ 10,238	$ 8,261	$ 22,413

Operating leases

For additional information on operating leases, see Note 2—Summary of Significant Accounting Policies under the heading "Leases" and Note 10—Leases.

Sports programming rights

Under the Company's contracts with the NFL, the remaining future minimum payments for program rights to broadcast certain football games are payable over the remaining term of the contract through the 2033 NFL season. The NFL has a one-time right to terminate the agreement after the 2029 NFL season.

The Company's contract with MLB gives the Company rights to broadcast certain regular season and post-season games, as well as exclusive rights to broadcast MLB's World Series and All-Star Game through the 2028 MLB season.

The Company's contracts with the National Association of Stock Car Auto Racing ("NASCAR") give the Company rights to broadcast certain races and ancillary content through calendar year 2024.

Under the Company's contracts with certain collegiate conferences, remaining future minimum payments for program rights to broadcast certain sports events are payable over the remaining terms of the contracts.

Other commitments and contractual obligations

Primarily includes obligations relating to talent costs and television rating services agreements.

Pension and other postretirement benefits

In accordance with ASC 715, "Compensation—Retirement Benefits" ("ASC 715"), the total accrued net benefit liability for pension and other postretirement benefit plans recognized as of June 30, 2021 was $598 million (See Note 15—Pension and Other Postretirement Benefits). This amount is affected by, among other items, statutory funding levels, changes in plan demographics and assumptions and investment returns on plan assets. Because of the current overall funded status of the Company's material plans, the accrued liability does not represent expected near-term liquidity needs and, accordingly, this amount is not included in the contractual obligations table.

Contingencies

Profits Participants Litigation

In November 2015, profits participants in the *Bones* television series filed lawsuits against 21CF, Fox Entertainment Group, Twentieth Century Fox Film Corporation, Twentieth Century Fox Television ("TCFTV"), and Fox Broadcasting Corporation, alleging improprieties relating to profits participation payments for the show. During the fiscal year ended June 30, 2020, Disney as successor to 21CF, Fox Entertainment Group, Twentieth Century Fox Film Corporation, and TCFTV, settled with the plaintiffs and with other non-party profits participants, and the Company contributed approximately $58 million to those settlements.

FOX News

The Company's FOX News business and certain of its current and former employees have been subject to allegations of sexual harassment and discrimination on the basis of sex and race. The Company has resolved many of these claims and is contesting other claims in litigation. The Company has also received regulatory and investigative inquiries relating to these matters. To date, none of the amounts paid in settlements or reserved for pending or future claims is material, individually or in the aggregate, to the Company. The amount of additional liability, if any, that may result from these or related matters cannot be estimated at this time. However, the Company does not currently anticipate that the ultimate resolution of any such pending matters will have a material adverse effect on its business, financial condition, results of operations or cash flows.

U.K. Newspaper Matters Indemnity

In connection with the separation of 21CF and News Corporation in June 2013 (the "21CF News Corporation Separation"), 21CF agreed to indemnify News Corporation, on an after-tax basis, for payments made after the 21CF News Corporation Separation arising out of civil claims and investigations relating to phone hacking, illegal data access and inappropriate payments to public officials that occurred at subsidiaries of News Corporation before the 21CF News Corporation Separation, as well as legal and professional fees and expenses paid in connection with the related criminal matters, other than fees, expenses and costs relating to employees who are not (i) directors, officers or certain designated employees or (ii) with respect to civil matters, co-defendants with News Corporation (the "U.K. Newspaper Matters Indemnity"). In accordance with the Separation Agreement, the Company assumed certain costs and liabilities related to the U.K. Newspaper Matters Indemnity. The liability recorded in the Balance Sheets related to the indemnity was approximately $55 million and $65 million as of June 30, 2021 and 2020, respectively.

Defamation and Disparagement Claims

From time to time, the Company and its news businesses, including FOX News Media and the FOX Television Stations, and their employees are subject to lawsuits alleging defamation or disparagement. These include lawsuits filed by Smartmatic USA Corp. and certain of its affiliates (collectively, "Smartmatic") in February 2021 and Dominion Voting Systems, Inc. and certain of its affiliates (collectively, "Dominion") in March 2021. The Company believes these lawsuits, including the Smartmatic and Dominion matters, are without merit and intends to defend against them vigorously. To date, none of the amounts the Company has paid in settlements of defamation or disparagement claims or reserved for pending or future claims is material, individually or in the aggregate, to the Company. The amount of additional liability, if any, that may result from these or related matters cannot be estimated at this time. However, the Company does not currently anticipate that the ultimate resolution of any such pending matters will have a material adverse effect on its business, financial condition, results of operations or cash flows.

Other

The Company establishes an accrued liability for legal claims and indemnification claims when the Company determines that a loss is both probable and the amount of the loss can be reasonably estimated. Once established, accruals are adjusted from time to time, as appropriate, in light of additional information. The amount of any loss ultimately incurred in relation to matters for which an accrual has been established may be higher or lower than the amounts accrued for such matters. Any fees, expenses, fines, penalties, judgments or settlements which might be incurred by the Company in connection with the various proceedings could affect the Company's results of operations and financial condition. For the contingencies disclosed above for which there is at least a reasonable possibility that a loss may be incurred, other than the accrual provided, the Company was unable to estimate the amount of loss or range of loss.

The Company's operations are subject to tax in various domestic jurisdictions and as a matter of course, the Company is regularly audited by federal and state tax authorities. The Company believes it has appropriately accrued for the expected outcome of all pending tax matters and does not currently anticipate that the ultimate resolution of pending tax matters will have a material adverse effect on its consolidated financial condition, future results of operations or liquidity. Each member of the 21CF consolidated group, which includes 21CF, the Company (prior to the Distribution) and 21CF's other subsidiaries, is jointly and severally liable for the U.S. federal income and, in certain jurisdictions, state tax liabilities of each other member of the consolidated group. Consequently, the Company could be liable in the event any such liability is incurred, and not discharged, by any other member of the 21CF consolidated group. The tax matters agreement requires 21CF and/or Disney to indemnify the Company for any such liability. Disputes or assessments could arise during future audits by the IRS in amounts that the Company cannot quantify.

NOTE 15. PENSION AND OTHER POSTRETIREMENT BENEFITS

The Company participates in and/or sponsors various pension, savings and postretirement benefit plans. Pension plans and postretirement benefit plans are closed to new participants with the exception of a small group covered by collective bargaining agreements. The Company has a legally enforceable obligation to contribute to some plans and is not required to contribute to others. The plans include both defined benefit pension plans and employee non-contributory and employee contributory accumulation plans covering all eligible employees. The Company makes contributions in accordance with applicable laws or contract terms.

Pension and postretirement plans that are sponsored by the Company ("Direct Plans") are accounted for as defined benefit pension plans. Accordingly, the funded and unfunded position of each Direct Plan is recorded in the Balance Sheets. Actuarial gains and losses that have not yet been recognized through income are recorded in Accumulated other comprehensive loss net of taxes, and they are systematically amortized as a component of net periodic benefit cost in accordance with ASC 715. The Company's benefit obligation for Direct Plans is calculated using assumptions which the Company reviews on a regular basis. The funded status of the Direct Plans can change from year to year, but the assets of the funded plans have been sufficient to pay all benefits that came due in each of fiscal 2021, 2020 and 2019.

Prior to the Distribution, certain of the Company's employees participated in defined benefit pension and postretirement plans sponsored by 21CF ("Shared Plans"), which include participants of other 21CF subsidiaries. Shared Plans were accounted for as multiemployer benefit plans. Therefore, no asset or liability was recorded to recognize the funded status. The related pension expenses allocated to the Company were based primarily on benefits earned by active employees and accounted for in a manner similar to a defined contribution plan. In contemplation of the Separation, the pension and postretirement benefit assets and liabilities of the Shared Plans allocable to the Company's employees were transferred to the Company in fiscal 2019. Assets of $630 million, projected benefit obligations of $765 million and $188 million of accumulated other comprehensive loss ($143 million, net of tax) were recorded for pension benefits transferred from 21CF. Projected benefit obligations of $98 million and $18 million of accumulated other comprehensive loss ($14 million, net of tax) were recorded for postretirement benefits transferred from 21CF.

The Company uses a June 30 measurement date for all Direct Plans. The following table sets forth the change in the projected benefit obligation, change in the fair value of plan assets and funded status for the Company's Direct Plans:

	Pension benefits		Postretirement benefits	
	As of June 30,			
	2021	2020	2021	2020
	(in millions)			
Projected benefit obligation, beginning of the year	$ 1,409	$ 1,255	$ 104	$ 103
Service cost	38	35	2	2
Interest cost	30	39	2	3
Benefits paid	(23)	(21)	(4)	(3)
Settlements[a]	(51)	(45)	-	-
Actuarial losses (gains)[b]	65	145	(6)	(1)
Other	-	1	-	-
Projected benefit obligation, end of the year	1,468	1,409	98	104
Change in the fair value of plan assets for the Company's benefit plans:				
Fair value of plan assets, beginning of the year	788	800	-	-
Actual return on plan assets	195	24	-	-
Employer contributions	63	30	4	3
Benefits paid	(23)	(21)	(4)	(3)
Settlements[a]	(51)	(45)	-	-
Fair value of plan assets, end of the year	972	788	-	-
Funded status[c]	$ (496)	$ (621)	$ (98)	$ (104)
Grantor Trust assets[c]	$ 304	$ 247	$ -	$ -

(a) Represents the full settlement of former employees deferred pension benefit obligations through lump sum payments.
(b) Actuarial losses (gains) for June 30, 2021 were mainly due to a change in the discount rate assumption utilized in measuring plan obligations and changes to other economic assumptions and demographic experience. Actuarial losses for June 30, 2020 were mainly due to a change in the discount rate assumption utilized in measuring plan obligations.
(c) The Company has established an irrevocable grantor trust (the "Grantor Trust"), administered by an independent trustee, with the intention of making cash contributions to the Trust to fund certain future pension benefit obligations of the Company. The assets in the Grantor Trust are unsecured funds of the Company and can be used to satisfy the Company's obligations in the event of bankruptcy or insolvency.

Amounts recognized in the Balance Sheets consist of:

	Pension benefits		Postretirement benefits	
	As of June 30,			
	2021	2020	2021	2020
	(in millions)			
Pension assets	$ 4	$ -	$ -	$ -
Accrued pension liabilities	(500)	(621)	(98)	(104)
Net amount recognized	$ (496)	$ (621)	$ (98)	$ (104)

Amounts recognized in Accumulated other comprehensive loss, before tax, consist of:

	Pension benefits		Postretirement benefits	
	As of June 30,			
	2021	2020	2021	2020
	(in millions)			
Actuarial losses	$ 409	$ 533	$ 13	$ 20
Prior service cost	2	3	-	-
Net amounts recognized	$ 411	$ 536	$ 13	$ 20

Accumulated pension benefit obligations as of June 30, 2021 and 2020 were $1,319 million and $1,273 million, respectively. For the funded plans, as of June 30, 2021, the projected benefit obligation exceeds the fair value of the plan assets except for one plan that has assets of $100 million, a projected benefit obligation of $96 million and an accumulated benefit obligation of $96 million. Information about funded and unfunded pension plans is presented below:

	Funded plans		Unfunded plans	
	As of June 30,			
	2021	2020	2021	2020
	(in millions)			
Projected benefit obligation	$ 1,150	$ 1,096	$ 318	$ 313
Accumulated benefit obligation	1,010	971	309	302
Fair value of plan assets	972	788	- (a)	- (a)

(a) The fair value of the assets in the Grantor Trust as of June 30, 2021 and 2020 was $304 million and $247 million, respectively.

Information about funded and unfunded pension plans in which the accumulated benefit obligation exceeds fair value of the plan assets is presented below.

	Funded plans		Unfunded plans	
	As of June 30,			
	2021	2020	2021	2020
	(in millions)			
Projected benefit obligation	$ 990	$ 1,096	$ 318	$ 313
Accumulated benefit obligation	854	971	309	302
Fair value of plan assets	811	788	- (a)	- (a)

(a) The fair value of the assets in the Grantor Trust as of June 30, 2021 and 2020 was $304 million and $247 million, respectively.

The components of periodic benefit costs were as follows:

	Pension benefits			Postretirement benefits		
	For the years ended June 30,					
	2021	2020	2019	2021	2020	2019
	(in millions)					
Service cost	$ 38	$ 35	$ 19	$ 2	$ 2	$ 1
Interest cost	30	39	30	2	3	2
Expected return on plan assets	(50)	(55)	(30)	-	-	-
Amortization of deferred losses	44	28	11	1	1	1
Other	2	1	7	-	-	(1)
Net periodic benefit costs-Direct plans	64	48	37	5	6	3
Net periodic benefit costs- Shared Plans	-	-	14	-	-	4
Total periodic benefit costs	$ 64	$ 48	$ 51	$ 5	$ 6	$ 7

The components of net periodic benefit costs other than the service cost component are included in Other, net in the Statements of Operations.

	Pension benefits			Postretirement benefits		
	For the years ended June 30,					
	2021	2020	2019	2021	2020	2019
Additional information						
Weighted-average assumptions used to determine benefit obligations						
Discount rate	2.7 %	2.8 %	3.6 %	2.7 %	2.8 %	3.6 %
Weighted-average assumptions used to determine net periodic benefit costs						
Discount rate for service cost	2.9 %	3.7 %	4.6 %	3.0 %	3.8 %	4.4 %
Discount rate for interest cost	2.2 %	3.2 %	4.1 %	2.2 %	3.2 %	3.9 %
Expected return on plan assets	6.5 %	7.0 %	7.0 %	N/A	N/A	N/A

N/A – not applicable.

The Company utilizes a full yield curve approach in the estimation of the service and interest components of net periodic benefit costs for pension and postretirement benefits by applying the specific spot rates along the yield curve used in the determination of the benefit obligation to their underlying projected cash flows. The Company utilizes the latest mortality table released by the Society of Actuaries.

The following assumed health care cost trend rates as of June 30 were also used in accounting for postretirement benefits:

	Postretirement benefits	
	Fiscal 2021	Fiscal 2020
Health care cost trend rate	6.0 %	7.3 %
Rate to which the cost trend rate is assumed to decline (the ultimate trend rate)	4.0 %	4.5 %
Year that the rate reaches the ultimate trend rate	2047	2039

The following table sets forth the estimated benefit payments and estimated settlements for the next five fiscal years and in aggregate for the five fiscal years thereafter. These payments are estimated based on the same assumptions used to measure the Company's benefit obligation at the end of the fiscal year and include benefits attributable to estimated future employee service:

	Expected benefit payments	
	Pension benefits	Postretirement benefits
	(in millions)	
Fiscal year		
2022	$ 66	$ 4
2023	63	5
2024	63	5
2025	65	5
2026	65	5
2027-2031	370	25

The above table presents expected benefit payments for the postretirement benefits net of a nominal amount of U.S. Medicare subsidy receipts per year.

Plan Assets and Grantor Trust

The following tables present Plan assets for the Company's Direct Plans and Grantor Trust assets to fund certain future unfunded pension benefit obligations of the Company. The assets are classified by level within the fair value hierarchy, as described in Note 6—Fair Value, as of June 30, 2021 and 2020:

	As of June 30, 2021			
		Fair value measurements at reporting date using		Assets measured at NAV[a]
	Total	Level 1	Level 2	
	(in millions)			
PENSION PLAN ASSETS				
Pooled funds[b]				
Money market funds	$ 22	$ 22	$ -	$ -
Domestic equity funds	67	67	-	-
Domestic fixed income funds[c]	355	355	-	-
International equity funds	193	193	-	-
International fixed income funds[c]	28	28	-	-
Balanced funds	93	93	-	-
U.S. common stocks[d]	136	136	-	-
Partnership interests	10	-	-	10
Exchange traded equity funds[d]	67	67	-	-
Other[f]	1	-	1	-
Total fair value of plan assets	$ 972	$ 961	$ 1	$ 10
GRANTOR TRUST ASSETS				
Balanced funds[b]	$ 267	$ 267	$ -	$ -
Partnership interests	17	-	-	17
Other[f]	20	20	-	-
Total fair value of Grantor Trust assets	$ 304	$ 287	$ -	$ 17

	As of June 30, 2020			
		Fair value measurements at reporting date using		Assets measured at NAV[a]
	Total	Level 1	Level 2	
	(in millions)			
PENSION PLAN ASSETS				
Pooled funds[b]				
Money market funds	$ 33	$ -	$ 33	$ -
Domestic equity funds	73	73	-	-
Domestic fixed income funds[c]	3	3	-	-
International equity funds	119	119	-	-
International fixed income funds[c]	29	1	-	28
Balanced funds	181	114	-	67
U.S. common stocks[d]	144	144	-	-
Government and Agency obligations[e]				
Domestic government obligations	19	-	19	-
Domestic agency obligations	24	-	24	-
Corporate obligations[e]	50	-	50	-
Partnership interests	13	-	-	13
Exchange traded funds[d]	70	70	-	-
Other[f]	30	(10)	40	-
Total fair value of plan assets	$ 788	$ 514	$ 166	$ 108
GRANTOR TRUST ASSETS				
Balanced funds[b]	$ 214	$ 214	$ -	$ -
Partnership interests	13	-	-	13
Other[f]	20	20	-	-
Total fair value of Grantor Trust assets	$ 247	$ 234	$ -	$ 13

(a) Investments that are measured at fair value using the net asset value per share (or its equivalent) as a practical expedient are excluded from the fair value hierarchy disclosure. These investments have monthly liquidity.

(b) Pooled funds that have a readily determinable fair value are valued at the regularly published NAV.

(c) Domestic fixed income funds and international fixed income funds consist primarily of investment grade securities.

(d) Exchange traded funds and common stock investments that are publicly traded are valued at the closing price reported on active markets in which the securities are traded.

(e) The fair value of corporate, government and agency obligations are valued based on a compilation of primary observable market information or a broker quote in a non-active market.

(f) Includes cash and cash equivalents, plan receivables and payables and certain other fixed income investments.

The investment objective for the funded pension plans is to grow assets to decrease the deficit and protect improvements in funded status. The asset allocation strategy will change over time by shifting assets from return seeking assets to liability hedging assets upon the achievement of certain funding milestones. The target asset allocation on June 30, 2021 is 57% return seeking assets and 43% liability hedging assets. The actual asset allocation on June 30, 2021 is 62% return seeking assets and 38% liability hedging assets. Return seeking assets are diversified across multiple asset classes and liability hedging assets are managed to correlate highly with the pension liabilities to reduce interest rate risk. Assets are generally managed by external investment managers. The expected long-term rate of return on asset assumption is determined using the current target asset allocation and applying expected future returns for the various asset classes and correlations amongst the asset classes.

The funded plans weighted-average asset allocation, by asset category, are as follows:

	Pension benefits	
	As of June 30,	
	2021	2020
Asset Category		
Equity investments	48 %	51 %
Fixed income investments	42	21
Other, including cash	10	28
Total	100 %	100 %

Required pension plan contributions for the next fiscal year are not expected to be material; however, actual contributions may be affected by pension asset and liability valuation changes during the year. The Company will continue to make voluntary contributions as necessary to improve funded status.

Defined Contribution Plans

The Company has defined contribution plans for the benefit of substantially all employees meeting certain eligibility requirements. Employer contributions to such plans were $49 million, $44 million and $39 million for fiscal 2021, 2020 and 2019, respectively.

NOTE 16. INCOME TAXES

For purposes of the Company's Financial Statements for the periods prior to the Distribution, the income tax provision in the Statements of Operations was calculated as if FOX filed a separate tax return and was operating as a standalone business. Therefore, cash tax payments and items of current and deferred taxes may not be reflective of FOX's actual tax balances prior to or subsequent to the Distribution.

Income before income tax (expense) benefit was attributable to the U.S. jurisdiction. Significant components of the Company's provision for income taxes were as follows:

	For the years ended June 30,		
	2021	2020	2019
	(in millions)		
U.S.			
Federal	$ 181	$ 110	$ 127
State, local and other	2	9	68
Total current	183	119	195
Deferred	534	283	386
Provision for income taxes	$ 717	$ 402	$ 581

The reconciliation of income tax computed at the statutory rate to income tax (expense) benefit was:

	For the years ended June 30,		
	2021	2020	2019
U.S. federal income tax rate	21 %	21 %	21 %
State and local taxes	4	4	4
Nondeductible compensation	1	2	-
Valuation allowance movements	-	1	-
Adjustments for tax matters, net	(1)	(1)	-
Other	-	-	1
Effective tax rate	25 %	27 %	26 %

The following is a summary of the components of the deferred tax accounts:

	As of June 30,	
	2021	2020
	(in millions)	
Deferred tax assets		
Basis difference[a]	$ 3,676	$ 4,176
Operating lease liabilities	121	140
Pension benefit obligations	64	93
Equity-based compensation	33	31
Accrued liabilities	37	31
Net operating loss carryforwards	18	28
Other	117	120
Total deferred tax assets	4,066	4,619
Deferred tax liabilities		
Operating lease ROU assets	(114)	(133)
Sports rights contracts	(108)	(110)
Total deferred tax liabilities	(222)	(243)
Net deferred tax asset before valuation allowance	3,844	4,376
Less: valuation allowance	(24)	(20)
Total net deferred tax assets[b]	$ 3,820	$ 4,356

(a) As a result of the Separation and the Distribution, which was a taxable transaction for which the estimated tax liability of $5.8 billion was included in the Transaction Tax paid by the Company, FOX obtained a tax basis in its assets equal to their respective fair market values. This amount includes the additional estimated deferred tax asset recorded as a result of the increased tax basis (See Note 1—Description of Business and Basis of Presentation under the heading “Basis of Presentation”).

(b) Includes a $2 million deferred tax liability recorded in Other liabilities on the Consolidated Balance Sheet as of June 30, 2021 and 2020.

As of June 30, 2021, the Company had $18 million of tax attributes from net operating loss carryforwards available to offset future taxable income. A substantial portion of these losses can be carried forward indefinitely. The Company also had $10 million of tax attributes from capital loss carry forwards available to offset future capital gains. A substantial portion of these capital losses can be carried forward for four years.

The net increase in the valuation allowance to $24 million as of June 30, 2021 was primarily due to the additional valuation allowance required on net operating loss carryforwards not expected to be utilized.

The following table sets forth the change in the uncertain tax positions, excluding interest and penalties:

	For the years ended June 30,		
	2021	2020	2019
	(in millions)		
Balance, beginning of year	$ 73	$ 94	$ 91
Additions for prior year tax positions	-	1	7
Additions for current year tax positions	2	2	9
Reduction for prior year tax positions	(45) [a]	(24) [a]	(13)
Balance, end of year	$ 30	$ 73	$ 94

(a) The reduction for prior year tax positions in fiscal 2021 includes $31 million from the settlement of audits and $14 million from the expiration of statutes of limitations. The reduction for prior year tax positions in fiscal 2020 includes $21 million from the expiration of statutes of limitations.

The Company recognizes interest and penalty charges related to uncertain tax positions as income tax (expense) benefit. The Company recorded liabilities for accrued interest of $11 million and $22 million as of June 30, 2021 and 2020, respectively, and the amounts of interest income/expense recorded in each of the three fiscal years 2021, 2020 and 2019 were not material.

The Company is subject to tax in various domestic jurisdictions and, as a matter of ordinary course, the Company is regularly audited by federal and state tax authorities. The Company believes it has appropriately accrued for the expected outcome of all pending tax matters and does not anticipate that the resolution of these pending tax matters will have a material adverse effect on its combined financial condition, future results of operations or liquidity. The net decrease to the balance of uncertain tax positions in fiscal 2021 is primarily attributable to state matters. The Company does not expect significant changes to these positions over the next 12 months. As of June 30, 2021 and 2020, $24 million and $58 million, respectively, would affect the Company's effective income tax rate if the Company's position with respect to the uncertainties is sustained.

NOTE 17. SEGMENT INFORMATION

The Company is a news, sports and entertainment company, which manages and reports its businesses in the following segments:

- **Cable Network Programming**, which principally consists of the production and licensing of news and sports content distributed primarily through traditional cable television systems, direct broadcast satellite operators and telecommunication companies ("traditional MVPDs") and online multi-channel video programming distributors ("digital MVPDs"), primarily in the U.S.
- **Television**, which principally consists of the production, acquisition, marketing and distribution of broadcast network programming and free advertising-supported video-on-demand ("AVOD") services under the FOX and Tubi brands, respectfully, and the operation of 29 full power broadcast television stations, including 11 duopolies, in the U.S. Of these stations, 18 are affiliated with the FOX Network, 10 are affiliated with MyNetworkTV and one is an independent station.
- **Other, Corporate and Eliminations**, which principally consists of the FOX Studio Lot, Credible, corporate overhead costs and intracompany eliminations. The FOX Studio Lot, located in Los Angeles, California, provides television and film production services along with office space, studio operation services and includes all operations of the facility. Credible is a U.S. consumer finance marketplace.

The Company's operating segments have been determined in accordance with the Company's internal management structure, which is organized based on operating activities. The Company evaluates performance based upon several factors, of which the primary financial measure is segment operating income before depreciation and amortization, or Segment EBITDA. Due to the integrated nature of these operating segments, estimates and judgments are made in allocating certain assets, revenues and expenses.

Segment EBITDA is defined as Revenues less Operating expenses and Selling, general and administrative expenses. Segment EBITDA does not include: Amortization of cable distribution investments, Depreciation and amortization, Impairment and restructuring charges, Interest expense, Interest income, Other, net and Income tax expense. Management believes that Segment EBITDA is an appropriate measure for evaluating the operating performance of the Company's business segments because it is the primary measure used by the Company's chief operating decision maker to evaluate the performance of and allocate resources to the Company's businesses.

The following tables set forth the Company's Revenues and Segment EBITDA for fiscal 2021, 2020 and 2019:

	For the years ended June 30,		
	2021	2020	2019
	(in millions)		
Revenues			
Cable Network Programming	$ 5,683	$ 5,492	$ 5,381
Television	7,048	6,661	5,979
Other, Corporate and Eliminations	178	150	29
Total revenues	$ 12,909	$ 12,303	$ 11,389
Segment EBITDA			
Cable Network Programming	$ 2,876	$ 2,706	$ 2,495
Television	555	430	470
Other, Corporate and Eliminations	(344)	(357)	(284)
Amortization of cable distribution investments	(22)	(24)	(38)
Depreciation and amortization	(300)	(258)	(212)
Impairment and restructuring charges	(35)	(451)	(26)
Interest expense	(395)	(369)	(203)
Interest income	4	35	41
Other, net	579	(248)	(19)
Income before income tax expense	2,918	1,464	2,224
Income tax expense	(717)	(402)	(581)
Net income	2,201	1,062	1,643
Less: Net income attributable to noncontrolling interests	(51)	(63)	(48)
Net income attributable to Fox Corporation stockholders	$ 2,150	$ 999	$ 1,595

Revenues by Segment by Component

	For the years ended June 30,		
	2021	2020	2019
	(in millions)		
Cable Network Programming			
Affiliate fee	$ 3,995	$ 3,870	$ 3,804
Advertising	1,337	1,164	1,184
Other	351	458	393
Total Cable Network Programming revenues	5,683	5,492	5,381
Television			
Advertising	4,094	4,169	3,872
Affiliate fee	2,440	2,038	1,708
Other	514	454	399
Total Television revenues	7,048	6,661	5,979
Other, Corporate and Eliminations	178	150	29
Total revenues	$ 12,909	$ 12,303	$ 11,389

For fiscal 2021 and 2020, the Company had no individual customers that accounted for 10% or more of Revenues. For fiscal 2019, the Company had one customer that represented approximately 11% of Revenues.

Future Performance Obligations

As of June 30, 2021, approximately $5 billion of revenues are expected to be recognized primarily over the next one to three years. The Company's most significant remaining performance obligations relate to affiliate contracts, sports advertising contracts and content licensing contracts with fixed fees. The amount disclosed does not include (i) revenues related to performance obligations that are part of a contract whose original expected duration is one year or less,

(ii) revenues that are in the form of sales- or usage-based royalties and (iii) revenues related to performance obligations for which the Company elects to recognize revenue in the amount it has a right to invoice.

	For the years ended June 30,		
	2021	2020	2019
	(in millions)		
Depreciation and amortization			
Cable Network Programming	$ 55	$ 59	$ 48
Television	104	73	96
Other, Corporate and Eliminations	141	126	68
Total depreciation and amortization	$ 300	$ 258	$ 212

	For the years ended June 30,		
	2021	2020	2019
	(in millions)		
Capital expenditures			
Cable Network Programming	$ 53	$ 43	$ 83
Television	100	72	71
Other, Corporate and Eliminations	331	244	81
Total capital expenditures	$ 484	$ 359	$ 235

	As of June 30,	
	2021	2020
	(in millions)	
Assets		
Cable Network Programming	$ 2,577	$ 2,591
Television	7,305	7,054
Other, Corporate and Eliminations	12,145	11,487
Investments	899	618
Total assets	$ 22,926	$ 21,750

	As of June 30,	
	2021	2020
	(in millions)	
Goodwill and intangible assets, net		
Cable Network Programming	$ 1,324	$ 1,287
Television	4,582	4,630
Other, Corporate and Eliminations	683	690
Total goodwill and intangible assets, net	$ 6,589	$ 6,607

NOTE 18. EARNINGS PER SHARE

The following table sets forth the computation of basic and diluted earnings per share under ASC 260, "Earnings per Share":

	For the years ended June 30,		
	2021	2020	2019
	(in millions, except per share amounts)		
Net income attributable to Fox Corporation stockholders	$ 2,150	$ 999	$ 1,595
Weighted average shares - basic[a]	591	613	621
Shares issuable under equity-based compensation plans[b]	4	3	-
Weighted average shares - diluted[a]	595	616	621
Net income attributable to Fox Corporation stockholders per share - basic	$ 3.64	$ 1.63	$ 2.57
Net income attributable to Fox Corporation stockholders per share - diluted	$ 3.61	$ 1.62	$ 2.57

(a) For all periods presented prior to the date of the Distribution, 621 million shares have been utilized for the calculation of basic and diluted earnings per share as no shares of common stock or equity-based awards of the Company were outstanding prior to that date (See Note 2—Summary of Significant Accounting Policies under the heading "Earnings per share" for additional information).

(b) Weighted average common shares include the incremental shares that would be issued upon the assumed vesting of RSUs, PSUs and stock options (including PSOs) if the effect is dilutive (See Note 12—Equity-Based Compensation).

NOTE 19. QUARTERLY DATA (UNAUDITED)

	For the three months ended			
	September 30,	December 31,	March 31,	June 30,
	(in millions, except per share amounts)			
FISCAL 2021				
Revenues	$ 2,717	$ 4,087	$ 3,215	$ 2,890
Net income attributable to Fox Corporation stockholders[a]	1,106	224	567	253
Net income attributable to Fox Corporation stockholders per share - basic	1.83	0.38	0.96	0.44
Net income attributable to Fox Corporation stockholders per share - diluted	1.83	0.37	0.96	0.43
FISCAL 2020				
Revenues	$ 2,667	$ 3,778	$ 3,440	$ 2,418
Net income attributable to Fox Corporation stockholders[a]	499	300	78	122
Net income attributable to Fox Corporation stockholders per share - basic	0.80	0.49	0.13	0.20
Net income attributable to Fox Corporation stockholders per share - diluted	0.80	0.48	0.13	0.20

(a) See Note 5—Inventories, net and Note 21—Additional Financial Information under the heading "Other, net" for details of infrequent items recorded during the fiscal year. In addition, the Company recorded impairment and restructuring charges of $442 million, or $0.73 per basic and diluted share, during the fourth quarter of fiscal 2020 (See Note 4—Restructuring Programs for additional information).

NOTE 20. VALUATION AND QUALIFYING ACCOUNTS

	Balance as of beginning of year	Additions	Utilization	Other	Balance as of end of year
			(in millions)		
FISCAL 2021					
Allowances for doubtful accounts	$ (93)	$ (4)	$ 11	$ 9	$ (77)
Deferred tax valuation allowance	(20)	(9)	5	-	(24)
FISCAL 2020					
Allowances for doubtful accounts	$ (35)	$ (63)	$ 5	$ -	$ (93)
Deferred tax valuation allowance	(6)	(19)	5	-	(20)
FISCAL 2019					
Allowances for doubtful accounts	$ (28)	$ (15)	$ 8	$ -	$ (35)
Deferred tax valuation allowance	(45)	(10)	-	49 (a)	(6)

(a) Represents the allocation of the deferred tax valuation allowance between 21CF and the Company in accordance with the Distribution (See Note 1—Description of Business and Basis of Presentation under the heading “Basis of Presentation”).

NOTE 21. ADDITIONAL FINANCIAL INFORMATION

Other, net

The following table sets forth the components of Other, net included in the Statements of Operations:

	For the years ended June 30,		
	2021	2020	2019
	(in millions)		
Transaction costs[a]	$ 421	$ (125)	$ (199)
Net gains on investments in equity securities[b]	258	14	268
U.K. Newspaper Matters Indemnity[c]	(64)	(90)	(58)
Other	(36)	(47)	(30)
Total other, net	$ 579	$ (248)	$ (19)

(a) The transaction costs for fiscal 2021 are primarily related to the partial settlement from Disney of $462 million related to the reimbursement of the Company’s prepayment of its share of the Divestiture Tax (See Note 1—Description of Business and Basis of Presentation). The transaction costs for fiscal 2020 and 2019 are primarily related to the Separation and the Distribution which includes retention related costs and for fiscal 2020 include costs associated with the profits participants litigation (See Note 14—Commitments and Contingencies under the heading “Profits Participants Litigation”).

(b) Net gains on investments in equity securities for fiscal 2021 included the gains related to the changes in fair value of the Company’s investment in Flutter (See Note 6—Fair Value). Net gains on investments in equity securities for fiscal 2020 included the loss related to the change in fair value of the Company’s investment in Roku, which was sold in March 2020 (See Note 3—Acquisitions, Disposals and Other Transactions under the heading “Roku”).

(c) See Note 14—Commitments and Contingencies under the heading “U.K. Newspaper Matters Indemnity.”

Other Non-Current Assets

The following table sets forth the components of Other non-current assets included in the Balance Sheets:

	As of June 30,	
	2021	2020
	(in millions)	
Investments[a]	$ 899	$ 618
Operating lease ROU assets	469	539
Grantor Trust	304	247
Inventories, net	199	202
Other	187	195
Total other non-current assets	$ 2,058	$ 1,801

(a) Includes investments accounted for at fair value on a recurring basis of $788 million and $531 million as of June 30, 2021 and 2020, respectively (See Note 6—Fair Value).

Accounts Payable, Accrued Expenses and Other Current Liabilities

The following table sets forth the components of Accounts payable, accrued expenses and other current liabilities included in the Balance Sheets:

	As of June 30,	
	2021	2020
	(in millions)	
Accrued expenses	$ 1,077	$ 907
Program rights payable	659	485
Deferred revenue	196	152
Operating lease liabilities	92	122
Other current liabilities	229	240
Total accounts payable, accrued expenses and other current liabilities	$ 2,253	$ 1,906

Other Liabilities

The following table sets forth the components of Other liabilities included in the Balance Sheets:

	As of June 30,	
	2021	2020
	(in millions)	
Accrued non-current pension/postretirement liabilities	$ 586	$ 709
Non-current operating lease liabilities	409	452
Other non-current liabilities	341	321
Total other liabilities	$ 1,336	$ 1,482

Supplemental Information

	For the years ended June 30,		
	2021	2020	2019
	(in millions)		
Supplemental cash flows information			
Cash paid for interest	$ (390)	$ (355)	$ (39)
Cash paid for income taxes	$ (225)	$ (88)	$ (4)
Supplemental information on acquisitions			
Fair value of assets acquired, excluding cash	$ 49	$ 1,254	$ -
Cash acquired	-	41	-
Liabilities assumed and other	2	(84)	-
Noncontrolling interests	-	(109)	-
Cash paid	(51)	(1,102)	-
Fair value of equity instruments consideration	$ -	$ -	$ -

NOTE 22. SUBSEQUENT EVENTS

Subsequent to June 30, 2021, the Company increased its semi-annual dividend and declared a semi-annual dividend of $0.24 per share on both the Class A Common Stock and the Class B Common Stock. The dividend declared is payable on September 29, 2021 with a record date for determining dividend entitlements of September 1, 2021.

Subsequent to June 30, 2021, the Company repurchased a total of approximately 1.4 million shares of Common Stock for $50 million in the open market.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

None.

ITEM 9A. CONTROLS AND PROCEDURES.

Disclosure Controls and Procedures

The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this Annual Report. Based on such evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, the Company's disclosure controls and procedures were effective in recording, processing, summarizing and reporting on a timely basis, information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act and were effective in ensuring that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Management's Annual Report on Internal Control Over Financial Reporting

Management's report and the report of the independent registered public accounting firm thereon are set forth on pages 59 and 60, respectively, and are incorporated herein by reference.

Changes in Internal Control over Financial Reporting

There were no changes in the Company's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the Company's fourth quarter of fiscal 2021 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting. Due to the COVID-19 pandemic, most of the Company's employees continue to work remotely, and the Company has strived to minimize the impact of this on the design and effectiveness of the Company's internal control over financial reporting. The Company is continually monitoring and assessing its internal control over financial reporting and has not experienced any material impact to its internal control over financial reporting due to the COVID-19 pandemic.

Effective July 1, 2021, the Company implemented new general ledger and procure-to-pay systems. This company-wide implementation involved migrating multiple legacy systems, some of which were subject to a 21CF transition services agreement, to a common platform. In connection with this implementation, the Company has implemented updates and changes to its processes and related control activities.

ITEM 9B. OTHER INFORMATION.

Not applicable.

PART III

ITEMS 10, 11, 12, 13 AND 14. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE; EXECUTIVE COMPENSATION; SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS; CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE; PRINCIPAL ACCOUNTANT FEES AND SERVICES.

The information required by Items 10, 11, 12, 13 and 14 of Part III is incorporated by reference from the Company's Definitive Proxy Statement to be filed in connection with its 2021 Annual Meeting of Stockholders pursuant to Regulation 14A.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

The following documents are filed as part of this Annual Report:

1. The Company's Consolidated Financial Statements required to be filed as part of this Annual Report and the Reports of Independent Registered Public Accounting Firm are included in Part II, Item 8. Financial Statements and Supplementary Data.
2. All other financial statement schedules are omitted because the required information is not applicable or because the information called for is included in the Company's Consolidated Financial Statements or the Notes to the Consolidated Financial Statements.
3. The exhibits listed on the Exhibit Index below are filed or incorporated by reference as part of this Annual Report.

EXHIBIT INDEX

Number	Description
2.1	Separation Agreement, dated as of March 19, 2019, between Twenty-First Century Fox, Inc. and Fox Corporation (the "Registrant") (incorporated herein by reference to Exhibit 2.1 to the Registrant's Current Report on Form 8-K dated March 14, 2019 and filed with the Securities and Exchange Commission (the "SEC") on March 19, 2019 (the "March 14, 2019 Form 8-K"). ⸸
2.2	Tax Matters Agreement, dated as of March 19, 2019, between Twenty-First Century Fox, Inc., the Registrant and The Walt Disney Company (incorporated herein by reference to Exhibit 2.2 to the March 14, 2019 Form 8-K). ⸸
3.1	Amended and Restated Certificate of Incorporation of the Registrant (incorporated herein by reference to Exhibit 3.1 to the March 14, 2019 Form 8-K).
3.2	Amended and Restated By-laws of Fox Corporation (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K dated February 23, 2021 and filed with the SEC on February 24, 2021).
4.1	Description of the Registrant's Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934 (incorporated by reference to Exhibit 4.1 to the Registrant's Annual Report on Form 10-K for the fiscal year ended June 30, 2020 and filed with the SEC on August 10, 2020).
4.2	Indenture, dated as of January 25, 2019, between the Registrant and The Bank of New York Mellon, as trustee (incorporated by reference to Exhibit 4.1 to Amendment No. 2 to the Registration Statement on Form 10-12B/A filed with the SEC on January 25, 2019).
10.1	Fox Corporation 2019 Shareholder Alignment Plan (incorporated herein by reference to Exhibit 10.1 to the March 14, 2019 Form 8-K).+
10.2	Form of Indemnification Agreement (incorporated herein by reference to Exhibit 10.2 to the March 14, 2019 Form 8-K).+
10.3	Form of Fox Corporation 2019 Shareholder Alignment Plan Restricted Stock Unit Terms and Conditions (incorporated herein by reference to Exhibit 10.3 to the March 14, 2019 Form 8-K).+
10.4	Form of Fox Corporation 2019 Shareholder Alignment Plan Non-Qualified Stock Option Terms and Conditions (incorporated herein by reference to Exhibit 10.4 to the March 14, 2019 Form 8-K).+
10.5	Form of Employment Agreement (incorporated herein by reference to Exhibit 10.5 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2019 (the "March 2019 Form 10-Q")).+
10.6	Letter Agreement between Lachlan K. Murdoch and News Corporation dated November 17, 2008 (incorporated herein by reference to Exhibit 10.6 to the March 2019 Form 10-Q).+
10.7	Letter Agreements between John P. Nallen and News Corporation dated January 1, 2005 and November 17, 2008, as amended through June 3, 2013 (incorporated herein by reference to Exhibit 10.7 to the March 2019 Form 10-Q).+

10.8	Form of Consent Agreement (incorporated herein by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K dated April 22, 2020 and filed with the SEC on April 22, 2020).
10.9	Credit Agreement, dated as of March 15, 2019, among the Registrant, as Borrower, the initial lenders named therein, the initial issuing banks named therein, Citibank, N.A., as Administrative Agent, Deutsche Bank Securities Inc. and Goldman Sachs Bank USA, as Co-Syndication Agents, JP Morgan Chase Bank, N.A. and Morgan Stanley Bank, N.A., as Co-Documentation Agents, and Citibank, N.A., Deutsche Bank Securities Inc., Goldman Sachs Bank USA, JPMorgan Chase Bank, N.A. and Morgan Stanley Senior Funding, Inc., as Joint Lead Arrangers and Joint Bookrunners (incorporated herein by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K dated March 15, 2019 and filed with the SEC on March 15, 2019). ⸸
10.10	First Amendment to Credit Agreement, dated as of April 1, 2020, among the Registrant, the lenders party thereto and Citibank, N.A., as Administrative Agent (incorporated herein by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K dated March 31, 2020 and filed with the SEC on April 2, 2020).
10.11	Stockholders Agreement, dated as of November 6, 2019, by and between the Registrant and the Murdoch Family Trust (incorporated herein by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K dated November 5, 2019 and filed with the SEC on November 6, 2019).
21.1	Subsidiaries of the Registrant.*
23.1	Consent of Independent Registered Public Accounting Firm.*
31.1	Chief Executive Officer Certification required by Rules 13a-14 and 15d-14 under the Securities Exchange Act of 1934, as amended.*
31.2	Chief Financial Officer Certification required by Rules 13a-14 and 15d-14 under the Securities Exchange Act of 1934, as amended.*
32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of Sarbanes Oxley Act of 2002.**
101	The following financial information from the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2021 formatted in Inline XBRL (eXtensible Business Reporting Language): (i) Consolidated Statements of Operations for the fiscal years ended June 30, 2021, 2020 and 2019; (ii) Consolidated Statements of Comprehensive Income for the fiscal years ended June 30, 2021, 2020 and 2019; (iii) Consolidated Balance Sheets as of June 30, 2021 and 2020; (iv) Consolidated Statements of Cash Flows for the fiscal years ended June 30, 2021, 2020 and 2019; (v) Consolidated Statements of Equity for the fiscal years ended June 30, 2021, 2020 and 2019 and (vi) Notes to the Consolidated Financial Statements.*
104	Cover Page Interactive Data File (formatted in Inline XBRL and contained in Exhibit 101).

⸸ Certain schedules and exhibits have been omitted pursuant to Item 601(a)(5) of Regulation S-K. A copy of any omitted schedule or exhibit will be furnished supplementally to the SEC upon request.

* Filed herewith.

\+ This exhibit is a management contract or compensatory plan or arrangement.

** Furnished herewith.

The Registrant hereby agrees to furnish to the SEC at its request copies of long-term debt instruments defining the rights of holders of outstanding long-term debt that are not required to be filed herewith.

ITEM 16. FORM 10-K SUMMARY.

Not applicable.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Fox Corporation
(Registrant)

By: /s/ Steven Tomsic
Steven Tomsic
Chief Financial Officer

Date: August 10, 2021

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

Signature	Title	Date
/S/ LACHLAN K. MURDOCH **Lachlan K. Murdoch**	Executive Chairman and Chief Executive Officer (Principal Executive Officer)	August 10, 2021
/S/ STEVEN TOMSIC **Steven Tomsic**	Chief Financial Officer (Principal Financial and Accounting Officer)	August 10, 2021
/S/ K. RUPERT MURDOCH **K. Rupert Murdoch**	Chairman	August 10, 2021
/S/ WILLIAM A. BURCK **William A. Burck**	Director	August 10, 2021
/S/ CHASE CAREY **Chase Carey**	Director	August 10, 2021
/S/ ANNE DIAS **Anne Dias**	Director	August 10, 2021
/S/ ROLAND A. HERNANDEZ **Roland A. Hernandez**	Director	August 10, 2021
/S/ JACQUES NASSER **Jacques Nasser**	Director	August 10, 2021
/S/ PAUL D. RYAN **Paul D. Ryan**	Director	August 10, 2021

Exhibit 21.1

SUBSIDIARIES OF FOX CORPORATION

Name of Subsidiary	Jurisdiction of Incorporation or Organization
Bento Box Entertainment, LLC	Delaware
Big Ten Network, LLC	Delaware
Credible Labs Inc.	Delaware
Fox B10 Channel Partner, LLC	Delaware
Fox Broadcasting Company, LLC	Delaware
Fox Cable Network Services, LLC	Delaware
Fox News Network, LLC	Delaware
Fox Sports 1, LLC	Delaware
Fox Sports 2, LLC	Delaware
Fox Sports Holdings, LLC	Delaware
Fox Sports Productions, LLC	Delaware
Fox Television Holdings, LLC	Delaware
Fox Television Stations, LLC	Delaware
Fox/UTV Holdings, LLC	Delaware
Foxcorp Holdings LLC	Delaware
FSG Services, LLC	Delaware
FSGS Holdings, LLC	Delaware
KCOP Television, LLC	California
New Fox Services LLC	Delaware
New World Communications Group Incorporated	Delaware
New World Communications of Atlanta, Inc.	Delaware
New World Communications of Detroit, Inc.	Delaware
New World Communications of Tampa, Inc.	Delaware
New World Television Incorporated	Delaware
NW Communications of Phoenix, Inc.	Delaware
NW Communications of Texas, Inc.	Texas
NWC Acquisition Corporation	Delaware
NWC Holdings Corporation	Delaware
NWC Sub I Holdings Corporation	Delaware
NWC Sub II Holdings Corporation	Delaware
Outkick Media LLC	Tennessee
Tubi, Inc.	Delaware

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statements of Fox Corporation (Form S-3 No. 333-237499 and Form S-8 No. 333-230394) of our reports dated August 10, 2021, with respect to the consolidated financial statements of Fox Corporation and the effectiveness of internal control over financial reporting of Fox Corporation included in this Annual Report (Form 10-K) for the year ended June 30, 2021.

/s/ Ernst & Young LLP

New York, New York

August 10, 2021

Exhibit 31.1

Chief Executive Officer Certification
Required by Rules 13a-14 and 15d-14 under the Securities Exchange Act of 1934, as amended

I, Lachlan K. Murdoch, certify that:

1. I have reviewed this annual report on Form 10-K of Fox Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

August 10, 2021

By: /s/ Lachlan K. Murdoch
Lachlan K. Murdoch
Chief Executive Officer

Exhibit 31.2

Chief Financial Officer Certification
Required by Rules 13a-14 and 15d-14 under the Securities Exchange Act of 1934, as amended

I, Steven Tomsic, certify that:

1. I have reviewed this annual report on Form 10-K of Fox Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

August 10, 2021

By: /s/ Steven Tomsic
Steven Tomsic
Chief Financial Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Fox Corporation on Form 10-K for the fiscal year ended June 30, 2021, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), we, the undersigned officers of Fox Corporation, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that, to the best of our knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Fox Corporation.

August 10, 2021

By: /s/ Lachlan K. Murdoch
Lachlan K. Murdoch
Chief Executive Officer

By: /s/ Steven Tomsic
Steven Tomsic
Chief Financial Officer

Exhibit 732

EXCERPTED REPORT

IN THE
IN THE SUPERIOR COURT
FOR THE STATE OF DELEWARE

US DOMINION, INC., DOMINION VOTING SYSTEMS, INC., and DOMINION VOTING SYSTEMS CORPORATION, Plaintiff, v. FOX NEWS NETWORK, LLC, Defendant.	)	Case No. N21C-03-257 EMD

EXPERT REPORT OF PROFESSOR JOEL STECKEL

November 28, 2022

evaluated sampling strategies, supervised and rendered opinions on sample selections, designed study protocols, analyzed data, and interpreted results. I have also evaluated similarly-purposed research work performed by others.

7. I have served as an expert witness on topics such as survey research, marketing strategy, branding, social media, trademark, and issues related to decision making in a variety of litigation matters. In the past four years, I testified as an expert witness in the matters listed in Appendix B.

8. For my work in this matter, I am being compensated at my standard consulting rate of $1,075 per hour plus any associated work or travel expenses. Working under my direction and guidance, personnel at Voluble Insights ("Voluble"), a consulting firm specializing in analyzing social media data for litigation, have assisted me in the preparation of this report.[1] Additionally, I designed and commissioned a consumer survey that was executed by Adam Alter, a colleague at NYU Stern, and a company called Applied Marketing Science ("AMS"). Neither my compensation nor that of the others who assisted in this project is contingent upon my findings, the testimony I may give, or the outcome of this litigation.

II. ASSIGNMENT

9. I have been asked to analyze reaction to a set of statements, listed in the complaint, that were aired on Fox News or Fox Business and/or posted online by Fox or its hosts,[2] and the degree to which these statements were disseminated on a variety of online and broadcast media. In particular, I was asked to research and analyze whether and to what extent these statements about Dominion[3] had an impact on the public and corresponding online conversation about

[1] Throughout this report, I use "I" to refer to either me or members of the Voluble team working under my direction.

[2] Together, these entities comprise Fox News Network, LLC, the party named in this complaint.

[3] Dominion Voting Systems Inc., US Dominion Inc., and Dominion Voting Systems Corporation are

Dominion. Finally, I have been asked whether and how the Dominion brand was harmed by Fox's statements, and the likely implications of this harm for Dominion in the future.

10. This report contains my opinions based on the materials I have considered (Appendix C) and my analyses to date. I reserve the right to amend my opinion if I become aware of new information.

III. SUMMARY OF OPINIONS

11. My work completing this assignment has led me to the following conclusions:

A. Brands are valuable to their owners. Among other things, strong brands reduce risk for the purchaser because the brand conveys product benefits to the purchasing community.

B. Brands that are harmed can lose their value to the brand owners. Sometimes a brand, harmed by the spread of negative information about it, can no longer serve the purpose of reducing risk for purchasers. This sort of harmful negative information can be based on a brand's own actions or can come from external circumstances or misinformation.

C. Brands can be damaged by the spread of negative information, even if it is not true and even if not everyone believes it. False and negative information tends to spread faster than positive or true information. Further, once people hear false and negative information, it tends to stick in their minds, making opinions and associations difficult to change.

D. Dominion was not often discussed among the general public until the 2020 election. It gained notoriety after the election through the promulgation of the at-issue claims by Fox and others. Though Dominion does not sell its products and services directly to the public, it nonetheless is an established brand with a reputation it relies on to conduct its business and to enter into new contracts. As the second largest vendor in the competitive election-system industry, Dominion has contracts worth millions of dollars and often spanning multiple years with states, counties, and cities across the U.S.

collectively referred to in my report as "Dominion."

E. Fox News is the most watched cable news network. Its viewership is primarily right-of-center, and its audience has a high degree of trust in its reporting. It has been a leader for 20 years and, in the wake of the 2020 election, faced increasing pressure from smaller challengers from the right.

F. Fox's statements about Dominion spread not just through the TV broadcasts on which the at-issue statements aired, but also through posts on social media. [redacted] This estimate of the total views of the at-issue statements is a conservative calculation. Additionally, there is evidence that these online posts of the videos resulted in more viewer engagement than would be expected ordinarily.

G. The negative publicity surrounding Dominion by Fox and other sources had a significant impact on Dominion's brand. I developed a database of social media data with 2.2 million posts from Twitter and Parler related to Dominion, which were authored by nearly 720,000 users and generated over 4.6 million shares. The social media data and search volume data illustrate that Dominion was a relatively unknown company prior to the 2020 election and that interest in the brand grew dramatically and quickly after it.

H. The online discussion of Dominion mirrored the discussion of the four at-issue claims in this case: election fraud, manipulation of vote counts, ties to Venezuela, and kickbacks. There was a very high correlation between these topics and the conversations about Dominion overall.

I. In addition, people who engaged with the at-issue statements on Twitter were more likely to author posts mentioning the defamatory claims about Dominion. Fox was more likely to be mentioned in posts about Dominion on the days the at-issue statements were made, and the volume of posts mentioning Fox, its shows, and its hosts is correlated generally with the volume of the overall conversation about Dominion.

J. Taken together, these analyses of social media demonstrate that not only did large numbers of people view the posts of Fox's statements, but also that the statements made an impact on the people as evidenced by what these people wrote in their own posts.

K. I also designed and commissioned a survey of adults who had formed an opinion about Dominion. Survey respondents who primarily watch Fox News had a much lower opinion of Dominion than those who had other primary news sources. More directly, respondents who reported Fox News as the source that shaped their sentiment towards Dominion held significantly more negative sentiments towards Dominion than respondents who reported that other content sources shaped their view of Dominion.

L. Overall, my analyses demonstrate that the at-issue Fox statements were widely disseminated and affected people's opinion of Dominion negatively. In particular, the defamatory claims about Dominion spread by Fox and repeated and amplified by millions of people on social media have created devastating harm to Dominion's brand.

M. According to marketing theory, this harm to the Dominion brand would manifest itself in harm to the company's business. It is my understanding that Dominion has lost customers and lost opportunities to gain new customers, and that these losses are at least in substantial part due to public concern about Dominion and its role in the 2020 election—concerns driven by the dissemination of the at-issue Fox statements. In sum, in my opinion, the damage that Fox has done to Dominion will have devastating effects on the company's future.

IV. PARTIES

A. Dominion Voting Systems

12. Dominion was founded by John Poulos in 2003 and has its headquarters in Denver, Colorado and Toronto, Canada.[4] The company provides a variety of electronic voting support products and services to local governments, including both the physical machines (hardware) and

[4] "The Dominion Difference – We Deliver!", Dominion Voting, (N.D.), https://www.dominionvoting.com/about/, accessed on: November 12, 2022; Marlow, I., "Selling Trust in Democracy," Toronto Star, November 2, 2009, https://www.thestar.com/business/2009/11/02/selling_trust_in_democracy.html, accessed on: November 12, 2022.

the election management system that operates the voting machines (software).[5] Dominion manufactures many of the different types of voting equipment that are used in modern elections, including scanning devices that scan and count paper ballots, and ballot marking devices which provide an electronic interface for voters to mark a paper ballot.[6]

13. The structure of election administration in the U.S. is highly decentralized and occurs at all levels of government.[7] In order for their equipment to be used in elections in the U.S., companies must have their products certified by the U.S. Election Assistance Commission (EAC)'s Federal Voting System Manufacturer Testing & Certification program. While each jurisdiction has the authority to procure and implement its own electronic voting system, the EAC is responsible for setting national standards and for testing and certifying voting systems.[8] States may apply their own additional requirements for voting machine systems as part of their review process.[9] Typically, states oversee the testing process and issue approval to eligible vendors, and local jurisdictions then proceed to purchase the system or systems they choose.[10]

---

5 "ImageCast Evolution", Verified Voting, (N.D.), https://verifiedvoting.org/election-system/dominion-imagecast-evolution/, Accessed on: November 12, 2022; "DEMOCRACY SUITE® ELECTION MANAGEMENT SYSTEM", Dominion Voting, (N.D.), https://www.dominionvoting.com/democracy-suite-ems/, accessed on: November 12, 2022.

6 "Voting Equipment", NCSL, July 9, 2021, https://www.ncsl.org/research/elections-and-campaigns/voting-equipment.aspx, accessed on: November 12, 2022.

7 "Election Administration at State and Local Levels", NCSL, November 1, 2022, https://www.ncsl.org/research/elections-and-campaigns/election-administration-at-state-and-local-levels.aspx, accessed on: November 12, 2022.

8 "Testing & Certification Program Manual", US Election Assistance Commission, May 31, 2015, https://www.eac.gov/sites/default/files/eac_assets/1/28/Cert.Manual.4.1.15.FINAL.pdf, Accessed on: November 12, 2022; "Procuring and Implementing Voting Systems", US Election Assistance Commission, November 2019, https://www.eac.gov/sites/default/files/voting_equipment/EACProcuringImplementingTips.pdf, accessed on November 12, 2022.

9 For example, Texas did not approve Dominion's systems, Democracy Suite 5.5 and 5.5A, for use during an evaluation in 2019, prior to the 2020 election. See "Voting System Examination(s) and Status for Dominion," Texas Secretary of State, (N.D.), https://www.sos.texas.gov/elections/laws/dominion.shtml, accessed on: November 12, 2022, and "Examiner Reports of Dominion Voting System," Texas Secretary of State, (N.D.), https://www.sos.texas.gov/elections/laws/oct2019-dominion.shtml, accessed on: November 12, 2022.

10 "Voting System Standards, Testing and Certification", NCSL, November 5, 2021, https://www.ncsl.org/research/elections-and-campaigns/voting-system-standards-testing-and-

VIII. VIEWS ANALYSIS

70. I began to assess the impact of the statements that aired on Fox by calculating the number of times people viewed the statements. The 20 at-issue statements, listed in the complaint, described above in this report, and attached as Appendix D, mostly aired first on Fox News and Fox Business and were then shared on the social media accounts of its hosts. I used two data sources to calculate the number of times the statements were viewed: Nielsen TV ratings and social media viewership. [redacted]

A. TV Broadcast Views

71. [redacted].[116] Figure 3 below summarizes the broadcast viewership Fox reported for each of the shows in which one of the identified at-issue statements was aired. Appendix F provides more information about my calculation of these ratings, including all the re-airings of each show I identified, using the TV News Archive.[117]

---

[116] For the calculations of TV viewership, I use the "Live+SD" reporting ratings. Live+SD ratings include people who watched the episode live plus who recorded the episode and watched the recording on the same day ("SD") it aired. Live+SD does not account for anyone who watched the recorded show a day or more later. Within the Live+SD ratings, I relied on the "P2+ AA" demographic. P2+ AA refers to the average-per-minute number of people over the age of 2 who viewed the TV program. See https://thevab.com/storage/app/media/Toolkit/mediaterminologyformulas.pdf for more information about the Nielsen TV Ratings categories.
To determine the total people or viewers who watched each episode, I summed the viewers for all broadcasts of each show featuring an at-issue statement, assuming most people will not watch the same episode twice in the same day. To determine the total views generated by all broadcasts featuring an at-issue statement, I summed together the total viewers of each show. Note that it is not possible to identify unique viewers across multiple broadcasts of a show. As a result, "total viewers" will include multiple views from the same people.

[117] I understand that Fox provided a calculation of the viewers for each broadcast in the 2nd Amended Answer to Plaintiff's 1st Set of Interrogatories (No. 10). These numbers were slightly different from the ones I used from the documents previously provided by Fox. In the majority of cases, Fox's numbers are larger than the ones I use here. Appendix F includes both sets of viewership numbers.

Figure 3. Fox Cable Broadcast Viewers

At-Issue Statements Broadcast on Fox	Viewers
A. Sunday Morning Futures with Maria Bartiromo (11/8/20)	[redacted][118]
B. Lou Dobbs Tonight (11/12/20)	[redacted][119]
C. Lou Dobbs Tonight: Release the Kraken (11/13/20)	[redacted][120]
E. Justice w/ Judge Jeanine (11/14/20)	[redacted][121]
F. Fox and Friends Sunday (11/15/20)[122]	[redacted][123]
G. Sunday Morning Futures with Maria Bartiromo (11/15/20)	[redacted][124]
H. Lou Dobbs Tonight (11/16/20)	[redacted][125]
I. Lou Dobbs Tonight (11/18/20)	[redacted][126]
J. Lou Dobbs Tonight (11/19/20)	[redacted][127]
K. Justice w/ Judge Jeanine (11/21/20)	[redacted][128]
L. Lou Dobbs Tonight (11/24/20)	[redacted][129]
M. Lou Dobbs Tonight (11/30/20)	[redacted][130]
N. Hannity (11/30/20)	[redacted][131]
O. Lou Dobbs Tonight (12/4/20)	[redacted][132]
Q. Lou Dobbs Tonight (12/10/20)	[redacted][133]
S. Fox and Friends (12/12/20)[134]	[redacted][135]
T. Tucker Carlson Tonight (1/26/21)	[redacted][136]
Total	[redacted]
Average Viewers per Show	[redacted]

118 FNN026_03858068; raw ratings from FNN019_03570321.
119 FNN026_03858072 and FNN026_03858073; raw ratings from FNN018_02341285 and FNN018_02362005.
120 FNN026_03858073 and FNN026_03858074; raw ratings from FNN018_02362005 and FNN019_03594778.
121 FNN026_03858074 and FNN026_03858075; raw ratings from FNN019_03594778.
122 Fox and Friends Sunday is four hours long. The defamatory statement appeared during the last hour. Thus, only the rating for the last hour was used here. See https://archive.org/details/FOXNEWSW_20201115_110000_FOX_and_Friends_Sunday.
123 FNN026_03858075; raw ratings from FNN019_03594778.
124 FNN026_03858075; raw ratings from FNN019_03594778. Note that the second airing of "Sunday Morning Futures" with Maria Bartiromo is called "Sunday Futures."
125 FNN026_03858076 and FNN026_03858077; raw ratings from FNN018_02374479 and FNN018_02386315.
126 FNN026_03858078 and FNN026_03858079; raw ratings from FNN018_02396647 and FNN018_02408017,
127 FNN026_03858079 and FNN026_03858080; raw ratings from FNN018_02408017 and FNN018_02429395.
128 FNN026_03858081 and FNN026_03858082; raw ratings from FNN018_02440505.
129 FNN026_03858084 and FNN026_03858085; raw ratings from FNN018_02452832 and FNN018_02477774.
130 FNN026_03858090 and FNN026_03858091; raw ratings from FNN018_02499561 and FNN018_02499567.
131 FNN026_03858090; raw ratings from FNN018_02499561.
132 FNN026_03858094 and FNN026_03858095; raw ratings from FNN019_03637727 and FNN018_02549925.
133 FNN026_03858100 and FNN026_03858101; raw ratings from FNN019_03651789 and FNN018_02616433.
134 Fox and Friends Sunday is four hours long. The defamatory statement appeared during the last hour. Thus, only the rating for the last hour was used here. See https://archive.org/details/FOXNEWSW_20201212_110000_FOX_and_Friends_Saturday.
135 FNN026_03858102; raw ratings from FNN018_02616437.
136 FNN026_03854628; raw ratings from FNN018_02942503.

B. Online Views

72. Fox did not just broadcast the at-issue statements about Dominion on the Fox News and Fox Business networks, clips of the shows were posted across social media platforms.[137] [redacted]

73. The at-issue statements were posted in 23 tweets, 11 Facebook posts, and six Instagram posts. [redacted].[138]

74. Additionally, several of the video clips containing the at-issue statements are available to watch on Fox News's website. While the number of video views is not publicly available, I was able to collect partial viewership statistics on three of these video clips using data produced by Fox.

75. I only have the number of views for days when the clips were among the most watched videos on Fox News's website. As such, I know this is not a complete count of the number of times the videos were viewed. Additionally, the viewership statistics on four of the clips were not available to me and thus were not included in my calculation.[139] As seen in Figure 4 below,

---

137 Four of the clips re-published by Fox hosts identified in the Complaint have since been removed from their native platforms and are not available on the Internet Archive, making it impossible to collect views and engagement metrics. The four clips are as follows: https://www.facebook.com/watch/?v=9210370684303, https://www.instagram.com/p/CioOkAqB6Bq/, https://www.instagram.com/p/Cio02XjhDlM/, and https://www.instagram.com/p/CKh8slFBKMA/.

138 Facebook and Instagram consider a video view to have occurred when a video plays for 3 seconds or is unmuted or expanded by the user. Twitter considers a video view to have occurred when a video plays for 2 seconds or is unmuted or expanded by the user. For more information, see: https://www.facebook.com/business/news/Coming-Soon-Video-Metrics, https://help.instagram.com/1562166204102854, and https://business.twitter.com/en/help/campaign-setup/create-a-video-views-campaign.html#.

139 https://video.foxbusiness.com/v/6210778333001?playlist_id=933116636001#sp=show-clips, https://video.foxbusiness.com/v/6211050624001#sp=show-clips, https://video.foxbusiness.com/v/6214283552001#sp=show-clips,

the at-issue clips were viewed at least 1.4 million times on Fox News's website. More detail about my calculation and data sources is available in Appendix F.

Figure 4. Fox News Online Video Views[140]

Statement	# Days in Top Videos	Views[141]
G. Sunday Morning Futures with Maria Bartiromo (11/15/20) *Video Clip: "Attorney Powell on election legal challenges that remain active in several states"*[142]	5	[redacted][143]
G. Sunday Morning Futures with Maria Bartiromo (11/15/20) *Video Clip: "Giuliani: Trump is contesting the election 'vigorously' in the courts"*[144]	1	[redacted][145]
S. Fox and Friends (12/12/20) *Video Clip: "S. Rudy Giuliani on Trump election fight: We have '1,000 affidavits from witnesses in 6 different states'"*[146]	1	[redacted][147]
TOTAL		[redacted]

C. My Calculation of Views is Conservative

76. [redacted] For context, the most popular narrative show on TV in

https://video.foxbusiness.com/v/6215520845001#sp=show-clips.

140 Whenever possible, for both the views and the number of days in the top videos, I used viewership statistics listed under the "Top on-air videos, yesterday" category, which reports the total number of times the video was viewed on the previous day. On some days, the at-issue statement clips were available in the morning report but fell out of the top 11 before the next day. In these cases, I used statistics under the "Top on-air videos, today" category instead, which are conservative as the reports were generated at 9 am or 7 am each day, taking into consideration only 9 or 7 hours of views on that day. Additionally, I did not count a video clip as being in the top videos for the day unless it appeared in the top 11 in "Top on-air videos, yesterday."

141 I used the "Media Starts" metric, which is the number of times the video was started. I do this for two reasons: (1) Media Starts is most similar to the metrics available on the at-issue social media posts, and (2) I make the assumption people sought out these clips to watch because the video pages are individual destinations rather than being autoplay videos embedded in articles. The number of "video completes," people who watched the video until it ends, is much smaller than the number of starts but does not necessarily correlate to the number of people who watched the clip long enough to see the defamatory claims.

142 https://video.foxnews.com/v/6209930642001?playlist_id=3386055101001#sp=show-clips

143 FNN017_00738218 at FNN017 00738222, FNN017_00743854 at FNN017 00743859, FNN017_00749311 at FNN017 00749316, FNN017_00760248 at FNN017 00760250, FNN017_00784331 at FNN017 00784336, FNN017_00786028 at FNN017 00786033.

144 https://video.foxnews.com/v/6209933935001?playlist%20id=3386055101001#sp=show-clips

145 FNN017_00738218 at FNN017 00738223, FNN017_00738057 at FNN017 00738059.

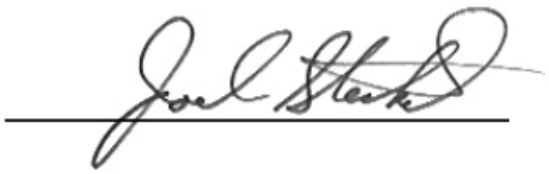
146 https://video.foxnews.com/v/6215882367001?playlist_id=930909787001#sp=show-clips

147 FNN017_00844865 at FNN017 00844867, FNN017_00849927 at FNN017 00849929.

how the company will be able to overcome the severe damage the brand has suffered.

Submitted:

Dated: November 28, 2022



Professor Joel H. Steckel

Exhibit 733

Provided to Court in
Native Form

Exhibit 734

To: Security[redacted]
From: Kevin DeFries
Sent: Sat 11/14/2020 1:05:15 AM
Subject: Fwd: [EXTERNAL] Election

Just forwarding due to the threatening tone.

Sent from my Verizon, Samsung Galaxy smartphone
Get Outlook for Android

From: Mike Hat[redacted]
Sent: Friday, November 13, 2020 5:41:14 PM
To: Sales [redacted]
Subject: [EXTERNAL] Election

We're going to give you the death penalty for fucking with our election.

Exhibit 735

Provided to Court in
Native Form

Exhibit 736

EXHIBIT
Ex. 3162

REUTERS®

My View Following Saved

United States

13 minute read · November 7, 2022 6:55 AM EST · Last Updated 2 months ago

Special Report: Voting-system firms battle right-wing rage against the machines

By Helen Coster

[1/4] Carmen Dolores Fernandez votes for her first time during early voting for the upcoming midterm elections in Las Cruces, New Mexico, U.S., October 24, 2022. REUTERS/Paul Ratje/File Photo

Nov 6 (Reuters) - Donald Trump's stolen-election falsehoods have thrust America's voting machine suppliers into a national struggle to protect their businesses.

Industry leaders Dominion Voting Systems and Election Systems & Software are waging a political and public relations ground war to beat back threats to their state and local government contracts, rooted in bogus conspiracy theories about vote manipulation. Dominion has also turned to the courts, filing eight defamation lawsuits against Trump allies and media outlets including Fox News.

Advertisement · Scroll to continue

The efforts to fight misinformation have so far blocked any significant loss of business, in part because many counties and states are locked into long-term contracts for voting systems. But the companies are nonetheless taking the election-denial movement seriously as the belief in voter-fraud fictions continues to gain mainstream acceptance on the right. About two-thirds of U.S. Republicans say they believe the election was stolen from Trump, Reuters polls show.

Register for free to Reuters and know the full story

Register now

Whenever companies "face a tsunami of suspicion and distrust of their products, that poses an existential threat to their livelihood and survival," said Mark Lindeman, policy and strategy director at Verified Voting, a U.S. nonprofit that promotes the use of secure voting technology.

Latest Updates

United States

U.S. House Republicans who bucked McCarthy are powered by small-dollar donors

View 2 more stories

Dominion faces the most intense opposition because the company has featured prominently in right-wing theories alleging its equipment flipped votes from Trump to Biden in 2020. In all, Dominion has faced campaigns in at least a dozen jurisdictions across eight states by officials or activists seeking to replace Dominion voting systems based on unproven fraud allegations, according to a Reuters review of government records and interviews with local officials.

Advertisement · Scroll to continue

Among the risks: a statewide voting-systems contract Dominion holds in Louisiana, which Trump won handily. Officials there have indefinitely delayed awarding a new contract worth about $100 million amid pressure from pro-Trump, anti-machine activists.

In Tuesday's U.S. midterm elections, five counties facing voting-machine protests — in the states of Nevada, Arizona, Pennsylvania, South Dakota and Minnesota — plan to institute hand-counting of ballots as a check on their machine counts by Dominion or ES&S tabulating equipment. Among them is Nye County, Nevada, where commissioners voted unanimously to recommend dumping Dominion touch-screen voting machines after a pressure campaign by nationally prominent election deniers.

Voting vendors also face including **well-funded national campaigns** targeting their machines. Such protests could gain steam nationally depending on the election outcome. Election deniers who support ending the use of electronic voting systems are campaigning in battleground states such as Arizona, Michigan, Nevada and Pennsylvania for governor or secretary of state — the top voting administrator.

Dominion declined to comment on its financial performance since the 2020 election and did not answer detailed questions about its campaign to battle misinformation. The company told Reuters that it has been "active" in "refuting the harmful lies spread about us." Stolen-election activists, the company said, have "damaged our company, harmed elections officials, and diminished the credibility of U.S. elections."

Both companies managed to grow their revenue in 2021, after the contested 2020 election, according to data provided by PrivCo, which tracks private company financial information in a proprietary database.

The assault on voting machines is at the center of a broader offensive on the U.S. election system by a loose network of right-wing activists. Across the country, election officials have received **hundreds of threats or menacing messages** that cite debunked conspiracies involving the machines. And pro-Trump officials and activists, on the hunt for fraud evidence, have been accused of gaining or trying to gain unauthorized access to voting equipment in at least 18 **security breaches** since the 2020 election, Reuters has **previously reported**.

Debunking the torrent of misinformation is costly, forcing voting-machine companies to expand investments in litigation and public relations, according to more than two dozen interviews with election officials, voting-system vendors and their representatives.

Dominion has vocally rebutted voting-machine conspiracy theories in public statements and in its defamation lawsuits. But it has kept a lower profile in the local political fights over its contracts. The company said it prefers to provide information and expertise to local officials who are dealing directly with voting-machine protesters.

ES&S executives travel multiple times a month to states like Kentucky, Wyoming and Idaho, where they participate in equipment demonstrations for the public, according to the company. They confront questions such as whether the machines are connected to the Internet (they aren't) and whether the company has foreign owners (it doesn't). The executives include Chris Wlaschin, the company's senior vice president and chief of security.

ES&S also says it helps public information officers field questions from voters and the media even in jurisdictions where it has no business — such as Antrim County, Michigan, where a quickly corrected error in the initial reporting of 2020 results from Dominion machines was seized on by conspiracy theorists to baselessly allege widespread fraud in the state.

"When we are able to sit at that table and respond to questions, it shows that we are not hiding," Wlaschin said.

CHINA, VENEZUELA AND ANTIFA

Right-wing activists' nonsensical claims about systemic vote-rigging have overshadowed a more useful and long-running debate about legitimate issues with U.S. voting systems, according to four election technology experts interviewed by Reuters. Experts have long scrutinized Dominion, ES&S and other voting technology firms over issues including security, usability and interoperability, accessibility for people with disabilities, and a lack of transparency around pricing and contracts.

The systems are "far from perfect," said Lindeman, of Verified Voting, but the torrent of pro-Trump vote-manipulation claims "make no sense whatsoever."

went viral, Denver-based Dominion faced an onslaught of Republican voter rage.

Since then, false claims about Dominion and other voting-technology companies have caught fire, spread by local and national politicians, aspiring pro-Trump congressional candidates, Republican activists and right-wing media. Some have alleged without evidence that Dominion machines were rigged in plots involving Chinese communists, Venezuelan socialists or Antifa, the loosely organized U.S. anti-fascist movement.

Dominion is fighting back in court. Since the 2020 election, it has filed eight defamation lawsuits against Trump allies and conservative media outlets. None has yet been resolved. The company has sued Fox News for $1.6 billion in Delaware Superior Court, alleging that Fox defamed the firm by amplifying false claims about its technology in an effort to boost ratings. In a statement to Reuters, Fox called the damages claims "outrageous" and "nothing more than a flagrant attempt to deter our journalists from doing their jobs." A trial is set for April 2023.

To fight local political battles, Dominion arms state and county election officials with data and other information to counter conspiracy theorists. Kay Stimson, Dominion's vice president of government affairs, often calls in to local meetings when voting machine issues arise, to keep abreast of the accusations or to answer questions from officials. In Nevada, Dominion employs a high-profile consultant, former Republican Nevada governor Robert List, who appears at county meetings as the face of the company – someone who can sympathize with Trump supporters but deflect blame for his loss away from Dominion.

At an April board of commissioners meeting in Elko County, for example, List told residents that he shares their "rural values" and, as a Trump supporter himself, was disappointed in the outcome of the election. "But I know it wasn't the fault of the machines," he said, before debunking some common claims by election conspiracy theorists.

$100 MILLION ON THE LINE

Some of the highest-profile attacks on voting machines have originated with MyPillow chief executive and Trump ally Mike Lindell. In June, at a Louisiana Voting System Commission meeting, he told state officials that America will be lost "if we keep even one machine in this country going forward."

The commission was created by law in 2021 amid widespread claims of voter-fraud and machine-rigging in the 2020 election. The law also banned a type of voting machine that does not create an auditable paper trail, according to a **September report** on the effort from the Public Affairs Research Council of Louisiana (PAR), a nonprofit public policy organization.

Lindell said in an interview that his goal in Louisiana and nationally is to force the removal of all voting and voting-counting machines and return to counting paper ballots by hand. Election officials and experts overwhelmingly reject that idea, saying the laborious process would make elections more vulnerable to fraud and error, not less. Many voting security experts recommend a middle-ground approach that already is used in the majority of U.S. jurisdictions: hand-marked ballots, completed in private by voters and counted by machines, which create a paper trail for audits or recounts.

2020 election. Whitney did not respond to a request for comment.

In the spring of 2021, Dominion launched a public relations campaign in Louisiana, including ads on the radio and a conservative political website, to fend off opposition to its bid for a new state contract, worth about $100 million. Its executives – along with those from other vendors – appeared at the June Voting System Commission meeting where Lindell gave his presentation attacking the machines. The executives provided technical answers to address common fears of machine skeptics — reassuring them that Dominion was U.S.-owned, and that its machines could not be remotely accessed or rigged through components imported from China.

Authorities in the heavily Republican state acknowledge that their aging Dominion machines, most of them bought in 2005, are outdated. The machines Louisiana uses are no longer manufactured, requiring the state to scavenge for parts when they break and to lease some new Dominion machines as temporary replacements, according to the PAR report. The machines also do not create a paper trail for auditing, which most states now require.

Nonetheless, Republican Secretary of State Kyle Ardoin last year abandoned a state effort to buy new machines amid protests from anti-machine activists and complaints about the fairness of the bidding process.

The Louisiana secretary of state's office did not make Ardoin available for an interview or answer questions about the delayed contract and the pressure from stolen-election activists. The Republican state election chief, who chairs the Voting System Commission, invoked a "chairman's privilege" to allow Lindell more time to speak at its June meeting, where the pillow magnate addressed the board for 17 minutes.

A couple of months later, on August 14, Ardoin appeared on an episode of "The Lindell Report," a show on Lindell's website. Ardoin said in the 40-minute conversation that he had sent a letter on Aug. 10 ordering local Louisiana election officials to preserve records from the 2020 election as potential fraud evidence. The secretary of state stopped short of alleging widespread voter fraud in 2020 but said a "travesty of manipulation" had "changed the outcome." He referred to election law changes before the vote, which included expansions of mail voting and ballot drop boxes meant to protect voters amid the coronavirus pandemic.

Asked about voting machines, Ardoin said he had told the chief executives of at least two machine suppliers that they needed to be more "transparent" about the internal workings of the equipment. Otherwise, he recalled telling them, "You're going to go out of business and our Republic is going to go to hell in a handbasket."

HAND-COUNTING IN NEVADA

Dominion's business is also precarious in Stark County, Ohio. The local Board of Elections voted in December 2020 to replace aging Dominion machines with more than 1,400 new ones at a cost of $6.5 million. After Trump supporters protested, citing false voter-fraud claims, the county's all-Republican Board of Commissioners voted in March of 2021 to withhold funding for the machines, arguing the county could save money by using other voting-equipment vendors.

technology, and that the county must go ahead with the purchase of Dominion machines. The county complied with the ruling.

Members of the elections board and the county commission did not respond to requests for comment.

In Nevada, a critical election battleground, seven county commissions have considered changing their election systems, by switching voting-equipment vendors or getting rid of the machines altogether. Five of the counties have not moved forward on the proposals, but two have started making changes.

In December 2021, officials in Nevada's rural Lander County voted to switch from Dominion to ES&S – a vendor used by just one other Nevada county. A Lander County elections technology official told an October board of commissioners meeting that replacing Dominion machines was a "positive change to help regain trust in the system." County officials approved spending more than $223,000 on new ES&S equipment and an additional $69,000 for equipment installation, training and maintenance.

In Nye County, where Trump won 69% of votes in 2020, commissioners voted 5-0 in March to request that the county clerk ditch Dominion touch-screen voting machines and require voters to submit paper ballots.

The county plans to continue using Dominion vote-counting machines, but also to separately hand-count the ballots to confirm the result. Newly elected County Clerk Mark Kampf in September called the continued use of Dominion tabulators a "stopgap measure" as the county researches whether it can exclusively hand-count in the future.

Commissioners were persuaded after a presentation led by Jim Marchant, a Republican candidate for Nevada Secretary of State who falsely claimed voting machines were rigged against Trump in 2020. Marchant is running in a close race and could become the state's top election official.

"Why is it even a possibility we would even use any of these electronic voting machines at all?" Marchant asked in a March 3 email to Nye's commission chair, obtained by Reuters in a public records request.

Marchant did not respond to requests for comment.

The decision by Nye's commissioners amounted to a recommendation. Only the county clerk could legally implement it. Nye's longtime Republican clerk, Sandra Merlino, said she took early retirement in August out of frustration with the move to scrap the machines. Her replacement, Kampf, has claimed Trump won the 2020 election. He moved quickly to implement the hand-counting plan.

Kampf did not respond to a request for comment.

machines remain in use in 14 of Nevada's 17 counties.

Merlino said she was stunned the commissioners voted for junking the machines and returning to old-fashioned hand counts.

"I thought: My commissioners are not going to go for this," she said. "But they did."

Register for free to Reuters and know the full story

Register now

Reporting by Helen Coster; editing by Kenneth Li, Jason Szep and Brian Thevenot

Our Standards: **The Thomson Reuters Trust Principles.**

Read Next

Business
U.S. air travel rumbles back to life after FAA computer outage
11:42 AM EST

United States
New York Republicans say George Santos lied, should resign from Congress
39 min ago

EXPLAINER
Explainer: Why U.S. flights were grounded by a FAA system outage
10:41 AM EST

United States
U.S. Supreme Court lets New York enforce new gun restrictions
37 min ago

Exhibit 737

EXCERPTED TRANSCRIPT

In the Matter Of:

U.S. Dominion vs

Fox News Network

ANDREW BANKS

November 04, 2022

IN THE SUPERIOR COURT OF THE STATE OF DELAWARE

CASE NO. N21C-03-257 EMD

U.S. DOMINION, INC., DOMINION VOTING SYSTEMS, INC., AND DOMINION VOTING SYSTEMS CORPORATION,

Plaintiffs,

-vs-

FOX NEWS NETWORK, LLC,

Defendant.

HIGHLY CONFIDENTIAL

REMOTE TESTIMONY OF ANDREW BANKS

NOVEMBER 4, 2022 - 9:00 A.M. CDT

JOB NO. 2022-870476

News, correct?

A Correct.

Q Tell me about those conversations that you had with Mr. Poulos about the expectations of what you could do for the company.

A Well, John was very engaging at the time. That's what really -- really hit a bond with John and they were coming off a very successful year in growing their business. And John explained to me about his growth strategy and wanting to, you know, expand the sales organization and also look at potential acquisitions that were adjacent and complimentary to Dominion.

So the expectation that I had coming in on board is that I would take over the existing sales organization, look at expansion opportunities, hire more sales reps into the US marketplace to penetrate areas where we had low to no market share, and then look at potential -- potential other opportunities

for acquisitions that were complimentary to the Dominion portfolio.

Q Now, in fact, did any of that end up happening?

A No, the contrary.

Q What do you -- what do you attribute the fact that you weren't able to do any of what you just outlined?

A Well, up to the point of the November election -- up to the point of the November election, everything was going very fine. We were in support of that election.

Four or five days after the November election basically -- you know what hit the fan. We were on our heels. We were -- we were -- we were circling the wagons to try to understand all the misinformation that was flowing into the company. Death threats started coming in. We had to hire a private investigation company and get the FBI involved.

We started receiving multiple -- multiple people trying to hack Dominion

and try to get into Dominion. We had death threats by a lot of my peers.

I was fortunate enough that I had not been there more than four months and so I did not receive any direct death threats. But I believe all of my peers were being watched. And the death threats were real, even to the point where they were threatening and watching their family members.

And it was an absolute crazy time and the news media, Fox News at the center of it, continued to amplify this big lie. And we were on our heels. And -- our reputation in a matter of two -- you know, the month after the election, our reputation completely cratered in the industry with a lot of our customers that -- that were -- I am going to say predominantly Republican based, and we never -- I never got to hire any net new employees, discussions around, you know, acquisition of complimentary companies went completely out the door. And we were

in defend and protect mode, trying to defend and protect the base that we currently had.

Q So let me ask you a little bit about that.

First, you talked today about the role that Fox News played.

I think you testified earlier in response to Fox News's counsel's questions that you were a Fox News viewer; is that right?

A I was.

Q You generally consider yourself up until these events a conservative on the political spectrum?

A Yes. Conservative all my life. Voted Republican all my life, with the one exception of Ross Perot.

Q Did you see any -- what you called big lie, the lies about Dominion on Fox News in realtime?

A Yes.

MS. SCOFIELD: Objection to form.

BY MR. ROSS:

Q Which shows did you see those on?

A They were all being propagated. Lou Dobbs, Hannity, it was sickening to hear the spread of the disinformation and the amplification of a news media like Fox News that has national presence that touches millions and millions of Americans across -- across the US.

After a couple of weeks, I had to turn it off. I was so disgusted with it. It was -- I wasn't sleeping.

Q Were the Hannity and Dobbs shows, shows that you normally watched or viewed at least until it all happened?

A Yes. Yes.

Q Did you have friends and family that shared your Fox News viewing habits?

A Yes, they did.

Q What did you hear from your friends with regard to your work at Dominion when this started happening in the post-election period?

MS. SCOFIELD: Objection. Form.

I, S. Arielle Santos, Certified Shorthand Reporter, Certified LiveNote Reporter do hereby certify:

That prior to being examined, the witness named in the forgoing deposition, was by me duly sworn to testify the truth, the whole truth, and nothing but the truth.

That said deposition was taken before me at the time and place set forth and was taken down by me in shorthand and thereafter reduced to computerized transcription under my direction and supervision, and I hereby certify the foregoing deposition is a full, true and correct transcript of my shorthand notes so taken.

I further certify that I am neither counsel for nor related to any party to said action nor in anywise interested in the outcome thereof.

S. Arielle Santos, CCR, CLR

Exhibit 738

EXCERPTED REPORT

IN THE SUPERIOR COURT OF THE STATE OF DELAWARE

Case No. N21C-03-257 EMD

US DOMINION, INC., DOMINION VOTING SYSTEMS, INC., and DOMINION VOTING SYSTEMS CORPORATION,

Plaintiffs,

v.

FOX NEWS NETWORK, LLC,

Defendant

EXPERT REPORT AND DISCLOSURE OF MARK J. HOSFIELD

Submitted November 29, 2022

HIGHLY CONFIDENTIAL – ATTORNEY EYES ONLY

Pennant Park

- Steve Winograd, Partner at Pennant Park, dated November 17, 2022.

Duke Firm

- Stephen Duke, Lawyer at Duke Firm, dated November 4, 2022.

We also reviewed the expert reports of the following individuals:

- Professor Adam D. Galinsky;
- Professor Joel Steckel; and
- Professor Steven L. Schooner.

We have also held discussions with the following individuals:

- Yash Dave, Director of Finance & Controller at Dominion;
- Boris Kam, Director of Financial Planning and Analysis at Dominion;
- Michael McGee, Executive Vice-President and Chief Financial Officer of Dominion;
- John Poulos, Chief Executive Officer at Dominion;
- Christina Reich, Vice-President of Finance and Administration at Dominion;
- Waldeep Singh, Executive Vice President of Sales at Dominion; and
- Hootan Yaghoobzadeh, Co-Founder and Managing Director at SSC.

My opinions are based on my skills, knowledge, experience, education, and training, as well as information gathered by and/or provided to me as of the date of this report. It is usual and customary for experts to consider and/or rely upon sources of information such as those identified above and in Exhibit 2 in forming their opinions.

I understand that I may be asked to testify regarding my opinions contained herein as well as related matters, including those raised on cross examination; those necessary to address matters raised by other parties' witnesses who testify concerning damages issues; or those otherwise raised at trial by other parties' attorneys or the Court in relation to matters set forth in this report. I expect to further elaborate and expand on the content of my report as necessary to make my testimony understandable to the Court and jury. To the extent helpful to explain, or to put in context, the subject matters discussed throughout my report, I also expect to provide further general explanations of the matters I discuss. In connection with any testimony, I may rely on

materials referenced in this report and in the attachments and demonstrative exhibits to be prepared and identified before my testimony. Citations to material supporting my opinions is meant to be exemplary, not exhaustive. Thus, for example, where I cite a document to support an opinion or statement offered below, there may be additional documents I have reviewed that similarly support the opinion or statement, and I may rely on those additional documents if I am called to testify at trial or a hearing in this case.

I will be prepared to supplement my report in the event that any new facts that may become known to me prior to or during trial impact my opinions and bases therefor.

IV. Summary of Opinions

I have been asked to determine damages suffered by Dominion resulting from the alleged defamation by Fox News following the November 2020 Presidential Election. My opinions are as follows:

A. Dominion has suffered a diminution in its enterprise value. I have measured the difference between the but for enterprise value and actual enterprise value of Dominion as of December 31, 2020 to be $920,839,208 on a pre-tax basis.

B. Dominion's lost profits from known lost customers are $15,921,050 and from lost profits from lost opportunities are $72,356,192.

C. Dominion's out-of-pocket costs resulting from the alleged defamation total $14,314,518.

V. Background Information

A. Parties to this Suit

a. Dominion

US Dominion, Inc. ("U.S. Dominion") is a Delaware corporation with its principal place of business in Denver, Colorado.[2] Dominion Voting Systems, Inc. ("Dominion Voting Systems"), a wholly owned subsidiary of US Dominion, is a Delaware corporation that has its principal place of business in Denver, Colorado.[3] Dominion Voting Systems Corporation ("Dominion Corporation"), a wholly owned subsidiary of

[2] Complaint, dated March 26, 2021, p. 2.

[3] Complaint, dated March 26, 2021, p. 4.

US Dominion, is an Ontario corporation with its principal place of business in Toronto, Ontario.[4] For purposes of this report, I will refer to U.S. Dominion, Dominion Voting Systems, and Dominion Corporation collectively as "Dominion."

Dominion was founded in 2003 and describes itself as "a leading supplier of election technology across the U.S., Canada and globally."[5] Dominion provides voting systems and services to state and local governments[6] and has customers across the U.S. and Puerto Rico,[7] as well as countries including Canada and Mongolia.[8] As of 2020, Dominion was present across 24 states, and is partnered with 1,833 jurisdictions, including 9 of the largest 20 Counties in the U.S.[9] Dominion's offerings include voting systems (hardware and software) and services such as initial project implementation, election set-up, ballot layout, machine set-up, and system testing.[10] It also provides "Election Day support, training, preventative maintenance, project management and ongoing election consulting."[11]

Dominion has over 250 employees and its equipment is used in hundreds of elections annually.[12]

b. Fox News

Fox News is a Delaware company with its principal place of business in New York.[13] Fox News is owned by Fox Corporation, a Delaware corporation that has its headquarters in New York.[14] According to Fox Corporation's website, it "produce[s] and distribute[s] content through some of the world's leading and most valued brands, including FOX News, FOX Sports, the FOX Network, and FOX Television Stations, and

[4] Complaint, dated March 26, 2021, pp. 4-5.

[5] https://www.dominionvoting.com/about/.

[6] https://www.dominionvoting.com/about/.

[7] https://www.dominionvoting.com/about/.

[8] Appendix B, Schedule 1C.

[9] Appendix C, Schedule 3. This includes Sequoia customers, which are discussed in more detail below.

[10] https://www.dominionvoting.com/about/.

[11] https://www.dominionvoting.com/about/.

[12] https://www.dominionvoting.com/about/.

[13] Complaint, dated Mar 26, 2021, p. 5.

[14] Complaint, dated Mar 26, 2021, p. 5.

Due to Fox News' reporting, Dominion has been blamed for various election issues, even in jurisdictions that do not use its voting systems. "[C]ounties that have had issues in the 2020 election that came in the news about rogue ballots or absentee ballot counts… those things were blamed on Dominion. They weren't even [Dominion's] customers."[126] It is Mr. Beckstrand's opinion that, "[Dominion has] become the recipient or the de facto standard for a lot of negativity."[127] According to Waldeep Singh, Dominion's Executive Vice President of Sales, "it was a very different environment" at Dominion after the defamation.[128] He believes that the alleged defamation "was a very substantial piece of why" there were complications getting new customers or renewing existing customers.[129]

Dominion sales employees have testified about the obstacles that Dominion currently faces in the market. Gio Constantiello, Director of Sales at Dominion, has been employed at Dominion since 2008.[130] In 2016, Mr. Constantiello became the Regional Sales Manager for New York state.[131] According to Mr. Constantiello, Dominion has held a 30% to 50% market share in New York state in the years 2019 through 2022.[132] For the year 2023, however, he "believe[s] [the market share] will change" and that Dominion "will have reduced market share in New York state in 2023" as a result of the defamation, which "has had a negative impact on Dominion's reputation in New York state."[133]

Sheree Noell, Dominion's Director of Sales in western states,[134] also testified that Dominion was increasing market share "until November 2020," but following the allegations from Fox News, Dominion has "sold no new accounts" and "[has] lost accounts."[135] Jeffrey DeLongchamp, President of ElectionSource, Dominion's dealer in Michigan, Kansas, and Iowa, shares a similar opinion to Ms. Noell.[136] Mr. DeLongchamp states,

[126] Deposition of Mark Beckstrand, dated September 21, 2022, p. 134.

[127] Deposition of Mark Beckstrand, dated September 21, 2022, p. 134.

[128] Deposition of Waldeep Singh, dated August 23, 2022, p. 34.

[129] Deposition of Waldeep Singh, dated August 23, 2022, p. 35.

[130] Deposition of Gio Constantiello, dated October 19, 2022, pp. 17 and 24.

[131] Deposition of Gio Constantiello, dated October 19, 2022, p. 24.

[132] Deposition of Gio Constantiello, dated October 19, 2022, pp. 39-42.

[133] Deposition of Gio Constantiello, dated October 19, 2022, pp. 43-44.

[134] Deposition of Sheree Noell, dated October 11, 2022, pp. 29-30.

[135] Deposition of Sheree Noell, dated October 11, 2022, pp. 41-42 and 277.

[136] Deposition of Jeffrey DeLongchamp, dated October 11, 2022, pp. 13-14.

"we had not lost a single county until the 2020 election" and "up until this point…we didn't have any county switch systems and now they're switching and we've always taken care of these counties."[137]

I discuss examples of lost customers and business opportunities below.

a. Loss of Existing Customers

Early Terminations

I understand that prior to the November 2020 Presidential Election, Dominion had a very low rate of customers who terminated their contracts early.[138] Ms. Noell testified that prior to the November 2020 election, she was "not aware of any customer ever asking to get out a of a contract."[139] Following the November 2020 election, she has experienced "situation[s] where a customer would want to exit the contract…in mid-year."[140] The following customers terminated their contracts before expiration.

Williamson County, TN

Dominion identified Williamson County as a jurisdiction that terminated their contract prematurely as a result of the defamation.[141] Dominion estimates lost revenue of $589,823 pertaining to this contract.[142] The Williamson County contract was initially executed on August 1, 2019 and extended for a period of one year, with a total contract value of $1,571,352.[143] The contract states that it will automatically renew for one year

[137] Deposition of Jeffrey DeLongchamp, dated October 11, 2022, pp. 47, 58, and 173.

[138] Appendix F; Discussion with Michael McGee.

[139] Deposition of Sheree Noell, dated October 11, 2022, p. 106.

[140] Deposition of Sheree Noell, dated October 11, 2022, pp. 106-107.

[141] Plaintiff's Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, dated November 4, 2022. The lost revenue amounts reflected in this background section of my report are based on the values reported in Dominion's supplemental interrogatories served on November 4, 2022. I understand those interrogatory values were calculated based on information reasonably available to Dominion at the time. The methodology that I used to calculate profits attributable to these losses is set forth in section VI.B of this report.

[142] Plaintiff's Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, dated November 4, 2020.

[143] Hastings Deposition Exhibit 1568: Voting System Agreement By and Between Dominion Voting Systems, Inc. and Williamson County, TN, dated August 1, 2019 (DOM_0000856231-DOM_0000856251 at DOM_0000856231-DOM_0000856232 and DOM_0000856244); Discussion with Michael McGee.

terms.[144] Ms. Noell states, "[w]e ultimately lost this account over allegations of the big lie," and recalls conversations with John Hastings, Dominion's former sales rep for Williamson County, where he "reiterat[ed] to [Ms. Noell] that he was being told that [Dominion was] being accused of flipping votes and all kinds of, you know, things associated with the big lie."[145] Based on conversations Mr. Singh had with Mr. Hastings, Williamson County decided to terminate their contract with Dominion because "the misinformation was running rampant in the state, and many customers that he was talking to at the time did not necessarily want to communicate with him on a regular basis anymore."[146] "[Dominion's] support of [Williamson County] was always good [and] consistent" which led Mr. Singh to believe that the "misinformation was a significant factor in why they terminated the agreement."[147] Mr. Poulos affirmed this with his testimony that, "Williamson had purchased from Dominion a few years prior to the defamation. We enjoyed an excellent relationship."[148] Due to the defamation, however, "Williamson purchased new equipment prematurely [from a competitor], with several more years of their contract, which is unprecedented."[149]

Further, Williamson County did not include a reason for terminating the contract in their notice of termination.[150] Ms. Noell explained that, "It's not uncommon for countries to list no reason. They are under immense pressure. I believe in Williamson, the clerk may have resigned over the pressure she was receiving. So it's not uncommon for jurisdictions to list no reason."[151]

---

[144] Hastings Deposition Exhibit 1568: Voting System Agreement By and Between Dominion Voting Systems, Inc. and Williamson County, TN, dated August 1, 2019 (DOM_0000856231-DOM_0000856251 at DOM_0000856232).

[145] Deposition of Sheree Noell, dated October 11, 2022, pp. 222-223.

[146] Deposition of Waldeep Singh, dated August 23, 2022, pp. 143-144. For example, County Election Commission meeting minutes show use of public comment period to repeat Fox's defamation about Dominion. *See, e.g.,* DOM_0071649699-DOM_0071649704 (5/18/21 meeting); DOM_0071648952-DOM_0071648961 (7/22/21 meeting); DOM_0071649705-DOM_0071649717 (11/9/21 meeting), and local news also reported on community repetition of Fox's defamation about Dominion, *see, e.g.,* 20210913 - Williamson County TN election meeting crowd opposed to voting machines.pdf; Sam Stockard, Williamson County Group Clashes with State Election Commission, TENNESSEE LOOKOUT (10/12/21) (DOM_0071649694-DOM_0071649698).

[147] Deposition of Waldeep Singh, dated August 23, 2022, pp. 147-148.

[148] Deposition of John Poulos, dated October 21, 2022, p. 25.

[149] Deposition of John Poulos, dated October 21, 2022, p. 32.

[150] Deposition of John Poulos, dated October 21, 2022, p. 23; Poulos Exhibit 1639, "Re: THIRTY DAY TERMINATION NOTICE," dated June 9, 2022.

[151] Deposition of Sheree Noell, dated October 11, 2022, p. 226.

Lander County, NV

Lander County is another jurisdiction that terminated their contract with Dominion prematurely.[152] Dominion estimates lost revenue of $150,697 resulting from this contract, which would have consisted of the remaining income from the rest of Lander County's eight-year contract.[153] According to Ms. Noell, "Lander County was a long-time customer . . . . They were loyal, they were happy with us, there was no concern."[154] Mr. Poulos also confirmed that Dominion representatives have had an "excellent relationship with Lander County" for nearly 20 years.[155]

After the November 2020 election, however, the administrator in the county "demand[ed] that [Lander County] terminate the contract with Dominion."[156] According to Mr. Singh, in a discussion with Ms. Noell he learned "that [Lander County was] reading in the press and that their commissioners wanted the elections person to take a new look based on that information. And [Mr. Singh] recall[s] the election person doing some type of demos to the board or responding to some of those allegations. And they weren't accepting the facts and the recounts and the legitimacy of what the county did canvass."[157] When asked if Lander County terminated the contract for a reason other than the defamation, in her deposition Ms. Noell responded, "Absolutely not. They were a good customer, they were loyal []…there's absolutely no reason other than the defamation."[158]

---

[152] Deposition of Sheree Noell, dated October 11, 2022, p. 107.

[153] Plaintiff's Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, dated November 4, 2022; Deposition of John Poulos, dated October 21, 2022, p. 42.

[154] Deposition of Sheree Noell, dated October 11, 2022, p. 229; *see also* DOM_0071648470-DOM_0071648473 (at the 11/16/2020 Board of County Commissioners meeting, county clerk Sullivan states there were no issues with Dominion machines in 2020 election).

[155] Deposition of John Poulos, dated October 21, 2022, p. 44.

[156] Deposition of Sheree Noell, dated October 11, 2022, p. 229.

[157] Deposition of Waldeep Singh, dated August 23, 2022, p. 153; *see also* DOM_0071649585-DOM_0071649626 (9/9/21 County Commissioners hire counsel to investigate integrity of vote in other Nevada counties but still no concerns with Lander); DOM_0071649964-DOM_0071649968 (9/23/21 County Committee formally considers move away from Dominion); DOM_0071649969 (9/23/21 County Committee discussion and public comment includes repetition of Fox defamation).

[158] Deposition of Sheree Noell, dated October 11, 2022, pp. 231-232; DOM_0071648658-DOM_0071648863 (at p4) (agenda); DOM_0071650147-DOM_0071650174 (minutes); DOM_0071650141 (video) (10/14/21 County Committee decides to cancel Dominion contract and discussion includes repetition of Fox defamation); DOM_0071274783 ("Commissioners stated they have no interest whatsoever in giving Dominion the chance to meet with them, answer

By the end of 2021, Dominion lost Lander County to ES&S.[159] Similar to Williamson County, TN, Lander County did not provide a reason in their notice of termination other than stating it lacked funding to pay the remainder of Dominion's contract.[160] Ms. Noell explained, "Again, it is not uncommon. The pressure is immense on these people, and they don't want to make statements as to why they are terminating."[161] After Lander County terminated their contract with Dominion, they "turned around and replaced those funds and bought a voting system from [ES&S]," despite the county receiving "no better deal" by "buy[ing] machines all over again."[162]

Fulton County, PA

According to Mr. Singh, "the negative publicity about Dominion in November and December of 2020" was the primary factor in them terminating their contract with Dominion.[163] Mr. Poulos testified, "Fulton County was…arguably one of the first jurisdictions that was materially affected by the defamation," and the county has been adamant about "removing Dominion any way they can based on the defamation."[164] Dominion estimates the lost value of this contract to be $250,035, which is the remainder of the license payments that Fulton County has stopped paying to Dominion.[165]

---

questions or concerns, and defend the county's current system. The clerk said she would recommend staying with Dominion if it were her decision, due to familiarity and good service.").

[159] Deposition of Waldeep Singh, dated August 23, 2022, p. 151; Singh Deposition Exhibit 1095: Plaintiffs Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, dated July 28, 2022, p. 8.

[160] Deposition of Sheree Noell, dated October 11, 2022, p. 232; Deposition of John Poulos, dated October 21, 2022, p. 47; Poulos Exhibit 1642, "Re: Voting System Agreement between Lander County, Nevada and Dominion Voting Systems," dated November 9, 2021 (DOM_0071570191-DOM_0071570192 at DOM_0071570191).

[161] Deposition of Sheree Noell, dated October 11, 2022, p. 232.

[162] Deposition of Sheree Noell, dated October 11, 2022, pp. 232-233.

[163] Deposition of Waldeep Singh, dated August 23, 2022, pp. 227-228.

[164] Deposition of John Poulos, dated October 21, 2022, pp. 304-305. For example, Fulton County Commissioners hired Wake Technology Services (Wake TSI) to conduct an "audit" of its Dominion machines and gave them access to Dominion's equipment; the Commissioners themselves participated in the audit. *See, e.g.,* DOM_0071648484-DOM_0071648485 (1/12/21); DOM_0071648523-DOM_0071648524 (2/9/21); DOM_0071648541-DOM_0071648542 (5/25/21); DOM_0071648549-DOM_0071648550 (7/27/21); DOM_0071648893-DOM_0071648894 (12/14/21). Fulton County explains they conducted the audit because in December 2020 "various members of the Pennsylvania legislature contacted the Fulton County Election Office and asked if we would allow Wake TSI to do an audit to prove to the voters that the 2020 General Election was run appropriately." DOS352-353.

[165] Deposition of John Poulos, dated October 21, 2022, p. 30; Plaintiff's Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, dated November 4, 2022.

Non-Renewal of Existing Contracts

Prior to the November 2020 Presidential Election, Dominion had a very high contract renewal rate.[166] Following the November 2020 election, the following customers did not renew their contracts even though they were expected to.

Atlantic County, NJ

Dominion estimates lost revenue of $340,492 from a lost renewal opportunity with Atlantic County.[167] Dominion representatives had around 20 years of longstanding service in Atlantic County and "had a very successful 2020 election" prior to the defamation.[168] Atlantic County issued a RFP following the 2021 election, but it only had a three-day turnaround.[169] Mr. Poulos explains, "So in a normal situation, an RFP is released and vendors have months or at least several weeks to respond to an RFP. And this one was three days."[170] Mr. Rosania made a similar statement, saying, "The turnaround was absurd…we received it on a Monday or Tuesday and they needed it back on a Thursday or Friday."[171] Mr. Poulos believes that this was done because Atlantic County did not want Dominion to win this RFP.[172]

Hudson County, NJ

Dominion values lost revenue from Hudson County to be $7,062,507.[173] Hudson County had been a customer covered by Dominion representatives for around 20 years.[174] Mr. Rosania explains that the county had recently purchased new machines from Dominion and "had just spent a tremendous amount of money the

[166] Discussion with Michael McGee and John Poulos. See, also, Appendix F; Appendix G, Schedule 2.

[167] Plaintiffs' Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, dated November 4, 2022.

[168] Deposition of John Poulos, dated October 21, 2022, p. 175.

[169] Deposition of John Poulos, dated October 21, 2022, p. 177; Deposition of Ron Rosania, dated November 15, 2022, pp. 281-282.

[170] Deposition of John Poulos, dated October 21, 2022, p. 177.

[171] Deposition of Ron Rosania, dated November 15, 2022, p. 282.

[172] Deposition of John Poulos, dated October 21, 2022, p. 177.

[173] Plaintiffs' Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, dated November 4, 2022.

[174] Deposition of John Poulos, dated October 21, 2022, p. 177.

year before [on going] from two early voting scanning systems to nine."[175] He further states, "[I]t's very hard to justify how somebody spends hundreds of thousands of dollars with [Dominion] and then 3 months later…we're just going to throw that stuff away and we're going to buy something new from somebody else, somebody that we haven't worked with ever."[176]

Hunterdon County, NJ

Hunterdon County switched from Dominion to ES&S after the 2020 election even though it "had a long-standing, excellent relationship" with Dominion representatives for around 20 years and it was willing to make an investment with Dominion earlier in 2020 to upgrade its election system.[177] Dominion estimates the total lost revenue from Hunterdon County is $2,128,363.[178] Mr. Singh testified that he learned from the New Jersey sales representative, Ron Rosania,[179] that Hunterdon County switched to ES&S because, "Dominion's brand was taking a beating in the state and he was having a hard time trying to…refocus everybody on the facts."[180] Prior to 2020, Mr. Singh does not recall any complaints about the service of the customers in New Jersey.[181] Hunterdon County's termination letter does not give a specific reason for not continuing with Dominion but acknowledges that "[i]t has been a sincere pleasure working with [Dominion] for all these years."[182] Despite the relationship and recent investment in Dominion equipment, Hunterdon County spent

[175] Deposition of Ron Rosania, dated November 15, 2022, p. 285.

[176] Deposition of Ron Rosania, dated November 15, 2022, pp. 285-286.

[177] Deposition of Waldeep Singh, dated August 23, 2022, pp. 161-162; Deposition of John Poulos, dated October 21, 2022, p. 100; *see, e.g.,* HUNTERDON001_00000041-HUNTERDON001_00000058 (purchase of scanner and workstation October 2020).

[178] Plaintiff's Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, dated November 4, 2022.

[179] Deposition of Ron Rosania, dated November 15, 2022, p. 23.

[180] Deposition of Waldeep Singh, dated August 23, 2022, pp. 161-162; *see, e.g.,* HUNTERDON001_00000067 (11/14/20 setting the record straight email from Dominion)*;* HUNTERDON001_00000268-HUNTERDON001_00000269 (11/18/20 setting the record straight email from Dominion); HUNTERDON001_00000085 (Dominion receives an email from the county BOE that references Dominion experiencing "craziness" and that "it's been a rough one" for them); Rosania Exhibit 5132: Salesforce data spreadsheet.xlsx (Salesforce entry memorializes that Hunterdon "County went with ES&S county wide due to our troubles in the media stemming from the 2020 General Election").

[181] Deposition of Waldeep Singh, dated August 23, 2022, p. 164.

[182] HUNTERDON001_00000836-HUNTERDON001_00000837.

close to $1 million to purchase an entirely new system from ES&S, and the county even made an effort to sell its recently purchased Dominion system back to Dominion.[183]

Cape May County, NJ

Cape May had an agreement with Sequoia Voting Systems in May 2004, and later executed an agreement with Dominion in August of 2020.[184] Similar to Hunterdon County, Dominion representatives had "a 20-year excellent relationship" with Cape May County and had also recently invested in new Dominion equipment.[185] Mr. Singh learned in conversations with representatives of the account that "the misinformation has played a critical role" in the loss of business.[186] Mr. Rosania held a demonstration in for the county, but "the Board of Elections commissioners [and] the administrator to the Board of Elections decided not to show up to [his] demonstration."[187] After making the two-and-a-half hour drive, he still conducted the demonstration, despite that "none of the decision-makers were there."[188] Mr. Rosania was surprised by the situation and stated that he "never had anybody not show up [to] a demonstration before," especially given that Dominion representatives had been working with Cape May for around 20 years.[189] County Clerk Rita Rothberg was surprised at the decision to consider purchasing new technology given the county's contract with Dominion, saying that this sudden decision "alter[ed] [her] world."[190] The purchase would replace 215 existing Dominion machines with 140 ES&S machines for a cost of between $1.4 and $1.8 million.[191] Ron Rosania stated that the reason why the Cape May County contract was lost "was due to [Dominion's] struggles in the

[183] Poulos Exhibit 1649: "Voting equipment purchases approved In Hunterdon," dated August 17, 2021, p. 2; Deposition of Ron Rosania, dated November 15, 2022, p. 224.

[184] Plaintiff's Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, dated November 4, 2022.

[185] Deposition of John Poulos, dated October 21, 2022, p. 110.

[186] Deposition of Waldeep Singh, dated August 23, 2022, p. 172.

[187] Deposition of Ron Rosania, dated November 15, 2022, p. 252.

[188] Deposition of Ron Rosania, dated November 15, 2022, p. 252.

[189] Deposition of Ron Rosania, dated November 15, 2022, p. 253.

[190] HPS_19007-HPS_19008.

[191] HPS_19007-HPS_19008.

media stemming from the 2020 General Election."[192] Dominion estimates that the loss of Cape May resulted in $2,250,511 of lost revenue.[193]

Monmouth County, NJ

Dominion estimates lost revenue of $9.9 million from the loss of Monmouth County.[194] According to Mr. Poulos, this revenue would have been for the purchase of early vote and election day machines.[195] Monmouth is a larger county that had recently made a significant investment in a Dominion system, and Dominion also had an "excellent relationship" with the county.[196] Dominion had even been told that its "system was 'night and day better' than ES&S's," but then the clerk "sharply turned against [Dominion] after the defamation."[197] Mr. Rosania explains, "Monmouth County was one of the more heated demonstrations…There's no doubt in my mind Monmouth was one of the counties that were lost tremendously based on the noise and the defamation and lies that were being told."[198] He also recollects conversations with decision-makers in the county where he was told that "the unfortunate lies that were being told about Dominion made it impossible for [the county] to choose Dominion."[199] Monmouth County eventually switched to ES&S.[200]

---

[192] Deposition of Ron Rosania, dated November 15, 2022, p. 251; *see also* Rosania Exhibit 5132 (Ron Rosania documented in Salesforce "Lost to ES&S on a county wide implementation - feedback I received was due to our struggles in the media stemming from 2020 General Election").

[193] Plaintiff's Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, dated November 4, 2022.

[194] Plaintiff's Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, dated November 4, 2022.

[195] Deposition of John Poulos, dated October 21, 2022, p. 115.

[196] Deposition of John Poulos, dated October 21, 2022, p. 116; *see, e.g.,* DOM_0071460446 (licensing, maintenance, and support for 2019); DOM_0071460466 (licensing, maintenance, and support for 2020); DOM_0071459517 (same for 2016); DOM_0071459618 (same for 2017); DOM_0071459895 (same for 2018).

[197] Deposition of John Poulos, dated October 21, 2022, p. 117.

[198] Deposition of Ron Rosania, dated November 15, 2022, p. 245.

[199] Deposition of Ron Rosania, dated November 15, 2022, p. 246 *see, e.g.,* Laura Romero & Soo Rin Kim, False Accusations of Election Fraud Prompt Some Election Workers Across the US to Quit Ahead of Election Day, ABC NEWS (8/24/2022) (Robin Major, the Board of Elections administrator in Monmouth County, explained that the amount of work following the 2020 election was "overwhelming" and that many employees retired or moved to different departments, which can "put a significant strain on the department." Ms. Major also said that "'people questioning things' has put an extra burden on her office.").

[200] Deposition of John Poulos, dated October 21, 2022, p. 134.

Morris County, NJ

Dominion estimates lost revenue of $4,172,386 related to Morris County.[201] Morris County was another Sequoia legacy customer that had been working with Dominion representatives for around 20 years.[202] Mr. Rosania explains, "[A] couple of odd things happened. For the first time ever…my demonstration was closed. It was not open to the public. It wasn't open to county employees. It wasn't open to some people that were actually integral in operating the system itself."[203] He said that he had never seen a situation like that before where so few people are in the room.[204] The board in Morris County held a vote between Dominion and ES&S, and ultimately, "The board selected [ES&S]."[205]

Somerset County, NJ

Dominion values the loss of Somerset County revenue at $3,526,735.[206] According to Mr. Poulos and similar to the other counties in New Jersey, Dominion representatives had a "very strong relationship" lasting around 20 years with Somerset County.[207] However, during a presentation to the county after the November 2020 election, many "officials refus[ed] to even attend a Dominion…presentation," and the officials that did attend "were just not even paying attention, not even pretending to pay attention to the demonstration. Something that [Dominion] had never seen before prior to the defamation."[208]

[201] Plaintiff's Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, dated November 4, 2022.

[202] Deposition of Ron Rosania, dated November 15, 2022, pp. 255-256.

[203] Deposition of Ron Rosania, dated November 15, 2022, pp. 257-258.

[204] Deposition of Ron Rosania, dated November 15, 2022, p. 258.

[205] Poulos Exhibit 1653: "INSIDER NJ: Election Fun In Morris," dated August 16, 2021 (DOM_0000090125-DOM_0000090126 at DOM_0000090125). Public comment period during committee meeting regarding resolution awarding contract to ES&S voices concerns about voting machines. DOM_0071648551-DOM_0071648578 (meeting minutes); DOM_0071648581-DOM_0071648588 (work session minutes).

[206] Plaintiff's Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, dated November 4, 2022.

[207] Deposition of John Poulos, dated October 21, 2022, p. 160.

[208] Deposition of John Poulos, dated October 21, 2022, p. 160.

Passaic County, NJ

Dominion estimates lost revenue related to Passaic County of approximately $4.5 million.[209] Again, Dominion representatives "had an excellent 20-year relationship with the county," and, similar to many of the counties in New Jersey, had made a significant investment by upgrading their vote-by-mail system just prior to 2020.[210] An audit of election results in Passaic County confirmed the count was accurate.[211] Similar to Somerset County, Dominion hosted a demonstration for their products, but "most of [Dominion's] demo time was taken up with ridiculous questions about lies that were told and repeated and amplified about Dominion."[212] Mr. Rosania recalls a conversation with someone from the Board of Elections in the county who was explaining how the county was very happy with the recently purchased Dominion system and how they "wish[ed] they weren't going with this other system, but we just have to."[213]

Huron County, OH

Dominion estimates the loss of future revenue at $267,048 for Huron County, which considers a system purchase and direct sale costs over a 10-year period.[214] Dominion and Huron County had a "long-term relationship" that has since turned hostile after the 2020 election.[215] In a sales pitch in spring of 2021, the board members for Huron County asked Mr. Beckstrand many questions "about the reports and allegations…and if Dominion was going to survive."[216] In her deposition, Ms. Noell referenced an email reporting that a reason for Dominion losing the Huron County bid is that members of the election committee

[209] Plaintiff's Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, dated November 4, 2022.

[210] Deposition of John Poulos, dated October 21, 2022, p. 164; Deposition of Ron Rosania, dated November 15, 2022, p. 287.

[211] DOM_0071729844-DOM_0071729851.

[212] Deposition of John Poulos, dated October 21, 2022, p. 165.

[213] Deposition of Ron Rosania, dated November 15, 2022, p. 288. The Board of Commissioners also initially approved renewing Dominion's contract for services and support on June 22, 2021, DOM_0071728823-DOM_0071729128, but then less than a year later on April 26, 2022 the county entered a contract with ES&S for new equipment. DOM_0071729538-DOM_0071729539 (minutes); DOM_0071729842-DOM_0071729843 (Res. 22-463).

[214] Deposition of Mark Beckstrand, dated September 21, 2022, pp. 173-174; Plaintiffs' Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, dated November 4, 2022.

[215] Deposition of Mark Beckstrand, dated September 21, 2022, pp. 169-170 and 176.

[216] Deposition of Mark Beckstrand, dated September 21, 2022, pp. 169-170.

were "skeptical of DVS after the 2020 election."[217] She testified that "defamation played a role in the loss of Huron County."[218]

Bremer County, IA

Accounts in Iowa, including Bremer County, are serviced by a Dominion vendor, ElectionSource, which is also Dominion's exclusive vendor in Michigan and Kansas.[219] Bremer County was an existing Dominion customer due for an upgrade but opted out of a renewal due to the defamation.[220] Jeffrey DeLongchamp is the President of ElectionSource.[221] Regarding Bremer County, Mr. DeLongchamp described the loss as "a surprise to [ElectionSource]. We didn't expect to lose Bremer County."[222] He further explained that the "state rep there [] had been pushing that county to dump the Dominion equipment…to dump a system that they've only had for a few years and spend probably 75 percent more money to go with a new system, it's unusual. It's very rare. It's not heard of. So to spend that when they could have upgraded to Dominion's ICX system for…a quarter of the cost and been up and going, it didn't make any sense to us."[223] He also testified that "[t]he upgrade would have been a lot less expensive than dumping the system, retraining all your staff, having to do a new election management system, all new elections equipment, and retraining the whole county on something that could have been installed for a quarter of the cost."[224] An email to ElectionSource from a contact in Bremer County also listed the "primary reason" for switching vendors as "because of the 'Dominion' name."[225] Dominion estimates lost revenue of $63,232 for this county.[226]

---

[217] Deposition of Sheree Noell, dated October 11, 2022, pp. 261-262; Beckstrand Ex. 1177: "Fwd: DVS SalesForce – Closed Lost Opportunity notification – Huron County, OH," dated July 19, 2021 (DOM_0005386023-DOM_0005386024 at DOM_0005386024); *see, e.g.,* DOM_0071728380-DOM_0071728381 (group pushing for hand count of paper ballots showing durability of conspiracy).

[218] Deposition of Sheree Noell, dated October 11, 2022, p. 265.

[219] Deposition of Jeffrey DeLongchamp, dated October 11, 2022, pp. 14-16.

[220] Plaintiff's Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, dated November 4, 2022; Deposition of Jeffrey DeLongchamp, dated October 11, 2022, pp. 25-26.

[221] Deposition of Jeffrey DeLongchamp, dated October 11, 2022, p. 13.

[222] Deposition of Jeffrey DeLongchamp, dated October 11, 2022, p. 25.

[223] Deposition of Jeffrey DeLongchamp, dated October 11, 2022, pp. 25-26.

[224] Deposition of Jeffrey DeLongchamp, dated October 11, 2022, p. 27.

[225] Deposition of Jeffrey DeLongchamp, dated October 11, 2022, pp. 37-38; DeLongchamp Exhibit 1422: "Fwd: Just lost a customer," dated July 19, 2021 (ElectionSource_000140-ElectionSource_000141 at ElectionSource_000140).

Lane County, KS

Lane County had been a customer since around 2016 and was a small existing customer also due for an upgrade.[227] Lane County was impacted by the defamation as the Kansas secretary of state was forced to issue a public statement about Dominion machines on November 16, 2020.[228] Since this was a jurisdiction serviced by ElectionSource, Mr. DeLongchamp was familiar with the situation and explained, "[ElectionSource was] kind of surprised, very small county, only two machines, and it again, it was one of those surprises to [ElectionSource] that [Lane County was] switching."[229] ElectionSource was going to upgrade their system, potentially free-of-charge, but the county "went with a competitor" despite it being "a lot less expensive" had they stayed with Dominion.[230] Dominion estimates lost revenue of $10,929 related to this contract.[231]

Cedar County, IA

Cedar County was another customer relationship that was adversely impacted by Fox's defamation. Dominion's dealer ElectionSource was surprised by this loss and found it "disappointing that folks still believe the BIG LIE" despite "the President's inner circle was briefed that everything regarding the lies about Dominion was untrue" when ElectionSource's point of contact in Cedar County reported that "since it is Dominion name, she is going to have a VERY HARD sell in her county with her board."[232] When Cedar

---

[226] Plaintiff's Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, dated November 4, 2022.

[227] Plaintiff's Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, dated November 4, 2022; Deposition of Jeffrey DeLongchamp, dated October 11, 2022, pp. 52-53 and 172-173.

[228] DOM_0005339984. *See, e.g.,* Noah Taborda, After a 'free and fair' election in Kansas, lawmakers proposed some changes to voting laws, KANSAS REFLECTOR (1/16/2021) (state legislators proposed changes to election laws, despite no issues in Kansas elections); Matthew Self, Kansas senators hear presentation on 2020 election fraud, Emporia professor weighs in, KSNT (3/17/2022) (state legislators heard presentation on election fraud on 2020 election in March 2022 which shows durability of defamation).

[229] Deposition of Jeffrey DeLongchamp, dated October 11, 2022, p. 52.

[230] Deposition of Jeffrey DeLongchamp, dated October 11, 2022, pp. 52 and 172-173.

[231] Plaintiff's Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, dated November 4, 2022.

[232] Deposition of Jeffrey DeLongchamp, dated October 11, 2022, p. 66 (citing Deposition Exhibit 1426); *see, e.g.,* DOM_0071274972-DOM_0071274974 (Cedar County auditor received an email from a group called "Iowa Voter Integrity" explaining their concern related to the eight counties in Iowa with Dominion Voting Systems due to, "votes [being] flipped from Trump to Biden by the voting machine systems" in the amount of 138,611 votes, calculated by a website titled "The Big Lie", *available at*: https://thebiglie.frankspeech.com/IOWA/index.html).

County informed Dominion that it was switching to ES&S, Cedar County acknowledged "it is with deep regrets that the decision was to purchase the new voting equipment with ES&S. It has been a pleasure working with you these past several years."[233] While Dominion has not provided an estimated lost revenue in its recent interrogatory response, I understand lost revenue for Cedar County is approximately $12,000.[234]

Brookline, MA

Brookline was a customer of LHS Associates, Inc., Dominion's exclusive reseller in the New England area, including Massachusetts, Vermont, New Hampshire, Connecticut, Maine, and Rhode Island.[235] Jeff Silvestro, the President of LHS Associates, testified that Brookline had been a customer of LHS Associates for about 20 years and was seeking an equipment upgrade.[236] Mr. Silvestro explains that ES&S was the only other bidder, and despite LHS Associates being the lower bidder, ES&S won the bid.[237] He further explained that he was surprised by the outcome and that he did not "see any avenue prior to 2020 where [LHS Associates] would have lost this."[238] He further testified that he believed "[LHS Associates] had a better product presented. [LHS Associates was] the low bidder, which, again, is very rare in these jurisdictions to not win the close bid. The low bidder is usually the deciding factor."[239] LHS Associates had also not been contacted about losing the bid until the same day that the ES&S equipment was already being installed, which according to Mr. Silvestro, is "behavior out of the norm."[240] Dominion estimates the loss of revenue for Brookline's contract renewal to be $119,178.[241]

[233] DOM_0071649854-DOM_0071649856.

[234] Plaintiff's Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, dated November 4, 2022; Discussion with Michael McGee.

[235] Deposition of Jeff Silvestro, dated October 5, 2022, pp. 5-6 and 13.

[236] Deposition of Jeff Silvestro, dated October 5, 2022, p. 122.

[237] Deposition of Jeff Silvestro, dated October 5, 2022, pp. 62-63.

[238] Deposition of Jeff Silvestro, dated October 5, 2022, p. 63.

[239] Deposition of Jeff Silvestro, dated October 5, 2022, p. 63.

[240] Deposition of Jeff Silvestro, dated October 5, 2022, p. 64.

[241] Plaintiff's Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, dated November 4, 2022.

Dighton, MA

Dighton had been a customer of LHS Associates for almost 20 years.[242] It was looking to purchase new tabulators due to the old age of its current machines, of which the intellectual property belonged to Dominion.[243] Despite being a long-time customer of LHS Associates, however, Dighton purchased its new tabulators from ES&S without communicating to LHS Associates.[244] Dominion values this lost revenue at $8,071.[245]

Moniteau County, MO

Moniteau County was managed by Elkins-Swyers Company, Dominion's exclusive dealer in Missouri.[246] Cory Nibert is the President and Owner of Elkins-Swyers, and he testified that, "Moniteau County was directly affected by misinformation" and "refused to renew their contract and wanted to leave for another vendor [Unisyn]."[247] The county had relatively new equipment and was not due for an upgrade, but rather, "[t]hey came to [Mr. Nibert] saying [they] need to move…to another vendor. There was no…needed upgrade at the moment."[248] Moniteau County had been a customer of Elkins-Swyers for 40 years and switched vendors because "they were not comfortable with [the] Dominion name."[249] Cory Nibert confirmed in an email to Dominion on September 9, 2021 that he "heard from [the Moniteau County Clerk] and unfortunately we won't be retaining this customer due to the Dominion name. Scared to buy this equipment. This has been a customer for 30+ years. [The Clerk] loves our service but she doesn't want the issues in regard to the media."[250] Mr. Poulos also testified that Dominion and Elkins-Swyers had a great relationship going back 30 years and that Elkins-Swyers has a "wonderful reputation."[251] He further explained, however, that Elkins-

[242] Deposition of Jeff Silvestro, dated October 5, 2022, p. 80.

[243] Deposition of Jeff Silvestro, dated October 5, 2022, pp. 80-81.

[244] Deposition of Jeff Silvestro, dated October 5, 2022, p. 83.

[245] Plaintiff's Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, dated November 4, 2022.

[246] Deposition of Cory Ryan Nibert, dated October 17, 2022, pp. 7-8.

[247] Deposition of Cory Ryan Nibert, dated October 17, 2022, p. 24.

[248] Deposition of Cory Ryan Nibert, dated October 17, 2022, pp. 25-26.

[249] Nibert Exhibit 1533: "Re: Moniteau County MO," dated October 26, 2021 (Elkins-Swyers_000064).

[250] Email Re: Quote Q00006727 - Moniteau County, MO - 8_31_2021 (2).xlsm, dated September 9, 2021 (DOM_0071274769- DOM_0071274770 at DOM_0071274769).

[251] Deposition of John Poulos, dated October 21, 2022, pp. 237-238.

Swyers has not had any new sales after defamation, and Moniteau County stated that they "needed to separate from the Dominion brand."[252] Dominion values this lost revenue at $59,293.[253]

Callaway County, MO

Calloway County was another sudden loss to Dominion. Mr. Nibert testified that Elkins-Swyers was not even invited to bid for a renewal and that "[Callaway County] just contacted [him] and told [him] that they had moved to another vendor."[254] Mr. Nibert also referenced an email he received from the clerk at Callaway County stating that the county had signed a new contract with another vendor for election equipment and thanking Elkins-Swyers for their "many years of service."[255] Mr. Nibert reported that Callaway County had been a customer for more than 40 years and the county clerk told Mr. Nibert that it was the "Dominion name" that caused the change in vendors.[256] Mr. Nibert further explained that not being contacted for a bid was something that he had not experienced before given that Callaway County was an existing customer.[257] Dominion values the loss of this contract revenue to be $31,310.[258] Mr. Nibert also noted that in the past, he has never "gone a full two-year period without winning any new business," but he has not won a bid or gained any new accounts since the 2020 election.[259]

Franklin County, MO

Franklin County is a recent loss of an existing customer.[260] Dominion values the loss of this contract revenue to be $313,125.[261] According to John Poulos, "[Franklin County] was another example of where Cory

[252] Deposition of John Poulos, dated October 21, 2022, p. 239.

[253] Plaintiff's Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, dated November 4, 2022.

[254] Deposition of Cory Ryan Nibert, dated October 17, 2022, p. 55.

[255] Nibert Exhibit 1536: Email, dated September 30, 2021 (Elkins-Swyers_000002-Elkins-Swyers_000003 at Elkins-Swyers_000002).

[256] DOM_0071274782.

[257] Deposition of Cory Ryan Nibert, dated October 17, 2022, p. 89.

[258] Nibert Exhibit 1533: "Re: Moniteau County MO," dated October 26, 2021 (Elkins-Swyers_000064).

[258] Plaintiff's Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, dated November 4, 2022.

[259] Deposition of Cory Ryan Nibert, dated October 17, 2022, p. 87.

[260] Deposition of John Poulos, dated October 21, 2022, pg. 256.

[Nibert] was not invited to bid…Elkins [Swyers] has been providing excellent service in Missouri, and [Cory] has never been excluded from this – in – from bidding in this way ever, in the history of that company for 110 years, just like I said… the only thing that's changed is the defamation… the damages done to the brand and continues to do to this day".[262]

b. Lost Opportunities

Dominion has also lost several opportunities to win additional business from existing Dominion customers, as well as non-Dominion customers. There were several instances after the alleged defamation in which Dominion lost bids or was not invited to submit an RFP. I discuss examples of these instances below.

State of Louisiana

Dominion estimates lost revenue of $126 million from Louisiana.[263] "Louisiana had been a long-term customer of Sequoia and Dominion" with about 10,000 election day and early voting machines.[264] I understand that Dominion had originally submitted an RFP in 2018 to replace its voting systems. On August 9, 2018, Louisiana sent a letter to Dominion notifying Dominion that it won the RFP.[265] Technical evaluations showed that Dominion received a higher score in all categories, including security, compared to ES&S and Hart.[266] Dominion also offered the lowest bid compared to other vendors.[267] Mr. Poulos testified, "we actually scored highest on the points, scored the lowest price, and were the preferred vendor into acquisition. But the procurement ultimately was pulled" and Louisiana has not proceeded with an RFP as

[261] Nibert Exhibit 1533: "Re: Moniteau County MO," dated October 26, 2021 (Elkins-Swyers_000064); Plaintiff's Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, dated November 4, 2022.

[262] Deposition of John Poulos, dated October 21, 2022, pg. 257; *see also* Deposition of Cory Nibert, dated October 17, 2022, pg. 62.

[263] Plaintiff's Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, dated November 4, 2022.

[264] Deposition of Sheree Noell, dated October 11, 2022, p. 269; DOM_0071649741-DOM_0071649747.

[265] DOM_0071274337; *see also,* DOM_0071274352-DOM_0071274357.

[266] DOM_0071274625-DOM_0071274651 at DOM_0071274632; LA001_00000003-LA001_00000009 (*see also,* LA001_00000249-LA001_00000251; LA001_00000252- LA001_00000254; LA001_00000255-LA001_00000257; LA001_00000258- LA001_00000260).

[267] DOM_0071274625-DOM_0071274651 at DOM_0071274647.

expected.[268] Rather, it has entered into extensions of its legacy contract with Dominion, and without these extensions, Louisiana would not have a system to run elections. Mr. Poulos testified that Dominion representatives and representatives in "Louisiana previously enjoyed a 20-year relationship with excellent elections and flawless service and easy conversations. Since the defamation, we are not able to have free conversations. Every time we do have a conversation, there are lawyers on the phone from their side because of the defamation."[269] The contract for the State of Louisiana "could be worth $100 million."[270] Despite being told that Dominion was awarded the business, Louisiana has not yet completed an RFP process for its statewide upgrade, and Dominion is subject to losing this opportunity.[271]

Nye County, NV

Nye County is another jurisdiction adversely impacted by Fox's defamation. Dominion values the loss of this contract revenue to be $31,099.[272] Megan Berg testified that Dominion lost business from Nye County "as a result of the misinformation that the commissioners had received by Fox News and others, all having substantial impact on the defamation of Dominion in conjunction with misinformation presented by Jim Marchant, Mark Cook and others at the commissioners' meeting in March or April of 2022." [273] This

[268] Deposition of John Poulos, dated October 21, 2022, p. 465. Louisiana issued a new RFP in January 2021 then cancelled a few months later in March due to Fox's defamation. No new RFP has been issued yet. *See, e.g.,* DOM_0071274687 (letter to Dominion from Secretary of State Ardoin, cancelling RFP); DOM_0071649741-DOM_0071649747 ("I am withdrawing the (request for proposals) to spend the next few months seeking to undo the damage to voter confidence done by those who willfully spread misinformation and disinformation").

[269] *See, e.g.,* Deposition of John Poulos, dated October 21, 2022, pp. 330, 511, 522; Deposition of Steven Duke, dated November 4, 2022, p.52–54 ("You'd mention Dominion, it's like everybody just kind of shuts down").

[270] Singh Deposition Exhibit 1099, p. 1.

[271] Deposition of Sheree Noell, dated October 11, 2022, pp. 270-271.

[272] Nibert Exhibit 1533: "Re: Moniteau County MO," dated October 26, 2021 (Elkins-Swyers_000064).

[272] Plaintiff's Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, dated November 4, 2022.

[273] Deposition of Megan Berg, October 4, 2022, at pp. 171–72; *see, e.g.,* DOM_0071728728-DOM_0071728764 (3/15/22 minutes from County Commissioners' meeting at which Jim Marchant and others appeared); NYE001_00002967-NYE001_00003035; NYE001_00003065-NYE001_00003067; NYE001_00003394-NYE001_00003397; NYE001_00003427-NYE001_00003442; NYE001_00003519-NYE001_00003521; NYE001_00003597-NYE001_00003624; NYE001_0003727-NYE001_00003732; NYE_00004085-NYE001_00004089 (various emails and articles are circulated in an effort to promote election fraud conspiracies and/or harass Nye County officials); DOM_0071728706-DOM_0071728727 (2/15/22 public comment at Board of Commissioners meeting includes demand for audit and return to hand count and county clerk pushes back by saying things are going well with their elections and the equipment they have); NYE001_00000017-NYE001_00000021 (Nye County confirms how impractical and expensive it will be to switch to paper ballots); NYE001_00000023-NYE001_00000026 (3/07/2022

happened even though on February 18, 2020, Nye County and Dominion amended their existing contract to state that "both Parties have been satisfied with each other's performance under the Original Agreement."[274]

Tulare County, CA

Tulare County purchased voting machines from Dominion in 2019 to be used in 50 polling locations in the county and was considering the purchase of additional equipment but ultimately declined to make the purchase.[275] Dominion values the loss of this contract revenue to be $39,699.[276] Registrar of Voters, Michelle Baldwin, stated, "Forty out of 58 counties in California are using Dominion Voting Systems. It really speaks to their support system…This voting system is much more user friendly and straightforward."[277] Ms. Baldwin also highlights other features of the Dominion machines, including better ADA compatibility with touch screen technology, the ability to correct mistakes, and the ability to easily switch the language of the system.[278] Megan Berg testified that Tulare County is another example of business lost due to defamation: "The county registrar was willing to pay for the additional equipment until she found out that it would come with a contract amendment that would have to be approved by county commissioners, and she didn't want to take it to the board of county commissioners because of their feeling on Dominion and putting that on their record and the public opinion that may come about."[279]

Yavapai County, AZ

Dominion submitted a proposal to Yavapai County that, had the county chosen Dominion, would have resulted in over $1.3 million in revenue for Dominion.[280] Originally, Yavapai County was intending to

---

emails between County Commissioners and Jim Marchant); Rosalind S. Helderman, et. al, How Trump Allies are Pushing to Hand-Count Ballots around the U.S., THE WASHINGTON POST (4/4/2022) (DOM_0071649769-DOM_0071649776).

[274] NYE001_00000284- NYE001_00000288 at NYE001_00000285.

[275] DOM_0071731343-DOM_0071731344.

[276] Nibert Exhibit 1533: "Re: Moniteau County MO," dated October 26, 2021 (Elkins-Swyers_000064); Plaintiff's Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, dated November 4, 2022.

[277] DOM_0071731343-DOM_0071731344.

[278] DOM_0071731343-DOM_0071731344.

[279] Deposition of Megan Berg, dated October 4, 2022, p. 147.

[280] Plaintiff's Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, dated November 4, 2022.

"piggyback" on an existing contract with Maricopa County, AZ.[281] According to Ms. Noell, Dominion "previously had been told [Dominion was] going to receive this business, piggyback, and then suddenly…[Yavapai County's] entire attitude changed."[282] Mr. Singh testified that the reason why Yavapai County did not choose Dominion "is that the misinformation was just too strong to win a bid in not only Yavapai, but all of Arizona."[283] Even though Dominion "had a very strong solution and a good service record" in Arizona, Dominion could not secure the account because of the "significant role" the misinformation played in anything Dominion would bid on in the state.[284] Absent the misinformation, Mr. Singh believes that Dominion "would have picked up accounts in Arizona, Yavapai being one of them."[285] Yavapai County has since "bought from another vendor," which Ms. Noell believes to be Unisyn.[286]

DuPage County, IL

DuPage County was another promising prospect for Dominion, as Dominion already had a relationship in Cook County, IL and DuPage County also already had a Diebold system that was licensed through Dominion.[287] Dominion estimated that they would have earned $11.4 million in revenue had DuPage County accepted their bid.[288] At the time when the RFP for DuPage County was open, Dominion's "brand was taking a beating."[289] Ms. Noell believes that this bid was lost due to the defamation because although "[DuPage County was] very impressed with [Dominion's] software system when [Dominion] did the demonstration," DuPage County had also told Dominion that "it would be political suicide for [DuPage County] to buy from

[281] Deposition of Sheree Noell, dated October 11, 2022, p. 243.

[282] Deposition of Sheree Noell, dated October 11, 2022, p. 244.

[283] Deposition of Waldeep Singh, dated August 23, 2022, pp. 186-187.

[284] *See, e.g.,* DOM_0071731371-DOM_0071731402 (minutes); DOM_0071731415 (audio) (5/19/21 Board of supervisors meeting county received 44 letters of opposition and no letters in favor of purchasing new election equipment); DOM_0071731403-DOM_0071731405 (6/24/2022 County Recorder circulated a public letter documenting the harassment her office and elections workers have been experiencing); DOM_0071731411-DOM_0071731414 (7/2022 County Recorder and Elections Director both resigned in July 2022 because of threats and accusations related to the 2020 Election).

[285] Deposition of Waldeep Singh, dated August 23, 2022, p. 189.

[286] Deposition of Sheree Noell, dated October 11, 2022, pp. 246 and 248.

[287] Deposition of Sheree Noell, dated October 11, 2022, pp. 250 and 252.

[288] Plaintiff's Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, dated November 4, 2022.

[289] Deposition of Waldeep Singh, dated August 23, 2022, p. 191. *See, e.g.,* DOM_0071726267-DOM_0071726292 (negative press coverage of county's contract with Dominion); DOM_0071723386-DOM_0071723492 (minutes); DOM_0071726293 (video) (8/24/21 county board meeting with public comments against Dominion).

Dominion."[290] Eventually, DuPage County chose Hart over Dominion. According to Mr. Singh, there is no doubt in his mind that the misinformation played a role their decision.[291] The contract between DuPage and Hart was priced at $7.2 million over four years with options for two additional four-year renewals.[292]

Story County, IA[293]

Dominion estimates potential lost revenue of $502,151 from Story County, IA.[294] Dominion is one of three certified voting equipment companies in Iowa, alongside Unisyn and ES&S.[295] This scenario was unusual because, as Mr. DeLongchamp describes, "[Story County] never had [ElectionSource] come out to show the equipment," despite the county issuing an RFP.[296] Dominion did not win this proposal, and Story County purchased from its incumbent vendor, Unisyn.[297]

Franklin County, KS; Lincoln County, KS; and Osborne County, KS

Dominion estimates lost revenue of $227,693 for Franklin County, KS, lost revenue of $109,549 for Osborne County, KS, and lost revenue of $95,912 for Lincoln County, KS.[298] Mr. DeLongchamp testified that it has been particularly difficult to win bids in Kansas, stating that "all of Kansas has been pretty cantankerous when it comes to the false news about Dominion that's been out there…We haven't made any new sales in Kansas since the 2020 election."[299]

---

[290] Deposition of Sheree Noell, dated October 11, 2022, pp. 252-253.

[291] Deposition of Waldeep Singh, dated August 23, 2022, pp. 193-194.

[292] Deposition of Waldeep Singh, dated August 23, 2022, pp. 196-197; Singh Exhibit 1097: Press Release, dated October 26, 2021.

[293] I understand that Dominion mistakenly identified "Story County, IA," as "Storey County, KS" in its original interrogatory response but has since corrected it. (See, Plaintiff's Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, dated November 4, 2022; Deposition of Jeffrey DeLongchamp, dated October 11, 2022, pp. 85-86).

[294] Plaintiff's Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, dated November 4, 2022.

[295] Deposition of Jeffrey DeLongchamp, dated October 11, 2022, pp. 87-88.

[296] Deposition of Jeffrey DeLongchamp, dated October 11, 2022, pp. 88-89.

[297] Deposition of Jeffrey DeLongchamp, dated October 11, 2022, p. 94.

[298] Plaintiff's Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, dated November 4, 2022.

[299] Deposition of Jeffrey DeLongchamp, dated October 11, 2022, p. 96. *See, e.g.*, Statement of Kansas Secretary of State regarding Dominion Voting Systems (11/16/2020) (DOM_0005339984); *see also* 20210116 After a 'free and fair'

Regarding Franklin County, Mr. DeLongchamp testified that "we had customers in their area and we were shocked and kind of surprised that they did not go with us."[300] He experienced a similar situation with Lincoln County, and explained that, "it was the same thing. It was kind of after the '2020 elections losing these quotes that looked positive before 2020," and, "the trend [] was leaning away from Dominion."[301] Mr. DeLongchamp also had a similar experience with Osborne County: "again, it was another one of those ones that was close, right after the 2020 election that it appeared that maybe misinformation may have been a causing factor for them not to go with us " because "it seemed to have put the spoil of Dominion's name across Kansas after the 2020 elections."[302]

Pine County, MN

Prior to a 2020 RFP, Dominion had never tried to solicit business in Pine County.[303] Command Central, Dominion's vendor for Minnesota, had a much higher customer service satisfaction rate than its competitors[304] and Dominion's bid was "pretty much guaranteed to be lower" than the competitors bids.[305] Throughout the demo process, it was clear that the county preferred the Dominion equipment, but they were "worried that…some of the board members would not want to go with the [Dominion equipment] because of the Dominion name."[306] An email from Dominion's dealer confirmed that Dominion lost the bid for Pine County "because of the stigma of the Dominion name" even though "[t]he auditor, our main customer or contact really wanted us."[307] The final bid to Pine County was for $209,599, which only included revenues for

---

election in Kansas, lawmakers propose some changes to voting laws - Kansas Reflector.pdf (state legislators proposed changes to election laws, despite no issues in Kansas elections); 20220317 Kansas senators hear presentation on 2020 election fraud, Emporia professor weighs in.pdf (state legislators heard presentation on election fraud on 2020 election in March 2022 which shows durability of defamation).

[300] Deposition of Jeffrey DeLongchamp, dated October 11, 2022, pp. 96-97.

[301] Deposition of Jeffrey DeLongchamp, dated October 11, 2022, p. 107.

[302] Deposition of Jeffrey DeLongchamp, dated October 11, 2022, pp. 117–118.

[303] Deposition of Chad Trice, dated October 12, 2022, pp. 64-65.

[304] Deposition of Chad Trice, dated October 12, 2022, pp. 101-104; Trice Exhibit 1454: Email Re: "Quote for Image Cast Evolution", dated May 11, 2021 (COMMANDCENTRAL000026).

[305] Deposition of Chad Trice, dated October 12, 2022, pp. 101-102.

[306] Deposition of Chad Trice, dated October 12, 2022, pp. 93-94. *See, e.g.,* DOM_0071730219-DOM_0071730455 (12/21/21); First Round_Unproduced\Ready to produce\Pine County Minutes - 011822.pdf (County Board meetings repeating lies caused by Fox's defamation).

[307] DOM_0071274961- DOM_0071274962.

the first three years they would have the machine.[308] Dominion estimates the loss of future revenue for Pine County to be $239,316.[309]

Sussex County, NJ

Dominion estimates lost revenue to be $2.3 million related to Sussex County.[310] According to Mr. Poulos and Mr. Rosania, Dominion was not allowed to bid in Sussex County after the defamation.[311] Mr. Rosania explained, "[T]he same people that were close to buying [Dominion's] system in [2019] wouldn't even let me demonstrate…I called, asked for a chance to show them…the system, the newly certified system, and I was declined. I was told that they did not even want to see what [Dominion was] offering in New Jersey."[312] This was surprising because Sussex County had reached out to Dominion prior to the defamation, and the two parties had "gotten to negotiated contract terms…[and Sussex County] really liked [Dominion's] system."[313] After the defamation, however, "the conversation went dead. They wouldn't let [Dominion] bid, they wouldn't let [Dominion] demo. They didn't [want] anything to do with [Dominion's] brand."[314]

Kenai Peninsula Borough, AK and Matanuska-Susitna Borough, AK

Dominion estimates lost revenue of $37,400 for Kenai Peninsula Borough and $78,200 for Matanuska-Sustina Borough.[315] Both of these losses pertain to lost upgrade opportunities for the systems currently placed in these jurisdictions.[316] In addition, on September 6, 2022, the Matanuska-Susitna Borough Assembly voted

[308] Deposition of Chad Trice, dated October 12, 2022, pp. 118-119; Trice Exhibit 1457: MN – County Pricing Worksheet (COMMANDCENTRAL000152 – COMMANDCENTRAL000153).

[309] Plaintiffs' Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, November 4, 2022.

[310] Plaintiffs' Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, November 4, 2022.

[311] Deposition of John Poulos, dated October 21, 2022, p. 168; Deposition of Ron Rosania, dated November 15, 2022, pp. 279-280.

[312] Deposition of Ron Rosania, dated November 15, 2022, p. 279.

[313] Deposition of John Poulos, dated October 21, 2022, p. 170.

[314] Deposition of John Poulos, dated October 21, 2022, p. 170; DOM_0071731284-DOM_0071731290 (Board of Elections planned mock election and invited Clear Ballot, ES&S, Hart, KNOWiNK and Tenex but Dominion was not included).

[315] Plaintiffs' Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, dated November 4, 2022.

[316] Deposition of John Poulos, dated October 21, 2022, pp. 334 and 336.

to conduct a full hand count to verify electronically-tabulated results, because "some of the public have expressed concerns that the new Dominion ICP tabulators can be hacked electronically."[317] On October 4, 2022, the Borough cancelled its contract with Dominion and banned electronic voting machines in the jurisdiction.[318]

Placer, CA; Humboldt, NV; Yuba, CA; Madera, CA; Monterey, CA; York County, PA; Crawford, PA; and Armstrong, PA

Dominion estimates the loss for each of these jurisdictions to be $54,799.[319] Mr. Poulos explained that each of these jurisdictions has canceled their on-site support contracts with Dominion which would have consisted of regular annual payments.[320] Placer, for example, stated that it "can't deal with the DVS brand."[321] Humboldt stated that removing Dominion would "minimize chaos."[322] Madera, Monterey, York County, Crawford, and Armstrong also made similar statements about not wanting Dominion personnel on site after the defamation.[323]

---

[317] DOM_0071649565-DOM_0071649567 (Borough Resolution No. 22-072); 2022-09-06 Matanuska-Susitna Borough - assembly meeting.mp4; *See also* Carly Schreck, Mat-Su Borough Assembly votes to hand count November election ballots, KTUU (9/6/2022) (DOM_0071649814-DOM_0071649820, (observing that "a number of concerned residents of the Matanuska and Susitna valleys expressed their distrust in voting machines and the potential compromise to election integrity").

[318] DOM_0071649579-0071649584 (Borough Ordinance No. 22-119); 2022-10-04 Matanuska-Susitna Borough - ASSEMBLY MEETING.mp4; DOM_0071731434-DOM_0071731435 (email from Dana LaTour, the Dominion Sales representative for the jurisdiction).

[319] Plaintiffs' Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, dated November 4, 2022.

[320] Deposition of John Poulos, dated October 21, 2022, p. 337.

[321] Deposition of John Poulos, dated October 21, 2022, pp. 337-338; Deposition of Megan Berg, dated October 4, 2022, pp. 182–83 (confirming Placer County did not want "on-site support from Dominion that they previously had" due to "the substantial impact caused from the defamation and the lies that Fox News allowed to be presented on the air, social media, and the misinformation spread to voters within Placer County and elsewhere alleging that Dominion somehow helped to commit fraud in the general election of 2020"); *see* 2021-06-22 Co. of Placer Board of Supervisors Agenda meeting.mp4 (constituent complaints about election fraud and requests forensic audits); DOM_0071730553-DOM_0071730557 (county clerk releases press statement about county's use of Dominion); DOM_0071730564-DOM_0071730565 (comparison with 2019 press release describing Dominion's equipment as having better security standards and auditing functions than the county's current voting system.").

[322] *See, e.g.,* Deposition of John Poulos, dated October 21, 2022, p. 338; Deposition of Megan Berg, dated October 4, 2022, pp. 191 (confirming similar to testimony on Placer County that the lost opportunity was due to "Humboldt County's desire not to have the same on-site support that Dominion used to provide").

[323] *See, e.g.,* Deposition of John Poulos, dated October 21, 2022, p. 338; Deposition of Megan Berg, dated October 4, 2022, p.197 (confirming same for Yuba County); *id.* at 221 (confirming "Yuba and Monterey, Madera all had concerns about Dominion staff being on-site and the craziness, the questions that the clerk has to deal·with from observers when

Elections British Columbia

Dominion estimates Can$415,255 of lost revenue from a potential opportunity with Elections British Columbia.[324] Around December 2020, Dominion was informed that they had lost the business opportunity with this jurisdiction.[325]

Lewis County, TN; Henderson County, TN; Madison County, TN; Lake County, TN; Haywood County, TN; and Sullivan County, TN

Prior to the defamation, Dominion "enjoyed a good reputation in the state of Tennessee and there was a lot of opportunity for refresh."[326] Dominion was not the incumbent in Tennessee, but most of the counties currently were serviced by a much smaller vendor.[327] John Hastings developed strong relationships with jurisdictions in the state, and Mr. Poulos expected that Dominion would have won a share of the business in Tennessee given its historical win rate for non-incumbent accounts.[328] Dominion estimates total lost revenue for all of these counties at approximately $2.4 million.[329]

Dominion is on-site, so·they choose not to have Dominion resources on-site"); Deposition of Gio Costantiello, dated October 19, 2022, p.214 ("All my counties in Pennsylvania·that I deal with on a regular basis indicate that Fox News and the defamation have made it very difficult for them to purchase additional equipment and services from Dominion."); DOM_0071275442, DOM_0071275443 (4/22/2022 email from California Secretary of State passing along public records request from "New California State Movement"); DOM_0071275444-DOM_0071275445 (4/1/2022 a representative and an attorney from the "New California State Movement" reached out to the Madera County Clerk requesting preservation of records and notifying of their intention to conduct a "full forensic audit" related to "statistical anomalies" in the vote count); DOM_0071731429-DOM_0071731433, DOM_0071649673-DOM_0071649675 (influence of Dominion-related disinformation in York County); DOM_0071723369-0071723380 (detailing resignations of election officials in PA due to stress, overwork, and exhaustion related to 2020-election misinformation, including in Carford County); DOM_0071723356-DOM_0071723368 (detailing election fraud conspiracies in western Pennsylvania).

[324] Plaintiffs' Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, dated November 4, 2022.

[325] *See, e.g.,* Deposition of John Poulos, dated October 21, 2022, pp. 339–340.

[326] Deposition of John Poulos, dated October 21, 2022, p. 341.

[327] Deposition of John Poulos, dated October 21, 2022, p. 341.

[328] Deposition of John Poulos, dated October 21, 2022, p. 341.

[329] Plaintiffs' Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, dated November 4, 2022.

Lake County, OH

Dominion values the lost revenue from Lake County to be $4.5 million.[330] Dominion had a "very good relationship" with the county, but the county stated that they would "have a hard time contracting with Dominion after the defamation. The board and commissioners wouldn't allow it."[331]

City of Cold Lake, Alberta; City of Campbell River, BC

Dominion values the City of Cold Lake lost revenue at Can$15,590 and the City of Campbell River lost revenue at Can$39,470.[332] According to Mr. Poulos, Dominion's "win rate was very, very high in municipalities across Canada, but Alberta, in particular, had increased business friction" due to the defamation.[333] The City of Cold Lake ultimately selected ES&S.[334] The situation in the City of Campbell River was "identical" to what had happened in the City of Cold Lake.[335]

City of Toronto

Dominion values the City of Toronto lost revenue at $9,181,178.[336] The City of Toronto issued an RFP for new equipment in 2021. Though Dominion was not the incumbent in the city, the company had been cultivating a relationship with the city for 20 years and "we had a very decent shot going into that RFP."[337] Mr. Poulos recounts that in 2021, "the entire scope of the relationship changed. They wouldn't return our phone calls. . . . the marked difference of the relationship prior to defamation and after defamation was night

[330] Plaintiffs' Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, dated November 4, 2022.

[331] Deposition of John Poulos, dated October 21, 2022, p. 344; Deposition of Mark Beckstrand, dated September 21, 2022, p.314; *see also* DOM_0071728571-DOM_0071728573 (minutes), DOM_0071728605 (video) (county commissioners discuss election fraud conspiracies during 11/5/20 meeting); DOM_0071728578-DOM_0071728581 at DOM_0071728578 (5/27/21 County Commissioners meeting, public concern remains regarding election security showing durability of defamation).

[332] Plaintiffs' Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, dated dated November 4, 2022.

[333] Deposition of John Poulos, dated October 21, 2022, p. 346; DOM_0071723193; DOM_0071723194-DOM_0071723197 (local paper covered Elections/Trump Twitter controversy).

[334] Deposition of John Poulos, dated October 21, 2022, p. 346.

[335] Deposition of John Poulos, dated October 21, 2022, p. 351.

[336] Plaintiffs' Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, dated November 4, 2022.

[337] Deposition of John Poulos, dated October 21, 2022, p. 299.

and day."[338] The City of Toronto failed to award the contract to Dominion despite (i) Dominion being based in Toronto and having many employees who reside in Toronto and contribute millions of dollars to the city's tax base; (ii) Dominion having the support of local officials who were familiar with Dominion's record at the provincial level; and (iii) Toronto having the option to save millions of dollars by using Ontario's Dominion tabulators, which have been proven to provide accurate results in many elections.[339]

Elections Alberta

Prior to the summer of 2022, when it released a request for proposals for voting equipment, Elections Alberta did not use voting machines to tabulate its elections results.[340] However, the province had conducted pilots with electronic voting equipment over the prior 20 years, always with Dominion.[341] Despite this longstanding relationship, when Elections Alberta ultimately chose a vendor for voting equipment in the summer of 2022, it went with Dominion's competitor, ES&S.[342] Mr. Poulos observed that, "[j]ust because it's Canada; we are not immune to the effect that the defamation has had even to this day, and we see that very loudly in Alberta."[343] Dominion estimates its loss of revenue from Elections Alberta to be $1.4 million.[344]

City of Montreal, QC; Elections Quebec

Estimated lost revenues from the City of Montreal and Elections Quebec are Can$201,300 and Can$21,000,000, respectively.[345] Dominion representatives had a "long-standing relationship" for around 20 years with the City of Montreal, and both of these jurisdictions had concrete plans to implement automated voting systems.[346] In his deposition, Mr. Poulos stated that in both jurisdictions, however, "the defamation

[338] Deposition of John Poulos, dated October 21, 2022, p. 299.

[339] Plaintiffs' Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, dated November 4, 2022.

[340] Deposition of John Poulos, dated October 21, 2022, p. 297.

[341] Deposition of John Poulos, dated October 21, 2022, p. 297. *See also* Deposition of Gio Contantiello, dated October 19, 2022, p. 340 ("we've done a lot of work in Alberta with neighboring municipalities").

[342] Deposition of John Poulos, dated October 21, 2022, p. 297-298.

[343] Deposition of John Poulos, dated October 21, 2022, p. 298.

[344] Plaintiffs' Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, dated November 4, 2022.

[345] Plaintiffs' Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, dated November 4, 2022.

[346] Deposition of John Poulos, dated October 21, 2022, pp. 347-348.

directly caused them to completely ice those plans."[347] He explained that Dominion received calls from the jurisdictions in December 2020 informing Dominion that any plans to implement the automated voting systems were no longer in motion.[348]

Shelby County, TN

Dominion estimates the lost revenue from Shelby County at over $2.5 million.[349] Mr. Poulos stated that prior to the defamation, Dominion believed it had a "higher than normal probability of winning Shelby County because of our positive track record" in neighboring counties in Tennessee.[350] He also believed that Dominion had a "very strong brand image" in Tennessee and had prepared itself for the upcoming bid in Shelby County.[351] The county never issued a bid, however, and the business had already been given to ES&S.[352]

Fulton County, GA

Dominion values the lost revenue for Fulton County at $4.1 million.[353] Fulton County is the largest single county in Georgia and was an existing Dominion customer that needed to procure additional equipment.[354] Dominion is also the only vendor that is certified in the state of Georgia.[355] According to Mr. Poulos, Dominion's opportunity in Fulton County was "killed because of the defamation" including the "defamation and the lies that were . . . broadcast and endorsed by Fox News."[356] Mr. Poulos further believes that this

[347] Deposition of John Poulos, dated October 21, 2022, p. 348.

[348] Deposition of John Poulos, dated October 21, 2022, p. 349.

[349] Plaintiffs' Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, dated November 4, 2022.

[350] Deposition of John Poulos, dated October 21, 2022, p. 352.

[351] Deposition of John Poulos, dated October 21, 2022, p. 352.

[352] Deposition of John Poulos, dated October 21, 2022, p. 353.

[353] Plaintiffs' Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, dated November 4, 2022.

[354] Deposition of John Poulos, dated October 21, 2022, p. 353.

[355] Deposition of John Poulos, dated October 21, 2022, p. 353.

[356] Deposition of John Poulos, dated October 21, 2022, p. 353. *See, e.g.,* DOM_0071726307-DOM_0071726430 (3/3/21), DOM_0071726431-DOM_0071726581 (4/14/21), DOM_0071726838-DOM_0071726996 (8/18/21), DOM_0071726997-DOM_0071727112 (9/1/21), DOM_0071727272-DOM_0071727388 (11/17/21), DOM_0071727526-DOM_0071727660 (3/2/22), DOM_0071727755-DOM_0071727906 (4/13/22), DOM_0071727907-DOM_0071727974 (6/15/22), DOM_0071727975-DOM_0071728122 (7/13/22),

opportunity has been lost because when Dominion had asked Fulton County if the opportunity might still be available, the county responded that the opportunity will not come back."[357]

Elections Saskatchewan

Dominion lost an RFP for Elections Saskatchewan valued at Can$20,400.[358] Mr. Poulos testified that this loss resulted from the defamation.[359] Saskatchewan planned to transition to voting tabulators and electronic poll books over the course of several election cycles from 2020 through 2028.[360]

Adams County, WA

Dominion values the lost revenue related to the RFP in Adams County at $115,082.[361] This was a non-incumbent account, and the county had told Dominion that "anyone that purchases from Dominion is committing…'political suicide.'"[362]

c. Other Impacts on Dominion's Business

In a July 2018 SSC investment opportunity memo, reviewed by Mr. Yaghoobzadeh and provided to investors, SSC highlighted certain elements of Dominion's business that made Dominion an attractive investment opportunity including:[363]

- Leader in an oligopolistic niche industry with roughly 40% market share in the United States;
- Extremely high barriers to entry and strong incumbent advantage that leads to sticky, long-tenured customer relationships and high switching costs;

DOM_0071728123-DOM_0071728231 (9/7/22) (county commissioner meetings in 2021 and 2022 with members of the public repeating Fox's defamation); DOM_0071728232-DOM_0071728248 (election workers leaving posts across Georgia, including in Fulton County); FULTON001_00000352- FULTON001_00000469 (lawsuit filed by several plaintiffs claiming fraudulent ballots were counted).

[357] Deposition of John Poulos, dated October 21, 2022, p. 354.

[358] Plaintiffs' Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, dated November 4, 2022.

[359] Deposition of John Poulos, dated October 21, 2022, p. 355.

[360] 20191026 Electronic vote counting coming to Saskatchewan.pdf.

[361] Plaintiffs' Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, dated November 4, 2022.

[362] Deposition of John Poulos, dated October 21, 2022, pp. 355-356.

[363] Deposition of Hootan Yaghoobzadeh, dated July 22, 2022, p. 115.

- Long tenured, recurring, and diversified customer relationships highlighted by a historic renewal rate of 90%;
- The election tabulation market was in the early stages of an upgrade cycle with Dominion poised to capture its share of a $2.7 billion opportunity, including to (i) convert installed base of customers in the current upgrade cycle, which represents a $919 million life-cycle opportunity for just Dominion's installed base of customers, of which [SSC] only need[s] $354 million to generate attractive returns (substantially less than management's estimate of $571 million over this period), (ii) increase recurring revenues during the upgrade cycle (proven record of increasing recurring revenues by 2.3x for customers who have already upgraded), and (iii) optimize operations over time which [SSC] estimate[s] would result in $9.8 million of cash flow as [it] reduce[s] working capital levels and over $10 million of cost savings as the Company rationalizes its legacy platforms and optimizes its cost structure;
- A highly aligned and incentivized management team with a proven track record of gaining market share;[364]
- A value creation plan with "[m]ultiple additional upside opportunities not reflected in base case: There are additional meaningful upside opportunities that were not factored in [SSC's] base case, including: (i) opportunity to gain market share versus ES&S evidenced both by positive customer feedback from an extensive customer study conducted by our consultants and recent wins in the State of Colorado; Contra Costa, CA; Sacramento, CA; Michigan counties; and the State of New Mexico, (ii) actionable M&A targets that could be highly synergistic, (iii) driving customer adoption of MSA contracts, which is a leasing model that would result in higher recurring revenues, and (iv) international opportunities with emerging economies. with a focus on converting the installed base of customers in the upgrade cycle, increasing recurring revenues during the upgrade cycle, and optimizing operations over time."

Halt to Dominion's Continued Value Creation Plan

The value creation plan for Dominion centered around: (i) converting its existing customers to its new platform, (ii) increasing recurring revenues, and (iii) improving operating margins and working capital levels.[365] The drivers of value creation for Dominion are summarized as follows:[366]

[364] Humphrey Deposition Exhibit 1018 (SS_001518- SS_001524 at SS_001519-SS_001522-SS_001519-SS_001523).

[365] Humphrey Deposition Exhibit 1018 (SS_001518- SS_001524 at SS_001520).

be $920,839,208[745] A diminution in business value award needs to be grossed up to account for taxes as Dominion would be required to pay taxes on any awarded damages, thus these damages are presented on a pre-tax basis.

B. Dominion's lost profits from known lost customers are $15,921,050 and lost profits from lost opportunities are $72,356,192.

To determine Dominion's lost profits, I first identified the contracts known by Dominion to be lost. I then determined the revenue and profits that Dominion would have earned on those contracts beginning in the year following the year in which the contract was lost. I projected eight years of future recurring revenue for each contract, after which the contract would reasonably be expected to be renewed. As a conservative measure, I have only estimated one full, eight-year life cycle for each contract and have not calculated any future profits from renewals after this eight-year period. I have also estimated the lost profits related to anticipated upgrades for these same customers and the recurring time-based and event-based revenues thereafter. I have calculated the net present value of the lost profits related to those contracts as of December 31, 2020. For other opportunities that Dominion lost, I have performed a similar calculation to estimate the profits associated with those potential customers. These lost customers and opportunities are discussed in detail earlier in this report.

To calculate the revenue that Dominion would have earned from 2021 through 2031 (the last year of the eight-year period for certain customers), I identified the customers that Dominion lost since the alleged defamation owing at least in substantial part to the alleged defamation. The existing customers lost during this timeframe are listed in Exhibit 6 and consist of customers that either terminated their contract early or did not renew their contract when it expired after the alleged defamation.

The revenue related to opportunities lost during this timeframe is also listed in Exhibit 6 and consists of prospective customers (and some existing customers) for which Dominion lost the bid or was not invited to participate in the RFP process, or for which the opportunity was withdrawn from the market entirely. It is my understanding these opportunities were lost owing at least in substantial part to the alleged defamation.

[745] See Exhibit 3.

To calculate Dominion's lost profits, I have determined the costs to deduct from the lost revenue. As discussed above, Dominion incurs costs that directly vary with its sales revenue. These costs are referred to as incremental costs, and the resulting margin is referred to as an incremental profit margin.

To determine Dominion's incremental profit margin for which to apply to the lost revenues, I have analyzed the incremental expenses related to the sales of Dominion's products. I have performed an independent analysis to determine the relationship between Dominion's sales and the costs it incurs. I have also obtained an understanding of each incremental cost through discussion with Mr. McGee. Below I discuss each element of incremental costs.

I understand that a variable portion of operations expense is an incremental cost that Dominion would have occurred had they gained any new customers. I have relied on Dominion's most recent historical financials and SG&A costs to estimate future variable costs. In 2020, Dominion's variable portion of operations expense was equal to [redacted]% of time-based revenue.[746] I have applied this margin to Dominion's lost time-based revenues, which include license, warranty, and MSA revenues, to estimate future variable operations costs related to this lost revenue.[747]

Additional sales commissions would also have been incurred had Dominion gained new customers or won new bids. Using the same 2020 historical financial data relied on for Dominion's operations expense, I have determined variable costs from commissions as being equal to [redacted]% of total revenue.[748] I then applied this margin to Dominion's lost time-based, event-based, and new implementation revenues to calculate total sales commissions to deduct from lost revenue.[749] After deducting these incremental costs from lost revenue for each customer, I calculated total profits on both recurring and non-recurring revenue for each customer.[750]

[746] Exhibit 6, Schedule 2.

[747] Exhibit 6, Schedule 2.

[748] Exhibit 6, Schedule 2.

[749] Exhibit 6, Schedule 2.

[750] Exhibit 6, Schedule 2.

As explained above, I understand that the typical lifespan of a Dominion contract is equal to eight years. Therefore, I have calculated future profits and lost profits based on an eight-year contract length for each customer beginning the year following the year in which the customer was determined to be lost.[751] The value of each contract is assumed to be comprised of eight years of recurring time-based and/or event-based profits. For some customers the first year contains non-recurring profits related to a new implementation or upgrade.[752] This yields the expected annual profits and lost profits from each contract during the eight-year lifespan of the contract. Finally, the profits and lost profits from each contract are discounted back to December 31, 2020, using a midpoint convention and a discount rate equal to 8.88%.[753] Total profits and lost profits for the years 2021 through 2031, apportioned to the appropriate named Plaintiff and discounted back to December 31, 2020, are summarized in the tables below:[754]

Discounted Lost Profits Summary
For the Years 2021 through 2031

	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031	Total Lost Profits
Apportioned to Dominion Voting Systems, Inc.												
Lost Profits on Early Terminations / Non-Renewals	$ -	$ 9,396,541	$ 1,207,424	$ 1,077,698	$ 988,905	$ 908,238	$ 834,244	$ 767,359	$ 703,522	$ 37,119	$ -	$ 15,921,050
Apportioned to Dominion Voting Systems Corporation												
Lost Profits on Early Terminations / Non-Renewals	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -

Discounted Profits Summary
For the Years 2021 through 2031

	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031	Total Profits
Apportioned to Dominion Voting Systems, Inc.												
Profits on Lost Bids / Proposals	$ 183,792	$ 4,198,949	$ 490,628	$ 450,926	$ 413,774	$ 380,021	$ 349,061	$ 321,076	$ 292,264	$ -	$ -	$ 7,080,492
Profits on Lost Opportunities	31,152	1,538,036	2,034,783	27,574,277	4,126,475	3,789,867	3,481,108	3,202,014	2,935,634	2,585,791	2,200,744	53,499,879
Total Discounted Profits	$ 214,944	$ 5,736,985	$ 2,525,411	$ 28,025,203	$ 4,540,249	$ 4,169,889	$ 3,830,169	$ 3,523,090	$ 3,227,897	$ 2,585,791	$ 2,200,744	$ 60,580,372
Apportioned to Dominion Voting Systems Corporation												
Profits on Lost Bids / Proposals	$ -	$ -	$ 2,501,516	$ 446,776	$ 409,965	$ 376,523	$ 345,848	$ 318,120	$ 291,655	$ 267,837	$ -	$ 4,958,240
Profits on Lost Opportunities	194,506	102,464	6,520,611	-	-	-	-	-	-	-	-	6,817,580
Total Discounted Profits	$ 194,506	$ 102,464	$ 9,022,127	$ 446,776	$ 409,965	$ 376,523	$ 345,848	$ 318,120	$ 291,655	$ 267,837	$ -	$ 11,775,821

C. Dominion's out-of-pocket costs resulting from the alleged defamation total $14,314,518.

I also understand that in the aftermath of the 2020 Election, Dominion has incurred significant out-of-pocket costs in the form of legal fees, public relations fees, and increased security.[755] I have been provided

[751] Exhibit 6, Schedule 1.

[752] Exhibit 6, Schedule 1.

[753] Exhibit 6, Schedule 1.

[754] Exhibit 6, Schedule 1.

[755] Discussion with John Poulos and Michael McGee.

Dominion's financial records showing the invoiced fees for Legal, Public Relations, and Security that were posted to Dominion's accounting system for the period November 2020 through October 2022.[756] The total amount of these costs for the period November 2020 through October 31, 2022 are summarized in the table below:[757]

	Nov. - Dec. 2020	2021	Jan. - Oct. 2022	Total
Legal/Litigation	$ 318,434	$ 6,382,818	$ 5,495,803	$ 12,197,055
Public Relations	109,000	953,836	403,250	1,466,086
Security	618,220	33,158	-	651,377
Total	**$ 1,045,654**	**$ 7,369,812**	**$ 5,899,053**	**$ 14,314,518**

By incurring these costs, Dominion was prevented from using these funds in a more productive way, such as investing in the growth of its business.

D. Summary of Damages

The diminution in business value on a pre-tax basis, out-of-pocket costs described throughout this report are summarized below. Each category has also been apportioned to the named Plaintiffs.

Apportionment Factor		*90.39%*	*9.61%*
	Total	**Dominion Voting Systems, Inc.**	**Dominion Voting Systems, Corp**
Diminution in Enterprise Value	$ 920,839,208	$ 832,346,560	$ 88,492,648
Out of Pocket Costs	14,314,518	12,938,893	1,375,625
Discounted Lost Profits	15,921,050	15,921,050	-
Discounted Profits on Lost Opportunities	72,356,192	60,580,372	11,775,821

[756] Nov 2020 to Oct 2022 Litigation Invoices.xlsx; *see also* Invoice HSI-0999 (to be produced); DOM_000320004-309; DOM_000320313-314; DOM_000320370-377; DOM_000320383-390; DOM_000320396-403; DOM_000320448-464; DOM_000320475-511; DOM_0071516488; DOM_0071627519; DOM_0071714952; DOM_000320310-312; DOM_000320315-318; DOM_000320340-369; DOM_000320409-438; DOM_000320465-474.

[757] Exhibit 7.

E. Summary of Lost Opportunities to Improve Value

As discussed earlier in the report Dominion was precluded from several opportunities to increase its value through increased earnings and expansion of its business. Each lost opportunity has a potential impact on the enterprise value of Dominion.

a. Cost Savings from People, Processes, and Systems Improvements

Dominion's plan was to retool people, processes and systems to reduce annual SG&A costs by approximately $10 million after the 2020 election.[758] Some of this was to be in salaries and wages as the professional staff was changed. SG&A expenses, excluding depreciation and amortization, were $[redacted] in 2020 and $[redacted] in 2021, a decrease of $541,404.[759] Dominion was unable to carry out its plan to improve operations and generate cost savings due to the alleged defamation for reasons cited earlier in this report including lost borrowing capacity. Had Dominion been able to retool its operations to achieve this annual cost savings it would have increased EBITDA and added value to the company. The enterprise value from my "but for" model produces an EBITDA multiple of 15.02 to enterprise value.[760] At this multiple the lost value from an opportunity to save and additional $9,459,000 in expense annually produces lost value of $142,074,180 on a post-tax basis. The amount is $188,552,745 when grossed up to account for taxes.

	Savings	2020 Dominion EBITDA Multiple	Addition to Post-Tax Enterprise Value	Addition to Enterprise Value Grossed up to Pre-Tax Value @24.6% Rate
SG&A Planned Cost Savings	$ 10,000,000			
Less: Actual Cost Savings	$ 541,000			
Remaining Cost Savings Opportunity	$ 9,459,000	15.02	$ 142,074,180	$ 188,427,294

b. [redacted] and [redacted] Acquisitions

As discussed earlier, Dominion had the opportunity to expand through the acquisitions of [redacted] and [redacted]. The acquisitions would have created the opportunity to market an [redacted] product through the print side of the business, increase

758 21-3 - 1611656_Employee Value Creation - CFO vSent 4.26.19 - OCR, p. 20.

759 Appendix A, Schedule 1.

760 See Exhibit 4A, Summary Schedule.

My report, with supporting exhibits, is contained herein and presents a summary of my opinion and the bases and reasons therefore as of this date. To the extent any additional information is produced by the parties, I will be prepared to incorporate any such additional information into my report, or otherwise to amend or supplement my report as appropriate.

This report is to be used only for the purpose of this litigation and may not be published or used for any other purpose without prior written consent.

By:

Mark J. Hosfield
November 29, 2022

US Dominion, Inc., et al. v. Fox News Network, LLC
Total Discounted Profits by Customer - Based on an 8 Year Contract Length
For the Years 2021 through 2031

Customer [A]	Dominion Entity [B], [1]	Lost by Date [A]	First Year of Revenue	Terminal Year [2]	Recurring Profits [C]	Non-Recurring Profits [C]	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031	Total Profits
Early Terminations / Non-Renewals																		
Atlantic County, NJ	Dominion Voting Systems, Inc.	10/31/2021	2022	2029	$													
Bremer County, IA	Dominion Voting Systems, Inc.	7/19/2021	2022	2029														
Brookline, MA	Dominion Voting Systems, Inc.	6/15/2022	2023	2030														
Callaway County, MO	Dominion Voting Systems, Inc.	10/4/2021	2022	2029														
Cape May County, NJ	Dominion Voting Systems, Inc.	12/15/2021	2022	2029														
Cedar County, IA	Dominion Voting Systems, Inc.	9/12/2022	2023	2030														
Dighton, MA	Dominion Voting Systems, Inc.	3/1/2022	2023	2030														
Fulton County, PA	Dominion Voting Systems, Inc.	9/11/2021	2022	2029														
Hudson County, NJ	Dominion Voting Systems, Inc.	10/31/2021	2022	2029														
Hunterdon County, NJ	Dominion Voting Systems, Inc.	12/15/2021	2022	2029														
Huron County, OH	Dominion Voting Systems, Inc.	7/9/2021	2022	2029														
Lander County, NV	Dominion Voting Systems, Inc.	12/16/2021	2022	2029														
Lane County, KS	Dominion Voting Systems, Inc.	6/17/2021	2022	2029														
Moniteau County, MO	Dominion Voting Systems, Inc.	9/9/2021	2022	2029														
Monmouth County, NJ	Dominion Voting Systems, Inc.	8/19/2021	2022	2029														
Morris County, NJ	Dominion Voting Systems, Inc.	8/18/2021	2022	2029														
Passaic County, NJ	Dominion Voting Systems, Inc.	12/31/2021	2022	2029														
Somerset County, NJ	Dominion Voting Systems, Inc.	8/16/2021	2022	2029														
Williamson County, TN	Dominion Voting Systems, Inc.	6/9/2022	2023	2030														
						Total Lost Profits on Early Terminations / Non-Renewals, Dominion Voting Systems, Inc.	$ -	$ 10,677,887	$ 1,493,967	$ 1,450,859	$ 1,450,859	$ 1,450,859	$ 1,450,859	$ 1,450,859	$ 1,450,859	$ 83,358	$ -	$ 20,960,366
						Total Lost Profits on Early Terminations / Non-Renewals, Dominion Voting Systems Corporation	-	-	-	-	-	-	-	-	-	-	-	-
						Discount Factor	0.958	0.880	0.808	0.743	0.682	0.626	0.575	0.529	0.485	0.445	0.409	
						Total Discounted Lost Profits on Early Terminations / Non-Renewals, Dominion Voting Systems, Inc.	$ -	$ 9,396,541	$ 1,207,424	$ 1,077,698	$ 988,905	$ 908,238	$ 834,244	$ 767,359	$ 703,522	$ 37,119	$ -	$ 15,921,050
						Total Discounted Lost Profits on Early Terminations / Non-Renewals, Dominion Voting Systems Corporation	-	-	-	-	-	-	-	-	-	-	-	-
						Total Discounted Lost Profits on Early Terminations / Non-Renewals	**$ -**	**$ 9,396,541**	**$ 1,207,424**	**$ 1,077,698**	**$ 988,905**	**$ 908,238**	**$ 834,244**	**$ 767,359**	**$ 703,522**	**$ 37,119**	**$ -**	**$ 15,921,050**
Lost Bids / Proposals																		
City of Toronto, Canada	Dominion Voting Systems Corporation	1/14/2022	2023	2030														
DuPage County, IL	Dominion Voting Systems, Inc.	11/2/2021	2022	2029														
Elections Alberta, Canada	Dominion Voting Systems Corporation	9/13/2022	2023	2030														
Franklin County, KS	Dominion Voting Systems, Inc.	8/31/2021	2022	2029														
Lincoln County, KS	Dominion Voting Systems, Inc.	7/2/2021	2022	2029														
Pine County, MN	Dominion Voting Systems, Inc.	5/31/2021	2022	2029														
Story County, IA	Dominion Voting Systems, Inc.	11/30/2020	2021	2028														
Sussex County, NJ	Dominion Voting Systems, Inc.	6/1/2021	2022	2029														
Yavapai County, AZ	Dominion Voting Systems, Inc.	5/18/2021	2022	2029														
						Total Profits on Lost Bids / Proposals, Dominion Voting Systems, Inc.	$ 191,830	$ 4,771,533	$ 607,063	$ 607,063	$ 607,063	$ 607,063	$ 607,063	$ 607,063	$ 602,730	$ -	$ -	$ 9,208,471
						Total Profits on Lost Bids / Proposals, Dominion Voting Systems Corporation	$ -	$ -	$ 3,095,169	$ 601,475	$ 601,475	$ 601,475	$ 601,475	$ 601,475	$ 601,475	$ 601,475	$ -	$ 7,305,494
						Discount Factor	0.958	0.880	0.808	0.743	0.682	0.626	0.575	0.529	0.485	0.445	0.409	
						Total Discounted Profits on Lost Bids / Proposals, Dominion Voting Systems, Inc.	$ 183,792	$ 4,198,949	$ 490,628	$ 450,926	$ 413,774	$ 380,021	$ 349,061	$ 321,076	$ 292,264	$ -	$ -	$ 7,080,492
						Total Discounted Profits on Lost Bids / Proposals, Dominion Voting Systems Corporation	-	-	2,501,516	446,776	409,965	376,523	345,848	318,120	291,655	267,837	-	4,958,240
						Total Discounted Profits on Lost Bids / Proposals	**$ 183,792**	**$ 4,198,949**	**$ 2,992,144**	**$ 897,702**	**$ 823,740**	**$ 756,545**	**$ 694,909**	**$ 639,196**	**$ 583,919**	**$ 267,837**	**$ -**	**$ 12,038,733**
Lost Opportunities																		
Adams County, WA	Dominion Voting Systems, Inc.	5/27/2022	2023	2030														
Armstrong County, PA	Dominion Voting Systems, Inc.	1/1/2022	2023	2030														
City of Campbell River, Canada [3]	Dominion Voting Systems Corporation	12/2/2021	2022	2022														
City of Cold Lake, Canada [3]	Dominion Voting Systems Corporation	4/1/2021	2022	2022														
City of Montreal, Canada [3]	Dominion Voting Systems Corporation	8/18/2021	2022	2022														
Crawford County, PA	Dominion Voting Systems, Inc.	7/26/2022	2023	2030														
Elections British Columbia, Canada [3]	Dominion Voting Systems Corporation	12/1/2020	2021	2021														
Elections Quebec, Canada	Dominion Voting Systems Corporation	4/13/2022	2023	2030														
Elections Saskatchewan, Canada	Dominion Voting Systems Corporation	5/4/2022	2023	2030														
Fulton County, GA	Dominion Voting Systems, Inc.	2/7/2022	2023	2030														
Haywood County, TN	Dominion Voting Systems, Inc.	10/18/2021	2022	2029														
Henderson County, TN	Dominion Voting Systems, Inc.	5/20/2021	2022	2029														
Humboldt, NV	Dominion Voting Systems, Inc.	6/30/2022	2023	2030														
Kenai Peninsula Borough, AK	Dominion Voting Systems, Inc.	4/28/2022	2023	2030														
Lake County, OH	Dominion Voting Systems, Inc.	5/11/2021	2022	2029														
Lake County, TN	Dominion Voting Systems, Inc.	9/1/2021	2022	2029														
Lewis County, TN	Dominion Voting Systems, Inc.	12/7/2020	2021	2028														
Madera, CA	Dominion Voting Systems, Inc.	6/30/2022	2023	2030														
Madison County, TN	Dominion Voting Systems, Inc.	7/6/2021	2022	2029														

US Dominion, Inc., et al. v. Fox News Network, LLC
Total Discounted Profits by Customer - Based on an 8 Year Contract Length
For the Years 2021 through 2031

Customer [A]	Dominion Entity [B], [1]	Lost by Date [A]	First Year of Revenue	Terminal Year [2]	Recurring Profits [C]	Non-Recurring Profits [C]	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031	Total Profits
Matanuska-Sustina Borough, AK	Dominion Voting Systems, Inc.	4/30/2022	2023	2030	[redacted]													
Monterey, CA	Dominion Voting Systems, Inc.	6/30/2022	2023	2030														
Nye County, NV	Dominion Voting Systems, Inc.	4/14/2022	2023	2030														
Placer, CA	Dominion Voting Systems, Inc.	6/30/2022	2023	2030														
Shelby County, TN	Dominion Voting Systems, Inc.	1/14/2022	2023	2030														
State of Louisiana [4]	Dominion Voting Systems, Inc.	6/30/2023	2024	2031														
Sullivan County, TN	Dominion Voting Systems, Inc.	2/22/2022	2023	2030														
Tulare County, CA	Dominion Voting Systems, Inc.	5/20/2021	2022	2029														
York County, PA	Dominion Voting Systems, Inc.	7/26/2022	2023	2030														
Yuba, CA	Dominion Voting Systems, Inc.	6/30/2022	2023	2030														
						Total Profits on Lost Opportunities, Dominion Voting Systems, Inc.	$ 32,514	$ 1,747,768	$ 2,517,672	$ 37,122,074	$ 6,054,101	$ 6,054,101	$ 6,054,101	$ 6,054,101	$ 6,054,101	$ 5,806,852	$ 5,380,791	$ 82,878,176
						Total Profits on Lost Opportunities, Dominion Voting Systems Corporation	203,012	116,436	8,068,066	-	-	-	-	-	-	-	-	8,387,514
						Discount Factor	0.958	0.880	0.808	0.743	0.682	0.626	0.575	0.529	0.485	0.445	0.409	
						Total Discounted Profits on Lost Opportunities, Dominion Voting Systems, Inc.	$ 31,152	$ 1,538,036	$ 2,034,783	$ 27,574,277	$ 4,126,475	$ 3,789,867	$ 3,481,108	$ 3,202,014	$ 2,935,634	$ 2,585,791	$ 2,200,744	$ 53,499,879
						Total Discounted Profits on Lost Opportunities, Dominion Voting Systems Corporation	194,506	102,464	6,520,611	-	-	-	-	-	-	-	-	6,817,580
						Total Discounted Profits on Lost Opportunities	**$ 225,657**	**$ 1,640,500**	**$ 8,555,393**	**$ 27,574,277**	**$ 4,126,475**	**$ 3,789,867**	**$ 3,481,108**	**$ 3,202,014**	**$ 2,935,634**	**$ 2,585,791**	**$ 2,200,744**	**$ 60,317,460**
						Discount Rate (WACC) [D]	**8.88%**											

Sources
[A] Plaintiffs' Fourth Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, dated November 4, 2022.
[B] DOM_0004712861.
[C] Exhibit 6, Schedule 2.
[D] Exhibit 4A, Schedule 3.

Notes
Profits are discounted back to December 31, 2020 using a midpoint convention and a discount rate of 8.88%.
For contracts where only a year has been provided as the date when the customer was lost, the full date lost is assumed to be December 31st of the given year.
To represent a full eight-year contract, profits for each contract are assumed to begin in the year following the Date Lost and are calculated as one year of Non-Recurring Profits in the first year (if applicable, otherwise one year of Recurring Profits) followed by seven years of Recurring Profits.
[1] I understand that the Canadian entity, Dominion Voting Systems Corporation, holds customer contracts in New York, Puerto Rico, and Canada. All other US contracts and the contract in Mongolia are held by the US entity, Dominion Voting Systems, Inc.
[2] Given the standard eight-year contract length, the Terminal Year of each contract is assumed to be eight years after the First Year of Revenue.
[3] Recurring and Non-Recurring Profits for these customers relate to one-year rental opportunities. Therefore, profits from both Recurring and Non-Recurring Revenues for these customers are recognized together in the First Year of Revenue only (Discussion with Michael McGee).
[4] I understand that Dominion's contract with the State of Louisiana has recently been extended through June 30, 2023 (Discussion with Michael McGee).

			Recurring Revenue									Non-Recurring Revenue		
Source	Customer	Salesforce Quote Number	License	Warranty	MSA	Total Time-Based Revenue	Ballots	Parts	Services	Dealers/ Other	Total Event Based Revenue	New Implementation (U.S.)	New Implementation (Canada/International)	Total New Implementation Revenue
[A]	Atlantic County, NJ	Q00006247	$ 6,780	$ 6,000	$ -	$ 12,780	$ -	$ -	$ -	$ -	$ -	$ 270,400	$ -	$ 270,400
[A]	Cape May County, NJ	Q00006967	55,566	42,630	-	98,196	-	-	-	-	-	1,711,953	-	1,711,953
[A]	DuPage County, IL	Q00007018	404,910	85,075	-	489,985	-	-	-	-	-	8,716,352	-	8,716,352
[A]	Haywood County, TN	Q00006992	5,166	3,685	-	8,851	-	-	-	-	-	153,811	-	153,811
[A]	Henderson County, TN	Q00005744	8,280	6,156	-	14,436	-	-	-	-	-	237,492	-	237,492
[A]	Hudson County, NJ	Q00005881	18,090	15,675	-	33,765	-	-	-	-	-	574,050	-	574,050
[A]	Hudson County, NJ	Q00006968	155,400	105,250	-	260,650	-	-	-	-	-	4,873,733	-	4,873,733
[A]	Hunterdon County, NJ	Q00006969	53,382	43,190	-	96,572	-	-	-	-	-	1,598,732	-	1,598,732
[A]	Kenai Peninsula Borough, AK	Q00007341	-	-	-	-	-	-	-	-	-	37,400	-	37,400
[A]	Lake County, OH	Q00003147	142,525	90,900	-	233,425	-	-	-	-	-	3,239,262	-	3,239,262
[A]	Lake County, TN	Q00006274	2,640	1,270	-	3,910	-	-	-	-	-	71,778	-	71,778
[A]	Madison County, TN	Q00006166	23,475	18,045	-	41,520	-	-	-	-	-	566,595	-	566,595
[A]	Matanuska-Sustina Borough, AK	Q00007342	-	-	-	-	-	-	-	-	-	78,200	-	78,200
[L], [1]	Monmouth County, NJ	Q00005799	35,400	31,550	-	66,950	-	-	-	-	-	1,420,268	-	1,420,268
[L], [1]	Monmouth County, NJ	Q00005800	182,940	165,900	-	348,840	-	-	-	-	-	6,254,385	-	6,254,385
[J]	Morris County, NJ	Q00006254	33,692	12,740	-	46,432	-	-	-	-	-	593,117	-	593,117
[J]	Morris County, NJ	Q00006255	43,500	32,375	-	75,875	-	-	-	-	-	1,225,018	-	1,225,018
[J]	Morris County, NJ	Q00006256	43,500	32,375		75,875	-	-	-	-	-	1,267,318	-	1,267,318
[A]	Nye County, NV	Q00007268	2,575	1,500	-	4,075	-	-	-	-	-	8,750	-	8,750
[A]	Passaic County, New Jersey	Q00005791	114,912	88,160	-	203,072	-	-	-	-	-	3,395,344	-	3,395,344
[A]	Shelby County, TN	Q00005829	117,059	51,012	-	168,071	-	-	-	-	-	1,636,111	-	1,636,111
[K]	Somerset County, NJ	Q00006080	91,000	66,475	-	157,475	-	-	-	-	-	2,663,060	-	2,663,060
[A]	State of Louisiana	Q00005696	582,750	290,000	-	872,750	-	-	-	-	-	6,680,094	-	6,680,094
[A]	State of Louisiana	Q00005698	2,862,360	2,981,625	-	5,843,985	-	-	-	-	-	83,002,641	-	83,002,641
[A]	Sussex County, NJ	Q00003174	59,150	49,500	-	108,650	-	-	-	-	-	1,776,755	-	1,776,755
[A]	Tulare County, CA	Q00005872	-	1,500	-	1,500	-	-	-	-	-	31,472	-	31,472
[A]	Yavapai County, AZ	Q00003120	55,574	33,830	-	89,404	-	-	-	-	-	856,239	-	856,239
[B]	City of Campbell River, BC	Q00006216	-	-	-	-	-	-	12,575	-	12,575	-	16,881	16,881
[B]	City of Cold Lake, AB	Q00005403	-	-	-	-	-	363	8,582	-	8,945	-	2,689	2,689
[B]	City of Montreal, QC	Q00005635	-	-	-	-	-	-	45,597	-	45,597	-	104,627	104,627
[B]	Elections British Columbia, BC	Q00004674	-	-	-	-	-	-	163,175	-	163,175	-	146,269	146,269
[B]	Elections Quebec	Q00004446	-	-	-	-	-	-	-	-	-	-	15,671,642	15,671,642
[B]	Elections Saskatchewan	Q00007304	-	-	-	-	-	-	-	-	-	-	15,224	15,224
[B]	Fulton County GA	Q00006033	115,740	111,550	-	227,290	-	-	-	-	-	2,902,922	-	2,902,922
[B]	Sullivan County, TN	Q00007272	29,444	20,857	-	50,301	-	-	-	-	-	704,072	-	704,072

			Recurring Revenue									Non-Recurring Revenue		
Source	Customer	Salesforce Quote Number	License	Warranty	MSA	Total Time-Based Revenue	Ballots	Parts	Services	Dealers/ Other	Total Event Based Revenue	New Implementation (U.S.)	New Implementation (Canada/International)	Total New Implementation Revenue
[C]	Bremer County, IA	No Quote, Dealer	10,385	-	-	10,385	-	-	-	-	-	-	-	-
[C]	Brookline, MA	No Quote, Dealer	2,000	-	-	2,000	-	-	-	-	-	107,000	-	107,000
[C]	Callaway County, MO	No Quote, Dealer	5,142	-	-	5,142	-	-	-	-	-	-	-	-
[C]	Dighton, MA	No Quote, Dealer	570	-	-	570	-	-	-	-	-	4,600	-	4,600
[C]	Franklin County, KS	No Quote, Dealer	13,174	-	-	13,174	-	-	-	-	-	147,480	-	147,480
[C]	Lane County, KS	No Quote, Dealer	1,795	-	-	1,795	-	-	-	-	-	-	-	-
[C]	Lincoln County, KS	No Quote, Dealer	6,532	-	-	6,532	-	-	-	-	-	56,140	-	56,140
[C]	Moniteau County, MO	No Quote, Dealer	9,738	-	-	9,738	-	-	-	-	-	-	-	-
[C]	Pine County, MN	No Quote, Dealer	10,268	-	-	10,268	-	-	-	-	-	176,800	-	176,800
[C], [2]	Story County, IA	No Quote, Dealer	4,952	-	-	4,952	-	-	-	-	-	472,000	-	472,000
[G]	Adams County, WA	Q00001850	4,000	980	-	4,980	-	-	-	-	-	80,222	-	80,222
[H], [3]	City of Toronto	No Quote	687,362	-	-	687,362	-	-	-	-	-	-	4,606,022	4,606,022
[H]	Elections Alberta	Q00008294	-	-	-	-	-	-	-	-	-	-	1,411,962	1,411,962
[I]	Cedar County, IA	No Quote	2,279	-	-	2,279	-	-	-	-	-	-	-	-
[E]	Lewis County, TN	No Quote	-	-	-	-	-	-	-	-	-	80,000	-	80,000
[D], [4]	Armstrong County, PA	No Quote	-	-	-	-	-	-	9,000	-	9,000	-	-	-
[D], [3]	Crawford County, PA	No Quote	-	-	-	-	-	-	9,000	-	9,000	-	-	-
[D], [3]	Humboldt, NV	No Quote	-	-	-	-	-	-	9,000	-	9,000	-	-	-
[D], [3]	Madera, CA	No Quote	-	-	-	-	-	-	9,000	-	9,000	-	-	-
[D], [3]	Monterey, CA	No Quote	-	-	-	-	-	-	9,000	-	9,000	-	-	-
[D], [3]	Placer, CA	No Quote	-	-	-	-	-	-	9,000	-	9,000	-	-	-
[D], [3]	York County, PA	No Quote	-	-	-	-	-	-	9,000	-	9,000	-	-	-
[D], [3]	Yuba, CA	No Quote	-	-	-	-	-	-	9,000	-	9,000	-	-	-
[D]	Fulton County, PA	No Quote	-	-	41,065	41,065	-	-	-	-	-	-	-	-
[F], [5]	Huron County, OH	No Quote	-	-	100,831	100,831	-	-	-	-	-	-	-	-
[D], [6]	Lander County, NV	No Quote	28,771	-	-	28,771	-	-	-	-	-	-	-	-
[D]	Williamson County, TN	No Quote	59,645	37,226	-	96,871	-	-	-	-	-	-	-	-

			Margins on Recurring Revenue [M]				Margins on Non-Recurring Revenue [M]		Expense Margins [N]	
Source	Customer	Salesforce Quote Number	Time-Based, License	Time-Based, Warranty	Time-Based, MSA	Event-Based Margins	New Implementation (U.S.)	New Implementation (Canada/International)	Variable Operations (% of Time-Based Revenue)	Commissions (% of Total Revenue)
[A]	Atlantic County, NJ	Q00006247	[redacted]							
[A]	Cape May County, NJ	Q00006967								
[A]	DuPage County, IL	Q00007018								
[A]	Haywood County, TN	Q00006992								
[A]	Henderson County, TN	Q00005744								
[A]	Hudson County, NJ	Q00005881								
[A]	Hudson County, NJ	Q00006968								
[A]	Hunterdon County, NJ	Q00006969								
[A]	Kenai Peninsula Borough, AK	Q00007341								
[A]	Lake County, OH	Q00003147								
[A]	Lake County, TN	Q00006274								
[A]	Madison County, TN	Q00006166								
[A]	Matanuska-Sustina Borough, AK	Q00007342								
[L], [1]	Monmouth County, NJ	Q00005799								
[L], [1]	Monmouth County, NJ	Q00005800								
[J]	Morris County, NJ	Q00006254								
[J]	Morris County, NJ	Q00006255								
[J]	Morris County, NJ	Q00006256								
[A]	Nye County, NV	Q00007268								
[A]	Passaic County, New Jersey	Q00005791								
[A]	Shelby County, TN	Q00005829								
[K]	Somerset County, NJ	Q00006080								
[A]	State of Louisiana	Q00005696								
[A]	State of Louisiana	Q00005698								
[A]	Sussex County, NJ	Q00003174								
[A]	Tulare County, CA	Q00005872								
[A]	Yavapai County, AZ	Q00003120								
[B]	City of Campbell River, BC	Q00006216								
[B]	City of Cold Lake, AB	Q00005403								
[B]	City of Montreal, QC	Q00005635								
[B]	Elections British Columbia, BC	Q00004674								
[B]	Elections Quebec	Q00004446								
[B]	Elections Saskatchewan	Q00007304								
[B]	Fulton County GA	Q00006033								
[B]	Sullivan County, TN	Q00007272								

			Margins on Recurring Revenue [M]				Margins on Non-Recurring Revenue [M]		Expense Margins [N]	
Source	Customer	Salesforce Quote Number	Time-Based, License	Time-Based, Warranty	Time-Based, MSA	Event-Based Margins	New Implementation (U.S.)	New Implementation (Canada/International)	Variable Operations (% of Time-Based Revenue)	Commissions (% of Total Revenue)
[C]	Bremer County, IA	No Quote, Dealer	[redacted]							
[C]	Brookline, MA	No Quote, Dealer								
[C]	Callaway County, MO	No Quote, Dealer								
[C]	Dighton, MA	No Quote, Dealer								
[C]	Franklin County, KS	No Quote, Dealer								
[C]	Lane County, KS	No Quote, Dealer								
[C]	Lincoln County, KS	No Quote, Dealer								
[C]	Moniteau County, MO	No Quote, Dealer								
[C]	Pine County, MN	No Quote, Dealer								
[C], [2]	Story County, IA	No Quote, Dealer								
[G]	Adams County, WA	Q00001850								
[H], [3]	City of Toronto	No Quote								
[H]	Elections Alberta	Q00008294								
[I]	Cedar County, IA	No Quote								
[E]	Lewis County, TN	No Quote								
[D], [4]	Armstrong County, PA	No Quote								
[D], [3]	Crawford County, PA	No Quote								
[D], [3]	Humboldt, NV	No Quote								
[D], [3]	Madera, CA	No Quote								
[D], [3]	Monterey, CA	No Quote								
[D], [3]	Placer, CA	No Quote								
[D], [3]	York County, PA	No Quote								
[D], [3]	Yuba, CA	No Quote								
[D]	Fulton County, PA	No Quote								
[F], [5]	Huron County, OH	No Quote								
[D], [6]	Lander County, NV	No Quote								
[D]	Williamson County, TN	No Quote								

			Profits on Recurring Revenue								Profits on Non-Recurring Revenue				
Source	Customer	Salesforce Quote Number	Time-Based, License	Time-Based, Warranty	Time-Based, MSA	Event-Based, Total	Variable Operations Expense, Time-Based [7]	Expense, Time and Event-Based [7]	Total Time-Based Profits	Total Event-Based Profits	New Implementation (U.S.)	New Implementation (Canada/International)	Commissions Expense, New Implementation [7]	Total Recurring Profits	Total Non-Recurring Profits
[A]	Atlantic County, NJ	Q00006247	[redacted]												
[A]	Cape May County, NJ	Q00006967													
[A]	DuPage County, IL	Q00007018													
[A]	Haywood County, TN	Q00006992													
[A]	Henderson County, TN	Q00005744													
[A]	Hudson County, NJ	Q00005881													
[A]	Hudson County, NJ	Q00006968													
[A]	Hunterdon County, NJ	Q00006969													
[A]	Kenai Peninsula Borough, AK	Q00007341													
[A]	Lake County, OH	Q00003147													
[A]	Lake County, TN	Q00006274													
[A]	Madison County, TN	Q00006166													
[A]	Matanuska-Sustina Borough, AK	Q00007342													
[L], [1]	Monmouth County, NJ	Q00005799													
[L], [1]	Monmouth County, NJ	Q00005800													
[J]	Morris County, NJ	Q00006254													
[J]	Morris County, NJ	Q00006255													
[J]	Morris County, NJ	Q00006256													
[A]	Nye County, NV	Q00007268													
[A]	Passaic County, New Jersey	Q00005791													
[A]	Shelby County, TN	Q00005829													
[K]	Somerset County, NJ	Q00006080													
[A]	State of Louisiana	Q00005696													
[A]	State of Louisiana	Q00005698													
[A]	Sussex County, NJ	Q00003174													
[A]	Tulare County, CA	Q00005872													
[A]	Yavapai County, AZ	Q00003120													
[B]	City of Campbell River, BC	Q00006216													
[B]	City of Cold Lake, AB	Q00005403													
[B]	City of Montreal, QC	Q00005635													
[B]	Elections British Columbia, BC	Q00004674													
[B]	Elections Quebec	Q00004446													
[B]	Elections Saskatchewan	Q00007304													
[B]	Fulton County GA	Q00006033													
[B]	Sullivan County, TN	Q00007272													

			Profits on Recurring Revenue								Profits on Non-Recurring Revenue				
Source	Customer	Salesforce Quote Number	Time-Based, License	Time-Based, Warranty	Time-Based, MSA	Event-Based, Total	Variable Operations Expense, Time-Based [7]	Expense, Time and Event-Based [7]	Total Time-Based Profits	Total Event-Based Profits	New Implementation (U.S.)	New Implementation (Canada/International)	Commissions Expense, New Implementation [7]	Total Recurring Profits	Total Non-Recurring Profits
[C]	Bremer County, IA	No Quote, Dealer													
[C]	Brookline, MA	No Quote, Dealer													
[C]	Callaway County, MO	No Quote, Dealer													
[C]	Dighton, MA	No Quote, Dealer													
[C]	Franklin County, KS	No Quote, Dealer													
[C]	Lane County, KS	No Quote, Dealer													
[C]	Lincoln County, KS	No Quote, Dealer													
[C]	Moniteau County, MO	No Quote, Dealer													
[C]	Pine County, MN	No Quote, Dealer													
[C], [2]	Story County, IA	No Quote, Dealer													
[G]	Adams County, WA	Q00001850													
[H], [3]	City of Toronto	No Quote													
[H]	Elections Alberta	Q00008294													
[I]	Cedar County, IA	No Quote													
[E]	Lewis County, TN	No Quote													
[D], [4]	Armstrong County, PA	No Quote													
[D], [3]	Crawford County, PA	No Quote													
[D], [3]	Humboldt, NV	No Quote													
[D], [3]	Madera, CA	No Quote													
[D], [3]	Monterey, CA	No Quote													
[D], [3]	Placer, CA	No Quote													
[D], [3]	York County, PA	No Quote													
[D], [3]	Yuba, CA	No Quote													
[D]	Fulton County, PA	No Quote													
[F], [5]	Huron County, OH	No Quote													
[D], [6]	Lander County, NV	No Quote													
[D]	Williamson County, TN	No Quote													

Sources:
[A] Lost Customers Revenue - Source Tabs.xlsx, 'SF Report 9.13' tab.
[B] Lost Customers Revenue - Source Tabs.xlsx, 'SF Report 9.12' tab.
[C] Lost Customers Revenue - Source Tabs.xlsx, 'Dealer - 9.13' tab.
[D] Discussion with Michael McGee.
[E] Lost Customers Revenue - Source Tabs.xlsx, 'Lost Revenue Calc - 9.12' tab.
[F] Lost Customers Revenue - Source Tabs.xlsx, 'Contract Value Calc - 9.13' tab.
[G] Lost Customers Revenue - Source Tabs.xlsx, 'SF Report 9.19' tab.
[H] Lost Customers Revenue - Source Tabs.xlsx, 'Alberta and Toronto' and 'Toronto' tabs.
[I] DVS139884; DVS143295. Calculated as average royalties from 2020 and 2021.
[J] DOM_0004832126; DOM_0004832315; DOM_0004832318.
[K] Somerset EV and County Wide Quote.pdf.
[L] DOM_0004832336 and Monmouth County updated Early Vote Quote V.3.pdf.
[M] Exhibit 4A, Schedule 2.1.
[N] Exhibit 4A, Schedule 2.2.

Notes:
For the following customers, all revenue related to parts and services is considered New Implementation (U.S.) revenue: all customers listed in source [A], Fulton County GA, Sullivan County, TN, and Adams County, WA.
Amounts for Canadian customers originally provided in CAD have been converted to USD using the exchange rate as of November 28, 2022, of 1.34 CAD / 1 USD (https://www.xe.com/currencyconverter/convert/?Amount=1&From=USD&To=CAD).
[1] The Recurring and Non-Recurring revenues for Monmouth County are calculated according to the revenues provided in quotes Q00005799 and Q00005800 (see DOM_0004832336 and Monmouth County updated Early Vote Quote V.3.pdf).
[2] I understand that the revenue data from the source file for Story County, IA, is incorrectly labeled as Storey County, KS (see, Plaintiffs' Fourth Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, dated November 4, 2022, p. 6).
[3] License revenue for Toronto is assumed to be equal to $687,362 (Discussion with Michael McGee).
[4] I understand that annual revenue of $9,000 is based on the assumption that these customers purchased two election day support services valued at $4,500 each (Discussion with Michael McGee).
[5] The Recurring Revenue for Huron County is calculated based on the 4-year extension of a contract pertaining to a buyout (Discussion with Michael McGee).
[6] Discounted Contract Value is calculated using annual revenue of $28,771.25. According to Mike McGee, the amendment to the Lander County contract did not reflect the changes made to annual revenues due to the replacement of ICC-M160 machines with ICC-G2140 machines. The annual $2,100 M160 license and $1433.25 M160 warranty fees should be subtracted from the annual fees of $8,925, resulting in annual fees of $5,391.75 for this amendment. Added to the existing annual fees of $23,379.50, this results in total annual fees of $28,771.25 for the Lander County contract (Discussion with Michael McGee; see DOM_0000860701 and DOM_0000848820).
[7] Variable Operations Expense is calculated as a % of Time-Based revenues only. Commissions Expense is calculated as a % of Total Revenues, which includes Time-Based, Event-Based, and New Implementation revenues.

US Dominion, Inc., et al. v. Fox News Network, LLC
Dominion Out-of-Pocket Costs
For the Period November 2020 through October 2022

Exhibit 7 (Out-of-Pocket Costs)

	2020			2021												
	Nov-20	Dec-20	Total 2020	Jan-21	Feb-21	Mar-21	Apr-21	May-21	Jun-21	Jul-21	Aug-21	Sep-21	Oct-21	Nov-21	Dec-21	Total 2021
Legal/Litigation																
Advanced Strategies, Inc.																
Albrechta & Coble, Ltd																
Analysis Group																
Branch Office Services																
Brownstein Hyatt Farber Schreck, LLP																
Buchanan Ingersoll & Rooney PC																
Burgess Law PC IOLTA																
Clare Locke LLP																
Davis & Hosfield Consulting LLC																
Driven, Inc.																
Election Data and Statistics, Inc																
Empire Discovery																
Faegre Drinker Biddle & Reath LLP																
Farnan LLP																
First Legal Network Insurance Services,LLC																
First Records Retrival																
Frank Sesno Reports, Inc.																
Global Business Experts Group																
Greene Espel PLLP																
Gruel Mills Nims & Pylman PLLC																
Jonah Berger																
Kean Miller, LLP																
Legal Media, Inc																
Legility LLC																
Lexitas																
Merriman Legando William & Klang, LLC																
Mintz Group LLC																
PARKS,CHESIN,&WALBERT,P.C.																
Robinson Gray Stepp & Laffitte, LLC																
Rodney Smolla																
SIMS Funk, PLC																
Snell & Wilmer L.L.P																
STEVENS & LEE																
Summit Repographics																
Susman Godfrey L.L.P																
TD International, LLC (TDI)																
The Gigicos Group																
The MITRE Corporation																
Thomson Reuters - West																
U.S. Legal Support, Inc.																
Ubeo, LLC																
Veritext, LLC-Mid-Atlantic Region																
Winthrop & Weinstine, P.A.																
Legal/Litigation Total	**$ -**	**$ 318,434**	**$ 318,434**	**$ 585,811**	**$ 1,022,942**	**$ 873,543**	**$ 1,057,964**	**$ 364,934**	**$ 206,191**	**$ 148,950**	**$ 774,793**	**$ 504,952**	**$ 249,320**	**$ 318,135**	**$ 275,281**	**$ 6,382,818**
Public Relations																
Hamilton Place Strategies , LLC																
The Ehrhardt Group, Inc																
Public Relations Total	**$ -**	**$ 109,000**	**$ 109,000**	**$ 73,321**	**$ 68,354**	**$ 122,266**	**$ 85,322**	**$ 104,296**	**$ 67,500**	**$ 7,500**	**$ 137,775**	**$ 15,000**	**$ 7,500**	**$ 180,000**	**$ 85,000**	**$ 953,836**
Security																
Hallstar Solutions																
K2 Intelligence, LLC																
Police Security Services																
Security Total	**$ 428,261**	**$ 189,959**	**$ 618,220**	**$ 24,560**	**$ -**	**$ 7,158**	**$ -**	**$ -**	**$ -**	**$ 1,440**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ 33,158**
Grand Total, Out-of-Pocket Costs	**$ 428,261**	**$ 617,393**	**$ 1,045,654**	**$ 683,692**	**$ 1,091,297**	**$ 1,002,967**	**$ 1,143,287**	**$ 469,231**	**$ 273,691**	**$ 157,890**	**$ 912,568**	**$ 519,952**	**$ 256,820**	**$ 498,135**	**$ 360,281**	**$ 7,369,812**

US Dominion, Inc., et al. v. Fox News Network, LLC
Dominion Out-of-Pocket Costs
For the Period November 2020 through October 2022

	2022											
	Jan-22	Feb-22	Mar-22	Apr-22	May-22	Jun-22	Jul-22	Aug-22	Sep-22	Oct-22	Total 2022	Total, All Years
Legal/Litigation												
Advanced Strategies, Inc.												
Albrechta & Coble, Ltd												
Analysis Group												
Branch Office Services												
Brownstein Hyatt Farber Schreck, LLP												
Buchanan Ingersoll & Rooney PC												
Burgess Law PC IOLTA												
Clare Locke LLP												
Davis & Hosfield Consulting LLC												
Driven, Inc.												
Election Data and Statistics, Inc												
Empire Discovery												
Faegre Drinker Biddle & Reath LLP												
Farnan LLP												
First Legal Network Insurance Services,LLC												
First Records Retrival												
Frank Sesno Reports, Inc.												
Global Business Experts Group												
Greene Espel PLLP												
Gruel Mills Nims & Pylman PLLC												
Jonah Berger												
Kean Miller, LLP												
Legal Media, Inc												
Legility LLC												
Lexitas												
Merriman Legando William & Klang, LLC												
Mintz Group LLC												
PARKS,CHESIN,&WALBERT,P.C.												
Robinson Gray Stepp & Laffitte, LLC												
Rodney Smolla												
SIMS Funk, PLC												
Snell & Wilmer L.L.P												
STEVENS & LEE												
Summit Repographics												
Susman Godfrey L.L.P												
TD International, LLC (TDI)												
The Gigicos Group												
The MITRE Corporation												
Thomson Reuters - West												
U.S. Legal Support, Inc.												
Ubeo, LLC												
Veritext, LLC-Mid-Atlantic Region												
Winthrop & Weinstine, P.A.												
Legal/Litigation Total	$ 128,219	$ 307,677	$ 222,011	$ 306,499	$ 169,783	$ 251,991	$ 776,946	$ 559,796	$ 1,330,085	$ 1,442,796	$ 5,495,803	$ 12,197,055
Public Relations												
Hamilton Place Strategies , LLC												
The Ehrhardt Group, Inc												
Public Relations Total	$ 63,750	$ 11,250	$ 122,000	$ 63,750	$ 3,750	$ 63,750	$ 63,750	$ 3,750	$ 3,750	$ 3,750	$ 403,250	$ 1,466,086
Security												
Hallstar Solutions												
K2 Intelligence, LLC												
Police Security Services												
Security Total	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ 651,377
Grand Total, Out-of-Pocket Costs	$ 191,969	$ 318,927	$ 344,011	$ 370,249	$ 173,533	$ 315,741	$ 840,696	$ 563,546	$ 1,333,835	$ 1,446,546	$ 5,899,053	$ 14,314,518

Source:
Nov 2020-Oct 2022 Litigation Invoices.xlsx.

Note:
I understand from Michael McGee that Police Security Services were incurred in November 2020 and are reflected above.

IN THE SUPERIOR COURT OF THE STATE OF DELAWARE

Case No. N21C-03-257 EMD

US DOMINION, INC., DOMINION VOTING SYSTEMS, INC., and DOMINION VOTING SYSTEMS CORPORATION,

Plaintiffs,

v.

FOX NEWS NETWORK, LLC,

Defendant

ERRATA TO THE EXPERT REPORT AND DISCLOSURE OF MARK J. HOSFIELD

Submitted December 9, 2022

HIGHLY CONFIDENTIAL – ATTORNEY EYES ONLY

I. Errata Summary

I have previously submitted an Expert Report and Disclosure ("Opening Report"), dated November 29, 2022, for the above referenced matter. Subsequent to the issuance of that report, I have discovered two inadvertent formula/linking errors subsumed within Exhibit 6 and Appendix K to that report. For simplicity, I have prepared an errata table, shown below, indicating any resulting changes to my Opening Report. I have included the impacted report tables that have been updated as well. Further, I have attached corrected PDF versions of the impacted Exhibit 3, Exhibit 6, and Appendix K. I understand corrected native Excel files were produced on December 8, 2022.

Errata Items		Type of Errata
Table of Contents	B Dominion's lost profits from known lost customers are $15,921,050 and ~~lost~~ profits from lost opportunities are ~~$72,356,192~~ $72,126,988	Text and Number Correction
Page 5	B Dominion's lost profits from known lost customers are $15,921,050 and ~~from lost~~ profits from lost opportunities are ~~$72,356,192~~ $72,126,988	Text and Number Correction
Page 128	The median and average MVIC to LTM EBITDA multiples of 17 7x and 22 8x for the non-subject company transactions discussed above indicate enterprise values of Dominion as of December 31, 2020 of ~~$886 8~~ $874 2 million and $1 1 billion, respectively, on a post-tax basis [723]	Number Correction
Page 135	B Dominion's lost profits from known lost customers are $15,921,050 and ~~lost~~ profits from lost opportunities are ~~$72,356,192~~ $72,126,988	Text and Number Correction
Page 137	Discounted Profits Summary table [see updated table below]	Number Correction
Page 138	Summary of Damages table [see updated table below]	Number Correction
Exhibit 3, Schedule 1	Discounted Profits on Lost Opportunities updated due to formula error in Exhibit 6	Number Correction
Exhibit 6	The Total Time Based-Profits formula on Schedule 2 was inadvertently including Event-Based profits	Number Correction
Appendix K, Schedule 1	Dominion 2020 Normalized EBITDA corrected for linking error	Number Correction

Discounted Profits Summary
For the Years 2021 through 2031

	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031	Total Profits
Apportioned to Dominion Voting Systems, Inc.												
Profits on Lost Bids / Proposals	$ 183,792	$ 4,198,949	$ 490,628	$ 450,926	$ 413,774	$ 380,021	$ 349,061	$ 321,076	$ 292,264	$ -	$ -	$ 7,080,492
Profits on Lost Opportunities	31,152	1,538,036	2,011,287	27,552,682	4,106,660	3,771,668	3,464,392	3,186,638	2,921,537	2,572,845	2,200,744	53,357,639
Total Discounted Profits	$ 214,944	$ 5,736,985	$ 2,501,915	$28,003,608	$ 4,520,434	$ 4,151,690	$ 3,813,453	$ 3,507,713	$ 3,213,800	$ 2,572,845	$ 2,200,744	$60,438,131
Apportioned to Dominion Voting Systems Corporation												
Profits on Lost Bids / Proposals	$ -	$ -	$ 2,501,516	$ 446,776	$ 409,965	$ 376,523	$ 345,848	$ 318,120	$ 291,655	$ 267,837	$ -	$ 4,958,240
Profits on Lost Opportunities	131,388	78,618	6,520,611	-	-	-	-	-	-	-	-	6,730,617
Total Discounted Profits	$ 131,388	$ 78,618	$ 9,022,127	$ 446,776	$ 409,965	$ 376,523	$ 345,848	$ 318,120	$ 291,655	$ 267,837	$ -	$11,688,857

Apportionment Factor		*90.39%*	*9.61%*
	Total	**Dominion Voting Systems, Inc.**	**Dominion Voting Systems, Corp**
Diminution in Enterprise Value	$ 920,839,208	$ 832,346,560	$ 88,492,648
Out of Pocket Costs	14,314,518	12,938,893	1,375,625
Discounted Lost Profits	15,921,050	15,921,050	-
Discounted Profits on Lost Opportunities	72,126,988	60,438,131	11,688,857

****

This is to be used only for the purpose of this litigation and may not be published or used for any other purpose without prior written consent.

By:

Mark J. Hosfield
December 9, 2022

US Dominion, Inc., et al. v. Fox News Network, LLC
Total Discounted Profits by Customer - Based on an 8 Year Contract Length
For the Years 2021 through 2031

Customer [A]	Dominion Entity [B], [1]	Lost by Date [A]	First Year of Revenue	Terminal Year [2]	Recurring Profits [C]	Non-Recurring Profits [C]	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031	Total Profits
Early Terminations / Non-Renewals																		
Atlantic County, NJ	Dominion Voting Systems, Inc.	10/31/2021	2022	2029														
Bremer County, IA	Dominion Voting Systems, Inc.	7/19/2021	2022	2029														
Brookline, MA	Dominion Voting Systems, Inc.	6/15/2022	2023	2030														
Callaway County, MO	Dominion Voting Systems, Inc.	10/4/2021	2022	2029														
Cape May County, NJ	Dominion Voting Systems, Inc.	12/15/2021	2022	2029														
Cedar County, IA	Dominion Voting Systems, Inc.	9/12/2022	2023	2030														
Dighton, MA	Dominion Voting Systems, Inc.	3/1/2022	2023	2030														
Fulton County, PA	Dominion Voting Systems, Inc.	9/11/2021	2022	2029														
Hudson County, NJ	Dominion Voting Systems, Inc.	10/31/2021	2022	2029														
Hunterdon County, NJ	Dominion Voting Systems, Inc.	12/15/2021	2022	2029														
Huron County, OH	Dominion Voting Systems, Inc.	7/9/2021	2022	2029														
Lander County, NV	Dominion Voting Systems, Inc.	12/16/2021	2022	2029														
Lane County, KS	Dominion Voting Systems, Inc.	6/17/2021	2022	2029														
Moniteau County, MO	Dominion Voting Systems, Inc.	9/9/2021	2022	2029														
Monmouth County, NJ	Dominion Voting Systems, Inc.	8/19/2021	2022	2029														
Morris County, NJ	Dominion Voting Systems, Inc.	8/18/2021	2022	2029														
Passaic County, NJ	Dominion Voting Systems, Inc.	12/31/2021	2022	2029														
Somerset County, NJ	Dominion Voting Systems, Inc.	8/16/2021	2022	2029														
Williamson County, TN	Dominion Voting Systems, Inc.	6/9/2022	2023	2030														
						Total Lost Profits on Early Terminations / Non-Renewals, Dominion Voting Systems, Inc.	$ -	$ 10,677,887	$ 1,493,967	$ 1,450,859	$ 1,450,859	$ 1,450,859	$ 1,450,859	$ 1,450,859	$ 1,450,859	$ 83,358	$ -	$ 20,960,366
						Total Lost Profits on Early Terminations / Non-Renewals, Dominion Voting Systems Corporation	-	-	-	-	-	-	-	-	-	-	-	-
						Discount Factor	0.958	0.880	0.808	0.743	0.682	0.626	0.575	0.529	0.485	0.445	0.409	
						Total Discounted Lost Profits on Early Terminations / Non-Renewals, Dominion Voting Systems, Inc.	$ -	$ 9,396,541	$ 1,207,424	$ 1,077,698	$ 988,905	$ 908,238	$ 834,244	$ 767,359	$ 703,522	$ 37,119	$ -	$ 15,921,050
						Total Discounted Lost Profits on Early Terminations / Non-Renewals, Dominion Voting Systems Corporation	-	-	-	-	-	-	-	-	-	-	-	-
						Total Discounted Lost Profits on Early Terminations / Non-Renewals	**$ -**	**$ 9,396,541**	**$ 1,207,424**	**$ 1,077,698**	**$ 988,905**	**$ 908,238**	**$ 834,244**	**$ 767,359**	**$ 703,522**	**$ 37,119**	**$ -**	**$ 15,921,050**
Lost Bids / Proposals																		
City of Toronto, Canada	Dominion Voting Systems Corporation	1/14/2022	2023	2030														
DuPage County, IL	Dominion Voting Systems, Inc.	11/2/2021	2022	2029														
Elections Alberta, Canada	Dominion Voting Systems Corporation	9/13/2022	2023	2030														
Franklin County, KS	Dominion Voting Systems, Inc.	8/31/2021	2022	2029														
Lincoln County, KS	Dominion Voting Systems, Inc.	7/2/2021	2022	2029														
Pine County, MN	Dominion Voting Systems, Inc.	5/31/2021	2022	2029														
Story County, IA	Dominion Voting Systems, Inc.	11/30/2020	2021	2028														
Sussex County, NJ	Dominion Voting Systems, Inc.	6/1/2021	2022	2029														
Yavapai County, AZ	Dominion Voting Systems, Inc.	5/18/2021	2022	2029														
						Total Profits on Lost Bids / Proposals, Dominion Voting Systems, Inc.	$ 191,830	$ 4,771,533	$ 607,063	$ 607,063	$ 607,063	$ 607,063	$ 607,063	$ 607,063	$ 602,730	$ -	$ -	$ 9,208,471
						Total Profits on Lost Bids / Proposals, Dominion Voting Systems Corporation	$ -	$ -	$ 3,095,169	$ 601,475	$ 601,475	$ 601,475	$ 601,475	$ 601,475	$ 601,475	$ 601,475	$ -	$ 7,305,494
						Discount Factor	0.958	0.880	0.808	0.743	0.682	0.626	0.575	0.529	0.485	0.445	0.409	
						Total Discounted Profits on Lost Bids / Proposals, Dominion Voting Systems, Inc.	$ 183,792	$ 4,198,949	$ 490,628	$ 450,926	$ 413,774	$ 380,021	$ 349,061	$ 321,076	$ 292,264	$ -	$ -	$ 7,080,492
						Total Discounted Profits on Lost Bids / Proposals, Dominion Voting Systems Corporation	-	-	2,501,516	446,776	409,965	376,523	345,848	318,120	291,655	267,837	-	4,958,240
						Total Discounted Profits on Lost Bids / Proposals	**$ 183,792**	**$ 4,198,949**	**$ 2,992,144**	**$ 897,702**	**$ 823,740**	**$ 756,545**	**$ 694,909**	**$ 639,196**	**$ 583,919**	**$ 267,837**	**$ -**	**$ 12,038,733**
Lost Opportunities																		
Adams County, WA	Dominion Voting Systems, Inc.	5/27/2022	2023	2030														
Armstrong County, PA	Dominion Voting Systems, Inc.	1/1/2022	2023	2030														
City of Campbell River, Canada [3]	Dominion Voting Systems Corporation	12/2/2021	2022	2022														
City of Cold Lake, Canada [3]	Dominion Voting Systems Corporation	4/1/2021	2022	2022														
City of Montreal, Canada [3]	Dominion Voting Systems Corporation	8/18/2021	2022	2022														
Crawford County, PA	Dominion Voting Systems, Inc.	7/26/2022	2023	2030														
Elections British Columbia, Canada [3]	Dominion Voting Systems Corporation	12/1/2020	2021	2021														
Elections Quebec, Canada	Dominion Voting Systems Corporation	4/13/2022	2023	2030														
Elections Saskatchewan, Canada	Dominion Voting Systems Corporation	5/4/2022	2023	2030														
Fulton County, GA	Dominion Voting Systems, Inc.	2/7/2022	2023	2030														
Haywood County, TN	Dominion Voting Systems, Inc.	10/18/2021	2022	2029														
Henderson County, TN	Dominion Voting Systems, Inc.	5/20/2021	2022	2029														
Humboldt, NV	Dominion Voting Systems, Inc.	6/30/2022	2023	2030														
Kenai Peninsula Borough, AK	Dominion Voting Systems, Inc.	4/28/2022	2023	2030														
Lake County, OH	Dominion Voting Systems, Inc.	5/11/2021	2022	2029														
Lake County, TN	Dominion Voting Systems, Inc.	9/1/2021	2022	2029														
Lewis County, TN	Dominion Voting Systems, Inc.	12/7/2020	2021	2028														
Madera, CA	Dominion Voting Systems, Inc.	6/30/2022	2023	2030														
Madison County, TN	Dominion Voting Systems, Inc.	7/6/2021	2022	2029														

US Dominion, Inc., et al. v. Fox News Network, LLC
Total Discounted Profits by Customer - Based on an 8 Year Contract Length
For the Years 2021 through 2031

Customer [A]	Dominion Entity [B], [1]	Lost by Date [A]	First Year of Revenue	Terminal Year [2]	Recurring Profits [C]	Non-Recurring Profits [C]	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031	Total Profits
Matanuska-Sustina Borough, AK	Dominion Voting Systems, Inc.	4/30/2022	2023	2030	[redacted]													
Monterey, CA	Dominion Voting Systems, Inc.	6/30/2022	2023	2030														
Nye County, NV	Dominion Voting Systems, Inc.	4/14/2022	2023	2030														
Placer, CA	Dominion Voting Systems, Inc.	6/30/2022	2023	2030														
Shelby County, TN	Dominion Voting Systems, Inc.	1/14/2022	2023	2030														
State of Louisiana [4]	Dominion Voting Systems, Inc.	6/30/2023	2024	2031														
Sullivan County, TN	Dominion Voting Systems, Inc.	2/22/2022	2023	2030														
Tulare County, CA	Dominion Voting Systems, Inc.	5/20/2021	2022	2029														
York County, PA	Dominion Voting Systems, Inc.	7/26/2022	2023	2030														
Yuba, CA	Dominion Voting Systems, Inc.	6/30/2022	2023	2030														
						Total Profits on Lost Opportunities, Dominion Voting Systems, Inc.	$ 32,514	$ 1,747,768	$ 2,488,600	$ 37,093,002	$ 6,025,029	$ 6,025,029	$ 6,025,029	$ 6,025,029	$ 6,025,029	$ 5,777,780	$ 5,380,791	$ 82,645,600
						Total Profits on Lost Opportunities, Dominion Voting Systems Corporation	137,133	89,339	8,068,066	-	-	-	-	-	-	-	-	8,294,539
						Discount Factor	0.958	0.880	0.808	0.743	0.682	0.626	0.575	0.529	0.485	0.445	0.409	
						Total Discounted Profits on Lost Opportunities, Dominion Voting Systems, Inc.	$ 31,152	$ 1,538,036	$ 2,011,287	$ 27,552,682	$ 4,106,660	$ 3,771,668	$ 3,464,392	$ 3,186,638	$ 2,921,537	$ 2,572,845	$ 2,200,744	$ 53,357,639
						Total Discounted Profits on Lost Opportunities, Dominion Voting Systems Corporation	131,388	78,618	6,520,611	-	-	-	-	-	-	-	-	6,730,617
						Total Discounted Profits on Lost Opportunities	**$ 162,539**	**$ 1,616,654**	**$ 8,531,897**	**$ 27,552,682**	**$ 4,106,660**	**$ 3,771,668**	**$ 3,464,392**	**$ 3,186,638**	**$ 2,921,537**	**$ 2,572,845**	**$ 2,200,744**	**$ 60,088,256**

Discount Rate (WACC) [D] **8.88%**

Sources
[A] Plaintiffs' Fourth Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, dated November 4, 2022.
[B] DOM_0004712861.
[C] Exhibit 6, Schedule 2.
[D] Exhibit 4A, Schedule 3.

Notes
Profits are discounted back to December 31, 2020 using a midpoint convention and a discount rate of 8.88%.
For contracts where only a year has been provided as the date when the customer was lost, the full date lost is assumed to be December 31st of the given year.
To represent a full eight-year contract, profits for each contract are assumed to begin in the year following the Date Lost and are calculated as one year of Non-Recurring Profits in the first year (if applicable, otherwise one year of Recurring Profits) followed by seven years of Recurring Profits.
[1] I understand that the Canadian entity, Dominion Voting Systems Corporation, holds customer contracts in New York, Puerto Rico, and Canada. All other US contracts and the contract in Mongolia are held by the US entity, Dominion Voting Systems, Inc.
[2] Given the standard eight-year contract length, the Terminal Year of each contract is assumed to be eight years after the First Year of Revenue.
[3] Recurring and Non-Recurring Profits for these customers relate to one-year rental opportunities. Therefore, profits from both Recurring and Non-Recurring Revenues for these customers are recognized together in the First Year of Revenue only (Discussion with Michael McGee).
[4] I understand that Dominion's contract with the State of Louisiana has recently been extended through June 30, 2023 (Discussion with Michael McGee).

			Recurring Revenue									Non-Recurring Revenue		
Source	Customer	Salesforce Quote Number	License	Warranty	MSA	Total Time-Based Revenue	Ballots	Parts	Services	Dealers/ Other	Total Event Based Revenue	New Implementation (U.S.)	New Implementation (Canada/International)	Total New Implementation Revenue
[A]	Atlantic County, NJ	Q00006247	$ 6,780	$ 6,000	$ -	$ 12,780	$ -	$ -	$ -	$ -	$ -	$ 270,400	$ -	$ 270,400
[A]	Cape May County, NJ	Q00006967	55,566	42,630	-	98,196	-	-	-	-	-	1,711,953	-	1,711,953
[A]	DuPage County, IL	Q00007018	404,910	85,075	-	489,985	-	-	-	-	-	8,716,352	-	8,716,352
[A]	Haywood County, TN	Q00006992	5,166	3,685	-	8,851	-	-	-	-	-	153,811	-	153,811
[A]	Henderson County, TN	Q00005744	8,280	6,156	-	14,436	-	-	-	-	-	237,492	-	237,492
[A]	Hudson County, NJ	Q00005881	18,090	15,675	-	33,765	-	-	-	-	-	574,050	-	574,050
[A]	Hudson County, NJ	Q00006968	155,400	105,250	-	260,650	-	-	-	-	-	4,873,733	-	4,873,733
[A]	Hunterdon County, NJ	Q00006969	53,382	43,190	-	96,572	-	-	-	-	-	1,598,732	-	1,598,732
[A]	Kenai Peninsula Borough, AK	Q00007341	-	-	-	-	-	-	-	-	-	37,400	-	37,400
[A]	Lake County, OH	Q00003147	142,525	90,900	-	233,425	-	-	-	-	-	3,239,262	-	3,239,262
[A]	Lake County, TN	Q00006274	2,640	1,270	-	3,910	-	-	-	-	-	71,778	-	71,778
[A]	Madison County, TN	Q00006166	23,475	18,045	-	41,520	-	-	-	-	-	566,595	-	566,595
[A]	Matanuska-Sustina Borough, AK	Q00007342	-	-	-	-	-	-	-	-	-	78,200	-	78,200
[L], [1]	Monmouth County, NJ	Q00005799	35,400	31,550	-	66,950	-	-	-	-	-	1,420,268	-	1,420,268
[L], [1]	Monmouth County, NJ	Q00005800	182,940	165,900	-	348,840	-	-	-	-	-	6,254,385	-	6,254,385
[J]	Morris County, NJ	Q00006254	33,692	12,740	-	46,432	-	-	-	-	-	593,117	-	593,117
[J]	Morris County, NJ	Q00006255	43,500	32,375	-	75,875	-	-	-	-	-	1,225,018	-	1,225,018
[J]	Morris County, NJ	Q00006256	43,500	32,375		75,875	-	-	-	-	-	1,267,318	-	1,267,318
[A]	Nye County, NV	Q00007268	2,575	1,500	-	4,075	-	-	-	-	-	8,750	-	8,750
[A]	Passaic County, New Jersey	Q00005791	114,912	88,160	-	203,072	-	-	-	-	-	3,395,344	-	3,395,344
[A]	Shelby County, TN	Q00005829	117,059	51,012	-	168,071	-	-	-	-	-	1,636,111	-	1,636,111
[K]	Somerset County, NJ	Q00006080	91,000	66,475	-	157,475	-	-	-	-	-	2,663,060	-	2,663,060
[A]	State of Louisiana	Q00005696	582,750	290,000	-	872,750	-	-	-	-	-	6,680,094	-	6,680,094
[A]	State of Louisiana	Q00005698	2,862,360	2,981,625	-	5,843,985	-	-	-	-	-	83,002,641	-	83,002,641
[A]	Sussex County, NJ	Q00003174	59,150	49,500	-	108,650	-	-	-	-	-	1,776,755	-	1,776,755
[A]	Tulare County, CA	Q00005872	-	1,500	-	1,500	-	-	-	-	-	31,472	-	31,472
[A]	Yavapai County, AZ	Q00003120	55,574	33,830	-	89,404	-	-	-	-	-	856,239	-	856,239
[B]	City of Campbell River, BC	Q00006216	-	-	-	-	-	-	12,575	-	12,575	-	16,881	16,881
[B]	City of Cold Lake, AB	Q00005403	-	-	-	-	-	363	8,582	-	8,945	-	2,689	2,689
[B]	City of Montreal, QC	Q00005635	-	-	-	-	-	-	45,597	-	45,597	-	104,627	104,627
[B]	Elections British Columbia, BC	Q00004674	-	-	-	-	-	-	163,175	-	163,175	-	146,269	146,269
[B]	Elections Quebec	Q00004446	-	-	-	-	-	-	-	-	-	-	15,671,642	15,671,642
[B]	Elections Saskatchewan	Q00007304	-	-	-	-	-	-	-	-	-	-	15,224	15,224
[B]	Fulton County GA	Q00006033	115,740	111,550	-	227,290	-	-	-	-	-	2,902,922	-	2,902,922
[B]	Sullivan County, TN	Q00007272	29,444	20,857	-	50,301	-	-	-	-	-	704,072	-	704,072

			Recurring Revenue									Non-Recurring Revenue		
Source	Customer	Salesforce Quote Number	License	Warranty	MSA	Total Time-Based Revenue	Ballots	Parts	Services	Dealers/ Other	Total Event Based Revenue	New Implementation (U.S.)	New Implementation (Canada/International)	Total New Implementation Revenue
[C]	Bremer County, IA	No Quote, Dealer	10,385	-	-	10,385	-	-	-	-	-	-	-	-
[C]	Brookline, MA	No Quote, Dealer	2,000	-	-	2,000	-	-	-	-	-	107,000	-	107,000
[C]	Callaway County, MO	No Quote, Dealer	5,142	-	-	5,142	-	-	-	-	-	-	-	-
[C]	Dighton, MA	No Quote, Dealer	570	-	-	570	-	-	-	-	-	4,600	-	4,600
[C]	Franklin County, KS	No Quote, Dealer	13,174	-	-	13,174	-	-	-	-	-	147,480	-	147,480
[C]	Lane County, KS	No Quote, Dealer	1,795	-	-	1,795	-	-	-	-	-	-	-	-
[C]	Lincoln County, KS	No Quote, Dealer	6,532	-	-	6,532	-	-	-	-	-	56,140	-	56,140
[C]	Moniteau County, MO	No Quote, Dealer	9,738	-	-	9,738	-	-	-	-	-	-	-	-
[C]	Pine County, MN	No Quote, Dealer	10,268	-	-	10,268	-	-	-	-	-	176,800	-	176,800
[C], [2]	Story County, IA	No Quote, Dealer	4,952	-	-	4,952	-	-	-	-	-	472,000	-	472,000
[G]	Adams County, WA	Q00001850	4,000	980	-	4,980	-	-	-	-	-	80,222	-	80,222
[H], [3]	City of Toronto	No Quote	687,362	-	-	687,362	-	-	-	-	-	-	4,606,022	4,606,022
[H]	Elections Alberta	Q00008294	-	-	-	-	-	-	-	-	-	-	1,411,962	1,411,962
[I]	Cedar County, IA	No Quote	2,279	-	-	2,279	-	-	-	-	-	-	-	-
[E]	Lewis County, TN	No Quote	-	-	-	-	-	-	-	-	-	80,000	-	80,000
[D], [4]	Armstrong County, PA	No Quote	-	-	-	-	-	-	9,000	-	9,000	-	-	-
[D], [3]	Crawford County, PA	No Quote	-	-	-	-	-	-	9,000	-	9,000	-	-	-
[D], [3]	Humboldt, NV	No Quote	-	-	-	-	-	-	9,000	-	9,000	-	-	-
[D], [3]	Madera, CA	No Quote	-	-	-	-	-	-	9,000	-	9,000	-	-	-
[D], [3]	Monterey, CA	No Quote	-	-	-	-	-	-	9,000	-	9,000	-	-	-
[D], [3]	Placer, CA	No Quote	-	-	-	-	-	-	9,000	-	9,000	-	-	-
[D], [3]	York County, PA	No Quote	-	-	-	-	-	-	9,000	-	9,000	-	-	-
[D], [3]	Yuba, CA	No Quote	-	-	-	-	-	-	9,000	-	9,000	-	-	-
[D]	Fulton County, PA	No Quote	-	-	41,065	41,065	-	-	-	-	-	-	-	-
[F], [5]	Huron County, OH	No Quote	-	-	100,831	100,831	-	-	-	-	-	-	-	-
[D], [6]	Lander County, NV	No Quote	28,771	-	-	28,771	-	-	-	-	-	-	-	-
[D]	Williamson County, TN	No Quote	59,645	37,226	-	96,871	-	-	-	-	-	-	-	-

			Margins on Recurring Revenue [M]				Margins on Non-Recurring Revenue [M]		Expense Margins [N]	
Source	Customer	Salesforce Quote Number	Time-Based, License	Time-Based, Warranty	Time-Based, MSA	Event-Based Margins	New Implementation (U.S.)	New Implementation (Canada/International)	Variable Operations (% of Time-Based Revenue)	Commissions (% of Total Revenue)
[A]	Atlantic County, NJ	Q00006247	[redacted]							
[A]	Cape May County, NJ	Q00006967								
[A]	DuPage County, IL	Q00007018								
[A]	Haywood County, TN	Q00006992								
[A]	Henderson County, TN	Q00005744								
[A]	Hudson County, NJ	Q00005881								
[A]	Hudson County, NJ	Q00006968								
[A]	Hunterdon County, NJ	Q00006969								
[A]	Kenai Peninsula Borough, AK	Q00007341								
[A]	Lake County, OH	Q00003147								
[A]	Lake County, TN	Q00006274								
[A]	Madison County, TN	Q00006166								
[A]	Matanuska-Sustina Borough, AK	Q00007342								
[L], [1]	Monmouth County, NJ	Q00005799								
[L], [1]	Monmouth County, NJ	Q00005800								
[J]	Morris County, NJ	Q00006254								
[J]	Morris County, NJ	Q00006255								
[J]	Morris County, NJ	Q00006256								
[A]	Nye County, NV	Q00007268								
[A]	Passaic County, New Jersey	Q00005791								
[A]	Shelby County, TN	Q00005829								
[K]	Somerset County, NJ	Q00006080								
[A]	State of Louisiana	Q00005696								
[A]	State of Louisiana	Q00005698								
[A]	Sussex County, NJ	Q00003174								
[A]	Tulare County, CA	Q00005872								
[A]	Yavapai County, AZ	Q00003120								
[B]	City of Campbell River, BC	Q00006216								
[B]	City of Cold Lake, AB	Q00005403								
[B]	City of Montreal, QC	Q00005635								
[B]	Elections British Columbia, BC	Q00004674								
[B]	Elections Quebec	Q00004446								
[B]	Elections Saskatchewan	Q00007304								
[B]	Fulton County GA	Q00006033								
[B]	Sullivan County, TN	Q00007272								

			Margins on Recurring Revenue [M]				Margins on Non-Recurring Revenue [M]		Expense Margins [N]	
Source	Customer	Salesforce Quote Number	Time-Based, License	Time-Based, Warranty	Time-Based, MSA	Event-Based Margins	New Implementation (U.S.)	New Implementation (Canada/International)	Variable Operations (% of Time-Based Revenue)	Commissions (% of Total Revenue)
[C]	Bremer County, IA	No Quote, Dealer	[redacted]							
[C]	Brookline, MA	No Quote, Dealer								
[C]	Callaway County, MO	No Quote, Dealer								
[C]	Dighton, MA	No Quote, Dealer								
[C]	Franklin County, KS	No Quote, Dealer								
[C]	Lane County, KS	No Quote, Dealer								
[C]	Lincoln County, KS	No Quote, Dealer								
[C]	Moniteau County, MO	No Quote, Dealer								
[C]	Pine County, MN	No Quote, Dealer								
[C], [2]	Story County, IA	No Quote, Dealer								
[G]	Adams County, WA	Q00001850								
[H], [3]	City of Toronto	No Quote								
[H]	Elections Alberta	Q00008294								
[I]	Cedar County, IA	No Quote								
[E]	Lewis County, TN	No Quote								
[D], [4]	Armstrong County, PA	No Quote								
[D], [3]	Crawford County, PA	No Quote								
[D], [3]	Humboldt, NV	No Quote								
[D], [3]	Madera, CA	No Quote								
[D], [3]	Monterey, CA	No Quote								
[D], [3]	Placer, CA	No Quote								
[D], [3]	York County, PA	No Quote								
[D], [3]	Yuba, CA	No Quote								
[D]	Fulton County, PA	No Quote								
[F], [5]	Huron County, OH	No Quote								
[D], [6]	Lander County, NV	No Quote								
[D]	Williamson County, TN	No Quote								

			Profits on Recurring Revenue								Profits on Non-Recurring Revenue				
Source	Customer	Salesforce Quote Number	Time-Based, License	Time-Based, Warranty	Time-Based, MSA	Event-Based, Total	Variable Operations Expense, Time-Based [7]	Expense, Time and Event-Based [7]	Total Time-Based Profits	Total Event-Based Profits	New Implementation (U.S.)	New Implementation (Canada/International)	Commissions Expense, New Implementation [7]	Total Recurring Profits	Total Non-Recurring Profits
[A]	Atlantic County, NJ	Q00006247	[redacted]												
[A]	Cape May County, NJ	Q00006967													
[A]	DuPage County, IL	Q00007018													
[A]	Haywood County, TN	Q00006992													
[A]	Henderson County, TN	Q00005744													
[A]	Hudson County, NJ	Q00005881													
[A]	Hudson County, NJ	Q00006968													
[A]	Hunterdon County, NJ	Q00006969													
[A]	Kenai Peninsula Borough, AK	Q00007341													
[A]	Lake County, OH	Q00003147													
[A]	Lake County, TN	Q00006274													
[A]	Madison County, TN	Q00006166													
[A]	Matanuska-Sustina Borough, AK	Q00007342													
[L], [1]	Monmouth County, NJ	Q00005799													
[L], [1]	Monmouth County, NJ	Q00005800													
[J]	Morris County, NJ	Q00006254													
[J]	Morris County, NJ	Q00006255													
[J]	Morris County, NJ	Q00006256													
[A]	Nye County, NV	Q00007268													
[A]	Passaic County, New Jersey	Q00005791													
[A]	Shelby County, TN	Q00005829													
[K]	Somerset County, NJ	Q00006080													
[A]	State of Louisiana	Q00005696													
[A]	State of Louisiana	Q00005698													
[A]	Sussex County, NJ	Q00003174													
[A]	Tulare County, CA	Q00005872													
[A]	Yavapai County, AZ	Q00003120													
[B]	City of Campbell River, BC	Q00006216													
[B]	City of Cold Lake, AB	Q00005403													
[B]	City of Montreal, QC	Q00005635													
[B]	Elections British Columbia, BC	Q00004674													
[B]	Elections Quebec	Q00004446													
[B]	Elections Saskatchewan	Q00007304													
[B]	Fulton County GA	Q00006033													
[B]	Sullivan County, TN	Q00007272													

			Profits on Recurring Revenue								Profits on Non-Recurring Revenue				
Source	Customer	Salesforce Quote Number	Time-Based, License	Time-Based, Warranty	Time-Based, MSA	Event-Based, Total	Variable Operations Expense, Time-Based [7]	Expense, Time and Event-Based [7]	Total Time-Based Profits	Total Event-Based Profits	New Implementation (U.S.)	New Implementation (Canada/International)	Commissions Expense, New Implementation [7]	Total Recurring Profits	Total Non-Recurring Profits
[C]	Bremer County, IA	No Quote, Dealer	[redacted]												
[C]	Brookline, MA	No Quote, Dealer													
[C]	Callaway County, MO	No Quote, Dealer													
[C]	Dighton, MA	No Quote, Dealer													
[C]	Franklin County, KS	No Quote, Dealer													
[C]	Lane County, KS	No Quote, Dealer													
[C]	Lincoln County, KS	No Quote, Dealer													
[C]	Moniteau County, MO	No Quote, Dealer													
[C]	Pine County, MN	No Quote, Dealer													
[C], [2]	Story County, IA	No Quote, Dealer													
[G]	Adams County, WA	Q00001850													
[H], [3]	City of Toronto	No Quote													
[H]	Elections Alberta	Q00008294													
[I]	Cedar County, IA	No Quote													
[E]	Lewis County, TN	No Quote													
[D], [4]	Armstrong County, PA	No Quote													
[D], [3]	Crawford County, PA	No Quote													
[D], [3]	Humboldt, NV	No Quote													
[D], [3]	Madera, CA	No Quote													
[D], [3]	Monterey, CA	No Quote													
[D], [3]	Placer, CA	No Quote													
[D], [3]	York County, PA	No Quote													
[D], [3]	Yuba, CA	No Quote													
[D]	Fulton County, PA	No Quote													
[F], [5]	Huron County, OH	No Quote													
[D], [6]	Lander County, NV	No Quote													
[D]	Williamson County, TN	No Quote													

Sources

[A] Lost Customers Revenue - Source Tabs.xlsx, 'SF Report 9.13' tab.
[B] Lost Customers Revenue - Source Tabs.xlsx, 'SF Report 9.12' tab.
[C] Lost Customers Revenue - Source Tabs.xlsx, 'Dealer - 9.13' tab.
[D] Discussion with Michael McGee.
[E] Lost Customers Revenue - Source Tabs.xlsx, 'Lost Revenue Calc - 9.12' tab.
[F] Lost Customers Revenue - Source Tabs.xlsx, 'Contract Value Calc - 9.13' tab.
[G] Lost Customers Revenue - Source Tabs.xlsx, 'SF Report 9.19' tab.
[H] Lost Customers Revenue - Source Tabs.xlsx, 'Alberta and Toronto' and 'Toronto' tabs.
[I] DVS139884; DVS143295. Calculated as average royalties from 2020 and 2021.
[J] DOM_0004832126; DOM_0004832315; DOM_0004832318.
[K] Somerset EV and County Wide Quote.pdf.
[L] DOM_0004832336 and Monmouth County updated Early Vote Quote V.3.pdf.
[M] Exhibit 4A, Schedule 2.1.
[N] Exhibit 4A, Schedule 2.2.

Notes

For the following customers, all revenue related to parts and services is considered New Implementation (U.S.) revenue all customers listed in source [A], Fulton County GA, Sullivan County, TN, and Adams County, WA.
Amounts for Canadian customers originally provided in CAD have been converted to USD using the exchange rate as of November 28, 2022, of 1.34 CAD / 1 USD (https //www.xe.com/currencyconverter/convert/?Amount=1&From=USD&To=CAD).
[1] The Recurring and Non-Recurring revenues for Monmouth County are calculated according to the revenues provided in quotes Q00005799 and Q00005800 (see DOM_0004832336 and Monmouth County updated Early Vote Quote V.3.pdf).
[2] I understand that the revenue data from the source file for Story County, IA, is incorrectly labeled as Storey County, KS (see, Plaintiffs' Fourth Supplemental Responses and Objections to Defendant Fox News Networks, LLC's Fourth Set of Interrogatories, Numbers 73-75, dated November 4, 2022, p. 6).
[3] License revenue for Toronto is assumed to be equal to $687,362 (Discussion with Michael McGee).
[4] I understand that annual revenue of $9,000 is based on the assumption that these customers purchased two election day support services valued at $4,500 each (Discussion with Michael McGee).
[5] The Recurring Revenue for Huron County is calculated based on the 4-year extension of a contract pertaining to a buyout (Discussion with Michael McGee).
[6] Discounted Contract Value is calculated using annual revenue of $28,771.25. According to Mike McGee, the amendment to the Lander County contract did not reflect the changes made to annual revenues due to the replacement of ICC-M160 machines with ICC-G2140 machines. The annual $2,100 M160 license and $1433.25 M160 warranty fees should be subtracted from the annual fees of $8,925, resulting in annual fees of $5,391.75 for this amendment. Added to the existing annual fees of $23,379.50, this results in total annual fees of $28,771.25 for the Lander County contract (Discussion with Michael McGee; see DOM_0000860701 and DOM_0000848820).
[7] Variable Operations Expense is calculated as a % of Time-Based revenues only. Commissions Expense is calculated as a % of Total Revenues, which includes Time-Based, Event-Based, and New Implementation revenues.

CERTIFICATE OF SERVICE

I, Brian E. Farnan, hereby certify that on March 7, 2023, a copy of the foregoing document was served via LexisNexis File&Serve on the following:

Blake Rohrbacher
Katharine L. Mowery
Angela Lam
RICHARDS, LAYTON & FINGER, P.A.
920 N. King Street
Wilmington, DE 19801

John L. Reed
Ronald N. Brown, III
DLA PIPER LLP (US)
1201 North Market Street, Suite 2100
Wilmington, DE 19801

/s/ *Brian E. Farnan*
Brian E. Farnan (Bar No. 4089)

Exhibit 739

Provided to Court in
Native Form

REDACTED IN ITS ENTIRETY

Exhibit 740

Provided to Court in
Native Form

REDACTED IN ITS ENTIRETY

Exhibit 741

THOMAS A. CLARE, P.C.

CLARE LOCKE LLP

MEGAN L. MEIER

December 22, 2020

Via Email

Lily Fu Claffee
General Counsel
Fox News
Lily.Claffee@foxnews.com

Re: False Accusations About Dominion

Dear Lily:

We hope you are staying healthy and safe.

As you may know from recent reporting, a few days ago, we sent a retraction demand letter to Sidney Powell on behalf of US Dominion Inc.[1] (*See* Ex. 1.) In trying to fight the "Kraken" of disinformation and death threats that Ms. Powell has unleashed on Dominion's employees (and now us personally), we write because Fox News and Fox Business have previously allowed Ms. Powell on their programs and credited and repeated the outlandish falsehoods she and her allies are peddling. We won't belabor the points in Dominion's November 20 retraction demand letter (Ex. 2), but we look forward to your response in light of the additional information set forth in our letter to Ms. Powell and below.

In the days and weeks after the November 2020 election, Fox News accurately reported the that "[t]here is no evidence that any voting system deleted or lost votes, changed votes, or was in any way compromised." And much to his credit, on November 19, Tucker Carlson called Ms. Powell to task for failing to produce any evidence. Despite Tucker Carlson's invitation to Ms. Powell to appear on his show and present her evidence, "she never sent [] any evidence, despite a lot of requests . . . not a page." He also stated that when he and his staff kept pressing for Ms. Powell to present evidence, "she got angry with us and told us to stop contacting her . . . so we checked with others around the Trump campaign, people in positions of authority; they told us Powell has never given them any evidence either, nor did she provide any today at the press conference." He concluded that Ms. Powell "never demonstrated that a single actual vote moved illegitimately by software from one candidate to another. Not one."[2] The same thing happened when Ms. Powell appeared on

---

[1] We also represent and write on behalf of its subsidiaries, Dominion Voting Systems, Inc. and Dominion Voting Systems Corporation (collectively, "Dominion").

[2] *Tucker Carlson SLAMS Sidney Powell for not Providing Evidence Election was Taken From Trump*, YouTube (Nov. 19, 2020), available at, https://www.youtube.com/watch?v=57l56J47xhk&t=2s; Allison Durkee, *Dominion Demands Sidney Powell Retract 'Knowingly Baseless' Voting Machine Conspiracy Theory*, Forbes (Dec. 17, 2020), available at,

Lou Dobbs's program on December 10. At the end of that segment, Mr. Dobbs asked Ms. Powell how much time she needed "to get [her] evidence" about Dominion's purported election to his viewers. Ms. Powell responded by promising to "get you some more information that's just stunning tonight." But she failed to honor her commitment and she never produced a shred of evidence to substantiate any of her claims. Unlike his colleague Mr. Carlson, Lou Dobbs failed to mention to his viewers that Ms. Powell never came forward with evidence, instead opting to double down on Ms. Powell's lies with reckless disregard for the truth.

As detailed in our letter to her, Ms. Powell is a proven liar. She lied to Fox's viewers when she claimed to have a Dominion employee "on tape" admitting that he rigged the election for Biden.[3] She has also lied about having video of Dominion's founder saying he could change a million votes, no problem at all. If such recordings actually existed, they would have already gone viral. Ms. Powell also actively misrepresented and manufactured purported "evidence." All of her election cases have been dismissed. Far from proving that Dominion rigged the election by using its machines to manipulate votes as part of a decades-long international conspiracy among Hugo Chavez, Republican state officials in Georgia, and thousands of bipartisan local election volunteers across the United States, she has proven that she is an unreliable source.

Courts have long held that using unreliable sources like Ms. Powell and purposefully avoiding readily available sources are evidence of a reckless disregard for the truth that expose the publisher of such information to substantial legal risk for defamation. *See Jankovic v. Int'l Crisis Grp.*, 822 F.3d 576, 590 (D.C. Cir. 2016) (using an unreliable source when the journalist is aware of the source's unreliability can prove actual malice); *Celle v. Filipino Reporter Enter., Inc.*, 209 F.3d 163, 190 (2d. Cir. 2000) (same); *Harte-Hanks Commc'ns, Inc. v. Connaughton*, 491 U.S. 657, 692 (1989) (purposeful avoidance of the truth can support a finding of actual malice).[4]

So that there is no doubt at a future date about what was known to Fox News, Fox Business, and their journalists as of today, here are some key facts that bear on the credibility of certain individuals who have echoed Ms. Powell's false claims about Dominion:

- **Rudy Giuliani**. Mr. Giuliani's assertions about Dominion are based on what Sidney Powell told him. Enough said.

- **Mellissa Carone**. Mr. Giuliani's supposed star witness, who gained international notoriety because Mr. Giuliani had to "shush" her for leveling unhinged accusations at Republican officials in Michigan whose only offense was asking her follow-up questions about her dubious claims. A judge determined that her accusations were "simply not

---

https://www.forbes.com/sites/alisondurkee/2020/12/17/dominion-demands-sidney-powell-retract-knowingly-baseless-voting-machine-conspiracy-theory/?sh=372ce4de3db0.

[3] Mornings with Maria Bartiromo, Fox Business (Nov. 20, 2020), available at, https://www.mediaite.com/news/foxs-maria-bartiromo-challenges-trump-lawyer-sidney-powell-to-provide-evidence-of-wild-commie-conspiracy-heres-how-that-went/.

[4] Perhaps even more relevant here, the Supreme Court has held that publishing an inherently improbable claim, itself, is evidence of actual malice. *St. Amant v. Thompson*, 390 U.S. 727, 731 (1968) (inherent improbability of assertions may support a finding of actual malice).

DOM_0000002059

credible."[5] Ms. Carone was recently charged with computer crimes and she provided false information to law enforcement officers before accepting a guilty plea.

Mellissa Anne Wright (now Carone). Image via the Southgate, Mich. Police Dept.

- **Michael Flynn**. Fox News and Jeanine Pirro have previously provided a platform for Michael Flynn to push false accusations about Dominion and election fraud. His lack of credibility is a matter of public record, given his recent guilty plea for "willfully and knowingly making materially false statements and omissions to the Federal Bureau of Investigation ("FBI"), in violation of 18 U.S.C. § 1001(a)(2)."[6]

- **Purported "Experts" Put Forward by Sidney Powell**. After Ms. Powell submitted the declarations of so-called "experts" in her "Kraken" litigation in Arizona, the federal judge observed that the attachments to Ms. Powell's complaint were "only impressive for their volume" and included "expert reports" that "reach implausible conclusions, often because they are derived from ***wholly unreliable sources***." Order at 24-25, *Bowyer v. Ducey*, No. 2-20-cv-02321 (D. Ariz. Dec. 9, 2020) [Dkt. 84] (Ex. 3). Ms. Powell's sources in that litigation included Harri Hursti, Alex Halderman, William Briggs, Russell Ramsland, and Josh Merritt aka "Spyder."

- **Josh Merritt aka "Spyder."** Josh Merritt, a top-secret witness code-named "Spyder" by Sidney Powell, knowingly signed, under penalty of perjury, an admittedly "misleading" declaration claiming he was a "military intelligence expert" even though he has never worked in military intelligence and even though a spokesperson for the U.S. Army Intelligence Center of Excellence says he "kept washing out" of courses.[7]

- **Russell Ramsland**. Russell Ramsland is a failed Republican congressional candidate and conspiracy theorist who claimed, among other facially ludicrous and implausible accusations, that George Soros helped form the "Deep State" in Nazi Germany in the

---

[5] *See* Op. & Order at 7, *Constantino v. City of Detroit*, No. 20-014780 (Mich. 3d Jud. Dist. Ct. Nov. 13, 2020).

[6] *United States v. Flynn*, 411 F. Supp. 3d 15, 21 (D.D.C. 2019); *see* Judson Berger, *Michael Flynn pleads guilty to false-statements charge in Russia probe*, Fox News (Dec. 1, 2017), available at, https://www.foxnews.com/politics/michael-flynn-pleads-guilty-to-false-statements-charge-in-russia-probe.

[7] Emma Brown, Aaron C. Davis & Alice Crites, *Sidney Powell's secret 'military intelligence expert,' key to fraud claims in election lawsuits, never worked in military intelligence*, Washington Post (Dec. 11, 2020), available at, https://www.washingtonpost.com/investigations/sidney-powell-spider-spyder-witness/2020/12/11/0cd567e6-3b2a-11eb-98c4-25dc9f4987e8_story.html.

DOM_0000002060

1930s—along with President George H.W. Bush's father, the Muslim Brotherhood, and "leftists."[8] (Mr. Soros was born in 1930.) A Delaware judge determined that Mr. Ramsland provided "materially false information" in support of his claims of vote manipulation.[9] He referenced and cited locations in Minnesota when alleging voter fraud in Michigan.[10] The election officials in Antrim County, Michigan determined that his report was "riddled with false and unsupported claims, baseless attacks, and incorrect use of technical terms."[11] Similarly, the former acting director of the Election Assistance Commission's Voting System Testing and Certification program—who is actually an expert in election voting systems—said that Mr. Ramsland's report showed a "grave misunderstanding" of Antrim County's voting system and "a lack of knowledge of election technology and process."[12] Conclusively debunking Mr. Ramsland's report, a hand recount of paper ballots in Antrim County confirmed that "Dominion's voting machines accurately tabulated the votes cast for president in Antrim County."[13]

- **William Briggs and Matt Braynard**. William Briggs's claims are based on a list—compiled by Matt Braynard—of allegedly ineligible Georgia voters who supposedly voted illegally. A federal judge rejected Mr. Briggs's analysis and Mr. Braynard's list—which included voters who were eligible to vote—because of its "sheer unreliability."[14]

- **Navid Keshavarz-Nia**. Navid Keshavarz-Nia's claims about the 2020 election were described by then-CISA director and Trump-appointee Chris Krebs as "nonsense."[15] And Mr. Keshavarz-Nia declared, under penalty of perjury, that there was a pattern of improbable vote reporting in "Edison County, Michigan"—a county that does not exist in the state of Michigan.

---

[8] John Savage, *Texas Tea Partiers Are Freaking Out Over 'Deep State' Conspiracy Theories*, Vice (Sept. 30, 2018), available at, https://www.vice.com/en/article/mbwgxx/texas-tea-partiers-are-freaking-out-over-deep-state-conspiracy-theories.

[9] Rule to Show Cause, *Page v. Oath Inc.*, No. S20C-07-030 (Del. Super. Ct. Dec. 18, 2020).

[10] Clara Hendrickson, *Affidavit in Michigan lawsuit seeking to overturn election makes wildly inaccurate claims about vote*, PolitiFact (Dec. 4, 2020), available at, https://www.politifact.com/factchecks/2020/dec/04/russell-james-ramsland-jr/affidavit-michigan-lawsuit-seeking-overturn-electi/.

[11] *See Report spreads debunked claims about Dominion machines in Michigan county*, AP News (Dec. 15 2020), available at, https://apnews.com/article/fact-checking-afs:Content:9847904839.

[12] *See* Todd Spangler, *Former election security chief for Trump knocks down Antrim County report*, The Detroit Free Press (Dec. 16, 2020), available at, https://www.freep.com/story/news/politics/elections/2020/12/16/antrim-county-report-debunked-by-former-trump-election-official/3923499001/.

[13] *See Trump still wins small Michigan county after hand recount*, AP News (Dec. 18, 2020), available at, https://apnews.com/article/election-2020-joe-biden-donald-trump-michigan-elections-07e52e643d682c8033a0f26b0d863387.

[14] Order at 26, *Bowyer v. Ducey*, No. 2-20-cv-02321 (D. Ariz. Dec. 9, 2020) [Dkt. 84] (Ex. 3); Michelle Ye Hee Lee, *Here's what happened when a Georgia lawmaker scrutinized the Trump campaign's list of allegedly illegal votes*, Washington Post (Dec. 10, 2020), available at, https://www.washingtonpost.com/politics/heres-what-happened-when-a-georgia-lawmaker-scrutinized-the-trump-campaigns-list-of-allegedly-illegal-votes/2020/12/10/1400d628-3b06-11eb-bc68-96af0daae728_story.html.

[15] Zach Montellaro and Kyle Cheney, *Pro-Trump legal crusade peppered with bizarre blunders*, Politico (Dec. 3, 2020), available at, https://www.politico.com/news/2020/12/03/sidney-powell-trump-election-lawsuit-442472.

DOM_0000002061

- **Ana Mercedes Diaz Cardozo and Sidney Powell's Anonymous Venezuelan Source Claiming to Have Been Selected for the "National Security Guard Detail of the President of Venezuela."** Above and beyond the fact that Ms. Powell's anonymous Venezuelan witness refuses to publicly stand by his wild accusations of a decade-old international conspiracy, his explanation for why he purportedly came forward is nearly verbatim to the explanation in the declaration signed by Ana Mercedes Diaz Cardozo.[16]

- **Ronald Watkins**. Mr. Watkins is the 33-year-old former administrator of 8chan (now 8kun) and son of Jim Watkins, who is widely considered to be the "Q" of QAnon[17]—whose proponents believe that Trump is battling a cabal of Satanic pedophiles.

- **Joe Oltmann**. Joe Oltmann is a Twitter-banned "political activist" who lives in Colorado where, as you know, it is perfectly legal to record your phone calls without the knowledge of the other people on the line. He would have people believe that he went to the trouble of "infiltrating Antifa" but didn't bother to record his "conference call" with them, instead electing to take "notes" of a Dominion employee supposedly assuring "Antifa" that he would rig the election.[18]

We have no doubt that there are other people who are upset about the results of the election and will say anything to get on television. Going forward, we expect Fox to vet the credibility of all sources before relying on them and publishing their claims to a global audience; especially when—as here—their claims have put people's lives in danger, are inherently improbable, and have already been conclusively debunked by millions of paper ballots, bipartisan public servants, election volunteers, and people—such as secretaries of state who are charged with administering elections—who actually have expertise in election security.

Unfortunately, ***after*** Dominion had provided Fox with the facts and requested a retraction and even ***after*** Mr. Carlson's realization Ms. Powell was playing Fox's viewers and had no evidence to back up her inherently improbable claims, Lou Dobbs and Sean Hannity repeatedly featured Ms. Powell—and Jeanine Pirro featured Ms. Powell's former client, convicted felon Michael Flynn—and they, along with Maria Baritoromo, repeated demonstrably false accusations against Dominion.[19] To be clear, Mr. Dobbs did not simply give Ms. Powell a platform; he himself credited and repeated her false claims. By way of example only, on a November 24 broadcast, Mr. Dobbs brought up "these voting firms," falsely stated that "electoral fraud" had been "perpetrated this year

---

[16] *Compare Pearson v. Kemp*, No. 1:20-cv-04809 (N.D. Ga. Nov. 25, 2020) [Dkt. 1-2 at ¶ 4] *with Pearson v. Kemp*, No. 1:20-cv-04809 (N.D. Ga. Nov. 25, 2020) [Dkt. 1-3 at ¶ 3].

[17] *See* Chris Francescani, *The men behind QAnon*, ABC (Sept. 22, 2020), available at, https://abcnews.go.com/Politics/men-qanon/story?id=73046374.

[18] *See Dominion Executive: Trump Is Not Going To Win. I Made F***Ing Sure Of That*, OANN (Nov. 24, 2020), available at, https://www.oann.com/dominion-executive-trump-is-not-going-to-win-i-made-fing-sure-of-that/.

[19] *BREAKING NEWS: Sidney Powell Tells Lou Dobbs Her Lawsuit In Georgia May Be Filed As Soon As Tomorrow*, YouTube (Nov. 24, 2020), available at, https://www.youtube.com/watch?v=KpT2Rz4rTWM; *Sidney Powell on Lou Dobbs Tonight 11/30/2020*, YouTube (Nov. 30, 2020), available at, https://www.youtube.com/watch?v=4uMr-TRZNCw; *Evidence of Fraud: Sidney Powell and Lou Dobbs discuss*, YouTube (Dec. 10, 2020), available at, https://www.youtube.com/watch?v=6cE5nk6p26Y&feature=emb_logo; *Exclusive: One-on-one with General Michael Flynn*, Fox News (Dec. 5, 2020), available at, https://video.foxnews.com/v/6214440178001#sp=show-clips.

DOM_0000002062

in this election" and stated, "I think many Americans have given no thought to electoral fraud that would be perpetrated through electronic voting; that is, including Dominion, prominently Dominion, at least in the suspicions of a lot of Americans. We don't even know who has seen this software work."[20]

After Fox News and Fox Business broadcast those falsehoods to a global internet audience, Dominion and its employees were harassed and received death threats. By way of example only, on November 24, 2020, someone left the following voicemail on Dominion's customer support line:

> Boy you guys are really good at what you do. Count count count. Swap up the software all the things. When I heard that you were in Denver, Colorado, and the other big company was in Austin. I thought "home of the future libtards of America" Oh I know that's horrible to say and you're probably just wetting yourself because you know "how could he use that term" but you know, just to say as an American soldier who is probably a lot older than most of you people over at that company, that evil is evil and when you mess with us, the righteous will win so I'm going to fully spitball, but it's like we will have our day in court and we will win. So just be prepared because things might change, us crazys out there, you know better though since you all are involved "oh we know that's true but we have to kind of cover it up because we'll do anything, the end will justify the means" so its like you want Joe Blow to get in there, well he would be a horrible choice for our country but you probably think he'll be a great choice so. Just know there's a lot more of me than there are of you guys, so just remember you're in your little bubble and might not realize but ***there's a hell of a lot more of us and I think you know what that means. We believe in all of the amendments.*** Ok have a super duper day. Get out to Blue Sonic and have some Mexican food. Support a local restaurant in Denver.

On November 24 and 25, a Dominion employee received the following text messages:

> RUN
>
> I don't need to do that we are already watching you. Come clean and you will live.
>
> What is the penalty for TREASON?

[20] *BREAKING NEWS: Sidney Powell Tells Lou Dobbs Her Lawsuit In Georgia May Be Filed As Soon As Tomorrow*, YouTube (Nov. 24, 2020), available at, https://www.youtube.com/watch?v=KpT2Rz4rTWM.

DOM_0000002063

> FUCK ANTIFA, FUCK ANTIFA, FUCK ANTIFA, FUCK ANTIFA, FUCK ANTIFA, FUCK ANTIFA. Does that chant sound familiar. PB have you and there is nowhere you can run.

On November 26, someone left this message on Dominion's customer support line:

> You're all fucking dead, You're all fucking dead. We're bringing back the firing squad and you fuckers are all dead, everybody involved up against the wall you motherfuckers. We're gonna have a fucking lottery to fucking give people a chance to shoot you motherfuckers you fucking wait you cock suckers you commie pieces of shit. We're going to fucking kill you all you motherfuckers. After a fair trial of course you pieces of shit. The American people are fucking coming for you this is the end of your fucking line guys your fucking days are numbered you better enjoy your Thanksgiving because you'll never see another one you fucking cock suckers. You will be gone soon. Happy Thanksgiving. Cock suckers. You're almost done just watch and see what happens. Check out the executive order from September 12, 2018. You'll see whats going to happen. You'll own nothing. You'll be on the fucking 2030 plan because you'll own nothing you fucking cock suckers. It's coming. Buckle your fucking seatbelts. Watch what's going to happen next.

On November 30, 2020, someone left this message on Dominion's main office line:

> Yeah, good afternoon. Fuck you, fucking scumbags. We're gonna blow your fucking building up. Piece of fucking shit.

These are only a few examples. There are many, many, many more. Dominion and its employees are under siege, not only because Ms. Powell and her allies are falsely accusing Dominion of rigging the election, but because a respected news organization with an audience of millions continues to credit their false accusations and report them as facts—despite the fact that, as Tucker Carlson pointed out, there is no evidence to support them.

The false accusations described above are causing substantial harm to Dominion's reputation and its ability to operate. Accordingly, we demand that Fox issue a retraction to make clear that there is simply no evidence to support the conspiracy theories that continue to smear the company's good name. Going forward, we insist that you ensure that any stories about Dominion are thoroughly fact-checked and vetted by experienced editors. And to the extent that Fox intends to publish any claims about Dominion, we ask that you provide us with the specific details of all such claims sufficiently in advance of publication so that we have a reasonable opportunity to respond to them.

We are currently drafting a defamation complaint against Ms. Powell and two other defendants. We prefer to focus on holding Ms. Powell and her network of liars and conspiracy

DOM_0000002064

theorists accountable, rather than adding Fox News, Fox Business, or its journalists to that complaint.

We look forward to hearing from you and we can make ourselves available for a call at your convenience.

Regards,

Thomas A. Clare, P.C.

Thomas A. Clare, P.C.

Megan L. Meier

Megan L. Meier

DOM_0000002065

Exhibit 742

President Trump, your legacy is secure — stop the ‘stolen election’ rhetoric

nypost.com/2020/11/07/president-trump-your-legacy-is-secure-stop-the-stolen-election-rhetoric

By Post Editorial Board

November 7, 2020

The math is looking near-impossible for President Trump to win re-election. But he should take pride in what he’s done for the nation and the world these last four years. It’s a legacy he could easily run on in 2024 — if he quits the conspiracy-addled talk of a “stolen” election.

Trump shook up Washington and the world by disrupting bogus pieties that plagued the establishment and both parties.

Nowhere did he have greater impact than in showing the poverty of the thinking of global elites. When Trump fulfilled a longstanding US promise to recognize Jerusalem as Israel’s capital and move the US embassy there, the intelligentsia insisted it would boost chaos and terrorism across the region.

Instead, Trump has created the contours of a new Middle East by recognizing the reality on the ground — including the Iranian regime’s unalterable hostility to the civilized world — and abandoning decades of failed policy giving Palestinians a veto on peace. He brokered the first

12-5-22
L. MURDOCH
2864
C. Knacke, CSR 13691

Middle East peace deals in years, normalizing Israel's relations with the United Arab Emirates, Bahrain and Sudan; more Gulf Arab states are likely to follow.

President-elect Joe Biden would be a fool to try to reverse these gains, or return to the failed Iran deal where, as vice president, Iran was shipped pallets of cash that it used to fund terrorism and a renewed drive at Mideast supremacy.

President TrumpChip Somodevilla/Getty Images

Trump also forced laggard NATO allies to start finally pulling their weight by meeting their commitment to spend 2 percent of GDP on their own defense. He stood up to China, the world's second-largest economy and perhaps America's most dangerous rival, and sounded the alarm among allies about the dangers of letting the Communist regime get a foothold in the future of our technology. Past presidents were content to let China steal American intellectual property and use it against us; Trump said, "Enough."

His China policy was one part of his admirable commitment to watching out for American workers. The men and women disdained by the elites were at the forefront of his mind in every trade deal his administration negotiated, especially his NAFTA replacement, the US-Mexico-Canada accord.

Indeed, Trump did far more than any recent president for the working class, of all races. He worked from day one to end mindless regulation that stifled the businesses that put Americans to work. His 2017 tax reform package put money back into the pockets of the majority of US workers while making US businesses more competitive. That brought a booming economy with rising working-class wages and record-low unemployment rates, especially for blacks and Hispanics.

He also got Democrats, so reluctant to give him any wins in Congress, to support landmark criminal-justice reforms. The bipartisan First Step Act aims to reduce the prison population and give those leaving it a real chance at a new life.

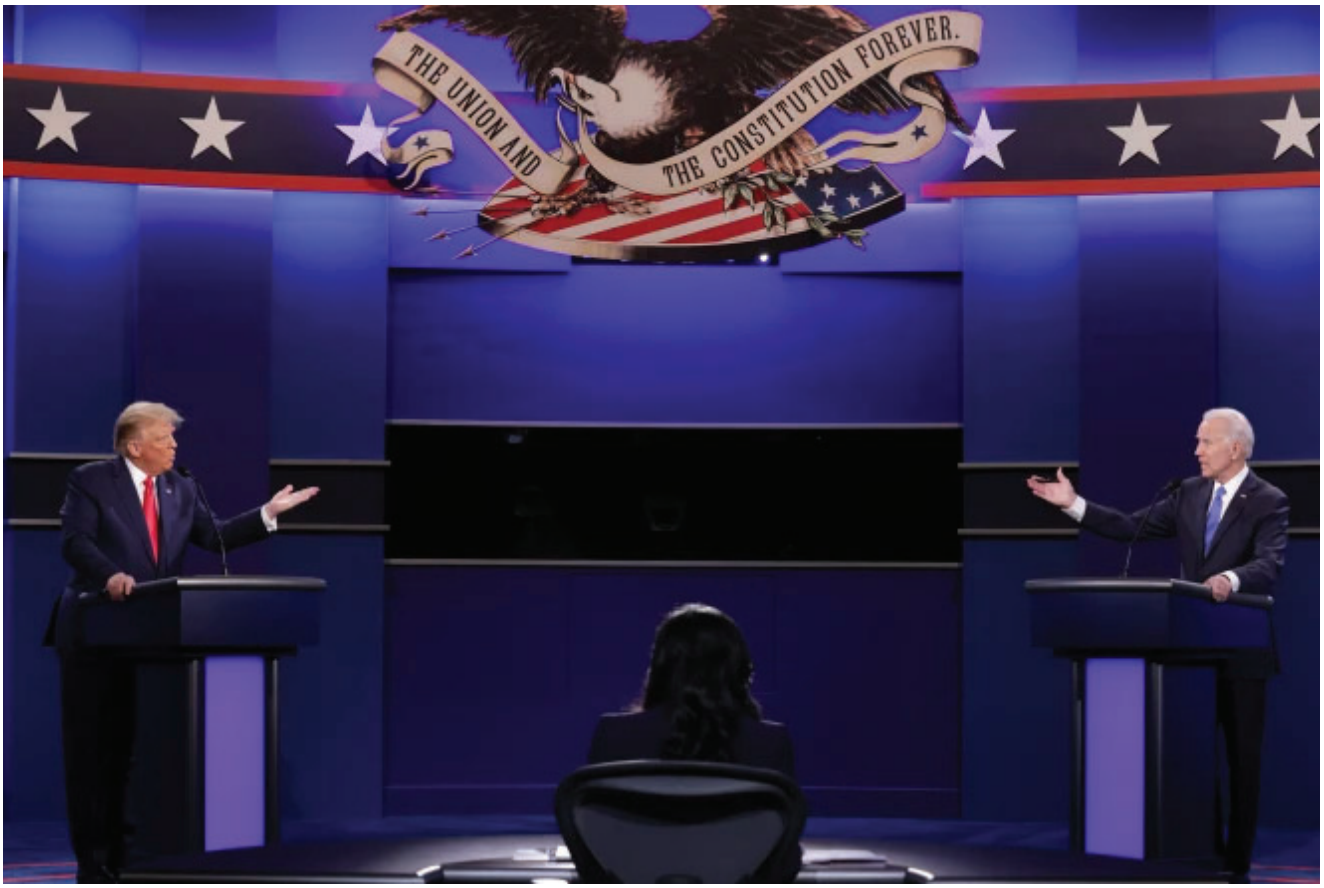
That's why Trump gained more minority support than any other Republican candidate since 1960. He remade the party, and the party would be wise to continue his populism.

Against bitter opposition, Trump appointed 220 judges to the federal bench — and three Supreme Court justices — who promise to adhere to the Constitution rather than creating liberal legislation from the bench.

Even as nonstop poison from most of the media carried the election against him, the rest of the GOP did well, likely keeping its Senate majority despite having to defend far more seats than the Dems — and gaining enough House seats to cripple the power of Speaker Nancy Pelosi (or her replacement).

To lock in his legacy, though, Trump must rally Republicans to move forward — by behaving with dignity in the face of likely defeat.

Yes, the election saw a lot of unfairness: Pollsters demoralizing Republicans with predictions of a Biden landslide and a Democratic blue wave; media in the tank for Joe Biden and relentlessly supporting his absurd claim that Trump is to blame for every COVID death.



President Trump and Joe Biden participate in the final presidential debate at Belmont University last month.Chip Somodevilla/POOL/AFP via Getty Images

-Advertisement-

But the president's aides have shown no evidence that the election was "stolen." Where Trump won several key states by razor-thin margins to take the White House in 2016, Biden seems to have done the same this year. It undermines faith in democracy, and faith in the nation, to push baseless conspiracies. Get Rudy Giuliani off TV. Ask for the recounts you are entitled to, wish Biden well, and look to the future.

If Trump persists in wild talk to the contrary, he'll lead his people into irrelevance and marginalize his own voice. His years in the White House have transformed the nation, but refusing to let go now will make it easier for his enemies to undo it all.

Exhibit 743

REDACTED IN ITS ENTIRETY

Exhibit 744

IN THE SUPERIOR COURT OF THE STATE OF DELAWARE
IN AND FOR NEW CASTLE COUNTY

US DOMINION, INC., DOMINION VOTING SYSTEMS, INC., and DOMINION VOTING SYSTEMS CORPORATION,	:	
Plaintiffs,	:	C.A. No. N21C-11-082
V.	:	
FOX CORPORATION and FOX BROADCASTING COMPANY, LLC,	:	
Defendants.	:	

BEFORE: HONORABLE, J. ERIC M. DAVIS

MOTION TO DISMISS TRANSCRIPT
MARCH 15, 2022

MARIE C. LYNAM, RPR, CCR
SUPERIOR COURT OFFICIAL REPORTERS
500 N. King Street, Suite 2609, 2nd Floor
Wilmington, Delaware 19801-3725
(302) 255-0653

ANY REPRODUCTION OF THIS TRANSCRIPT
IS PROHIBITED WITHOUT THE AUTHORIZATION OF THE
OFFICIAL COURT REPORTER

APPEARANCES:

FARNAN, LLP
BY: MICHAEL J. FARNAN, ESQ.
And
SUSMAN GODREY, LLP
BY: STEPHEN SHACKELFORD, ESQ.
BY: JUSTIN NELSON, ESQ.
BY: DAVIDA BROOK, ESQ.
BY: KATY PEASLEE, ESQ.
BY: JORDAN RUX, ESQ.
And
CLARE LOCKE, LLP
BY: THOMAS A. CLARE, ESQ.
BY: MEGAN L. MEIER, ESQ.
for the Plaintiffs

DLA PIPER
BY: JOHN L. REED, ESQ.
And
ELLIS, GEORGE, CIPOLLONE O'BRIEN
ANNAGUEY, LLP
BY: KATHERINE A. PETTI, ESQ.
BY: ERIC M. GEORGE, ESQ.
for the Defendant

MARCH 15, 2022
Zoom
9:30 a.m.

PRESENT:

As noted.

- - - - -

THE COURT: Is the light in my background? Is that distracting or is that okay?

MR. REED: It's okay to me, Your Honor.

THE COURT: So one thing that I have noticed lately is, if you're not speaking, you need to be on mute. We have been having some feedback issues. It is not consistent, but it usually helps if you're not speaking, you're on mute.

And so let me take appearances first for the moving party, the defendant, Mr. Reed.

MR. REED: Yes, Your Honor. For the record, John Reed from DLA Piper on behalf of Fox Corporation and Fox Broadcasting Company, LLC. Also on this zoom argument with me is Katherine Petti from the Ellis, George firm in Los Angeles.

It's an early morning for her. She is admitted pro hac vice and she will be making the argument today with respect to the motion to dismiss. And I will be making the argument with respect to the motion to stay discovery.

Your Honor, before we move on to the next appearance, I have one question. When we are not speaking, do you prefer us to stay on video as well or can we turn the video off?

THE COURT: That's up to you. It just causes me to speculate as to what you're doing.

MR. REED: Might be for paperwork maybe.

THE COURT: Okay. There was feedback. We have to be careful. That's what I'm talking about. There was that weird kind of feedback.

So Ms. Petti, you are going to be making the argument on the motion?

MS. PETTI: Good morning. Yes, Your Honor.

THE COURT: Okay.

And then Mr. Farnan for the plaintiff.

MR. FARNAN: Good morning, Your Honor. It's Michael Farnan. With me are Justin Nelson, Stephen Shackelford, Davida Brook, Katy Peaslee and Jordan

Rux from Sussman, Godfrey. And we also have Thomas Clare and Megan Meier from Clare, Locke.

Your Honor, if it's acceptable to Your Honor, Mr. Nelson will make the argument.

MS. PETTI: My name is Katherine Petti and I'm also joined by my colleague, Eric George, from the firm Ellis, George, Cipollone.

MR. GEORGE: Good morning, Your Honor.

THE COURT: Good morning.

And even though, it is an early morning in California, it's better than flying back and forth.

MR. GEORGE: Stipulated.

THE COURT: So here are some things and hopefully local counsel has told people that are making the arguments that -- I have read the briefs, so please don't regurgitate your briefs for me. If I was just going to just use the briefs, I would not do oral argument.

Assume, again, like I said that I have read the pleadings. Assume that I know what the Carter Page decision says. Assume that I am not going to relitigate issues that I have decided on the Fox News decision in Dominion versus Fox News. I know

there is a lot of overlaps on facts on this case. And I know it's not necessarily collateral estoppel of res judicata, but I'm going to assume that since it's not been overturned by the Supreme Court, I was right in my decision. So I am not revisiting that case.

Here are my major concerns -- or not concerns, issues. I would like to talk -- understand why the last sentence of 10 Delaware Code 8121 is not relevant here. It does not seem to be a lot of discussion about that with respect to the borrowing statute. There is those two sentences in there. It appears that Fox Corporation, Fox Broadcasting, does not really address the second.

I don't know if it's just intellectual curiosity or it's a real problem for me, but I'm having a lot of problem with the notion of agency versus piercing the corporate veil here. And let me explain where I'm coming from. If a parent -- I mean, as we all know that Corporations act through agents. I mean, you can't say Fox Corporation did this. I mean they do it through either a board of

directors or officers or employees or whatnot.

If the theory though is that Fox News is the agent of Fox Corporation, why wouldn't that work in every situation. Why wouldn't a subsidiary who incurred a debt -- and let's say that the parent corporation is really just to hold stock. But I mean it's value is based on the value of the subsidiary, which I think is the argument that's being made here, wouldn't you always able to pierce back to the corporation in Superior Court by just arguing that the parent corporation is exercising control over the subsidiary and causing the subsidiary to do what it did? And that may not be as big a deal in other jurisdictions where the courts are not separate, but here we have Chancery and we have Superior Court and I can't pierce the corporate veil.

And does it make a difference if New York law applies here? Is it -- because defamation has a broader -- you know, broader notion that everybody who causes the act occurs, but I think that needs to be addressed. I know that I will have to address it in the decision. But I'm having

difficulty -- well, again, difficulty is not the thing. But I think that that's an issue that's important to address here is, the theory here is that Fox Corporation directed Fox News to do certain things for the benefit of Fox Corporation. But that could be said with a lot of parent subsidiaries and that's not enough necessarily to pierce back to the corporate veil.

And then finally, we need to address the allegations with respect to Fox Broadcasting as opposed to Fox Corporation. There's a lot of allegations about Fox Corporation and what they did with respect to that. I mean it's a long complaint. I have it right here. It's bound. I have put sticky tabs in all the little places I've looked at.

But I think I'm little concerned about the allegation and the notion that says upon information and belief an employee at Fox Broadcasting did this. And that seems pretty thin compared to all the other types of allegations that I have dealt with in these cases.

I mean like, for instance, paragraph 239,

it says they also include upon information and belief at least one person at Fox Broadcasting is responsible for publishing the defamatory statements. That's about -- you know, the one thing people keep arguing about is the statements in these complaints and I see lots of facts with that conclusion. But in this instance, it seems very conclusory for me. So those are the things that I noticed when I was going through this.

So if each side could address those concerns when they're making the argument. All right.

Ms. Petti.

MS. PETTI: Thank you, Your Honor. Good morning. May it please the Court, plaintiffs time barred suit followed basic corporation law principles. Dominion does not deny its action was not commenced timely or that a ^ praise wasn't required under Superior Court Rule number 3.

Delaware, the premier state for the formation of business entities and New York, permit the separate company set up corporation structures without subjecting the entire corporate family to join in several liability.

Delaware law favors protecting parent corporations from the actions of its subsidiaries. And, indeed, should Dominion survive a motion to dismiss, this Court would become the first Delaware court to hold a parent company liable for the tort of a subsidiary.

The First Amendment requirements amplify the support of separate corporate structures. The case law from New York Times v. Sullivan to Mimms to Blankenship to Page v. Oath made clear that its the state of mind of the speaker that is relevant as to actual malice.

Plaintiffs set forth no allegations that any employee of either Fox Corporation or Fox Broadcasting were a speaker of a challenged statement, a producer of a challenged statement, an editor of a challenged statement, a researcher of a challenged statement. And there's no allegations that either Fox Corporation or Broadcasting directed Fox News to make any of the allegedly defamatory statements, nor did they review those statements, nor edited the statements, nor proved the specific statements.

Indeed, the complaint has no allegations at all as to anything that anyone at Fox Corporation instructed Fox News to say about Dominion. There's also no allegation that Fox Corporation or Fox Broadcasting ordered any guests to appear. The complaint's allegations on this point are disingenuous. Page 3 of the opposition by Dominion -- yes, Your Honor.

THE COURT: So disingenuous is not the standard. So I have to assume for the purposes of 12(b)(6) that the allegations are true. I'm not testing those allegations unless they're patently false or some other information. So let's not go there.

Let's focus on, again, on some of the points that I was raising with respect to -- you have already started on it with the parent subsidiary liability for the tort. But, again, the 12(b)(6) standard applies. We've gone over this before. And I'm not going to go to the truth or falsity of statements. I have to assume for purposes of 12(b)(6) that they're true and then through that. So let's not spend too much time there. All right.

MS. PETTI: You're right, and I appreciate that, Your Honor. My point in that is that Dominion at times in the support for their citing facts in their complaint reference articles or books that, for example, are referencing, quote, that Rupert Murdoch stepped in to call the shots directly.

And my point on that is only the citation for that makes clear that these calls by Mr. Murdoch to call the shots directly are references to scheduled changes in January 2021 following the challenged statements at issue and or not offered in support that Mr. Murdoch or any anyone at Fox Corporation directed the specific statements. That was my point, Your Honor. Thank you.

Turning to your questions, Your Honor, let's start first with the borrowing statute in the second sentence. As you note the borrowing statute, as you are well aware, has both a first and a second line. And our point is not necessarily that the second line of the borrowing statute doesn't apply, but rather, the Supreme

Court in Saudi Basic has held that courts should not take upon a literal application of the statute when doing so would allow the plaintiff to circumvent the shorter limitations period where the cause of action arose which is what plaintiffs would be doing here if the Court applied a literal interpretation of the second sentence of the borrowing statute.

And so, Your Honor, it's not that it doesn't apply it's that Saudi Basic and the Delaware Supreme Court has already held that the second sentence may not be used to extend a limitations period here where the limitations period in the state where the claims arose, that is New York of one year, is a shorter limitations period than -- yes, Your Honor.

THE COURT: I've had occasion to visit Saudi Basic. Don't you think that's very fact specific? I mean this is not a situation where there's some type of -- I mean Dominion is a Delaware corporation and it has been. I mean it started out as Canadian, but it's been a Delaware corporation for a long time. It's not like forum shopping when

it's a resident of the State of Delaware. I mean the corporate location is here.

MS. PETTI: Your Honor, you're correct that Dominion is a Delaware resident, as is Fox Corporation and Fox Broadcasting. And as we note in our papers, we also do not believe that a Delaware resident, which is both defendants, Fox Corporation and Fox Broadcasting, should also be harmed by shortening the limitations period which would otherwise apply if Dominion brought the claims in New York.

And, Your Honor, as to the question of forum shopping, I think we would put forth that here this is a form of forum shopping in which the claims were brought here as part of an effort to use a longer limitations period and not in the state in which the allegations arose where the cable cast came from. And as noted in Dominion's complaint, New York is its longest serving customer and its second largest customer besides -- behind, excuse me, Georgia.

And so, Your Honor, we would put forth to you that the reasoning of Saudi Basic is exactly

here and that you should not extend a limitations period when the shorter period of New York's one year would otherwise apply under the borrowing statute.

THE COURT: So question: Delaware corporation site for its stock and the harm would be here; wouldn't it? I mean, in other words, you're talking about forum shopping and where they do business -- I mean, first of all, they do business in I guess in 29 States. But isn't because it's a Delaware corporation the site of its stock is here, wouldn't the damages be to an entity that's a Delaware entity? I mean I get it that the news is reported in New York and that was Fox, but that's not Dominion.

MS. PETTI: Understood, Your Honor. Dominion also alleges its complaints across the country. It would feel its alleged harm. It would feel across the country. And as it notes, it's larger contracts and contracts that allege that it may have lost. There's no focus on the harm being limited to Delaware. And the cable cast and broadcast issue were certainly not limited to

Delaware.

Dominion is home also in Colorado. It's largest clients are not in Delaware. And so whether the site of the harm would be appropriately in Delaware, I think we would disagree and say even if you take their conclusory allegations as to their damages as true, the harm would not necessarily be focus for them in Delaware. Though, of course, we concede they do reside here.

Turning, if I may, to your questions as to veil piercing and agency. You're right, this case would upend the corporate formalities and separation between a parent corporation, Fox Corporation, and its subsidiary several levels down in the form of Fox News Network, LLC.

There's also a separate corporate entity, Fox Broadcasting, which is not alleged to be a parent of the ultimate speaker of the challenged content, which again is Fox News.

And we put forth the standard as to veil piercing agency on our brief at Page 20. But I'll not, again, under both New York and Delaware law, it's your question of, does it matter if I apply

New York law or Delaware law. Under both New York and Delaware law, there are only, of course, two exceptions, the general rule that a parent cannot be held liable for a subsidiary's actions. And that's because, as Your Honor noted at the outset of this argument, were plaintiffs to attempt to hold parent corporations liable for every tort of the sub, we of course would see a breakdown in corporate formalities.

These two exceptions are either alter ego veil piercing or agency. And I'll take the first --

THE COURT: Can I explain?

MS. PETTI: Of course, Your Honor.

THE COURT: Just so you know where I'm coming from.

MS. PETT: Yes.

THE COURT: The principle was that under New York law, all who take part in procurement, composition and publication of a liable are all responsible law and equally so. And that comes from the Brown versus Mack case, which is a New York case, that's where I was talking about. Does

that somehow make a difference with respect to the agency versus piercing argument. If you're wondering where I was coming from when I said the difference between New York and -- one is a Delaware corporate law principle of piercing a corporate veil and the other is New York law with respect to defamation, that's where I was coming from.

MS. PETTI: Understood. Thank you, Your Honor, for clarifying. So let's briefly discuss the Brown v. Mack case. As Your Honor is aware Brown v. Mack is a 1945 case. It came down, therefore, decades before. Of course now the Seminal New York Times versus Sullivan case, which was decades later, and obviously decades upon decades before the other cases which the Court is familiar, such as Page v. Oath, Blankenship, which have interrelated New York Times v. Sullivan. And so, Your Honor, we would say that certainly in the First Amendment actual malice space, the concept that, quote, all who take part are liable has been superseded by New York Times v. Sullivan who along with Page v. Oath and Mimms and Blankenship make it

clear that the state of mind relevant for actual malice is not, quote, all who take part in broadly speaking, but rather the speakers and those directly involved with the shows at issue.

And so, Your Honor, it's your ask question of does First Amendment law or New York law along the lines of defamation amplify these corporate formalities or threaten them, we would say certainly following New York Times v. Sullivan, the actual malice analysis amplifies the corporate distinction here.

Here, Fox Corporation and Fox Broadcasting, as I noted in the outset, were neither speakers nor producers. I won't go through the litany of what they are not. But the actual malice standard is a subjective standard. It looks at those who made the statements. And so, Your Honor, if -- I'll call it more general corporate distinction case, you would of course protect the parent from liability for its subsidiary, that is amplified. And Dominion's citation to a case decades before New York Times v. Sullivan is no longer the controlling case law in the defamation space.

So, Your Honor, I'll turn briefly to the alter ego or veil piercing standards, although you're well familiar with them.

For veil piercing, the question is whether the parent corporation dominates the subsidiary in such a way that the subsidiary is a, quote, mere instrumentality of the parent.

Second, the question asks whether the parent company exploits its control to commit a wrong.

And three, the plaintiff suffers an injury.

Let's look at the mere instrumentality of the parent. There are no allegations here that you might expect in a more typical veil piercing case, which as Your Honor notes -- yes, Your Honor.

THE COURT: I think you will find that if I get into that analysis, that you want -- if I get into the analysis of whether or not the elements of veil piercing have -- I have to go through the elements of veil piercing, that's really a question for Chancery. That's my point. That's why I was asking this question in the first instance.

You don't really have to go through whether the allegation for veil piercing -- what they are.

And whether there's an allegation in each paragraph. If Dominion is relying on me piercing the corporate veil, then I transfer this case to Chancery. So if I go down that path, you've won. And so if I start listing that out all the elements and go to the paragraphs -- my question, again, is why is this not an agency situation, but a corporate veil piercing situation and vice versa? So, you know, I don't think -- and I'm not trying to be flip about this, but I don't really apply the corporate veil piercing analysis in Superior Court. I am very familiar with it from my prior practice. But if I get into that situation -- unless I get appointed as a Chancellor in this case, it goes somewhere else.

That's what I'm saying, is this a corporate veil piercing or is this an agency argument? And can I do that.

So I'm sorry to interpret you, but I agree with you. I agree with you the elements. But if I go through that analysis, that there are allegations of the type of Dominion and control that would lead to veil piercing, I go to Chancery.

But my argument is why -- you know, why is this a veil piercing as opposed to an agency? Or is it possible because it's abhorrent that you can use the agency theory, then Fox News is an agent of Fox Corporation in this situation.

MS. PETTI: Well, thank you, Your Honor.

THE COURT: Am I confusing it or --

MS. PETTI: No, Your Honor, we certainly agree that this is a veil piercing case. And that the Court, while it cannot certainly grant the extraordinary remedy of veil piercing, can dismiss for failure to allege the required elements for veil piercing. So we certainly agree with, Your Honor.

However, I'm happy to pivot to agency as well. The case law does not permit an andron around avoiding that a case is a veil piercing case by alleging or couching the allegations under the cloak of agency. The agency exception, as you're aware, is premised on the view the subsidiary had authority to act and was, in fact, acting on the parent's behalf, that is, in the name of the parent.

And so, Your Honor, while we think this is a veil piercing case, we also think that Fox Corporation, and certainly Fox Broadcasting, prevail even if the Court would accept that this is an agency case.

If Your Honor would permit, I will take Fox Broadcasting first because as you noted at the outset, the allegations as to Fox Broadcasting are notably shorter in terms of an agency theory. There are no allegations, Your Honor, that Fox News network was an agent of Fox Broadcasting.

As Your Honor is aware, the allegations as to Fox Broadcasting are that it posted content from Fox News on its own website. But there's allegation that Fox News was acting as an agent of Fox Broadcasting. So even if the Court were to accept an agency cloak of these allegations, Fox Broadcasting surely should be dismissed. And while I won't belabor the points in our brief as to Section 220, we think that's an additional way for the Court to dismiss Fox Broadcasting.

But turning to Fox Corporation and agency, as I noted at the outset, this Court would become

the first to allow an agency theory to permit a parent corporation to be liable for the tort of a subsidiary. And why courts have been hesitant to do that is obvious. You would broadly expand liability from a subsidiary of the corporate chain.

And here, there are no allegations that Fox News was merely acting as a puppet or agent of Fox Corporation. Obviously, this Court has in front of it a separate lawsuit against Fox News Network, LLC. It sets forth the editorial independence and diversity of the commentary at Fox News in terms of different hosts address these allegations in a different way. Some address them not at all. Some address them in the same way as the challenged statements, some differently. And where you excepting that Fox News was acting, quote, unquote, only on behalf of the parent, you would not expect such diversity of expression and viewpoints at the Fox News level.

And while the Court must accept the allegations as true in the complaint, it of course doesn't have to accept unreasonable inferences. And here we would put forth that it's an

unreasonable inference that were Fox News merely an agent only acting for the parent, you would not have such contradictory allegations in the complaint, that different hosts said different things, that Dominion goes through at length in its complaint.

THE COURT: So how do I deal with -- I can't find it, but it I had marked. Oh, here it is. On Page 81 of the complaint, paragraphs 146 and 146. How do I deal with the reference that the Fox News executive staff -- which I would assume has some type of control over what's happening at Fox News -- lists Robert Rupert Murdoch, Chairman Fox Corporation; Lachlan Murdoch, Executive Chairman and Chief Executive Officer, Fox Corporation. And then -- and that's done at the time that the purported statements are made.

And then later in July of 2021, they have now changed the executive leadership.

What about the fact that Fox News is representing that its executive staff includes two people from Fox Corporation, who I assume are acting as agents of Fox Corporation?

MS. PETTI: Thank you, Your Honor. So as the Court is well aware, and as we note in our brief, that a corporate parent has some officer overlap with a corporate -- with a subsidiary, does not then immediately destroy all of the corporate formalities and separation.

But the question, as the Court is aware -- and, again, we believe this is an agency case -- is essentially whether the corporate formalities are a sham. If the board isn't holding meetings. If there is no separate management. And even taking the allegations, which you must understandably, at 146 and 147 as true, the very snips that Dominion cites makes clear Fox News Network, LLC has its own Chief Executive Officer. They cite the Chief Operating Officer and Chief Financial. And so the case law is clear that even when there are shared executives, that does not mean that you may then destroy the corporate formalities to go after the parent.

And, Your Honor, we also cite to the Best Foods case where we note that where executives are wearing, quote, unquote, different hats, a parent

or a sub hat, when they're acting for the sub, they are presumed to be acting and wearing the subsidiary hat. And on behalf of the subsidiary, Dominion has an ongoing case that survived a motion to dismiss against the subsidiary already. And so, Your Honor, that they're shared officers as many, as you're well aware, public corporations and parent corporations having with their subsidiaries does not destroy that separate corporate structure whether or you look at this under a veil piercing analysis or an agency analysis.

THE COURT: All right --

MS. PETTI: I'm sorry. I didn't hear you, Your Honor.

THE COURT: I said okay. Go on.

MS. PETTI: Thank you, Your Honor.

Your Honor, as we note, the shared corporate officers should not be found to eliminate corporation distinction and this case is a veil piercing one for which Dominion can also not prevail.

I would like to say a little bit briefly about actual malice, which is the standard here.

Dominion has stipulated to that standard in its briefing, such that the Court doesn't need to go through an analysis of the New York anti-SLAPP or public figure analysis. We stipulated between the parties as to actual malice here.

The complaint, whether if the Court permits this novel theory of agency theory or some sort of veil piercing analysis, Dominion would still need to allege facts supporting actual malice as to Fox Corporation and Fox Broadcasting.

And I will speak briefly about Fox Broadcasting. As the Court noted, the allegations as to actual malice of Fox Broadcasting are essentially zero. They claim that some individual at Fox Broadcasting was responsible. But there are no fully flushed out or even partially flushed out allegations as to Fox Broadcasting, that it either was aware of falsity or recklessly disregarded falsity. And so as to Fox Broadcasting, for the reasons we mentioned earlier and the failure to allege any allegations as to actual malice for Fox Broadcasting, we would respectfully request the Court to certainly dismiss against Fox

Broadcasting.

Turning to Fox Corporation and the factual allegations as to Fox Corporation. One, as we note in our brief, we believe that they're conclusory. But I think they fall into essentially two buckets.

The first bucket is some sort of a concept of profit motive on behalf of Fox Corporation. And as we note in our brief, there is nothing inappropriate about a parent corporation assisting its subsidiary and supporting of course the finding of profit in the usual course. And we know from Harte Hanks, New York Times v. Sullivan and others, the profit motive standing alone cannot be indicative of actual malice.

Here, the allegations seem to be that sometime after election 2020 -- and largely these allegations are related to alleged interaction with a January 2021 schedule change, which as we note is well after the challenge statements and thus should not be relevant in an actual malice analysis, which of course would go on with what is in the mindset of an entity before the challenged statements.

Those allegations simply are not relevant as

to actual malice. And as we note, as Blankenship has clarified, as New York Times v. Sullivan has found -- which there was a paid advertisement -- the actual malice analysis is at the level of the entity who speaks the statements. These were -- it's not disputed. These were unscripted statements either by guests or on their host at Fox News and thus we would put forth that the inquiries and the state of mind of Fox Corporation is not relevant at all. But certainly the desire for some sort of profit by a for profit corporation is entirely permissible.

Second, the second I believe potential theory of actual malice in their case is something along the lines of, there was diversity and discussion of broad election fraud, both at the Fox News level and Dominion makes certain allegations about subsidiaries of News Corp, which as Your Honor is aware, is a separate corporation in which Mr. Rupert Murdoch and Mr. Lachlan Murdoch are also executives.

In New York Times v. Sullivan, it is illustrative here again. There it was clear that

just because there is differing material in the files of an entity or a diversity of expression about entity, that's not indicative of actual malice.

And as we noted earlier, in fact, the reasonable conclusion and inference from those allegations is that there was not some sort of theory or attempt by Fox Corporation to control from the top and express a specific narrative. The diversity in the discussion indicates that.

And finally, I will note as to the actual malice allegations, the allegations in the complaint, they're broad. They address alleged Fox Corporation executive involvement in 2020 election coverage. But the complaint is devoid of any instance in which it specifically discusses actual malice or state of mind as to Dominion specifically.

And if the other concerning requirement of course requires that the content be of concerning plaintiffs, so to should the actual malice inquiry look at that. But for the primary reason that Fox Corporation wasn't the speaker here or producer

here at all, any actual malice inquiry into them regardless is irrelevant, and we saw that recently in the Blankenship case. There's no allegation here that any Fox Corporation executive had even any communication with any of the on-air hosts at issue that made the challenged statements. And certainly we think for that reason alone, the failure to allege actual malice is another separate reason this Court should dismiss the complaint in full.

THE COURT: Okay. And I will let Dominion help us and play devil's advocate. Maybe I'm reading their complaint wrong, but appears that what they're saying is, that the executive staff of Fox News included Rupert Murdoch and Lachlan Murdoch, they knew -- this is the allegation. I'm not saying it's true. I have to assume it's true. They knew there was no fraud. They told people at the former president's -- that there was no fraud. They saw a lot of revenue pouring out to Newsmax and they saw their golden goose -- and there, again, I'm not Dominion. And then they changed course knowing that these allegations were not true

because they themselves are saying that it's not a false election or there's no election fraud. And then allowing -- because they are the executive staff, allowing these on-air hosts to make statements that the two Murdochs know that are untrue. And, in fact, that's relayed supposedly to both people at the former president's campaign and including with respect to calling Arizona's election, that there's no Dominion changing votes.

But then when they saw a third of their viewership drop, going to Newsmax, they changed course. I think that's what they're alleging. And that's more than just a profit motive. That's a profit motive plus knowing it's not true. And then having some involvement in what should be -- you know, allowing this narrative to proceed, even though they know the narrative not to be true or recklessly disregarding it as the truth. I think that's what -- and I will let Mr. Nelson speak to this. But that's how I read the complaint. Where am I missing that? Why am I missing that? I don't see that as conclusory.

I see that there are statements that

Mr. Murdoch talked to people saying that he knows the election is not rigged. That he's on executive news. He's on the executive staff. He makes his money -- or Fox Corporation makes its money and they both work for Fox News. And he sees a third of the viewership going to another entity and thus not providing -- allowing these people to say things, that according to the complaint are not true.

Am wrong on that? Is that not how they're pleading, Ms. Petti?

MS. PETTI: Your Honor, I think how they're pleading it is at a broader level. And the Court need not, you know, expand upon or make or read their factual allegations to make their argument I think that they attempt to make.

The factual allegations in the complaint do not allege that either of the Murdochs have spoken out about Dominion flipping votes. And this case is about defamation of a specific plaintiff, Dominion. There are broad allegations as to election fraud broadly. And as the Court is aware, at the time of the election and following, there

was a grouping of allegations about fraud that I won't go through related to missing votes and improper voters and papering on windows, etc., etc. And so the complaint, when we are looking at defamation of a specific plaintiff, must set forth factual allegations as to reckless disregard of truth or knowledge of falsity as to the specific plaintiff.

And the factual allegations in this complaint do not go to Dominion specifically. As I referenced at the outset, if you look through every statement and factual allegation in the complaint as to Dominion, there's not allegations between Fox Corporation and Dominion.

And, Your Honor, in terms of, quote, unquote, whether you're missing something, it's not that you're missing, but I would remind the Court of the actual malice standard as to New York Times v. Sullivan. And as interpreted in recent case law, including the Blankenship case. The Blankenship case, included in summary judgment, included an e-mail from a senior corporate executive of Fox Corporation. And the Court there

held, that that sort of material, which is a factual allegation not even here, that there was discussion of plaintiff specifically, that the lack of communication with the speakers is fatal to plaintiff's claim. The state of mind of broad senior executives, who are not procedures on the show or speakers, is not the subjective actual malice inquiry that Mimms and Sullivan and Dongguk and Blankenship require. That it's typically in the concept of unscripted shows, there is not even the allegations that there was some sort of scripting of allegations about Dominion.

So I think, Your Honor, our response on that is, one, the factual allegations as to the Murdochs are referencing election fraud broadly, not Dominion specifically. And Dominion has brought a $1 billion case asking the Court to disregard corporate formalities about deformation as to it specifically and the complaint is factually devoid of allegations as to it. And thus, it fails to allege actual malice as to Dominion specifically as it must.

Your Honor, if there are no more questions

on that, I can briefly address my Section 230 argument before closing. But I, of course, want to give the Court a moment if you have anymore questions along the agency or actual malice lines we put forth in our motion.

Your Honor, as you note at the outset, the allegations as to Fox Broadcasting are very, very minimal. And so for that reason alone, the Court can dismiss.

Additionally, as we put forth in our papers, Fox Broadcasting is protected and receives immunity from Section 230 47 USC 230(c). That statute states that no provider of an interactive computer service shall be treated as the publisher or speaker of any information provided by another information content provider.

There's no dispute here that Fox.com is an interactive computer service. Websites is of course the paradigmatic example of that. Nor is there a dispute that the creator of the content or information at issue was separate from Fox Broadcasting.

The creator of the content here is alleged

to be Fox News Network, an entirely separate entity from Fox Broadcasting, which runs Fox.com.

And as the Court said at the outset, the Court is well aware what the Page v. Oath decision, so I won't belabor it. But a similar situation of course came up in the State recently in which they found that a similar website was immunized from liability and at the motion to dismiss phase based on Section 230. This was a separate website posting content from a separate entity. And for that reason, this Court can additionally dismiss for that reason alone.

If the Court has no further questions, I am happy to reserve any remaining time in response to the Court's discussion with plaintiff.

Thank you, Your Honor.

THE COURT: Don't worry, I'm not the Supreme Court, so I will let you obviously get an opportunity to respond.

MS. PETTI: Thank you, Your Honor.

THE COURT: All right.

MR. NELSON: Thank you, Your Honor. Justin Nelson for Dominion. Fox, their presentation

really represents a starkly different version of what we actually pleaded and what the relevant cases hold. We have met our burden to survive a motion to dismiss on any standard, let alone the reasonably conceivable one that applies here and that this Court described in the first Dominion one decision as minimal.

I want to address specifically the three questions that Your Honor raised at the beginning. Let me give the brief answer and then I will address each of those in particular and go into depth on each.

Your first question was, why isn't the second sentence relevant to the borrowing statute.

Our answer, of course, is it absolutely is relevant. Fox has ignored it and we think that that is dispositive here. As we'll discuss in a second, that it's clear statutory language from a couple Delaware Supreme Court cases that Saudi Basic did not overturn.

Your Honor's second question was on agency verus piercing the corporate veil. And there is a couple answers to this. And I think I will spend a

few minutes on this in a few minutes.

But the first answer is, at the very threshold, there are two separate reasons why Fox Corporation is liable here. The first is Fox Corporation's direct participation in the defamation, which does not depend on any agency theory.

As we allege in detail, the Murdochs themselves were part of the participation of the defamatory statements. And I won't belabor what Your Honor said about characterizing our complaint except to say that that is what we say and they are far more in-conclusory about that point. So Your Honor can stop with those direct allegations.

But separate from that, we also have the agency theory, which is different from piercing the corporate veil. There is -- and the Parmalat case lays that out from the Southern District of New York. We will go over some other cases that layout out the difference as well, including a Delaware Superior Court, the O'Leary case that talks about that as well.

The third point that Your Honor raised was

on Fox Broadcasting. And on that point, I will be the first to concede that those are the most barebones of the complaint here. But nevertheless, they are sufficient especially when combined with the overall agency allegations and Rupert Murdoch and Lachlan Murdoch's control of Fox Corporation through the agency theory of liability.

So Ms. Petti also addressed some arguments regarding actual malice that we will also address as we get into it as well.

But let me just start first with Your Honor's three questions, first starting with the statute of limitations.

And I think part of this confusion is in Fox's opening brief, it was all about New York law. In Note 5, it does even cite the second sentence of the borrowing statute. And now their lead case in their reply is Saudi Basic, which is not even mentioned in their opening brief. We think that's waived, but regardless it's wrong.

And so I think there's also a concession by Fox that this is not a statute with the pack built-in limitation. They simply argue that the

built-in distinction was not at issue in Saudi Basic. And at its core, in their reply brief, Fox's argument is that Saudi Basic so completely changed the law, that this Court can simply ignore the second sentence of the statute. They want this Court to -- and I'm quoting their brief now, eschew a literal application of the statute. And indeed, under Fox's view the second sentence would be become meaningless.

If Fox is correct, no purpose exists for the second sentence because the Court and Courts would always simply apply whichever time period is shorter as the first section, the first sentence that the borrowing, statute directs.

But Saudi Basic does not hold that this Court should ignore the language of the statute. In fact, the decision treated the Delaware resident true plaintiff -- it was the counterclaim that was at issue -- they gave that the benefit of a longer statute of limitations because the true defendant had filed the declaratory action specifically in order to try to force the true plaintiff into Delaware's shorter statute of limitations. And the

Court said, no, that's not right. The statute doesn't apply when a Delaware resident defendant is forced to go to a Delaware court. And as the facts suggest, there is at least a hit of uncleaned hands in that rationale as well.

But most fundamentally, the Saudi Basic court did not overturn the second sentence of the statute. Prior to the Saudi Basic case, the Delaware Supreme Court held in the Brossman case, 510 A.2d at 471, that in this exact situation, the borrowing statute applies. Like this case, Brossman applied the longer Delaware statute of limitations based on the second sentence in its both clear statutory language. Brossman remains good law and is binding. And indeed, the Saudi Basic court actually cites Brossman at footnote 37, albeit for a slightly different point. But it is unimaginable that Saudi Basic could silently overturn Brossman without even mentioning that it was doing so when it elsewhere cites the decision. And I will just note, as best I can tell -- and I re-looked this morning as well -- Fox does not cite Brossman in its reply and of course not in its

opening brief either.

And after Saudi Basic, there's the Clinton decision, 977 A.2d 892, where the Delaware Supreme Court once again examined the statutory language. Fox's only argument on Clinton is that in that case the Delaware statute of limitations was shorter than the foreign jurisdictions. But that point doesn't cut in Fox's favor. If Fox were correct, there would be no need to look at the second sentence of the borrowing statute because the first sentence would control.

Instead the Clinton Court ruled that, quote, Section 8121 unambiguously states and then it goes on to say the relevant language. And that the time limit by the law of this state shall apply. So we think that the law is clear both before and after Saudi Basic, that the second sentence of the borrowing statute does apply. It's still a good law, and it is the plain language of the statute.

And we have other arguments. There's tons of cases cited in our brief on that point, but unless Your Honor has other questions, I want to move into the direct and agency allegations with

respect to Fox Corporation.

THE COURT: I think -- I mean that's obviously one that I'm concerned about. I mean to use my example, again, couldn't you use agency arguments to circumvent piercing the corporate veil and then end up in Superior Court by just alleging that the parent directed the subsidiary to take on obligations because the ultimate beneficiary -- let's say the parent owns 100 percent of the stock -- and the subsidiary is just the operating entity?

MR. NELSON: The short answer to your question is no, you cannot do that. That would be insufficient as a matter of pleading to simply allege what Your Honor stated.

And the main difference between piercing the corporate veil, an agency theory, is the degree of control and whether it extends to the particular underlying action that's at issue. And that's the O'Leary case that we cite in our brief. That is a Delaware Superior case.

There is also the Parmalat case, which is 375 F Supp 2.d 278.

THE COURT: That's a F. S-U-P-P if you're

wondering that is, but go ahead.

MR. NELSON: I do think there is a threshold issue because this Court -- we think we are right on agency to be clear. But this Court need not even reach agency because of the direct involvement of Rupert and Lachlan Murdoch as Fox Corporation employees, managers into the affairs of Fox News. And the particular broadcasts that are at issue here -- yes, Your Honor?

THE COURT: And so there is where -- and I get what you're talking about. One, they don't say anything in the allegations. There is nothing where Mr. Murdoch comes on -- either Murdoch comes on to Fox News and says anything.

And two, why would the corporation, Fox Corporation, be responsible for the independent actions? I mean I understand that maybe if you named the Murdochs as part of this as opposed to Fox Corporation. But why is Fox Corporation going to be responsible for individual actions of a person if they're not -- do you see what I'm saying?

MR. NELSON: I do. And a couple of points,

this is -- there is a long discussion that you had with Ms. Petti about whether it's the speaker or anybody else. And we think the law is clear under any state law, and including by the way the Page V. Oath case, that all who take part in the procurement and composition and publication of a liable are responsible. That is the Brown case. It does predate Sullivan. Sullivan itself talks about it.

And there's the Restis case from the Southern District of New York as well that also talks about the fact that anybody who participates -- and we have detailed allegations that the Murdoch's themselves were participating in the editorial control of these specific defamatory statements. And they were doing so, according to our well pleaded complaint -- and I'll point, Your Honor, to paragraphs two and three, as just a part of it, that they were doing so as representatives of Fox Corporation acting within their scope of employment of Fox Corporation.

And so we have in their reply brief, their only point, as I read it, on the direct

participation -- forget anything about the actual malice points that we'll address in a second. In their reply brief, their only response to this is to say that actually Rupert and Lachlan Murdoch are actually Fox News executives and not Fox Corporate executives. And that's really -- I will just say there is two sides to every coin. And we have a different view of the facts that are well pleaded under the Delaware pleading standard.

But I will just point out here, that Fox Corporation and Fox News each are denying responsibility for the Murdochs' actions. It's like Schrodinger's cat, except it's Schrodinger's Murdoch, when they're everywhere and nowhere at the same time. So Fox News says that they're the responsibility of Fox Corporation and Fox Corporation said actually they're a part of Fox News.

But, again, as a threshold matter, we have pleaded that they are acting within their scope of employment as Fox Corporation that Fox News has denied that they have custody and control over Fox Corporation executives, specifically including the

Murdochs.

So I think a bit of background here to explain why in good faith we pleaded that they were part of Fox Corporation, is that Your Honor may recall when this Court heard the Fox News motion to stay, Fox News said it imposed a litigation stay. And the Court suggested that Fox News give us who the litigation hold went out to and Fox News did so. Only the Murdochs were not on the litigation hold. And we asked about it, with the response that the Murdochs were part of Fox Corporation, not Fox News and they were not within the custody and control of Fox News. We got a nice letter back from Fox Corporation saying that they were not going to impose a litigation hold. And that it was directed to their highest level executives.

And all of this is simply background that we have more than a good faith basis to plead, that in paragraphs 2 and 3, as we layout, that the Murdochs' were acting in their capacity as Fox Corporation employees. And when they're listed, as we lay out in paragraphs 145, 146 and 147 and in the introduction, that as part of Fox News

executive staff, they are part of Fox News executive staff, but they were doing so wearing their hat as Fox Corporation employees. And that by itself, as we allege, is part of the participation of editorial control.

And, Your Honor, I'm happy to go through in detail each of the paragraphs that layout exactly where in the complaint we talk about with a good faith basis much more in a conclusory fashion that Rupert and Lachlan Murdoch, as Fox Corporation employees, were, in fact, involved in the participation and procurement of the defamatory broadcast -- yes?

THE COURT: So without reciting what's said in the paragraphs and in a slow manner, so that Marie can get them down, give me the paragraph numbers that you are relying on.

MR. NELSON: Paragraphs 2, 3, 135.

THE COURT: Go ahead.

MR. NELSON: 136, 141. And then starting at 143 through 180 is the meat of the specific allegations that we discuss. But, for example, paragraph 145, Lachlan Murdoch, quote, consults

daily with the CEO of Fox News and participates in the daily morning call.

Paragraphs 146 and 147 discuss the change in layout for the news executive staff page. And on that, Your Honor, note specifically that the Murdochs are still listed in that as Fox Corporation executives. There is another Fox employee listed, Joe Dorrego, on that page. Joe Dorrego is listed as part of a Fox News employee with his Fox News title, even though he also has a senior position within Fox Corporation.

And the point there is, when they are discussing the involvement, they are listing the Murdochs as representatives of Fox Corporation, not as Fox News.

Paragraphs 148 and 149 discuss the importance of President Trump to the viability of Fox Corporation.

Paragraph 151 discusses how Fox Corporation honors President Trump's programing requests.

Paragraph 152 discusses how Rupert Murdoch controls the coverage. And, in fact, dictates coverage by insisting on retractions when it is in

his business interest to do so.

Paragraph 154 discusses how after a meeting between Rupert Murdoch and Attorney General Barr, where Attorney General Barr allegedly discussed dissatisfaction with the Fox News commentator to Mr. Murdoch, that commentator was muzzled in the words of our complaint and the sources we rely on.

Paragraph 156 discusses how anchors themselves talk about the structure of the show and the support that they receive from Lachlan Murdoch.

Paragraph 157 discusses how the Murdochs award contracts to on-air personalities. That is a relevant factor and direct control. It is also a relevant factor in agency, which sets this apart of -- completely different from some of the other conclusory agency allegations that we have alleged.

I will just note here very briefly with respect to this allegation, that Ms. Petti wants to downplay the allegations of control over movement of Fox News executives. But our point at a minimum, of course, this is circumstantial evidence of Fox Corporations and then Murdochs' specific control and direct involvement during the relevant

timeframe of what was going on.

Paragraph 158 discusses how the Murdochs have ultimate editorial control over what airs at Fox News. And specifically discusses that in times such as in crisis, such as the 2020 election, when ratings were falling, they exert even more direct control.

Paragraph 159 discusses Rupert Murdoch's personal management of the crisis, allows him to decide how to handle it. And that during the 2020 election, Rupert Murdoch specifically, quote, re-engaged in the network's decisions.

Paragraph 160 discusses how Rupert Murdoch ordered Fox News to soften its coverage of then Candidate Biden and ordered more impartial coverage of general news programming prior to the election.

Paragraph 161 discusses how Rupert Murdoch made the final call about whether to call Arizona on election night, which as we allege in other parts of the complaint, was one of the precipitating factors that caused many of their viewers to loss trust and faith in Fox News.

Paragraph 162 discusses how many President

Trump directed his son-in-law, Jared Kushner, a senior aid, to call Rupert Murdoch about the decision to call Arizona. And that Hope Hicks, who was a former Fox Corporation, not Fox News, former Fox Corporation senior executive called another Fox Corporation senior executive that night, Raj Shah, who also -- again, to try to influence the coverage. So this shows, at a minimum, there, again, there is a parent authority that it was Fox Corporation who is the one who is making these calls.

Paragraph 163 --

THE COURT: And, again, I can read the paragraphs and I'm not trying to cut you short, but in other words, you're saying that paragraphs 2, 3, 135, 136, 141, 143 through 180 and then you specifically have been going through paragraph 145 and then through 162. I'll go through those and people are missing what I'm asking. And sometimes I ask in these arguments -- you know, you claim that you have facts to support a conclusory statement, what paragraph numbers. And then I can go back and check them. So you don't need to go

through each of the paragraphs of 143 through 180. I will go through them, but those are the ones that you're relying on?

MR. NELSON: Yes, Your Honor. Let me just give a few that are not in 143 through 180. And if you will just indulge me, one brief -- on 163 specifically, this is one where it is Rupert Murdoch himself who tells President Trump that he doesn't buy the claims. And so this is exactly what we are talking about by their own particular knowledge that the claims are false and then some other communications around that.

Paragraph 224 is another relevant paragraph that is the introductory paragraph if we are listing all of the defamatory statements.

Paragraph 226, 238, 241 and 244, and we believe that those do show the direct involvement of Fox Corporation executives into the participation directly of the defamatory statements sufficient to show that they themselves were participating forgetting about any agency or piercing the corporate veil or any other theory, the law is consistent and clear that those who

participate in the editorial control and who participate in the decision to air the defamatory broadcast, which the complaint lays out that they did participate in those, share equal responsibility directly for the harm that they caused without resort to any agency theory.

And I do want to pause on one case that Ms. Petti relied on, and that is the Blankenship decision. It's a recent case from last month. And the facts actually really show why there is a really different result here with respect to the Murdochs' direct involvement.

And even in their description right now of the case, Ms. Petti referred to, quote, a senior official at the parent company. Your Honor, as the Blankenship decision lays out, that is Rupert Murdoch himself. And Rupert Murdoch was, in fact, participating in editorial decisions about an election, as the Blankenship decision discusses. The facts there were a little bit different. It was the actual malice allegation was a candidate for the republican primary for senate in the West Virginia primary said that there was actual malice

because he was -- the host had called him a convicted felon. Okay. Well, it turns out that he had only been convicted for a year. And so not a year and a day. And he was convicted. He did serve time. And so the allegation was whether the confusion between serving a year and a year and a day and the felon versus misdemeanor was to something to set it off on actual malice. But what does come across -- and this is at -- specifically at Star 30 of the decision is that Mr. Murdoch was participating in editorial decisions regarding an election, which is completely consistent with our allegations in this particular case.

So with respect to agency, we do also allege that Fox News and Fox Broadcasting were agents of Fox Corporation.

And there is a difference -- and we said this in the briefing, but just to be perfectly clear -- we are not alleging any piercing the corporate veil theory. We are alleging two theories of liability for Fox Corporation.

The first is the direct theory of liability that we just discussed.

And the second is the agency theory, which does have a different test in piercing the corporate veil.

The test under New York law is the three-part test that depends effectively on control of the specific underlying allegations that were at issue.

And the O'Leary case that I discussed in the beginning, it held that there was no agency relationship, but I think it does really state the distinction between piercing the corporate veil on the one hand and agency on the other. And the difference is whether the allegation is related to the claim of wrongdoing.

And that discussion in the Delaware Superior Court case is at 2011 WL 379300 at *8.

And more generally under New York law, while complete control may be relevant to piercing the corporate veil, it is specific control over the alleged conduct that is the test for agency.

And the Otto Candies case, the Parmalat case are right on point on that.

There's also another layer to this with

respect to agency.

In cases such as Old Republic and others --

Old Republic is 51 F. Supp.2.d 457.

-- the question of the existence and scope of an agency relationship is for the jury, and this is especially true here under the Delaware reasonably conceivably pleading standard.

And so, for example, under the Amusement Industries case, we only need raise -- and I'm quoting now -- "A sufficient inference that some sort of agency relationship existed."

And we can prove agency through circumstantial evidence, including of the type that we allege here.

And there are legions of cases that we cite in our briefs and I won't go through all of the facts.

Your Honor, are you -- is your hand up or --

Okay.

Let me just talk about a couple of the cases so that Your Honor can review them.

In no particular order, the South African Apartheid case, 617 F.Supp.2d 228.

We've discussed the Parmalat Securities litigation case, which is 375 F. Supp.2d 278.

STMicroelectronics, 775 F.Supp.2d 525.

The Elbit case, 917 F.Supp.2d 217.

And the Anwar case, 728 F.Supp.2d 372.

And the Wiwa case, 2002 WL 319887.

Our facts here with respect to all of them are consistent with the three-part agency test under New York law.

And on the facts, Fox makes the factual argument that some Fox employees were truthful and that somehow that's inconsistent with the allegation of control.

A couple of points on that.

Not only is that inherently factual and inappropriate for a motion to dismiss, it's also legally irrelevant.

The critical decision, as we outlined in the Complaint, is to put forward the lies on these shows and then to continue to champion the torrent of false material that continued to spew from its hosts and guests despite, at a minimum, a reckless disregard for the truth.

And on that point, I heard reference to the fact that these were somehow unscripted.

We are very confident in our ability, that as we pleaded, they're not, and we think we'll be able to show that they were, in fact, not unscripted, for a double negative there, but specifically with respect to the Complaint, I will refer just to a few Paragraphs that specifically discuss that very point.

The first is, for example, with respect to the last of the alleged defamations, which took place during even the one-year time frame.

Paragraph 21 discusses that Fox knew exactly what would happen when it invited Mike Lindell to appear on the show.

Paragraph 141 contains a similar allegation.

And Paragraph 241 discusses how Fox continued over and over again to invite guests on after they told lies, knowing what was going to happen.

So we do not believe that, even as a legal matter, it's relevant, but even if it were somehow relevant, it is, at best, a factual matter. And

note as well, for example, on the agency case, there is another case that is relevant here, and that is, for example, the Blumenthal versus Drudge case, which is an early Section 230 case, but it's also relevant both to agency and to Fox Broadcasting, which I'll get into in a second.

And the specific relevant part there is 992 F.Supp. At 50, end note 9.

And that's important because in that case, there was an allegation at the motion to dismiss stage of an agency relationship. It survived the motion to dismiss because now we're looking at the summary judgment standard, and the Court did hold that Section 230 applied, but said that that's because that there was no sufficient factual allegations to create a genuine issue of material fact for purposes of summary judgment, which is laid out both in Note Nine and then on Page 50 of that decision, which then, of course, just emphasizes the position that we are in in this case, which is, unlike even the Blankenship case that we've talked about, and Ms. Petti talked about, which was on summary judgment, this is on a

motion to dismiss where we're looking at the well-pleaded factual allegations and whether under, not just the Delaware Pleading standard, but under the standard of whether there is a sufficient relationship, whether there is circumstantial evidence to do it, that we have more than met our standard of pleading to show an agency relationship.

So let me stop -- yeah, I was about to stop right there.

THE COURT: Let's move to Fox Broadcasting.

So who is the person at Fox Broadcasting that knowingly knew that these allegations were false or recklessly disregarded them? Where are the allegations regarding the type of need for profitability of Fox Broadcasting to demonstrate some type of agency relationship that you have between Fox News and Fox Broadcasting?

I just don't -- whether it's true or not, I don't see it pled. So it's not a question of applying 12(b)(6) and taking it as true.

But I don't see Rupert Murdoch talked to so-and-so at Fox Broadcasting and directed them to

put the following statements on the website. Is this that upon information and belief, an executive asked Broadcast.

Why don't we address that?

MR. NELSON: Yes, and that's exactly where I was turning.

I will concede that those are bare bones. The answers as to who specifically at Fox Broadcasting, at this point, the answer is we don't know.

The second answer is, and that's okay, from a Pleading perspective. It is routine. And this was actually the -- for example, in the 2nd Circuit Palin case, when there is, for example, an unsigned editorial or a website where there's no author, it is quite common to name the organization.

And we were, as Your Honor noted, very specific where we were alleging simply on information and belief and did not have the relevant knowledge to plead more than information and belief. For example, in Paragraphs 175 and 239 are the relevant Paragraphs there.

But that is still sufficient. Right?

Because just thinking about it, if it were to go the other way, it is routine that websites have unsigned information, unsigned statements, and there are unsigned editorials. And in those circumstances, you name the organization.

And it is absolutely true that we do have to bring it home to somebody in Fox Broadcasting to show their direct responsibility. Okay? But with respect to agency, and I will say we do rely primarily on agency theory with respect to Fox Broadcasting, we do show that it is part of an overall pattern and practice as laid out in Paragraph 180 of our Complaint, that it shows direction by Fox Corporation that the same statements were appearing on multiple Fox entities.

And so at this stage, our burden -- we have met our burden by showing that with respect to Fox Corporation, that they were involved on information and belief, obviously, with Fox Broadcasting specifically, but there is no really other explanation when there is, for example, an allegation that Fox Broadcasting also was involved in, again, the underlying defamations themselves.

And so we have laid it out to the best that we think we are able, in good faith, to lay it out with respect to Fox Broadcasting right now.

I'll also, of course, point Your Honor to Paragraphs Two and Three, where Fox News has disclaimed responsibility for the decision to post.

And so there is clearly liability, and there is direct liability here as well, for the decision to post directly on Fox.com.

And in that sense, Your Honor's decision in Dominion, when talking about the public evidence, that also existed as part -- in this sphere itself of Fox, that there was sufficient allegations to show that somebody, the person and people who were making the decision to post, had that actual malice.

And obviously, at the time prior to summary judgment, we'll have to show who it was with respect to direct knowledge and we'll have to show the agency relationship in terms of control.

But, again, we have met the minimal burden to show an agency controlled relationship between Fox Broadcasting and Fox Corporation.

THE COURT: Ms. Petti.

MS. PETTI: Thank you, Your Honor.

Briefly, in response to Mr. Nelson, I will start with the statute of limitations. I think that makes sense.

So Dominion takes issue with the Delaware Supreme Court's ruling which is, of course, binding on this Court, and with the Saudi case, in which Saudi specifically states -- and I'm going to quote from that decision -- "That a literal construction of the barring statute, if adopted, would subvert the statute's underlying purpose and our case law precedent eschews such a construction."

And so I won't belabor it. I take Mr. Nelson's point that the second sentence here would become superfluous. That is exactly what the Delaware Supreme Court held in this instance where you're looking at a plaintiff seeking to shorten the statute of limitations period.

And I'll otherwise direct the Court to look at our Response and the Reply to the rest of their case law, but clearly we think the Saudi decision from the Delaware Supreme Court is binding on it.

We understand Dominion takes issue with it, but it, unfortunately, for Dominion, binds their allegations as to the statute of limitations here.

THE COURT: I don't want to -- I think Saudi isn't very factually -- you have to really look at the facts. But just using the words in it, how would what Dominion is doing undercut the overriding purpose of borrowing statutes which is to prevent forum shopping for the most favorable forum? How is Delaware the more favorable -- I mean, how is it that they engaged in forum shopping? They initiated their initial action against Fox News here. They initiated an action against News Corp because they're residents of the state. How is using -- how is that overriding the purpose of the statute?

MS. PETTI: Your Honor, I, of course, can't get into the minds of why Dominion chose to sue here. Why it's a favorable forum, potentially, for the plaintiff in this case, one, it, of course, has the longer statute of limitations period. Dominion sued Fox Corporation exactly one year later after the first challenge statement.

Two, as the Court is well aware in discussions and motion practice with Fox News, Delaware does not have the New York anti-SLAPP. Dominion here has articulated -- argued that it doesn't apply. We believe it does. I won't belabor that, but certainly the absence of the New York anti-SLAPP, which is favorable and supportive of media defendants, is another reason why Dominion might think that Delaware is a better venue for them.

And otherwise, I won't speculate, but those are a few reasons why we believe that forum shopping is a concern here and why Saudi Basic controls.

Turning --

I'm sorry, Your Honor. Do you have more questions on the statue of limitations?

THE COURT: No, I don't.

MS. PETTI: Thank you, Your Honor.

In brief, this is a point not discussed in our brief, but to respond to an allegation by Mr. Nelson, Fox Corporation has never said to Dominion Counsel that there was no litigation hold imposed

on the Murdochs. There has been. In fact, our letters back and forth made that clear that was not the case. There has been a hold.

Turning back to the substance, to briefly discuss the veil piercing and agency arguments, as the Court noted, I won't go through every other case cited by Mr. Nelson, you'll see our Responses in the brief, though I will respond briefly to a discussion of In Re: Parmalot from the Southern District.

That Court said in its Opinion, quote, It is possible to interpret the Complaint as alleging an Alter Ego theory despite their expressed references to agency law.

And as we put forth here, and we think the litany of statements by Mr. Nelson indicates, this is an alter agency or veil piercing case by another name. But moreover, the Parmalat Court continues on to say, quote, the difference is immaterial.

The test as we put forth for veil piercing and agency in this instance are the same.

And Mr. Nelson articulates that here, the Court look at the standard of, quote, specific

control, not broad control. And their attempt to articulate specific control over, as they must, the statements about Dominion at issue.

I won't go through the words of every single Complaint Paragraph cited, but I will note that every Complaint Paragraph that Mr. Nelson referenced, 145, 46, 47, 148 -- and the Court can review them -- none of these Complaint Paragraphs reference direction or control in a non-conclusory fashion about the statements at issue.

Just to take 145 as an example, that Mr. Lachlan Murdoch participates in, quote, daily meetings.

Unless the Court read the rest one-sided, but these Paragraph allegations are not about the specific statements at issue, and the specific discussion of Dominion, which is the factual allegations that Dominion must allege as the statements, in order to survive a motion to dismiss seeking extraordinary remedy of veil piercing, or the first Court to hold a parent liable for torts of subsidiary under an agency theory.

As to the actual malice standard, we've

discussed the Brown case and how it is decades prior to the seminal case of New York Times V. Sullivan, and the more recent case law interpreting New York Times V. Sullivan, such that we no longer believe it is in question whether, quote, anyone who has any sort of participation in the statements at issue could be liable.

And that makes sense also as a common sense point. The speaker's mindset matters, especially unscripted, and to broaden it so broadly as the case from the middle of the last Century would do so, would potentially extend liability to those with incredibly minimal participation, the individuals who assisted in keeping the lights on and keeping the studio clean. The actual malice standard looks at the mindset of the speakers, especially unscripted, and that's what the relevant controlling case law of Sullivan, and later Fulls.

Your Honor, unless there are any other questions, briefly, on Fox Broadcasting, we agree with you.

Allegations as to actual malice have entirely been not pled. Of course, plaintiff may

not sue indiscriminately new parties. There's no allegations of actual malice here. There's no articulated theory as to any sort of editorial control over the statements.

And as the Court is aware from our briefing, Fox.com posts in full full episodes of subsidiary content from Tubi, and I believe Fox Sports and, indeed, Dominion's own clip here is a clip of coverage of a show addressing Aaron Rogers.

There's not even an allegation here that there was some sort of cherry picking of this coverage. Fox.com runs episodes in full that's both publicly available for the Court to take notice of, and more specifically, as indicated by the snip of the Aaron Rodgers' content, as I'll call it, in Dominion's Complaint, clear that there was no specific allegation as to specific reposting of content involving Dominion.

And for the reasons we also note in 230, we believe that Fox Broadcasting is also protected by 230 of that statute as well.

We respectfully request the Court to dismiss this Complaint in its entirety.

Thank you very much.

THE COURT: Thank you, Ms. Petti.

So I want to take a very short break before we go to the motion to stay. I just want to take a very short break.

Let's take -- we'll start up again at 11:10. Okay? And then we will go into the motion to stay.

- - -

(Motion to Dismiss Transcript concluded)

- - -

(The proceedings concluded at 11:09 a.m.)

STATE OF DELAWARE NEW CASTLE COUNTY:

I, Marie C. Lynam, Official Court Reporter of the Superior Court, State of Delaware, do hereby certify that the foregoing is an accurate transcript of the proceedings had, as reported by me in the Superior Court of the State of Delaware, in and for New Castle County, in the case therein stated, as the same remains of record in the Office of the Prothonotary at Wilmington, Delaware, and that I am neither counsel nor kin to any party or participant in said action nor interested in the outcome thereof.

This certification shall be considered null and void if this transcript is disassembled in any manner by any party without authorization of the signatory below.

WITNESS my hand this 25th day of April, 2022

/s/Marie C. Lynam
Marie C. Lynam, CCR, RPR
Official Court Reporter

/

/s/Marie [1] - 75:21

1

1 [1] - 36:17
10 [1] - 6:9
100 [1] - 45:9
11:09 [1] - 74:11
11:10 [1] - 74:6
12(b)(6 [4] - 11:11, 11:18, 11:22, 63:21
135 [2] - 50:18, 54:16
136 [2] - 50:20, 54:16
141 [3] - 50:20, 54:16, 61:16
143 [4] - 50:21, 54:16, 55:1, 55:5
145 [5] - 49:22, 50:23, 54:17, 71:7, 71:11
146 [5] - 25:9, 26:13, 49:22, 51:3
147 [3] - 26:13, 49:22, 51:3
148 [2] - 51:16, 71:7
149 [1] - 51:16
15 [2] - 1:16, 3:1
151 [1] - 51:19
152 [1] - 51:21
154 [1] - 52:2
156 [1] - 52:8
157 [1] - 52:11
158 [1] - 53:2
159 [1] - 53:8
160 [1] - 53:13
161 [1] - 53:17
162 [2] - 53:23, 54:18
163 [2] - 54:12, 55:6
175 [1] - 64:21
180 [5] - 50:21, 54:16, 55:1, 55:5, 65:13
1945 [1] - 18:12
19801-3725 [1] - 1:22

2

2 [3] - 49:19, 50:18, 54:15
2.d [1] - 45:22
20 [1] - 16:21
2002 [1] - 60:6
2011 [1] - 58:16
2020 [4] - 29:16, 31:14, 53:5, 53:10
2021 [3] - 12:11, 25:18, 29:18
2022 [3] - 1:16, 3:1, 75:19
21 [1] - 61:13
217 [1] - 60:4
220 [1] - 23:20
224 [1] - 55:13
226 [1] - 55:16
228 [1] - 59:23
230 [7] - 37:1, 37:12, 38:9, 62:4, 62:14, 73:19, 73:21
230(c) [1] - 37:12
238 [1] - 55:16
239 [2] - 8:23, 64:21
241 [2] - 55:16, 61:17
244 [1] - 55:16
255-0653 [1] - 1:23
25th [1] - 75:18
2609 [1] - 1:22
278 [2] - 45:22, 60:2
29 [1] - 15:10
2nd [2] - 1:22, 64:13

3

3 [5] - 9:18, 11:7, 49:19, 50:18, 54:15
30 [1] - 57:10
302 [1] - 1:23
319887 [1] - 60:6
37 [1] - 43:16
372 [1] - 60:5
375 [2] - 45:22, 60:2
379300 [1] - 58:16

4

457 [1] - 59:3
46 [1] - 71:7
47 [2] - 37:12, 71:7
471 [1] - 43:10

5

5 [1] - 41:16
50 [2] - 62:8, 62:18
500 [1] - 1:22
51 [1] - 59:3
510 [1] - 43:10
525 [1] - 60:3

6

617 [1] - 59:23

7

728 [1] - 60:5
775 [1] - 60:3

8

8 [1] - 58:16
81 [1] - 25:9
8121 [2] - 6:10, 44:13
892 [1] - 44:3

9

9 [1] - 62:8
917 [1] - 60:4
977 [1] - 44:3
992 [1] - 62:7
9:30 [1] - 3:2

A

A.2d [2] - 43:10, 44:3
a.m [2] - 3:2, 74:11
Aaron [2] - 73:9, 73:15
abhorrent [1] - 22:3
ability [1] - 61:3
able [3] - 7:9, 61:5, 66:2
absence [1] - 69:6
absolutely [2] - 39:15, 65:6
accept [4] - 23:4, 23:17, 24:20, 24:22
acceptable [1] - 5:3
according [2] - 34:8, 47:16
accurate [1] - 75:4
act [3] - 6:21, 7:21, 22:21
acting [11] - 22:21, 23:15, 24:7, 24:16, 25:2, 25:23, 27:1, 27:2, 47:20, 48:20, 49:20
action [7] - 9:16, 13:5, 42:21, 45:18, 68:12, 68:13, 75:11
actions [5] - 10:2, 17:4, 46:17, 46:20, 48:12
actual [35] - 10:12, 18:20, 19:1, 19:10, 19:15, 27:23, 28:5, 28:9, 28:13, 28:21, 29:14, 29:20, 30:1, 30:4, 30:14, 31:3, 31:11, 31:16, 31:21, 32:1, 32:8, 35:18, 36:7, 36:21, 37:4, 41:9, 48:1, 56:21, 56:23, 57:8, 66:15, 71:23, 72:15, 72:22, 73:2
additional [1] - 23:20
additionally [2] - 37:10, 38:11
address [15] - 6:15, 7:23, 8:3, 8:9, 9:10, 24:12, 24:13, 24:14, 31:13, 37:1, 39:8, 39:11, 41:9, 48:2, 64:4
addressed [2] - 7:22, 41:8
addressing [1] - 73:9
admitted [1] - 4:1
adopted [1] - 67:11
advertisement [1] - 30:3
advocate [1] - 32:12
affairs [1] - 46:7
African [1] - 59:22
agency [59] - 6:18, 16:11, 16:21, 17:11, 18:2, 21:7, 21:17, 22:2, 22:4, 22:15, 22:19, 23:5, 23:9, 23:17, 23:22, 24:1, 26:8, 27:11, 28:7, 37:4, 39:21, 40:6, 40:16, 41:5, 41:7, 44:23, 45:4, 45:16, 46:4, 46:5, 52:14, 52:16, 55:21, 56:6, 57:14, 58:1, 58:9, 58:12, 58:20, 59:1, 59:5, 59:11, 59:12, 60:8, 62:1, 62:5, 62:11, 63:7, 63:17, 65:9, 65:10, 66:20, 66:22, 70:5, 70:14, 70:17, 70:21, 71:22
agent [6] - 7:3, 22:4, 23:11, 23:15, 24:7, 25:2
agents [3] - 6:22, 25:23, 57:15
agree [5] - 21:19, 21:20, 22:9, 22:13, 72:20
ahead [2] - 46:1, 50:19
aid [1] - 54:2
air [4] - 32:5, 33:4, 52:12, 56:2
airs [1] - 53:3
albeit [1] - 43:17
allegation [20] - 8:18, 11:4, 20:23, 21:1, 23:15, 32:3, 32:16, 35:12, 36:2, 52:18, 56:21, 57:5, 58:13, 60:13, 61:16, 62:10, 65:22, 69:21, 73:10, 73:17
allegations [67] - 8:10, 8:12, 8:21, 10:13, 10:18, 11:1, 11:6, 11:11, 11:12, 14:17, 16:6, 20:12, 21:22, 22:18, 23:8, 23:10, 23:12, 23:17, 24:6, 24:12, 24:21, 25:3, 26:12, 28:12, 28:17, 28:21, 29:3, 29:15, 29:17, 29:23, 30:17, 31:7, 31:12, 32:23, 34:15, 34:17, 34:21, 35:1, 35:6, 35:9, 35:13, 36:11, 36:12, 36:14, 36:20, 37:7, 40:14, 41:5, 44:23, 46:12, 47:13, 50:22, 52:16, 52:19, 57:13, 58:6, 62:16, 63:2, 63:13, 63:15, 66:13, 68:3, 71:15, 71:18, 72:22, 73:2
allege [14] - 15:20, 22:12, 28:9, 28:21, 32:8, 34:18, 36:21, 40:8, 45:14, 50:4, 53:19, 57:14, 59:14, 71:18
alleged [8] - 15:18, 16:17, 29:17, 31:13, 37:23, 52:16, 58:20, 61:11
allegedly [2] - 10:20, 52:4
alleges [1] - 15:17
alleging [7] - 22:18, 33:12, 45:6, 57:19, 57:20, 64:18, 70:12
allow [2] - 13:3, 24:1
allowing [4] - 33:3, 33:4, 33:16, 34:7
allows [1] - 53:9
alone [5] - 29:13, 32:7, 37:8, 38:12, 39:4
Alter [1] - 70:13
alter [3] - 17:10, 20:2, 70:17
Amendment [3] - 10:7, 18:20, 19:6
amplified [1] - 19:20
amplifies [1] - 19:10
amplify [2] - 10:7, 19:7
Amusement [1] - 59:8
analysis [12] - 19:10, 20:16, 20:17, 21:11, 21:21, 27:11, 28:3, 28:4, 28:8, 29:20, 30:4
anchors [1] - 52:8
AND [1] - 1:1

andron [1] - 22:16
Angeles [1] - 3:23
ANNAGUEY [1] - 2:17
answer [6] - 39:10, 39:15, 40:2, 45:11, 64:9, 64:11
answers [2] - 39:23, 64:8
anti [3] - 28:3, 69:3, 69:7
anti-SLAPP [3] - 28:3, 69:3, 69:7
Anwar [1] - 60:5
ANY [1] - 2:1
apart [1] - 52:14
Apartheid [1] - 59:23
appear [2] - 11:5, 61:15
appearance [1] - 4:7
appearances [1] - 3:17
APPEARANCES [1] - 2:6
appearing [1] - 65:15
application [2] - 13:2, 42:7
applied [3] - 13:6, 43:12, 62:14
applies [4] - 7:19, 11:19, 39:5, 43:11
apply [11] - 12:23, 13:10, 14:10, 15:3, 16:23, 21:10, 42:12, 43:2, 44:15, 44:18, 69:5
applying [1] - 63:21
appointed [1] - 21:14
appreciate [1] - 12:1
appropriately [1] - 16:4
April [1] - 75:19
argue [1] - 41:23
argued [1] - 69:4
arguing [2] - 7:11, 9:5
argument [17] - 3:22, 4:2, 4:4, 4:17, 5:4, 5:18, 7:8, 9:11, 17:6, 18:2, 21:17, 22:1, 34:15, 37:2, 42:3, 44:5, 60:11
arguments [6] - 5:15, 41:8, 44:20, 45:5, 54:20, 70:5
Arizona [2] - 53:18, 54:3
Arizona's [1] - 33:8
arose [3] - 13:5, 13:14, 14:17
articles [1] - 12:4
articulate [1] - 71:2
articulated [2] - 69:4, 73:3
articulates [1] - 70:22
assisted [1] - 72:14
assisting [1] - 29:9
assume [9] - 5:19, 5:20, 5:21, 6:3, 11:10, 11:21, 25:11, 25:22, 32:17
attempt [4] - 17:6, 31:8, 34:16, 71:1
Attorney [2] - 52:3, 52:4
author [1] - 64:15
authority [2] - 22:21, 54:9
authorization [1] - 75:15
AUTHORIZATION [1] - 2:1
available [1] - 73:13
avoiding [1] - 22:17
award [1] - 52:12
aware [13] - 12:20, 18:11, 22:20, 23:12, 26:2, 26:7, 27:7, 28:18, 30:19, 34:22, 38:4, 69:1, 73:5

B

background [3] - 3:9, 49:2, 49:17
bare [1] - 64:7
barebones [1] - 41:3
Barr [2] - 52:3, 52:4
barred [1] - 9:15
barring [1] - 67:11
based [3] - 7:7, 38:8, 43:13
basic [1] - 9:15
Basic [16] - 13:1, 13:10, 13:18, 14:23, 39:20, 41:18, 42:2, 42:3, 42:15, 43:6, 43:8, 43:16, 43:18, 44:2, 44:17, 69:13
basis [2] - 49:18, 50:9
become [4] - 10:4, 23:23, 42:9, 67:16
BEFORE [1] - 1:11
beginning [2] - 39:9, 58:9
behalf [5] - 3:20, 22:22, 24:17, 27:3, 29:7
behind [1] - 14:20
belabor [5] - 23:19, 38:5, 40:10, 67:14, 69:6
belief [6] - 8:19, 9:2, 64:2, 64:19, 64:21, 65:19
below [1] - 75:16
beneficiary [1] - 45:8
benefit [2] - 8:5, 42:19
best [3] - 43:21, 61:23, 66:1
Best [1] - 26:21
better [2] - 5:11, 69:9
between [10] - 16:13, 18:4, 28:4, 35:13, 45:15, 52:3, 57:6, 58:11, 63:18, 66:22
Biden [1] - 53:15
big [1] - 7:14
billion [1] - 36:17
binding [3] - 43:15, 67:7, 67:23
binds [1] - 68:2
bit [3] - 27:22, 49:2, 56:20
Blankenship [12] - 10:10, 18:17, 18:23, 30:1, 32:3, 35:20, 35:21, 36:9, 56:8, 56:16, 56:19, 62:21
Blumenthal [1] - 62:3
board [2] - 6:23, 26:10
bones [1] - 64:7
books [1] - 12:5
borrowing [13] - 6:12, 12:18, 12:19, 12:22, 13:8, 15:3, 39:14, 41:17, 42:14, 43:11, 44:10, 44:18, 68:8
bound [1] - 8:14
break [2] - 74:3, 74:5
breakdown [1] - 17:8
brief [19] - 16:21, 23:19, 26:3, 29:4, 29:8, 39:10, 41:15, 41:19, 42:2, 42:6, 44:1, 44:21, 45:19, 47:22, 48:3, 55:6, 69:20, 69:21, 70:8
briefing [3] - 28:2, 57:18, 73:5
briefly [10] - 18:10, 20:1, 27:22, 28:11, 37:1, 52:17, 67:3, 70:4, 70:8, 72:20
briefs [4] - 5:16, 5:17, 59:16
bring [1] - 65:7
broad [5] - 30:16, 31:13, 34:21, 36:5, 71:1
Broadcast [1] - 64:3
broadcast [3] - 15:23, 50:13, 56:3
Broadcasting [49] - 3:21, 6:14, 8:10, 8:20, 9:2, 10:15, 10:19, 11:5, 14:5, 14:8, 16:17, 19:12, 23:3, 23:7, 23:8, 23:11, 23:13, 23:16, 23:18, 23:21, 28:10, 28:12, 28:13, 28:15, 28:17, 28:19, 28:22, 29:1, 37:7, 37:11, 37:22, 38:2, 41:1, 57:15, 62:6, 63:11, 63:12, 63:16, 63:18, 63:23, 64:9, 65:7, 65:11, 65:19, 65:22, 66:3, 66:23, 72:20, 73:20
BROADCASTING [1] - 1:7
broadcasts [1] - 46:8
broaden [1] - 72:10
broader [3] - 7:20, 34:13
broadly [5] - 19:2, 24:4, 34:22, 36:15, 72:10
Brook [1] - 4:23
BROOK [1] - 2:10
Brossman [6] - 43:9, 43:12, 43:14, 43:16, 43:19, 43:23
brought [3] - 14:10, 14:15, 36:16
Brown [5] - 17:22, 18:11, 18:12, 47:7, 72:1
bucket [1] - 29:6
buckets [1] - 29:5
built [2] - 41:23, 42:1
built-in [2] - 41:23, 42:1
burden [4] - 39:3, 65:16, 65:17, 66:21
business [4] - 9:20, 15:9, 15:10, 52:1
buy [1] - 55:9
BY [11] - 2:8, 2:9, 2:10, 2:10, 2:11, 2:11, 2:13, 2:13, 2:15, 2:17, 2:18

C

C.A [1] - 1:5
cable [2] - 14:17, 15:22
California [1] - 5:11
campaign [1] - 33:7
Canadian [1] - 13:22
Candidate [1] - 53:15
candidate [1] - 56:21
Candies [1] - 58:21
cannot [4] - 17:3, 22:10, 29:13, 45:12
capacity [1] - 49:20
careful [1] - 4:14
Carter [1] - 5:20
case [81] - 6:1, 6:6, 10:8, 16:11, 17:22, 17:23, 18:11, 18:12, 18:14, 19:18, 19:21, 19:23, 20:13, 21:3, 21:14, 22:9, 22:16, 22:17, 23:2, 23:5, 26:8, 26:17, 26:22, 27:4, 27:19, 30:14, 32:3, 34:19, 35:19, 35:20, 35:21, 36:17, 40:17, 40:21, 41:17, 43:8, 43:9, 43:11, 44:5, 45:19, 45:20, 45:21, 47:5, 47:7, 47:10, 56:7, 56:9, 56:14, 57:13, 58:8, 58:16, 58:21, 59:9, 59:23, 60:2, 60:4, 60:5, 60:6, 62:1, 62:2, 62:4, 62:9, 62:21, 64:14, 67:8, 67:12, 67:22, 68:20, 70:3, 70:7, 70:17, 72:1, 72:2, 72:3, 72:11, 72:18, 75:7
cases [9] - 8:22, 18:16, 39:3, 39:19, 40:19, 44:21, 59:2, 59:15, 59:20
cast [2] - 14:17, 15:22
Castle [1] - 75:7
CASTLE [2] - 1:1, 75:1
cat [1] - 48:13
caused [2] - 53:21, 56:6
causes [2] - 4:11, 7:21
causing [1] - 7:12
CCR [2] - 1:21, 75:21
Century [1] - 72:11
CEO [1] - 51:1
certain [2] - 8:5, 30:17
certainly [11] - 15:23, 18:19, 19:9, 22:8, 22:10, 22:13, 23:3, 28:23, 30:10, 32:7, 69:6
certification [1] - 75:13
certify [1] - 75:4
chain [1] - 24:5
Chairman [2] - 25:13, 25:14
challenge [2] - 29:19, 68:23
challenged [9] -

10:15, 10:16, 10:17, 10:18, 12:12, 16:18, 24:14, 29:22, 32:6
champion [1] - 60:20
Chancellor [1] - 21:14
Chancery [4] - 7:15, 20:20, 21:4, 21:23
change [2] - 29:18, 51:3
changed [4] - 25:19, 32:22, 33:11, 42:4
changes [1] - 12:11
changing [1] - 33:9
characterizing [1] - 40:11
check [1] - 54:23
cherry [1] - 73:11
Chief [4] - 25:15, 26:15, 26:16
chose [1] - 68:18
Cipollone [1] - 5:7
CIPOLLONE [1] - 2:16
Circuit [1] - 64:13
circumstances [1] - 65:5
circumstantial [3] - 52:21, 59:13, 63:5
circumvent [2] - 13:4, 45:5
citation [2] - 12:8, 19:21
cite [6] - 26:15, 26:21, 41:16, 43:22, 45:19, 59:15
cited [3] - 44:21, 70:7, 71:5
cites [3] - 26:14, 43:16, 43:20
citing [1] - 12:3
claim [4] - 28:14, 36:5, 54:20, 58:14
claims [5] - 13:14, 14:11, 14:14, 55:9, 55:11
Clare [2] - 5:2
CLARE [2] - 2:12, 2:13
clarified [1] - 30:2
clarifying [1] - 18:10
clean [1] - 72:15
clear [15] - 10:10, 12:9, 19:1, 26:14, 26:17, 30:23, 39:18, 43:14, 44:16, 46:4, 47:3, 55:23, 57:19, 70:2, 73:16
clearly [2] - 66:7, 67:22
clients [1] - 16:3
Clinton [3] - 44:2, 44:5, 44:12
clip [2] - 73:8
cloak [2] - 22:19, 23:17
closing [1] - 37:2
Code [1] - 6:10
coin [1] - 48:7
collateral [1] - 6:2
colleague [1] - 5:6
Colorado [1] - 16:2
combined [1] - 41:4
coming [4] - 6:20, 17:16, 18:3, 18:7
commenced [1] - 9:17
commentary [1] - 24:11
commentator [2] - 52:5, 52:6
commit [1] - 20:9
common [2] - 64:16, 72:8
communication [2] - 32:5, 36:4
communications [1] - 55:12
COMPANY [1] - 1:7
Company [1] - 3:21
company [4] - 9:21, 10:5, 20:9, 56:15
compared [1] - 8:21
Complaint [9] - 60:19, 61:7, 65:13, 70:12, 71:5, 71:6, 71:8, 73:16, 73:23
complaint [27] - 8:14, 11:1, 12:4, 14:18, 24:21, 25:4, 25:6, 25:9, 28:6, 31:13, 31:15, 32:9, 32:13, 33:20, 34:8, 34:17, 35:4, 35:10, 35:12, 36:19, 40:11, 41:3, 47:17, 50:8, 52:7, 53:20, 56:3
complaint's [1] - 11:6
complaints [2] - 9:6, 15:17
complete [1] - 58:18
completely [3] - 42:3, 52:15, 57:12
composition [2] - 17:20, 47:6
computer [2] - 37:13, 37:18
concede [3] - 16:9, 41:2, 64:7
conceivable [1] - 39:5
conceivably [1] - 59:7
concept [3] - 18:20, 29:6, 36:10
concern [1] - 69:13
concerned [2] - 8:17, 45:3
concerning [2] - 31:19, 31:20
concerns [3] - 6:7, 6:8, 9:10
concession [1] - 41:21
concluded [2] - 74:9, 74:11
conclusion [2] - 9:7, 31:6
conclusory [9] - 9:8, 16:6, 29:4, 33:22, 40:13, 50:9, 52:16, 54:21, 71:9
conduct [1] - 58:20
confident [1] - 61:3
confusing [1] - 22:7
confusion [2] - 41:14, 57:6
considered [1] - 75:13
consistent [4] - 3:15, 55:23, 57:12, 60:8
construction [2] - 67:10, 67:13
consults [1] - 50:23
contains [1] - 61:16
content [10] - 16:19, 23:13, 31:20, 37:16, 37:20, 37:23, 38:10, 73:7, 73:15, 73:18
continue [1] - 60:20
continued [2] - 60:21, 61:18
continues [1] - 70:18
contracts [3] - 15:20, 52:12
contradictory [1] - 25:3
control [28] - 7:12, 20:9, 21:22, 25:12, 31:8, 41:6, 44:11, 45:17, 47:15, 48:22, 49:13, 50:5, 52:13, 52:19, 52:23, 53:3, 53:7, 56:1, 58:5, 58:18, 58:19, 60:13, 66:20, 71:1, 71:2, 71:9, 73:4
controlled [1] - 66:22
controlling [2] - 19:23, 72:18
controls [2] - 51:22, 69:14
convicted [3] - 57:2, 57:3, 57:4
core [1] - 42:2
Corp [2] - 30:18, 68:14
corporate [37] - 6:19, 7:17, 8:8, 9:22, 10:8, 14:2, 16:12, 16:16, 17:9, 18:5, 18:6, 19:7, 19:10, 19:18, 21:3, 21:8, 21:11, 21:16, 24:5, 26:3, 26:4, 26:5, 26:9, 26:19, 27:9, 27:17, 35:22, 36:18, 39:22, 40:17, 45:5, 45:16, 55:22, 57:20, 58:3, 58:11, 58:19
Corporate [1] - 48:5
CORPORATION [2] - 1:4, 1:7
Corporation [74] - 3:21, 6:14, 6:22, 7:3, 8:4, 8:5, 8:11, 8:12, 10:14, 10:19, 11:2, 11:4, 12:14, 14:5, 14:8, 16:14, 19:12, 22:5, 23:3, 23:22, 24:8, 25:14, 25:15, 25:22, 25:23, 28:10, 29:2, 29:3, 29:7, 30:9, 31:8, 31:14, 31:23, 32:4, 34:4, 35:14, 35:23, 40:4, 41:6, 45:1, 46:6, 46:16, 46:19, 47:20, 47:21, 48:11, 48:16, 48:17, 48:21, 48:23, 49:4, 49:11, 49:14, 49:21, 50:3, 50:10, 51:7, 51:11, 51:14, 51:18, 51:19, 54:4, 54:5, 54:6, 54:10, 55:18, 57:16, 57:21, 65:14, 65:18, 66:23, 68:22, 69:22
corporation [17] - 7:6, 7:10, 7:11, 9:15, 9:21, 13:21, 13:22, 15:6, 15:11, 16:13, 20:5, 24:2, 27:19, 29:9, 30:11, 30:19, 46:15
Corporation's [1] - 40:5
corporations [4] - 10:2, 17:7, 27:7, 27:8
Corporations [2] - 6:21, 52:22
correct [3] - 14:3, 42:10, 44:8
couching [1] - 22:18
Counsel [1] - 69:23
counsel [2] - 5:14, 75:10
counterclaim [1] - 42:18
country [2] - 15:18, 15:19
County [1] - 75:7
COUNTY [2] - 1:1, 75:1
couple [5] - 39:19, 39:23, 46:23, 59:20, 60:14
course [25] - 16:9, 17:2, 17:8, 17:14, 18:13, 19:19, 24:21, 29:10, 29:11, 29:21, 31:20, 32:23, 33:12, 37:2, 37:19, 38:6, 39:15, 43:23, 52:21, 62:19, 66:4, 67:7, 68:17, 68:20, 72:23
court [4] - 10:5, 43:3, 43:7, 43:16
COURT [35] - 1:1, 1:21, 2:2, 3:9, 3:12, 4:10, 4:13, 4:19, 5:9, 5:13, 11:9, 13:17, 15:5, 17:13, 17:15, 17:18, 20:15, 22:7, 25:7, 27:12, 27:15, 32:11, 38:17, 38:21, 45:2, 45:23, 46:10, 50:14, 50:19, 54:13, 63:11, 67:1, 68:4, 69:18, 74:2
Court [74] - 6:4, 7:10, 7:16, 9:14, 9:18, 10:4, 13:1, 13:6, 13:11, 18:16, 21:11, 22:10, 23:4, 23:16, 23:21, 23:23, 24:8, 24:20, 26:2, 26:7, 28:2, 28:6, 28:12, 28:23, 32:9, 34:13, 34:22, 35:17, 35:23, 36:17, 37:3, 37:8, 38:3, 38:4, 38:11, 38:13, 38:18, 39:6, 39:19, 40:21, 42:4, 42:6, 42:11, 42:16, 43:1, 43:9, 44:4, 44:12, 45:6, 46:3, 46:4, 49:5, 49:7, 58:16, 62:13, 67:8, 67:17, 67:20, 67:23, 69:1, 70:6, 70:11, 70:18, 70:23, 71:7, 71:14, 71:21, 73:5, 73:13, 73:22, 75:2, 75:3, 75:6, 75:22
Court's [2] - 38:15, 67:7
courts [3] - 7:15, 13:1, 24:3
Courts [1] - 42:11
coverage [8] - 31:15, 51:22, 51:23, 53:14, 53:15, 54:8, 73:9, 73:12

create [1] - 62:16
creator [2] - 37:20, 37:23
crisis [2] - 53:5, 53:9
critical [1] - 60:18
curiosity [1] - 6:17
custody [2] - 48:22, 49:12
customer [2] - 14:19, 14:20
cut [2] - 44:8, 54:14

D

daily [3] - 51:1, 51:2, 71:12
damages [2] - 15:12, 16:7
DAVIDA [1] - 2:10
Davida [1] - 4:23
DAVIS [1] - 1:11
deal [3] - 7:14, 25:7, 25:10
dealt [1] - 8:22
debt [1] - 7:5
decades [6] - 18:13, 18:15, 18:16, 19:21, 72:1
decide [1] - 53:10
decided [1] - 5:22
decision [23] - 5:21, 5:23, 6:5, 7:23, 38:4, 39:7, 42:17, 43:20, 44:3, 54:3, 56:2, 56:9, 56:16, 56:19, 57:10, 60:18, 62:19, 66:6, 66:8, 66:10, 66:15, 67:10, 67:22
decisions [3] - 53:12, 56:18, 57:11
declaratory [1] - 42:21
defamation [7] - 7:19, 18:7, 19:7, 19:23, 34:20, 35:5, 40:6
defamations [2] - 61:11, 65:23
defamatory [8] - 9:3, 10:21, 40:10, 47:15, 50:12, 55:15, 55:19, 56:2
Defendant [1] - 2:18
defendant [3] - 3:18, 42:20, 43:2
defendants [2] - 14:7, 69:8
Defendants [1] - 1:8
deformation [1] - 36:18
degree [1] - 45:16
DELAWARE [2] - 1:1, 75:1
Delaware [46] - 1:22, 6:9, 9:19, 10:1, 10:4, 13:10, 13:20, 13:22, 14:1, 14:4, 14:7, 15:5, 15:11, 15:13, 15:22, 16:1, 16:3, 16:5, 16:8, 16:22, 17:1, 17:2, 18:5, 39:19, 40:20, 42:17, 43:2, 43:3, 43:9, 43:12, 44:3, 44:6, 45:20, 48:9, 58:15, 59:6, 63:3, 67:6, 67:17, 67:23, 68:10, 69:3, 69:9, 75:3, 75:6, 75:9
Delaware's [1] - 42:23
demonstrate [1] - 63:16
denied [1] - 48:22
deny [1] - 9:16
denying [1] - 48:11
depth [1] - 39:12
described [1] - 39:6
description [1] - 56:13
desire [1] - 30:10
despite [2] - 60:22, 70:13
destroy [3] - 26:5, 26:19, 27:9
detail [2] - 40:8, 50:7
detailed [1] - 47:13
devil's [1] - 32:12
devoid [2] - 31:15, 36:19
dictates [1] - 51:22
difference [8] - 7:18, 18:1, 18:4, 40:20, 45:15, 57:17, 58:13, 70:19
different [13] - 24:12, 24:13, 25:4, 26:23, 39:1, 40:16, 43:17, 48:8, 52:15, 56:11, 56:20, 58:2
differently [1] - 24:15
differing [1] - 31:1
difficulty [2] - 8:1
direct [15] - 40:5, 40:14, 44:23, 46:5, 47:23, 52:13, 52:23, 53:6, 55:17, 56:12, 57:22, 65:8, 66:8, 66:19, 67:20
directed [7] - 8:4, 10:20, 12:14, 45:7, 49:16, 54:1, 63:23
direction [2] - 65:14, 71:9
directly [6] - 12:7, 12:10, 19:4, 55:19, 56:5, 66:9
directors [1] - 7:1
directs [1] - 42:14
disagree [1] - 16:5
disassembled [1] - 75:14
disclaimed [1] - 66:6
discovery [1] - 4:5
discuss [7] - 18:10, 39:17, 50:22, 51:3, 51:16, 61:9, 70:5
discussed [6] - 52:4, 57:23, 58:8, 60:1, 69:20, 72:1
discusses [15] - 31:16, 51:19, 51:21, 52:2, 52:8, 52:11, 53:2, 53:4, 53:8, 53:13, 53:17, 53:23, 56:19, 61:13, 61:17
discussing [1] - 51:13
discussion [9] - 6:11, 30:16, 31:10, 36:3, 38:15, 47:1, 58:15, 70:9, 71:17
discussions [1] - 69:2
disingenuous [2] - 11:7, 11:9
DISMISS [1] - 1:15
dismiss [17] - 4:3, 10:4, 22:11, 23:21, 27:5, 28:23, 32:9, 37:9, 38:8, 38:11, 39:4, 60:16, 62:10, 62:12, 63:1, 71:19, 73:22
Dismiss [1] - 74:9
dismissed [1] - 23:18
dispositive [1] - 39:17
dispute [2] - 37:17, 37:20
disputed [1] - 30:6
disregard [3] - 35:6, 36:17, 60:23
disregarded [2] - 28:18, 63:14
disregarding [1] - 33:18
dissatisfaction [1] - 52:5
distinction [5] - 19:11, 19:18, 27:19, 42:1, 58:11
distracting [1] - 3:10
District [3] - 40:18, 47:11, 70:10
diversity [5] - 24:11, 24:18, 30:15, 31:2, 31:10
DLA [2] - 2:15, 3:20
dominates [1] - 20:5
Dominion [50] - 5:23, 9:16, 10:3, 11:3, 11:8, 12:3, 13:20, 14:4, 14:10, 15:15, 15:17, 16:2, 21:2, 21:22, 25:5, 26:13, 27:4, 27:20, 28:1, 28:8, 30:17, 31:17, 32:11, 32:22, 33:9, 34:19, 34:21, 35:10, 35:13, 35:14, 36:12, 36:16, 36:21, 38:23, 39:6, 66:11, 67:6, 68:1, 68:2, 68:7, 68:18, 68:21, 69:4, 69:8, 69:22, 71:3, 71:17, 71:18, 73:18
DOMINION [3] - 1:3, 1:4
Dominion's [4] - 14:18, 19:21, 73:8, 73:16
done [1] - 25:16
Dongguk [1] - 36:8
Dorrego [2] - 51:8, 51:9
double [1] - 61:6
down [4] - 16:14, 18:12, 21:4, 50:16
downplay [1] - 52:19
drop [1] - 33:11
Drudge [1] - 62:3
during [3] - 52:23, 53:10, 61:12

E

e-mail [1] - 35:22
early [3] - 4:1, 5:10, 62:4
edited [1] - 10:22
editor [1] - 10:17
editorial [9] - 24:10, 47:15, 50:5, 53:3, 56:1, 56:18, 57:11, 64:15, 73:3
editorials [1] - 65:4
effectively [1] - 58:5
effort [1] - 14:15
Ego [1] - 70:13
ego [2] - 17:10, 20:2
either [9] - 6:23, 10:14, 10:19, 17:10, 28:17, 30:7, 34:18, 44:1, 46:13
Elbit [1] - 60:4
election [16] - 29:16, 30:16, 31:14, 33:2, 33:9, 34:2, 34:22, 34:23, 36:15, 53:5, 53:11, 53:16, 53:19, 56:19, 57:12
elements [5] - 20:17, 20:19, 21:5, 21:20, 22:12
eliminate [1] - 27:18
Ellis [2] - 3:23, 5:7
eLLIS [1] - 2:16
elsewhere [1] - 43:20
emphasizes [1] - 62:20
employee [4] - 8:19, 10:14, 51:8, 51:9
employees [6] - 7:1, 46:7, 49:21, 50:3, 50:11, 60:11
employment [2] - 47:21, 48:21
end [2] - 45:6, 62:8
engaged [2] - 53:12, 68:11
entire [1] - 9:22
entirely [3] - 30:12, 38:1, 72:23
entirety [1] - 73:23
entities [2] - 9:20, 65:15
entity [11] - 15:12, 15:13, 16:16, 29:22, 30:5, 31:2, 31:3, 34:6, 38:1, 38:10, 45:10
episodes [2] - 73:6, 73:12
equal [1] - 56:4
equally [1] - 17:21
eRIC [1] - 1:11
Eric [1] - 5:6
ERIC [1] - 2:18
eschew [1] - 42:6
eschews [1] - 67:13
especially [4] - 41:4, 59:6, 72:9, 72:17
ESQ [11] - 2:8, 2:9, 2:10, 2:10, 2:11, 2:11, 2:13, 2:13, 2:15, 2:17, 2:18
essentially [3] - 26:9, 28:14, 29:5
estoppel [1] - 6:2
etc [2] - 35:3
everywhere [1] - 48:14
evidence [4] - 52:21, 59:13, 63:6, 66:11
exact [1] - 43:10
exactly [7] - 14:23, 50:7, 55:9, 61:13, 64:5, 67:16, 68:22
examined [1] - 44:4
example [13] - 12:5,

37:19, 45:4, 50:22, 59:8, 61:10, 62:1, 62:3, 64:13, 64:14, 64:21, 65:21, 71:11
except [2] - 40:12, 48:13
excepting [1] - 24:16
exception [1] - 22:19
exceptions [2] - 17:3, 17:10
excuse [1] - 14:20
executive [16] - 25:11, 25:19, 25:21, 31:14, 32:4, 32:14, 33:3, 34:2, 34:3, 35:23, 50:1, 50:2, 51:4, 54:5, 54:6, 64:2
Executive [3] - 25:14, 25:15, 26:15
executives [11] - 26:18, 26:22, 30:21, 36:6, 48:5, 48:6, 48:23, 49:16, 51:7, 52:20, 55:18
exercising [1] - 7:11
exert [1] - 53:6
existed [2] - 59:11, 66:12
existence [1] - 59:4
exists [1] - 42:10
expand [2] - 24:4, 34:14
expect [2] - 20:13, 24:17
explain [3] - 6:20, 17:13, 49:3
explanation [1] - 65:21
exploits [1] - 20:9
express [1] - 31:9
expressed [1] - 70:13
expression [2] - 24:18, 31:2
extend [3] - 13:12, 15:1, 72:12
extends [1] - 45:17
extraordinary [2] - 22:11, 71:20

F

F.Supp [1] - 62:8
F.Supp.2d [4] - 59:23, 60:3, 60:4, 60:5
fact [14] - 13:18, 22:21, 25:20, 31:5, 33:6, 42:17, 47:12, 50:11, 51:22, 56:17, 61:2, 61:5, 62:17, 70:1
factor [2] - 52:13, 52:14
factors [1] - 53:21
facts [13] - 6:1, 9:6, 12:4, 28:9, 43:3, 48:8, 54:21, 56:10, 56:20, 59:17, 60:7, 60:10, 68:6
factual [14] - 29:2, 34:15, 34:17, 35:6, 35:9, 35:12, 36:2, 36:14, 60:10, 60:15, 61:23, 62:15, 63:2, 71:17
factually [2] - 36:19, 68:5
fails [1] - 36:20
failure [3] - 22:12, 28:20, 32:8
faith [5] - 49:3, 49:18, 50:9, 53:22, 66:2
fall [1] - 29:5
falling [1] - 53:6
false [5] - 11:13, 33:2, 55:11, 60:21, 63:14
falsity [4] - 11:20, 28:18, 28:19, 35:7
familiar [3] - 18:17, 20:3, 21:12
family [1] - 9:22
far [1] - 40:13
FARNAN [3] - 2:7, 2:8, 4:21
Farnan [2] - 4:20, 4:22
fashion [2] - 50:9, 71:10
fatal [1] - 36:4
favor [1] - 44:8
favorable [4] - 68:9, 68:10, 68:19, 69:7
favors [1] - 10:1
feedback [3] - 3:14, 4:13, 4:15
felon [2] - 57:2, 57:7
few [5] - 40:1, 55:5, 61:8, 69:12
figure [1] - 28:4
filed [1] - 42:21
files [1] - 31:2
final [1] - 53:18
finally [2] - 8:9, 31:11
Financial [1] - 26:16
firm [2] - 3:23, 5:7
first [24] - 3:17, 10:4, 12:18, 12:20, 15:9, 17:12, 20:21, 23:7, 24:1, 29:6, 39:6, 39:13, 40:2, 40:4, 41:2, 41:11, 41:12, 42:13, 44:10, 57:22, 61:10, 68:23, 71:21
First [3] - 10:7, 18:20, 19:6
flip [1] - 21:10
flipping [1] - 34:19
Floor [1] - 1:22
flushed [2] - 28:16
flying [1] - 5:11
focus [3] - 11:15, 15:21, 16:8
followed [1] - 9:15
following [4] - 12:12, 19:9, 34:23, 64:1
Foods [1] - 26:22
footnote [1] - 43:16
FOR [1] - 1:1
force [1] - 42:22
forced [1] - 43:3
foregoing [1] - 75:4
foreign [1] - 44:7
forget [1] - 48:1
forgetting [1] - 55:21
form [2] - 14:14, 16:15
formalities [7] - 16:12, 17:9, 19:8, 26:6, 26:9, 26:19, 36:18
formation [1] - 9:20
former [4] - 32:19, 33:7, 54:4
forth [14] - 5:11, 10:13, 14:13, 14:22, 16:20, 24:10, 24:23, 30:8, 35:5, 37:5, 37:10, 70:2, 70:15, 70:20
forum [9] - 13:23, 14:12, 14:14, 15:8, 68:9, 68:10, 68:11, 68:19, 69:12
forward [1] - 60:19
Fox [197] - 3:20, 3:21, 5:22, 5:23, 6:13, 6:14, 6:22, 7:2, 7:3, 8:4, 8:5, 8:10, 8:11, 8:12, 8:19, 9:2, 10:14, 10:19, 10:20, 11:2, 11:3, 11:4, 12:14, 14:4, 14:5, 14:7, 14:8, 15:14, 16:13, 16:15, 16:17, 16:19, 19:12, 22:4, 22:5, 23:2, 23:3, 23:6, 23:8, 23:10, 23:11, 23:13, 23:14, 23:15, 23:16, 23:17, 23:21, 23:22, 24:6, 24:7, 24:9, 24:11, 24:16, 24:19, 25:1, 25:10, 25:12, 25:13, 25:15, 25:20, 25:22, 25:23, 26:14, 28:9, 28:10, 28:11, 28:13, 28:15, 28:17, 28:19, 28:21, 28:23, 29:2, 29:3, 29:7, 30:7, 30:9, 30:16, 31:8, 31:13, 31:22, 32:4, 32:15, 34:4, 34:5, 35:13, 35:23, 37:7, 37:11, 37:21, 38:1, 38:2, 38:23, 39:16, 40:3, 40:4, 41:1, 41:6, 41:22, 42:10, 43:22, 44:8, 45:1, 46:6, 46:7, 46:14, 46:16, 46:19, 47:20, 47:21, 48:5, 48:10, 48:11, 48:15, 48:16, 48:17, 48:21, 48:22, 49:4, 49:5, 49:6, 49:7, 49:8, 49:11, 49:12, 49:13, 49:14, 49:20, 49:23, 50:1, 50:3, 50:10, 51:1, 51:6, 51:7, 51:9, 51:10, 51:11, 51:14, 51:15, 51:18, 51:19, 52:5, 52:20, 52:22, 53:4, 53:14, 53:22, 54:4, 54:5, 54:9, 55:18, 57:15, 57:16, 57:21, 60:10, 60:11, 61:13, 61:17, 62:5, 63:11, 63:12, 63:16, 63:18, 63:23, 64:8, 65:7, 65:10, 65:14, 65:15, 65:17, 65:19, 65:22, 66:3, 66:5, 66:13, 66:23, 68:13, 68:22, 69:2, 69:22, 72:20, 73:7, 73:20
FOX [2] - 1:7
Fox's [5] - 41:15, 42:3, 42:8, 44:5, 44:8
Fox.com [5] - 37:17, 38:2, 66:9, 73:6, 73:12
frame [1] - 61:12
fraud [7] - 30:16, 32:18, 32:19, 33:2, 34:22, 35:1, 36:15
front [1] - 24:8
full [4] - 32:10, 73:6, 73:12
Fulls [1] - 72:18
fully [1] - 28:16
fundamentally [1] - 43:6

G

general [3] - 17:3, 19:18, 53:16
General [2] - 52:3, 52:4
generally [1] - 58:17
genuine [1] - 62:16
George [3] - 3:23, 5:6, 5:7
GEORGE [4] - 2:16, 2:18, 5:8, 5:12
Georgia [1] - 14:21
Godfrey [1] - 5:1
GODREY [1] - 2:9
golden [1] - 32:21
goose [1] - 32:21
grant [1] - 22:10
grouping [1] - 35:1
guess [1] - 15:10
guests [4] - 11:5, 30:7, 60:22, 61:18

H

hac [1] - 4:2
hand [3] - 58:12, 59:18, 75:18
handle [1] - 53:10
hands [1] - 43:4
Hanks [1] - 29:12
happy [3] - 22:15, 38:14, 50:6
harm [6] - 15:6, 15:18, 15:21, 16:4, 16:7, 56:5
harmed [1] - 14:9
Harte [1] - 29:12
hat [3] - 27:1, 27:3, 50:3
hats [1] - 26:23
hear [1] - 27:13
heard [2] - 49:5, 61:1
held [7] - 13:1, 13:11, 17:4, 36:1, 43:9, 58:9, 67:17
help [1] - 32:12
helps [1] - 3:15
hereby [1] - 75:3
hesitant [1] - 24:3
Hicks [1] - 54:3
highest [1] - 49:16
himself [2] - 55:8, 56:17
hit [1] - 43:4
hold [12] - 7:6, 10:5, 17:7, 39:3, 42:15, 49:8, 49:10, 49:15, 62:13, 69:23, 70:3, 71:21
holding [1] - 26:10
home [2] - 16:2, 65:7
Honor [73] - 3:11, 3:19, 4:6, 4:18, 4:21, 5:3, 5:4, 5:8, 9:13,

11:8, 12:2, 12:15, 12:17, 13:9, 13:16, 14:3, 14:12, 14:22, 15:16, 17:5, 17:14, 18:10, 18:11, 18:19, 19:5, 19:17, 20:1, 20:14, 22:6, 22:8, 22:14, 23:1, 23:6, 23:10, 23:12, 26:1, 26:21, 27:6, 27:14, 27:16, 27:17, 30:19, 34:12, 35:15, 36:13, 36:23, 37:6, 38:16, 38:20, 38:22, 39:9, 40:11, 40:14, 40:23, 44:22, 45:14, 46:9, 47:18, 49:4, 50:6, 51:5, 55:4, 56:15, 59:18, 59:21, 64:17, 66:4, 67:2, 68:17, 69:16, 69:19, 72:19
Honor's [3] - 39:21, 41:12, 66:10
HONORABLE [1] - 1:11
honors [1] - 51:20
Hope [1] - 54:3
hopefully [1] - 5:14
host [2] - 30:7, 57:1
hosts [5] - 24:12, 25:4, 32:5, 33:4, 60:22

I

ignore [2] - 42:4, 42:16
ignored [1] - 39:16
illustrative [1] - 30:23
immaterial [1] - 70:19
immediately [1] - 26:5
immunity [1] - 37:11
immunized [1] - 38:7
impartial [1] - 53:15
importance [1] - 51:17
important [2] - 8:3, 62:9
impose [1] - 49:15
imposed [2] - 49:6, 69:23
improper [1] - 35:3
IN [2] - 1:1, 1:1
in-conclusory [1] - 40:13
inappropriate [2] - 29:9, 60:16
INC [2] - 1:3, 1:3
include [1] - 9:1
included [3] - 32:15, 35:21, 35:22
includes [1] - 25:21
including [6] - 33:8, 35:20, 40:20, 47:4, 48:23, 59:13
inconsistent [1] - 60:12
incredibly [1] - 72:13
incurred [1] - 7:5
indeed [5] - 10:3, 11:1, 42:7, 43:15, 73:8
independence [1] - 24:10
independent [1] - 46:16
indicated [1] - 73:14
indicates [2] - 31:10, 70:16
indicative [2] - 29:14, 31:3
indiscriminately [1] - 73:1
individual [2] - 28:14, 46:20
individuals [1] - 72:14
indulge [1] - 55:6
Industries [1] - 59:9
inference [3] - 25:1, 31:6, 59:10
inferences [1] - 24:22
influence [1] - 54:7
information [11] - 8:19, 9:1, 11:13, 37:15, 37:16, 37:21, 64:2, 64:19, 64:20, 65:3, 65:18
inherently [1] - 60:15
initial [1] - 68:12
initiated [2] - 68:12, 68:13
injury [1] - 20:10
inquiries [1] - 30:8
inquiry [3] - 31:21, 32:1, 36:8
insisting [1] - 51:23
instance [6] - 8:23, 9:7, 20:21, 31:16, 67:17, 70:21
instead [1] - 44:12
instructed [1] - 11:3
instrumentality [2] - 20:7, 20:11
insufficient [1] - 45:13
intellectual [1] - 6:16
interaction [1] - 29:17
interactive [2] - 37:13, 37:18
interest [1] - 52:1
interested [1] - 75:11
interpret [2] - 21:19, 70:12
interpretation [1] - 13:7
interpreted [1] - 35:19
interpreting [1] - 72:3
interrelated [1] - 18:18
introduction [1] - 49:23
introductory [1] - 55:14
invite [1] - 61:18
invited [1] - 61:14
involved [4] - 19:4, 50:11, 65:18, 65:22
involvement [7] - 31:14, 33:15, 46:5, 51:13, 52:23, 55:17, 56:12
involving [1] - 73:18
irrelevant [2] - 32:2, 60:17
IS [1] - 2:1
issue [19] - 8:2, 12:12, 15:23, 19:4, 32:6, 37:21, 42:1, 42:19, 45:18, 46:3, 46:8, 58:7, 62:16, 67:6, 68:1, 71:3, 71:10, 71:16, 72:7
issues [3] - 3:14, 5:22, 6:8
itself [3] - 47:8, 50:4, 66:12

J

January [2] - 12:11, 29:18
Jared [1] - 54:1
Joe [2] - 51:8
JOHN [1] - 2:15
John [1] - 3:20
join [1] - 9:23
joined [1] - 5:6
Jordan [1] - 4:23
JORDAN [1] - 2:11
judgment [5] - 35:21, 62:13, 62:17, 62:23, 66:18
judicata [1] - 6:3
July [1] - 25:18
jurisdictions [2] - 7:14, 44:7
jury [1] - 59:5
JUSTIN [1] - 2:10
justin [1] - 38:22
Justin [1] - 4:22

K

KATHERINE [1] - 2:17
Katherine [2] - 3:22, 5:5
KATY [1] - 2:11
Katy [1] - 4:23
keep [1] - 9:5
keeping [2] - 72:14, 72:15
kin [1] - 75:10
kind [1] - 4:15
King [1] - 1:22
knowing [3] - 32:23, 33:14, 61:19
knowingly [1] - 63:13
knowledge [4] - 35:7, 55:11, 64:20, 66:19
knows [1] - 34:1
Kushner [1] - 54:1

L

Lachlan [10] - 25:14, 30:20, 32:15, 41:6, 46:6, 48:4, 50:10, 50:23, 52:10, 71:12
lack [1] - 36:3
laid [3] - 62:18, 65:12, 66:1
language [6] - 39:18, 42:16, 43:14, 44:4, 44:14, 44:19
largely [1] - 29:16
larger [1] - 15:20
largest [2] - 14:20, 16:3
last [4] - 6:9, 56:9, 61:11, 72:11
lately [1] - 3:13
law [36] - 7:19, 9:15, 10:1, 10:9, 16:22, 17:1, 17:2, 17:19, 17:21, 18:5, 18:6, 19:6, 19:23, 22:16, 26:17, 35:20, 41:15, 42:4, 43:15, 44:15, 44:16, 44:19, 47:3, 47:4, 54:1, 55:23, 58:4, 58:17, 60:9, 67:12, 67:22, 70:14, 72:3, 72:18
lawsuit [1] - 24:9
lay [2] - 49:22, 66:2
layer [1] - 58:23
layout [4] - 40:19, 49:19, 50:7, 51:4
lays [3] - 40:18, 56:3, 56:16
lead [2] - 21:23, 41:17
leadership [1] - 25:19
least [2] - 9:2, 43:4
legal [1] - 61:21
legally [1] - 60:17
legions [1] - 59:15
length [1] - 25:5
letter [1] - 49:13
letters [1] - 70:2
level [5] - 24:19, 30:4, 30:17, 34:13, 49:16
levels [1] - 16:14
liability [11] - 9:23, 11:18, 19:20, 24:5, 38:8, 41:7, 57:21, 57:22, 66:7, 66:8, 72:12
liable [10] - 10:5, 17:4, 17:7, 17:20, 18:21, 24:2, 40:4, 47:7, 71:21, 72:7
lies [2] - 60:19, 61:19
light [1] - 3:9
lights [1] - 72:14
limit [1] - 44:15
limitation [1] - 41:23
limitations [17] - 13:4, 13:12, 13:13, 13:15, 14:9, 14:16, 15:1, 41:13, 42:20, 42:23, 43:13, 44:6, 67:4, 67:19, 68:3, 68:21, 69:17
limited [2] - 15:22, 15:23
Lindell [1] - 61:14
line [2] - 12:21, 12:22
lines [3] - 19:7, 30:15, 37:4
listed [4] - 49:21, 51:6, 51:8, 51:9
listing [3] - 21:5, 51:13, 55:15
lists [1] - 25:13
litany [2] - 19:14, 70:16
literal [4] - 13:2, 13:6, 42:7, 67:10
litigation [6] - 49:6, 49:8, 49:9, 49:15, 60:2, 69:23
LLC [5] - 1:8, 3:21, 16:15, 24:10, 26:14
LLP [4] - 2:7, 2:9, 2:12, 2:17
local [1] - 5:14
location [1] - 14:2
Locke [1] - 5:2
LOCKE [1] - 2:12
longest [1] - 14:19
look [8] - 20:11, 27:10, 31:22, 35:11, 44:9, 67:20, 68:5, 70:23
looked [2] - 8:16, 43:22
looking [4] - 35:4,

62:12, 63:1, 67:18
looks [2] - 19:16, 72:16
Los [1] - 3:23
loss [1] - 53:22
lost [1] - 15:21
LYNAM [1] - 1:21
Lynam [3] - 75:2, 75:21, 75:21

M

Mack [3] - 17:22, 18:11, 18:12
mail [1] - 35:22
main [1] - 45:15
major [1] - 6:7
malice [35] - 10:12, 18:20, 19:2, 19:10, 19:15, 27:23, 28:5, 28:9, 28:13, 28:21, 29:14, 29:20, 30:1, 30:4, 30:14, 31:4, 31:12, 31:17, 31:21, 32:1, 32:8, 35:18, 36:8, 36:21, 37:4, 41:9, 48:2, 56:21, 56:23, 57:8, 66:16, 71:23, 72:15, 72:22, 73:2
management [2] - 26:11, 53:9
managers [1] - 46:7
manner [2] - 50:15, 75:15
MARCH [2] - 1:16, 3:1
Marie [3] - 50:16, 75:2, 75:21
MARIE [1] - 1:21
marked [1] - 25:8
material [4] - 31:1, 36:1, 60:21, 62:16
matter [5] - 16:23, 45:13, 48:19, 61:22, 61:23
matters [1] - 72:9
mean [18] - 6:21, 6:22, 6:23, 7:7, 8:13, 8:23, 13:19, 13:20, 13:21, 14:1, 15:7, 15:9, 15:13, 26:18, 45:2, 45:3, 46:17, 68:11
meaningless [1] - 42:9
meat [1] - 50:21
media [1] - 69:8
meeting [1] - 52:2
meetings [2] - 26:10, 71:13
Megan [1] - 5:2
MEGAN [1] - 2:13
Meier [1] - 5:2
MEIER [1] - 2:13
mentioned [2] - 28:20, 41:19
mentioning [1] - 43:19
mere [2] - 20:6, 20:11
merely [2] - 24:7, 25:1
met [4] - 39:3, 63:6, 65:17, 66:21
MICHAEL [1] - 2:8
Michael [1] - 4:22
middle [1] - 72:11
might [3] - 4:12, 20:13, 69:9
Mike [1] - 61:14
Mimms [3] - 10:9, 18:23, 36:8
mind [5] - 10:11, 19:1, 30:9, 31:17, 36:5
minds [1] - 68:18
mindset [3] - 29:21, 72:9, 72:16
minimal [4] - 37:8, 39:7, 66:21, 72:13
minimum [3] - 52:21, 54:8, 60:22
minutes [2] - 40:1
misdemeanor [1] - 57:7
missing [6] - 33:21, 35:2, 35:16, 35:17, 54:19
moment [1] - 37:3
money [2] - 34:4
month [1] - 56:9
moreover [1] - 70:18
morning [9] - 4:1, 4:18, 4:21, 5:8, 5:9, 5:10, 9:14, 43:22, 51:2
most [3] - 41:2, 43:6, 68:9
MOTION [1] - 1:15
Motion [1] - 74:9
motion [17] - 4:3, 4:4, 4:17, 10:3, 27:4, 37:5, 38:8, 39:4, 49:5, 60:16, 62:10, 62:12, 63:1, 69:2, 71:19, 74:4, 74:7
motive [4] - 29:7, 29:13, 33:13, 33:14
move [3] - 4:6, 44:23, 63:11
movement [1] - 52:19
moving [1] - 3:18
MR [14] - 3:11, 3:19, 4:12, 4:21, 5:8, 5:12, 38:22, 45:11, 46:2, 46:23, 50:18, 50:20, 55:4, 64:5
MS [19] - 4:18, 5:5, 9:13, 12:1, 14:3, 15:16, 17:14, 17:17, 18:9, 22:6, 22:8, 26:1, 27:13, 27:16, 34:12, 38:20, 67:2, 68:17, 69:19
multiple [1] - 65:15
Murdoch [32] - 12:6, 12:10, 12:13, 25:13, 25:14, 30:20, 32:15, 32:16, 34:1, 41:5, 46:6, 46:13, 48:4, 48:14, 50:10, 50:23, 51:21, 52:3, 52:6, 52:10, 53:11, 53:13, 53:17, 54:2, 55:8, 56:17, 57:10, 63:22, 71:12
Murdoch's [3] - 41:6, 47:14, 53:8
Murdochs [13] - 33:5, 34:18, 36:14, 40:8, 46:18, 49:1, 49:9, 49:11, 51:6, 51:14, 52:11, 53:2, 70:1
Murdochs' [4] - 48:12, 49:20, 52:22, 56:12
must [6] - 24:20, 26:12, 35:5, 36:22, 71:2, 71:18
mute [2] - 3:14, 3:16
muzzled [1] - 52:6

N

N21C-11-082 [1] - 1:5
name [5] - 5:5, 22:22, 64:16, 65:5, 70:18
named [1] - 46:18
narrative [3] - 31:9, 33:16, 33:17
necessarily [4] - 6:2, 8:7, 12:22, 16:8
need [10] - 3:13, 8:9, 28:2, 28:8, 34:14, 44:9, 46:4, 54:23, 59:9, 63:15
needs [1] - 7:22
negative [1] - 61:6
NELSON [9] - 2:10, 38:22, 45:11, 46:2, 46:23, 50:18, 50:20, 55:4, 64:5
Nelson [10] - 4:22, 5:4, 33:19, 38:23, 67:3, 69:22, 70:7, 70:16, 70:22, 71:6
Nelson's [1] - 67:15
Network [4] - 16:15, 24:9, 26:14, 38:1
network [1] - 23:11
network's [1] - 53:12
never [1] - 69:22
nevertheless [1] - 41:3
NEW [2] - 1:1, 75:1
New [37] - 7:18, 9:20, 10:9, 13:14, 14:11, 14:19, 15:2, 15:14, 16:22, 17:1, 17:18, 17:22, 18:4, 18:6, 18:14, 18:18, 18:22, 19:6, 19:9, 19:22, 28:3, 29:12, 30:2, 30:22, 35:18, 40:18, 41:15, 47:11, 58:4, 58:17, 60:9, 69:3, 69:6, 72:2, 72:4, 75:7
new [1] - 73:1
news [4] - 15:14, 34:3, 51:4, 53:16
News [59] - 5:23, 7:2, 8:4, 10:20, 11:3, 16:15, 16:19, 22:4, 23:10, 23:14, 23:15, 24:7, 24:9, 24:11, 24:16, 24:19, 25:1, 25:10, 25:12, 25:20, 26:14, 30:8, 30:17, 30:18, 32:15, 34:5, 38:1, 46:7, 46:14, 48:5, 48:11, 48:15, 48:18, 48:21, 49:5, 49:6, 49:7, 49:8, 49:12, 49:13, 49:23, 50:1, 51:1, 51:9, 51:10, 51:15, 52:5, 52:20, 53:4, 53:14, 53:22, 54:4, 57:15, 63:18, 66:5, 68:13, 68:14, 69:2
Newsmax [2] - 32:20, 33:11
next [1] - 4:6
nice [1] - 49:13
night [2] - 53:19, 54:6
Nine [1] - 62:18
non [1] - 71:9
non-conclusory [1] - 71:9
none [1] - 71:8
notably [1] - 23:9
Note [2] - 41:16, 62:18
note [18] - 12:19, 14:5, 26:2, 26:22, 27:17, 29:3, 29:8, 29:18, 30:1, 31:11, 37:6, 43:21, 51:5, 52:17, 62:1, 62:8, 71:5, 73:19
noted [10] - 3:4, 14:18, 17:5, 19:13, 23:7, 23:23, 28:12, 31:5, 64:17, 70:6
notes [2] - 15:19, 20:14
nothing [2] - 29:8, 46:12
notice [1] - 73:14
noticed [2] - 3:12, 9:9
notion [3] - 6:18, 7:20, 8:18
novel [1] - 28:7
nowhere [1] - 48:14
null [1] - 75:13
number [1] - 9:18
numbers [2] - 50:17, 54:22

O

O'BRIEN [1] - 2:16
O'Leary [3] - 40:21, 45:19, 58:8
oath [2] - 10:10, 47:5
Oath [3] - 18:17, 18:23, 38:4
obligations [1] - 45:8
obvious [1] - 24:4
obviously [6] - 18:15, 24:8, 38:18, 45:3, 65:19, 66:17
occasion [1] - 13:17
occurs [1] - 7:21
OF [5] - 1:1, 2:1, 2:1, 75:1
offered [1] - 12:13
Office [1] - 75:8
Officer [3] - 25:15, 26:15, 26:16
officer [1] - 26:3
officers [3] - 7:1, 27:6, 27:18
official [1] - 56:15
Official [2] - 75:2, 75:22
OFFICIAL [2] - 1:21, 2:2
Old [2] - 59:2, 59:3
on-air [3] - 32:5, 33:4, 52:12
once [1] - 44:4
one [24] - 3:12, 4:7, 9:2, 9:4, 13:15, 15:2, 18:4, 27:20, 29:3, 36:14, 39:5, 39:6, 45:3, 46:11, 53:20, 54:10, 55:6, 55:7, 56:7, 58:12, 61:12, 68:20, 68:22, 71:14

one-sided [1] - 71:14
one-year [1] - 61:12
ones [1] - 55:2
ongoing [1] - 27:4
opening [3] - 41:15, 41:19, 44:1
Operating [1] - 26:16
operating [1] - 45:10
Opinion [1] - 70:11
opportunity [1] - 38:19
opposed [3] - 8:11, 22:2, 46:18
opposition [1] - 11:7
oral [1] - 5:18
order [3] - 42:22, 59:22, 71:19
ordered [3] - 11:5, 53:14, 53:15
organization [2] - 64:16, 65:5
otherwise [4] - 14:10, 15:3, 67:20, 69:11
Otto [1] - 58:21
outcome [1] - 75:12
outlined [1] - 60:18
outset [7] - 17:5, 19:13, 23:8, 23:23, 35:11, 37:6, 38:3
overall [2] - 41:5, 65:12
overlap [1] - 26:4
overlaps [1] - 6:1
overriding [2] - 68:8, 68:15
overturn [3] - 39:20, 43:7, 43:19
overturned [1] - 6:4
own [4] - 23:14, 26:14, 55:10, 73:8
owns [1] - 45:9

P

pack [1] - 41:22
page [3] - 11:7, 51:4, 51:8
Page [9] - 5:21, 10:10, 16:21, 18:17, 18:23, 25:9, 38:4, 47:4, 62:18
paid [1] - 30:3
Palin [1] - 64:14
papering [1] - 35:3
papers [2] - 14:6, 37:10
paperwork [1] - 4:12
paradigmatic [1] - 37:19
paragraph [23] - 8:23, 21:2, 50:16, 50:23, 51:19, 51:21, 52:2, 52:8, 52:11, 53:2, 53:8, 53:13, 53:17, 53:23, 54:12, 54:17, 54:22, 55:13, 55:14, 55:16, 61:13, 61:16
Paragraph [5] - 61:17, 65:13, 71:5, 71:6, 71:15
paragraphs [13] - 21:6, 25:9, 47:18, 49:19, 49:22, 50:7, 50:15, 50:18, 51:3, 51:16, 54:14, 54:15, 55:1
Paragraphs [5] - 61:8, 64:21, 64:22, 66:5, 71:8
parent [30] - 6:20, 7:5, 7:11, 8:6, 10:1, 10:5, 11:17, 16:13, 16:18, 17:3, 17:7, 19:19, 20:5, 20:7, 20:8, 20:12, 22:23, 24:2, 24:17, 25:2, 26:3, 26:20, 26:23, 27:8, 29:9, 45:7, 45:9, 54:9, 56:15, 71:21
parent's [1] - 22:22
Parmalat [5] - 40:17, 45:21, 58:21, 60:1, 70:18
Parmalot [1] - 70:9
part [21] - 14:15, 17:19, 18:21, 19:2, 40:9, 41:14, 46:18, 47:5, 47:18, 48:17, 49:4, 49:11, 49:23, 50:1, 50:4, 51:9, 58:5, 60:8, 62:7, 65:11, 66:12
partially [1] - 28:16
participant [1] - 75:11
participate [3] - 56:1, 56:2, 56:4
participates [3] - 47:12, 51:1, 71:12
participating [4] - 47:14, 55:21, 56:18, 57:11
participation [8] - 40:5, 40:9, 48:1, 50:5, 50:12, 55:19, 72:6, 72:13
particular [6] - 39:11, 45:17, 46:8, 55:10, 57:13, 59:22
parties [2] - 28:5, 73:1
parts [1] - 53:20
party [3] - 3:18, 75:10, 75:15
patently [1] - 11:12
path [1] - 21:4
pattern [1] - 65:12
pause [1] - 56:7
Peaslee [1] - 4:23
PEASLEE [1] - 2:11
people [9] - 5:14, 9:5, 25:22, 32:18, 33:7, 34:1, 34:7, 54:19, 66:14
percent [1] - 45:9
perfectly [1] - 57:18
period [11] - 13:4, 13:13, 13:15, 14:9, 14:16, 15:2, 42:12, 67:19, 68:21
permissible [1] - 30:12
permit [4] - 9:20, 22:16, 23:6, 24:1
permits [1] - 28:6
person [4] - 9:2, 46:21, 63:12, 66:14
personal [1] - 53:9
personalities [1] - 52:12
perspective [1] - 64:12
PETT [1] - 17:17
petti [5] - 34:12, 41:8, 47:2, 56:8, 56:14
PETTI [18] - 2:17, 4:18, 5:5, 9:13, 12:1, 14:3, 15:16, 17:14, 18:9, 22:6, 22:8, 26:1, 27:13, 27:16, 38:20, 67:2, 68:17, 69:19
Petti [9] - 3:23, 4:16, 5:5, 9:12, 34:11, 52:18, 62:22, 67:1, 74:2
phase [1] - 38:8
picking [1] - 73:11
pierce [3] - 7:9, 7:16, 8:8
piercing [39] - 6:19, 16:11, 16:21, 17:11, 18:2, 18:5, 20:2, 20:4, 20:13, 20:18, 20:19, 20:23, 21:2, 21:8, 21:11, 21:17, 21:23, 22:2, 22:9, 22:11, 22:13, 22:17, 23:2, 27:10, 27:20, 28:8, 39:22, 40:16, 45:5, 45:15, 55:22, 57:19, 58:2, 58:11, 58:18, 70:5, 70:17, 70:20, 71:20
Piper [1] - 3:20
PIPER [1] - 2:15
pivot [1] - 22:15
place [1] - 61:12
places [1] - 8:15
plain [1] - 44:19
plaintiff [13] - 4:20, 13:3, 20:10, 34:20, 35:5, 35:8, 36:3, 38:15, 42:18, 42:22, 67:18, 68:20, 72:23
plaintiff's [1] - 36:5
Plaintiffs [2] - 1:5, 2:14
plaintiffs [5] - 9:14, 10:13, 13:5, 17:6, 31:21
play [1] - 32:12
plead [2] - 49:18, 64:20
pleaded [7] - 39:2, 47:17, 48:8, 48:20, 49:3, 61:4, 63:2
Pleading [2] - 63:3, 64:12
pleading [6] - 34:11, 34:13, 45:13, 48:9, 59:7, 63:7
pleadings [1] - 5:20
pled [2] - 63:20, 72:23
plus [1] - 33:14
point [25] - 11:6, 12:2, 12:8, 12:15, 12:21, 20:20, 40:13, 40:23, 41:1, 43:17, 44:7, 44:21, 47:17, 47:23, 48:10, 51:12, 52:20, 58:22, 61:1, 61:9, 64:9, 66:4, 67:15, 69:20, 72:9
points [5] - 11:15, 23:19, 46:23, 48:2, 60:14
position [2] - 51:11, 62:20
possible [2] - 22:3, 70:12
post [3] - 66:6, 66:9, 66:15
posted [1] - 23:13
posting [1] - 38:10
posts [1] - 73:6
potential [1] - 30:13
potentially [2] - 68:19, 72:12
pouring [1] - 32:20
practice [3] - 21:12, 65:12, 69:2
praise [1] - 9:17
precedent [1] - 67:13
precipitating [1] - 53:21
predate [1] - 47:8
prefer [1] - 4:8
premier [1] - 9:19
premised [1] - 22:20
PRESENT [1] - 3:3
presentation [1] - 38:23
President [4] - 51:17, 51:20, 53:23, 55:8
president's [2] - 32:19, 33:7
presumed [1] - 27:2
pretty [1] - 8:20
prevail [2] - 23:4, 27:21
prevent [1] - 68:9
primarily [1] - 65:10
primary [3] - 31:22, 56:22, 56:23
principle [2] - 17:18, 18:5
principles [1] - 9:16
pro [1] - 4:1
problem [2] - 6:17, 6:18
procedures [1] - 36:6
proceed [1] - 33:16
proceedings [2] - 74:11, 75:5
procurement [3] - 17:19, 47:6, 50:12
producer [2] - 10:16, 31:23
producers [1] - 19:14
profit [7] - 29:7, 29:11, 29:13, 30:11, 33:13, 33:14
profitability [1] - 63:16
programing [1] - 51:20
programming [1] - 53:16
PROHIBITED [1] - 2:1
protect [1] - 19:19
protected [2] - 37:11, 73:20
protecting [1] - 10:1
Prothonotary [1] - 75:9
prove [1] - 59:12
proved [1] - 10:22
provided [1] - 37:15
provider [2] - 37:13, 37:16
providing [1] - 34:7
public [3] - 27:7, 28:4, 66:11
publication [2] - 17:20, 47:6
publicly [1] - 73:13

publisher [1] - 37:14
publishing [1] - 9:3
puppet [1] - 24:7
purported [1] - 25:17
purpose [4] - 42:10, 67:12, 68:8, 68:16
purposes [3] - 11:10, 11:21, 62:17
put [12] - 8:15, 14:13, 14:22, 16:20, 24:23, 30:8, 37:5, 37:10, 60:19, 64:1, 70:15, 70:20

Q

questions [10] - 12:17, 16:10, 36:23, 37:4, 38:13, 39:9, 41:12, 44:22, 69:17, 72:20
quite [1] - 64:16
quote [17] - 12:5, 18:21, 19:2, 20:6, 24:16, 26:23, 35:15, 44:12, 50:23, 53:11, 56:14, 67:9, 70:11, 70:19, 70:23, 71:12, 72:5
quoting [2] - 42:6, 59:10

R

raise [1] - 59:9
raised [2] - 39:9, 40:23
raising [1] - 11:16
Raj [1] - 54:6
rather [2] - 12:23, 19:3
ratings [1] - 53:6
rationale [1] - 43:5
Re [1] - 70:9
re [2] - 43:22, 53:12
re-engaged [1] - 53:12
re-looked [1] - 43:22
reach [1] - 46:5
read [7] - 5:15, 5:19, 33:20, 34:14, 47:23, 54:13, 71:14
reading [1] - 32:13
real [1] - 6:17
really [12] - 6:14, 7:6, 20:19, 20:22, 21:10, 39:1, 48:6, 56:10, 56:11, 58:10, 65:20, 68:5
reason [7] - 31:22, 32:7, 32:9, 37:8, 38:11, 38:12, 69:8
reasonable [1] - 31:6
reasonably [2] - 39:5, 59:7
reasoning [1] - 14:23
reasons [4] - 28:20, 40:3, 69:12, 73:19
receive [1] - 52:10
receives [1] - 37:11
recent [3] - 35:19, 56:9, 72:3
recently [2] - 32:2, 38:6
reciting [1] - 50:14
reckless [2] - 35:6, 60:22
recklessly [3] - 28:18, 33:18, 63:14
record [2] - 3:19, 75:8
REED [4] - 2:15, 3:11, 3:19, 4:12
reed [1] - 3:18
Reed [1] - 3:20
refer [1] - 61:8
reference [4] - 12:4, 25:10, 61:1, 71:9
referenced [2] - 35:11, 71:7
references [2] - 12:11, 70:13
referencing [2] - 12:5, 36:15
referred [1] - 56:14
regarding [3] - 41:9, 57:11, 63:15
regardless [2] - 32:2, 41:20
regurgitate [1] - 5:16
related [3] - 29:17, 35:2, 58:13
relationship [9] - 58:10, 59:5, 59:11, 62:11, 63:5, 63:8, 63:17, 66:20, 66:22
relayed [1] - 33:6
relevant [23] - 6:10, 10:11, 19:1, 29:20, 29:23, 30:10, 39:2, 39:14, 39:16, 44:14, 52:13, 52:14, 52:23, 55:13, 58:18, 61:22, 61:23, 62:2, 62:5, 62:7, 64:20, 64:22, 72:17
relied [1] - 56:8
relitigate [1] - 5:22
rely [2] - 52:7, 65:9
relying [3] - 21:2, 50:17, 55:3
remaining [1] - 38:14
remains [2] - 43:14, 75:8
remedy [2] - 22:11, 71:20
remind [1] - 35:17
Reply [1] - 67:21
reply [5] - 41:18, 42:2, 43:23, 47:22, 48:3
reported [2] - 15:14, 75:5
Reporter [2] - 75:2, 75:22
REPORTER [1] - 2:2
REPORTERS [1] - 1:21
reposting [1] - 73:17
representatives [2] - 47:19, 51:14
representing [1] - 25:21
represents [1] - 39:1
REPRODUCTION [1] - 2:1
Republic [2] - 59:2, 59:3
republican [1] - 56:22
request [2] - 28:22, 73:22
requests [1] - 51:20
require [1] - 36:9
required [2] - 9:18, 22:12
requirement [1] - 31:19
requirements [1] - 10:7
requires [1] - 31:20
res [1] - 6:3
researcher [1] - 10:17
reserve [1] - 38:14
reside [1] - 16:9
resident [5] - 14:1, 14:4, 14:7, 42:17, 43:2
residents [1] - 68:14
resort [1] - 56:6
respect [22] - 4:3, 4:4, 6:11, 8:10, 8:13, 11:16, 18:1, 18:7, 33:8, 45:1, 52:18, 56:11, 57:14, 59:1, 60:7, 61:7, 61:10, 65:9, 65:10, 65:17, 66:3, 66:19
respectfully [2] - 28:22, 73:22
respond [3] - 38:19, 69:21, 70:8
Response [1] - 67:21
response [5] - 36:13, 38:14, 48:3, 49:10, 67:3
Responses [1] - 70:7
responsibility [5] - 48:12, 48:16, 56:5, 65:8, 66:6
responsible [6] - 9:3, 17:21, 28:15, 46:16, 46:20, 47:7
rest [2] - 67:21, 71:14
Restis [1] - 47:10
result [1] - 56:11
retractions [1] - 51:23
revenue [1] - 32:20
review [3] - 10:21, 59:21, 71:8
revisiting [1] - 6:5
rigged [1] - 34:2
Robert [1] - 25:13
Rodgers' [1] - 73:15
Rogers [1] - 73:9
routine [2] - 64:12, 65:2
RPR [2] - 1:21, 75:21
rule [1] - 17:3
Rule [1] - 9:18
ruled [1] - 44:12
ruling [1] - 67:7
runs [2] - 38:2, 73:12
Rupert [19] - 12:6, 25:13, 30:20, 32:15, 41:5, 46:6, 48:4, 50:10, 51:21, 52:3, 53:8, 53:11, 53:13, 53:17, 54:2, 55:7, 56:16, 56:17, 63:22
Rux [1] - 5:1
RUX [1] - 2:11

S

Saudi [20] - 13:1, 13:10, 13:17, 14:23, 39:19, 41:18, 42:1, 42:3, 42:15, 43:6, 43:8, 43:15, 43:18, 44:2, 44:17, 67:8, 67:9, 67:22, 68:4, 69:13
saw [4] - 32:2, 32:20, 32:21, 33:10
schedule [1] - 29:18
scheduled [1] - 12:11
Schrodinger's [2] - 48:13
scope [3] - 47:20, 48:20, 59:4
scripting [1] - 36:12
second [26] - 6:15, 12:19, 12:21, 12:22, 13:7, 13:11, 14:20, 20:8, 30:13, 39:14, 39:18, 39:21, 41:16, 42:5, 42:8, 42:11, 43:7, 43:13, 44:9, 44:17, 48:2, 58:1, 62:6, 64:11, 67:15
section [1] - 42:13
Section [7] - 23:20, 37:1, 37:12, 38:9, 44:13, 62:4, 62:14
Securities [1] - 60:1
see [8] - 9:6, 17:8, 33:22, 33:23, 46:21, 63:20, 63:22, 70:7
seeking [2] - 67:18, 71:20
seem [2] - 6:10, 29:15
sees [1] - 34:5
seminal [1] - 72:2
Seminal [1] - 18:14
senate [1] - 56:22
senior [7] - 35:22, 36:6, 51:11, 54:2, 54:5, 54:6, 56:14
sense [4] - 66:10, 67:5, 72:8
sentence [16] - 6:9, 12:19, 13:7, 13:12, 39:14, 41:16, 42:5, 42:8, 42:11, 42:13, 43:7, 43:13, 44:10, 44:11, 44:17, 67:15
sentences [1] - 6:13
separate [15] - 7:15, 9:21, 10:8, 16:16, 24:9, 26:11, 27:9, 30:19, 32:8, 37:21, 38:1, 38:9, 38:10, 40:3, 40:15
separation [2] - 16:13, 26:6
serve [1] - 57:5
service [2] - 37:14, 37:18
serving [2] - 14:19, 57:6
set [4] - 9:21, 10:13, 35:5, 57:8
sets [2] - 24:10, 52:14
several [2] - 9:23, 16:14
SHACKELFORD [1] - 2:9
Shackelford [1] - 4:23
Shah [1] - 54:6
shall [3] - 37:14, 44:15, 75:13
sham [1] - 26:10
share [1] - 56:4
shared [3] - 26:17, 27:6, 27:17
shopping [7] - 13:23, 14:13, 14:14, 15:8, 68:9, 68:12, 69:13
short [4] - 45:11,

54:14, 74:3, 74:5
shorten [1] - 67:18
shortening [1] - 14:9
shorter [7] - 13:4, 13:15, 15:2, 23:9, 42:13, 42:23, 44:6
shots [2] - 12:6, 12:10
show [15] - 36:7, 52:9, 55:17, 55:20, 56:10, 61:5, 61:15, 63:7, 65:8, 65:11, 66:14, 66:18, 66:19, 66:22, 73:9
showing [1] - 65:17
shows [5] - 19:4, 36:10, 54:8, 60:20, 65:13
side [1] - 9:10
sided [1] - 71:14
sides [1] - 48:7
signatory [1] - 75:16
silently [1] - 43:18
similar [3] - 38:5, 38:7, 61:16
simply [7] - 29:23, 41:23, 42:4, 42:12, 45:13, 49:17, 64:18
single [1] - 71:4
site [3] - 15:6, 15:11, 16:4
situation [8] - 7:4, 13:19, 21:7, 21:8, 21:13, 22:5, 38:5, 43:10
SLAPP [3] - 28:3, 69:3, 69:7
slightly [1] - 43:17
slow [1] - 50:15
snip [1] - 73:15
snips [1] - 26:13
so-and-so [1] - 63:23
soften [1] - 53:14
sometime [1] - 29:16
sometimes [1] - 54:19
somewhere [1] - 21:15
son [1] - 54:1
son-in-law [1] - 54:1
sorry [3] - 21:19, 27:13, 69:16
sort [10] - 28:7, 29:6, 30:11, 31:7, 36:1, 36:11, 59:11, 72:6, 73:3, 73:11
sources [1] - 52:7
South [1] - 59:22
Southern [3] - 40:18, 47:11, 70:9
space [2] - 18:20, 19:23
speaker [6] - 10:11, 10:15, 16:18, 31:23, 37:15, 47:2
speaker's [1] - 72:9
speakers [5] - 19:3, 19:13, 36:4, 36:7, 72:16
speaking [4] - 3:13, 3:16, 4:8, 19:3
speaks [1] - 30:5
specific [20] - 10:23, 12:14, 13:18, 31:9, 34:20, 35:5, 35:7, 47:15, 50:21, 52:22, 58:6, 58:19, 62:7, 64:18, 70:23, 71:2, 71:16, 73:17
specifically [22] - 31:16, 31:18, 35:10, 36:3, 36:16, 36:19, 36:21, 39:8, 42:21, 48:23, 51:5, 53:4, 53:11, 54:17, 55:7, 57:9, 61:7, 61:8, 64:8, 65:20, 67:9, 73:14
speculate [2] - 4:11, 69:11
spend [2] - 11:23, 39:23
spew [1] - 60:21
sphere [1] - 66:12
spoken [1] - 34:18
Sports [1] - 73:7
staff [8] - 25:11, 25:21, 32:14, 33:4, 34:3, 50:1, 50:2, 51:4
stage [2] - 62:11, 65:16
standard [18] - 11:10, 11:19, 16:20, 19:15, 19:16, 27:23, 28:1, 35:18, 39:4, 48:9, 59:7, 62:13, 63:3, 63:4, 63:7, 70:23, 71:23, 72:16
standards [1] - 20:2
standing [1] - 29:13
Star [1] - 57:10
starkly [1] - 39:1
start [5] - 12:18, 21:5, 41:11, 67:4, 74:6
started [2] - 11:17, 13:21
starting [2] - 41:12, 50:20
STATE [2] - 1:1, 75:1
state [12] - 9:19, 10:11, 13:14, 14:16, 19:1, 30:9, 31:17, 36:5, 44:15, 47:4, 58:10, 68:15
State [4] - 14:1, 38:6, 75:3, 75:6
statement [7] - 10:16, 10:17, 10:18, 35:12, 54:22, 68:23
statements [33] - 9:4, 9:5, 10:21, 10:22, 10:23, 11:21, 12:12, 12:15, 19:17, 24:15, 25:17, 29:19, 29:22, 30:5, 30:7, 32:6, 33:5, 33:23, 40:10, 47:16, 55:15, 55:19, 64:1, 65:3, 65:15, 70:16, 71:3, 71:10, 71:16, 71:19, 72:6, 73:4
States [1] - 15:10
states [3] - 37:13, 44:13, 67:9
statue [1] - 69:17
statute [33] - 6:12, 12:18, 12:20, 12:23, 13:2, 13:8, 15:4, 37:12, 39:14, 41:13, 41:17, 41:22, 42:5, 42:7, 42:14, 42:16, 42:20, 42:23, 43:1, 43:8, 43:11, 43:12, 44:6, 44:10, 44:18, 44:19, 67:4, 67:11, 67:19, 68:3, 68:16, 68:21, 73:21
statute's [1] - 67:12
statutes [1] - 68:8
statutory [3] - 39:18, 43:14, 44:4
stay [6] - 4:5, 4:8, 49:6, 74:4, 74:7
STEPHEN [1] - 2:9
Stephen [1] - 4:22
stepped [1] - 12:6
sticky [1] - 8:15
still [4] - 28:8, 44:18, 51:6, 64:23
Stipulated [1] - 5:12
stipulated [2] - 28:1, 28:4
STMicroelectronics [1] - 60:3
stock [4] - 7:6, 15:6, 15:12, 45:9
stop [3] - 40:14, 63:9
Street [1] - 1:22
structure [2] - 27:9, 52:9
structures [2] - 9:21, 10:8
studio [1] - 72:15
sub [3] - 17:8, 27:1
subjecting [1] - 9:22
subjective [2] - 19:16, 36:7
subsidiaries [4] - 8:7, 10:2, 27:8, 30:18
subsidiary [22] - 7:4, 7:8, 7:12, 7:13, 10:6, 11:17, 16:14, 19:20, 20:5, 20:6, 22:20, 24:3, 24:5, 26:4, 27:3, 27:5, 29:10, 45:7, 45:10, 71:22, 73:6
subsidiary's [1] - 17:4
substance [1] - 70:4
subvert [1] - 67:11
sue [2] - 68:18, 73:1
sued [1] - 68:22
suffers [1] - 20:10
sufficient [7] - 41:4, 55:20, 59:10, 62:15, 63:4, 64:23, 66:13
suggest [1] - 43:4
suggested [1] - 49:7
suit [1] - 9:15
Suite [1] - 1:22
Sullivan [15] - 10:9, 18:14, 18:18, 18:22, 19:9, 29:12, 30:2, 30:22, 35:19, 36:8, 47:8, 72:3, 72:4, 72:18
sullivan [1] - 19:22
summary [5] - 35:21, 62:13, 62:17, 62:23, 66:17
superfluous [1] - 67:16
Superior [10] - 7:10, 7:16, 9:18, 21:11, 40:21, 45:6, 45:20, 58:15, 75:3, 75:6
SUPERIOR [2] - 1:1, 1:21
superseded [1] - 18:22
Supp [1] - 45:22
SUPP [1] - 45:23
Supp.2.d [1] - 59:3
Supp.2d [1] - 60:2
support [5] - 10:8, 12:3, 12:13, 52:10, 54:21
supporting [2] - 28:9, 29:10
supportive [1] - 69:7
supposedly [1] - 33:6
Supreme [10] - 6:4, 12:23, 13:11, 38:17, 39:19, 43:9, 44:3, 67:7, 67:17, 67:23
surely [1] - 23:18
survive [3] - 10:3, 39:3, 71:19
survived [2] - 27:4, 62:11
sUSMAN [1] - 2:9
Sussman [1] - 5:1
SYSTEMS [2] - 1:3, 1:4

T

tabs [1] - 8:15
talks [3] - 40:21, 47:8, 47:12
terms [4] - 23:9, 24:11, 35:15, 66:20
test [6] - 58:2, 58:4, 58:5, 58:20, 60:8, 70:20
testing [1] - 11:12
THE [36] - 1:1, 2:1, 3:9, 3:12, 4:10, 4:13, 4:19, 5:9, 5:13, 11:9, 13:17, 15:5, 17:13, 17:15, 17:18, 20:15, 22:7, 25:7, 27:12, 27:15, 32:11, 38:17, 38:21, 45:2, 45:23, 46:10, 50:14, 50:19, 54:13, 63:11, 67:1, 68:4, 69:18, 74:2
themselves [6] - 33:1, 40:9, 47:14, 52:9, 55:20, 65:23
theories [1] - 57:21
theory [22] - 7:2, 8:3, 22:4, 23:9, 24:1, 28:7, 30:14, 31:8, 40:7, 40:16, 41:7, 45:16, 55:22, 56:6, 57:20, 57:22, 58:1, 65:10, 70:13, 71:22, 73:3
therefore [1] - 18:13
therein [1] - 75:7
thereof [1] - 75:12
thin [1] - 8:20
thinking [1] - 65:1
third [3] - 33:10, 34:5, 40:23
THIS [1] - 2:1
THOMAS [1] - 2:13
Thomas [1] - 5:1
threaten [1] - 19:8
Three [1] - 66:5
three [6] - 20:10, 39:8, 41:12, 47:18, 58:5, 60:8
three-part [2] - 58:5, 60:8

threshold [3] - 40:3, 46:2, 48:19
timeframe [1] - 53:1
timely [1] - 9:17
title [1] - 51:10
TO [1] - 1:15
today [1] - 4:2
tons [1] - 44:20
took [1] - 61:11
top [1] - 31:9
torrent [1] - 60:20
tort [4] - 10:5, 11:18, 17:7, 24:2
torts [1] - 71:21
transcript [2] - 75:5, 75:14
TRANSCRIPT [2] - 1:15, 2:1
Transcript [1] - 74:9
transfer [1] - 21:3
treated [2] - 37:14, 42:17
true [18] - 11:11, 11:22, 16:7, 24:21, 26:13, 32:17, 32:23, 33:14, 33:17, 34:9, 42:18, 42:20, 42:22, 59:6, 63:19, 63:21, 65:6
Trump [3] - 51:17, 54:1, 55:8
Trump's [1] - 51:20
trust [1] - 53:22
truth [4] - 11:20, 33:18, 35:7, 60:23
truthful [1] - 60:11
try [2] - 42:22, 54:7
trying [2] - 21:9, 54:14
Tubi [1] - 73:7
turn [2] - 4:9, 20:1
turning [6] - 12:17, 16:10, 23:22, 29:2, 64:6, 70:4
Turning [1] - 69:15
turns [1] - 57:2
two [12] - 6:12, 17:2, 17:10, 25:21, 29:5, 33:5, 40:3, 46:15, 47:18, 48:7, 57:20, 69:1
Two [1] - 66:5
type [6] - 13:20, 21:22, 25:12, 59:13, 63:15, 63:17
types [1] - 8:21
typical [1] - 20:13
typically [1] - 36:9

U

ultimate [3] - 16:18, 45:8, 53:3
unambiguously [1] - 44:13
uncleaned [1] - 43:4
under [18] - 9:18, 15:3, 16:22, 17:1, 17:18, 22:18, 27:10, 42:8, 47:3, 48:9, 58:4, 58:17, 59:6, 59:8, 60:9, 63:2, 63:3, 71:22
undercut [1] - 68:7
underlying [4] - 45:18, 58:6, 65:23, 67:12
understandably [1] - 26:12
Understood [1] - 18:9
understood [1] - 15:16
unfortunately [1] - 68:2
unimaginable [1] - 43:18
unless [5] - 11:12, 21:13, 44:22, 71:14, 72:19
unlike [1] - 62:21
unquote [3] - 24:16, 26:23, 35:16
unreasonable [2] - 24:22, 25:1
unscripted [6] - 30:6, 36:10, 61:2, 61:6, 72:10, 72:17
unsigned [4] - 64:14, 65:3, 65:4
untrue [1] - 33:6
up [6] - 4:10, 9:21, 38:6, 45:6, 59:18, 74:6
upend [1] - 16:12
US [1] - 1:3
USC [1] - 37:12
usual [1] - 29:11

V

value [2] - 7:7
veil [40] - 6:19, 7:17, 8:8, 16:11, 16:20, 17:11, 18:6, 20:2, 20:4, 20:13, 20:18, 20:19, 20:23, 21:3, 21:8, 21:11, 21:17, 21:23, 22:2, 22:9, 22:11, 22:13, 22:17, 23:2, 27:10, 27:19, 28:8, 39:22, 40:17, 45:5, 45:16, 55:22, 57:20, 58:3, 58:11, 58:19, 70:5, 70:17, 70:20, 71:20
venue [1] - 69:9
versa [1] - 21:8
version [1] - 39:1
versus [7] - 5:23, 6:19, 17:22, 18:2, 18:14, 57:7, 62:3
verus [1] - 39:22
viability [1] - 51:17
vice [2] - 4:2, 21:8
video [2] - 4:8, 4:9
view [3] - 22:20, 42:8, 48:8
viewers [1] - 53:22
viewership [2] - 33:11, 34:6
viewpoints [1] - 24:18
Virginia [1] - 56:23
visit [1] - 13:17
void [1] - 75:14
voters [1] - 35:3
votes [3] - 33:9, 34:19, 35:2
VOTING [2] - 1:3, 1:4

W

waived [1] - 41:20
wants [1] - 52:18
wearing [3] - 26:23, 27:2, 50:2
website [5] - 23:14, 38:7, 38:9, 64:1, 64:15
websites [2] - 37:18, 65:2
weird [1] - 4:15
well-pleaded [1] - 63:2
West [1] - 56:22
whatnot [1] - 7:1
whichever [1] - 42:12
Wilmington [2] - 1:22, 75:9
windows [1] - 35:3
WITHOUT [1] - 2:1
WITNESS [1] - 75:18
Wiwa [1] - 60:6
WL [2] - 58:16, 60:6
won [1] - 21:4
wondering [2] - 18:3, 46:1
words [5] - 15:7, 52:7, 54:15, 68:6, 71:4
worry [1] - 38:17
wrongdoing [1] - 58:14

Y

year [8] - 13:15, 15:3, 57:3, 57:4, 57:6, 61:12, 68:22
York [35] - 7:18, 9:20, 10:9, 13:14, 14:11, 14:19, 15:14, 16:22, 17:1, 17:19, 17:23, 18:4, 18:6, 18:14, 18:18, 18:22, 19:6, 19:9, 19:22, 28:3, 29:12, 30:2, 30:22, 35:18, 40:19, 41:15, 47:11, 58:4, 58:17, 60:9, 69:3, 69:7, 72:2, 72:4
York's [1] - 15:2

Z

zero [1] - 28:14
zoom [1] - 3:22
Zoom [1] - 3:1

Exhibit 745

From: Scott, Suzanne </O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=85BFE6824750416486BDA0F78D10943E-SUZANNE.SCO>
To: Cooper, Meade; Berry, Porter (FoxNews)
Sent: 11/5/2020 11:00:04 PM
Subject: Fwd: Privileged & Confidential/FNM press 11-5

Get Outlook for iOS

From: Dinh, Viet <Viet.Dinh@fox.com>
Sent: Thursday, November 5, 2020 10:30 PM
To: Briganti, Irena (FoxNews)
Cc: Murdoch, Lachlan; Scott, Suzanne
Subject: Re: Privileged & Confidential/FNM press 11-5

Thanks. Let's continue to buckle up for the ride for next 24 hours. Hannity is getting awfully close to the line with his commentary and guests tonight.

On Nov 5, 2020, at 7:13 PM, Briganti, Irena <Irena.Briganti@foxnews.com> wrote:

Privileged and Confidential: Prepared for and at the request of Counsel in anticipation of litigation

Viet,

For awareness, there's some press heat tonight around Hannity's take on the AZ call and his comments on the election. We had Arnon Mishkin on around 7:30pm w/ Bret & Martha continuing to stand by the AZ call and Hannity's commentary is being viewed as refuting that. Relevant clips are below - we are not commenting.

Hannity on the election overall:
https://video.snapstream.net/Play/aTW6GCPm0cUnUsMWEiQgiZ?accessToken=dhii3kqjg7aya
"I can factually tell you tonight, it will be impossible to ever know the true fair accurate election results. That's a fact."

Hannity w/ breaking news - new AZ ballot count
https://app.box.com/s/r15mjjt77etyb5a9x5wyt83yhajzb0tk

Hannity - Trump can still win AZ, any call of AZ was premature
https://app.box.com/s/gvqkr35hq6k3of7lkalkea04gawre8v3

Hannity w/ guest asserting AZ call was premature
https://app.box.com/s/ef56231xm0lazw0fp09yonzn6xswalmo

Thank you,
Irena
This message and its attachments may contain legally privileged or confidential information. It is i
for the named addressee. If you are not the addressee indicated in this message (or responsible for
message to the addressee), you may not copy or deliver this message or its attachments to anyone

EXHIBIT
3445

should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of Fox News or Fox Business must not be taken to have been sent or endorsed by either of them. No representation is made that this email or its attachments are without defect.

Exhibit 746

Downcast Trump makes baseless election fraud claims in White House address

nypost.com/2020/11/05/trump-to-speak-from-white-house-as-vote-count-leans-toward-biden

By Ebony Bowden November 5, 2020

WASHINGTON — President Trump repeated his unfounded claim that political foes were trying to steal the election from him during a briefing on Thursday evening as he trailed his opponent and remaining swing states were leaning toward a Joe Biden presidency.

"This is a case where they're trying to steal an election, they're trying to rig an election, and we can't let that happen," the commander-in-chief said from the White House Briefing Room, offering no evidence to back up the claims and vowing to take the matter to the Supreme Court.

The president railed against what he called "illegal votes," not acknowledging that the US election is still in progress as legal mail-in votes are being counted and that the 2020 presidential race was simply not able to be declared on election night due to the coronavirus.

"If you count the legal votes, I easily win. If you count the illegal votes, they can try to steal the election from us, if you count the votes that came in late," Trump said, also unloading on what he called "phony polls" that were wildly inaccurate, some of which predicted a "blue wave" that never came.

More than 100 million Americans cast their vote early or by mail — out of roughly 160 million total — but the president claimed that those mail-in ballots, which are still being tabulated, were either illegal or invalid as they raised Biden's standing in the suburbs and cities of must-win states like Pennsylvania and Arizona.

"We were up by nearly 700,000 votes in Pennsylvania. I won Pennsylvania by a lot and that gets whittled down to, I think they said now we're up by 90,000 votes, and they keep coming and coming and coming, they find them all over," he said, adding that "our numbers started miraculously getting whittled away in secret."

It was Trump's first appearance in almost two days after his early Wednesday speech in which he also claimed Democrats were using "fraud" to help Biden win.

With the former veep leading the Electoral College and swing states coming down to the wire, the president has deployed surrogates to key states to claim the election is being stolen from him.

EXHIBIT 3308
01/19/2023
Rupert Murdoch

Getty Images

The votes currently being tabulated are legal mail-in ballots, but the president claimed without evidence that the system was "corrupt" and again suggested Democrats were producing fake ballots to oust him.

At various points throughout the campaign, Trump himself encouraged supporters in states like Florida to use mail voting, calling it "safe and secure."

The president's re-election campaign has filed a flurry of lawsuits in must-win states including Georgia and Pennsylvania in a bid to halt vote-counting there.

At the podium Thursday evening, Trump vowed that much more litigation was coming and sought to sow as much confusion about the process as possible.

"We think we will win the election very easily. We think there's going to be a lot of litigation, because we have so much evidence, so much proof and it's going to end up perhaps in the highest court in the land," he said, referring to the Supreme Court.

"We'll see, but we think there'll be a lot of litigation because we can't have an election stolen like this," he said, offering no evidence to support his claims.

Illinois GOP Rep. Adam Kinzinger called Trump's claims "insane."

"We want every vote counted, yes every legal vote (of course). But, if you have legit concerns about fraud present EVIDENCE and take it to court. STOP Spreading debunked misinformation... This is getting insane," he tweeted during the briefing.

And even Senate Majority Leader Mitch McConnell (R-Ky.) said Wednesday that while "it's not unusual for people to claim they've won the election ... claiming you win the election is different from finishing the counting. And what we're going to see here in the next few days, both in the Senate races and in the presidential race, is each state will ultimately get to a final outcome."

When the Louisville Courier Journal asked if McConnell thinks it's appropriate for the courts to halt counting of votes, the Kentuckian noted it depends on state law.

"And my personal view is it's none of the federal government's business how states decide to conduct their election," he said. "I mean, I think that has been, for 230 years, a state decision, and we have to adapt to how states choose to do it. Perfectly OK to complain about a particular system if you don't like it. But, ultimately, if there's a dispute over it, it's going to be resolved in court."

Trump has been tweeting up a storm from the White House residence since Wednesday, raging against "disappearing" and "surprise" ballots as he trails Biden in must-win states.

As he took the podium Thursday evening, his once-commanding 441,000-ballot lead in the must-win Keystone State had dwindled to less than 75,000 votes and he was ahead in ruby red Georgia by the razor-thin margin of just 8,000.

The president's re-election campaign has been particularly aggrieved by Fox News' decision to call the swing state of Arizona late Wednesday evening, followed by the Associated Press, when hundreds of thousands of votes were still uncounted.

On a call with reporters earlier Thursday, senior adviser Jason Miller said the campaign would "very aggressively" continue to push the publications to reverse their calls.

Meanwhile, Biden has essentially declared himself the victor even as counting continues in six states.

Exhibit 747

From: Scott, Suzanne </O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=85BFE6824750416486BDA0F78D10943E-SUZANNE.SCO>
To: Cooper, Meade
Sent: 11/6/2020 7:50:39 AM
Subject: Fwd: Polls.

MC-Confidential.

Get Outlook for iOS

From: Murdoch, Rupert [redacted]
Sent: Friday, November 6, 2020 6:36 AM
To: Scott, Suzanne
Subject: Polls.

Trump still talking legal actions but in calmer voice.
Everything seems to be moving to Biden and if Trump becomes a sore loser
we should watch Sean especially and others don't sound the same.
Not there yet, but a danger.
Turkey on now with Fox and Friends sounds pretty sensible. If Biden holds Az, Nevada, Georgia and Pa very hard to credibly cry foul everywhere.
Love to hear likely House numbers.
Pelosi majority halved?

Finally got Fox on here and nice to see plenty of breaks! Yesterday CNN had none. But so biased as to be unwatchable!

Sent from my iPhone

EXHIBIT
528
LM 8/25/22

Exhibit 748

PARTICIPANTS: Gary Schreier - [redacted] Lauren Petterson - [redacted]

Sent 2020-11-13 12:37:04 AM UTC FROM: Lauren Petterson - [redacted]

That's the rumor. Who knows

Sent 2020-11-13 12:50:47 AM UTC FROM: Gary Schreier - [redacted]

He's terrible. Though I don't wish him unemployment.

Sent 2020-11-13 02:18:54 AM UTC FROM: Gary Schreier - [redacted]

https://twitter.com/yashar/status/1327069514563928066

~ Library SMS Attach 1 30 00 4AB9AC 1 5E93E4 1

C526254A-68E0-4F2C-9A03-7D0C4EF0C7A8.pluginPayloadAttachment

Sent 2020-11-13 02:20:13 AM UTC FROM: Lauren Petterson - [redacted]

At least she said 'I'm told'

Sent 2020-11-13 02:20:38 AM UTC FROM: Gary Schreier - [redacted]

Sigh.

Sent 2020-11-13 11:41:21 AM UTC FROM: Gary Schreier - [redacted]

Maria all in on mass voter fraud this morning.

Sent 2020-11-13 11:41:40 AM UTC FROM: Lauren Petterson - [redacted]

I'm watching. So was Dobbs and hannity last night

Sent 2020-11-13 11:44:57 AM UTC FROM: Gary Schreier - [redacted]

Yes. But that's the worry. We don't want her to be dobbs and Hannity. But look I hope they show it all happened. I feel like these affidavits need to be moved on fast by the courts. Either those people are lying under oath or something bad happened. We should know that fast.

Sent 2020-11-13 03:22:50 PM UTC FROM: Gary Schreier - [redacted]

https://twitter.com/benhabib6/status/1326965584781828096

~ Library SMS Attach 1 02 02 06A912 1 B3AB42 1

AABA68D0-51A6-4833-ADE3-348E83E4B096.pluginPayloadAttachment

Sent 2020-11-13 03:22:50 PM UTC FROM: Gary Schreier - [redacted]

So the last four years. Same as the Holocaust. That's despicable. Truly. And for Jewish organizations to not condemn this is more despicable. But you know, the name soros is spoken they're all over it. Infuriating to me.

Sent 2020-11-13 06:17:01 PM UTC FROM: Gary Schreier - [redacted]

Sent 2020-11-13 06:42:36 PM UTC FROM: Lauren Petterson - [redacted]

Hey there. Flagging Charlie's banners in Georgia. Specially Robert Wolf.

Thank you

Sent 2020-11-13 06:44:35 PM UTC FROM: Gary Schreier - [redacted]

I quietly made sure the banner wasn't used.

Sent 2020-11-13 06:44:40 PM UTC FROM: Gary Schreier - [redacted]

But he talked about it.

Sent 2020-11-13 07:43:25 PM UTC FROM: Gary Schreier - [redacted]

FYI I might leave not long after the 3pm. I have shows set for the trump event at 4. And I'll be engaged and listening/watching.

Sent 2020-11-13 08:01:10 PM UTC FROM: Lauren Petterson - [redacted]

Go for it.

Sent 2020-11-13 08:01:17 PM UTC FROM: Gary Schreier - [redacted]

Thanks!

Sent 2020-11-13 08:08:18 PM UTC FROM: Gary Schreier - [redacted]

Lachlan just joined the 3pm. FYI.

Sent 2020-11-13 08:08:50 PM UTC FROM: Lauren Petterson - [redacted]

Cool!

Sent 2020-11-13 08:09:02 PM UTC FROM: Gary Schreier - [redacted]

On zoom.

Sent 2020-11-13 08:09:19 PM UTC FROM: Lauren Petterson - [redacted]

From his yacht in Australia? lol

Sent 2020-11-13 08:10:02 PM UTC FROM: Gary Schreier - [redacted]

Ha. From that understated low end home office. :)

Sent 2020-11-13 08:34:17 PM UTC FROM: Lauren Petterson - [redacted]

https://apnews.com/article/kyle-rittenhouse-mother-speaks-out-e7e9ae67173a66b7b912f011d40a47f4

~ Library SMS Attach 1 ae 14 5307D7 1 C31670 1

87483C16-F544-4DB3-A0C1-C70270D177A6.pluginPayloadAttachment

Sent 2020-11-13 08:34:17 PM UTC FROM: Lauren Petterson - [redacted]

Sent 2020-11-13 08:35:40 PM UTC FROM: Gary Schreier [redacted]

Look at this headline. From the people we partner with on the decision desk

Beyond disgusting.

Sent 2020-11-13 08:36:29 PM UTC FROM: Gary Schreier - [redacted]

That kid should be out on bail. He's not going to be found guilty on anything. Nor should he.

Sent 2020-11-13 08:37:53 PM UTC FROM: Gary Schreier - [redacted]

And you know truth be told, Wallace's question really was terrible. So bad that's why Biden used it in the campaign ad she's suing about. They didn't add to anything. Those animals were destroying things and killing people without people like this kid showing up.

Sent 2020-11-13 08:44:01 PM UTC FROM: Lauren Petterson - [redacted]

The whole thing makes me sick.

Sent 2020-11-13 08:44:21 PM UTC FROM: Gary Schreier - [redacted]

I feel the same way. Why isn't this kid afforded bail?

Sent 2020-11-13 08:46:02 PM UTC FROM: Lauren Petterson [redacted]

He just was. 2 million

Sent 2020-11-13 08:46:32 PM UTC FROM: Gary Schreier - [redacted]

And they need the full amount or a percentage for bond?

Sent 2020-11-13 08:46:57 PM UTC FROM: Gary Schreier - [redacted]

Either way he should be able to raise that. Did tucker's show move the needle? Are people like us allowed to donate or no?

Sent 2020-11-13 08:47:02 PM UTC FROM: Lauren Petterson [redacted]

Full amount. Cash. 'He's a flight risk'

Sent 2020-11-13 08:47:28 PM UTC FROM: Gary Schreier - [redacted]

I hope he raises it. That's disgusting. What a horrible judge.

Sent 2020-11-13 08:48:32 PM UTC FROM: Lauren Petterson - [redacted]

His legal fund is at 2m right now. That was before tucker

Sent 2020-11-13 08:48:56 PM UTC FROM: Gary Schreier - [redacted]

Then he should be out soon I hope.

Sent 2020-11-13 08:49:08 PM UTC FROM: Lauren Petterson - [redacted]

Problem is - he needs a new place to live. People will find him at his moms house

Sent 2020-11-13 08:49:27 PM UTC FROM: Gary Schreier [redacted]

Sent 2020-11-13 08:49:35 PM UTC FROM: Lauren Petterson [redacted]

Mara Lago!

Hahaha!!

Sent 2020-11-13 09:04:28 PM UTC FROM: Gary Schreier [redacted]

Last segment on claman was about spending on space. Like the moon and Mars. Because you know that's what the country and our viewers really care about at this moment in time.

Sent 2020-11-13 09:23:35 PM UTC FROM: Lauren Petterson [redacted]

Greg Kelly (7P) delivered over 1 million total viewers on Newsmax

Sent 2020-11-13 09:25:19 PM UTC FROM: Gary Schreier [redacted]

I see it. Jesus.

Sent 2020-11-13 09:29:52 PM UTC FROM: Gary Schreier [redacted]

Btw the hr red tape is unreal. [redacted]

Sent 2020-11-13 09:30:21 PM UTC FROM: Lauren Petterson [redacted]

This is the new norm

Sent 2020-11-13 09:30:39 PM UTC FROM: Gary Schreier [redacted]

So frustrating.

Sent 2020-11-13 09:31:55 PM UTC FROM: Gary Schreier [redacted]

You hear what Trump just said? No vaccines for you! Not sending you vaccines if you're not gonna distribute them. Good for him. Now your serve Cuomo.

Sent 2020-11-13 09:31:57 PM UTC FROM: Lauren Petterson [redacted]

[redacted]

Sent 2020-11-13 09:38:08 PM UTC FROM: Lauren Petterson [redacted]

Did he just almost slip and say the next administration?

Sent 2020-11-13 09:38:24 PM UTC FROM: Gary Schreier [redacted]

I thought that too.

Sent 2020-11-13 09:42:14 PM UTC FROM: Gary Schreier [redacted]

Holy shit. look at this totally dishonest tweet headline Dataminr just sent:] US President Trump says COVID-19 coronavirus vaccine will be readily available to the general public by April except places like New York for "political reasons": Chris Johnson, Reporter via Twitte

Sent 2020-11-13 09:42:33 PM UTC FROM: Gary Schreier [redacted]

Sent 2020-11-13 09:43:19 PM UTC FROM: Lauren Petterson - [redacted]

Makes it sound like he's just f-Ing ny. This is disgusting.

Look at Cuomo's tweet

Sent 2020-11-13 09:44:05 PM UTC FROM: Gary Schreier - [redacted]

The one from his advisor? Good luck with that spin.

Sent 2020-11-13 09:46:59 PM UTC FROM: Lauren Petterson - [redacted]

Exactly

Sent 2020-11-13 10:19:36 PM UTC FROM: Gary Schreier - [redacted]

Cuomo is on MSNBC now.

Sent 2020-11-13 10:19:47 PM UTC FROM: Gary Schreier - [redacted]

Saying he never said he wouldn't distribute it.

Sent 2020-11-13 10:19:57 PM UTC FROM: Lauren Petterson - [redacted]

Yes. CNN is next

Sent 2020-11-13 10:20:13 PM UTC FROM: Gary Schreier - [redacted]

He's already running in the 2024 dem primary this guy.

Sent 2020-11-13 10:22:25 PM UTC FROM: Lauren Petterson - [redacted]

Cuomo said the vaccine rollout plan needed to be stopped until his old friend President-elect Joe Biden takes office in January, otherwise it will cause "damage."

Sent 2020-11-13 10:22:27 PM UTC FROM: Lauren Petterson [redacted]

The governor threatened to slow-roll the desperately needed vaccine in the hard-hit Empire State in September, citing his distrust of the president and claiming the process was "politicized."

Sent 2020-11-13 10:22:58 PM UTC FROM: Lauren Petterson - [redacted]

Our news desk should be pumping out his quotes right now

Sent 2020-11-13 10:23:13 PM UTC FROM: Gary Schreier - [redacted]

He did all he could to cast doubt on the vaccine and now says "hey what ya know, people doubt the vaccine. " these are sick people.

Exhibit 749

From: [redacted]
To: Col Allan
Sent: 11/7/2020 12:32:01 PM
Subject: Re: Good

Yes. In addition or within your big statement.

Sent from my iPhone

> On Nov 7, 2020, at 5:28 PM, Col Allan [redacted] wrote:
>
> Hunter biden getting secret service detail. To protect him from whom? Crack dealers? Uncle Jim? Daddy? God help us.
>
> Sent from my iPhone
>
>> On Nov 7, 2020, at 12:27 PM, Col Allan [redacted] wrote:
>>
>> About Rudy?
>>
>> Sent from my iPhone
>>
>>>> On Nov 7, 2020, at 12:26 PM, Murdoch, Rupert [redacted] wrote:
>>>
>>> Should we say something Donald might see?
>>>
>>> Sent from my iPhone
>>>
>>>>> On Nov 7, 2020, at 5:24 PM, Col Allan [redacted] wrote:
>>>>
>>>> Agree. He's unhinged. Has been for a while. I think booze has got him.
>>>>
>>>> Sent from my iPhone
>>>>
>>>>>> On Nov 7, 2020, at 12:22 PM, Murdoch, Rupert [redacted] wrote:
>>>>>
>>>>> Ha! Just saw a bit of Rudy ranting.
>>>>> A terrible influence on Donald.
>>>>>
>>>>> Sent from my iPhone
>>>>>
>>>>>>> On Nov 7, 2020, at 5:18 PM, Col Allan [redacted] wrote:
>>>>>>
>>>>>> New York City going crazy. Horns, thousands in street. Shouting. Pity it's not snowing.
>>>>>>
>>>>>> Sent from my iPhone
>>>>>>
>>>>>>>> On Nov 7, 2020, at 11:33 AM, Murdoch, Rupert [redacted] wrote:
>>>>>>>
>>>>>>> Yes. But calming today.
>>>>>>>
>>>>>>> CNN declares and FOX coming in minutes.
>>>>>>> I hate our Decision Desk people! And pollsters! Some of the same people I think.
>>>>>>> Just for the hell of it still praying for Az to prove them wrong! I did one fox fill this out and labor lemonade hate
>>>>>>>
>>>>>>> Sent from my iPhone
>>>>>>>
>>>>>>>>> On Nov 7, 2020, at 4:12 PM, Col Allan [redacted] wrote:
>>>>>>>>
>>>>>>>> Why not. Weather great!! He will be playing a lot more soon.
>>>>>>>>
>>>>>>>> Sent from my iPhone

>>>>>>>>
>>>>>>>>> On Nov 7, 2020, at 11:07 AM, Murdoch, Rupert [redacted] wrote:
>>>>>>>>>
>>>>>>>>>
>>>>>>>>> Donald playing golf right now! (DailyMail).
>>>>>>>>>
>>>>>>>>> Sent from my iPhone
>>>>>>>>>
>>>>>>>>>
>>>>>>>>> This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee(s). If you are not an addressee indicated in this message (or responsible for delivery of the message to an addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of Fox Corporation, or its subsidiaries must be taken not to have been sent or endorsed by any of them. No representation is made that this email or its attachments are without defect.
>>>>>>>
>>>>>>>
>>>>>>> This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee(s). If you are not an addressee indicated in this message (or responsible for delivery of the message to an addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of Fox Corporation, or its subsidiaries must be taken not to have been sent or endorsed by any of them. No representation is made that this email or its attachments are without defect.
>>>>>
>>>>>
>>>>> This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee(s). If you are not an addressee indicated in this message (or responsible for delivery of the message to an addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of Fox Corporation, or its subsidiaries must be taken not to have been sent or endorsed by any of them. No representation is made that this email or its attachments are without defect.
>>>
>>>
>>> This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee(s). If you are not an addressee indicated in this message (or responsible for delivery of the message to an addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of Fox Corporation, or its subsidiaries must be taken not to have been sent or endorsed by any of them. No representation is made that this email or its attachments are without defect.

Exhibit 750

From: Alexa Green [redacted]
To: Grossberg, Abby
Sent: 12/3/2020 10:59:59 AM
Subject: [EXTERNAL] Offering Michael Steel, GOP Strategist, to speak on Dominion Voting and election fraud claims

Hi Abby,

In light of the misinformation and conspiracy theories around the 2020 election, I wanted to offer you Michael Steel, a longtime GOP strategist, to speak to the ongoing claims about election fraud and share the facts about Dominion Voting Systems. It is important that Dominion be given an opportunity to rebut the remarks made by the Trump legal team, Sidney Powell, and others.

Here are the facts about Dominion to inform your reporting on these claims. Steel has previously appeared on Fox's America's News Headquarters with Eric Shawn to debunk recent allegations and conspiracy theories about Dominion Voting Systems. On Sunday Morning Futures, he can speak to claims about election fraud, recounts in swing states and high-profile districts, and election integrity. These details are important to understanding the accuracy and security that characterize American elections.

Let me know if you are interested and I would be happy to coordinate an interview.

Thanks!
Alexa

Alexa Green
Associate
Hamilton Place Strategies
805 15th St NW | 2nd floor | Washington, DC, 20005
O: [redacted] | M: **Redacted**
[redacted]

This e-mail and any accompanying attachments may contain confidential information meant only for the intended recipient. If you are not the intended recipient or have otherwise received this e-mail in error, please promptly notify the sender by return email and delete all copies of this transmission.

Exhibit 751

America's News. And Much More.™

FOX News Media operates the FOX News Channel (FNC), FOX Business Network (FBN), FOX News Digital, FOX News Audio, FOX News Books, the direct-to-consumer streaming services FOX Nation and FOX News International and the free ad-supported streaming television service FOX Weather. Currently the number one network in all of cable, FNC has also been the most watched television news channel for more than 20 consecutive years, while FBN is the top business channel on cable. Owned by Fox Corporation, FOX News Media reaches nearly 200 million people each month.

Bureaus

New York (Headquarters)	Los Angeles
Boston	Miami
Chicago	Rome
Dallas	Seattle
Denver	Washington, D.C.
Jerusalem	Atlanta

London

Satellite

Galaxy 17, Transponder 16 (HD)

Executive Leadership

Rupert Murdoch
Chair, Fox Corporation

Lachlan K. Murdoch
Executive Chair and Chief Executive Officer, Fox Corporation

Suzanne Scott View Bio
Chief Executive Officer, FOX News Media

Joe Dorrego View Bio
Chief Operating Officer and Chief Financial Officer, FOX News Media

Jay Wallace View Bio
President and Executive Editor, FOX News Media

Sharri Berg
President, FOX Weather

Porter Berry
Executive Vice President & Editor in Chief, FOX News/FOX Business Digital

Irena Briganti
Senior Executive Vice President, Corporate Communications

Jeff Collins
Executive Vice President, Advertising Sales

Meade Cooper
Executive Vice President, Primetime Programming

John Fiedler
Executive Vice President, Digital Product and Technology, FOX News Media and Fox Corporation

John Finley
Executive Vice President, FOX Nation and Development

Bernard T. Gugar
General Counsel and Executive Vice President, Corporate Development

Tom Lowell
Executive Vice President and Managing Editor of News

Lauren Petterson
President, FOX Business and Talent Development

Jason Klarman
President, FOX Nation and Executive Vice President, Marketing

Kevin Lord
Executive Vice President, Human Resources, Fox Corporation and FOX News

Warren

Vandeveer

Executive Vice President, Technical Operations and Engineering

New Terms of Use | New Privacy Policy | Your Privacy Choices | Closed Captioning Policy | Help | Contact Us | Accessibility Statement

This material may not be published, broadcast, rewritten, or redistributed. ©2023 FOX News Network, LLC. All rights reserved. Quotes displayed in real-time or delayed by at least 15 minutes. Market data provided by Factset. Powered and implemented by FactSet Digital Solutions. Legal Statement. Mutual Fund and ETF data provided by Refinitiv Lipper.

Exhibit 752

From: Scott, Suzanne </O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=85BFE6824750416486BDA0F78D10943E-SUZANNE.SCO>
To: Murdoch, Rupert
Sent: 11/6/2020 7:59:12 AM
Subject: Re: Polls.

Agree on all. S

Get Outlook for iOS

From: Murdoch, Rupert [redacted]
Sent: Friday, November 6, 2020 6:36 AM
To: Scott, Suzanne
Subject: Polls.

Trump still talking legal actions but in calmer voice.
Everything seems to be moving to Biden and if Trump becomes a sore loser
we should watch Sean especially and others don't sound the same.
Not there yet, but a danger.
Turkey on now with Fox and Friends sounds pretty sensible. If Biden holds Az, Nevada, Georgia and Pa very hard to credibly cry foul everywhere.
Love to hear likely House numbers.
Pelosi majority halved?

Finally got Fox on here and nice to see plenty of breaks! Yesterday CNN had none. But so biased as to be unwatchable!

Sent from my iPhone

Exhibit 753

From: [redacted]
To: Col Allan
Sent: 11/6/2020 11:21:39 AM
Subject: Re: Same stuff

That's great. Thanks

Sent from my iPhone

> On Nov 6, 2020, at 4:07 PM, Col Allan [redacted] wrote:
>
> We are preparing an editorial admiring trumps achievements in office but urging him to consider the nation and his own legacy as it becomes increasingly clear he has lost office. It time for acceptance and dignity.
>
> Sent from my iPhone
>
>> On Nov 6, 2020, at 10:17 AM, Col Allan [redacted] wrote:
>>
>> He hates losing. But you are right time for some dignity.
>>
>> Sent from my iPhone
>>
>>>> On Nov 6, 2020, at 7:28 AM, Murdoch, Rupert [redacted] wrote:
>>>
>>>
>>> Half of what Donald said was good. The other half bullshit and damaging.
>>> Big media, big money and big tech all against him and his vote in spite of this a mighty achievement. But conspiracy with pollsters NO! Latter simply incompetent. Perhaps many run by Dems, but so what?
>>> Giving big money not a conspiracy!
>>> Turns out mainly a waste.
>>> With several states now disappointingly favoring Biden hard to claim foul everywhere.
>>>
>>> Sent from my iPhone
>>>
>>>
>>> This message and its attachments may contain legally privileged or confidential information. It is intended solely for the named addressee(s). If you are not an addressee indicated in this message (or responsible for delivery of the message to an addressee), you may not copy or deliver this message or its attachments to anyone. Rather, you should permanently delete this message and its attachments and kindly notify the sender by reply e-mail. Any content of this message and its attachments that does not relate to the official business of Fox Corporation, or its subsidiaries must be taken not to have been sent or endorsed by any of them. No representation is made that this email or its attachments are without defect.

Exhibit 754

REDACTED IN ITS ENTIRETY

Exhibit 755

From: Murdoch, Rupert </O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=6F0571C63E7B49769B4A58009B115570-CRC>
To: Scott, Suzanne
CC: Murdoch, Lachlan
Sent: 11/6/2020 3:26:31 PM
Subject: Call.

Second thoughts
Maybe 50,000 in Pennsylvania and "subject to litigation "
Gigot thinks it won't change Trump.
But he's got to get some real evidence. Fact that Rudy advising really bad!

Sent from my iPhone

Exhibit 756

REDACTED IN ITS ENTIRETY

Exhibit 757

REDACTED IN ITS ENTIRETY

Exhibit 758

REDACTED IN ITS ENTIRETY

CERTIFICATE OF SERVICE

I, Brian E. Farnan, hereby certify that on March 7, 2023, a copy of the foregoing document was served via LexisNexis File&Serve on the following:

Blake Rohrbacher
Katharine L. Mowery
Angela Lam
RICHARDS, LAYTON & FINGER, P.A.
920 N. King Street
Wilmington, DE 19801

John L. Reed
Ronald N. Brown, III
DLA PIPER LLP (US)
1201 North Market Street, Suite 2100
Wilmington, DE 19801

/s/ *Brian E. Farnan*
Brian E. Farnan (Bar No. 4089)