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12 Attorneys for Defendant/Counterplaintiff Viad Corp

13 **IN THE UNITED STATES DISTRICT COURT**  
14 **FOR THE DISTRICT OF ARIZONA**

15 Greyhound Lines, Inc., a Delaware  
16 corporation,

17 Plaintiff/Counterdefendant,

18 vs.

19 Viad Corp, a Delaware corporation,

20 Defendant/Counterplaintiff.

Case No. CV-15-01820-PHX-DGC

**DECLARATION**  
**OF JONATHAN A. MASSIMINO**

21 Jonathan A. Massimino declares as follows:

22 1. I am over the age of 18 years and am, in all respects, competent to make  
23 this declaration. This declaration is based upon my personal knowledge, and if called  
24 upon to testify, I could and would competently testify to the information in this  
25 declaration.

26 2. I am the Assistant General Counsel for Viad Corp, which is the defendant  
27 and counterclaimant in this lawsuit. I have held this position for over 5 years.  
28

1           3.       My responsibilities at Viad include advising Viad on litigation,  
2 employment law, and environmental matters. I also advise Viad with respect to  
3 acquisition and integration efforts.

4           4.       As part of my responsibilities, I have become familiar with Viad's  
5 historical filing system and process with respect to documents contained in the Viad law  
6 department files, as well as various historical processes utilized by the Viad law  
7 department.

8           5.       I have also reviewed the Joint Matrix of GLI's Privilege Challenge, along  
9 with the 18 documents to be submitted to the Court for an in-camera inspection.

10          6.       Exhibits 1, 2, and 3 to be submitted for the in-camera inspection are  
11 examples of monthly reports that Dr. Ken Ries authored and has submitted to the Viad  
12 Law Department. Dr. Ries was a non-lawyer member of Viad's law department, who  
13 monitored Viad's environmental obligations and liabilities for the law department. While  
14 the attorney to whom these monthly reports (as well as the quarterly reports) are directed  
15 has changed over the years, Viad's records indicate that the reports have always been  
16 directed to, and at the request of, an attorney in the Viad's law department. In that regard,  
17 until very recently, I have been the attorney in Viad's law department who requested and  
18 received these monthly reports directly from Dr. Ries over the past three or four years.  
19 Depending on the time frame, either I or Viad's General Counsel had requested these  
20 memoranda from Dr. Ries so that the law department may monitor Viad's environmental  
21 obligations and advise the company accordingly.

22          7.       Exhibits 4, 5, and 6 to be submitted for the in-camera inspection are  
23 versions of documents that I found in Viad's legal department files (which people within  
24 Viad's law department call "The Vault"). I have not been able to determine which  
25 particular attorney at Viad made these notes, in part because Viad at one time had over 35  
26 attorneys in its law department.

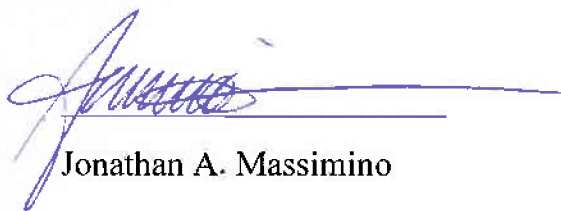
27          8.       Exhibits 7, 8, and 9 to be submitted for the in-camera inspection are  
28 documents that I found in the Vault within Viad's law department. Exhibits 8 and 9 are

1 the type of documents that Viad still prepares today and prepares them at the request of  
2 Viad's General Counsel to help Viad's law department monitor and advise the company  
3 with respect to environmental liabilities and obligations. These types of documents are  
4 generally marked "Attorney-Client Privileged" or something to that effect.

5 9. Similarly, Exhibits 10, 11, and 12 are the type of documents that Viad still  
6 prepares today and prepares them at the request of Viad's General Counsel to help Viad's  
7 law department monitor and advise the company as to environmental liabilities and  
8 obligations. These types of documents are often marked "Attorney-Client Privileged" or  
9 something to that effect. In that regard, Exhibit 10 includes a post-it that says "update &  
10 copy to DJD," which are the initials of Viad's current General Counsel, Debbie J.  
11 DePaoli.

12 I declare under penalty of perjury that the foregoing is true and correct.

13  
14 Executed on this 10<sup>TH</sup> day of August, 2016 in Phoenix, Arizona.

15  
16   
17 Jonathan A. Massimino