

# EXHIBIT 3

## Part 1

MANATT, PHELPS & PHILLIPS, LLP  
ESRA A. HUDSON (Bar No. CA 202881)  
E-mail: ehudson@manatt.com  
STEPHANIE A. ROESER (Bar No. CA 306343)  
E-mail: sroeser@manatt.com  
CATHERINE ROSE NOBLE (Bar No. CA 334155)  
E-mail: cnoble@manatt.com  
2049 Century Park East, Suite 1700  
Los Angeles, California 90067  
Telephone: 310.312.4000

WILLKIE FARR & GALLAGHER LLP  
MICHAEL J. GOTTLIEB (D.C. Bar No. 974960)  
E-mail: mgottlieb@willkie.com  
KRISTIN E. BENDER (D.C. Bar No. 1630559)  
E-mail: kbender@willkie.com  
1875 K Street NW  
Washington, DC 20006  
Telephone: 202.303.1000

Attorneys for Plaintiff  
BLAKE LIVELY

BLAKE LIVELY, an individual,  
  
Plaintiff,

v.

WAYFARER STUDIOS LLC, a California  
Limited Liability Company, JUSTIN BALDONI,  
an individual, JAMEY HEATH, an individual,  
STEVE SAROWITZ, an individual, MELISSA  
NATHAN, an individual, THE AGENCY GROUP  
PR LLC, a Delaware Limited Liability Company,  
JENNIFER ABEL, an individual, RWA  
COMMUNICATIONS, LLC, a California Limited  
Liability Company, JED WALLACE, an  
individual, STREET RELATIONS INC., a  
California Corporation, and DOES 1-100,  
  
Defendants.

**COMPLAINT FOR DAMAGES FOR:**

- (1) SEXUAL HARASSMENT (CAL. GOV. CODE, § 12940/TITLE VII OF THE CIVIL RIGHTS ACT OF 1964 (“TITLE VII”));**
- (2) RETALIATION (CAL. GOV. CODE, § 12940/TITLE VII);**
- (3) FAILURE TO INVESTIGATE, PREVENT, AND/OR REMEDY HARASSMENT (CAL. GOV. CODE, § 12940);**
- (4) RETALIATION (CAL. LABOR CODE, § 1102.5);**
- (5) AIDING AND ABETTING HARASSMENT AND RETALIATION (CAL. GOV. CODE, § 12940);**
- (6) BREACH OF CONTRACT;**
- (7) INTENTIONAL INFLICTION OF EMOTIONAL DISTRESS;**
- (8) NEGLIGENCE;**
- (9) FALSE LIGHT INVASION OF PRIVACY (CAL. CONST., ART. I, § 1);**
- (10) INTERFERENCE WITH PROSPECTIVE ECONOMIC ADVANTAGE**

## INTRODUCTION

1. On January 4, 2024, prior to resuming filming of “It Ends With Us” (the “Film”) following guild strikes, an “all hands” meeting was convened to address the hostile work environment that had nearly derailed production of the Film. Attendees of the meeting included: (1) Justin Baldoni, who is the co-chairman and co-founder of Wayfarer Studios (the owner of the Film), as well as the Director, Executive Producer, and actor in the lead role of Ryle Kincaid; (2) Jamey Heath, the Chief Executive Officer of Wayfarer and Producer of the Film; (3) Ange Gianetti, the Film’s representative for its distributor Sony Pictures Entertainment; (4) Alex Saks, a producer on the Film; (5) Todd Black, a producer on the film; and (6) Blake Lively, who played the role of Lily Bloom in the Film. Ms. Lively also had the agreed-upon right to have a representative present. She chose her husband, given that the meeting was about repeated sexual harassment and other disturbing behavior by Mr. Baldoni and Mr. Heath.

2. As discussed in detail below, Ms. Lively was forced to address concerns about Mr. Baldoni and Mr. Heath’s misconduct with them directly, and began doing so months before filming began. The concerns she raised were not only for herself, but for the other female cast and crew, some of whom had also spoken up. The January 4 meeting occurred only after Wayfarer had rebuffed Ms. Lively’s efforts repeatedly.

3. During the January 4 meeting, the parties discussed in detail the inappropriate conduct that Ms. Lively, her employees and other cast and crew experienced at the hands of Mr. Baldoni and Mr. Heath. After the list below was reviewed and discussed in its entirety, all parties present agreed that the outlined conduct would cease:

1. No more showing nude videos or images of women, including producer’s wife, to BL and/or her employees.
2. No more mention of Mr Baldoni’s or Mr Heath’s previous “pornography addiction” or BL’s lack of pornography consumption to BL or to other crew members.
3. No more discussions to BL and/or her employees about personal experiences with sex, including as it relates to spouses or others.
4. No more mention to BL or her employees of personal times that physical consent was not given in sexual acts, as either the abuser or the abused.
5. No more descriptions of their own genitalia to BL.
6. No more jokes or disparaging comments to be made to BL and/or her employees about HR complaints Wayfarer has already received on set, or about “missing the HR meeting.”
7. No more inquiries by Mr Baldoni to BL trainer without her knowledge or consent to disclose her weight.
8. No more mention by Mr Baldoni of him “speaking to” BL’s dead father.
9. No more pressing by Mr Baldoni for BL to disclose her religious beliefs, or unsolicited sharing of his.
10. If BL and/or her infant is exposed to COVID again, BL must be provided with immediate notice as soon as Wayfarer or any other producers become aware of such exposure, without her needing to uncover days later herself.
11. An intimacy coordinator must be present at all times when BL is on set in scenes with Mr. Baldoni.

- 12.No more personal, physical touching of, or sexual comments by, Mr Baldoni or Mr Heath to be tolerated by BL and/or any of her employees, as well as any female cast or crew without their express consent.
  - 13.No more improvising of kissing. All intimate touch must be choreographed in advance with BL and an intimacy coordinator. No biting or sucking of lip without BL consent. And all intimate on camera touch and conversations must be "in character", not spoken from Mr Baldoni to BL personally.
  - 14.BL to have a representative on set at all times and with a monitor during scenes involving nudity, sexual activity, or violence with Mr Baldoni.
  - 15.All actors participating with BL in intimate scenes involving her being in any state of nudity or simulated nudity must be classified as active, working actors, not "friends" of the director or producers, and must be pre-approved by BL.
  - 16.No more filming of any BL nudity without a fully-executed, SAG-compliant nudity rider in place. Any such footage already shot without this rider in place and in direct violation of SAG requirements may not be used without BL's and her legal representatives prior, written consent.
  - 17.Any scene by BL, or another performer depicting the character of "Lily," that involves nudity or simulated sex must be conducted strictly in accordance with the above-referenced nudity rider and must adhere to the BL-approved script.
  - 18.An intimacy coordinator must be on set for all scenes involving nudity and/or simulated sex and must have a monitor to ensure compliance.
  - 19.No monitors to be viewed or accessible on set, or remotely, during closed set scenes except by BL-approved essential crew and personnel.
- 20.No more entering, attempting to enter, interrupting, pressuring or asking BL to enter her trailer or the makeup trailer by Mr Heath or Mr Baldoni while she is nude, for any reason.
  - 21.No more private, multi hour meetings in BL's trailer, with Mr Baldoni crying, with no outside BL appointed representative to monitor.
  - 22.No more pressing by Mr Baldoni to sage any of BL's employees.
  - 23.Producer Alex Saks to be given standard rights, inclusion, and authority per her job description and as represented to BL when signing on.
  - 24.Sony must have an active, daily role in overseeing physical production for the remainder of the film to monitor safety for cast and crew, schedule, logistics, problem solving and creative.
  - 25.Engagement of an experienced producer to supervise the safety of the cast and crew, schedule, logistics, problem solving and creative for the remainder of the shoot. (examples: Todd Lieberman, Elizabeth Cantillon, Miri Yoon, Lynette Howell).
  - 26.Engagement of a BL-approved, A-list stunt double to perform Lily in scenes with Mr Baldoni involving rape and/or violence. BL to perform only close-up work or work from a BL pre-approved shot list in scenes with Mr Baldoni involving sexual violence.
  - 27.No more adding of sex scenes, oral sex, or on camera climaxing by BL outside the scope of the script BL approved when signing onto the project.
  - 28.No more asking or pressuring BL to cross physical picket lines.
  - 29.No more retaliatory or abusive behavior to BL for raising concerns or requesting safeguards
  - 30.An in-person meeting before production resumes with Mr Baldoni, Mr Heath, Ms Saks, the Sony representative, the new producer, BL, and BL's spouse Ryan Reynolds to confirm and approve a plan for implementation of the above that will be adhered to for the physical and emotional safety of BL, her employees and all the cast and crew moving forward.

4. This meeting was an essential step in a process the parties had agreed to several months before to allow the cast and crew to safely resume production of the Film. In mid-November 2023, the parties had agreed in writing to implement a list of protections enumerated in a contract entitled "Protections for Return to Production," attached hereto as **Exhibit A**, which included seventeen provisions designed to require Wayfarer to cease the on-set behavior of Mr. Baldoni and Mr. Heath. One of those provisions required an "all-hands meeting" to "confirm and approve a plan for the implementation of



[certain protections] that will be adhered to for the physical and emotional safety of [Ms. Lively], her employees and all cast and crew moving forward.” Exhibit A ¶ 17. After receiving the document, Wayfarer responded that “Wayfarer, Sony and Production respectfully acknowledge that [Ms. Lively] has concerns regarding safety, professionalism and workplace culture. Although our perspective differs in many aspects, ensuring a safe environment for all is paramount, irrespective of differing viewpoints. Regarding your outlined requests, *we find most of them not only reasonable but also essential for the benefit of all parties involved.*”<sup>1</sup>

5. At the end of the January 4 meeting, having discussed at length the details of concerns that had been expressed by Ms. Lively and others, the parties agreed to implement and follow the Protections for Return to Production to ensure that the Film could be completed, marketed, and released safely and successfully. And it was. Production of the Film resumed on January 5, and concluded on February 9, 2024. The Film has been a resounding success.

6. Leading up to and in connection with the release of the Film, during the summer of 2024, Ms. Lively and fellow cast members promoted the Film in accordance with the Marketing Plan created and delivered by the Film’s distributor Sony, which is summarized in the “talking points” attached hereto as **Exhibit C**. Ms. Lively and other cast members were under a contractual obligation to render promotional services in accordance with the Marketing Plan. The Marketing Plan directed the cast to “[f]ocus more on Lily’s strength and resilience as opposed to describing the film as a story about domestic violence” and to “[a]void talking about this film that makes it feel sad or heavy [*sic*]—it’s a story of hope.” See Exhibit C at 2.<sup>2</sup>

7. In the days leading up to the Film’s release, Mr. Baldoni abruptly pivoted away from the Film’s Marketing Plan and the types of publicity activities in which he had previously participated. What the public did not know was that Mr. Baldoni and his team did so in an effort to explain why many of the Film’s cast and crew had unfollowed Mr. Baldoni on social media and were not appearing with him in public. To that end, he and his team used domestic violence “survivor content” to protect his public image, as described in further detail below. See ¶¶ 83-88.

<sup>1</sup> Wayfarer ultimately confirmed its obligation to abide by *all* of the Protections for Return to Production in a contractual rider executed on January 19, 2024, which is attached hereto as **Exhibit B**.

<sup>2</sup> Mr. Baldoni himself launched the Marketing Plan by hosting the first press event in early May 2024 (a month before any other cast did any promotion of the film).

8. What the public also did not know was that this was the beginning of a multi-tiered plan that Mr. Baldoni and his team described as “*social manipulation*” designed to “*destroy*” Ms. Lively’s reputation. That plan was backed by virtually unlimited resources. Wayfarer’s co-founder, co-chairman and leading financier is multi-billionaire Steve Sarowitz, who divulged at the Film’s New York premiere on August 6, 2024, that he was prepared to *spend \$100 million to ruin the lives* of Ms. Lively and her family. With that backing, Mr. Baldoni and his Wayfarer associates embarked on a sophisticated press and digital plan *in retaliation for Ms. Lively exercising her legally-protected right to speak up about their misconduct on the set*, with the additional objective of intimidating her and anyone else from revealing in public what actually occurred.

9. On July 31, 2024, following the recommendation of their publicist, Jennifer Abel, Wayfarer, and Mr. Baldoni retained a crisis communications specialist named Melissa Nathan, and her company The Agency Group PR LLC (“TAG”). Ms. Nathan delivered a proposal to Mr. Baldoni, which included “[a] website (to discuss), full reddit, full social account take downs, full social crisis team on hand for anything – engage with audiences in the right way, *start threads of theories* (discuss) this is the way to be fully 100% protected.” Ms. Nathan also proposed the “creation of social fan engagement to go back and forth with any negative accounts, helping to change [*sic*] narrative and stay on track.” Per Ms. Nathan, “*All of this will be most importantly untraceable.*” As Ms. Abel described it, the plan was to engage in “social media mitigation and proactive fan posting to counter the negative” as well as “*social manipulation.*”<sup>3</sup>

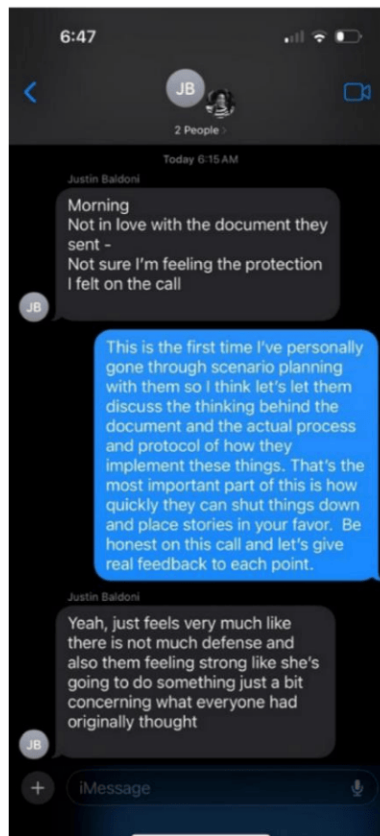
10. This plan went well beyond standard crisis PR. What Ms. Nathan proposed included a practice known as “*Astroturfing*,” which has been defined as “the practice of publishing opinions or comments on the internet, in the media, etc. that appear to come from ordinary members of the public but actually come from a particular company or political group.”<sup>4</sup>

11. On August 2, 2024, TAG circulated a “SCENARIO PLANNING” document to Mr.

<sup>3</sup> Ms. Lively obtained the communications set forth in this Complaint through legal process, including a civil subpoena.

<sup>4</sup> *Astroturfing*. CAMBRIDGE DICTIONARY, <https://dictionary.cambridge.org/us/dictionary/english/astroturfing> (last visited Dec. 16, 2024); *see also Astroturfing*, WIKIPEDIA, <https://en.wikipedia.org/wiki/Astroturfing> (last visited Dec. 19, 2024) (“Astroturfing is the deceptive practice of hiding the sponsors of an orchestrated message or organization (e.g., political, advertising, religious, or public relations) to make it appear as though it originates from, and is supported by, unsolicited grassroots participants. It is a practice intended to give the statements or organizations credibility by withholding information about the source's financial backers.”).

Baldoni, Mr. Heath, and others, which described preparations and strategy “should [Ms. Lively] and her team *make her grievances public*,” (the “Scenario Planning Document”), and is attached hereto as **Exhibit D**. To “get ahead of this narrative,” Ms. Nathan’s plan proposed strategies to advance misleading counternarratives, including pushing Nathan’s narrative that Ms. Lively had “less than favorable reputation,” proposing to “explore planting stories about the weaponization of feminism...,” and misleadingly blaming Ms. Lively for production members’ job losses. *See* Exhibit D at 2-3.



12. Initially, Mr. Baldoni expressed concerns that TAG’s written plan was insufficiently aggressive to “protect” him. Writing to Mr. Heath and Ms. Abel, he said he was “[n]ot in love with the document they sent – Not sure I’m feeling the protection I felt on the call” with Ms. Nathan and her colleagues. In response, Mr. Heath attempted to reassure Mr. Baldoni that they had found the right people for his campaign. In Mr. Heath’s words, “the most important part of this is how quickly they can shut things down and place stories in your favor.”

1           13. Later that day, Ms. Abel and Ms. Nathan exchanged the following text messages,  
 2 expressing that *Mr. Baldoni “wants to feel like [Ms. Lively] can be buried.”* Ms. Abel and Ms. Nathan  
 3 agreed that, of course, they would do just that, but could not say so in writing. “We can’t write it down  
 4 to him. We can’t write *we will destroy her.*” “Imagine if a document saying *all the things that he wants*  
 5 ends up in the wrong hands.”

6  
 7 From: Jennifer Abel (owner)  
 To: Melissa Nathan

8 You can of course do that but I do think he needs to know. I'm going to confidentially send  
 9 you something he's texting me and Jamey on the side just to arm you before this call. I think  
 you guys need to be tough and show the strength of what you guys can do in these  
 scenarios. He wants to feel like she can be buried...

10 Priority: Normal

02/08/2024 13:47:25(UTC+0)

11  
 12 From: Melissa Nathan  
 To: Jennifer Abel (owner)

13 Of course- but you know when we send over documents we can't send over the work we will  
 14 or could do because that could get us in a lot of trouble

15 Priority: Normal

02/08/2024 13:47:55(UTC+0)

16  
 17 From: Melissa Nathan  
 To: Jennifer Abel (owner)

18 We can't write it down to him  
 19 We can't write we will destroy her. We will go to this. We will do this. We will do this. We will  
 20 do this.

21 Priority: Normal

02/08/2024 13:48:24(UTC+0)

22  
 23 From: Melissa Nathan  
 To: Jennifer Abel (owner)

24 He has to look at it as an information document for us to be armed with  
 25 That's all . Imagine if a document saying all the things that he wants ends up in the wrong  
 26 hands.

27 Priority: Normal

02/08/2024 13:49:03(UTC+0)

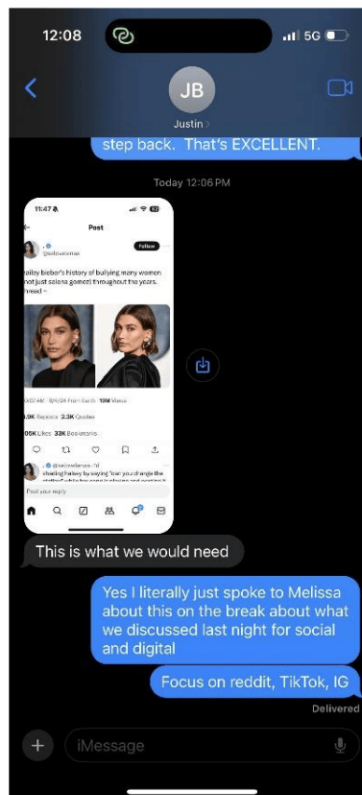


1           14. Ms. Nathan followed this by assuring Ms. Abel: “*you know we can bury anyone.*  
2 *But I can’t write that to him.*”

3  
4  
5 From: Melissa Nathan  
6 To: Jennifer Abel (owner)  
7 you know we can bury anyone  
8 But I can’t write that to him  
9 I will, I’ll be very tough  
10 Priority: Normal

02/08/2024 13:50:10(UTC+0)

11           15. A few days later, on August 5, 2024, Mr. Baldoni set the narrative for the social  
12 media campaign, sending Ms. Abel a screenshot of a thread on X that had accused another female celebrity  
13 of bullying women. Mr. Baldoni stated, “*this is what we would need.*”



25           16. Ms. Abel responded that she had just “spoke[n] to Melissa about this... about what  
26 we discussed last night for social and digital.” Ms. Abel added, “Focus on reddit, TikTok, IG.” With  
27 reassurance that Ms. Lively would be “destroy[ed]” and “buried,” Wayfarer and Mr. Baldoni directed Ms.  
28 Nathan and her team to actively engage in their retaliatory “social manipulation” campaign.

1           17. In the weeks and months that followed—with the direction and approval of  
2 Wayfarer and Mr. Baldoni—the team engaged in a sophisticated, coordinated, and well-financed  
3 retaliation plan.

4           18. The retaliation campaign relied on more than just publicists and crisis managers  
5 spinning stories. They also retained subcontractors, including a Texas-based contractor named Jed  
6 Wallace, who weaponized a digital army around the country from New York to Los Angeles to create,  
7 seed, and promote content that appeared to be authentic on social media platforms and internet chat  
8 forums. The Baldoni-Wayfarer team would then feed pieces of this manufactured content to unwitting  
9 reporters, making content go viral in order to influence public opinion and thereby cause an organic pile-  
10 on. To safeguard against the risk of Ms. Lively ever revealing the truth about Mr. Baldoni, the Baldoni-  
11 Wayfarer team created, planted, amplified, and boosted content designed to eviscerate Ms. Lively’s  
12 credibility. They engaged in the same techniques to bolster Mr. Baldoni’s credibility and suppress any  
13 negative content about him.

14           19. On August 10, the day after release of the Film, Ms. Nathan’s team reported that  
15 they had “started to see shift on social, due largely to Jed and his team’s efforts *to shift the narrative*”  
16 against Ms. Lively.

17  
18           From: Jennifer Abel (owner)  
19           To:  
20           Hi team — so far, extremely limited pickup on Daily Mail or Page Six. We'll continue to keep  
21           an eye out and send pieces as needed, but so far it's been steady coverage on pure  
22           speculation. We've also started to see a shift on social, due largely to Jed and his team's  
23           efforts to shift the narrative towards shining a spotlight on Blake and Ryan. Again we'll  
24           continue to send links and screenshots but wanted to send an update in the meantime.

25           Priority: Normal

26           10/08/2024 16:35:40(UTC+0)

27           20. That same day, Ms. Nathan noted that as part of this shift, “[t]he majority of socials  
28 are so pro Justin *and I don’t even agree with half of them [sic] lol.*”

29           From: Melissa Nathan  
30           To: Jennifer Abel (owner)

31           The majority of socials are so pro Justin and I don't even agree with half of them lol

32           Priority: Normal

33           10/08/2024 16:34:59(UTC+0)

21. Ms. Nathan then bragged to Ms. Abel that Mr. Baldoni “doesn’t realise how lucky he is right now,” by which they were referring to their successful efforts to shut down stories that would have revealed how Mr. Baldoni’s behavior including “sexual connotations” on set had made cast and crew (beyond Ms. Lively) “uncomfortable.”

From: Melissa Nathan  
To: Jennifer Abel (owner)  
He doesn't realise how lucky he is right now we need to press on him just how fucking lucky  
Priority: Normal  
10/08/2024 16:39:19(UTC+0)

From: Melissa Nathan  
To: Jennifer Abel (owner)  
The whispering in the ear the sexual connotations like Jesus fucking Christ  
Other members feeling uncomfortable watching it I mean there is just so much  
Priority: Normal  
10/08/2024 16:39:44(UTC+0)

22. Less than one week later, they again bragged about how they had shut down stories regarding HR complaints on set. On August 15, 2024, Melissa Nathan remarked that “*this went so well. . . It was genius. So okay, we have the four majors standing down on HR complaint.*”

From: Melissa Nathan  
To: Jennifer Abel (owner)  
Jen, this went so well I am fucking dying  
I have to call you later in a bit and tell you how this went. It was genius.  
Priority: Normal  
15/08/2024 19:03:14(UTC+0)

From: Melissa Nathan  
To: Jennifer Abel (owner)  
So okay, we have the four majors standing down on HR complaint  
I think we are fine on that bit  
Priority: Normal  
15/08/2024 19:03:25(UTC+0)

23. On August 16, Ms. Nathan circulated a Daily Mail article entitled “*String of ‘hard to watch’ videos that have surfaced following ‘tone deaf’ Q&A to promote It Ends With Us could tarnish 36-year-old star’s golden Hollywood image for good,*” to which Ms. Abel responded: “Wow. ***You really outdid yourself with this piece,***” and Ms. Nathan replied: “***That’s why you hired me right? I’m the best.***”

**Is Blake Lively set to be CANCELLED?  
String of 'hard to watch' videos that have  
surfaced following 'tone deaf' Q&A to  
promote It Ends With Us could tarnish  
36-year-old star's golden Hollywood  
image for good**

- Awkward encounters between Lively, who shares four children with Ryan Reynolds, and journalists in recent years are being shared across social media
- READ MORE: Justin Baldoni addresses 'friction' on set of *It Ends With*

By ALANAH KHOLSA and JO TWEEEDY FOR MAILONLINE

PUBLISHED: 07:17 EST, 16 August 2024 | UPDATED: 07:55 EST, 10 December 2024



From: Melissa Nathan  
To: Jennifer Abel (owner)

<https://mol.im/a/13749783>

Priority: Normal

16/08/2024 12:44:15(UTC+0)

From: Jennifer Abel (owner)  
To: Melissa Nathan

Wow

Priority: Normal

16/08/2024 13:37:17(UTC+0)

From: Jennifer Abel (owner)  
To: Melissa Nathan

You really outdid yourself with this piece

Priority: Normal

16/08/2024 13:37:32(UTC+0)



From: Melissa Nathan  
To: Jennifer Abel (owner)

That's why you hired me right? I'm the best.

Priority: Normal

16/08/2024 13:46:12(UTC+0)

24. As their own words reveal, the purpose of this “social manipulation” plan was two-fold: it aimed to both (a) conceal the pattern of harassment and other misconduct by Mr. Baldoni, Mr. Heath, and Wayfarer, and (b) retaliate against Ms. Lively by battering her image, harming her businesses, and causing her and her family severe emotional harm. Millions of people (including many reporters and influencers) who saw these planted stories, social media posts, and other online content had no idea they were unwitting consumers of a crisis PR, astroturfing, and digital retaliation campaign created and funded by Mr. Baldoni and Wayfarer to hurt Ms. Lively. That is precisely the goal of an astroturfing campaign—to light the fire and continue to stoke conversations secretly, blurring the line between authentic and manufactured content, and creating viral public takedowns.

25. As laid out in this Complaint, the Baldoni-Wayfarer-led public attack of Ms. Lively was the intended result of a carefully crafted, coordinated, and resourced retaliatory scheme to silence her, and others, from speaking out about the hostile environment that Mr. Baldoni and Mr. Heath created. As such, it was not only unconscionable and a breach of contract, but also *illegal under both state and federal law*. Ms. Lively brings this action to hold Wayfarer and its leaders, Mr. Baldoni, Mr. Heath, and Mr. Sarowitz, accountable for the ongoing<sup>5</sup> retaliation threats and harm they have caused Ms. Lively, other cast and crew and all of their families.

### **FACTUAL BACKGROUND**

#### **A. Justin Baldoni and Jamey Heath of Wayfarer Engage in Inappropriate and Unwelcome Behavior Toward Ms. Lively and Others on the Set of *It Ends with Us*.**

26. Mr. Baldoni launched Wayfarer Studios along with Mr. Sarowitz in 2020. Mr. Heath serves as Wayfarer’s Chief Executive Officer. Mr. Sarowitz is a leading financier of Wayfarer, and he, Mr. Heath, and Mr. Baldoni are all close personal friends. Under the Wayfarer banner, Mr. Baldoni

<sup>5</sup> Ms. Lively is informed and believes that Mr. Baldoni and his associates have additional astroturfing plans that they have prepared and are ready to launch at a moment’s notice.

1 and Mr. Heath have many platforms, including the *Man Enough* podcast, which they co-host. Mr. Baldoni  
 2 and Mr. Heath have positioned Wayfarer as a male-feminist platform that explores gender roles,  
 3 dismantles toxic masculinity, and creates a safer and judgment-free society for women.

4           27. Mr. Baldoni serves not only as the Co-Founder and Co-Chairman of the Studio that  
 5 financed and ran production on *It Ends With Us*, he also served as Director, Executive Producer, and co-  
 6 lead Actor playing the role of Ryle Kincaid. As Studio Head and Director, all actors, crew, and staff on  
 7 the film—including Ms. Lively—answered to Mr. Baldoni. In his words, he was “the leader” who sat “at  
 8 the top of this totem pole . . .” While Sony was the distributor releasing the Film, Wayfarer was  
 9 responsible for the production, and Wayfarer was led by Mr. Baldoni and Mr. Heath.  
 10

11           28. Production of the Film began in early May 2023, and lasted until it was suspended  
 12 in mid-June 2023 due to the Writers Guild of America (“WGA”) strike.  
 13

14           29. During that time, Ms. Lively and other cast and crew experienced invasive,  
 15 unwelcome, unprofessional and sexually inappropriate behavior by Mr. Baldoni and Mr. Heath. Because  
 16 Mr. Baldoni and Mr. Heath held all leadership positions on the production, they answered to no one, and  
 17 brushed off or ignored the concerns Ms. Lively and others expressed.

18           **a. Mr. Baldoni ignored well-established industry protocols in filming intimate scenes,**  
 19           **and exploited the lack of controls on set to behave inappropriately.**

20           30. Wayfarer failed to adhere to guild rules, as well as Ms. Lively’s contract, and  
 21 standard industry safety protocols with respect to nudity and intimate scenes, which the Screen Actors  
 22 Guild and the American Federation of Television and Radio Artists (“SAG-AFTRA”) acknowledges  
 23 “place performers in uniquely vulnerable situations.”<sup>6</sup> Such safeguards ignored by Wayfarer include:  
 24 providing performers with appropriate notice of nudity and simulated sex and ensuring that (i) consent is  
 25 given free of pressure or coercion, (ii) signed “nudity riders” are in place, spelling out the parameters of  
 26 nudity or simulated sex scenes, (iii) “safe and secure working conditions that are not detrimental to [a  
 27

28  


---

<sup>6</sup> *Quick Guide for Scenes Involving Nudity and Simulated Sex*, (Dec. 29, 2024, 6:27 PM), <https://www.sagaftra.org/quick-guide-scenes-involving-nudity-and-simulated-sex-0>.

1 performer's] health, safety, morals and career,"<sup>7</sup> and (iv) the use of "intimacy coordinators" to observe  
2 intimate scenes.

3           31.       Without these protections in place, Mr. Baldoni improvised physical intimacy that  
4 had not been rehearsed, choreographed, or discussed with Ms. Lively, with no intimacy coordinator  
5 involved. For instance, Mr. Baldoni discreetly bit and sucked on Ms. Lively's lower lip during a scene in  
6 which he improvised numerous kisses on each take. Mr. Baldoni insisted on shooting the full scene over  
7 and over again, well beyond what would have been required on an ordinary set, and without advance  
8 notice or consent.  
9

10           32.       On another occasion, Mr. Baldoni and Ms. Lively were filming a slow dance scene  
11 for a montage in which no sound was recorded. Mr. Baldoni chose to let the camera roll and have them  
12 perform the scene, but did not act in character as Ryle; instead, he spoke to Ms. Lively out of character as  
13 himself. At one point, he leaned forward and slowly dragged his lips from her ear and down her neck as  
14 he said, "it smells so good." None of this was remotely in character, or based on any dialogue in the script,  
15 and nothing needed to be said because, again, there was no sound—Mr. Baldoni was caressing Mr. Lively  
16 with his mouth in a way that had nothing to do with their roles. When Ms. Lively later objected to this  
17 behavior, Ms. Baldoni's response was, "I'm not even attracted to you."  
18

19           **b. Mr. Baldoni inserted improvised gratuitous sexual content and/or scenes involving**  
20           **nudity into the film (including for an underage character) in highly unsettling ways.**

21           33.       After Ms. Lively signed onto the movie based on a draft of the script, Mr. Baldoni,  
22 without Ms. Lively's knowledge or consent, personally added graphic content, including a scene in which  
23 Ms. Lively was to orgasm on-camera.  
24

25           34.       When Ms. Lively objected to these additions, Mr. Baldoni insisted he had added  
26 them because he was making the Film "through the female gaze." Although he agreed to remove the  
27 scenes, he made a last-ditch attempt to keep one in which the couple orgasm together on their wedding  
28

---

<sup>7</sup> *Id.*

1 night, which he said was important to him because he and his partner climax simultaneously during  
2 intercourse. Mr. Baldoni then intrusively asked Ms. Lively whether she and her husband climax  
3 simultaneously during intercourse, which Ms. Lively found invasive and refused to discuss.

4           35. On the day of shooting the scene in which Ms. Lively’s character gives birth, Mr.  
5 Baldoni and Mr. Heath suddenly pressured Ms. Lively to simulate full nudity, despite no mention of nudity  
6 for this scene in the script, her contract, or in previous creative discussions. Mr. Baldoni insisted to Ms.  
7 Lively that women give birth naked, and that his wife had “ripped her clothes off” during labor. He  
8 claimed it was “not normal” for women to remain in their hospital gowns while giving birth. Ms. Lively  
9 disagreed, but felt forced into a compromise that she would be naked from below the chest down.<sup>8</sup>

10           36. When the birth scene was filmed, the set was chaotic, crowded and utterly lacking  
11 in standard industry protections for filming nude scenes—such as choreographing the scene with an  
12 intimacy coordinator, having a signed nudity rider, or simply turning off the monitors so the scene was  
13 not broadcast to all crew on set (and on their personal phones and iPad). Mr. Heath and Mr. Baldoni also  
14 failed to close the set, allowing non-essential crew to pass through while Ms. Lively was mostly nude with  
15 her legs spread wide in stirrups and only a small piece of fabric covering her genitalia. Among the non-  
16 essential persons present that day was Wayfarer co-Chairman Mr. Sarowitz, who flew in for one of his  
17 few set visits. Ms. Lively was not provided with anything to cover herself with between takes until after  
18 she had made multiple requests. Ms. Lively became even more alarmed when Mr. Baldoni introduced his  
19 “best friend” to play the role of the OBGYN, when ordinarily, a small role of this nature would be filled  
20 by a local actor. Ms. Lively felt that the selection of Mr. Baldoni’s friend for this intimate role, in which  
21 the actor’s face and hands were in close proximity to her nearly nude genitalia for a birth scene, was  
22 invasive and humiliating.

23  
24  
25  
26  
27  
28 <sup>8</sup> Generally, nudity below the waist in film utilizes a small piece of nude fabric glued around the female actor’s genitalia to provide some minimal privacy without disturbing the shot (because that fabric is not able to have visible straps from profile camera angles).



1           37.       To add insult to injury, Mr. Heath approached Ms. Lively and her assistant on set  
2 and started playing a video of a fully nude woman with her legs spread apart. Ms. Lively thought he was  
3 showing her pornography and stopped him. Mr. Heath explained that the video was his wife giving birth.  
4 Ms. Lively was alarmed and asked Mr. Heath if his wife knew he was sharing the video, to which he  
5 replied “She isn’t weird about this stuff,” as if Ms. Lively was weird for not welcoming it. Ms. Lively  
6 and her assistant excused themselves, stunned that Mr. Heath had shown them a nude video.

7  
8           38.       Mr. Baldoni added a detailed scene to the Film in which the underage version of  
9 Ms. Lively’s character, Lily, loses her virginity. In both the book and the script for the film, there was no  
10 sex scene; instead, the details about this moment were left to the audience’s imagination. But Mr. Baldoni,  
11 added in considerable details, including both dialogue between Young Lily and her boyfriend (Atlas)  
12 about the loss of her virginity, as well as a simulated sex scene in which Mr. Baldoni filmed, and included  
13 in his initial cut of the Film, a close up of Young Lily’s face, accompanied by an audible gasp at the  
14 moment of penetration. Ms. Lively was informed that when this scene was shot, after Mr. Baldoni called  
15 “cut,” he walked over to the actors and said, “I know I’m not supposed to say this, but that was hot,” and,  
16 “did you two practice this before?”  
17

18           **c. Mr. Baldoni and Mr. Heath discussed their personal sexual experiences and previous**  
19           **porn addiction, and tried to pressure Ms. Lively to reveal details about her intimate**  
20           **life.**

21           39.       During a car ride with Ms. Lively, her assistant and driver, Mr. Baldoni claimed to  
22 Ms. Lively that he had been sexually abused by a former girlfriend (which he has since shared publicly).  
23 At the end this story, Mr. Baldoni shared that it had caused him to reexamine his past. He then said: “Did  
24 I always ask for consent? No. Did I always listen when they said no? No.” Mr. Baldoni claimed this  
25 was an example of how we all have things from which we can learn and grow. Ms. Lively was unsettled  
26 by Mr. Baldoni’s suggestion that he had engaged in sexual conduct without consent. When Ms. Lively  
27 exited the car, her driver immediately remarked that he did not want Ms. Lively to be alone with Mr.  
28 Baldoni going forward.

1           40.       On the first day of production, Mr. Baldoni and Mr. Heath described their past  
2 sexual relationships to Ms. Lively, including that one of them used to “hook up” with a woman. Mr.  
3 Baldoni said that he had decided the woman wasn’t “the one,” so then Mr. Heath had gotten together with  
4 her. Ms. Lively found this description of passing along a woman to be disrespectful and disturbing.

5           41.       Mr. Baldoni and Mr. Heath often spoke of their “previous pornography addiction.”  
6 Mr. Baldoni would often reference pornography to Ms. Lively. Hoping to shut the subject down, she said  
7 to him privately that she had never seen it. Later, when Mr. Baldoni was once again referencing his  
8 experiences with pornography, he revealed in front of other cast and crew that Ms. Lively had never “seen  
9 porn.” It was an incredible invasion of her privacy to discuss any aspect of her intimate life with the cast  
10 and crew, much less reveal something that she had only told Mr. Baldoni to try to get him to stop talking  
11 about the subject with her.  
12

13           42.       Mr. Baldoni engaged in other behaviors that were shocking and emotionally  
14 distressing. For example, he claimed he could speak to the dead, and on several occasions told her that  
15 he had spoken to her dead father. It was off putting and violative for Ms. Baldoni to claim a personal  
16 relationship with her recently deceased father. Mr. Baldoni and Mr. Heath were also constantly hugging  
17 and touching cast and crew. When Ms. Lively or others avoided this touching, Mr. Baldoni and Mr. Heath  
18 would retaliate by becoming irritated, cold, and uncollaborative. The result was an unwelcoming and  
19 mercurial environment for Ms. Lively, her employees, and others on set.  
20  
21

22           **d. Mr. Baldoni objectified Ms. Lively and other women by commenting on or criticizing**  
23           **their bodies as sex objects.**

24           43.       Mr. Baldoni often referred to women in the workplace as “sexy.” When they  
25 expressed discomfort, Mr. Baldoni would deflect or try to pass it off, which undermined Ms. Lively and  
26 others’ concerns. For example, on one occasion that Ms. Lively observed, he told a female cast member  
27 that her leather pants looked “sexy” when she arrived to the set. When she rebuffed his comment because  
28

1 she was uncomfortable, rather than apologizing, he brushed it off with “I can say that because my wife is  
2 here today.” Ms. Lively felt embarrassed witnessing this kind of commentary, as did others.

3           44.       On another day, Ms. Lively wore a low-cut dress to facilitate breast feeding, but  
4 had it covered up with a coat. When the jacket briefly popped open at one point to reveal the dress, Mr.  
5 Baldoni commented about how much he liked her outfit, which flustered Ms. Lively. Later that day, Mr.  
6 Baldoni pressured Ms. Lively (who was in her pre-approved wardrobe) to remove her coat in front of the  
7 crew and multiple background actors in a packed bar. He said wanted to see her “onesie” under the coat  
8 because it was zipped low to reveal her lace bra. Consistent with past practice, he said, “I think you look  
9 sexy” in a tone that made her feel ogled and exposed. With other female cast present, she said, “that’s not  
10 what I’m going for.” He bristled and replied, “I’m sorry, hot.” Deeply uncomfortable, Ms. Lively said,  
11 “not that either.” Mr. Baldoni, responded sarcastically, “I guess I missed the HR meeting,” and walked  
12 away. Another woman on the production spoke to Ms. Lively afterward to offer empathy and to share her  
13 own similar experiences with Mr. Baldoni commenting about her in sexual terms.  
14  
15

16           45.       As result of Mr. Baldoni’s behavior, on May 29, 2023, another cast member lodged  
17 a sexual harassment complaint about Mr. Baldoni’s “gross” and “unwanted comment[s]” towards her and  
18 others.

19           46.       While, on the one hand, Mr. Baldoni was objectifying Ms. Lively as a sex object,  
20 on the other hand he went out of his way to message criticisms of her age and weight, neither of which  
21 she could change during filming. On the second day of filming, for example, Mr. Baldoni made the rest  
22 of the cast and crew wait for hours while he cried in Ms. Lively’s dressing room, claiming social media  
23 commentators were saying that Ms. Lively looked old and unattractive based on paparazzi photos from  
24 the set. She tried to reassure him that she should look authentic in the scenes depicted in the photos, which  
25 were just after her character had been abused by her fictional husband, rather than “hot”—Mr. Baldoni,  
26 however, appeared focused on Ms. Lively’s sexual appeal above all else. His lengthy outburst caused a  
27 delay in shooting, forcing an emotional scene to be shot haphazardly.  
28