

# EXHIBIT 3

## Part 2

1           47. To make matters worse, when Ms. Lively tried to have a meeting with Mr. Heath  
2 and the other producers to discuss Mr. Baldoni's unprofessional behavior described above, that meeting  
3 turned into yet another violation. Rather than an ordinary meeting time and place, Mr. Heath arrived  
4 unannounced at Ms. Lively's hair and makeup trailer while she was topless and having body makeup  
5 removed by makeup artists. Ms. Lively told Mr. Heath that she was almost done and they could meet  
6 once she was clothed. Mr. Heath, however, insisted that if she didn't allow him into her trailer to speak  
7 to him at that moment, then there would be no meeting with the other producers. Ms. Lively reluctantly  
8 agreed, but asked that Mr. Heath keep his back turned. A few minutes into the conversation, Ms. Lively  
9 noticed that Mr. Heath was staring directly at her while she was topless. When she called him out, Mr.  
10 Heath brushed it off as a habit of wanting to look at a person while speaking to them. Ms. Lively and her  
11 hair and makeup artists were all deeply disturbed by this interaction on just the second day of filming.

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13           48. Throughout filming, Mr. Baldoni and Mr. Heath invaded Ms. Lively's privacy by  
14 entering her makeup trailer uninvited while she was undressed, including when she was breastfeeding her  
15 infant child. Ms. Lively often had to work while breastfeeding, which she felt comfortable doing so long  
16 as she was given the time and space to cover herself. She did this frequently, because she was not given  
17 breaks to feed her baby,<sup>9</sup> but Ms. Lively did not expect or consent to anyone entering her private spaces  
18 while topless, exposed, and vulnerable with her newborn, or during body makeup application or removal.  
19 Mr. Baldoni and Mr. Heath both showed a shocking lack of boundaries by invading her personal space  
20 when she was undressed and vulnerable.

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22           49. Mr. Baldoni also routinely degraded Ms. Lively by finding back channel ways of  
23 criticizing her body and weight. A few weeks before filming began and less than four months after Ms.  
24 Lively had given birth to her fourth child, Ms. Lively was humiliated to learn that Mr. Baldoni secretly  
25 called her fitness trainer, without her knowledge or permission, and implied that he wanted her to lose  
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28 <sup>9</sup> Ms. Lively was not given proper lactation breaks by Wayfarer during filming, which sometimes stretched into six hours without a break. When filming finally broke, Ms. Lively would have to run to her trailer to breastfeed. The lack of accommodation for her need to express milk caused her to develop painful mastitis.

1 weight in two weeks. Mr. Baldoni told the trainer that he had asked because he was concerned about  
2 having to pick Ms. Lively up in a scene for the movie, but there was no such scene.<sup>10</sup>

3           50. When Ms. Lively caught strep throat, Mr. Baldoni offered as a “gift” to connect her  
4 with an expert he had on retainer to help her with probiotics and to combat the sickness. When Ms. Lively  
5 went to fill out the privacy forms, she saw the expert was not what Mr. Baldoni had represented her to be,  
6 but was instead a weight-loss specialist. Ms. Lively felt, once again, that Mr. Baldoni was shaming her  
7 for her body and weight.  
8

9           51. Mr. Baldoni and Mr. Heath failed to implement COVID protocols when there was  
10 a COVID outbreak on set. Ms. Lively was told by another producer that because Wayfarer did not have  
11 insurance coverage for COVID, Mr. Baldoni and Mr. Heath deliberately withheld from Ms. Lively that  
12 she had been exposed to COVID. Both Ms. Lively and her infant child contracted COVID from the  
13 outbreak.  
14

15           **B. Ms. Lively And Others Lodge Grievances Regarding the Conduct of Mr. Baldoni and Mr.**  
16           **Heath, Which Wayfarer Declines to Investigate.**

17           52. As the studio producing the Film, Wayfarer was the employer of all the cast and  
18 crew and was thus responsible for ensuring workplace safety on set.

19           53. However, Wayfarer failed to provide Ms. Lively with even rudimentary  
20 employment protections, such an employee handbook, sexual harassment policy, information or any  
21 training on sexual harassment, discrimination or respectful workplace expectations.

22           54. Wayfarer also failed to provide Ms. Lively information about the process and  
23 procedure for filing human resources (“HR”) complaints.  
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25           55. As the producer and owner of the Film, Wayfarer was legally obligated to address  
26 HR-related concerns or complaints. To Ms. Lively’s knowledge, however, Wayfarer lacked any process  
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<sup>10</sup> In later text messages sent to his team, Mr. Baldoni referred to Ms. Lively’s trainer as “a damn spy” and sought to plant stories to portray his concerns as being motivated by his lower back pain.

1 for responding to complaints about its leadership, Mr. Baldoni and Mr. Heath, who plainly were not going  
2 to investigate themselves.

3           56.       On May 26, 2023, Ms. Lively told a representative of Sony that she wanted to file  
4 an HR complaint about Mr. Baldoni's and Mr. Heath's misconduct. The Sony representative told Ms.  
5 Lively that Sony, as the distributor of the film, was not empowered to control Mr. Baldoni or Mr. Heath's  
6 behavior on set, and that such concerns must be raised with Wayfarer, the studio responsible for the  
7 production.  
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9           57.       Wayfarer, Mr. Baldoni, and Mr. Heath received or were aware of a number of HR  
10 grievances regarding their conduct. For example, on the first day of filming, while attempting to hug Ms.  
11 Lively's employee, Mr. Heath said "I don't even know if we're allowed to do this. It's day one and we  
12 have an HR report already."  
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14           58.       Additionally, early in the production, another actress made a complaint about Mr.  
15 Baldoni's comments on her appearance. Mr. Baldoni expressly acknowledged her concerns in writing,  
16 stating he would "adjust accordingly." Yet on June 8, 2023, that actress informed Ms. Lively that "outside  
17 of anything in a scene, I actually cannot talk to Justin at all." Mr. Baldoni later expressed suspicion  
18 regarding Ms. Lively's friendship with this actress, as if they were colluding against him.  
19

20           59.       As described above, Ms. Lively and others attempted to raise concerns to Mr.  
21 Baldoni and Mr. Heath regarding certain of the conduct described above during filming, but they were not  
22 addressed given the futility of asking Mr. Baldoni and Mr. Heath to address their own behavior.

23           60.       After unsuccessfully attempting to raise concerns with Sony, Ms. Lively expressly  
24 told Mr. Baldoni and Mr. Heath that there were serious HR problems on set. Mr. Heath responded that  
25 they knew, implying that someone had mentioned to them that Ms. Lively had raised concerns. In  
26 response, Mr. Heath told Ms. Lively that he thought she had wanted to see the nude video of his wife.  
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28           61.       In the same conversation, when Ms. Lively expressed her upset Mr. Heath and Mr.  
Baldoni had hidden the fact that she had been exposed to a COVID outbreak on set from which she and



1 her infant contracted COVID. Instead of acknowledging responsibility and committing to safety moving  
2 forward, they expressed upset over production days missed and resulting costs.

3           62.       Despite receiving multiple, detailed reports by Ms. Lively and others about Mr.  
4 Baldoni and Mr. Heath's misconduct, Wayfarer failed to investigate those reports or to otherwise institute  
5 protections for the cast. This is so even though the incidents discussed above, among others, did not take  
6 place in isolation and many if not all were witnessed by others.

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8           63.       By these and other behaviors, Mr. Baldoni, Mr. Heath and Wayfarer engaged in  
9 harassing conduct and failed their obligations to investigate complaints of workplace harassment, to  
10 prevent inappropriate and harassing behaviors on set, and to provide avenues for cast and crew members  
11 to safely raise concerns to neutral parties so that they could be investigated and appropriately addressed.

12           **C. The Parties Negotiate A Contract Rider regarding Mr. Baldoni's and Mr. Heath's Conduct**  
13           **on the Set of *It Ends with Us*.**

14           64.       On May 2, 2023, the Writers Guild of America ("WGA"), made up of two  
15 American labor unions representing more than 16,000 writers in film, television, radio, and online media,  
16 went on strike in connection with a labor dispute with the Alliance of Motion Picture and Television  
17 Producers.

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19           65.       The Film temporarily halted production in June 2023 as a result of WGA picketing.  
20 On June 15, 2023, Wayfarer and Mr. Baldoni announced the continued halted production of the Film due  
21 to the ongoing WGA strike and the lost days experienced from picketing.

22           66.       While the WGA strike was underway, on July 14, 2023, the American actor's union  
23 known as SAG-AFTRA, a labor union that represents about 160,000 people in the entertainment industry,  
24 including actors, recording artists, radio personalities and other media professionals, began to strike due  
25 to a labor dispute with the Alliance of Motion Picture and Television Producers.

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27           67.       The WGA strike ended on September 27, 2023, and the SAG-AFTRA strike ended  
28 on November 9, 2023.

1           68. Before returning to production, Ms. Lively attempted to address and resolve the  
2 problems on set and requested that Wayfarer agree to address the conditions described above.

3           69. On November 9, 2023, Ms. Lively's attorneys provided Wayfarer's attorney with  
4 a document entitled "Protections for Return to Production," attached hereto as **Exhibit A**.

5           70. In conveying the Protections for Return to Production document, Ms. Lively  
6 requested that Wayfarer agree to implement a plan that would enable everyone to return to work and  
7 complete the Film with adequate protections to ensure a safe set moving forward.

8           71. On November 11, 2023, counsel for Wayfarer indicated that "Wayfarer, Sony and  
9 Production respectfully acknowledge that your client has concerns regarding safety, professionalism and  
10 workplace culture. Although our perspective differs in many aspects, ensuring a safe environment for all  
11 involved is paramount, irrespective of differing viewpoints. Regarding your outlined requests, *we find*  
12 *most of them not only reasonable but also essential for the benefit of all parties involved.*"  
13

14           72. On November 15, 2023, Wayfarer, through It Ends With US Movie, LLC, agreed  
15 to the terms in a contractual rider, executed on January 19, 2024, and attached hereto as **Exhibit B**.

16           73. Among the contract rider's provisions:

17           (a) The first provision required that "An intimacy coordinator must be present at all  
18 times when [Ms. Lively] is on set."  
19

20           (b) The second provision required that, "With respect to Artist, any and all rehearsal,  
21 filming, reviewing of video playback or dailies and/or any other interaction with any scene involving  
22 simulated sex, nudity and/or partial nudity shall be restricted to those persons with essential business  
23 reasons for being present ("Essential Personnel") as approved by [Ms. Lively] and Todd Black as further  
24 described in the nudity rider attached as Schedule I [] ("Nudity Rider")."  
25

26           (c) The third provision required that "There is to be no spontaneous improvising of any  
27 scenes involving intimate/sexual physical touching, simulated sex, or nudity with respect to [Ms.  
28 Lively]. Scenes involving [Ms. Lively] that involves [*sic*] kissing, depictions of sexual intercourse, or any

1 other intimate/sexual physical touching must be contained in the screenplay (i.e., the most up to date draft  
2 approved by [Ms. Lively] in writing), choreographed in advance in the presence of the intimacy  
3 coordinator, and may only proceed as choreographed with the consent of all participants in advance.”

4 (d) The fourth provision required that “Physical touching and/or comments on [Ms.  
5 Lively]’s physical appearance must only be done/made in connection with the character and scene work,  
6 not as to [Ms. Lively] personally. Except as written into the screenplay or as strictly required in connection  
7 with make-up or costume preparation, there is to be no physical touching (including hugging) of [Ms.  
8 Lively], her on-set personnel and/or her employees.”

9 (e) The fifth provision required that “There are to be no discussions with [Ms. Lively]  
10 of personal experiences with sex or nudity, including as it relates to conduct with spouses or others.”

11 (f) The sixth provision required that “No one will enter, attempt to enter, interrupt,  
12 pressure, or request entrance to [Ms. Lively]’s trailer while she is in a state of undress for any reason.”

13 (g) The seventh provision required that “There shall be no rehearsal or filming of [Ms.  
14 Lively] (including [Ms. Lively]’s approved body double) of any nudity, partial nudity, and/or simulated  
15 sex except as expressly permitted in accordance with the Nudity Rider. Any such footage of [Ms. Lively]  
16 (or [Ms. Lively]’s body double) previously shot without the Nudity Rider in place may not be used without  
17 [Ms. Lively]’s and her legal representatives’ prior, written consent.”

18 (h) The tenth provision required that “*There shall be no retaliation of any kind against*  
19 *[Ms. Lively] for raising concerns about the conduct described in this letter or for these*  
20 *requirements. Any changes in attitude, sarcasm, marginalization or other negative behavior, either on*  
21 *set or otherwise, including during publicity and promotional work, as a result of these requests is*  
22 *retaliatory and unacceptable, and will be met with immediate action.”*

23 (i) The twelfth provision required that “Wayfarer will engage an additional,  
24 experienced A-level producer, approved by [Ms. Lively] (Todd Black is hereby approved) (the ”Approved  
25 Producer), to actively supervise the production, including monitoring the safety of the cast and crew,  
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1 ensuring compliance with the schedule and overseeing logistics, problem solving and creative issues  
2 provided that Company shall have the right to approve the agreement with the Approved Producer.”

3 (j) The fifteenth provision required that “Any rehearsal or shooting involving [Ms.  
4 Lively], or any other performer depicting the character of “Lily,” that involves nudity (including partial  
5 nudity) or simulated sex must be conducted strictly in accordance with the Nudity Rider and must adhere  
6 to the approved script.”

7  
8 (k) The sixteenth provision provided that “Any and all day players that participate in  
9 any way in scenes with [Ms. Lively] involving nudity, partial nudity and/or simulated sex must be engaged  
10 through customary industry talent agencies and not through personal connections of the director and/or  
11 producer.”

12  
13 (l) The seventeenth provision required that “At [Ms. Lively]’s election, an all-hands,  
14 in-person meeting before production resumes will include the director, the existing producers, the Sony  
15 representative, the Approved Producer, [Ms. Lively] and [Ms. Lively]’s designated representatives to  
16 confirm and approve a plan for implementation of the above that will be adhered to for the physical and  
17 emotional safety of [Ms. Lively], her employees and all cast and crew moving forward.

18 74. The “all-hands, in-person” meeting provided for in the contract rider occurred on  
19 January 4, 2024, before production resumed, as described above. The meeting was attended by Mr.  
20 Baldoni, Mr. Heath, producer Alex Saks, producer Todd Black, and Sony’s Ange Gianetti, as well as Ms.  
21 Lively and her husband, who attended at Ms. Lively’s request as another designated representative (as  
22 provided for in the contract) given the subject matter of the meeting.

23  
24 75. At the January 4, 2024 meeting, the parties discussed a list of twenty examples of  
25 the behaviors that gave rise to the contract rider from her contemporaneous notes. These behaviors are  
26 listed in full earlier in this Complaint at Paragraph 3.

27 76. Neither Mr. Baldoni nor Mr. Heath denied the veracity of Ms. Lively’s examples.  
28

1           77.       Ms. Lively requested that Mr. Baldoni and Mr. Heath agree that such behaviors  
2 would no longer take place, as memorialized in the language of the Rider, and Mr. Baldoni and Mr. Heath  
3 agreed.

4           **D. Production Concluded and Ms. Lively and Other Cast and Crew Promoted The Film**  
5           **According to the Marketing Plan.**

6           78.       Production of the Film resumed on January 5, 2024, and concluded February 9,  
7 2024.

8           79.       In connection with the Film’s public release, Ms. Lively and the rest of the cast  
9 actively promoted the Film in accordance with the Marketing Plan for the Film, attached hereto as **Exhibit**  
10 **C. Wayfarer** had embraced, and on information and belief, had formally approved of, this Marketing Plan.

11           80.       The Marketing Plan, and related talking points, expressly required Ms. Lively, as  
12 well as all other cast and crew engaged in promotional activities, to “[f]ocus more on [her character’s]  
13 strength and resilience as opposed to describing the film as a story about domestic violence” and to  
14 “[a]void talking about this film [*sic*] that makes it feel sad or heavy – it’s a story of hope.”

15           81.       As detailed above, Ms. Lively and fellow cast members promoted the Film in  
16 accordance with the talking points and Marketing Plan during appearances on red carpets, interviews,  
17 press junkets, fan events, and pop-up experiences leading up to the Film’s release.

18           82.       Mr. Baldoni publicly embraced the Marketing Plan. In early May 2024, Mr.  
19 Baldoni appeared at a floral-themed trailer launch event, which included him personally making flower  
20 bouquets for influencers, a photo opportunity, and film-branded latte art. As late as July 25, 2024, Mr.  
21 Baldoni appeared at a pop-up of Lily Bloom’s flower shop in Century City, California, where he held a  
22 long stem rose microphone and playfully gave tours of the shop to influencers. In a TikTok interview,  
23 posted that day, Mr. Baldoni excitedly walks through the pop-up and states that he will be giving tours  
24 “all day every day” until August 9.<sup>11</sup>

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<sup>11</sup> See @tashapolis, TikTok, <https://www.tiktok.com/@tashapolis/video/7395697627217693998>, (July 25, 2024)..





83. In advance of the release of the Film, nearly all cast members chose to appear in public separately from Mr. Baldoni given his on-set behavior. Mr. Baldoni became concerned that the public would discover that “something is much bigger under the surface,” on information and belief, alluding to the complaints lodged by Ms. Lively and others.

84. At that point, Mr. Baldoni pivoted away from the Film’s Marketing Plan to explain his absence from the rest of the cast. He shifted his focus away from a message of female *triumph*, to instead capitalize on female trauma. After the Film’s premiere, Mr. Baldoni changed his Instagram profile, cancelled lighthearted social media posts, and instructed his team to look for survivors reactions and support—all in an effort to quickly shift his own public narrative to focus solely on survivors and domestic violence organizations.

85. Ms. Abel cautioned Mr. Baldoni that this shift might be “too drastic too soon.” Still, Mr. Baldoni insisted on a “Tik Tok strategy” and that his promotional activities for the Film should seek to amplify what he described as “survivor content.”



From: Justin Baldoni  
To: Jennifer Abel (owner)

Hey just landed  
What is the Tik Tok strategy.  
I'd like you guys to start posting me ONLY talking about domestic violence and clips and why this movie is so important

Priority: Normal

08/08/2024 19:30:16(UTC+0)

86. The team followed Mr. Baldoni's instruction. For her part, Ms. Abel concluded, "[i]t doesn't feel performative now that you've done major substantial press on the topic." On August 11, 2024, Ms. Abel, laid out a posting timeline to Mr. Baldoni and the team, stating, "[t]heater surprise and then I think survivor content first thing tomorrow am[,] which then will be helpful for news cycle."

87. By repositioning Mr. Baldoni's marketing of the Film, on information and belief, Mr. Baldoni hoped to create the false impression that he had *chosen* not to appear alongside other cast members. Mr. Baldoni directed his team to share on his public Instagram feed the *private* messages he had received from survivors sharing their stories of domestic violence with him. Mr. Baldoni's team talked him out of this idea, writing that they "do not recommend using private DMs as content."

From: Justin Baldoni  
To: Jennifer Abel (owner)

Also/ I need you guys to really be on all the stories I'm tagged in.  
I think you should let all people dm me so you can see peoples reactions to film and I can be reposting everything. These next 36 hours are crucial and we need to be on it. Looking at everything. Finding the most emotional and touching content from survivors supporting this film and reposting.  
Need you to be finding survivors sharing their stories and amplifying them on my page and TikTok.

Priority: Normal

09/08/2024 15:30:15(UTC+0)

88. Mr. Baldoni went so far as proposing to share a video of a woman's "birth moment," but his team talked him out of it, warning that it might be "perceived as 'weird'" and was "too intimate." Still, Mr. Baldoni's team was more than willing to deploy survivors' stories, reactions, and images to protect Mr. Baldoni's image.

**E. Mr. Baldoni and His Team Formulate a Retaliatory Plan.**

89. Wayfarer knew the details of Ms. Lively's and others' concerns, the HR complaints raised regarding Mr. Baldoni's and Mr. Heath's behavior, Ms. Lively's contractual rider, and the January 4, 2024 meeting to discuss their behavior. In addition, Wayfarer's PR team knew about the claims by Ms. Lively and others, as well as the Protections Rider, as Wayfarer sent the materials to them in November 2023.

90. As early as May 2024, Mr. Baldoni told his team that they needed a plan to get ahead of the claims against him, in the event they were to go public. Specifically, Mr. Baldoni wrote: "Just want you guys to have a plan. Plans make me feel more at ease."

91. On May 17, 2024, Mr. Baldoni texted his publicist, Jennifer Abel, that, Ms. Lively's husband had blocked him on social media, stating, "We should have a plan for IF she does the same when [the] movie comes out."<sup>12</sup>

92. In June 2024, a month after Mr. Baldoni's first promotional event for the Film, Ms. Lively and others in the cast fulfilled their first publicity obligation for the Film without Mr. Baldoni. They did not publicly discuss the misconduct that had occurred on set. Nor did they ever suggest to Wayfarer or Mr. Baldoni that they intended to discuss their concerns publicly. Yet, on June 20, 2024, Ms. Abel texted Mr. Heath her concern, "*we can't have fans starting to guess why JB is left out of this stuff.*"

93. Likewise, Mr. Baldoni strategized with his publicist, Ms. Abel, about various ways in which they might cover up or explain away his on-set misconduct. On June 24, 2024, for example, Mr. Baldoni proposed an "offensive move showing [his] neuro divergence and some of the attributes that come with it," to explain that "anything that [he had] been 'accused of' [was] social awkwardness and impulsive speech . . . ."<sup>13</sup>

<sup>12</sup> In fact, both Ms. Lively and her husband had unfollowed Mr. Baldoni's social media accounts ten *months* before.

<sup>13</sup> Consistent with this plan, Mr. Baldoni has recently been making the press rounds discussing his ADHD. *See* Kimberlee Speakman, *Justin Baldoni Reveals He Was Diagnosed with ADHD at 40 After Struggling Through School: 'I Felt Broken,'* People (Dec. 5, 2024, 8:19 AM) <https://people.com/justin-baldoni-reveals-he-was-diagnosed-with-adhd-at-40-8756535>; Christy Pina, *Justin Baldoni Says He Had "Near Breakdown" While Filming 'It Ends With Us': "There Was So Much Pain,"* The Hollywood Reporter (Dec. 4, 2024, 12:53 PM), <https://www.hollywoodreporter.com/movies/movie-news/justin-baldoni-near-breakdown-it-ends-with-us-sexual-trauma-adhd-1236077524/>; Carly Silva, *Justin Baldoni Reveals New Clinical*

From: Justin Baldoni  
To: Jennifer Abel (owner)

Hey guys -

One thing I think I want to do is the Dr amen show. Matt I know you have your feelings about it but his practice saved my friend Marinda's life a few months ago.

With everything going on- I want to have an offensive move showing my neuro divergence and some of the attributes that come with it so that I can start talking about it. Most anything that I have been "accused of" is social awkwardness and impulsive speech and I think me sitting down with him and just looking at my brain and talking about some of the these things will be helpful for me.

Priority: Normal

24/06/2024 16:52:24(UTC+0)

94. The same day, Ms. Abel reviewed again the agreed upon list of Protections that formed the basis for the contractual rider.

95. On July 24, 2024, Ms. Abel emailed Mr. Heath, and others, requesting "the legal letter that was sent to [Ms. Lively] and her team," stating, "per our conversation, we will go through point by point and draft context surrounding each situation. We can then flag what we are missing that would be *helpful to arm us in the case we need to refute any of the claims....*"

96. On July 26, 2024, Mr. Baldoni sent Ms. Abel a Variety article about Francis Ford Coppola's inappropriate behavior on set during production of his movie, *Megalopolis*, including his alleged kissing of cast and crew, as described by "unnamed sources." In conveying the article, Mr. Baldoni stated: "This is the shit that I'm sure they want to do – unnamed sources etc [*sic*] . . ." <sup>14</sup>

97. On July 29, 2024, Mr. Baldoni and Ms. Abel discussed a proposal to get ahead of any potential publicity regarding Ms. Lively's HR complaints against him with a "social and digital" combat plan.

**F. Wayfarer Engages Melissa Nathan and The Agency Group on Behalf of Mr. Baldoni to Launch a Retaliation Campaign against Ms. Lively.**

98. As the Film's release date of August 9, 2024, drew closer, Mr. Baldoni, Mr. Heath, Wayfarer, Ms. Abel, and others continued to pursue a strategy on behalf of Mr. Baldoni and Wayfarer to

*Diagnosis: 'I Haven't Spoken About This Publicly,'* Parade (Dec. 4, 2024) <https://parade.com/news/justin-baldoni-clinical-diagnosis-adhd-interview-dec-2024>.

<sup>14</sup> See Brent Lang & Tatiana Siegal, *Video of Francis Ford Coppola Kissing 'Megalopolis' Extras Surfaces as Crew Members Detail Unprofessional Behavior on Set (EXCLUSIVE)*, Variety (Jul. 26, 2024, 9:47 AM) <https://variety.com/2024/film/news/megalopolis-set-video-francis-ford-coppola-kissing-extras-1236082653/>.

1 “arm” themselves against the possibility that Ms. Lively or others might go public with the claims against  
2 Mr. Baldoni or Wayfarer.

3 99. This plan took shape with Wayfarer’s retention (on behalf of Wayfarer and Mr.  
4 Baldoni) of Melissa Nathan, which occurred on or around July 31, 2024.

5 100. Melissa Nathan is a crisis manager. On or about June 20, 2024, Ms. Nathan  
6 launched The Agency Group PR (TAG).

7 101. TAG markets itself as a “team of crisis specialists and communications experts”  
8 that “redefines the rules of reputation management.”<sup>15</sup> TAG’s website states, “At TAG, it’s more than  
9 just creating a powerful narrative – it’s knowing how to navigate that narrative towards continued success  
10 and a lasting legacy.”<sup>16</sup>

11 102. TAG’s website states that it “offers comprehensive communications services for  
12 individuals, businesses and corporations looking to invest in reputation management and the growth of  
13 their unique public profiles. TAG specializes in crisis communications, having managed some of the  
14 biggest public-facing crises to date, and utilizes that fast-paced, reputation-first mindset with all of its day-  
15 to-day clients, which span a variety of industries, including entertainment, media, business and sports.”<sup>17</sup>  
16 TAG’s services include messaging and narrative development, media relations, crisis communications  
17 and management, and digital and social strategy, among others.<sup>18</sup>

18 103. By July 31, 2024, Wayfarer had started to put together a timeline of events to be  
19 shared with Ms. Nathan and TAG.

20 104. According to TAG’s own planning document, the purpose of Ms. Nathan’s  
21 engagement was to help Mr. Baldoni “get ahead of the narrative” and mitigate bad press that might arise  
22 from Ms. Lively’s and others’ HR complaints becoming public by engaging in techniques, such as a  
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28 <sup>15</sup> The Agency Group PR, *The Agency Group PR (TAG)*, <https://tagpr.com/about> (last visited Dec. 19, 2024).

<sup>16</sup> *Id.*

<sup>17</sup> The Agency Group PR, *Services*, <https://tagpr.com/services> (last visited Dec. 19, 2024).

<sup>18</sup> *Id.*



1 “‘rapid response’ communication system” and “catalog[ing] third party advocates willing to provide a  
2 potential quote or engage with reporters on [Mr. Baldoni’s] and [Mr. Heath’s] behalf to mitigate negative  
3 narratives from a source outside of Wayfarer.” *See* Exhibit D at 1–2.

4 105. As set forth above, on August 5, 2024, Mr. Baldoni sent Ms. Abel a screenshot of  
5 a thread on X regarding another female public figure’s alleged “history of bullying many women.” Mr.  
6 Baldoni stated, “*this is what we would need.*”<sup>19</sup>

7 106. The next day, even though Ms. Nathan and TAG had already begun performing  
8 work on behalf of Wayfarer and Mr. Baldoni, Ms. Nathan texted a text chain with Ms. Abel and Mr. Heath  
9 providing pricing quotes ranging from \$75,000 to \$175,000 for TAG’s crisis mitigation services.  
10

11 107. Ms. Nathan explained the quotes as follows:

12 (a) “Quote one: \$175k - this will be for a 3-4 month period and includes: website (to  
13 discuss) full reddit, full social account take downs, full social crisis team on hand for anything – engage  
14 with audiences in the right way, *start threads of theories* (to discuss) this is the way to be fully 100%  
15 protected.”

16 (b) “Quote two \$25k per month - min 3 months as it needs to seed same as above - this  
17 will be for creation of social fan engagement to *go back and forth with any negative accounts, helping*  
18 *to change narrative* and stay on track.” Ms. Nathan stated, “*All of this will be most importantly*  
19 *untraceable.* There is a lot more to both of these quotes but, [sic] easier to discuss via phone in terms of  
20 capabilities and what I have personally experienced in and out of crisis scenarios.”  
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<sup>19</sup> @selovelena, X, (Aug. 4, 2024, 10:07 AM) <https://x.com/selovelena/status/1820099207996575827>.

From: Melissa Nathan  
To: Jennifer Abel (owner)

Hi Jamey, Jen

So incredibly glad that the press went so well today and from what I know, Justin felt incredibly supported. He is lucky to have you all.

We took the day today to do some research and get digital quotes in from the two teams we use that get the best results.

As you are both aware, we are in a predicament that we just do not know the outcome of right now.

Saying that, full transparency is key here, we have seen the most innocuous issues turn giant due to socials or the hugest crisis have no effects on social whatsoever- you just cannot tell at this stage. But, BL does have some of the TS fanbase so we will be taking it extremely seriously.

We also understand audience is not solely JB fanbase but, the studio so it is covering all bases time.

Quote one: \$175k - this will be for a 3-4 month period and includes: 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 ( to discuss) this is the way to be fully 100%protected.

Quote two \$25k per month - min 3 months as it needs to seed same as above - this will be for creation of social fan engagement to go back and forth with any negative accounts, helping to change narrative and stay on track.

All of this will be most importantly untraceable.

There is a lot more to both of these quotes but, easier to discuss via phone in terms of capabilities and what I have personally experienced in and out of crisis scenarios.

Either way, I do feel it is better to be safe but - I do realize costs are something I am sure you did not count on when you took on this project nor, this situation.

Let me know when you would like to discuss more - around on PT tomorrow.

M

Priority: Normal

06/08/2024 03:43:49(UTC+0)

108. The Hollywood Reporter announced the retention of Ms. Nathan and TAG on August 13, 2024. That report stated, in part: “The news comes days after sleuths flooded TikTok with speculation about an alleged rift between Baldoni and his cast and crew, including co-star and producer Blake Lively, as well as Hoover. Chatter spiked when fans noticed Baldoni’s absence from joint press events and the lack of group photos of Lively and Baldoni together at the New York premiere Aug. 6. Some also pointed out that neither Lively or Hoover, nor the rest of the cast, follow Baldoni on Instagram (though he follows them).”<sup>20</sup>

<sup>20</sup> Carly Thomas & Pamela McClintock, *Justin Baldoni Hires Crisis PR Veteran Amid Alleged ‘It Ends With Us’ Rift*, The Hollywood Reporter (Aug. 13, 2024, 5:27 PM), <https://www.hollywoodreporter.com/movies/movie-news/justin-baldoni-hires-pr-crisis-manager-melissa-nathan-it-ends-with-us-1235973715/>; see also Anthony D’Alessandro, *‘It Ends With Us’ : Justin*



**F. Mr. Baldoni, Mr. Heath, and Wayfarer Perpetrate A Retaliation Scheme Against Ms. Lively.**

109. Ms. Abel, Ms. Nathan, and others employed or engaged by TAG perpetrated a retaliation scheme against Ms. Lively, in collusion with Mr. Baldoni, Mr. Heath, and Wayfarer. This scheme was what TAG described as a “social manipulation” plan relying on direct and constant media engagement, the seeding of content on traditional and social media platforms, the boosting of content (sometimes the very content that TAG and its affiliates had seeded), the suppressing of negative content about Mr. Baldoni, and amplifying of negative content about Ms. Lively.

110. On August 1, 2024, before any of the cast sat down for interviews at the film’s press junkets, Ms. Abel stated to Mr. Heath and Wayfarer personnel that she had held an in-person meeting with a contributor to People, Fox News, In Touch, and US Weekly. Ms. Abel explained that during the meeting, she had “fully briefed” the contributor “of the situation” with Ms. Lively. Ms. Abel stated that the contributor was “*armed and ready to take this story of Blake weaponizing feminism,*” and assured Mr. Heath that the contributor “*will do anything for us.*”

From: Jennifer Abel (owner)  
To: Jamey Heath  
To:

Thanks for the call. Confidentially I'm out to dinner with a friend of 12+ years who writes for people magazine, Fox News, in touch, us weekly, and she is fully briefed of the situation and is armed and ready to take this story of Blake weaponizing feminism to any of her outlets the minute we give her the green light. She hates Blake, has heard this story before, and will do anything for us. Just fyi :)

Priority: Normal

01/08/2024 03:03:58(UTC+0)

*Baldoni Hires Crisis PR Vet Melissa Nathan as Rumor Mill Swirls About Filmmaker/ Star's Rift with Blake Lively*, DEADLINE (Aug. 13, 2024, 8:22 PM), <https://deadline.com/2024/08/it-ends-with-us-justin-baldoni-melissa-nathan-blake-lively-1236039853/>; *see also* Lauren Tousignant, *What the Hell is Going On?*, JEZEBEL (Aug. 14, 2024, 10:32 AM), <https://www.jezebel.com/what-the-hell-is-going-on/> (“I don’t know what to make of this. I’m sure Nathan is great at her job, but it feels *wild* to me to hire Depp’s former crisis PR when you’re maybe in some hot water over a movie you made where you play a domestic abuser.”) (emphasis in original); Kristyn Burtt, *Justin Baldoni Made a Curious PR Move Amid His Drama With Blake Lively & the ‘It Ends With Us’ Cast*, Y!entertainment (Aug. 14, 2024, 7:50 AM PDT), <https://www.yahoo.com/entertainment/justin-baldoni-made-curious-pr-145000919.html>; KenJac, *Justin Baldoni Hired Johnny Depp’s PR Crisis Manager. A Week Later, The Whole World Turned On Blake Lively*, Barstool Sports (Aug. 22, 2024, 10:10 PM PDT), <https://www.barstoolsports.com/blog/3522813/justin-baldoni-hired-johnny-depps-pr-crisis-manager.-a-week-later-the-whole-world-turned-on-blake-lively>.

1           111.     On or around August 2, 2024, Ms. Abel connected the contributor with Ms. Nathan.  
2     Subsequently, Ms. Nathan engaged directly with media sources on behalf of Mr. Baldoni and Wayfarer  
3     regarding Mr. Baldoni, Ms. Lively, and the Film.

4           112.     On August 2, 2024, Ms. Nathan, Mr. Baldoni, Ms. Abel, and others had a phone  
5     call to discuss the services that Ms. Nathan and TAG would provide for Mr. Baldoni and Wayfarer.

6           113.     Subsequently, on August 2, 2024, TAG circulated a document to Mr. Baldoni and  
7     others entitled “SCENARIO PLANNING – IT ENDS WITH US,” as described above. *See supra* at ¶ 11;  
8     *see also* Exhibit D.

9           114.     Of note, the Scenario Planning document states, “there are several potential  
10    scenarios at play here which we should be prepared for, ***should [Ms. Lively] and her team make her***  
11    ***grievances public ....***” *See* Exhibit D at 1.

12           115.     The Scenario Planning Document provides TAG’s “recommendation” “to get  
13    ahead of this narrative . . .” *Id.* This included suggesting misleading messaging that: (1) “[p]roduction  
14    members lost their jobs due to [Ms. Lively’s] takeover and insisted upon involvement”; (2) Ms. Lively  
15    “involved her husband to create an [i]mbalance of power between her and [Mr. Baldoni]”; (3) Ms. Lively  
16    has a “less than favorable reputation in the industry”; (4) Ms. Lively had “a clear, likely motive. . . to bully  
17    her way into buying the rights for It Starts With Us,” the sequel to the Film currently owned by Wayfarer.  
18    *Id.* at 2.

19           116.     The Scenario Planning document states that TAG could “also ***explore planting***  
20    ***stories about the weaponization of feminism*** and how people in BL’s circle like Taylor Swift, have been  
21    accused of utilizing these tactics to ‘bully’ into getting what they want.” *Id.* at 4.

22           117.     Upon review of the Scenario Planning document, Mr. Baldoni informed Mr. Heath  
23    that he was “[n]ot in love with the document they sent – Not sure I’m feeling the protection I felt on the  
24    call.”  
25  
26  
27  
28

1 118. Mr. Heath responded, “That’s the most important part of this is *how quickly they*  
 2 *can shut things down and place stories in your favor.*”

3 119. Later the same day, Ms. Abel conveyed to Ms. Nathan that Mr. Baldoni was  
 4 questioning whether the plan was aggressive enough, texting that “[Mr. Baldoni] want[ed] to feel like  
 5 [Ms. Lively *could*] *be buried.*” Ms. Nathan responds: “*Of course—but* you know when we send over the  
 6 documents we can’t send over the work [*sic*] will or could do because that could get us in a lot of trouble.  
 7 *We can’t write it down to him. We can’t write we will destroy her . . . Imagine if a document saying all*  
 8 *the things that he wants ends up in the wrong hands.*”  
 9

10  
 11 From: Jennifer Abel (owner)  
 12 To: Melissa Nathan

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

17 Priority: Normal

18 02/08/2024 13:47:25(UTC+0)

19 From: Melissa Nathan  
 20 To: Jennifer Abel (owner)

21 We can’t write it down to him  
 22 We can’t write we will destroy her. We will go to this. We will do this. We will do this. We will  
 23 do this.

24 Priority: Normal

25 02/08/2024 13:48:24(UTC+0)

26 From: Melissa Nathan  
 27 To: Jennifer Abel (owner)

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

Priority: Normal

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

120. On August 4, Ms. Abel texted Ms. Nathan, stating, “I’m having reckless thoughts of wanting to plant pieces this week of how horrible Blake is to work with. . . Just to get ahead of it . . . She’s putting us through hell.” (Ms. Lively was, in fact, doing nothing other than engaging in the approved Marketing Plan for the Film at that time.) Ms. Nathan responded, “Same,” and indicated that she had already spoken to the Daily Mail.

From: Jennifer Abel (owner)  
To: Melissa Nathan

I'm having reckless thoughts of wanting to plant pieces this week of how horrible Blake is to work with  
Priority: Normal

04/08/2024 21:39:36(UTC+0)

From: Jennifer Abel (owner)  
To: Melissa Nathan

Just to get ahead of it  
Priority: Normal

04/08/2024 21:40:00(UTC+0)

From: Jennifer Abel (owner)  
To: Melissa Nathan

She's putting us through hell  
Priority: Normal

04/08/2024 21:40:07(UTC+0)

From: Melissa Nathan  
To: Jennifer Abel (owner)

Same  
Priority: Normal

04/08/2024 21:40:10(UTC+0)

From: Melissa Nathan  
To: Jennifer Abel (owner)

Am I already off the records Spoke to the editor Daily Mail because she's my friend.  
Priority: Normal

04/08/2024 21:40:22(UTC+0)

From: Melissa Nathan  
To: Jennifer Abel (owner)

She's ready when we are

Priority: Normal

04/08/2024 21:40:27(UTC+0)

121. Ms. Abel and Ms. Nathan viewed and referred to their shared work on behalf of Mr. Baldoni and Wayfarer as a “*social combat plan*.”

From: Jennifer Abel (owner)  
To: Melissa Nathan

I think we really need to put the social combat plan then into motion

Priority: Normal

07/08/2024 18:53:23(UTC+0)

From: Melissa Nathan  
To: Jennifer Abel (owner)

So do I

Priority: Normal

07/08/2024 18:54:20(UTC+0)

122. The same day, Ms. Abel corresponded with TAG personnel regarding her discussion with Ms. Nathan regarding “*social manipulation*,” which she described as distinct from “social media mitigation” and “proactive fan posting to counter the narrative.”

<b>Timestamp:</b> 07/08/2024 19:08:38(UTC+0) <b>From:</b> Jennifer Abel <b>To:</b>  Jamey Heath <b>To:</b> Melissa Nathan  <b>Direction:</b> Outgoing	<b>Subject:</b> Re: Social / Digital Mitigation / Remediation <b>Body:</b> <b>Email header:</b> <b>Body file:</b> mes-127.eml	<b>Status:</b> Sent <b>Account:</b>  <b>Snippet:</b> Thanks Katie—just for clarity so we understand. Does this cover your initial fee + what we discussed in terms of social media mitigation and proactive fan posting to counter the narrative, or is this in ADDITION to the 15K previously agreed upon fee for TAG and does NOT include what we discussed with MN earlier regarding social manipulation (from the separate team based in Hawaii...?). In short, is the total fee incurred by Wayfarer 30K, or is there more required to ensure we are properly protected? <b>Priority:</b> Normal <b>MD5:</b> 450b8a635e28d823c4130b267605a6b9 <b>Source file:</b> EXTRACTION_FFS.zip/root:/private/var/mobile/Library/Mail/Envelope Index : 0x2C7F607 (Table: messages, mailboxes, Size: 137003008 bytes) EXTRACTION_FFS.zip/root:/private/var/mobile/Library/Mail/Protected Index : 0x10324E (Table: addresses, summaries, Size: 79876096 bytes)
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