

EXHIBIT HOFFMAN**EXCERPT OF TIMOTHY HOFFMAN DEPOSITION TRANSCRIPT - JUNE 17, 2009**

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- 10 Q Well, at the very beginning of the Company, what was
11 your title?
12 A I believe VP of Sales.
13 Q Okay.
14 And, are you still VP of Sales?
15 A That's correct.

269

- 7 Q Okay.
8 You say that is a dealer list.
9 What dealer list is that?
10 A This is a dealer list from Forest River.
11 Q That's a Forest River dealer list?
12 A There's what we were told.
13 Q Who told you that?
14 A This came from a Sales Rep from another Company.
15 Q Who was that?
16 A That was Rod Lung.
17 Q Okay.
18 Rod Lung works for who?
19 A Then?
20 Or today?
21 Q At the time he gave you a list, who did you work for?
22 A Open Range.
23 Randy Graber.

270

- 2 Q Okay.
3 Who did Rod Lung give that to at Heartland?
4 A He gave it to Brad Whitehead, my North Country Brand
5 Manager.
6 Q And, when did he do that?
7 A Two weeks before the show -- before the October date.
8 October 22nd.
9 Q How did it come about that Rod Lung gave that to Brad?
10 A I believe that -- I had a conversation with Brad
11 Whitehead about it.
12 He told me that he contacted Rod, and asked him if
13 he had any information on the show.
14 And, Rod said that, "He would look into it."

15 Q When did you have that conversation with Brad?
16 A Preparing for the deposition.
17 Q Okay.
18 And, did Brad indicate when he had talked to Ron
19 (sic) asking for this information?
20 A "Rod"?
21 Q Rod?
22 A Yeah.
23 "Rod Lung."
24 Q Okay.
25 Did Brad indicate when he had talked to Rod?

271

1 A Probably October.

271

8 Q And, did Brad indicate why it was he selected Rod to do
9 that?
10 A Rod Lung -- they're friends.
11 And, Rod Lung has a lot of sources in the
12 Industry.
13 So, I think Brad thought it was a good choice.

273

17 Q Do you know why Brad would happen to do it on this
18 occasion with Forest River's Open House?
19 A I just think it was -- he's a knew Brand Manager and he
20 wanted to show that he can go out and get prospects and
21 know what's going on in the market-place.
22 Q Mm-mm.
23 At the time that this happened, did you know Brad
24 was going to try to get this information?
25 A No, I did not.

274

1 Q Did he tell you that he was going to try to get this
2 kind of information?
3 A No, he did not.
4 Q When he got the information from Rod, did he tell you
5 that he got it?
6 A I knew that there was a list developed -- or Brian
7 Walczek had a list.
8 And, I asked him where he got it.
9 Q And, what did he tell you?
10 A Brad Whitehead.

11 Q And, where did you ask him that?
12 A I asked him that -- probably a week before the Forest
13 River show.
14 Q Okay.
15 And, did you know what was going to be done with
16 that list at that time?
17 A I knew what I wanted them to do with the list?
18 Q And what did you tell him?
19 A I said, "Call our current dealers who is on the list
20 and invite them to Heartland, if they want to come
21 over."

274

25 Q And, who did you tell that to?
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1 A My Brand Managers.
2 Q Who was that?
3 A That would be Mike Creech, Brad Whitehead, Coley Brady,
4 Brian Walczek and Dave Willis.
5 Q Okay.
6 Do you know if they actually did that?
7 A I know calls were made by my sale people to the current
8 dealers, and Forest River dealers, yes.
9 Q Okay.
10 Do you know what else was done with that list?
11 A Yes. I do.
12 Q What else was done with the list?
13 A I know after preparing for this case that my Brand
14 Managers -- well, let me go back.
15 I found out that they delivered packets to a hotel
16 from the list.
17 Q When did you find that out?
18 A Day after the show.
19 Q Okay.
20 And, you say, "They delivered packets..." --
21 A My Brand Manager and Eric Esch.
22 Q Which Brand Manager?
23 A Brian Walczek.
24 Q Okay.
25 And, how did you find that out?

276

1 A Because they were talking about it in the hallway the
2 next day.
3 Q Talking about it with whom?

4 A Talking about it with Brian Walczek and Eric Esch.
5 Q Just the two of them?
6 A Just the two of them and I walked in on the
7 conversation.
8 Q Okay.
9 And, what did you hear?
10 A They were talking about them delivering packets to the
11 hotels.
12 Q Well, you say, "talking about it."
13 What specifically were they saying?
14 A Talking about what dealers that were coming in today.
15 Talking about the amount of packets.
16 Just general stuff.
17 I didn't stay much longer after that.
18 Q And, you heard them say what dealers were coming in
19 that day?
20 A Everybody was talking about dealers coming in that
21 week.
22 Because we had a lot -- we had dealers coming in
23 just to see us.

276

24 Q Okay.
25 Well, let's focus on what you heard in that

277

1 hallway discussion between Brian and Eric?
2 A They mentioned that they distributed some packets.
3 They mentioned that they were going to be on the
4 phone, call some dealers to ensure that they were going
5 to come to Heartland to take a look at products.
6 Q You said, "They mentioned what dealers were coming in."
7 What dealers were coming in?
8 Which dealers did they mention?
9 A Nothing specific. I don't remember specifics.
10 Q Okay.
11 And, you heard them talking about the amount of
12 packet?
13 A They were talking about who delivered what to what
14 hotel.
15 They were mentioning, "Well, I went here. I went
16 there."
17 And, that was pretty much the end of the
18 discussion. I walked out.

- 19 Q Okay.
20 Which hotel or hotels were involved?
21 A I didn't listen to the details of that.

278

- 17 Q You mentioned that a week before the show --
18 A Mm-mm.
19 Q -- you met with your Brand Managers and told them to
20 use the list to contact your dealers.
21 Right?
22 A Right.
23 Q And, contact Forest River dealers.
24 Right?
25 A Yes.

279

- 1 Q And, then, you say after the show you overheard this
2 conversation between Brian and Eric.
3 Right?
4 A That's correct.

283

- 9 Q But, you did mean to take business away from Forest
10 River, didn't you?
11 A Yes.

290

- 21 Q Which dealers came to Heartland as a result of the
22 dealer-list you obtained from Forest River?
23 A Specifically, Race Track RV.
24 And, Loveland RV (sic).
25 Q Loveland?

291

- 1 A Loveland.
2 Just how it sounds, one word.
3 Q Okay.
4 And, where is Race Track located?
5 A Calgary, Alberta.
6 And, Loveland is in Missouri.

294

- 23 When Race Track came as a result of the Forest
24 River dealer list to visit you, did they sign up for
25 additional Brands?

1 A Yes, they did.

2 Q And, would that be reflected as an amendment to the

3 Dealer Application?

4 A No.

5 Q To sign-up for additional Brands, did they have to do
6 anything in particular?

7 A Give increased" flooring", floor-planning. And that's
8 about it.

9 Q And, did they do that?

10 A Yes.

11 Q How did they let you know they did that?

12 A They had -- they told us they had the funds to buy our
13 products. That they were way under their limits on
14 floor-planning.

21 Q Okay.

22 Now, other than Race Track and Loveland, (sic)
23 coming in as a result of that dealer list and placing
24 orders, were there any other dealers that came to visit
25 Heartland as a result of your having Forest River's

1 dealer list -- even if they didn't buy products?

2 A There were dealers that came to Heartland.

3 Specifically from the packets, I cannot say.

4 Q Well, at that point in time of October 22nd to 24th,
5 how many dealers visited Heartland?

6 A Between six to eight.