IN THE MATTER OF ARBITRATION BETWEEN

LANCE ARMSTRONG and TAILWIND SPORTS, INC., ARBITRATION BEFORE THE

Claimants, HONORABLE RICHARD FAULKNER, RICHARD

vs. CHERNICK AND TED LYON

CONFIDENTIAL TRANSCRIPT

FOR ATTORNEYS' EYES ONLY

SCA PROMOTIONS, INC., and HAMMAN INSURANCE

SERVICES, INC.,

Respondents.

Videotaped deposition of STEPHANIE ANN McILVAIN, taken on behalf of Respondents, at

1 Icon, Foothill Ranch, California, beginning

at 11:05 a.m. and ending at 12:48 p.m. on Monday, November 14, 2005, before Kathy P. Pabich,

Certified Shorthand Reporter No. 5021.

**CONFIDENTIAL TRANSCRIPT - FOR ATTORNEYS' EYES ONLY**
WITNESS

STEPHANIE ANN McILVAIN

BY MR. TILLOTSON 6, 65
BY MR. HERMAN 54

EXHIBITS

(RECORD)

(PARTIES)

(INFORMATION REQUESTED)

Page 2
THE VIDEOGRAPHER: Good morning. This begins videotape number one, volume one in the deposition of Stephanie McIlvain in the arbitration matter of Lance Armstrong, et al. versus SCA Promotions, Incorporated, et al.

Today's date is November 14th, 2005. The time on the video monitor is now 11:05 a.m. This deposition is taking place at 1 Icon Street in Foothill Ranch, California, and was made at the request of Jeffrey M. Tillotson of the law offices of Lynn, Tillotson & Pinker, LLP. My name is Dan Reynolds. I'm a notary public and video specialist here on behalf of Esquire Deposition Services, Dallas, Texas.

Would all counsel present please voice identify yourselves and state whom you represent.

MR. WEEKS: Greg Weeks of Weeks, Kaufman, Nelson & Johnson on behalf of the deponent.

MR. TILLOTSON: Jeff Tillotson and Chris Compton here on behalf of the respondents.

MR. HERMAN: Tim Herman on behalf of the claimant.

MR. TILLOTSON: If you'll swear the witness in.

STEPHANIE ANN McILVAIN, having been first duly sworn, was examined and testified as follows:

EXAMINATION

BY MR. TILLOTSON:

Q If you would begin just by telling us your full name, please?

A Stephanie Ann McIlvain.

Q Ms. McIlvain, my name is Jeff Tillotson, and I'm a lawyer with a company called SCA Promotions, Inc., and I'm here in connection with an arbitration proceeding we have against Lance Armstrong and a company called Tailwind Sports, Inc. We're here for your deposition, and have you ever been deposed before?

A Yes.

Q How many times have you been deposed?

A Once.

Q Was it a few years ago or was it recent?

A A few years ago.

Q Do you have some understanding of what a deposition is and the way in which it's going to proceed today?

A Yes, I do.

Q Okay. Let me just go over a couple of ground rules that I hope will make things go a little faster for you. First, it's important that you know at the outset that although we're in a conference room here at the headquarters of Oakley, your testimony given here...
today is as if you were in a courtroom before a judge and a jury. Do you understand that?

A. Yes, I do.

Q. Your testimony that you give today and your response to my questions and any questions asked by opposing counsel may be played or shown to a panel of arbitrators who are judging our dispute. Do you understand that?

A. Yes, I do.

Q. Now, despite that it may be shown to those arbitrators and parties in the case, I want you to know that we are not at liberty to disclose, reveal or publish your testimony that you may give here today to the public, newspapers or any third party. Do you understand that?

A. Yes.

Q. Now, as I go through here and ask you questions, if at any time you don't understand what I'm asking or you're not specifically aware of what it is that I'm asking you, please say so and I'll do my best to correct or elaborate more fully. Do you understand that?

A. Yes.

Q. Let me begin first by asking you, are you currently employed?

A. Yes.

Q. Where are you employed?

A. Oakley.

Q. What kind of company is Oakley?

A. It's a sunglass company, clothing and shoes.

Q. Okay. What do you do for Oakley?

A. I do sports marketing.

Q. Which means what kinds of things do you do?

A. I take care of -- well, I take care of Lance Armstrong and cycling also.

Q. Okay. How long have you worked for Oakley?

A. Since 1988.

Q. And have you always been in sports marketing for Oakley since 1998 or did you have other jobs?

MR. HERMAN: I think she said '88.

THE WITNESS: I said '88.

BY MR. TILLBOSON:

Q. Oh, '88, I'm sorry, okay.

A. When I first started I had a different job.

Q. Okay. Can you just sort of give me a rough outline of your progression of jobs at Oakley?

A. I started out as a Friday girl and within six months Jim Jannard moved me into sports marketing, and I started out as the secretary there and within three months I was moved into sports marketing representative.

Q. And in sports marketing representative, does that mean that you deal with a particular sponsor?

A. No, I deal with athletes.

Q. Athletes.

A. Athletes relations.

Q. And you told me that one of the things you do is you take care of Mr. Armstrong, is that fair to say, for Oakley?

A. Yes, it is.

Q. How long have you had that job?
Q   Since 1990.
A   Since 1990.
Q   Uh-huh.
A   Uh-huh.
Q   And prior to that time did you have responsibility for any other athlete?
A   Uh-huh.
Q   And prior to that time did you have responsibility for any other athlete?
A   Oh, yes.
Q   Okay. Since 1990 have you had responsibility for other athletes besides Mr. Armstrong or just Mr. Armstrong?
A   Other athletes.
Q   Currently today do you still handle the relationship with Mr. Armstrong for Oakley?
A   Yes, I do.
Q   And is he the only person you do that for or are there other athletes?
A   There's other athletes that I consult with.
Q   How many athletes during a given time period over the last ten years do you typically have responsibility for?
A   Oh, like 100 to 200.
Q   When did Mr. Armstrong become a spokesperson for Oakley, if you recall?
A   When he was officially contracted with Oakley, it was started in 1990, but he's been an athlete through another -- reps in Texas since I believe it was like 1985.
Q   But your relationship with him began in 1990?
A   Yes.
Q   Did you have any professional or other relationship with Mr. Armstrong prior to 1990?
A   Before I took over sports marketing -- representative for sports marketing, when I was a secretary I would give -- he would call up and I'd get him product.
Q   Okay. All right. And he's currently -- what's the right term, are these spokespersons or are they -- what, what term does Oakley use for an athlete that's under contract here?
A   A sponsored athlete.
Q   A sponsored athlete, okay. And Mr. Armstrong is currently a sponsored athlete of Oakley?
A   Yes.
Q   Would you consider him to be the best known or the most well-known sponsored athlete that Oakley currently has?
A   No.
Q   Who else might the arbitration panel recognize that are Oakley sponsored athletes, for example?
A   I don't know if -- Michael Jordan, I don't know if he's still under contract. I'm not sure.
Q   MR. WEEKS: I'm just going to clarify, don't you only work in the area of cyclists?
A   THE WITNESS: Yeah, I only work in the area of cycling, so there's so many other different sports.
Q   BY MR. TILLOTSON: Okay. Are any teammates, former teammates of Mr. Armstrong sponsored athletes of Oakley?
A   Yes.
Q   Can you name some of them for me, please.
A   Floyd Landis, George Hincapie, Christian Vande
McIlvain

Ve l d e. I'm trying to think of the Europeans. That's all I can come up with right now.

Q Okay. Was Mr. Frankie Andreu ever a sponsored athlete of Oakley?
A Yes, he was.
Q Not anymore but at one point?
A Right.
Q How about Tyler Hamilton?
A Yes.
Q Currently?
A No, he doesn't have a contract right now.
Q Do you know, did he -- did Oakley drop him or go their separate ways, do you know?
A I don't know.
Q Did you have any responsibility for Tyler Hamilton?
A In -- probably about five years ago I did.
Q The same kind of responsibilities you had for Mr. Armstrong?
A Yes.
Q And did you have responsibility for Frankie Andreu?
A Yes.
Q Same timeframe?
A Yes.
Q And the others you named for me, Floyd Landis, George Hincapie, Christian Vande Velde, did you have responsibility for them, too?
A Yes.
Q Okay. Tell me what kinds of responsibilities you generally have for these athletes?
A Negotiating contracts, getting them the right product to wear and understanding Oakley and just being there for support.
Q Do you -- you actually negotiate the sponsored contracts with the athletes?
A Yes, I do.
Q Do you make the decisions as to who Oakley wants to have as a sponsored athlete?
A Yes, I do.
Q Does that require approval of other executives at Oakley?
A If it's a big contract, yes.
Q Does Mr. Armstrong -- is that considered a big contract?
A Yes.
Q And by big, I take it the amount of dollars you pay is how you're qualifying whether it's big or not? Let me ask it a better way.
A Depending on how long we're going to sign it for. If it's more than four years of contract, we have to get permission from our managers. It's not necessarily a dollar amount that you have to get permission for.
Q Is Oakley able to track how effective the sponsored athletes are in connection with the sales of its products?
A You know, I'm not sure.
Q Do you know if Oakley considers Mr. Armstrong...
to be a successful sponsored athlete of its products?
A Yes.
Q Is he considered to be a valuable sponsored athlete in that he helps sell a lot of Oakley products?
A Yes.
Q Now, does your husband work here --
A Yes.
Q -- at Oakley? What is his job?
A Director of sports marketing.
Q Okay. I don't want to cause any trouble at home, but is that a position that's senior to you?
A Yes.
Q Okay. All right. Now I've done it.
A He got it after.
Q All right. And how many people work in sports marketing, approximately, would you say?
A I think there -- worldwide globally?
Q Yes.
A I believe there's over 60 to 70.
Q Okay. And your area of expertise or concentration is professional cycling?
A Yes.
Q Now, you mentioned some of the things that you did for the athletes, this would include Mr. Armstrong, negotiating the contract, making sure they have the right product to use or to wear, helping them understand Oakley and be there for them for support, is that fair to say?
A Yes.
Q Would you actually travel with them or go to the various events that the cyclists would have?
A I would go to the events.
Q For example, did you attend the Tour de France races?
A Yes.
Q Did you attend all the ones that Mr. Armstrong won?
A No.
Q When's the -- which ones did you miss, if you know?
A In '99.
Q Other than '99, did you attend all the other Tour de France races?
A Yes.
Q And would you go to other races he was at, for example, the Tour de Georgia or the Tour de Spain?
A No.
Q How would you decide which races to go to and which not to attend?
A The ones that would get Oakley the most exposure. In my younger days it was going to the ones if I haven't seen an athlete like in a month or two, you'd have to -- you'd go to the event to take care of the athlete.
Q Okay. And at these events, when you say take care of the athlete, what kinds of things do you do?
A Give them sunglasses, get them the newest and the greatest that we're trying to get out there for the athlete, change out a lens.
MR. HERMAN: Pardon me?
THE WITNESS: Change a lens, give them a nose.
McIlvain

BY MR. TILLOTSON:

Q Okay. Other than sunglasses, does Mr. Armstrong use any other Oakley products?

A He's contracted to wear sunglasses and occasionally I believe he wears our jeans.

Q Okay. But in the actual racing it's competitive equipment other than sunglasses?

A Sunglasses.

Q Now, you started working with Mr. Armstrong in 1990, is that right?

A Yes.

Q And so during a certain point in time there Mr. Armstrong became ill, is that right?

A Yes.

Q And do you know if Oakley considered dropping Mr. Armstrong because he was ill?

A Absolutely not.

Q Was there ever an issue about that?

A No.

Q When you came back -- when Mr. Armstrong came back -- had you attended other Tour de France races that he hadn't won --

A Oh, yeah.

Q -- with him? Okay. And how long -- typically how long is a contract for with the professional cyclist? Let's talk generally, you don't have to reveal the details of anyone's contract, but are these three-year, five-year, two-year or six-year?

A Usually two-year.

Q And at the Tour de France what kind of contact would you have with Mr. Armstrong? Would you see him on a daily basis?

A No, no.

Q -- see him infrequently?

A I would usually see him at the start, like a day before the start, give him all the new stuff, and then I would see him everyday, as he'd go by on his bike he'd, you know, wave and see me at the start line, and then I'd probably -- if I was staying for the whole tour, I would make my rounds again to all the athletes, like within three days.

Q And when Mr. Armstrong won, would you get invited to like -- or would you go to after parties or victory parties?

A Dinners, yes.

Q And do you believe Mr. Armstrong treated you fairly or included you in those kinds of events?

A Yes.

Q Now, in connection with Mr. Armstrong getting ill, were you in contact with him during the course of his illness and his treatment?

A Yes.

Q Did you visit him at the hospital that he was at?

A Yes.

Q Do you remember what hospital it was?

A It was in Indianapolis, Indy. I don't know the name of it.

Q But was it in Indiana?
A: Yes.

Q: Do you remember if it was the Indiana University Hospital?

A: I'm not sure of the name.

Q: And how long -- how many times did you visit him there at that hospital?

A: I believe it was four.

Q: Separate times?

A: Yes.

Q: And how long would you stay?

A: I would come in for like a day, two days.

Q: To see him and --

A: Just say hi to him, that we're behind him.

Q: Who was his agent at that time? Was it Mr. Stapleton?

A: Yes.

Q: Would you actually negotiate with Mr. Stapleton with the contracts, is that the person that you would deal with?

A: In the younger -- in the earlier years we would do it with just Lance, and then when he started getting busier with his career, we started doing it with Bill Stapleton. I've only negotiated one contract with Bill.

Q: I understand Mr. Stapleton can be a fierce negotiator. Would you agree with that?

A: Not for me.

Q: Okay. At the -- in connection with --

A: I'm sorry.

MR. WEEKS: I don't know if that's a compliment or not.

THE WITNESS: No, no.

BY MR. TILLOTTSON:

Q: He may have met his match, I don't know.

A: In connection with your visits to the hospital with Mr. Armstrong, did there ever come a time where you were with him with other people where there was any discussion regarding Mr. Armstrong's use of performance enhancing drugs or substances?

A: No.

Q: Okay. There's been testimony -- well, let me rephrase that.

A: Were you ever at a hospital room or other part of the hospital with Mr. Armstrong where he said anything about performance enhancing drugs?

A: No.

Q: Do you have any recollection of any doctor in your presence asking Mr. Armstrong if he used in the past any performance enhancing drugs or substances?

A: No.

Q: Okay. Did you talk with anyone at the Indiana University Hospital or its surroundings about Mr. Armstrong's use of performance enhancing drugs?

A: No.

Q: Since Mr. Armstrong's treatment, have you ever spoken with any other person about whether or not Mr. Armstrong told someone at the hospital that he used performance enhancing drugs?

A: Yes.

Q: Who have you spoken to?

A: I spoke to Betsy Andreu and Frankie.
A: McIlvain

Q: Do you remember when that was?

A: Just probably about four years ago.

Q: Tell me first what was the occasion why you were talking to them and then I'm going to ask you what you talked about?

A: Betsy Andreu called up and asked if I remembered an incident where two doctors came in and Lance told them what drugs he had used, and I -- at that point I told her no, I don't, I don't remember Lance ever saying to two doctors that he used drugs.

Q: I do remember being in a conference room or a room with some people and Betsy and Frankie were in there, and I came in, and the reason I remember it so well is because they were watching a football game and I -- sorry everybody, but I hate football, and it was -- sorry, it was very, very painful for me, so I just sat down on the floor where the couch was and I just sat there and watched, watched the football game, and that's the main thing that I remember, but when Betsy called me and talked to me about it, she started telling me what she heard and what she saw in that room.

Q: Okay. What is it she told you?

A: She said that she remembers being in that room and she swore that I was in that room and that I had to hear it, that two gentlemen came in and asked him what he was using, and at that point he told them whatever it was.

Q: But you -- let me back up. First do you recall two gentlemen or two doctors ever coming in the room?

A: Yes, but I don't know if they were doctors.

Q: Did they look like doctors? Were they wearing white coats or --

A: No, they -- no white coats.

Q: Okay. Other type of medical dress, you know, scrubs, things like that?

A: No, I don't remember.

Q: Do you remember if they were white or Asian or black or Indian or what their ethnicity was?

A: I, I couldn't tell you.

Q: You were in a conference room of sorts rather than a hospital room?

A: Yes.

Q: And who all was in the room as you recall?

A: Definitely Frankie and Betsy and Lance.

Q: Do you remember if Chris Carmichael was there?

A: Yes.

Q: How about Lisa Shields, do you remember if she was there?

A: I don't remember Lisa.

Q: So you remember being in the conference room or center with Mr. Armstrong, Betsy, Frankie Andreu, Chris Carmichael. Anyone else?

A: Paige.

Q: Paige, okay.

A: And I remember that -- I remember meeting -- for the first time meeting Paige and that was the first time ever meeting Betsy.

Q: Now, at the time Betsy was not married to...
McIlvain

7  Frankie Andreu, was she, or do you recall?
8  A  I don't recall.
9  Q  And was Paige married to Chris Carmichael at
10 the time?
11  A  No.
12  Q  All right. So it's the first time you meet
13 Betsy Andreu and Paige and you go and sit and watch
14 football?
15  A  Yes.
16  Q  Even though you don't like football, right?
17  A  I hate it.
18  Q  Do you sit on the floor or the couch?
19  A  I was sitting on the floor.
20  Q  All right. And in relation to you watching
21 the TV, if this camera is the TV, where are the other
22 people in the room if you're watching that TV?
23  A  I don't recall.
24  Q  Are they behind you, to the side or do you not
25 remember?

1  A  I don't remember.
2  Q  Now, did you hear any talking at all?
3  A  There was lots of talking between everybody.
4  Q  And do you remember any of the subject matters
5 that was being discussed?
6  A  No.
7  Q  And at some point in time you do recall two
8 men came in?
9  A  Yes.
10  Q  Did they speak to Mr. Armstrong?
11  A  Yes.
12  Q  Did Mr. Armstrong excuse anyone or kick them
13 out?  A  No.
14  Q  Okay. Including you sitting there watching
15 the football game --
16  A  Yes.
17  Q  -- have I got that right? Okay.
18  A  Did you hear anything these two men said?
19  A  No.
20  Q  Okay. So whatever they said, either you
21 didn't hear or you don't remember what it was?
22  A  Right. I don't know who, who was saying what.
23  Q  Got it. Do you remember if Betsy and Frankie
24 left the room?

1  A  I don't remember.
2  Q  How did you -- how did this incident end, did
3 you get up and leave, did they say good-bye, what took
4 place?
5  A  I, I left. It wasn't -- you know, just when,
6 when I got bored I left when the football game got
7 over.
8  Q  Did you speak to Mr. Armstrong as you recall?
9  A  Well, of course.
10  Q  Do you remember the topics of any of the
11 conversations other than pleasantries?
12  A  No, no. How are you feeling.
13  MR. WEEKS:  May I clarify this. When did this
14 occur? Do we have a date or an approximate date?
15 BY MR. TILLOTSON:
16  Q  Do you remember?
17  A  I think it was -- well, it had to be in '96,
McIlvain

that's when he was sick.

BY MR. WEEKS: Oh, okay.

Q Did you talk to Betsy Andreu after being in that room and leaving that same day?

A No.

Q So you never spoke with her about that particular incident until several years later?

A Right.

Q Have you ever talked to Frankie Andreu about it?

A No.

Q Any of the other people in the room, Chris Carmichael, Paige?

A No.

Q Did Mr. Armstrong ever ask you about it?

A No.

Q Have you ever been asked to give an affidavit regarding that particular incident?

MR. WEEKS: Let's hold on with that. We're going to object to that, attorney-client privilege.

BY MR. TILLOTSON:

Q Okay. Well, let me ask it this way then. Has anyone other than your lawyer ever asked you to give an affidavit regarding that incident?

A No.

Q Have you been approached by Mr. Armstrong about the possibility of giving an affidavit regarding what took place in the Indiana conference room?

A No.

Q You were asked by Mr. Walsh about it, weren't you?

A Yes.

Q About giving an affidavit?

Q No. I'm sorry. Let me rephrase. Were you at -- do you know who Mr. David Walsh is?

A Yes.

Q Were you approached by him and asked about the Indiana hospital room --

A Yes.

Q -- I'll call it incident? You were?

A Yes.

Q And did you tell -- what did you tell him as you recall?

A Well, when I -- when David called me, he's -- he basically went into this whole thing about what Betsy Andreu told him and he asked me if I remember, and at that point I said "No." He said, "Are you sure?" And I said, "No, I don't remember it. David, but if, if that's what Betsy's telling you, I guess that's what she's telling you," and at that point I told him no, no comment, that I had no comment.

Q Did you tell Mr. Walsh you should ask Mr. Armstrong about that?

A Yes, I did.

Q Have you ever asked Mr. Armstrong about that?

A No. I told David that any questions for --

regarding Lance Armstrong should be asked to Lance Armstrong, it was not my business.

Q Okay. Fair enough. In connection with Mr. Walsh's book, you know, he wrote about this particular
McIlvain

incident, are you aware of that?
A   Yes.
Q   Were you ever asked by anyone connected to
Mr. Armstrong to provide an affidavit saying that that
incident did not happen?
A   No.
Q   And if I understand what you're telling me,
you didn't hear or see anything regarding Mr. Armstrong
discussing or revealing or talking about any use of
performance enhancing drugs in that hospital room?
A   No.
Q   Although you don't recall what or either don't
recall or didn't hear all the things being said, at
least what you did hear and can recall, you don't
remember anything like that?
A   I don't.
Q   Okay. What did Ms. Andreu tell you when you
talked about this four years ago when you -- did you
tell her that you didn't recall or didn't hear this?
A   Yes.
Q   What did she say in response?
A   She told me I was crazy and that it definitely
happened and that I would have to remember it.
Q   What did you say in response?
A   I told her what happened, you know, what she's
talking about was supposed to take place in '96, and I,
I didn't remember anything. I remember being in the
room and I remember watching football and I remember
meeting Betsy for the first time and meeting Paige
Carmichael and that was it, and she proceeded to tell
me what she, what she saw in the room and what she
heard in the room.
Q   And other than her -- have you talked to
Frankie Andreu about this incident?
A   Frankie and I, I talked, talked about it and
Frankie couldn't remember, he couldn't, he couldn't
remember much. He was going off what his wife was
telling him.
Q   And when did this take place?
A   I'm trying to think. Hold on.
Q   That's okay. Take your time.
A   It was -- I think it was in -- it was like two
years ago.
Q   What was the occasion that you had talked
about it? How did it come up I should ask?
A   I don't remember how it came up.
Q   Do you remember where, was it a race or an
event?
A   No. It was on the phone.
Q   And why would you be discussing with Mr.
Andreu on the phone what took place or didn't take
place at the Indiana hospital?
A   Probably -- it just probably came up.
Q   Would you speak to Mr. Andreu a lot?
A   Yes.
Q   Was he under a contract with Oakley at the
time you had this conversation?
A   I don't recall if he was.
Q   Do you speak with Betsy Andreu frequently?
A   Yes. She's my friend.

MR. WEEKS: What was that?
THE WITNESS: I said she's my friend. She --

MR. WEEKS: Oh, okay.

THE WITNESS: She's been a friend for, for a

while.

BY MR. TILLOTSON:

Q Do you consider her a reliable and honest

person?

A Yes.

Q Okay. Now, we've talked about you spoke with

Ms. Andreu, Mr. Andreu. Anyone else you talked to

about the Indiana hospital room incident, other than

your lawyer, of course?

A No.

Q Have you spoken to, about that incident, let

me just see if I can jog your memory with anyone else,

a person named Justine?

A No.

Q Do you know who I'm referring to? Do you know

a Justine?

A I hear -- Betsy talks about Justine. I never

spoke to Justine.

Q You never spoke to Justine?

A No.

Q Okay. Have you ever spoken to Mr. Armstrong

regarding his possible use of performance enhancing

substances?

A No.

Q Have you ever asked him if he's ever used

performance enhancing substances --

A No.

Q -- or drugs? Has he ever indicated to you

either through words or actions that he has used

performance enhancing substances or drugs in the past?

A No.

Q So would it be fair to say that you have never

had any conversation with Mr. Armstrong where the topic

of his possible use of performance enhancing drugs has

ever come up?

A That's correct.

Q Okay. So has he ever told you he doesn't use

performance enhancing drugs, for example?

A Can you repeat that.

Q Has Mr. Armstrong ever told you in person or

on the phone that he doesn't use performance enhancing

drugs?

A No.

Q In his contract do you know if it can be

terminated by Oakley if in fact Mr. Armstrong is caught

using or tests positive for performance enhancing

substances or drugs?

A Yes.

Q Okay. How does Oakley go about assuring

itself that he's not violating that provision?

A I don't understand that question.

MR. WEEKS: Well, has Oakley ever taken any

action regarding that issue?

THE WITNESS: No, no.

BY MR. TILLOTSON:

Q My question is -- I appreciate that. My

question's a little different. Does Oakley do anything to ensure that Mr.
McIlvain

Armstrong is in compliance with that provision? Do you test him? Do you ask --

A No --

Q -- for written statements?

A -- no, no, no.

Q Do you -- okay. You don't get test results

from his races, for example?

A No.

Q Okay. Did -- I want to go back to the Indiana hospital when you said you visited I think you said maybe four times Mr. Armstrong. Did you ever see Betsy Andreu at any other visit when you were there?

A No.

Q Are you aware of a person whose nickname is College?

A Yes.

Q Okay. First of all I want to know how he got that nickname, but before I ask that, can you tell me who that person is, his name first?

A John Korioth. He's a friend from Texas. I met him through Lance. A good guy.

Q What does he do? I want to say he's probably a permanent professional student at the University of Texas hence his nickname, but that's probably not right. What does he do or --

A Well, now he works for a company that like goes into companies to sell the little boxes for the credit cards.

Q Okay. But before that did he -- what did he do?

A Oh, God. I think he worked at a bar.

Q Okay. Let me ask it this way. This person, College --

A Yes.

Q -- was a friend of Mr. Armstrong's?

A Yes.

Q And is that how you met him?

A Yes.

Q Okay. You're smiling. What's -- what am I missing there?

A The first time that I met him, Oakley bought Lance a little remote control car for a bonus and we were at his old house and I get this phone call at the hotel and it's Lance, Steph, you've got to get over here, you're not going to believe what happened, I'm like oh, God, what happened. He drove the remote control car into the water there by his little boat docking.

I met John because Lance was sick and College came all the way over early in the morning and he was in the freezing water trying to get the car --

Q Okay, okay.

A -- so I'm sorry, that's why I smiled, it was --

Q Okay. Have you ever spoken with College, John Korioth, is that how you pronounce his last name?

A Korioth.

Q Korioth. Have you ever spoken to that individual about Mr. Armstrong's possible use of performance enhancing substances?
A No.
Q Did you ever speak with Mr. Korioth, also known as College, about his picking up, retrieving or getting EPO from Mr. Armstrong’s house?
A No.
Q Are you aware that there has been testimony that this individual was asked to go to Mr. Armstrong’s house during the course of his breakup with his -- Mr. Armstrong’s wife to retrieve EPO from the refrigerator?
A No.
Q Have you ever heard anything to that effect?
A No.
Q Have you ever spoken to College about whether or not he knew or was aware of any possible use by Mr. Armstrong of the EPO or any other performance enhancing drug?
A Can you repeat that again.
Q Sure. Have you ever spoken to College about any possible connection between Mr. Armstrong and performance enhancing drugs or substances?
A No.
Q Have you spoken to anyone about whether or not College went to Mr. Armstrong’s house and picked up EPO out of the refrigerator?
A No.
Q Have you ever heard of that from anyone?
A No.
Q Have you ever heard anything like that from anyone regarding College, EPO and Mr. Armstrong?
A No.
Q Okay. If I, if I changed my question to -- from EPO to any performance enhancing drug, whether EPO or something else, would your answer be the same?
A Yes.
Q Okay. Has Mr. Armstrong ever said in your presence words to the effect that all cyclists use performance enhancing drugs?
A I don’t recall.
Q Well, has he -- has Mr. Armstrong ever discussed the use of performance enhancing drugs by other cyclists?
A No.
Q Has he ever said words to the effect of we all do it or all cyclists do it --
A No.
Q -- to you --
A No.
Q -- in reference to performance enhancing drugs?
A No.
Q Do you remember if -- did Mr. Armstrong do a commercial or a professional shoot for Subaru?
A Yes.
Q Were you involved in that or around when that took place?
A I was there.
Q Where did it take place at, do you remember?
A Like up towards Solvang, California.
MR. HERMAN: I’m sorry, I didn’t hear you, I’m sorry.
THE WITNESS: Up towards Solvang, California.
BY MR. TILLOTSON:

Q And was it for a commercial -- TV commercial or a magazine ad or do you remember?
A I'm not sure. Something to do with Subaru.
Q Okay. And why were you there?

I came up to give him some sunglasses.
Q Okay. So he wears those in the commercial shoot?
A Yes.
Q Okay, very good. Do you remember if College was there?
A No.
Q You don't remember or he wasn't there?
A Oh, he was not there.
Q Did you discuss with Mr. Armstrong at that shoot his pending or impending breakup from his then wife?
A That was -- the -- he told me right there that Kristin and him were getting divorced.
Q Were you friends with his wife?
A Yes, we're friends.
Q During -- talking about the fact that he was breaking up, did he tell you that he was taking any actions to protect himself from something his wife might do?
A No.
Q Was there any discussion about whether or not he was concerned that his wife might reveal, talk about or use Mr. Armstrong's use of performance enhancing drugs in any way?

A No.
Q Did Mr. Armstrong as you recall refer to College during this conversation as helping him out in connection with his impending breakup from Mrs. Armstrong?
A Yes.
Q What did he say about College?
A That College is there and he's also going to continue to be friends with Kristin.
Q College was there meaning College was in Austin?
A Oh, I'm not sure where College was at the time. It was more, more in general of talking like College is going to continue to be friends with Kristin.
Q Okay. So continue to be there, not physically, but be there in the sense of --
A Yes.
Q -- around?
A Around.
Q Did he mention if he had sent College to his house to retrieve anything?
A No.
Q Did you ever discuss with Mr. Greg LeMond --

Q Has he ever been a sponsored athlete of Oakley?
A A long time ago.
Q Okay. Pre all these gadgets that you now have...
McIlvain

in your sunglasses that I just bought?

Okay. All right. Did you ever discuss with
Mr. Greg LeMond anything to do with Mr. Armstrong's use
of performance enhancing substances?

I spoke, I spoke with Greg, Greg called me and
he asked me if I would testify against Greg -- testify
against Lance Armstrong -- against, against Lance
Armstrong saying that he was using drugs, and I told
Greg that I would never testify against anybody, I
would answer the questions truthfully, but I'm not
going to testify against anyone.

When did this conversation take place?

Oh, gosh. I believe it was -- well, it was
this year -- it had to -- it was this year, 2005.

And Mr. LeMond called you?

Yes.

And tell me specifically what it is he wanted
you to do?

He asked if I -- he, he -- the whole reason he
called is to find out if I would testify against Lance
Armstrong and then he went into -- he talks a lot. He
got into the whole thing about his VH2V something max,
the max --

Okay.

and he started telling me what he did when
he was in cycling and just a bunch of -- a whole bunch
of different stuff he talked about.

Okay.

He did most of the talking.

All right. Let me let me ask you some
questions regarding that conversation. I'm going to
tell you some of the things he said. Now, normally we
don't do this, but since it's about you --

That's fine.

I'm going to, I'm going to ask you, but
normally we're not, we're not permitted to tell people
about the testimony, but it involves you, I need to ask
you if these things in fact took place.

Okay.

Mr. --

MR. WEEKS: Is that, is that correct?

MR. HERMAN: Okay, sure.

MR. TILLOTSON: Okay. Thank you.

MR. WEEKS: I'm just clarifying for my sake of

representing Ms. McIlvain.

MR. HERMAN: Yeah.

BY MR. TILLOTSON:

Q Mr. LeMond was asked what he discussed with
you. This is from his deposition at Page 71, Lines
20, Tim, if you need a reference.

He says, "The same thing, you know, she talked
about College and him, describing how he had to go and
make sure that EPO was taken out before. He was in the
process of divorcing Kristin Armstrong and that he was
sent to get rid of EPO. He was afraid that his soon to
be ex-wife could use that against him."

Did you have such a discussion with Mr. LeMond
about that?

A No.
McIlvain

Q  Anything to that effect?
A  No.
Q  Did you discuss in any way something similar
to this regarding College, EPO, Kristin Armstrong?
A  We didn't, we didn't talk about College and we
didn't talk about Kristin.
Q  Do you know how Mr. LeMond would know of
College?
A  From Betsy Andreu.

Q  Okay. He also says at Page 73 that, this is
in response to things he talked about with you, she,
being you, was present when she confirmed what Betsy
Andreu told us that he, Mr. Armstrong, admitted to EPO
use, growth hormone, testosterone and other drugs. Did
that in fact take place?
A  No.
Q  He says in here at Page 73 that you were
concerned about your job if you talked about the
Indiana hospital scene. Is that true?
A  No.
Q  So you didn't tell Mr. Armstrong you were
concerned about possible adverse influence on you
either here or generally if you talked about Mr.
Armstrong?
A  No.
Q  And so Mr. LeMond just either has this wrong
or is making it up?
MR. WEEKS: Are you asking her for -- are you
asking for her to make a supposition as to why he's
testifying the way he is?
BY MR. TILLOTSON:
Q  Well, no. I want to know about the truth of
the statements attributed to you. Is there no truth to
those --

MR. WEEKS: She's already answered, sir.
BY MR. TILLOTSON:
Q  Are there no truths to those statements?
MR. WEEKS: You can answer, you can answer.
THE WITNESS: I'm sorry, ask me again.
BY MR. TILLOTSON:
Q  Is there no truth to the statements that you
told Mr. Greg LeMond that you were present at the
Indiana hospital room and confirmed what Betsy Andreu
told us which is that Mr. Armstrong admitted to EPO
use, growth hormone, testosterone and other drugs?
A  No. I told Greg LeMond I remember being in
a room and I remember watching a football game and
first meeting Betsy and Paige Carmichael.
Q  Do you remember if Mr. LeMond asked you if
Mr. Armstrong said he used drugs while you were in that
room?
A  He, he told me what Betsy told him and asked
me if I remember it that way.
Q  And your response to Mr. LeMond was?
A  No. I remember being in a room.
Q  Okay. Ms. Andreu testified in your, in your,
in your deposition that she told you she was
going to be deposed. Do you remember that taking
place?
A  Yes.
Did you offer her any advice, wisdom or guidance in connection with her deposition?

I just told her to say what she needed to say.

I knew I was going to be deposed.

She -- Ms. Andreu testified in her deposition that you had said to her that it's all so stupid, he, being Mr. Armstrong, will never get caught?

No. I said this is all so stupid, it needs to go away.

Meaning what?

Just like I didn't want to be involved.

And by that time were you -- I think you testified you were aware that you were going to be deposed in connection with this matter?

Yes.

Okay. Have you had any discussions with George Hincapie regarding his use -- his possible use of performance enhancing substances?

No.

With any of the riders who were teammates with Mr. Armstrong, have you spoken with any of them --

No.

Do you have any knowledge of any kind whether or not any teammate of Mr. Armstrong used performance enhancing substances?

No knowledge, no.

Well, you know some things from which you've read in the press, like about Mr. Hamilton, for example?

Oh, of course, of course, yes.

I want to set that aside --

Yes.

-- to anything that you might know that is not that you got from reading in the newspaper is my question.

I have no firsthand knowledge.

Let's put aside firsthand knowledge. How about secondhand, something you heard from someone?

Fourthhand, thirdhand, it's just --

Okay. I'm not trying to be difficult but --

Yes.

-- when witnesses say firsthand, I want to make sure I fully understand all your testimony, that's all.

That's okay.

I'm not, I'm not trying to be difficult.

Do you know who Julien Defrey (sic) is?

DeVries, sorry. I got a D in French, so --

I know -- I just know him from being a mechanic.

Did you -- would you speak with him when you --

No. We didn't like each other very much.

What was the source of that, can you tell us?

We would get -- he used to -- I'm not sure if it was the right -- well, it was actually Greg LeMond's
team when we sponsored Greg, he was LeMond's mechanic and he would call up and ask for product, and I would give him the product and then he would turn around and take it back to his homeland and he would sell it, so we don't talk.

Q Okay. Did he ever mention anything to you regarding Mr. Armstrong's possible use of performance enhancing substances?
A No.
Q Did he ever mention to you whether or not he had heard if Mr. Armstrong had paid money to cover up a positive test result in 1999?
A No.

MR. TILLOTSON: If you'll give us a few minutes, I want to go over a couple of my notes to see what other questions or issues I might have. Do you mind if we take a short break?
THE VIDEOGRAPHER: We're off the record at 11:55 a.m.

(Break.)
THE VIDEOGRAPHER: Back on the record at p.m.

BY MR. TILLOTSON:

Q Just a few more questions, Ms. McIlvain. First, we talked about a person named Justine, do you remember that?
A Yes.
Q I was referring to Justine Gubar. Is that who you were referring to?
A No.
Q Which Justine were you referring to?
A I -- you asked me if I knew a Justine, and I don't know Justine.
Q Okay.
A Only the one that Betsy always talks to.
Q Okay. And so this is -- the Justine you're referring to is the Justine that Betsy Andreu talked to that she tells you about?

Q Have you ever spoken to someone named Justine Gubar?
A No.
Q Someone named Joe Lindsey?
A Yes.
Q Who is Mr. Lindsey?
A He is a reporter.
Q For?
A I think he just does independent stuff.
Q Have you spoken to Mr. Lindsey about Lance Armstrong?
A Yes.
Q Have you discussed with Mr. Lindsey anything to do with what happened or didn't happen in the Indiana hospital room?
A No.
Q Have you discussed with Mr. Lindsey anything to do with College, the person we've been calling?
A No.
Q Have you discussed with Mr. Lindsey anything to do with performance enhancing drugs or substances...
McIlvain

24 and Mr. Armstrong?
25 A No.

Q What, what have you talked about with Mr. Lindsey as you recall?
A He was doing a piece on Outside magazine and he wanted to know our relationship with Oakley, and I told him I'm not going to talk -- if it's like a bad thing of trying to uncover anything, that I wasn't going to speak with him, and he told me it was a feel good maga -- feel good article that he was going to do, so he asked me what, what impact does Lance have on the public who have -- has had cancer, and so I told him the story about an autograph signing that we had at one of our stores and about this one lady when she got up to Lance, she started crying and I've never ever seen that before. It was like he was God like to these people.

Q Have you corresponded by e-mail with Betsy Andreu?
A Yes.

Q Have -- do you remember if you sent any e-mails that have discussed the Indiana hospital room matter?
A No.

Q Any e-mails that have discussed College or anything College did?
A No.

Q You know who Kevin Livingston is, don't you?
A Yes. He was a sponsored athlete.

Q As well?
A Yes.

Q Have you ever spoken with Kevin Livingston about Mr. Armstrong and performance enhancing drugs or substances in any way?
A No. We didn't have a -- we -- he was sponsored but we didn't talk often.

Q Okay. Have you spoken with Mr. Hamilton since he tested positive?
A No.

Q Have you spoken with Mr. Armstrong about Mr. Hamilton testing positive?
A No.

Q Have you spoken to Jennifer Burton?
A No.

Q Do you know who Jennifer Burton is?
A No.

Q All right. How about Tom Weisel?
A No.

Q Do you know who Mr. Weisel is?
A Oh, yeah.

Q Okay.

MR. WEEKS: Mr. Weisel?

MR. HERMAN: Weisel.
MR. TILLOTSON: Weisel, sorry.
MR. WEEKS: Weisel, okay.
MR. TILLOTSON: We call him Weisel but not to his face.

MR. COMPTON: I said Weisel.

BY MR. TILLOTSON:
Q You know who Mr. Weisel is but you haven't
spoke to him?

A No.

Q All right.

MR. HERMAN: You say Weisel, I say Weisel.

BY MR. TILLOTSON:

Q And last, have you spoken to Mr. Armstrong's
former wife within the last year?

A Yes.

Q Have you discussed with her anything regarding
Mr. Armstrong and performance enhancing drugs or
substances?

A No.

Q Has that subject ever come up between you and
Mrs. Armstrong?

A No. We don't talk about Lance.

MR. TILLOTSON: I appreciate your time. Those
are all the questions I have. Mr. Herman may ask you
some questions and I may have the right to follow up
after that.

THE WITNESS: Okay.

MR. TILLOTSON: -- but at this time I'm
passing the witness here and we appreciate your
hospitality in coming down here.

THE WITNESS: Thanks.

MR. HERMAN: I want to switch places with you.

Let's go off the record.

MR. TILLOTSON: Let's go off the record and
we'll switch places.

THE VIDEOGRAPHER: Off the record at
p.m.

(Break.)

THE VIDEOGRAPHER: Back on the record at
p.m.

EXAMINATION

BY MR. HERMAN:

Q Ms. McIlvain, my name is Tim Herman, and I
represent Tailwind Sports Corp. and Lance Armstrong in
this dispute about which you discussed with Mr.
Tillotson earlier.

A Okay.

Q You and I have never met before today, have
we, ma'am?

A No.

Q And we've never spoken before today, have we?
A No.

Q Okay. Mr. Tillotson has covered most of the,
you know, issues or questions about your career and
your profession and so forth. One thing that I was
curious about, you said that you knew you were going to
be deposed.

Has anyone with SCA attempted to contact you
prior to let's say this past Thursday or Friday?

A Yes.

Q Tell me who has attempted to contact you?
A Chris Compton.

Q All right. And is that -- was that the source
of your knowledge that you were going to be deposed
or --

A No.

Q -- or attempted to be deposed?
A No.
Okay. Well, tell me, while we're on that topic, tell me how -- what sort of contact you had with Mr. Compton?

A He left two messages on the machine.

Q And when, when were those messages left?

A October 27th.

Q October 27th?

A Uh-huh.

Q Okay. And what were the messages?

A The first one at home just asked for Pat or myself to give him a call back, that we needed to discuss this issue, and the other one was on my cell phone, and he asked me to call him back and that he hopes that we can resolve this before it's detrimental to the McIlvain family.

Q What did that mean, do you know?

A I don't know.

Q How did he have your cell phone number, do you know?

A He must have got it from Betsy.

Q Okay. You mentioned that you and Betsy are friends and that she said that you all spoke three times a day. Is that --

A We spoke a lot, yes. She's my -- she's a friend.

Q Okay.

A Yeah.

Q No. I mean I --

A No, no.

Q I was just curious. Now, Mr. Tillotson asked you about this gathering in this Indianapolis hospital, do you recall that?

A Yes.

Q Okay. Can you tell me, if you can recall, prior to this incident that Mr. Tillotson asked you about occurring in '96, do you know how long Mr. Armstrong had been at the hospital in Indianapolis?

A That day you mean?

Q No. I assume that you went to this -- you went to see him, you were in a conference room as you described where they were watching a football game and I was just curious about how long Lance had been in the hospital by that time?

A Oh, I'm not sure.

Q But had he been there several days?

A Yes.

Q Okay. Was that the first time you had visited him at the hospital in Indianapolis or not, can you recall?

A I can't recall if it was the first.

Q Normally if you would go there for a day or two, I take it you would -- if you were spending a couple of days there, you might visit two or three times while you were in town?

A Yes.

Q Okay. Now, you mentioned that in Mr. Armstrong's contract there was a provision for termination if there was some confirmation that he had engaged in some prohibited conduct including I guess this performance enhancing substances?
McIlvain

Q. Okay. Are you familiar with the testing procedures generally of the UCI, for example, and so forth?
A. No.
Q. Okay. You know that Mr. Armstrong has been tested numerous times by a variety of sanctioning bodies?
A. Yes.
Q. And is Oakley or at least you on behalf of Oakley, are you aware of any positive tests ever conducted on Mr. Armstrong?
A. No.
Q. In or out of competition?
A. No.
Q. Let me, let me ask you, right at the end of your testimony you mentioned an incident or an occurrence where you observed the impact that Mr. Armstrong has on either cancer victims or cancer survivors, do you recall that?
A. Yes.
Q. Okay. And have you -- if one were to suggest that Mr. Armstrong did not really exert any efforts on behalf of cancer survivors or cancer victims, that he was using it as a public relations stunt, how would you reply to that?
A. It's crazy.
Q. What has been your experience about -- or your observation about the sincerity or seriousness with which Mr. Armstrong addresses the needs of cancer patients and cancer survivors?
A. He's very compassionate and he does care about those -- the people who have cancer or if they've survived it.
Q. And in your experience do those people necessarily have to be cycle or cycling fans or aficionados in order to be inspired by him?
A. No. I think they're just -- anybody who's had cancer or is surviving it, I think they just, you know -- they're not, they're not actually cyclists or -- they're just your normal people, yeah.
Q. And is -- I mean in your opinion are there a large number of cancer patients or survivors for whom Lance has been and continues to be an inspiration?
A. Yes.
Q. When you talked to Greg LeMond about this

Indiana polis situation, did you tell him anything different than you've told Mr. Tillotson today about your recollection of what happened in Indianapolis?
A. No.
Q. Now, I'm going to just kind of go through some questions here that I will tell you I've drawn from the depositions of either Greg LeMond, Kathy LeMond or Betsy Andreu and ask you if, if -- just have you describe whether it's accurate or not. Okay?
A. Okay.
Q. Okay. Now, did you tell Betsy Andreu that while Lance was doing a commercial, you overheard Lance call John Kioroth, College, and ask him to remove EPO from his house refrigerator because Lance was afraid Kristin would freak out?
A No.

Q Did you ever tell Betsy Andreu that Lance had told you that, quote, "we all use EPO," close quote, in professional cycling?

A No.

Q How many times have you spoken to Greg LeMond?

A This was the first time -- one time, it's the first time talking to him since I believe '91 when, when his contract was let go.

Q Okay. So since 1991 you've spoken to him one time and that would have been sometime in 2005?

A Yes.

Q Okay. Do you recall what time of the year in 2005?

A No.

Q Did you ask Betsy Andreu to have Greg LeMond call you?

A No.

Q Would there be any reason why you would have asked Betsy Andreu to have Greg LeMond call you?

A No. She called me and told me that she gave Greg my number.

Q Okay. Did you tell -- because the story's a little different here, so, so -- did you tell Greg LeMond that College or John Korioth had told you that he had to get rid of EPO because Kristin was headed home and she might use it against him?

A No.

Q Did you tell Greg LeMond anything that involved John Korioth or College?

A No. We didn't talk about John Korioth.

Q Did you, did you tell Greg LeMond during this conversation that there were threats that had been made against you by Lance Armstrong and that you were fearful for your job if you were to talk about the Indianapolis hospital incident?

A No.

Q Have there ever been threats made to you either directly or indirectly by Lance Armstrong?

A No.

Q Did you tell Greg LeMond that Lance Armstrong plays up his image trying to be a good father but that he really doesn't care about his children?

A No.

Q Have you observed Mr. Armstrong in the company of his children?

A Oh, yes, yes.

Q And what have you to say about whether he's faking it or --

A You can't, you can't fake being a good dad, a good father, and his children love him and he loves them back.

Q And he's quite devoted to his children?

A Yeah, yeah.

Q Did Greg LeMond during this conversation which he initiated ask or encourage you to testify negatively
about Lance Armstrong in this case?

A    Yes.

Q    Did you ever tell Greg LeMond that Lance

A    Armstrong is, quote, one of the most unethical persons

Q    she has ever met or you have ever met?

A    No.

Q    What have you to say about Mr. Armstrong's

A    ethics?

Q    Did you ever tell Greg LeMond that Lance

A    Armstrong had hacked into your computer?

Q    Okay. And --

A    He couldn't hack into my computer because I'm

Q    on the Oakley server and there's no way they can hack

A    into my computer.

MR. WEEKS: That's what we hope at least.

THE WITNESS: Well --

MR. TILLOTSON: Chris is on it now.

MR. WEEKS: Chris has hacked it already here

in the building he's in. You're a good boy.

MR. HERMAN: He's ordered several hundred
pairs of sunglasses.

Q    Did you tell Greg LeMond during this
conversation that you no longer can speak directly to
Lance Armstrong in connection with the Oakley business
relationship but now you have to speak and go through
solely John Korioth?

A    No.

Q    Have you ever gone through John Korioth for --

A    other than trying to fish a car out of the lake, have
you ever gone through John Korioth for any business
relationship with Mr. Armstrong?

A    No. He's not -- he doesn't represent Lance as

an agent or any business dealings.

Q    All right. I guess you've already indicated
that this never happened or anything close to it, but

did -- I take it you did not tell Mr. LeMond that

Korioth gave you the story or information about having

the EPO in the refrigerator?

A    No.

MR. WEEKS: Is that your phone?

MR. HERMAN: It is.

BY MR. HERMAN:

Q    Did you tell Greg LeMond during this

conversation that you no longer can speak directly to
Lance Armstrong in connection with the Oakley business
relationship but now you have to speak and go through
solely John Korioth?

A    No.

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A    other than trying to fish a car out of the lake, have
you ever gone through John Korioth for any business
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Q    All right. I guess you've already indicated
that this never happened or anything close to it, but

did -- I take it you did not tell Mr. LeMond that

Korioth gave you the story or information about having

the EPO in the refrigerator?

A    No.

MR. WEEKS: Is that your phone?

MR. HERMAN: It is.

Page 27
McIlvain


MR. TILLOTSON: I just have a couple of brief follow-up questions.

MR. WEEKS: Are you okay from there?

MR. TILLOTSON: Can you hear me from here?

THE VIDEOGRAPHER: You should wear the mike.

MR. TILLOTSON: Don't you -- do you have one?

MR. COMPTON: I don't think you have to get up.

FURTHER EXAMINATION

BY MR. TILLOTSON:

Q Just a couple of follow-up questions. Mr. Herman asked you regarding how you knew that you were going to be deposed in your conversations with Mr. Compton.

Have you spoken with Mr. Armstrong regarding the fact that you either are or may be deposed in this case?

A No.

Q So you've had no conversations with Mr. Armstrong about the possibility you might be deposed?

A No.

Q Any e-mails from Mr. Armstrong regarding the deposition?

A No.

Q Second, Mr. Herman asked you about whether or not you were aware of any positive test by Mr. Armstrong. Is Oakley -- has Oakley taken any action with respect to Mr. Armstrong regarding the newspaper article that was published by the French newspaper L'Equipe --

A No.

Q -- concerning the '99 testing?

A No.

Q You are aware of the article?

A Yes.

Q But Oakley has not taken any action regarding that?

A No.

Q And last, Mr. Herman asked you some questions regarding the Indiana hospital incident, and I want to make sure I understand, I know we keep asking about this, I want to make sure I understand what you're saying. You're not suggesting that it's not possible that Ms. Andreu heard what she heard, you're just saying that whatever it is you heard or recall, you don't remember anything about that?

A Right.

Q You're not stating that you remember everything said and Ms. Andreu just has it wrong, you just don't recall or didn't hear anything like that, is that fair?

A Yes.

MR. TILLOTSON: Okay. Thank you for your time.

Counselor, thank you for your time and for lunch.

MR. WEEKS: No problem. How do you handle this? I think it would be good if Mrs. McIlvain had
McIlvain

the opportunity to just review her deposition, make
corrections in there if she wants to.

MR. TILLOTSON: Sure. Why don't we go off the

record.

MR. HERMAN: Can we go off the record?

MR. WEEKS: Yeah, good.

MR. TILLOTSON: We'll do it off the record and

we'll set some procedures.

MR. WEEKS: Thank you.

THE VIDEOGRAPHER: Going off the record at

12:44 p.m.

(Discussion off the record.)

THE VIDEOGRAPHER: This concludes volume one

of the deposition of Stephanie McIlvain. There was one

videotape used in this volume. We're now off the

record for the day at 12:48 p.m.

I, STEPHANIE ANN McILVAINE, do hereby declare
under penalty of perjury that I have read the foregoing
transcript; that I have made such corrections as noted
herein, in ink, initialed by me, or attached hereto;
that my testimony as contained herein, as corrected, is
true and correct.

EXECUTED this ______ day of ____________,

20____, at ________, ___________.

(City)                  (State)

STEPHANIE ANN McILVAINE

**CONFIDENTIAL TRANSCRIPT - FOR ATTORNEYS' EYES ONLY**
Reporter of the State of California, do hereby certify:

That the foregoing proceedings were taken before me at the time and place herein set forth; that any witnesses in the foregoing proceedings, prior to testifying, were placed under oath; that a verbatim record of the proceedings was made by me using machine shorthand which was thereafter transcribed under my direction; further, that the foregoing is an accurate transcription thereof.

I further certify that I am neither financially interested in the action nor a relative or employee of any attorney of any of the parties.

IN WITNESS WHEREOF, I have this date subscribed my name.

Dated: ______________________

____________________________
KATHY P. PABICH
CSR No. 5021

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