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September 28, 2000

VIA FACSIMILE

Daniel Robert Bartley, Esq.
Law Offices of Daniel Robert Bartley
P.O. Box 686
Novato, CA 94948-0686

Re: *People of the State of California ex rel. Spooner v. Pacifica Foundation, et al.*, Alameda Superior Court Case No. 831252-3

Dear Mr. Bartley:

Mr. Rapaport and his firm are co-counsel with me and my Firm in the referenced matter. The circumstance that you and your clients have unilaterally chosen to name Mr. Murdock, a member of this Firm, as a defendant in his capacity as a Director of The Pacifica Foundation, is not a circumstance that, to our understanding, would disqualify this firm from representing the Foundation. Particularly so as we do not represent Mr. Murdock, or any of the individual defendants, in the *Spooner* matter. It also may be the case that you were not informed: (a) that the Board, without Mr. Murdock's participation, voted to retain this Firm as the Foundation's counsel; and (b) an independent counsel's opinion was obtained by the Board respecting the propriety of that retention in the circumstances.

Your "meet and confer" letter is devoid of any citation to authority for your position. Consequently, we are compelled at present to view your demand as an unjustified attempt to deprive our client of counsel of its choice. In the circumstances, should you pursue the course you threaten, the Foundation would view that as intentional bad faith conduct and address that issue with the Court for appropriate

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remedies. If, however, you have any authority which, taking into account all the facts, you believe sustains your asserted point of view, we would be pleased to consider it and to respond as appropriate.

Very truly yours,

EPSTEIN BECKER & GREEN, P.C.

By: 
Daly D.E. Yemchine

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cc: The Pacifica Foundation
Daniel Rapaport, Esq.