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FAX TRANSMISSION COVER SHEET

DATE: September 28, 2000

TO: Daly D.E. Temchine, Esq. - Fax 202 296 2882

CC: Daniel Rapaport, Esq. - Fax 510 834 1928

Kenneth Frucht, Esq. - Fax 415 392 7973

Dan Siegel, Esq. - Fax 510 444 6698

Kelvin Gong, Esq. - Fax 415 703 5480

Carol Spooner - Fax 707 576 1360

FROM: Daniel Robert Bartley - Fax 415 898 4841

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

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September 28, 2000

Daly D. E. Temchine, Esq.
 Epstein, Becker & Green, P.C.
 1227 25th Street, N.W., Suite 700
 Washington, D.C. 20037-1175

Via United States Mail and
 Via Fax to 202 296 2882

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

Dear Mr. Temchine:

Thank you for your same-day response to my letter faxed to you today, asserting my clients' view that you and your firm are disqualified from serving as counsel for Pacifica Foundation, on conflict of interest grounds.

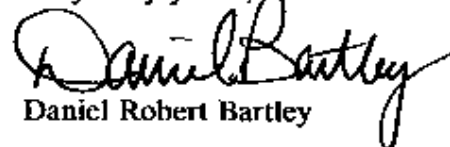
Per your request, I am citing to you applicable authority supporting my client's position, with the expectation that you will provide me the authority that you contend supports your position.

Specifically, this action on behalf of the Pacifica Foundation public mutual benefit corporation is the functional equivalent of a shareholder's derivative lawsuit involving a stock corporation. In a shareholder's derivative action, the corporation, while nominally a defendant, is actually a plaintiff. If the allegations of the relators in *People of the State of California ex rel. Spooner v. Pacifica Foundation, et al.* are proved, the corporation stands to benefit from recovery for your partner's wrongful actions. California case law clearly forbids dual representation of a corporation and directors in a shareholder derivative suit where the directors are accused of material wrongdoing. See, e.g., *Forrest v. Bueza*, 58 Cal. App. 4th 65, 74-75 (1997).

Even though Epstein, Becker & Green may elect to not be counsel of record for Epstein, Becker & Green partner John Murdock, such action still does not negate the very substantial conflict of interest posed by Mr. Murdock being part of Epstein, Becker & Green.

We request that you and your firm voluntarily disqualify yourselves from any representation of the Pacifica Foundation.

Very truly yours,


 Daniel Robert Bartley

cc Daniel Rapaport, Esq.
 Kenneth Frucht, Esq.
 Dan Siegel, Esq.
 Kelvin Gong, Esq.