

DECLARATION OF CAROL SPOONER IN SUPPORT OF PRELIMINARY INJUNCTION
PROHIBITING ELECTION OR REMOVAL OF DIRECTORS

CAROL SPOONER hereby declares under penalty of perjury that the following is true and correct:

1. I am a Relator appointed by the California Attorney General in this action. I submit this declaration in support of Plaintiffs' and Cross-Complainants' Motion for Preliminary Injunction to Prohibit Election or Removal of Directors. I have personal knowledge of the facts stated herein and, if sworn to testify, would competently testify thereto.

2. I am a member of the KPFA Local Advisory Board. I was present at the meeting of that Board in San Jose, California, on February 21, 2001. At that meeting the local board re-elected Peter Bramson for a second 3-year term commencing March 2001 to represent us as a director of the Pacifica Foundation. I believe there were about 18 of the 22 local board members present at that meeting. There were no votes opposed to Mr. Bramson's re-election, and one abstention – my own.

3. Attached hereto as "Exhibit A" is a true copy of the Pacifica Foundation Articles of Incorporation. A certified copy of the Articles of Incorporation was filed with the court on February 26, 2001 as attachments to the Declaration of Daniel Robert Bartley in support of our prior application for Temporary Restraining Order and Preliminary Injunction.

4. Attached hereto are true copies of the Pacifica Foundation Bylaws as amended from time to time. By Stipulated Order filed March 12, 2001, the Pacifica Foundation previously stipulated to the authenticity of these documents when submitted as attachments to the Declaration of Carol Spooner in support of our February 26, 2001 application for Temporary

Restraining order and Preliminary Injunction. Attached hereto as “Exhibit B” is a true copy of the Pacifica Foundation Bylaws as amended January 31, 1984. Attached hereto as “Exhibit C” is a true copy of the Pacifica Foundation Bylaws as Amended September 28, 1997. Attached hereto as “Exhibit D” is a true copy of the Pacifica Foundation Bylaws as Amended February 28, 1999.

5. Attached hereto as “Exhibit E” is a true copy of the Pacifica Foundation “Ownership Report” filed with the FCC on December 28, 1987. Attached hereto as “Exhibit F” is a true copy of the Pacifica Foundation “Ownership Report” filed with the FCC on March 30, 1990. Certified copies of these documents were filed with the Court on February 26, 2001 as attachments to the Declaration of Daniel Robert Bartley in support of our application for Temporary Restraining Order and Preliminary Injunction.

6. I personally downloaded from the Pacifica Foundation internet web page at www.pacifica.org/board/members/members.html the list entitled “PACIFICA BOARD MEMBERS ELECTIONS AND TERMS” updated November 2, 1999, attached hereto as “Exhibit G.”

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct, and was executed at Santa Rosa, California, this 22nd day of August 2001.

CAROL SPOONER