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5 Attorneys for Defendants  
PACIFICA FOUNDATION,  
6 DAVID ACOSTA, MARY FRANCES BERRY,  
LYNN CHADWICK, VALRIE CHAMBERS,  
7 ANDREA CISCO, ROBERT FARRELL, KEN FORD,  
WENDELL JOHNS, BERTRAM LEE,  
8 BETH LYONS, JUNE MAKELA, FRANK MILLSPAUGH,  
JOHN MURDOCK, MICHEAL PALMER, and  
9 KAROLYN VAN PUTTEN

10  
11  
12 UNITED STATES DISTRICT COURT  
13 NORTHERN DISTRICT OF CALIFORNIA

14  
15 THE PEOPLE OF THE STATE OF  
CALIFORNIA, ex rel. CAROL SPOONER,  
16 et al.,

17 Plaintiffs,

18 vs.

19 PACIFICA FOUNDATION, a California  
non-profit public benefit corporation and  
20 charitable trust, et al.,

21 Defendants.

Case No. C 00 3815 MJJ

**DECLARATION OF LYNN  
CHADWICK IN OPPOSITION TO  
MOTION TO DISQUALIFY  
WENDEL, ROSEN, BLACK &  
DEAN, LLP AS DEFENDANTS'  
COUNSEL**

22  
Date: January 9, 2001  
Time: 9:30 a.m.  
Courtroom: 11  
23 Judge: Hon. Martin J. Jenkins

24 I, Lynn Chadwick, declare:

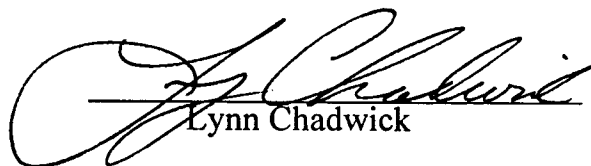
25 1. I served as the Executive Director of Pacifica Foundation during the years  
26 1998 and 1999. During that time, I became familiar with the policies and procedures of  
27 Pacifica Foundation. The information contained herein is within my personal knowledge  
and if called as a witness, I could and would competently testify thereto.

28 2. The Directors of Pacifica Foundation do not receive any compensation for

1 services rendered as directors of Pacifica Foundation.

2 3. As the Executive Director of Pacifica Foundation, I had the authority to hire  
3 legal counsel to represent Pacifica Foundation ("Pacifica"). In my capacity as Executive  
4 Director, I was the one who made the decision to retain, and I retained, Wendel, Rosen,  
5 Black & Dean, LLP ("Wendel, Rosen") as counsel for Pacifica to represent it in the  
6 action *Adelson v. Pacifica Foundation, et al.* in 1999. After retaining Wendel, Rosen, I  
7 agreed that Wendel, Rosen should represent the individual directors of Pacifica who had  
8 been named as defendants in the *Adelson* action, who, in turn, agreed to be represented by  
9 Wendel, Rosen. Subsequently, when Carol Spooner and others applied to the California  
10 Attorney General for leave to sue Pacifica and its directors in *quo warranto*, I again  
11 decided to retain Wendel, Rosen to represent Pacifica with respect to that proceeding. I  
12 again agreed that Wendel, Rosen should also represent Pacifica's directors who had been  
13 named as defendants in the proposed *Spooner* complaint. I was not named as a defendant  
14 in the proposed complaint submitted to the Attorney General by Ms. Spooner.

15 I declare under penalty of perjury, under the laws of the United States that the  
16 foregoing is true and correct and that this Declaration was executed in Oakland,  
17 California, on this 21<sup>st</sup> day of November, 2000.

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20   
Lynn Chadwick