

EPSTEIN BECKER & GREEN, P.C.

ATTORNEYS AT LAW

1227 25TH STREET, N.W., STE. 700

WASHINGTON, D.C. 20037-1175

(202) 861-0900

FAX: (202) 296-2882

DIRECT:

202-861-1837

DTMCHINE@EBGLAW.COM

250 PARK AVENUE
NEW YORK, NEW YORK 10177-1211
(212) 351-4500

1875 CENTURY PARK EAST, STE. 500
LOS ANGELES, CALIFORNIA 90067-2506
(310) 556-8861

ONE LANDMARK SQUARE, STE. 1800
STAMFORD, CONNECTICUT 06901-2681
(203) 348-3737

THE LEGAL CENTER
ONE RIVERFRONT PLAZA, 7TH FLOOR
NEWARK, NEW JERSEY 07102-5480
(973) 642-1900

55 EAST MONROE STREET, 29TH FLOOR
CHICAGO, ILLINOIS 60603-5709
(312) 845-1999

75 STATE STREET, 27TH FLOOR
BOSTON, MASSACHUSETTS 02109-1813
(617) 342-4000

3399 PEACHTREE ROAD, N.E., SUITE 1400
ATLANTA, GEORGIA 30326-2834
(404) 812-5680

TWO EMBARCADERO CENTER, SUITE 1650
SAN FRANCISCO, CALIFORNIA 94111-3994
(415) 398-3500

PARK CENTRAL VII
12750 MERIT DRIVE, STE. 1320
DALLAS, TEXAS 75251-1210
(972) 628-2450

October 10, 2000

VIA EMAIL and FIRST CLASS MAIL

Leslie Cagan
550 Ft. Washington Ave., #3E
New York, NY 10033

Dear Ms. Cagan:

While they appreciate the trust expressed by your request to be represented by them, Defense Counsel must respectfully decline to act as your counsel in the *Spooner* and *Robinson* matters. In the circumstances as known to us, we cannot reasonably conclude that your interests are aligned with the parties we represent.

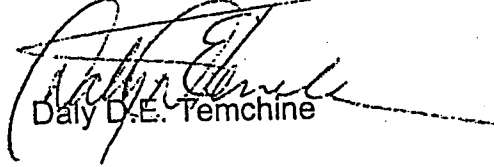
We are informed, for example, that you are holding a public meeting today to take issue with the decisions and actions of a majority of the Pacifica Foundation Board. Since we represent the Foundation and the individuals comprising that majority, as well as the Foundation's officers who carry out the decisions of that majority, we are on clear notice that your point of view differs from theirs in substantive respects.

We are given further cause for concern by your letter. The scope and nature of your questions suggests to us that you do not presently know whether your interests are aligned with those of our clients. In Defense Counsel's letters and email communications to you, we fairly described the position of the parties we represent. That position is that none of the plaintiffs' claims in the *Spooner* and *Robinson* matters have any merit. We believe that is a clear and unambiguous statement of position. Our responsibility as their counsel is to persuade the courts of the merits of that position by all appropriate means which the facts and the law permit.

Leslie Cagan
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This explanation apparently leaves you with reservations as to whether you are of a like mind. Therefore, we have reached the conclusion that our obligations to our existing clients do not permit us to become your counsel.

Very truly yours,



Daly D.E. Temchine

cc: The Pacifica Foundation
Dan Rapaport, Esq.