Terry Gross (103878) Adam C. Belsky (147800)	
GROSS & BELSKY LLP One Maritime Plaza, Suite 1040	
San Francisco, California 94111 Telephone: (415) 544-0200	
Facsimile: (415) 544-0201	
Attorneys for Plaintiffs/Relators PEOPLE EX REL. CAROL SPOONER	R, et al.
James Wagstaffe (95535)	
Timothy Fox (190084) KERR & WAGSTAFFE, LLP	
100 Spear Street, Suite 1800 San Francisco, CA 94105	
Telephone: (415) 371-8500 Facsimile: (415) 371-0500	
Attorneys for Plaintiffs	
MORAN, CAGAN and BRAMSON	
	T OF THE STATE OF CALIFORNIA
COU	JNTY OF ALAMEDA
UNLIM	MITED JURISDICTION
DAVID ADELSON, et al.,	) Consolidated Case No.: 814461-0
Plaintiffs, v.	) [Consolidated with No. 831252-3 ) and No. 831286-0]
PACIFICA FOUNDATION, et al.,	) ) DECLARATION OF TERRY GROSS IN
Defendants.	<ul><li>SUPPORT OF PLAINTIFFS' AND CROSS</li><li>COMPLAINANTS' MOTIONS TO BE</li></ul>
PEOPLE OF THE STATE OF CALIFORNIA, ex rel. CAROL	HEARD ON SEPTEMBER 13, 2001
SPOONER, et al., Plaintiffs,	) Date: September 13, 2001 ) Time: 9:00 a.m.
V.	) Dept.: 22 ) Judge: Hon. Ronald M. Sabraw
PACIFICA FOUNDATION, et al., Defendants.	)
ROBERT ROBINSON, et al.,	_
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Plaintiffs, v.	)
PACIFICA FOUNDATION, et al., Defendants.	)
TOMAS MORAN, et al., Cross-Complainants, v.	)))
PACIFICA FOUNDATION, et al., Cross-Defendants.	)

TERRY GROSS hereby declares under penalty of perjury under the laws of the United States as follows:

- 1. I am a member of Gross & Belsky LLP, counsel for plaintiffs People of the State of California ex rel. Carol Spooner ("Spooner") in this action, and I submit this declaration in Support of Plaintiffs' and Cross-Complainants' Motions to Be Heard on September 13, 2001. The matters contained in this declaration are of my own personal knowledge, or are based on a review of court records.
- 2. A true and correct copy of the Declaration of Daniel Rapaport in Opposition to Plaintiffs' Motion For Undertaking, dated May 3, 2001, is attached hereto as Exhibit A.
- 3. A true and correct copy of the relevant pages of the transcript of proceedings on May 21, 2001, related to Plaintiffs' Motion For Undertaking, is attached hereto as Exhibit B.
- 4. On May 22, 2001, the Court entered an Order Granting Motion of the People/Spooner Plaintiffs For a Preliminary Injunction Regarding Advancement of Defense Fees and Costs. A true and correct copy of this Order is attached hereto as Exhibit C.
- 5. My firm entered an appearance as counsel in the *People ex rel. Spooner* action in June 2001, after there had been a substantial amount of proceedings in this matter. From my own experience, I estimate that it will cost in excess of \$50,000 for each firm, for a total of \$100,000 for both firms, for the new law firms to come up to speed in this matter. In addition, on or about July

1	24, 2001, I had a telephone conversation with Pacifica's prior counsel, Daly Temchine, in which he
2	stated that he believed it would cost in excess of \$100,000 for the two new law firms to come up to
3	speed in this matter.
4	6. Neither of the two current law firms are being paid under a policy of insurance. On
5	or about August 15, 2001, I had a conversation with Robert Darby, Esq., of Fulbright & Jaworski,
6	and he stated that neither his firm nor Williams & Connolly was being paid by insurance, and that
7	both firms were retained.
8	7. On August 17, 2001, I received a letter from Christina Giffin or Williams & Connolly
9	LLP, Pacifica's new counsel, stating that "inasmuch as Peter Bramson's term as a director of the
10	Board of the Pacifica Foundation has expired, he will not participate in the Board meeting currnetly
11	scheduled for September 19, 2001." A true and correct copy of this notice is attached hereto as
12	Exhibit D.
13	8. Based on my experience as an attorney, I estimate that the reasonable cost for legal
14	fees and expenses, even at reduced rated, for work on behalf of the individual director defendants
15	on the prior motion for an undertaking, the current demurrer and motion to strike, the opposition to
16	this motion, and legal work analyzing the individual defendants' defense and liability under the First
17	Amended Complaint, plus legal work to defend the self-dealing cause of action, would be
18	approximately \$60,000. I also estimate that the defense costs for this litigation from the time new
19	counsel came into the case through trial to be, conservatively, approximately \$300,000.
20	Evented in San Francisco, California en Avenat 22, 2001
21	Executed in San Francisco, California, on August 23, 2001.
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23	TERRY GROSS
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