

From: Daly Temchine
To: e:lesliecagan@igc.org
Date: 10/05/2000 12:07:21 PM
Subject: The Pacifica Foundation

Dear Director:

We have received some responses to Dan Rapaport's letter to you of last week explaining the circumstances under which his Firm and mine can represent you, if you so desire, in the cases brought against the Pacifica Foundation in which you have been named as defendants by the plaintiffs. The utility to the Foundation of multiple representations by its counsel is that, if feasible, it conserves its assets as represented by its D&O insurance policy.

As Dan's letter explained, a key element of our ability to undertake that representation is that you perceive your interests and views respecting the plaintiffs' claims and the judicial relief they seek, as being wholly aligned with the Foundation's position. Its firm position, as you know, is that all such claims are without merit, and the plaintiffs are not entitled to any of the relief they demand.

We need to have your immediate written response, as we should take prompt actions if we are to protect the interests of the Foundation and of those Directors aligned with it who wish for the Wendel Rosen and Epstein Becker firms to represent them in the lawsuits in which they are named. An email response will be fine as we will confirm the receipt of that response in writing.

For those of you who are not aligned with the Foundation's position, please let us have your written advice to that effect. We request that information so that we will know not to contact you directly, but to direct any communications to such counsel as you may select. In the circumstances, because of the press of time, we will be forced to assume that any Director who, within the next 48 hours, does not respond affirmatively that he or she does wish to be represented by the Foundation's counsel, is aligned against the Foundation.

Due caution requires that assumption in order for us to protect fully the Foundation's interests and privileges. We must be mindful that two of the Foundation's Directors filed one of the suits at issue here without prior notice to the Foundation. Therefore, although it is a regrettable circumstance, as counsel for the Foundation and those who wholly support its actions and goals, we would be remiss if we assumed that a person's title reflected their alignment in these litigations.

Sincerely Yours,

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