

Dear Elliot

My view is that:

1) The matter should not have gone on to the agenda;

2) It should not be brought up at the board meeting.

3) Maybarn should be told to answer any inquiries, in substance, as follows:

I and the other board members believe that ~~there has been absolutely no breach of any integrity~~ in every action of his, as a director and otherwise. Mr. Porter has observed the highest standards of professional and personal conduct and integrity. ~~We are advised~~ because the matters raised involve legal points.

we have turned the letter of Mr. Davis over to Club counsel. They have advised us that the claims made and questions raised are of no substance. They will reply directly to Mr. Davis.

4) at our meeting Friday night it was suggested that we have the matter come up and then have Litten attack the conflicts of interest (real ones). I am afraid of doing this without knowing a good deal more.

5) A director is entitled to counsel in case of charges such as this. If the matter goes further I think you should consult some lawyer to advise you

personally. I see no reason
why a member of
the Legal Committee, in
California, should not
be assigned to advise you.

Ed.