

Ms. Leslie Bains  
Partner  
Raycliff Capitol  
[REDACTED]  
New York, NY 10022

F: AM/CA  
(date  
sent Oct  
2005?)

Leslie:

The past few months have been difficult ones for the University. As a result, a group of Trustees have come together as an Ad Hoc Committee determined to resolve the primary issues at hand and to turn the Board's attention back to the continued progress of the institution and to sound governance by the Board.

The Ad Hoc Committee will be meeting with Dr. Ladner. In preparation for that meeting, we would like the full cooperation of Arnold & Porter in helping us achieve closure on the major issues before us. With or without Arnold & Porter's help, we expect to be able to report a set of recommendations to the Board at the next meeting. Those recommendations, if accepted by the Board, will resolve the matters that have consumed the Board since the Audit Committee's reported receipt of the anonymous letter accusing Dr. Ladner of wrongdoing.

We write to ask you to join with the Ad Hoc Committee in its efforts to place the Board's actions in proper alignment with the interests of the University, sound non-profit governance and legal compliance. Indeed, it is our hope that the entire Board will join the Ad Hoc Committee itself and help shape its final recommendations. In any case, we ask you to request that the currently identified Audit and Executive Committees stand down in their activities for the next weeks, while the Ad Hoc Committee completes its work and reports its recommendations at the next Board Meeting. Additionally, we request that you agendize the Ad Hoc Committee's report and call for votes of the full Board on each of its formal recommendations.

Thank you for your assistance in this difficult time. All of us are anxious to immediately curtail the expense and acrimony of this period in American University's history. Please let us know if Arnold & Porter will be cooperating with the Ad Hoc Committee's efforts. Finally, the Ad Hoc Committee supports the University By-Laws provision which excludes conflicted Trustees from voting. We believe that Margery Krauss is such a trustee with regard to these matters. We seek your assistance in asking Margery to recuse herself in writing from voting, acting or participating in the Board's deliberations on these matters. If she will not, then we ask you to agendize, as the first order of business, a ~~vote on her disqualification from voting on any other matters before the Board at that meeting.~~

Sincerely (on file), David Carmen, Bob Pincus, Fuad El-Hibri, Jerome Del Pino, Pam Deese, Robyn Mathias, John Petty, Jeff Sine\* (exception noted), Charles Lydecker, Jack Cassell, Jerome Del Pino, Hani Farsi

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