ORRICK

ORRICK, HERRINGTON & SUTCLIFFE LLP
1000 MARSH ROAD
MENLO PARK, CALIFORNIA 94025-1015
tel +1-650-614-7400
fax +1-650-614-7401
WWW.ORRICK.COM

February 15, 2012

Joseph C. Liburt
(650) 614-7447
jliburt@orrick.com

VIA FEDERAL EXPRESS AND E-MAIL

Mr. Kelvin Gong
Office of the Attorney General
455 Golden Gate Avenue, Suite 11000
San Francisco, CA 94102-7004

Re: Petition to Construe or Modify Trust Instrument for Deep Springs College

Dear Mr. Gong:

I represent Kinch Hoekstra, a Trustee of the L. L. Nunn Trust and a Director of the Deep Springs College Corporation. Mr. Hoekstra intends to oppose David Hitz's Petition for Court Order Construing Trust Provisions, or, If Necessary, Modifying the Trust Instrument, which Mr. Hitz's counsel filed with the Inyo County Superior Court and sent to your office on February 6, 2012. We respectfully request that the Attorney General postpone any determination of her position (if any) on Mr. Hitz's Petition until we have had the chance to file pleadings in opposition. We will of course provide you with copies of our pleadings when we file them.

Very truly yours,

Joseph C. Liburt

Joseph C. Liburt

cc: Christopher Campbell, Esq.

Baker Manock
& Jensen PC
ATTORNEYS AT LAW

Christopher L. Campbell
Attorney at Law
ccampbell@bakermanock.com

Fig Garden Financial Center
5260 North Palm Avenue
Fourth Floor
Fresno, California 93704
Tel: 559.432.5400
Fax: 559.432.5620
www.bakermanock.com

February 6, 2012

VIA OVERNIGHT CARRIER

Mr. Kelvin Gong
Office of the Attorney General
455 Golden Gate Avenue, Suite 11000
San Francisco, California 94102-7004

Re: Deep Springs College Transition to Coeducation

Dear Mr. Gong

As we discussed by telephone on February 6, 2012, I am the General Counsel of Deep Springs College. Deep Springs is located in Inyo County, California. The College was founded in 1917 by L. L. Nunn and endowed with a public benefit charitable trust in 1923. In addition, a significant donor, James R. Withrow, provided a bequest with a condition subsequent in 1987. In September 2011, the Trustees of the L. L. Nunn Trust and the Directors of the Deep Springs College Corporation, the entity that received the gift from Mr. Withrow, decided to transition Deep Springs College from its traditionally all male student body to a coeducational college.

Enclosed are pleadings requesting judicial determinations that the terms of the L. L. Nunn Trust and the Withrow Bequest provide the Trustees and the Board of Directors adequate discretion to change to coeducation. In the alternative, we are requesting a modification of the L. L. Nunn Trust . We are arguing that either an interpretation or modification of the Nunn Trust is binding as to the interpretation of the Withrow bequest due to the statement of condition.

The hearing on the matters are scheduled for March 9, 2012 in Superior Court in Independence California.

The decision to transition Deep Springs College, the last of the highly selective all male colleges in the U.S., to coeducation has attracted significant attention in the national press concerning higher education as well as the more popular press. We expect that there may be significant opposition to the petitions by certain alumni of Deep Springs College who believe that the all male student body is mandated by the founder.

As a result, we would greatly appreciate it if you could review the enclosed materials promptly and determine if the Attorney General is willing to support the petitions.

Please inform us when an attorney is assigned to this matter so that we can discuss the issues. Thank you for your attention.

Very truly yours,

Christopher L. Campbell
BAKER MANOCK & JENSEN, PC

CLC:tlw
Enclosures