

# EXHIBIT "D"

**From:** Matthew Cooper [mailto:matt.progress@gmail.com]  
**Sent:** Wednesday, November 02, 2011 12:09 PM  
**To:** Jim Peterson  
**Subject:** Fwd: Confidential

----- Forwarded message -----

From: **Matthew Cooper** <[matt.progress@gmail.com](mailto:matt.progress@gmail.com)>  
Date: Thu, Oct 27, 2011 at 9:33 PM  
Subject: Re: Confidential  
To: [Edgollystudio@aol.com](mailto:Edgollystudio@aol.com)

On Thu, Oct 27, 2011 at 3:39 PM, <[Edgollystudio@aol.com](mailto:Edgollystudio@aol.com)> wrote:

Please add to or rearrange as you see fit.

Hey, Matt,

I can't open a ".docx" file, only a ".doc" file. Can you resend as same?

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Lawyer-Client Privileged

The non-profit organization Atheists of Florida is experiencing an illicit power grab by the Acting President and the President, which has been largely completed. As the environment has shifted over the past year towards dictatorship, management by accusation and parliamentary confrontation and obstruction, it is now necessary for the task of determining strategy for restoring democracy to shift from the ex-Election Coordinator to an experienced legal team. It is necessary for this legal team to provide the Chairman with complete direction and support for this project to succeed.

Legal Team Background Questions

1. What experience do you have in non-profit organizations issues regarding bylaw violations, election improprieties and possible financial irregularities?
2. Will you provide an honest appraisal of the most likely outcome, the probability of success, and a range of costs?

## Legal and Strategy Questions

1. Can the election now underway be stopped? How?
2. Can EllenBeth Wachs be removed as Acting President and Vice President? How?
3. Can John Keiffer be removed as President? How?
4. Can they be removed from the Board? How?
5. Can EllenBeth Wachs be removed from the organization? How?
6. Can you guide Ed (the Chairman) every step of the way?
7. How will you counter and overcome parliamentary obstructions and debate?
8. What if they refuse to comply?
9. The Board vote to reject the election Committee nominees is complete. What should be done with the results and when?
10. Who interprets the Bylaws, ultimately? How is this interpretation enforced?
11. What if President and acting President bring their own lawyer to the board meeting?
12. If election is rerun fairly and Wachs and Keiffer are reelected to the new board due to their fame, isn't the organization back where we are now?
13. What bearing do control of finances, web site, membership list and local groups have on strategy and procedures to undo the power grab now underway.
14. A breakdown of board member loyalties is attached. What is benefit or risk to sharing the election chronology document with any of them (none really know the whole story)? Allies? Unknowns? Is there a legal risk to sharing this document with others?
15. Do possible psychiatric issues on the part of Wachs have a bearing on the case?
16. Does the personal relationship between Wachs and Keiffer have a bearing on the case?

17. How should claims that this is undermining the criminal defense of Keiffer be addressed (he goes on trial in 2 weeks or so)?
18. How can a lawyer be authorized to be present and make rulings in a board meeting?
19. Acting President will continue to make often vitriolic or sarcastic claims and counterclaims via broadcast mail, Twitter, Facebook, newsletter, etc. What response, if any, is appropriate in each case?
20. Do the bylaws authorize the President to dictate the actions of Chapter directors? Of board appointees? If so, what is the proper response if these dictates are contrary to the bylaws or motions of the Board?
21. If President and acting President are declared removed, what is the best way to transfer all power, including passwords, keys, signing authority and notification of membership?
22. What is the proper response of the Tampa Chapter Director to being removed from the meetup.com group, but not notified of being removed as Chapter Director? He was not sent, and has not read, an accusatory email sent to all other board members (and possibly chapter members). Is a reinstatement fight useful or costly at the board meeting?
23. At what point can the ex-Election Coordinator/Chapter Director remove himself from the organization without penalizing efforts to restore democracy?

Important upcoming dates:

Nov 1: Voting opens

Nov 6 10 am: Board meeting

Nov 23?: Voting closes

Dec 1: New board announced

Jan or Feb: New board elects new Pres, VP, Chair