From:	Gary Stolbach <stolbach@gpm-law.com>
Sent:	Sunday, July 17, 2011 5:52 PM
To:	Eichman, John <jeichman@hunton.com>
Cc:	Novak, Susan H <susan.h.novak@jpmchase.com>; Lyle Pishny <LPishny@LathropGage.com>; Melinda Sims <msims@gpm-law.com>; Cantrill, Tom <tcantrill@hunton.com>; {F1432965}.Interwoven@dms.GPMLAW.LAW
Subject:	RE: Estate of Mad D. Hopper [CT-INTERWOVEN.FID1433661] [IWOV-INTERWOVEN.FID1432965]

John, I'm forced to repeat myself...again... in response to your email. I'm giving you a very clear message, and you seem to be rebuffing it. Although I find this email exchange frustrating and wasteful, I don't want to leave an impression, by not responding, that your response is acceptable to the Estate beneficiaries. It's not, and I believe we're at a crossroads regarding whether they can continue to rely on the Bank and its counsel to protect the Estate.

The Bank must have credible information about what assets Jo may be claiming that the Bank (and we) may be unaware of. That is a fundamental fiduciary responsibility. I have alerted you to the bizarre facts surrounding the Bank's pursuit of Estate information from Sarah Williamson. My discussions with Susan tell me that she finds this just as strange. Tom is an experienced estate lawyer; I'd be very surprised and interested to know if his perception is different from mine.

In an earlier email, you told me that you don't want to speculate about what's going on with the Williamson records and Jo's counsel. I responded to you because we are in compete disagreement, not as part of some game: We feel it's your duty to do just that, given what we do know. Below, in your last email, you ask if we have "specific facts" to share with you about this. I believe that we have already shared with the Bank all that we know of assets that may be unaccounted for. Is your question whether we have other specific information, or are you not aware of the prior information? If the latter, please gather that from the Bank, and we'll be happy to discuss any questions you have. Beyond that, I've made clear that the greatest problem is what the Bank and we may not know. This arises from how information has been gathered, or not, to date, a year and a half after Max's death. Our concern as to that subject is not just a function of the specific assets we're aware of; it is very heightened because of the Sarah Williamson situation. I hope you understand that, John; I'm not sure whether your request for specific facts means that you don't.

When you've decided how you intend to compile reliable data as to what Jo may be claiming as hers, we'd appreciate learning about that. We'll discuss with you any concerns we have with the course of action you describe. We'll have an open mind and I'm confident the Bank will too. I want to alert you, however, that if the Bank ultimately decides to limit its actions so that we do not reasonably feel adequately protected as beneficiaries, we will have to act to protect ourselves. That is not our job; it will be a function of our not feeling secure about the Bank doing its job. I've explained that we will be prejudiced in a number of ways if we have to act in lieu of the Bank.

I regret your referring to our exchange as a game. It's disquieting for the beneficiaries to hear that, in response to our expression of concern, from their fiduciary's counsel. The reason you keep hearing from me is our message is not getting through. We're not satisfied with your responses, and we remain very concerned.

GS

From: Eichman, John [mailto:jeichman@hunton.com]
Sent: Sunday, July 17, 2011 2:40 PM
To: Gary Stolbach
Cc: Novak, Susan H; Lyle Pishny; Melinda Sims; Cantrill, Tom
Subject: RE: Estate of Mad D. Hopper [CT-INTERWOVEN.FID1433661]

Gary,

Engaging in an endless game of email volleyball is unproductive and does nothing but increase the amount of money paid on lawyer fees. The Administrator has done its job and will continue to do its job and carry out the duties it owes. We will likewise do our job, including by pursuing appropriate discovery in connection with the pending proceeding. I think Melinda, who worked with me at Jenkens & Gilchrist, can tell you that we do not take our job lightly. If you or your clients have specific facts that you want the Administrator to be aware of that you believe it is not aware of let us know what they are. In the meantime, we will look forward to meeting with you and Melinda and Jim Jennings to discuss the inventory issues.

John C. Eichman
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From: Gary Stolbach [mailto:stolbach@gpm-law.com]
Sent: Saturday, July 16, 2011 1:30 PM
To: Eichman, John
Cc: Novak, Susan H; Lyle Pishny; Melinda Sims; Cantrill, Tom; {F1433661}.Interwoven@dms.GPMLAW.LAW
Subject: RE: Estate of Mad D. Hopper [CT-INTERWOVEN.FID1433661]

John, your reply doesn't fully respond to our needs for protection of the Estate. Our clients feel that there is reasonable cause to suspect that Jo Hopper may be claiming assets as separate property, or not revealing community property assets, in either case assets that the Bank is unaware of, and that Sarah Williamson's records may reveal that. The Bank has a duty, as you know, to become aware of all of the Hoppers' assets and to claim as community property all assets of Max and Jo, as of Max's death, absent sufficient proof to the contrary.

We are trying to impress upon the Bank that the process of gathering records from Sarah, including her attorney's redaction process, must be approached by the Bank with a heightened concern. We're not comforted that you don't intend to speculate about Jo's lawyers' motives. I hope you'll reconsider. Some practical imagination may be required here to protect the Estate. With all this smoke, we have to expect some consideration, by a professional fiduciary, of where the fire is.

Regarding whether that Bank plans formally to discover these facts from Jo and Sarah: The Bank must have a credible understanding of all assets of the Estate; that is its fiduciary duty. Please keep us informed of how the Bank is going to discharge that. We think that formal discovery is mandatory, given the suspicious behavior involving Estate records, unless you find an equally effective alternative.

Thank you, John.

GS

PS: You suggest that I mischaracterized your earlier email as an acceptance of Sarah Williamson's impartiality. I may have been misled by language I highlighted below. It suggested to me that Sarah's impartiality is what "further convinced" you that all is in order. That and your reference to her attorney's self-serving remarks about her impartiality, belied by the experiences of your client, w/o any qualification.

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From: Eichman, John [mailto:jeichman@hunton.com]
Sent: Friday, July 15, 2011 4:40 PM
To: Gary Stolbach
Cc: Novak, Susan H; Lyle Pishny; Melinda Sims; Cantrill, Tom
Subject: RE: Estate of Mad D. Hopper [CT-INTERWOVEN.FID1433661]

Gary,

Let me provide a brief response.

I don't plan to speculate about what is motivating Mrs. Hopper's attorney's efforts with respect to Sarah Williamson's files. What we do intend to do is continue to take appropriate steps to get full access to her files that the Administrator is entitled to review and to follow up with Sarah and her attorney with any questions via an appropriate means. If the Administrator decides that we need to take Sarah's deposition then we will do so. If the Administrator decides that we need to take Mrs. Hopper's deposition we will do that as well. In the meantime, I note that we are serving discovery requests today regarding Mrs. Hopper's objections to the inventory. We are likewise serving discovery requests today regarding your clients' objections to the inventory.

One final note on your comments--your email says that "you [referring to me] accept that Sarah has no dog in this fight...." You are mischaracterizing what I said in my earlier email. That was David Turner's statement to me. I have not passed judgment on that point and I don't need to at this juncture. What I am accepting right now is David Turner's representation that he has taken appropriate steps to preserve the documents in Sarah's possession.

John

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From: Gary Stolbach [mailto:stolbach@gpm-law.com]
Sent: Friday, July 15, 2011 2:28 PM
To: Eichman, John
Cc: Novak, Susan H; Lyle Pishny; Melinda Sims; Cantrill, Tom; {F1433661}.Interwoven@dms.GPMLAW.LAW
Subject: RE: Estate of Mad D. Hopper [CT-INTERWOVEN.FID1433661]

John, thank you for the response. Could you help us understand further about this:

1. It should be apparent that Jo Hopper's attorney is very concerned about Sarah Williamson's information regarding the Hoppers (or what they might characterize as Jo Hopper's information). Or do you see it otherwise? I refer to the request that Jo's counsel be present at any interview with Sarah to obtain Estate information, and that questions be submitted in advance, in writing. And to the delay, which Susan explained to me has been over many months in response to repeated Bank requests. These are remarkable conditions to impose upon the Estate talking with its own accountant about information it's obligated to gather and entitled to.

   Although you accept that Sarah has no dog in this fight, I understand that she agreed to impose these conditions to her communications with the Bank. Her actions don't look neutral to me.

2. We think the Bank should be concerned about information concerning assets that Jo is claiming are her separate property, and about which the Bank is unaware. Logically, that could be the source of the sensitivity about Sarah's records. I think Sarah and Jo, both, have to tell us, under oath, what assets Jo is claiming as separate property. This isn't private information; its information Max's estate is entitled to. We already have evidence of separate property claims that have not been supported by documentation or other proof.

How do the Bank and its counsel respond to the strange behavior, described above, regarding the transmission of Sarah's files? Is the Bank concerned with the peculiarity? What steps would the Bank propose to protect the Estate, in response to these peculiar matters?

GS

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From: Eichman, John [mailto:jeichman@hunton.com]
Sent: Friday, July 15, 2011 2:00 PM
To: Gary Stolbach; Cantrill, Tom
Cc: Novak, Susan H; Lyle Pishny; Melinda Sims
Subject: RE: Estate of Mad D. Hopper [CT-INTERWOVEN.FID1433661]

Gary

Tom is tied up and asked me to respond to your email. As counsel for the Administrator, we simply do not see a factual basis for the heightened concern, at least implicit in your email, that Sarah Williamson is going to destroy documents unless a court immediately intervenes at the request of the Administrator.

Your assertion that the Administrator lacks basic fundamental financial records is not accurate. Please bear in mind the Administrator had been gathering information about this estate on a continuous basis, from multiple sources. For example, the Administrator has income tax returns for 2007, 2008 and 2009 . It has account statements. It has directly inquired with issuers of private equity as to whether it is missing anything.

This morning I spoke with Sarah's counsel, David Taylor at Thompson Coe, about Sarah's files. David informed me that late yesterday he obtained from Sarah her entire paper file relating to the Hopper relationship. He also had her print the emails she has on her computer. He also instructed her to safeguard all other electronic documents. David says that he has turned the files over to a copy service to make two complete copies. He will be reviewing the documents early next week to determine which of them pertain solely to work performed for Mrs. Hopper after Mr. Hopper's death. David says that he will log the group of documents that relate only to post-death work for Mrs. Hopper. He says he believes that will be less than 10% of the total file. He will provide the

interested parties with that log but does not expect to produce that group of documents to all the interested parties. He wants the interested parties to sign a protective order to protect the confidentiality of the other documents in Sarah's files. He expects to produce all the other documents to the interested parties after the protective order is finalized. His goal is to produce documents before Sarah returns from vacation, but he wants to communicate with her first.

David stressed that Sarah does not view herself as having a dog in this fight, and says that she became very concerned by two communications--the communication from you threatening her with a grievance and a communication from Jim Jennings insisting that she not produce a single page of documents that were Mrs. Hopper's alone. Based on David Taylor's representations about the steps he has taken to secure Sarah's files, we are further convinced that the Administrator does not need to seek any type of court intervention at this time with respect to these records. I will be following up with David early next week about the status of his review and the production of the files.

Have a nice weekend.

John

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From: Gary Stolbach [mailto:stolbach@gpm-law.com]
Sent: Friday, July 15, 2011 9:05 AM
To: Cantrill, Tom
Cc: Novak, Susan H; Lyle Pishny; Melinda Sims; Eichman, John; {F1433661}.Interwoven@dms.GPMLAW.LAW
Subject: RE: Estate of Mad D. Hopper [CT-INTERWOVEN.FID1433661]
Importance: High

Tom, we do not share your opinion about the risk to the Estate of further delay by the Bank in securing Max's accounting and financial records. In fact, we are dismayed that you would take that position, as the people who bear the risk of loss. If the accountant's very unusual behavior doesn't alarm you and suggest the need for immediate action, it does us. What possible explanation for her action can you offer that would allay our concern? Common sense tells us that the Estate faces risks that require immediate fiduciary action. We will not be satisfied with letters to Sarah or her counsel expressing indignation. ***We require that the records be obtained or at least safeguarded immediately.*** Use whatever approach you want to accomplish this, as long as it's effective in securing the records immediately. The administrator must take judicial action now, if that's what's necessary to collect or at least safeguard the records immediately. Obviously there will be cost involved, but that's the situation the Estate finds itself in.

If we need to remind ourselves about how serious the misconduct is when someone fails to turn over documents belonging to an estate, please see section 75 of the Texas Probate Code, attached.

Max died in January, 2010. The Bank has never obtained the decedent's most fundamental financial and accounting records. This had led to, among other things, the expiration of valuable stock options, about which that Bank apparently was uninformed, which exposed the Estate to financial loss. There is a contentious situation among the beneficiaries. We are concerned that Estate property may not, to this day, be under the Bank's control; indeed, the Bank may not even be aware of such property, having no credible records to work

from in identifying the property. The beneficiaries have alerted the Bank to assets that seem to be missing from Estate records.

The Bank hasn't acted to protect the estate by obtaining fundamental records, and that has now put us at risk of not being able to obtain records we can rely on. We're having to push you, at our expense, to perform this basic fiduciary function in a way that protects us; i.e. with immediacy. You propose that we should consider doing the Bank's job and act ourselves. We don't accept that. I don't have to tell you that a court will be much more responsive to a concerned fiduciary, especially a corporate fiduciary, complaining about conduct impeding its administration, than one beneficiary complaining about another. We do not willingly accept an alternative that will prejudice our rights. I'm discouraged that a professional fiduciary takes that approach as to collecting fundamental estate records, with resulting prejudice the beneficiaries.

This is not a new issue to Sarah or the Bank. We, and apparently you also, don't see any legitimacy to Sarah's remarkable behavior. There are no competing considerations that need to be thoughtfully balanced. Allowing further delay is not reasonable and is not acceptable to the Estate's beneficiaries. If the Bank not will not act in this matter, I must recommend to the clients that they consider seeking a new corporate fiduciary which will protect the beneficiaries' interests, based on this issue and the history of the estate administration, and that the Bank bear all of the expense of the huge inefficiency involved.

Please let Lyle and me know at your earliest opportunity what you intend to do.

GS

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From: Cantrill, Tom [mailto:tcantrill@hunton.com]
Sent: Thursday, July 14, 2011 5:49 PM
To: Gary Stolbach
Cc: Novak, Susan H; Lyle Pishny; Melinda Sims; Eichman, John; {F1433661}.Interwoven@dms.GPMLAW.LAW
Subject: RE: Estate of Mad D. Hopper [CT-INTERWOVEN.FID1433661]

Gary

I'm just getting to this email. It's been a little tough to keep up with all the communications coming from both sides on any kind of timely response basis.

I think the course of action the Administrator is pursuing with Sarah and her firm is a reasonable course of action. Even though I think Sarah is terribly misguided on the position she has take on file turn over, I have no reason to believe, and do not believe, that Sarah or her firm would alter or destroy documents. Now that she has counsel I will be calling him tomorrow about our prompt and immediate access to the files we have requested.

That will be our position, and we will not institute any kind of immediate action to force the turnover absent an indication Sarah will not comply with our request. To do otherwise would be wasteful, in my judgment. Having said that, you and your clients are free to pursue whatever action you want to institute to force a more rapid response.

Tom

From: Gary Stolbach [mailto:stolbach@gpm-law.com]

Sent: Thursday, July 14, 2011 1:41 PM
To: Cantrill, Tom
Cc: Novak, Susan H; Lyle Pishny; Melinda Sims; Eichman, John; {F1433661}.Interwoven@dms.GPMLAW.LAW
Subject: RE: Estate of Mad D. Hopper [CT-INTERWOVEN.FID1433661]

Tom, thank you for sharing this letter with us. I have these thoughts:

1. Sarah's professed dilemma about her professional obligations to the Estate are not credible. Jo Hopper has shown a keen interest in monitoring the transmission of information from Sarah to the Bank. That could be to protect Jo's private matters, but that is not credible, given the facts available to us. All of this obstructionism, including inducing an accountant to violate professional norms, means that we must assume the worst. That being the case, with it now appearing to Sarah and Jo that the Bank will no longer be forestalled, we have to consider the risk of tampering with the information we requested. ***I urge the Bank to take immediate action to secure the paper files physically; meaning this afternoon.*** The Bank can copy the file and return the originals to Sarah; she has lost, through delays that prejudice the estate, the right to retain files and copy them at her convenience. Or, if necessary we would be satisfied with the files being turned over to the Court, pending resolution of issues of custody, etc. that Sarah might raise.

2. If that effort is blunted by Sarah, the Bank should pursue immediate court action, which would include suit against Sarah, a demand for immediate access to electronic files and appropriate, immediate security measures to prohibit tampering with those files.

   Sarah's conduct is beyond bizarre. We have the right to be alarmed. We have the right, and Bank has the duty, to take urgent measures to protect the Estate. Please do that.

3. We would expect the Bank to terminate Sarah as the Estate's accountant at the earliest opportunity. If you determine it would be to the Estate's advantage to continue that relationship temporarily, of course do so.

4. The Bank has no duty to include Jo's attorneys in the process by which it receives information from the decedent's accountants, as you point out. That should extend to the actions referred to above, the immediate collection of files. Whether and when they and we get this information is secondary to the Bank securing it, pronto.

5. If the Bank finds that these activities are a function of Jo's actions, we expect all expenses of the Bank and its attorneys to be allocated to Jo's one-half of the community estate. Please handle your billing and ask the Bank to, in a manner that preserves the possibility of isolating these fees.

Thanks for your attention to these matters, Tom. Please let me know how you intend to proceed.

GS

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From: Brunot, Shirley A. [mailto:sbrunot@hunton.com] **On Behalf Of** Cantrill, Tom
Sent: Thursday, July 14, 2011 12:31 PM
To: beencounr@aol.com
Cc: mgraham@thegrahamlawfirm.com; jjennings@erhardjennings.com; Gary Stolbach; lpishny@ropgage.com; susan.h.novak@jpmchase.com; Eichman, John
Subject: Estate of Mad D. Hopper
Importance: High

Sarah and Counsel:

Attached you will find a letter addressed to Sarah that I am sending this day that pertains to the independent administrator's demand that all of the records of Max Hopper be surrendered immediately to the independent administrator. For reference to the request for records that have been demanded, please access Susan Novak's letter to Ms. Williamson dated July 13, 2011.

Tom Cantrill

Shirley Brunot
Professional Assistant
sbrunot@hunton.com

HUNTON& WILLIAMS

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