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Attorneys for Objector/Respondents
Kinch Hoekstra and Edward Keonjian, Trustees of the
L.L. Nunn Trust and Directors of the Deep Springs
Corporation

SUPERIOR COURT OF THE STATE OF CALIFORNIA
COUNTY OF INYO

In re the Matter of the
L.L. Nunn Trust for the benefit of Deep
Springs College under the Deed of Trust dated
November 5, 1923,

Case No. SI CV PM 1253232

**DECLARATION OF EDWARD
KEONJIAN IN SUPPORT OF
RESPONDENTS' MOTION TO JOIN
DEEP SPRINGS CORPORATION AS A
PARTY AND MOTION FOR
PRELIMINARY INJUNCTION**

**DATE: October 30, 2012
TIME: 9:00 AM
DEPT: 4
JUDGE: Hon. Dean T. Stout**

ACTION FILED: February 6, 2012

DECLARATION OF EDWARD KEONJIAN IN SUPPORT OF RESPONDENTS' MOTION TO JOIN DEEP SPRINGS CORPORATION AS A
PARTY AND MOTION FOR PRELIMINARY INJUNCTION

1 I, Edward Keonjian, declare:

2 1. The facts set forth in this declaration I know to be true of my own personal
3 knowledge, except where such facts are stated to be based on information and belief, and those
4 facts I believe to be true. If called to testify in this matter, I could and would testify competently
5 to the matters set forth in this declaration.

6 2. I am one of the Respondents in this matter. I have served on the Board of Trustees
7 for more than eight years. I am an alumnus of the 1955 class of Deep Springs College. I have a
8 Bachelor of Science degree in Economics from the University of California, Berkeley, and I hold
9 a JD from the University of Arizona. I worked for the federal government some thirty-five years.

10 3. Some fifteen years ago I reconnected with Deep Springs College on several
11 projects, including fund-raising from 1950s classes. In the fall of 2004 I was appointed as a
12 Trustee of the College, and almost immediately I was asked to head up the national alumni fund
13 raising team—referred to as Annual Giving or AG. I did so for approximately four years, and for
14 the majority of that period I also served on the Trustees' Budget and Operations (B&O)
15 committee, the group responsible for reviewing, planning, and generally overseeing anything to
16 do with the College's finances.

17 4. While my work in detail was primarily with the alumni of Deep Springs College, I
18 of course still had my responsibilities both as a member of B&O and the Board of Trustees for
19 general oversight and the customary due diligence. Concurrently, I dealt closely with the College
20 administration and with a generous fellow Trustee on such matters as themes for an upcoming
21 fund-raising campaign, main points of financial interest to pass on to the alums, and incentive
22 programs. Basically, the Presidents of Deep Springs College at the time and I agreed to
23 coordinate closely our written and oral contacts with the alumni, which I did. To successfully
24 effect fund-raising drives, I regularly communicated with a team of geographically dispersed ex-
25 students, and to that end at times prepared "talk sheets" and other recommendations in order to
26 stay on the desired message to donors.

1 5. In brief, I was in an excellent position to both work on and view the College's
2 entire financial structure. With this as background, I can categorically avow that there was no
3 question that all alumni donors I dealt with made their contributions to "The Trustees of Deep
4 Springs", "Deep Springs College", or any reasonable variation of the two. I do not recall any
5 communications whatsoever about the involvement of the corporate entity. My understanding
6 and belief was always that funds donated to the College were controlled by the Trust's purpose,
7 my communications with donors were always consistent with that understanding, and I know of
8 no one I ever raised money from who believed that his or her money was being given a corporate
9 entity that was not controlled by the Trust.

10 6. If any such representation or instruction had ever come from the College
11 administration, I would never have passed it on without some explanation. But in any event, it
12 never happened. And, I certainly gave no such wording out in my talking points to donors or to
13 others who were helping to raise funds from donors. About the only procedural question which
14 came up at times was whether a donation was for general operations of the College or for a
15 specific College need or project. Also, I do not believe that any of the complementary
16 informational material from the College had any reference to a corporation. Furthermore, none of
17 my written reports to the Trustees were to anyone or anything except to them as one governing
18 body, and were clearly accepted as such.

19 7. In summary, alumni donors sent funds to one source, whether it was to the College
20 or the Trustees, and literally in the many conversations, emails, and notes to and with ex-students
21 that I engaged in, the matter of an alleged separate governing corporate entity was never
22 represented or mentioned. If any donors had any awareness at all of the Corporation before this
23 litigation, they would have had no reason to regard it as anything other than another face of the
24 Trust or as a mechanism for the Trustees to carry out the purposes of the Trust more effectively.

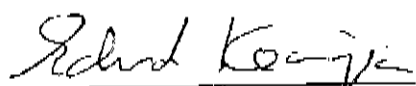
25 8. From the time I was a student at Deep Springs College in 1955 continuously
26 through my tenure as a Trustee of Deep Springs up to the present, I have always understood that

1 the ultimate authority governing the College is L.L. Nunn's Deed of Trust, and that the College
 2 must be operated in accordance with that document. It has been my observation over the years
 3 that everyone associated with the College has uniformly shared this understanding. Accordingly,
 4 I was stunned when in June 2012, Mr. Hitz began suggesting otherwise and took actions
 5 inconsistent with this shared historical understanding.

6 9. In my eight-plus years as a Trustee of Deep Springs College, I cannot remember
 7 there having been a single meeting that was signaled as a corporation meeting as opposed to a
 8 meeting of the Trustees of the Trust, or a meeting of the Trustees of the Trust that was signaled as
 9 distinct from a meeting of the corporation. I am confident that this is because nobody, Trustees or
 10 others, thought of the Corporation (if they thought of it at all) as an entity having independent
 11 goals or purposes.

12 I declare under penalty of perjury under the laws of the State of California that the
 13 foregoing is true and correct. Executed this 29 day of September, 2012 in West Linn, Oregon.

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 Edward Keonjian