

1 JOSEPH C. LIBURT (STATE BAR NO. 155507)
 ORRICK, HERRINGTON & SUTCLIFFE LLP
 2 1000 Marsh Road
 Menlo Park, California 94025
 3 Telephone: 650-614-7400
 Facsimile: 650-614-7401
 4 jliburt@orrick.com

5 HEATHER M. HOEKSTRA (BAR NO. 276197)
 420 Coventry Road
 6 Kensington, California 94707
 Telephone: 510-525-1514
 7 hmatsumoto@berkeley.edu

8 Attorneys for Objectors/Respondents
 Kinch Hoekstra and Edward Keonjian, Trustees of the
 9 L.L. Nunn Trust

10 SUPERIOR COURT OF THE STATE OF CALIFORNIA
 11 COUNTY OF INYO
 12

13 In re the Matter of the
 14 L.L. Nunn Trust for the benefit of Deep
 15 Springs College under the Decd of Trust dated
 November 5, 1923,
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Case No. SI CV PM 1253232

**DECLARATION OF PAUL JEFFREY
 JOHNSON 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 a.m.
 Dept: 4
 Judge: Hon. Dea T. Stout

Date Action Filed: February 6, 2012

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 OHSUSA:750898794.1

1 I, Paul Jeffrey Johnson, declare:

2 1. Although my legal name is Paul Jeffrey Johnson, I have been using "Jeff Johnson"
3 both socially and in business virtually all my life.

4 2. I attended Deep Springs College in the class of 1955 and completed my
5 undergraduate study with a bachelor degree in International Relations at the University of
6 Southern California.

7 3. I worked for Kaiser Industries for 10 years on international capital projects in
8 Greece for a year, and Australia and Jamaica for three years each.

9 4. I spent 25 years with the Bechtel Group in a variety of senior marketing and
10 business management positions in advanced energy research, heavy civil projects and
11 environmental remediation. Responsible for several projects in the Middle East, lived in Kuwait
12 for three years and responded to a Royal decree to manage the Gulf oil spill during the Gulf War
13 I.

14 5. I currently own a mid-market investment banking practice and carry FINRA
15 licenses 7, 79 and 63.

16 6. Prior to becoming a Member of the Board of Trustees, my involvement in Deep
17 Springs included obtaining a two-year Bechtel Foundation grant (valued at over \$200,000) for
18 taking the 70 KW mini-hydro project from concept through Federal Energy Regulatory
19 Commission (FERC) licensing and organizing the hydro project's dedication ceremony in 1989.
20 I also chaired two all-class Deep Springs reunions in 1997 and 1999. I served on the Rebuilding
21 Capital Campaign and organized its kick-off ("October in the Valley").

22 7. I am a member of the L. L. Nunn Society, which recognizes those donors who
23 have included a bequest to the Deep Springs Trust in their wills. It was established to honor the
24 founder of Deep Springs College, L. L. Nunn by providing bequests to carry out his educational
25 purpose.

26 8. I was a member of the Board of Trustees of Deep Springs College from 1998 to
27 2006.

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1 9. I was Chairman of the Budget & Operations Committee from 1998 to 2001. This
2 Committee had oversight of the College's finances including donations, fund raising,
3 investments, and disposition of assets. During our Budget & Operations Committee meetings, we
4 reviewed the financial statements for the College, including the annual statement which was
5 prepared and presented to us by the school's independent auditor, Donald Porter.

6 10. For the remainder of my tenure on the Board, I was Chairman of the Deep Springs
7 Board of Trustees ("TDS") for six years (2001 to 2006).

8 11. During my tenure on TDS, I believed the Deep Springs Corporation was always an
9 afterthought to our regular business as keepers of the trust. It was treated as an entity of
10 convenience and never became a living entity that needed anything other than periodic
11 maintenance such as electing officers. I don't recall ever seeing its articles of incorporation or its
12 bylaws. It was my understanding that the corporation was a formality that made it easier for the
13 Trustees to contract for goods and services through a corporate entity rather than a trust entity.

14 12. I do not recall any discussion of any meaningful distinction between the Deep
15 Springs Trust and the Deep Springs Corporation. Since there was one enterprise – Deep Springs
16 College – any technical distinction between the Deep Springs Trust and the Deep Springs
17 Corporation was substantively meaningless, and was treated as such. Further, it was certainly my
18 perception, and I believe the perception of other Trustees, that the College endowment was
19 owned by and under the management of the Deep Springs Trust, whether directly or through the
20 Corporation. Since the Trustees and the Directors were largely the same individuals, in going
21 about our business of running the College we simply did not pay any attention to this distinction.
22 I was never aware that trust funds were transferred into the Deep Springs Corporation.

23 13. I drafted the minutes for each and every meeting of the Trustees of Deep Springs,
24 which the Board understood (naturally enough) as being meetings of the Trustees of the Trust. In
25 drafting the minutes, I don't recall ever referring to any Deep Springs Corporation business
26 except, perhaps, acknowledging the after-thought formality of electing its officers. I don't recall
27 ever drafting or seeing any separate minutes of the Deep Springs Corporation during my eight (8)

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1 year tenure on the Board, and I doubt they ever existed, even though I was probably listed as
2 Chairman of the Board of Directors for the Corporation.

3 14. During my tenure on the TDS Board, we had a Campaign for Deep Springs, which
4 was a drive to raise funds for a big infrastructural overhaul of the College. In talking with donors
5 and potential donors, I discussed the College's purpose of educating promising young men and
6 the central role of L.L. Nunn's Deed of Trust. I do not recall ever talking to donors or potential
7 donors about the Corporation or its bylaws or articles of incorporation.

8 15. During my tenure as TDS Chairman, the topic of coeducation at Deep Springs was
9 raised several times. Each time, I advised the Board that if we intended to seriously engage in
10 such a discussion, we should first employ the services of competent legal counsel with
11 demonstrative experience in California Trust Law. Because previous coeducation debates had
12 proven to be so divisive, TDS needed to be aware of the legal barriers to modifying the trust
13 before lighting the fuse to debate the issue on non-legal grounds. TDS never decided to pursue
14 this path during my tenure.

15 16. During my tenure on the Board, to the extent I gave any thought to the Corporation
16 at all, I always believed that the Corporation, as an adjunct to the Trust, was bound by the terms
17 of the Trust. This includes the Trust's clear instruction that Deep Springs College is supposed to
18 educate only promising young men. In my entire 57 year association with Deep Springs College,
19 I never heard anyone suggest that the Corporation could ignore or sidestep the Trust restrictions
20 until Mr. Hitz did so in this lawsuit. Frankly, I believe Mr. Hitz's position in this regard is
21 historically dishonest. I never thought that as a Director of the Corporation, I had discretion to do
22 anything that would conflict with the terms of the Trust.

23 I declare under penalty of perjury under the laws of the State of California that the
24 foregoing is true and correct. Executed this 25th day of September, 2012 in Lafayette, California.

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Paul Jeffrey Johnson