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LAURENCE E. GOLD
OF COUNSEL

November 28, 2005

BY FACIMILE AND FIRST CLASS MAIL

Mr. Joshua Wolson
Covington & Burling
1201 Pennsylvania Avenue NW
Washington, D.C. 20004

Re: ASPCA et al. v. Ringling Bros. and Barnum & Bailey Circus, No. 03-2006 (D.D.C.)

Dear Mr. Wolson:

I am writing in response to your November 16, 2005 letter in order to respond to some of the questions raised in your letter, to clarify some of your characterizations of our November 10, 2005 telephone conference, and to provide you with a proposed protective order, which is enclosed.

In response to two questions raised in your letter, I can confirm the following. First, your client has received all written communications between Wildlife Advocacy Project ("WAP") and Mr. Rider with two important qualifications that have already been stated previously. As indicated in the initial disclosure of documents by WAP on September 29, 2005, the "transaction detail report" found at pages 135 - 140 contains a comprehensive compilation of deposits and disbursements relating in any fashion to elephants, Tom Rider, Ringling Bros. or the lawsuit. WAP has not provided financial records that duplicate the information that is embodied in this comprehensive report - i.e. monthly financial statements, monthly phone bills, or canceled checks. In addition, as indicated in the Privilege Log provided on September 29, 2005, WAP has withheld (subject to an appropriate protective order) receipts received by WAP for Tom Rider's expenses regarding his public education and media work.

Second, I can also confirm that WAP has not had any communications with any current or former employees (including Mr. Frank Hagen) of the defendant other than Mr. Rider.

I also want to clarify several points in your November 16, 2005 letter in order to ensure that we are on the same page moving forward. Regarding a proposed protective order, I indicated that I intended to draft a proposed order that would cover financial information that was redacted from the September 29, 2005 documents. Your letter indicated that I said that "WAP wanted to reserve its objection to providing the names of donors who are not parties to this

litigation.” What I indicated was that WAP would continue not to disclose any information that it believes is privileged on First Amendment grounds, including donor information, and that the proposed protective order would only address the disclosure of financial information that WAP believes may be released subject to appropriate protections.

Given your client’s interest, as stated in your November 16, 2005 letter, in the identity of “animal activist organizations” other than the plaintiffs that have contributed to WAP for its elephant project, WAP is willing to disclose the following information (provided the proposed protective order is in place): (1) for each of the deposits listed on the “transaction detail report” (found at pages 139-140 of the documents provided on September 29, 2005), to provide a log indicating the general status (“animal protection organization,” “individual” or “private foundation”) of the donors, whose names would remain redacted; and (2) the aggregate amount contributed by each different redacted donor identified as an “animal protection organization.” WAP understands that a further discussion may need to take place regarding the continued redaction of the names of donors following approval of a protective order and your review of the financial information that is disclosed subject to such a protective order.

With regard to your characterizations of how WAP has communicated with Mr. Rider, without commenting on the accuracy of those characterizations, I simply reiterate that WAP has done a thorough search and provided you with all non-privileged written materials regarding such matters. I note that WAP has withheld, on First Amendment grounds, several documents, and parts of documents, that involve communications with Mr. Rider and that reflect WAP’s ongoing media strategy concerning the treatment of elephants in circuses, which is a matter of ongoing public debate and controversy. See Privilege Log at 30-33 (withholding ten documents in whole or in part on such grounds). Without waiving this privilege as to particular materials, I also note what is obvious from the materials that have been provided to you – Mr. Rider has traveled around the country so that he can educate the public about the treatment of elephants and other circus animals. The WAP funds provided to Mr. Rider have been utilized for this purpose, *i.e.*, to keep Mr. Rider on the road so that he can serve as an effective spokesperson on behalf of elephants and other circus animals, including in areas where the circus is performing.

Regarding the sharing of information covered in a protected order with in-house counsel, my understanding from our conversation was that you did not object to my drafting the order in such a way as to limit use of the confidential material to outside counsel in the case, but that you would need to find out if the exclusion of in-house counsel presented a problem. Based on your November 16, 2005 letter, it would appear that you have confirmed that such a situation would pose an issue. Provided you are willing to agree to the proposed protective order, WAP is willing to agree to allow in-house counsel access to the confidential material under the requirements of Sections 4(c) & 5(b) of the proposed protective order, which would require the in-house counsel to sign the “Acknowledgement and Nondisclosure Agreement” that is attached to the proposed protective order.

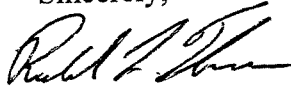
As you will see from the attached proposed protective order, given the non-party status of the Wildlife Advocacy Project, the proposed order should come from your client. Provided you are in agreement with the proposed order, a simple motion that mirrors the first paragraph of the

protective order would need to accompany the order. I assume that plaintiffs would not oppose the filing of such a motion, although this would need to be confirmed.

Finally, the Wildlife Advocacy Project will make its application for tax exemption and supporting documents available, but does reserve its right to object to their relevance in the underlying litigation.

Please let me know if you have any questions and if the proposed protective order is acceptable.

Sincerely,



Richard L. Thomas

Enclosure