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October 13, 2006

VIA EMAIL efuhr@hunton.com

Edward J. Fuhr, Esquire
Hunton & Williams LLP
Riverfront Plaza, East Tower
951 East Byrd Street
Richmond, Virginia 23219-4074

Dear Ed:

I write in the interest of avoiding unnecessary litigation over issues that should be straightforward, and in further expansion of my earlier notification of your clients through you that implementation of the Board of Trustee's vote on September 9, 2006, should be very carefully considered in light of the legal issues raised. It now appears that the vote on September 9, 2006, to adopt the Strategic Plan, including the move to coeducation and Global Honors, was taken before the SCC approved the articles of amendment and issued the certificate on September 19, 2006, necessary to make them effective pursuant to Virginia Code § 13.1-888.

For that vote to be lawful it had to comply with the then-existing Articles of Incorporation, and it clearly did not. The consequence of this infirmity appears to be that R-MWC has no current authority to expend funds to implement a Strategic Plan that is in conflict with the Articles of Incorporation as they existed on September 9, 2006.

This seems sufficiently clear to us. I am bringing this issue to your attention in the hopes that you will advise your clients consistent with this position, so that the implementation of the Strategic Plan will cease. If it remains the Board's intent to proceed with the Strategic Plan, then it must take the action necessary to comply with Virginia corporate law insofar as their *ultra vires* vote on September 9 is concerned. This means, we think, that another vote must be taken.

It would be preferable, of course, for your clients to refrain from ratifying or reaffirming the September 9 vote in light of the information that is now available which calls that vote into question. I ask you to encourage your clients to acknowledge that their vote was unauthorized

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under Virginia law, refuse to ratify it at this time, and then proceed to open up the strategic planning process to all constituencies, including alumnae, students, parents, faculty, and staff, as well as trustees.

Sincerely,

A handwritten signature in black ink, appearing to read "Wyatt B. Durette, Jr.", with a long horizontal flourish extending to the right.

Wyatt B. Durette, Jr.

WBD/rch