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February 29, 2008

VIA E-MAIL THEANTIOCHPAPERS@GMAIL.COM

Brian Springer
Antioch Papers

Re: Unauthorized Disclosure of Confidential, Attorney-Client-Privileged
Communications

Dear Mr. Springer:

I am writing you regarding the document you recently e-mailed to the Antioch University Board of Trustees, titled *Antioch Confidential / Redacted*. You acknowledge at the top of the document that *Antioch Confidential* is based on and cites to "several documents that [a]re . . . Antioch University attorney-client privileged communications." Some of these documents, including the 2001 *Ad Hoc Committee Report and Related Board Action Summary* and the 2001 *Antioch University Board of Trustees Annual Meeting Closed Session Minutes*, detail privileged and confidential attorney-client communications. You have also posted copies of these documents, and other documents that also may contain privileged information, on your organization's website, <http://theantiochpapers.org>. I am writing to demand that you remove these documents, and any summaries of the contents of these documents, from your website and that you forward to me any copies in your possession.

The Antioch University Board of Trustees has not waived its attorney-client privilege for the documents you have purloined, posted and re-published. In Ohio, the attorney-client privilege "bestows upon a client the privilege to refuse to disclose, and to prevent others from disclosing, confidential communications made between the attorney and client in the course of seeking or rendering legal advice." *Smalley v. Friedman, Domiano & Smith Co. L.P.A.*, 8th Dist. No. 83636, 2004-Ohio-2351, at ¶28. Under Ohio law, the client "is the only one who has the power to relinquish" its attorney-client privilege. *State ex rel. Wallace v. State Med. Bd.* (2000), 89 Ohio St.3d 431, 435, 2000-Ohio-213, 732 N.E.2d 960. The Board has not done so. The client here is the Antioch University Board of Trustees – not its individual members, but the Board as a whole. The Board has gone to great lengths to maintain the confidentiality of its communications with its attorneys. The Board has not permitted the public disclosure of the documents you have published. Nor does the Board accede now to your publication of these confidential communications. Let me be clear – you are acting in contravention of the Board's legally-protected privilege.

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I note that your document also contains references to various financial and business planning documents. Proprietary documents of this type are legally protected under Ohio law. See O.R.C. § 1333.61 et seq. While the Antioch University Board of Trustees has published selected documents on its own website so as to inform alumni, students and other interested parties of certain events and discussions, it has continued to maintain the confidentiality of other financial and business planning documents, by disclosing them, if at all, only after the recipient has signed a confidentiality agreement. To the extent that you have obtained non-public documents in this category, I also demand that you forward all copies to me and remove this information from your website.

The Antioch University Board of Trustees has provided information to its alumni, students and third parties in order that they may understand the difficult circumstances and choices that now confront the Board and may offer constructive advice and comment as appropriate. The Board, however, has an obligation to act in the best interests of the institution and that obligation includes the duty to protect its confidential communications and proprietary information from misappropriation and misuse by use by others. The Board takes its obligation very seriously, and will act to prevent further misappropriation of the Board's communications with its attorneys or proprietary financial and business planning information.

Sincerely,

A handwritten signature in cursive script that reads "Kathleen M. Trafford". There is a small mark below the signature that appears to be "AK".

Kathleen M. Trafford

KMT/ebg