

EXHIBITS PART 4 of 5

EXHIBIT 6

1 WILLIAM W. PALMER (State Bar No. 146404)
2 THE LAW OFFICES OF WILLIAM W. PALMER
3 1241 Carter Road
4 Sacramento, California 95864
(916) 972-0761
(916) 972-0877 (fax)

5 Attorney for Plaintiffs, Taxpayers, and Class

6
7 UNITED STATES DISTRICT COURT
8
9 NORTHERN DISTRICT OF CALIFORNIA
10
11 SAN JOSE DIVISION

11 Case No.: C 03-00156 RS

12 AGNES SUEVER, ET AL.,

13 Plaintiffs,

14 vs.

15 STEVE WESTLY, ET AL.,

16 Defendants.

17 **RESPONSE OF PLAINTIFF LYNN
18 KEITH TO FIRST SET OF
19 INTERROGATORIES**

20 Propounding Parties: Steve Westly, Kathleen Connell, George DeLeon and Richard
21 Chivaro

22 Responding Party: Lynn Keith

23 Set Number: One

1 Pursuant to Federal Rule of Civil Procedure 33, Plaintiff Lynn Keith ("Plaintiff")
2 hereby responds to the Interrogatories propounded by Defendants Steve Westly, Kathleen
3 Connell, George DeLeon and Richard Chivaro (collectively, "Defendants").
4

5 **GENERAL OBJECTIONS**

6 1. Plaintiff and her attorneys have not completed their investigation of the
7 facts related to this case, discovery or preparation for trial. Thus, plaintiff's responses are
8 made only on the basis of such information as is currently known and reasonably
9 available to plaintiff. LYNN KEITH's responses do not purport to constitute a final
10 statement of all of her knowledge regarding a particular subject and are made without
11 prejudice to her right to introduce additional evidence at time of trial or to supplement her
12 responses as appropriate once plaintiff has completed her discovery and preparation for
13 trial.

14 2. To the extent the interrogatory purports to require the plaintiff to provide
15 information that is privileged under law, whether under the attorney-client privilege, as
16 attorney work product, as trial preparations or otherwise, plaintiff objects thereto. No
17 such information will be provided.

18 3. The responses provided hereinafter shall not be deemed a waiver of any
19 objection that could be made to the pertinent interrogatory, but which is not set forth
20 herein, as to relevance or any other issues affecting admissibility at time of trial.

21 THE OBJECTIONS SET FORTH IN RESPONSE TO EACH
22 INTERROGATORY ARE INCORPORATED BY REFERENCE INTO EACH OF THE
23 RESPONSES THAT FOLLOW, WHETHER OR NOT SEPARATELY SET FORTH
24 THEREIN.

25 **RESPONSES TO SPECIFIC INTERROGATORIES**

26 **INTERROGATORY NO. 1:**

27 List every residence in which YOU have lived since January 1, 1986. For
28 purposes of this interrogatory, "list" means provide the complete street and mailing
address for each residence and the dates YOU lived at each residence.

1 **RESPONSE:**

2 437 Sixth Street, Manhattan Beach, CA 90266 until September, 1988.

3 2095 Vista Mar Drive, Eldorado Hills, CA 95762 from September, 1988 to
4 present.
5

6 **INTERROGATORY NO. 2:**

7 Describe all steps YOU took to notify others of YOUR change of address each
8 time YOU changed residences between January 1, 1986 and the present. For purposes of
9 this interrogatory, "others" means any and all individuals, organizations, institutions or
10 entities, including but not limited to those associated with the "large account" and "large
11 tracts of land" referred to in paragraph 8 of the **AMENDED COMPLAINT**.
12

13 **RESPONSE:**

14 I filled out a change of address card to have mail forwarded. At or about the time I
15 moved in 1988 I spoke with personnel in the Unclaimed Property Division of the State
16 Controller of the State of California about my change of address. They told me to hire an
17 attorney, but did not take note of my change of address. In each relevant year I filed a tax
18 return with the California Franchise Tax Board listing my current address.
19
20

21 **INTERROGATORY NO. 3:**

22 In reference to paragraph 36 of the **AMENDED COMPLAINT**, identify the
23 timeframe(s) during which YOU contend that Defendants first knew or should have
24 known that he/she/they were "disregard[ing]" the law and "stopp[ing] [sic] outside the
25 scope of their statutes." For purposes of this interrogatory, "timeframe" means the exact
26 date if known to YOU; otherwise the month and year, or year(s).
27

28 **RESPONSE:**

1 Plaintiff objects to this Interrogatory on the grounds that "knew or should have
2 known" is vague and ambiguous, or else calls for a legal conclusion. Further, Plaintiff's
3 investigation is ongoing, and Plaintiff reserves the right to supplement the response on
4 the basis of information subsequently obtained through investigation or discovery.
5 Defendants are charged with knowledge of the law. They documented that they knew the
6 law in a 1976 Memorandum, so from that point forward they were aware of what acts
7 violated the law. Any deviation from the requirements of the law are willful and
8 knowing. Defendants' decisions to ignore the requirements of Section 1531 of the
9 California Code of Civil Procedure requiring direct mail notice and publication of the
10 names of the Owners of Unclaimed Property constitute two early deliberate refusals to
11 comply with the law. These violations are acknowledged in Richard J. Chivaro's
12 memoranda. These acts first took place in approximately 1988 or 1989. Defendants'
13 willful misconduct has continued uninterrupted since that point, though defendants
14 Connell, Chivaro, DeLeon, and others, went to great pains to hide the information from
15 the public. In fact, defendant Chivaro illegally retained people to act as "Audit Agents,"
16 which is a term used by the Controller's personnel to refer to someone who isn't really an
17 "auditor," but presumably someone who is an "agent" of an auditor. Defendant Chivaro
18 then illegally granted these Audit Agents the authority to go in and "audit" companies
19 like GE and to seize our family's stock, which Defendants then sold. Defendant Chivaro
20 then illegally granted the Audit Agents the authority to waive all fines under C.C.P. §§
21 1570-1577 so that these Audit Agents could encourage the Holders to deliver property to
22 the Controller. Defendant Chivaro then reported his own misconduct to the California
23 State Attorney General's Office, not for purposes of investigating and correcting his own
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1 misbehavior, but so that he could "embarrass" and blame his misconduct on another
2 individual. For the balance of my answer I would simply refer you to the declaration of
3 the Controller's Chief Auditor Daniel McKinley, which attaches several memos that
4 cover the timing of the Defendants' violations.
5

6 **INTERROGATORY NO. 4:**

7 In reference to paragraph 36 of the **AMENDED COMPLAINT**, identify all facts
8 that would lead a reasonable person to know that Defendants were acting in "disregard[]"
9 of the law and/or stepping "outside the scope of their statutes."
10

11 **RESPONSE:**

12 I refer you to my answer set forth to Interrogatory No. 3. In addition, I am
13 unaware of any facts that would lead a reasonable person to know that Defendants were
14 willfully violating the law because the Defendants' conduct is so outrageous that any
15 reasonable citizen would be surprised at their misconduct. It is further unexpected
16 because the Defendants are public servants and one expects them to follow the law and to
17 protect citizens such as my family. I did not learn of Defendants' willful violation of law
18 until I retained counsel.
19

20 Given all these facts, I cannot think of how a "reasonable" person would know
21 that the Controller was not following the law. I consider myself highly "reasonable," but
22 did not learn that my valuable property had been seized and sold, with the records
23 destroyed such that I could not prove my family's ownership, for years after the fact,
24 because nobody notified me.
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1 **INTERROGATORY NO. 5:**

2 Identify the timeframe during which YOU first learned that the Controller's
3 Office did or may have some knowledge or involvement with the property described in
4 paragraph 8 of the **AMENDED COMPLAINT**. For purposes of this interrogatory,
5 "timeframe" means the exact date if known to YOU; otherwise the month and year, or
6 year(s).
7

8 **RESPONSE:**

9
10 I first learned in approximately 1986 to 1988 that the Controller may have some
11 involvement with my father's property. I physically went to the Controller's
12 Office/Division of Unclaimed Property to attempt to recover my property. The
13 Controller's personnel were not helpful, and did not take any of my personal information
14 or express any interest in obtaining my address. They told me that I should hire an
15 attorney.
16

17 **INTERROGATORY NO. 6:**

18 Identify all facts that led YOU to first learn that the Controller's Office may have
19 some knowledge or involvement with the property described in paragraph 8 of the
20 **AMENDED COMPLAINT**.
21

22 **RESPONSE:**

23 My father, Johnstone Whitley, informed me of the Controller's Office's
24 involvement with the property.
25

26 **INTERROGATORY NO. 7:**

27 Identify all facts that support YOUR contention in paragraph 36 of the
28 **AMENDED COMPLAINT** that "Plaintiffs could not have known Defendants were

1 engaged in the fraudulent and illegal activities” described in the **AMENDED**
2 **COMPLAINT.**

3 **RESPONSE:**

4
5 I presume that state officials follow the laws that bind them. At no time did any
6 personnel from the State Controller’s Office indicate that they engaged in illegal
7 activities, such as shredding official records, refusing to provide notice, refusing to
8 investigate or determine who actually owned the property delivered to the State
9 Controller to be held in custody, hiring auditors illegally, or other misconduct alleged in
10 the **AMENDED COMPLAINT.** Thus, Defendants concealed their violation of the law.
11 Defendants continue to maintain that they follow the law, notwithstanding voluminous
12 evidence and two unanimous Ninth Circuit Court of Appeals opinions to the contrary.

13
14 **INTERROGATORY NO. 8:**

15 Describe any and all ways in which **YOU** have been injured as a taxpayer as a
16 result of your allegations in paragraphs 95 and 96 of the **AMENDED COMPLAINT**
17 that defendants have made “illegal expenditures.” For purposes of this interrogatory,
18 “describe” means to set forth the manner and amount of any injury with as much
19 specificity as possible at the time **YOU** respond to this interrogatory.
20
21

22 **RESPONSE:**

23 California taxpayers are injured by the wrongful acts of Defendants and
24 Defendants’ failure to comply with the law in the following ways:

- 25 1. As noted in the California Comprehensive Annual Financial
26 Report prepared by Defendant Westly and dated June 30, 2003, the wrongdoing
27 identified in this lawsuit and related lawsuits could lead to liability to the State in
28

1 the amount of \$1.5 billion (see p. 130). The California Treasurer Phil Angelides
2 has reached a similar conclusion and sets out this litigation in all of the disclosure
3 statements to California bond purchasers.

4
5 2. Failure to pay interest will lead to an unbudgeted expense to the
6 state in an amount to be determined, but possibly in excess of \$1 billion.

7 3. Illegal payments to auditors in the amount of 10-14% of unclaimed
8 property will need to be restored to the Unclaimed Property Fund, in an amount to
9 be determined, but possibly in excess of \$100 million.

10
11 4. Illegal waivers of interest pursuant to illegal "Release
12 Agreements," in violation of the California Constitution, deprived the California
13 taxpayers of amounts to be determined, but possibly in excess of \$100 million.

14
15 5. Defendants' defense of litigation that would have been avoided
16 had Defendants followed the law has cost California taxpayers an amount to be
17 determined, but possibly in excess of \$5 million.

18 6. Defendants' failure to pay interest on certain types of property
19 altogether, such as dividends and cashier's checks creates unnecessary liability
20 and expense.

21
22 7. Defendants' failure to promulgate proper written regulations is a
23 due process violation and it costs taxpayers money because it leads to an
24 unnecessary and expensive process in such areas as claim processing, regulations
25 to guide the Audit Agents, and document retention.

1 **INTERROGATORY NO. 9:**

2 List the date on which YOU assumed "power of attorney" for Johnstone Whitley
3 as alleged in paragraph 9 of the AMENDED COMPLAINT.
4


5 **RESPONSE:**

6 I began acting on my father's behalf, with his authority, in or about 1986.

7 Dated: August 25, 2006.

Respectfully submitted,

8 LAW OFFICES OF WILLIAM W. PALMER
9

10 
11 _____
12 William W. Palmer, Esq.

13 THE LAW OFFICES OF
14 William W. Palmer
15 1221 Carter Road - Sacramento - California - 95864
16 TEL: (916) 972-0761

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VERIFICATION

I, Lynn Keith, declare as follows:

I am a party to this action. I have read the foregoing PLAINTIFFS' RESPONSES TO DEFENDANTS' FIRST SET OF INTERROGATORIES and know the contents thereof.

The matters stated herein are true of my own knowledge, except as to the matters which are therein stated on information or belief, and as to those matters, I believe them to be true.

I declare under penalty of perjury that the forgoing is true and correct and that this verification was executed at El Dorado Hills on August 25, 2006.

Lynn Keith
Lynn Keith

THE LAW OFFICES OF
William W. Palmer
3111 Center Road - Sacramento - California 95821
TELEPHONE (916) 485-0411

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PROOF OF SERVICE

I am a citizen of the United States and employed in Sacramento County, California. I am over the age of eighteen years and not a party to the within-entitled action. My business address is 1241 Carter Road, Sacramento, CA 95864-5327. On July 21, 2006, I served the foregoing **RESPONSE OF PLAINTIFF LYNN KEITH TO FIRST SET OF INTERROGATORIES** on the following parties by *Facsimile* and by depositing in the *United States Mail* at Sacramento, California, full, true, and correct copies thereof, addressed to the last known office address of the attorneys of record.

ATTORNEYS FOR DEFENDANTS:

Robin B. Johansen, Esq.
James C. Harrison, Esq.
Margaret Prinzing, Esq.
Remcho, Johansen & Purcell
201 Dolores Avenue
San Leandro, CA 94577
Phone: (510) 346-6200
Fax: (510) 346-6201

By: 

Assistant

EXHIBIT 7

1 Richard A. Dongell (State Bar No. 128083)
Joshua N. Levine (State Bar No. 171840)
2 RADCLIFF DONGELL LAWRENCE LLP
707 Wilshire Boulevard, 45th Floor
3 Los Angeles, CA 90017-3609
Telephone: (213) 614-1990
4 Facsimile: (213) 489-9263

5 Attorneys for Defendants
MEGGITT PLC and WHITTAKER CORPORATION
6

7
8 SUPERIOR COURT OF THE STATE OF CALIFORNIA
9 COUNTY OF LOS ANGELES -- CENTRAL DISTRICT

10 RICHARD V. VALDES, CEDELL HILL,
JIMMIE L. HILL,

11
12 Plaintiffs,

13 v.

14 MEGGITT PLC, WHITTAKER
15 CORPORATION, and DOES 1 THROUGH
16 500, INCLUSIVE,

17 Defendants.
18

Case No.: BC 288807
[Related to BC 280315 and BC 288429]

Hon. Peter Lichtman

**DEFENDANT WHITTAKER
CORPORATION'S FIRST SET OF
REQUESTS FOR ADMISSIONS TO
PLAINTIFF RICHARD V. VALDES**

COMPLAINT FILED: January 17, 2003
TRIAL DATE: None Set

19
20
21 **PROPOUNDING PARTY: Defendant Whittaker Corporation**

22 **RESPONDING PARTY: Plaintiff Richard V. Valdes**

23 **SET NO.: ONE (1)**
24

25 Pursuant to Code of Civil Procedure section 2033, Defendant Whittaker Corporation

26 ("Whittaker") requests that you admit within thirty (30) days after service of this request the
27 truth of all the facts stated herein. Further, that you provide all the information presently

28 ///

1
2 available to you in answering these Requests for Admissions. Your responses to this request
3 must comply with all requirements of Code of Civil Procedure section 2033.
4

5 **Request for Admission No. 1:**

6 Admit that VALDES (For the purposes of these requests, "VALDES" shall refer
7 to Plaintiff Richard V. Valdes and his representatives) received notice in 1998 of the
8 WHITTAKER recapitalization. (For the purpose of these requests, "WHITTAKER" means and
9 refers to defendant Whittaker Corporation)

10 **Request for Admission No. 2:**

11 Admit VALDES never responded to WHITTAKER after receiving notice of a
12 WHITTAKER shareholder's right to exchange shares under the 1989 Whittaker recapitalization.

13 **Request for Admission No. 3:**

14 Admit VALDES never attempted to exchange any shares of WHITTAKER stock
15 for new shares of WHITTAKER stock.

16 **Request for Admission No. 4:**

17 Admit that VALDES failed to provide WHITTAKER with any changes to the
18 mailing address of VALDES between 1985 and 1995.

19 **Request for Admission No. 5:**

20 Admit that VALDES received no communications from WHITTAKER from
21 January 1, 1995 to January 17, 2003.

22 **Request for Admission No. 6:**

23 Admit that no WHITTAKER shares listed under the name of "Richard Valdes" or
24 "Richard V. Valdes" were transferred to the State Controllers' Office. --

25 **Request for Admission No. 7:**

26 Admit that WHITTAKER has no control over shares of stock after they are
27 transferred to the State of California pursuant to California's Unclaimed Property Law.

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Request for Admission No. 9:

Admit that VALDES can claim any property belonging to him that is in the possession of the State Controllers' Office by making a claim with the State Controller's Office.

DATED: October 1, 2003

RADCLIFF DONGELL LAWRENCE LLP

By: 

Joshua N. Levine
Attorneys for Defendants MEGGITT PLC and
WHITTAKER CORPORATION

1 **PROOF OF SERVICE - CCP §§ 1013a, 2015.5**


2 I am employed in the County of Los Angeles, State of California. I am over the
3 age of 18 and not a party to the within action; my business address is 707 Wilshire Boulevard,
4 45th Floor, Los Angeles, CA 90017-3609.

5 On the date set forth below, I served the foregoing document described as follows:
6 **DEFENDANT WHITTAKER CORPORATION'S FIRST SET OF REQUESTS FOR**
7 **ADMISSIONS** on the interested parties in this action by placing a true copy thereof enclosed in
8 a sealed envelope(s) addressed as follows:

9 **PLEASE SEE ATTACHED SERVICE LIST**

- 10 **BY MAIL** I deposited such envelopes in the mail at Los Angeles, California. I am
11 readily familiar with the firm's practice of collection and processing of correspondence
12 for mailing. Under that practice it would be deposited with the U.S. Postal Service on
13 that same day with postage thereon fully prepaid at Los Angeles, California, in the
14 ordinary course of business.
- 15 **BY FEDERAL EXPRESS** I caused such envelopes to be served via Federal Express. I
16 am readily familiar with the firm's practice of collection and processing of
17 correspondence for Federal Express. Under that practice it would be deposited in a box
18 or other facility regularly maintained by Federal Express for next day delivery.
- 19 **BY PERSONAL SERVICE** I caused such envelope to be delivered by hand to the
20 offices of the addressee.
- 21 **BY FACSIMILE MACHINE:** The foregoing document was transmitted to the attached
22 named persons by facsimile transmission from (213) 489-9263 on said date and the
23 transmission was reported as complete and without error.
- 24 **(STATE)** I declare under penalty of perjury that the foregoing is true and correct.
- 25 **(FEDERAL)** I declare that I am employed in the office of a member of the bar of this
26 court at whose direction the service was made.

27 I declare under penalty of perjury under the laws of the State of California that the
28 foregoing is true and correct and that this declaration was executed on October 2, 2003, at Los
Angeles, California.


Shantese S. Williams

SERVICE LIST

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Ronald C. Peterson, Esq.
Todd Hayward, Esq.
**HELLER EHRMAN WHITE
& McAULIFFE**
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Carol Lynn Thompson, Esq.
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San Francisco, California 94104

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Sacramento, California 95864

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REMCO, JOHANSEN & PURCELL
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San Leandro, California 94577

Brian D. Boydston, Esq.
PICK & BOYDSTON
523 West Sixth Street, Suite 1134
Los Angeles, California 90014

EXHIBIT 8

1 PICK & BOYDSTON, LLP -
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2 523 West Sixth Street, Suite 1134
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3 Telephone: (213) 624-1996
Facsimile: (213) 624-9073

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5 William W. Palmer (State Bar No. 146404)
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6 Sacramento, CA 95864
Telephone: (916) 972-0761
7 Facsimile: (916) 972-0877

8 Attorneys for Plaintiffs RICHARD V. VALDES, CEDELL HILL
and JIMMIE L. HILL

9 SUPERIOR COURT OF THE STATE OF CALIFORNIA

10 COUNTY OF LOS ANGELES, CENTRAL DISTRICT

11
12 RICHARD VALDES, et al.,) CASE NO. BC 288807
13 Plaintiffs,) [CLASS ACTION]
14 v.) PLAINTIFF RICHARD VALDES'
15 MEGGITT PLC, et al.,) RESPONSES TO DEFENDANT WHITTAKER
CORPORATION'S REQUESTS FOR
16) ADMISSIONS
17 Defendants.)
_____)

18
19 PROPOUNDING PARTY: Defendant WHITTAKER CORPORATION

20 RESPONDING PARTY: Plaintiff RICHARD VALDES

21 SET NO.: One

22 Plaintiff RICHARD VALDES ("MR. VALDES") answers under oath,
23 pursuant to Section 2031 of the California Code of Civil Procedure,
24 the following Responses to Defendant WHITTAKER CORPORATION's
25 ("WHITTAKER") Requests for Admissions, Set No. One, as follows:

26 PRELIMINARY RESPONSE

27 These responses are made solely for the purpose of, and in
28 relation to, this particular action. Each response is given

1 subject to all appropriate objections (including, but not limited
2 to, objections concerning competency, relevancy, materiality,
3 propriety, and admissibility) which would require the exclusion of
4 any statement contained herein if the request were asked of, or the
5 statement contained herein were made by, a witness present and
6 testifying in court. All such objections and grounds therefor are
7 reserved and may be interposed at the time of trial.

8 MR. VALDES has not yet completed his investigation of the
9 facts relating to this action, has not yet completed discovery in
10 the action, and has not yet completed preparation for trial.
11 Consequently, the following responses are given without prejudice
12 to MR. VALDES' right, at any time up to and including the time of
13 trial, to supplement these responses or to produce subsequently
14 discovered evidence, relating to the proof of facts subsequently
15 discovered to be material.

16 Except for the facts explicitly admitted herein, no admission
17 of any nature whatsoever is to be implied or inferred. The fact
18 that a request herein has been responded to should not be taken as
19 an admission, or a concession of the existence, of any facts set
20 forth or assumed by such request, or that such response constitutes
21 evidence of any fact thus set forth or assumed. Nor should any
22 response of any nature be construed as a waiver of any privilege or
23 confidentiality or any objection to the request, such as
24 harassment, overbreadth, or relevance. All responses are made and
25 should be construed as given on the basis of present recollection.

26 RESPONSES TO REQUESTS FOR ADMISSIONS

27 RESPONSE TO REQUEST FOR ADMISSION NO. 1:

28 Deny.

1 RESPONSE TO REQUEST FOR ADMISSION NO. 2:

2 Deny.

3 RESPONSE TO REQUEST FOR ADMISSION NO. 3:

4 Admit.

5 RESPONSE TO REQUEST FOR ADMISSION NO. 4:

6 Deny.

7 RESPONSE TO REQUEST FOR ADMISSION NO. 5:

8 Admit.

9 RESPONSE TO REQUEST FOR ADMISSION NO. 6:

10 Admit.

11 RESPONSE TO REQUEST FOR ADMISSION NO. 7:

12 Deny.

13 RESPONSE TO REQUEST FOR ADMISSION NO. 9:

14 Deny.

15

16 DATED: March 30, 2004

Law Office of William W. Palmer

17

Pick & Boydston

18

19

By: 

20

Brian D. Boydston
Attorney for Plaintiffs and
Class Members

21

22

23

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- PROOF OF SERVICE

STATE OF CALIFORNIA COUNTY OF LOS ANGELES

I am employed in the County of Los Angeles, State of California. I am over the age of 18 and not a party to the within action. My business address is 523 West Sixth Street, Suite 1134, Los Angeles, California 90014.

On March 30, 2004, I served the foregoing document described as:

PLAINTIFF RICHARD VALDES' RESPONSES TO DEFENDANT WHITTAKER CORPORATION'S REQUESTS FOR ADMISSIONS

by placing true copies thereof in sealed envelopes addressed as follows:

[see attached service list]

I am readily familiar with the firm's practice of collection and processing correspondence for mailing. Under that practice, mail would be deposited with the United States Postal Service on that same day with postage thereon fully prepaid at Los Angeles, California in the ordinary course of business. I am aware that on motion of the party served, service is presumed invalid if postal cancellation date or postage meter date is more than one day after date of deposit for mailing in affidavit.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed this 30 day of March, 2004, at Los Angeles, California.

Betty Keys

Betty Keys

VERIFICATION

STATE OF CALIFORNIA, COUNTY OF LOS ANGELES

I have read the foregoing Responses to Defendant Whittaker Corporation's Requests For Admissions and know its contents.

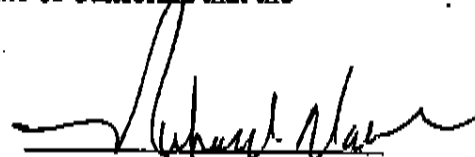
I am a party to this action. The matters stated in the foregoing document are true to the best of my own knowledge except as to those matters which are stated on information and belief; and as to those matters I believe them to be true.

Executed on April 21, 2004, at Los Angeles, California.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Richard Valdes

Type of Print Name


Richard Valdes

Signature

and I am authorized to make this verification for and on its behalf, and I make this verification for that reason.

EXHIBIT 9

SUPERIOR COURT OF THE STATE OF CALIFORNIA
COUNTY OF LOS ANGELES - CENTRAL JUDICIAL DISTRICT

RICHARD V. VALDES, et al.,)	
)	
)	Plaintiffs,
)	
vs.)	CASE NO. BC 288807
)	
MEGGITT PLC, et al.,)	
)	
)	Defendants.
)	

DEPOSITION OF RICHARD V. VALDES

April 21, 2004

ANGELA GINEVAN
CSR No. 12124
172753

BARKLEY
Court Reporters

Los Angeles	Orange County	San Francisco	San Diego	Inland Empire	Palm Springs	San Fernando Valley	San Jose
(310) 207.8000	(949) 955.0400	(415) 433.5777	(619) 455.6444	(909) 686.0606	(760) 322.2240	(818) 702.0202	(408) 885.0560

1 A. Yeah. It wasn't called Columbia Yacht, but it
2 became Columbia Yacht Corporation after, just the name
3 change.

4 Q. And between you and Mr. Threinen, you owned
5 888,000?

6 A. A little less than that. Let's say about
7 600,000 of that, 3- each. Because we had several other
8 stockholders that filtered in.

9 Q. Now, I would like to enter this resume as
10 Exhibit 1, and ask you to take a look at page 2 of
11 Exhibit 1. And there is a sentence that is circled or
12 half a sentence is circled. I'll represent that's how I
13 received this resume.

14 But it says, "Columbia Yacht Corporation was
15 sold to Whittaker (a New York Stock Exchange company) in
16 the late 1960s."

17 Q. Does that refer to the Columbia Yacht
18 Corporation, the Delaware corporation that we've been
19 talking about?

20 A. Yes.

21 Q. Do you remember when it was sold?

22 A. I think in '67, the best of my recollection.

23 Q. After it was sold, did you have a continuing
24 role with Columbia Yacht Corporation?

25 A. As president of the company. We became a wholly

1 owned subsidiary of Whittaker.

2 Q. Did the nature of the business of the company
3 change after it was purchased by Whittaker?

4 A. No, not really. We got bigger. We had more
5 capital.

6 Q. Were you or have you ever been a direct employee
7 of Whittaker Corporation?

8 A. Yes. After Alibrandi came in, we became a
9 division of Whittaker. He was from the -- he was from
10 Ratheon.

11 Q. Is that referring to Joseph Alibrandi?

12 A. Joseph Alibrandi.

13 Q. When did Whittaker -- I'm sorry. Strike that.

14 When did Columbia Yacht Corporation become a
15 division of Whittaker?

16 A. I don't remember the time, the date, but it was
17 three or four years after we were acquired.

18 Q. So if I understand the general history here, in
19 1967 Columbia Yacht Corporation, a Delaware corporation,
20 was purchased by Whittaker Corporation, and several years
21 later, three or four years later, it became a division of
22 Whittaker?

23 A. Rather than a subsidiary, a wholly owned
24 subsidiary. They owned all the stock.

25 Q. So after it became a division, it --

1 Anyway, then they gave me more assignments like
2 the -- Trojan Yacht was a wood boat building company which
3 had never built a fiberglass boat. Most boats in the
4 world at that time were built out of wood, and we were
5 just at the beginning of the fiberglass business.

6 So they said, "Help convert Trojan to glass boat
7 building in your spare time while you're running
8 Columbia," which we had two plants; one here and one in
9 Virginia, a lot of people. So I was busy, and then they
10 said, "Okay. Riva in Italy, all they build was wood
11 boats. Get them into the glass boat business." So on and
12 so forth.

13 And it was a lot of fun. I was on a plane
14 running all over the world helping buy companies and so
15 forth. So I was busy as heck and, quite frankly, I forgot
16 about the stock. I was supposed to get it back in a year
17 or two years, some period that I don't remember, but a
18 year sounds like a reasonable period. I never even
19 thought about it, because they had -- Whittaker had given
20 me more money than I'd ever seen in my life. The stock
21 within five years went to \$90 a share. And I had made a
22 deal at \$16 a share.

23 And I was just telling Brian, it shows it's
24 easier to be lucky than smart. And Whittaker moved up to
25 a billion dollar company. And the atmosphere in Whittaker

1 was go, go, go, up, up, up, every -- they had acquired 110
2 companies.

3 Every time you'd walk into a lobby of a
4 Whittaker company -- and they were all over Europe and
5 what have you -- they had the stock price for the day
6 posted. So it was -- it was vibrant, and I forgot about
7 the stock.

8 Q. Okay. Let me ask a couple of follow-up
9 questions to that with the understanding that we're
10 actually going to be going into the documents themselves
11 which might make a more specific answer possible later.

12 But you indicated that the origin of the
13 transferred Whittaker shares occurred during the
14 negotiations during the purchase of Columbia Yacht
15 Corporation.

16 Was that in 1967?

17 A. Yes.

18 Q. And you mentioned that one of Whittaker's
19 attorneys brought up the subject of this.

20 Do you remember the name of the Whittaker
21 attorney that you were dealing with?

22 A. No. But you know how attorneys are?

23 Q. Interchangeable. Understood.

24 Do you remember the names of any Whittaker
25 agent, be they attorneys or employees of Whittaker, who

1 zone? If you believe in it, we believe in it." Bob
2 Whittaker was that kind of a guy.

3 And, you know, they said, "How thoroughly do you
4 believe in what you're saying? How good is this
5 statement?"

6 That was the gist of it.

7 Q. And under the holdback agreement as you
8 understand, any claims above 50,000 --

9 A. 50,000. I don't know why I remember that
10 number, but now -- in those days \$50,000 was a lot of
11 money.

12 Q. I just want to get a clear record on this.

13 Your understanding of the holdback agreement
14 that was reached in 1967 was that you would individually
15 put up 5,000 --

16 A. I don't know exactly. I said 4- to 5,000.
17 5,000 sticks in my mind, but I'm not sure of it. It seems
18 like not very much -- very many shares, quite frankly, as
19 we sit here, but that's my best recollection.

20 Q. All right. I'm going to try to ask a question
21 in sort of a complete sentence. I realize that we are
22 just having a dialogue here, but I want to get a clear
23 record.

24 Your understanding of the holdback agreement
25 that was reached in 1967 is that you were going to provide

1 individually an amount of stock of approximately 4- to
2 5,000 shares to be held by Whittaker Corporation on a
3 temporary basis for indemnification purposes?

4 A. Yes.

5 Q. And the indemnification purposes that it was
6 going to be held for were only to be triggered if claims
7 above the amount of \$50,000 were made?

8 A. That's my best recollection, yes.

9 Q. And after some period of time, if no such claims
10 were made, you would receive the stock back from
11 Whittaker?

12 A. That's correct.

13 Q. Do you remember what that period of time was?

14 A. I don't remember, but I think it was like a
15 year. They would have time to go through the next audit
16 then, say -- and this was for undisclosed liabilities on
17 the balance record.

18 Q. Did any undisclosed liabilities above \$50,000
19 pop up during the time period that Whittaker was supposed
20 to hold the stock?

21 A. No, I don't think so. In fact, I think it was
22 way less. There were a few -- a couple 3,000 or something
23 like that.

24 Q. So at some point Whittaker had an obligation to
25 your understanding to return the stock to you?

1 A. Yes.

2 Q. And do you know when Whittaker's obligation to
3 return to stock to you occurred?

4 A. I don't know for sure, but my best recollection
5 it would be held for a year.

6 Q. Approximately 1968?

7 A. Yes.

8 Q. And your testimony previously if I understood
9 it -- actually, let me strike that so we get a clear
10 answer.

11 Did you ever make a request to Whittaker to
12 return the stock back?

13 A. No, not to my recollection.

14 Q. Even to this present day?

15 A. That's correct.

16 Q. And why did you not make such a request?

17 A. I forgot about it.

18 Q. Since 1968?

19 A. Yes.

20 Q. Okay.

21 A. I don't know why, but never even thought about
22 it.

23 Q. Well, in terms of the reason why, you had
24 indicated when you were answering in more general terms
25 that the Whittaker transaction turned out to be

1 A. I haven't seen this for years, and it's
2 refreshing some of my memories a little more.

3 Q. Great.

4 Have you had a chance to review it?

5 A. Yeah, I've gone through it.

6 THE WITNESS: Can I sit and talk with you for a few
7 minutes?

8 MR. BOYDSTON: Yeah. Sure. Sure.

9 MR. LEVINE: That's fine. Let's go off for five
10 minutes or so.

11 MR. BOYDSTON: Yeah.

12 (Interruption in the proceedings.)

13 THE WITNESS: I haven't seen that in a long time.

14 Q. BY MR. LEVINE: But you have seen that, pointing
15 toward Exhibit 8.

16 Do you recognize this?

17 A. But I -- yeah. Obviously.

18 Q. Do you recognize it?

19 A. Yes.

20 Q. What is it?

21 A. It's a merger agreement.

22 Q. Is it the --

23 A. Purchase agreement.

24 Q. Is it the purchase by Whittaker of Columbia
25 Yacht Corporation in March of 1967 that we have been

1 4- to 5,000 shares. Now that you see the number 15,000
2 shares, does this refresh your memory as to how many
3 shares were part of the indemnification provision?

4 A. It really does not. That number seems high,
5 because I would -- I'm just thinking, man, that would have
6 been pretty generous. That was a big number. And I must
7 have been stark raving mad. They must have drugged me to
8 agree to that, but I just -- I don't remember.

9 Q. So you couldn't testify for a certainty that the
10 number wasn't 15,000 shares?

11 A. That's right.

12 Q. Looking also at paragraph 2, it would appear to
13 me that the obligation to deliver these shares was an
14 obligation that was held by Columbia Yacht Corporation as
15 opposed to you individually?

16 A. That's correct.

17 Q. Let me ask, does this refresh your memory as to
18 what entity actually agreed to deliver the shares to
19 Whittaker?

20 A. It does not.

21 Q. Could you testify to a certainty that despite
22 these provisions, you individually delivered shares to be
23 held by Whittaker Corporation for indemnification
24 purposes?

25 A. I don't know that I could, but I -- and the

1 know, thousands of shares, and the other one was a smaller
2 number that they just -- they kept.

3 Q. So your best recollection is despite this
4 agreement, there was some amount of shares that you
5 transferred to Whittaker Corporation?

6 A. Yeah. I didn't transfer them. The stock
7 certificate -- I didn't go through a transfer agent. So
8 the answer, transferred them? I don't think I transferred
9 them. It's just I didn't get them.

10 Q. Let me ask it this way. To the best of your
11 recollection, you believe that some amount of shares
12 belonging to you individually were held by Whittaker for
13 indemnification purposes?

14 A. That's an accurate statement.

15 Q. You don't know what the amount of those shares
16 are?

17 A. Not for sure.

18 Q. And you would agree that there's nothing in this
19 paragraph 2 that would personally obligate you to have
20 provided shares for these purposes?

21 A. That's correct. As with respect to this
22 paragraph, yes.

23 Q. Are you aware of any writing that evidences that
24 you personally allowed your shares to be held by Whittaker
25 for indemnification purposes?

1 A. No.

2 Q. You said that to the best of your recollection
3 you allowed some shares that were owed to you personally
4 to be held by Whittaker for indemnification purposes.

5 Are you certain that that occurred?

6 A. I'm relatively certain.

7 Q. Relatively certain?

8 A. Yes.

9 Q. Relatively, that's one of those words,
10 relatively.

11 A. That's right. Well, that's why I used it.

12 Q. Is there some possibility that your memory is
13 inaccurate and you never actually allowed shares that were
14 individually held by you to be held by Whittaker for
15 indemnification purposes?

16 A. That's possible, but not probable.

17 Q. Fair enough. Let's go on to paragraph 3.
18 Paragraph 3 has the amount of time that Whittaker is
19 supposed to hold said shares. And earlier you had
20 indicated that you thought it might be a year, you weren't
21 sure. This has a ten-month period.

22 Now that you've read that does this refresh your
23 recollection as to how long Whittaker was to hold the
24 shares before it returned --

25 A. I have no doubt that it was ten, but my

1 any reason to disagree with those figures?

2 A. No. I think those are accurate.

3 Q. About how many shareholders held stock at that
4 time at Columbia Yacht Corporation?

5 A. Best I can recollect, about 3500.

6 Q. 3500.

7 Do you know if there's anywhere that exits a
8 list of those 3500?

9 A. Boy, I don't. The transfer agent was in
10 Chicago, though.

11 Q. Okay. I think I saw some transfer documents.
12 So let's take a look at that when we get to that.

13 Now I'd like to turn your attention to page 14,
14 and under Section C 2 there's a reference to Columbia
15 Yacht obtaining covenants not to compete from you --

16 A. And my brother.

17 Q. -- and your brother and --

18 A. Howard Brantley --

19 Q. -- Howard Brantley.

20 A. -- was an accountant.

21 Q. I think that was my mistake. I've been talking
22 over you.

23 There's a reference on page 14 paragraph 2
24 regarding covenants not to compete to be executed by you
25 as well as others. To the best of your knowledge, did you

1 A. Yes.

2 Q. -- that you referred to before?

3 Now, earlier, and I realize that at the time
4 that I asked you this I hadn't put it in context by
5 showing any documents, but you were trying to remember
6 what your percentage interest may have been.

7 Does this refresh your recollection of how many
8 shares that you held at the time of the sale of Columbia?

9 A. This is accurate.

10 Q. So there's 81,000 shares that you held, and I
11 believe in your prior exhibit there was approximately
12 700,000 or so outstanding shares at the time.

13 A. I believe so.

14 Q. So if one would take this 81,265 figure and put
15 it over the amount of outstanding shares, would that be an
16 accurate --

17 A. About 10 percent, yeah.

18 Q. -- reflection?

19 If one were to take the 81,265 shares that are
20 reflected on this exhibit and put it over the amount of
21 outstanding shares as reflected on the acquisition
22 agreement, would that calculation accurately reflect how
23 much of your -- what percentage you owned of Columbia at
24 the time of the sale?

25 A. I would think so.

1 recall whether you had any communications with Whittaker
2 due to your status or potential status as a shareholder
3 after 1974?

4 A. After '74? And we sold in '67. God. I just
5 don't remember. I remember I used to look in the paper
6 all the time, you know, at the Whittaker deal because they
7 are in the New York Stock Exchange to see what my stock
8 was worth, but I don't remember. I don't remember when I
9 sold my last shares.

10 Q. Do you recall having any -- strike that.

11 Do you recall having received any correspondence
12 from Whittaker with regards to your status as a
13 shareholder since 1974?

14 A. Since '74, no, I don't remember.

15 Q. You had indicated that at least as of 1989 you
16 did not believe that you were still a shareholder of
17 Whittaker. Would it be safe to say that you haven't
18 received any communications from Whittaker Corporation
19 since 1989 as to your status as a shareholder?

20 A. I don't remember any communications from them.

21 Q. Do you remember receiving any communications
22 from Whittaker regarding your status as a shareholder
23 since 1985?

24 A. I don't. Not saying that I didn't; I just don't
25 remember.