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 5480 Ferguson Drive • Los Angeles, CA 90022 • 323-734-8399 • Fax 323-721-3538

May 17, 2008

Anna Burger
 Secretary-Treasurer
 Service Employees International Union
 1800 Massachusetts Ave. NW
 Washington DC 20036

Re: Your Letter of May 15, 2008

Dear Anna Burger:

In response to your letter of May 15, 2008 to UHW Executive Board members who are not defendants in the case brought by the SEIU against ten of our executive board members, we convened our Executive Board on May 16 without those ten members present and discussed the correspondence. We have the following comments and responses in reply to your letter:

- a. We remain confused by your selection of those ten of our members as defendants in your litigation, and this causes us difficulty in understanding the claimed "conflict of interest" between them and ourselves. As you know, the decisions to establish the Education Fund, how much to authorize ultimately depositing in it, the specific deposits, the approval of trustees for it, and to seek the return of all funds and assets given to it were all made by unanimous vote of our entire Executive Board, acting in the name of the UHW. We are unaware of any conduct by the ten members you have chosen to sue which is different than the remaining Executive Board members, and the ten of course did not have nearly enough votes among them all to pass any resolution.

Had you availed yourself of your opportunity to exhaust internal union remedies concerning these matters, we might have been able to learn more about your allegations regarding the conduct of the members whom you sued. Since you didn't, and since we do intend to seek independent advice on this question (see below), we ask that you immediately supply us with all factual and legal information in your possession which establishes any actual conflict of interest between those defendants and the rest of us.

- b. We are aware that there may be legal restrictions on the union paying for counsel for defendants in certain properly filed fiduciary duty

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Sal Rosselli, *President*

Jorge Rodriguez, *Executive Vice President*

Joan Emslie, *Secretary/Treasurer*

actions, and will seek counsel in this regard as well. Indeed, we have previously discussed this issue with the ten defendants recused, because we understood the need to do so. We will comply with the law, but we will stand with those you have chosen to sue to the full extent allowed by law.

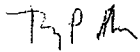
- c. As mentioned above, we are going to seek the opinion of a genuine independent counsel in regard to our obligations, who can represent us and the defendants, respectively, and how they might be paid. In this regard, we must reject your choice of counsel as having an obvious “conflict of interest” as well. Since the International has sued ten of our leaders for actions we all took, your choice of counsel can hardly be deemed independent.
- d. In regard to your offer of an International audit of our financial records, we have the following comments:
 - 1. Our independent auditors are in the process of completing their annual audit, and we expect the results shortly. We will carefully scrutinize the audit report and take any action appropriate based upon that report;
 - 2. In April President Stern was supplied the complete financial records of every expenditure made by the UHW for the last several months. We assume the records were carefully scrutinized by the International and that any alleged problems would have been broadly publicized by you. If there are problems in these records, please identify them for us;
 - 3. We have complete confidence in the availability and transparency of the UHW’s financial records; and
 - 4. In light of the above, we decline your offer of a voluntary visit by the International controller.
- e. We acknowledge our serious fiduciary responsibility to the members of the UHW, and believe we carry out those responsibilities with utmost diligence. We have independently verified the return of the approximately \$2.8 million in funds and about \$16,000 in assets from the Fund to the UHW as requested by our entire Executive Board (including those you sued) and do not need any further assistance for this verification. We expect shortly a further return of approximately \$110,000 to UHW pursuant to our request and will verify its return when it occurs.

As for the expenditures made by the Fund, we are not aware that they were in any way unlawful. Since you have been supplied with all

twenty-two checks issued by the Fund, on an item by item basis we would appreciate your factual and legal explanation for why they were unlawful, and not proper and appropriate. We will seriously examine your response in consultation with counsel and take whatever action we deem appropriate. In the meantime, and in the absence of any evidence that we should hold the ten Executive Board members you have singled out to sue personally liable, we decline to do so.

In Hopes of Unity,

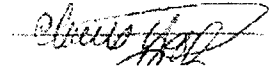
The UHW Executive Board



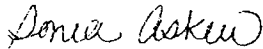
Tony Aidukas, UHW Vice President
Desert Regional Medical Center



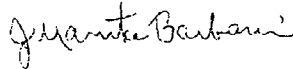
Roberto A. Alvarez, UHW Vice President
Kaiser Permanente - Bellflower



Claudia Arevalo, UHW Vice President
In-Home Supportive Services, San Francisco



Sonia Askew, UHW Vice President
Kaiser Permanente - Oakland



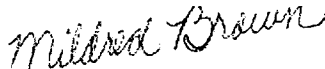
Juanita Barbarin, UHW Vice President
Retirees



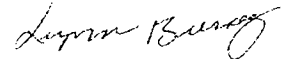
John Borsos, UHW Vice President
United Healthcare Workers - West



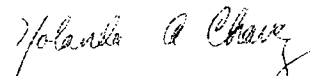
Will Brennan, UHW Vice President
Olympia Medical Center



Mildred Brown, UHW Vice President
In-Home Supportive Services, Contra Costa



Lynn Bussey, UHW Vice President
Cedars-Sinai Medical Center



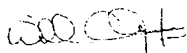
Yolanda A. Chavez, UHW Vice President
Kaiser Permanente - Oakland




Feng Chen, UHW Vice President
IHSS, San Francisco



Leon Chow, UHW Vice President
United Healthcare Workers - West



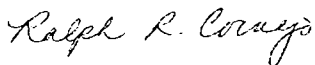
Will Clayton, UHW Vice President
United Healthcare Workers - West



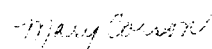
Teresita Collado, UHW Vice President
Kaiser Permanente - Los Angeles



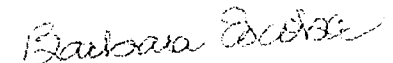
Rachel Coronado, UHW Vice President
Riverside Community Hospital



Ralph R. Cornejo, UHW Vice President
United Healthcare Workers - West



Mary Corson, UHW Vice President
Kaiser Permanente - Panorama City



Barbara Escobar, UHW Vice President
Kaiser - Woodland Hills

Marilyn Freeman

Marilyn Freeman, UHW Vice President
Watts Health Foundation - Los Angeles

Florine Furlow

Florine Furlow, UHW Vice President
IHSS, Fresno

Mell Garcia

Mary Ellen Garcia, UHW Vice President
Kaiser - Hayward

Angela P. Glasper

Angela P. Glasper, UHW Vice President
Kaiser Permanente - Antioch/Martinez

Glenn Goldstein

Glenn Goldstein, UHW Vice President
United Healthcare Workers - West

Linda Gonzalez

Linda Gonzalez, UHW Vice President
Good Samaritan Hospital - Mission Oaks

Robert Hernandez

Robert Hernandez, UHW Vice President
Kaiser Permanente - Baldwin Park

Miguel Holguin

Miguel Holguin, UHW Vice President
St. Bernardine Medical Center

Robert Hardebeck

Robert Hardebeck, UHW Vice President
Garden Grove Hospital

Robyne L. Horn

Robyne L. Horn, UHW Vice President
Kaiser Permanente - Santa Clara

Donald Hoskins

Donald Hoskins, UHW Vice President
St. Mary's Medical Center - Long Beach

Gary Jackson

Gary Jackson, UHW Vice President
Dominican Hospital

Kimberly Jakab

Kimberly Jakab, UHW Vice President
Kaiser Permanente - Sacramento

Derrell Joseph

Derrell Joseph, UHW Vice President
Kaiser Permanente - South Bay

Lover T. Joyce

Lover T. Joyce, UHW Vice President
Kaiser Permanente - Walnut Creek

Deborah L. Kirtman

Deborah Kirtman, UHW Vice President
Alta Bates Summit Medical Center

Paul R. Kumar

Paul Kumar, UHW Vice President
United Healthcare Workers - West

Laura Kurre

Laura Kurre, UHW Vice President
United Healthcare Workers - West

Stan Lacey

Stan Lacey, UHW Vice President
Piedmont Gardens

Xiao Jiang Lai

Xiao Jiang Lai, UHW Vice President
IHSS, San Francisco

Barbara Lewis

Barbara Lewis, UHW Vice President
United Healthcare Workers - West

Don Mariacher

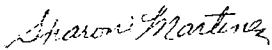
Don Mariacher, UHW Vice President
Kaiser Permanente - Redwood City

Dan Martin

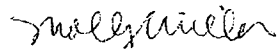
Dan Martin, UHW Vice President
United Healthcare Workers - West

Pamela Martinez

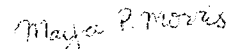
Pamela Martinez, UHW Vice President
United Healthcare Workers - West



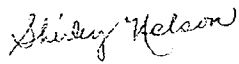
Sharon Martinez, UHW Vice President
Mercy General Hospital



Molly Miller, UHW Vice President
Kaiser Permanente - Fontana



Maya Morris, UHW Vice President
St. Francis Memorial Hospital



Shirley Nelson, UHW Vice President
Kaiser Permanente - Redwood City



Bebs Nonato, UHW Vice President
Kaiser Permanente - Los Angeles



Debrah Ortega, UHW Vice President
Kaiser Permanente - Orchard



Li Bao Pan, UHW Vice President
IHSS, San Francisco



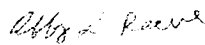
Raisa Polonskaya, UHW Vice President
IHSS, San Francisco



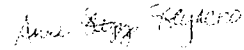
Ella Raiford, UHW Vice President
IHSS, San Francisco



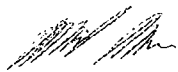
Eloise Reese-Burns, UHW Vice President
Cottonwood Health Care Center



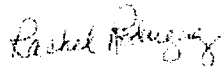
Abby Reeve, UHW Vice President
West Hills Hospital and Medical Center



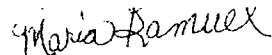
Anne Stepp Regacho, UHW Vice President
Kaiser Permanente - Stockton



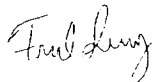
Michael Rivera, UHW Vice President
Encino-Tarzana Regional Medical Center



Rachel Rodriguez, UHW Vice President
United Healthcare Workers - West



Maria Samuel, UHW Vice President
Golden Gate



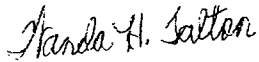
Fred Seavey, UHW Vice President
United Healthcare Workers - West



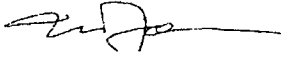
Margaret Segura, UHW Vice President
United Healthcare Workers - West



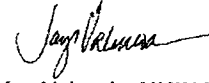
Lynn St. Clair, UHW Vice President
Kaiser Permanente - Santa Rosa



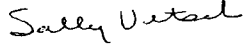
Wanda H. Talton, UHW Vice President
Pacifica Hospital of the Valley



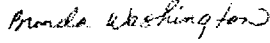
Michael Torres, UHW Vice President
USC University Hospital



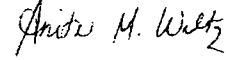
Jay Valencia, UHW Vice President
United Healthcare Workers - West



Sally Vetsch, UHW Vice President
Mercy Medical Center of Redding



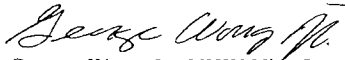
Brenda Washington, UHW Vice President
Grove Street Care Center



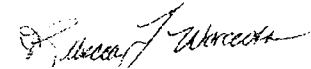
Anita Wiltz, UHW Vice President
Golden Cross Health Care



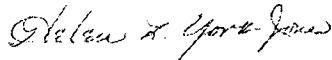
Latasha Winslow-Beavers, UHW Vice President
Kaiser Permanente - Rancho Cordova



George Wong Jr., UHW Vice President
Kaiser Permanente - San Francisco



Rebecca L. Worcester, UHW Vice President
Kaiser Permanente - Sacramento



Helen York-Jones, UHW Vice President
California Pacific Medical Center



Mickiela Yagen, UHW Vice President
IHSS, Yolo