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UNITED STATES DISTRICT COURT FOR THE DISTRICT OF COLUMBIA

-----X
 ANN B. HOPKINS,
 Plaintiff,
 v.
 PRICE WATERHOUSE,
 Defendant.
 -----X

Civil Action No.
84-3040

Washington, D. C.
Friday, March 8, 1985

Deposition of:

LEWIS J. KRULWICH

a witness of lawful age, taken on behalf of the Plaintiff in the above-entitled action, pending in the U. S. District Court for the District of Columbia, pursuant to notice and agreement between Counsel, before Elma S. Dirolf, a notary public, in and for the District of Columbia, whose commission expires September 30, 1989, taken in the offices of Gibson, Dunn & Crutcher, 1050 Connecticut Avenue, N.W., Suite 900, Washington, D.C. 20036, commencing at 1:00 p.m.

Diversified Reporting Services, Inc.

1511 K Street, N.W.
Suite 808
Washington, D.C. 20005
(202) 628-2121

APPEARANCES:

On Behalf of the Plaintiff:

DOUG HURON, Esq.
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On Behalf of the Defendant:

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-and-

ULRIC A. SULLIVAN, Esq.
Assistant General Counsel
Price Waterhouse
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New York, New York 10020

Also Present:

Ann B. Hopkins

Diversified Reporting Services, Inc.

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P R O C E E D I N G S

Whereupon,

LEWIS J. KRULWICH

was called as a witness and, having been first duly sworn, was examined and testified as follows:

EXAMINATION BY PLAINTIFF'S COUNSEL:

BY MR. HURON:

Q. Would you state your name for the record?

A. Lewis J. Krulwich.

Q. I know you have attended one of these depositions before, Mr. Krulwich. Have you ever given one yourself before?

A. No, I have not.

Q. If you do not understand a question, ask me to repeat it and I will try to be as straightforward as possible in asking things of you.

MR. HURON: I assume we have the same stipulation as to reserving objection.

MS. IRELAND: Sure.

MR. HURON: As always, this deposition, like the others we have taken, Plaintiff intends to use for all purposes permitted by the rules.

1 BY MR. HURON:

2 Q. What is your educational background?

3 A. I have a BA from Cornell, majoring in economics,
4 and an MBA from Columbia.

5 Q. When did you get the BA?

6 A. 1961.

7 Q. The MBA?

8 A. 1963.

9 Q. You went straight to graduate school after
10 college?

11 A. Yes.

12 Q. What did you do after you got your MBA in 1963?

13 A. I spent six months in the Army and then in 1964
14 went to work for the National Aeronautics and Space
15 Administration.

16 Q. How long were you at NASA?

17 A. Approximately six years.

18 Q. What sort of work were you doing?

19 A. Doing financial analysis, budget analysis and
20 program planning.

21 Q. You said about six years, does that take you up to
22 1970?

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1 A. Yes. I went to work for the Office of Management
2 of Budget.

3 Q. Who was running OMB then?

4 A. I came to OMB the same week, I believe, that
5 George Schultz took over.

6 Q. How long did you stay there?

7 A. Approximately four years.

8 Q. Were you on the budget side?

9 A. No.

10 Q. What were you doing?

11 A. I was in the Legislative Reference Division and on
12 the management side.

13 Q. Who did you work for?

14 A. In the Legislative Reference Division, I worked
15 for Wilf Rommel and in the management side, I worked for
16 Collin Blaydon.

17 Q. In 1974?

18 A. In 1974 I came to work for Price Waterhouse.

19 Q. Which office?

20 A. The Office of Government Services.

21 Q. Have you been in OGS ever since?

22 A. Yes.

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1 Q. What position did you enter Price Waterhouse at?

2 A. I entered Price Waterhouse as a manager.

3 Q. So, when you started at Price Waterhouse, you had,
4 I think it is called, a contract?

5 A. I believe so, yes.

6 Q. When were you made a partner?

7 A. I was admitted as a partner in 1978. I am almost
8 certain on that. I forget my years.

9 Q. So, it was effective -- I guess it would have been
10 July 1 --

11 A. I believe it was July 1, 1978.

12 Q. When you were serving as a manager in OGS -- for
13 what, for about four years before you became a partner?

14 A. Yes, for three and a half years.

15 Q. What kind of work were you doing as a manager?

16 A. By "what type of work" -- by what type of
17 projects?

18 Q. Yes.

19 A. I worked on projects involving general management
20 of government organizations, improving budget processes of
21 government organizations and the like.

22 Q. Who was running OGS at that time when you were the

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1 manager. Who was the Partner-in-Charge?

2 A. Roscoe Egger.

3 Q. He was the Partner-in-Charge at the time you
4 became a partner?

5 A. Yes.

6 Q. I think last week there was a reference -- of
7 course, Tom Beyer is the Partner-in-Charge in charge now.
8 Right?

9 A. Yes, he is.

10 Q. There was a reference, I believe, to your being
11 his deputy. Is that a formal title? Are you Deputy
12 Partner-in-Charge or do you have a rank like that or a
13 position such as that in the -- in OGS?

14 A. I have no such rank.

15 Q. Is there such a rank?

16 A. No. I am a partner in the Office of Government
17 Services. There is no designated Deputy Partner of the Office
18 of Government Services.

19 Q. Which partners have been at OGS as long or longer
20 than you have?

21 A. I believe I am the second oldest in terms of
22 working with Price Waterhouse. Fred Laughlin started

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1 approximately six months before I did.

2 Q. As a manager?

3 A. Yes -- oh, I am not certain of that. I am not
4 certain whether he started as a consultant or as a manager.

5 Q. Do you know when he became a partner?

6 A. Yes, 1979.

7 Q. A year after you did?

8 A. Yes.

9 Q. So, you are the most senior partner at OGS in that
10 sense?

11 A. Well, in the sense of the partner who has been
12 there the longest --

13 Q. As a partner?

14 A. That is correct.

15 Q. Which partners do you socialize with, which OGS
16 partners, if any?

17 A. Could you explain what you mean by "socialize"?

18 Q. Sure. I assume that you deal with people on a
19 daily basis in your business. I am asking you are there some
20 partners who you maybe have dinner with, play golf with and
21 things like that?

22 A. I socialize with Don Eplebaum and occasionally

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1 with Larry Portnoy and Norm Hollander. That is a general
2 statement. Obviously, at one time or another I may have
3 socialized with others. Those are the primary partners.

4 Q. Are you engaged in any outside activities, civic
5 activities, that type of thing, youth activities?

6 A. I am active in -- at my temple, primarily.

7 Q. Was that true as well before you became a partner?

8 A. Yes.

9 Q. Would you say that has been your principal outside
10 activity while you have been at Price Waterhouse?

11 A. Yes, with the addition of some work for a private
12 school in Maryland.

13 Q. When did you first meet Ann Hopkins?

14 A. I do not recall the date, but I met Ann when she
15 joined Price Waterhouse. I do not recall whether I met her
16 during the interview -- her interview process.

17 Q. During her tenure with the firm, do you recall
18 whether the two of you ever worked together on a particular
19 project?

20 A. Yes. We worked together on two projects for the
21 United States Bureau of Indian Affairs.

22 Q. When would that have been roughly?

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1 A. Well, I am not sure of the dates. They were --
2 when Ann joined -- I do not have the dates in my mind.

3 Q. She came on, let's say for the record, in August
4 of 1978, so it would have been within the next year or so
5 after that roughly or --

6 A. Yes, I am sure.

7 Q. What was your relationship on those BIA projects?
8 Were you the engagement partner?

9 A. Yes, I was.

10 Q. She was a manager working directly on the
11 projects?

12 A. On one project, she was a manager participating on
13 the project. On the second engagement, she was the project
14 manager for the engagement.

15 Q. At one point, did she author a contract proposal
16 for BIA work?

17 A. At one point, we prepared a proposal for
18 additional work under our contract and Ann and I worked on
19 that proposal.

20 Q. Was that successful?

21 A. Yes, it was.

22 Q. Do you recall the dollar volume approximately of

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1 that?

2 A. I do not recall the precise dollar volume, but I
3 believe it was approximately \$200,000.

4 Q. After the BIA projects, did you continue to have
5 dealings with Ann Hopkins?

6 A. After the BIA project, my primary dealings with
7 Ann Hopkins were casual within the office, casual dealings
8 within the office, plus limited participation on my part on
9 the engagement that she was the project manager of for the
10 State Department.

11 Q. That is FMS?

12 A. Yes.

13 Q. Was that at the time when Price Waterhouse and
14 another firm were engaged in what is called a fly-off to
15 determine who would get the final FMS contract?

16 A. Yes.

17 Q. From what I have seen of the documents in this
18 case, it seems as though you were a consistent, strong
19 supporter of Ann Hopkins' candidacy for partnership. Is that
20 accurate?

21 A. That is correct.

22 Q. What qualities did you think she had that

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1 commended her for partnership?

2 A. I felt that Ann Hopkins was a very good director
3 of -- and manager of projects, did a fine job in that area. I
4 felt that she managed projects and worked with our clients
5 well and I felt that I could work well with her and trust her
6 as a person.

7 Q. Did she have -- did you believe that she had
8 talent in the area of proposal writing, putting together
9 proposals?

10 A. That is a broad question with the word "talent."

11 Q. Do you think she was good at it? That is what I
12 am trying to get at.

13 A. The proposals that Ann and I worked on together
14 were successful and I felt that she had done a good job on
15 those proposals.

16 MR. HURON: I would like to have this marked as
17 Exhibit No. 1.

18 (Krulwich Deposition Exhibit No. 1
19 was marked for identification.)

20 BY MR. HURON:

21 Q. Mr. Krulwich, what I am showing you for the record
22 is marked as Exhibit No. 1 to this deposition. It is the

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1 proposal form for Ann Hopkins' candidacy for partnership,
2 which OGS submitted in August of 1982. Have you seen this
3 document before?

4 A. Yes.

5 Q. Do you recall who prepared it?

6 A. I do not recall who prepared the initial draft
7 materials, drafts of the proposal application. Several of us
8 had a role in reviewing the document before it was submitted.

9 Q. How did that work? Did you have a meeting where
10 this was passed around or was it circulated throughout various
11 offices?

12 A. No, it was not circulated to various offices. I
13 do not know the precise process, but someone within the office
14 drafted an initial document.

15 Several of us reviewed the draft, suggested
16 comments or any changes and most likely Tom Beyer prepared the
17 final document.

18 Q. Did you see it in final form before it was
19 submitted?

20 A. I do not recall.

21 Q. When you saw a draft, did you concur with it? Did
22 you recall making any changes?

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1 A. I do not recall making any changes. I do not
2 know.

3 Q. Looking at it now, I am referring to the last
4 page, which is the narrative page. Do you recall having read
5 something close to that at the time?

6 A. Yes.

7 Q. And agreeing in substance with what is there?

8 A. Well, I am sure at the time that when I reviewed
9 the document I agreed in substance with the document, yes.

10 Q. The last line says that -- I do not have it in
11 front of me, but it says, "All the partners in the Office of
12 Government Services strongly support her candidacy and look
13 forward to her admission."

14 Were you aware at the time if there were any
15 partners in OGS who did not support Ann Hopkins' candidacy? I
16 am talking now roughly the July - August, 1982, time frame.

17 A. At that time I was not aware of any partners in
18 OGS who opposed her candidacy.

19 Q. Were you aware of any who did not strongly
20 support, in other words, the first people who might want to
21 vote "hold" as opposed to "yes"?

22 A. I was aware at the time that partners may have had

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1 questions as to particular aspects of Ann's qualifications,
2 but I was not knowledgeable as to how any individual partner
3 might vote on the application.

4 Q. But you were not aware of any who opposed her
5 candidacy? I think you already said that.

6 A. That is right.

7 MR. HURON: I would like to have this marked as
8 Exhibit No. 2.

9 (Krulwich Deposition Exhibit No. 2
10 was marked for identification.)

11 BY MR. HURON:

12 Q. I am going to hand you what has been marked as
13 Exhibit No. 2 to this deposition, which is a summary of long
14 and short form comments on Ann Hopkins' candidacy and I really
15 just want to direct your attention to Page 2005 where your
16 comments are set forth down at the bottom there.

17 Do you recall that this is a summary of your
18 comments or is this everything you said on the long form?

19 A. I do not recall.

20 Q. As far as you can recall now, did the statement
21 set forth accurately reflect your views at the time?

22 A. Yes, as far as I can recall.

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1 Q. There are a couple of things here I want to ask
2 you about.

3 You said that "Ann is first rate in handling the
4 most difficult client assignments (State Department)," and
5 "most" is underlined. What was particularly difficult about
6 the State Department as a client at that time?

7 A. The Department of State was a challenging job from
8 the viewpoints of conducting the job technically and competing
9 against a second firm carrying out a similar engagement and
10 working with our client.

11 Q. Was the client in a position to be particularly
12 demanding?

13 A. All clients on complex jobs are particularly
14 demanding, including this client.

15 Q. You also say that Ms. Hopkins is excellent in
16 training and assisting staff. Could you explain a little bit
17 more about that statement, what you observed that led you to
18 make that particular statement?

19 A. On her work for me at the -- with the Bureau of
20 Indian Affairs, the staff assigned to the job -- staff members
21 assigned to the job were, in some cases, new to Price
22 Waterhouse or working within the government environment for

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1 the first time.

2 I thought Ann did a very good job in working with
3 such staff under such circumstances. This was an example of
4 my basis for making that comment.

5 Q. What about the work at FMS in that regard?

6 A. With regard to FMS, I cannot speak firsthand
7 because I was not assigned to the project for a significant
8 amount of time.

9 I did have the general impression that she had
10 similar challenges at the Department of State. I cannot speak
11 though, firsthand, as to the results.

12 Q. When you say "similar challenges" you mean people
13 who were new to that type of work or had to be given
14 assistance and training in how to conduct a government
15 engagement?

16 A. To my knowledge, the staff assigned to the
17 Department of State represented a diversity of backgrounds and
18 some with more experience and some with less.

19 And it was a relatively large staff, as I believe,
20 and Ann had to cope with those types of challenges.

21 Q. As far as you knew, how did she cope with them?

22 A. As far as I knew, she coped with them well. I was

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1 aware, however, of the views of other partners --

2 Q. Have you completed what you were going to say?

3 A. That Ann had on occasion difficulties in working
4 with staff members.

5 Q. Do you recall when you first became aware of the
6 views of other partners? Was it before or after you filled
7 out this long form? If you remember.

8 A. I was aware of the views of other partners before
9 I filled out the long form.

10 Q. Who would those be?

11 A. I was aware that several partners questioned Ann's
12 interpersonal skills before I filled out the long form such as
13 Don Eplebaum and Ben Warder.

14 Q. Does anyone else come to mind -- before you filled
15 out the long form?

16 A. Could I be clear on your question as to which
17 partners you are asking me about?

18 Q. I am sorry. Sure. You said, I believe that you
19 were aware of partners that questioned Ann's interpersonal
20 skills and you were aware that at the time you filled out the
21 long form, you mentioned specifically Don Eplebaum and Ben
22 Warder.

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1 I am just asking, at that time, whether you were
2 aware of any other partners who had questioned Ann's
3 interpersonal skills?

4 A. I was aware that there were partners from around
5 the firm who had questions as to Ann's interpersonal skills
6 before I filled out the long form, yes. There were others in
7 addition to those two.

8 Q. Others at OGS?

9 A. Not that I know of.

10 Q. Where were the others?

11 A. I can recall several and obviously I cannot recall
12 all of them. I can recall questions raised about the way in
13 which Ann worked from Tim Coffey --

14 Q. That is in St. Louis?

15 A. Yes. From Dick Wheaton.

16 Q. Where is Mr. Wheaton?

17 A. In Washington.

18 Q. The Washington practice office?

19 A. Washington, D. C., yes. And from Ken Doctor in
20 our San Francisco office. I do not recall others.

21 Q. Tim Coffey is an MAS partner in St. Louis, is that
22 right?

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1 A. Yes.

2 Q. He would have worked with Ann to a certain extent
3 when she put together the Farmers Home proposal in St. Louis
4 in the summer of 1982?

5 A. I believe he did work with her for some period
6 during the preparation of that proposal.

7 Q. Do you know if Mr. Wheaton had worked with Ann
8 Hopkins at all?

9 A. I am not certain. I believe he may have worked
10 with her or discussed potential proposal efforts with her, but
11 I am not certain.

12 Q. What about Mr. Doctor?

13 A. To my knowledge his acquaintance with Ann was
14 primarily or entirely at firm meetings and training sessions.

15 Q. You conclude your long form comments by saying,
16 "Ann Hopkins is a fine person with a high sense of integrity."
17 Did you like her?

18 A. Yes, I did.

19 Q. Did you expect her, at the time she was proposed,
20 to be accepted as a partner?

21 A. Yes, I did. I was aware of the views of some
22 other partners, but I am generally optimistic about all the

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1 candidates that I support.

2 Q. The types of comments that you had heard about Ann
3 Hopkins were from some partners you just recounted, had you
4 ever heard similar types of comments about other candidates
5 for partnership?

6 A. The comments one hears about people are never
7 identical.

8 Q. Sure.

9 A. And I have trouble responding to the word -- to a
10 question using the word "similar." When one thinks about
11 candidates for admission to the firm, the comments about two
12 different people are never identical.

13 Q. I guess one phrase you had used was "there had
14 been comments about her interpersonal skills." Were there
15 ever situation you can recall where there were comments of a
16 negative nature about other candidates' interpersonal skills?

17 A. Yes, I do recall comments about other candidates'
18 interpersonal skills.

19 Q. Were some of them admitted to partnership? I am
20 not asking names now.

21 A. Since comments on interpersonal skills are made on
22 every candidate and discussed about every candidate, yes, some

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1 of the candidates that I recall about whom questions were
2 raised on interpersonal skills were admitted as partners.

3 Q. Just for the record, those were men, right?

4 A. The candidates that I recall particularly in any
5 comments as to interpersonal skills were men.

6 Q. As I understand the admissions process, you fill
7 out the long form in September. Is that right?

8 A. Approximately, yes.

9 Q. Then a couple of months later somebody from the
10 Admissions Committee comes out for an office visit, around the
11 end of November, the first part of December?

12 A. Yes. This is how we have done it in the last
13 several years to my knowledge.

14 Q. Do you recall talking to Mr. Marcellin from the
15 Admissions Committee when he came to OGS in late November of
16 1982?

17 A. Yes, I do.

18 MR. HURON: I would like to have this marked as
19 Exhibit No. 3.

20 (Krulwich Deposition Exhibit No. 3
21 was marked for identification.)

22 BY MR. HURON:

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1 Q. Mr. Krulwich, what has been marked as Exhibit No.
2 3 to your deposition is a couple of different memorandums, one
3 of which was prepared by Mr. Marcellin, summarizing his office
4 visit. There are also a couple of other memos that I want to
5 ask you about.

6 But looking first at the third page of this
7 document, which is numbered at the top, sequentially, 3843,
8 the third part contains Mr. Marcellin's reports on interviews
9 with a number of partners, including you. Could you review
10 the portion, just the part that concerns you?

11 A. (The witness perusing document.)

12 Q. As I understand it, this is Mr. Marcellin's report
13 of the conversation. You did not actually write this
14 yourself. Is that correct?

15 A. No, I did not write it.

16 Q. From what you can remember, is that a fair summary
17 of your conversation?

18 A. I do not remember the specific remarks made at the
19 meeting with Roger Marcellin. I remember the meeting, but not
20 the specific remarks.

21 Q. Do you now have any reason to doubt that he
22 reported it accurately?

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1 A. I do not know whether to doubt it. I do not have
2 specific recollection of the specific remarks made.

3 Q. I guess what I am asking is is there anything that
4 he reported that is so contrary to what you know you believed
5 at the time that you do not believe today that could have been
6 accurate? I mean, is there anything in there that jumps out
7 at you in there that says, "No, I did not believe that, he
8 must have been reporting for someone else"?

9 A. Since I do not recall the specific comments made
10 at the meeting, without commenting on the specific words and
11 the precise sentiments expressed, without commenting on those,
12 I have no reason at this point to doubt that I had the general
13 feelings that lie behind the comments made in general.

14 Q. As I understand it, you also had a meeting with
15 Paul Goodstat concerning Ann Hopkins' candidacy, is that
16 right? Perhaps it was a telephone conversation.

17 A. (No response.)

18 Q. Well, let me --

19 A. I had a meeting with Paul Goodstat, at which time
20 we spoke of several subjects, including some aspects of Ann's
21 candidacy.

22 Q. Let me show you the last page of what has been

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1 marked as Exhibit No. 3, which is Number 3847. It is a
2 one-page memo by Mr. Goodstat reporting on a conversation you
3 and he had. Could you just review that briefly? I have just
4 a couple of general questions about it.

5 A. (The witness perusing document.)

6 Q. It is my understanding, based on this memo and
7 some other materials, and I would like you to correct me if I
8 am wrong, that first of all a question had been raised about
9 the conduct of some of Ann Hopkins' work on a BIA project,
10 particularly as it related to billing hours. Is that right?
11 That is what you were addressing with Mr. Goodstat?

12 A. No, no question had been raised as to billing
13 hours. It was an issue of -- there are several issues that
14 are described in this memo, but it was an issue of charging
15 hours and an issue of events at the the quality control
16 review.

17 Q. As I read the memo, in shorthand, you gave her a
18 clean bill of health on this?

19 A. I felt that so far as I knew, the question of
20 charging hours in on the project was a misunderstanding. The
21 events, if there were any, that occurred during the quality
22 control review, I was not specifically aware of.

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1 Q. But I think you did say you saw no reason
2 whatsoever to question her integrity. Is that right? You did
3 not?

4 A. Based on the events that I was aware of, I had no
5 basis for questioning Ann's integrity. That is correct.

6 Q. Just flipping back to the --

7 (Interruption to proceedings.)

8 MR. HURON: Let's take a short recess. Off the
9 record.

10 (A short recess was taken.)

11 MR. HURON: On the record.

12 BY MR. HURON:

13 Q. Going back to your discussion with Mr. Marcellin,
14 when he conducted his office visit, at the -- the last
15 sentence that is written down in his report on his interview
16 with you, "Thinks he sees improvement." Do you remember
17 making a comment along those lines, generally?

18 A. I do not recall the specific comments made, no.
19 It pretty much applies to all the comments. I do not recall
20 the specific comments made there.

21 Q. After Ann Hopkins was proposed, during the period
22 when her candidacy and the candidacy of others in the firm

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1 was under consideration, that is from August, 1982, through, I
2 guess, the end of March, 1983 -- during that six or seven
3 month period, did you have any conversations with Paul
4 Goodstat concerning the status of Ms. Hopkins' candidacy?

5 A. Please give me the time period again.

6 Q. From August, 1982, through the end of March, 1983,
7 when you learned that she had been placed on hold. From the
8 time that your office proposed on the one hand, until you got
9 word that she had been placed on hold on the other during that
10 period, did you talk to -- I am asking first about Paul
11 Goodstat -- concerning her candidacy?

12 A. Yes, we had one meeting where we discussed some
13 aspects of Ann's candidacy.

14 Q. Is that the meeting that is reported on by
15 Mr. Goodstat in Exhibit 3, the last page, that we were talking
16 about a few minutes ago?

17 A. Yes.

18 Q. Did you have any other discussions with
19 Mr. Goodstat?

20 A. Not that I recall.

21 Q. Do you recall whether you had any discussions with
22 anyone on the Policy Board, other than Mr. Goodstat,

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1 concerning Ann's candidacy?

2 A. Of course, there was the discuss with Roger
3 Marcellin that you referred to before.

4 Q. Right. Apart from that?

5 A. No, I do not recall any other conversations.

6 Q. When did you learn that Ann had been placed on
7 hold?

8 A. I do not know the dates. It was somewhere in the
9 period of March or early April of 1983, I believe. I learned
10 of her being placed on hold from a telephone conversation with
11 Tom Beyer.

12 Q. Where was he at the time?

13 A. I do not recall, but he was out of town.

14 Q. He called you and told you that Ann had been
15 placed on hold?

16 A. Yes.

17 Q. Did he tell you how he had learned that?

18 A. That he had learned that from a telephone call he
19 had received from Joe Connor.

20 Q. Did he tell you anything about the conversation he
21 had had with Mr. Connor?

22 A. He told me that Mr. Connor had requested that we

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1 tell him that she had been placed on hold, that we tell Ann
2 that the opposition to her candidacy had included several of
3 the more senior partners and that we tell Ann that he would
4 like to meet with her, "he" being Joe Connor, in the near
5 future.

6 Q. This is what Tom Beyer told you Joe Connor had
7 told him?

8 A. That is correct.

9 Q. What did you do at that point, after having talked
10 with Mr. Beyer?

11 A. Within a day or so after talking with Tom Beyer, I
12 suggested to Ann that we meet.

13 Q. Did you meet?

14 A. Yes.

15 Q. What did you say?

16 A. I told Ann that I had been told that she had been
17 placed on hold and that -- and I told Ann the other times that
18 had been suggested to me by Tom Beyer.

19 Q. Did you and she have any discussion of what was
20 meant by "opposition from the more senior partners"?

21 A. As I recall the conversation, when I told Ann that
22 some senior partners of the firm had not supported her

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1 candidacy, she asked me what was meant by a "senior partner."

2 I generally recall my response as being, "I really
3 do not know how such a term is defined," and I suggested she
4 think out loud for me as to who of the partners that she had
5 worked with during her time at Price Waterhouse may have had
6 sufficient time with her to have to submitted a partner
7 evaluation form.

8 Q. Did you and she have this sort of discussion, sort
9 of running down names?

10 A. I recall her listing names of partners with whom
11 she had worked and our speculating together as to whether they
12 might be, indeed, senior partners.

13 Q. At the end of your conversation, were you
14 confident that you had identified the "senior partners" in
15 question?

16 A. We really did not try to identify the senior
17 partners in question. We were, at that point, merely
18 speculating.

19 Q. How long did that conversation then last, roughly?

20 A. Probably in the neighborhood of a half hour to an
21 hour.

22 Q. How did it end? On what note did it end? Did you

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1 suggest anything to her about what you should do further?

2 A. I do not recall precisely how it ended, but I am
3 quite sure it ended with my suggesting that she give the whole
4 matter some thought and that she speak with Tom Beyer, our
5 Partner-in-Charge, when he returned to the office and that she
6 set up an appointment with Joe Connor, our senior partner, in
7 New York as he had requested.

8 Q. Following that initial meeting, when you told Ann
9 Hopkins she had been placed on hold, between that time and the
10 meeting in July, when the partners discussed her candidacy
11 again, and I take it we are talking about roughly a three
12 month period here, at any point did you have any additional
13 meetings with Ann to discuss her candidacy?

14 A. I recall one meeting where we had lunch and
15 discussed her candidacy.

16 Q. Do you recall what you said at that meeting and
17 what she said?

18 A. (No response.)

19 Q. Let me be more specific. Do you recall whether
20 you gave any estimate of what her chances would be of becoming
21 a partner?

22 A. I, of course, cannot remember the specifics of

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1 what I said, but in general I do recall suggesting to Ann that
2 she had a chance to become a partner in Price Waterhouse, that
3 it was difficult to gauge the -- it was difficult for me to
4 gauge the exact probability of that occurring, but that it
5 would not be easy.

6 And I recall telling Ann that in my view, she
7 should stay and try to become a partner in Price Waterhouse.

8 Q. She did that. Right?

9 A. She stayed with Price Waterhouse until she left
10 Price Waterhouse.

11 Q. Through a time when her candidacy was again
12 considered?

13 A. She stayed until her candidacy for the subsequent
14 year was considered by the partners of OGS.

15 Q. When you told Ann that it would not be easy in
16 your estimation for her to become a partner, why did you say
17 that?

18 A. While I did not have specific data or information
19 on the matter, it was my general feeling at the time that it
20 was always more difficult for someone who had been placed on
21 hold for a year to be admitted the subsequent year, then a
22 person proposed for candidacy the first time.

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1 That was my feeling at the time, although it was
2 not based on any particular information that I was privy to.

3 Q. I take it that type of reason could have applied
4 to anyone who had been placed on hold?

5 A. Yes, because generally the reason that someone is
6 placed on hold is because significant questions were raised
7 about that candidacy and that by definition would raise some
8 question in my mind as to the probability of being admitted
9 the subsequent year.

10 Q. Was there -- were there any other reasons apart
11 from the general proposal that she had been placed on hold?
12 Were there any reasons particular to her or what you knew
13 about either her or about the partners feelings towards her
14 that caused you to assess her chances as being -- chances for
15 partnership as not being easy?

16 A. I knew that significant questions had been raised
17 about the candidacy of Ann Hopkins and that was the reason why
18 she had been placed on hold.

19 I did not have any basis for concluding
20 particularly that the questions raised about her candidacy
21 were more or less than other people who were held in that
22 particular year.

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1 Q. Do you ever recall describing her candidacy as
2 "controversial"?

3 A. I think her candidacy was controversial, yes.

4 Q. For the reasons you have just given or what? Why
5 do you think it was controversial?

6 A. I think there were differences of views among the
7 partners as to her candidacy and that was the basis for her
8 being held.

9 Q. Did you at any point either in the -- you have
10 described now two meetings that you had with Ann after she was
11 placed on hold; the first one when you advised her that she
12 had been placed on hold; and, a second one, a luncheon
13 meeting. Do you recall any other meetings you had concerning
14 her candidacy?

15 A. I do not recall any other specific meetings.
16 Perhaps you ought to state for me the time period that --

17 Q. We are talking from the end of March, when you
18 learned that she had been placed on hold, March, 1983, up
19 through the partners meeting in July of 1983, at the time her
20 candidacy was again discussed within OGS.

21 A. I am sure we spoke. But I do not recall any
22 specific meetings.

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1 Q. At the two meetings that you do recall, at either
2 of those, do you recall giving Ann any advice or counsel as to
3 what she might do to improve her chances?

4 A. I only recall some general suggestions such as
5 that I would concentrate my efforts, that is, she should
6 concentrate her efforts, on the projects to which she was
7 assigned and perhaps look for the opportunity to work with
8 some additional partners in OGS.

9 Q. I have asked you whether you talked to Paul
10 Goodstat before Ann was placed on hold about her candidacy and
11 you said you did not recall any conversations, except for the
12 one which is documented in the record.

13 At any time after Ann was placed on hold, did Paul
14 Goodstat call you or did you talk to him about anything that
15 Ann could do to improve her chances?

16 Did he ever get in touch with you and say, "Lew,
17 these are some things I think would be profitable for Ann
18 Hopkins. Would you pass these along to her," anything like
19 that that you can recall?

20 A. It could be, but I do not recall.

21 Q. Do you know him reasonably well, Goodstat?

22 A. Well, I know Paul Goodstat very well. He was the

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1 person who primarily hired me.

2 Q. Do you remember the partners meeting in July of
3 1983 where candidates were discussed, who would be proposed
4 for partnership as of August, 1983?

5 A. In general, yes, I do.

6 Q. Now, at that point, Tom Colberg was proposed. Is
7 that right?

8 A. Yes, that is correct.

9 Q. Ann Hopkins was discussed?

10 A. That is correct.

11 Q. As I understand it from Tom Beyer's deposition and
12 also from some memos, Mr. Beyer said that Ann Hopkins had --
13 I believe he said, "Three strong supporters," and indicated
14 one was himself and I believe another was you. Is that
15 correct?

16 A. I was a supporter of Ann Hopkins, yes.

17 Q. Do you know who the third was that Mr. Beyer would
18 have been referring to at that point?

19 A. No, I do not.

20 Q. And he talked about two opponents and I believe --
21 two "strong opponents" now -- and I understand that they are
22 Mr. Eplebaum and Mr. Warder. Is that your recollection?

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1 A. I do not recall Tom's comment about "two strong
2 opponents." However, I do recall that Ben Warder and Don
3 Eplebaum raised questions about Ann's candidacy.

4 Q. In your office who would "RPK" be?

5 A. Robert Kelly.

6 Q. He is a partner within OGS?

7 A. He was a partner within OGS at that time. He is a
8 partner in our Washington, D.C. office at the current time.

9 MR. HURON: Let's have this marked as Exhibit No.
10 4.

11 (Krulwich Deposition Exhibit No. 4
12 was marked for identification.)

13 BY MR. HURON:

14 Q. Mr. Krulwich, what has been marked as Exhibit 4 to
15 your deposition is some handwritten notes, five pages, which
16 previously had been identified by Mr. Beyer as notes he took
17 during the discussions of Ann Hopkins' candidacy in July of
18 1983. As you can tell, they are hardly verbatim, but they are
19 notes he made at the time.

20 The reason I had asked about Mr. Kelly is that on
21 the third page of these notes there is a remark attributed to
22 an "RPK" that says, "Two partners feel so strongly, can't

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1 overcome this." I believe that is what it says.

2 Do you see the "RPK" reference there?

3 A. I see the "RPK" reference, but I cannot read it.

4 Q. Is that what is -- is that how these meetings
5 work? That is a general question. Let me be more specific.
6 There are a couple of partners who are opposed, Mr. Warder and
7 Mr. Eplebaum, the question is can OGS support someone given
8 this type of opposition? That is, at least, part of the
9 discussion you were having?

10 A. One aspect of the discussions at the meeting were
11 with regard to the support for Ann's candidacy among the
12 partners within OGS.

13 Q. And the remark from Mr. Kelly is that "two are
14 opposed," and I am paraphrasing, "can this be overcome." Did
15 you discuss whether the office needed to have unanimity or
16 consensus or some degree of virtually unanimous support for a
17 partnership proposal to be made? Was that aspect of the
18 things discussed, if you can recall, at that meeting?

19 A. First, I do not recall the point in your question
20 that only two were opposed. I do not recall how many were
21 opposed.

22 Secondly, we did, to my recollection, discuss the

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1 extent to which it was desirable for the partners of OGS to
2 support any candidate that we placed forward for nomination in
3 order for the candidate to have a realistic chance of being
4 admitted.

5 Q. What was the result of that discussion? Did you
6 reach any conclusion?

7 A. I believe the conclusion was there was
8 insufficient support for Ann's candidacy within the partner
9 group of OGS.

10 Q. Did you reach any conclusion on the broader
11 question of how much support, generally, a partner candidate
12 should have before the name was proposed?

13 A. I do not recall any specific answer to that
14 question.

15 Q. In these notes, there are a few references to
16 "LJK." Is that you?

17 A. Yes.

18 Q. One of the first references is you referring to
19 Ann as a "strong candidate." Would that have been consistent
20 with your view?

21 A. Yes.

22 Q. Down at the bottom of the page, "That she was a

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1 team player"? Would that be consistent?

2 A. That would have been consistent, yes.

3 Q. On the fourth page, Page 3553, it looks like there
4 is an interchange between you and "SH" who I think would have
5 been Steve Higgins. Is that right?

6 A. I believe so.

7 Q. Where Higgins says something to the effect of, "It
8 is not a question of interpersonal skills. Have dif.," maybe
9 that is "difficulties," "with project management skills and
10 ability to develop staff. Able to get job done, intelligent."
11 Then your comment here is, "Be more specific about project
12 management."

13 Do you recall that interchange with Steve Higgins
14 where he raised some questions and you said, "Be more
15 specific"? What are you talking about?

16 A. No, that is too specific part of a very long
17 meeting for me to recall it exactly.

18 Q. Do you recall hearing any specifics at the meeting
19 about deficiencies in management skills or technical skills
20 that you thought were compelling, that you agreed with?

21 A. The way in which I approach these considerations,
22 considerations of candidates for partner, and meetings such as

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1 this, is to think about my own particular experiences with the
2 various candidates.

3 It was clear from that meeting that other partners
4 had had different sets of experiences with Ann Hopkins and
5 different reactions to Ann Hopkins.

6 I had no particular basis for agreeing or
7 disagreeing with the comments. But it was clear that
8 different partners in the office had different views.

9 Q. I take it that if the decision had been up to you
10 solely, and it was not, but if it had been just your vote that
11 counted, she would have been proposed in August of 1983?

12 A. If I had been the only partner in OGS, she would
13 have been proposed in 1983.

14 Q. The last comment in Mr. Beyer's notes that is
15 attributed to you -- once again it is sort of scrawled -- I
16 think this says, "In certain situations --" there is something
17 penned in. It looks like "developing proposals," "she is the
18 beset that we have."

19 I think that is what that says, but let me ask
20 you, do you recall making a comment to the effect that Ann
21 Hopkins was the best person in the office in terms of certain
22 things such as developing proposals?

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1 A. I cannot remember a specific comment at the
2 meeting.

3 Q. Would that have been consistent with your views?

4 A. I think that with regard to this comment and other
5 comments that perhaps one makes, the intent behind my comment
6 was probably that in my view, when one thinks about the range
7 of people that we have in the office or the range of people
8 that we are considering for the partnership, Ann Hopkins would
9 have been in the upper end of that range.

10 I cannot say specifically whether one is the best
11 or the next to best, but the general intent behind my comment
12 was to indicate my overall feeling.

13 Q. My understanding is that this meeting ended with
14 the decision to tell Ann that she would not be proposed in
15 August of 1983 and that she would have a very slim chance of
16 being proposed the next year. Do you recall that formula?

17 A. No, I do not recall that formula exactly. I
18 recall that we had decided to tell her that she would not be
19 proposed that year, but I do not recall what we had decided as
20 to her chances of being proposed the following year.

21 Q. Do you recall if she was going to be told anything
22 else besides the fact that she was not going to be proposed as

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1 of August of 1983?

2 A. I do not recall specific deliberations at the
3 meeting, although we would normally tell a person why he or
4 she would not be proposed.

5 Q. But you do not recall that, in fact, being
6 deliberated?

7 A. I do not recall that.

8 Q. Since you have been a partner at OGS, since I
9 think you said, July 1 of 1978, do you know how many partner
10 candidates have been proposed by the office and not become
11 partners?

12 A. To my knowledge, up to the present time, Ann was
13 the only candidate that had been proposed, but not admitted by
14 OGS.

15 Q. You had a meeting last summer, that is, July of
16 1984, to propose candidates as of July of 1985. Is that
17 correct?

18 A. That is correct. I do not remember if it was in
19 July, but it was last summer.

20 Q. Okay, fine. And you recall that Karen Nold was
21 proposed?

22 A. Yes, I do.

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1 Q. Do you recall whether any partners were opposed to
2 her candidacy?

3 A. I do not recall any partners opposed to her
4 candidacy.

5 Q. Have you seen the long or short forms filled out
6 on Karen Nold filled out by OGS partners?

7 A. No. I do not see the partner evaluation forms
8 filled out by other partners.

9 Q. Have you discussed that with any partners?

10 A. No, I have not.

11 MR. HURON: Let's break for a couple of minutes.
12 Off the record.

13 (A short recess was taken.)

14 MR. HURON: On the record.

15 BY MR. HURON:

16 Q. Have you ever voted against a partnership
17 candidate?

18 A. I do not think I have voted "opposed" to a
19 candidate.

20 Q. Have you voted "hold" on some candidates?

21 A. Yes.

22 Q. Without naming names, can you recall generally

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1 what the grounds were on which you would vote "hold"?

2 A. Some were on the grounds of the need for
3 demonstrating more results in practice development, some in
4 demonstrating that some aspects of carrying out engagements is
5 improved and some on demonstrating that some aspect of working
6 with fellow staff members and partners is improved.

7 Q. In terms of the last characteristic, demonstrating
8 improvement in working with fellow staff and partners, is that
9 something that has come up on one occasion or more than one?

10 A. I do not recall the precise number of times it has
11 arisen.

12 Q. Do you recall whether the individuals in question
13 were admitted to partnership at the time that you voted hold?

14 A. Your question refers to the same year that I had
15 a -- were admitted?

16 Q. That is correct.

17 A. I do not recall an instance where a person was
18 admitted the same year that I recommended "hold" on that
19 criteria.

20 Q. Except for Ann Hopkins, do you recall any other
21 instances in which OGS has considered proposing a candidate
22 for partnership, but has rejected that candidate on grounds

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1 dealing, at least in part, with interpersonal skills?

2 A. The considerations within OGS for partner include
3 the consideration of all the senior managers of the office
4 with sufficient experience to be considered for partner.

5 Q. Let me stop you there, just to make sure I
6 understand what you are saying. In other words, everybody who
7 has been a manager four or five years is automatically
8 considered?

9 A. The office goes through a process whereby a
10 determination is made for all the managers as to when they
11 might be candidates for admissions as partners, their
12 strengths in those areas that perhaps they need to improve.

13 Since the criterion you mentioned in your question
14 is an important criterion for the office, there have been
15 others within the office whose path towards partnership has
16 been affected by the need to improve their interpersonal
17 skills.

18 Q. Let me be a little more precise. You are talking
19 about assessing all of the candidates in the office. Is that
20 in terms of preparing what is sometimes called the
21 "partnership forecast"? A three year forecast?

22 A. It is part of that overall process, yes.

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1 Q. On the partnership forecast, a person's name is
2 placed with just an estimated date when they will become a
3 partner, although there is no guarantee. Is that right?

4 A. Well, they are placed with an estimated date as to
5 when the office will propose for being admitted as partner.
6 That is correct.

7 Q. Let's just concentrate on individuals whose names
8 have appeared on partnership forecasts, so that -- and as I
9 understand it, those are individuals whom the office thinks
10 might well be considered as partners, they might well be
11 proposed as partners? That is correct, is it not?

12 A. Not entirely. The forecast list only includes
13 those people within the office that we project we will propose
14 for admission within the following three years.

15 There are others on the staff who we may very well
16 propose and might contemplate proposing in year four or five,
17 et cetera.

18 Q. Looking only at the three years and at individuals
19 whose names have appeared on a partnership forecast, can you
20 think of any occasion in which such an individual has been
21 discussed at a partnership meeting for proposal and has been
22 rejected on grounds relating to interpersonal skills?

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1 A. You will have to be more precise with your
2 question to me. I am not understanding what you are asking
3 me. Rejected for what?

4 Q. Rejected for proposal, as Ann Hopkins was
5 considered, and the partners in OGS decided not to propose her
6 in August of 1983 -- let me ask you first, did that happen
7 with anybody else? Has anybody else been considered, whose
8 name was on the partnership forecast, seriously debated at a
9 partnership meeting and the decision has been, "No, we are not
10 going to propose this individual"?

11 A. Yes, that has occurred.

12 Q. On how many occasions?

13 A. Oh, I do not recall how many, but it has -- it is
14 a -- we have a large staff within our office and we propose
15 relative to that large staff a small number of persons for
16 partner each year, so that significant numbers of people are
17 either held for consideration by the office to subsequent
18 years or a decision is made that they will not be proposed for
19 partner.

20 Q. As to those, the latter, have there been any
21 besides Ann Hopkins where the significant factor related to
22 interpersonal skills?

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1 A. Interpersonal skills is one of the primary
2 criteria that I believe most partners use in evaluating
3 partner candidates.

4 There have been senior managers, who have not been
5 proposed, where the basis for such a decision has, at least in
6 part, included the need to improve interpersonal skills.

7 Q. Are we speaking of managers whose names had,
8 indeed, appeared on the partnership forecast?

9 A. To be honest, I do not recall all the names on the
10 partnership forecast list. There have been senior managers
11 within the Office of Government Services who have been
12 seriously discussed, who have not been proposed in part,
13 because of the need to improve that area. Yes.

14 Q. Who would they be?

15 A. With the one reservation that I do not recall the
16 names -- all the people included on the three year list -- so
17 I cannot be certain whether this person was, indeed, on this
18 three year list.

19 One person who was not proposed because -- in part
20 because of the need to improve some aspects of this criterion
21 was David Ziskie.

22 Q. When did that discussion occur?

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1 A. I am not certain, but I believe at the last two
2 meetings.

3 Q. As far as you know, did he have a record in terms
4 of practice development that was comparable, say, to Ann
5 Hopkins in terms of the volume of business he had helped to
6 bring in?

7 A. I cannot compare individuals, different persons,
8 with regard to the amount of work that is developed by the
9 firm that can be attributed to them.

10 First, I have -- I find it difficult within the
11 context of our practice to attribute work which the firm
12 secures to any one individual.

13 I believe that the work that we secure is
14 generally the result of a team effort involving many people
15 within the office.

16 Secondly, different people within the office
17 receive the opportunity to work on different proposal
18 opportunities. In some cases, those proposal opportunities
19 may be for jobs with lower fees or higher fees of greater
20 difficulty or lesser difficulty of new practice areas for the
21 firm or practice areas for the firm that we have previously
22 been practicing in.

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1 I cannot compare the results of individual people
2 in the manner in which your question suggests.

3 Q. Mr. Krulwich, a little earlier when I asked you
4 for the grounds for some of your votes for "hold" on
5 individual partnership candidates, you said that one of the
6 grounds that you recall was the need for the individual to
7 demonstrate themselves in the area of practice development.

8 That suggested to me that you could make some
9 judgment about an individual's abilities in the area of
10 practice development and, in fact, have made such judgments.

11 My question is, in terms of David Ziskie, in the
12 area of practice development, would your judgment that he had
13 the same demonstrated results that Ann Hopkins had had?

14 A. No, I do not think that the cumulative efforts of
15 the practice development work that David Ziskie had
16 participated in resulted in success to the same degree of
17 those that Ann had participated in.

18 Q. In your judgment, Mr. Krulwich, had Ann Hopkins
19 been a man and had had the same types of comments made about
20 her and the same types of demonstrated strengths, would she
21 have been admitted to partnership at Price Waterhouse?

22 A. No, I do not believe so.

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1 Q. Using the same set of assumptions, would she have
2 been proposed by OGS the second time after being placed on
3 hold?

4 A. No, I do not believe that being a man or woman
5 would have had any bearing on the matter.

6 MR. HURON: That is it. I have nothing further.
7 Off the record.

8 (Whereupon, at 3:16 o'clock p.m., the deposition
9 of LEWIS J. KRULWICH was concluded.)

10 *****
11

12 I have read the foregoing pages which reflect a
13 correct transcript of the answers given by me to the questions
14 herein recorded.
15

16
17 DATE

DEPONENT

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CERTIFICATE OF NOTARY PUBLIC

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I, Elma S. Dirolf, the officer before whom the foregoing deposition was taken, do hereby certify that the witness whose testimony appears in the foregoing deposition was duly sworn by me; that the testimony of said witness was taken by me using stenomask dictation and thereafter reduced to typewriting under my direction; that said deposition is a true record of the testimony given by said witness; that I am neither counsel for, related to, nor employed by any of the parties to the action in which this deposition was taken; and, further, that I am not a relative or employee of any attorney or counsel employed by the parties hereto, nor financially or otherwise interested in the outcome of this action.

Elma S. Dirolf

Notary Public in and for the
District of Columbia

My commission expires
September 30, 1989

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ANN B. HOPKINS

OCS



PERIOD-Byrd, R. J.
EXHIBIT
Kulwick
1
3/8/85 est

PROPOSAL FOR ADMISSION
TO PARTNERSHIP AT JULY 1, 1983

Name ANN BRANIGAR HOPKINS Office OCS

Department MAS

Attained age at July 1, 1983 39 Place of birth Galveston, Texas

Citizenship USA For MAS candidates, indicate specialty:
 Marital Status Married EDP _____ Management Science/
 FPC X Modeling _____
 Age(s) of children 6, 5 & 2 OPC _____ Other (indicate)
 Large Project Management _____

Colleges and degrees with years attended and honors, if any:

Hollins College, B.A., with honors, Sept. 1961-June 1965

Indiana University, M.S., Sept. 1965-June 1967

CPA certificate: Yes _____ What state(s) _____
 No X _____

Date engaged 8/7/78 Date of contract 8/7/78 Years (busy seasons) of actual experience through June 30, 1983:
 Interruption in PW service N/A PW 5
 Describe _____ Other equivalent 11
 (describe under prior business experience)

Prior business experience:

American Management Systems, Management Consultant, 1977-1978

Touche Ross & Co., Management Consultant, 1973-1977

Computer Usage Company, Systems Consultant, 1970-1973

Computer Sciences Corporation, Assistant Department Manager, 1969-1970

International Business Machines, Senior Systems Analyst, 1967-1969

Offices to which attached and dates:

Office of Government Services, 8/78 to present

Significant outside activities (list professional memberships only if active in committee or officer roles):

With her full-time client load (over 2,400 chargeable hours for each of the past two years) and her family responsibilities, Ms. Hopkins has had little opportunity to pursue significant outside activities.

NAME ANN BRANICAR HOPKINS

Participation in ASR, Peer Review, major C/E assignments or other significant firmwide activities during the past five years (indicate name(s) of partner(s) responsible for ASR and Peer Reviews or activities):

<u>Activity</u>	<u>Supervising Partner</u>	<u>Hours</u>	<u>Dates</u>
o MAS Quality Control Review - Houston	J. W. Kercher	40	6/9-11/82
o Major proposal to Farmers Home Admin.	T. M. Coffey	100	7/14 - 8/6/82
o Discussion moderator at Mgmt. Group Seminar	D. F. Markstein	8	6/80

Chargeable hours for each of the last five years (explain significant variations from the norm)

F/Y	1982	<u>2,442</u>
	1981	<u>2,507</u>
	1980	<u>1,104 (significant proposal writing efforts)</u>
	1979	<u>1,062 (" " " ")</u>
	1978	<u>N/A</u>

Major clients or projects* (over 100 annual chargeable hours of candidate's time) during the past five years.

<u>Client or Project</u>	<u>Engagement or Project Partner</u>	<u>Chargeable hours to 6/30</u>				
		<u>1982</u>	<u>1981</u>	<u>1980</u>	<u>1979</u>	<u>1978</u>
Bureau of Indian Affairs - Financial Management System Conversion	L. Krulwich N. Statland J. Adams			600	1000	
Dept. of State - Design & Implement Worldwide Financial Management System	T. Beyer N. Statland B. Warder D. Epelbaum	2442	2507	400		

Distinguishing characteristics - how will this person contribute to enhancement of the partnership in the manner described in PAR 015?

See attached memorandum

July 28, 1982
Date

Thomas A. Seyer
Partner in Charge
(Or other proposing partner)

*Including tax department assignments on multiple clients for one

ATTACHMENT TO
PROPOSAL FOR ADMISSION
TO PARTNERSHIP AT JULY 1, 1983
ANN BRANIGAR HOPKINS

Ann Hopkins performed virtually at the partner level for the last two years for the U. S. State Department. While many partners were "involved" with the client, State Department officials viewed Ann as the project manager, supervising twenty staff and ten client personnel. This was a difficult job--highly competitive, demanding delivery schedules, and a volatile client. For two years of late nights and long weekends, Ann carried her team through requirements definition and conceptual design of a worldwide financial management system which embraced all accounting, budgeting, disbursing, financial reporting, payroll, and property systems, as well as such technical issues as data processing design, mini-computer distributed networks, world-wide telecommunications, cost allocation, and establishment of accounting principles. In short, this single engagement included the core of the fastest and largest element of our MAS practice.

Then, with the deft touch of an outstanding professional, Ann delivered a superior, distinctive proposal describing our detailed approach to, and qualifications for, the implementation of the FMS in embassies and posts throughout the world. It was an outstanding performance and the State Department agreed as they awarded the \$25 million project to our firm.

Ms. Hopkins brought an eleven-year background in large systems projects to the firm. In her five years with the firm, she has demonstrated conclusively that she has the capacity and capability to contribute significantly to the growth and profitability of the firm. Her strong character, independence and integrity are well recognized by her clients and peers. Ms. Hopkins has outstanding oral and written communication skills. She has a good business sense, an ability to grasp and handle quickly the most complex issues, and strong leadership qualities. Ms. Hopkins has proven that she can market, manage and control large, technical, computer-based systems design and development projects. This highly developed skill is adaptable to both commercial and public sector clients and is an especially critical need for MAS activities in all offices. All the partners in the Office of Government Services strongly support her candidacy and look forward to her admission.

A.B. HOPKINS
SHORT FORM
#1

No comments. (Yes)

Kelly

My only contact with Ann was on the FMHA proposal this past July/Aug.

Green

She tended to alienate the staff in that she was extremely overbearing. Ann needs improvement in her interpersonal skills. She also demonstrated an apparent lack of tech skills. (Insuff)

Ann's performance at the State Dept can only be described as "fantastic." She knows how to deliver superior, distinctive client services. (Yes)

Laughlin

Ann has the "will" to get things done. There is no question as to who leads the projects she is responsible for. Ann has very high strength of conviction. (Yes)

Lohneis

I am bothered by the arrogance & self-centered attitude that Ann projects. Also while she may be admired by some she appears to be simply tolerated by others. She may not be of value outside current (OGS) environment. (Insuff)

Haller

Observation through office association. (Yes)

Simonetti

Ann is hardworking, determined & relentless. She can also be abrasive in dealing with staff members.

Hartz

I have no question about her tech competence. I believe the key question regarding her admission is "Will her personality limit her ability to successfully market work, retain staff & maintain satisfactory relations with her ptrs?" (Insuff)

I have known Ann for the last 2 yrs. Her office is next to mine. I have not worked with her, but have been an interested observer of her mgmt of the 1st State Dept project & her rapid growth as a professional & as a person. She unquestionably has the scope, stamina, skills & experience to run successfully the very large projects that contributed so much to our present & potential growth. As a person she has matured from a tough-talking somewhat masculine hard-nosed mgr to an authoritative, formidable, but much more appealing lady ptr candidate. She should now become a lady ptr. (Yes)

MacVeagh

EXHIBIT
Kruck
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3/8/85 *esd*

A.B. HOPKINS
SHORT FORM
#2

M012

I was second on a large project for Bureau of
Indian Affairs. Ann was project mgr. (Yes)

JB Adams

I believe Ann does not possess the leader-
ship qualities we desire in our ptrs. Also,
in my exposure to her, albeit about 3 yrs ago,
I seriously questioned her tech knowledge of
data processing. (No)

Wheaton

A.B. HOPKINS
SHORT FORM
#3

M012

Known through frequent in-office interaction & review of proposals prepared by her. (Yes)

Jones

During the QCR Ann demonstrated a high degree of independence & impartiality of mind & courage of her convictions in evaluating the jobs she was assigned.

PR Powell

She is however somewhat lacking in the congeniality dept. (Yes)

I have observed Ann on a casual in-office basis for the period 8/79-12/81. I have been impressed & would be pleased to have her as a ptr. (Yes)

Gross

Strength - ability to "pull together" the details into the QCR report, take charge attitude.

Kercher

Weaknesses - not good communicator, seemed "rough". (Insuff)

I have no first hand working relationship with Ann. All my input comes through 3-5 MAS sr mgrs who have worked with her extensively - it is uniformly negative. She is not tech respected & her interpersonal relationships are extremely poor. (Insuff)

Docter

Relationship - Has offered to teach numerous times & has taught some MAS seminars, which is my only relationship to Ann. She appears to me to be articulate, tough minded, supportive of PW as opposed to being self-serving. (Insuff)

Markstein

While I have only limited exposure to Ann as a result of work in the OGS office,

Everett

I do not want her as my ptr. I cannot comment on her technical skills, however she is universally disliked by the staff and, in my judgment, does not possess the interpersonal skills or personal attributes that are critical. (No)

Basis of evaluation - exposure to candidate at firm mtgs. (No)

Carroll

I know Ann through: attending a CE course she instructed; attending a MMGS seminar with her; having several discussions with her relating to governmental pricing. (No)

Brugos

Ann is a "tough cookie." She is a no nonsense; take charge type of person. There was no question in the minds of the staff of the State Dept job as to who was running the engagement - Ann was. (Phase I). (Yes)

Hart

M012

A.B. HOPKINS
SHORT FORM
#3 - Page 2

Fridley

In 1980 I conducted an ASR (QCR) in OGS; which included reviewing a project for the Bureau of Indian Affairs which Ann served as project mgr.

During my review of the BIA engagement, I was informed by Ann that the project had been completed on sked & within budget. My subsequent review indicated a significant discrepancy of approx \$35,000 betw the proposed fees, billed fees & actuals in the WIPS. I discussed this matter with Ann, who attempted to try & explain away or play down the discrepancy. She insisted there had not been a discrepancy in the amount of underrealization. Unsatisfied with her responses, I continue to question the matter until she admitted there was a problem but I should discuss it with Krulwich. My subsequent discussion with Lew indicated that the discrepancy was a result of 500 additional hrs being charged to the job (at the request of Bill Devaney .. agreed to by Krulwich) after it was determined that Linda Pegues, a sr consultant from the Houston off working on the project, had been instructed by Ann to work 12-14 hrs per day during the project but to only charge 8 hrs per day. The entire incident left me questioning Ann's staff mgmt methods & the honesty of her responses to my questions.

In July/Aug 82 Ann assisted the St. Louis MAS practice in preparing an extensive proposal to the Farmers Home Admin (the proposal inc 2800 pgs for \$3.1 mil in fees/expenses & 65,000 hrs of work). The proposal was completed over a 4 wk period with approx 2000 plus staff/ptr hrs required based on my participation in the proposal effort & sub discussions with St. L MAS staff involved. Ann's mgmt style of using "trial & error techniques" (ie, sending staff assigned off to prepare portions of the proposal with little or no guidance from her, & then her subsequent rejection of the products developed) caused a complete alienation of the staff towards Ann & a fear that they would have to work with Ann if we won the project. In addition, Ann's manner of dealing with our staff & with the Houston sr consultant on the BIA project, raises questions in my mind about her ability to develop & motivate our staff as a ptr. (No)

A.B. HOPKINS
 SHORT FORM
 #3 - Page 3

M012

My contact is limited to a few conversations. She is very intelligent but appears to be weak in interpersonal skills. (Insuff)

FR Johnson

Ann participated in Houston QCR in 82. Prior to that she managed a job that I provided a staff consultant to work for her (the 79-80 Bureau of Indian Affairs) - where the staff worked 10 or more hrs/day & reported 8 hrs.

Devaney

This classic OGS technique blew up in my face when upon return, the staff said what do I do to get paid for the 500+ hrs worked & not reported? (No)

I worked with Ann in the early stages of the 1st State Dept proposal. I found her to be a) singularly dedicated,

Whelan

b) rather unpleasant. I wonder whether her 4 yrs with us have really demonstrated ptr qualities or whether we have simply taken advantage of "work-aholic" tendencies. Note that she has held 6 jobs in the last 15 yrs, all with outstanding companies. I'm also troubled about her being (having been?) married to a ptr of a serious competitor. (Insuff--but favor hold, at a minimum)

Ann's exposure to me was on the Farmers Home Admin proposal. Despite many negative comments from other people involved I think she did a great job and turned out a first class proposal. Great intellectual capacity

Blythe

but very abrasive in her dealings with staff. A suggest we hold, counsel her and if she makes progress with her interpersonal skills, then admit next year. (Hold)

A. B. HOPKINS
LONG FORM
VI.

M012

She can write, sell, perform & collect systems assignments like I've ever known. This gal will bring in for more than she could ever hope to take out of the firm. (Yes)

Beyer

Ann has many superior qualities. She is innovative, highly intelligent, articulate, self-confident & assertive. She has worked long & hard in a difficult environment & has gained the respect of the client. She has played the key role in our PD activities at the State Dept.

Epelbaum

At time, however, she can be abrasive, unduly harsh, difficult to work with &, as a result, causes significant turmoil. Nonetheless, she has made an almost unprecedented contribution to the firm & deserves to receive our serious consideration for admission. (Yes)

Outstanding MAS professional in fastest growing area of MAS (+OGS) practice -- systems design & implementation. First rate in handling the most difficult client assignments (Dept of State) & is very creative & analytical in developing & conducting work. Excellent in training & assisting staff. I trust Ann's judgment on both tech & business matters & believe she can become the "big job" client service partner we need. With her husband & family, she is a fine person with a high sense of integrity. (Yes)

Krulwich

A.B. HOPKINS
LONG FORM
VII.

M012

Hopkins is aggressive, bold & mesmerizing of clients and ptrs.

Statland

Staff does not like working for her. Her judgment is not always good, i.e., she will bend to client demands too easily.

Writes & speaks well, commands authority - little substance-potentially dangerous. (No)

Ann needs a chance to demonstrate people skills.

Coffey

She has a lot going for her but she's just plain rough on people. Our staff did not enjoy working for her. There is a risk that she may abuse authority. (Hold)

While Hopkins has made a major contribution to the firm,

Warder

she still has a few rough spots which need to be corrected. (Hold)

A.B. HOPKINS
LONG FORM
VIII.

M012

Hopkins is probably too bright; she probably drives too hard.

On occasion, she'll forget herself & lose sensitivity for staff.

But ... not one staff member ever suggested, throughout State project over 2 yrs in duration, that Ann was not an outstanding leader & should be replaced. Ann should be a ptr. (Yes)

Beyer

A. B. HOPKINS
SHORT FORM
#3

Contacts with Ann are only casual - several mtgs at
OGS and MMGS sessions.

CG Hoffman

However, she is consistently annoying and
irritating - believes she knows more than
anyone about anything, is not afraid to
let the world know it. Suggest a course
at charm school before she is considered for
admission. I would be embarrassed to intro-
duce her as a ptnr. (No)

CANDIDATE M012

	LONG FORMS	SHORT FORMS
FAVOR ADMISSION THIS YEAR	3	10
FAVOR HOLD	2	1
DO NOT FAVOR ADMISSION	1	7
INSUFFICIENT BASIS FOR OPINION	-	8
TOTAL	6	26

LONG FORM PERCENTAGES

	TOP QUARTER	SECOND QUARTER	THIRD QUARTER	BOTTOM QUARTER
CONDUCT OF WORK	43%	31%	21%	5%
MANAGEMENT SKILLS				
CLIENT RELATED	43%	29%	21%	7%
FIRM RELATED	32%	42%	26%	-
PROFESSION RELATED	25%	30%	30%	15%
TOTAL	37%	33%	24%	6%
PERSONAL ATTRIBUTES	42%	33%	19%	6%
OVERALL EVALUATION	33%	17%	50%	-

SHORT FORM PERCENTAGES

	TOP QUARTER	SECOND QUARTER	THIRD QUARTER	BOTTOM QUARTER
CONDUCT OF WORK	27%	53%	17%	3%
MANAGEMENT SKILLS	48%	33%	8%	10%
PERSONAL ATTRIBUTES	29%	43%	17%	11%
OVERALL EVALUATION	16%	32%	26%	26%

LONG FORM SUMMATION

	TOP QUARTER	SECOND QUARTER	THIRD QUARTER	BOTTOM QUARTER
CONDUCT OF WORK	18	13	9	2
MANAGEMENT SKILLS				
CLIENT RELATED	25	17	12	4
FIRM RELATED	10	13	8	-
PROFESSION RELATED	5	6	6	3
TOTAL	40	36	26	7
PERSONAL ATTRIBUTES	35	27	16	5
OVERALL EVALUATION	2	1	3	-

SHORT FORM SUMMATION

	TOP QUARTER	SECOND QUARTER	THIRD QUARTER	BOTTOM QUARTER
CONDUCT OF WORK	8	16	5	1
MANAGEMENT SKILLS	42	29	7	9
PERSONAL ATTRIBUTES	26	38	15	10
OVERALL EVALUATION	3	6	5	5

CANDIDATE M012

LONG FORM SUMMATION

		TOP QUARTER	SECOND QUARTER	THIRD QUARTER	BOTTEM QUARTER
CONDUCT OF WORK					
AS AN AUDITOR	(1)	-	-	-	-
AS AN ACCOUNTANT	(2)	-	-	-	-
AS A TAX SPECIALIST	(3)	-	-	-	-
AS A MAS SPECIALIST	(4)	2	2	1	1
AS AN INDUSTRY SPECIALIST	(5)	-	-	-	-
AS OTHER SPECIALTY	(6)	-	-	-	-
IMAGINATION - CREATIVITY	(7)	3	2	1	-
- ANALYTICAL	(8)	3	3	-	-
CONSULTATION WITH OTHERS	(9)	1	1	3	1
COMMUNICATION SKILLS - SPEAKING	(10)	2	3	1	-
- WRITING	(11)	5	1	-	-
- LISTENING	(12)	2	1	3	-
		-----	-----	-----	-----
TOTAL CONDUCT OF WORK		18	13	9	2
MANAGEMENT SKILLS					
CLIENT RELATED:					
INDEPENDENCE AND IMPARTIALITY	(13)	3	2	1	-
BUSINESS SENSE - UNDERST. CLIENTS' NEEDS	(14)	4	1	1	-
- DECISION-MAKING ABILITY	(15)	4	1	1	-
- PROMOTES FULL SERVICE	(16)	-	2	1	-
LEADERSHIP	(17)	2	2	-	1
ADMINISTRATION - PLANNING	(18)	2	3	1	-
- DELEGATING	(19)	2	1	2	1
- SUPERVISING	(20)	2	1	3	-
- TRAINING	(21)	2	-	2	2
FINANCIAL MGT. - BILLING	(22)	2	2	-	-
- COLLECTING	(23)	2	2	-	-
		-----	-----	-----	-----
TOTAL CLIENT RELATED		25	17	12	4
FIRM RELATED:					
PRACTICE DEVELOPMENT	(24)	1	3	2	-
SELLS SERVICES OUTSIDE OWN SPECIALTY	(25)	-	3	1	-
WILLINGNESS TO ACCEPT ASSIGNMENT	(26)	6	-	-	-
ACCEPTS NON-CLIENT RESP. - RECRUITING	(27)	1	3	1	-
- COUNSELING	(28)	1	2	2	-
- CONTIN. ED.	(29)	1	2	2	-
		-----	-----	-----	-----
TOTAL FIRM RELATED		10	13	8	-
PROFESSION RELATED:					
ACTIVITY IN PROFESSIONAL ORGANIZATIONS	(30)	-	-	2	1
CIVIC ACTIVITIES	(31)	-	-	2	1
ACCEPTANCE BY - PARTNERS	(32)	2	2	1	-
- STAFF	(33)	-	3	1	1
- CLIENTS	(34)	3	1	-	-
		-----	-----	-----	-----
TOTAL PROFESSION RELATED		5	6	6	3
		-----	-----	-----	-----
TOTAL MANAGEMENT SKILLS		40	36	26	7

PERSONAL ATTRIBUTES					
BASIC INTELLIGENCE	(35)	4	2	-	-
OUTSIDE INTERESTS	(36)	-	3	1	1
JUDGMENT	(37)	2	2	2	-
INTEGRITY	(38)	2	2	2	-
TOLERANCE	(39)	1	1	2	2
PRACTICALITY	(40)	2	3	1	-
AUTHORITY	(41)	5	1	-	-
MATURITY, POISE	(42)	2	3	1	-
SENSITIVITY, TACT	(43)	-	2	2	2
ADAPTABILITY	(44)	2	3	1	-
STAMINA	(45)	5	1	-	-
PERSEVERANCE	(46)	6	-	-	-
SENSE OF HUMOR	(47)	2	2	2	-
SELF-ORGANIZATION	(48)	2	2	2	-
TOTAL PERSONAL ATTRIBUTES		35	27	16	5

SHORT FORM SUMMATION					
		TOP QUARTER	SECOND QUARTER	THIRD QUARTER	BOTTOM QUARTER
CONDUCT OF WORK					
TECHNICAL COMPETENCE	(1)	3	6	2	-
COMMUNICATION SKILLS	(2)	5	10	3	1
TOTAL CONDUCT OF WORK		8	16	5	1
MANAGEMENT SKILLS					
INDEPENDENCE AND IMPARTIALITY	(3)	7	5	1	1
BUSINESS SENSE	(4)	8	5	1	1
LEADERSHIP	(5)	6	6	3	3
ADMINISTRATIVE ABILITY	(6)	6	4	1	-
PRACTICE DEVELOPMENT	(7)	6	4	-	-
DEDICATION TO THE FIRM	(8)	9	4	-	-
OUTSIDE ACTIVITIES	(9)	-	1	1	4
TOTAL MANAGEMENT SKILLS		42	29	7	9
PERSONAL ATTRIBUTES:					
INTELLECTUAL CAPACITY	(10)	8	9	1	-
INTEGRITY AND JUDGMENT	(11)	5	9	-	2
POISE, AUTHORITY, MATURITY	(12)	5	10	4	1
STAMINA	(13)	7	5	-	-
CONGENIALITY	(14)	1	5	10	7
TOTAL PERSONAL ATTRIBUTES		26	38	15	10

CANDIDATE NO12

CONDUCT OF WORK	MANAGEMENT SKILLS													PERSONAL								OVER-ALL	QUESTIONS								
	1	2	3	4	5	6	7	8	9	0	1	2	3	4	5	6	7	8	9	0	1	2	3	4	5	6	7	8	9		
THOMAS BEYER B B B 1 B B 1 1 1 1 1 1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	
TIMOTHY COFFEY B B B 2 B B 2 1 4 2 1 3	2	2	1	B	4	3	3	3	4	B	B	2	B	1	B	B	B	B	B	2	4	B	1	B	3	3	3	3	3	3	3
DONALD EPELBAUM B B B 2 B B 1 2 3 2 1 3	2	1	1	2	2	2	3	3	3	2	2	1	2	1	2	2	2	3	3	1	3	1	1	1	2	2	2	2	2	2	
LEWIS KRULWICH B B B 1 B B 1 1 2 2 1 1	1	1	1	B	1	1	1	1	1	1	1	2	B	1	2	2	2	B	B	1	2	1	1	1	1	1	1	1	1	1	
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CANDIDATE NO12

RATER	HOW KNOWN	CON	MANAGEMENT							PERSONAL				OVER-ALL	QUESTIONS				
			1	2	3	4	5	6	7	8	9	0	1	2	3	4	Y	N	H
HACK ADAMS	B X B B B	2 2	2	2	2	1	2	2	2	2	2	1	2	2	2	X	B	B	B
THOMAS BLYTHE	B B B B X	2 1	1	1	1	1	1	2	B	1	2	2	2	3	B	B	X	B	B
JEFF BRUGOS	B B B B X	B 2	3	B	2	B	B	B	B	1	B	4	B	4	3	B	B	X	B
JOHN CARROLL JR	B B B B X	B 3	B	B	3	B	B	B	B	2	B	3	B	3	3	B	B	X	B
WILLIAM DEVANEY	B B B X X	3 2	4	4	4	3	2	B	B	2	4	3	B	4	4	B	B	X	B
KENNETH DOCTER	B B B B X	B B	B	B	B	B	B	B	B	B	B	B	B	B	B	B	B	B	X
STAFF # 25274	B B B B X	B 3	B	B	4	B	B	B	B	B	B	3	B	4	4	B	B	X	B
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MALVERN GROSS	B B B B X	B B	B	B	B	B	B	B	B	2	2	2	B	2	3	X	B	B	B
EDWARD HALLER JR.	X B B B B	B B	B	B	B	B	B	1	B	B	B	2	1	2	B	B	B	B	X
PETER HART	B B B B X	B 2	1	1	2	2	B	1	4	B	2	1	1	3	2	X	B	B	B
SCOTT HARTZ	X B B B B	1 2	2	2	2	B	B	B	4	2	B	B	B	3	3	B	B	B	X
CREIGHTON HOFFMAN	B B B B X	B B	B	B	B	B	B	1	B	B	B	B	B	4	4	B	B	X	B
FRANKLIN JOHNSON	B B B B X	B B	B	B	B	B	B	B	B	2	B	B	B	4	B	B	B	B	X
HUNTER JONES	B B B B X	2 2	2	1	2	1	1	2	4	2	2	1	1	3	2	X	B	B	B
ROBERT KELLY	X B B B B	B 2	B	B	1	B	1	1	B	1	1	1	1	2	1	X	B	B	B
JOHN KERCHER III	B B B X B	2 4	B	3	B	2	B	B	B	2	2	3	B	4	4	B	B	B	X
FREDRIC LAUGHLIN	X B B B B	1 1	1	1	3	1	1	1	4	1	1	2	1	3	2	X	B	B	B
PAUL LOHNEIS	X B B B B	B 2	1	1	1	1	B	1	B	1	1	2	1	3	1	X	B	B	B
CHARLES MAC YEAGH	X B B B B	B 1	1	1	1	B	B	1	B	B	1	2	1	2	B	X	B	B	B
DONALD MARKSTEIN	B B B B X	B B	B	B	B	B	B	B	B	B	B	B	B	B	B	B	B	B	X
PETER POWELL	B B B X B	1 3	1	2	1	2	1	1	3	2	2	2	2	3	2	X	B	B	B
GILBERT SIMONETTI JR.	X B B B X	B 1	1	1	1	1	1	1	B	1	1	1	B	1	1	X	B	B	B
RICHARD WHEATON	B X B B B	3 2	2	2	3	B	2	2	B	3	2	2	2	3	3	B	B	X	B
JAMES WHELAN	B B B B X	B B	B	B	B	B	B	B	B	B	B	B	B	B	B	B	B	B	X

OFFICE VISIT

003841

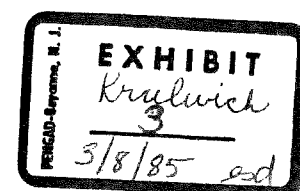
Name of Candidate: Ann B. Hopkins Dept: MAS
 Office: OGS Years of Service: 5
 Date of Visit: November 17, 1982 Age: 39
 Contract Year: 1978

REVIEW OF FILE

PRIVATEANN HOPKINS

- 10-26-82 Memorandum to the file. Effective October 1, 1982 Ann assumes responsibility for the ten people in word processing. She will manage the department, evaluate performance, determine compensation and obtain high quality productivity. Ann is delighted to be able to assume this responsibility, particularly as this will demonstrate her ability to manage subordinates effectively. Memorandum signed by Beyer.
- 10-12-82 Report by Beyer on Foreign Buildings Operation - State Department. 1's and 2's. Very good report. The only suggestion for improvement being she could delegate a little more.
- 9-14-82 Report by Epelbaum on US Department of State. Chiefly 1's and 2's. A 3 in utilization of reference material, involvement in community and professional activities and interpersonal skills--associates. Overall assessment was exceptional. Comments: performance has been outstanding. She is bright, imaginative and assertive and an asset to the firm. By focusing on being more sensitive to others, she will become an extremely productive partner.
- 9-28-82 Report by Beyer on State Department. 1's and 2's except for 3's in interest in promoting full service to clients and involvement in community and professional activities. Exceptional overall assessment. A comment that she does believe that staff should have same dedication as herself. This is not always possible and sometimes leads to problems.
- 9-15-82 Report by Coffey on Farmers Home Administration Proposal. 1, 2's and 3's with a 4 in interpersonal skills-associates. Comments: she should devote more time to communicating what she expects at task assignment time and dealing effectively and motivationally with staff is Ann's primary apparent weakness. If may be that our staff in St. Louis are used to being coddled but I suspect this is the one area where Ann needs to show improvement to become a partner. Overall assessment was "higher than expected."

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Summary comment: The big question with Ann is people skill. The St. Louis staff did not enjoy their experience on this proposal but certainly sympathized with Ann's position (full responsibility while working with those with whom she had never worked). We need partners with her technical and intellectual capacity but she must demonstrate people skills. I believe we should help her do so.

Tom Beyer has added a note to this report saying: "Not at the risk of sloppy work or missed deadlines. I disagree after reviewing situation with Tim and Ann."

- 6-16-82 Report by Kercher on Houston MAS Quality Control Review. All 1's and 2's. No adverse comments.
- 6-22-82 Counseling session with Epelbaum. Ann agreed that she is sometimes overly assertive and needs to be more tolerant of others. Disagreed that she needs to place greater focus on staff development. Her feeling is she needs to work with staff that have a future.
- 1-15-82 Report by Statland on US Department of State. All 1's and 2's. Comments: Ann is excellent on her client relationships, ability to organize work materials, ability to utilize staff, ability to grasp the complex issues. Ann is sometimes overly critical of people's work, has relatively light technical (EDP) and accounting systems knowledge and often allows judgment to be clouded by casual statements. She is dynamic but needs to learn how to execute under more control. Also not everything is to be made to appear black or white.
- 9-20-81 Report by Beyer on State Department. All 1's and 2's. Ann is the consummate professional and obvious partner candidate for next year. Needs time to increase maturity. Needs to be patient with superiors who are slower than she is.
- 6-17-81 Counseling session by Fred Laughlin. Mentions cleaning up her office and keeping partners informed. Bulk of the session devoted to people technique. Needs to soften her image; careful with her language--not just avoiding profanity but also guarding against unprofessional language and expressions. Ann agreed she would attempt to be more observant about whether her personality was threatening to the individual.
- 11-13-79 Report by Lewis Krulwich on Bureau of Indian Affairs. All 1's and 2's. No unfavorable comments.

Other material in the file indicates she has been with Price Waterhouse since 1978, with American Management Systems 1977-78, with Touch Ross from 1973-1977 and with several other positions dating back to 1968 with IBM.

PROTECTED DOCUMENT

- 2-26-81 Memorandum by Tom Beyer indicates a midyear compensation increase was affected in order to stave off a threatened termination for purposes of higher compensation from competition. Additionally the increase is warranted to make an immediate response to the extremely excessive overtime required on the State Department project.

DISCUSSION WITH PARTNERS

MacVeagh - Remarkable change in last year or two. Apparently she has been counseled and is taking it to heart. On State Department job, she knew she was over her head on the EDP side; she held herself out as a project manager. Beyer wanted to staff out of OGS. In final analysis we won.

Haller - Has broad gauged abilities. Questions personality. Brings kids into office. Sees no evidence of change but she is worth saving.

Krulwich - Has not worked on state department engagement but knows fairly well. Large systems area is key to growth. She is one of the best. She beat the feathers off of other firm on state department. Would trust Ann with financial assets. Ann has a clearly different personality - outspoken, diamond in the rough. Many male partners are worse than Ann (language and tough personality). Her husband is no longer a Touche partner. Velvet glove with clients. Tom wants in the worst way to admit Ann. Ann does not hold herself out as a DP specialist. Thinks O.T. issue is irrelevant. Krulwich says responsibility was his. Thinks subject was discussed in general with PG early on. Krulwich told Ann to pass the buck to him. Thinks he sees improvement.

Gross - Good worker. Is in the office early in the mornings.

Critical comments regarding personal characteristics come as a complete surprise. Would guess above average. Have to be tough to get along with her boss.

Wheaton - Spent about 40 hours with her on Metro proposal.

Several times told Dick that she didn't think her technical capabilities were up to that job. Dick did not see that job as a very complex job. She and Pshyk did not get along. Dick has reservations.

Kelly - I didn't see anyone quitting during course of state job. She will not change. Five minutes into discussion client probably forgets she's macho. If you get around the personality thing, she's at the top of the list or way above average.

Lohneis - One of the two strongest - writing ability, quickness on feet, ability to sort out masses of opinions. Personal comments: she will not change.

Beyer - Conscious of problems. Ranks her #1. Very hard worker. Very bright. FPC specialist (not intended to be EDP specialist). Outstanding ability to sell a client on her ability, on firm ability. Brings home profits. She is the partner on the job in the client's mind. On second phase of State Department work client specified Ann Hopkins. Has done a marvellous job demonstrating to Tim Coffee that she is a great technician. Ann went through hell writing St. Louis proposal. She couldn't even get word processing help. Coffee will change his original comments. Beyer told Hopkins he would have trouble proposing her for partnership. She came back and said "I quit." Beyer got back and said "I didn't say you don't have a chance." Her husband a partner at Touche was a problem. Her husband was not enamored with Touche. Two weeks later came in and left Touche. Ann came back and withdrew her request to terminate. Subsequent to that asked partners to increase compensation for 2 people

because of hours worked and because of success to date. Under government contract hours over 2,080 reduce rate per hour. As practical matter would collect rate increase. In three weeks Ann got results out of word processing that Fred Loughlin and Hunter Jones had not been able to achieve. No longer any backlog--no people have quit.

Flanson - One tough lady! Very competent. Needs to be touch to supervise the type of people that have been working on her project.

Hartz - Was previously with Touche and had put in a system at UMW which had its faults but I don't know if Ann was necessarily responsible for those faults.

Epelbaum - Impressions based on daily and even hourly contact in the April to June period. I believe I know her well. Her accomplishments are unprecedented. Her management style is one of perpetual crisis. If she can't convince you there is a crisis, she will go out and create one. Ann could be a great success or a great failure. She sold a \$20 million job. Neither Steve Higgins nor I could have done it. She apparently can work well with Beyer; I'm certain she could not work with everyone. Ann wants to win; I don't know where she would draw the line. I don't enjoy working with her. I avoid her socially.

PRIVATE

No. M012ANN B. HOPKINS(OGS)DISCUSSION WITH ST. LOUIS PARTNERS

Blythe - Observed her in FMAA proposal effort. Had heard negatives about her before she came to St. Louis for proposal effort. In final analysis, she got the job done. May have some minor holes in it, but was a massive effort. She is very capable and bright. Within the OGS environment she is probably exceptional. She left town with a favorable impression. Has a reputation of being tough on staff, but Tom didn't see it.

Coffey - Worked closely with Ann on proposal for Farmers Home Administration accounting system. Had two concerns: she tends to be tough on people (runs over people) and uses trial and error type management techniques. May have overcompensated for being a woman. St. Louis would not have had a chance on proposal without her help. Will be a 65,000 hour job if we get it and it looks good. She is one of the brightest people Tim has met. He now switches his "Hold" to a "Yes" and fully supports her.

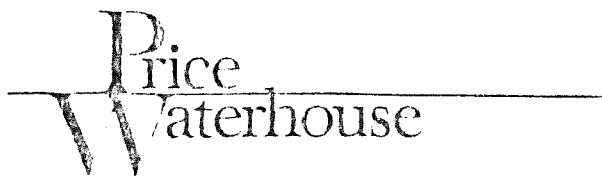
Fridley - Fridley reviewed one of her jobs, Bureau of Indian Affairs, in 1980 when he performed a quality control review of OGS. Felt she wasn't honest with him with respect to a number of matters. Ann said she had no problems with respect to fees, billings, etc. but couldn't reconcile inconsistencies. There was \$30,000 excess written off, then the planned underrealization. Despite this, she insisted everything was OK and had tried to mislead John for 15 minutes. Apparently, Ann had told female consultant from Houston to work 12 hours per day, but charge only 8. Some 500 hours were charged back by Bill Devaney when he found out about this. Her style seemed to be - work what it takes to get the job done, but charge only what the budget will allow. Overall reaction now is that she does have substance. She came to help on Home Farm Mutual proposal. Final product was massive, but not quality. In the process, she alienated almost everyone who worked on the project. She seemed to be unorganized and worked as if it were a Chinese fire drill. No one wants to work with her on project if we get it.

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D. R. Ziegler
November 29, 1982

m012

003846



ONE CENTERRE PLAZA
ST. LOUIS, MISSOURI 63101
314 425-0500

December 13, 1982

PRIVATE

Mr. Donald R. Ziegler
Price Waterhouse
30 South Seventeenth Street
Philadelphia, Pennsylvania 19103

Dear Don:

ANNE B. HOPKINS

More good news! We just won a \$2.7 million (65,000 hour) MAS engagement for the Farmer's Home Administration. While many deserve credit in such situations, one Mrs. Anne Hopkins deserves special praise. We would not have won the engagement without her.

She supervised a proposal effort which produced a 2,600 page proposal and consumed over 3,000 hours in staff time. She also was "key" at the orals in Washington, D.C.

As we discussed during your visit, I wish to change my position regarding her admission from "hold" to "for". While she can come across as overbearing and condescending with staff, she has a heart of gold and a mind that is second to none. She is particularly well suited for the highly competitive government market.

Yours very truly,

A handwritten signature in cursive script that reads "Timothy M. Coffey".

Timothy M. Coffey

PROTECTED DOCUMENT

PRIVATE

003847

DISCUSSION WITH L. J. KRULWICH RE.
ANN HOPKINS AND BIA ENGAGEMENT

The incident described related to an engagement for the Bureau of Indian Affairs in which we were asked to plan for and estimate the cost of converting several thousand computer programs at their Albuquerque data center. Ann Hopkins managed the engagement with a staff of a manager from Denver and a consultant from Houston. Our contract was for a fixed price.

In recognition of the importance and difficulty of effective job control (the job was being done in Albuquerque and Ann was not there on a full-time basis), Lew instructed Ann to tell the staff to charge all hours actually worked on-site, but not to charge the off-site time devoted to the inevitable job related discussions, etc. that occur on an out-of-town assignment. Goodstat and Krulwich had had several general discussions about the problems of controlling this type of engagement, particularly with the advent of overtime for consultants.

LJK does not know the specifics of Ann's discussions with the consultant, but she undertook the practice of charging 8 hours per day. On being informed of the consultant's concern over the hours supposedly worked but not charged (LJK isn't sure, but he believes he heard about it first from Devaney), Lew and Ann talked and agreed to accept the additional charges associated with the declared overtime hours. LJK says they did so despite Ann's doubt that all of the overtime hours were "real."

LJK does not recall all of the specifics of his discussion with Fridley about the BIA engagement but does remember that Fridley left him the impression of not viewing his discussion with Ann as ~~was~~ being a particularly significant incident. LJK believes Ann acted appropriately with Fridley in that LJK had previously instructed her to describe the facts of the BIA incident to the QCR team and, if the reviewer had a problem, to refer him to LJK.

Lew views the incident as the result of a misunderstanding for which he, rather than Ann, should take responsibility. He states that any assertion that the incident suggests a lack of integrity on Ann's part is inappropriate. He states that of all the MAS managers in OGS, none is more candid and honest in her dealings with others. He would "trust her with his assets."

PLG 11/24/72

PROTECTED DOCUMENT

Hopkins

[Scribbled notes]

Is

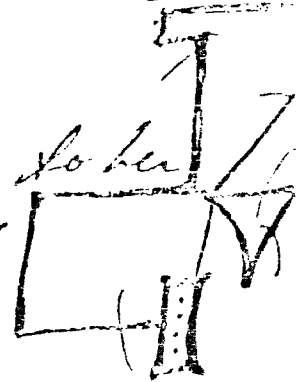
Should be strong support from all
 OGS partners (CMAA)
 LJK - strong candidate
 BBW -

"I was awful to you in State" - BBW.
 Serious inquiries on FBO job.

DE - cannot support her this year. ^(where it can)
 people skills --- people said
 they didn't want to work for her
 Crisis mgr.

- McClure
- Colberg
- Higgins
- Bellar

Steve Higgins - some loyalty to her
 1. strong killer instinct
 v. extremely bright
 looks proj. mgt skills
 " ability to develop stuff.



looks leadership - BBW

looks player - LJK.

EXHIBIT
 Kruelwisch
 4
 3/5/95 end

StA crit.

CMV - must recognize the extreme pressure that we have put her under for last 3 yrs. - No one could be expected to endure these circumstances.
- Hold for weeks year (by OGS)

RPK - proud to introduce this person, as you partner - do you like this person - cost to this. - can be quality of person, but not association opportunity.

CMV - must try, because we've invested so much

BtoW. - ^{she} had a very useful person, before she started FBO.

T.O.B. - intimacy seems relevant

FIC - will any years (any way) ever be relevant?

RPK - delay will NOT help her. she's 40 yrs. old - she's had plenty of experience.

FS - How do you feel?
How many can happen?

PEL - Ann appears to have covered state jobs herself.

Thought to get along w/ -

They will - with which to her guess not all had

I am sympathetic

RPK - If two parties feel so strongly, can't even ^{plan} this.

TALLY

- FOR
- REL
- EJK
- FLL
- HWL

A384.

FLL - can be assessed - quality - (but don't seem to have obeyed w/ me (FLL))

FUP - would give her a yr. to turn around her personality qualities.

HWE - force person; always have a problem keeping relationship w/ others under control. Doubt how improve in a yr. - gets job done, supported by peers & subordinates. She's a giver, rather than taker.

- SH - not question of interpersonal skills
 - know diff. w/ proj. mgt. skills
 & ability to develop staff.
 - able to get job done, intelligent
- 2 J12 - he was spec. of about 8. mgt.
- SH - quick catch on spot - direct
 & very methodical
- DE - special from kind of piece
 mgt. after leaving FMS job
 - St. Louis saw it on FMS

Met - Work Planning

- no courses

1. Has there been counseling re course
- v. How can L & E be D?

CMV - would have to work hard at the
 first overseas assignment
 offer an opportunity.

Summary Return

DE - understand position

BBW - Personality piece

• Ann has made a very imp. cont. to OCS
 in a # of ways.

• Must balance - present. That she's
 not well liked.

OPK - discussions are very helpful.

FCU - would be better in future as a person

Ch. J. — If not submit proposal under
the OCS has come to its
own conclusion.

FLL - would A-11 accept another
Phy. (i.e. under reg.)

CMV - Discovered theory - nice guy
just had.

FLL - chances of Pete's proposal generally
out too low. (20%?)

RPK - Ann is over - spread - doesn't
do well when she's trying
to be something she's really
not.

~~DE~~
L9K - In certain situations, she's the
best that we have.

DE/PC

Ann if he knew - re Pete's
proposal.

- | | |
|-----|-----|
| MV | GHJ |
| BBW | DE |
| DE | RPK |
| MW | HWL |
| UP | FLL |
| PH | PSL |
| JK | |

Would you accept the
very slim opportunity to
be proposed next year.
i.e. Hold for you.



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Depositions • Conventions • Arbitrations • D.C., MD, VA Notary

E R R A T A S H E E T

In Re: HOPKINS Vs. PRICE WATERHOUSE

Case No. 84-3040, Date Taken: March 8, 1985

Deposition of: LEWIS J. KRULWICH

I hereby certify I have read my deposition and that it is accurate with the corrections listed below.

Page	Line	As Transcribed	Change to:
10	2	may	delete
12	7	casual dealings within the office	delete
19	13	Eplebaum	Epelbaum
19	21	Eplebaum	Epelbaum
30	17	times	things
47	12	in	and
49	13&14	--it is a--	occurred

3/21/85
Date

Lewis J. Krulwich
Signature of Deponent

Note: If there are no corrections, write "None" above. Use additional pages if necessary. Be sure you have dated and signed the Errata Sheet. Please return signed transcript to our office. Thank you.