

IN THE CHANCERY COURT FOR DAVIDSON COUNTY, TENNESSEE

JACK PELHAM and KAY PELHAM, )

Plaintiffs, )

v. )

Case No. 05-2259-III

THE NASHVILLE CHURCH, INC., )

INTERNATIONAL CHURCHES OF )

CHRIST, INC., HOPE WORLDWIDE, )

LTD., and CENTRAL AND SOUTH )

AMERICA WORLD SECTOR, INC., )

Defendants. )

AFFIDAVIT OF KEITH ROSE

I, Keith Rose, on oath depose and state as follows:

1. My name is Keith Rose. I am over the age of eighteen (18) and otherwise competent to provide this affidavit. I have personal knowledge of the matters stated herein.

2. I reside at 2306 25<sup>th</sup> Street, Santa Monica, California. I am a certified public accountant, licensed in the state of California. I currently serve as the CFO/COO for the International Churches of Christ, Inc. (ICOC). I have served in this position since December 2002.

3. ICOC is a California religious corporation organized under the Nonprofit Religious Corporation Law of the State of California, whose principal place of business is located in Los Angeles, California. ICOC carries out its tax-exempt purposes and conducts its affairs and activities out of its headquarters in Los Angeles, California.

4. Presently, ICOC does not maintain any offices within the State of Tennessee, nor does ICOC otherwise in any way maintain a physical or financial presence within the State of Tennessee.

5. Presently, ICOC does not own or possess any real property or other assets located

within the State of Tennessee. Presently, ICOC does not own or maintain any bank accounts or investment accounts with any bank or other financial institution within the State of Tennessee.

6. ICOC has not registered to do business in the State of Tennessee in any way.

7. ICOC does not solicit charitable contributions from churches or organizations located within the State of Tennessee. At no time during my tenure or otherwise within my knowledge has ICOC registered to conduct charitable solicitations within the State of Tennessee.

8. Prior to the filing of this lawsuit by Jack and Kay Pelham, at no time during my tenure or otherwise within my knowledge has ICOC been a party to any lawsuit, administrative action, or other legal proceeding within the State of Tennessee in any way. At no time during my tenure has ICOC sought to invoke the jurisdiction of the courts or other governmental agencies of the State of Tennessee, nor otherwise sought to avail itself of the benefits or protections of the laws of Tennessee.

9. Presently, ICOC administers a 403(b) Tax Sheltered Agreement (TSA), which is managed by Fidelity Investment Services. I serve as the Plan Administrator, which is administered in Los Angeles, California. Presently, one person in a church in Memphis, Tennessee participates in the TSA.

10. Presently, ICOC administers a group dental plan from its headquarters in Los Angeles, California. The group dental plan is provided by Assurance Employee Benefits, based in St. Louis, Missouri. Presently, one former employee of a church in Chatanooga, Tennessee receive COBRA benefits through the group dental plan of Assurance Employee Benefits.

11. During my tenure with ICOC and otherwise within my knowledge, ICOC has been recognized by the Internal Revenue Service as tax-exempt under Internal Revenue Code §501(c)(3) as a convention or association of churches or of conventions or associations of churches, and ICOC

has operated as an association or convention for separate subordinate associations or conventions of churches. During my tenure or otherwise within my knowledge, none of these related conventions or associations of churches has been headquartered or incorporated in Tennessee. At no time during my tenure or otherwise within my knowledge has ICOC offered corporate membership or association agreements to any individual church, including but not limited to The Nashville Church, Inc., ("TNC") or to any individual persons, including but not limited to Jack Pelham and Kay Pelham.

12. At no time during my tenure or otherwise within my knowledge has ICOC received any "special missions contribution" funds from any church in Tennessee, including but not limited to The Nashville Church, Inc. At no time during my tenure or otherwise within my knowledge has ICOC ever received any "special missions contribution" funds from individuals in Tennessee, including but not limited to Jack Pelham or Kay Pelham. At no time during my tenure or otherwise within my knowledge has ICOC ever received "contributions for the poor" funds from a church or any individual person in Tennessee.

13. At no time during my tenure or otherwise within my knowledge has ICOC ever collected "special missions contribution" funds from or for HOPE *worldwide*, a faith-based nonprofit charity headquartered in Philadelphia, Pennsylvania ("HOPE"), from any church in Tennessee or from any individual in Tennessee.


15. At no time during my tenure or otherwise within my knowledge has ICOC solicited or received any charitable contributions, donations, or financial support directly from any church or individual in Tennessee.

16. I have reviewed the general ledger of ICOC's financial records for the years from 1998 to August 2005. I have found no charitable contributions given to ICOC by any individual persons or church located in Tennessee, including but not limited to The Nashville Church, Inc., Jack

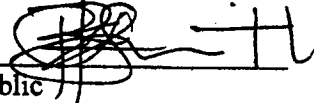
Pelham, or Kay Pelham.

17. At no time during my tenure or otherwise within my knowledge has ICOC entered into any agreement with HOPE, TNC, and/or Central and South America World Sector, Inc. ("CSA") to defraud Jack and Kay Pelham, nor in any way "conspired" with CSA, HOPE, and/or TNC to injure Jack Pelham and/or Kay Pelham in any manner.

State of California }  
County of Los Angeles } ss.

  
Keith Rose

Sworn and subscribed to me this  
20<sup>th</sup> day of September, 2005, by Keith Rose  
personally known to me.

  
Notary Public



My commission expires: March 25, 2006