

Founded 1981

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Mr. William O. Sumner McMorgan & Company 8955 East Pinnacle Peak Road Suite 101 Scottsdale, AZ 85255

BY FAX (480) 419-9929

Dear Bill:

I want to thank you again for your vote of confidence in asking me to accept an increase in my responsibilities and authority at Atlas as its Chief Operating Officer.

As promised, I have been giving a lot of thought to how Atlas's operations could be improved upon, and what duties I should be given by the Board to be effective as COO, and how the CEO role would be changed as a consequence.

Essentially, I believe that Atlas would benefit from having its CEO concentrate on the important matters of representing Atlas to donors, to institutes and in public. With a revised management structure, Alex's time would be spent using his personal touch to achieve the organization's fund-raising goals and to cultivate relationships with institutes and allies at the grassroots. Based on these conversations, he would develop new program ideas, but the selection and approval of programs should be submitted to a more formal process than in the past.

The COO would be responsible for making sure that all programs and grants go through this approval process, and then for ensuring that they are completed as promised. In addition, the COO would be fully responsible for managing the internal operations of Atlas, both financial and administrative.

I hope that what I have outlined above is along the lines of what you and the rest of the board are envisioning for this important transition period for Atlas.

In order to move forward efficiently, I think that the following things need to happen:

- Gain clarity and consensus on how Atlas should pursue its mission. The wording of the Atlas mission statement leaves room for different interpretations of what Atlas should be focusing on, and what would be considered "off-mission." I drafted a memo about Atlas's roles in creating, enhancing and mobilizing institutes, in which I raise questions that I think the board must address, and share my recommendations for its consideration. (see "Gaining Clarity on How to Pursue the Atlas Mission").
- Evaluate current activities of Atlas to determine whether they should have greater focus, stay as they are, or be discontinued. Once consensus on the mission is achieved, the Board should make sure it understands the various activities in which Atlas is engaged. It should determine whether any of these should be discontinued, and whether any should be receiving greater focus than they are today. I drafted another memo describing the different categories of our work (see "Atlas Current Activities") to provide a starting point for this analysis. Alex has also been developing a "market analysis," which I expect would be helpful to the board in understanding how our own work complements (or competes with) that of other organizations.
- Determine goals for the next year. Given consensus on the mission and the activities that Atlas employs to carry it out, Atlas should be clear about what goals it sets for itself. I am providing a quick list of suggested "products" that could be part of the Atlas annual routine, to which we can add special goals for the anniversary year of 2001. (see "Essential Annual Products")
- Create a plan for the approving Atlas programs. While we should avoid excessive micro-management that would bog down our operations, the clear focus needs to be on ensuring programs are thought-out, mission-relevant, well understood by both board and staff, and executed at a high level of quality.
- Adopt your plan of moving me into the role of Chief Operating Officer. If the Board accepts my ideas about how the COO position should be structured, I hope it will approve of your suggestion to place me in this role. If I am offered this position, I think it would be valuable to receive guidance from the Board about its own expectations and how I should expect my job performance to be measured.
- Authorize me as a signer on the Atlas Account. I think it will be important that I start signing the majority of Atlas's checks, so I can take responsibility for making sure that all grants are reviewed by the Grants Committee (and to spare Alex from another day-to-day activity). It will also help me get a better sense of regular expenses for budgeting purposes. Of course, we will retain rule of requiring two signers for checks of \$5000 or more.

I will be interested in getting your reaction to the ideas outlined above. On Jerry's suggestion, I am going to try to schedule a meeting with Phillip Truluck for next week. Hopefully, we will be able to incorporate into Atlas some lessons from learning how he and Ed Feulner have developed such a fruitful division of labor at Heritage.

In the meantime, I have made a list of the various internal activities that are essential to our organization. This attached memo includes some notes about how Atlas has improved along many of these capacities in the 18 months that I have been with the organization as its VP of Operations, along with some goals for the future and notes on processes (See table that specifies "Internal Activity" in first column).

Ultimately, I expect that I will need to do more delegating of responsibility within these numerous operations. I will begin thinking about an "Organizational Chart" for Atlas's growth. Of course, it is a difficult task at present with us uncertain about what it might mean to take on the remainder of Templeton's Freedom Project, and with Atlas facing space constraints as it is.

In any case, I hope that this is not too much paperwork to drop on you at once. I will call you shortly to get your reaction to the main points of this small package that I'm sending.

Again, Bill, thank you for this opportunity. I look forward to working you on all these important matters in the weeks and months to come.

Sincerely,

Bradley A. Lips

"Gaining Clarity on How to Pursue the Atlas Mission"

The Atlas mission reads: "To discover, develop and support intellectual entrepreneurs worldwide who have the potential to create independent public policy institutes and related programs which advance our vision; and to provide ongoing support as such institutes and programs mature."

It is likely that different interpretations exist about what is properly meant by "develop and support," "related programs," and "ongoing support." I like the way that Alex summarized the roles that Atlas has historically played in working with institutes, in a recent conversation with Dick Larry of Scaife Foundation: creating, enhancing, and mobilizing.

It may be helpful to our future efforts, if I describe briefly how I understand each of these roles to be essential to Atlas's mission. This way, we will have a starting point from which to discuss any disagreements about where Atlas should concentrate its efforts. Anticipating some concern about the third of these roles, I spend the second half of the memo explaining why I believe it is important to be in the business of "mobilizing institutes" and how I think this part of Atlas's work can be formalized for better tracking of programs and oversight by the board.

Creating institutes

Of course, a central part of the Atlas mission will always be in capitalizing upon energies of the intellectual entrepreneurs we encounter. We will make our case as often as possible about the value of creating independent public policy institutes in the model of that Antony Fisher established with the IEA and the think tanks that followed. We will provide them with information regarding "role model" institutes, insights on structure and management, seed grants when possible (and prudent), and networking opportunities with other leaders from the worlds of think tanks, philanthropy and public policy. Our fellowships program brings potential intellectual entrepreneurs to Atlas where we introduce them to our work and send them to visit and learn from other think tanks.

Enhancing institutes

Once institutes are off the ground, Atlas continues to look for ways to incorporate them into programs and networking opportunities to enhance their abilities and reputations. Thanks to certain of its donors, Atlas is able to provide additional funding to promising institutes through their first five years. After that point, institutes are expected to be self-sustaining. Of course, Atlas does not neglect older institutes. It continues to incorporate them into its networking activities and other selected programs. In particular, Atlas encourages successful think tanks to embrace a "mentor" role with younger institutes.

Atlas is also uniquely suited to help some institutes that it did not play a hand in creating. Beginning in the early 90s, the pace of think tank creation surpassed Atlas's ability to serve and work with them at the beginning stage (hence the growing numbers of "Network 2" institutes in our database). These groups – which Atlas did not start – nevertheless can profit from inclusion in our network. (Alex reports encountering two such think tanks during his recent trip to Peru.)

Mobilizing institutes – Another facet of Atlas's work has been in mobilizing institutes toward work that contributes to Atlas's vision of a free society. Atlas does not maintain staff to publish original research on policy topics. After all, it does not want to compete with the institutes it develops. Nevertheless, Atlas serves a unique role in its market by working on Policy Area programs. These programs are not pursued unless they meet three criteria: (1) the prospects of the free society would be improved if think tanks devoted more energy to this policy battle; (2) Atlas can raise funding to finance think tank programs in this area; (3) Atlas's plan for mobilizing institutes in this policy area will help further enhance the institutes it involves.

I understand from Alex that, as early as 1984-85, Antony was pushing at least two topics in this manner, writing in a newsletter about the need for studies on the issues of public debt and Common Agricultural Policy. When John was President of Atlas, he had the foresight to see the Environment as the next key issue. Since that time, Atlas has kept Jo Kwong as its one policy-oriented staffer, and we have done significant work in getting the institute world involved in this policy battle, through workshops, books, institute units. In 1995, Atlas began focusing on rule of law issues, which has now blossomed into very successful programs.

Let me summarize some of the ways in which these types of programs pay off for Atlas and its allies:

- Creating corporate support for free-market think tanks. Atlas has had mixed results at getting corporations to buy into its philosophy about the importance of creating new institutes to yield long-term results for capitalism. By developing programs that mobilize institutes to do work on a policy area, Atlas leverages the competitive advantage it has in the market place. There are few organizations in the world that have Atlas's access to a near-global network of local allies that can change the climate of opinion in a country or region that's not to mention the goodwill Atlas has cultivated over the years among these individuals.
- Getting resources into the hands of local think tanks. While Atlas will retain a portion of targeted donations for overhead, most of the funds are directed to think tanks that Atlas would like to continue to nurture.
- Alerting local think tanks to new issues. Atlas acts as an early warning mechanism for many of its institutes. Its often able to pick up new areas of importance before local institutes. On the other hand, what it learns from the local institutes it is also able to pass onto others. In a sense, programs that mobilize institutes re-enforce Atlas's position as the center of an international hub of think tanks.
- Increasing the impact of policy battles through coordinated efforts. Policy battles are easier for our friends to fight with increased ammunition: research and examples

from many countries. Atlas strengthened the case for social security reform like this in the past, and now has done much the same thing for dollarization.

While I obviously think it is important that Atlas continues to work in all three of the capacities outlined in this memo, I do think there have been shortcomings in how Atlas has conducted some of these "policy area" mobilization programs in the past. These ought to be addressed as we analyze how best to structure Atlas and its work:

- No formal procedure for establishing the creation of Policy Area Programs (nor is there a procedure for re-authorizing or retiring such programs).
- Programs have tended to be planned around particular donors. It would seem more
 respectable if Atlas determined the broad outlines and goals of its Environment
 Program before soliciting the support of ExxonMobile for it, instead of our old
 process, which was to write a proposal for ExxonMobile and then label it our
 Environment Program.
- Programs rarely planned with enough forethought that Atlas can truly capitalize on potential synergies with other of its programs.

To remedy these situations, I would recommend the following.

- That one of the Board Actions for the upcoming meeting in September concern the approval of various Policy Area Programs that Atlas staff recommends pursuing in the remainder of 2000 and in 2001. This way, the Atlas board will be clear on what the goals are for the coming year (and will decide whether or not some of them should be pursued).
- That Atlas make public (through its Web site) the broad outlines of the programs it is pursuing. Within the parameters it creates, Atlas would maintain flexibility to cater to a new donor's interests (Microsoft's interest in our providing leadership on Antitrust issues in France fits well under our "Rule of Law Program" umbrella).
- That Atlas institute procedures to force clear planning of projects from the start, so they can be shared throughout the staff and scrutinized for potential synergies. (Can we start a new institute from these efforts? Can we bolster efforts that will be reported to Lilly Endowment re: our Latin American work? and so on....)

The next page shows Atlas's existing Policy Areas and some new ideas about where Atlas should be headed next.

POLICY AREA (SUB-PROGRAM)	PROGRAMS	INSTITUTE ALLIES	REGIONS	DONORS (POTENTIAL)
Rule of Law				(CTZNTII.Z)
Corruption vs. Rule of Law	Venezuela workshop	Acton Institute	Latin American; Eastern Europe; U.S.	Lilly Endowment;
Foundations of the Rule of Law			Brazil, Mexico	
Anti-Trust Education Effort	www.concurrance.com and development of French allies	(see Vero's report)	France (expecting new donations for new areas too)	Microsoft (Worldcom, Visa/Mastercard)
Global Effects: Litigation in the Americas Project	Spurred Latin think tanks to do new research; Peru workshop; etc	CITEL, many others (See Julieta's report)	Latin America	Philip Morris (other tobacco co's, gun manufacturers, health-risk companies)
Property Rights				
Intellectual Property Rights	FTAA meetings presence; Novak translation; advisory role to Barun Mitra	Fraser,	Latin America, Asia	Pfizer (other drug companies, entertainment/media companies)
Environment				
Environment and Religion	Workshops; Cross and Rainforest translation	Acton; Annecy;		Fieldstead; API
Sound Science and Global Regulation	See Paul's repot	SEPP; Consumer Alert;		ExxonMobile; P&G API
Sound Money Project				
Dollarization, Currency Boards and other Sound Money Alternatives	IEEP Highlights; LFMI Highlights; Cordeiro book; Hanke/Shuler; Mariana on money others?	IEEP; LFMI;	Latin America; Eastern Europe	

Other ideas for programs (I'm not sure whether we can see that these are current and ongoing or not...)

- (1) Inequality of Access to Economic Freedom
- (2) Privatization (Water, Space, Subsurface)

"Atlas Current Activities"

Attached are notes about Atlas activities that I believe will be helpful to the board and staff as we pursue greater clarity on (1) how Atlas should serve its mission, and (2) how current activities fit (or don't fit) with the mission, and (3) how to structure / execute these activities.

My idea was to provide information on each activity we engage in for:

- Relation to the mission
- Value added to the movement
- Value added to Atlas
- Costs to Atlas
- Competitors (market analysis)
- Notes on questions about how to structure / execute these activities.

I did a quick brainstorm on the activities that we should evaluate, excluding for the moment those activities that relate only to internal management. This is the list I came up with:

- Academic Programs (Internal Freedom Project)
- Administrative help to institutes
- Advisory Services to donors
- Advisory Services to institutes
- Attending meetings of other think tanks
- Fellowships
- Fisher Awards
- Highlights Newsletter (& In Focus supplement)
- Pass-through donations and administering grants
- Programs by Policy Area (Environment, Rule of Law)
- Programs by Region (Lilly Latin America)
- Workshops

The next several pages represent my first attempt at notes on each of the above.

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Activity Type	Academic Programs	
Examples	International Freedom Project	
Mission Relevance	Grow number of potential intellectual entrepreneurs interested in free society; expand influence of institute publications by getting them on syllabi.	
Value Added to Movement	Exposing students to freedom; get institutes influencing the academic world; keep the donor bullish on investing in our movement.	
Value Added to Atlas	Generous on overhead; expanding our int'l network of contacts; potential for finding fellows and new intellectual entrepreneurs	
Cost to Atlas	Some may be confused about how it relates to core mission; occupies time of LPL (but the budget compensates Atlas nicely)	
Competitors	NA	
Notes	Expanding opportunity here could be big boon to Atlas, but also threatens to overwhelm it and test its ability to manage growth.	

Activity Type	Administrative Help to Institutes
Examples	helping AFIEA, IES-Europe, Donors Trust, Beers
Mission Relevance	Helping start new think tanks and related organizations
lue Added to Movement	In case of new institutes, we can help raise funds and commence operations while they go through arduous process of getting 501(c)(3) status, etc.
Value Added to Atlas	In some cases, helps fulfill mission of launching new think tanks; also helps develop goodwil with donors and expand our network of institute allies.
Cost to Atlas	Staff time opportunity cost
Competitore	None I'm aware of
Competitors	Notice in aware or
Notes	Need to develop clear line about when we should say "no" to these efforts.

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Activity Type	Advisory Services to Donors
Examples	Requests re: regions (Nestle, Exxon), grading of institutes (Famsea, Chase)
Mission Relevance	Pleases those who facilitate Atlas's ability to pursue its mission
Value Added to Movement	Atlas acts as an "investment advisor" for more profitable usage of funds devoted to movement (if our advice is good, "higher yields" should attract more investment)
Value Added to Atlas	Closeness to donors; these requests also make us do R&D on our market in ways we might otherwise neglect
Cost to Atlas	Staff time
Competitors	
Notes	The challenge is to make more of the info desired by donors available online, or otherwise easy for Atlas staff to process (minimize the costs)
Activity Type	Advisory Services to Institutes
Examples	Responding to questions and giving advice on networking, structure and management
Mission Relevance	Key component of starting and developing institutes and intellectual entrepreneurs
Value Added to Movement	Starting and developing institutes and intellectual entrepreneurs
Value Added to Atlas	Serves mission; develops our network of allies; part of our R&D work
Cost to Atlas	Staff time
Competitors	
Notes	Challenge = making more of the info desired by donors available online, in a product, or otherwise easy for Atlas staff to process (minimize the costs).
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Activity Type	Articles by Atlas staff and fellows	
Examples	Deroy putting Atlas title on his op-eds; other staff publishing articles	
Mission Relevance		
Value Added to Movement	Conveys to the public ideas that fit with the Atlas vision for a free society	
Value Added to Atlas	Exposure for the Atlas name; reputations of Atlas staff enhanced by being prominent in world of ideas	
Cost to Atlas	Risk of Atlas name going on something a donor finds controversial; confusing outsiders into thinking that we are in business of producing original research in-house	
Competitors		
Notes		
Activity Type	Attending meetings of other think tanks	
Examples	LPL to Liberty Fund; Jo to SPN; etc	
Mission Relevance	TANGENTAL: Helps identify new prospects and stay informed on our market	
Value Added to Movement	Shares Atlas perspective with outsiders; Atlas is better positioned to pursue its mission as result	
Value Added to Atlas	Expands Atlas's reputation and goodwill; helps with market analysis, identifying new leads	
Cost to Atlas	Opportunity cost represented by staff time away from office	
Competitors	NA NA	
Notes	Raises management questions: What limits should be imposed on attendance at meetings? How do we develop processes to best capitalize on knowledge gained and contacts met at meeting?	

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Activity Type	Fellowships - Long Term
Examples	Deroy Murdock; Becky Norton Dunlop; Paul Driessen
Mission Relevance	Individuals work to help develop institutes (fundraising, advice, networking)
Value Added to Movement	Individuals contributing to think tank movement and free society in varied ways
Value Added to Atlas	Additional human capital creating opportunities for Atlas and expanding its network of allies
Cost to Atlas	Stipend for Deroy; staff time responding to proposals and ideas of Paul and Deroy
Competitors	NA
Notes	No clear rules governing these positions.

Activity Type	Fellowships - Visiting
Examples	Latin American fellows; Koch fellows; Earhart fellows
Mission Relevance	Goal is to turn fellows into intellectual entrepreneurs, give them human capital to start or assist in the growth of think tank
Value Added to Movement	Developing new human capital
Value Added to Atlas	New allies; cheap labor to assist on varied projects;
Cost to Atlas	Minimal stipend (+ townhouse accomodations in most cases), office space
Competitors	
Notes	Challenges: 1) formalizing the fellows program into something for which we can fundraise, 2) keeping track of former fellows and leveraging them in our other efforts, and 3) helping them make the most of their time as visitors



Activity Type	Fisher Awards
Examples	
Mission Relevance	Provides funding to young institutes; encourages and gives exposure to quality publications by institutes
Value Added to Movement	Gives \$ to deserving institutes; creates competition for quality books
Value Added to Atlas	Serves mission; tangible product to show donors; with better PR, could expose more people to work of institutes and the Fisher story
Cost to Atlas	Jo's time in facilitating awards process, fundraising for program
Competitors	
Notes	Heritage has invited Atlas to host dinner and panels that would be integrated into Heritage Resource Bank meeting every April; could be a good annual showcase for Fisher Awards

Activity Type	Highlights newsletter
Examples Mission Relevance	Informs institutes on each others' work, informs donors on results of their investments in Atlas
Value Added to Movement	and the movement
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Value Added to Atlas	Communicates our work to various constituencies; helps record the Atlas history
Cost to Atlas	staff time for Jo and those who prepare reports on activities; publishing and mailing costs are about \$XK.
Competitors	Heritage pubs; Heartland pubs
Notes	Continuing to execute on new strategy for Highlights:

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Review of Activities for Mission Relevance, Value Added & Costs

Activity Type

Pass-through donations and administering grants

Examples

Earhart projects; Exxon \$ to Atilla; Civic NSA

Mission Relevance

Atlas enables funding for think tank efforts and those of free society allies

Value Added to Movement

Cultivating institute growth; helping scholars do projects; aiding donors interested in free society

Value Added to Atlas

Thru fairly passive role, we aid institute development; Earn goodwill from donors (usually Atlas receives \$ for overhead)

Cost to Atlas

Administrative headaches in maintaining records on many little projects and documenting our involvement.

Competitors

Donors Trust; Fidelity Charitable Funds

Notes

No formal process for deciding whether donor's intent is adequately related to our mission. No consistent "price" for these services. Sometimes such donations help with our public support test, other times they can hurt.

Activity Type

Programs by Policy Area

Examples

Mission Relevance

Environment; Rule of Law

Developing institutes by allowing them to participate in large collaborative projects; exposing them to other institutes and new ideas in the process; providing funding and networking support.

Value Added to Movement

Helps donors win policy battles; provides institutes w/ project funding and opp's to show results; Atlas can help put focus on emerging issues before they gain momentum

Value Added to Atlas

Opportunities to leverage work of institutes makes us more knowledgable about our institutes and allies; puts us closer to donors (new strategy for corporate donors)

Cost to Atlas

Overhead built into budgets, but requires staff time to coordinate efforts; if we're not careful, could look like we are sacrificing our independence

Competitors

In U.S., SPN or Heritage Resource Bank -- but we're our market is asking for international work

Notes

No formal process for identifying new areas for efforts, or for retiring old ones. The programs should stand alone from donor interest (and then be adapted to them) instead of being driven by them.

* Programs encompass activities like; general grants, translations, book distribution, seminars, workshops, etc.

Review of Activities for Mission Relevance, Value Added & Costs

Activity Type

Programs by Region

Examples

Lilly Latin America; North American Organizational Support Program

Mission Relevance

Starting new institutes; developing institutes; helping them learn from each other and network; exposing them to our ideas about how to grow effectively

Value Added to Movement

Planting seeds of new institutes through funding, mentoring, etc.

Value Added to Atlas

Fulfills core mission; expands our network of institutes and allies; helps us understand market and how institutes can contribute to specific efforts

Cost to Atlas

Mostly pays for itself but does require staff R&D to stay knowledgable on issues within regions, institute effectiveness/potential; leads to time spent on advisory services

Competitors

potentially SPN (in North America), other foundations (Chase), etc.

Notes

Regional programs tend to be catered to donor interest. Should we try to create new regional programs and sell them, or must we wait for a donor? Delegation and oversight is difficult when such specialized knowledge of market is required for managing these projects (esp. Lilly). * Programs encompass activities like; general grants, translations, book distribution, seminars, workshops, etc.

Activity Type

Starting new organizations

Examples

IHACER, History & Economics, Health & Economics, new Polish-American project

Mission Relevance

Starting new think tanks

Value Added to Movement

Most intellectual entreprenuers are intimidated by process of doing legal setup of organizations.

Value Added to Atlas

Served intellectual entrepreneurs better. Use these for receiving some donations, doing some projects that might not be prudent for Atlas (public support test, or controversial).

Cost to Atlas

Staff time in doing all the legal hurdles to set them up; staff time in maintaining files, doing taxes, etc., while they await spin-off to other intellectual entrepreneurs

Competitors

Notes

Challenge is to find the human capital to take these organizations over.

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Activity Type	Workshops
Examples	
Mission Relevance	Provide opportunities for institutes and intellectual entrepreneurs to learn from each other about management challenges and policy issues, and to benefit from networking opportunities
Value Added to Movement	Great networking and learning opp's for institutes and intellectual entrepreneurs .
Value Added to Atlas	Fulfills mission; strengthens network ties; tangible product to show off; R&D on our market; new ideas about our industry and the policy challenges it faces
Cost to Atlas	Major budget line; staff time can be significant
Competitors	
Notes	Goal is to outsource much of planning so workshops do not tax staff time too much. This does result in quality control problems. Difficult to measure the benefits of workshops (though the ripple effects we learn of later are often incredible), much less predict them in advance. Need to create clarity on purposes of workshops.