

BUTZEL LONG

Response to Solicitation
For Restructuring Legal Counsel

The City of Detroit, Michigan

March 6, 2013

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March 6, 2013

Mr. Jack Martin
Chief Financial Officer
City of Detroit
2 Woodward Ave., Suite 1126
Detroit, MI 48226

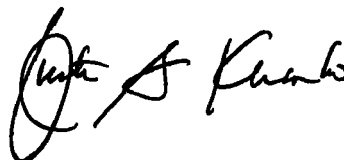
Re: Proposal for Restructuring Services

Dear Mr. Martin,

Thank you for your letter of February 27, 2013 inviting us to submit a proposal to serve as restructuring legal counsel to the City of Detroit. We are completely confident we can assist you in this matter and are submitting such a proposal along with this letter. Should there be any questions or comments regarding our proposal, please let us know. We look forward to hearing from you.

Very truly yours,

BUTZEL LONG
a professional corporation



Justin G. Klimko

JGK:tez
Enclosure
cc: Edward V. Keelean, Esq. (w/encl)



The Shortest Distance
to the Right Answer
is the Right Question.

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Executive Summary

We are very pleased to present our capabilities for consideration as restructuring counsel for the City of Detroit.

As detailed in this proposal, Butzel Long, a law firm with a long history in Detroit dating back to 1854, would bring an exceptionally strong combination of skills and practical experience to the role of restructuring counsel. Our restructuring attorneys have, on a collective basis, many decades of experience in large, complex matters both in and outside of bankruptcy court. By way of example, members of the firm have acted or are currently acting as the Plan Administrator for the reorganized Delphi Corporation debtors; lead counsel for Saab Cars North America, Inc.; conflicts counsel to the Official Committee of Unsecured Creditors of General Motors; conflicts counsel to the Official Committee of Unsecured Creditors of Calpine Corporation; counsel to the Official Equity Security Holders' Committee of Adelphia Communications; conflicts counsel to the Official Equity Security Holders' Committee of Footstar; and counsel to the Investors Committee in Stanford Financial.

Butzel Long is a 130-lawyer firm with extensive expertise in multidisciplinary areas of law that enables it to appropriately staff this engagement with a unique combination of skilled and experienced attorneys in restructuring, as well as in other essential practice areas such as labor, public finance and employee benefits. More importantly, by virtue of our current engagement as labor counsel to the City and our previous work for Mayor Bing as a member of his Crisis Turnaround Team at the beginning of his administration, and our review of the City's law department and risk management practices, we already have an intimate familiarity with the challenges facing the City. This gives the firm the unique advantage of having its feet already on the ground to provide both a timely and "complete and independent legal review relating to the City's current and future financial and operational situation."

Apart from the restructuring and other talented attorneys that Butzel Long can bring to this engagement, we are fully cognizant of the magnitude and complexity of the legal issues involved, which are unprecedented in the area of municipal restructuring. To this end, we believe that the City may be best served by teaming Butzel Long with a nationally renowned restructuring law firm and that such a combination would unquestionably provide the City with the strongest legal team for the engagement.

On many occasions, the firm has acted as co-counsel or local counsel with nationally prominent law firms on major matters, where such collaboration was in the best interests of the client. In our experience, partnering with a national firm in a case of this magnitude offers the benefits of (i) exceptional value through the use of Butzel Long to handle a variety of complex legal matters at lower rates; and (ii) the ability to draw on the specialized capabilities and extensive resources of a firm that handles the country's largest restructuring cases. We believe that our expertise and experience in the legal areas discussed herein, combined with our cost-effectiveness, familiarity with the local legal and political community, the special issues implicated in this particular engagement and our strong ties to the City, makes us uniquely qualified to be involved in this project. We also recognize and strongly believe that the involvement of a major national firm would be important to the success of this effort, both to address "public relations" concerns and, again, to put together the strongest possible team for this challenging assignment. While we recognize the benefits of partnering with a large national firm, it is also important to recognize that such firms often have conflicts, whether in acting adversely to Wall Street financial institutions, or otherwise. As noted above, we have served as "conflict counsel" in several major cases and are well suited to fulfill that role as circumstances require in this case.

While we are prepared to "partner" with any other firm that is selected, we would like to highlight our successful recent collaboration with Weil Gotshal in connection with the General Motors restructuring. In that case, we worked closely with Weil, known as perhaps the most preeminent restructuring firm, and together achieved outstanding results in what we believe was a most cost-effective and efficient collaboration. We would be delighted to work with Weil again on this important matter. We also have close ties with other national firms through our restructuring and financial services attorneys in both our Detroit and New York City offices and would be prepared to work with any other firm the City designates.

We have also arranged to be supported in the area of municipal law by the firm of Cummings, McClorey, Davis & Acho, known as one of the preeminent municipal law firms in Michigan. We have worked closely with Cummings in our review of the City's law department and risk management practices.

Finally, we would like to emphasize our philosophy, gained through years of experience, that bankruptcy is generally best utilized as a "last resort" in the event that a consensual resolution of the issues at hand through negotiation and other tools at the parties' disposal becomes impossible. While it would be expected of the City's restructuring counsel, and we would be fully prepared, to provide a thorough and detailed analysis of a Chapter 9 filing in connection with

the project work plan, our clear goal would be to work with all of the relevant constituencies in an effort to reach out-of-court solutions for the benefit of the City and its citizens.

In sum, the extensive experience of our restructuring attorneys and our existing firm grasp of the City's legal issues through our labor and other work for the City will allow Butzel Long to work effectively and seamlessly at cost-effective rates with a nationally prominent firm to meet the City's needs for restructuring counsel.

The following materials include a brief history of the firm, identification of the attorneys who would lead this engagement, descriptions of our applicable practice areas and representative engagements, profiles of our key team members, a statement on conflicts and our proposed fee structure.

About Butzel Long

Butzel Long is a leading law firm based in Detroit with additional regional offices in Bloomfield Hills, Ann Arbor and Lansing. Butzel is also tied to national and international capital markets through its offices located in New York City, Washington D.C., and alliance offices with firms located in Mexico and China. We currently employ 130 attorneys.

Founded in Detroit in 1854, Butzel Long is one of the oldest firms in the Midwest, having played a prominent role in the development and growth of the City of Detroit and several major industries in this region. Business leaders have turned to us for innovative, highly-effective legal counsel for over 155 years.

Our firm has over 8,000 geographically diverse clients that are active in national and international markets. These clients come from many sectors, including advertising, automotive, banking and financial services, county governments, municipalities, construction, energy, health care, insurance, higher education institutions, manufacturing, media, pharmaceuticals, professional services, publishing, real estate, retail and wholesale distribution, technology, transportation, and utilities.

We have a long and successful history of developing new capabilities and deepening our expertise for our clients' benefit. We strive to be on the cutting edge of technology, manufacturing, e-commerce, biotechnology, intellectual property, and cross-border operations and transactions.

Our firm is a founding member of Lex Mundi, one of the first and largest networks of leading independent law firms located in 160 separate jurisdictions around the world. Lex Mundi allows us to provide clients with global and seamless first-rate counsel whenever the need arises.

We place great value on each client relationship, and we dedicate ourselves to providing clear, understandable, and practical advice. Our attorney-client relationships satisfy each client's unique situation, concerns, and requirements. Our attorneys understand our clients through industry-focused research, knowledge management, and one-on-one conversations. Every client relationship is a privilege, and we work tirelessly to earn our clients' trust and confidence in every engagement.

Principal Practices

- Automotive Industry
- Bankruptcy and Financial Restructuring
- Business and Commercial Litigation
- Construction Law
- Corporate Law
- Corporate Compliance
- Employee Benefits
- Employment Litigation
- Energy and Sustainability
- Estate and Succession Planning
- Financial Services
- Health Care
- Higher Education
- Immigration
- Intellectual Property
- Internal Investigations
- Labor and Employment Counseling and Training
- Litigation and Arbitration
- Media Law
- Mergers and Acquisitions
- Municipal and County Governmental Entities
- Real Estate
- Taxation
- Technology
- Traditional Labor
- White Collar Criminal Defense

Detroit & Michigan Community Involvement

Butzel Long is a proud supporter of many local charitable and community organizations. The following is a sampling of the many organizations that Butzel Long has been involved with over the years:

- Automation Alley
- Ave Maria School of Law
- Beaumont Foundation
- Belle Isle Women's Committee
- Big Brothers Big Sisters of Washtenaw County
- Black United Fund of Michigan
- Boys Hope Girls Hope of Detroit
- Central Michigan University
- City Mission Detroit
- Cornerstone Schools
- Crime Stoppers of Michigan
- Detroit Chamber Winds
- Detroit Economic Club
- Detroit Metropolitan Bar Association
- Detroit Public Television
- Detroit Regional Chamber
- Detroit Regional Economic Partnership
- Detroit Symphony Orchestra
- DMBA Foundation
- Downtown Detroit Partnership
- Eastern Michigan University

- Eton Academy
- Friends Schools in Detroit
- Gleaners Community Food Bank
- Goodwill Industries of Greater Detroit
- Henry Ford Community College
- Jewish Vocational Service
- Junior Achievement of Southeastern Michigan
- Michigan Israel Business Bridge
- Michigan Minority Business Development Council
- Michigan State University
- Oakland County Bar Foundation
- Rosa Parks Scholarship Foundation
- Schoolcraft College Foundation
- The Detroit Institute of Arts
- The Engineering Society of Detroit
- The Karmanos Cancer Institute
- The University of Michigan
- United Way for Southeastern Michigan
- University of Detroit Mercy
- Walsh College
- Washtenaw Community College
- Wayne State University
- Young Detroit Builders
- Young Detroit Club

Proposed Lead Staffing

We would staff this engagement with the following lead attorneys who would be fully responsible to the City for the overall supervision and management of the work to be performed by the firm:

W. Patrick Dreisig

Mr. Dreisig is a shareholder of the firm. He is Vice President of the firm and serves as a member of the firm's Board of Directors. Mr. Dreisig's practice focuses on general business law and transactional matters as more fully described in his biography. Significantly, Mr. Dreisig served as a member of the Crisis Turnaround Team of Mayor Bing at the beginning of his administration and also participated in a review and analysis of the City's law department and risk management practices.

Thomas B. Radom

Mr. Radom is a shareholder of the firm. He is the firm's lead bankruptcy attorney in Michigan and has over 36 years of experience as a bankruptcy and restructuring professional. Mr. Radom has represented debtors and the gamut of other stakeholders in large and complex bankruptcy and insolvency-related cases. He is currently acting as the lead attorney for the Plan Administrator in the Delphi reorganized debtors' cases and the lead attorney for Saab Cars North America in its Chapter 11 case.

Peter D. Morgenstern

Mr. Morgenstern is a shareholder of the firm. He is the firm's lead bankruptcy attorney in its New York City office and has over 30 years of experience representing major debtors, creditors' committees, creditors, and other stakeholders in significant bankruptcy and insolvency-related cases.

The respective biographies of Messrs. Dreisig, Radom and Morgenstern, including their contact information, follow.



Lawyers & Professionals
W. Patrick Dreisig

Shareholder
 Bloomfield Hills

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Services

Corporate
 Mergers & Acquisitions
 Business Planning, Partnerships,
 Joint Ventures, and LLCs
 Privately Held Business
 Business
 Automotive Industry Team
 Automotive
 Supply Chain Management
 Product Liability/Recall &
 Warranty

Education

Wayne State University Law School,
 J.D., Editor, Wayne Law Review,
 1977
 University of Michigan, B.A. with
 distinction, 1974

Admissions

Michigan

W. Patrick Dreisig is a shareholder practicing in Butzel Long's Bloomfield Hills office. He is a Vice President of Butzel Long and serves on the firm's Board of Directors. He is co-chair of the firm's Finance Committee and Global Automotive Industry Group and a member of the firm's Business Law Practice.

Mr. Dreisig focuses his practice in general business law and transactional matters, including mergers and acquisitions, divestitures, joint ventures, recapitalizations, debt and equity finance transactions, venture capital transactions, supply agreements, intellectual property development and licensing transactions, customer and supplier workouts, entity selection and formation, corporate governance and business succession.

Mr. Dreisig served as a member and Butzel Long team lead of the Crisis Turnaround Team for Mayor Dave Bing that delivered detailed observations and recommendations for restructuring major aspects of the financial and operational affairs of the City of Detroit.

Mr. Dreisig practices extensively within the automotive supplier industry. He is highly experienced in representing automotive suppliers in structuring and negotiating long term supply and other commercial arrangements with automotive manufacturers and other suppliers.

Mr. Dreisig received his B.A. degree, with distinction, from the University of Michigan in 1974 and his J.D. degree from Wayne State University in 1977, where he served as an editor of the *Wayne Law Review* in 1976-77.

Mr. Dreisig is a member of the Business Law and Taxation Sections of the American Bar Association and the State Bar of Michigan. He has also served as a member of the Legal Issues Council, and as past counsel to the Chief Purchasing Officers Council, of the Original Equipment Suppliers Association. He is listed in *The Best Lawyers in America*.

Memberships

American Bar Association -
Business Law and Taxation Section

State Bar of Michigan - Business
Law and Taxation Sections

Original Equipment Suppliers
Association - Legal Issues Council;
past counsel to the Chief
Purchasing Officers Council

Recognitions

FIVE STAR Wealth Manager SM
(2010 and 2011)

The Best Lawyers in America,
Closely Held Companies and Family
Business Law, 2013

Mr. Dreisig's experience includes the following:

- Served as a member and Butzel Long team lead of the Crisis Turnaround Team for Mayor Dave Bing that delivered detailed observations and recommendations for restructuring major aspects of the financial and operational affairs of the City of Detroit.
- Reviewed and made recommendations concerning risk management practices within the City of Detroit.
- Negotiated a complex Supply Agreement for major Tier I automotive supplier with an OEM; included subsidies and exit provisions for the supplier.
- Negotiated a Settlement Agreement for a major Tier I automotive supplier with an OEM of claims arising under long-term Supply Agreement.
- Negotiated a Settlement Agreement for a major Tier I automotive supplier with an OEM resulting in \$40,000,000 in payments to the supplier and a commitment by the OEM to provide significant additional future business to the supplier.



Lawyers & Professionals
Thomas B. Radom

Shareholder

Bloomfield Hills

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Services

Litigation & Arbitration

Business Litigation

Automotive

Corporate

Bankruptcy & Restructuring

Finance & Restructuring

Education

Wayne State University Law School,
J.D., 1974

Albion College, A.B., 1971

Admissions

Michigan

Thomas B. Radom is a shareholder practicing in Butzel Long's Bloomfield Hills office. He is a graduate of Wayne State University School of Law (J.D., 1974) and Albion College (A.B., 1971).

Mr. Radom has extensive experience in bankruptcy, corporate reorganizations and restructurings, workouts and liquidations, debtor/creditor rights and commercial litigation. He has represented a variety of clients, including business debtors, official committees of unsecured creditors, secured and unsecured creditors, landlords, buyers and key automotive suppliers as customers or creditors in significant bankruptcy cases of regional and national importance. In particular, Mr. Radom served as court-appointed commercial counsel in Delphi Corp.'s chapter 11 case with responsibility for handling financially troubled supplier matters and as co-counsel for the Official Committee of Unsecured Creditors in the chapter 11 case of Collins & Aikman Corporation.

Mr. Radom is admitted to practice in the United States District Court for the Eastern District of Michigan, the United States District Court for the Western District of Michigan and the United States Court of Appeals for the Sixth Circuit.

Mr. Radom is a member of the American Bar Association, Federal Bar Association, State Bar of Michigan and the Oakland County Bar Association. He has also maintained membership in the American Bankruptcy Institute and Turnaround Management Association. He also served as Vice Chair of the Advisory Committee to the Civil Law and Judiciary Subcommittee of the House Civil and Judiciary Committee that provided a report and recommendations on proposed modifications to Michigan's property exemption laws. Mr. Radom also served as Vice Chairman of the Board of Directors of City Mission (2005 – 2010), a non-profit organization that tutors and mentors disadvantaged children in the Brightmoor community of Detroit.

Mr. Radom has lectured on bankruptcy issues to various financial, legal and credit groups. He is "AV" rated in the Martindale-Hubbell Law Directory and is listed in *Michigan Super Lawyers* and *DBusiness'* Top Lawyers in Metro Detroit.

Memberships

American Bar Association -
Business Bankruptcy Committee

Federal Bar Association -
Bankruptcy Committee, Detroit
Chapter

State Bar of Michigan - Creditors'
Rights Committee of Business Law
Section

Oakland County Bar Association -
Bankruptcy Law Committee

Detroit Metropolitan Bar
Association - Debtor-Creditor
Rights Committee

Commercial Law League of America
- Bankruptcy and Insolvency
Section

American Bankruptcy Institute
Turnaround Management
Association

Recognitions

DBusiness Top Lawyers in Metro
Detroit, Bankruptcy and
Creditor/Debtor Rights Law, 2011-
2013

Michigan Super Lawyers,
Bankruptcy & Creditor/Debtor
Rights, 2010-2012

Mr. Radom's publications include:

"Chapter 9 is an Option for Many Municipalities," *Michigan Lawyers Weekly*, August 16, 2010 (co-author)

"What Does New Emergency Manager Law Mean for Chapter 9 Bankruptcy?," *Michigan Lawyers Weekly*, August 20, 2012 (co-author)

Mr. Radom's experience includes the following:

- ***DPH Holdings Corp. f/k/a Delphi Corporation et. al.*** Lead attorney for Plan Administrator responsible for the supervision and facilitation of all post-confirmation administration matters under Delphi's confirmed chapter 11 plan. Also acted as special commercial counsel for Delphi during its chapter 11 case, including primary responsibility for all of Delphi's financially troubled supplier work.
- ***Saab Cars North America, Inc.*** Lead attorney for Saab Cars North America, the U.S.-based distribution, marketing and service subsidiary of Saab Automobile AB, in its chapter 11 case in Delaware. Before the commencement of the bankruptcy case on January 30, 2012, represented Saab Cars in its non-judicial liquidation efforts.
- ***Collins & Aikman Corporation.*** Served as co-counsel to the Official Committee of Unsecured Creditors in the chapter 11 case of this major automotive supplier in Detroit.
- ***Ann Arbor Railroad Company.*** Represented the Trustee of the Ann Arbor Railroad Company in a chapter X reorganization case under the old Bankruptcy Act, including representation of the Trustee before the Special Court (Henry Friendly, Presiding Judge) in the valuation proceedings under the Regional Rail Reorganization Act of 1973.
- ***North Oakland Medical Center a/k/a Pontiac General Hospital & Medical Center, Inc.; U. S. Truck Company, Inc.; United Trucking Service, Inc.; Walway Co.*** Represented each of these companies as debtors-in-possession in their respective chapter 11 cases in Detroit that involved, among other things, rejection of collective bargaining agreements.
- ***Addison Community Hospital Authority.*** Represented the buyer of the hospital's assets in its chapter 9 case.



Lawyers & Professionals

Peter D. Morgenstern

Shareholder
New York

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Services

Litigation
Business & Commercial Litigation
Corporate Entity Disputes
Financial Services
Broker Dealer
Securities Litigation
Bankruptcy & Restructuring
Financial Services Industry Team

Education

George Washington University Law
School, J.D., 1982
Northwestern University, 1979

Admissions

New York
New Jersey
Florida

Memberships

American Bar Association
American Bankruptcy Institute

Peter D. Morgenstern is a Shareholder in Butzel Long's New York office. He concentrates his practice in the areas of bankruptcy, creditors' rights, and commercial litigation.

Mr. Morgenstern is a 1982 graduate of the National Law Center at George Washington University, where he was a member of the *George Washington Law Review*. He completed his undergraduate work at Northwestern University in 1979, and he also studied at the University of Sussex, England.

Prior to joining Butzel Long, Mr. Morgenstern was a partner, and the head of the financial restructuring and bankruptcy practice group, in the Florida office of Weil, Gotshal & Manges, where he regularly represented major debtors, creditors, creditors' committees and other stakeholders in significant bankruptcy and insolvency-related cases. Mr. Morgenstern has over 30 years' experience practicing in the bankruptcy field.

Mr. Morgenstern is admitted in New York, New Jersey, and Florida. He is also a member of the American Bar Association and the American Bankruptcy Institute.

Mr. Morgenstern's experience includes the following:

- **Stanford Financial Group.** Representation of thousands of defrauded investors in connection with the multi-billion dollar Ponzi scheme perpetrated by R. Allen Stanford and the Stanford Financial Group. Peter Morgenstern was instrumental in achieving the appointment of an Official Investors Committee by the United States District Court in that case, and is now serving as a member of and counsel to that Committee in multi-billion dollar litigation. In connection with the Stanford case, we are representing investors and the Committee in lawsuits against banks and other financial institutions, individuals and foreign governments, and professional firms seeking billions in damages for defrauded investors.
- **Calpine Corp.** Special conflicts counsel to the Creditors' Committee of Calpine Corporation in Calpine's chapter 11 proceedings.

- **Madoff Investment Securities.** Defense of investment funds and private investor in major fraudulent transfer litigations commenced by Madoff trustee.
- **Fairfield Sentry Limited.** Defense of foreign bank in "clawback" litigation commenced by Fairfield Sentry, a significant "feeder fund" to Bernard L. Madoff Investment Securities.
- **Adelphia Communications Corp.** Representation of the Official Committee of Equity Security Holders appointed by the bankruptcy court in Adelphia's chapter 11 proceedings. As counsel to the Equity Committee, Mr. Morgenstern litigated claims against Adelphia's pre-petition secured lenders, underwriters, and others, and successfully argued that the Bankruptcy Court should grant the Equity Committee authority to pursue such multi-billion dollar fraud and racketeering claims over objections of various parties to the case.
- **Askin Capital Management.** Representation of a group of individuals and institutional investors in litigation against major investment banks in connection with the collapse of a group of hedge funds managed by David Askin and Askin Capital Management. Mr. Morgenstern and his team successfully achieved substantial recoveries for the group, after protracted litigation in the U.S. District Court for the Southern District of New York.
- **Tyco International, Ltd.** Successful representation of a large group of investors pursuing securities fraud claims against Tyco International, Ltd., Dennis Kozlowski, Mark Swartz, and others.
- **Bennett Funding Group.** Representation of defrauded investors in connection with the bankruptcy of the Bennett Funding Group as a result of the Ponzi scheme perpetrated by management.
- **Hawaiian Airlines, Inc.** Counsel to Hawaiian Holdings, Inc., the majority shareholder of Hawaiian Airlines, Inc., in connection with that airline's chapter 11 proceedings.
- **Singer Co.** Counsel to Singer International (Taiwan) Limited, as creditor, licensee, supplier and contract vendee of the debtor sewing machine manufacturer in its chapter 11 proceedings.
- **American Banknote Corp.** Counsel to Securities Claimants of the debtor banknote engraving company in its chapter 11 proceedings.
- **Outboard Marine Corp.** Counsel to the Official Committee of Retirees of the debtor marine manufacturing company in its chapter 11 proceedings.

Description of Relevant Practice Areas & Select Attorney Profiles

Bankruptcy & Restructuring

Butzel Long's Bankruptcy and Restructuring Practice Group is made up of a skilled team of experienced professionals concentrating in the bankruptcy, corporate restructuring and workout areas.

The members of our Bankruptcy and Restructuring Practice Group have represented debtors, trustees, foreign liquidators, official committees, and secured and unsecured creditors in significant and complex bankruptcy cases of national importance. We have advised clients on bankruptcy-related matters in a wide range of industries, including automotive, real estate, retail, financial services, energy, insurance, and telecommunications. In cases that require a multidisciplinary approach, we draw upon the substantial experience of our firm colleagues working in other practice groups such as corporate, tax, banking, finance, real estate, energy, intellectual property, and labor & employment. We also work closely with, and have excellent relationships with, outside financial advisors with substantial turnaround experience.

Debtors. Our attorneys have decades of experience representing debtor companies both in and out of a formal Chapter 11 process. Butzel attorneys have confirmed contested reorganization plans involving a multiple creditor constituents, successfully rejected collective bargaining agreements, negotiated complex 363 asset sales and formulated strategies to maximize the benefits of in and out-of-court processes for financially challenged entities. We are currently overseeing all post-confirmation administrative matters for a large Tier 1 reorganized debtor and its affiliates. We also have experience representing debtor companies in state law receivership and similar proceedings.

Creditors and 363 Buyers. We have represented virtually every type of creditor in U.S. bankruptcy, federal banking, and state law proceedings, official committees of unsecured creditors and equity holders, governmental agencies, administrative agents for secured lenders and participant lenders, ad hoc committees of bondholders, trade creditors, parties with executory contracts with a distressed or bankrupt counterparty, including various derivatives and intellectual property licenses. We have also advised and represented buyers in bankruptcy-related transactions, such as 363 sales, asset foreclosures and liquidations, including a buyer of a hospital authority's assets in a Chapter 9 case.

Bankruptcy-Related Litigation. We have substantial experience investigating financial malfeasance and recovering assets for debtors and out-of-court trustees. We have represented creditors and investors in a broad array of significant bankruptcy litigation matters.

In particular, we represent creditors in actions arising out of massive Ponzi schemes and fraudulent financial reporting and also have defended funds and financial institutions in claw-back litigation. We have also represented bankruptcy trustees and liquidating trusts in the prosecution of fraudulent conveyance actions, preference actions, accountants' liability cases and director and officer liability litigation.

Automotive-Related Bankruptcies. We have represented clients in every major automotive-related bankruptcy since the enactment of the Bankruptcy Code, including, by way of example, Delphi Corporation and Saab Cars North America. We also have acted as Conflicts Counsel and Special Litigation Counsel to the Official Unsecured Creditors' Committee of General Motors, counsel to dozens of creditors in both the Chrysler and General Motors cases and co-counsel for the Official Unsecured Creditors' Committee in Collins & Aikman, one of the largest chapter cases in Detroit. We have extensive experience with the issues faced by Tier One suppliers in automotive-related bankruptcies, including critical vendor issues, reclamation claims, setoff and preference issues, and valuation issues in connection with assumption or rejection of executor contracts.

Foreign Creditors and Foreign Liquidators. We are also well-versed in issues relating to foreign insolvency proceedings, transnational proceedings and Chapter 15 cases in the United States. Additionally, we have represented various foreign creditors with claims against U.S. bankruptcy debtors. We have also represented foreign receivers and liquidators in the commencement of Chapter 15 proceedings in the U.S. and in litigation matters in the U.S. courts.

Representative Matters:

- ***Delphi/DPH Holdings Corp. Plan Administrator.*** DPH Holdings Corporation ("DPH") is the parent-holding corporation of the Delphi Reorganized Debtors, as provided in Delphi's Plan of Reorganization. DPH's sole shareholder is the Post-Consummation Reorganized DPH Holdings Share Trust, and in our role as Plan Administrator, we are responsible for the preservation, maintenance and liquidation of Trust assets and act in the role of lead counsel in several significant areas, including: (1) prosecution of 169 preference/avoidance actions that have involved numerous unique procedural and constitutional issues; (2) disposition of all real estate matters; (3) all labor and employee benefits matters; and (4) resolution of numerous pre-petition and post-confirmation claims matters.

- ***Saab Cars North America, Inc.*** Representation of Saab Cars North America (the U.S.-based distribution, marketing and service subsidiary of Saab Cars AB) in its Chapter 11 proceeding in Delaware. Before the commencement of that proceeding in January 2012, we represented Saab in its non-judicial liquidation efforts.
- ***Delphi Corp.*** Representation of Delphi Corporation as special commercial and litigation counsel in Delphi's Chapter 11 proceeding, including primary responsibility for all of Delphi's financially troubled supplier work, as well as regional counsel with respect to commercial litigation, employment, real estate and environmental matters.
- ***Lehman Brothers.*** Represented numerous creditors in connection with substantial claims in the Lehman Chapter 11 proceedings and termination of various derivative and swap contracts with Lehman entities.
- ***Collins & Aikman.*** Represented the Official Creditors' Committee in Chapter 11 proceedings of major automotive supplier.
- ***Chrysler, Inc.*** Represented numerous major automotive suppliers in the Chrysler Chapter 11 proceeding.
- ***Alper Holdings USA, Inc.*** Represented major creditor in prosecution of indemnification claim against debtor in Chapter 11 case with respect to liability for toxic tort litigation.
- ***General Motors Corp.*** Conflicts Counsel and Special Litigation Counsel to the Official Creditors' Committee of General Motors, including prosecution of a \$1.5 billion avoidance action on behalf of the Committee against JPMorgan Chase Bank and various lenders seeking avoidance of lien as unperfected, avoidance and recovery of post-petition transfers, and disallowance of claims.
- ***Stanford Financial Group.*** Representation of thousands of investors in connection with the multi-billion dollar Ponzi scheme perpetrated by R. Allen Stanford and the Stanford Financial Group. We were instrumental in achieving the appointment of an Official Investors Committee in that case, and our partner Peter Morgenstern is now serving as a member of that Committee. We have brought lawsuits in connection with the Stanford case against banks and other financial institutions, individuals and foreign governments, seeking billions in damages for defrauded investors.

- ***Madoff Investment Securities.*** Defense of investment funds and private investor in fraudulent transfer litigations commenced by Madoff trustee.
- ***Fairfield Sentry Limited.*** Defense of foreign banks in clawback litigation commenced by Fairfield Sentry, a significant "feeder fund" to Bernard L. Madoff Investment Securities.
- ***Ann Arbor Railroad Company.*** Represented the Trustee of the Ann Arbor Railroad Company in a Chapter X reorganization case under the old Bankruptcy Act, including representation of the Trustee before the Special Court (Henry Friendly, Presiding Judge) in the valuation proceedings under the Regional Rail Reorganization Act of 1973.
- ***North Oakland Medical Center a/k/a Pontiac General Hospital & Medical Center, Inc.; U. S. Truck Company, Inc.; United Trucking Service, Inc.; Walway Co.*** Represented each of these companies as debtors-in-possession in their respective Chapter 11 cases in Detroit that involved, among other things, rejection of collective bargaining agreements.
- ***Addison Community Hospital Authority.*** Represented the buyer of the hospital's assets in its Chapter 9 case.



Lawyers & Professionals
Max J. Newman

Shareholder
 Bloomfield Hills

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 Fax 248 258 1439
 Email newman@butzel.com

Services

Litigation
 Litigation & Arbitration
 Foreclosures & Workouts
 Corporate
 Automotive
 Bankruptcy & Restructuring
 Business & Commercial Litigation

Education

University of Michigan Law School,
 J.D., 1994
 University of Michigan, A.B., with
 high honors, 1990

Admissions

United States Court of Appeals for
 the Sixth Circuit
 Michigan

Memberships

State Bar of Michigan
 American Israel Public Affairs
 Committee

Max J. Newman is a shareholder based in Butzel Long's Bloomfield Hills office. He is a graduate of the University of Michigan Law School (J.D. with honors, 1994) where twice he was a Campbell Moot Court Semi-finalist. His undergraduate degree is also from the University of Michigan (A.B., 1990 with high honors), where he was a James B. Angell Scholar. During Law School, Mr. Newman served as a research assistant to Professor James J. White, on the [3rd or 4th] edition of the seminal White & Summers Treatise on the Uniform Commercial Code. Working with Professor White, Mr. Newman revised the treatise's Chapter on disputes between Secured Creditors and Bankruptcy Trustees, with an emphasis on fraudulent conveyance claims and preference claims.

Mr. Newman spent the first 12 years of his practice focused primarily on the representation of Debtors in Chapter 11 reorganizations. Mr. Newman now concentrates his practice in the representation of debtors, creditors committees, creditors and customers in all aspects of Chapter 11 Reorganizations. He has pursued appeals from Bankruptcy Court to the Sixth Circuit and Federal District Court and has also handled cases in the Michigan Appellate Courts. Mr. Newman has handled bankruptcy matters throughout the country, including New York, Delaware, Texas, Nevada, Georgia, Wisconsin, Illinois, Indiana, Ohio, North and South Carolina and Michigan. Mr. Newman has represented Chapter 11 Debtors in many industries, including casino developers, automotive suppliers, grocery chains, retail outlets, defense suppliers and waste management.

Mr. Newman is listed in *Michigan Super Lawyers*. He is a member of the State Bar of Michigan and is active with the American Israel Public Affairs Committee. As part of his work with AIPAC, Mr. Newman travels to Washington several times a year to lobby Congress on various issues.

Published Works

"Pinnacle Airlines' Chapter 11:
Delta Is Flying First Class," *The
Bankruptcy Strategist*, August,
2012

Recognitions

Michigan Super Lawyers,
Bankruptcy & Creditor/Debtor
Rights, 2007-2012

DBusiness Top Lawyers in Metro
Detroit, Bankruptcy and
Creditor/Debtor Rights Law, 2011-
2013

University of Michigan Law School
- Campbell Moot Court Semi-
Finalist (twice)

University of Michigan - James B.
Angell Scholar; William Branstrom
Freshman Prize recipient

Amongst other speaking engagements, Mr. Newman was featured during an April 22, 2010 webinar presented by the Institute of Management & Administration on "How to Spot Bankruptcy Signs in Your Customers & Suppliers: What Every Credit Manager Needs to Know," and spoke about the General Motors and Chrysler Bankruptcy Cases at the Global TrasporTech conference in South Korea in June, 2009.

Mr. Newman has co-authored several articles, including "Advising the Foreign Client on American Insolvency Law," published in the *Michigan Bar Journal* and "Road to a Chapter 9 Bankruptcy for Financially Distressed Municipalities in Michigan," published in *Michigan Lawyer's Weekly*.

Shareholder
New York

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Services

Corporate
 Business
 Bankruptcy & Restructuring

Education

St. John's University School of Law,
 LL.M., Bankruptcy, 2000
 University of Dayton School of Law,
 J.D., 1998
 Adrian College, B.A., 1994

Admissions

New York
 Michigan

Memberships

American Bankruptcy Institute
 International Association of
 Insurance Receivers
 INSOL International
 American Bar Association (Section
 of Litigation, Business Law Section,
 and the Business Law Section
 Business Bankruptcy Committee)
 New York City Bar Association



Lawyers & Professionals
Andrew D. Shaffer

Andrew D. Shaffer, a native of the Detroit area, is a Shareholder practicing in Butzel Long's New York office. He joined Butzel Long in August, 2012 from Mayer Brown LLP, where he was a partner. He concentrates his practice on finance, litigation and restructuring.

Mr. Shaffer advises and represents debtors, creditors and foreign liquidators in out-of-court work-outs and United States bankruptcy proceedings and other similar proceedings.

Mr. Shaffer's experience includes the following:

- The Liquidators of a foreign affiliate of Lehman Brothers as debtors and creditors of the United States Chapter 11 debtors, the United States broker-dealer debtor and other foreign affiliates
- Senior secured and/or debtor-in possession lenders in the complex, multi-national bankruptcy and insolvency proceedings of Adelphia, Enron, Global Crossing, Greektown Casino, Mirant, Northwest Airlines, United Airlines and WorldCom
- Policyholders and reinsurers in insurance receivership proceedings, including various financial guaranty insurance company (or monoline insurer) proceedings, including ACA, Ambac, MBIA, Syncora & CFG

Mr. Shaffer's transactional practice includes:

- Advising parties to various derivative instruments, including swap agreements, forward agreements, repurchase agreements, securities lending agreements and futures agreements, as well as netting and setoff issues
- Advising parties in structured finance transactions, e.g., collateralized debt obligation and collateralized loan obligation transactions; asset-backed security and mortgage-backed security transactions; asset-backed commercial paper programs/transactions; and trade receivables securitization transactions

Mr. Shaffer's publications include Bankruptcy Code Safe-Harbor Protections for Parties to Financial Contracts, S&P's The Review of Banking and Financial Services (Feb. 1, 2006); Bankruptcy Update: Ninth Circuit Approves Retroactive Consolidation, 118 Bank. L.J. 778 (September 2001); and Corporate Fiduciary – Insolvent: the Fiduciary Relationship Your Corporate Law Professor (Should Have) Warned You About, 8 Am. Bankr. Inst. L. Rev. 479 (2000).

Mr. Shaffer is a graduate of Adrian College (B.A., 1994), the University of Dayton School of Law (J.D., 1998); and St. John's University School of Law (LL.M. in Bankruptcy, 2000). He is admitted to practice before the State of New York and the State of Michigan.

Mr. Shaffer is a member of the American Bankruptcy Institute, the International Association of Insurance Receivers, INSOL International, the American Bar Association (Section of Litigation, Business Law Section, and the Business Law Section Business Bankruptcy Committee), and the New York City Bar Association.



Lawyers & Professionals
Robert Sidorsky

Shareholder
 New York

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 Email sidorsky@butzel.com

Services

Litigation
 Litigation & Arbitration
 Bankruptcy & Restructuring
 Professional Liability/Disciplinary
 Proceedings
 Financial Services
 Investigations
 Securities Litigation
 Corporate Entity Disputes
 Corporate
 Business & Commercial Litigation

Education

Columbia Law School, J.D., 1982
 Harvard College, B.A., magna cum
 laude, 1979

Admissions

United States Court of Appeals for
 the Second Circuit
 United States District Court for the
 Southern District of New York
 United States District Court for the
 Eastern District of New York
 United States District Court for the
 Northern District of New York
 United States District Court for the
 Eastern District of Michigan
 New York

Robert Sidorsky is a shareholder with Butzel Long, practicing in the firm's New York office. He has practiced for over twenty-five years in the area of complex commercial litigation and has extensive experience in litigating both core and non-core bankruptcy matters. His practice is concentrated in the areas of accountants' liability, securities litigation, director and officer liability, and bankruptcy-related claims. Mr. Sidorsky graduated from Columbia Law School (J.D., 1982) where he was Managing Editor of the *Columbia Journal of Transnational Law* (1982), and Harvard College (B.A., magna cum laude, 1979).

Mr. Sidorsky has represented creditors, bankruptcy trustees, governmental agencies, and accounting firms in a number of high profile cases arising out of fraudulent financial reporting. He has also acted as litigation and conflicts counsel in significant bankruptcy matters. He has represented both domestic and international clients in a wide variety of commercial litigation, including claims of officer and director liability, securities fraud, fraudulent conveyance claims, lender liability, RICO, breach of contract and tortious interference, and misappropriation of trade secrets.

Mr. Sidorsky's publications include:

"Edge Act Enables National Banks to Invoke Federal Jurisdiction Over Suits Involving International Banking or Financial Operations," *The Banking Law Journal*, November/December 2007 (co-author)

"Assessing the Risks of Accounting Fraud," *Commercial Lending Review*, November-December 2006

"Standing to Sue Under Rule 10b-5; A Fresh Look at the New Investment Doctrine," *Securities Law Regulation Journal*, Summer 2001 (co-author)

"The Independent Auditor's Consideration of Fraud Following the Reform Act," *New York Law Journal*, (reprinted in *Securities Reform Acts Litigation Reporter*), January 24, 1997

"The Auditor's Duty to Blow the Whistle Under the Litigation Reform Act," *New York Law Journal* (reprinted in *Securities Reform Acts Litigation Reporter*), February 9, 1996.

Memberships

American Bankruptcy Institute
 Association of the Bar of the City of
 New York
 State Bar of New York
 American Bar Association

Published Works

“Edge Act Enables National Banks
 to Invoke Federal Jurisdiction Over
 Suits Involving International
 Banking or Financial Operations,”
The Banking Law Journal,
 November/December 2007 (co-
 author)

“Assessing the Risks of Accounting
 Fraud,” *Commercial Lending
 Review*, November-December 2006

“Standing to Sue Under Rule 10b-5;
 A Fresh Look at the New
 Investment Doctrine,” *Securities
 Law Regulation Journal*, Summer
 2001 (co-author)

“The Independent Auditor’s
 Consideration of Fraud Following
 the Reform Act,” *New York Law
 Journal*, (reprinted in Securities
 Reform Acts Litigation Reporter),
 January 24, 1997

“The Auditor’s Duty to Blow the
 Whistle Under the Litigation
 Reform Act,” *New York Law
 Journal* (reprinted in Securities
 Reform Acts Litigation Reporter),
 February 9, 1996

Mr. Sidorsky’s speaking engagements and events include:

Chair, “Legal Risks for Accountants: Managing Exposure in a Challenging Market,” Incisive Media Conference held in December 2008, at which he presented “Litigation Risks: Update on Legal Developments”

“Let He Whose Executives Were Without Sin Cast the First Stone: Using Management Wrongdoing to Bar Suits by Corporate Plaintiffs and Debtors,” panelist, New York State Bar Association 2009 Annual Meeting (Commercial and Federal Litigation Section), January 2009

“Accounting Fraud Case Studies,” AICPA/BAI Bank Financial Executives Conference, May 2006

Mr. Sidorsky has been a member of the Board of Advisors of the Securities Reform Act Litigation Reporter and is a member of the American Bankruptcy Institute, the Association of the Bar of the City of New York, New York State Bar Association and American Bar Association.

Prior to joining Butzel Long, Mr. Sidorsky was a partner at Thacher, Proffitt & Wood LLP and before that a partner at Mudge Rose Guthrie Alexander & Ferdon LLP.

Mr. Sidorsky’s experience includes the following:

- **Chrysler, Inc.** Representation of numerous major automotive suppliers in the Chrysler chapter 11 bankruptcy proceedings, including ArvinMeritor, Faurecia and TK Holdings.
- **Delphi Corp.** Representation of Delphi’s European subsidiaries with respect to intellectual property matters in connection with Delphi’s Section 363 sale.
- **General Motors Corp.** Representation of numerous major automotive suppliers in the GM chapter 11 proceedings.
- **Alper Holdings USA, Inc.** Representation of major creditor in prosecution of indemnification claim against debtor in chapter 11 case with respect to liability for toxic tort litigation.
- **Lombard Atlantic Bank.** Representation of Swiss bank creditor in defense of fraudulent conveyance claim under New York law raised by joint liquidators of Netherlands Antilles bank.
- **ContiFinancial Corp.** Representation of Liquidating Trustee of CFN Liquidating Trust, as successor to ContiFinancial Corporation, in adversary proceeding against former auditing firm for malpractice, negligent misrepresentation and breach of contract in connection with accounting for debtor’s residual interests in securitizations of sub-prime home equity loans.

Cited Cases

Chaired “Legal Risks for Accountants: Managing Exposure in a Challenging Market,” the Incisive Media Conference held in December 2008, at which he presented “Litigation Risks: Update on Legal Developments”

“Let He Whose Executives Were Without Sin Cast the First Stone: Using Management Wrongdoing to Bar Suits by Corporate Plaintiffs and Debtors,” panelist, New York State Bar Association 2009 Annual Meeting (Commercial and Federal Litigation Section), New York, New York, January 28, 2009

“Accounting Fraud Case Studies,” AICPA/BAI Bank Financial Executives Conference, May 2006

“Pre-Trial Discovery in the United States,” Winter Seminar, Union International des Avocats, March 2006

- **Footstar, Inc.** Conflicts counsel to the Official Committee of Equity Security Holders in Footstar's chapter 11 bankruptcy proceedings. As conflicts counsel, Mr. Sidorsky investigated and prosecuted accounting malpractice claims against both the debtor's external and internal accounting firms in connection with improper revenue recognition resulting in the restatement of Footstar's audited financial statements.
- **AlphaStar Insurance Group Ltd.** Representation of major accounting firm in defense of adversary proceeding for accounting malpractice, breach of fiduciary duty and fraud litigation brought by chapter 7 Trustee of AlphaStar Insurance Group.
- **PRC, LLC.** Representation of agent for first lien lender group in chapter 11 proceedings of provider of outsourced customer management services, including contested issues regarding debtor in possession financing.
- **TOUSA, Inc.** Representation of agent for first lien lender group in chapter 11 proceedings of leading national homebuilder, including contested issues regarding debtor in possession financing and defense of fraudulent conveyance litigation.
- **Yukos Oil.** Representation of Official Receiver of Yukos Oil in chapter 15 case with respect to preservation of Yukos Oil's assets located in the Netherlands.
- **Mosler Inc.** Representation of litigation trust of MDIP Inc. (formerly Mosler Inc.) in fraudulent conveyance litigation against recipients of payment for debtor's acquisition of United States security equipment business and in litigation against former directors and officers for breach of fiduciary duties.
- **Martech U.S.A., Inc.** Representation of Chapter 7 Trustee of NYSE-listed debtor company based in Alaska in adversary proceeding against former auditing firm for improper use of percentage of completion accounting method with respect to revenue recognition from construction projects.
- **DeLorean Motor Company.** Representation of the British Government, as largest creditor of John DeLorean's failed gull-wing sports car company, and representation of the Official Joint Receivers of DeLorean Motor Cars, Ltd., in litigation in the United States, including prosecution of claims against a major international accounting firm.

Public Finance & Government/Authority Advisory Experience

Butzel Long has a significant depth and breadth of experience in public finance and in advising municipalities and other governmental authorities and agencies. Our lawyers have sat on both sides of the table in connection with a variety of public and public/private activities and developments, and have a real understanding of the needs and issues facing local governments and those with whom they deal. They have been deeply involved with some of the most significant and complex developments in the City over the past forty years, including everything from the Millender Center to Cobo Hall, from Poletown to the Book Cadillac Hotel, and from the Detroit People Mover to the Fort Shelby Double Tree Hotel and Comerica Park.

Our municipal representation over the years has included the City of Detroit, the Detroit Housing Commission, the City of Ann Arbor, the City of Inkster Brownfield Development Authority and the City of Rochester Downtown Development Authority. In addition, we have been involved with municipal and public financing for and on behalf of Oakland County Economic Development Corporation, University of Detroit Jesuit High School, University of Detroit Mercy, School District of the City of Dearborn, Henry Ford Community College and the Community College District of Monroe County.

Butzel Long regularly represents the private sector in interface and cooperation with municipalities and a variety of governmental authorities acting in partnership on real estate and economic development related projects (both new development and repurposing and disposition of surplus properties) throughout the State of Michigan. Such clients have included Pfizer Inc, The Ferchill Group, River Place Properties (Stroh), Delphi Automotive Systems and General Motors, as well as numerous smaller developers and manufacturers.

Our lawyers are well versed in distressed properties and the challenges of disposition and redevelopment, regularly assisting our clients in analyzing and assessing potential reuses and obtaining various Federal, state and local economic and tax incentives to facilitate putting such properties into the hands of new owners and restoring them to productive use. In connection with that representation, we have not only worked with existing available incentives, but also have when appropriate worked with the municipalities to draft and negotiate appropriate new legislation to provide incentives not previously available.

Several Butzel Long lawyers were part of Mayor Bing’s Emergency Turnaround Team in 2009, and in that role were deeply involved in the analysis of a number of aspects of the City’s operational structure and the challenges that faced (and still face) the City.

In addition to its own in-house capability, Butzel Long would anticipate calling on and utilizing the resources of the firm of Cummings McClorey Davis & Acho, P.L.C., and in particular Ronald G. Acho of that office. Cummings McClorey’s municipal law practice group has demonstrated the ability to effectively and efficiently address the requirements of municipalities in a broad variety of substantive areas, including matters of municipal finance and risk management. The group consists of attorneys who regularly practice in the areas of general municipal law, labor and employment law, taxation, finance law, environmental law, litigation and litigation avoidance. These attorneys have developed an intimate understanding of the intricacies of municipal liability law, which allows Cummings McClorey to gain the upper hand even when faced with difficult facts and legal theories. The firm has experience in assisting community development departments regarding selling of property obtained through tax foreclosure or other processes, and has extensive experience in assisting in recovery of unpaid revenues and/or assets. Cummings McClorey also regularly assists municipalities in the issuance of bonds. Butzel Long and Cummings McClorey have worked well together on a variety of matters, and believe that together they will present a formidable combination in serving the needs of the City of Detroit.

Representative Matters:

- Members of Emergency Turnaround Team—Mayor Dave Bing, City of Detroit (2009) that delivered detailed observations and recommendations for restructuring major aspects of the financial and operational affairs of the City of Detroit.
- Counsel to the City of Ann Arbor (2004- present)—in connection with public/private real estate development projects, including all aspects (financing structure, Brownfield TIF and credits, SmartZone TIF, Low Income Housing Tax Credits, financial analysis, construction).
- Counsel to the City of Inkster Brownfield Development Authority (2010-2011) in connection with review and analysis of a large failed Brownfield TIF financed residential housing development, including potential for restructuring, take-over, repurposing and alternative financing sources.
- Counsel to the initial developer of the Millender Center project (1978-1980), including obtaining and negotiating the terms of \$25MM of public financing (UDAG and Section 108) anchoring the project.

- Counsel to City of Rochester Downtown Development Authority (2007-present) in connection with a variety of issues, including TIF bond analysis, utilization and entitlement to fund balances, restructuring of role of DDA vis a vis City of Rochester, construction disputes and related matters.
- Counsel to Ann Arbor District Library (2000-2010), in connection with facilities utilization and replacement, including development of three new branch libraries and issues pertaining to potential and feasibility of replacement of main library facility.
- Special Counsel to the City of Detroit (1983-1991) in connection with the take-over (from SEMTA) of the Detroit People Mover, including transition, intergovernmental agreements, UMTA financing, construction issues and the completion and initial operational phase of the DPM system.
- Counsel to the Detroit Housing Commission in the HOPE VI federal Grant for demolition of the old Jeffries Housing Project and the development of the multi-tiered and multi-use Woodbridge Estates utilizing multiple sources of financing and staggered equity.
- As counsel to the initial developer, worked with the Detroit Economic Growth Corporation to establish the Eight Mile/Woodward Corridor Improvement Authority in 2008, including drafting the Development Plan and Tax Increment Financing Plan.
- Counsel to Pfizer Inc (2000-2010) in connection with expansion, planning and zoning, and tax incentives (MEGA and tax abatement) for the Ann Arbor campus, and repurposing, financing for and disposition of surplus Warner Lambert and Pharmacia facilities throughout Southwest Michigan (including Holland and Kalamazoo properties).
- In addition to other bond financing experience, worked as co-bond counsel, on behalf of the Oakland County Economic Development Corporation, in 2010 in connection with the financing of a major motion picture studio in Pontiac, Michigan.
- Counsel to the University of Detroit Jesuit High School and Academy in 2010 connection with a \$15,000,000 bond issuance from the Michigan Finance Authority in connection with a refinancing of prior bonds.

- Counsel to University of Detroit Mercy in 2011 in connection with a \$54,000,000 bond issuance from the Michigan Higher Education Facilities Authority in connection with various redevelopment projects for both its law school and main campus.
- Counsel to the School District of the City of Dearborn and Henry Ford Community College in 2012 in connection with financing a \$15,000,000 renovation project through the State Building Authority's Commercial Paper Notes program.
- Counsel to the Community College District of Monroe County in 2012 in connection with a \$17,000,000 renovation project through the State Building Authority's Commercial Paper Notes program.
- As both company and bond counsel, represented the Community College District of Monroe County in 2012 in connection with the issuance of a \$6,000,000 Tax Anticipation Note for purposes of financing the college's operating shortfall for the current fiscal year.
- Counsel to River Place Properties (subsidiary of Stroh Brewery) in the Stroh River Place Development on Detroit river front(all phases) from 1986 to 1998, including financing (\$12MM) and later sale of Stroh Brewery riverfront office (100 building); assisted in refinancing of 3-story office/retail building (\$80MM+); development, bond financing and refinancing (residential portion of development (\$35MM); development, financing (\$15MM) and sale of River Place Hotel, drafted and established Stroh Riverfront Condominium, later sale of several outlots.
- Counsel to The Ferchill Group in the historic retrofitting of the Book Cadillac Hotel using multiple (i.e. 22) layers of financing and subsidies including the creation of condominium for upper level private residences above the hotel.
- Counsel to Detroit Employment Solutions Corporation in connection with its reorganization and assumption of the functions previously performed by the Detroit Workforce Development Department as the depository and primary fiscal agent for workforce development funds available to the City of Detroit Workforce Development Board and its assumption of responsibility for the management and administration of workforce development activities and implementation of the local Workforce Development Plan.

- Representation of significant hedge fund in \$200 million dispute with global bank arising out of failed \$1 billion mortgage-backed CDO 2 transaction.
- Representation of different U.S and foreign banks in three separate disputes arising out of collapse of mortgage-backed securities market.
- Representation of U.S. branch of foreign global bank in dispute arising out of the collapse of The Reserve Fund after it “broke the buck” in Net Asset Value.
- Successful representation of significant purchaser of complex equity derivatives product in claims against a major global investment bank.
- Representation of prominent hedge funds in 18 related federal and state court class action and individual litigations, as well as NASD and AAA arbitrations, arising out of criminal conduct of rogue portfolio manager that resulted in the liquidation of the funds.



Lawyers & Professionals
James C. Adams

Shareholder
 Ann Arbor

Tel 734 213 3439
 Fax 734 995 1777
 Email adamsj@butzel.com

Services

Corporate
 Real Estate
 Acquisitions & Disposition
 Development
 Real Estate Industry Team
 Property Taxes
 Construction

Education

University of Michigan Law School,
 J.D., *magna cum laude*, Order of
 the Coif, 1974

Michigan State University, B.A.,
 1971

Admissions

United States District Court for the
 Eastern District of Michigan
 United States District Court for the
 Western District of Michigan
 Michigan

James C. Adams is a shareholder based in Butzel Long's Ann Arbor office, practicing in the area of public and private commercial real estate law. He is a 1974 *magna cum laude* graduate of the University of Michigan School of Law and a 1971 graduate of Michigan State University.

Mr. Adams' substantial practice experience includes representation of municipalities and municipal authorities, developers, lenders, architects, construction contractors and construction managers, public and private corporations, in connection with all aspects of real estate, including: acquisition; public and private financing; tax incentives and other economic inducements; affordable housing development; condominium structuring and development, land use and zoning; distressed project work-outs; construction of municipal, commercial, and residential projects; repurposing, selling, leasing, and otherwise disposing of property (surplus and otherwise); and funding, construction, operation, and maintenance of urban transit systems.

Mr. Adams is listed in *Best Lawyers in America*, *Michigan Super Lawyers*, *DBusiness Top Lawyers* and *Who's Who In American Law*. He is a past Recipient of the Detroit Bar Association's Distinguished Service Award.

Mr. Adams has long ties to the City of Detroit, having practiced in the City for twenty years of his career. He was a member of Mayor Bing's Emergency Turnaround Team. He currently serves as President of the City of Ann Arbor Economic Development Corporation. He is a member of the American Bar Association (Real Property and Probate Section) and the State Bar of Michigan (Real Property Law Section).

Mr. Adams' experience includes the following:

- Member, Emergency Turnaround Team—Mayor Dave Bing, City of Detroit (2009)— concentration on DEGC/Department of Planning and Development/Cobo Hall/Joe Louis Arena.
- Counsel to the initial developer of the Millender Center project (1978-1980), including obtaining and negotiating the terms of \$25MM of public financing (UDAG and Section 108) anchoring the project.

Memberships

State Bar of Michigan - Real
Property Law Section

American Bar Association - Real
Property and Probate Section

City of Ann Arbor Economic
Development Corporation -
President/Board of Directors

Legacy Land Conservancy - Board
of Directors

Recognitions

The Best Lawyers' 2013 Ann Arbor
Real Estate Law "Lawyer of the
Year"

Best Lawyers in America, Real
Estate Law, 2005-2013

Michigan Super Lawyers, Real
Estate

DBusiness Top Lawyers, Real
Estate, 2012-2013; Eminent
Domain and Condemnation Law,
2013

- Counsel to the City of Ann Arbor (2004- present)—in connection with public/private real estate development projects, including all aspects (financing structure, Brownfield TIF and credits, SmartZone TIF, Low Income Housing Tax Credits, financial analysis, construction).
- Counsel to the City of Inkster Brownfield Development Authority (2010-2011) in connection with review and analysis of a large failed Brownfield TIF financed residential housing development, including potential for restructuring, take-over, repurposing and alternative financing sources.
- Counsel to City of Rochester Downtown Development Authority (2007-present) in connection with a variety of issues, including TIF bond analysis, utilization and entitlement to fund balances, restructuring of role of DDA vis a vis City of Rochester, construction disputes and related matters.
- Counsel to Ann Arbor District Library (2000-2010), in connection with facilities utilization and replacement, including development of three new branch libraries and issues pertaining to potential and feasibility of replacement of main library facility.
- Counsel to initial developer of Shoppes at Gateway (2005-2010), new Meijer anchored shopping center at Woodward and Eight Mile Road, including structuring and implementation of financial incentives, including drafting (with assistance of Tom Kabel) and negotiating legislation amending the Michigan Corridor Improvement Act to enable TIF financing of the shopping center's infrastructure improvements.
- Counsel to Pfizer Inc (2000-2010) in connection with expansion, planning and zoning, and tax incentives (MEGA and tax abatement) for the Ann Arbor campus, and repurposing, financing for and disposition of surplus Warner Lambert and Pharmacia facilities throughout Southwest Michigan (including Holland and Kalamazoo properties).
- Special Counsel to the City of Detroit (1983-1991) in connection with the take-over (from SEMTA) of the Detroit People Mover, including transition, intergovernmental agreements, UMTA financing, construction issues and the completion and initial operational phase of the DPM system.
- Counsel to Turner Construction Company (1978-2006) in connection with numerous City of Detroit projects, including GM Poletown Manufacturing Project, 36th District Court (former Hudson's warehouse), Cobo Hall expansion project, Detroit People Mover and Comerica Park.



Lawyers & Professionals
Thomas A. Kabel

Shareholder
 Bloomfield Hills

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 Fax 248 258 1439
 Email kabel@butzel.com

Services

Corporate
 Real Estate
 Acquisitions & Disposition
 Leasing
 Lending
 Development
 Property Taxes
 Real Estate Industry Team

Education

Wayne State University Law School,
 J.D., *cum laude*, 1999
 Grand Valley State University, B.S.,
 1995

Admissions

Michigan

Memberships

American Bar Association - Real
 Property, Probate and Trust Law
 Section
 State Bar of Michigan - Real
 Property Section

Thomas A. Kabel is a shareholder based in Butzel Long's Bloomfield Hills office. He is a graduate of Wayne State University Law School (J.D., *cum laude*, 1999), where he was Senior Articles Editor of the Wayne Law Review, and Grand Valley State University (B.S. 1995).

Mr. Kabel concentrates his practice in the area of commercial real estate and real estate-related finance. He has been involved in all facets of acquisition, disposition, leasing, financing and development of real property throughout his career. Mr. Kabel has extensive experience representing commercial lenders in conventional financing and has also served as bank and bond counsel on numerous industrial revenue and other tax-exempt financings. He has also represented Michigan colleges and community colleges in various financing transactions, including tax-exempt bonds, tax anticipation notes, financing under Michigan's New Jobs Training Program and financing with the Michigan State Building Authority. Mr. Kabel is certified by the National Association of Development Companies (a trade association of companies that have been certified by the Small Business Administration to provide funding for small businesses) to close SBA loans under the SBA's 504 Loan program, and for the past 8 years has devoted a portion of his practice to representing Oakland County Business Finance Corporation in connection with their SBA 504 Loan program, closing approximately 20-24 such loans each year.

During his career, Mr. Kabel has been an integral part of several major development projects in Michigan, including serving as part of the bond team representing Oakland County, Michigan in connection with its issuance of \$18,000,000 of bonds to assist with the financing of the *Michigan Motion Picture Studio* in Pontiac, Michigan; serving as part of the team representing the developer in its \$190,000,000 renovation of the Book Cadillac Hotel in Detroit, Michigan, which consisted of at least 12 layers of financing and included conventional loans, state and federal historic tax credits, state Brownfield credits, conservation easements and various other incentives; and representing the City of Detroit Housing Commission in its major renovation of the Jeffries Housing project in Detroit, Michigan, through the use of federal HOPE VI loans.

Recognitions

Michigan Super Lawyers, Rising Star; Real Estate, 2012

DBusiness Top Lawyers in Metro Detroit, Land Use and Zoning Law; Real Estate Law, 2011-2012

Mr. Kabel is a member of the Real Property Law Section of the State Bar of Michigan and is Co-Chair of the Section's Special Committee on Commercial Leasing and Property Management. Mr. Kabel is the author of *Equitable Subrogation: Why the Refinance Lender's Security Interest May Not be as Secure as it Thinks* (Michigan Real Property Review) and has participated as a speaker and/or author in numerous seminars and other continuing legal education programs throughout the past several years. For the past two years, Mr. Kabel has been the coordinator for the Real Property Law Section's annual "Groundbreakers' Breakfast Roundtable" series, where leading Michigan real estate lawyers meet three times each year to discuss current legal topics and trends. Mr. Kabel is also a member of the Real Property, Probate and Trust Law Section of the American Bar Association.

Mr. Kabel's experience includes the following:

- Counsel to the Detroit Housing Commission in the redevelopment of Woodbridge Estates (formerly the Jeffries Housing Project) in 2005/2006;
- Counsel to the developer of the Book Cadillac Hotel in its \$180,000,000 redevelopment project in 2006; this transaction included multiple layers of complex financing and numerous structuring issues;
- As counsel to the initial developer, worked with the Detroit Economic Growth Corporation to establish the Eight Mile/Woodward Corridor Improvement Authority in 2008, including drafting the Development Plan and Tax Increment Financing Plan;
- Real estate counsel to Delphi Automotive Systems, in connection with its emergence from bankruptcy in 2009, which included transferring numerous assets to General Motors and to the newly-created Delphi entity;
- In addition to other bond financing experience, worked as co-bond counsel, on behalf of the Oakland County Economic Development Corporation, in 2010 in connection with the financing of a major motion picture studio in Pontiac, Michigan;
- Counsel to the University of Detroit Jesuit High School and Academy in 2010 connection with a \$15,000,000 bond issuance from the Michigan Finance Authority in connection with a refinancing of prior bonds;
- Counsel to University of Detroit Mercy in 2011 in connection with a \$54,000,000 bond issuance from the Michigan Higher Education Facilities Authority in connection with various redevelopment projects for both its law school and main campus;

- Counsel to the School District of the City of Dearborn and Henry Ford Community College in 2012 in connection with financing a \$15,000,000 renovation project through the State Building Authority's Commercial Paper Notes program;
- Counsel to the Community College District of Monroe County in 2012 in connection with a \$17,000,000 renovation project through the State Building Authority's Commercial Paper Notes program;
- As both company and bond counsel, represented the Community College District of Monroe County in 2012 in connection with the issuance of a \$6,000,000 Tax Anticipation Note for purposes of financing the college's operating shortfall for the current fiscal year;
- Since 2009, counsel to DPH-DAS LLC (formerly known as Delphi Automotive Systems LLC) in connection with its disposition of 17 former manufacturing facilities located throughout the United States;
- Counsel to numerous borrowers and banks in connection with both conventional and bond financing.



Lawyers & Professionals
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Services

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 Lending
 Environment & Natural Resources
 Brownfield Incentives
 Leasing
 Acquisitions & Disposition
 Development

Education

Wayne State University Law School,
 J.D., cum laude, 1985
 Xavier University, 1968

Admissions

Michigan

Memberships

State Bar of Michigan

Anthony J. Saulino, Jr. is Counsel to Butzel Long with deep ties to the City of Detroit. Mr. Saulino works in the real estate practice group in the firm's Bloomfield Hills office. He is a *cum laude* graduate of Xavier University (1968) and holds a J.D., *cum laude*, from Wayne State University (1985). Prior to practicing law, Mr. Saulino gained significant real estate development expertise working with the planning and economic development departments for the City of Detroit.

Mr. Saulino spends the bulk of his efforts practicing in real estate, business and related areas. He has extensive experience in the use of federal, state and local financing tools, including the HOPE VI Revitalization Grant Program, historic tax credits (both federal and state), conservation easements, HUD Section 108 Financing and New Markets Tax Credits and Section 1031 Like Kind Exchanges as well as various sources of real property tax limitation and abatement. He has represented a broad range of clients in large acquisitions and sales for industrial, commercial and residential developments, including condominiums, as well as in many types of public and private financing, entity counseling and development and commercial leasing with an emphasis on representing real estate developers.

Mr. Saulino has coordinated the activities of multiple lawyers involved in major transactions in the Detroit area and environs, including construction of new hotels and retrofitting of historic hotels, as well as the development of raw land into retail and industrial centers, and the conversion of industrial complexes to mixed use commercial and residential developments.

Mr. Saulino is regularly listed in The Best Lawyers in America, and has recently been included in the inaugural edition of Michigan Super Lawyers.

Mr. Saulino's experience includes the following:

- Counsel to the Detroit Housing Commission in the HOPE VI federal Grant for demolition of the old Jeffries Housing Project and the development of the multi-tiered and multi-use Woodbridge Estates utilizing multiple sources of financing and staggered equity.

Recognitions

The Best Lawyers in America, Real Estate Law, 2003-2013

Michigan Super Lawyers

DBusiness Top Lawyers in Metro Detroit, Real Estate Law, 2011-2013

- Counsel to River Place Properties (subsidiary of Stroh Brewery) in the Stroh River Place Development on Detroit river front(all phases) from 1986 to 1998 including financing (\$12MM) and later sale of Stroh Brewery riverfront office (100 building); assist in refinancing of 3-story office/retail building (\$80MM+); development, bond financing and refinancing (residential portion of development (\$35MM); development, financing (\$15MM) and sale of River Place Hotel, drafted and established Stroh Riverfront Condominium, later sale of several outlots.
- Counsel to New York owner of five retail stores across Woodward Avenue from old J. L. Hudson's in acquisition, financing, leasing and tax appeals.
- Counsel to GM in the acquisition of land on Detroit river front and the financing and development of GM/UAW office building (\$25MM).
- Counsel to the purchaser in acquisition and financing of Garden Park Apartments and subsequent sale of project (\$12MM).
- Counsel to The Ferchill Group in the historic retrofitting of the Book Cadillac Hotel using multiple (i.e. 22) layers of financing and subsidies including the creation of condominium for upper level private residences above the hotel.
- Counsel to the lead developer of the Fort Shelby Hotel in entity formation and several developmental structure issues.

Prior to becoming a lawyer, Mr. Saulino served as an employee of the City of Detroit during the period 1968 – 1986, including:

For the Department of Housing (1968-1972)

- Brewster Douglas assistant housing inspector.
- Herman Gardens Leasing Manager, Section 8 qualification and housing assignment, assistant housing project manager.

For the Community and Economic Development Department (1972-1986)

- Stationed at multiple site offices (Virginia Park, New Center, Woodbridge, Jefferson Park, etc.) - working with community groups, and managing various CDBG loan and grant programs.
- Main office (150 Michigan Ave) – Managed HUD Sec. 312 loan program, coordinated Davis-Bacon compliance, City land purchases and sales, development team participation in UDAG's (i.e., Millender Center, Metro Center for High Technology)



Lawyers & Professionals
Geaneen M. Arends

Senior Attorney
 Detroit
 Bloomfield Hills

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Services

Corporate
 Real Estate
 Acquisitions & Disposition
 Development
 Leasing
 Lending
 Title Insurance
 Minority Business Enterprise
 Specialty Team
 Real Estate Industry Team
 Women's Leadership Committee
 Business

Education

Michigan State University, B.A.,
 1994
 Boston College Law School, J.D.,
 1998

Admissions

Michigan

Geaneen M. Arends is a Senior Attorney practicing in Butzel Long's Detroit office. She concentrates her practice on general business law and commercial real estate.

Ms. Arends assists business clients with general business planning, entity formation and maintenance, mergers, acquisitions, private placements, woman-owned/minority-owned/disadvantaged business certification, insurance and risk management issues and general business contracts. She has also advised business clients on a variety of real estate transactions, including acquisition, development and leasing of multi-family residential, retail, office and industrial properties throughout the United States. She has represented both borrowers and lenders in multi-million dollar real estate financing transactions. Prior to joining Butzel Long, Ms. Arends was in-house counsel for a real estate investment and property management firm and previously practiced in the real estate groups of two prominent Detroit law firms.

Ms. Arends is a graduate of Michigan State University (B.A., History, 1994) and of Boston College Law School (J.D., 1998). She is admitted to the State Bar of Michigan and the United States District Court of the Eastern District of Michigan.

Ms. Arends serves as the Chairperson of the Board of Directors and President for Michigan Community Resources (formerly known as Community Legal Resources), an organization that provides technical assistance and free legal services and to nonprofit organizations revitalizing and bringing economic development to underserved communities in Detroit and throughout Michigan. Ms. Arends is an alumna of Leadership Detroit, Class XXVII.

Ms. Arends' experience includes the following:

- Counsel to and part of the legal team representing the City of Detroit and area communities and neighborhood organizations in litigation against the State of Michigan and a private developer regarding the State's proposed lease of the Michigan State Fairgrounds for use as an auto race track.

Memberships

Michigan Community Resources,
Board of Directors
Royal Oak Woman's Club
Royal Oak Historical Society
Royal Oak Nature Society

- Counsel to Detroit Employment Solutions Corporation in connection with its reorganization and assumption of the functions previously performed by the Detroit Workforce Development Department as the depository and primary fiscal agent for workforce development funds available to the City of Detroit Workforce Development Board and its assumption of responsibility for the management and administration of workforce development activities and implementation of the local Workforce Development Plan.
- Michigan Community Legal Resources (“MCR”) (formerly known as Community Legal Resources or CLR) -- 2012 to present, President and Chairperson; 2009 through 2012, Vice-Chairperson; 2004 to present, Member of Board of Directors; 2007 to 2009, Chairperson of Program Committee. MCR is a provider of pro-bono legal assistance to area non-profits serving underserved communities, piloted the development of a private nuisance abatement program working with community groups and local governmental units, is the lead organization of the Detroit Vacant Property Campaign and is a key contributor to the Detroit Works Project.

Shareholder
New York

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Services

Litigation
 Litigation & Arbitration
 Intellectual Property
 Europe International Team
 Financial Services
 Securities Litigation
 Securities Fraud
 Financial Services Industry Team

Education

Georgetown University Law Center,
 J.D., 1974
 Wharton School of Finance and
 Commerce at the University of
 Pennsylvania, B.S., 1970



Lawyers & Professionals
Robert D. Piliero

Robert D. Piliero is a shareholder practicing in Butzel Long's New York office. He graduated from the Wharton School of Finance and Commerce at the University of Pennsylvania (1970) and Georgetown University Law Center (1974) where he served as Editor-in-Chief of *Law and Policy in International Business*.

Prior to joining Butzel Long, Mr. Piliero was the Managing Partner and Co-Chair of the Commercial Litigation Practice of Piliero Goldstein, LLP, in New York, New York. Mr. Piliero has extensive experience in litigation representing both corporate and individual clients. He also has extensive trial and appellate experience in both the prosecution and defense of mid-sized and large companies in state and federal courts throughout the United States and in arbitration tribunals both domestically and abroad.

Mr. Piliero's practice is concentrated in the area of complex commercial litigation in the financial services and corporate dispute areas. His cases involve high-stakes litigation and arbitration relating to sophisticated financial products, as well as disputes arising out of merger and acquisition agreements, significant manufacturing and supply agreements, accountants' liability, distribution, trade regulation and antitrust matters, and intellectual property disputes. He also conducts client seminars and advises domestic and multinational clients with respect to distribution, employment, trade regulation, franchising and other matters.

Mr. Piliero is admitted to practice in the States of New York and New Jersey, in federal trial and appellate courts throughout the United States, and before the Supreme Court of the United States. He is listed in *New York Super Lawyers* (2007-2010), the 2012 edition of *The Best Lawyers in America* (Litigation - Mergers & Acquisitions) and is a Martindale-Hubbell featured AV Peer Review Rated Lawyer.

Admissions

Supreme Court of the United States
 United States Court of Appeals for
 the Second Circuit
 United States Court of Appeals for
 the Third Circuit
 United States Court of Appeals for
 the Washington D.C. Circuit
 United States Court of Appeals for
 the Federal Circuit
 United States District Court for the
 Southern District of New York
 United States District Court for the
 Eastern District of New York
 United States District Court for the
 District of New Jersey
 United States District Court for the
 District of Arizona
 United States Court of International
 Trade
 New York
 New Jersey

Memberships

New York State Bar Association
 American Bar Association
 Federal Bar Council
 Association of the Bar of the City of
 New York

Published Works

*The Credit Rating Agencies:
 Power, Responsibility and
 Accountability*, Westlaw Journal:
 Derivatives, July 6, 2012 at 3

Recognitions

New York Super Lawyers, 2007-
 2011
The Best Lawyers in America,
 Litigation - Mergers & Acquisitions,
 2012-2013
*Martindale-Hubbell AV Peer
 Review* Rated lawyer

Ms. Piliero's experience includes the following:

Financial Services

- Representation of significant hedge fund in \$200 million dispute with global bank arising out of failed \$1 billion mortgage-backed CDO 2 transaction
- Representation of different U.S and foreign banks in three separate disputes arising out of collapse of mortgage-backed securities market
- Representation of U.S. branch of foreign global bank in dispute arising out of the collapse of The Reserve Fund after it “broke the buck” in Net Asset Value
- Secured dismissal of all claims asserted against electronic trading platform of major U.S. bank in federal court litigation arising out of arbitrage of ADRs and underlying securities sold on foreign stock exchange
- Successful representation of significant purchaser of complex equity derivatives product in claims against a major global investment bank
- Representation of prominent hedge funds in 18 related federal and state court class action and individual litigations, as well as NASD and AAA arbitrations, arising out of criminal conduct of rogue portfolio manager that resulted in the liquidation of the funds
- Successful prosecution of shareholders’ derivative action against directors and officers of closely held corporation arising out of claims of corporate waste, fraud and mismanagement
- Representation of issuer in claims against underwriter arising out of a failed IPO
- Representation of global investment bank as creditor in significant bankruptcy proceeding arising out of 1994 collapse of derivatives market
- Successful representation of several significant foreign investor groups against global bank selling equity derivatives and swap products

Employment-Related Disputes

- Representation of numerous employers in actions involving “corporate raiding” of executives in financial services and other industries
- Successful defense of major construction industry manufacturer against claims of employee raiding

- Achieved summary judgment in favor of employees who joined a competitor of former employer
- Successful defense of numerous cases asserting discrimination based on gender, age and disability

Business Combinations and Divestitures

- Representation of corporate and individual defendants in direct action brought by partner in connection with operation of an international food services business
- Successfully prosecuted claim of seller of a business for increase in purchase price based on terms of stock-purchase agreement and post-closing adjustment process
- Successfully defended owners of a business against claims by private equity firm that final agreement had been reached for stock sale

Breaches of Commercial Contracts/Business Torts

- Successful representation of pharmaceutical company in prosecuting claims against contract manufacturer relating to conduct that caused product recall
- Representation of national independent sales representative organization in numerous contract disputes with suppliers
- Representation of major electronics manufacturers in numerous actions involving disputes with major accounts
- Successful representation of minority shareholders in closely held corporation in connection with claims arising out of buy/sell provisions in shareholders' agreement

Intellectual Property Disputes

- Successful representation of numerous luxury goods and fashion apparel manufacturers in trademark infringement, gray market and counterfeiting disputes
- Successful defense of manufacturer accused of misappropriation of trade secrets and threatened with preliminary injunction that would have closed down one of its principal lines of business
- Prosecution of counterfeiting and trademark infringement action for Italian jewelry designer

Antitrust, Trade Regulation and Franchise Matters

- Representation of numerous manufacturers in federal and state court litigations involving pricing, territorial and other distribution matters
- Representation of franchisors and franchisees in “good cause” termination disputes

Professional Malpractice

- Prosecution and defense of accountants’ malpractice cases involving both public and private companies
- Prosecution of claims against wealth management consulting firm for breach of fiduciary duty, negligence and violation of Investment Advisers’ Act
- Prosecution of attorney malpractice claims arising in connection with client’s loss of European patent protection
- Defense of law firms against claims of negligence arising in tax shelter, securities and general contract areas
- Prosecution of massive negligence claims against national insurance broker on behalf of leasing/financing subsidiary of major auto manufacturer



Lawyers & Professionals
Richard E. Rassel

Shareholder
 Detroit

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Services

Automotive
 Health Care
 Intellectual Property
 Media
 India International Team
 Lex Mundi
 Economic & Tax Incentives
 Europe International Team
 Health Care Industry Team
 Government Affairs
 Media & Film Industry Team
 China International Team
 Aerospace & Defense Industry
 Team

Education

University of Michigan Law School,
 J.D.

University of Notre Dame, B.A.

Admissions

Michigan
 Washington, D.C.

Richard E. Rassel is a shareholder and serves as Chairman of Butzel Long. He holds a B.A. from University of Notre Dame and a J.D. from the University of Michigan Law School. Mr. Rassel is also a Certified Judge Advocate having graduated from the U.S. Navy Judge Advocate School. He practices primarily in the area of complex business litigation and arbitration with a special concentration in media law. He was named a Fellow of the American College of Trial Lawyers in 1989 and is a graduate of the CPR Institute for Dispute Resolution Mediation and Arbitration Training Program.

Mr. Rassel is listed in *The Best Lawyers in America* and *The Best Lawyers in Michigan*.

Mr. Rassel is a Director and Secretary of the Detroit Legal News, Inc.

Mr. Rassel is also active in the community. He was the 2011 recipient of the Detroit Public Television Leadership Award and the immediate past of Chair of its Board. He was honored with the Community Service Award by the Birmingham (Michigan) Community House, where he is a past President. His community activities also include Chairman of the Board of the Holy Cross Foundation; a Director of the Michigan Strategic Fund; a Trustee of the Detroit Regional Chamber of Commerce's Foundation Board; a Trustee of William Beaumont Hospital; a former President and Trustee of the Rosa Parks Scholarship Foundation; an Ambassador of the College of Arts and Sciences of Oakland University; and a member of the Board of Advisors for the University of Detroit Mercy School of Law.

*Lawyers & Professionals***Ronald G. Acho***Cummings McClorey Davis & Acho, P.L.C.***Principal**

Livonia

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 Email racho@cnda-law.com

Services

Labor and Employment
 Complex Litigation & Class Actions
 Business Litigation
 Workers' Disability Law

Education

Detroit College of Law, J.D.
 University of Detroit, B.A. *summa cum laude*

Admissions

Michigan

Memberships

State Bar of Michigan
 American Bar Association
 Federal Bar Association
 Chaldean Iraqi American
 Association of Michigan
 Chaldean America Foundation
 Chaldean American Chamber of
 Commerce
 St. Anne Gabriel Richard Society

Ronald G. Acho, a principal of Cummings McClorey Davis & Acho, P.L.C., has been a senior partner at the firm since 1976. He focuses his practice on labor and employment law, complex litigation and class actions, business litigation and workers' disability law. A senior trial attorney specializing in labor related matters including workers' compensation, discipline, discharge and employment civil rights, Mr. Acho also has extensive experience in collective bargaining, contract maintenance, grievance arbitration and seminar lectures. For over 30 years, Mr. Acho has represented local and national businesses. He has provided extensive legal services to such notables as Detroit Edison, Masco Corporation, Melody Farms and Restaurant.

Mr. Acho's practice areas also include labor contract negotiation and administration, representation before the NLRB and MERC in unfair labor practice claims, arbitration of contract disputes, preparation of affirmative action plans, OSHA and MIOSHA complaints, employment contracts, preparation of employee manuals, litigation under state and federal civil rights laws and employment-related tort litigation.

Mr. Acho is a member of the State Bar of Michigan, American Bar Association, Federal Bar Association, Chaldean Iraqi American Association of Michigan, Chaldean America Foundation, Chaldean American Chamber of Commerce, State Bar of Michigan, Bank of Michigan and St. Anne Gabriel Richard Society.

Mr. Acho received a Juris Doctor degree from the Detroit College of Law and a Bachelor of Arts degree, *summa cum laude*, from the University of Detroit.

Labor & Employment

Butzel Long has a nationally recognized traditional labor, employment litigation, employee benefits, and immigration law practice. Our labor attorneys serve public and private institutions of all sizes. We represent businesses in all aspects of labor and employment issues, including litigation, administrative agency charges, collective bargaining, arbitrations, benefits, non-compete agreements, counseling, and training.

Our labor and employment team includes past Chairmen of the State Bar of Michigan's Labor and Employment Law section and Fellows of the College of Labor and Employment Lawyers. Several attorneys have been listed in *The Best Lawyers in America*, *Chambers USA*, *DBusiness Magazine's* Top Lawyers, and *Corp!* Magazine. Our distinguished members have gone on to chair the National Labor Relations Board and to teach at law schools, employer organizations, and continuing legal education groups.

We commit to staffing matters with experienced, efficient attorneys with proven track records of successful results; to counseling and training employers on preventive measures that help anticipate and manage risk; to investing in technology that ensures the highest quality and cost-efficient representation; and to complete accessibility to clients.

Butzel Long represents many notable Michigan public employers, including the City of Detroit. Other public sector labor clients include Oakland County, SMART, The University of Michigan, Eastern Michigan University, Michigan Technological University, Oakland County Community College, Henry Ford Community College and Oakland University. Members of Butzel Long's Labor and Employment Team who will assist in the City's restructuring project will include Craig Schwartz, Malcolm Brown and Louis Theros.

Representative Matters for the City of Detroit:

- ***City of Detroit and Coalition of Detroit Unions, AFSCME Council 25, MERC Case No. C12 F-125.***

This is an unfair labor practice proceeding before the Michigan Employment Relations Commission ("MERC"). Charging Parties, the Coalition of Detroit Unions and AFSCME Council 25, maintain that the City violated the Michigan Public Employment Relations Act by suspending collective bargaining after the City signed the Financial Stability Agreement, and by implementing the "City Employment Terms" on non-uniformed employees.

The City was successful in obtaining a recommended Order of Summary Disposition from a MERC Administrative Law Judge on this Charge, but the Unions have filed exceptions with the Employment Relations Commission.

- ***City of Detroit and Coalition of Detroit Unions; AFSCME Council 25. Case No. C12 D-065.***

This is an unfair labor practice proceeding before the Michigan Employment Relations Commission. Charging Parties, the Coalition of Detroit Unions and AFSCME Council 25, maintain that the City violated the Michigan Public Employment Relations Act by failing to seek approval and ratification of a February 1, 2012 Tentative Agreement with the Coalition Unions. The City has asserted several meritorious defenses to the Charge, including the defense that ratification of the Coalition TA was not required once the State of Michigan demanded that the City enter into the Financial Stability Agreement which had terms in conflict with the Coalition TA.

- ***City of Detroit and Detroit Fire Fighters Association, Case No. C12 D-077.***

This is an unfair labor practice proceeding before the Michigan Employment Relations Commission. Charging Party, the Detroit Fire Fighters Association, maintains that the City violated PERA by failing to seek City Council ratification of a March 23, 2012 Tentative Agreement. The City has asserted several meritorious defenses to the Charge, including the fact that conditions precedent for Council ratification were not met.

- ***City of Detroit and Amalgamated Transit Union, Division 26, Case No. C12 I-186.***

This is an unfair labor practice proceeding pending before the Michigan Employment Relations Commission. Charging Party, ATU Division 26, alleges that the City has bargained in bad faith and engaged in regressive bargaining, in violation of the Public Employment Relations Act. The City has filed an Answer to the Charge, denying any unlawful conduct.

- ***City of Detroit and AFSCME Council 25,***

This is an unfair labor practice proceeding pending before the Michigan Employment Relations Commission. Charging Party, AFSCME Council 25, contends that the City violated PERA by seeking to bargain separate

contracts with two AFSCME/DDOT Locals while Public Act 4 was in effect. The City has filed an Answer to the Charge, citing meritorious defenses, including the fact that individual bargaining with the AFSCME Locals was required by the federal Urban Mass Transit Act.

- ***City of Detroit and AFSCME Council 25 and its Local 312***

There are unfair labor practice proceedings pending before the Michigan Employment Relations Commission. AFSCME Council 25 and its Local 312 contend that the City violated PERA by implementing furlough days in order to address the current financial emergency. The City will be defending this action in maintaining that it bargained in good faith over the furlough issue and was compelled to implement BRFD after bargaining on this issue resulted in an impasse.

- ***AFSCME Retiree Insurance Grievance, AAA Case No. 54 390 01350 08.***

Since 2010, Butzel has represented the City in this grievance arbitration case, alleging that the City unlawfully changed the medical insurance benefits for retired AFSCME-represented City retirees in 2006. After the City was successful in receiving a ruling from Arbitrator Mark Glazer that the Union had to secure individual authorizations from 70% of former AFSCME-represented retirees in order for this case to move forward as a class grievance, the case went into dormancy and an inactive status as the parties discussed the prospective requirements for the Union to obtain individual consents. While this case is still formally pending and not dismissed to date, there has been no activity on it for most of a year.

- ***Act 312 Arbitration With Detroit Police Officers Association (DPOA).***

The DPOA filed for Act 312 arbitration on June 22, 2012. Act 312 is a statutory procedure for resolving collective bargaining disputes between a municipality and its police, fire, emergency medical technicians or emergency telephone operators. Act 312 provides that an arbitration panel, consisting of one delegate selected by the municipality, one delegate selected by the union, and a neutral selected by the parties, decide any labor contract issues in dispute between the municipality and the union. This includes everything from wages to vacation, pension and healthcare, to uniform allowance and meal and break times.

While P.A. 4 was in effect, Act 312 did not apply because P.A. 4 suspended the duty to bargain. However, when P.A. 4 was placed on the ballot (on or about August 3, 2012), P.A. 4 was itself suspended and the duty to bargain was restored. As a result, the City was required to proceed with the Act 312 arbitration the DPOA sought on June 22, 2012. With the permanent repeal of P.A. 4 on November 6, 2012, the Act 312 arbitration will continue to move forward.

The Act 312 proceeding is complicated by the fact that there was a labor contract between the City and the DPOA which expired on June 30, 2012. When the labor contract expired P.A. 4 was in effect, and the City was not legally obligated to bargain with the DPOA, and the City imposed new terms and conditions of employment referred to as City Employment Terms (“CET”). The CET made numerous changes from the collective bargaining agreement, including a 10% wage reduction, pension changes, and healthcare changes, which gave the City cost savings it desperately needed. The DPOA has made an issue of each and every change and seeks restoration of all changes, including the wage reduction, the healthcare changes, and the changes to the pension. In addition, the DPOA has added approximately 40 other issues, the most significant of which involves healthcare, the pension plan, an early retirement plan, and other issues. At this time there are 146 issues.

- ***Detroit Command Officer Association (DPCOA)***

This is also an Act 312 but the Command Officers Unit is a relatively small one. Like the DPOA Act 312, there are major issues with significant financial impact on the City that are in dispute such as wages, healthcare, and pensions.

- ***Emergency Medical Technicians – EMT Unit***

This is also an Act 312 Unit. There are approximately 150 basic Emergency Medical Technicians and Advanced Medical Technicians together with others in this bargaining unit. Like the DPOA Act 312, there are major issues with significant financial impact on the City that are in dispute such as wages, healthcare and pension.

- ***Amalgamated Transit Union (“ATU”) and related Unions***

Because the City of Detroit receives federal funding under the Federal Transit Act, the City must comply with certain Department of Labor agreements and regulations with regard to this bargaining units and the negotiation of a new Labor Contract.

BUTZEL LONG

One of those regulations is that there needs to be a DOL approved agreement between the City and the Unions. Those agreements require fact-finding before the City can unilaterally implement any final offer. The recommendations of a Fact-Finder are not binding on the parties. At this time no date the ATU has filed for fact-finding, but no fact-finder has been selected and no hearing dates have been set.



Lawyers & Professionals
Craig S. Schwartz

Shareholder
Bloomfield Hills

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Fax 248 258 1439
Email schwartz@butzel.com

Services

Labor
Grievance Arbitrations
Unfair Labor Practice
Traditional Labor
Public Employers
Union Avoidance Strategies

Education

Georgetown University Law Center,
J.D., 1980
Boston University, B.A., 1977

Admissions

United States District Court for the
Northern District of Illinois
Michigan
Minnesota

Memberships

American Bar Association - Labor
and Employment Section
State Bar of Michigan -
Employment Law Section

Craig S. Schwartz is a shareholder in the law firm of Butzel Long representing management in labor and employment law matters, and has been employed with the Firm since 2001. Previously, he was a partner in the labor law firm of Brown, Schwartz & Patterson, P.C. Mr. Schwartz is a graduate of Georgetown University Law Center and Boston University.

Labor and employment law litigation represents a primary focus of Mr. Schwartz's practice. He has aggressively defended employers in a first-chair role in employment litigation in state and federal courts and before administrative agencies such as the National Labor Relations Board, Michigan Employment Relations Commission, the Equal Employment Opportunity Commission, the U.S. Department of Labor and the Michigan Department of Civil Rights.

Mr. Schwartz has regularly advised the City of Detroit's Labor Relations Division on labor and employment matters and is currently lead counsel for the City in several significant unfair labor practice proceedings before the Michigan Employment Relations Commission ("MERC").

Mr. Schwartz's representation of the City includes the following:

- Successfully opposing a class action arbitration challenging changes made in retired health insurance by the City in 2006;
- Successfully defending at MERC the City's implementation of the City Employment Terms ("CET") in July 2012 which resulted in millions of dollars in labor cost savings; and
- Successfully advising and representing the City in labor compliance discussions with the U.S. Department of Labor under Section 13(c) of the Urban Mass Transit Act, resulting in a release of millions of dollars in Department of Transportation grant monies for buses and transportation equipment.

Recognitions

DBusiness Top Lawyers in Metro
Detroit, Labor and Employment
Law

Collective bargaining and labor arbitration represent another significant focus of Mr. Schwartz's practice. He has regularly acted as chief bargaining spokesman for employers in many industries including manufacturing, retail, distribution, trucking, construction, and public employment.

Recently, Mr. Schwartz acted as labor counsel for the former Delphi Corporation (now DPH Holdings, LLC), in effects bargaining concerning the separation of several hundred employees represented by three national unions. He has also represented employers in more than a hundred and fifty labor arbitrations for management, in both contract interpretation and discipline and discharge cases.

Mr. Schwartz has successfully represented clients in a number of reported cases in which significant principles of labor or employment were presented.

Some notable reported cases include:

- ***Gourmet Foods, Inc.***, 270 NLRB 578 (1984) (NLRB may not issue a bargaining order without a finding of union majority status);
- ***Graphic Communications Union Local 229 (Daily Printing, Inc.)***, 272 NLRB 1088 (1984), (unions may not unlawfully threaten fines against employees for conduct not protected by the NLRA);
- ***Pattern Makers League of North American (Rite Industrial Models, Inc.)***, 310 NLRB 928 (1993) (NLRB establishes rule for timeliness of resignations from union membership during strikes);
- ***Neubacher v. Globe Furniture Rentals, Inc.***, 205 Mich. App. 418 (1994) (elimination of plaintiff's position precludes continuing economic damage claims in employment discrimination cases);
- ***Globe Furniture Rentals, Inc.***, 105 LA 889 (1995) (employer prevails in individual arbitration on claims of race, sex and disability discrimination);
- ***Cole v. West Side Auto Employees Federal Credit Union***, 229 Mich. App. 638 (1998) (arbitration award has preclusive effect on subsequent employment discrimination action);
- ***Stradner v. Borman's, Inc.***, 10 BNA ADA Cases 1319 (E.D. MI, 1999) (disability discrimination claims dismissed on summary judgment);
- ***Petzold v. Borman's, Inc.***, 241 Mich. App. 707 (2000) (job-related misconduct caused by an alleged disability is not protected conduct under the Michigan Persons With Disabilities Act);
- ***Oakland County***, 2001 MPER (LRP) Lexis 81 (Michigan public employees do not have a right to use employer e-mail systems for union or protected activities unless access is permitted for other non-business purposes);

- ***Dean & Deluca New York, Inc.***, 338 NLRB No. 159 (2003) (voters in classifications included in NLRB election stipulation cannot subsequently be challenged by a union as statutory supervisors);
- ***Hollingsworth Management Services***, 342 NLRB No. 50 (2004) (employer entitled to second NLRB election based upon electioneering and coercion of voters by pro-union employees in the polling area);
- ***Young v. Oakland County***, 2006 U.S. Dist. Lexis 51467 (E.D. MI, July 27, 2006) (disability discrimination claims dismissed on summary judgment);
- ***Michigan Technological University***, 2007 MPER (LRP) LEXIS 36 (unfair labor practice proceeding involving refusal to bargain claims; unilateral implementation of merit increases; and duty to bargain during decertification election proceedings);
- ***University of Detroit Mercy***, Case No. 7-UC-616 (2008) (Union cannot seek to add historically excluded classifications in unit clarification proceedings; university buyers are managerial employees not subject to the NLRA);
- ***Oakland Community College***, 2010 MPER (LRP) LEXIS 75 (Employer not required to bargain before instituting changes in a non-mandatory subject of bargaining);
- ***Plumbing and Pipefitters Local 190 –and- Greater Michigan UA Local 190 Joint Training Committee***, 2011 NLRB LEXIS 675 (successful defense of unfair labor practice claims of discriminatory discharge and refusal to bargain);

Mr. Schwartz is admitted to practice in the states of Michigan and Minnesota, in the federal districts courts for the Eastern and Western Districts of Michigan, the District of Minnesota, and the United States Courts of Appeal for the Sixth, Eighth and Ninth Circuits. He is a member of the Labor and Employment Law Section of the American Bar Association and the Section on Labor Relations Law of the State Bar of Michigan. Mr. Schwartz was an Adjunct Professor of Law at the Ave Maria School of Law from 2006–2009, teaching coursework in collective bargaining. Mr. Schwartz participated as a panel member in the State Bar of Michigan’s Labor and Employment Law Section, Fall 2012 quarterly meeting, speaking on social media cases decided by the National Labor Relations Board. Mr. Schwartz is scheduled to speak at a Spring 2013 conference conducted by the Michigan Employment Relations Commission on Act 312 issues for the financially distressed public employer.



Lawyers & Professionals
Malcolm Brown

Shareholder
 Bloomfield Hills

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Services

Labor
 Traditional Labor
 Collective Bargaining
 Unfair Labor Practice
 Union Avoidance Strategies
 Grievance Arbitrations
 Public Employers
 Employment Litigation
 ADR & Dispute Resolution
 Discrimination & Wrongful
 Discharge
 Employee Handbooks & Company
 Policies

Education

University of Minnesota Law
 School, J.D., 1972
 Michigan State University, B.A.,
 1969

Admissions

Michigan

Memberships

State Bar of Michigan
 American Bar Association - Labor
 Law Section

Employment and Labor Experience

Malcolm Brown has practiced employment and labor law, representing employers only, for over 25 years. Malcolm Brown has experience in all aspects of employment and labor law representing management only. Among his employment and labor law clients are: the City of Detroit; County of Oakland; Bloomfield Township; SMART (Suburban Mobility Authority for Regional Transportation); Bloomfield Township Library; Novi Library; McDonald's Corporation; Oxford Township; Oscoda Township and others.

- **Collective Bargaining:** Malcolm Brown regularly negotiates labor contracts. Over the last two years, Malcolm Brown has worked with Oakland County, Suburban Mobility Authority for Regional Transportation ("SMART") and the City of Detroit in labor contract negotiations, Act 312 and fact-finding.
- **MERC (Michigan Employment Relations Commission):** Malcolm Brown has experience in all types of MERC cases including unfair labor practice trials and other proceedings. Mr. Brown has also successfully handled many union organizing drives on behalf of employers.
- **Employee Discharge and Civil Rights and Wrongful Discharge Litigation:** Malcolm Brown has handled numerous employee discharge cases and advised employers on how to terminate employees. Mr. Brown has given seminars on discharging employees and has given mock demonstrations on how to conduct a discharge meeting. Mr. Brown has also handled numerous civil rights cases both before courts and before the state and federal civil rights agencies. Mr. Brown has also successfully litigated many wrongful discharge suits.
- **Employee Relations Experience:** Malcolm Brown has prepared employee handbooks, employment contracts, attendance programs, drug testing programs and policies, and discharge and discipline procedures.

Recognitions

DBusiness Top Lawyers in Metro
Detroit, Municipal Law, 2012

- **In-House Training Seminars:** Malcolm Brown has presented training seminars on a variety of topics including Sex and Ethnic Harassment; Hire Right-Fire Right; Disability (Handicap) Discrimination; Discharge and Discipline; Civil Rights and Wrongful Discharge.
- **Seminars:** Malcolm Brown is a frequent seminar speaker for employer groups.

References

Malcolm Brown has worked with the City of Detroit on contract negotiations and Act 312. Please feel free to call Lamont Satchel at (313) 244-2381.

Malcolm Brown has been labor relations/employment counsel for Oakland County for over twenty years for labor and employment matters. Please feel free to contact Thomas Eaton, Deputy Director of Human Resources, for Oakland County (248) 858-0546.

Malcolm Brown has negotiated six labor contracts for SMART. You may contact Colleen Astalos (313-223-2368).

Malcolm Brown has represented Bloomfield Township for many years. You may contact Leo Savoie, Township Supervisor (248-433-7708), Dan Devine (248-433-7704), and former Township Supervisor David Payne (248-334-4903).

Additional references are available upon request.



Lawyers & Professionals
Louis Theros

Shareholder
 Detroit

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 Fax 313 225 7080
 Email theros@butzel.com

Services

Labor
 Employment Litigation
 Traditional Labor
 Collective Bargaining
 Grievance Arbitrations
 Unfair Labor Practice
 Union Avoidance Strategies
 ADR & Dispute Resolution
 Discrimination & Wrongful
 Discharge
 Employee Handbooks & Company
 Policies

Education

Vanderbilt University School of
 Law, J.D., 1989
 University of Michigan, B.A., 1985

Louis Theros serves on the firm's Board of Directors and concentrates his legal practice in the areas of employment litigation, labor, advising and counseling clients on statutory employment compliance and gaming law. He is a shareholder with Butzel Long, located in the firm's Detroit office. Mr. Theros is a graduate of Vanderbilt University School of Law (J.D., 1989), and received his undergraduate degree from the University of Michigan (B.A., 1985).

Mr. Theros has over twenty years experience, including first chair trial and appellate responsibilities, in employment discrimination and harassment matters and large class action lawsuits, throughout Michigan and the Midwest. He also has extensive experience in handling arbitrations arising from collective bargaining disputes and unfair labor practice complaints, and in alternate dispute resolution. He has served as counsel on various traditional labor issues, including organizational campaigns and collective bargaining agreement negotiations and implementation.

Mr. Theros serves as counsel to several mid-sized entrepreneurial and institutional clients on day-to-day human resource and employment-related issues. He has handled various employment dispute resolution matters, including the resolution of claims filed with state or federal Departments of Labor and Civil Rights.

Mr. Theros has published a number of scholarly articles on various aspects of labor and employment law. He was co-author of *Risk Management Magazine's* June 1998 article titled, "The Arbitration Alternative," and was also author and co-author of several articles on Illinois employment law and the ADA.

Mr. Theros is a frequent lecturer on a wide range of employment and labor issues. He discussed the topics of FMLA and ADA at the Education in Management Seminars, and was also a speaker at the ORGPRO Conference for the Michigan Society of Association Executives where he spoke on employment issues facing association executives.

Memberships

Grosse Pointe Farms City Council
(2001-present) - Mayor Pro Tem
from 2005-2007

Michigan Ice Hawks Youth Hockey
Club - Vice President

Senior Citizen Housing
Development Committee for the
American Hellenic Educational
Progressive Association (AHEPA) -
Treasurer

University of Michigan Club of
Greater Detroit - formerly served on
the Board of Governors

Detroit Metropolitan Bar
Association (2005-2006) - former
President

Detroit Metropolitan Bar
Foundation (2006-present) -
Trustee of the Association's
charitable arm

Recognitions

The Best Lawyers in America,
Employment Law - Management;
Labor Law - Management;
Litigation - Labor &
Employment, 2007-2013

Michigan Super Lawyers,
Employment Litigation: Defense,
2007-2012

Martindale-Hubbell AV
Preeminent Rated

DBusiness Top Lawyers in Metro
Detroit, Labor and Employment
Law, 2012-2013

Mr. Theros is listed in *Best Lawyers in America* and is named in *Michigan Super Lawyers*, both since 2007. He has received an "AV Preeminent" peer review rating from Martindale-Hubbell.

Committed to his community, Mr. Theros actively participates in a variety of organizations. He currently serves on the Grosse Pointe Farms City Council (2001-present), where he was Mayor Pro Tem from 2005-2007. He also is vice president of the Michigan Ice Hawks Youth Hockey Club, and the treasurer of the Senior Citizen Housing Development Committee for the American Hellenic Educational Progressive Association (AHEPA). Mr. Theros formerly served on the Board of Governors for the University of Michigan Club of Greater Detroit.

Mr. Theros is a former president of the Detroit Metropolitan Bar Association (2005-2006), and currently serves as a Trustee of the Association's charitable arm, the Detroit Metropolitan Bar Foundation (2006-present).



Lawyers & Professionals
Shanta S.W. McMullan

Associate
 Detroit

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 Email mcmullan@butzel.com

Services

Labor
 Counseling & Training
 Counseling on Statutory
 Compliance
 Employee Handbooks & Company
 Policies
 Employment Contracts &
 Separation Packages
 Supervisory & Management
 Training
 Employment Litigation
 ADR & Dispute Resolution
 Discrimination & Wrongful
 Discharge

Education

Wayne State University Law School,
 J.D., 2007
 University of Michigan, B.A., 2000

Admissions

United States Court of Appeals for
 the Ninth Circuit
 United States District Court for the
 Eastern District of Michigan
 Michigan

Shanta S.W. McMullan is an Associate practicing in Butzel Long's Detroit office. She concentrates her practice in labor and employment law. Ms. McMullan represents employers in judicial and administrative proceedings, and provides employment counseling regarding compliance with federal and state employment laws (including FMLA, FLSA, ADA and Title VII). She is admitted to practice in the State of Michigan, the U.S. District Court for the Eastern District of Michigan, and the U.S. Court of Appeals in the Ninth Circuit.

Ms. McMullan is a graduate of Wayne State University Law School (J.D., 2007), where she was a member of the Student Board of Governors, an Executive Board Member of the Black Law Students Association, and President of the Sports and Entertainment Law Society. She was a Donald E. Barris Trial Competition winner, Chair of the school's Mock Trial team and a member of its national team. Ms. McMullan received the Women Lawyers Association of Michigan's Outstanding Woman Law Student Award. She is also a graduate of the University of Michigan – Ann Arbor (B.A., with Honors, 2000).

During law school, Ms. McMullan was a law clerk at the University of Michigan's Office of the General Counsel, the Library of Congress's Office of the General Counsel, and at the National Football League's (NFL) General Counsel's Office. She also was a judicial extern for the Honorable Arthur J. Tarnow of the United States District Court for the Eastern District of Michigan. Prior to entering the legal field, she was a Coaching Staff Assistant for the Detroit Lions.

Ms. McMullan is a member of the American Bar Association, the Detroit Metropolitan Bar Association, and the Wolverine Bar Association. She is also a Board Member of Student Mentor Partners, an organization that provides mentoring and tuition assistance for underprivileged Detroit high school students. Ms. McMullan was also selected to participate in Inforum's inaugural NextUP Emerging Leaders Program, Flight 1SE.

Employee Benefits

Escalating costs and the current economic climate have influenced the approach employers need to take to employee benefit issues. Butzel Long emphasizes hands-on client service, particularly during challenging times, often serving as an extension of an employer's human resources and tax planning departments. We regularly advise employers with several thousand employees, providing comprehensive legal counsel and advice, along with the cross-disciplinary resources to handle any issues that may arise. The Employee Benefits Group works closely with actuaries, accountants, other benefits consultants and members of the firm's other practice areas in the modification and termination of benefits programs.

Our group has the bench strength to handle a tremendous volume and variety of work and our attorneys provide legal services on a range of issues, including complete restructuring of an employer's benefit obligations and costs. We have assisted several large employers with regard to counseling and implementation of reduction of retiree medical benefits, including termination of retiree medical plans for both unionized and non-unionized work forces. We have also coordinated participant communications, buy-out offers and releases in connection with the post-bankruptcy termination of health, disability and life insurance benefits. We have assisted in defending post-bankruptcy litigation regarding termination of pension and retiree health benefits.

On the public sector front, Butzel attorneys have advised large governmental employers regarding the ability to terminate pension benefits and eliminate or reduce retiree health benefits for public employees. We have also advised multiple small governmental employers on terminating their MERS retiree healthcare benefit obligations, and drafted proposed amendments to related legislation. The Employee Benefits Group has advised a coalition of public employers on GASB standards for reporting unfunded pension liabilities and GASB exposure drafts on reporting OPEBs on financial statements. We have also advised multi-state quasi-governmental employers on multiemployer withdrawal liability issues upon withdrawal or partial withdrawal from Taft-Hartley defined benefit pension plans.

We represent employers with regard to benefit issues in union negotiations, delinquent contributions, audit defense, and approaches to plans in significantly underfunded status. As professionals, we recognize the advantage of working closely with our clients' other advisors. Towards this end, we have established collegial relationships with many major accounting firms, actuaries, benefit

consultants, investment advisors, financial institutions, insurance brokers and carriers and third party administrators.

The Employee Benefits Group has been in the forefront of health care reform, traveling around the State of Michigan presenting numerous seminars educating attendees how the historical changes to accessibility to health care coverage affect employers and employees. On a daily basis we advise employers on how the changes which have already occurred – and those that will be occurring in the very near future – will directly impact employer costs and employer/employee relations.

Specific Experience:

We have substantial experience in:

- **Reducing Pension Obligations.** Reducing or eliminating pension costs through plan freezes, voluntary and distress terminations, converting defined benefit plans into cash balance plans, and negotiating for defined contribution instead of defined benefits plans.
- **Financial Analysis of Benefits.** Providing advisory services that can be critical in financing arrangements and other transactions.
- **Reducing Health Care Costs.** Analyzing existing insured or self-insured structure, implementing high deductible health plans, health savings accounts and wellness programs.
- **Qualified Retirement Plans.** All forms of qualified retirement systems and plans, including 403(b), 401(k), cash balance and defined benefit pension plans.
- **Welfare Benefit Plans.** All forms of welfare benefit systems and plans, including health (medical, prescription drug, dental, vision, hearing), retiree medical programs, high deductible health plans and health savings accounts, health reimbursement arrangements, COBRA compliance, life and AD&D, short and long term disability, severance, dependent care, supplemental unemployment benefits and legal services.
- **Cafeteria Plans.** All forms of cafeteria plans including pre-tax premium conversion, flexible spending accounts, opt-out cash benefits, and health savings account contributions.
- **Ancillary Benefits Programs.** Wellness programs, health savings accounts, VEBAs, and tuition reimbursement programs.

- ***Fiduciary Services.*** Fiduciary “best practices” counseling and fiduciary breach prevention.
- ***Service Provider Relations.*** Negotiation of service provider contracts (trustee, custodian, recordkeeper, actuary, investment manager, investment advisor, medical third party administration, insurance contracts, stop loss, wellness vendor); request for proposal (“RFP”) preparation and analysis and vendor disputes.
- ***Unions and Collective Bargaining.*** Benefits for union employees including multiemployer plans; negotiating employee benefits, and retiree health care for union retirees.
- ***Other Employees.*** Benefits for leased, contingent and other non-traditional employees.
- ***Litigation.*** Claims for benefits, equitable relief, fiduciary breach litigation, retiree health care, Labor Management Relations Act tie-ins, and recovery claims against participants.



Lawyers & Professionals
Roberta P. Granadier

Shareholder
 Bloomfield Hills

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 Email granadier@butzel.com

Services

Labor
 Employee Benefits
 Executive & Equity Compensation
 Qualified Retirement Plans
 Health & Welfare Plans
 Fiduciary Compliance & Best
 Practices
 Women's Leadership Committee

Education

University of Michigan, B.A., with
 high distinction, 1981
 Boston University School of Law,
 J.D., 1985

Admissions

Michigan
 Illinois
 Pennsylvania

Memberships

State Bar of Michigan - Taxation
 Section
 Oakland County Bar Association -
 Chair and Vice-Chair, Employee
 Benefits, 1998-2000
 American Bar Association

Roberta P. Granadier is a shareholder based in Butzel Long's Bloomfield Hills office. She is a graduate of Boston University Law School (J.D., 1985, *Law Review*), and the University of Michigan (B.A., 1981 with high distinction).

Ms. Granadier practices in the area of employee benefits law. She has extensive experience in ERISA law, employee benefits, executive compensation and employment law. Her practice includes retirement and compensation planning, consulting and design of qualified and nonqualified plans, stock option and equity-based programs and compliance initiatives regarding fiduciary best practices and internal plan audits. Her practice also includes consulting and drafting regarding QDROs, QSLOBs, IRAs, cafeteria plans, health insurance issues, employment agreements and severance arrangements, golden parachutes, COBRA, FMLA, FLSA, ADA, ADEA and HIPAA.

Ms. Granadier is a member of the Michigan, Oakland County and American Bar Associations. She served as Chairperson and Vice Chair of the Employee Benefits Committee of the Oakland County Bar Association (1998-2000). She has presented at employee benefit conferences and various seminars on executive compensation, target date investments, 401(k) plans and health care reform legislation.

Ms. Granadier is listed in *The Best Lawyers in America* (Employee Benefits Law). She is licensed to practice in Michigan, Illinois and Pennsylvania.



Lawyers & Professionals
Thomas L. Shaevsky

Shareholder
 Bloomfield Hills

Tel 248 258 7858
 Fax 248 258 1439
 Email shaevsky@butzel.com

Services

Labor
 Employee Benefits
 Health & Welfare Plans
 Qualified Retirement Plans
 Executive & Equity Compensation
 Fiduciary Compliance & Best
 Practices

Education

University of Michigan Law School,
 J.D., *magna cum laude*, The Order
 of the Coif, 1992

University of Michigan, B.A., with
 high distinction, Angell Scholar,
 1989

Admissions

Michigan

Recognitions

*The Best Lawyers in
 America*, Employee Benefits
 (ERISA) Law; Litigation - ERISA,
 2011-2013

DBusiness Top Lawyers in Metro
 Detroit, Employee Benefits Law,
 2013

Thomas L. Shaevsky is a shareholder based in Butzel Long's Bloomfield Hills office. He is a graduate of the University of Michigan Law School (J.D., 1992, *magna cum laude*, The Order of the Coif; Michigan Law Review: Contributing Editor), and the University of Michigan (B.A., with high distinction, Angell Scholar, 1989). Immediately following law school graduation, Mr. Shaevsky served as a law clerk to the Honorable John Feikens of the United States District Court for the Eastern District of Michigan.

Mr. Shaevsky practices in the area of employee benefits. He has been selected by his peers for inclusion in *The Best Lawyers in America* (Employee Benefits Law) and named a 2013 Employee Benefits Law Top Lawyer by *DBusiness* Magazine. He advises large multinational corporations, physicians and other professional practices, hospitals and other nonprofit employers, as well as individuals, on compliance and planning issues pertaining to a wide range of retirement, pension, and welfare plan issues. His experience includes counseling on fiduciary duty compliance, prohibited transaction avoidance and correction, reporting and disclosure issues, mergers and acquisitions due diligence, QDROs, as well as COBRA, HIPAA, and other benefits issues. Mr. Shaevsky represents clients undergoing IRS and U.S. Department of Labor audits.

Mr. Shaevsky is a past Chair of the Employee Benefits Committee of the Taxation Section of the State Bar of Michigan and a past Chair of the Employee Benefits Committee of the Oakland County Bar Association. He is a past member of the Board of Directors of the Michigan Employee Benefits Conference. Mr. Shaevsky is also a member of the American Bar Association (taxation section). He has served as an appointed member of the West Bloomfield Township Wetland Review Board, and he previously served as an assistant cub scout den leader (Pack 1039).

Mr. Shaevsky is also an Adjunct Professor of Law at the Thomas M. Cooley Law School, where he teaches employee benefits law.

Mr. Shaevsky has counseled charter schools on a variety of educational and governmental compliance issues. He also has experience counseling public entities on Open Meetings Act, Freedom of Information Act, and conflict of interest issues.

Cited Cases

"Health Care Reform: Is Your
Business Prepared?", Oakland
County Bar Association, February
2013

Prior to joining Butzel Long, Mr. Shaevisky was engaged as in-house counsel to Comerica Bank's Institutional Trust Department, counseling and advising business owners and managers with regard to retirement plan issues and general compliance issues. He has assisted with the formulation of a multitude of business decisions and policies.

Shareholder
Ann Arbor

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Services

Labor
 Employee Benefits
 Fiduciary Compliance & Best
 Practices
 Qualified Retirement Plans
 Health & Welfare Plans
 Women's Leadership Committee

Education

Notre Dame Law School, J.D., 1997
 University of Michigan - Dearborn,
 B.A. with distinction, 1993

Admissions

Michigan
 Ohio

Memberships

State Bar of Michigan
 American Bar Association
 Ohio State Bar Association
 Washtenaw Area Council for
 Children - Board Member



Lawyers & Professionals
Lynn McGuire

Lynn McGuire is a shareholder based in Butzel Long's Ann Arbor office. She graduated from the University of Notre Dame Law School (J.D., 1997), where she was a Student Note Editor for the Journal of College and University Law, and received a degree in Business Administration from the University of Michigan – Dearborn (B.A., with Distinction, 1993).

Ms. McGuire concentrates her practice in the area of employee benefits law.

Before joining Butzel Long Ms. McGuire was a partner in a private practice, providing services to various fiduciaries including fringe benefit fund sponsors and Boards, creating fringe benefit trust funds, plan documents, summary plan descriptions, summaries of material modifications and other ERISA notices. She has managed complex civil litigation matters, including ERISA-based fiduciary liability claims, prohibited transactions, and pension investment litigation. Ms. McGuire has counseled fiduciaries facing mergers, plant closings, and plan terminations. She has significant experience representing clients in Department of Labor audits and investigations.

Ms. McGuire is admitted to practice in the States of Ohio and Michigan. She is a member of the International Foundation of Employee Benefit Professionals, the American Bar Association, and the State Bars of Michigan and Ohio.

Ms. McGuire's experience includes the following:

- Provided strategic planning advice to multiple manufacturing employers regarding terminating retiree health care benefit obligations or changing to defined contribution retiree health care benefit plan designs;
- Advised large governmental employer regarding ability to terminate pension benefits for public employees;
- Advised large governmental employer regarding ability to eliminate or reduce retiree health benefits for public employees;
- Advised multiple small governmental employers on terminating their MERS retiree healthcare benefit obligations;

- Represent multiple international employers on plan design and compliance issues concerning complex health and welfare benefit plan structures;
- Provide on-going legal advice to coalition of public employers regarding retiree health care benefits and draft proposed amendments to related legislation;
- Advised coalition of public employers on GASB standards for reporting unfunded pension liabilities, and GASB exposure drafts on reporting OPEBs on financial statements;
- Advised multi-state quasi-governmental employers on multiemployer withdrawal liability issues upon withdrawal or partial withdrawal from Taft-Hartley defined benefit pension plans;
- Former general counsel to numerous Taft-Hartley multiemployer pension fund Boards of Trustees and health & welfare fund Boards of Trustees covering the skilled trades;
- Counsel retirement plan fiduciaries on tax compliance and fiduciary best practices.



Lawyers & Professionals
Alexander B. Bragdon

Shareholder
 Bloomfield Hills

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Services

Labor
 Executive & Equity Compensation
 Fiduciary Compliance & Best
 Practices
 Health & Welfare Plans
 Qualified Retirement Plans
 Employee Benefits

Education

University of Michigan Law School,
 J.D., *cum laude*, 1970
 University of Michigan, B.A., 1967

Admissions

Michigan

Memberships

State Bar of Michigan - Taxation
 Section
 American Bar Association -
 Taxation Section, Health Care
 Section
 American Bar Association -
 Employee Benefits Committee

Alexander B. Bragdon is a shareholder practicing in Butzel Long's Bloomfield Hills office. He is a graduate of the University of Michigan (J.D., *cum laude*, 1970, B.A., 1967).

Mr. Bragdon is listed in *The Best Lawyers in America* for Employee Benefits Law (2008-2012).

Mr. Bragdon has extensive experience in pension and profit sharing law, employee benefits law, health care law, and ERISA litigation. His clients include several major health care institutions, large manufacturing concerns, employee groups, closely held businesses, and publicly held companies.

Mr. Bragdon is a member of the Taxation Section of the State Bar of Michigan, the Taxation and Health Care Sections of the American Bar Association, and the Employee Benefits Committee of the American Bar Association. He has lectured and written extensively on various pension, benefits and health care law related issues.

Conflicts

Since 2009, Butzel Long and the City of Detroit have worked under an arrangement where the City of Detroit has consented to allow Butzel Long to represent certain interests. We anticipate a similar arrangement would be appropriate for any work undertaken by Butzel Long pursuant to this proposal. We have no reason to believe that representation under this proposal will raise any impermissible conflicts that cannot be addressed.

Proposed Fee Structure

	<i>Blended Rate</i>
Attorneys	\$275/hour
Paralegals	\$125/hour

BUTZEL LONG

ANN ARBOR

BLOOMFIELD HILLS

DETROIT

LANSING

NEW YORK

WASHINGTON D.C.

ALLIANCE OFFICES

BEIJING

SHANGHAI

MEXICO CITY

MONTERREY

MEMBER LEX MUNDI

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