

EXHIBIT A

FILED UNDER SEAL

EXHIBIT B



U.S. EQUAL EMPLOYMENT OPPORTUNITY COMMISSION
Chicago District Office

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Via Facsimile (312) 558-1195 and U.S. Mail

June 14, 2006

Lynn Murray
Mike Conway
Grippe & Elden LLC
111 S. Wacker Dr.
Chicago, Illinois 60606

Re: *EEOC v. Sidley Austin Brown & Wood*, Case No. 5 C 0208

Dear Lynn:

This letter follows up on the 30(b)(6) deposition issue discussed at this morning's meeting. Please send us a letter by the close of business on Friday, June 16, 2006, stating that all decision-makers were consulted in connection with Supplemental Exhibit D provided to the EEOC on June 5, 2006 and that Supplemental Exhibit D as provided to the EEOC on June 5, 2006 reflects each and every reason for the change in status of each of the former Sidley partners for whom an interrogatory response has been given.

If you are able to provide us with a letter that makes these statements, it will obviate the need for us to move to compel on the 30(b)(6) deposition notice.

As always, if you have any questions or wish to discuss this matter further, please feel free to contact us.

Sincerely,

A handwritten signature in cursive script that reads "Deborah L. Hamilton".

Deborah L. Hamilton
Trial Attorney

EXHIBIT C



GRIPPO & ELDEN LLC

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To Call Writer Direct
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mconway@grippoelden.com

June 16, 2006

Via Electronic Mail

Laurie S. Elkin
UNITED STATES EQUAL EMPLOYMENT
OPPORTUNITY COMMISSION
500 West Madison Street, Suite 2800
Chicago, Illinois 60661

Re: EEOC v. Sidley Austin Brown & Wood LLP

Dear Laurie:

We wanted to respond to Deborah Hamilton's letter of June 14, 2006 and address other issues relating to our meeting on Wednesday.

A. The EEOC's 30(b)(6) Request

Sidley's Amended Exhibit D, along with hours, billings and realization information, historic compensation considerations, message lists, and other types of similar information previously produced to you, provides an explanation of the change in status for the former Sidley partners at issue. To prepare this response, we gathered facts from the Management and Executive committee members (and other partners) who had knowledge of the performance of the former partner at issue and, for each such partner, we identified the individuals with knowledge of the reason for his or her change in status. We must note that, because of vacation and other schedules, we were unable to speak to all Sidley partners we attempted to reach. Should any changes to Amended Exhibit D be necessary, we will provide them to you as soon as we can.

When we prepared Exhibit D (and attempted to meet the timetable the EEOC requested), we did not conduct individual interviews with each and every Management and Executive Committee member concerning every former partner at issue. Had we conducted those interviews, our amended response would have been significantly delayed.

We are continuing our discussions with Executive and Management Committee members. We have explained in prior discovery that the status changes resulted from a consensus decision by Sidley's Management and Executive Committees. Thus, it is possible that



Laurie S. Elkin
June 16, 2006
Page 2

those discussions may yield additional facts that an individual Management or Executive Committee member considered when supporting the decision to change a former partner's status. If we learn of any such facts, we will supplement our response promptly.

Please note that we maintain our objections to your 30(b)(6) request. It is unduly burdensome, lacks the specificity required under Rule 30(b)(6) and is duplicative of the EEOC's other discovery.

B. EEOC's Response To Sidley Discovery Requesting The EEOC's Contentions Concerning Evidence Of Discrimination (Int. No. 2).

You confirmed that your current response to Interrogatory No. 2 includes all facts that support the EEOC's contention that the listed individuals were discriminated against on the basis of age. You also confirmed that any supplemental response will not rely on discovery tendered prior to the date of your response.

C. EEOC's Response To Discovery Requesting The Identification Of Potential Comparators (Int. No. 2).

Sidley has provided detailed written discovery and a 30(b)(6) deposition on the criteria that it used when it made a determination to change the status of the partners at issue. We requested that the EEOC identify alleged comparators.

Your supplemental discovery does not identify any alleged comparators. You took the position that you need additional discovery in order to do so.

Please confirm that (1) the EEOC has provided all of its contentions based on discovery to date, (2) any supplemental response by the EEOC with regard to potential comparators will rely on discovery provided after the date of your supplemental response, and (3) the EEOC's position is that discovery to date has not permitted it to exclude any Sidley partners as comparators. If you cannot confirm any of those points, you should supplement your response accordingly.

D. EEOC's Contentions Regarding An "Age Based Retirement Policy" (Int. No. 6)

You confirmed that your current response to Interrogatory No. 6 includes the EEOC's complete contentions based on discovery to date.



Laurie S. Elkin
June 16, 2006
Page 3

E. Documents And Communications With The Putative Claimants.

You confirmed that all documents withheld on the basis of the attorney-claimant privilege are included on the EEOC's privilege log.

You have refused to provide information about your communications with the putative claimants on the basis of the attorney-claimant privilege. However, as you know, any facts obtained from the putative claimants during those discussions are not privileged. Please confirm that your discovery responses include all facts obtained from your discussions with the putative claimants.

Very truly yours,


Michael P. Conway

EXHIBIT D



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May 4, 2006

Via Electronic Mail

Laurie S. Elkin
UNITED STATES EQUAL EMPLOYMENT
OPPORTUNITY COMMISSION
500 West Madison Street, Suite 2800
Chicago, Illinois 60661

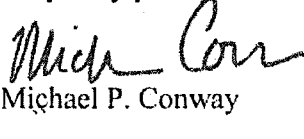
Re: **EEOC v. Sidley Austin LLP**

Dear Laurie:

This letter responds to yours of May 3 to Lynn Murray. Sidley is in the process of preparing a revised Exhibit D, which will provide additional detail on the subject matter of the EEOC's 30(b)(6) request. While we are working to provide this to you next week, we would serve that amendment no later than the week of May 15th.

We believe this response might obviate the need for the 30(b)(6) depositions or, at a minimum, provide a framework for a revised 30(b)(6) request that would be mutually agreeable. Thus, we suggest that we revisit our discussions on the 30(b)(6) request after you have had a chance to review the Amended Exhibit D. If we are still at issue, we will promptly move for a protective order.

Very truly yours,


Michael P. Conway

MPC/ljf

EXHIBIT E



U.S. EQUAL EMPLOYMENT OPPORTUNITY COMMISSION
Chicago District Office

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May 9, 2006

Via Facsimile (312) 558-1195 and U.S. Mail

Michael Conway, Esq.
Grippe & Elden LLC
111 S. Wacker Dr.
Chicago, Illinois 60606

Re: *EEOC v. Sidley Austin, LLP*, No. 05 C 0208

Dear Mike:

I am writing in response to your May 4, 2006 letter regarding EEOC's 30(b)(6) request. While we are not withdrawing our request, we will agree to put the request on hold until after we receive and have had an opportunity to review Sidley's Amended Exhibit D.

If Sidley's goal in providing an Amended Exhibit D is to obviate the need for the 30(b)(6) deposition, we believe that it is imperative that the Amended Exhibit provide a detailed and exhaustive answer to interrogatory nos. 13, 15, 16, and 17 of EEOC's First Set of Interrogatories. For each partner whose status was changed to counsel or senior counsel in 1999 or 2000, these four interrogatories seek the identity of *each* and *every* reason for the partner's selection for a change in status; *each* and *every* reason known, considered and/or used for changing the partner's status and for *each* such reason, *each* fact, witness and/or document supporting or relating to that reason; *all* persons who participated in the decision to change the partner's status and *all* facts and documents which evidence such participation; and *all* occasions on which the partner failed to perform his or her duties in an acceptable manner, including the date of the failure, the witnesses to the failure, and the documents evidencing or related to the failure. Sidley's response to these interrogatories was to provide the original Exhibit D, which simply provides a "summary of the considerations with respect to each those 32 individuals." The summary provided does not provide the detailed information requested by the interrogatories. In addition, although not requested in our First Set of Interrogatories, we ask that for each of the 32, you include in the Amended Exhibit D, the relative weight of each reason for the partner's selection for a change in status. An interrogatory seeking the relative weight of each reason is enclosed herewith.

Upon receipt of the Amended Exhibit D, we will evaluate whether it is still necessary to take the 30(b)(6) deposition(s).

EXHIBIT F

FILED UNDER SEAL

IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

FILED FOR PROCEEDINGS
05 JAN 13 AM 9:10
U.S. DISTRICT COURT
CLERK'S

UNITED STATES EQUAL EMPLOYMENT
OPPORTUNITY COMMISSION,

Plaintiff,

v.

SIDLEY AUSTIN BROWN & WOOD,

Defendant.

05C 0208

Civil Action No.

COMPLAINT

JUDGE ZAGEL
DOCKETED

JURY DEMAND

JAN 14 2005

MAGISTRATE JUDGE ASHMAN

NATURE OF THE ACTION

This is an action under the Age Discrimination in Employment Act to correct unlawful employment practices on the basis of age and to provide appropriate relief to a class of attorney employees who were adversely affected by such practices. The Commission alleges that Defendant violated the ADEA by maintaining and implementing an age-based retirement policy and by downgrading or expelling a class of attorney employees age 40 years and older on account of their age in or about October 1999.

JURISDICTION AND VENUE

1. Jurisdiction of this Court is invoked pursuant to 28 U.S.C. §§ 451, 1331, 1337, 1343 and 1345. This action is authorized and instituted pursuant to Section 7(b) of the Age Discrimination in Employment Act of 1967, as amended, 29 U.S.C. § 626(b) (the "ADEA"), which incorporates by reference Sections 16(c) and 17 of the Fair Labor Standards Act of 1938 (the "FLSA"), as amended, 29 U.S.C. §§ 216(c) and 217.

PARTIES

2. Plaintiff, the Equal Employment Opportunity Commission (the "Commission"), is the agency of the United States of America charged with the administration, interpretation and enforcement of the ADEA and is expressly authorized to bring this action by Section 7(b) of the ADEA, 29 U.S.C. § 626(b), as amended by Section 2 of Reorganization Plan No. 1 of 1978, 92 Stat. 3781, and by Public Law 98-532 (1984), 98 Stat. 2705.

3. At all relevant times, Defendant Sidley Austin Brown & Wood ("Defendant" or "Defendant Employer"), a Delaware limited liability partnership and its affiliates, which include an Illinois limited liability partnership, an English general partnership, and a New York general partnership, has been continuously doing business in the City of Chicago, State of Illinois, and has continuously had at least twenty (20) employees.

4. At all relevant times, Defendant has been an employer engaged in an industry affecting commerce within the meaning of Sections 11(b), (g) and (h) of the ADEA, 29 U.S.C. §§ 630(b), (g) and (h).

CONCILIATION

5. Prior to institution of this lawsuit, the Commission's representatives attempted to eliminate the unlawful employment practices alleged below and to effect voluntary compliance with the ADEA through informal methods of conciliation, conference and persuasion within the meaning of Section 7(b) of the ADEA, 29 U.S.C. § 626(b):

STATEMENT OF CLAIMS

6. Defendant Employer has engaged in unlawful employment practices nationwide, in violation of Section 4(a) of the ADEA, 29 U.S.C. § 623(a):

(A) In maintaining and implementing, since at least 1978, an age-based retirement policy, Defendant Employer has discriminated against a class of attorney employees on account of their age in violation of the ADEA. The class of persons aggrieved includes Defendant Employer's attorney employees age 40 and older who were adversely affected by the retirement policy.

(B) Defendant Employer has discriminated against a class of attorney employees age 40 and older by downgrading or expelling them on account of their age in or about October 1999 in violation of the ADEA.

7. The effect of the practices complained of in paragraph 6 above has been to deprive a class of attorney employees age 40 and older of equal employment opportunities and otherwise adversely affect their status as employees, because of their age.

8. The unlawful employment practices complained of in paragraphs 6 and 7 above were and are willful within the meaning of Section 7(b) of the ADEA, 29 U.S.C. § 626(b).

PRAYER FOR RELIEF

Wherefore, the Commission respectfully requests that this Court:

A. Grant a permanent injunction enjoining Defendant Employer, its officers, successors, assigns and all persons in active concert or participation with it, from engaging in any employment practice which discriminates on the basis of age against individuals 40 years of age and older.

B. Order Defendant Employer to institute and carry out policies, practices and programs which provide equal employment opportunities for individuals 40 years of age and older, and which eradicate the effects of its past and present unlawful employment practices.

C. Grant a judgment requiring Defendant Employer to make whole all individuals adversely affected by the unlawful practices described above, by providing the affirmative relief

necessary to eradicate the effects of its unlawful practices, including but not limited to reinstatement and complete restoration of a class of employees over the age of 40 to the status of "partner" which they, respectively, occupied previously, or in the alternative front pay, as well as, back pay, prejudgement interest, the value of lost benefits and liquidated damages.

D. Grant such further relief as the Court deems necessary and proper in the public interest.

E. Award the Commission its costs of this action.

JURY TRIAL DEMAND

The Commission requests a jury trial on all questions of fact raised by the Complaint.

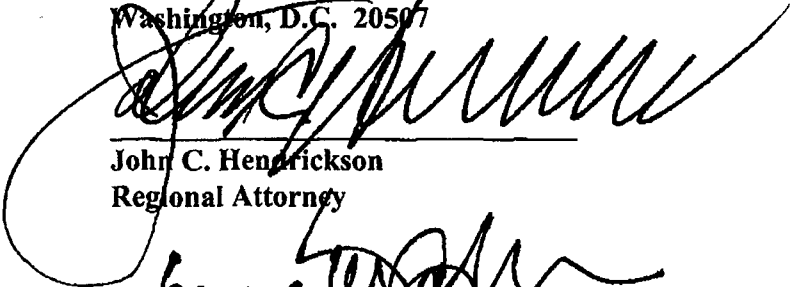
Respectfully submitted,

**Eric Dreiband
General Counsel**

**James Lee
Deputy General Counsel**

**Gwendolyn Young Reams
Associate General Counsel**

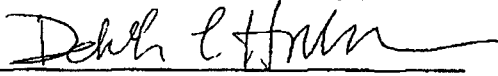
**Equal Employment Opportunity Commission
1801 "L" Street, N.W.
Washington, D.C. 20507**



**John C. Hendrickson
Regional Attorney**



**Gregory Gochanour
Supervisory Trial Attorney**



**Deborah L. Hamilton
Laurie Elkin
Trial Attorneys**

**EQUAL EMPLOYMENT OPPORTUNITY
COMMISSION
Chicago District Office
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EXHIBIT H

IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

FILED

MAR 14 2005

MICHAEL W. DOBBINS
CLERK, U. S. DISTRICT COURT

UNITED STATES EQUAL EMPLOYMENT
OPPORTUNITY COMMISSION,

Plaintiff,

v.

SIDLEY AUSTIN BROWN & WOOD LLP,

Defendant.

Case No. 05 CV 0208

Judge James B. Zagel
Magistrate Judge Ashman

ANSWER OF DEFENDANT SIDLEY AUSTIN
BROWN & WOOD LLP TO COMPLAINT

NOW COMES Defendant Sidley Austin Brown & Wood LLP ("Sidley" or
"Defendant"), by its attorneys, and for its Answer to the Complaint of Plaintiff United States
Equal Employment Opportunity Commission states as follows:

JURISDICTION AND VENUE

1. Jurisdiction of this Court is invoked pursuant to 28 U.S.C. §§ 451, 1331, 1337,
1343 and 1345. This action is authorized and instituted pursuant to Section 7(b) of the Age
Discrimination in Employment Act of 1967, as amended, 29 U.S.C. § 626(b) (the "ADEA"),
which incorporates by reference Sections 16(c) and 17 of the Fair Labor Standards Act of 1938
(the "FLSA"), as amended, 29 U.S.C. §§ 216(c) and 217.

Answer: Sidley admits that Plaintiff has invoked the jurisdiction of this Court under
the statutes specified, but denies that this Court has subject matter jurisdiction over this action.

PARTIES

2. Plaintiff, the Equal Employment Opportunity Commission (the "Commission"), is
the agency of the United States of America charged with the administration, interpretation and
enforcement of the ADEA and is expressly authorized to bring this action by Section 7(b) of the
ADEA, 29 U.S.C. § 626(b), as amended by Section 2 of Reorganization Plan No. 1 of 1978,
92 Stat. 3781, and by Public Law 98-532 (1984), 98 Stat. 2705.

Answer: Sidley admits that Plaintiff has been granted statutory authority to enforce
the ADEA, but denies that this action is authorized by that statute or any statute.

3. At all relevant times, Defendant Sidley Austin Brown & Wood ("Defendant" or "Defendant Employer"), a Delaware limited liability partnership and its affiliates, which include an Illinois limited liability partnership, an English general partnership, and a New York general partnership, has been continuously doing business in the City of Chicago, State of Illinois, and has continuously had at least twenty (20) employees.

Answer: Sidley admits that SABW Holdings LLP is a Delaware Limited Liability Partnership with affiliates which include a Delaware Limited Liability Partnership, an Illinois Limited Liability Partnership, a New York General Partnership and an English General Partnership. Sidley Austin Brown & Wood LLP is the Illinois Limited Partnership and it has had at least 20 employees since its inception. Sidley denies the remaining allegations in paragraph 3.

4. At all relevant times, Defendant has been an employer engaged in an industry affecting commerce within the meaning of Sections 11(b), (g) and (h) of the ADEA, 29 U.S.C. §§ 630(b), (g) and (h).

Answer: Sidley admits the allegations in paragraph 4.

CONCILIATION

5. Prior to institution of this lawsuit, the Commission's representatives attempted to eliminate the unlawful employment practices alleged below and to effect voluntary compliance with the ADEA through informal methods of conciliation, conference and persuasion within the meaning of Section 7(b) of the ADEA, 29 U.S.C. § 626(b).

Answer: Sidley admits that a conciliation meeting occurred, but denies the remaining allegations in paragraph 5.

STATEMENT OF CLAIMS

6. Defendant Employer has engaged in unlawful employment practices nationwide, in violation of Section 4(a) of the ADEA, 29 U.S.C. § 623(a):

(A) In maintaining and implementing, since at least 1978, an age-based retirement policy, Defendant Employer has discriminated against a class of attorney employees on account of their age in violation of the ADEA. The class of persons aggrieved includes Defendant Employer's attorney employees age 40 and older who were adversely affected by the retirement policy.

(B) Defendant Employer has discriminated against a class of attorney employees age 40 and older by downgrading or expelling them on account of their age in or about October 1999 in violation of the ADEA.

Answer: Sidley denies the allegations in paragraph 6.

7. The effect of the practices complained of in paragraph 6 above has been to deprive a class of attorney employees age 40 and older of equal employment opportunities and otherwise adversely affect their status as employees, because of their age.

Answer: Sidley denies the allegations in paragraph 7.

8. The unlawful employment practices complained of in paragraphs 6 and 7 above were and are willful within the meaning of Section 7(b) of the ADEA, 29 U.S.C. § 626(b).

Answer: Sidley denies the allegations in paragraph 8.

FIRST SEPARATE DEFENSE

The Complaint, and each purported cause of action alleged therein, fails to state a claim upon which relief can be granted.

SECOND SEPARATE DEFENSE

The Complaint, and each purported cause of action alleged therein, is barred by the doctrine of laches.

THIRD SEPARATE DEFENSE

Plaintiff, by reason of its own course of conduct and actions, and by reason of the conduct and actions of those for whom Plaintiff purports to seek relief, has waived the right, if any, to assert its Complaint and each purported cause of action alleged therein.

FOURTH SEPARATE DEFENSE

Plaintiff, by reason of its own course of conduct and actions, and by the conduct and actions of those for whom Plaintiff purports to seek relief, is estopped from asserting its Complaint and each purported cause of action alleged therein.

FIFTH SEPARATE DEFENSE

Plaintiff's claims and the right of recovery of the individuals for whom Plaintiff purports to seek relief are barred, in whole or in part, by the applicable statute of limitations.

SIXTH SEPARATE DEFENSE

The Complaint, and each cause of action alleged therein, is barred because Plaintiff, and the individuals for whom Plaintiff purports to seek relief, have failed to exhaust all administrative remedies, and/or otherwise failed to comply with the statutory prerequisites to the bringing of this action, pursuant to 29 U.S.C. § 626.

SEVENTH SEPARATE DEFENSE

The Complaint, and each purported cause of action alleged therein, is barred because the decisions made with respect to the individuals for whom Plaintiff purports to seek relief were made in good faith and were reasonably based on factors other than age.

EIGHTH SEPARATE DEFENSE

Each of the decisions Defendant made in connection with the individuals for whom Plaintiff purports to seek relief was made for good cause within the meaning of ADEA. 29 U.S.C. § 623.

NINTH SEPARATE DEFENSE

To the extent discovery reveals that those for whom Plaintiff purports to seek relief have failed to mitigate or reasonably attempt to mitigate their damages, if any, as required by law, such damages are barred.

TENTH SEPARATE DEFENSE

Plaintiff, and some or all of the individuals for whom Plaintiff purports to seek relief, may be barred, in whole or in part, from recovery of damages as alleged and prayed for in the Complaint, based on material after-acquired evidence.

ELEVENTH SEPARATE DEFENSE

To the extent that Plaintiff makes claims under the Age Discrimination in Employment Act, 29 U.S.C. §§ 621 et seq., and such claims concern events which were not made the subject of a timely EEOC charge, they are barred.

TWELFTH SEPARATE DEFENSE

Plaintiff cannot recover monetary relief on behalf of individuals who have not filed a timely EEOC charge.

THIRTEENTH SEPARATE DEFENSE

Plaintiff cannot recover relief on behalf of individuals who have given a release to Defendant, or entered into an accord and satisfaction with Defendant.

WHEREFORE Defendant Sidley Austin Brown & Wood LLP prays that the Court will enter judgment dismissing the claims of Plaintiff United States Equal Employment Opportunity Commission against it in their entirety with prejudice and will award it its costs, reasonable attorneys' fees, and such other and further relief as the Court deems proper.

Dated: March 14, 2005

Respectfully submitted,

SIDLEY AUSTIN BROWN & WOOD LLP

By: 

One of Its Attorneys

Paul Grossman
Robert S. Span
Paul Hastings Janofsky & Walker LLP
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Gary M. Elden
Gregory C. Jones
Lynn H. Murray
GRIPPO & ELDEN LLC
227 West Monroe Street
Suite 3600
Chicago, IL 60606
(312) 704-7700

CERTIFICATE OF SERVICE

I, Lynn H. Murray, an attorney, hereby certify that on March 14, 2005, I caused a true and correct copy of the foregoing **ANSWER OF DEFENDANT SIDLEY AUSTIN BROWN & WOOD LLP TO COMPLAINT** and **APPEARANCE** to be served upon the following via messenger delivery:

John C. Hendrickson
Gregory M. Gochanour
Debrah L. Hamilton
Laurie Elkin
UNITED STATES EQUAL EMPLOYMENT
OPPORTUNITY COMMISSION
500 W. Madison St., Suite 2800
Chicago, IL 60661

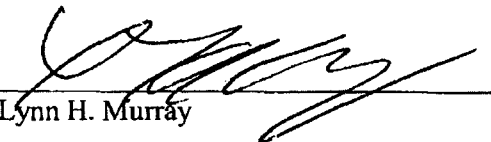

Lynn H. Murray

EXHIBIT I

FILED UNDER SEAL