

EXHIBIT A

17-Jul-2006 04:26pm Proc-Legal Department

3123538555

T-541 P 002/004 F-703



U.S. EQUAL EMPLOYMENT OPPORTUNITY COMMISSION
Chicago District Office

500 West Madison St., Suite 2800
Chicago, IL 60661-2511
PH: (312) 353-2713
TTY: (312) 353-2421

FILE REVIEWS FAX: (312) 353-4041
MEDIATION FAX: (312) 353-6676
HEARINGS FAX: (312) 886-5391

STATE & LOCAL FAX: (312) 353-4041
ENFORCEMENT FAX: (312) 886-1168
LEGAL FAX: (312) 353-8555

July 17, 2006

Via Facsimile (312) 558-1195
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 write to provide EEOC's objections to the document subpoenas directed to class members. It appears that there are three different forms of subpoenas, with the form sent to

being the most comprehensive of the three. It also appears that the requests contained in the other two forms are included in the form sent to the class members identified above. Therefore, I will refer to that comprehensive form in setting forth our objections. Our objections to individual requests, however, apply to all forms of the subpoenas in which the requests are contained.

- Request No. 2 – documents reflecting compensation

EEOC will produce 1099s and W-2s sufficient to show compensation from employment or self-employment between January 1, 2000 and the present. EEOC objects to producing tax returns on the basis of relevance and as an unnecessary invasion of privacy.

- Request No. 4 – documents reflecting ownership interest in new law firm

EEOC objects to this request as overly broad and not reasonably calculated to lead to the discovery of admissible evidence.

- Request No. 5 – documents regarding hours billed to clients in subsequent employment

EEOC objects to this request on the basis of relevance and that it is not reasonably calculated to lead to the discovery of admissible evidence.

REDACTED

17-Jul-2006 04:25pm From: Legal Department

3123538555

T-541 P 003/004 F-703

- Request No. 6 – documents reflecting revenues generated from billings

EEOC objects to this request on the basis of relevance and that it is not reasonably calculated to lead to the discovery of admissible evidence.
- Request No. 7 – documents regarding business generated or clients retained

EEOC objects to this request on the basis of relevance and that it is not reasonably calculated to lead to the discovery of admissible evidence.
- Request No. 8 – documents regarding business development efforts since Sidley

EEOC objects to this request on the bases of relevance and vagueness.
- Request No 9 – documents regarding business development efforts at Sidley

EEOC objects to this request on the bases of relevance and vagueness. For example, as drafted, it would include all receipts for client lunches. EEOC further objects to the request on the ground that it is overly broad in time frame.
- Request No. 10 – documents regarding terms and conditions of subsequent employment

EEOC objects to this request on the ground of relevance and that it is not reasonably calculated to lead to the discovery of admissible evidence.
- Request No. 11 – documents regarding transition from partner to sr. counsel or to counsel

EEOC objects to this request to the extent it seeks documents protected from disclosure by the attorney-claimant privilege.
- Request No. 12 – documents regarding the termination of practice from Sidley

EEOC objects to this request to the extent it seeks documents protected from disclosure by the attorney-claimant privilege.
- Request No. 13 – documents regarding performance at Sidley

EEOC objects to this request on the ground that it is overly broad in time frame.
- Request No. 14 – documents given to or received from the EEOC

EEOC objects to this request to the extent it seeks documents protected from disclosure by the attorney-claimant privilege and to the extent it seeks documents given to or received from the EEOC prior to the filing of this action on January 13, 2005.

17-Jul-2006 04:26pm From:Legal Department

3123538555

T-541 P.004/004 F-703

- Request No. 15 – documents related to firm management

EEOC objects to this request as overly broad in time frame and in scope. EEOC will produce partnership agreements, firm manuals and attorney desk books.

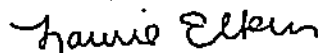
- Request No. 16 – documents related to any retirement policy and or age ~~of~~

EEOC objects to this request on the ground that it is vague and overly broad. For example, as drafted, it would include any and all documents regarding contributions to the firm's retirement plans. EEOC will produce documents describing all retirement plans or policies.

There are some class members whom may have earned more in subsequent employment than they would have earned at Sidley even if their partnership status had not been taken away. For these partners, we object to producing the documents requested in request nos. 1, 2, 3, 4, 5, 6, 7, 8, and 10. We will not know for sure, however, whether these class members have earned more in subsequent employment until Sidley provides EEOC with the value of the unit in each year from 2000 to the present. Once Sidley provides this information, we will know which class members, if any, have earned more in subsequent employment.

In addition, we reserve the right to make additional objections to the production of documents on behalf of specific individuals. This letter reflects our general objections only.

Sincerely,



Laurie S. Elkin
Trial Attorney

EXHIBIT B



GRIPPE & ELDEN LLC
111 South Wacker Drive
Chicago Illinois 60606
(312) 704-7700
FAX (312) 358-1195
(312) 263-7356

To Call Writer Direct
(312) 704-7749
mconway@grippeelden.com

July 28, 2006

VIA FACSIMILE

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

Re: **EEOC v. Sidley Austin L.L.P**

Dear Laurie:

This responds to your letter of July 17, 2006, in which you set forth a number of "general objections" to the document requests Sidley makes in its subpoenas to the 32 putative claimants.

A. **Timeliness.**

As an initial matter, your objections are untimely. Federal Rule of Civil Procedure 45(c)(2)(B) requires objections within 14 days of service of a subpoena. We have addressed your objections in detail below in the hope that we can avoid litigating these issues. In the event that you do not withdraw the objections, we reserve the right to assert that the objections are waived. Similarly, your suggestion that you can assert additional objections is inconsistent with Rule 45.

B. **Objections asserted on behalf of the punitive claimants are without merit.**

As set forth below, your objections are without merit. Sidley's document riders are narrowly tailored to compel the putative claimants to produce discoverable documents.

For consistency, we will respond to each of your objections to the most comprehensive rider and use your shorthand description of the request. However, our responses apply to the corresponding requests of each rider, and Sidley's requests are not limited to the characterization of the request in your letter.



Laurie Elkin
July 28, 2006
Page 2

- Request No. 2 – documents reflecting compensation

We reject your suggestion that this request should be limited to W-2's and 1099's. Sidley is entitled to discover each individual's income from *all* sources. This includes, for example, an individual's share of a partnership's profits, which is not reflected on a W-2 or 1099 form. In short, an individual's tax return will reflect all sources of income and is reasonably calculated to lead to the discovery of admissible evidence. Please produce them immediately.

Further, we are troubled that the EEOC now objects to the production of "private" information, as you have consistently opposed efforts by certain putative claimants to avoid the disclosure of information based on privacy concerns. In any event, our protective order adequately addresses any such privacy concerns here.

- Request No. 4 – documents reflecting ownership interest in new law firm
- Request No. 10 – documents regarding terms and conditions of subsequent employment

These requests are relevant to assessing and calculating damages, if any. In addition, these requests are relevant to a determination of whether the putative claimants mitigated their alleged damages. Please produce these documents.

- Request No. 5 – documents regarding hours billed to clients in subsequent employment
- Request No. 6 – documents reflecting revenues generated from billings
- Request No. 7 – documents regarding business generated or clients retained
- Request No. 8 – documents regarding business development efforts since leaving Sidley
- Request No. 9 – documents regarding business development efforts at Sidley

The documents sought in request numbers 5 through 9 bear on the putative claimants' job performance and, therefore, are reasonably calculated to lead to admissible evidence regarding the basis for the change in status. Post-Sidley performance is also discoverable. Subsequent performance may provide additional evidence to support Sidley's non-discriminatory, performance-based reasons for its decisions. At a minimum, such information may be used to rebut any argument of pretext by the EEOC. In addition, requests five through eight are relevant to the assessment and calculation of damages and mitigation thereof, if any.

Sidley disagrees that requests 8 and 9 are vague. Sidley is entitled to all documents reflecting activity considered by the former Sidley partner to be business development. Thus, to address the example you provided in your letter, if a former Sidley partner considered a client lunch to reflect a business development effort, those documents are discoverable.



Laurie Elkin
July 28, 2006
Page 3

With respect to your timeframe objection to request number 9, Sidley's production to the EEOC included all performance-related documents for the putative claimants from 1990 to the time of an individual's status change. Therefore, Sidley will amend request number 9 to include documents from 1990 to the time the partner left Sidley.

- Request No. 11 – documents regarding transition from partner to senior counsel or to counsel
- Request No. 12 – documents regarding the termination of practice from Sidley
- Request No. 14 – documents given to or received from the EEOC

We are concerned by your suggestion that any documents exchanged between the EEOC and the putative claimants may be privileged. As the instructions to the riders indicate and the rules require, we expect you to provide us with a privilege log setting forth the information specified in the instructions.

In any event, we read your letter to state that you are not making blanket assertions of privilege. Instead, you will produce certain documents responsive to these requests and not privileged (under your interpretation of the law of privilege). Please provide those documents right away.

- Request No. 13 – documents regarding performance at Sidley

For the reasons noted, Sidley will amend this request to include the timeframe 1990 to present.

- Request No. 15 – documents related to firm management

We are concerned that the materials you reference will not provide the full scope of the documents that are responsive to this request. We will review the documents you produce and revisit this issue. In the meantime, please identify any categories of documents you are withholding from production.

- Request No. 16 – documents related to any retirement policy and/or age

As indicated in your letter, this request seeks all documents describing any and all retirement pagination plans or policies, or any document that the EEOC or a claimant believes to reflect an age-based policy.

- C. Production from individuals who have earned in excess of their Sidley compensation.



Laurie Elkin
July 28, 2006
Page 4

Sidley has recently provided you with the historic unit values. We disagree that you can withhold production of documents for those individuals who may have earned more during subsequent employment than they would have at Sidley. As explained above, these documents are directly relevant to many issues in the litigation and must be produced. Please let us know, however, if the EEOC will agree that it will no longer seek relief or present evidence concerning these individuals. If that is the case, we will revisit this issue.

* * *

With these explanations and amendments to the requests, we request that you withdraw your untimely general objections to Sidley's document subpoenas. I would appreciate it if you would give me the EEOC's position on these issues as soon as possible so that we can present any remaining issues to the Court. Please contact me if you would like to discuss these issues further.

Very truly yours,


Michael P. Conway

EXHIBIT C

08-Aug-2006 11:51am From: Legal Department

3123538555

T-705 P 002/003 F-887



U.S. EQUAL EMPLOYMENT OPPORTUNITY COMMISSION
Chicago District Office

500 West Madison St., Suite 2800
Chicago, IL 60661-2511
PH: (312) 353-2713
TTY: (312) 353-2421

FILE REVIEWS FAX: (312) 353-4041
MEDINATION FAX: (312) 353-6676
HEARINGS FAX: (312) 856-5391

STATE & LOCAL FAX: (312) 353-4041
ENFORCEMENT FAX: (312) 886-1168
LEGAL FAX: (312) 353-4555

August 8, 2006

Via Facsimile (312) 558-1195

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 write in response to your July 28, 2006 letter regarding EEOC's general objections to the document requests contained in Sidley's subpoenas to class members.

- Request No. 2 – documents reflecting compensation

For each class member, EEOC will produce documents sufficient to show all compensation for work performed from January 1, 2000 to the present.

- Request No. 4 – documents reflecting ownership interest in new law firm
- Request No. 10 – documents regarding terms and conditions of subsequent employment

Please explain and provide support for the statement in your July 28 letter that the requested documents are relevant to calculating damages and to whether the class members mitigated their damages. We will consider any explanation and support you provide in deciding whether to stand by our objections.

- Request No. 5 – documents regarding hours billed to clients in subsequent employment
- Request No. 6 – documents reflecting revenues generated from billings in subsequent employment
- Request No. 7 – documents regarding business generated or clients retained since leaving Sidley
- Request No. 8 – documents regarding business development efforts since leaving Sidley

Your July 28 letter states that documents regarding subsequent performance are relevant

08-Aug-2006 11:51am From:Legal Department

3123538555

T-705 P 003/003 F-887

because they may provide support for Sidley's proffered reasons for changing the class members' status in 1999. We are not aware of any legal support for this proposition (we did request this information for downgraded individuals whom remained at Sidley, but the factual context of your request is far different. Individuals who left Sidley were working in an entirely new environment). However, we are willing to consider any legal support there is. Therefore, please provide all legal support of which you are aware. Your letter also states that request five through eight are relevant to the calculation of damages and mitigation thereof. Again, please explain and provide support for this statement.

- Request No. 11 – documents regarding transition from partner to senior counsel or to counsel
- Request No. 12 – documents regarding the termination of practice from Sidley
- Request No. 14 – documents given to or received from the EEOC

Your assumption that EEOC will produce all responsive, non-privileged documents in response to these requests is correct.

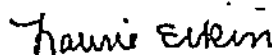
- Request No. 13 – documents regarding performance at Sidley

EEOC will produce responsive documents for period from 1990 to the present.

- Production from individuals who have earned in excess of their Sidley compensation

For those class members who have earned more in subsequent employment, EEOC does not believe documents regarding their subsequent employment is relevant. If a class member has earned more, back pay and mitigation obviously are not at issue. We are willing to consider any legal support you have regarding the relevance of such documents. Accordingly, please provide all such support.

Sincerely,



Laurie S. Elkin
Trial Attorney

EXHIBIT D



&

GRIPPO & ELDEN LLC

111 South Wacker Drive
Chicago, Illinois 60606
(312) 704-7700
FAX (312) 558-1195
(312) 263-7356

To Call Writer Direct
(312) 704-7764
msol@grippoelden.com

August 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:

I write to request that the EEOC immediately cure deficiencies in its discovery responses. Alternatively, we would like to schedule a meet and confer as soon as possible so we can expedite the resolution of these matters.

A. The EEOC's Refusal to Identify Similarly-Situated Individuals (Sidley's First Set Of Int. No. 2, Second Set of Int. No. 1(i)).

The EEOC continues to claim that it can neither identify potential comparators nor exclude any partners as comparators until additional discovery takes place. The EEOC's claim is particularly surprising in light of the fact that, in its July 14, 2004 Notice of Determination, the EEOC stated that, after a four-year investigation, the record showed that "for each and every one of the partners over 40 years of age who were downgraded or expelled there were multiple other partners, including younger partners, who did not perform as well but who were not downgraded or expelled."

The EEOC bears the burden of establishing that these individuals were treated less favorably than similarly-situated younger individuals. Sidley has a right to know the EEOC's current contentions regarding such individuals. The decisions at issue were made in 1999. Sidley has produced statistical data relating to each of its partner's billings, chargeable hours and participation for the period from 1995 to 1999. It has produced the message lists for all partners and the entire personnel files for more than 200 partners. Sidley also has provided a detailed description of the criteria for making decisions and a detailed statement about the reasons for the decision. The EEOC contends that it represents 28 of the individuals, each of



&

Laurie S. Elkin
August 16, 2006
Page 2

whom is able to review the statistics and information and identify any younger individuals who they allege were treated more favorably.

Fed. R. Civ. P. 33 requires the EEOC to provide its current knowledge about similarly-situated individuals and we ask that you do so immediately.

B. The EEOC's Refusal To Provide Information On Damages Or Mitigation (Sidley's Second Set Of Int., Nos. 7 and 9).

The EEOC's responses to Interrogatories 7 and 9, which request a calculation of each claimant's alleged damages and description of all mitigation efforts, is insufficient. Federal Rule of Civil Procedure 26(a)(1)(C) requires plaintiffs to voluntarily disclose a "computation of damages claimed . . . making available for inspection and copying as under Rule 34 the documents or other evidentiary material . . . on which such computation is based, including materials bearing on the nature and extent of injuries suffered."

The EEOC contends that it represents 28 individuals. Information regarding their alleged damages is uniquely within their possession. To the extent they allege damages based on lack of income or lower income, Sidley is entitled to all information on their efforts to mitigate those damages. Identification of the alleged claimants' current employment alone is clearly insufficient, unless the EEOC intends to rely only on those facts as evidence of mitigation. Please immediately supplement these interrogatory answers.

C. Alleged Liquidated Damages (Sidley's Second Set of Int., No. 8).

The EEOC does not specify which alleged facts it believes support its liquidated damages claim. Please do so immediately. In addition, please confirm that the EEOC is not aware at this time of any additional facts it believes supports that claim.

D. (Sidley Second Set of Int., No. 5).

We are entitled to know the operative event(s) that the EEOC contends took place after each individual turned 40. Please supplement to provide that information.

E. EEOC Representation (Sidley Second Set of Int., No. 11).

Your response is compound. It states that the individuals consented to representation and receipt of legal advice and assistance from the EEOC. Please confirm that the EEOC has been asked to represent the named individuals (as opposed to being asked to provide legal advice and/or assistance).



Laurie S. Elkin
August 16, 2006
Page 3

&

F. Communications With Individuals
(EEOC's Third Supp. Resp. to Defendants First Set of Int., No. 9).

Please confirm that this response identifies all individuals with whom the EEOC has communicated regarding this litigation.

With regard to _____ please state whether you contend that the EEOC represents _____ as a claimant. Please confirm that any information you received from _____ was disclosed in the EEOC's Third Supp. Responses to Sidley's First Set of Int., No. 2.

G. Subpoenas.

We received Laurie Elkin's August 8 letter concerning the EEOC's objections to our subpoenas. As we explained in our initial letter, these requests are reasonably calculated to lead to the discovery of admissible evidence. We are willing to discuss these issues in a meet and confer, but the relevance of these requests is straightforward and the EEOC's letter suggests that it is simply trying to obstruct discovery.

* * *

To summarize, the EEOC cannot credibly claim that it either lacks sufficient information or that it would be "premature" to respond to discovery that is relevant to critical issues in this case. The EEOC has investigated the allegations in this case for over six years now, during which time Sidley has provided it with over 40,000 pages of documents and partner performance-related data, a detailed interrogatory answer describing the reasons for its decisions, substantive 30(b)(6) Objections and Responses describing the process behind these decisions and comprehensive responses to the EEOC's requests for admissions. The EEOC has thus had more than ample time and opportunity to investigate the facts and evidence necessary to respond to Sidley's interrogatories. Accordingly, Sidley expects the EEOC to provide complete responses to its interrogatories without further delay.

Please provide the complete responses requested or provide us with dates on which you would be available for a meeting to discuss these issues.

Sincerely,

Maile H. Solis-Szukala

MHS-S&lb

REDACTED

EXHIBIT E

17-Aug-2006 10:34am From:Legal Department

3123538555

T-628 P.002/002 F-871



U.S. EQUAL EMPLOYMENT OPPORTUNITY COMMISSION
Chicago District Office

500 West Madison St., Suite 2800
Chicago, IL 60661-2511
PH: (312) 353-2713
TTY: (312) 353-2421

FILE REVIEWS FAX: (312) 353-4041
MEDIATION FAX: (312) 353-6676
HEARINGS FAX: (312) 353-3391

STATE & LOCAL FAX: (312) 353-4041
ENFORCEMENT FAX: (312) 353-1168
LEGAL FAX: (312) 353-8555

August 17, 2006

Via Facsimile (312) 558-1195

Maile H. Solis-Szukala, Esq.
Grippo & Elden LLC
111 S. Wacker Dr.
Chicago, Illinois 60606

R E C E I V E D

MHS

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

Dear Maile:

I am in receipt of your August 16, 2006 letter regarding EEOC's discovery responses. Although I am still reviewing your letter, at this time we do plan on providing additional information in response to your letter and in response to your discovery requests. We anticipate being able to provide such additional information the week of September 4, 2006.

Sincerely,
Laurie Elkin
Laurie S. Elkin
Trial Attorney

EXHIBIT F

FILED UNDER SEAL

EXHIBIT G



Citation
1/14/05 CHISON 43

Search Result

Rank(R) 2 of 2

Database
CHISON

1/14/05 Chi. Sun-Times 43
2005 WL 70422221

Chicago Sun-Times

Copyright (c) 2005 Bell & Howell Information and Learning Company. All rights reserved.

Friday, January 14, 2005

Financial

U.S. accuses law firm of age bias ; EEOC suit targets demotions, mandatory retirement policy

Eric Herman

The U.S. government accused Sidley Austin Brown & Wood, one of the city's largest and oldest law firms, of discriminating against older lawyers Thursday, slapping the firm with a lawsuit that could cost it millions. The suit, filed in Chicago federal court by the U.S. Equal Employment Opportunity Commission, stems from Sidley's 1999 decision to demote 31 lawyers, most of whom were in their 50s or 60s. The firm also lowered its mandatory retirement age from 65 to between 60 and 65. At the time, Sidley touted the moves as a way of creating opportunities for young lawyers on the way up.

"This is one of those cases where an employer really brought its troubles upon itself. They were not at all shy about saying what they had done, or why they had done it," said EEOC regional attorney John Hendrickson.

The EEOC's case asserts the demotions violated the Age Discrimination in Employment Act. It also takes aim at the firm's mandatory retirement age. The case could have broad implications for law firms and how they are run, Hendrickson said.

Sidley spokesman Paul Verbinnen said: "The firm has always been committed to a policy of equal opportunity and nondiscrimination. We will vigorously defend against the EEOC action, which has no merit."

In law firms, partners rank the highest in money and prestige. A partner owns an interest in the firm, makes management decisions, and gets a percentage of the profits.

In 1999, Sidley & Austin shifted several older lawyers from partner to "senior counsel" status. The firm also, in effect, made 60 the retirement age, according to one lawyer. When the EEOC started an investigation, the firm argued partners were owners, not employees, and were therefore not covered by age discrimination laws.

(C) 2005 Thomson/West. No Claim to Orig. U.S. Govt. Works.

1/14/05 CHISUN 43

When Sidley fought EEOC subpoenas, the Seventh U.S. Circuit Court of Appeals ruled it had to comply. In a 2002 opinion by Judge Richard Posner, the court said Sidley's "executive committee" really ran things at the firm, so other partners could be considered employees.

Corporate law firms are growing into legal giants -- often through mergers -- in order to serve their multinational clients. In 2001, Chicago's Sidley & Austin merged with New York City's Brown & Wood. Today, the firm has 1,421 lawyers, according to American Lawyer magazine. In 2003, it brought in revenues of \$926 million, making it the country's fifth-largest firm by that measure.

The emergence of large firms has driven many of them to concentrate decision-making authority in a small group of partners. For that and other reasons, lawyers across the country will be watching the Sidley case, which could lead to more discrimination suits against law firms.

"It has the potential to be incredibly significant," said Kay Hoppe, president of Credentia Inc., a legal recruiting and consulting firm.

David Alan Richards was a partner in Sidley's New York City office in 1999 when he learned the firm was changing his status to senior counsel. The firm told him he could no longer participate in its partnership pension plan, and that he would work under an 18-month contract, renewable at the firm's discretion.

"It's a pretty devastating blow. You give your entire life to a place. You don't screw anything up. And then you get told you're out, and it's all because of age," said Richards.

Richards, 59, is now the managing partner of the New York office of another law firm. He said Sidley kicked him and other partners out to make the firm more profitable and, therefore, an attractive merger candidate.

The EEOC's suit seeks reinstatement of the booted partners, plus back pay for those kicked out. The average Sidley partner makes \$895,000 per year, according to the American Lawyer. And the ADEA provides for double damages in cases of willful violation, Hendrickson said.

Because the employees in question earned so much, "It only takes two years of back pay before you're over a million dollars," he said.

The suit also says Sidley's mandatory retirement policies violate the law. Except for certain classes of employee, the law prohibits a mandatory retirement age for workers, Hendrickson said. The EEOC seeks back pay and reinstatement for any Sidley partner forced to retire because of his or her age.

In addition, the EEOC requested an injunction to stop Sidley from discriminating against lawyers over the age of 40.

Sidley has other legal problems with the federal government. The Internal Revenue Service is investigating its promotion of tax shelters that have since come into question.

(C) 2005 Thomson/West. No Claim to Orig. U.S. Govt. Works.

Westlaw

1/14/05 CHISON 43

The firm also faces multiple lawsuits from former clients over the shelters.

Sidley Austin Brown & Wood

Founded: Chicago, 1866. Formerly called Sidley & Austin, it merged with Brown & Wood in 2001.

Offices: Chicago; Dallas; Los Angeles; New York; San Francisco; Washington, D.C.; Beijing; Brussels; Geneva; Hong Kong; London; Shanghai; Singapore; Tokyo.

Major clients: Exelon Corp., Tribune Co., Merrill Lynch & Co.

Number of lawyers: 1,421

TABULAR OR GRAPHIC MATERIAL SET FORTH IN THIS DOCUMENT IS NOT DISPLAYABLE

CHART; See below.

---- INDEX REFERENCES ----

NEWS SUBJECT: (Labor/Personnel Issues (C42); Corporate/Industrial News (CCAT); Discrimination (GDCRI); Labor Issues (GJOB); Domestic Politics (GPOL); Government Bodies (GVBOD); Political/General News (GCAT); Society/Community/Work (GCOM); Politics/International Relations (GPIR); Social Issues (GSOC); Content Types (NCAT); Factiva Filters (NFACT); FCP Industry News Filter (NFCPIN))

REGION: (United States - Illinois (USIL); North American Countries (NAMZ); United States (USA); Midwest U.S. (USC))

Language: EN

OTHER INDEXING: BFN; BUSINESS/FINANCIAL/ECONOMY; NATIONAL GOVERNMENT; LEGAL; BUSINESS; DISCRIMINATION; age discrimination; lawyers; EEOC; Equal Employment Opportunity Commission; Hendrickson, John; Richards, David; Brown & Wood; Sidley & Austin

Word Count: 862

1/14/05 CHISON 43

EXHIBIT H



U.S. EQUAL EMPLOYMENT OPPORTUNITY COMMISSION
Chicago District Office

500 West Madison St., Suite 2800
Chicago, IL 60661-2511
Tel: (312) 353-2713
TTY: (312) 353-2421

FILE REVIEWS FAX: (312) 353-4041
MEDIATION FAX: (312) 353-6676
HEARINGS FAX: (312) 886-5391

RECEIVED

JUL 19 2004

STATE & LOCAL FAX: (312) 353-4041
ENFORCEMENT FAX: (312) 886-1168
LEGAL FAX: (312) 353-8555

**PAUL, HASTINGS, JANOFSKY
& WALKER LLP**

ADEA Directed Investigation
EEOC Charge No. 210-A0-3557

Sidley Austin Brown & Wood
Bank One Plaza
10 South Dearborn Street
Chicago, Illinois 60603

Respondent

Paul Grossman
Paul, Hastings, Janofsky & Walker LLP
515 South Flower Street
25th Floor
Los Angeles, California 90071-2228

Attorney for Respondent

DETERMINATION

Under the authority vested in me by the Commission's Procedural Regulations, I issue the following Determination on the merits of the subject of the Directed Investigation under the Age Discrimination in Employment Act of 1967 (the "ADEA"), 29 U.S.C. §621, et seq. I have considered all of the evidence disclosed during the investigation.

By letter dated July 5, 2000, I informed Respondent that the Commission was investigating Respondent in order to determine Respondent's compliance with the ADEA. I caused this matter to be assigned EEOC Charge No. 210-A0-3557.

The record of the investigation shows, among other things, that Respondent is one of the world's largest law firms with its principal office in Chicago. In July 2000, when Respondent was informed of the investigation, Respondent conducted business and was known as "Sidley & Austin." In May 2001, Sidley & Austin merged with another law firm which conducted business and was known as "Brown & Wood." Respondent Sidley Austin Brown & Wood is the successor of Sidley & Austin. Prior to the merger, Sidley & Austin employed approximately 900 attorneys worldwide. The merged firm employs more than 1,400 attorneys.

The record also shows, among other things, that Respondent has been governed and controlled by two wholly self-perpetuating committees, an Executive Committee and a Management Committee. The Executive Committee, which includes all members of the Management

Committee, has approximately 35 members. Members of the Executive and Management Committees control and make the decisions with respect to every significant aspect of Respondent's business and operations and distribution of profits, and they concentrate the distribution of the profits of Respondent in themselves. Although Respondent describes itself as a partnership, none of the "partners" of Respondent except those on the Executive and Management Committee have ever been permitted to vote upon or consent to or reject the admission or expulsion of partners, the allocation of profits, or the appointment of members of the Executive and Management Committees. With the single exception of the recent merger, there has never been a firm-wide vote of all the partners of Respondent. (Partners not on the Executive or Management Committees did vote on the merger of Sidley & Austin with Brown & Wood; that vote occurred after Respondent received notice of this investigation.)

The record also shows, among other things, that in 1999 and 2000, in repeated public statements and in an open letter to clients and others published on Respondent's internet website, Respondent stated that it had utilized and was continuing to utilize a mandatory retirement age (which it was lowering) and associated a downgrading or expulsion of 32 "partners" in October 1999 with their age.

The record also shows, among other things, that all but one of the 32 partners who were downgraded or expelled in 1999 were in the protected age group under the ADEA, that most of them were more than 50 years old, and that they were among the oldest members of their respective practice groups within Respondent. The record also shows that for each and every one of the partners over 40 years of age who were downgraded or expelled there were multiple other partners, including younger partners, who did not perform as well but who were not downgraded or expelled.

The foregoing is merely a brief summary of some parts of the investigative record. It does not constitute a summary of the whole investigative record.

The Respondent is an employer within the meaning of the ADEA and all requirements for coverage have been met.

I have determined that the evidence obtained in the investigation establishes reasonable cause to believe that in maintaining and implementing an age-based mandatory retirement policy (which may have been in effect since 1978) Respondent has discriminated against a class of employees on account of their age in violation of the ADEA. The class of persons aggrieved includes Respondent's employees who were adversely affected by the mandatory retirement policy.

I have also determined that the evidence obtained in the investigation establishes reasonable cause to believe Respondent has discriminated against a class of employees age 40 years and older by downgrading or expelling them on account of their age in or about October 1999 in violation of the ADEA.

This determination is final. When the Commission finds that violations have occurred, it attempts to eliminate unlawful employment practices by informal methods of conciliation. Therefore, I invite Respondent to join with the Commission in reaching a just resolution of this matter. Disclosure of information obtained by the Commission during the conciliation process will be made only in accordance with the Commission's Procedural Regulations (29 CFR 1601.26).

If the Respondent wishes to accept this invitation to participate in conciliation efforts, it may do so at this time by proposing terms for a conciliation agreement; that proposal should be provided to the Commission representative with 14 days of the date of this determination. The remedies for violations of the statutes we enforce are designed to make identified victims whole and to provide corrective and preventive relief. These remedies may include an agreement by the Respondent to cease engaging in unlawful employment practices, placement of identified victims in the positions they would have held but for the discriminatory actions, back pay, restoration of lost benefits, liquidated damages, injunctive relief, and notice to employees of the violation and the resolution of the claim.

Should the Respondent have further questions regarding the conciliation process or the conciliation terms it would like to propose, we encourage it to contact the assigned Commission representative. Should there be no response from the Respondent in 14 days, we may conclude that further conciliation efforts would be futile or non-productive.

7/14/04
Date

On behalf of the Commission,

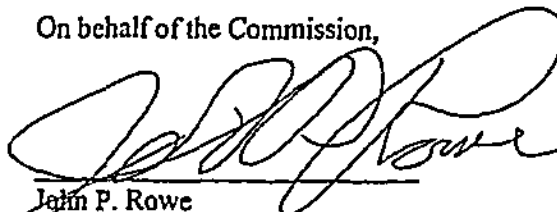

John P. Rowe
District Director

EXHIBIT I

FILED UNDER SEAL

EXHIBIT J

HEARING 7/13/2006 4:06:00 PM

1 IN THE UNITED STATES DISTRICT COURT
2 NORTHERN DISTRICT OF ILLINOIS

3 EASTERN DIVISION

4 UNITED STATES OF AMERICA)

5)

6) No. 05 CV 208

7)

8 Plaintiff,)

9)

10 vs.) Chicago, Illinois

11)

12 SIDLEY, AUSTIN, BROWN &)

13 WOOD, L.L.P.,) July 13, 2006

14)

15 Defendants.) 10:13 o'clock a.m.

16 p.m.

17

18 TRANSCRIPT OF PROCEEDINGS
19 BEFORE THE HONORABLE JAMES B. ZAGEL

20

21 For the Plaintiff:

22 EQUAL EMPLOYMENT OPPORTUNITY COMMISSION

23 BY: Deborah L. Hamilton

24 Laurie S. Elkin

25 500 West Madison Street

Suite 2800

Chicago Illinois 60661

For the Defendant:

GRIPPO & ELDEN

BY: Lynn H. Murray

Maile Solis-Szukala

111 South Wacker Drive

Chicago Illinois 60606

20

21

22 Blanca I. Lara, CSR, RPR

219 South Dearborn Street

23 Room 2504

Chicago, Illinois 60604

24 (312) 435-5895

25

1 can't supplement interrogatory responses later on and we
2 think those rules of supplementation are sufficient to
3 deal with this issue.

4 MS. HAMILTON: Well, I think where we have an
5 issue is that the individuals with personal knowledge
6 were not the sole decisionmakers. It's our
7 understanding that the decisions were made by the
8 Management and Executive Committee as a whole. And,
9 therefore, the fact that they may have talked to
10 individuals that they think have the greatest personal
11 knowledge doesn't relieve us of our concern that new
12 reasons may come up when they speak with other
13 Management and Executive Committee members.

14 We would be satisfied if they say, "this is it,
15 these are all the reasons," because then we know what we
16 need to issue discovery about and we can start looking
17 for appropriate comparators, but to say that they've
18 spoken only with individuals with personal knowledge
19 simply isn't sufficient.

20 THE COURT: I think the best solution to this
21 is to give the defense a date by which they can no
22 longer supplement their grounds to justify their
23 actions, subject of course to an interest of justice
24 exception. That is, if something comes up that was not
25 easily discoverable or is of unbelievable significance,

1 I think that that might be covered by an interest of
2 justice exception. It's a high threshold.

3 MS. ELKIN: Your Honor, if I could just add as
4 you're thinking about the time by which they can no
5 longer supplement --

6 THE COURT: Right.

7 MS. ELKIN: -- this was an interrogatory that
8 was served --

9 THE COURT: I'm not thinking about the time
10 yet.

11 MS. ELKIN: Okay. Fair enough.

12 THE COURT: I want to get into something else
13 first.

14 The thing I want to get to next, as I regard as
15 much more difficult, is what kind of decisional weight
16 was given to various factors. There are two reasons I
17 regard this as very difficult. First of all, this is an
18 abiding issue that judges have dealt with for years, in
19 the first place construing statutes, giving a series of
20 factors that must be considered. Sentencing is a
21 classic example, Georgia-Pacific factors in damage cases
22 are another example where they give you ten factors. No
23 one tells you which is important and which isn't.

24 When you have a group of judges and you ask
25 them in a particular case how did you weigh this or that

HEARING 7/13/2006 4:06:00 PM

1 they have that ability. I think they think that legally
2 they are precluded from using it. And for this reason
3 it is unfair. And that argument has a little force to
4 me. That argument has a little force to me. And I'm
5 not going to ask Sidley to say, "that's right, your
6 Honor," because I don't want them sitting on the record
7 and saying, "yes, Judge, we really want to beat the EEOC
8 over the head in the press." But the truth of the
9 matter is, they probably do have that capacity. I would
10 like to see them not use it, and I would not like to see
11 a justification for using it or an incentive for using
12 it, and there's one way to take that incentive away from
13 them and I've suggested it.

14 MS. MURRAY: Your Honor, if I could just make
15 the record clear. Sidley has consistently taken a
16 no-comment position in the press on issues relating to
17 this case.

18 MS. HAMILTON: And I'll just follow up on
19 saying one thing, and then we have another issue that
20 we'd like to address with you, which is that to the
21 extent Sidley feels their hands are tied, they are the
22 ones who were the strenuous promoters of confidentiality
23 and it was our view that because of our public agency
24 role, we would try to keep as little confidential as
25 possible. So to the extent they feel their hands are

HEARING 7/13/2006 4:06:00 PM

1 tied, I think we view it the results of their own
2 decision.

3 MS. MURRAY: And we couldn't disagree more,
4 your Honor, but we'll let it go at that.

5 MS. HAMILTON: Okay.

6 And the other issue is that because we won't be
7 getting a full accounting of their reasons from the
8 Management and Executive Committee until after September
9 14th, I think is the date, we do have the issue of
10 depositions of our class members which we've been in
11 discussions with counsel about when those are going to
12 be scheduled. And I think we'd like the opportunity to
13 have those depositions take place after we've been
14 provided with the reasons so that we're able to
15 communicate with our class members about what their
16 reasons were and make sure that to the extent we need
17 to, you know, get other issues about those same
18 performance reasons on the record, that we have the
19 opportunity to do so.

20 THE COURT: That is the 8 weeks you're talking
21 about?

22 MS. HAMILTON: Yes.

23 THE COURT: Okay.

24 MS. MURRAY: We'd prefer not to have it wait
25 that long, your Honor, but we understand the point.

EXHIBIT K

EXHIBIT A

DOCUMENTS TO BE PRODUCED

1. All documents relating to efforts or attempts to obtain Employment or Self-Employment between October 1999 and the present, including, but not limited to, resumes, cover letters, notes, calendars, communications, correspondence, memoranda, agreements, and/or offers of employment.

2. All documents reflecting or relating to any Compensation you have received between October 1999 and the present, including, but not limited to, Lines 7, 12, 14, and 21 and related schedules, forms, and pages from your 1999-2005 (inclusive) IRS Form 1040 U.S. Individual Income Tax Return

3. To the extent not produced in response to Request No. 2, all other documents reflecting or relating to all Compensation, retirement benefits, pension benefits, bonuses, and/or stock options you have either received or expect to receive from all Employment or Self-Employment you have held since leaving Sidley.

4. All documents reflecting any equity or ownership interest you hold in :

5. All documents reflecting or relating to the annual hours you have billed and/or charged to clients since employed by or a partner of

6. All documents reflecting or relating to revenues generated from billings to clients you originated, are responsible for, and/or for which you are credited for purposes of determining your Compensation.

7. To the extent not produced in Response to Request No. 6, all other documents describing the business you have generated and/or clients you have retained since leaving Sidley.
8. All documents relating to all business development efforts you have engaged in since leaving Sidley.
9. All documents relating to all business development efforts you engaged in during your practice with Sidley.
10. All documents, including, but not limited to, employment agreements, offer letters, correspondence, and/or memoranda, describing the terms, conditions, duties and/or responsibilities of your any Employment or Self-Employment held after October 1999.
11. All communications, statements, notes, summaries, memoranda, correspondence, and/or other documents relating to your transition from partner to counsel or senior counsel at Sidley.
12. All communications, statements, notes, summaries, memoranda, correspondence, and/or other documents relating to the termination of your practice with Sidley after October 1999.
13. All documents relating to communications with Sidley regarding your performance as an attorney for Sidley.
14. All documents you have either given to, or received from, the EEOC.
15. All documents relating to Sidley firm management or administration.
16. All documents relating to any retirement policy or mandatory retirement age allegedly maintained by Sidley.

DEFINITIONS

1. "Sidley" means Sidley Austin LLP and all of its predecessors, affiliates, agents, partners, and employees.
2. "EEOC" means the United States Equal Employment Opportunity Commission and all of its offices, affiliates, agents, officers, representatives, and employees.
3. "Employment" or "Self-Employment," for purposes of this subpoena only, means any work performed or services rendered in exchange for Compensation.
4. "Compensation" means any remuneration received in connection with or as a result of any Employment or Self-Employment of any kind, including, but not limited to, salary, wages, fees, distributions, accrual payments, draws, in-kind payments, severance benefits, settlement payments, and retirement and/or pension benefits.
5. "Document" is defined as broadly as permitted by Rule 34(a)(1) of the Federal Rules of Civil Procedure and thus includes every original, draft, and non-identical copy (which is different from the original because of notations on such copy or otherwise) of any tangible form of communication or means by which data are recorded, including but not limited to: notes; correspondence; telegrams; memoranda; summaries or records of personal conversations; witness statements; affidavits; diaries and calendars; reports; publications; photographs; minutes or records of meetings; accounting and financial records; telephone records; agreements and contracts; bills; checks; receipts; and tape recordings, computer disks, film, videotape, and any other data compilations from which information can be obtained.
6. "Communication" means the transmission, sending, or receipt of information of any kind by or through any means including, but not limited to, speech (including meetings).

writings (including notes from meetings), language, computer electronics of any kind, magnetic tape, video tape, photographs, graphs, symbols, signs, magnetic discs, sound, radio or video signals, telephone, teletype, telecommunications, telegram, microfilm, microfiche, photographic film of any type or other media of any kind.

7. "Relating to" or "concerning" means, without limitation, relating to, referring to, pertaining to, containing, describing, discussing, mentioning, memorializing, embodying, identifying, commenting on, reflecting, constituting, comprising or otherwise relating in any way to, whether in whole or in part.

8. References to the singular include the plural, and references to the plural include the singular. The conjunctions "and" and "or" shall each be interpreted as meaning "and/or," and shall not be interpreted to exclude any information requested.

9. For any communication withheld on the grounds of privilege, attorney work product or otherwise, identify the communication by date, location, participants and/or individuals present, duration, and subject of the communication, state whether any non-legal or non-privileged information was discussed during and/or included in the communication, and state the basis for the assertion of privilege.

EXHIBIT L

FILED UNDER SEAL

EXHIBIT M

FILED UNDER SEAL