

**UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF FLORIDA—FORT MYERS DIVISION**

Case No. 2:09-cv-445-FtM-29SPC

DANIEL S. NEWMAN, as Receiver for Founding Partners Capital Management Company; Founding Partners Stable-Value Fund, L.P.; Founding Partners Stable-Value Fund II, L.P.; Founding Partners Global Fund, Ltd.; and Founding Partners Hybrid-Value Fund, L.P.,

Plaintiff,

vs.

SUN CAPITAL, INC., a Florida corporation, SUN CAPITAL HEALTHCARE, INC., a Florida corporation, and HLP PROPERTIES OF PORT ARTHUR, LLC, a Texas limited liability company,

Defendants.

**DEFENDANTS EMERGENCY MOTION TO STAY PROCEEDINGS
DURING SETTLEMENT NEGOTIATIONS and MEMORANDUM OF LAW**

Sun Capital Healthcare, Inc. (“SCHH”), Sun Capital, Inc. (“SCI”) (together, “Sun Capital”), and HLP Properties of Port Arthur, LLC (“HLP Port Arthur”) (collectively, “Defendants”) hereby move this Court, on an emergency basis, for an order granting a stay of proceedings herein for 120 days to allow the parties to pursue a comprehensive settlement that has been agreed to in principle by the Defendants herein and the great majority of investors in Founding Partners Stable-Value Fund, L.P. (“Stable-Value”). In support of this motion, Defendants submit the accompanying Declarations of Evatt Tamine and Steven A. Helland, and state as follows:

The Emergency Nature of the Motion

As described below, a settlement in principle has been negotiated by a team of large investors in Stable-Value, on behalf of all direct and indirect investors in Stable-Value (“the SV Investors”),¹ on the one hand, and by Sun Capital, its affiliates, Promise Healthcare, Inc. (“Promise”) and Success Healthcare, LLC (“Success”), and its principals, Peter Baronoff, Howard Koslow, and Lawrence Leder (collectively, “the Sun-related Parties”), on the other. The proposed settlement, which will transfer ownership of Defendants herein to the SV Investors, has already been agreed to in principle by over 90% of the SV Investors who have been contacted; and those investors favor a stay of litigation proceedings to avoid unnecessary costs and burdens while the settlement is pursued. However, the Receiver, who purports to act on behalf of the SV Investors, has not agreed to any stay of proceedings (see ¶ 23 below), despite his constituents’ preference. Indeed, he has recently served 61 excessive document subpoenas and an improper amended complaint that, absent a stay of proceedings, will need to be responded to, at great expense, in the next two weeks.

This motion is therefore made on an emergency basis to put an immediate stop to the heavy litigation costs being incurred, which operate to the detriment of both Defendants and the SV Investors. Since the Receiver’s constituents will be acquiring ownership of

¹ The complete group of SV Investors includes the investors in three other Founding Partners funds that had apparently invested substantial amounts in Stable-Value. According to the SEC’s Complaint filed in action no. 09-cv-229, as of December 2008 the entire portfolio of Founding Partners Stable-Value Fund II, L.P. (“Stable-Value II”) was invested in Stable-Value; approximately 84% of the portfolio of Founding Partners Global Fund, L.P. (“Global Fund”) was invested in Stable-Value; and approximately 21% of the portfolio of the Founding Partners Hybrid-Value Fund, L.P. (“Hybrid-Value Fund”) was invested in Stable-Value. (Doc. 1 in No. 09-cv-229, ¶¶ 14-16).

Defendants if the settlement is consummated, and have now made clear their wish to pursue that sensible business solution rather than this internecine litigation, there is no justification for continuing to impose needless, wasteful litigation costs on Defendants or the receivership estates. Nor is there any reason for the Court to expend further effort on any of the motions *sub judice*. Accordingly, Defendants seek a stay of proceedings urgently, to avoid the need to begin preparing a motion or pleading in response to the Receiver's improper amended complaint (presently due June 21, 2010) or to undertake procedures to respond to the Receiver's blunderbuss document subpoenas (presently returnable one business day away on June 15, 2010).

BACKGROUND

A. The Heavy Litigation Proceedings

1. The Receiver filed his Complaint herein on July 14, 2009. Since that time, the parties have been heavily engaged in extensive motion practice and other litigation proceedings, imposing great costs and burdens on the parties and the Court.
2. First, following the Court's entry of a temporary restraining order on July 24, 2009 (Doc. 20), the parties engaged in expedited discovery concerning matters related to Sun Capital's motion for preliminary injunction, as well as a number of motions related to that discovery (one of which was appealed to the District Court). That injunction-related discovery was followed by lengthy briefing on the preliminary injunction motion, which was completed on March 3, 2010. There was further related briefing of the Receiver's motion to strike all the injunction reply declarations and affidavit filed by Sun Capital, and the briefing on that motion was completed on May 3, 2010. (These motions are *sub judice*.)

3. On a parallel track, there has also been much motion practice concerning the pleadings and parties. On October 9, 2009, the Receiver filed two separate motions to dismiss Defendants' counterclaims and to strike certain of their affirmative defenses, and briefing on both motions was completed on January 13, 2010. (These motions are *sub judice*.)

4. Then on March 1, 2010, the Receiver moved for leave to file an overbroad and unsupported amended complaint, seeking to add six new causes of action and at least 38 new defendants, which engendered much additional briefing. The Magistrate Judge recommended the denial, in substantial part, of the Receiver's motion for leave, permitting the inclusion only of the claim against the existing Sun Capital defendants for an alleged payment default in January 2010. (Doc. 181 at 4). The Receiver filed objections to that report and recommendation, seeking permission to include all the claims the Magistrate Judge did not permit, but the District Court accepted and adopted the report and recommendation in full on May 17, 2010. (Doc. 193).

5. In addition, certain SV Investors had made a motion to intervene in this case on September 3, 2009. That motion was recommended for denial by the Magistrate Judge on December 11, 2009 (Doc. 103) and denied by the District Court on January 21, 2010 (Doc. 148). The investors appealed to the Eleventh Circuit, but have not yet submitted their appeal brief. Some of those same investors are among the group of investor representatives who approached Sun Capital in early 2010 to discuss a possible settlement of this action.

6. The Receiver has recently served more papers necessitating costly proceedings in the coming weeks. On or about June 1, 2010, the Receiver issued

approximately 61 subpoenas *duces tecum* to many of the entities he had unsuccessfully sought to join as defendants herein through an amended complaint. He apparently issued subpoenas to 29 entities under the caption of this action, each seeking 52 categories of documents, and – inexplicably – 32 virtually identical subpoenas to the same entities plus SCHI and SCI under the rubric of the *SEC v. Founding Partners Capital Management Co.* action.² (SCHI and SCI of course have already produced voluminous materials as defendants in this action.)

7. Most of the subpoenas were issued in the Southern District of Florida and were purportedly served on June 2 in Boca Raton. The subpoenas that were issued from other Districts and served through corporate registered agents were not received until June 7, 2010. Yet for all 61 subpoenas served, the stated document production date, for 52 categories of documents from each of 32 entities, is June 15, 2010. Defendants, whose counsel will likely also serve as counsel for the subpoenaed entities, believes these subpoenas, given their sheer number, their tremendous overbreadth, and their woefully inadequate response time, are unreasonable on their face and issued in violation of Fed. R. Civ. P. 45(c)(1).³ (The subpoenas issued in the *SEC v. Founding Partners* case are particularly questionable, as they obviously exceed both the scope of Rule 26(b) as respects

² The Receiver e-mailed to Defendants two Notices of Issuance of Subpoenas, one in each action, listing (but not attaching) 31 and 33 subpoenas respectively. He later provided a paper copy of the Notice in this action, which attached only 29 of the 31 listed subpoenas, and he did not ever send Defendants any of the subpoenas cited in the *SEC v. Founding Partners* Notice. It appears that three of the 64 listed subpoenas were not actually served.

³ Rule 45(c)(1) requires the subpoenaing party to “take reasonable steps to avoid imposing undue burden or expense on a person subject to the subpoena,” and calls for the imposition of sanctions on a party or attorney who fails to make such efforts.

that case and the scope of the Receiver's powers authorized by this Court.) Objections to these subpoenas will thus need to be served before 9:00 Tuesday morning.

8. Most recently, the Receiver filed an amended complaint on June 7, 2010. However, the filed pleading went way beyond what the Court had permitted. The District Court granted leave to file an amended complaint "consistent with the Report and Recommendation," which had recommended granting leave only to file a pleading "adding claims against the Sun Capit[a] Defendants for defaulting on the note due January 10, 2010" while denying the remainder. (Doc. 193 at 2; Doc. 181 at 4). However, in addition to that permitted claim, the Receiver included two new claims against Sun Capital for unjust enrichment and conversion (which did not relate to the January 2010 note); included many substantive changes and entire new sentences and paragraphs of allegations throughout the pleading, altering the legal theories and "factual" predicates for the nine pre-existing claims; and included a new demand for a jury trial. (Doc. 195). This is not what was permitted to be filed, but in any event Defendants will need to prepare a response, whether a motion to dismiss or strike or a substantially revised answer and counterclaims, in the immediate future if the proceedings herein are not stayed.

B. The Investor Discussions

9. In January-February 2010, representatives of certain SV Investors contacted Sun Capital's counsel to raise the possibility of discussing a non-litigation resolution of the dispute between Stable-Value and Defendants through a restructuring of Sun Capital's debt. These investor representatives had spoken with other Stable-Value investors and were forming a group of like-minded investors who would welcome a consensual business

resolution.

10. Apparently these investors had become concerned about the high costs of the Receiver's litigation for both sides. Their concern was understandable because the costs borne by the receivership estates would directly erode funds that might otherwise be available for distribution to investors, and the costs borne by Sun Capital and its affiliated hospital entities would impair their cash flow and profitability and thereby diminish the value of any potential recovery through a refinancing or restructuring transaction. (Tamine Decl. ¶ 7; Helland Decl. ¶ 7).

11. Indeed, given his litigation-centric approach, the Receiver has also failed to engage in any sort of good-faith negotiation toward a business resolution with the Sun-related Parties. Jill Frew of Cain Brothers, the investment banker that has been assisting Promise, noted this problem in her March 2, 2010 declaration submitted herein (Doc. 172). Last summer, Ms. Frew met with the Receiver and presented a plan for a recapitalization of Promise and Success. (Doc. 172 ¶ 7). Following that meeting, Ms. Frew made several follow-up calls to the Receiver and his counsel. She was informed that neither the Receiver nor the professionals he then had working with him had the expertise to evaluate the proposed recapitalization but that the Receiver would engage an expert capable of such an evaluation. *Id.* However, the Receiver did not hire such an expert or ever respond to the Cain Brothers proposal. Instead, he expended a substantial sum of money retaining the Huron Consulting Group to advance his *litigation* agenda. (Doc. 131-2, 1/18/10 "expert report").

12. Since Sun Capital's own efforts to negotiate a commercial resolution had

been rebuffed by the Receiver, Sun Capital welcomed the possibility of commencing a dialogue directly with investor representatives, so long as they were assisted by a qualified valuation advisor. A restructuring could serve both Sun Capital's own interests and Stable-Value's interests by positioning Sun Capital to repay the debt when due in 2013 or to prepay a portion of the debt in advance. Indeed, Sun Capital had long ago begun discussing with Mr. Gunlicks a restructuring plan under which a large portion of the Sun Capital debt would be converted to equity for Founding Partners, and the parties were close to finalizing such a restructuring when Gunlicks was ousted from management in April 2009. (Doc. 162, 3/2/10 Leder Aff. ¶¶ 47-54). While it would have seemed logical for the Receiver to at least consider such a path to asset maximization, instead he has chosen repeatedly to level unfounded fraud and waste allegations against the Sun-related Parties, which has served only to harm the very assets he claims to want to protect.

13. The investor representatives formed a committee called the Founding Partners Steering Committee. To pursue discussions with Sun Capital, they formed a smaller group to function as an Executive Committee, which presently consists of seven large investors in Stable-Value (the "Investor Committee"). The Investor Committee retained a business valuation advisor, Dean Graham of Specialty Finance Advisors, LLC. He was asked to advise the Committee, conduct due diligence, and negotiate a possible settlement based upon a restructuring of the debt and ownership of Sun Capital and its affiliated client entities. The Investor Committee has also recently retained legal counsel, Patton Boggs LLP in Dallas, Texas, to implement the settlement described below. (Tamine Decl. ¶¶ 6-7, 12; Helland Decl. ¶¶ 6-7, 12).

14. To facilitate the settlement discussions, the members of the Investor Committee and the Sun-related Parties entered into a pre-negotiation confidentiality agreement dated February 9, 2010, which provided for the exchange of financial and other information subject to confidentiality restrictions. Pursuant to that agreement, the Sun-related Parties provided extensive financial and restructuring information to Mr. Graham and the Investor Committee. (Tamine Decl. ¶ 8; Helland Decl. ¶ 8). This information included financial statements for Sun Capital, Promise and Success; accounts receivable aging reports and liquidation analyses; the Confidential Information Memorandum prepared by Cain Brothers; hospital real estate valuations; and other pertinent information requested by the Investor Committee.

15. At the commencement of the negotiations in February, the Investor Committee and the Sun-related Parties jointly retained the services of a prominent mediator recommended by the Investor Committee, Mr. Dennis Archer. (Tamine Decl. ¶ 9; Helland Decl. ¶ 9; Decl. Exh. C). Mr. Archer familiarized himself with the issues, conducted the parties' first negotiation session, and thereafter monitored the parties' progress. Thereafter, Mr. Graham and the Investor Committee performed due diligence and had numerous exchanges with the Sun-related Parties' representatives over the following three months in a good-faith effort to negotiate a mutually satisfactory business resolution. (Tamine Decl. ¶ 9; Helland Decl. ¶ 9).

C. The Proposed Investor Settlement

16. As a result of these discussions, the Investor Committee and the Sun-related Parties have reached a settlement in principle (subject to agreement on final terms), which

is based upon a reduction of the Sun-related Parties' debt and a conversion of the remainder to equity ownership by the SV Investors. If consummated, this settlement would resolve all the claims asserted in this action and any other potential SV Investor claims against the Sun-related Parties.

17. A term sheet has been prepared outlining the material terms of the proposed settlement. (It is not being submitted herewith, as it is confidential, but will be provided to the Court under seal if the Court should so desire.) Of greatest pertinence here, under the proposed settlement 100% of the ownership of the three Defendants herein, SCHI, SCI, and HLP Port Arthur, would be transferred to the SV Investors.

18. The Investor Committee representatives have informed the Sun-related Parties that the settlement in principle already has the authority and approval of the great majority of SV Investors. As indicated in the accompanying declarations, the Investor Committee members have been in communication with many other smaller SV Investors to discuss the proposed settlement with them and obtain their approval to move forward with it. Primarily through Mr. Tamine's contacts with offshore investors and Mr. Helland's contacts with domestic investors, the Investor Committee has received the approval of numerous smaller SV Investors to the proposed settlement. These consenting investors also favor staying the litigation proceedings 120 days to avoid undue burdens and costs while pursuing consummation of the settlement. (Tamine Decl. ¶¶ 4, 13; Helland Decl. ¶¶ 4, 13).

19. As explained in the declarations, the Investor Committee has contacted SV Investors representing about \$507 million of the total capital balance of Stable-Value, and the representatives of over 93% of those investment balances have approved going forward

with the settlement. Apparently the seven Investor Committee members together have total direct and indirect investment amounts of about \$227 million. In addition, of the other investors they have contacted, those representing about \$118 million in offshore investments and about \$130 million in domestic investments have given approval, bringing the total of approving SV Investors to about \$475 million worth of investment capital balances. (Tamine Decl. ¶¶ 4-5; Helland Decl. ¶ 5).

20. Some of the SV Investors contacted have indicated that they would like more time to consider the proposed settlement before consenting. These investors account for about \$32 million in investment capital balances. Significantly, though, none of the investors contacted have expressed any opposition to pursuing the settlement. (Tamine Decl. ¶ 5; Helland Decl. ¶ 5).

21. Although neither the Investor Committee nor Sun Capital has a complete list of SV Investors, they have referenced the investor lists annexed as Exhibits 5H and 5AA to the SEC's April 20, 2009 asset freeze motion filed in action no. 09-cv-229 (Decl. Exhs. A, B), which had apparently been provided to the SEC by Founding Partners Capital Management Co. Using those lists, the SV Investors who have been contacted and do not oppose pursuing the settlement represent over 94% of the \$539,232,758 total capital balance of Stable-Value as of December 31, 2008, as stated in Decl. Exh. A.⁴

22. Although there are a few SV Investors that the Investor Committee has not

⁴ This capital balance is less than the almost \$550 million Stable-Value loaned to the three Defendants over 8½ years (\$525,969,671 to SCHI, \$18,509,647 to SCI, and \$4,972,000 to HLP Port Arthur, for a \$549,451,318 total to the Defendants). All the funds loaned to Sun Capital were not raised from investors, insofar as a substantial portion of the loaned funds were derived from the \$230 million in interest that Sun Capital had been paying to Stable-Value over that same 8½-year period.

yet been able to reach, it is hoped that the Receiver, who presumably has records of all investors in all the funds, will provide assistance in locating and communicating with the few remaining investors. The goal is to obtain the approval of all the direct investors in Stable-Value, as well as the indirect investors in Stable-Value II, the Global Fund, and the Hybrid-Value Fund, before finalizing the settlement and the releases.

23. Sun Capital's counsel met with the Receiver and his lead counsel, Mr. Etra, on June 11, 2010, to present the proposed settlement for the Receiver's consideration. Sun Capital's counsel described the negotiation process, the material terms of the proposed settlement, and the ongoing process of communicating with and obtaining consents from the SV Investors. Counsel also provided the Receiver with the names of the Investor Committee's counsel and financial advisor. At that meeting, the Sun Capital representatives also sought the Receiver's consent to this motion. They asked the Receiver if, in light of the tremendous investor support for the proposed settlement and the stay of litigation, he would agree to a 120-day stay of all litigation proceedings, to eliminate the costs and burdens of litigation while the parties work toward obtaining all necessary approvals and finalizing the proposed settlement. The Receiver would not agree to a stay of litigation proceedings for any length of time. He also stated that he had no position on the relief requested in this motion at this time.⁵

24. While the Receiver has to date not embraced the opportunity for settlement, it is hoped that he will become more receptive following further discussion and review, and

⁵ The Receiver added that he did not have enough information to state a position concerning a stay of proceedings, suggesting that he would need formal discovery without any settlement confidentiality restrictions to assess the proposed settlement.

that he will assist in providing information to enable the Investor Committee to communicate with all SV Investors.⁶ Also, mediator Dennis Archer, who assisted the SV Investors and Sun-related Parties in their early discussions, is knowledgeable about the matter and might be available to assist in discussions with the Receiver, if that would be helpful.

ARGUMENT

Good Cause Exists for an Immediate Stay of Proceedings

Clearly, if the parties were able to consummate the proposed settlement, it would be very beneficial in resolving the claims of all parties in interest and “stopping the bleeding” of the high costs being borne by both sides in this internecine litigation. A resolution would also serve judicial economy, removing from this Court’s active docket a complicated case in which several motions are *sub judice* and obviating the need for further investor appeal proceedings in the Eleventh Circuit.

Absent a stay of the proceedings, Defendants will be obliged to answer or move with respect to the Receiver’s June 7 amended complaint, and both sides will need to press forward with discovery and expert preparations in order to meet the existing deadlines provided for in the Case Management Order (Doc. 113). In particular, the parties and numerous non-parties will be obliged to address, possibly through motion practice, the 61 duplicative, greatly overbroad subpoenas served by the Receiver on 32 entities. These continuing litigation proceedings, which will consume the resources of both sides and may

⁶ If the Receiver did not consent and release his claims but the settlement transaction were consummated anyway, the SV Investors would take over ownership of the Defendants and the Receiver would then effectively be suing his own constituents.

impose additional burdens on the Court, will be pointless and wasteful if the parties are able to conclude a comprehensive settlement on the terms contemplated in the term sheet.

Defendants will be obliged to respond to the subpoenas and the amended complaint imminently. The initial objections to the Receiver's 61 subpoenas must be served before the stated return date at 9:00 a.m. Tuesday, June 15, 2010, with further motion or compliance proceedings likely to follow; and Defendants' motion or answer in response to the improper amended complaint is due on June 21, 2010. Meanwhile, if this motion for a stay were handled in the ordinary course, the Receiver's opposition would not be due until 14 days from now, after the date for Defendants' response to the amended complaint. Since the great majority of the Receiver's constituents, the SV Investors, have now agreed to a settlement in principle that involves their acquisition of Defendants, and since they have indicated their desire to stay the litigation proceedings while pursuing the settlement, it makes no sense for Defendants to incur these or any other litigation costs.

Accordingly, Defendants request that the Court grant a stay of all proceedings in this action, as well as all proceedings concerning any subpoenas issued by the Receiver in the *SEC v. Founding Partners* case to any Sun-related persons or entities, starting immediately. This will put a stop to all the needless litigation costs that operate to the detriment of both Defendants and the Receiver's constituents. Defendants request a stay for 120 days, or until October 11, 2010, and the consenting SV Investors support such a 120-day stay. (Tamine Decl. ¶ 13; Helland Decl. ¶ 13). This will give the parties time to discuss the settlement further with the Receiver and any SV Investors who have not yet been contacted, and to draft and finalize formal documents implementing all aspects of the

restructuring and the settlement.

There is no prejudice to the Receiver from such a four-month stay of proceedings. The upcoming proceedings concerning the amended complaint, the subpoenas, and other discovery and expert-related matters will be completely unnecessary if the settlement is consummated. However, even if the settlement could not be finalized and these proceedings had to be recommenced, the four-month delay would not cause any substantial prejudice, as the parties (and non-parties) could simply pick up where they had left off and the existing Case Management Order schedule could be altered accordingly.

The district court has “broad discretion to stay proceedings as an incident to its power to control its own docket.” *Clinton v. Jones*, 520 U.S. 681, 706-07 (1997); see *Danner Constr. Co. v. Hillsborough Cty.*, 2009 WL 3055315, *1 (M.D. Fla. Sept. 24, 2009). “[T]he power to stay proceedings is incidental to the power inherent in every court to control the disposition of the causes on its docket with economy of time and effort for itself, for counsel, and for litigants.” *Spencer v. Coventry Health & Life Ins.*, 2008 WL 719211, *1 (S.D. Ala. Mar. 14, 2008) (quoting *Landis v. N. Am. Co.*, 299 U.S. 248, 254-55 (1936)). Orders staying litigation are “inherently discretionary” and are generally only reversed if they are “immoderate” and “of an indefinite duration.” *Innovative Patented Tech., LLC v. Samsung Elec. Co.*, 2008 WL 2726914, *1 (S.D. Fla. July 10, 2008); see *Spencer*, 2008 WL 719211 at *2 (contemplated stay of five to eight months, pending resolution of appeal in another similar case, was not immoderate).

A stay of proceedings is appropriately granted to avoid undue litigation costs and burdens pending the outcome of a settlement or other potentially dispositive proceeding.

See Danner Constr., 2009 WL 3055315 at *2 (staying case pending resolution of interlocutory appeal “[i]n the interest of judicial economy, and avoidance of unnecessary discovery and litigation expenses”); *Trembath v. Meritplan Ins. Co.*, 2009 WL 2147112, *2 (M.D. Fla. July 16, 2009) (granting stay pending mediation required by insurance contract clause, noting that public policy is advanced by fostering the “possibility for a settlement before the attorneys’ fees and costs associated with this litigation grow to a point where the option of settling is rendered futile”); *Innovative Patented Tech.*, 2008 WL 2726914 at *1 (granting stay pending decision in a related patent action, in part to avoid unnecessary litigation costs and to conserve judicial resources).

Indeed, in the *SEC v. Founding Partners* case, this Court granted a stay of 120 days to permit the parties to engage in settlement negotiations. (No. 2:09-cv-229, Doc. 207). Similar relief is sought here. For such relief to be effective, however, it is necessary that the Court also restrict the Receiver from pressing on the subpoenas he purportedly issued under the rubric of the *SEC v. Founding Partners* case. It is well within the Court’s authority to extend the stay of proceedings to related cases pending before the Court. *See, e.g., Pesticide Action Network N. Am. v. United States Environmental Protection Agency*, 2008 WL 5130405, *1, 8 (N.D. Cal. Dec. 5, 2008) (granting stay of instant action and two related actions in the same court pending resolution of similar proceeding before Court of Appeals). Thus, any subpoena-related proceedings in the *SEC v. Founding Partners* case should also be stayed for 120 days.⁷

⁷ While the subpoenas issued in the *SEC v. Founding Partners* case are of dubious validity in any event, they will be just as moot as the subpoenas issued in this case if the contemplated settlement is consummated.

CONCLUSION

For the foregoing reasons, Defendants respectfully request that the Court enter an Order immediately staying all proceedings in this action, as well as all proceedings concerning any subpoenas issued by the Receiver in the *SEC v. Founding Partners* case to any persons or entities related to the Defendants herein, until October 11, 2010 or further order of the Court, to give the parties time to finalize the contemplated settlement without wasting further resources on litigation.

Local Rule 3.01(g) Certification

Pursuant to Local Rule 3.01(g), the undersigned certifies that, as stated above in ¶ 23, counsel for the parties have conferred about the 120-day stay of proceedings sought in this motion, and the Receiver refused to consent to the requested relief and stated that he took no position on the requested relief at this time.

Dated: June 11, 2010

Respectfully submitted,

By: /s/ Jonathan Galler
Sarah S. Gold, Esq. (*pro hac vice*)
Florida Bar No. 0032190
sgold@proskauer.com
Karen E. Clarke, Esq. (*pro hac vice*)
kclarke@proskauer.com
PROSKAUER ROSE LLP
1585 Broadway
New York, NY 10036-8299
Tel: (212) 969-3000
Fax: (212) 969-2900
- and -
Jonathan Galler, Esq.
Florida Bar No. 0037489
jgaller@proskauer.com
PROSKAUER ROSE LLP

2255 Glades Road, Suite 340W
Boca Raton, FL 33431
Tel: (561) 241-7400
Fax: (561) 241-7145
Attorneys for Defendants

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on June 12, 2010, I electronically filed the foregoing document with the Clerk of Court using CM/ECF. I also certify that the foregoing document is being served this day on counsel of record identified below in the manner specified:

Jonathan Etra
Broad and Cassel
2 South Biscayne Blvd., 21st Floor
Miami, FL 33131
Tel.: 305.373.9447 Fax: 305.995.6403
E-mail: jetra@broadandcassel.com
Attorneys for Daniel S. Newman, Esq., as Receiver
Via CM/ECF Notice of Electronic Filing

/s/ Jonathan Galler
Jonathan Galler

**UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF FLORIDA – FORT MYERS DIVISION**

Case No. 2:09-cv-445-FtM-29SPC

DANIEL S. NEWMAN, as Receiver for Founding Partners Capital Management Company; Founding Partners Stable-Value Fund, L.P.; Founding Partners Stable-Value Fund II, L.P.; Founding Partners Global Fund, Ltd.; and Founding Partners Hybrid-Value Fund, L.P.,

Plaintiff,

vs.

SUN CAPITAL, INC., a Florida corporation, SUN CAPITAL HEALTHCARE, INC., a Florida corporation, and HLP PROPERTIES OF PORT ARTHUR, LLC, a Texas limited liability company,

Defendants.

DECLARATION OF EVATT TAMINE IN SUPPORT OF MOTION TO STAY PROCEEDINGS DURING SETTLEMENT NEGOTIATIONS

Evatt Tamine declares as follows:

1. I am a Director of Edge Capital Investments Ltd. (“Edge”), which is an investor in Founding Partners Global Fund, Inc. (“Global Fund Inc.”), which in turn is an investor in Founding Partners Global Fund Ltd. (“Global Fund”), which in turn is a limited partner in Founding Partners Stable-Value Fund, L.P. (“Stable-Value”). I make this Declaration at the request of defendants herein, Sun Capital Healthcare, Inc. (“SCHH”), Sun Capital, Inc. (“SCI”) (together, “Sun Capital”), and HLP Properties of Port Arthur, LLC (“HLP Port Arthur”) (collectively, “Defendants”), in regards to Defendants’ motion on or about the date hereof for an order granting a

stay of proceedings in this lawsuit for 120 days during which to allow for the negotiation and finalization of a potential universal settlement of this litigation.

2. It is my belief, based upon my review of statements of account provided to me that on their face purport to be Stable-Value January 31, 2009 capital balances, and other information and estimates that have been provided to me by others (including the lists attached hereto as Exhibits A and B), that as of that date and as of the date hereof, the aggregate amount of the Edge's direct and indirect investments in Stable-Value comprises approximately \$59,884,428 of a total of approximately \$550,000,000 of investments in Stable-Value by all direct and indirect investors in Stable-Value (the "Overall Stable-Value Investment").
3. I have had material involvement at various times in efforts to negotiate the terms of a potential settlement of the litigation, including recent efforts relating to a potential settlement under the terms of a proposed restructuring term sheet that was negotiated among Annandale Capital, LLC ("Annandale"), Chariot Asset Management Inc., Convergent Wealth Advisors ("Convergent"), Edge, Rhino Holdings, Inc., Mt. Vernon Investments ("Mt. Vernon"), Leavitt Capital Management, Inc., and SSR Capital Partners, LP ("SSR"), on the one hand, and by what I understand to have been Sun Capital, its affiliates, Promise Healthcare, Inc. ("Promise") and Success Healthcare, LLC ("Success"), and its principals, Peter Baronoff, Howard Koslow, and Lawrence Leder (Sun Capital, Promise, Success, Baronoff, Koslow, and Leder are referred to herein, collectively, as "the Sun-related Parties") on the other.

4. I have been in direct contact with all of the seven present members of the FPSC Executive Committee (as defined below) regarding the recent efforts relating to a potential settlement under the terms of the proposed restructuring term sheet, and those members have informed me that their present desire is for the parties to pursue a potential settlement of the litigation under the terms thereof and that the litigation proceedings be stayed for a reasonable period of time pending that effort. Based upon my review of information and estimates that have been provided to me by others (including the lists attached hereto as Exhibits A and B), it is my belief that (a) the aggregate amount of direct and indirect investments in Stable-Value as of the date hereof of which those six present members of the FPSC Executive Committee are either investors or investor representatives comprises approximately \$227,000,000 of the Overall Stable-Value Investments, and (b) these members either are, or are the investor representatives for, six of the largest groups of investor interests in Stable-Value.
5. I also have been in direct or indirect contact regarding the recent efforts relating to a potential settlement under the terms of the proposed restructuring term sheet with numerous other persons whom I believe, based on various verbal representations that they have made to me or other information that has been provided to me, are either direct or indirect offshore investors in Stable-Value (or investor representatives of such investors), and that the aggregate amount of their related direct and indirect investments in Stable-Value as of the date hereof comprises an additional approximately \$120,000,000 of the Total Stable-Value Investment. Of

this group of additional persons, (a) those relating to approximately \$118,000,000 of direct and indirect investments in Stable-Value have informed me that it is their present desire for the parties to pursue a potential settlement of the litigation under the terms of the proposed restructuring term sheet, and (b) those relating to approximately \$2,000,000 of direct and indirect investments in Stable-Value have informed me that they would require a reasonable amount of additional time before expressing their views. None of this broader group of persons expressed to me opposition to the parties moving ahead to pursue a potential settlement of the litigation under the terms of the proposed restructuring term sheet.

Background of the Negotiations

6. On or about February 3, 2010, Annandale, Edge, Mt. Vernon, Convergent, SSR, an amalgam of investors and investor representatives together known as Rhino Holdings, Inc. ("Rhino"), and others formed a committee known as the Founding Partners Steering Committee (the "FPSC"). The FPSC assembled a group to function as an executive committee (the "FPSC Executive Committee"), which group at the time included, among others, Annandale, Edge, Mt. Vernon, Convergent, SSR and Rhino, and which at the present time I understand includes those six and Bermuda Commercial Bank Limited.
7. On or about February 2010, SSR and other members of the FPSC Executive Committee engaged Dean Graham of Specialty Finance Partners LLC d/b/a Specialty Finance Advisors to provide them with his thoughts regarding a possible negotiated business (i.e., non-litigation) resolution of the disputes between the

interests of the Stable-Value investors and Sun Capital and its affiliates. The FPSC Executive Committee was concerned about high costs of litigation for both sides, in as much as costs borne by the receivership estates and/or Sun Capital and its affiliated hospital entities may erode value that might otherwise be available for distribution to investors or a potential recovery through a refinancing or restructuring transaction. The FPSC Executive Committee asked Mr. Graham to review the situation. In particular, the FPSC Executive Committee expressed an interest in Mr. Graham evaluating whether a negotiated business settlement that would involve the businesses of Promise and Success and their respective affiliates might be a worthwhile course for the parties to pursue. It also requested Mr. Graham's views on whether he believed there was a meaningful possibility that the litigation could be resolved in a manner that would be acceptable to all constituencies in interest and would minimize unnecessary consumption of Stable-Value's receivership estate.

8. To facilitate the settlement discussions, members of the FPSC Executive Committee, Sun Capital and its affiliates and representatives, and Mr. Graham entered into a pre-negotiation confidentiality agreement dated on or about February 9, 2010, which provided for the exchange of financial and other information subject to confidentiality restrictions. Pursuant to that pre-negotiation confidentiality agreement, Sun Capital provided certain financial and restructuring information to the members of the FPSC Executive Committee and Mr. Graham.
9. At the commencement of the negotiations on or about February 2010, the FPSC

Executive Committee and the Sun-related Parties jointly retained the services of a mediator recommended by the FPSC Executive Committee, Mr. Dennis Archer. (His résumé is attached as Exhibit C.) Mr. Archer had a period of time within which to familiarize himself with the issues and subsequently he conducted a negotiation session among Mr. Graham, Mr. Archer, a person who I understood to be Sun Capital's counsel, and myself. Thereafter, Mr. Graham performed a material amount of due diligence and had numerous discussions with the Sun-related Parties' representatives over the following three months, to attempt to negotiate a framework for a mutually satisfactory consensual business resolution to the litigation. Mr. Graham was the primary negotiator on behalf of the FPSC Executive Committee. Edge, and to my understanding other members of the FPSC Executive Committee, from time to time had also been in communication with what I believe were other direct or indirect Stable-Value investors or their investor representatives.

The Proposed Settlement

10. As a result of these discussions, the FPSC Executive Committee and the Sun-related Parties reached a proposed settlement in principle.

Other

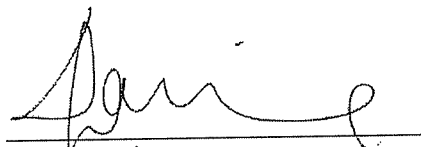
11. It is my understanding that the members of the FPSC Executive Committee do not have access to the complete information concerning the investors in Stable-Value, Founding Partners Stable-Value Fund II, L.P. ("Stable-Value II"), Founding Partners Global Fund, Inc. ("Global Fund") and Founding Partners Hybrid-Value Fund, LP, f/k/a Founding Partners Equity Fund, LP ("Hybrid-Value Fund", Stable-

Value II, Global Fund and Hybrid-Value Fund are referred to herein, collectively, as the "Other Founding Partners Funds"), and it is my understanding that the Receiver may be in a position to provide material assistance to the FPSC Executive Committee in providing complete information concerning all relevant investors, so that it can locate and communicate with all or substantially all of those which have not yet been contacted.

12. Edge, as well as several other members of the FPSC Executive Committee, have also recently retained legal counsel, Patton Boggs LLP in Dallas, Texas, to advise them in regards to the implementation of the settlement described herein.
13. I believe that the Court granting the Defendants' motion to stay all proceedings in this action for 120 days would provide necessary and adequate time for the parties to discuss the settlement further with the Receiver, identify and communicate with all other pertinent investors who have not yet been contacted, and to allow formal documents for a universal settlement to be drafted and finalized. Substantially all of the other direct or indirect investors or investor representatives in which I have had direct communications with have advised me that a stay of the litigation proceedings for 120 days for the purpose would be desired.

I declare, under penalty of perjury under the laws of the United States of America, that the foregoing is true and correct.

Executed on June 11, 2010


Evatt Tamine
Director of
Edge Capital Investments Ltd.

**UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF FLORIDA – FORT MYERS DIVISION**

Case No. 2:09-cv-445-FtM-29SPC

DANIEL S. NEWMAN, as Receiver for Founding Partners Capital Management Company; Founding Partners Stable-Value Fund, L.P.; Founding Partners Stable-Value Fund II, L.P.; Founding Partners Global Fund, Ltd.; and Founding Partners Hybrid-Value Fund, L.P.,

Plaintiff,

vs.

SUN CAPITAL, INC., a Florida corporation, SUN CAPITAL HEALTHCARE, INC., a Florida corporation, and HLP PROPERTIES OF PORT ARTHUR, LLC, a Texas limited liability company,

Defendants.

DECLARATION OF STEVEN A. HELLAND IN SUPPORT OF MOTION TO STAY PROCEEDINGS DURING SETTLEMENT NEGOTIATIONS

Steven A. Helland declares as follows:

1. I am a Managing Partner of SSR Capital Partners, LP (“SSR”), which is the General Partner of Strategic Stable Return Fund (ID), L.P., Strategic Stable Return Fund II, L.P., and the investment advisor to SSR Finance Fund, Ltd. (collectively, the “SSR Funds”). The SSR Funds are direct or indirect investors in Founding Partners Stable-Value Fund, L.P. (“Stable-Value”), with those investments having taken the form of either (a) limited partnership interests directly in Stable-Value or (b) equity interests in Other Founding Partner Funds (as defined below) that, in turn, made investments in Stable-Value in the form of limited partnership interests. I make this

Declaration at the request of defendants herein, Sun Capital Healthcare, Inc. ("SCH"), Sun Capital, Inc. ("SCI") (together, "Sun Capital"), and HLP Properties of Port Arthur, LLC ("HLP Port Arthur") (collectively, "Defendants"), in regards to Defendants' motion on or about the date hereof for an order granting a stay of proceedings in this lawsuit for 120 days during which to allow for the negotiation and finalization of a potential universal settlement of this litigation.

2. It is my belief, based upon my review of statements of account provided to me that on their face purport to be Stable-Value January 31, 2009 capital balances, and other information and estimates that have been provided to me by others (including the lists attached hereto as Exhibits A and B), that as of that date and as of the date hereof, the aggregate amount of the SSR Funds' direct and indirect investments in Stable-Value comprises approximately \$51,596,796 of a total of approximately \$550,000,000 of investments in Stable-Value by all direct and indirect investors in Stable-Value (the "Overall Stable-Value Investment").
3. I have had material involvement at various times in efforts to negotiate the terms of a potential settlement of the litigation, including recent efforts relating to a potential settlement under the terms of a proposed restructuring term sheet that was negotiated among Annandale Capital, LLC ("Annandale"), Chariot Asset Management Inc., Convergent Wealth Advisors ("Convergent"), Edge Capital Investment Ltd. ("Edge"), Rhino Holdings, Inc., Mt. Vernon Investments ("Mt. Vernon"), Leavitt Capital Management, Inc., and SSR on the one hand, and by what I understand to have been Sun Capital, its affiliates, Promise Healthcare, Inc.

("Promise") and Success Healthcare, LLC ("Success"), and its principals, Peter Baronoff, Howard Koslow, and Lawrence Leder (Sun Capital, Promise, Success, Baronoff, Koslow, and Leder are referred to herein, collectively, as "the Sun-related Parties") on the other.

4. I have been in direct contact with six (including SSR) of the seven present members of the FPSC Executive Committee (as defined below) regarding the recent efforts relating to a potential settlement under the terms of the proposed restructuring term sheet. It is my understanding based on information provided to me by those six members of the FPSC Executive Committee that all of the members of the FPSC Executive Committee presently have the desire to pursue a potential settlement of the litigation under the terms thereof and that the litigation proceedings be stayed for a reasonable period of time pending that effort.
5. I also have been in direct or indirect contact regarding the recent efforts relating to a potential settlement under the terms of the proposed restructuring term sheet with numerous other persons whom I believe, based on various verbal representations that they have made to me or other information that has been provided to me, are either direct or indirect domestic investors in Stable-Value¹ (or investor representatives of such investors), but are not members of the FPSC Executive Committee. Based on such contact, representations and information, I believe that the aggregate amount of the direct and indirect investments in Stable-Value as of the

¹ It is my understanding based on discussions with several members of the FPSC Executive Committee that a representative of Edge has been in direct or indirect contact with certain offshore direct or indirect investors in Stable-Value, or investor representatives of such investors.

date hereof relating to such persons that are not members of the FPSC Executive Committee comprises approximately an additional \$160,000,000 of the Overall Total Stable-Value Investment. Of this group of persons, those relating to approximately \$130,000,000 of direct and indirect investments in Stable-Value have informed me that it is their present desire for the parties to pursue a potential settlement of the litigation under the terms of the proposed restructuring term sheet. None of this broader group of persons expressed to me opposition to the parties moving ahead to pursue a potential settlement of the litigation under the terms of the proposed restructuring term sheet.

Background of the Negotiations

6. On or about February 3, 2010, Annandale, Edge, Mt. Vernon, Convergent, SSR, an amalgam of investors and investor representatives together known as Rhino Holdings, Inc. ("Rhino"), and others formed a committee known as the Founding Partners Steering Committee (the "FPSC"). The FPSC assembled a group to function as an executive committee (the "FPSC Executive Committee"), which group at the time included, among others, Annandale, Edge, Mt. Vernon, Convergent, SSR and Rhino, and which at the present time I understand includes those six and Bercomm.
7. On or about February 2010, SSR and other members of the FPSC Executive Committee engaged Dean Graham of Specialty Finance Partners LLC d/b/a Specialty Finance Advisors to provide them with his thoughts regarding a possible negotiated business (i.e., non-litigation) resolution of the disputes between the

interests of the Stable-Value investors and Sun Capital and its affiliates. The FPSC Executive Committee was concerned about high costs of litigation for both sides, in as much as costs borne by the receivership estates and/or Sun Capital and its affiliated hospital entities may erode value that might otherwise be available for distribution to investors or a potential recovery through a refinancing or restructuring transaction. The FPSC Executive Committee asked Mr. Graham to review the situation. In particular, the FPSC Executive Committee expressed an interest in Mr. Graham evaluating whether a negotiated business settlement that would involve the businesses of Promise and Success and their respective affiliates might be a worthwhile course for the parties to pursue. It also requested Mr. Graham's views on whether he believed there was a meaningful possibility that the litigation could be resolved in a manner that would be acceptable to all constituencies in interest and would minimize unnecessary consumption of Stable-Value's receivership estate.

8. To facilitate the settlement discussions, members of the FPSC Executive Committee, Sun Capital and its affiliates and representatives, and Mr. Graham entered into a pre-negotiation confidentiality agreement dated on or about February 9, 2010, which provided for the exchange of financial and other information subject to confidentiality restrictions. Pursuant to that pre-negotiation confidentiality agreement, Sun Capital provided certain financial and restructuring information to the members of the FPSC Executive Committee and Mr. Graham.
9. At the commencement of the negotiations on or about February 2010, the FPSC

Executive Committee and the Sun-related Parties jointly retained the services of a mediator recommended by the FPSC Executive Committee, Mr. Dennis Archer. (His résumé is attached as Exhibit C.) Mr. Archer had a period of time within which to familiarize himself with the issues and subsequently he conducted a negotiation session among Mr. Graham, Mr. Archer, a representative of Edge and a person I who understood to be Sun Capital's counsel. Thereafter, Mr. Graham performed a material amount of due diligence and had numerous discussions with the Sun-related Parties' representatives over the following three months, to attempt to negotiate a framework for a mutually satisfactory consensual business resolution to the litigation. Mr. Graham was the primary negotiator on behalf of the FPSC Executive Committee. SSR, and to my understanding other members of the FPSC Executive Committee, from time to time had also been in communication with what I believe were other direct or indirect Stable-Value investors or their investor representatives.

The Proposed Settlement

10. As a result of these discussions, the FPSC Executive Committee and the Sun-related Parties reached a proposed settlement in principle.

Other

11. It is my understanding that the members of the FPSC Executive Committee do not have access to all the complete information concerning the investors in Stable-Value, Founding Partners Stable-Value Fund II, L.P. ("Stable-Value II"), Founding Partners Global Fund, Inc. ("Global Fund") and Founding Partners Hybrid-Value

Fund, LP, f/k/a Founding Partners Equity Fund, LP ("Hybrid-Value Fund"; Stable-Value II, Global Fund and Hybrid-Value Fund are referred to herein, collectively, as the "Other Founding Partners Funds"), and it is my understanding that the Receiver may be in a position to provide material assistance to the FPSC Executive Committee in providing complete information concerning all relevant investors, so that it can locate and communicate with all or substantially all of those which have not yet been contacted.

12. SSR, as well as several other members of the FPSC Executive Committee, have also recently retained legal counsel, Patton Boggs LLP in Dallas, Texas, to advise them in regards to the implementation of the settlement described herein.

13. I believe that the Court granting the Defendants' motion to stay all proceedings in this action for 120 days would provide necessary and adequate time for the parties to discuss the settlement further with the Receiver, identify and communicate with all other pertinent investors who have not yet been contacted, and to allow formal documents for a universal settlement to be drafted and finalized. The other members of the FPSC Executive Committee with whom I have spoken concur that a stay of the litigation proceedings for 120 days for this purpose would be desirable.

I declare, under penalty of perjury under the laws of the United States of America, that the foregoing is true and correct.

Executed on June 11, 2010



Steven A. Helland
Managing Partner of
SSR Capital Partners, LP

Exhibit A

Founding Partners Stable-Value Fund, LP
 12/31/08 Capital Balance - before 12/31/08 withdrawals

Partner	Capital Balance	End of Month In-kind distribution
FPCMC	1,157,937.84	
TJNJH Investment Partnership	9,201,029.61	
SunTrust Bank as Custodian for William L. Gunlicks	603,901.09	
Theodore S. Fries IRA	273,692.24	
William L. Gunlicks	855,907.63	
Karen Gunlicks Ridout	420,335.76	
FP Hybrid-Value Fund LP	2,825,074.80	
Kathleen A. Olberts Living Trust	799,385.75	
Kathleen Ann Olberts	545,137.69	
The Rock of Gainesville, Inc.	863,796.21	
Global Fund Class B	178,267,078.16	-178,267,078.16
Arthur Daniel Pigott	1,483,537.88	
Norma J. Pigott	181,550.03	
SallyAnn Pratt Cowles & Frank M. Cowles	844,289.41	
Joan M. Bowers Trust dtd 5-7-97	186,383.66	
Webb Shadle Memorial Fund	500,566.32	
Uma N. Aggarwal Trust	433,672.07	
Arthur Daniel Pigott Trust	253,754.20	
Chris A. Bowers	397,252.06	
Global Fund Class A	737,030.79	-737,030.79
Frank Meyer	0	
James Smith IRA	0	
Edward D. Fallin, Jr.	955,369.82	
R. Michael Bales	904,961.66	
Donald L. Hampton IRA	518,654.42	
John E. Bonnett	428,695.39	
J. William Bonewitz	654,830.88	
Robert E. Williams	366,700.73	
Jiffy Food Mart	0	
Barbara K. Baldwin	316,357.96	
Gregory Vrablik	866,733.07	
Judy Aller SEP-IRA	305,541.43	
William H. Myers Profit Sharing	1,063,325.49	
Edward J. Shultz IRA	1,663,128.13	
Dakota Partners Limited Partnership	1,123,744.22	
H&D Levy Limited Partnership	1,172,458.19	
Cooper Investments I, LLC	454,206.50	
Eleanor D. Laser Trust	0	
PP Partnership, LP	1,680,704.94	
Latta Family Trust Dated March 19, 1999	503,659.85	
Barbara Bluhm Trust	788,535.64	
Ronald Gilford Investments, Inc.	674,872.78	
Imageworks Mfg, Inc.	1,232,369.88	
Sandra Cooper	630,029.59	



Mr. Heinrich Winter or	2,471,132.64
Four-J Partnership, L.P.	907,307.71
Howard Friend Declaration of Trust	583,426.53
Kreiseder Partnership, L.P.	712,682.62
William V. Gunlicks	24,748.58
Ashley Ammidon	1,498,673.68
Hoyt Ammidon, Jr.	448,417.44
Strategic Stable Return Fund (ID), L.P.	37,629,270.79
Nancy Hollingsworth	588,938.09
Rudman Partnership	0
Neil H. Smith Revocable Trust	393,121.38
Paul Loeb	674,196.90
Gerson & Anna Greenberg	199,555.17
Meredith Bluhm Revocable Trust	588,938.10
Edmund C. Woodbury Revocable Living Trust	1,495,494.45
E-C Fund, LP	2,248,849.77
Willard C. McNitt, Jr.	972,106.92
Sumnicht Money Masters Fund II, LP	1,198,250.62
Richard J. Pietranek Trust No. 1	2,987,101.11
J. Mark Lozier Revocable Trust	616,485.60
William J. Cora	1,745,369.67
J.A. Strong Burdick Gift Trust	890,993.82
G.G. Strong Jr. Gift II Trust	445,498.87
G.G. Strong Jr. Gift Trust	890,993.82
Haines All-Seasons Select Fund I, LLC	7,913,961.23
John Kreiseder December 29, 1994	890,993.82
David Kreiseder December 29, 1994	890,993.82
Gerald O. Strauch	520,536.74
Rodger Sanders	599,034.13
Nancy H. Hart Revocable Trust	983,026.71
Steven H & Carol S Muslin	1,142,198.35
Larry & Maryann Larson	0
Strategic Stable Return Fund II LP	13,414,292.05
FP Mallard Drive Partners	1,028,699.45
Herbert S Laufman Ten Year Trust	863,749.37
David A. Muslin Trust	2,475,278.06
Olive G. Peters Living Trust	806,423.26
Kenry Allan Trout Descendants Trust	41,196,689.12
Leslie T. Merrick Investment Trust	855,027.04
Haines All-Seasons Select Fund II, LLC	3,365,413.21
Lee V. Merrick, IRA	1,129,017.24
Marsha Serlin	6,109,232.91
Robert Scot Building Venture, G.P.	2,292,875.35
Antonina B. Meyer Trust	847,004.81
Errol T. Galt	1,614,902.86
Errol T. Galt Roth IRA	241,518.86
Maxwell Halsted Partners LLC	5,280,372.41
Thompson Investment Co. LLC	830,443.37
Mt. Kenwinn Partners LP	1,057,053.43
Stewart B. Barmen IRA Rollover	1,100,300.89
Robert D. Home IRA	522,657.03

Richard E. & Tamberly Frain	2,034,532.23
Gerald Sloan	1,332,087.79
Chariot Stable Asset Fund LP	4,762,507.72
L. Hamilton Kerr III	670,986.65
Robert & Michelle Diener Foundation	0
The Litman Foundation	513,652.34
Blimy Lemberg	688,287.69
Jerrold R. Glass Living Trust UTA 3/7/00	2,753,133.63
Passen Investments Inc.	0
Telesis II R, LP	4,302,194.57
John M. Miller	25,704.07
Double S Partners	418,166.25
Walter E Johnson	2,179,240.86
Annandale Partners LP	6,446,251.39
Annandale Partners II LP	4,633,027.89
Matthew Edelstein	1,082,389.79
David Edelstein MD Trustee	632,909.59
FP Stable-Value Fund II LP	120,574,913.30
J. Christopher Dance IRA	598,643.34
Stuart Frankenthal	606,942.40
Willow Springs Charitable Trust	1,450,062.89
Todd Greenberg	176,364.79
Maryann Larson IRA	681,930.69
Meyer Family Associates LLC	2,286,536.38
Allan & Jacqueline Coleman Joint Trust	568,274.15
MJA Innovative Income Fund, LP	1,663,185.46
Gary Sledge	110,103.09
Philip B. Fues	121,221.99
Cathy Passen Revocable Trust	674,190.72
Hudson Food Stores	575,344.59
Cindy Faryl Serfin	517,530.12
Vassar Point LLC	621,029.81
Karen G Ridout IRA	211,988.44
Totals	539,232,758.14

Founding Partners Stable-Value Fund II LP
Balance Sheet
 As of December 31, 2008

	Dec 31, 08
ASSETS	
Current Assets	
Checking/Savings Bank Account	289,068.57
Total Checking/Savings	289,068.57
Other Current Assets Investments	120574913.30
Total Other Current Assets	120574913.30
Total Current Assets	120863981.87
TOTAL ASSETS	120863981.87
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Other Current Liabilities	
Redemptions Payable - Holdbacks	81,560.84
Accrued Expenses	113,727.00
Management Fees Payable	361,210.84
Total Other Current Liabilities	556,498.68
Total Current Liabilities	556,498.68
Total Liabilities	556,498.68
Equity	
Partner Contributions	107,973,120.32
Retained Earnings	1,099,452.17
Net Income	11,234,910.70
Total Equity	120307483.19
TOTAL LIABILITIES & EQUITY	120863981.87

Founding Partners Stable-Value Fund II LP
Unaudited Profit & Loss YTD Comparison
 December 2008

	Dec 08	Jan - Dec 08
Ordinary Income/Expense		
Income		
Gain on Investments	1,422,543.93	11,403,546.23
Interest Income	7,812.71	47,427.91
Total Income	1,430,356.64	11,450,974.14
Expense		
Accounting	30,300.00	137,200.00
Bank Service Charges	112.89	812.19
Legal Fees	40,000.00	67,283.75
Licenses and Registrations	0.00	1,002.75
Management Fees Expense	171,789.16	1,542,613.74
Total Expense	242,202.05	1,748,912.43
Net Ordinary Income	1,188,154.59	9,702,061.71
Other Income/Expense		
Other Income		
Prior Period Adjustment	1,532,848.99	1,532,848.99
Total Other Income	1,532,848.99	1,532,848.99
Net Other Income	1,532,848.99	1,532,848.99
Net Income	2,721,003.58	11,234,910.70

Exhibit B



EXAMINATION REQUEST

Response to A.R. 83

A.R. 83 - List provided for subscriptions by new and existing investors in Stable Value Fund I during period January 1, 2008 through January 31, 2009.

A.R. 83



FP-SEC-00708

Date	Name	Memo	Amount
Founding Partners Stable-Value Fund, LP subscriptions - 1/1/08 - 1/31/09			
Funds Rec'd	Partner		
01/01/2008	Maryann Larson IRA	1/1 new investment	600,000.00
01/01/2008	FP Mallard Drive Partners	1/1 additional subscription	25,000.00
01/01/2008	Allan & Jacqueline Coleman Joint Trust	1/1 new investor	500,000.00
01/01/2008	TJNJH	1/1 additional investment	800,000.00
01/01/2008	John M Miller	1/1 additional investment	500,000.00
01/01/2008	Telesis IIR, LP	1/1 additional investment	1,000,000.00
01/01/2008	Frank C. Meyer	Frank C Meyer transfer to Family Trust	-2,050,774.71
01/01/2008	Frank C. Meyer	Meyer Family Trust from Frank C Meyer	2,050,774.71
01/03/2008	Annandale Partners II, LP	1/1 add'l investment	500,000.00
01/03/2008	Telesis IIR, LP	1/1 additional	75,000.00
01/04/2008	SVF II	1/1 add'l investment	5,600,000.00
01/08/2008	William L Gunlicks (Investor)	11/08 WL.G add'l investment	100,000.00
02/01/2008	SVF II	2/1 additional investment	6,100,000.00
02/01/2008	Chariot Stable Asset Fund, L.P.	2/1 additional investment	930,000.00
02/01/2008	Matthew Edelstein		200,000.00
02/01/2008	Annandale Partners II, LP	2/1 add'l subscription	300,000.00
02/01/2008	Strategic Stable Return Fund II LP	Add'l investment	500,000.00
02/07/2008	SVF II	2/1 add'l investment	1,200,000.00
02/08/2008	William L. Gunlicks (Investor)	2/1 add'l investment	200,000.00
02/12/2008	SVF II	2/1 add'l investment	1,000,000.00
03/01/2008	Willard C. McNitt, Jr.	2/26/08 bank deposit	100,000.00
03/01/2008	Maxwell Halsted Partners LLC	2/27/08 wire in	1,000,000.00
03/01/2008	Haines All-Seasons Select Fund I, LLC	2/28/08 wire in	1,000,000.00
03/01/2008	John M Miller	2/29/08 wire in - add'l subscription	1,000,000.00
03/01/2008	Willow Springs Charitable Trust	2/29/08 wire in - add'l subscription	300,000.00
03/01/2008	Kenny Allan Troutt Descendants Trust	8/1 New investor	3,000,000.00
03/01/2008	Strategic Stable Return Fund II LP	Add'l investment	1,500,000.00
03/03/2008	Global Class B	3/1 add'l subscription	4,200,000.00
03/03/2008	SVF II	SVFII investor.Stein / Stremple investment error (s/b	500,000.00
03/04/2008	SVF II	3/1 add'l investment	25,600,000.00
03/04/2008	Global Class B	3/1 add'l investment	4,000,000.00
03/04/2008	MJA Innovative Income Fund, LP	3/1 New investor	1,000,000.00
03/07/2008	Global Class B	2/1 add'l subscription	2,000,000.00
03/10/2008	Judy Aller SEP-IRA	3/1 add'l subscription	50,000.00
04/01/2008	H&D Levy LP	4/1 add'l subscription	500,000.00
04/01/2008	MJA Innovative Income Fund, LP	3/25 wire in	500,000.00
04/01/2008	Double S Partners	3/31 wire in	140,000.00
04/03/2008	SVF II	add'l investment	4,400,000.00
04/03/2008	Gary Sledge	4/1 New investor-went into SVF II in error	100,000.00
04/08/2008	J William Bonowitz IRA	4/1 additional subscription	75,000.00
04/09/2008	SVF II	4/1 add'l investment	500,000.00
04/25/2008	Stewart B Barmen Rollover IRA	4/1 additional investment	440,000.00
05/01/2008	Steven H & Carol S. Muslin	5/1 valuation	100,000.00
05/01/2008	Strategic Stable Return Fund II LP	5/1 add'l contribution	1,250,000.00
05/01/2008	Philip B. Fues		110,000.00
05/01/2008	Richard J. Pietranek Trust No. 1	4/30 wire in	300,000.00
05/01/2008	William V. Gunlicks	4/30 SVF deposit	10,000.00
05/06/2008	SVF II	5/1 add'l investment	4,800,000.00
05/23/2008	SVF II	5/1 add'l investment	2,500,000.00
06/01/2008	Willow Springs Charitable Trust	5/29/08 wire in - add'l subscription	200,000.00

Date	Name	Memo	Amount
06/01/2008	Joan M. Bowers, Trustee	5/29/08 deposit	13,000.00
06/01/2008	Annandale Partners II, LP	5/29/08 wire in-addl subscription	300,000.00
06/02/2008	Strategic Stable Return Fund II LP	6/1 addl investment	900,000.00
06/03/2008	Ed Fallin SEP-IRA	6/1 addlition	26,200.00
06/09/2008	SVF II	6/1 addl subscription	4,000,000.00
06/12/2008	Global Class-B	6/1 addlition	10,000,000.00
07/01/2008	E-C Fund, LP	6/27 wire in	100,000.00
07/01/2008	Annandale Partners II, LP	6/30 wire in	460,000.00
07/01/2008	Passen Investments Inc	Xfr to Cathy Passen Revocable Trust	-644,182.79
07/01/2008	Cathy Passen Revocable Trust	Xfr from Passen Investments Inc	644,182.79
07/11/2008	Annandale Partners LP	7/1 addl investment	1,000,000.00
07/28/2008	SVF II	7/1 addl investment	4,500,000.00
08/01/2008	John M Miller	8/1 addlition	300,000.00
08/01/2008	Strategic Stable Return Fund II LP	8/1 addl contribution	2,000,000.00
08/01/2008	Annandale Partners II, LP	7/31 wire	625,000.00
08/01/2008	Jiffy Food Mart	Transfer to Hudson Food Stores	-561,793.15
08/01/2008	Hudson Food Stores Inc	Transfer from Jiffy Food Mart	561,793.15
08/11/2008	SVF II	8/1 addl contribution	3,300,000.00
09/04/2008	SVF II	9/1 addl contribution	6,500,000.00
09/10/2008	William L Gunlicks (Investor)	9/1 addl subscription	400,000.00
09/15/2008	Arthur Daniel Pigott Trust	9/1 addl contribution	50,000.00
09/19/2008	SVF II	9/1 addl subscription	500,000.00
10/01/2008	Cindy Faryl Serlin	10/1 new subscription (wire received 9/16)	500,000.00
10/01/2008	Matthew Edelstein	10/1 new subscription (wire received 9/26)	100,000.00
10/01/2008	John M Miller	J Miller SVF xfr to SVF II	-3,134,394.58
10/01/2008	SVF II	SVF II transfer fro J Miller SVF acct	3,134,394.58
10/06/2008	Vassar Point LLC	New 10/1 subscription	-280,000.00
10/06/2008	Vassar Point LLC	new 10/1 investment	320,000.00
10/20/2008	SVF II	addl 10/1 investment	1,100,000.00
10/29/2008	SVF II	Addl investment	1,000,000.00
11/20/2008	Karen G Ridout IRA	11/1 new investment	207,000.00
11/25/2008	FPCM	FPC	411,210.00
11/28/2008	SVF II	SVF II deposit	1,100,000.00
01/05/2009	Charlot Stable Asset Fund, L.P.	addl subscription	2,940,000.00
01/09/2009	Archdiocese of New Orleans	1/1 new investor	5,000,000.00



EXAMINATION REQUEST

Response to A.R. 84

A.R. 84 - List provided for subscriptions by new and existing investors in Stable Value Fund II during period January 1, 2008 through January 31, 2009.

A.R. 84

Founding Partners Stable-Value Fund II subscriptions from 1/1/08 - 1/31/09

<u>Funds Received</u>	<u>Name</u>	<u>Memo</u>	<u>Amount</u>
01/01/2008	Belmont Strategic Income Fund LP	New 1/1/08 investor	5,000,000.00
01/01/2008	Clear Fir Partners LP	1/1 New investor	500,000.00
01/01/2008	Guerneri Investment Partnership A	Transfer to Guerneri Investment Partnership LP - same	-1,078,320.07
01/01/2008	Guerneri Investment Partnership B	Transfer to Guerneri Investment Partnership LP - same	-4,156,469.36
01/01/2008	Guerneri Investment Partnership LP	Txfr from Guerneri Inv Ptnership A & Partnership B:	5,234,789.43
02/01/2008	Clear Fir Partners LP	2/1 Additional Investment	200,000.00
02/01/2008	Haslinger Diversified Ventures, Ltd	2/1 new investor	1,000,000.00
02/01/2008	Windemere Jupiter Fund, L.P.	2/1 addl subscription	350,000.00
02/01/2008	Donald C. Wood	2/1 new investor	500,000.00
02/01/2008	Jupiter Fund Plus Series	2/1 addl subscription	400,000.00
02/01/2008	Belmont Strategic Income Fund LP	2/1 addl subscription	4,000,000.00
02/05/2008	Judith Sommers Trust	2/1 additional investment	1,000,000.00
02/11/2008	Stiles A Kellett Jr	2/1 additional investment	500,000.00
02/11/2008	Kellett Family Partners LP	2/1 addl subscription	500,000.00
03/01/2008	Windemere Jupiter Fund, L.P.	addl subscription - 2/27 wire	500,000.00
03/01/2008	Thomas J. McMurray		1,500,000.00
03/01/2008	Eric Garfinkel & Diane Garfinkel		1,000,000.00
03/01/2008	Harrison Family Investments LP		750,000.00
03/01/2008	Cunningham Children's Trust		500,000.00
03/01/2008	Mingaladon Holdings LLC		2,000,000.00
03/01/2008	Marco LLC		5,000,000.00
03/01/2008	Douglas J. Cassidy IRA Rollover		500,000.00
03/01/2008	Douglas J & Kathleen S Cassidy		500,000.00
03/03/2008	Noble Consulting, LLC	3/1 new investor	100,000.00
03/03/2008	San Ysidro Investors LLC	New 3/1 investor	500,000.00
03/03/2008	Hani Jacob Saleh, Trustee	New 3/1 investor	250,000.00
03/03/2008	Scott A. Tollefson	3/1 new investor	100,000.00
03/03/2008	Stuttgart LLC	New 3/1 investor	250,000.00
03/03/2008	Belmont Strategic Income Fund LP	3/1 addl subscription	12,000,000.00
03/03/2008	Stein / Stremple Family Trust	3/1 new investor	500,000.00
03/04/2008	Austin Highland Holdings LLC	New 3/1 investor	250,000.00
04/01/2008	Belmont Strategic Income Fund LP	4/1 addl investment	2,800,000.00
04/01/2008	Ken Wruk	3/26 wires (2)	500,000.00
04/01/2008	Barry Wallach IRA Rollover	4/1 new investor	500,000.00
04/01/2008	Steven Sandler Revocable Trust	4/1 new investor	500,000.00
04/01/2008	Carol M. Kellett	4/1 additional subscription	100,000.00
04/03/2008	Snyder Ranch LP	4/1 new investor	500,000.00
05/01/2008	David & Carol Magnuson		200,000.00
05/01/2008	Haslinger Diversified Ventures, Ltd	4/30 wire in	2,500,000.00
05/01/2008	Ormond Holdings LLC	4/30 wire in	1,000,000.00
05/01/2008	Takoma Alpha Dedicated Fund Series	4/30 wire in	1,250,000.00
05/08/2008	Stiles A Kellett Jr	5/1 addl subscription	500,000.00
05/08/2008	Kellett Family Partners LP	5/1 addl subscription	1,500,000.00
05/09/2008	William L. Gunicks	5/1 addl investment	300,000.00
05/09/2008	FPCMC	5/1 addl investment	200,000.00
06/01/2008	Simms Partners LLC	5/30 wire in	650,000.00
06/01/2008	Stuttgart LLC	6/1 addl investment	500,000.00
06/05/2008	Mingaladon Holdings LLC	6/1 addl subscription	1,000,000.00
06/05/2008	Marco LLC	6/1 addl investment	2,000,000.00
07/01/2008	Three Sprouts LLC	7/1 new investor	375,000.00
07/01/2008	Cal Simmons	7/1 new investor	500,000.00

<u>Funds Received</u>	<u>Name</u>	<u>Memo</u>	<u>Amount</u>
07/01/2008	Jill D Hebert Trust	7/1 new investor	500,000.00
07/01/2008	Sheila M. Potker Roth	7/1 new investor	500,000.00
07/01/2008	Judith Sommers Trust	7/1 additional investment	250,000.00
07/02/2008	Simms Partners LLC	7/1 addl contribution	335,000.00
07/02/2008	Belmont Strategic Income Fund LP	7/1 addl investment	2,500,000.00
07/03/2008	Dudley L Simms III Trust	7/1 New Investor	600,000.00
08/01/2008	Stuttgart LLC	8/1 addl contribution	750,000.00
08/01/2008	Passen Investments Inc	7/28 wire in	500,000.00
08/01/2008	Barry and Heidi Meister	New 8/1 investor	500,000.00
08/01/2008	Harrison Family Investments LP	8/1 addl investment	575,000.00
08/01/2008	Clanton Harrison IRA	8/1 new investor	175,000.00
08/01/2008	Mingaladon Holdings LLC	8/1 addl investment	1,000,000.00
09/01/2008	Ronald Berman Revocable Trust	9/1 new subscription	500,000.00
09/01/2008	JRM Interim Investors LP	9/1 new subscription	1,000,000.00
09/01/2008	Muse Educational Foundation	9/1 new subscription	400,000.00
09/01/2008	Daniel and Alice Sun	9/1 new subscription	160,000.00
09/02/2008	Belmont Strategic Income Fund LP	9/1 addl subscription	4,000,000.00
09/03/2008	Belmont Strategic Income Fund LP	9/1 addl subscription	600,000.00
09/12/2008	Glen Gibson	9/1 new investor	500,000.00
10/01/2008	Alan C & Elizabeth S Arnold	Total subsc 375k	175,000.00
10/01/2008	James H Ferguson Dec of Tr	9/26 wire in - 10/1 addition	275,000.00
10/01/2008	Douglas J & Kathleen S Cassidy	9/26 wire in - 10/1 addition	100,000.00
10/01/2008	John M. Miller	John Miller - tsfr from SVF	3,134,394.58
10/02/2008	Clear Fir Partners LP	10/1 addl subscription	500,000.00
10/08/2008	Alan C. Arnold Roth IRA	New 10/1 investor	125,000.00
10/22/2008	Alan C & Elizabeth S Arnold	10/1 investment	200,000.00
10/27/2008	Scott & Cynthia Lucking	New investor	500,000.00
10/27/2008	Bradford and Jandy Sprouse	New investor	250,000.00
10/27/2008	Bradford and Jandy Sprouse	New investment	250,000.00
11/01/2008	SP50 Investments Ltd	10/31 wire in	1,000,000.00
12/01/2008	Dian Graves Owen Foundation	11/26 wire in	1,000,000.00
12/22/2008	FPCCMC	Addl subscription	100,000.00
01/07/2009	Palaquine Family Limited Partnership	1/1 new investor	1,000,000.00

Exhibit C

DENNIS WAYNE ARCHER

Dennis W. Archer is Chairman and CEO of Dennis W. Archer PLLC and Chairman Emeritus of Dickinson Wright PLLC, a Detroit-based law firm with more than 270 attorneys, with five offices in Michigan; an office in Toronto, Canada; Nashville, Tennessee; Phoenix, Arizona; and Washington, D.C. He sits on the corporate boards of Johnson Controls Inc., Compuware Corporation and Masco Corporation.

Archer served two four-year terms as mayor of the city of Detroit (1994-2001) and earned national and international respect for his success in changing Detroit's image and direction.

In 2000, Mayor Archer was named Public Official of the Year by *Governing* magazine. Archer served on the Board of Trustees of the U.S. Conference of Mayors and was president of the National League of Cities from 2000-2001. He received an Award of Excellence and was named 1998 Newsmaker of the Year by *Engineering News-Record* magazine, a sister publication of *Business Week*. He has been named one of the 100 Most Influential Black Americans by *Ebony* magazine; and one of the 100 Most Powerful Attorneys in the United States by the *National Law Journal*. Archer was named one of the 25 Most Dynamic Mayors in America by *Newsweek* magazine.

He received a Bachelor of Science degree in Education from Western Michigan University and taught learning disabled students in the Detroit Public Schools.

Archer earned his Juris Doctor from Detroit College of Law in 1970. He began practicing law thereafter, working as a trial lawyer and a partner in several Detroit firms, serving as associate professor of the Detroit College of Law and adjunct professor at Wayne State University Law School.

In 1985, Governor James Blanchard appointed Archer an Associate Justice of the Michigan Supreme Court. He was elected to an eight-year term the following year. In his final year on the bench in 1990, Archer was named the most respected judge in Michigan by *Michigan Lawyers Weekly*.

Archer has long been active in the organized bar. He was the first person of color elected president of the American Bar Association (2003-2004) as well as the State Bar of Michigan. He has also served as president of the Wolverine Bar Association and the National Bar Association. Archer is a Life Member of the Fellows of The American Bar Foundation and the National Bar Association, a Fellow of the International Society of Barristers, a Fellow of the College of Law Office Management and Life Member of the Sixth Circuit Judicial Conference.

Archer is married to Trudy DunCombe Archer, retired Judge of Michigan's 36th District Court. They have two sons, Dennis W. Archer, Jr. and Vincent DunCombe Archer, and two grandsons.

CURRICULUM VITAE

PERSONAL DATA:

Name: Dennis Wayne Archer
Chairman & CEO, Dennis W. Archer PLLC
Chairman Emeritus, Dickinson Wright PLLC
500 Woodward Avenue, Suite 4000
Detroit, Michigan 48226-3425
(313) 224-3630 Phone
(313) 224-3598 Fax
darcher@dickinsonwright.com

Birthdate: January 1, 1942

Spouse: Trudy DunCombe Archer

Judge, 36th District Court, retired

Children: Dennis Wayne Archer, Jr.

Vincent DunCombe Archer

Grandchildren: Dennis W. Archer III

Chase Alexander Archer

EDUCATION:

1970 J.D. Detroit College of Law

1965 B.S. Western Michigan University

OCCUPATION:

2010- Chairman & CEO, Dennis W. Archer PLLC

Chairman Emeritus, Dickinson Wright PLLC

2002-2009 Chairman, Dickinson Wright PLLC

1994-2001 Mayor, City of Detroit, Michigan

1991-93 Partner, Dickinson, Wright, Moon, Van Dusen & Freeman, Attorneys at Law

1986-90 Associate Justice, Michigan Supreme Court

1973-85 Shareholder, Charfoos, Christensen & Archer, P.C., Attorneys at Law

1984-85 Adjunct Professor, Wayne State University Law School

1972-78 Associate Professor, Detroit College of Law

1971-73 Shareholder, Hall, Stone, Allen, Archer & Glenn, P.C., Attorneys at Law

1970-71 Gragg & Gardner, P.C., Attorneys at Law

Admitted to Practice: All courts in Michigan; Federal District Court,

Eastern District; United States Court of Appeals, Sixth Circuit;

District of Columbia; and United States Supreme Court

1965-70 Detroit Board of Education, Teacher, Learning Disabled

Duffield Elementary School 1967-70

Bunche Elementary School 1965-67

CORPORATE BOARD OF DIRECTORS:

2009- Bipartisan Policy Center 2

2004- The Infilaw System – Chair, National Advisory Board

2004- MASCO Corporation

2002- Johnson Controls Inc.

2002- Compuware Corporation

1992-2005 North Carolina Mutual Life Insurance Company

NATIONAL COMMITTEES:

2009- National Democratic Party – At Large Member

2008- Bipartisan Policy Center, Co-Chair National Transportation Policy Project

2008- Skadden, Arps and City College of New York Honors Program Advisory Board

2005-2012 Western Michigan University, Board of Trustees

2005-2008 The Peter and Patricia Gruber Foundation Advisory Board

2000-2001 National League of Cities, President

2000 U.S. Department of Housing and Urban Development, National Task Force on Predatory Lending

1999-00 National League of Cities, First Vice President

1999-00 National Democratic Party, General Co-Chair

AFL-CIO Working for America Institute, Board of Trustees

1998-00 U.S. Department of Housing and Urban Development, Community Builders National Advisory Board

1998-00 Fannie Mae's 1998-99 National Advisory Council

1998-00 U.S. Department of Housing and Urban Development, Joint Center for Sustainable Communities Advisory Council

1997-01 The United States Conference of Mayors, Trustee

1997- The Brookings Institution, Center on Urban and Metropolitan Policy, Advisory Board

1996-97 National League of Cities, Community and Economic Development Policy Committee, Vice Chair

1996 1996 Democratic Convention Platform Committee, Co-Chair

1996-01 National Conference of Democratic Mayors, President

1995-96 National League of Cities, Election '96 Task Force

1995 National Committee on Crime Control and Prevention

1995 The United States Conference of Mayors, Entitlements Subcommittee of the Standing Committee on Urban Economic Policy, Chair

1994-97 The United States Conference of Mayors, Advisory Board

1994-01 National Conference of Black Mayors, Board of Directors

1994-01 Intergovernmental Policy Advisory Committee of the United States Trade Representative

1994 The United States Conference of Mayors, Crime Bill Task Force

PROFESSIONAL AFFILIATIONS:

American Bar Association

American Bar Association Representative to the United Nations, 2009-

Chair, ABA Center on Racial and Ethnic Diversity, 2005-06

President, 2003-04

President-Elect, 2002-03

Board of Governors 1999-02

State Delegate, 1990-2000

House of Delegates, 1979-

Chair, Rules and Calendar Committee, 1990-92

Chairman, Drafting Committee, 1986-88

Past Chairs Advisory Committee, 2000-01
Special Committee on Judicial Independence, 1997-99
Consortium on Legal Services and the Public, 1991-93
Chair, Standing Committee on Legal Aid and Indigent Defendants
Chair, Section Officers Conference, 1988-90
Conference Planning Committee, 1987; Chair, 1988
Chair, Commission on Opportunities for Minorities in the Profession, 1986-91
Section of Legal Education and Admissions to the Bar, Council Member, 1989-95
Task Force on Law Schools and the Profession: Narrowing the Gap, 1989-91
Task Force on Professional Skills Instruction, 1989-91
Law School Accreditation Committee, 1982-88
Board of Editors, ABA Journal, 1988-94
Task Force on Governance, 1990-91
Resource Development Council, 1988-91
Board of Editors, The Practical Litigator, 1989-94
Judicial Administration Division
Task Force on Opportunities for Minorities, 1987-90
Section of Tort and Insurance Practice
Task Force on Initiatives and Referendums, 1988-91
General Practice Section
Chair, 1987-88
Chair-Elect, 1986-87
First Vice-Chairman, 1984-85

Executive Council, 1979-85
Chairman, CONSTABARS, 1983-85
Chairman, Survey Committee, 1982-84
Chairman, Delivery of Legal Services Committee, 1980-83
Vice-Chairman, Committee on Resolution 117, 1982-83
Vice-Chairman, Committee on Advocacy, 1979-80
Individual Rights and Responsibilities Section, 1974-88
Consortium on Legal Services and the Public, 1981-83; 1984-86
Task Force on Minorities in the Legal Profession, 1984-86

Advisory Committee, American Prepaid Legal Services Institute, 1985

Consortium on Professional Competence, 1983-84

Litigation Section, Trial Practice Committee, 1983-84

Chairman, Special Committee on Prepaid Legal Services, 1981-83

President, American Prepaid Legal Services Institute, 1982-83

Lawyer Referral and Information Service Committee, 1978-79

Special Committee to Survey Legal Needs, 1974-78

Criminal Justice Section, 1974-78

Young Lawyers Division

Fellows Member

Assembly Speaker, 1977-78

Assembly Clerk, 1976-77

National Director, 1975-76

Executive Council, 1974-75

Chairman, Committee for the Protection of Civil Liberties and Civil Rights, 1974-75

Editorial Board of Barristers, 1974-75

The Fellows of the American Bar Foundation, Life Member 4

American Board of Trial Advocates (ABOTA)

National Board Member, 2003

Co-Chair, Membership Diversity Committee, 2003

Member, 2003-

American Judicature Society

Board of Directors, 1977-81

Committee to Study Federal Judicial Selection, 1976-77

National Bar Association

President, 1983-84

President-Elect, 1982-83

Special Assistant to the President, 1981-82

National Bar Association Self-Development Fund Proposal

National Bar Association Affiliate Outreach Program Proposal

Member, Convention Committee, 1982 Annual Meeting

Subcommittee Chairman, Ads & Exhibits Member

501 C-3 Tax Exemption Committee, 1981-82

Special Assistant to the President, 1980-81

Deputy Regional Director, 1972

Life Member

State Bar of Michigan

President, 1984-85

President, Elect, 1983-84

Vice-President, 1982-83

State Bar Commissioner, 3rd Circuit, 1976-85

Executive Committee, State Bar Commissioners, 1977-85

Representative Assembly, 1972-85

Michigan Supreme Court Committee on State Bar Activities, 1984

Co-Chair Judicial Qualifications Committee, 1982-84; Member, 1974-80

Special Committee on Specialization, Advertising and Certification, 1977-83

Professional Assistance Committee, United States District Court, Eastern District, 1980-82

Chairperson, Delivery of Legal Services Committee, 1979-82

Co-Chairperson, State Bar Standing Committee on Grievance, 1977-78

Standing Committee on Lawyer's Assistance, 1977-78

Wolverine Bar Association

President, 1979-80

President-Elect, 1978-79

Second Vice-Chairman, 1974-75

Executive Board, 1972-74; 1980-81 5

Detroit Bar Association

Strategic Planning Committee, 1986-87

Co-Chairperson, Public Advisory Committee, 1973-78

Board of Directors, 1973-75

Young Lawyers Section

Chairman, 1973-74

Vice-Chairman, 1972-73

Secretary, 1971-72

International Society of Barristers

Fellow

Thomas M. Cooley Club

Member

Sixth Circuit Judicial Conference

Life Member

Federal Circuit Bar Association

Member

CIVIC/COMMUNITY ACTIVITIES

Chair, Board of Directors, Detroit Regional Chamber, 2006-07

Dean's Advisory Board, University of Detroit Mercy, 2005-08

First Vice President and Chair Mackinac Policy Conference, Detroit Regional Chamber, 2005-06

Board of Directors, Detroit Regional Chamber, 2002-09

Board of Directors, Henry Ford Health Systems, 2002

Executive Committee, The Economic Club of Detroit, 1996-

Board of Directors, Young Men's Christian Association of Metropolitan Detroit, 1991-93

Member and Trustee, Community Foundation for Southeastern Michigan, 1989-2008

Board of Directors, United Way For Southeastern Michigan, 1991-95

Board of Trustees, Olivet College, 1991-94

Vice Chairman, Board of Directors, Michigan Cancer Foundation, 1987-93

Board of Directors, Michigan Cancer Foundation, 1985-92

Board of Governors, Comprehensive Cancer Center of Metropolitan Detroit, 1985-90

Board of Directors, The Economic Club of Detroit, 1987-

Board of Directors, The Bar-Levav Educational Association, 1988-90

Old Newsboys' Goodfellow Fund, 1980-

Board of Trustees, Detroit College of Law, 1985-87

Millionaires Club, Museum of African-American History

Community Advisory Board, Omni International Hotel, Detroit, 1985-86

Board of Directors, Metropolitan Detroit Convention & Visitors Bureau, 1983-86

Detroit College of Law 50th Anniversary Commission, 1986

Member, Detroit Chamber of Commerce, 1984-85 6

Finance Committee, Carl Levin for U.S. Senate Re-Election, 1984
Legal Advisor, "Good Afternoon Detroit," WXYZ-TV (ABC), 1982-84
Board Member, State Board of Ethics, State of Michigan, 1979-83
Board of Directors, Legal Aid and Defenders Association of Detroit, 1980-82
Campaign Director, George W. Crockett, Jr., U.S. Congress, 13th District, 1980, 1982
Host "Inside Straight," WJLB-FM 98 Radio, 1981-82
Executive Finance Committee, Donald W. Riegle for U.S. Senate Re-Election, 1982
Finance Committee, James J. Blanchard for Governor of Michigan, 1982
Finance Committee, William Lucas for Wayne County Executive, 1982
General Counsel, Re-Election of Coleman A. Young for Mayor, City of Detroit, 1981
Campaign Director, Shirley Robinson Hall, Clerk, City of Detroit, 1981
Co-Chairman, Metropolitan Detroit Community Coalition for the Democratic Party, 1979-80
Secretary, Detroit School District, United States District Court Monitoring Commissioner, 1978
Director, Detroit Get-Out-The-Vote Campaign, Michigan Democratic Party, 1978
Detroit Taxi Cab Commission, 1976-78
Campaign Manager, Coleman A. Young for Mayor of Detroit, 1977
Host, "Issues," WXYZ-TV (ABC), 1974-76
Campaign Manager, Samuel C. Gardner, Judge of Recorder's Court, 1972
Metro Campaign Manager, Richard H. Austin for Secretary of State, 1970
NAACP, Life Member

PUBLICATIONS

Address, "On the Importance of Lawyers," International Society of Barristers, Vol. 40, No. 2, April 2005

Author, "Remarks by Dennis Archer at The University of Alabama School of Law, Farrah Law Society Banquet, February 27, 2004," The Journal of the Legal Profession, Vol. 28, No. 1, Spring 2004

Author, "Inspiring Confidence Through Diversity," The European Lawyer, Issue 34, Dec 2003/Jan 2004 Author, "The Value of Diversity: What the Legal Profession Must/Should do to Stay Ahead of the Curve,"

South Dakota Law Review, Vol. 48, Issue I, 2003

Member, National Research Council Policy Division, Committee on Harnessing Science and Technology for America's Economic Future which published "Harnessing Science and Technology for America's Economic Future," 1999

Address, "The Lesson of Detroit, Never Underestimate a City," Vital Speeches of the Day, March 1998

Mayoral Inaugural Address, Vital Issues - The Journal of African American Speeches, Vol. IV, No. 1 & 2,

1994

Author, "Challenges Facing Urban America," The Urban Lawyer, Vol. 26, No. 2, Spring 1994

Co-Author, "Guaranteeing Liberty and Justice for All," Interwoven Destinies, Cities and the Nation, 1993

Author, "The Importance of Law Reviews to the Judiciary and the Bar," Detroit College of Law Review,

Vol. 1, Spring 1991

Author, "Developing a Successful Minority Counsel Program," acca Docket, The Journal of the American

Corporation Counsel Association, Vol. 6, No. 3, Summer 1988

Author, "Prepaid Legal Services . . . An Idea Whose Time Has Come," Detroit College of Law Review,

Vol. 4, Winter 1983

Author, "Blackballed -- A Case Against Private Clubs," Barrister, Summer 1983

Co-Author, "Prepaid Grows Up - A Benefit Whose Time Has Come," Barrister, Winter 1982

Co-Author, "Alternative Financing of Legal Services to the Poor," Michigan Bar Journal, Vol. 61, No. 9,

September 1982

Contributor, Final Report of the Special Committee to Survey Legal Needs, American Bar Association, 7

1978

Author, "Criminal Exposure of Physician Assistants," The Journal of Legal Medicine, Vol. 3, No. 10,

November/December 1975

Author, "Criminal Lawyers be Prepared - Court Reflecting Mood of Country," The Detroit Lawyer, Vol.

42, No. 1, January 1974

LECTURES

St. John's University School of Law, Distinguished Jurist-in-Residence Program, October 2008

James P. White Lecture, Indiana University School of Law, October 2003

Gunderson Lecture, University of South Dakota Law School, April 2002

The Haworth College of Business, Distinguished Speaker Series, Western Michigan University, March

1997

William K. McNally Memorial Lecture, University of Michigan School of Business Administration,

January 1996

ICLE Seminar, Winning Advocacy Techniques at the Appellate Level, December 1990

Thomas F. Ryan Lecture, Georgetown University Law Center, November 1990

1990-91 Kormendy Lecture, Ohio Northern University School of Law, April 1990

Distinguished Jurist-in-Residence, Hamline University School of Law, October 1989

Fifth Annual NAACP Clarence M. Mitchell, Jr. Memorial Lecture, July 1989

Lecturer - "Public Policy--Legislators and the Obligation of the Bar," Georgia Trial Lawyers Association,

March 1988

Martin Luther King-Cesar Chavez-Rosa Parks Visiting Professor, Northern Michigan University, September 1987

Mellon Lecture, University of Pittsburgh School of Law, January 1986

HONORARY DEGREES

Honorary Doctor of Laws, State University of New York - University at Albany, May 2008

Honorary Doctor of Laws, New York Law School, May 2008

Honorary Associate in Arts & Sciences, Schoolcraft College, May 2006

Honorary Doctor of Laws, University of Connecticut School of Law, May 2004

Honorary Doctor of Laws Degree, Temple University, May 2004

Honorary Doctor of Laws Degree, Stetson University College of Law, December 2003
Honorary Doctor of Laws Degree, John Marshall School of Law, June 2002
Honorary Doctor of Laws Degree, University of Baltimore School of Law, May 2002
Honorary Doctor of Laws Degree, Wayne State University Law School, May 2002
Honorary Doctor of Humane Letters, Siena Heights University, May 2000
Honorary Doctor of Laws Degree, Hamline University, May 2000
Honorary Doctor of Laws Degree, Marygrove College, May 1997
Honorary Doctor of Education, Madonna University, May 1997
Honorary Doctor of Laws Degree, Aquinas College, May 1996
Honorary Doctor of Public Service, Eastern Michigan University, April 1994
Honorary Doctor of Laws Degree, University of Michigan, April 1994
Honorary Doctor of Laws Degree, Gonzaga University, May 1991
Honorary Doctor of Laws Degree, The John Marshall Law School, January 1991
Honorary Doctor of Laws Degree, University of Detroit School of Law, May 1988
Honorary Doctor of Laws Degree, Detroit College of Law, January 1988
Honorary Doctor of Laws Degree, Western Michigan University, April 1987 8

SPECIAL ACHIEVEMENTS/HONORS

American Lawyer Lifetime Achievement Award, Oct. 2009

"100 Managing Partners You Need to Know," Lawdragon Magazine, July 2008

"50 Most Influential Minority Lawyers in America," National Law Journal, May 2008

NAACP Lifetime Achievement Award, April 2008

Richard B. Baxter Trial Lawyer of the Year Award, Michigan Chapter ABOTA, November 2007

Lawdragon 500 Leading Lawyers in America, Lawdragon Magazine, November 2006

National Bar Association, Lawyers' Committee for Civil Rights Under Law, Distinguished Civil Rights

Advocate Award, August 2006

Michigan's Extraordinary African-American Achievers, Corp! Magazine, February 2005

Metro Exposure, "ME's Best Dressed Men of 2005," Vol. II, Issue 5

Style magazine, 20 Stylemakers, September-October 2005

Named one of the "Top 10 Lawyers of 2003" by Lawyers Weekly USA, 2003

Ebony Magazine's "57 Most Intriguing," November 2002

Silver Beaver Award, Boy Scouts of America, February 2001

"Public Officials of the Year," Governing Magazine, November 2000

"Detroit: A Business Renaissance in Motown," Black Enterprise magazine, June 1998

Award of Excellence and named 1998 Newsmaker of the Year, Engineering News-Record magazine, 1998

"The 25 Most Dynamic Mayors in America," Newsweek, November 1996

"1996 Constructor of the Year," The Associated General Contractors of America, Greater Detroit Chapter

"50 Great Americans," Marquis Who's Who, Spring 1996

Spirit of Excellence Award, American Bar Association, Center for Policy Alternatives, 1996

"50 Great Americans," Marquis Who's Who Golden 50th Edition, Winter 1995/96

Washington Bar Association, Charles Hamilton Houston Medallion of Merit, May 1995

Alpha Award of Merit, Alpha Phi Alpha Fraternity, Inc., August 1994

Ebony Magazine, Detroit . . . Dennis Archer Replaces Coleman Young, February 1994

The National Law Journal, 100 Most Influential Lawyers In America, March 1991

Wade Hampton McCree Award - Federal Bar Association, Detroit Chapter, December 1990

Named "Most Respected Judge in Michigan," Michigan Lawyers Weekly, April 1990

Recipient of Histadrut Menorah Award, Afro-Asian Institute of Israel, 1989
Distinguished Achievement Award, Tuskegee Airmen, October 1989
Man of the Year Award, Optimist Club of Central Detroit, 1989
"Dennis W. Archer Drive," street named on campus, Western Michigan University, 1989
Distinguished Alumni Award, Detroit College of Law, December 1988
C. Francis Stradford Award, National Bar Association, August 1988
D. Augustus Straker Award, Wolverine Bar Association, 1986
Spirit of Detroit Award, April 1986
Man of the Year Award, Police Officer's Association of Michigan, 1986
Probity Merit Award, Quinn Chapel A.M.E. Church, Cassopolis, Michigan, 1986
Distinguished Achievement Award, National Association for the Advancement of Colored People, Detroit Branch, November 1985
Community Service Award, Detroit Urban Center, December 1985
Outstanding Citizen Award, Sportsman Big 10 Club, 1985
The National Law Journal, 100 Most Powerful Attorneys in the United States, April 1985
Ebony Magazine, 100 Most Influential Black Americans, May 1984, 1994-2000 9

Western Michigan University Distinguished Alumnus Award, 1982

Co-Winner, American Bar Association Personal Finance Annual Appellate Court Argument,
1976

CLUBS AND ORGANIZATIONS

100 Black Men, Detroit Chapter

Sigma Pi Phi - Iota Boule

Alpha Phi Alpha Fraternity, Inc.

The Association

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