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January 22, 2016

Via Electronic Mail

Mr. Keith E. (Chuck) Roberts, Jr.
Roberts PC
104 E. Roosevelt Road
Suite 202
Wheaton, IL 60187

Dear Mr. Roberts:

I am responding to your January 18, 2016 letter on behalf of Erin Birt, Joseph Wozniak, and Dianne McGuire requesting that Rathje & Woodward, LLC produce a very large volume of documents to your office by today. Many of the documents you have requested have already been made available to your clients as part of Rathje & Woodward's representation of the College of DuPage ("COD"). As set forth more fully below, we are prepared to produce additional documents if our client (*i.e.* the full Board of Trustees) authorizes us to do so. A few points should be made.

First, your clients' request for "every" document that relates to "every" aspect of Rathje & Woodward's representation of COD (and then some) is both unnecessary and wasteful. As we have told your clients many times in the past, we stand ready to meet with them and answer questions they have regarding our representation of COD. Your clients have never called to arrange any such meetings. Nor have they ever identified any specific time entries on our invoices on which they desire additional information. Moreover, Rathje & Woodward attorneys have been present at every Board meeting and have answered all questions asked during closed session regarding legal matters.

Second, many of the documents you are requesting have already been requested by the full Board of Trustees and provided to the full Board, including your clients. For example, Trustees Birt, McGuire and Wozniak already have all of Rathje & Woodward's fee invoices. Similarly, we have already provided Rathje & Woodward's conflict waivers, final memoranda and court pleadings to Trustees Birt, McGuire, and Wozniak. That production was supplemented as recently as last week. If there are any specific memoranda or pleadings they feel have not been produced, we invite them to make that known to us, and we will endeavor to gather those documents.

Third, much of what you have requested is privileged. We cannot produce those documents to your office, because to do so would amount to an unauthorized waiver of that privilege. No individual Trustee has the power to waive the College's privilege, or demand that privileged documents be produced to third parties such as your office. Moreover, some of the documents you are requesting (*e.g.*, internal communications within Rathje & Woodward) are

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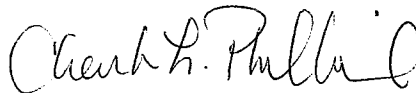
documents you are requesting (*e.g.*, internal communications within Rathje & Woodward) are protected work product. On this point, we are particularly concerned with disclosure to your office because we are informed that you may also represent Trustee Birt in connection with the ongoing grand jury investigation. We ask that you advise us whether this understanding is correct, and whether you view this as a conflict of interest.

Fourth, our client is the full Board of Trustees, and we must abide by the direction of the full Board. The full Board has directed Rathje & Woodward to decline to respond to “kitchen sink” type document requests from individual Trustees. In light of that, we have an obligation to obtain authorization from the full Board before responding to your request.

Finally, we estimate the cost of gathering and obtaining these documents to be in excess of \$15,000. Any expenditure in excess of that amount requires full Board approval. This is yet another independent reason why we must first seek Board approval before responding to your request. On this point, I also note that Rathje & Woodward has not been paid for any work performed after September 30, 2015. That means we have been working without getting paid for nearly four months. That only heightens our reluctance to take on a task of this magnitude without express direction from the Board.

In summary, we believe we must obtain authorization from our client before responding to your request. We intend to bring this subject before the Board at its next meeting, and request direction from the full Board at that time. In the meantime, if your clients have specific questions regarding our invoices or our work, I encourage you (or them) to contact us. Please contact me if you have any questions

Very truly yours, .



Charles L. Philbrick

CLP/vl

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January 22, 2016

VIA EMAIL: chuckroberts@robertspc.com

Chuck Roberts
Roberts PC
104 East Roosevelt Road, Suite 202
Wheaton, IL 60187

Re: *College of DuPage*

Dear Mr. Roberts:

This is in response to your request to us to produce to you the documents and communications related to our representation of the College of DuPage. We will make all documents available to any Trustee upon receiving the authority of the Board and the agreement of the Board to pay the fees necessary to comply with the request. Please understand that we cannot produce them to you or to your office because doing so would result in a waiver of the attorney-client privilege.

Since we were retained we have worked on some 30 matters on behalf of the College. In all of those matters we have generated, literally, hundreds of thousands of documents, electronic or otherwise, that would be responsive to the Trustees' request.

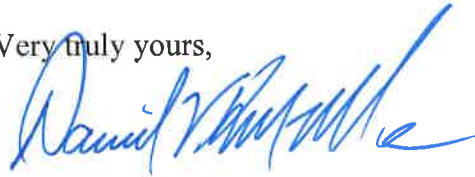
As the Trustees know, the Board has directed that this level of production of documents to individual Trustees would not be necessary and would, in fact, be a burden on counsel and result in unnecessary expenditures of attorneys' fees. You should know that we estimate that our fees for finding, reviewing and producing the documents requested would be at least \$20,000. Understand that our office has been handling almost all of the litigation, the labor relations, issues arising under SURS, the employment issues as well as the internal investigations of the College. Finding, reviewing and producing the requested documents would be a large task that would require professional time as we would have to separate the College's material from that of our other clients, isolate the documents that are responsive to the requests and screen the hundreds of thousands of documents, electronic and otherwise, for work product, which we would not be required to produce.

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We are willing to undertake the task of doing so, but need to make sure we will be paid for it. We also need to make sure that the Board is authorizing it in light of the Board's previous direction to us.

As soon as the Board gives us the authorization to begin we will initiate our production.

Very truly yours,



Daniel V. Kinsella

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Enclosure
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