

B1 (Official Form 1) (12/11)

UNITED STATES BANKRUPTCY COURT Southern District of New York		VOLUNTARY PETITION
Name of Debtor (if individual, enter Last, First, Middle): <b>Dewey &amp; LeBoeuf LLP</b>		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): <b>Dewey Ballantine LLP; LeBoeuf, Lamb, Greene &amp; MacRae LLP</b>		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): <b>13-5608594</b>		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): <b>1301 Avenue of the Americas New York, New York</b> <div style="text-align: right;">ZIP CODE <b>10019</b></div>		Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>
County of Residence or of the Principal Place of Business: <b>New York</b>		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right;">ZIP CODE</div>		
<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
<b>Chapter 15 Debtors</b> Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:	<b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).	<b>Nature of Debts</b> (Check one box.)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
<b>Filing Fee</b> (Check one box.)  <input checked="" type="checkbox"/> Full Filing Fee attached.  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		<b>Chapter 11 Debtors</b>  <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter).  <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
<b>Statistical/Administrative Information</b>  <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
<b>Estimated Number of Creditors</b> <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input checked="" type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000		
<b>Estimated Assets</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
<b>Estimated Liabilities</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>Dewey &amp; LeBoeuf LLP</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)</b>			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)</b>			
Name of Debtor:	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<p style="text-align: center;"><b>Exhibit A</b></p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>		<p style="text-align: center;"><b>Exhibit B</b></p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____                  Signature of Attorney for Debtor(s) (Date)</p>	
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

<p><b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i></p>	<p>Name of Debtor(s): Dewey &amp; LeBoeuf LLP</p>
<b>Signatures</b>	
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
<p style="text-align: center;"><b>Signature of Attorney*</b></p> <p>X <u>/s/ Albert Togut</u> Signature of Attorney for Debtor(s) <u>Albert Togut</u> Printed Name of Attorney for Debtor(s) <u>Togut, Segal &amp; Segal LLP</u> Firm Name <u>One Penn Plaza, Suite 3335</u> <u>New York, NY 10119</u> Address <u>(212) 594-5000</u> Telephone Number <u>05/28/2012</u> Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ Signature</p> <p>_____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p>
<p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X <u>/s/ Jonathan A. Mitchell</u> Signature of Authorized Individual <u>Jonathan A. Mitchell</u> Printed Name of Authorized Individual <u>Chief Restructuring Officer</u> Title of Authorized Individual <u>05/28/2012</u> Date</p>	

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In re: : Chapter 11  
DEWEY & LEBOEUF LLP, : Case No. 12-\_\_\_\_ ( )  
Debtor. :  
-----X

**LIST OF 20 LARGEST UNSECURED CLAIMS**

Attached is a list of creditors holding the twenty (20) largest unsecured claims against the above-captioned debtor (the "Debtor"). The list has been prepared from the unaudited books and records of the Debtor. The list has been prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in the Debtor's chapter 11 case. The list does not include: (i) persons who fall within the definition of "insider" set forth in 11 U.S.C. § 101(31), or (ii) secured creditors who may have deficiency claims. The information contained herein shall not constitute an admission of liability by, nor is it binding on, the Debtor. Moreover, nothing herein shall affect the Debtor's right to challenge the amount or characterization of any claim at a later date.

## Top Twenty Unsecured Creditors

No.	Vendor Name	Address	Nature of Claim	Phone	Facsimile	E-mail	Claim Amount
1	Pension Benefit Guaranty Corporation	1200 K Street, N.W. Washington, DC 20005	Pension Claim	202-326-4020	202-326-4112	Wagner.Scott@pbgc.gov	\$80,000,000*
2	1301 Properties Owner LP	1633 Broadway, Suite 1801 New York, NY 10019	Property Taxes / May Rent	212-237-3105		VMessina@paramount-group.com	\$3,778,350
3	Thompson Reuters	610 Opperman Drive Eagan, MN 55123	Library Services - Legal Research	651-848-7836	651-687-8313	Chris.Cartrett@thomsonreuters.com	\$2,362,869
4	Bank of America	CA5-7055-08-01555 555 California Street, 8th Fl. San Francisco, CA 94104	Credit Card	415-622-9688	415-953-8153	Daniel.Weiss@bankofamerica.com	\$2,142,000
5	HireCounsel	575 Madison Ave. New York, NY 10022	Outsourced Staffing	646-356-0510	646-356-0545	LMestel@mestel.com	\$1,557,371
6	Lexis-Nexis	125 Park Ave. Suite 2200 New York, NY 10017	Library Services - Legal Research	212-309-8100	800-437-8674	Carolyn.Ullerick@lexisnexis.com	\$1,412,966
7	Corrao Miller Wiesenthal Legal Search Consultants, Inc.	845 Third Ave. New York, NY 10022	Outsourced Staffing	212-328-6182		rmiller@cmwsearch.com	\$1,325,000
8	1101 New York Holding LLC c/o Louis Dreyfus Properties LLC	1101 New York Ave NW, Suite 909 Washington, DC 20005	May Rent	201-470-4700	202-449-2507	DHapp@pgp.us.com	\$830,789
9	Diamond Personnel, LLC	352 Seventh Avenue, 3rd Fl. New York, NY 10001	Outsourced Staffing	212-631-7520	212-631-7538	RSamlin@diamondjob.com	\$740,519
10	Flik International Corp. Compass Group Usa	3 International Drive, #200 Rye Brook, NY 10573	Dining Services	914-935-5361	845-853-1550	Scott.Davis@compass-usa.com	\$673,310
11	HBR Consulting LLC	311 South Wacker Drive, 22nd Fl. Chicago, IL 60606	Consulting Services	312-201-8400		CPetrini-Poli@hbrconsulting.com	\$656,683
12	CCH Incorporated / Wolters Kluwer Law & Business	2700 Lake Cook Rd. Riverwoods, IL 60015	Library Services - Legal Research			mike.sabbatis@wolterskluwer.com	\$653,059
13	McMorrow & Saverese	7299 Happy Canyon Road Santa Ynez, CA 93460	Recruiting Services	805-693-0043		ralphs@mcmsav.com	\$635,000
14	Williams Lea	1 Dag Hammarskjöld Plaza, 8th Fl. New York, NY 10017	Outsourced Staffing / Equipment	212-351-9000	212-351-9021	Ken.Amman@williamslea.com	\$550,393
15	Commerzbank AG	2 World Financial Center, 31st Fl. New York, NY 10281	May Rent	212-266-7200		robert.vassallo@commerzbank.com	\$512,063
16	Shook, Hardy & Bacon LLP	Kansas City, MO 64108	Services	816-474-6550	816-421-5547	JMurphy@shb.com	\$473,696
17	Adams Grayson Corporation	1625 Eye Street, NW., Suite 600 Washington, DC 20006	Outsourced Staffing	202-828-1112	202-828-1100	PGronvall@adamsgrayson.com	\$422,696
18	Emily L. Saffitz	82 Washington Place, 2B New York, NY 10011	Severence Arrangement	212-751-3171	214-880-3128	Emily.Saffitz@tklaw.com	\$416,667

**Top Twenty Unsecured Creditors**

No.	Vendor Name	Address	Nature of Claim	Phone	Facsimile	E-mail	Claim Amount
19	Swiss Post Solutions	10 E. 40th Street, 9th Floor New York, NY 10016	Outsourced Staffing/Equipment	212-204-0990		art.tatge@swisspost.com	\$392,601
20	GE Asset Management	1600 Summer Street, #3 Stamford, CT 06905	Refund for Legal Services	203-326-2300		Matthew.Simpson@ge.com	\$362,171
<b>Notes</b>							
* Potential liability for underfunded pension plans, as alleged in suit brought by Pension Benefit Guaranty Corporation.							
The amounts set forth on this Exhibit represent estimated amounts as of the Petition Date and shall not constitute an admission of liability by, nor is it binding, on the Debtor.							

**DECLARATION CONCERNING LIST OF CREDITORS HOLDING TWENTY  
LARGEST UNSECURED CLAIMS AGAINST DEWEY & LEBOEUF LLP**

I, the undersigned Chief Restructuring Officer of the Debtor in this case, declare under penalty of perjury that I have reviewed the foregoing List of Creditors Holding Twenty Largest Unsecured Claims and that the list is true and correct to the best of my information and belief.

Dated: May 28, 2012

/s/ Jonathan A. Mitchell  
By: Jonathan A. Mitchell  
Title: Chief Restructuring Officer

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In re: : Chapter 11  
DEWEY & LEBOEUF LLP, : Case No. 12-\_\_\_\_ ( )  
Debtor. :  
-----X

**STATEMENT CONCERNING THE LIST OF CREDITORS**

Contemporaneously herewith, the above-captioned debtor (the "Debtor") has filed a motion requesting a waiver of the requirement for filing a list of creditors pursuant to sections 105(a), 342(a) and 521(a)(1) of title 11 of the United States Code, Rules 1007(a)(1) and 2002(a), (f) and (l) of the Federal Rules of Bankruptcy Procedure, Rule 1007-1 of the Local Bankruptcy Rules for the Southern District of New York, and General Orders 1-133, M-137, M-138 and M-192 of the United States Bankruptcy Court for the Southern District of New York. The Debtor proposes to furnish its list of creditors to the proposed noticing and claims agent. The Debtor has consulted with and received the approval of the Clerk of this Court to implement the foregoing procedures. The list of creditors will contain only those creditors whose names and addresses were maintained in the Debtor's database or were otherwise ascertainable by the Debtor prior to the commencement of this case. The schedules of liabilities to be filed subsequently should be consulted for a list of the Debtor's creditors that is comprehensive and current as of the date of the commencement of this case.



**DECLARATION UNDER PENALTY OF PERJURY**

I, the undersigned Chief Restructuring Officer of the Debtor in this case, declare under penalty of perjury that I have reviewed the foregoing statement regarding the list of creditors and that the statement is true and correct to the best of my information and belief.

Dated: May 28, 2012

/s/ Jonathan A. Mitchell  
By: Jonathan A. Mitchell  
Title: Chief Restructuring Officer

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In re: : Chapter 11  
DEWEY & LEBOEUF LLP, : Case No. 12-\_\_\_\_ ( )  
Debtor. :  
-----X

### PARTNERSHIP OWNERSHIP STATEMENT

Pursuant to Rules 1007(a) and 7007.1 of the Federal Rules of Bankruptcy Procedure and Rule 1007-3 of the Local Bankruptcy Rules for the Southern District of New York, and to enable the Judges to evaluate possible disqualifications or recusals, on behalf of Dewey & LeBoeuf LLP (the "Debtor"), the undersigned states that (i) there are no persons or entities that directly or indirectly owns 10% or more of the Debtor's partnership interest, and (ii) the Debtor does not directly or indirectly own 10% or more of any class of any publicly traded corporation's equity interests.

The Debtor conducted international operations through the following directly or indirectly wholly-owned subsidiaries:

1. DL International Holdings LLC
2. Dewey & LeBoeuf International Services Company LLC
3. Dewey & LeBoeuf Brazil LLC
4. Dewey & LeBoeuf, S.L.
5. Dewey & LeBoeuf (UK) Ltd.
6. Dewey & LeBoeuf Servicos de Consultoria Ltda.

**DECLARATION UNDER PENALTY OF PERJURY**

I, the undersigned the Chief Restructuring Officer of the Debtor in this case, declare under penalty of perjury that I have reviewed the foregoing Partnership Ownership Statement and that the list is true and correct to the best of my information and belief.

Dated: May 28, 2012

/s/ Jonathan A. Mitchell  
By: Jonathan A. Mitchell  
Title: Chief Restructuring Officer

**RESOLUTION**

The undersigned, as General Counsel to Dewey & LeBoeuf LLP, a limited liability partnership duly organized under the laws of the State of New York (the "Partnership"), and a member of its Wind-Down Committee, does hereby certify that at a duly called meeting of the Wind-Down Committee convened on May 22, 2012, the following resolutions were adopted, and they have not been modified or rescinded, and are still in full force and effect:

**"RESOLVED**, that in the judgment of the Wind-Down Committee, it is desirable and in the best interest of the Partnership that Jonathan A. Mitchell, in his capacity as the Chief Restructuring Officer of the Partnership, be empowered to cause a petition under Chapter 11 of the United States Bankruptcy Code to be filed by the Partnership in the event and upon such date as he deems necessary and appropriate for the protection of the Partnership and the preservation of its assets; and it is further

**RESOLVED**, that Jonathan A. Mitchell, Chief Restructuring Officer of the Partnership, be, and he hereby is, authorized to execute and file all petitions, schedules, lists and other papers and to take any and all action which he may deem necessary or proper in connection with such proceeding under Chapter 11 and, in that connection, to retain and employ Togut, Segal & Segal LLP as the Partnership's general bankruptcy counsel, and to retain and employ all assistance by other legal counsel or otherwise which he may deem necessary or proper with a view to the successful conclusion of such Chapter 11 case."

**IN WITNESS WHEREOF**, the undersigned, having the full authority to do so, has hereunto set their hands, this 22<sup>nd</sup> day of May, 2012.

By: /s/ Janis M. Meyer  
Janis M. Meyer  
Partner and General Counsel  
Member of the Wind-Down Committee  
of Dewey & LeBoeuf LLP