

**OFFICE OF THE BAR COUNSEL**  
BOARD OF BAR OVERSEERS OF THE SUPREME JUDICIAL COURT  
99 High Street  
Boston, Massachusetts 02110  
(617) 728-8750  
Fax: (617) 482-2992  
[www.mass.gov/obcbbo](http://www.mass.gov/obcbbo)

November 2, 2006

Frank P. Karkota  
17 Cowdry Hill Road  
Westford, MA 01866

RE: BBO File No(s). B2-06-(9)222 (George J. Nader, Esq. &  
Edmund Polubinski, Jr., Esq.)

Dear Mr. Karkota:

I have reviewed and investigated your allegations of misconduct regarding Attorneys George J. Nader and Edmund Polubinski, Jr. Enclosed please find for your information, copies of Attorneys Polubinski's and Nader's response to your grievance.

You have requested that we conduct an investigation of criminal activity. We have no authority to conduct criminal investigations.

In connection with the disciplinary matters it appears there was an objectively reasonable basis for filing a Chapter 11 on March 21, 2003 as set forth in the history described by the tax payer advocate, substantial unsecured debt and the company's inability to remain current in payroll, payroll tax withholding or payment to suppliers.

It was not a crime or unethical for Attorney Polubinski to recommend that the one time significant cash infusion that you received in March 2003 be first applied to unpaid payroll, payroll taxes and critical suppliers prior to application of unpaid IRS taxes. Even if his advice was wrong, it was not unethical.

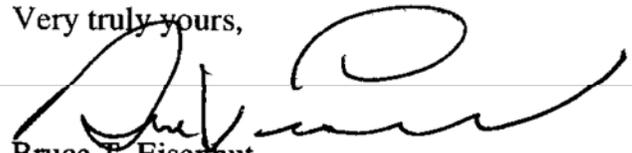
Even if an IRS seizure was not imminent, it was inevitable by any objective analysis. Accordingly, we could not prove that the advice to file a Chapter 11 was for any improper purpose or conspiracy.

This file has been closed without disciplinary action.

Frank P. Karkota  
November 2, 2006  
Page Two

Enclosed please find a copy of a letter from the Chair of the Board of Bar Overseers advising you of your right to have this decision reviewed by a member of the Board.

Very truly yours,

A handwritten signature in black ink, appearing to read "Bruce F. Eisenmut". The signature is fluid and cursive, with a large initial "B" and "E".

Bruce F. Eisenmut  
Assistant Bar Counsel

BTE/tms  
Enclosure  
cc: George J. Nader, Esq.  
Edmund Polubinski, Jr., Esq.

# BOARD OF BAR OVERSEERS

*of the Supreme Judicial Court*

99 HIGH STREET  
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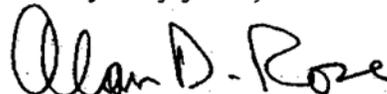
Dear Claimant:

As indicated by the enclosed letter, your grievance has been closed after investigation by the Office of Bar Counsel. This letter is written to inform you of your right, under the Rules of the Board of Bar Overseers, to request review of that decision by a member of the Board. The Board has a staff of its own and functions independently of the Office of Bar Counsel.

If you are dissatisfied with Bar Counsel's decision regarding your grievance, you may request that an independent review be made of the decision by a member of the Board. In that event, Bar Counsel will transmit your file to the office of the Board. Upon concluding his or her review, the Board member may conclude that Bar Counsel was correct in closing the file. If so, that will end the matter, since the Supreme Judicial Court has held that there is no appeal from a decision by the Board not to bring disciplinary charges against an attorney. Binns v. Board of Bar Overseers, 1 Mass. Att'y. Disc. R. 27, 28 (1976). Alternatively, the reviewing Board member may direct Bar Counsel to bring disciplinary charges or to reopen the file for further investigation.

If you wish the Board to review your complaint, you must file a written request no later than fourteen (14) days after the date of the enclosed letter from the Office of Bar Counsel. Your request for Board review should be sent to Office of Bar Counsel, Review Department, 99 High Street, Boston, Massachusetts 02110.

Very truly yours,



Alan D. Rose  
Chair

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November 2, 2006

PERSONAL AND CONFIDENTIAL

Edmund Polubinski, Jr, Esq.  
Lyne Woodworth & Evarts LLP  
600 Atlantic Avenue  
Boston MA 02210

RE: BBO File No(s). B2-06-9222 (Frank P. Karkota)

Dear Mr. Polubinski:

Enclosed please find a copy of a letter sent to Frank P. Karkota in the above matter.

This file has been closed without disciplinary action. All records in this office indicate that it was docketed administratively as a grievance, defined by the Rules of the Board of Bar Overseers, Section 1.2, as "a statement of alleged misconduct or request for investigation." A "formal complaint" is a grievance that has been docketed as a formal complaint for any of the reasons stated in Section 2.4 of the Board Rules.

Thank you for your cooperation.

Very truly yours,



Bruce T. Eisenhut  
Assistant Bar Counsel

BTE/tms  
Enclosure