

**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 16, 2006

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

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

Dear Mr. Karkota:

This letter will serve to confirm that I am in receipt of your letter dated November 1, 2006 addressed to Alan D. Rose, Chair of the Board of Bar Overseers.

I enclose for your information, additional copies of Attorneys Polubinski's and Nader's response to your grievance.

Please be advised that the file is being prepared and will be submitted to the Board for review. Once the file has been reviewed by a reviewing board member, you will be notified in writing of their decision.

Very truly yours,



Bruce T. Eisenhut  
Assistant Bar Counsel

BTE/tms  
Enclosures

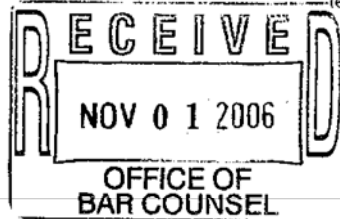
**LYNE, WOODWORTH & EVARTS LLP**

FEDERAL RESERVE PLAZA  
600 ATLANTIC AVENUE  
BOSTON, MASSACHUSETTS 02210  
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EDMUND POLUBINSKI, JR.

EMAIL: epolubinski@welaw.com



November 1, 2006

Bruce T. Eisenhut, Esq.  
Office of Bar Counsel  
99 High Street  
Boston, MA 02110

Re: BBO File No (s). B2-06-(9)222 (Frank P. Karkota)

Dear Mr. Eisenhut:

This is in response to your letter to me dated October 13, 2006. Neither your letter nor Mr. Karkota's complaint alleges any misconduct by me but I will attempt to address the issues set forth in Mr. Karkota's complaint as I see them.

Mr. Karkota was introduced to me by a client of mine, Ernest Brown. Mr. Karkota was the president and I believe the sole shareholder and director of ComPol, Inc. ("Company"), a corporation located in Mason, New Hampshire. I introduced Mr. Karkota to my colleague at Zimble & Brettler, LLP, George J. Nader, Esq. as Mr. Brown had told me that the Company was in serious financial difficulty. Mr. Nader was then and is experienced in work outs and in bankruptcy matters.

At an early point, I found that the Company had a serious problem with the Internal Revenue Service ("IRS"). I have no recollection of Mr. Karkota signing a power of attorney on behalf of the Company in my favor, but because I did represent him in connection with the Company's IRS issues, it makes sense that I asked him to execute such a power of attorney. I appeared with Mr. Karkota before a Ms. Perron at an IRS office in Nashua, New Hampshire and my best recollection was that I left there feeling that there was no danger of imminent seizure of the Company's property.

I recall Mr. Karkota receiving a sizable check and recall telling him to deposit it in a separate account in a bank that neither the Company nor Mr. Karkota had used before. I did this to make it more difficult for the IRS to discover the funds and seize them. I counseled him to pay his employees because I felt he might be subject to criminal liability if he did not. Furthermore, the Company depended upon its employees to build its products. I also counseled him to pay certain suppliers and/or utilities that would not, without payment, provide him with necessary goods, services and utilities. I asked him

for a \$2,000 retainer. The foregoing steps were consistent with the effort, initially, to avoid bankruptcy.

At some point, thereafter, someone, either Mr. Nader or Mr. Karkota told me in a meeting that the IRS was about to seize the Company's assets. I was not notified by a representative of the IRS of an immanent seizure but remember distinctly someone at that meeting saying that seizure was immanent. I recall no specifics of the discussion regarding the consequences of filing a Chapter 11 petition except that it occurred in the conference room at Zimble & Brettler, LLP with Mr. Karkota, Mr. Nader and I present. It probably occurred at the same meeting at which the immanent seizure was discussed. It is my recollection that when the decision to file for bankruptcy was made at the foregoing meeting and contrary to Mr. Karkota's recollection, Mr. Nader had not yet prepared the necessary bankruptcy documents. I recall suggesting Steven Solomon, Esq. as local counsel in New Hampshire. I have a recollection of Mr. Nader preparing bankruptcy filing documents thereafter. I believe but I am not certain that I was told that the documents would be signed by Mr. Karkota in Mason, New Hampshire on the day after the foregoing meeting and that the filing would occur thereafter in New Hampshire.

Mr. Nader was and is a very capable bankruptcy attorney and I limit my practice to corporations and business litigation. I, therefore, had very little to do with the Company's case after it filed for Chapter 11 except as set forth below.

Mr. Karkota's letter mentions Thomas A. Weber and identifies him as a member of the law firm. Mr. Weber is a businessman and a friend whom I had recommended to Mr. Nader and whom Mr. Nader had used in a prior bankruptcy. Mr. Nader told me he was using Mr. Weber to prepare reports and the like for the Company's bankruptcy.

Mr. Karkota mentions that "the attorneys brought in a potential investor, Jeff Cosman. . ." I have no knowledge of this and of a Mr. Cosman. At one point in time during the Company's bankruptcy I did prepare documents for a possible partner from India who was residing in Canada whom Mr. Karkota had met, but this partnership did not materialize. The potential partner's name was not Cosman.

I have no knowledge of the balance of the case, except that I am aware that the reorganization was successful. I received no complaints about the Company's case in bankruptcy and I have no doubt that Mr. Nader handled the matter with the capability and integrity he has always shown me.

Very truly yours,



Edmund Polubinski, Jr.

**RILEY & DEVER, P.C.**

**ATTORNEYS AT LAW**

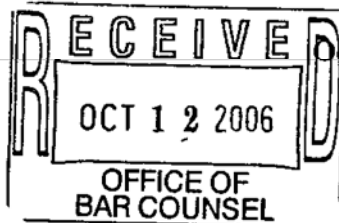
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George J. Nader  
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October 11, 2006

BY FEDERAL EXPRESS

Bruce T. Eisenhut, Esq.  
Office of the Bar Counsel  
99 High Street  
Boston, MA 02110

Re: BBO File No. B2-06-0222 (Frank P. Karkota)

Dear Mr. Eisenhut:

This serves as a response to your letter to me dated September 21, 2006 concerning the correspondence received by the Office of the Bar Counsel from Mr. Frank Karkota.

First, I never told Mr. Karkota that the IRS had issued a seizure for March 21, 2003, as I never had any such information. My recollection is that sometime in February or March of 2003, Mr. Karkota hired attorney Edmund Polubinski, who at the time was a colleague of mine at Zimble & Brettler, LLP, to negotiate with the IRS with respect to unpaid taxes owed by Compol, Inc. I was never hired by Mr. Karkota to negotiate with the IRS and I do not believe I ever spoke to anyone at the IRS or had any negotiations with the IRS concerning either Frank Karkota or Compol, Inc., prior to Compol's Chapter 11 filing on March 21, 2003.

I was in communication with Mr. Polubinski concerning his negotiation with the IRS during February and March 2003. At some point in March 2003, I was informed by both Mr. Polubinski that he was unable to reach a settlement with the IRS, and that the IRS would not cancel its collection action against Compol, Inc. Prior to this time, I had discussions with both Mr. Polubinski and Mr. Karkota concerning the financial problems Compol was experiencing including significant IRS debt, as well as \$180,000 in unsecured debt. We discussed the consequences of filing a Chapter 11 bankruptcy during these discussions, as well as alternatives to a bankruptcy filing. After the negotiations with the IRS came to an end (as told to me by Mr. Polubinski and Mr. Karkota), Mr. Karkota made the decision to file a Chapter 11 bankruptcy for the Compol, Inc., and hired me and my firm, Zimble & Brettler, LLP, to represent the company

**RILEY & DEVER, P.C.**

October 11, 2006

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in this regard. At no time did I ever represent or agree to represent Mr. Karkota personally in any matter.

I have some recollection of being told by Mr. Polubinski that Compol received a check sometime in February or March of 2003, but that a significant amount of that money was needed to catch up on past due payroll, which at the time was several weeks in arrears.

Compol's Chapter 11 Plan of Reorganization (the "Plan") was eventually confirmed by the bankruptcy court, pursuant to which the \$180,000 unsecured debt was satisfied by the payment of a 10-20% dividend to the unsecured creditors, and proposed to pay the IRS debt over six years. All creditors of Compol, Inc. were included in the Plan, and all creditors who timely filed Proof of Claims were paid off in accordance with the Plan. The list of creditors included all creditors of Compol, Inc., and was adequately prepared.

I enclose the Final Account filed with the bankruptcy court for the Compol bankruptcy. I enclose my Fee Application filed in the Compol bankruptcy. I enclose a copy of my attorney disclosure filed in the Compol bankruptcy. All of my fees were approved by the bankruptcy court.

I have one bankers box containing the files for the Compol bankruptcy.

Several months after the Compol bankruptcy was closed, Mr. Karkota contacted me and advised me that several credit card companies were pursuing him for debts he owed personally. I informed Mr. Karkota that I did not represent him personally and that his personal obligations were separate and apart from my representation of Compol, Inc. in the Chapter 11 bankruptcy case, and that a separate engagement was required if he wanted me to represent him personally with respect to his personal matters. Mr. Karkota never retained me to represent him personally on these matters and I never undertook any work on behalf of Mr. Karkota personally.

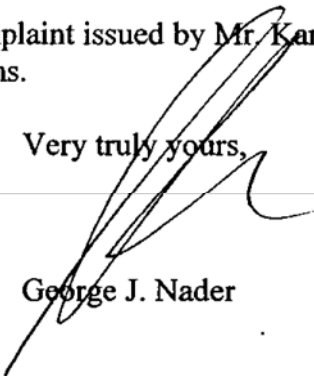
**RILEY & DEVER, P.C.**

October 11, 2006

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I hope this adequately responds to the Complaint issued by Mr. Karkota. Please feel free to contact me should you have any further questions.

Very truly yours,



George J. Nader

GJN/ms  
Enclosures

## EXHIBIT A

<u>Creditor</u>	<u>Amounts Paid</u>
Zimble & Brettler, LLP 21 Custom House Street Boston, MA 02110	\$22,470.00
Thomas Weber 15 Sullivan Street Charlestown, MA 02129	\$33,434.02
Steven Solomon, Esq. Backus, Meyer, Solomon, Rood & Branch, LLP 116 Lowell Street Manchester, NH 03105-0516	\$783.26

## ANNEX 1 - REQUEST FOR FINAL AWARD

### FEES:

1. Applicant: Zimble & Brettler, LLP  
Representing: Compol, Inc. (the "Debtor")
  2. Period of Service in this Case: 03/21/03 to 05/15/04
  3. Total Hours of Service in this Case: 104.40
  4. Avg. Hourly Rate per Fee Requested: \$250.00
  5. Total Fee Award Requested: \$26,100
  6. Retainer Credited Against Award: \$3,170
  7. Interims Credited Against Award: \$0
  8. Final Payment Requested: \$26,100
  9. Approximate Total Amount of Distribution to all Creditors to Be Made in this Case. \$100,000
- 

### EXPENSES:

1. Total Expense Reimbursement Requested: \$281.47
2. Expense Reimbursement to Date: \$281.47
3. Expense Request for Final Period: \$281.47
4. Breakdown of Item No. 3 Total:
  - a. Travel Expense: \$0
  - b. Postage: \$70.54
  - c. Photocopies (@10 cents per page): \$53.92
  - d. Express Mail/Messenger: \$10.26
  - e. Overtime Charges: \$0
  - f. Other Expenses (UCC Search): \$146.75



**EXHIBIT B****FINAL ACCOUNT  
Schedule of Disbursements**

<b>Creditor</b>	<b>Amounts Paid</b>
AMERICAN EXPRESS PO Box 7863 Ft. Lauderdale, FL 33329-7863	\$8,159.38
ADVANTA BUSINESS CARDS P.O. Box 30715 Salt Lake City, UT 84130-0715	\$3,682.98
US Bank P.O. Box 6344 Fargo, ND 58125-6344	\$1,106.07
BANK ONE First USA P.O. Box 8650 Wilmington, DE 19899-8650	\$326.69
GE Corporation P.O. Box 671747 Marietta, GA 30006-9806	\$983.95
CUI INC. P.O. Box 609 Beaverton, OR 97075-0609	\$693.92
KW MANUFACTURING 919 8th Street PO Box 508 Prague, OK 74864	\$37.36
ANTHEM Blue Cross-Blue Shield 3000 Goffs Falls Road Manchester, NH 03111-0001	\$208.83
WELLS FARGO MAC A0514-011 PO Box 90099 San Jose, CA 95109-3099	\$179.91

UPS P.O. Box 7247-0244 Philadelphia, PA 19170-0001	\$91.01
DHL Worldwide Express P.O. Box 78016 Phoenix, AZ 85062-8016	\$57.48
FEDERAL EXPRESS P.O. Box 371461 Pittsburgh, PA 15250-7461	\$51.99
SWEENEY & SWEENEY 6 Manchester Street Nashua, NH 03064	\$19.82
SAM'S CLUB/GECF PO Box 105995 Atlanta, GA 30348	\$19.82
DIGITAL RAPIDS P.O. Box 910566 St. George, UT 84791	\$19.82
QUILL P.O. Box 94081 Palatine, IL 60094-4081	\$19.82
STAPLES CREDIT Dept. 82 - 0004312377 PO Box 9020 Des Moines, IA 50368-9020	\$19.82
COMPETITIVE COMPONENTS, INC. 105 E. Brooks Ave. N. Las Vegas, NV 89030	\$199.79
EASTERN PROPANE GAS, INC. 600 School Street Winchendon, MA 01475-1920	\$79.80

UNITED STATES BANKRUPTCY COURT  
FOR THE  
DISTRICT OF NEW HAMPSHIRE

In Re:

COMPOL, INC.,

Debtor

Case No.03-10920-MWV

Chapter 11

Hearing Date:

Hearing Time:

**FINAL APPLICATION FOR ALLOWANCE OF COMPENSATION AND  
REIMBURSEMENT OF EXPENSES BY THE LAW FIRM OF  
ZIMBLE & BRETTLER, LLP AS COUNSEL TO THE DEBTOR**

George J. Nader, and the law firm of Zimble & Brettler, LLP, 21 Custom House Street, Boston, MA 02110 (the "Applicant"), counsel to the debtor-in-possession Compol, Inc. (the "Debtor") hereby file their first and final application seeking allowance of compensation for services rendered from March 21, 2003 through May 15, 2004 in the amount of \$26,100 (of which \$3,170 was paid as a retainer) and reimbursement of expenses for the same period in the amount of \$281.47. In support hereof, Applicant states as follows:

1. On March 21, 2003, the Debtor filed a voluntary petition under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code").
2. Attached hereto and marked as Annex 1 is Applicant's Request for Final Award pursuant to LBF 2016-1A , which provides a recap of the fees and expenses sought by Applicant herein.
3. On March 25, 2004, the Court entered an Order allowing Applicant to appear before the Court pro hac vice. On April 10, 2004, the Court entered an Order authorizing the Debtor to employ Applicant as its counsel under general retainer.
4. Applicant assisted the Debtor in filing its Chapter 11 case, including drafting and filing the initial petition and matrix, list of top twenty creditors, and clerk's certificate. Applicant also drafted and filed all the Debtor's schedules, statement of financial affairs, matrix; reviewed with the Debtor materials from the United States Trustee, and attended the initial conference with the United States Trustee; drafted and filed motions to employ professionals (including attorneys, local counsel, and business manager); attended the meeting of creditors under Section 341 of the

Bankruptcy Code with the Debtor; and responded to creditor inquiries. Applicant assisted the Debtor with formulating a new business plan which involved the entering into a strategic alliance with an overseas manufacturer to produce the Debtor's radio products at far less cost. This allowed the Debtor to reduce its overhead, including labor and rent. Applicant prepared a Disclosure Statement and Plan of Reorganization which proposed to pay all creditors a 10%-20% dividend on their allowed claims at the effective date of confirmation. Applicant sought and obtained approval for combining the hearings on adequacy of disclosure statement and confirmation of the plan of reorganization. Applicant consulted with the Office of the United States Trustee when preparing the disclosure statement, and as a result, there were no objections filed to either the disclosure statement or plan. Applicant caused the Debtor's disclosure statement and plan to be distributed to all creditors and parties in interest. The Debtor received sufficient votes from creditors approving the plan, and at the combined hearing obtained approval of the adequacy of the disclosure statement and confirmation of the plan. Applicant has reviewed claims and objected to claims totaling in excess of \$80,000. Applicant has made distribution to creditors as provided for by the Plan.

5. The Debtor's estate at the outset of the case consisted of certain tools, equipment, test equipment, electronics, and furniture, valued at approximately \$14,000 at liquidation. The estate at confirmation consisted of an additional \$56,000 cash infusion from the Debtor's principal Frank Karkota. Applicant's total amount of compensation sought is \$26,100.

6. Attached hereto and marked as Annex 2 is a summary of all time included in this Application prepared contemporaneously by Applicant, which sets forth:

- (i) the dates the services were rendered;
- (ii) a description of services in sufficient detail to enable the Court to find that such services were actual and necessary;
- (iii) the total billable hours spent rendering such services and the percentage of the total billable hours expended in rendering such services broken down between partners and associates;
- (iv) the identity of the person or persons rendering such services;
- (v) the normal billing rate for each of said persons providing services and a total of the amount of time spent by each person; and

(vi) the total compensation sought by each person providing the services.

7. Applicant states that the fees and expenses claimed herein belong wholly to Applicant and will not be divided, shared or pooled, either directly or indirectly with any other person or firm.

WHEREFORE, Applicant respectfully requests that the Court allow \$26,100 as compensation for services rendered, plus \$281.47 for expenses incurred, for a total amount allowed of \$26,381.47, and that it be paid that amount less the retainer received of \$3,170, for a net payment of \$23,211.47.

COMPOL, INC.  
By its attorney,

\_\_\_\_\_  
George J. Nader  
BBO #549149  
Zimble & Brettler, LLP  
21 Custom House Street  
Boston, MA 02110  
(617) 723-2222

Dated: May 17, 2004

UNITED STATES BANKRUPTCY COURT  
FOR THE  
DISTRICT OF NEW HAMPSHIRE

In Re:

COMPOL, INC.,

Debtor

Case No. 03-10920-MWV  
Chapter 11

**AFFIDAVIT OF PROPOSED ATTORNEY**

George J. Nader, being duly sworn, deposes and says that:

1. I am an attorney at law duly admitted to practice in the Commonwealth of Massachusetts and in the United States District Court for the District of Massachusetts.
2. I am a partner in the law firm of Zimble & Brettler, LLP, 21 Custom House Street, Boston, Massachusetts 02110 (the "Firm").
3. Neither I nor any member of my Firm holds or represents any interest adverse to the estate of the above-named debtor.
4. Me and my Firm's connections with the debtor, any creditor, or other party in interest, their respective attorneys and accountants are as follows: None. The Firm is not a creditor of the debtor, having waived any and all claims against the debtor. I am and each member of my Firm is a "disinterested person" as that term is defined in 11 U.S.C. Section 101(14).
5. I have not agreed to share with any person (except members of my Firm) the compensation to be paid for the services rendered in this case, except as follows: None.
6. I have received a retainer in this case in the amount of \$4,000, which sum, upon information and belief, was generated by the debtor from its earnings.
7. I shall amend this statement immediately upon learning that (A) any of the within representations are incorrect or (B) there is any change of circumstances relating thereto.
8. I have reviewed the provisions of LBR 2014.

I declare under pains and penalties of perjury that the foregoing is true and correct.

Executed this \_\_\_\_ day of March 31, 2003.

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George J. Nader  
BBO #549149  
Zimble & Brettler, LLP  
21 Custom House Street  
Boston, MA 02108  
(617) 723-2222