



Steven J. Lauwers
Attorney-At-Law
sjl@rathlaw.com
Please reply to: Concord Office

July 25, 2012

Sent Electronically

Stephen J. Judge, Esq.
Wadleigh, Starr & Peters, P.L.L.C.
85 Market Street
Manchester, NH 03101

Re: Distributech, LLC Proposal: NH State Liquor Commission RFP 2012-14

Dear Steve:

You had requested further assurance with respect to: (i) Michael Gocłowski's contractual relationship with Law Warehouses, Inc. ("Law"); and (ii) whether the information in the Distributech, LLC ("Distributech") proposal was based upon confidential information obtained from either Law or from the New Hampshire State Liquor Commission (the "Commission").

I. Absence of a Contractual Relationship with Law

As I explained yesterday, no written contractual relationship ever existed between Mr. Gocłowski and Law. As a result, there is no contractual limitation on Mr. Gocłowski's rights to compete with Law, including with respect to seeking to obtain a warehousing contract with the Commission. Any assertion by any third party to the contrary would be simply false.

While Mr. Gocłowski worked as an independent contractor for Law during the period from 1995 until October 18, 2009, this arrangement was terminated as of that date. I am attaching the text of an email from Brian Law to a wide distribution dated November 9, 2009 that clearly evidences the termination of the consulting relationship.

As an aside, to the extent that Law has in the past sought or presently seeks to prevent the Commission from conducting an open-ended RFP process to replace Law by entering into strict non-competition agreements with strategic vendors, my own view is that such a non-competition

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Rath, Young and Pignatelli, P.C.
www.rathlaw.com

One Capital Plaza
Concord, NH 03302-1500
T (603) 226-2600
F (603) 226-2700

20 Trafalgar Square
Nashua, NH 03063
T (603) 889-9952
F (603) 595-7489

54 Canal Street
Boston, MA 02114
T (617) 523-8080
F (617) 523-8855

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provision would be unenforceable as against public policy. Nonetheless, that is not the situation that we have with respect to Mr. Gocłowski.

II. Confidential and Proprietary Information in RFP Not From Commission or Law

Mr. Gocłowski has almost 30 years of in-depth experience and expertise in the wine and spirits business in New Hampshire. This includes work for a wide range of entities, including the Commission and Law. He is a well-recognized expert.

In developing the proposal, Mr. Gocłowski relied on his own deep knowledge of the relevant business, as well as on the expertise of various consultants retained on behalf of Distributech who were and are independent of both the Commission and Law. As a result, the Distributech proposal contains confidential, proprietary business information. However, this confidential, proprietary business information was developed by Mr. Gocłowski and Distributech's advisors. None of the information contained in the Distributech proposal (except for information that has been made publicly available by the Commission) was obtained from either the Commission or Law.

We trust that this letter will provide satisfactory comfort to the Commission with respect to these two questions, and we look forward to working with you through the next stages of this process.

Meanwhile, thank you for your time and attention to our proposal, including this submission.

Very truly yours,

A handwritten signature in blue ink that reads 'Steven J. Lauwers'.

Steven J. Lauwers

SJL/tmp
Enclosures

HinckleyAllenSnyder^{LLP}

ATTORNEYS AT LAW

11 South Main Street, Suite 400

Concord, NH 03301-4846

TEL: 603.225.4334

FAX: 603.224.8350

www.haslaw.com

Suzan M. Lehmann

slehmann@haslaw.com

Main: (603) 225-4334

Direct Dial: (603) 545-6144

Via Email and First Class Mail

April 26, 2012

Craig Bulkley, Director
Division of Administration
New Hampshire Liquor Commission
P.O. Box 503
Concord, NH 03302-0503

Dear Craig,

This office is counsel to Law Warehouses, Inc. ("Law") and writing to express Law's objection to the participation by either Worldcom Enterprises, Inc. ("WEI") or Michael Goclowski in the New Hampshire Liquor Commission ("Commission") RFP 2012-14 or any other matter involving the procurement of warehouse, distribution or motor transport services.

As you know, WEI is a contractor for the Commission, and it currently is developing the Commission's web ordering system. We understand that one of the WEI consultants involved in the development of that system is Mr. Goclowski. However, WEI, through Mr. Goclowski, was previously engaged by Law to develop, support and maintain a web ordering system for Law. As such, WEI, through Mr. Goclowski, has had extensive access to and use of confidential information of Law, including proprietary software programs. Law's contract with WEI expressly prohibits WEI or its consultants from reusing or customizing any of Law's proprietary information for any entity that competes with Law for warehousing or distribution services.

Mr. Goclowski attended last Monday's bidders' conference regarding RFP 2012-14. Law understands that Mr. Goclowski was present not on behalf of the Commission, but on behalf of a competitor, which is expected to bid on RFP 2012-14 and previously bid on RFP 2011-02 for warehouse and distribution services.

Given the involvement of WEI and Mr. Gocloswki in performing web development work for the Commission and Law, and the unfettered access to propriety and confidential information that they obtained during the course of this work, it would be inappropriate

28 State Street, Boston, MA 02109-1775 TEL: 617.345.9000 FAX: 617.345.9020

50 Kennedy Plaza, Suite 1500, Providence, RI 02903-2319 TEL: 401.274.2000 FAX: 401.277.9600

20 Church Street, Hartford, CT 06103-1221 TEL: 860.725.6200 FAX: 860.278.3802

30 South Pearl Street, Suite 901, Albany, NY 12207-3492 TEL: 518.396.3100 FAX: 518.396.3101

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for WEI or Mr. Gocłowski to have any involvement in RFP 2012-14. Further, if any bidders utilize the services of WEI or Mr. Gocłowski in connection with RFP 2012-14, they should be disqualified from participating in the RFP process. Protection of the Commission's confidential information is critical to ensure that there is no unauthorized disclosure of any such confidential information that can result in any private gain or competitive advantage to a bidder on RFP 2012-14.

Law requests that the Commission take the necessary steps to ensure that WEI and Mr. Gocłowski cease performing any services for potential bidders on RFP 2012-14 and not participate in any capacity in the bid process.

In addition, Law requests that the Commission confirm that WEI and Mr. Gocłowski have not and will not have any access to the proposals submitted by Law in response to RFP 2011-02. As required by the RFP, Law submitted three (3) identical hard-copy originals and eight (8) identical copies of its proposal to the Commission, and we expect the Commission has maintained the confidentiality of this information and will continue to do so. Please confirm that the proposals and any copies have not been disclosed to anyone other than the Commissioners and members of the evaluation committee and their counsel, and will be safeguarded and kept in a secure location.

Thank you for your prompt attention to this matter.

Sincerely,



Suzan M. Lehmann
SML/dll
cc: Brian Law

HinckleyAllenSnyder LLP

ATTORNEYS AT LAW

11 South Main Street, Suite 400
Concord, NH 03301-4846
TEL: 603.225.4334
FAX: 603.224.8350
www.haslaw.com

Suzan M. Lehmann
slehmann@haslaw.com
Main: (603) 225-4334
Direct Dial: (603) 545-6144

Via Email and First Class Mail

April 26, 2012

Craig Bulkley, Director
Division of Administration
New Hampshire Liquor Commission
P.O. Box 503
Concord, NH 03302-0503

Dear Craig,

This office is counsel to Law Warehouses, Inc. ("Law"), a prospective bidder on RFP 2012-14 issued by the New Hampshire Liquor Commission (the "Commission") for warehousing services, and writing to express Law's concern over conflicts of interest presented by Clark Corson's simultaneous work for the Commission and prospective bidders on RFP 2012-14, and to request clarification with respect to any work performed by Mr. Corson.

As you may know, Mr. Corson is a registered lobbyist, President and Board of Director of Beverage Distributors of New Hampshire (formerly known as New Hampshire Wholesale Beverage Association) ("BDNH"). BDNH represents and is closely connected to prospective bidders that attended last week's mandatory bidders' conference regarding RFP 2012-14. Given Mr. Corson's ties to BDNH, his work with the Commission quite clearly poses a strong potential for conflicts of interest, and raises serious questions as to whether certain prospective bidders will receive preferential treatment, for example gaining access to non-public information that is not available to other bidders.

In light of the above, Law requests that the Commission immediately conduct a thorough review of Mr. Corson's role with BDNH to identify any actual or potential conflicts of interest, and take all necessary and appropriate action to ensure that the integrity and transparency of the procurement process is not compromised.

Additionally, Law requests that you clarify Mr. Corson's role with the Commission. Please identify the role(s) and services that Mr. Corson has performed, is presently performing, and is expected to perform for the Commission, and furnish a copy of any contracts or agreements between the Commission and Mr. Corson.

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Furthermore, Law requests that the Commission immediately confirm that confidential material in proposals submitted by Law and Law Motor Freight, Inc. in response to RFP 2011-02 (warehouse services) and RFP 2011-01 (motor transport carrier services) has not been disclosed to anyone other than the liquor commissioners and members of the evaluation committee, and has not been disclosed to Mr. Corson or any other party. Finally, please confirm that all confidential material in the Law Warehouse/Law Motor Freight proposals, including any copies of the same, is accounted for.

Thank you for your prompt attention to this important matter.

Sincerely,



Suzan M. Lehmann

SML/dll

cc: Brian Law