

SPENCER FANE
BRITT & BROWNE LLP
ATTORNEYS & COUNSELORS AT LAW

LISA EPPS DADE
DIRECT DIAL: (816) 292-8881
leppsdade@spencerfane.com

File No.

February 15, 2013

VIA ELECTRONIC MAIL— SBEDKER@IWIRC.COM

Ms. Shari Bedker
IWIRC
10332 Main Street
Fairfax, VA 22030-2410

Re: Formal Proposal to be Chartered as an IWIRC Network

Dear IWIRC Board of Directors:

On January 23, 2013, 13 enthusiastic women, including Jennifer Meyerowitz, current IWIRC International Chair, attended an IWIRC “kick-off” meeting in Kansas City, Missouri to gage enthusiasm for a chapter in the Midwest, which was generously sponsored by Alicia Den Beste with Epiq. As a result of that dinner, this letter constitutes the proposal for organization of the Midwest Network.

1. The Midwest Network (the “Network”) is committed to following each of the rules for IWIRC Networks. The Network will:
 - a. comply with all the laws, standards of ethics, and be non-discriminatory in word and deed.
 - b. always act in compliance with the goals and purposes of IWIRC.
 - c. use the IWIRC Logo and the name IWIRC in its written materials as described in the IWIRC By-Laws and Network Rules of Operation. Specifically, the Network will:
 - (i) only use the IWIRC Logo or name followed by a reference to the Network; the Network will not use the IWIRC Logo or name alone;
 - (ii) use the IWIRC Logo only with the Network’s name directly below the Logo (for example, the Network would place under the Logo the words “Midwest Network”); and/or

1000 Walnut Street, Suite 1400
Kansas City, Missouri 64106-2140
(816) 474-8100 www.spencerfane.com Fax (816) 474-3216

WA 4057468.1

Ms. Shari Bedker
February 15, 2013
Page 2

- (iii) use the name IWIRC only with a dash followed by the Network's name (for example, IWIRC– Midwest Network).
- d. be operated on a not for profit basis.
- e. have all its members, officers, directors and leaders be and remain members in good standing of IWIRC International.
- f. elect officers and directors in accordance with the Network Rules of Operation
- g. hold at least three (3) Network Events per calendar year, at least two (2) of which will be open to non-members as well as IWIRC members.
- h. price Network Events so as to provide reduced rates to members and to account for Network overhead, administrative expenses, costs of soliciting members and promoting Network Events and other related costs.
- i. organize and price all Network Events to break even.
- j. obtain an employer I.D. number (for U.S. Networks), or the equivalent for non-U.S. Networks, and establish a fiduciary bank account in Midwest Network's name or for the benefit of the Midwest Network, ensuring that all funds paid by or on behalf of the Network will flow through this fiduciary bank account.
- k. obtain prior approval for any Network Event for which the Network seeks funding from IWIRC International.
- l. provide IWIRC with an accounting of income and costs for Network Events for which the Network has received funding from IWIRC International within thirty (30) days after such Network Event.
- m. forward directly to the IWIRC Office all IWIRC membership forms or checks received, and not accept fees for IWIRC membership in the Network's name only.
- n. send to the IWIRC Office after any Network Event a list of each person attending that event, which list will include each person's name, corporate or other affiliation, full address, telephone number and fax number, if available.

Ms. Shari Bedker
February 15, 2013
Page 3

2. Initially, the Network's designated geographic area is proposed to be Kansas and Missouri, with the goal to expand throughout the Midwest (Arkansas, Nebraska, Oklahoma).
3. The following a list of current IWIRC members who have committed to be members of the Network: Crystanna Cox, Alicia Den Beste, Kelly Drouillard, Lisa Epps Dade, Elaine Lane, Jill Olsen, Sharon Stolte and Michelle Suter.
4. The Midwest Network's Program Plan for the coming twelve (12) month period and the activities the Network hopes to pursue are as follows (list at least three events):
 - a. The Midwest Network will hold an organizational meeting within 60 days after acceptance as an IWIRC Network in Kansas City, Missouri. The event will be funded through donations from current members.
 - (i) For this meeting, the Network will prepare a mailing list of potential members and send an invitation to the meeting. The Network's goal is to attract at least 25 members. The Network will prepare a directory of members and communicate such information to IWIRC. IWIRC will provide appropriate membership materials for the meeting.
 - (ii) At the meeting, the Network will propose the following IWIRC members in good standing to be the initial officers: Lisa Epps Dade, Chair; Elaine Lane, Vice Chair; and Crystanna Cox, Secretary/Treasurer. A board of directors may also be elected if the members of the Midwest Network so choose.
 - b. the second Midwest Network program will be held in September 2013 and will include a speaker and a social component.
 - c. the third Midwest Network program will be held in December 2013, in which there will be a featured topic and appropriate program content.
 - d. the Midwest Network may also consider hosting an event in conjunction with the Kansas City Bankruptcy Bar Association

I respectfully request that IWIRC's Networks Chair present this proposal to the IWIRC Board and respectfully further request a determination respecting the proposal for official

Ms. Shari Bedker
February 15, 2013
Page 4

chartering of the Midwest Network. The IWIRC members who are committed to be affiliated with the Midwest Network are excited and enthusiastic about the Network and its possibilities.

If you have any questions concerning this proposal or should further information be required, please call me at 816.292.8881.

Sincerely,



Lisa Epps Dade