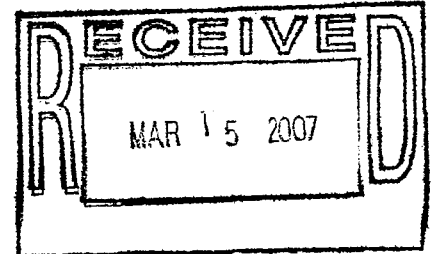


March 14, 2007

Dwight P. Mitchell  
City Manager  
Benton Harbor City Hall  
200 East Wall Street  
Benton Harbor, Michigan 49022



*Re: Harbor Shores*

Dear Pete:

As I discussed with you and Charlette Pugh Tall, I am writing to confirm that, with your concurrence, the Firm is resigning its engagement to represent the City of Benton Harbor in connection with the Harbor Shores project, effective March 14, 2007. This reflects the Firm's completion of its assigned tasks for the City on the Harbor Shores project, including the following:

(1) Yesterday, I reviewed and forwarded to you a final draft of the Amendment to Memorandum of Understanding; and

(2) Yesterday, I also completed and forwarded to the Michigan Department of Natural Resources a final draft of the conversion application to the National Park Service.

Since John Cameron joined our Firm in March 2007, and since Harbor Shores has asked Mr. Cameron to continue representation on the Harbor Shores project, Charlette Pugh Tall, the City Attorney, will handle any additional matters in which the City may need representation on the Harbor Shores project, with the advice and support to be provided by other outside counsel, if necessary. I will provide Char with all appropriate information necessary for her to perform such work as well as help arrange for other outside counsel, if for any reason the City deems it appropriate.

By separate letter, I will send the Firm's final bill in the Harbor Shores project, which will be the responsibility of Harbor Shores to pay as required by the Memorandum of Understanding.

Finally, as you and I also discussed, the Firm will continue to serve as counsel for the City on the Grand Boulevard project located next to Jean Klock Park that is separate from the Harbor Shores project.

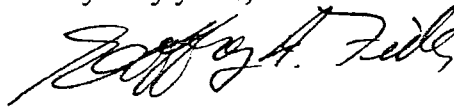
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DETROIT   BLOOMFIELD HILLS   LANSING   GRAND RAPIDS   WASHINGTON, D.C.

Dwight P. Mitchell  
Page 2

It has been an honor to represent the City during the past year on the Harbor Shores project. As groundbreaking approaches, I am grateful for the opportunity to participate in the planning process. Thank you, Pete.

Very truly yours,



Geoffrey A. Fields

GAF/wt

cc: Charlette Pugh Tall  
William Burgess

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