

**UNITED STATES DISTRICT
EASTERN DISTRICT OF MICHIGAN (BAY CITY)**

PRIME ALLIANCE BANK, INC.,
a Utah banking corporation;
and SERTANT CAPITAL, LLC,
a Delaware limited liability company,

Case No. 1:23-cv-10564-LJM-PTM
Hon. Laurie J. Michelson

Plaintiffs

v.

THE GREAT LAKES TISSUE COMPANY,
a Michigan corporation, TISSUE DEPOT, INC., a
Wisconsin corporation, CHEBOYGAN ENERGIES
& BIOFUELS CORP., a Wisconsin corporation,

Defendants.

JOSEPH K. GREKIN (P52165)
Counsel for Plaintiffs
SCHAFFER AND WEINER, PLLC
40950 Woodward Ave., Suite 100
Bloomfield Hills, MI 48304
Tel: (248) 540-3340
jgrekin@schaferandweiner.com

ROBERT S. MCWHORTER (P49215)
Counsel for Plaintiffs
BUCHALTER, A PROFESSIONAL CORPORATION
500 Capitol Mall, Ste. 1900
Sacramento, California 95814
Tel: (916) 899-1099
rmcwhorter@buchalter.com

**INDEX OF EXHIBITS TO DECLARATION OF ROBERT S. MCWHORTER
IN SUPPORT OF PLAINTIFFS' VERIFIED SECOND MOTION
FOR POSSESSION AND INJUNCTIVE RELIEF**

Exhibit

- A September 28, 2023 email from R. McWhorter to Defendants' counsel
- B October 2, 2023 email from R. McWhorter to Defendants' counsel
- C October 3, 2023 email from R. McWhorter to Defendants' counsel
- D October 11, 2023 email from R. McWhorter to Defendants' counsel
- E October 11, 2023 email from T. Hansen
- F Kenneth Schleben deposition transcript excerpts
- G Donald Swenson 5/25/23 deposition transcript excerpts
- H Donald Swenson 6/23/23 deposition transcript excerpts
- I Exhibit 28 to Donald Swenson deposition
- J Kip Boie deposition transcript excerpts
- K Exhibit 5 to Kip Boie deposition
- L Exhibit 6 to Kip Boie deposition
- M Exhibit 19 to Kenneth Schleben deposition
- N Exhibit 21 to Donald Swenson deposition
- O Quik Pro Equipment inspection report

EXHIBIT A

From: [McWhorter, Robert S.](#)
To: ["Tim Hansen"; Thomas Janczewski](#)
Cc: [Scott, Mark M.](#)
Subject: Sertant Capital/Prime Alliance v. The Great Lakes Tissue Company [IMAN-BN.FID4322580]
Date: Thursday, September 28, 2023 1:10:49 PM

Tim

I recently learned that on September 13, 2023, a fire broke out at the mill at Tissue Depot, formerly known as Great Lakes Tissue. Please confirm that none of the Equipment was damaged due to the fire.

I also understand that the mill is NOT operating because there is no power at the plant due to unpaid gas and electric bills (aside from the fire). Without electricity, there is a concern that the pump in the mill that keeps water out of the plant will not work without electricity, thereby jeopardizing the Equipment. Please confirm the following: (1) is the mill operating; (2) does the mill have electrical power and gas; (3) is the pump in the plant working to prevent damage to the Equipment.

Rob

Buchalter

Robert S. McWhorter

Shareholder

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EXHIBIT B

From: [McWhorter, Robert S.](#)
To: [Tim Hansen](#); [Thomas Janczewski](#)
Cc: [Scott, Mark M.](#)
Subject: RE: Sertant Capital/Prime Alliance v. The Great Lakes Tissue Company [IMAN-BN.FID4322580]
Date: Monday, October 2, 2023 11:03:24 AM

Tim

I will be updating the client on this case. Any light you can shed on the issue below or settlement would be appreciated.

We will be filing our amended complaint later this afternoon.

Rob

Buchalter

Robert S. McWhorter

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From: McWhorter, Robert S.
Sent: Thursday, September 28, 2023 1:11 PM
To: 'Tim Hansen' <thansen@hansenreynolds.com>; Thomas Janczewski <TJanczewski@hansenreynolds.com>
Cc: Scott, Mark M. <msscott@buchalter.com>
Subject: Sertant Capital/Prime Alliance v. The Great Lakes Tissue Company [IMAN-BN.FID4322580]

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Rob

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EXHIBIT C

From: [McWhorter, Robert S.](#)
To: thansen@hansenreynolds.com
Cc: tjanczewski@hansenreynolds.com; [Scott, Mark M.](#)
Subject: Prime Alliance Bank v. The Great Lakes Tissue Company [IMAN-BN.FID4322580]
Date: Tuesday, October 3, 2023 1:02:18 PM
Attachments: [Sertant Capital Prime Alliance Letter to Tim Hansen October 3 2023 001.pdf](#)

Tim

Attached is a letter dated today. Please respond by October 6, 2023.

Thanks.

Rob McWhorter

Buchalter

Robert S. McWhorter

Shareholder

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File Number: S0902-0045
916.945.5188 Direct
rmcwhorter@buchalter.com

October 3, 2023

VIA E-MAIL (THANSEN@HANSENREYNOLDS.COM)

Tim Hansen
Hansen Reynolds LLC
301 N Broadway, Ste. 400,
Milwaukee, Wisconsin 53202

Re: *Prime Alliance Bank et al. v. The Great Lakes Tissue Company et al.*
U.S. District Court for the Eastern District of Michigan, Case No: 1:23-cv-10564-
LJM-PTM

Dear Mr. Hansen:

On behalf of Sertant Capital, LLC and Prime Alliance Bank, Inc. (collectively, "Plaintiffs") we are writing to address several critical issues concerning the above-referenced case.

A. September 13, 2023 Fire

We recently learned that a fire erupted on September 13, 2023, at around 11:30 a.m. at the western warehouse located on Main Street. We understand that state and federal investigators, including from the Bureau of Alcohol, Tobacco, Firearms and Explosives, are exploring the cause of the fire. Given this event, Plaintiffs request the following:

1. Confirm whether the fire damaged any of the equipment in this case, and if so, whether an insurance claim has been or will be filed concerning that damage (if yes, please provide a copy of the insurance claim).
2. Verify and provide evidence of insurance coverage on the equipment and confirm that Prime Alliance Bank, Inc. or Sertant Capital, LLC is listed an additional insured.
3. Provide any communications or information relating to the cause of the fire.

buchalter.com

Los Angeles
Denver
Napa Valley
Orange County
Portland
Sacramento
Salt Lake City
San Diego
San Francisco
Scottsdale
Seattle

Buchalter

Tim Hansen
October 3, 2023
Page 2

4. Confirm whether the paper mill is currently producing products.

Additionally, we have been advised (i) that the paper mill has been without gas and electricity because of unpaid bills, and (ii) that the pump that keeps water from the Cheboygan River out of the paper mill is not functioning, thereby threatening the equipment located within the paper mill. Given the Court's preliminary injunction enjoining any damage to equipment, please affirm the status of the paper mill's gas and electricity, the pump's functioning, and the equipment's condition.

On September 29, 2023, and October 2, 2023, I emailed you requesting this information but did not receive a response. Please respond in writing to this letter by Friday, October 6, 2023, as our clients are concerned about the condition of the equipment.

B. First Amended Complaint/Kip Boie

Yesterday, our clients filed an amended complaint, adding Tissue Depot, Inc. and Cheboygan Energies & Biofuel Corp. as defendants. Please confirm whether you will accept the service of the amended complaint. We also need to complete Kip Boie's deposition. I propose that we complete his deposition over the next few weeks. Please circulate dates that you are available. Please provide this information by October 6, 2023. If I do not hear from you by this date, we will pursue personal service of the amended complaint.

Thank you for your cooperation. I look forward to hearing from you.

Respectfully submitted,

BUCHALTER
A Professional Corporation



Robert S. McWhorter

RSM:dp

cc: Mark Scott, Esq. (via email)

EXHIBIT D

From: [McWhorter, Robert S.](#)
To: ["Chris Nyenhuis"; Kimberly Genther](#)
Cc: [thansen@hansenreynolds.com](#); [tjanczewski@hansenreynolds.com](#); [Scott, Mark M.](#); ["Joe Grekin"; Waldrop, Elizabeth](#)
Subject: RE: Prime Alliance v. The Great Lakes Tissue Company [IWOV-BN.FID4322580]
Date: Wednesday, October 11, 2023 11:25:55 AM
Attachments: [image001.jpg](#)

All

I appreciate that, but I am concerned about the equipment's condition. Please update me on what you know.

Rob

Buchalter

Robert S. McWhorter

Shareholder

T (916) 945-5188

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rmcwhorter@buchalter.com

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From: Chris Nyenhuis <cnyenhuis@hilgerhammond.com>
Sent: Wednesday, October 11, 2023 11:21 AM
To: McWhorter, Robert S. <rmcwhorter@buchalter.com>; Kimberly Genther <kgenther@hilgerhammond.com>
Cc: thansen@hansenreynolds.com; tjanczewski@hansenreynolds.com; Scott, Mark M. <msscott@buchalter.com>; 'Joe Grekin' <JGrekin@schaferandweiner.com>; Waldrop, Elizabeth <ewaldrop@buchalter.com>
Subject: RE: Prime Alliance v. The Great Lakes Tissue Company [IWOV-BN.FID4322580]

This message has originated from an **External Email**. cnyenhuis@hilgerhammond.com
<cnyenhuis@hilgerhammond.com>:

Rob,

I anticipate filing a motion to withdraw shortly.

Regards,

Chris

Christopher E. Nyenhuis

Shareholder



office: 616.458.3600

direct: 616.726.2411

cell: 616.443.2769

hilgerhammond.com

From: McWhorter, Robert S. <rmcwhorter@buchalter.com>

Sent: Wednesday, October 11, 2023 2:19 PM

To: Chris Nyenhuis <cnnyenhuis@hilgerhammond.com>; Kimberly Genther <kgenther@hilgerhammond.com>

Cc: thansen@hansenreynolds.com; tjanczewski@hansenreynolds.com; Scott, Mark M. <mscott@buchalter.com>; 'Joe Grekin' <JGrekin@schaferandweiner.com>; Waldrop, Elizabeth <ewaldrop@buchalter.com>

Subject: FW: Prime Alliance v. The Great Lakes Tissue Company [IWOV-BN.FID4322580]

All

I received Tim and Tom's motions to withdraw. Christopher has not filed a motion. Until the motions to withdraw are granted, we still need a response to the issues raised in my letter.

Rob

Buchalter

Robert S. McWhorter

Shareholder

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From: McWhorter, Robert S. <rmcwhorter@buchalter.com>

Sent: Wednesday, October 11, 2023 8:44 AM

To: thansen@hansenreynolds.com; tjanczewski@hansenreynolds.com

Cc: Scott, Mark M. <mscott@buchalter.com>; Joe Grekin <JGrekin@schaferandweiner.com>;
Waldrop, Elizabeth <ewaldrop@buchalter.com>
Subject: Prime Alliance v. The Great Lakes Tissue Company [IWOV-BN.FID4322580]

Tim/Thomas

I emailed and wrote you on September 9, 2023, October 2, 2023, and October 3, 2023, asking about (i) the fire that occurred at The Great Lakes Tissue Company, (ii) insurance, and (iii) acceptance of service of the amended complaint. My most recent letter is attached. Despite my efforts, I have not heard anything from you. I also recently learned that Tissue Depot, Inc. and Cheboygan Entergeries & Biofuels' purported principal place of business in Wisconsin is boarded up and closed. We have heard rumors that the paper mill is not operating and has no power due to the fire and nonpayment of utilities, which could jeopardize the equipment because the pump in the warehouse keeps water out of it. Please respond today in writing to our request for information.

Rob

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EXHIBIT E

From: [Tim Hansen](#)
To: [McWhorter, Robert S.](#); "[Chris Nyenhuis](#)"; [Kimberly Genther](#)
Cc: [Thomas Janczewski](#); [Scott, Mark M.](#); "[Joe Grekin](#)"; [Waldrop, Elizabeth](#)
Subject: RE: Prime Alliance v. The Great Lakes Tissue Company [IWOV-BN.FID4322580]
Date: Wednesday, October 11, 2023 1:32:01 PM
Attachments: [image002.jpg](#)
[image003.jpg](#)

This message has originated from an **External Email**. thansen@hansenreynolds.com
<thansen@hansenreynolds.com>:

My understanding is that none of the equipment was located in the building that burned. Sorry for the delay in getting back to you.

Timothy M. Hansen

ATTORNEY AT LAW

D: 414.273.8473

C: 414.403.2155



From: McWhorter, Robert S. <rmcwhorter@buchalter.com>
Sent: Wednesday, October 11, 2023 1:26 PM
To: 'Chris Nyenhuis' <cnyenhuis@hilgerhammond.com>; [Kimberly Genther](#) <kgenther@hilgerhammond.com>
Cc: [Tim Hansen](#) <thansen@hansenreynolds.com>; [Thomas Janczewski](#) <TJanczewski@hansenreynolds.com>; [Scott, Mark M.](#) <mscott@buchalter.com>; 'Joe Grekin' <JGrekin@schaferandweiner.com>; [Waldrop, Elizabeth](#) <ewaldrop@buchalter.com>
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<cnnyenhuis@hilgerhammond.com>:

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Waldrop, Elizabeth <ewaldrop@buchalter.com>

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