



COMPTROLLER OF THE CITY OF NEW YORK
1 CENTRE STREET
NEW YORK, NY 10007-2341
(212) 669-3500

WILLIAM C. THOMPSON, JR.
COMPTROLLER

July 17, 2009

Mr. John Winchester
Chief Investment Officer
Pennsylvania State Employees' Retirement System
30 North Third Street, Suite 150
Harrisburg, PA 17101

Dear Mr. Winchester:

I write to you regarding the recent and highly troubling actions taken by Brynwood Partners L.P., a private equity firm in which the Pennsylvania State Employees' Retirement System is invested.

As New York City's Chief Financial Officer and Chief Investment Advisor to the City's Pension Funds, I have consistently maintained that companies have a duty to treat their employees fairly and bargain in good faith. The failure to do so negatively impacts the company, its employees and long term investors alike. Brynwood Partners' troubling management of its subsidiary, Stella D'oro, demonstrates a stark departure from this basic principle.

The Stella D'oro factory is located in the Kingsbridge section of the Bronx and is a longstanding employer and an integral part of the community. On August 13, 2008, 136 Stella D'oro employees, members of Bakery, Confectionary and Tobacco Workers and Grain Millers (BCTGM) Local 50, went on strike approximately two weeks after their contract expired. Replacement workers were brought in shortly thereafter.

Labor disputes are common, and unfortunately strikes are sometimes the result. What is particularly disturbing about this case, however, is Brynwood's conduct during this particular impasse.

On June 30, 2009, the National Labor Relations Board (NLRB) found that Stella D'oro improperly refused to bargain in good faith with BCTM Local 50. The judge presiding over this case also found that Stella D'oro declared an impasse on August 28, 2008 without first meeting the legal conditions for doing so. Furthermore, the judge found that

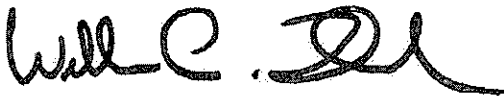
when the union made an unconditional offer to return to work on May 6, 2009, Stella D'oro improperly refused to accept the offer.

Even more troubling however, was that subsequent to the NLRB decision ordering the company to reinstate striking workers with back pay, Stella D'oro announced--on the day before workers were to return to their jobs--that it will close its factory.

It is my belief that actions such as those taken by Stella D'oro, and derivatively, Brynwood Partners, are profoundly harmful to any investor's interests. Such actions erode a company's image, good-standing, and civic relations. Before long, an investment in that company becomes as unpalatable as that company's conduct.

The Pennsylvania State Employees' Retirement System has addressed a variety of similar concerns as an investor, and your ongoing efforts to address those concerns are both appropriate and laudable. I therefore urge you to carefully consider my reservations regarding Brynwood Partners L.P. and the conduct of its subsidiary, Stella D'oro.

Very truly yours,

A handwritten signature in black ink, appearing to read "Will C. Thompson, Jr.", with a stylized flourish at the end.

William C. Thompson, Jr.

**Testimony of Michael Filippou
Executive Board Member
BCTGM Local 50**

before the

**Committee on Civil Service and Labor
New York City Council**

July 27th, 2009

Good morning esteemed members of the Committee on Civil Service and Labor. Thank you for this opportunity to testify before you today. My name is Michael Filippou. I am a mechanic and shop steward at the Stella D'oro Biscuit Co.'s Bronx facility on 237th Street and Broadway and an elected member of the executive board of my union, Local 50 of the Bakery, Confectionary, Tobacco Workers, and Grain Millers (BCTGM) International Union. I am here today to speak to you on behalf of my coworkers and union brothers and sisters at Stella D'oro.

As you are aware, I and more than 130 of my coworkers recently spent almost 11 months on strike, from August 2008 until earlier this month. We struck on August 13th, 2008 to defend the wages and benefits for which we had negotiated – and had earned through our hard work – in prior years. We also struck because Stella D'oro's owners, the Connecticut-based private equity firm Brynwood Partners, refused to bargain with us in good faith, denying union representatives access to financial documents that would have allowed them to assess Stella D'oro's claim that it needed deep concessions in order to remain in business.

Our accusation of unfair labor practices (ULP) was upheld at the end of June by Administrative Law Judge (ALJ) Steven Davis who, acting on behalf of the National Labor Relations Board (NLRB) in Washington, D.C., found Stella D'oro guilty of multiple violations of labor law. Judge Davis declared our strike a legally-protected, ULP strike and sought to rectify the situation at Stella D'oro by reinstating us in our jobs under the terms of our previous contract and returning Stella D'oro to the negotiating table.

However, just days after Judge Davis' decision in our favor, Brynwood Partners announced its intention to shutdown the Stella D'oro plant in the Bronx as soon as October of this year. Our union believes the decision to close was taken in retaliation for our victory in court and, therefore, is yet another violation of labor law and has filed further charges before the NLRB. Equally important, however, we also believe the decision is unfair and an affront to the workers and community who have built and sustained Stella D'oro over the years.

For my part, I came to this country from Greece in the late 1980s in pursuit of the American Dream. My first job in the United States was as a mechanic at Farberware here in New York. I worked at Farberware for almost ten years and rose through the ranks to become the foreman in charge in my department. But as I rounded my tenth year – and just before I could vest my pension benefits – Farberware closed and the jobs there were outsourced to China and Indonesia.

Now, after more than 14 years on the job as a mechanic at Stella D'oro, I am once again one year short of qualifying for my pension and Stella D'oro, it appears, may also close. If it does, I will lose my second job in this country – through no fault of my own – and be left a second time without any pension to show for my years of hard work and loyal service. I love New York – but I did not come here from Greece for this. I came for the promise of opportunity – and instead I am fighting for my job against wealthy investors who make their money by slashing workers' wages and benefits.

But, as difficult and frustrating as my situation is, I don't worry too much about myself. I have a skill; I'll be able to find work somewhere else. Instead, I worry about my older coworkers in the packing department at Stella D'oro. These mostly immigrant women each pack 10,000 trays – or 100,000 cookies – every day. In many cases, the repetitive motions have ruined their hands and backs. They have worked their entire lives at Stella D'oro. They have given the company their youth and their health. It is all many of them know. And now, after a lifetime of service, they will be thrown out into the street in the midst of the greatest economic crisis since the Great Depression. Where will these women find other jobs? What will happen to their families?

With unemployment in New York already approaching ten percent, the last thing our city needs is more people out of work. Brynwood Partners' plan to close Stella D'oro is bad for us – and it is bad for our community. The 136 jobs at Stella D'oro are good, middle-class jobs. They pay enough to raise a family. And they play an important role in sustaining the commercial life in Kingsbridge. Already during our strike two businesses across the street from Stella D'oro closed. Without us buying from them, they simply did not have enough customers to remain in business. Imagine the consequences in our community – not just for us, but for small business owners and their employees, too – if these jobs leave permanently.

We have already suffered through 11 months without work. Many of my coworkers do not know what they will do if they find themselves again without an income. The horror stories from our picket line are innumerable. I will give just one example. Almost immediately after we went out on strike, a coworker found out he needed open heart surgery. Without health benefits, he had to take money from his children's college fund to pay his medical bills. He hasn't been able to work since the surgery – he lives on disability pay. His college-age son is working extra jobs to pay his way through school. His 12-year-old girl had to give up her gymnastics and dance classes. Imagine having to explain to your little girl that you can no longer work and she'll have to give up the little pleasures in life. It is horrible.

Other families delayed visits to the doctor during our strike and their kids suffered, too. In some cases, there were husbands and wives who both work at the plant. They lost two incomes for 11 months – and now they may lose them forever. With all the talk of bailouts and preserving jobs, I would like to know when we will get our bailout. Why can't our jobs be saved? We're honest, hardworking people. And that's all we want to do: work.

Thank you for your time.



NEWS

Office of the
New York City Comptroller
William C. Thompson, Jr.

ONLINE

PR09-07-188
Contact: Press Office

July 20, 2009
(212) 669-3747

THOMPSON URGES PENNSYLVANIA PENSION FUND TO CONSIDER STELLA D'ORO'S TREATMENT OF ITS WORKERS

[View Letter](#)

New York City Comptroller William C. Thompson, Jr. today urged Pennsylvania State Employees' Retirement System to consider his concerns regarding its investment in Brynwood Partners, parent company of Bronx-based Stella D'oro.

In a letter to Pennsylvania State Employees' Retirement System CIO John Winchester, Thompson wrote: "As New York City's Chief Financial Officer and Chief Investment Advisor to the City's Pension Funds, I have consistently maintained that companies have a duty to treat their employees fairly and bargain in good faith. The failure to do so negatively impacts the company, its employees and long term investors alike. Brynwood Partners' troubling management of its subsidiary, Stella D'oro, demonstrates a stark departure from this basic principle."

On August 13th, 2008, 136 Stella D'oro employees, members of Bakery, Confectionary and Tobacco Workers and Grain Millers (BCTGM) Local 50, went on strike. Stella D'oro brought in replacement workers shortly thereafter.

Recently, the National Labor Relations Board (NLRB) found that Stella D'oro improperly refused to bargain in good faith with BCTGM Local 50. Following the NLRB's decision ordering the company to reinstate striking workers with back pay, Stella D'oro announced--on the day before workers were to return to their jobs--that it will close its factory.

Thompson continued: "It is my belief that actions such as those taken by Stella D'oro, and derivatively, Brynwood Partners, are profoundly harmful to any investor's interests. Such actions erode a company's image, good-standing, and civic relations. Before long, an investment in that company becomes as unpalatable as that company's conduct."

"I therefore urge you to carefully consider my reservations regarding Brynwood Partners L.P. and the conduct of its subsidiary, Stella D'oro," Thompson concluded.

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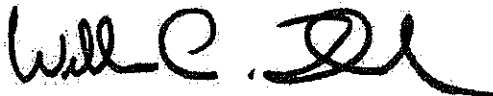
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William C. Thompson, Jr.



NEW YORK CITY **FOR THE RECORD**
CENTRAL LABOR COUNCIL
AFL-CIO



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E-mail: info@nycclc.org • www.nycclc.org

Committee on Civil Service and Labor
Statement by Jack Ahern, President of the New York City Central Labor Council
RE: City Council Resolution Supporting Stella D'Oro Workers
July 28, 2009

Once again, New York City is seeing classic union-busting at its worst; and the investment firm, Brynwood Partners, just wants to make more dough at the expense of the workers.

The 10-month strike by the proud members of BCTGM Local 50 after Stella D'Oro management attempted to significantly cut their wages and benefits was a powerful statement of their solidarity and labor unity. We are pleased they are back at work in the Bronx where they belong. Stella D'Oro has been a strong, long-time employer in the Bronx for decades, and we urge all government and community leaders to join the New York City Central Labor Council in this critical effort to maintain good, sustainable manufacturing jobs within our city.

We applaud the New York City Council for recognizing and supporting the workers and their fight for economic justice. We urge the National Labor Relations Board to move swiftly on any and all actions to reject Brynwood's runaway shop tactics and get back to the bargaining table.

**Brynwood Partners, a private investment firm based in Greenwich, Conn., bought Stella D'oro from Kraft Foods in 2006. The union is Local 50 of the Bakery, Confectionery, Tobacco Workers and Grain Millers.*



Local 50

BAKERY, CONFECTIONERY, TOBACCO WORKERS & GRAIN MILLERS AFL-CIO, CLC

ATTN: NEW YORK CITY COUNCIL

Stella D'oro Biscuit Company has been **found guilty** of labor law violations by a federal administrative law Judge. The Company was found guilty of **refusing to provide the union with information and to bargain in good faith**. The judge also found that the company had **prematurely declared negotiations at an impasse**, which forced a strike. The Judge **ordered the strikers reinstated** with pay and benefit levels in effect before the strike began, and further ordered that **pay and benefit cuts unilaterally implemented after the strike be rescinded**.

This decision vindicates the struggles and sacrifices of our members at Stella D'oro. BCTGM Local 50 has represented Stella D'oro workers since 1964. "The private equity predators at Brynwood Partners thought they could refuse to bargain with us, deny us information, break the law, tear up our contract, force a strike and break the union. But our members' solidarity has held with the help of the community, politicians and our many supporters around the country and world. And, finally, the slow justice of American labor law found what we alleged all along, that the predators' actions were illegal. Now, our members have been returned to work and with notice to return to work they received notice that the company will be closing the plant in 90 days. Local 50 has requested that the NLRB ask for an injunction to stop the plant from closing. We believe that it is illegal for Brynwood to close the plant and move the production elsewhere as per their press release.

We need everyone's help in stopping this company from circumventing the Administrative Law Judge's decision. We must send a clear message to Corporate America that this kind of action will not be tolerated.

Our members at Stella D'oro are a group of hard working individuals who believe that all working people have a right to stand up and fight to maintain a decent standard of living. They are also committed to providing our customers with a quality product that we can truly be proud of.

We thank the Council for considering and hopefully adopting this resolution on behalf of our Stella D'oro Members.

Joyce Alston
President, BCTGM Local 50

145 Talmadge Road
Suite 17
Edison, NJ 08817



(732) 650-1511
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NEWS RELEASE

For Immediate Release Contact: Joyce Alston

Supporting documents available on request BCTGM Local 50

Cell: 732 735 0820

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Private Equity vs. the People

Stella D'oro workers move to block shutdown; Union files retaliation charges with NLRB, asks for injunction

Workers at Stella D'oro Biscuit Company in the Bronx moved this week to stop the shutdown of their factory by private equity predator Brynwood Partners of Greenwich, CT. BCTGM Local 50, the union that has represented the bakery workers for over 40 years, filed charges on Tuesday with the National Labor Relations Board, denouncing the threat to close the Bronx facility and transfer production as illegal "retaliation for the protected concerted activity of Local 50 and the bargaining unit," specifically the union's successful pursuit of an unfair labor practice charge, "engaging in an unfair labor practice strike and prevailing" before an Administrative Law Judge.

In another step, the union also petitioned the regional director of the NLRB, Celeste Mattina, to use the Board's power to ask a federal judge to issue an injunction (under section 10J of the labor law) to prevent Brynwood Partners from closing the factory, destroying the bargaining unit and preempting compliance with the judge's decision and further bargaining with the union.

Further, in an attempt to reopen negotiations, the union exercised its right to demand bargaining over both the renewal of the expired collective agreement and the company's decision to close the plant and relocate production. In a July 13 letter to company attorney Mark Jacoby, the union asked to be given the information the federal judge had previously ordered the company to provide. Further, since the company indicated that it was relocating production because of allegedly high labor costs, the union is entitled to and demanded information regarding the identity of the facility production was being transferred to and the projected costs of production and distribution of Stella D'oro products from that facility.

Failure to bargain with the union over the decision to close and to provide the union with the information requested is a further violation of the labor law, and will result in additional charges against the company.

"We cannot allow the private equity predators at Brynwood Partners to ignore the law," said Joyce Alston, President of BCTGM Local 50. "The company cannot simply ignore the decision of a federal administrative law judge and it cannot punish the workers at Stella D'oro for exercising their rights under the law by filing unfair labor practice charges, winning their case and conducting a 10 month unfair labor practice strike in defense of the law.

If the rule of law is to mean anything, the National Labor Relations Board should get an injunction to stop this shutdown and enforce the judge's ruling and the national labor law. At the same time, we stand ready, willing and able to reopen negotiations with the company. If they would provide us with the information we have been seeking since last August, and provide us with the information we are entitled to regarding labor costs at the facility they are planning to shift production to we can pursue an

accommodation that will keep Stella D'oro in New York and restore the company's fortunes. If Brynwood isn't interested in complying with the law and making Stella D'oro successful in the Bronx, then they should sell it to owners who will," said Alston.

The announcement last week that the speculators from Greenwich intended to close the bakery rather than comply with the ALJ's ruling was also an affront to the Bronx community and the State and City governments. Members of the community rallied to support the strikers in an effort to sustain the Stella D'oro jobs and the modest wages and benefits they provided. The city of New York granted the company tax abatements (http://www.nyc.gov/html/dof/html/pdf/icap/icip/tent0910_bronx_icip.xls) to reduce the costs of keeping the factory in the Kingsbridge section of the Bronx and the company had accepted taxpayer subsidies through a 2008 Manufacturing Assistance Grant of \$175,000 from the Empire State Development Corporation (which was withheld during the strike; http://www.empire.state.ny.us/press/press_display.asp?id=956). "Apparently Brynwood, whose website brags that its investments have earned a 28.8 percent overall rate of return, thought it was under no obligation to give back to the community and to its workers," wrote corporate researcher Phil Mattera in a July 10 blog posting ("Corporate Cookie Monsters," <http://dirtiggersdigest.org>)."

"The announcement that they plan to shut Stella D'oro down in ninety days was retaliation against the people and city of New York," observed Alston. "I hope the city government takes steps to stop the closing and keep the jobs in the Bronx, or recover some of the taxpayers' money. Like our members and the Bronx community, I hope the city will fight for Stella D'oro jobs!"

Background:

Workers at the Stella facility have been represented by BCTGM Local 50 for more than 40 years. The local union is affiliated with the Bakery, Confectionery Tobacco Workers and Grain Millers International Union, headquartered in Kensington, MD. Contact information for Local 50 is above. The 136 Stella D'oro workers engaged in an unfair labor practice strike beginning August 14, 2008. The union made an unconditional offer to return to work on May 1 which was illegally refused by the company. An Administrative Law Judge ruled on June 30 that the workers had to be immediately reinstated with back pay to May 6. On Monday, July 6 as workers returned to work the company announced they would close the bakery in 90 days, relocating production to an unnamed location.

The National Labor Relations Board's regional office in NY, responsible for enforcing federal labor law, issued a complaint (the equivalent of an indictment) against Stella D'oro for illegally refusing to bargain with the union representing Stella employees earlier this year. A hearing of the complaint before federal Administrative Law Judge Stephen Davis began Tuesday May 12. The judge ruled the company guilty of violating labor laws in a decision issued June 30. He ordered the workers reinstated with backpay to May 6, ordered the company to provide the required information and to bargain with the union.

Stella D'oro is owned by an investment fund managed by private equity firm BRYNWOOD PARTNERS of Greenwich CT. Brynwood managing partner Henk Hartong III serves as Chairman of Stella D'oro and has been directly involved in implementing the company's strategy of refusing to bargain with its employees. Stella D'Oro Company was acquired from Kraft Foods in January 2006 by Brynwood. The Bronx, NY facility was the only production plant and conveyed with the sale.

Take Action to Support Bakery Workers at Stella D'oro!

Stewart Acuff

Posted: May 25, 2009 08:48 PM

In the Bronx, a group of bakery workers are locked in a death struggle with a private equity firm (Brynwood Partners, www.brynwoodpartners.com) over Stella D'oro cookie company which is emblematic of the travails working class Americans have gone through at the hands of the money men.

The story of their struggle and what it says about the challenges facing the Obama Administration's efforts to preserve working families living standards is reported in an article posted on the Private Equity Buyout Watch, sponsored by the IUF, the global union federation for workers in the food, tobacco, hospitality and catering industries and in agriculture.

"Buyouts, Bread Sticks, Biscotti - and Challenges for the Obama Administration" tells the story of the 136 workers on strike for over nine months at the Stella D'oro bakery at West 237th Street in the Bronx. Members of BCTGM Local 50, they "are a microcosm of working America, as diverse as the neighborhood. Stella D'Oro is also a microcosm of what's been happening in corporate America for the past two decades -- and what urgently needs to be fixed."

Stella D'oro, which was once an iconic, national, premium Italian-style biscuit brand, was also once a successful family-owned firm acquired by RJR Nabisco, then taken over by Kraft when RJR Nabisco broke up (in the wake of the disastrous KKR LBO). Stella was run into the ground by its corporate overseers, then dumped to private equity earlier this decade when Kraft began to dispose of "non-core" assets under pressure from Wall Street. Workers there have been represented by the Bakers' union since 1964.

Apparently the PE guys see the modest union contract of the older, experienced work force as a good target for their next round of pillaging. In the first round, the company disposed of its unionized route sales drivers by outsourcing distribution to a non-union company.

This time, Stella's new owners have gone directly at the workforce, ignoring the National Labor Relations Act and demanding steep wage and benefit cuts with no opportunity for the workers and their union to bargain. The National Labor Relations Board, after the usual delay and indecision issued a "refusal to bargain" complaint charging the company with violating the law. The case only went before a federal judge last week; American

OVER

labor law is so broken that it may take years for justice to prevail.

Corporate mismanagement, predatory private equity, the destruction of an iconic brand and now an attempt to destroy the livelihoods of modest working families, the story at Stella D'oro pretty well sums up all that's been happening over the past two decades with the financialization of the food and manufacturing sectors generally. The workers and their union, an affiliate of the Bakery, Confectionery, Tobacco Workers and Grain Millers International Union, AFL-CIO have decided they have had enough.

Their strike has been strongly supported by the Bronx community and the New York labor movement. They have taken their struggle to the luxurious offices of Brynwood Partners in Greenwich, CT and to the home of Brynwood Partner and Stella D'oro chairman Hendrik Hartong III, son of former Pittston coal CEO and Brynwood founder Henk Hartong Jr. Through snow and ice, holidays and Spring blossoms, the workers have held the line in the Bronx. And, like working families in Michigan, Ohio and elsewhere across America, they look to Washington to see if anything will be done to stop the predators.

IUF's interest is not only in the travails of affiliated cookie workers in the US, but also in the devastation caused by speculators in the global food industry. Based in Switzerland, with affiliates across the planet, IUF has been tracking private equity and its shenanigans longer and better than most...with a global perspective. IUF was among the first to raise the alarm among European workers about what private equity would do to their companies. And like much of the world, they are wondering if the Obama Administration will take serious steps to curb the US-based speculators who have helped bring the global economy to its knees.

Author and Buyout Watch editor Peter Rossman knows what he is writing about. He has been an adviser to the Party of European Socialists (EU grouping of Social Democratic and Labour parties) on private equity buyouts, is co-author of *A Workers Guide to Private Equity Buyouts* (which you can read through IUF's buyoutwatch site, and a regular contributor to the Nation in the 80's/90s on developments in Eastern Europe.

Washington's continuing embrace of hedge funds and private equity (manifest in Treasury's plan for partnering with them to buy toxic assets at inflated prices), the apparent indifference to struggles like that at Stella, plans to close US plants and increase imports as part of auto restructuring raise some important questions about what is being done to protect (or not) workers at the lowest of the grass roots.

Meanwhile, in the Bronx, 136 workers continue to take a stand. They need your help and support. So do working families across the US.

Email Henk Hartong and Brynwood Partners at huppsv@brynwoodpartners.com or info@brynwoodpartners.com. Tell them to go back to the bargaining table and negotiate a fair agreement to preserve the living standards of their loyal employees!



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Daily News Editorial

Monday, July 13th 2009, 4:13 AM

Getting jobbed in Bronx: Stella D'Oro owner plays hardball with workers' lives

What happens to the 136 workers who have been forced to fight for their jobs and decent wages at the Stella D'Oro bakery in the Bronx will speak volumes about the state of working-class New York.

The plant's unionized bakers, packers, machine operators and mechanics are nearing the end of a long battle with a hard-charging private equity fund that bought the company in 2006 with the hope of turning it into a huge profit generator.

Brynwood Partners' primary strategy has been to improve margins by driving down wages and health care costs for a workforce whose earnings range from \$36,000 to \$50,000 a year.

Local 50 of the Bakery, Confectionery, Tobacco Workers and Grain Millers resisted by striking. Brynwood stayed in operation by hiring replacement workers, who were willing to work at 20% lower cost.

After 11 months, an administrative judge with the National Labor Relations Board ordered Brynwood to put the strikers back to work, finding that the company had engaged in unfair labor practices.

It should have been a major victory, but Brynwood responded, outrageously, by announcing that it would shutter the venerable maker of cookies, breakfast treats and breadsticks in 90 days.

There are two possibilities here, both horrendous.

The first is that, after buying Stella D'Oro from the giant Kraft conglomerate, Brynwood discovered it could not earn a reasonable return as a New York manufacturer while providing living wages and benefits.

The second possibility is that Brynwood, which boasts annual gains of almost 30% for its investors, is seeking to make a killing off Stella D'Oro - and otherwise is willing to let the company die, workers be damned.

Either way, to its great discredit, the Greenwich, Conn.-based investment fund is playing the hardest of hardball with working people's lives.

NLRB website, http://www.nlr.gov/research/decisions/alj_decisions.aspx.

ORDER

The Respondent, Stella D'oro Biscuit Company, Inc., Bronx, New York, its officers, agents, successors, and assigns, shall

1. Cease and desist from

(a) Refusing to bargain, on request, with Local 50, Bakery, Confectionery, Tobacco Workers and Grain Millers International, AFL-CIO, by not promptly complying with the Union's request for information necessary and relevant to the performance of its duties as the exclusive collective-bargaining representative of the unit employees, including providing a copy of its 2007 audited financial statement to the Union.

(b) Unilaterally implementing the terms and conditions of employment set forth in its letter dated August 27, 2008, without a valid impasse in bargaining having been reached.

(c) Failing or refusing to immediately reinstate employees engaged in an unfair labor practice strike upon receipt of their unconditional offer to return to work.

(d) In any like or related manner interfering with, restraining, or coercing employees in the exercise of the rights guaranteed them by Section 7 of the Act.

2. Take the following affirmative action necessary to effectuate the policies of the Act.

(a) On request, bargain in good faith with the Union as the exclusive representative of the employees.

(b) Supply to the Union a copy of the Employer's 2007 audited financial statement.

(c) Restore, maintain, and give full effect to the terms and conditions of employment provided in the contract which expired on June 29, 2008 and which was extended to July 31, 2008, rescinding all changes made on and since July 31, 2008.

(d) Make whole the unit employees for any loss of earnings and other benefits suffered as a result of the unlawful unilateral implementation of terms and conditions of employment set forth in its letter dated August 27, 2008.

(e) Offer immediate and unconditional reinstatement to all employees who participated in the unfair labor practice strike which commenced on August 14, 2008. Such reinstatement shall be to their former jobs or, if those jobs no longer exist, to substantially equivalent positions, without prejudice to their seniority or any other rights or privileges previously enjoyed, displacing, if necessary, any employees hired as replacements for them.

(f) Make whole each of the unfair labor practice strikers for losses they incurred by reason of their not having been reinstated on May 6, 2009, with interest thereon computed in the manner set forth in the remedy section of the decision, and by making payments on their behalf to the trust funds provided for in the 2005-2008 collective-bargaining agreement.

(g) Preserve and, within 14 days of a request, or such additional time as the Regional Director may allow for good cause shown, provide at a reasonable place designated by the Board or its agents, all payroll records, social security payment records, timecards, personnel records and reports, and all other records, including an electronic copy of such records if stored in electronic form, necessary to analyze the amount of backpay due under the terms of this Order.

(h) Within 14 days after service by the Region, post at its facility in the Bronx, New York, copies of the attached notice marked "Appendix." [12] Copies of the notice, on forms provided by the Regional Director for Region 2, after being signed by the Respondent's authorized representative, shall be posted by the Respondent and maintained for 60 consecutive days in conspicuous places including all places where notices to employees are customarily posted. Reasonable steps shall be taken by the Respondent to ensure that the notices are not altered, defaced, or covered by any other material. In the event that, during the pendency of these proceedings, the Respondent has gone out of business or closed the facility involved in these proceedings, the Respondent shall duplicate and mail, at its own expense, a copy of the notice to all current employees and former employees employed by the Respondent at any time since May 30, 2008.

(i) Within 21 days after service by the Region, file with the Regional Director a sworn certification of a responsible official on a form provided by the Region attesting to the steps that the Respondent has taken to comply.

Dated, Washington, D.C. June 30, 2009

Steven Davis
Administrative Law Judge

**THE COUNCIL
THE CITY OF NEW YORK**

Appearance Card

I intend to appear and speak on Int. No. _____ Res. No. _____

in favor in opposition

Date: 7/28/09

(PLEASE PRINT)

Name: CALVIN WILLIAMS LOCAL #50

Address: 1615 FULTON ST BKLYN NY

I represent: STELLA DORO 11213

Address: WORKER

Please complete this card and return to the Sergeant-at-Arms

**THE COUNCIL
THE CITY OF NEW YORK**

Appearance Card

I intend to appear and speak on Int. No. _____ Res. No. _____

in favor in opposition

Date: _____

(PLEASE PRINT)

Name: MICHAEL D FILIPPO

Address: 3239 FAIRMOUNT AV. BRONX NY

I represent: STELLA D'ORO WORKERS

Address: 184 W 237 ST

Please complete this card and return to the Sergeant-at-Arms