2012 TMA Annual Awards

Recognizing excellence in turnaround management and corporate restructuring
Turnaround of the Year Awards

The award is presented to TMA members who have played a role in the most successful turnaround in the following categories:

- **Mega Company**
  - Company revenue at the onset of the turnaround was $1 billion (USD) or greater.

- **Large Company**
  - Company revenue at the onset of the turnaround was between $300 million (USD) and $1 billion (USD).

- **Mid-size Company**
  - Company revenue at the onset of the turnaround was between $50 million and $300 million (USD).

- **Small Company**
  - Company revenue at the onset of the turnaround was less than $50 million (USD).

- **International Company**
  - Company has significant cross-border operations.

- **Pro Bono**
  - Organization would be unable to attain restructuring assistance without pro bono support.

Transaction of the Year Awards

The award is presented to TMA members who have played a role in the most impactful transaction (non-operational restructuring) in the following categories:

- **Mega Company**
  - Company revenue at the onset of the transaction was $1 billion (USD) or greater.

- **Large Company**
  - Company revenue at the onset of the transaction was between $300 million (USD) and $1 billion (USD).

- **Mid-size Company**
  - Company revenue at the onset of the transaction was between $50 million and $300 million (USD).

- **Small Company**
  - Company revenue at the onset of the transaction was less than $50 million (USD).

Since 1993, the Turnaround Management Association has honored excellence through its annual awards program, recognizing outstanding achievement in the following categories:

Sheila T. Smith and U.S. Bankruptcy Judge Robert D. Martin were honored last night for their outstanding leadership by fostering the growth and stature of TMA and the corporate restructuring industry, as well as having distinguished themselves as prominent professionals in their specific areas of practice.

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For one of the largest suppliers of premium fresh fruit and gourmet food gifts in North America, ‘back to basics’ was the path back to profitability. The story of how Harry & David (H&D) was turned around is a reminder that there is more to business than the bottom line. Had this restructuring failed, it could have meant the loss of a great American company and thousands of jobs, and perhaps an irrecoverable impact to the community of Medford, Oregon.

After years of declining sales and margins, H&D faced severe doubts about its future and, over the course of December 2010 and January 2011, hired Alvarez & Marsal (A&M), Rothschild, and Jones Day, with A&M assuming several interim management roles including CEO/CRO, CFO, and treasurer.

With the company in a dire cash position and vendors refusing to ship, A&M and the company raced to complete a business plan and create a sufficient cash runway to enable financing discussions and convince constituencies that a company generating LTM EBITDA of negative $22 million was worth saving. With Rothschild leading the financing discussions and Jones Day driving the plan process, Rothschild, Jones Day, and A&M assumed several interim management roles including CEO/CRO, CFO, and treasurer.

A major tenant of the plan focused on SKU rationalization to simplify the product assortment, which led to operational efficiencies, greatly improved margins, and a better overall customer and gift experience. Vendors maintained continuous supply throughout the bankruptcy, while improved sourcing practices, rationalization of the vendor base, and diligent negotiation of contracts and pre-petition claims improved H&D’s purchasing power, reduced costs, and enhanced liquidity. Disciplined demand planning and discount strategies further improved gross margins. Budgeting and expense disciplines and cash management mechanisms were implemented. Working capital efficiencies were bolstered through a focus on inventory management and strict purchasing disciplines.

Enabling the turnaround also required rebuilding the merchandising organization, re-aligning the corporate sales group, and bringing a large portion of the call center operations back in house. The team recognized the H&D employee base as a key strength, and many former employees were rehired. Overall, 2,015 full-time and 5,295 seasonal jobs were saved.

In September 2011, H&D emerged from bankruptcy less than six months after filing. The reorganized company had no long-term debt and a strong foundation for the future. Over the course of the A&M management team’s tenure through the end of H&D’s key holiday selling season, LTM EBITDA improved by $37 million in 11 months, with single-digit percent comp revenue increases in both the company’s direct and retail channels, and a 40 percent reduction in calendar year-end inventory and A/P. H&D recently announced full fiscal year EBITDA results of $23 million compared to the plan projections of $21 million. H&D is still the leader in the direct marketing fruit and gift space. By leveraging its iconic brand, ownership of America’s greatest pear orchards, and talented employee base, it continues to maintain a competitive advantage. With a deleveraged balance sheet and an experienced management team in place, the business is well positioned to grow its position as a market leader.
The turnaround team for Graceland Fruit, Inc. (GFI) successfully restructured the company despite facing an extremely broad range of complex problems. In the end, GFI was radically improved over a one-year period, transforming from a failing business to a stabilized company, poised for growth and on track to achieve record profits.

A dried fruit processing company which primarily manufactures infused dried fruits such as cherries, cranberries, and blueberries, GFI pursued a strategy of rapid sales growth and product line expansion over the past decade. Despite strong sales growth, the company’s performance had been weak for several years, and in 2010 deteriorated into severe financial distress, triggering bank loan covenant defaults.

In July 2010, GFI’s Board of Directors engaged O’Keefe & Associates Consulting (OAC) as its financial advisor. The OAC team began by preparing a 13-week cash flow and detailed inventory analysis. In October 2010, OAC’s Meagan Hardcastle assumed managerial oversight of the company as chief restructuring officer. Hardcastle was supported by an experienced team of professionals from OAC and from Advanced Manufacturing Group.

The OAC team quickly moved forward with a detailed restructuring plan and related budget to support negotiations with the bank and to serve as a road map for the turnaround initiatives, which included:

- Suspending non-core production and refocusing on production and sale of core products;
- Increasing gross profit margin through the implementation of production efficiencies and negotiated increases to substandard customer pricing;
- Improving product quality;
- Dramatically reducing inventory levels;
- Integrating disciplined managerial processes and internal controls;
- Securing a one-year loan agreement with the existing bank that reduced debt service requirements by $4 million, freeing up cash flow to support operations;
- Negotiating payment plans with trade creditors including those with super-priority PACS claims;
- Diffusing multiple litigation threats to avoid involuntary bankruptcy;
- Securing additional raw material supply from hostile suppliers.

A detailed analysis of production costs and market pricing trends was undertaken to facilitate a complete assessment of GFI’s product lines and pricing strategy. Lean manufacturing techniques were applied to improve equipment utilization leading to fewer change overs and increased production capacity. The OAC team also conducted detailed demand planning and production scheduling to minimize equipment downtime and achieve additional cost savings. They also renegotiated several of the existing negative margin customer contracts to minimize losses with the assistance of marketing and broker network.

Additionally, the CRO team repaired damaged relationships with key customers and suppliers, the bank, and other stakeholders including shareholders, and implemented a radical cultural change within the company resulting in an environment of teamwork, effective communication, disciplined business practices, and a strong drive for achieving success.

As a result of successfully implementing the restructuring plan, all 200 jobs at GFI were saved, bankruptcy was avoided, and a plan to pay all creditors in full was established. GFI is now positioned as an international market leader and with its return to financial stability, and its nutritional product focus, the company will continue to set itself apart from its competitors.
Clearwater Marine Aquarium

Behind the scenes of Dolphin Tale, an inspiring motion picture about a dolphin who survived against all odds, is the turnaround story of Clearwater Marine Aquarium, an equally surprising and successful tale.

A marine life rescue and environmental education center located in Clearwater Beach, Florida, Clearwater Marine Aquarium (CMA) rescues marine life, with a goal of rehabilitating them and releasing them back into the wild.

CMA’s mission was well-liked and appreciated by the community, but the company failed to bring in proper management expertise to develop and implement a sustainable revenue and organizational model. CMA was on the verge of collapse, and in 2006 hired a new CEO with turnaround experience as a final attempt at survival.

A multi-step turnaround plan was established. The new team decided to bring out-of-the-box marketing and media concepts from their experience in the corporate world. To begin the restructuring process, CMA gained institutional control by developing a defined organizational structure, establishing clear lines of authority and staff conduct policies, making key staff changes, and reorganizing the accounting, animal care, and guest services departments.

CMA also initiated a progressive media campaign to drive awareness. The campaign utilized local, regional, national, and international media from CEO David Yates’ background with NBC, and focused on the inspirational story of Winter, the dolphin who lost her tail but survived and thrived, and now wears a prosthetic tail.

Next, CMA instituted immediate revenue enhancement plans. Every revenue item was analyzed and a model was developed that did not rely on donations or governmental support for operations. CMA enhanced its accounting procedures with new financial reporting formats. A first-time budget also was established with monthly forecasts.

The aquarium’s remarkable turnaround has gained international attention and substantial media coverage, making it one of the most publicized and talked about organizations in the world in 2011. Filmed on location at CMA, the hit movie Dolphin Tale helped increased attendance and revenue by over 300 percent. The movie campaign produced the area’s largest tourism promotion of all time.

In conjunction with the movie, CMA installed a new efficient staff structure and implemented an organized animal care and rescue plan. CMA is now 100 percent USDA and FWC compliant, had substantial positive cash flow in 2011 and 2012, and is now one of the area’s most credible organizations.

The organization expects Dolphin Tale to be the number one movie of all time for tourism creation, with a five-year projected economic impact to the Clearwater community of more than $1 billion, while creating and sustaining thousands of jobs.

The inspiring tale of Clearwater Marine Aquarium’s turnaround is likely to be retold for years to come, inspiring other distressed companies and nonprofits.
DeepOcean Group Holding AS

The turnaround team at Trico Marine Group (TMG), which later became DeepOcean Group Holding AS (DOGH), overcame complex and contentious intercreditor negotiations to turn around one of Europe’s most widely-recognized brands in the offshore subsea-services industry while preserving value for its creditors.

TMG was composed of international divisions operating in the Gulf of Mexico, the North Sea, West Africa, and Asia-Pacific regions. The TMG companies that operated as a towing and supply business were known as Holdco, and the subsea services divisions were known as Opco. Holdco and Opco had separate groups of lenders and separate collateral pools. As a result of high debt leverage, the offshore subsea market recession of 2010 and a customer/vendor base with no appetite for a formal reorganization proceeding, the turnaround team had to successfully execute a debt-for-equity exchange at Opco and a liquidation plan for Holdco. Thus, DeepOcean Group Holding was created from the legacy Opco operations.

Among the challenges faced by the organization, Holdco was saddled with approximately $400 million of debt, while Opco was weighed down with almost $1 billion of debt, of which 50 percent was debt owed to Holdco. The combination of increasing costs, an extremely high debt burden, and a deteriorating operating environment ultimately created a liquidity crisis at TMG during the first half of 2010.

The company engaged Evercore and Vinson & Elkins LLP in April 2010 to address immediate liquidity and covenant default issues. The company added AlixPartners in early June 2010 at Holdco, and the company added Cahill, Gordon & Reindel LLP in July 2010. The turnaround team quickly developed a strategy to stabilize liquidity, prepare for a Chapter 11 filing at Holdco, and develop a business plan that would allow for the survival of the Opco enterprise.

The turnaround team quickly realized that the best outcome for all Opco and Holdco constituents was to preserve value at Opco with a debt-for-equity swap. Opco was an international company with no U.S. customers and few U.S. vendors – and virtually none of either had any substantive knowledge of U.S. insolvency laws. The team quickly developed a complex, modular financial model to generate consolidated financial projections for the management team and creditors. The team also developed a consolidated cash forecasting tool to help the company manage liquidity during periods of severe cash shortages. Additionally, the team had to address ongoing operational issues as well as a customer base that was extremely concerned about the future stability of DOGH’s European divisions.

Working with Opco’s advisors, Paul Weiss and Houlihan Lokey, as well as its Norwegian counsel, Brugge, Arendt-Hansen & Rasmussen, the team was successful in achieving a consensual debt-for-equity exchange executed at Opco with 99.9 percent of all note-holders tendering their notes for conversion, as well as a consensual plan of liquidation for Holdco. The team also was able to successfully negotiate a new credit facility with the new equity holders in DOGH providing a significant amount of operating flexibility for the company while establishing a new corporate presence in Europe. With the liquidity crisis behind it, DOGH was able to execute on long-needed capital improvement projects, tender and win previously unavailable work, and put working capital accounts back in line with industry norms.

DOGH now ranks as one of the strongest and most nimble competitors in the offshore subsea-services market. With a clean balance sheet, a new, internationally-recognized executive management team and board of directors, and the retention and added experience of key personnel, DOGH is among the best-positioned companies in its industry, providing subsea installation, seabed intervention, inspection, maintenance, repair, and decommissioning services.
On the verge of default, Aquilex Holdings swiftly entered a forbearance agreement followed by a restructuring support agreement that allowed the company to successfully reduce debt obligations and regain the liquidity necessary to operate. The business of Aquilex Holdings is conducted through two primary segments which service over 600 customers in the energy industry: specialty repair and overhaul, and industrial cleaning. In 2010, Aquilex began to experience a significant decline in revenue and earnings, in large part due to a decline in demand for its services and lower than expected operating margins. This decline continued, and as of September 2011, Aquilex:

- Found itself with no remaining capacity under its revolving credit facility;
- Was no longer in compliance with certain financial covenants under the credit agreement;
- Had determined that as a result of its financial condition, including its limited liquidity, it did not expect to make the next scheduled interest payment on its senior notes.

The defaults under the credit agreement triggered the right of its lenders to declare all of its indebtedness under the credit agreement immediately due and payable. Because the senior notes contained cross payment default and cross acceleration provisions, they would also be in default. To restructure its debt obligation and obtain additional liquidity, the company and its lenders entered into a forbearance agreement in October 2011. The lenders agreed to forbear, until December 2011, from exercising default-related rights and remedies against the company. In November 2011, the company addressed its short-term liquidity issues by entering into an agreement for $15 million in bridge financing from a group of holders of senior notes led by affiliates of Centerbridge Partners, L.P. In December 2011, Aquilex entered into a restructuring support agreement with institutions holding 100 percent of its first and second lien debt and holders of 92 percent of its senior notes. The restructuring terms were designed to reduce Aquilex’s debt by approximately $322 million, and infuse Aquilex with $80 million of new equity. In February 2012, Aquilex announced that it had successfully completed the out-of-court exchange offer, with holders representing approximately 98.33 percent of the aggregate principal amount of the senior notes (or $251,445,000) tendering into the exchange offer. The restructuring reduced Aquilex’s outstanding debt by 70 percent (or approximately $336 million), and reduced Aquilex’s debt service costs by 69 percent (to approximately $13 million annually). In addition, the infusion of equity resulting from the rights offering, together with the GECC revolver, provided Aquilex with the liquidity that had been sorely lacking. Although there were changes made at executive management levels following the closing of the restructuring, the success of the out-of-court restructuring ensured that no employees lost their jobs as a result of the company’s financial condition. With its declining financial condition positively resolved out of court and significant liquidity to operate, the restructured Aquilex is now well positioned to compete for business in its key end-markets.
The key to the successful turnaround of Contessa was the collaborative process instituted by the restructuring team, focused on open communication and mutual cooperation. Prior to its restructuring, Contessa was a leading provider of premium farm-raised shrimp, convenience meals, and other frozen food products worldwide. Due to the economic recession and increasing competition, the company experienced a sharp decline in demand for its products and filed a voluntary Chapter 11 bankruptcy petition in January 2011. Kelly Drye & Warren LLP was retained as restructuring counsel and Scouler & Company, LLC served as financial advisors. Arent Fox LLP was selected as counsel to the official committee of unsecured creditors (“Committee”), and FTI Consulting, Inc. acted as the Committee’s financial advisor. The case commenced with deep mistrust between Contessa and the Committee over management and the various restructuring options. Further, other interested stakeholders, a “key creditor group,” had largely disparate and often adversarial interests, and the case quickly threatened to spin out of control. The professionals quickly recognized that a sale of Contessa’s assets under Section 363 of the Bankruptcy Code represented the best option to preserve its businesses and its employees, and the first of several steps to maximize recoveries for its creditors. The process started with Scouler managing a serious liquidity crisis and profitable business lines. Kelley Drye then worked with Arent Fox to quickly develop a collaborative process to manage the diverse group of interested stakeholders in the case. By choosing open communication over brinkmanship, Kelley Drye and Arent Fox enabled the various factions to work together and focus on preserving going-concern value and jobs over litigation. As part of the collaborative process established between Arent Fox and Kelley Drye, the professionals resolved many creditor concerns by agreeing that an investment banker would be jointly selected by the debtor and committee with input from other key creditors, that there would be complete transparency in the sale process, and that bids would also be evaluated jointly. This process resulted in the selection of Imperial Capital, LLC. The sale of Contessa to potential buyers involved Scouler and Imperial in two distinct yet symbiotic marketing campaigns, which resulted in the solicitation of over 145 operating, strategic, and financial buyers. Finally, the last major obstacle was overcome when Kelly Drye and Arent Fox worked to settle a dispute with Contessa’s President and CEO over the ownership of Contessa’s intellectual property necessary to run the various businesses. The sale and subsequent actions by the professionals were an unqualified success. The intense marketing campaign produced three qualified bidders. Imperial jump started competitive bidding when it convinced Sun Capital Partners, Inc. to become a stalking horse. Sun Capital ultimately prevailed, and its winning bid satisfied all secured creditors and resulted in an anticipated 50 percent to 65 percent distribution to unsecured creditors. The sale and subsequent actions by the professionals were an unqualified success. The intense marketing campaign produced three qualified bidders. Imperial jump started competitive bidding when it convinced Sun Capital Partners, Inc. to become a stalking horse. Sun Capital ultimately prevailed, and its winning bid satisfied all secured creditors and resulted in an anticipated 50 percent to 65 percent distribution to unsecured creditors. The next challenge was to beat the projected recovery to unsecured claimants. Kelley Drye developed a plan of liquidation incorporating a claims settlement procedure focused on general unsecured, secured, and insider claims. The settlement procedure wildly exceeded expectations, and when combined with the claims reconciliation process and other features, the settlement procedure permitted all allowed unsecured creditors to receive a 100% recovery. What made the Contessa story truly extraordinary was the collaborative process implemented by the professionals early in the case that brought the major stakeholders together, paved the way for the successful sale, and achieved the highly flexible and successful plan of liquidation.
Before its remarkable turnaround in 2011, the tale of Raser Technologies, Inc. was one of great expectations gone unfulfilled. The company originally operated two business segments; one focused on producing geothermal electricity, and one on developing technology for alternative-fuel vehicles. Raser’s power generation unit focused on the production of geothermal energy. To transform geothermal resources into power, Raser decided to employ a new technology from UTC Power Systems, called “PureCycle,” that was promoted as being more efficient and cheaper than custom built commercial turbines. Raser relied heavily on outside financing sources to fund its project development activities and its day-to-day operating needs. By early 2010 Raser’s “rapid deployment” strategy had begun to demonstrate weaknesses. Raser’s first operating plant, known as Thermo One, initially budgeted to cost $40 million to develop utilizing the UTC Power Systems technology, ultimately cost $120 million. The many financial pressures on Raser intensified in June 2010, when the plant failed to pass a performance test mandated under the secured project financing documents between Raser and Prudential. This failure put Raser in default of its obligation to Prudential and had a cascading effect throughout Raser’s capital structure.

The transaction team, Nicholas Goodman and John Perry, the new CEO and CFO, respectively, as of 2010; and the legal team from Hunton & Williams, led by Peter S. Partee, Sr., pursued multiple avenues in early 2011 to keep the company intact. Ultimately the team identified two bondholders, Linden Advisors LP and Tenor Capital Management Co., with a shared belief in the possibilities of geothermal energy. A plan support agreement between Raser, Prudential, Linden, and Tenor was reached that would provide a basis to completely restructure the company’s balance sheet. The company filed voluntary petitions under Chapter 11 of the Bankruptcy Code on April 20, 2011 in the United States Bankruptcy Court for the District of Delaware.

The beneficial effects of restructuring the company were as clear as they were numerous. First, Raser emerged from bankruptcy with a rationalized balance sheet, having drastically reduced its debt load from $112 million to approximately $6 million. Perhaps most importantly, Raser, now Cyrq Energy, has the support of ownership with a commitment to the company’s mission and the financial wherewithal to back it. The company now has the ability to develop numerous other promising projects, which likely will result in the creation of dozens, if not hundreds, of jobs. Today, Raser is virtually debt and lien free; it has obtained financing for the development of its two major plants, Thermo One and Lightning Dock; and its backing by well-financed, committed owners in Linden and Tenor largely obviates the need for the time-consuming search for capital. The turnaround at Raser has been so complete that the company has now become a consolidator of the industry. Raser is in advanced negotiations to acquire a former competitor and it continues to seek out other potential opportunities. In other words, Raser’s great expectations are coming to fruition.
The Carl Marks Student Paper Competition recognizes outstanding student achievement in the field of corporate renewal. In doing so, the program establishes building blocks for future relationship with those students who have submitted papers, some of whom may eventually enter the industry full-time.

Not only are these students future TMA members and professional colleagues, they are also potentially providing information and knowledge through their papers that could positively impact the corporate renewal profession.

The competition is for students enrolled in an MBA program or equivalent business-related Master’s Degree program at an accredited university at the time the paper was written. Both individual and team-written papers are accepted. Only papers completed in the previous 12-month period from the start date of the competition are eligible for review.

The competition judges look for several elements in each paper, including relevance to issues pertinent to corporate distress, financial restructuring and reorganization; well-written, clearly constructed, and thorough treatment of the subject; originality of the subject and its interpretation; and depth and quality of analysis.

2012 Winners

First Place: Theoretical Conceptual
An In-Depth Look at Corporate Turnarounds from the Lens of Organizational Learning
Vivek Kalwani
Richard Ivey School of Business
The University of Western Ontario

First Place: Case Analysis
Restructuring Verso Paper Corp.
Jordan Flowers
Martin M. Saravia Lacen
Thomas Silva
Boris Vaisman
Elizabeth Adams (not pictured)
Columbia Business School

Second Place: Case Analysis
Turnaround of Sears Holdings
Chris Clark
Naveen Jindal School of Management
The University of Texas at Dallas

2012 Carl Marks Student Paper Competition Committee
Andrew M. Toft, Chair
Andrew M. Toft Attorney at Law
Harold D. Israel
Kaye Scholer LLP
Milly Chow
Blake Cassels & Graydon LLP
Robert D. Katz, CTP
Executive Sounding Board Associates Inc
James L. Nichols
Eide Bailly LLP
Elizabeth Tashjian
University of Utah David Eccles School of Business

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The University of Texas at Dallas
Established in 2004 with a grant from the John Wm. Butler Foundation, Inc., the Butler-Cooley Excellence in Teaching Awards Program honors teachers who have demonstrated their capacity to change the outcome of students’ lives and the communities where they teach. The program is named in honor of Leslie Bender Butler and Cindy Butler Cooley, relatives of a past TMA chairman who collectively have spent more than 50 years as teachers, and recognizes the central role that teaching has in the life of the association.

### 2012 Winners

**Jose Octavio Rivas Jr.**
Lennox Math, Science and Technology Academy, Grades 9-11-12
Lennox, California

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Jose Rivas began his career as an engineer at The Boeing Company. He was active in his community, participating in workshops, coaching little league, serving on the board of education, and tutoring students. When layoffs came to Boeing in 2003, Rivas realized his true calling was to pursue a career in education and became a physics instructor in Los Angeles.

Rivas defines his teaching philosophy as making a difference; he views teaching as an act of complete love towards humanity. In his winning entry, Rivas writes, “(Teaching) is a great responsibility that has the power to change the course of one life and the potential to change the course of human history.” A great teacher allows students to be creative and express their true selves. Most importantly, teachers give students confidence in their abilities.

Throughout his career, Rivas has established himself as a leader and innovator in curriculum development and lesson design who has motivated and inspired students to pursue careers in engineering and physics. To inspire students is no easy task; it requires vision, dedication, and a strong belief that all students are capable of achieving greatness. His goal is to produce the next generation of scientists and engineers that will revolutionize the world.

Rivas teaches at Lennox Math, Science and Technology Academy, a charter school in California that serves an urban, at-risk student population. He analyzes current education research and puts theory into effective practice in his classroom. At Lennox Academy, Rivas helped create a new engineering and robotics program and has been successful in increasing participation of Lennox students in math and science careers.

In the classroom, Rivas creates a vision of excellence; he knows how everything works.” Through partnerships with Northrop Grumman Corp., El Camino College, Grumman Corp., El Camino College, and Chevron Corp., Rivas has created a classroom environment where students can design an airplane wing to be tested in a wind tunnel, design a roller coaster on a computer, or understand the ideas of terminal velocity and fluid flow at the indoor skydiving field trip. Rivas explains, “When students enter my classroom, they see machines, computers with programs buzzing, and they want to know how everything works.” Through grants and local partnerships, Rivas is able to equip his engineering lab with tools like 3-D printers, laser cutters, CNC machines, and welding equipment.

Rivas is an innovative and data-driven educator; his curriculum focuses on the development of the whole student. His students receive daily performance feedback to meet rigorous learning targets. In a classroom heavily driven by technology, Rivas models projects after the real world work of scientists and engineers. This hands-on approach inspires students to pursue careers in physics or engineering, and empowers students to take charge of their education and glimpse a brighter future.
Ann DeVore
Dearborn Heights Montessori Center, Grades 7-8
Dearborn, Michigan

There have been purple people and plant cells the size of watermelon in Ann DeVore’s middle school classroom at Dearborn Heights Montessori Center in Michigan. Students wearing purple shirts were part of a humanities lesson on societal bias. They were treated as second-class citizens, denied privileges ordinarily taken for granted. They were forbidden to sit with the rest at lunch or to drink from the drinking fountain. This occurred after 9/11 and reflected tensions in the surrounding community. The watermelon was used as a whimsical image to teach cell parts; the rind represented the plasma membrane, seeds symbolized ribosomes, and pretzel sticks signified cilia. Each student was challenged to make his or her own creative 3-D model with common materials. Simply put, DeVore is a transformational force in the lives of her students. She empowers them to become their best, to make the most of their talents, and to serve the greater good. DeVore’s trust in her students—her confidence that they can and will succeed—becomes a self-fulfilling prophecy. She never stops learning herself, remaining on the cutting edge of technology and attending countless professional development events. In her winning entry, DeVore writes, “Adolescence is a time of change.” She describes middle school children as newborns in many ways: socially, academically, and spiritually. This is what makes teaching fun for DeVore. As a result, she models on various personalities, approaches to friends, ways of thinking, and ways of working. Constant change in the classroom provides a matrix of opportunities to teach, guide, listen, and learn. DeVore uses a hands-on approach with real world activities that truly speak to the students as future adults. Students operate the school’s hot lunch program, a snack shop in the mornings, and flowers and pizza sales to learn the empowerment of economic responsibility. Economics becomes real as they track orders, money, expenses, and sales receipts; monitor the checkbook; conduct market research; and keep customers happy.

Dearborn Heights students also work on a farm in Michigan for six days during the school year. Research on soil erosion is the focus of the project. Students have a lot of old fashioned fun helping on the farm and watching the animals. DeVore takes her students seriously and treats them as adults. She exhibits a remarkable blend of creative new ideas and tradition, conveying both with equal effectiveness. Her students are encouraged and expected to think for themselves, to research concepts, and to create new content. At the same time, traditional values like ethical behavior, personal responsibility, and a strong work ethic are stressed and practiced. Using innovative approaches, she has inspired students to design a peer mediated conflict resolution program, helped students run a school radio program and newspaper, and organized monthlong visits to a retirement home to teach the importance of community. DeVore explains, “Of course language, math, science, and humanities are taught…but the importance of community. DeVore explains, “Of course language, math, science, and humanities are taught…but the importance of community.” DeVore explains, “Of course language, math, science, and humanities are taught…but the importance of community.” DeVore explains, “Of course language, math, science, and humanities are taught…but the importance of community.” DeVore explains, “Of course language, math, science, and humanities are taught…but the importance of community.” DeVore explains, “Of course language, math, science, and humanities are taught…but the importance of community.” DeVore explains, “Of course language, math, science, and humanities are taught…but the importance of community.”

In a recommendation letter, Julia Fitzpatrick, a former student, explains how DeVore’s innovative and encouraging teaching methods inspired confidence and determination. She concludes, “Without a doubt, I would not be the person I am today without her presence and influence in my life.” DeVore has a particular talent to inspire and encourage students of all backgrounds and abilities to succeed. She has welcomed students with cerebral palsy, apraxia, Asperger syndrome, autism, ADHD, dyslexia, and behavioral and emotional problems. She focuses on each student’s unique talents and abilities and creates real world projects to facilitate and develop individual talents. In her classroom, DeVore designed a curriculum to teach organization, note taking, time management, and test taking. She turns adolescent lives around by providing real work and responsibility, an excellent academic environment, and the inspiration to make education their own. DeVore writes, “This age group is just beginning to peek up over the nest and see the world as it truly is. They are just beginning to see their place in the world.” Indeed, the head of school, Kay Neff, in recommending DeVore, pens, “She is an amazing teacher whose positive influence guides her students to become tomorrow’s solid citizens.” Beyond the classroom, DeVore works to facilitate transformations within the larger community. She has trained staff in techniques for working with special needs students and was instrumental in developing the comprehensive curriculum at her school.