

UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF MICHIGAN  
SOUTHERN DIVISION – DETROIT

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In re: : Chapter 9  
CITY OF DETROIT, MICHIGAN, : Case No.: 13-53846  
DEBTOR. : Hon. Steven W. Rhodes  
----- X

**INTERNATIONAL UNION, UAW’S MOTION  
(A) TO COMPEL PRODUCTION OF DOCUMENTS WITHHELD ON  
GROUNDS OF PRIVILEGE AND (B) FOR RECONSIDERATION OF  
THIS COURT’S SEPTEMBER 19 ORDER ON PRIVILEGE ISSUES**

International Union, UAW (“UAW”) hereby moves this Court for the entry of an order in the form attached hereto as Exhibit 1 to compel production of documents withheld by the City of Detroit on the grounds of attorney-client privilege and for reconsideration of the this Court’s September 19, 2013 decision denying the motion of AFSCME and Sub-Chapter 98, City of Detroit Retiree’s Motion to Compel Testimony of Kevyn Orr and All Other City and State Witnesses, dated September 18, 2013, [Docket no. 920] (“AFSCME Motion to Compel”).

We show in Part I below that the City is improperly relying on the work product doctrine to shield from production memoranda its restructuring counsel provided to the State close to a year before Jones Day was retained by the City and more than a year before the filing. In responding to document production

requests, the City withheld dozens of documents on the basis of attorney-client privilege or common interest privilege involving communications with the City's restructuring counsel, Jones Day, dated from *before* the time Jones Day was retained. We requested production of these documents and the City broadly complied. But on October 15, in response to a parallel request from counsel for the City's Retirement System with respect to memoranda prepared by Jones Day in 2012 which were apparently shared with the Governor, counsel for the City advised that while it was no longer claiming attorney-client privilege, that it was asserting that the memoranda were attorney work product and that it would refuse to produce them. There is no basis for a claim of work product inasmuch as Jones Day was not counsel for the state and it was only retained by the City close to a year later.

We have conferred with counsel for the City without resolution.

Because it is unclear whether the City will now take the position that other documents which reflect or contain communications with Jones Day lawyers prepared before Jones Day was retained by the City are work product, we would request that the Court enter an order compelling production of all such documents.<sup>1</sup>

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<sup>1</sup> UAW has also raised similar issues with respect to the State's assertion of privilege. While the State's production was due on October 5, it has yet to provide compliant privilege logs. UAW has conferred with counsel to the State and expect a complete response to the issues raised on October 18.

The Court's September 19 ruling has permitted the City and the State to block inquiry into their joint communications concerning the decision to pursue this Chapter 9 filing. This involves both precluding deposition testimony concerning communications between and among the Emergency Manager and state officials – both elected and appointed – and withholding thousands of documents reflecting such communications.

We show in Part II below that the Court's September 19 Order was error and should be reconsidered. In particular, the Court's reliance on the relationship between special counsel for a corporate board considering whether to authorize a bankruptcy and counsel for the corporation – an argument not presented by the City or addressed by the parties – was misplaced. Special counsel is typically retained by a corporate board in cases of a divergence between the views or interests of the board and those of the corporation. Once all parties have concluded that a filing is warranted, then they would arguably share a common legal interest in, say, opposing a motion to dismiss the case. But not before.

Here, the Emergency Manager and the State of Michigan had different interests before the filing and they likely have differing interests given the City's decision (through the Emergency Manager) to seek to impair pension benefits and the state's decision not to condition the filing given the constitutional protections of Article 9, Section 24 of the Michigan Constitution. The State may be liable for

violating the Constitution by purporting to authorize a filing in violation of these constitutional protections.<sup>2</sup>

The Emergency Manager and the State also have divergent roles with respect to the decision to file Chapter 9 under PA 436 of 2012. The Emergency Manager was tasked under the statute to, among other things, evaluate whether there were alternatives to rectifying Detroit's financial emergency outside of bankruptcy and given the discretion to recommend that the Governor authorize the local government to file bankruptcy. That recommendation must be reviewed and approved by the Governor.

Until and unless the Emergency Manager recommended and the Governor approved the filing, they could share no common interest in the issue to be litigated here: whether the City is eligible for the protections of Chapter 9. That is, unless the Emergency Manager's review of Detroit's financial condition was a sham and he was acting at the behest of the State in seeking authority to file.

There is an additional reason why the City's reliance on a common interest privilege should be rejected. That is that as the governing body of the City of Detroit, the Emergency Manager's policy deliberations can have no expectation of confidentiality under Michigan's Open Meetings Law. As shown below, case law

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<sup>2</sup> When counsel for the City was questioned about this on October 15 he offered Jones Day's position on the issue – which was that the state was not liable.

is clear that when a governing body's powers are delegated to even a single individual, that individual's acts and deliberations are subject to the Open Meetings Law. As such, the Emergency Manager's discussions with the State concerning the filing can as a matter of law carry no expectation of confidentiality and thus cannot be privileged communications in any event. This would apply to communications before and after the filing.

Even if the Emergency Manager could claim confidentiality with respect to his deliberations, the breadth of the common interest asserted by the City and recognized by the Court's September 19 order is inconsistent with case law. The City asserts a common interest with the State in rectifying Detroit's financial emergency and assuring the City's fiscal accountability during the Emergency Manager's term of service. Those are policy concerns. Courts narrowly construe the common interest privilege to discussions involving shared legal interests. This narrow construct is particularly appropriate in cases where, as here, privilege is asserted by government entities over matters of public policy that are presumptively open to public scrutiny.

In sum, assuming, *arguendo*, that a common interest can shield *some* communications between the Emergency Manager and the State, it cannot shield communications *before the filing* concerning the issue of whether Detroit should file for bankruptcy and should only apply to post-filing communications related to

*specific legal interests*, such as defending against the motions to dismiss the filing, and not policy questions, including the treatment of the claims of particular creditor constituencies, such as employees or pensioners.

## **ARGUMENT**

### **I.**

#### **THE CITY SHOULD BE COMPELLED TO PRODUCE DOCUMENTS INVOLVING COMMUNICATIONS WITH ITS RESTRUCTURING COUNSEL THAT ANTE-DATE COUNSEL'S RETENTION**

On the privilege log the City provided with its production, a number of documents were identified as withheld either under the common interest or attorney-client privileges that involved or referenced communications from counsel at Jones Day that ante-date Jones Day's retention by the City. On October 2, 2013, counsel for UAW identified these documents in correspondence and requested their production. A copy of that correspondence is Attachment A to this brief. One of the documents identified in that letter (at p.2 ) is PRIV9731. The log entry for this document recites that it is dated June 6, 2012 and that it is an "E-Mail Reflecting Confidential Attorney-Client Communications and Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues." (Exhibit B to the October 2 correspondence collects privilege log entries where attorney client privilege is asserted for documents dated before March 11, 2013 when Jones Day was retained

by the City.) There are a number of documents on Exhibit B described in similar fashion.

In responses dated October 7 (Attachments B and C hereto) Counsel for the City withdrew the claims of privilege with respect to most of the documents identified as antedating Jones Day's retention. Included was PRIV9731. See Attachment B at p. 3.

On October 15, in response to inquiries from counsel for the Retirement System concerning PRIV9731, counsel for the City sent the e-mail that is Attachment D to this Letter. In that communication counsel advised that PRIV9731 had been "inadvertently produced" as DTMI00233348.<sup>3</sup> Counsel advised that this document had nine attachments which are itemized in the October 15 correspondence. With respect to the e-mail and its attachments, the City withdrew the claim of attorney-client privilege and has now asserted that the documents are shielded from production under the work product doctrine. This contention is baseless.

Under Rule 26, the work product doctrine shields from discovery documents "prepared *in anticipation of litigation or for trial* by or for another party

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<sup>3</sup> Counsel for UAW was aware of the document, and, indeed, it has been marked as a deposition exhibit. However, as the privilege log does not prove Bates numbers for withheld documents, we were unable to correlate PRIV9731 with the document produced.

*or its representative (including the other party's attorney*, consultant, surety, indemnitor, insurer, or agent)" (emphasis supplied). Fed.R.Civ.P. 26(b)(3). "At its core, the work-product doctrine shelters the mental processes of the attorney, providing a privileged area within which he can analyze *and prepare his client's case.*" *United States v. Nobles*, 422 U.S. 225, 238 (1975) (emphasis supplied). The doctrine thus "prevents discovery of documents prepared *in anticipation of litigation by a party's attorney* or a party's insurer unless the party seeking discovery satisfies two requirements, substantial need for them, and the inability to obtain the substantial equivalent of them without undue hardship." *Taylor v. Temple & Cutler*, 192 F.R.D. 552, 556-57 (E.D. Mich. 1999) (emphasis supplied).

While the October 15 e-mail does not identify the litigation for which the memoranda was prepared, the log indicates that they relate to "Chapter 9 Bankruptcy Filing Issues." The document name of Item (2) on the October 15 e-mail explicitly references Chapter 9 ("NYI\_4399007\_4\_Detroit Memo Re Public Act 4 and Chapter 9.DOCX") and Items (5) ("ATI\_2484061\_2\_City of Detroit-Memo on Michigan Constitutional OPEB Protections.DOC") and (6) ("ATI\_2483523\_2\_City of Detroit- Memo on Michigan Constitutional Pension Plan Protections.DOC") obviously appear to be directed at Chapter 9 issues.

Jones Day was not counsel to the City until March 11, 2013 at the earliest and it was never counsel to the State. The work product doctrine is thus



inapplicable. The documents attached to PRIV9731 – and any and all other documents which on the privilege log which ante-date Jones Day’s retention but involve or reflect communications with Jones Day lawyers should be ordered produced and UAW permitted to supplement its exhibit list accordingly.

## II.

### **THIS COURT SHOULD RECONSIDER AND VACATE ITS SEPTEMBER 19 ORDER CONCERNING THE COMMON INTEREST PRIVILEGE**

Reconsideration should be granted if the movant “demonstrate[s] a palpable defect by which the court and the parties have been misled [and] also show[s] that a different disposition of the case must result from a correction thereof.” E.D. Mich. Local Bankr. R. 9024-1(a)(3). “To establish a ‘palpable defect,’ the moving party generally must point to ‘(1) a clear error of law; (2) newly discovered evidence; (3) an intervening change in controlling law; or (4) a need to prevent manifest injustice.’ “ *In re Collins & Aikman Corp.*, 417 B.R. 449, 454 (E.D. Mich. 2009) (quoting *Henderson v. Walled Lake Consolidated Schools*, 469 F.3d 479, 496 (6th Cir. 2006)).

The AFSCME Motion to Compel sought to compel testimony by the Emergency Manager and other City and State witnesses concerning communications before the City filed for bankruptcy that involved representatives of the State and counsel. UAW joined in that motion at the September 19 hearing.

In denying the motion in part, the Court held that the City (and State) were entitled to rely upon a common interest privilege with respect to pre-filing communications. The Court analogized the situation, as follows:

as we all know when a corporation files bankruptcy its Board of Directors must give its consent, must authorize the filing. Ordinarily, of course, the corporation itself would have its own counsel giving it advice on whether to file bankruptcy, what the ramifications would be, what possible reasons there might be to not file bankruptcy, etc., etc. Ordinarily the Board of Directors would not have its own separate counsel in that process. It would rely on corporate counsel, but it could. The Board of Directors could hire special counsel to advise it on whether to authorize the filing or not. Assume for a moment it did and then the Board or members of the Board, its lawyer, the corporation's lawyer and corporate management all met together, it seems clear enough to this court that the common interest doctrine would shield those conversations, even though technically the corporate attorney does not represent the Board and the Board's attorney does not represent the corporation. The court cannot identify any way to distinguish that case from our case.

Respectfully, the Court's reliance on this analogy is misplaced. The situation where a Board seeks separate representation from the corporation would arise where there is an actual or perceived conflict of interest between the insiders and the corporation. Specifically, once a corporation enters the "zone of insolvency," the board members may have conflicting interests from those of the corporation in the decision on whether to file for bankruptcy or not. *See, e.g., In re Kendavis Indus. Int'l, Inc.*, 91 B.R. 742, 751-52 (Bankr. N.D. Tex. 1988) (quoting *In re Coral Petroleum, Inc.*, No. 83-02460-H2-5, slip op. at 3 (Bankr.S.D.Tex. Jan.

30, 1988)) (“[Coral Petroleum’s law firm] was acting in the best interest of the *principals* of Coral Petroleum during the time they were appointed by the Court as attorneys for the debtor-in-possession. This raises most serious issues of conflicts of interest and of benefit to the estate.”) (emphasis in original); *see also* Jonathan T. Edwards and Andrew D. Appleby, *The Twilight Zone of Insolvency: New Developments in Fiduciary Duty Jurisprudence That May Affect Directors and Officers While in the Zone of Insolvency*, 18 J. Bankr. L. & Prac. 3 Art. 2 (2009) (“To ensure that directors and officers satisfy all the requisite duties while in this zone [of insolvency], they should contact independent counsel and hire outside experts – specifically turnaround or restructuring advisors – as soon as possible.”); John T. Cross, *Conflicts of Interest in Bankruptcy Representation*, 1 J. Bankr. L. & Prac. 233, 241-42 (1992) (“Because bankruptcy forces this basic question into the forefront, it creates the potential for a conflict of interest for the attorney who continues to represent both the corporation and its insiders. The potential for conflict is especially great in a Chapter 11 case in which the debtor is serving as a debtor-in-possession.”).<sup>4</sup> Of course, as the *Kendavis* court noted, “once counsel is

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<sup>4</sup> This is reflected in multiple decisions reducing an attorney’s fee award to punish the attorney for representing both the debtor corporation and directors or other insiders simultaneously. *See, e.g., In re Kendavis Indus. Int’l, Inc.*, 91 B.R. 742 (Bankr. N.D. Tex. 1988) (reducing corporate debtor’s attorneys’ fees by 50% after finding that debtor’s law firm had opposed creditors’ reorganization plans and intentionally delayed the bankruptcy proceedings for the sole benefit of controlling shareholders); *In re Rancourt*, 207 B.R. 338 (Bankr. D.N.H. 1997); *In re Hot Tin*

employed, ‘a lawyer owes his allegiance to the entity and not to the stockholder, director, officer, employee, representative or other person connected with the entity.’” 91 B.R. at 752 (*quoting In re King Resources Co.*, 20 B.R. 191, 200 (D.Colo.1982)).

Of course once a filing is authorized the directors and corporation may well share particular *legal interests* in issues arising in the case, for example, defeating a motion to dismiss a petition or appoint a trustee, that could conceivably warrant assertion of a common interest in communications between those parties and counsel.

Here, the Emergency Manager and the State of Michigan had different interests before the filing. Under the statute, the Emergency Manager “[a]ct[s] for and in the place and stead of the governing body and the office of chief administrative officer of the local government.” Mich. Comp. Laws § 141.1549(2). So, too, the Emergency Manager and the State have divergent roles with respect to the decision to file Chapter 9. The Emergency Manager was tasked under the statute to, among other things, evaluate whether there were alternatives to rectifying Detroit’s financial emergency outside of bankruptcy and given the discretion to recommend that the Governor authorize the local government to file bankruptcy.

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*Roof, Inc.*, 205 B.R. 1000 (B.A.P. 1st Cir. 1997) (denying requests for compensation by corporate debtor’s attorney who had represented officers and directors because it was conflict of interest that would prejudice creditors).

Mich. Comp. Laws § 141.1558(1). That recommendation must be reviewed and approved by the Governor. *Id.*

Until and unless the Emergency Manager recommended and the Governor approved the filing, they could share no common interest in the issue to be litigated here: whether the City is eligible for the protections of Chapter 9.

There is an additional reason why the City's reliance on a common interest privilege should be rejected. That is that as the governing body of the City of Detroit, the Emergency Manager's policy deliberations can have no expectation of confidentiality under Michigan's Open Meetings Law. Under Section 3 of the Open Meetings Law, "[a]ll deliberations of a public body constituting a quorum of its members shall take place at a meeting open to the public" with certain exceptions not relevant here.<sup>5</sup> Mich. Comp. Laws § 15.263(3). A "public body" is defined in Section 2 as "any state or local legislative or governing body, including a board, commission, committee, subcommittee, authority, or council, that is empowered by state constitution, statute, charter, ordinance, resolution, or rule to exercise governmental or proprietary authority or perform a governmental or proprietary function[.]" Mich. Comp. Laws § 15.262(a).

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<sup>5</sup> Those exceptions are "public bodies only when deliberating the merits of a case" such as an "an arbitrator or arbitration panel appointed by the employment relations commission," Mich. Comp. Laws § 15.263(7), (d), or "an association of insurers created under the insurance code of 1956," *id.* 15.263(8).

In *Booth Newspapers, Inc. v. University Of Michigan Board Of Regents*, 444 Mich. 211 (1993), the Supreme Court held that where a “public body” delegates its authority to a subcommittee or individual, that subcommittee or individual is subject to the Open Meetings Law. *Board of Regents* involved public access to the regents decision-making process with respect to the selection of the University of Michigan’s president. The board delegated certain decision-making functions to a sole member who conducted the search process and reported to meetings of groups of the regents in groups that never comprised a quorum. The Court rejected the notion that this would avoid the strictures of the Open Meetings Law because the individual was exercising the authority of a public body, the regents. In particular, the Court held:

The Legislature did not grant any exception to specific types or forms of committees. Therefore, delegating the task of choosing a public university president to a one-man committee, such as Regent Brown, would warrant the finding that this one-man task force was in fact a public body.

444 Mich. at 226. See *Goode v. Dep’t of Social Services*, 143 Mich.App. 756, 759 (1985).

Here, the statute vests the Emergency Manager with the powers of a public body within the meaning of the Open Meetings Law: the Emergency Manager “[a]ct[s] for and in the place and stead of the governing body and the office of chief administrative officer of the local government.” Mich. Comp. Laws

§ 141.1549(2). It is noteworthy that the Open Meetings Law provides only a narrow scope for attorney-client privilege for a public body subject to its provisions. A public body may conduct a closed meeting “[t]o consult with its attorney regarding trial or settlement strategy in connection with specific *pending* litigation, but only if an open meeting would have a detrimental financial effect on the litigating or settlement position of the public body[.]” Mich. Comp. Laws § 15.268(e) (emphasis supplied). Thus, all of the Emergency Manager’s deliberations with the State concerning the decision on whether or not to file are subject to the Open Meetings Law and are presumptively public. As such they cannot be viewed as confidential communications and cannot be privileged.

Even if the Emergency Manager could claim confidentiality with respect to his deliberations with the state concerning the decision to file, the breadth of the common interest asserted by the City and recognized by the Court’s September 19 order is inconsistent with case law. Based on this assertion, the Governor refused to answer questions involving his discussion with Orr concerning a host of policy-related topics: the June 14 Proposal to Creditors; consideration to be provided to retirees whose pension benefits the City would impair; sales of City

assets; the City's cash flow, and whether reductions in accrued pension benefits were necessary.<sup>6</sup>

The very first sentence in the City's opposition to the AFSCME Motion to Compel misconceives the state of the law in claiming that it "is well-established that the common interest privilege extends the attorney-client privilege to confidential communications between parties that share a substantially similar legal interest." Doc. 940 at ¶ 6.

A common-interest doctrine is anything but "well-established" in Michigan. Rather, "[t]he case law on the so-called common interest privilege or joint defense privilege is complicated and contradictory." *State Farm Mut. Auto. Ins. Co. v. Hawkins*, 2010 WL 2287454 at \*7 (E.D. Mich. June 4, 2010) (unpublished).<sup>7</sup> The *Hawkins* court noted that the Michigan Supreme Court has yet to adopt any common interest privilege and concluded that since the "the scope of the attorney-client privilege is narrow" in this state, "the Michigan Supreme Court would likely adopt [a] *narrow version* of the common interest privilege," *State Farm*, 2010 WL 2287454 at \*7 (emphasis added).

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<sup>6</sup> See Deposition of Richard Snyder, dated October 9, 2013, Tr. at 12, 14, 430, 58, and 68. (Relevant excerpts collected as Attachment E to this brief).

<sup>7</sup> See, e.g., Katharine Traylor Schaffzin, *An Uncertain Privilege: Why the Common Interest Doctrine Does Not Work and How Uniformity Can Fix It*, 15 B.U. Pub. Int. L.J. 49 (2005); Susan K. Rushing, *Separating the Joint-Defense Doctrine from the Attorney-Client Privilege*, 68 Tex. L. Rev. 1273 (1990).



Second, the City is simply wrong that to invoke the common interest doctrine, the parties' interests must only be "substantially similar," as opposed to "identical." Conspicuously absent from the City's Opposition, is the leading District Court case in this circuit, *Libbey Glass, Inc. v. Oneida, Ltd.*, 197 F.R.D. 342 (N.D. Ohio 1999). *Libbey Glass* holds that the common interest must be "an *identical* legal interest with respect to the subject matter of the communication." *Id.* at 347 (citing *Duplan Corp. v. Deering Milliken*, 397 F.Supp. 1146, 1164 (D.S.C. 1974)) (emphasis added). Even the unpublished case that the City relies upon, *Dura Global, Technologies, Inc. v. Magna Donnelly Corp.*, 2008 WL 2217682 (E.D. Mich. May 27, 2008) (unpublished), employs the "identical interest" standard. "[T]he common interest privilege permits the disclosure of privileged communication without waiving the privilege, provided that the parties have 'an *identical* legal interest with respect to the subject matter of the communication.'" *Id.* at \*1 (quoting *Libbey Glass*, 197 F.R.D. at 347) (emphasis added).<sup>8</sup>

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<sup>8</sup> The City distorts the holding of the case upon which it principally relies, *In re Leslie Controls, Inc.*, 437 B.R. 493, 497 (Bankr. D. Del. 2010). In that case, the court wrote: "[w]hen the interests of the parties diverge to some extent the common interest doctrine applies 'only insofar as their interests [are] in fact *identical*; communications relating to matters as to which they [hold] opposing interests ... lose any privilege.'" *Id.* at 497 (quoting *In re Rivastigmine Patent Litigation*, 2005 WL 2319005, \*4 (S.D.N.Y. Sept.22, 2005) (unpublished)) (emphasis added). Thus, *Leslie Controls* applies the "identical" standard; its earlier use of the phrase "substantially similar" is only meant to clarify that opposing parties may also benefit from the common interest privilege on certain issues in which they share identical

Although no court has defined the term “identical,” “the level of similarity needed to satisfy the requirement that parties’ interests be *identical* is implicitly very high.” Schaffzin at 69-70 (emphasis in original). For example, the District of Utah has applied the common interest doctrine in a *qui tam* case where “co-plaintiffs [relator and the United States], [were] allied in their interest in this litigation in identifying ... false claims, proving them, obtaining statutory redress in the form of damages, and distributing the proceeds of this suit.” *U.S. ex rel. (Redacted) v. (Redacted)*, 209 F.R.D. 475, 479 (D. Utah 2001). The oneness of the sharing entities’ interests is especially important when the entities are not parties to the same litigation because the common interest doctrine requires that the purpose of sharing communications be to obtain legal advice, *Libbey Glass*, 197 F.R.D. at 347-48 (“In theory, the common interest doctrine encourages parties working with a common purpose to benefit from the guidance of counsel, and thus avoid pitfalls that otherwise might impair their progress toward their shared objective.”).

Simply put, the City and State’s stated common “legal” interest in “rectifying the financial emergency in Detroit,” Doc. 940 at ¶ 14 n.4, is much too broad to fall under the extremely limited extension of the attorney-client privilege that the common interest doctrine may provide. All parties – even those challenging

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interests – as long as their *overall* legal interests are “at least substantially similar.” *See id.* (quotation omitted).

the City's eligibility to pursue this case can be said to have an interest in "rectifying the financial emergency in Detroit." The City's position would make the privilege limitless.

The existence of a written "Common Interest Agreement" executed on September 12 – months after the City and State claimed in the Agreement to invoke the privilege and conspicuously close to the date that the City and State raised the common interest doctrine for the first time in this litigation – likewise does not provide the City or State a basis to claim the attorney-client privilege in their communications with each other. *Visual Scene*, 508 So. 2d at 441 n.4 ("Of course, the mere existence of an agreement between parties to keep documents confidential is not, in itself, sufficient to protect them from discovery under a claim of privilege.").

As governmental entities, it is especially critical that the City and State not be permitted to cloak their communications under the attorney-client privilege, even if the Court were to hold that those deliberations are not subject to the Open Meetings Law. In *Reed v. Baxter*, the controlling case on this issue, two firefighters sued a municipality for "reverse discrimination," claiming that the city hired an African American fire captain on account of his race without regard to other qualifying factors. *Reed v. Baxter*, 134 F.3d 351, 352 (6th Cir. 1998). The district court ruled that the attorney-client privilege protected the communications during a

meeting at which the city attorney, the fire chief, the city manager, and two city council members discussed the promotion of the new fire captain. *Id.*

The Sixth Circuit vacated the district court's ruling. It noted that the court had "never explicitly" held that governmental entities may claim attorney-client privilege. *Id.* at 356. The Court went on to hold that – assuming the privilege exists in the governmental context – because the city council members were not there to solicit the advice of the city attorney, they were third parties whose presence destroyed the attorney-client privilege. *Id.* at 358. In support of its decision, the Sixth Circuit noted that "courts and commentators have cautioned against broadly applying the [attorney-client] privilege to governmental entities." *Id.* at 357 (citing Restatement (Third) of the Law Governing Lawyers § 124, cmt. b; 24 Wright and Graham § 5475, at 126). The Court went on to explain that, "[t]he governmental privilege stands squarely in conflict with the strong public interest in open and honest government." *Id.* (emphasis added) (citing *In re Grand Jury Subpoena Duces Tecum (Office of President v. Office of Indep. Counsel)*, 112 F.3d 910, 916, 920-21 (8th Cir. 1997)).

The Sixth Circuit's in requiring a heightened standard of governmental entities when invoking the attorney-client privilege has been followed by other circuits including the Seventh Circuit, *In re Witness Before Special Grand Jury 2000-2*, 288 F.3d 289, 293 (7th Cir. 2002) ("government lawyers have a higher,

competing duty to act in the public interest” and are “obligated not to protect [their] governmental client[s] but to ensure [their] compliance with the law”), the Eighth Circuit, *In re Grand Jury Subpoena Duces Tecum*, 112 F.3d 910, 921, 922 (8th Cir. 1997) (declining to apply the common interest doctrine and holding that “to allow any part of the federal government to use its in-house attorneys as a shield against the production of information relevant to a federal criminal investigation would represent a gross misuse of public assets”), and the D.C. Circuit, *In re Lindsey*, 158 F.3d 1263, 1272 (D.C. Cir. 1998) (“government attorneys stand in a far different position from members of the private bar. Their duty is not to ... protect wrongdoers from public exposure ... [and] the loyalties of a government lawyer therefore cannot and must not lie solely with his or her client agency”). While the Seventh, Eighth, and D.C. Circuit holdings were in the context of criminal grand jury subpoenas, the United States Supreme Court has admonished courts that the attorney-client privilege should not be “appli[ed] differently in criminal and civil cases....” *Swidler & Berlin v. United States*, 524 U.S. 399, 400 (1998).

Michigan has no law explicitly protecting government-attorney-client privilege and, as noted above, the Open Meetings Law presumptively makes all deliberations of governmental bodies public and limits attorney-client privilege. In addition, in construing Michigan’s Freedom of Information Act, Mich. Comp. Laws Ann. § 15.231 *et seq.*, the courts have held that Michigan has a “strong public policy

favoring public access to government information, recognizing the need that citizens be informed as they exercise their role in a democracy, and the need to hold public officials accountable for the manner in which they discharge their duties.” *Great Lakes Media v. City of Pontiac*, Nos. 208306, 208320, 2000 WL 33419383, \*2 (Mich. App. May 19, 2000) (internal citation omitted).

The Court should grant this motion reconsider its September 19 decision and hold that the City and State are not entitled to claim any common interest privilege with respect to communications before the filing of this case.

## **CONCLUSION**

The Court should compel production of documents (a) reflecting communications with restructuring counsel produced before the City retained Jones Day and (b) upon reconsideration of its September 19 order those dated before July 18, 2013 as to which a common-interest privilege was asserted.

Dated: New York, New York  
October 17, 2013

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### **SUMMARY OF ATTACHMENTS**

The following documents are attached to this Motion, labeled in accordance with Local Rule 9014-1(b).

|           |                                                                         |
|-----------|-------------------------------------------------------------------------|
| Exhibit 1 | Proposed Form of Order                                                  |
| Exhibit 2 | Intentionally Omitted ( <i>Ex Parte</i> Motion to be File Concurrently) |
| Exhibit 3 | Intentionally Omitted (No Brief Required)                               |
| Exhibit 4 | Certificate of Service                                                  |
| Exhibit 5 | Intentionally Omitted                                                   |
| Exhibit 6 | Documentary Exhibits                                                    |
| Exhibit A | 10/2/13 Correspondence from T. Ciantra to B. Bennett                    |
| Exhibit B | 10/7/13 Correspondence from G. Irwin to T. Ciantra                      |
| Exhibit C | 10/7/13 Correspondence from G. Irwin to T. Ciantra                      |
| Exhibit D | 10/15/13 Email from G. Irwin re City of Detroit                         |
| Exhibit E | Excerpts of Governor R. Snyder 10/9/13 Deposition                       |



# Exhibit 1

UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF MICHIGAN  
SOUTHERN DIVISION – DETROIT

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|----------------------------|---|-----------------------|
| -----                      | X |                       |
|                            | : |                       |
| In re:                     | : | Chapter 9             |
|                            | : |                       |
| CITY OF DETROIT, MICHIGAN, | : | Case No.: 13-53846    |
|                            | : |                       |
| Debtor.                    | : | Hon. Steven W. Rhodes |
| -----                      | X |                       |

**ORDER ON INTERNATIONAL UNION, UAW’S MOTION (A) TO  
COMPEL PRODUCTION OF DOCUMENTS WITHHELD ON GROUNDS  
OF PRIVILEGE AND (B) FOR RECONSIDERATION OF  
THIS COURT’S SEPTEMBER 19 ORDER ON PRIVILEGE ISSUES**

This matter coming before the Court on the motion (the “Motion”) of the International Union, UAW’s Motion (A) To Compel Production of Documents Withheld on Grounds of Privilege and (B) For Reconsideration of This Court’s September 19 Order on Privilege Issues, and the Court having considered UAW’s Motion, and any responses thereto; and good cause appearing;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The City is ordered to produce any documents reflecting communications with restructuring counsel withheld on the grounds of attorney-client privilege or under the work product doctrine which documents ante-date March 11, 2013 when the City retained restructuring counsel;

3. The Court's September 19 Order on the UAW Motion to Compel is vacated and the City is ordered to produce documents withheld on the grounds of common interest privilege that reflect communications between the Emergency Manager (or his staff) and representatives of the State of Michigan which ante-date July 19, 2013.

4. The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Signed on \_\_\_\_\_

---

Hon. Steven W. Rhodes  
United States Bankruptcy Judge

# Exhibit 2

Intentionally Omitted

# Exhibit 3

Intentionally Omitted

# Exhibit 4



UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF MICHIGAN  
SOUTHERN DIVISION – DETROIT

----- X  
In re: : Chapter 9  
CITY OF DETROIT, MICHIGAN, : Case No.: 13-53846  
Debtor. : Hon. Steven W. Rhodes  
----- X

**CERTIFICATE OF SERVICE**

I hereby certify that on this the 17th day of October 2013, I caused the *International Union, UAW Motion to (A) Compel Production of Documents Withheld on Grounds of Privilege and (B) For Reconsideration of This Court's September 19 order on Privilege Issues* to be filed with the Clerk of the Court using the CM/ECF system, which will send notification of such filing to all counsel of record.

Dated: New York, New York  
October 17, 2013

Cohen, Weiss and Simon LLP

By: /s/ Babette A. Ceccotti  
330 West 42nd Street  
New York, New York 10036-6976  
T: 212-563-4100  
bceccotti@cwsny.com

*Attorneys for International Union, UAW*

# Exhibit 5

Intentionally Omitted

# Exhibit 6

# Exhibit A

COHEN  
WEISS  
AND  
SIMON  
October 2, 2013<sup>LP</sup>

Thomas N. Ciantra, Partner  
Tel: 212.356.0228  
Fax: 646.473.8228  
Cell: 917.748.9423  
tciantra@cwsny.com  
www.cwsny.com

330 West 42nd Street • New York, NY 10036-6979

By E-mail

Bruce Bennett, Esq.  
Jones Day  
555 South Flower Street, 50<sup>th</sup> Floor  
Los Angeles, California 90071

Re: In re City of Detroit

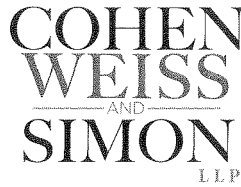
Dear Mr. Bennett:

Pursuant to Local Rule 7.1 of the U.S. District Court for the Eastern District of Michigan and Local Bankruptcy Rule 9014-1(g), I write to advise that International Union, United Automobile Workers ("UAW") intends to file a motion to compel discovery of certain documents identified on the privilege log accompanying the City of Detroit's document production and to seek to narrow the potential issues or documents that would be involved in such a motion. Because of the exigent schedule, UAW requests that the City respond to this correspondence by October 7, 2013.

The City has withheld numerous documents under an assertion of a Common Interest privilege with the State of Michigan. In opposition to the motion of Michigan Council 25 of the American Federation of State, County and Municipal Employees, AFL-CIO and Sub-Chapter 98, City of Detroit Retirees' Motion To Compel Testimony of Kevyn Orr and All Other City and State Witnesses Regarding City-State Communications Prior To July 17, 2013 (the "AFSCME Motion"), the City and the State entered into a common interest agreement "at the time of the appointment of the Emergency Manager" (§10) and that "pursuant to PA 436, the City, acting through its Emergency Manager, and State share the same legal interest in 'rectify[ing] the financial emergency' and 'assur[ing] the fiscal accountability' of the City during the Emergency Manager's term of service." (§11).

The September 12, 2013 Common Interest Agreement recites that "on or around the appointment of the Emergency Manager" the City and State entered into a verbal common interest agreement. In its opposition to the AFSCME Motion, the City notes that "Mr. Orr was appointed to the position of "emergency financial manager" for the City by the Local Emergency Financial Assistance Loan Board created under the Emergency Municipal Loan Act, M.C.L. §§ 141.931-141.942, on March 15, 2013, pursuant to Public Act 72 of 1990 of the State of Michigan, also known as the Local Government Fiscal Responsibility Act, M.C.L. §§ 141.1201-141.1291. Mr. Orr formally took office as the emergency financial manager for the City under PA 72 on March 25, 2013."

Bruce Bennett, Esq.  
October 2, 2013  
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Accordingly, and at a minimum, documents which antedate March 15, 2013, cannot be covered by the common interest privilege with the State that the City has asserted here. Yet, the privilege log produced with the documents identifies a number of documents dated before March 15, 2013, on which common interest privilege is asserted. UAW requests production of these documents, to wit:

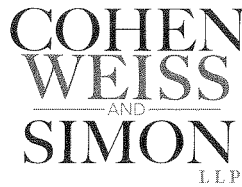
|           |           |          |          |          |
|-----------|-----------|----------|----------|----------|
| PRIV0349  | PRIV10606 | PRIV7273 | PRIV8825 | PRIV8923 |
| PRIV0405  | PRIV10621 | PRIV7274 | PRIV8826 | PRIV8924 |
| PRIV0484  | PRIV10629 | PRIV7280 | PRIV8841 | PRIV8925 |
| PRIV0565  | PRIV10645 | PRIV7283 | PRIV8898 | PRIV8926 |
| PRIV10482 | PRIV2930  | PRIV7284 | PRIV8900 | PRIV8931 |
| PRIV10483 | PRIV2931  | PRIV7287 | PRIV8901 | PRIV9732 |
| PRIV10509 | PRIV3401  | PRIV7289 | PRIV8902 | PRIV9733 |
| PRIV10544 | PRIV7219  | PRIV7571 | PRIV8903 | PRIV9749 |
| PRIV10556 | PRIV7220  | PRIV7596 | PRIV8904 | PRIV9830 |
| PRIV10557 | PRIV7232  | PRIV8784 | PRIV8905 | PRIV4959 |
| PRIV10568 | PRIV7242  | PRIV8823 | PRIV8906 |          |
| PRIV10592 | PRIV7268  | PRIV8824 | PRIV8910 |          |

Attachment A to this letter are the entries on the City's privilege log for the above items.

In addition, the City has claimed attorney-client privilege for a host of documents to or from Jones Day which antedate Jones Days' retention by the City of Detroit which we understand to have been March 11, 2013. The possible basis for the assertion of privilege in the case of these documents (most of which are dated 2012) is not clear and we would request their production:

|          |          |          |          |          |          |
|----------|----------|----------|----------|----------|----------|
| PRIV2930 | PRIV2931 | PRIV5630 | PRIV0414 | PRIV0411 | PRIV0408 |
| PRIV0407 | PRIV9749 | PRIV0405 | PRIV0399 | PRIV0400 | PRIV0397 |
| PRIV0398 | PRIV0395 | PRIV9745 | PRIV0394 | PRIV0386 | PRIV0388 |
| PRIV0378 | PRIV0380 | PRIV0381 | PRIV0382 | PRIV0383 | PRIV9742 |
| PRIV0375 | PRIV0376 | PRIV0377 | PRIV0373 | PRIV9739 | PRIV9740 |
| PRIV0369 | PRIV0370 | PRIV0371 | PRIV0372 | PRIV9738 | PRIV0359 |
| PRIV0348 | PRIV0349 | PRIV0565 | PRIV0566 | PRIV0344 | PRIV0342 |
| PRIV0335 | PRIV0340 | PRIV0339 | PRIV9731 | PRIV0333 | PRIV5755 |
| PRIV5968 | PRIV9726 | PRIV0321 | PRIV0322 | PRIV9719 | PRIV9720 |
| PRIV5698 | PRIV5710 | PRIV0267 | PRIV0523 | PRIV0524 | PRIV5662 |
| PRIV5663 | PRIV5664 | PRIV5665 | PRIV0308 | PRIV0310 | PRIV5658 |
| PRIV5660 | PRIV0521 | PRIV0519 | PRIV0520 | PRIV0517 | PRIV0505 |
| PRIV0506 | PRIV0507 | PRIV0508 | PRIV0509 | PRIV0511 | PRIV0512 |
| PRIV0513 | PRIV0514 | PRIV5656 | PRIV0301 | PRIV0302 | PRIV0303 |
| PRIV0304 | PRIV0305 | PRIV0306 | PRIV0307 | PRIV9692 | PRIV0298 |
| PRIV0502 | PRIV5652 | PRIV0297 | PRIV0494 | PRIV0496 | PRIV0497 |

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|          |          |          |          |          |          |
|----------|----------|----------|----------|----------|----------|
| PRIV0498 | PRIV0499 | PRIV0555 | PRIV0551 | PRIV0553 | PRIV5649 |
| PRIV5650 | PRIV0296 | PRIV0493 | PRIV9672 | PRIV9685 | PRIV4890 |
| PRIV0277 | PRIV5637 | PRIV9661 | PRIV9664 | PRIV9667 | PRIV9660 |

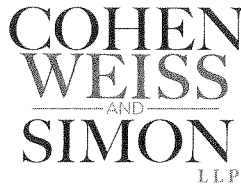
Attachment B to this letter are the entries on the City's privilege log for the above items.

With respect to a number of other documents identified on the privilege log where common interest privilege is asserted there is insufficient detail for UAW to determine whether the privilege is properly invoked. With respect to the following, no attorney is identified in connection with the document:

|           |          |          |          |          |
|-----------|----------|----------|----------|----------|
| PRIV0020  | PRIV3012 | PRIV4334 | PRIV7284 | PRIV8416 |
| PRIV0081  | PRIV3084 | PRIV4335 | PRIV7287 | PRIV8417 |
| PRIV0086  | PRIV3118 | PRIV4336 | PRIV7289 | PRIV8418 |
| PRIV0093  | PRIV3142 | PRIV4338 | PRIV7516 | PRIV8419 |
| PRIV0224  | PRIV3144 | PRIV4403 | PRIV7523 | PRIV8420 |
| PRIV0458  | PRIV3165 | PRIV4406 | PRIV7524 | PRIV8450 |
| PRIV0732  | PRIV3185 | PRIV4407 | PRIV7525 | PRIV8530 |
| PRIV0979  | PRIV3208 | PRIV4423 | PRIV7540 | PRIV8531 |
| PRIV0980  | PRIV3210 | PRIV4424 | PRIV7566 | PRIV8532 |
| PRIV0981  | PRIV3211 | PRIV4427 | PRIV7567 | PRIV8542 |
| PRIV10423 | PRIV3236 | PRIV4461 | PRIV7569 | PRIV8543 |
| PRIV10635 | PRIV3276 | PRIV4490 | PRIV7674 | PRIV8544 |
| PRIV10636 | PRIV3332 | PRIV6275 | PRIV7679 | PRIV8567 |
| PRIV10637 | PRIV3333 | PRIV6483 | PRIV7813 | PRIV8636 |
| PRIV10730 | PRIV3368 | PRIV6569 | PRIV7814 | PRIV8647 |
| PRIV10767 | PRIV3415 | PRIV6601 | PRIV8005 | PRIV8664 |
| PRIV10800 | PRIV3428 | PRIV6645 | PRIV8006 | PRIV8664 |
| PRIV10801 | PRIV3460 | PRIV7121 | PRIV8152 | PRIV8666 |
| PRIV10802 | PRIV3602 | PRIV7165 | PRIV8153 | PRIV8667 |
| PRIV10803 | PRIV3765 | PRIV7173 | PRIV8220 | PRIV8668 |
| PRIV10804 | PRIV3795 | PRIV7221 | PRIV8223 | PRIV8694 |
| PRIV10805 | PRIV3798 | PRIV7228 | PRIV8390 | PRIV8695 |
| PRIV10848 | PRIV3979 | PRIV7234 | PRIV8391 | PRIV8696 |
| PRIV1351  | PRIV3981 | PRIV7242 | PRIV8393 | PRIV8713 |
| PRIV1527  | PRIV3991 | PRIV7247 | PRIV8405 | PRIV8823 |
| PRIV2315  | PRIV4022 | PRIV7248 | PRIV8406 | PRIV8825 |
| PRIV2316  | PRIV4066 | PRIV7253 | PRIV8407 | PRIV8826 |
| PRIV2317  | PRIV4079 | PRIV7260 | PRIV8411 | PRIV8890 |
| PRIV2744  | PRIV4183 | PRIV7267 | PRIV8412 | PRIV8894 |
| PRIV2750  | PRIV4230 | PRIV7268 | PRIV8413 | PRIV8900 |
| PRIV2944  | PRIV4233 | PRIV7274 | PRIV8414 | PRIV8901 |
| PRIV2982  | PRIV4266 | PRIV7283 | PRIV8415 | PRIV8902 |



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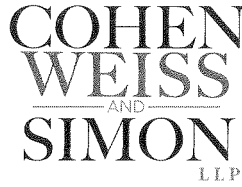


|          |          |          |          |          |
|----------|----------|----------|----------|----------|
| PRIV8903 | PRIV8905 | PRIV8907 | PRIV9018 | PRIV9442 |
| PRIV8904 | PRIV8906 | PRIV8932 | PRIV9355 |          |

Attachment C to this letter are the entries on the City's privilege log for the above items.

With respect to the following documents no source or recipient of the document is identified:

|           |           |          |
|-----------|-----------|----------|
| PRIV0088  | PRIV10627 | PRIV8637 |
| PRIV0089  | PRIV10628 | PRIV8639 |
| PRIV0090  | PRIV10631 | PRIV8648 |
| PRIV0094  | PRIV10632 | PRIV8650 |
| PRIV0094  | PRIV1955  | PRIV8699 |
| PRIV0450  | PRIV2697  | PRIV8700 |
| PRIV0451  | PRIV2698  | PRIV8785 |
| PRIV0484  | PRIV3060  | PRIV8824 |
| PRIV10454 | PRIV3401  | PRIV8895 |
| PRIV10500 | PRIV3417  | PRIV8954 |
| PRIV10509 | PRIV4416  | PRIV8955 |
| PRIV10510 | PRIV5371  | PRIV9443 |
| PRIV10518 | PRIV5372  | PRIV9733 |
| PRIV10519 | PRIV6131  | PRIV9750 |
| PRIV10523 | PRIV6139  |          |
| PRIV10524 | PRIV6232  |          |
| PRIV10526 | PRIV6315  |          |
| PRIV10527 | PRIV6390  |          |
| PRIV10545 | PRIV6984  |          |
| PRIV10546 | PRIV7148  |          |
| PRIV10553 | PRIV7225  |          |
| PRIV10554 | PRIV7505  |          |
| PRIV10563 | PRIV7571  |          |
| PRIV10564 | PRIV7602  |          |
| PRIV10566 | PRIV7680  |          |
| PRIV10567 | PRIV8008  |          |
| PRIV10597 | PRIV8339  |          |
| PRIV10598 | PRIV8399  |          |
| PRIV10599 | PRIV8431  |          |
| PRIV10600 | PRIV8432  |          |
| PRIV10612 | PRIV8433  |          |
| PRIV10613 | PRIV8534  |          |
| PRIV10614 | PRIV8535  |          |
| PRIV10625 | PRIV8537  |          |
| PRIV10626 | PRIV8538  |          |



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Attachment D to this letter are the entries on the City's privilege log for the above items. In some of these cases the document description notes that it discusses or contains a privileged communication but it does not identify the participants in that communication. In such cases we would ask that the attorney involved be identified and the documents be produced redacting the material the City contends is privileged.

Our review of the privilege log has been complicated by the fact that while the City has produced a number of documents with redactions, it has not cross referenced the Bates number on the production to the item numbers on the privilege log. Thus, it is not clear (in many cases) the bases for the redaction. Please provide us with a log with the necessary cross-references.

I look forward to reviewing your response.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Thomas N. Ciantra", is written over the typed name.

Thomas N. Ciantra

TNC:vlf  
Enclosures

# EXHIBIT A

| Privlog ID | Date       | Author                               | Recipient                                                                                       | CC                                                                                                                                                                                                    | BCC                | Privilege Asserted                                                 | Privilege Description                                                                                                                                                                                   | Redaction | Doc Type   |
|------------|------------|--------------------------------------|-------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|--------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------------|
| PRIV0349   | 3/29/2012  | Marcero, Laura                       | Buckfire, Kenneth;<br>Herman, Kyle; Ball,<br>Corinne*; Lennox,<br>Heather*; Ellman,<br>Jeffrey* | Sawyer, Hugh                                                                                                                                                                                          |                    | Attorney Client<br>Common Interest<br>(Joint Defense)              | Email Reflecting Confidential<br>Attorney-Client Communications And<br>Reflecting Common Legal Interest<br>Re: Restructuring Issues.                                                                    | No        | Parent     |
| PRIV0405   | 3/3/2012   | Lennox, Heather*<br>Lennox, Heather* | Dillon, Andy                                                                                    | Ball, Corinne*; Sawyer,<br>Hugh; Ellman, Jeffrey*;<br>Buckfire, Kenneth;<br>Herman, Kyle; Marcero,<br>Laura; Marken, Sanjay;<br>Stibitz, Brom; Erickson,<br>Stuart; Kates, David*;<br>Wilson, Thomas* |                    | Attorney Client<br>Common Interest<br>(Joint Defense)              | Email Reflecting Confidential<br>Attorney-Client Communications And<br>Reflecting Common Legal Interest<br>Re: Pre-Petition Litigation Issues.                                                          | No        | Parent     |
| PRIV0484   | 2/18/2013  |                                      |                                                                                                 |                                                                                                                                                                                                       |                    | Attorney Client Work<br>Product Common<br>Interest (Joint Defense) | Draft Memorandum Prepared in<br>Anticipation of Litigation Reflecting<br>Confidential Attorney-Client<br>Communications And Reflecting<br>Common Legal Interest Re: Pre-<br>Petition Litigation Issues. | No        | Attachment |
| PRIV0565   | 5/14/2012  | Ellman, Jeffrey*                     | Sawyer, Hugh                                                                                    | Lennox, Heather*                                                                                                                                                                                      | Seidman, Jennifer* | Attorney Client                                                    | Email Providing Confidential Legal<br>Advice Re: Chapter 9 Bankruptcy<br>Filing Issues.                                                                                                                 | Yes       | Parent     |
| PRIV10482  | 3/8/2012   | Brown, Chris                         | Sarna, Shavi                                                                                    | Cheryl Johnson,<br>Gaurav.maihotra@ey.co<br>m                                                                                                                                                         |                    | Attorney Client<br>Common Interest<br>(Joint Defense)              | Email Reflecting Confidential<br>Attorney-Client Communications And<br>Reflecting Common Legal Interest<br>Re: Restructuring Issues.                                                                    | No        |            |
| PRIV10483  | 12/15/2011 | Brown, Chris                         | Cheryl Johnson, Denise<br>Gardner                                                               | Jerneycic, Daniel                                                                                                                                                                                     |                    | Attorney Client<br>Common Interest<br>(Joint Defense)              | Email Reflecting Confidential<br>Attorney-Client Communications with<br>Detroit Corporation Counsel* And<br>Reflecting Common Legal Interest<br>Re: Contract Issues.                                    | No        | Parent     |
| PRIV10509  | 8/8/2012   |                                      |                                                                                                 |                                                                                                                                                                                                       |                    | Attorney Client<br>Common Interest<br>(Joint Defense)              | Draft Filing Reflecting Confidential<br>Attorney-Client Communications And<br>Reflecting Common Legal Interest<br>Re: Solvency Issues.                                                                  | No        | Attachment |
| PRIV10544  | 8/1/2012   | Bowman, Barbara*                     | Saxton, Thomas                                                                                  |                                                                                                                                                                                                       |                    | Attorney Client<br>Common Interest<br>(Joint Defense)              | Email Reflecting Confidential<br>Attorney-Client Communications And<br>Reflecting Common Legal Interest<br>Re: Solvency Issues.                                                                         | No        | Parent     |

| Privlog ID | Date      | Author                             | Recipient                          | CC                                                      | BCC | Privilege Asserted                                    | Privilege Description                                                                                                             | Redaction | Doc Type   |
|------------|-----------|------------------------------------|------------------------------------|---------------------------------------------------------|-----|-------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------|-----------|------------|
| PRIV10556  | 5/16/2012 |                                    |                                    |                                                         |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Draft Memorandum Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Solvency Issues. | No        | Attachment |
| PRIV10557  | 5/16/2012 |                                    |                                    |                                                         |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Draft Memorandum Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Solvency Issues. | No        | Attachment |
| PRIV10568  | 3/29/2012 | Bowman, Barbara*                   | Saxton, Thomas                     |                                                         |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Restructuring Issues.       | No        | Parent     |
| PRIV10592  | 3/28/2012 | Bowman, Barbara*                   | Saxton, Thomas                     |                                                         |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Solvency Issues.            | No        | Parent     |
| PRIV10606  | 3/26/2012 | Bowman, Barbara*                   | Saxton, Thomas                     |                                                         |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Solvency Issues.            | No        | Parent     |
| PRIV10621  | 3/23/2012 | Bowman, Barbara*                   | Saxton, Thomas                     |                                                         |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Solvency Issues.            | No        | Parent     |
| PRIV10629  | 3/21/2012 | Bowman, Barbara*                   | Saxton, Thomas                     |                                                         |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Solvency Issues.            | No        | Parent     |
| PRIV10645  | 3/5/2012  | Bowman, Barbara*                   | Saxton, Thomas                     |                                                         |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Providing Confidential Legal Advice And Reflecting Common Legal Interest Re: Solvency Issues.                               | No        | Parent     |
| PRIV2930   | 6/2/2005  | Crumpler, Donita<br>Moore, Charles | Bowen, Glenn; Warren,<br>Karherine | Miller, Evan*; Griffin<br>Heck, Sarah*; Green,<br>Saul* |     | Work Product                                          | Spreadsheet Prepared in Anticipation of Litigation Re: Employee Pension Fund Obligation Issues.                                   | No        | Attachment |
| PRIV2931   | 6/30/2006 | Moore, Charles                     | Bowen, Glenn; Warren,<br>Karherine | Miller, Evan*; Griffin<br>Heck, Sarah*; Green,<br>Saul* |     | Work Product                                          | Report Prepared in Anticipation of Litigation Re: Employee Pension Fund Obligation Issues.                                        | Yes       | Attachment |

| Privlog ID | Date      | Author                 | Recipient                          | CC | BCC | Privilege Asserted                                           | Privilege Description                                                                                                                                                                                                                  | Redaction | Doc Type   |
|------------|-----------|------------------------|------------------------------------|----|-----|--------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------------|
| PRIV3401   | 3/14/2013 |                        |                                    |    |     | Attorney Client Work Product Common Interest (Joint Defense) | Draft Notes Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications with Byra, Michelle* And Reflecting Common Legal Interest Re: Pre-Petition Litigation Issues. Appointment of Kevyn Orr as EM | No        | Attachment |
| PRIV7219   | 5/11/2012 | Crittendon, Krystal*   | Snyder, Rick                       |    |     | Attorney Client Common Interest (Joint Defense)              | Letter Reflecting Confidential Attorney-Client Communications with Crittendon, Krystal* And Reflecting Common Legal Interest Re: Legislative Issues                                                                                    | No        | Attachment |
| PRIV7220   | 5/16/2012 | Dillon, Andy           | Crittendon, Krystal*               |    |     | Attorney Client Common Interest (Joint Defense)              | Letter Reflecting Confidential Attorney-Client Communications with Crittendon, Krystal* And Reflecting Common Legal Interest Re: Legislative Issues                                                                                    | No        | Attachment |
| PRIV7232   | 5/16/2012 | Dillon, Andy           | Crittendon, Krystal*               |    |     | Attorney Client Common Interest (Joint Defense)              | Letter Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues.                                                                                             | No        | Parent     |
| PRIV7242   | 3/25/2012 | Dembowski, Christopher | State of Michigan; City of Detroit |    |     | Attorney Client Work Product Common Interest (Joint Defense) | Draft Memorandum Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* Re: Tax Issues.                                                                       | No        | Parent     |
| PRIV7268   | 3/27/2012 |                        | State of Michigan; City of Detroit |    |     | Attorney Client Common Interest (Joint Defense)              | Draft Memorandum Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Tax Issues.                                                                         | No        | Parent     |
| PRIV7273   | 6/27/2012 |                        | State of Michigan; City of Detroit |    |     | Attorney Client Common Interest (Joint Defense)              | Draft Memorandum Prepared in the Course of Litigation Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Tax Issues.                                                                      | No        | Parent     |

| Privlog ID | Date      | Author     | Recipient                          | CC | BCC | Privilege Asserted                                           | Privilege Description                                                                                                                                                | Redaction | Doc Type |
|------------|-----------|------------|------------------------------------|----|-----|--------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|----------|
| PRIV7274   | 3/28/2012 |            | State of Michigan; City of Detroit |    |     | Attorney Client Work Product Common Interest (Joint Defense) | Draft Memorandum Prepared in the Course of Litigation Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* Re: Tax Issues.       | No        | Parent   |
| PRIV7280   | 6/27/2012 |            | State of Michigan; City of Detroit |    |     | Attorney Client Work Product Common Interest (Joint Defense) | Draft Memorandum Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* Re: Tax Issues.     | No        | Parent   |
| PRIV7283   | 3/26/2012 |            | State of Michigan; City of Detroit |    |     | Attorney Client Work Product Common Interest (Joint Defense) | Draft Memorandum Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* Re: Tax Issues.     | No        | Parent   |
| PRIV7284   | 3/25/2012 | BPWOODRUFF | State of Michigan; City of Detroit |    |     | Attorney Client Work Product Common Interest (Joint Defense) | Draft Memorandum Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* Re: Tax Issues.     | No        | Parent   |
| PRIV7287   | 3/25/2012 | BPWOODRUFF | State of Michigan; City of Detroit |    |     | Attorney Client Common Interest (Joint Defense)              | Memorandum Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Tax Issues.             | No        | Parent   |
| PRIV7289   | 5/16/2012 |            | State of Michigan; City of Detroit |    |     | Attorney Client Common Interest (Joint Defense)              | Memorandum Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Tax Issues.             | No        | Parent   |
| PRIV7571   | 1/13/2013 |            |                                    |    |     | Attorney Client Common Interest (Joint Defense)              | Draft Report Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Restructuring Issues. | No        | Parent   |

| Privlog ID | Date       | Author                                                                                                   | Recipient                                                                                                           | CC                                                                                                                  | BCC | Privilege Asserted                                           | Privilege Description                                                                                                                                                                                       | Redaction | Doc Type   |
|------------|------------|----------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------|-----|--------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------------|
| PRIV7596   | 2/19/2013  | Dillon, Andy; Burks, Darrell; Goldsberry, Ronald; Headen, Frederick*; McTavish, Thomas; Whipple, Kenneth | Snyder, Rick                                                                                                        | Bing, David; Detroit City Councilmen; Bolger, James; Richardville, Randy                                            |     | Attorney Client Common Interest (Joint Defense)              | Memorandum Reflecting Confidential Attorney-Client Communications with Headen, Frederick* And Reflecting Common Legal Interest Re: Restructuring Issues.                                                    | No        | Parent     |
| PRIV8784   | 1/14/2013  | Andrews, Kriss                                                                                           | Gannon, Chris; Brown, Wendy; Satchel, Lamont; Arya, Vishal; Herman, Kyle; McGee, Michael*; Taranto, Suzanne         | Moore, Charles; Andrews, Kriss; Aquart, Patrick; Martin, Jack; Malhotra, Gaurav*; Buckfire, Kenneth; Saxton, Thomas |     | Attorney Client Common Interest (Joint Defense)              | Email Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Employee Healthcare Obligation Issues.                                                                | No        | Parent     |
| PRIV8823   | 12/31/2012 | Dillon, Andy                                                                                             | Moore, Charles                                                                                                      |                                                                                                                     |     | Attorney Client Common Interest (Joint Defense)              | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Restructuring Issues.                                               | No        | Parent     |
| PRIV8824   | 12/31/2012 |                                                                                                          |                                                                                                                     |                                                                                                                     |     | Attorney Client Work Product Common Interest (Joint Defense) | Draft Report Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Restructuring Issues. | No        | Attachment |
| PRIV8825   | 12/29/2012 | Moore, Charles                                                                                           | Dillon, Andy                                                                                                        |                                                                                                                     |     | Attorney Client Common Interest (Joint Defense)              | Email Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Employee Healthcare Obligation Issues.                                                                | No        | Parent     |
| PRIV8826   | 12/28/2012 | Dillon, Andy                                                                                             | Moore, Charles                                                                                                      |                                                                                                                     |     | Attorney Client Common Interest (Joint Defense)              | Email Requesting Legal Advice And Reflecting Common Legal Interest Re: Employee Healthcare Obligation Issues.                                                                                               | No        | Parent     |
| PRIV8841   | 12/23/2012 | Dillon, Andy                                                                                             | Saxton, Thomas; Stibitz, Brom; Headen, Frederick*; Moore, Charles; Whipple, Kenneth; Pierce, Sandra; Baird, Richard |                                                                                                                     |     | Attorney Client Common Interest (Joint Defense)              | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Restructuring Issues.                                               | No        | Parent     |



| Privlog ID | Date       | Author         | Recipient                                                                                                   | CC                                                | BCC | Privilege Asserted                              | Privilege Description                                                                                                                                         | Redaction | Doc Type |
|------------|------------|----------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------|-----|-------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|----------|
| PRIV8898   | 12/12/2012 | Doak, James*   | Dillon, Andy; Saxton, Thomas; Stibitz, Brom; Andrews, Kriss; Malhotra, Gaurav*; Conway, Van; Moore, Charles | Buckfire, Kenneth; Erickson, Stuart; Herman, Kyle |     | Attorney Client Common Interest (Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Restructuring Issues. | No        | Parent   |
| PRIV8900   | 12/12/2012 | Dillon, Andy   | Moore, Charles                                                                                              | Hichez, Amy                                       |     | Attorney Client Common Interest (Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Restructuring Issues. | No        | Parent   |
| PRIV8901   | 12/12/2012 | Dillon, Andy   | Moore, Charles                                                                                              | Hichez, Amy                                       |     | Attorney Client Common Interest (Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Restructuring Issues. | No        | Parent   |
| PRIV8902   | 12/12/2012 | Hichez, Amy    | Moore, Charles                                                                                              |                                                   |     | Attorney Client Common Interest (Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Restructuring Issues. | No        | Parent   |
| PRIV8903   | 12/12/2012 | Moore, Charles | Hichez, Amy                                                                                                 |                                                   |     | Attorney Client Common Interest (Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Restructuring Issues. | No        | Parent   |
| PRIV8904   | 12/12/2012 | Hichez, Amy    | Moore, Charles                                                                                              |                                                   |     | Attorney Client Common Interest (Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Restructuring Issues. | No        | Parent   |
| PRIV8905   | 12/12/2012 | Moore, Charles | Dillon, Andy                                                                                                | Hichez, Amy                                       |     | Attorney Client Common Interest (Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Restructuring Issues. | No        | Parent   |
| PRIV8906   | 12/12/2012 | Dillon, Andy   | Moore, Charles                                                                                              | Hichez, Amy                                       |     | Attorney Client Common Interest (Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Restructuring Issues. | No        | Parent   |

| Privlog ID | Date       | Author         | Recipient                                                                 | CC                                                     | BCC | Privilege Asserted                                    | Privilege Description                                                                                                                                                     | Redaction | Doc Type   |
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| PRIV8910   | 12/10/2012 | Dillon, Andy   | Moore, Charles                                                            |                                                        |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential<br>Attorney-Client Communications with<br>Detroit Corporation Counsel* And<br>Reflecting Common Legal Interest<br>Re: Restructuring Issues. | No        | Parent     |
| PRIV8923   | 12/10/2012 | Dillon, Andy   | Moore, Charles                                                            |                                                        |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential<br>Attorney-Client Communications with<br>Detroit Corporation Counsel* And<br>Reflecting Common Legal Interest<br>Re: Restructuring Issues. | No        | Parent     |
| PRIV8924   | 12/10/2012 | Moore, Charles | Dillon, Andy                                                              | Stibitz, Brom; Saxton,<br>Thomas; Spillane,<br>Thomas* |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential<br>Attorney-Client Communications with<br>Detroit Corporation Counsel* And<br>Reflecting Common Legal Interest<br>Re: Restructuring Issues. | No        | Parent     |
| PRIV8925   | 12/10/2012 | Hand, Kevin    | Gannon, Chris; Moore,<br>Charles                                          |                                                        |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential<br>Attorney-Client Communications with<br>Detroit Corporation Counsel* And<br>Reflecting Common Legal Interest<br>Re: Restructuring Issues. | No        | Parent     |
| PRIV8926   | 12/10/2012 | Gannon, Chris  | Moore, Charles; Hand,<br>Kevin                                            |                                                        |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential<br>Attorney-Client Communications with<br>Detroit Corporation Counsel* And<br>Reflecting Common Legal Interest<br>Re: Restructuring Issues. | No        | Parent     |
| PRIV8931   | 12/9/2012  | Dillon, Andy   | Stibitz, Brom; Saxton,<br>Thomas; Moore,<br>Charles; Spillane,<br>Thomas* |                                                        |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential<br>Attorney-Client Communications with<br>Detroit Corporation Counsel* And<br>Reflecting Common Legal Interest<br>Re: Restructuring Issues. | Yes       | Parent     |
| PRIV9732   | 6/5/2012   |                |                                                                           |                                                        |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Memorandum Reflecting Confidential<br>Attorney-Client Communications And<br>Reflecting Common Legal Interest<br>Re: Restructuring Issues.                                 | Yes       | Attachment |
| PRIV9733   | 6/5/2012   |                |                                                                           |                                                        |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Memorandum Reflecting Confidential<br>Attorney-Client Communications And<br>Reflecting Common Legal Interest<br>Re: Labor Negotiation Contract<br>Issues.                 | Yes       | Attachment |

| Privlog ID | Date      | Author          | Recipient                                                                                                                                                                                                  | CC                                                                                                            | BCC | Privilege Asserted                                    | Privilege Description                                                                                                                    | Redaction | Doc Type |
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| PRIV9749   | 3/2/2012  | Sawyer, Hugh    | Ellman, Jeffrey*;<br>Buckfire, Kenneth                                                                                                                                                                     | Lennox, Heather*; Bail,<br>Corinne*; Wilson,<br>Thomas*; Herman,<br>Kyle; Erickson, Stuart;<br>Marcero, Laura |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential<br>Attorney-Client Communications And<br>Reflecting Common Legal Interest<br>Re: Contract Issues.          | No        | Parent   |
| PRIV9830   | 3/5/2012  | Wilson, Thomas* | Dillon, Andy; Ball,<br>Corinne*; Kates,<br>David*; Lennox,<br>Heather*; Sawyer,<br>Hugh; Buckfire,<br>Kenneth; Herman, Kyle;<br>Marken, Sanjay;<br>Erickson, Stuart;<br>Ellman, Jeffrey*; Stibitz,<br>Brom |                                                                                                               |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Providing Confidential Legal<br>Advice And Reflecting Common Legal<br>Interest Re: Restructuring Issues.                           | No        | Parent   |
| PRIV4959   | 3/14/2013 | Satchel, Lamont | Keelean, Edward*;<br>Stibitz, Brom                                                                                                                                                                         |                                                                                                               |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential<br>Attorney-Client Communications And<br>Reflecting Common Legal Interest<br>Re: Labor Negotiation Issues. | No        | Parent   |

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| Privlog ID | Date      | Author                          | Recipient                                                           | CC                                                                                                | BCC | Privilege Asserted                              | Privilege Description                                                                                                                       | Redaction | Doc Type   |
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| PRIV2930   | 6/2/2005  | Crumpler, Donita Moore, Charles | Bowen, Glenn; Warren, Katherine                                     | Miller, Evan*; Griffin Heck, Sarah*; Green, Saul*                                                 |     | Work Product                                    | Spreadsheet Prepared in Anticipation of Litigation Re: Employee Pension Fund Obligation Issues.                                             | No        | Attachment |
| PRIV2931   | 6/30/2006 | Moore, Charles                  | Bowen, Glenn; Warren, Katherine                                     | Miller, Evan*; Griffin Heck, Sarah*; Green, Saul*                                                 |     | Work Product                                    | Report Prepared in Anticipation of Litigation Re: Employee Pension Fund Obligation Issues.                                                  | Yes       | Attachment |
| PRIV5630   | 3/6/2011  | Kates, David*                   | Lennox, Heather*; Wilson, Thomas*; Ellman, Jeffrey*; Ball, Corinne* | Rudd, Megan*                                                                                      |     | Work Product                                    | Email Prepared in Anticipation of Litigation Re: Pre-Petition Litigation Issues.                                                            | Yes       | Attachment |
| PRIV0414   | 1/6/2012  | Ellman, Jeffrey*                | Ball, Corinne*; Lennox, Heather*; Wilson, Thomas*                   | Shumaker, Michael*                                                                                |     | Attorney Client                                 | Email Reflecting Confidential Attorney-Client Communications Re: Chapter 9 Bankruptcy Filing Issues.                                        | Yes       | Parent     |
| PRIV0411   | 2/29/2012 | Buckfire, Kenneth               | Ball, Corinne*; Lennox, Heather*                                    | Sawyer, Hugh; Erickson, Stuart; Herman, Kyle; Marken, Sanjay                                      |     | Attorney Client                                 | Email Providing Confidential Legal Advice Re: Chapter 9 Bankruptcy Filing Issues.                                                           | No        | Parent     |
| PRIV0408   | 3/1/2012  | Herman, Kyle                    | Wilson, Thomas*; Lennox, Heather*; Ellman, Jeffrey*; Ball, Corinne* | Marken, Sanjay; Buckfire, Kenneth; Erickson, Stuart                                               |     | Attorney Client                                 | Email Reflecting Confidential Attorney-Client Communications Re: Restructuring Issues.                                                      | No        | Parent     |
| PRIV0407   | 3/2/2012  | Ellman, Jeffrey*                | Ball, Corinne*                                                      | Lennox, Heather*; Wilson, Thomas*                                                                 |     | Attorney Client Work Product                    | Email Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications Re: Chapter 9 Bankruptcy Filing Issues. | No        | Parent     |
| PRIV9749   | 3/2/2012  | Sawyer, Hugh                    | Ellman, Jeffrey*; Buckfire, Kenneth                                 | Lennox, Heather*; Ball, Corinne*; Wilson, Thomas*; Herman, Kyle; Erickson, Stuart; Marcero, Laura |     | Attorney Client Common Interest (Joint Defense) | Email Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Contract Issues.                      | No        | Parent     |

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| PRIV0405 | 3/3/2012  | Lennox, Heather* Lennox, Heather* | Dillon, Andy                                                        | Bail, Corinne*; Sawyer, Hugh; Ellman, Jeffrey*; Buckfire, Kenneth; Herman, Kyle; Marcero, Laura; Marken, Sanjay; Stibitz, Brom; Erickson, Stuart; Kates, David*; Wilson, Thomas* |  | Attorney Client Common Interest (Joint Defense) | Email Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Pre-Petition Litigation Issues. | No | Parent |
| PRIV0399 | 3/6/2012  | Kates, David*                     | Lennox, Heather*; Wilson, Thomas*; Ellman, Jeffrey*; Bail, Corinne* | Rudd, Megan*                                                                                                                                                                     |  | Attorney Client                                 | Memorandum Reflecting Confidential Attorney-Client Communications with Jones Day* Re: Contract Issues.                                | No | Parent |
| PRIV0400 | 3/6/2012  | Wilson, Thomas*                   | Sawyer, Hugh                                                        | Bail, Corinne*; Kates, David*; Lennox, Heather*; Ellman, Jeffrey*; Buckfire, Kenneth; Herman, Kyle; Marcero, Laura; Marken, Sanjay; Erickson, Stuart                             |  | Attorney Client                                 | Email Reflecting Confidential Attorney-Client Communications Re: Restructuring Issues.                                                | No | Parent |
| PRIV0397 | 3/7/2012  | Kates, David*                     | Lennox, Heather*                                                    | Bail, Corinne*; Ellman, Jeffrey*; Rudd, Megan*; Wilson, Thomas*                                                                                                                  |  | Attorney Client                                 | Email Reflecting Confidential Attorney-Client Communications with Jones Day* Re: Contract Issues.                                     | No | Parent |
| PRIV0398 | 3/7/2012  | Lennox, Heather*                  | Sawyer, Hugh                                                        | Bail, Corinne*; Kates, David*; Ellman, Jeffrey*; Buckfire, Kenneth; Herman, Kyle; Marcero, Laura; Marken, Sanjay; Erickson, Stuart; Wilson, Thomas*                              |  | Attorney Client                                 | Email Providing Confidential Legal Advice Re: Restructuring Issues.                                                                   | No | Parent |
| PRIV0395 | 3/10/2012 | Sawyer, Hugh                      | Bail, Corinne*; Ellman, Jeffrey*                                    | Kates, David*; Lennox, Heather*; Buckfire, Kenneth; Herman, Kyle; Marcero, Laura; Marken, Sanjay; Erickson, Stuart; Wilson, Thomas*                                              |  | Attorney Client                                 | Email Reflecting Confidential Attorney-Client Communications Re: Restructuring Issues.                                                | No | Parent |

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| PRIV9745 | 3/11/2012 | Sawyer, Hugh      | Ball, Corinne*; Ellman, Jeffrey*                                                                                 | Kates, David*; Lennox, Heather*; Buckfire, Kenneth; Herman, Kyle; Marcero, Laura; Marken, Sanjay; Erickson, Stuart; Wilson, Thomas* |  | Attorney Client | Email Reflecting Confidential Attorney-Client Communications Re: Chapter 9 Bankruptcy Filing Issues. | No | Parent |
| PRIV0394 | 3/13/2012 | Sawyer, Hugh      | Ball, Corinne*; Lennox, Heather*; Ellman, Jeffrey*                                                               | jdidonato@huronconsultinggroup.com                                                                                                  |  | Attorney Client | Email Requesting Legal Advice Re: Restructuring Issues.                                              | No | Parent |
| PRIV0386 | 3/16/2012 | Ball, Corinne*    | Lennox, Heather*; Kates, David*; Wilson, Thomas*                                                                 | Ellman, Jeffrey*                                                                                                                    |  | Attorney Client | Email Reflecting Confidential Attorney-Client Communications Re: Chapter 9 Bankruptcy Filing Issues. | No | Parent |
| PRIV0388 | 3/16/2012 | Buckfire, Kenneth | Sawyer, Hugh; Marcero, Laura; Ball, Corinne*; Lennox, Heather*; Ellman, Jeffrey*                                 | Erickson, Stuart; Herman, Kyle; Marken, Sanjay                                                                                      |  | Attorney Client | Email Reflecting Confidential Attorney-Client Communications Re: Restructuring Issues.               | No | Parent |
| PRIV0378 | 3/21/2012 | Ellman, Jeffrey*  | Marcero, Laura                                                                                                   | Buckfire, Kenneth; Sawyer, Hugh; Herman, Kyle; Ball, Corinne*; Lennox, Heather*; Wilson, Thomas*; Kates, David*                     |  | Attorney Client | Email Reflecting Confidential Attorney-Client Communications Re: Chapter 9 Bankruptcy Filing Issues. | No | Parent |
| PRIV0380 | 3/21/2012 | Marcero, Laura    | Herman, Kyle; Buckfire, Kenneth; Sawyer, Hugh; Ellman, Jeffrey*; Kates, David*; Lennox, Heather*; Ball, Corinne* | Wilson, Thomas*; Marken, Sanjay                                                                                                     |  | Attorney Client | Email Providing Confidential Legal Advice Re: Chapter 9 Bankruptcy Filing Issues.                    | No | Parent |
| PRIV0381 | 3/21/2012 | Ellman, Jeffrey*  | Herman, Kyle                                                                                                     | Ball, Corinne*; Kates, David*; Lennox, Heather*; Sawyer, Hugh; Buckfire, Kenneth; Marcero, Laura; Marken, Sanjay; Wilson, Thomas*   |  | Attorney Client | Email Providing Confidential Legal Advice Re: Chapter 9 Bankruptcy Filing Issues.                    | No | Parent |

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| PRIV0382 | 3/21/2012 | Herman, Kyle                      | Buckfire, Kenneth; Sawyer, Hugh; Ellman, Jeffrey*; Kates, David*; Lennox, Heather*; Ball, Corinne*    | Wilson, Thomas*; Marcero, Laura; Marken, Sanjay                                                                                     |  | Attorney Client | Email Reflecting Confidential Attorney-Client Communications Re: Chapter 9 Bankruptcy Filing Issues.                                       | No | Parent |
| PRIV0383 | 3/21/2012 | Sawyer, Hugh                      | Buckfire, Kenneth; Ball, Corinne*; Lennox, Heather*; Herman, Kyle; Erickson, Stuart; Ellman, Jeffrey* | Marcero, Laura                                                                                                                      |  | Attorney Client | Email Reflecting Confidential Attorney-Client Communications Re: Pre-Petition Litigation Issues.                                           | No | Parent |
| PRIV9742 | 3/21/2012 | Sawyer, Hugh                      | Buckfire, Kenneth; Ball, Corinne*; Lennox, Heather*; Herman, Kyle; Erickson, Stuart; Ellman, Jeffrey* | Marcero, Laura                                                                                                                      |  | Attorney Client | Email Reflecting Confidential Attorney-Client Communications Re: Chapter 9 Bankruptcy Filing Issues.                                       | No | Parent |
| PRIV0375 | 3/22/2012 | Marcero, Laura                    | Ball, Corinne*; Lennox, Heather*; Ellman, Jeffrey*                                                    | Buckfire, Kenneth; Herman, Kyle; Sawyer, Hugh                                                                                       |  | Work Product    | Email Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications Re: Labor Negotiation Contract Issues. | No | Parent |
| PRIV0376 | 3/22/2012 | Marcero, Laura                    | Buckfire, Kenneth; Herman, Kyle; Ball, Corinne*; Lennox, Heather*; Ellman, Jeffrey*                   | Sawyer, Hugh                                                                                                                        |  | Attorney Client | Email Reflecting Confidential Attorney-Client Communications Re: Chapter 9 Bankruptcy Filing Issues.                                       | No | Parent |
| PRIV0377 | 3/22/2012 | Ellman, Jeffrey* Ellman, Jeffrey* | Herman, Kyle; Marcero, Laura                                                                          | Buckfire, Kenneth; Sawyer, Hugh; Ball, Corinne*; Lennox, Heather*; Wilson, Thomas*; Kates, David*; Erickson, Stuart; Marken, Sanjay |  | Attorney Client | Email Providing Confidential Legal Advice Re: Chapter 9 Bankruptcy Filing Issues.                                                          | No | Parent |
| PRIV0373 | 3/23/2012 | Marcero, Laura                    | Buckfire, Kenneth; Herman, Kyle; Ball, Corinne*; Lennox, Heather*; Ellman, Jeffrey*                   | Sawyer, Hugh                                                                                                                        |  | Attorney Client | Email Reflecting Confidential Attorney-Client Communications Re: Pre-Petition Litigation Issues.                                           | No | Parent |



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| PRIV9739 | 3/23/2012 | Marcero, Laura                    | Ellman, Jeffrey*                                                                                    | Herman, Kyle; Ball, Corinne*; Lennox, Heather*; Sawyer, Hugh; Buckfire, Kenneth; Wilson, Thomas*; Kates, David*; Marken, Sanjay; Erickson, Stuart |  | Attorney Client              | Email Reflecting Confidential Attorney-Client Communications Re: Chapter 9 Bankruptcy Filing Issues.                     | No | Parent |
| PRIV9740 | 3/23/2012 | Marcero, Laura                    | Herman, Kyle                                                                                        | Ellman, Jeffrey*; Marken, Sanjay                                                                                                                  |  | Attorney Client              | Email Reflecting Confidential Attorney-Client Communications Re: Chapter 9 Bankruptcy Filing Issues.                     | No | Parent |
| PRIV0369 | 3/24/2012 | Herman, Kyle                      | Ellman, Jeffrey*; Marcero, Laura                                                                    | Ball, Corinne*; Lennox, Heather*; Sawyer, Hugh; Buckfire, Kenneth; Marken, Sanjay; Wilson, Thomas*; Erickson, Stuart                              |  | Attorney Client              | Email Reflecting Confidential Attorney-Client Communications Re: Restructuring Issues.                                   | No | Parent |
| PRIV0370 | 3/24/2012 | Ellman, Jeffrey*                  | Marcero, Laura                                                                                      | Ball, Corinne*; Lennox, Heather*; Sawyer, Hugh; Buckfire, Kenneth; Herman, Kyle; Marken, Sanjay; Wilson, Thomas*                                  |  | Attorney Client              | Email Reflecting Confidential Attorney-Client Communications Re: Restructuring Issues.                                   | No | Parent |
| PRIV0371 | 3/24/2012 | Marcero, Laura                    | Buckfire, Kenneth; Herman, Kyle; Marken, Sanjay; Ball, Corinne*; Lennox, Heather*; Ellman, Jeffrey* | Sawyer, Hugh                                                                                                                                      |  | Attorney Client              | Email Reflecting Confidential Attorney-Client Communications Re: Restructuring Issues.                                   | No | Parent |
| PRIV0372 | 3/24/2012 | Ellman, Jeffrey*                  | Herman, Kyle                                                                                        | Lennox, Heather*                                                                                                                                  |  | Attorney Client Work Product | Email Prepared in Anticipation of Litigation Providing Confidential Legal Advice Re: Chapter 9 Bankruptcy Filing Issues. | No | Parent |
| PRIV9738 | 3/24/2012 | Ellman, Jeffrey* Ellman, Jeffrey* | Marcero, Laura                                                                                      | Ball, Corinne*; Lennox, Heather*; Sawyer, Hugh; Buckfire, Kenneth; Herman, Kyle; Wilson, Thomas*                                                  |  | Attorney Client              | Email Reflecting Confidential Attorney-Client Communications Re: Solvency Issues.                                        | No | Parent |

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| PRIV0359 | 3/25/2012 | Marcero, Laura   | Buckfire, Kenneth; Herman, Kyle; Marken, Sanjay; Ball, Corinne*; Lennox, Heather*; Ellman, Jeffrey* | Sawyer, Hugh                                                                       |                    | Attorney Client                                    | Email Providing Confidential Legal Advice Re: Chapter 9 Bankruptcy Filing Issues.                                           | No  | Parent |
| PRIV0348 | 3/29/2012 | Ellman, Jeffrey* | Marcero, Laura; Buckfire, Kenneth; Herman, Kyle; Ball, Corinne*; Lennox, Heather*                   | Sawyer, Hugh; Wilson, Thomas*                                                      |                    | Attorney Client                                    | Email Requesting Legal Advice Re: Labor Negotiation Contract Issues.                                                        | No  | Parent |
| PRIV0349 | 3/29/2012 | Marcero, Laura   | Buckfire, Kenneth; Herman, Kyle; Ball, Corinne*; Lennox, Heather*; Ellman, Jeffrey*                 | Sawyer, Hugh                                                                       |                    | Attorney Client<br>Common Interest (Joint Defense) | Email Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Restructuring Issues. | No  | Parent |
| PRIV0565 | 5/14/2012 | Ellman, Jeffrey* | Sawyer, Hugh                                                                                        | Lennox, Heather*                                                                   | Seidman, Jennifer* | Attorney Client                                    | Email Providing Confidential Legal Advice Re: Chapter 9 Bankruptcy Filing Issues.                                           | Yes | Parent |
| PRIV0566 | 5/14/2012 | Ellman, Jeffrey* | Seidman, Jennifer*                                                                                  | Wilson, Thomas*                                                                    |                    | Attorney Client                                    | Email Reflecting Confidential Attorney-Client Communications Re: Restructuring Issues.                                      | Yes | Parent |
| PRIV0344 | 5/15/2012 | Sawyer, Hugh     | Ellman, Jeffrey*                                                                                    | Lennox, Heather*                                                                   |                    | Attorney Client                                    | Email Providing Confidential Legal Advice Re: Restructuring Issues.                                                         | Yes | Parent |
| PRIV0342 | 5/16/2012 | Sawyer, Hugh     | Buckfire, Kenneth; Ball, Corinne*; Lennox, Heather*; Ellman, Jeffrey*                               | Erickson, Stuart; Herman, Kyle; Marcero, Laura; jdidonato@huronconsultinggroup.com |                    | Attorney Client                                    | Email Reflecting Confidential Attorney-Client Communications Re: Restructuring Issues.                                      | No  | Parent |
| PRIV0335 | 5/20/2012 | Ellman, Jeffrey* | Lennox, Heather*                                                                                    | Killion, Donna                                                                     |                    | Attorney Client                                    | Email Reflecting Confidential Attorney-Client Communications Re: Chapter 9 Bankruptcy Filing Issues.                        | No  | Parent |
| PRIV0340 | 5/20/2012 | Sawyer, Hugh     | Buckfire, Kenneth; Ball, Corinne*; Lennox, Heather*; Ellman, Jeffrey*                               | Herman, Kyle; Erickson, Stuart; Marcero, Laura                                     |                    | Attorney Client                                    | Email Reflecting Confidential Attorney-Client Communications with Jones Day* Re: Chapter 9 Bankruptcy Filing Issues.        | No  | Parent |

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| PRIV0339 | 6/5/2012  | Herman, Kyle     | Buckfire, Kenneth; Lennox, Heather* | Marken, Sanjay; Erickson, Stuart                    |                  | Attorney Client Work Product                    | Email Prepared in the Course of Litigation Reflecting Confidential Attorney-Client Communications Re: Legislative Issues                  | No | Parent     |
| PRIV9731 | 6/5/2012  | Wilson, Thomas*  | Lennox, Heather*                    | Ball, Corinne*; Ellman, Jeffrey*                    |                  | Attorney Client Common Interest (Joint Defense) | Email Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues. | No | Parent     |
| PRIV0333 | 6/20/2012 | Ellman, Jeffrey* | Lennox, Heather*                    | Killion, Donna                                      |                  | Attorney Client                                 | Email Reflecting Confidential Attorney-Client Communications Re: Chapter 9 Bankruptcy Filing Issues.                                      | No | Parent     |
| PRIV5755 | 6/30/2012 | Reil, Mary*      | Griffin Heck, Sarah*                | Miller, Evan*                                       |                  | Work Product                                    | Notes Prepared in Anticipation of Litigation Re: Employee Pension Fund Obligation Issues.                                                 | No | Attachment |
| PRIV5968 | 6/30/2012 | Reil, Mary*      | Griffin Heck, Sarah*                | Miller, Evan*                                       |                  | Work Product                                    | Notes Prepared in Anticipation of Litigation Re: Employee Pension Fund Obligation Issues.                                                 | No | Attachment |
| PRIV9726 | 11/7/2012 | Tiller, Joseph*  | Kates, David*                       | Ellman, Jeffrey*; Lennox, Heather*; Wilson, Thomas* |                  | Attorney Client                                 | Email Providing Confidential Legal Advice Re: Chapter 9 Bankruptcy Filing Issues.                                                         | No | Parent     |
| PRIV0321 | 12/7/2012 | Ellman, Jeffrey* | Ball, Corinne*                      | Lennox, Heather*; Wilson, Thomas*                   |                  | Attorney Client                                 | Email Reflecting Confidential Attorney-Client Communications with Jones Day* Re: Chapter 9 Bankruptcy Filing Issues.                      | No | Parent     |
| PRIV0322 | 12/7/2012 | Ellman, Jeffrey* | Ball, Corinne*                      | Lennox, Heather*; Wilson, Thomas*                   |                  | Attorney Client Work Product                    | Email Prepared in Anticipation of Litigation Providing Confidential Legal Advice Re: Chapter 9 Bankruptcy Filing Issues.                  | No | Parent     |
| PRIV9719 | 12/7/2012 | Ellman, Jeffrey* | Ball, Corinne*                      | Lennox, Heather*; Wilson, Thomas*                   | Ellman, Jeffrey* | Attorney Client                                 | Email Reflecting Confidential Attorney-Client Communications Re: Chapter 9 Bankruptcy Filing Issues.                                      | No | Parent     |
| PRIV9720 | 12/7/2012 | Ellman, Jeffrey* | Ball, Corinne*                      | Lennox, Heather*; Wilson, Thomas*                   | Ellman, Jeffrey* | Attorney Client                                 | Email Reflecting Confidential Attorney-Client Communications Re: Chapter 9 Bankruptcy Filing Issues.                                      | No | Parent     |

Initial priv log sorted and filtered for Jones Day attorneys prior to 3/11/13

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|----------|-----------|----------------------------------------------|------------------|-------------------------------------------------------------------------------------------------------------------------------------------|----------------------|------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|----|------------|
| PRIV5698 | 1/9/2013  | Merrett, Daniel*                             | Ellman, Jeffrey* | Griffin Heck, Sarah*                                                                                                                      |                      | Attorney<br>Client Work<br>Product | Email Prepared in Anticipation of<br>Litigation Reflecting Confidential<br>Attorney-Client Communications Re:<br>Employee Pension Fund Obligation<br>Issues. | No | Parent     |
| PRIV5710 | 1/9/2013  | Miller, Evan*                                | Ellman, Jeffrey* | Ferber, Amy Edgy*;<br>Bennett, Bruce*; Ball,<br>Corinne*; Kates, David*;<br>Lennox, Heather*; Wilson,<br>Thomas*; Griffin Heck,<br>Sarah* |                      | Attorney<br>Client Work<br>Product | Email Prepared in the Course of<br>Litigation Reflecting Confidential<br>Attorney-Client Communications Re:<br>Employee Pension Fund Obligation<br>Issues.   | No | Parent     |
| PRIV0267 | 1/15/2013 | FirstSouthwest Moore,<br>Charles             | Lennox, Heather* | Malhotra, Gaurav*; Ellman,<br>Jeffrey*                                                                                                    |                      | Attorney<br>Client                 | Report Reflecting Confidential Attorney-<br>Client Communications Re: Chapter 9<br>Bankruptcy Filing Issues.                                                 | No | Attachment |
| PRIV0523 | 1/15/2013 | Ellman, Jeffrey*                             | Ball, Corinne*   | Bennett, Bruce*; Lennox,<br>Heather*; Orr, Kevyn                                                                                          |                      | Attorney<br>Client                 | Email Reflecting Confidential Attorney-<br>Client Communications Re: Public<br>Relations Issues.                                                             | No | Parent     |
| PRIV0524 | 1/15/2013 | Ball, Corinne*                               | Ellman, Jeffrey* | Lennox, Heather*; Bennett,<br>Bruce*; Orr, Kevyn                                                                                          |                      | Attorney<br>Client                 | Email Reflecting Confidential Attorney-<br>Client Communications Re: Public<br>Relations Issues.                                                             | No | Parent     |
| PRIV5662 | 1/15/2013 | Griffin Heck, Sarah*                         | Miller, Evan*    | Ball, Corinne*                                                                                                                            | Griffin Heck, Sarah* | Attorney<br>Client                 | Email Reflecting Confidential Attorney-<br>Client Communications Re: Employee<br>Pension Fund Obligation Issues.                                             | No | Parent     |
| PRIV5663 | 1/15/2013 | Griffin Heck, Sarah* Griffin<br>Heck, Sarah* | Ball, Corinne*   | Miller, Evan*; Ellman,<br>Jeffrey*                                                                                                        | Griffin Heck, Sarah* | Attorney<br>Client                 | Email Reflecting Confidential Attorney-<br>Client Communications Re: Employee<br>Healthcare Obligation Issues.                                               | No | Parent     |
| PRIV5664 | 1/15/2013 | Griffin Heck, Sarah*                         | Ellman, Jeffrey* | Ball, Corinne*; Miller, Evan*                                                                                                             | Griffin Heck, Sarah* | Attorney<br>Client                 | Email Reflecting Confidential Attorney-<br>Client Communications with Jones<br>Day* Re: Employee Pension Fund<br>Obligation Issues.                          | No | Parent     |
| PRIV5665 | 1/15/2013 | Griffin Heck, Sarah*                         | Eaton, Miguel*   | Miller, Evan*                                                                                                                             | Griffin Heck, Sarah* | Attorney<br>Client                 | Email Reflecting Confidential Attorney-<br>Client Communications Re: Pre-Petition<br>Litigation Issues.                                                      | No | Parent     |

|          |           |                      |                                                                                                                                       |                                                                                                                                                       |                      |                              |                                                                                                                          |     |        |
|----------|-----------|----------------------|---------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------|------------------------------|--------------------------------------------------------------------------------------------------------------------------|-----|--------|
| PRIV0308 | 1/17/2013 | Ellman, Jeffrey*     | Ellman, Jeffrey*                                                                                                                      | Agenbroad, Aaron*; Bennett, Bruce*; Ball, Corinne*; Kates, David*; Miller, Evan*; Lennox, Heather*; Orr, Kevyn; Griffin Heck, Sarah*; Wilson, Thomas* |                      | Attorney Client              | Memorandum Reflecting Confidential Attorney-Client Communications Re: Contract Issues.                                   | Yes | Parent |
| PRIV0310 | 1/17/2013 | Ellman, Jeffrey*     | Lennox, Heather*; Ball, Corinne*; Orr, Kevyn; Bennett, Bruce*                                                                         | Miller, Evan*; Griffin Heck, Sarah*; Agenbroad, Aaron*; Kates, David*; Wilson, Thomas*                                                                |                      | Attorney Client Work Product | Email Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications Re: Contract Issues. | No  | Parent |
| PRIV5658 | 1/17/2013 | Griffin Heck, Sarah* | Ellman, Jeffrey*                                                                                                                      | Miller, Evan*                                                                                                                                         | Griffin Heck, Sarah* | Attorney Client Work Product | Email Prepared in Anticipation of Litigation Providing Confidential Legal Advice Re: Pre-Petition Litigation Issues.     | No  | Parent |
| PRIV5660 | 1/17/2013 | Griffin Heck, Sarah* | Miller, Evan*                                                                                                                         | Ellman, Jeffrey*; Small, Kristie                                                                                                                      | Griffin Heck, Sarah* | Attorney Client Work Product | Email Prepared in Anticipation of Litigation Providing Confidential Legal Advice Re: Pre-Petition Litigation Issues.     | No  | Parent |
| PRIV0521 | 1/18/2013 | Ball, Corinne*       | Shumaker, Gregory*; Reidy, Daniel*; Thomas, Lizanne*; Johnson, Wesley*; Kessler, Elizabeth*; Agenbroad, Aaron*; Lovrien, Christopher* | DiNardo, Lawrence*; Miller, Evan*; Leake, Paul*; Deane, Richard*; Pohl, Paul*; Nager, Glen*; Tambe, Jayant*; Barragata, Brett*                        | Orr, Kevyn           | Attorney Client              | Email Reflecting Confidential Attorney-Client Communications Re: Solvency Issues.                                        | Yes | Parent |
| PRIV0519 | 1/19/2013 | Ball, Corinne*       | Brogan, Stephen*                                                                                                                      | Ellman, Jeffrey*; Lennox, Heather*; Orr, Kevyn; Agenbroad, Aaron*; Miller, Evan*; Bennett, Bruce*                                                     |                      | Attorney Client              | Email Reflecting Confidential Attorney-Client Communications Re: Pre-Petition Litigation Issues.                         | No  | Parent |

Initial priv log sorted and filtered for Jones Day attorneys prior to 3/11/13

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| PRIV0520 | 1/19/2013 | Buckfire, Kenneth                 | Ball, Corinne*                                                | Brogan, Stephen*; Agerbroad, Aaron*; Bennett, Bruce*; Lennox, Heather*; Orr, Kevyn; Martin, Jack; Dillon, Andy; Baird, Richard; Stibitz, Brom; Saxton, Thomas |  | Attorney Client                                              | Email Reflecting Confidential Attorney-Client Communications with Jones Day* Re: Pre-Petition Litigation Issues.                                                                                     | No | Parent     |
| PRIV0517 | 1/20/2013 | Ellman, Jeffrey*                  | Ball, Corinne*; Lennox, Heather*; Orr, Kevyn; Bennett, Bruce* | Agerbroad, Aaron*; Miller, Evan*; Wilson, Thomas*                                                                                                             |  | Attorney Client                                              | Email Reflecting Confidential Attorney-Client Communications Re: Pre-Petition Litigation Issues.                                                                                                     | No | Parent     |
| PRIV0505 | 1/22/2013 | Lennox, Heather* Lennox, Heather* | Bennett, Bruce*                                               | Ball, Corinne*; Johnston, James*; Ellman, Jeffrey*; Orr, Kevyn                                                                                                |  | Attorney Client                                              | Email Reflecting Confidential Attorney-Client Communications with Jones Day* Re: Restructuring Issues.                                                                                               | No | Parent     |
| PRIV0506 | 1/22/2013 | Jones Day Lennox, Heather*        | Bennett, Bruce*                                               | Ball, Corinne*; Johnston, James*; Ellman, Jeffrey*; Orr, Kevyn                                                                                                |  | Attorney Client Work Product Common Interest (Joint Defense) | Draft Outline Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications with Jones Day* And Reflecting Common Legal Interest Re: Pre-Petition Litigation Issues. | No | Attachment |
| PRIV0507 | 1/22/2013 | Ellman, Jeffrey*                  | Lennox, Heather*; Bennett, Bruce*                             | Ball, Corinne*; Johnston, James*; Orr, Kevyn                                                                                                                  |  | Attorney Client                                              | Email Reflecting Confidential Attorney-Client Communications with Jones Day* Re: Pre-Petition Litigation Issues.                                                                                     | No | Parent     |
| PRIV0508 | 1/22/2013 | Lennox, Heather*                  | Bennett, Bruce*                                               | Ball, Corinne*; Johnston, James*; Ellman, Jeffrey*; Orr, Kevyn                                                                                                |  | Attorney Client                                              | Email Reflecting Confidential Attorney-Client Communications with Jones Day* Re: Pre-Petition Litigation Issues.                                                                                     | No | Parent     |
| PRIV0509 | 1/22/2013 | Ellman, Jeffrey*                  | Ball, Corinne*; Lennox, Heather*; Orr, Kevyn; Bennett, Bruce* | Kates, David*; Wilson, Thomas*                                                                                                                                |  | Attorney Client                                              | Email Reflecting Confidential Attorney-Client Communications with Jones Day* Re: Chapter 9 Bankruptcy Filing Issues.                                                                                 | No | Parent     |
| PRIV0511 | 1/22/2013 | Ellman, Jeffrey* Ellman, Jeffrey* | Ball, Corinne*                                                | Bennett, Bruce*; Lennox, Heather*; Johnston, James*; Orr, Kevyn                                                                                               |  | Attorney Client                                              | Email Reflecting Confidential Attorney-Client Communications with Jones Day* Re: Pre-Petition Litigation Issues.                                                                                     | No | Parent     |

## Initial priv log sorted and filtered for Jones Day attorneys prior to 3/11/13

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|----------|-----------|-----------------------------------|--------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--|-----------------|----------------------------------------------------------------------------------------------------------------------|----|------------|
| PRIV0512 | 1/22/2013 | Lennox, Heather* Lennox, Heather* | Ellman, Jeffrey*                                                                                                                     | Bennett, Bruce*; Ball, Corinne*; Johnston, James*; Orr, Kevyn  |  | Attorney Client | Email Reflecting Confidential Attorney-Client Communications with Jones Day* Re: Pre-Petition Litigation Issues.     | No | Parent     |
| PRIV0513 | 1/22/2013 | Bennett, Bruce*                   | Ellman, Jeffrey*                                                                                                                     | Ball, Corinne*; Lennox, Heather*; Johnston, James*; Orr, Kevyn |  | Attorney Client | Email Reflecting Confidential Attorney-Client Communications with Jones Day* Re: Pre-Petition Litigation Issues.     | No | Parent     |
| PRIV0514 | 1/22/2013 | Ellman, Jeffrey* Ellman, Jeffrey* | Bennett, Bruce*                                                                                                                      | Ball, Corinne*; Lennox, Heather*; Johnston, James*; Orr, Kevyn |  | Attorney Client | Email Reflecting Confidential Attorney-Client Communications with Jones Day* Re: Pre-Petition Litigation Issues.     | No | Parent     |
| PRIV5656 | 1/22/2013 | Ellman, Jeffrey*                  | Ball, Corinne*; Lennox, Heather*; Bennett, Bruce*; Orr, Kevyn; Agenbroad, Aaron*; Miller, Evan*; Griffin Heck, Sarah*; Kates, David* | Moss, Daniel*; Wilson, Thomas*                                 |  | Work Product    | Email Prepared in Anticipation of Litigation Re: Chapter 9 Bankruptcy Filing Issues.                                 | No | Parent     |
| PRIV0301 | 1/24/2013 | JonesDay* Ellman, Jeffrey*        | Ball, Corinne*; Lennox, Heather*; Bennett, Bruce*; Orr, Kevyn; Griffin Heck, Sarah*; Miller, Evan*; Kates, David*                    | Wilson, Thomas*                                                |  | Attorney Client | Email Reflecting Confidential Attorney-Client Communications with Jones Day* Re: Chapter 9 Bankruptcy Filing Issues. | No | Parent     |
| PRIV0302 | 1/24/2013 | JonesDay* Ellman, Jeffrey*        | Ball, Corinne*; Lennox, Heather*; Bennett, Bruce*; Orr, Kevyn; Agenbroad, Aaron*; Griffin Heck, Sarah*; Miller, Evan*; Kates, David* | Wilson, Thomas*                                                |  | Work Product    | Outline Prepared in Anticipation of Litigation Re: Chapter 9 Bankruptcy Filing Issues.                               | No | Attachment |
| PRIV0303 | 1/24/2013 | JonesDay* Ellman, Jeffrey*        | Ball, Corinne*; Lennox, Heather*; Bennett, Bruce*; Orr, Kevyn; Agenbroad, Aaron*; Griffin Heck, Sarah*; Miller, Evan*; Kates, David* | Wilson, Thomas*                                                |  | Work Product    | Draft Outline Prepared in Anticipation of Litigation Re: Chapter 9 Bankruptcy Filing Issues.                         | No | Attachment |

Initial priv log sorted and filtered for Jones Day attorneys prior to 3/11/13

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| PRIV0304 | 1/24/2013 | JonesDay* Ellman, Jeffrey* | Ball, Corinne*; Lennox, Heather*; Bennett, Bruce*; Orr, Kevyn; Agenbroad, Aaron*; Griffin Heck, Sarah*; Miller, Evan*; Kates, David* | Wilson, Thomas*  |                                    | Work Product                 | Memorandum Prepared in Anticipation of Litigation Re: Chapter 9 Bankruptcy Filing Issues.                                                   | Yes | Attachment |
| PRIV0305 | 1/24/2013 | JonesDay* Ellman, Jeffrey* | Ball, Corinne*; Lennox, Heather*; Bennett, Bruce*; Orr, Kevyn; Agenbroad, Aaron*; Griffin Heck, Sarah*; Miller, Evan*; Kates, David* | Wilson, Thomas*  |                                    | Work Product                 | Outline Prepared in Anticipation of Litigation Re: Chapter 9 Bankruptcy Filing Issues.                                                      | No  | Attachment |
| PRIV0306 | 1/24/2013 | JonesDay* Ellman, Jeffrey* | Ball, Corinne*; Lennox, Heather*; Bennett, Bruce*; Orr, Kevyn; Agenbroad, Aaron*; Griffin Heck, Sarah*; Miller, Evan*; Kates, David* | Wilson, Thomas*  |                                    | Work Product                 | Outline Prepared in Anticipation of Litigation Re: Chapter 9 Bankruptcy Filing Issues.                                                      | No  | Attachment |
| PRIV0307 | 1/24/2013 | Ellman, Jeffrey*           | Ball, Corinne*; Lennox, Heather*; Bennett, Bruce*                                                                                    | Wilson, Thomas*  |                                    | Attorney Client Work Product | Email Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications with Jones Day* Re: Regulatory Issues.  | No  | Parent     |
| PRIV9692 | 1/24/2013 | Ellman, Jeffrey*           | Ball, Corinne*; Lennox, Heather*; Bennett, Bruce*; Orr, Kevyn; Agenbroad, Aaron*; Griffin Heck, Sarah*; Miller, Evan*; Kates, David* | Wilson, Thomas*  | Ellman, Jeffrey*; Merrett, Daniel* | Attorney Client              | Email Reflecting Confidential Attorney-Client Communications Re: Restructuring Issues.                                                      | No  | Parent     |
| PRIV0298 | 1/25/2013 | Ellman, Jeffrey*           | Orr, Kevyn; Ball, Corinne*; Lennox, Heather*; Agenbroad, Aaron*; Bennett, Bruce*                                                     | Merrett, Daniel* |                                    | Work Product                 | Email Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications Re: Chapter 9 Bankruptcy Filing Issues. | No  | Parent     |



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| PRIV0502 | 1/25/2013 | Ellman, Jeffrey*     | Agenbroad, Aaron*; Ball, Corinne*; Lennox, Heather*; Bennett, Bruce*; Orr, Kevyn; Miller, Evan*; Kates, David*; Griffin Heck, Sarah* | Wilson, Thomas*                                                                                                                        |  | Attorney Client | Email Reflecting Confidential Attorney-Client Communications Re: Solvency Issues.                         | No | Parent |
| PRIV5652 | 1/25/2013 | Griffin Heck, Sarah* | Miller, Evan*                                                                                                                        | Ellman, Jeffrey*                                                                                                                       |  | Attorney Client | Email Reflecting Confidential Attorney-Client Communications Re: Employee Pension Fund Obligation Issues. | No | Parent |
| PRIV0297 | 1/26/2013 | Ball, Corinne*       | Ellman, Jeffrey*                                                                                                                     | Agenbroad, Aaron*; Bennett, Bruce*; Kates, David*; Miller, Evan*; Lennox, Heather*; Orr, Kevyn; Griffin Heck, Sarah*; Wilson, Thomas*  |  | Attorney Client | Email Reflecting Confidential Attorney-Client Communications Re: Chapter 9 Bankruptcy Filing Issues.      | No | Parent |
| PRIV0494 | 1/28/2013 | Ellman, Jeffrey*     | Ferber, Amy Edgy*                                                                                                                    | Bennett, Bruce*; Ball, Corinne*; Lennox, Heather*; Orr, Kevyn                                                                          |  | Attorney Client | Email Reflecting Confidential Attorney-Client Communications Re: Public Relations Issues.                 | No | Parent |
| PRIV0496 | 1/28/2013 | Bennett, Bruce*      | Ball, Corinne*                                                                                                                       | Agenbroad, Aaron*; Kates, David*; Miller, Evan*; Lennox, Heather*; Ellman, Jeffrey*; Orr, Kevyn; Griffin Heck, Sarah*; Wilson, Thomas* |  | Attorney Client | Letter Reflecting Confidential Attorney-Client Communications Re: Chapter 9 Bankruptcy Filing Issues.     | No | Parent |
| PRIV0497 | 1/26/2013 | Lennox, Heather*     | Bennett, Bruce*                                                                                                                      | Agenbroad, Aaron*; Ball, Corinne*; Miller, Evan*; Ellman, Jeffrey*; Orr, Kevyn; Griffin Heck, Sarah*                                   |  | Attorney Client | Email Reflecting Confidential Attorney-Client Communications Re: Employee Pension Fund Obligation Issues. | No | Parent |
| PRIV0498 | 1/26/2013 | Bennett, Bruce*      | Miller, Evan*                                                                                                                        | Agenbroad, Aaron*; Ball, Corinne*; Lennox, Heather*; Ellman, Jeffrey*; Orr, Kevyn; Griffin Heck, Sarah*                                |  | Attorney Client | Email Reflecting Confidential Attorney-Client Communications Re: Employee Pension Fund Obligation Issues. | No | Parent |

Initial priv log sorted and filtered for Jones Day attorneys prior to 3/11/13

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| PRIV0499 | 1/28/2013 | Lennox, Heather*     | Ellman, Jeffrey*           | Agenbroad, Aaron*; Bennett, Bruce*; Ball, Corinne*; Kates, David*; Miller, Evan*; Orr, Kevyn; Griffin Heck, Sarah*; Wilson, Thomas*                 |                      | Attorney Client              | Email Reflecting Confidential Attorney-Client Communications Re: Chapter 9 Bankruptcy Filing Issues.                                     | No | Parent |
| PRIV0555 | 1/28/2013 | Griffin Heck, Sarah* | Ellman, Jeffrey*           | Agenbroad, Aaron*; Bennett, Bruce*; Ball, Corinne*; Kates, David*; Miller, Evan*; Lennox, Heather*; Seidman, Jennifer*; Orr, Kevyn; Wilson, Thomas* |                      | Attorney Client              | Email Reflecting Confidential Attorney-Client Communications Re: Labor Negotiation Contract Issues.                                      | No | Parent |
| PRIV0551 | 1/29/2013 | Seidman, Jennifer*   | Wilson, Thomas*            | Ellman, Jeffrey*                                                                                                                                    |                      | Attorney Client              | Email Reflecting Confidential Attorney-Client Communications Re: Pre-Petition Litigation Issues.                                         | No | Parent |
| PRIV0553 | 1/29/2013 | Seidman, Jennifer*   | Ellman, Jeffrey*           | Wilson, Thomas*                                                                                                                                     |                      | Attorney Client              | Email Reflecting Confidential Attorney-Client Communications Re: Pre-Petition Litigation Issues.                                         | No | Parent |
| PRIV5649 | 1/29/2013 | Agenbroad, Aaron*    | Ellman, Jeffrey*           | Bennett, Bruce*; Ball, Corinne*; Lennox, Heather*; Orr, Kevyn; Wilson, Thomas*; Miller, Evan*; Griffin Heck, Sarah*                                 |                      | Attorney Client              | Email Reflecting Confidential Attorney-Client Communications Re: Labor Negotiation Contract Issues.                                      | No | Parent |
| PRIV5650 | 1/29/2013 | Griffin Heck, Sarah* | Ellman, Jeffrey*           | Miller, Evan*                                                                                                                                       | Griffin Heck, Sarah* | Attorney Client              | Email Reflecting Confidential Attorney-Client Communications Re: Labor Negotiation Contract Issues.                                      | No | Parent |
| PRIV0296 | 1/30/2013 | Ferber, Amy Edgy*    | Orr, Kevyn; Ball, Corinne* | Agenbroad, Aaron*; Bennett, Bruce*; Miller, Evan*; Lennox, Heather*; Ellman, Jeffrey*; Griffin Heck, Sarah*; Brogan, Stephen*; Wilson, Thomas*      |                      | Attorney Client Work Product | Email Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications with Jones Day* Re: Contract Issues. | No | Parent |

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| PRIV0493 | 2/11/2013 | Ball, Corinne* Ball, Corinne* | Orr, Kevyn                | Lennox, Heather*; Ellman, Jeffrey*                                   |  | Attorney Client              | Email Reflecting Confidential Attorney-Client Communications with Jones Day* Re: Pre-Petition Litigation Issues.                                                | No  | Parent |
| PRIV9672 | 2/11/2013 | Wilson, Thomas*               | Orr, Kevyn; Moss, Daniel* | Ball, Corinne*; Ellman, Jeffrey*                                     |  | Attorney Client              | Email Reflecting Confidential Attorney-Client Communications Re: Restructuring Issues.                                                                          | Yes | Parent |
| PRIV9685 | 2/11/2013 | Orr, Kevyn                    | Ellman, Jeffrey*          | Ball, Corinne*                                                       |  | Attorney Client              | Email Reflecting Confidential Attorney-Client Communications Re: Restructuring Issues.                                                                          | No  | Parent |
| PRIV4890 | 2/27/2013 | Martin, Jack                  | Ball, Corinne*            | McMurray, Maurice; Keelean, Edward*; Dillon, Andy; Buckfire, Kenneth |  | Attorney Client Work Product | Email Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* Re: Restructuring Issues. | No  | Parent |
| PRIV0277 | 3/4/2013  | Wilson, Thomas*               | Ball, Corinne*            | Bennett, Bruce*; Lennox, Heather*; Ellman, Jeffrey*                  |  | Attorney Client              | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* Re: Pre-Petition Litigation Issues.                              | No  | Parent |
| PRIV5637 | 3/7/2013  | Poirier-Whitley, Kirstin*     | Miller, Evan*             | Griffin Heck, Sarah*                                                 |  | Attorney Client              | Email Reflecting Confidential Attorney-Client Communications Re: Employee Pension Fund Obligation Issues.                                                       | No  | Parent |
| PRIV9661 | 3/10/2013 | Ball, Corinne*                | Wilson, Thomas*           | Moss, Daniel*; Ellman, Jeffrey*                                      |  | Attorney Client              | Email Reflecting Confidential Attorney-Client Communications Re: Restructuring Issues.                                                                          | No  | Parent |
| PRIV9664 | 3/10/2013 | Ball, Corinne*                | Wilson, Thomas*           | Moss, Daniel*; Ellman, Jeffrey*                                      |  | Attorney Client              | Email Reflecting Confidential Attorney-Client Communications Re: Restructuring Issues.                                                                          | No  | Parent |
| PRIV9667 | 3/10/2013 | Ball, Corinne*                | Wilson, Thomas*           | Moss, Daniel*; Ellman, Jeffrey*                                      |  | Attorney Client              | Email Reflecting Confidential Attorney-Client Communications Re: Chapter 9 Bankruptcy Filing Issues.                                                            | No  | Parent |
| PRIV9660 | 3/11/2013 | Bennett, Bruce*               | Ball, Corinne*            | Ellman, Jeffrey*; Wilson, Thomas*; Lennox, Heather*                  |  | Attorney Client              | Email Reflecting Confidential Attorney-Client Communications Re: Chapter 9 Bankruptcy Filing Issues.                                                            | No  | Parent |

# EXHIBIT C

Privilege log entries with no attorney identified

| Privlog ID | Date | Author           | Recipient                | CC | BCC | Privilege Asserted                                           | Privilege Description                                                                                                                                                                                 | Redaction | Doc Type   |
|------------|------|------------------|--------------------------|----|-----|--------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------------|
| PRIV0020   |      | Snyder, Rick     | Orr, Kevyn; Dillon, Andy |    |     | Attorney Client<br>Common Interest<br>(Joint Defense)        | Draft Letter Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues.                                                      | No        | Attachment |
| PRIV0081   |      | Goodrich, Harlan |                          |    |     | Attorney Client Work Product Common Interest (Joint Defense) | Draft Spreadsheet Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues.          | No        | Attachment |
| PRIV0086   |      | Ernst & Young    |                          |    |     | Attorney Client Work Product Common Interest (Joint Defense) | Report Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Restructuring Issues. | No        | Attachment |
| PRIV0093   |      | Goodrich, Harlan |                          |    |     | Attorney Client Work Product Common Interest (Joint Defense) | Draft Spreadsheet Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues.          | No        | Attachment |

Privilege log entries with no attorney identified

| Privlog ID | Date      | Author                    | Recipient  | CC           | BCC | Privilege Asserted                                           | Privilege Description                                                                                                                                                                         | Redaction | Doc Type   |
|------------|-----------|---------------------------|------------|--------------|-----|--------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------------|
| PRIV0224   |           | Miller<br>Buckfire*       |            |              |     | Attorney Client                                              | Memorandum Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications with Miller Canfield* And Reflecting Common Legal Interest Re: Restructuring Issues. | No        | Attachment |
| PRIV0458   |           | Miller<br>Buckfire*       |            |              |     | Attorney Client Work Product                                 | Memorandum Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications with Miller Canfield* And Reflecting Common Legal Interest Re: Restructuring Issues. | No        | Attachment |
| PRIV0732   | 7/14/2013 | Jones Day<br>Snyder, Rick | Orr, Kevyn | Dillon, Andy |     | Attorney Client Work Product Common Interest (Joint Defense) | Letter Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues.             | No        | Attachment |
| PRIV0979   | 6/11/2013 | Ernst &<br>Young          |            |              |     | Attorney Client Work Product Common Interest (Joint Defense) | Draft Report Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Restructuring Issues.                     | No        | Attachment |

Privilege log entries with no attorney identified

| Privlog ID | Date      | Author           | Recipient                      | CC              | BCC | Privilege Asserted                                           | Privilege Description                                                                                                                                                           | Redaction | Doc Type   |
|------------|-----------|------------------|--------------------------------|-----------------|-----|--------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------------|
| PRIV0980   | 6/11/2013 | Ernst & Young    |                                |                 |     | Attorney Client Work Product Common Interest (Joint Defense) | Draft Presentation Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Restructuring Issues. | No        | Attachment |
| PRIV0981   | 6/11/2013 | Ernst & Young    |                                |                 |     | Attorney Client Work Product Common Interest (Joint Defense) | Draft Presentation Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Restructuring Issues. | No        | Attachment |
| PRIV10423  | 7/17/2013 | Stanley, Floyd   | Polk, Cherie; Martin, Jack     |                 |     | Attorney Client Common Interest (Joint Defense)              | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues.     | No        | Parent     |
| PRIV10635  | 7/5/2013  | Moore, Charles   | Orr, Kevyn                     | Tedder, Gregory |     | Attorney Client Common Interest (Joint Defense)              | Spreadsheet Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Restructuring Issues.             | No        | Parent     |
| PRIV10636  | 7/5/2013  | Conway Mackenzie | State of Michigan*; Orr, Kevyn |                 |     | Attorney Client Common Interest (Joint Defense)              | Draft Presentation Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Restructuring Issues.      | No        | Attachment |

Privilege log entries with no attorney identified

| Privlog ID | Date      | Author                      | Recipient                            | CC              | BCC | Privilege Asserted                                           | Privilege Description                                                                                                                                                           | Redaction | Doc Type   |
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| PRIV10637  | 7/5/2013  | Conway Mackenzie            | State of Michigan*; Orr, Kevyn       |                 |     | Attorney Client Common Interest (Joint Defense)              | Draft Spreadsheet Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Restructuring Issues.       | No        | Attachment |
| PRIV10730  | 9/8/2013  |                             |                                      |                 |     | Work Product Common Interest (Joint Defense)                 | Draft Agreement Prepared in Anticipation of Litigation Re: Chapter 9 Bankruptcy Filing Issues.                                                                                  | Yes       | Attachment |
| PRIV10767  | 5/12/2013 | Emergency Manager's Office* | State of Michigan*; Birnbaum, David* |                 |     | Attorney Client Work Product Common Interest (Joint Defense) | Draft Presentation Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Restructuring Issues. | No        | Attachment |
| PRIV10800  | 5/9/2013  | Stone, Clarence             | Stone, Clarence                      | Crockett, Tracy |     | Attorney Client Common Interest (Joint Defense)              | Email Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues.                                       | No        | Parent     |
| PRIV10801  | 9/8/2013  | Bitely, Diana               |                                      |                 |     | Attorney Client Common Interest (Joint Defense)              | Draft Orders Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Restructuring Issues.                                              | No        | Attachment |
| PRIV10802  | 9/8/2013  | Bitely, Diana               |                                      |                 |     | Attorney Client Common Interest (Joint Defense)              | Draft Orders Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Restructuring Issues.                                              | No        | Attachment |



Privilege log entries with no attorney identified

| Privlog ID | Date      | Author          | Recipient       | CC              | BCC | Privilege Asserted                                                    | Privilege Description                                                                                                                                                     | Redaction | Doc Type   |
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| PRIV10803  | 5/9/2013  | Stone, Clarence | Stone, Clarence | Crockett, Tracy |     | Attorney Client<br>Common Interest<br>(Joint Defense)                 | Email Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Restructuring Issues.                                               | No        | Parent     |
| PRIV10804  | 9/8/2013  | Bitely, Diana   |                 |                 |     | Attorney Client<br>Common Interest<br>(Joint Defense)                 | Draft Orders Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Restructuring Issues.                                        | No        | Attachment |
| PRIV10805  | 9/8/2013  | Bitely, Diana   |                 |                 |     | Attorney Client<br>Common Interest<br>(Joint Defense)                 | Draft Orders Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Restructuring Issues.                                        | No        | Attachment |
| PRIV10848  | 6/3/2013  | Penn, Shani     | Hayes, Eunice   |                 |     | Attorney Client<br>Common Interest<br>(Joint Defense)                 | Email Reflecting Confidential Attorney-Client Communications with Moss, Daniel* And Reflecting Common Legal Interest Re: Restructuring Issues.                            | No        | Parent     |
| PRIV1351   | 6/13/2013 | Kushiner, Glenn |                 |                 |     | Attorney Client Work<br>Product Common<br>Interest (Joint<br>Defense) | Draft Report Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Restructuring Issues. | No        | Attachment |

Privilege log entries with no attorney identified

| Privlog ID | Date      | Author          | Recipient | CC | BCC | Privilege Asserted                                           | Privilege Description                                                                                                                                                                    | Redaction | Doc Type   |
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| PRIV1527   | 6/13/2013 | Kushiner, Glenn |           |    |     | Attorney Client Work Product Common Interest (Joint Defense) | Spreadsheet Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Restructuring Issues.                 | No        | Attachment |
| PRIV2315   | 6/11/2013 | Ernst & Young   |           |    |     | Attorney Client Work Product Common Interest (Joint Defense) | Draft Report Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Restructuring Issues.                | No        | Attachment |
| PRIV2316   | 6/10/2013 | Ernst & Young   |           |    |     | Attorney Client Work Product Common Interest (Joint Defense) | Draft Report Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Solvency Issues.                     | No        | Attachment |
| PRIV2317   | 6/10/2013 | Ernst & Young   |           |    |     | Attorney Client Work Product Common Interest (Joint Defense) | Draft Report Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Restructuring Issues. Project Piston | No        | Attachment |
| PRIV2744   | 4/5/2013  | Conway McKenzie |           |    |     | Attorney Client Common Interest (Joint Defense)              | Report Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Restructuring Issues.                           | No        | Parent     |

Privilege log entries with no attorney identified

| Privlog ID | Date      | Author                                  | Recipient  | CC | BCC | Privilege Asserted                                                    | Privilege Description                                                                                                                                                                    | Redaction | Doc Type   |
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| PRIV2750   | 5/12/2013 | Orr, Kevyn                              |            |    |     | Attorney Client<br>Common Interest<br>(Joint Defense)                 | Memorandum Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues.         | No        | Parent     |
| PRIV2944   |           | Gabriel<br>Roeder<br>Smith &<br>Company |            |    |     | Attorney Client<br>Common Interest<br>(Joint Defense)                 | Draft Report Reflecting Confidential Attorney-Client Communications with Jones Day* And Reflecting Common Legal Interest Re: Employee Pension Fund Obligation Issues.                    | No        | Attachment |
| PRIV2982   |           | Conway<br>Mackenzie                     |            |    |     | Attorney Client<br>Common Interest<br>(Joint Defense)                 | Draft Memorandum Reflecting Confidential Attorney-Client Communications with Jones Day* And Reflecting Common Legal Interest Re: Employee Pension Fund Obligation Issues.                | No        | Attachment |
| PRIV3012   | 5/21/2013 | Stibitz, Brom                           | Orr, Kevyn |    |     | Attorney Client<br>Common Interest<br>(Joint Defense)                 | Email Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Regulatory Issues.                                                                 | No        | Parent     |
| PRIV3084   |           | Ernst &<br>Young                        |            |    |     | Attorney Client Work<br>Product Common<br>Interest (Joint<br>Defense) | Draft Chart Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications with Jones Day* And Reflecting Common Legal Interest Re: Restructuring Issues. | No        | Attachment |

Privilege log entries with no attorney identified

| Privlog ID | Date      | Author           | Recipient                               | CC          | BCC | Privilege Asserted                                    | Privilege Description                                                                                                                                             | Redaction | Doc Type   |
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| PRIV3118   | 7/11/2013 | Stibitz, Brom    | Orr, Kevyn; Dillon, Andy; Stibitz, Brom | Mays, Sonya |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Jones Day* And Reflecting Common Legal Interest Re: Restructuring Issues.                       | No        | Parent     |
| PRIV3142   | 7/17/2013 | Moore, Charles   | Orr, Kevyn; Dillon, Andy                |             |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Restructuring Issues.     | No        | Parent     |
| PRIV3144   |           | Conway Mackenzie |                                         |             |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Agreement Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Restructuring Issues. | No        | Attachment |
| PRIV3165   | 5/3/2013  | GOV              | Penn, Shani                             |             |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Liscombe, Ronaldald* And Reflecting Common Legal Interest Re: Restructuring Issues.             | No        | Attachment |
| PRIV3185   | 6/21/2013 | McCormich, Susan | McCormich, Susan                        |             |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* Re: Restructuring Issues.                                          | No        | Parent     |

Privilege log entries with no attorney identified

| Privlog ID | Date      | Author        | Recipient                 | CC | BCC | Privilege Asserted                                    | Privilege Description                                                                                                                                                | Redaction | Doc Type   |
|------------|-----------|---------------|---------------------------|----|-----|-------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------------|
| PRIV3208   | 7/18/2013 | Nowling, Bill | Orr, Kevyn; Nowling, Bill |    |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Jones Day* And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues.            | No        | Parent     |
| PRIV3210   |           | Lori, Ron     |                           |    |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Draft Press Release Reflecting Confidential Attorney-Client Communications with Jones Day* And Reflecting Common Legal Interest Re: Public Relations Issues.         | No        | Attachment |
| PRIV3211   |           | Berry, Anita  |                           |    |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Draft Memorandum Reflecting Confidential Attorney-Client Communications with Jones Day* And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues. | No        | Attachment |
| PRIV3236   | 7/16/2013 | Stibitz, Brom | Orr, Kevyn                |    |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Contract Issues.                                               | No        | Parent     |
| PRIV3276   | 3/27/2013 | Dillon, Andy  | Orr, Kevyn                |    |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Restructuring Issues.        | No        | Parent     |

Privilege log entries with no attorney identified

| Privlog ID | Date      | Author                    | Recipient                                      | CC                                                                 | BCC | Privilege Asserted                                    | Privilege Description                                                                                                                                                             | Redaction | Doc Type   |
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| PRIV3332   | 7/10/2013 | Penn, Shani               | Orr, Kevyn                                     |                                                                    |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Agreement Reflecting<br>Confidential Attorney-Client<br>Communications with Detroit<br>Corporation Counsel* And<br>Reflecting Common Legal<br>Interest Re: Contract Issues.       | No        | Parent     |
| PRIV3333   |           | Pastula,<br>Julianne      |                                                |                                                                    |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Draft Agreement Reflecting<br>Confidential Attorney-Client<br>Communications with Detroit<br>Corporation Counsel* And<br>Reflecting Common Legal<br>Interest Re: Contract Issues. | No        | Attachment |
| PRIV3368   | 6/24/2013 | Penn, Shani               | Stibitz, Brom                                  | Orr, Kevyn; Dillon,<br>Andy; Saxton,<br>Thomas; Tedder,<br>Gregory |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential<br>Attorney-Client<br>Communications And<br>Reflecting Common Legal<br>Interest Re: Contract Issues.                                                | No        | Parent     |
| PRIV3415   | 5/1/2013  | Trinkwalder,<br>Cassandra | Orr, Kevyn                                     | Nowling, Bill; Hayes,<br>Eunice                                    |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential<br>Attorney-Client<br>Communications with<br>Plawecki, Edward* And<br>Reflecting Common Legal<br>Interest Re: Restructuring<br>Issues.              | No        | Parent     |
| PRIV3428   | 4/26/2013 | Orr, Kevyn                | Buckfire, Kenneth                              |                                                                    |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential<br>Attorney-Client<br>Communications And<br>Reflecting Common Legal<br>Interest Re: Solvency Issues.                                                | No        | Parent     |
| PRIV3460   | 6/8/2013  | Buckfire,<br>Kenneth      | Dillon, Andy; Saxton,<br>Thomas; Stibitz, Brom | Orr, Kevyn                                                         |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Providing Confidential<br>Legal Advice And Reflecting<br>Common Legal Interest Re:<br>Pre-Petition Litigation Issues.                                                       | No        | Parent     |

Privilege log entries with no attorney identified

| Privlog ID | Date      | Author                       | Recipient      | CC                                            | BCC | Privilege Asserted                                           | Privilege Description                                                                                                                                                                        | Redaction | Doc Type   |
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| PRIV3602   | 6/8/2013  | Buckfire, Kenneth            | Orr, Kevyn     |                                               |     | Attorney Client Common Interest (Joint Defense)              | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Restructuring Issues.                                | No        | Parent     |
| PRIV3765   | 6/26/2013 | Penn, Shani                  | Saxton, Thomas | Orr, Kevyn; Muchmore, Dennis; Tedder, Gregory |     | Attorney Client Common Interest (Joint Defense)              | Email Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Contract Issues.                                                                       | No        | Parent     |
| PRIV3795   | 4/18/2013 | Orr, Kevyn                   | Orr, Kevyn     |                                               |     | Attorney Client Work Product Common Interest (Joint Defense) | Email Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications with Jones Day* And Reflecting Common Legal Interest Re: Pre-Petition Litigation Issues. | No        | Parent     |
| PRIV3798   |           | City of Detroit*; Orr, Kevyn |                |                                               |     | Attorney Client Work Product Common Interest (Joint Defense) | Report Prepared in Anticipation of Litigation Providing Confidential Legal Advice And Reflecting Common Legal Interest Re: Pre-Petition Litigation Issues.                                   | No        | Attachment |
| PRIV3799   | 4/18/2013 | Orr, Kevyn                   | Orr, Kevyn     |                                               |     | Attorney Client Work Product Common Interest (Joint Defense) | Email Prepared in Anticipation of Litigation Providing Confidential Legal Advice And Reflecting Common Legal Interest Re: Pre-Petition Litigation Issues.                                    | No        | Parent     |

Privilege log entries with no attorney identified

| Privlog ID | Date      | Author                       | Recipient                                                                                  | CC                                    | BCC | Privilege Asserted                                                    | Privilege Description                                                                                                                                                                        | Redaction | Doc Type   |
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| PRIV3981   | 4/26/2013 | Orr, Kevyn                   | Nowling, Bill; Baird, Richard; Dillon, Andy; Tedder, Gregory                               |                                       |     | Attorney Client<br>Common Interest<br>(Joint Defense)                 | Email Reflecting Confidential Attorney-Client Communications with Jones Day* And Reflecting Common Legal Interest Re: Solvency Issues.                                                       | No        | Parent     |
| PRIV3991   |           | City of Detroit*; Orr, Kevyn |                                                                                            |                                       |     | Attorney Client Work<br>Product Common<br>Interest (Joint<br>Defense) | Report Prepared in Anticipation of Litigation Providing Confidential Legal Advice And Reflecting Common Legal Interest Re: Pre-Petition Litigation Issues.                                   | No        | Attachment |
| PRIV4022   | 6/10/2013 | Penn, Shani                  | Hayes, Eunice                                                                              | Nowling, Bill; Orr, Kevyn             |     | Attorney Client Work<br>Product Common<br>Interest (Joint<br>Defense) | Email Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications with Jones Day* Re: Chapter 9 Bankruptcy Filing Issues.                                  | No        | Parent     |
| PRIV4066   | 4/27/2013 | Nowling, Bill                | Penn, Shani                                                                                | Nowling, Bill; Orr, Kevyn; Orr, Kevyn |     | Attorney Client<br>Common Interest<br>(Joint Defense)                 | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Restructuring Issues.                                | No        | Parent     |
| PRIV4079   | 6/6/2013  | Mays, Sonya                  | Nowling, Bill; Mays, Sonya; Gannon, Chris; Kushiner, Glenn; Hand, Kevin; Jerneycic, Daniel | Penn, Shani; Sutton, Dan              |     | Attorney Client Work<br>Product Common<br>Interest (Joint<br>Defense) | Email Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications with Jones Day* And Reflecting Common Legal Interest Re: Pre-Petition Litigation Issues. | No        | Parent     |



Privilege log entries with no attorney identified

| Privlog ID | Date      | Author        | Recipient                      | CC            | BCC | Privilege Asserted                                    | Privilege Description                                                                                                                                             | Redaction | Doc Type   |
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| PRIV4183   | 7/12/2013 | Gorman, Dana  | Nowling, Bill                  |               |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Restructuring Issues.     | No        | Parent     |
| PRIV4230   | 5/24/2013 | GOV           | Nowling, Bill; Tedder, Gregory |               |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues.                         | No        | Parent     |
| PRIV4233   | 5/24/2013 | Stibitz, Brom | Buckfire; Buckfire, Kenneth    | Nowling, Bill |     | Attorney Client                                       | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Solvency Issues.          | No        | Parent     |
| PRIV4266   | 4/6/2013  | Nowling, Bill | Orr, Kevyn; Tedder, Gregory    |               |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Restructuring Issues.     | No        | Parent     |
| PRIV4334   |           | Gorman, Dana  |                                |               |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Press Release Reflecting Confidential Attorney-Client Communications with Jones Day* And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues. | No        | Attachment |

Privilege log entries with no attorney identified

| Privlog ID | Date      | Author                 | Recipient                                                               | CC | BCC | Privilege Asserted                                                    | Privilege Description                                                                                                                                                                                        | Redaction | Doc Type   |
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| PRIV4335   |           | Lori, Ron              |                                                                         |    |     | Attorney Client<br>Common Interest<br>(Joint Defense)                 | Draft Press Release<br>Reflecting Confidential<br>Attorney-Client<br>Communications with Jones<br>Day* And Reflecting Common<br>Legal Interest Re: Chapter 9<br>Bankruptcy Filing Issues.                    | No        | Attachment |
| PRIV4336   |           | Berry, Anita           |                                                                         |    |     | Attorney Client<br>Common Interest<br>(Joint Defense)                 | Draft Agenda Reflecting<br>Confidential Attorney-Client<br>Communications with Jones<br>Day* And Reflecting Common<br>Legal Interest Re: Chapter 9<br>Bankruptcy Filing Issues.                              | No        | Attachment |
| PRIV4338   | 4/19/2013 | Orr, Kevyn             | Nowling, Bill; Dillon,<br>Andy; Muchmore,<br>Dennis; Tedder,<br>Gregory |    |     | Attorney Client<br>Common Interest<br>(Joint Defense)                 | Email Reflecting Confidential<br>Attorney-Client<br>Communications with Jones<br>Day* And Reflecting Common<br>Legal Interest Re:<br>Restructuring Issues.                                                   | No        | Parent     |
| PRIV4403   | 5/24/2013 | GOV                    | Nowling, Bill; Tedder,<br>Gregory                                       |    |     | Attorney Client<br>Common Interest<br>(Joint Defense)                 | Email Reflecting Confidential<br>Attorney-Client<br>Communications And<br>Reflecting Common Legal<br>Interest Re: Chapter 9<br>Bankruptcy Filing Issues.                                                     | No        | Parent     |
| PRIV4406   |           | Dohrenwend,<br>Charles |                                                                         |    |     | Attorney Client Work<br>Product Common<br>Interest (Joint<br>Defense) | Draft Letter Prepared in<br>Anticipation of Litigation<br>Reflecting Confidential<br>Attorney-Client<br>Communications And<br>Reflecting Common Legal<br>Interest Re: Chapter 9<br>Bankruptcy Filing Issues. | No        | Attachment |

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| Privlog ID | Date      | Author              | Recipient                                                                  | CC              | BCC | Privilege Asserted                                           | Privilege Description                                                                                                                                                                              | Redaction | Doc Type   |
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| PRIV4407   |           | Dohrenwend, Charles |                                                                            |                 |     | Attorney Client Work Product Common Interest (Joint Defense) | Draft Letter Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues.            | No        | Attachment |
| PRIV4423   |           | Nowling, Bill       | Orr, Kevyn                                                                 | Tedder, Gregory |     | Attorney Client Work Product Common Interest (Joint Defense) | Spreadsheet Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications with Jones Day* And Reflecting Common Legal Interest Re: Pre-Petition Litigation Issues. | No        | Attachment |
| PRIV4424   | 4/26/2013 | Orr, Kevyn          | Nowling, Bill; Baird, Richard; Dillon, Andy; Tedder, Gregory               |                 |     | Attorney Client Common Interest (Joint Defense)              | Email Reflecting Confidential Attorney-Client Communications with Jones Day* And Reflecting Common Legal Interest Re: Solvency Issues.                                                             | No        | Parent     |
| PRIV4427   | 6/28/2013 | Nowling, Bill       | Nowling, Bill; Stanton, Terry                                              |                 |     | Attorney Client Common Interest (Joint Defense)              | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Solvency Issues.                                           | No        | Parent     |
| PRIV4461   |           | Mendoza, Vanessa C. | Orr, Kevyn; Buckfire, Kenneth; Dillon, Andy; Baird, Richard; Gannon, Chris |                 |     | Attorney Client Common Interest (Joint Defense)              | Memorandum Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Restructuring Issues.                                                                   | No        | Attachment |

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| PRIV4490   | 4/5/2013  | Hayes, Eunice     | Nowling, Bill; Tedder, Gregory |    |     | Attorney Client<br>Common Interest<br>(Joint Defense)                 | Email Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Employee Healthcare Obligation Issues.                                                       | No        | Parent     |
| PRIV6275   | 5/21/2013 | Stibitz, Brom     | Orr, Kevyn                     |    |     | Attorney Client<br>Common Interest<br>(Joint Defense)                 | Email Requesting Legal Advice And Reflecting Common Legal Interest Re: Regulatory Issues.                                                                                                          | No        | Parent     |
| PRIV6483   | 6/12/2013 | Orr, Kevyn        | Dillon, Andy                   |    |     | Attorney Client<br>Common Interest<br>(Joint Defense)                 | Email Reflecting Confidential Attorney-Client Communications with Jones Day* And Reflecting Common Legal Interest Re: Restructuring Issues.                                                        | No        | Parent     |
| PRIV6569   | 4/11/2013 | McCormich, Susan  | Orr, Kevyn                     |    |     | Attorney Client<br>Common Interest<br>(Joint Defense)                 | Email Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Restructuring Issues.                                                                        | No        | Parent     |
| PRIV6601   | 6/8/2013  | Buckfire, Kenneth | Orr, Kevyn                     |    |     | Attorney Client<br>Common Interest<br>(Joint Defense)                 | Email Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Restructuring Issues.                                                                        | No        | Parent     |
| PRIV6645   |           | Orr, Kevyn        | Orr, Kevyn                     |    |     | Attorney Client Work<br>Product Common<br>Interest (Joint<br>Defense) | Spreadsheet Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications with Jones Day* And Reflecting Common Legal Interest Re: Pre-Petition Litigation Issues. | No        | Attachment |

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| Privlog ID | Date      | Author      | Recipient       | CC | BCC | Privilege Asserted                                    | Privilege Description                                                                                                                                                           | Redaction | Doc Type |
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| PRIV7121   | 6/17/2013 | Homan, Kim  | Penn, Shani     |    |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Agreement Reflecting<br>Confidential Attorney-Client<br>Communications And<br>Reflecting Common Legal<br>Interest Re: Restructuring<br>Issues.                                  | No        | Parent   |
| PRIV7165   | 4/29/2013 | Orr, Kevyn  | Tedder, Gregory |    |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential<br>Attorney-Client<br>Communications with Detroit<br>Corporation Counsel* And<br>Reflecting Common Legal<br>Interest Re: Restructuring<br>Issues. | No        | Parent   |
| PRIV7173   | 6/4/2013  | Penn, Shani | Hayes, Eunice   |    |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential<br>Attorney-Client<br>Communications with Sedlak,<br>Brian* And Reflecting<br>Common Legal Interest Re:<br>Contract Issues.                       | No        | Parent   |
| PRIV7221   | 4/30/2012 |             | City of Detroit |    |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Draft Memorandum Reflecting<br>Confidential Attorney-Client<br>Communications with Detroit<br>Corporation Counsel* And<br>Reflecting Common Legal<br>Interest Re: Tax Issues.   | No        | Parent   |
| PRIV7228   | 3/6/2012  |             | City of Detroit |    |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Draft Memorandum Reflecting<br>Confidential Attorney-Client<br>Communications with Detroit<br>Corporation Counsel* And<br>Reflecting Common Legal<br>Interest Re: Tax Issues.   | No        | Parent   |

Privilege log entries with no attorney identified

| Privlog ID | Date      | Author                    | Recipient                               | CC | BCC | Privilege Asserted                                                    | Privilege Description                                                                                                                                                                                 | Redaction | Doc Type |
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| PRIV7234   | 3/26/2012 |                           | City of Detroit                         |    |     | Attorney Client<br>Common Interest<br>(Joint Defense)                 | Draft Agreement Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Tax Issues.                                         | No        | Parent   |
| PRIV7242   | 3/25/2012 | Dembowski,<br>Christopher | State of Michigan;<br>City of Detroit   |    |     | Attorney Client Work<br>Product Common<br>Interest (Joint<br>Defense) | Draft Memorandum Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* Re: Tax Issues.                                      | No        | Parent   |
| PRIV7247   | 7/2/2012  |                           | City of Detroit                         |    |     | Attorney Client<br>Common Interest<br>(Joint Defense)                 | Draft Memorandum Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Restructuring Issues.                              | No        | Parent   |
| PRIV7248   | 3/27/2012 |                           | City of Detroit*; State<br>of Michigan* |    |     | Attorney Client Work<br>Product Common<br>Interest (Joint<br>Defense) | Draft Memorandum Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Tax Issues. | No        | Parent   |
| PRIV7253   | 5/22/2012 |                           | State of Michigan;<br>City of Detroit   |    |     | Attorney Client Work<br>Product Common<br>Interest (Joint<br>Defense) | Memorandum Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Tax Issues.                                              | No        | Parent   |

Privilege log entries with no attorney identified

| Privlog ID | Date      | Author | Recipient                             | CC | BCC | Privilege Asserted                                                    | Privilege Description                                                                                                                                                              | Redaction | Doc Type |
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| PRIV7260   | 5/9/2012  |        | State of Michigan;<br>City of Detroit |    |     | Attorney Client Work<br>Product Common<br>Interest (Joint<br>Defense) | Draft Agreement Prepared in<br>Anticipation of Litigation<br>Reflecting Confidential<br>Attorney-Client<br>Communications with Detroit<br>Corporation Counsel* Re: Tax<br>Issues.  | No        | Parent   |
| PRIV7267   | 4/23/2012 |        | City of Detroit                       |    |     | Attorney Client<br>Common Interest<br>(Joint Defense)                 | Draft Memorandum Reflecting<br>Confidential Attorney-Client<br>Communications with Detroit<br>Corporation Counsel* And<br>Reflecting Common Legal<br>Interest Re: Tax Issues.      | No        | Parent   |
| PRIV7268   | 3/27/2012 |        | State of Michigan;<br>City of Detroit |    |     | Attorney Client<br>Common Interest<br>(Joint Defense)                 | Draft Memorandum Reflecting<br>Confidential Attorney-Client<br>Communications with Detroit<br>Corporation Counsel* And<br>Reflecting Common Legal<br>Interest Re: Tax Issues.      | No        | Parent   |
| PRIV7274   | 3/28/2012 |        | State of Michigan;<br>City of Detroit |    |     | Attorney Client Work<br>Product Common<br>Interest (Joint<br>Defense) | Draft Memorandum Prepared<br>in the Course of Litigation<br>Reflecting Confidential<br>Attorney-Client<br>Communications with Detroit<br>Corporation Counsel* Re: Tax<br>Issues.   | No        | Parent   |
| PRIV7283   | 3/26/2012 |        | State of Michigan;<br>City of Detroit |    |     | Attorney Client Work<br>Product Common<br>Interest (Joint<br>Defense) | Draft Memorandum Prepared<br>in Anticipation of Litigation<br>Reflecting Confidential<br>Attorney-Client<br>Communications with Detroit<br>Corporation Counsel* Re: Tax<br>Issues. | No        | Parent   |

Privilege log entries with no attorney identified

| Privlog ID | Date      | Author            | Recipient                             | CC | BCC | Privilege Asserted                                                    | Privilege Description                                                                                                                                                                               | Redaction | Doc Type   |
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| PRIV7284   | 3/25/2012 | BPWOODRU<br>FF    | State of Michigan;<br>City of Detroit |    |     | Attorney Client Work<br>Product Common<br>Interest (Joint<br>Defense) | Draft Memorandum Prepared<br>in Anticipation of Litigation<br>Reflecting Confidential<br>Attorney-Client<br>Communications with Detroit<br>Corporation Counsel* Re: Tax<br>Issues.                  | No        | Parent     |
| PRIV7287   | 3/25/2012 | BPWOODRU<br>FF    | State of Michigan;<br>City of Detroit |    |     | Attorney Client<br>Common Interest<br>(Joint Defense)                 | Memorandum Reflecting<br>Confidential Attorney-Client<br>Communications with Detroit<br>Corporation Counsel* And<br>Reflecting Common Legal<br>Interest Re: Tax Issues.                             | No        | Parent     |
| PRIV7289   | 5/16/2012 |                   | State of Michigan;<br>City of Detroit |    |     | Attorney Client<br>Common Interest<br>(Joint Defense)                 | Memorandum Reflecting<br>Confidential Attorney-Client<br>Communications with Detroit<br>Corporation Counsel* And<br>Reflecting Common Legal<br>Interest Re: Tax Issues.                             | No        | Parent     |
| PRIV7516   |           | Drumb,<br>Richard |                                       |    |     | Attorney Client<br>Common Interest<br>(Joint Defense)                 | Spreadsheet Reflecting<br>Confidential Attorney-Client<br>Communications with Detroit<br>Corporation Counsel* And<br>Reflecting Common Legal<br>Interest Re: Chapter 9<br>Bankruptcy Filing Issues. | No        | Attachment |
| PRIV7523   | 7/2/2013  | Brown, Gary       | Brown, Gary                           |    |     | Attorney Client<br>Common Interest<br>(Joint Defense)                 | Email Reflecting Confidential<br>Attorney-Client<br>Communications with Detroit<br>Corporation Counsel* And<br>Reflecting Common Legal<br>Interest Re: Chapter 9<br>Bankruptcy Filing Issues.       | No        | Parent     |



Privilege log entries with no attorney identified

| Privlog ID | Date     | Author              | Recipient                            | CC                                                        | BCC | Privilege Asserted                                    | Privilege Description                                                                                                                                                       | Redaction | Doc Type   |
|------------|----------|---------------------|--------------------------------------|-----------------------------------------------------------|-----|-------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------------|
| PRIV7524   | 7/2/2013 | Penn, Shani         | Mays, Sonya                          | Brown, Gary;<br>Benedettini, Danielle;<br>Kushiner, Glenn |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues. | No        | Attachment |
| PRIV7525   | 7/2/2013 | Penn, Shani         | Mays, Sonya;<br>Andrysiak, Christine | Brown, Gary;<br>Benedettini, Danielle;<br>Kushiner, Glenn |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Restructuring Issues.               | No        | Parent     |
| PRIV7540   | 6/3/2013 | Henderson,<br>Karla |                                      |                                                           |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Presentation Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Restructuring Issues.        | No        | Parent     |
| PRIV7566   | 3/1/2013 | Ernst &<br>Young    |                                      |                                                           |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Draft Report Reflecting Confidential Attorney-Client Communications with Miller Canfield* And Reflecting Common Legal Interest Re: Restructuring Issues.                    | No        | Parent     |
| PRIV7567   | 2/1/2013 | Ernst &<br>Young    |                                      |                                                           |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Draft Report Reflecting Confidential Attorney-Client Communications with Miller Canfield* And Reflecting Common Legal Interest Re: Restructuring Issues.                    | No        | Parent     |

Privilege log entries with no attorney identified

| Privlog ID | Date      | Author           | Recipient                            | CC                | BCC | Privilege Asserted                                    | Privilege Description                                                                                                                                                       | Redaction | Doc Type   |
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| PRIV7569   | 3/1/2013  | Ernst & Young    |                                      |                   |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Draft Report Reflecting Confidential Attorney-Client Communications with Miller Canfield* And Reflecting Common Legal Interest Re: Restructuring Issues.                    | No        | Parent     |
| PRIV7674   |           | Conway Mackenzie |                                      |                   |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Draft Presentation Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Restructuring Issues.                                    | No        | Attachment |
| PRIV7679   |           | Conway Mackenzie |                                      |                   |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Draft Presentation Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Restructuring Issues.  | No        | Attachment |
| PRIV7813   | 6/26/2013 | Moore, Charles   | Bowen, Glenn                         | Warren, Karherine |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Restructuring Issues.               | No        | Parent     |
| PRIV7814   | 6/25/2013 | Bowen, Glenn     | Moore, Charles;<br>Warren, Karherine |                   |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues. | No        | Parent     |

Privilege log entries with no attorney identified

| Privlog ID | Date      | Author                       | Recipient                                                                                         | CC                                     | BCC | Privilege Asserted                                                    | Privilege Description                                                                                                                                                       | Redaction | Doc Type   |
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| PRIV8005   | 6/11/2013 | Moore, Charles               | Conway, Van                                                                                       |                                        |     | Attorney Client<br>Common Interest<br>(Joint Defense)                 | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues. | No        | Parent     |
| PRIV8006   | 6/11/2013 | Moore, Charles               | Dillon, Andy                                                                                      |                                        |     | Attorney Client<br>Common Interest<br>(Joint Defense)                 | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues. | No        | Parent     |
| PRIV8152   | 5/29/2013 | Gannon, Chris                | Hand, Kevin;<br>Kushiner, Glenn;<br>Petrovski, Emily;<br>Benedettini, Danielle;<br>Moore, Charles |                                        |     | Attorney Client<br>Common Interest<br>(Joint Defense)                 | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues. | No        | Parent     |
| PRIV8153   |           | Marken, Sanjay               |                                                                                                   |                                        |     | Attorney Client<br>Common Interest<br>(Joint Defense)                 | Draft Agenda And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues.                                                                                   | No        | Attachment |
| PRIV8220   | 5/21/2013 | Schrock, John                | Moore, Charles                                                                                    | Tedder, Gregory;<br>Eisenheimer, Kevin |     | Attorney Client Work<br>Product Common<br>Interest (Joint<br>Defense) | Email Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Restructuring Issues.                                                 | No        | Parent     |
| PRIV8223   | 5/21/2013 | Eisenheimer, Kevin<br>(LARA) | Schrock, John                                                                                     | Moore, Charles;<br>Tedder, Gregory     |     | Attorney Client<br>Common Interest<br>(Joint Defense)                 | Email Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Restructuring Issues.                                                 | No        | Parent     |

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| Privlog ID | Date     | Author               | Recipient                       | CC                                                               | BCC | Privilege Asserted                                    | Privilege Description                                                                                                                                                       | Redaction | Doc Type |
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| PRIV8390   | 5/3/2013 | Gannon, Chris        | Moore, Charles                  | Benedettini, Danielle                                            |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues. | No        | Parent   |
| PRIV8391   | 5/3/2013 | Moore, Charles       | Andrews, Kriss                  |                                                                  |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues. | No        | Parent   |
| PRIV8393   | 5/3/2013 | Andrews, Kriss       | Moore, Charles                  |                                                                  |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues. | No        | Parent   |
| PRIV8405   | 5/1/2013 | Moore, Charles       | Duncan, Nancy (DTMB)            | Tedder, Gregory; Van Sickle, Michele; Minix, Connie; Nixon, John |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues. | No        | Parent   |
| PRIV8406   | 5/1/2013 | Duncan, Nancy (DTMB) | Tedder, Gregory; Moore, Charles | Van Sickle, Michele; Minix, Connie; Nixon, John                  |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues. | No        | Parent   |

Privilege log entries with no attorney identified

| Privlog ID | Date      | Author             | Recipient                            | CC                                                                  | BCC | Privilege Asserted                                    | Privilege Description                                                                                                                                                       | Redaction | Doc Type   |
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| PRIV8407   | 5/1/2013  | Tedder, Gregory    | Duncan, Nancy (DTMB); Moore, Charles | Van Sickle, Michele; Minix, Connie; Nixon, John                     |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues. | No        | Parent     |
| PRIV8411   | 4/30/2013 | Moore, Charles     | Kushiner, Glenn                      | Hand, Kevin; Gannon, Chris; Petrovski, Emily; Benedettini, Danielle |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Jones Day* And Reflecting Common Legal Interest Re: Restructuring Issues.                                 | No        | Parent     |
| PRIV8412   | 4/30/2013 | Santambrogio, Juan |                                      |                                                                     |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Report Reflecting Confidential Attorney-Client Communications with Jones Day* And Reflecting Common Legal Interest Re: Restructuring Issues.                                | No        | Attachment |
| PRIV8413   | 4/30/2013 | Kushiner, Glenn    | Moore, Charles                       | Hand, Kevin; Gannon, Chris; Petrovski, Emily; Benedettini, Danielle |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Jones Day* And Reflecting Common Legal Interest Re: Restructuring Issues.                                 | No        | Parent     |
| PRIV8414   | 4/30/2013 | Moore, Charles     | Kushiner, Glenn                      | Hand, Kevin; Gannon, Chris; Petrovski, Emily; Benedettini, Danielle |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Jones Day* And Reflecting Common Legal Interest Re: Restructuring Issues.                                 | No        | Parent     |

Privilege log entries with no attorney identified

| Privlog ID | Date      | Author          | Recipient                                     | CC                                                                  | BCC | Privilege Asserted                                    | Privilege Description                                                                                                                       | Redaction | Doc Type |
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| PRIV8415   | 4/30/2013 | Kushiner, Glenn | Moore, Charles                                | Hand, Kevin; Gannon, Chris; Petrovski, Emily; Benedettini, Danielle |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Jones Day* And Reflecting Common Legal Interest Re: Restructuring Issues. | No        | Parent   |
| PRIV8416   | 4/30/2013 | Moore, Charles  | Kushiner, Glenn                               | Hand, Kevin; Gannon, Chris; Petrovski, Emily; Benedettini, Danielle |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Jones Day* And Reflecting Common Legal Interest Re: Restructuring Issues. | No        | Parent   |
| PRIV8417   | 4/30/2013 | Kushiner, Glenn | Moore, Charles                                | Hand, Kevin; Gannon, Chris; Petrovski, Emily; Benedettini, Danielle |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Jones Day* And Reflecting Common Legal Interest Re: Restructuring Issues. | No        | Parent   |
| PRIV8418   | 4/30/2013 | Moore, Charles  | Kushiner, Glenn                               | Hand, Kevin; Gannon, Chris; Petrovski, Emily; Benedettini, Danielle |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Jones Day* And Reflecting Common Legal Interest Re: Restructuring Issues. | No        | Parent   |
| PRIV8419   | 4/29/2013 | Kushiner, Glenn | Moore, Charles;<br>Hand, Kevin; Gannon, Chris | Petrovski, Emily;<br>Benedettini, Danielle                          |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Jones Day* And Reflecting Common Legal Interest Re: Restructuring Issues. | No        | Parent   |

Privilege log entries with no attorney identified

| Privlog ID | Date      | Author             | Recipient      | CC              | BCC            | Privilege Asserted                                    | Privilege Description                                                                                                                                                            | Redaction | Doc Type   |
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| PRIV8420   | 4/29/2013 | Santambrogio, Juan |                |                 |                | Attorney Client<br>Common Interest<br>(Joint Defense) | Draft Outline Reflecting Confidential Attorney-Client Communications with Jones Day* And Reflecting Common Legal Interest Re: Restructuring Issues.                              | No        | Attachment |
| PRIV8450   | 4/23/2013 | Moore, Charles     | Orr, Kevyn     | Tedder, Gregory | Moore, Charles | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Employee Pension Fund Obligation Issues. | No        | Parent     |
| PRIV8530   | 4/14/2013 | Moore, Charles     | Reddy, Ron     |                 |                | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues.      | No        | Parent     |
| PRIV8531   | 4/12/2013 | Reddy, Ron         | Moore, Charles |                 |                | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues.      | No        | Parent     |
| PRIV8532   | 4/12/2013 | Moore, Charles     | Reddy, Ron     |                 |                | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues.      | No        | Parent     |

Privilege log entries with no attorney identified

| Privlog ID | Date      | Author           | Recipient       | CC | BCC | Privilege Asserted                                    | Privilege Description                                                                                                                                                       | Redaction | Doc Type   |
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| PRIV8542   | 4/10/2013 | Moore, Charles   | Wood, Julie     |    |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues. | No        | Parent     |
| PRIV8543   | 4/10/2013 | Wood, Julie      | Moore, Charles  |    |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues. | No        | Parent     |
| PRIV8544   | 4/10/2013 | Moore, Charles   | Wood, Julie     |    |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues. | No        | Parent     |
| PRIV8567   |           | Petrovski, Emily |                 |    |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Spreadsheet Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Restructuring Issues.         | No        | Attachment |
| PRIV8636   | 3/26/2013 | Moore, Charles   | Kushiner, Glenn |    |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues. | No        | Parent     |



Privilege log entries with no attorney identified

| Privlog ID | Date      | Author         | Recipient                                | CC                                                       | BCC | Privilege Asserted                                    | Privilege Description                                                                                                                                             | Redaction | Doc Type |
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| PRIV8647   | 3/22/2013 | Gannon, Chris  | Moore, Charles; Benedettini, Danielle    |                                                          |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Restructuring Issues.     | No        | Parent   |
| PRIV8664   | 3/20/2013 | Stibitz, Brom  | Moore, Charles                           |                                                          |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Labor Negotiation Issues. | No        | Parent   |
| PRIV8664   | 3/20/2013 | Stibitz, Brom  | Moore, Charles                           |                                                          |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Labor Negotiation Issues. | No        | Parent   |
| PRIV8666   | 3/20/2013 | Moore, Charles | Stibitz, Brom                            | Dillon, Andy; Orr, Kevyn; Saxton, Thomas; Baird, Richard |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Labor Negotiation Issues. | No        | Parent   |
| PRIV8667   | 3/20/2013 | Stibitz, Brom  | Dillon, Andy; Orr, Kevyn; Moore, Charles | Saxton, Thomas; Baird, Richard                           |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Labor Negotiation Issues. | No        | Parent   |

Privilege log entries with no attorney identified

| Privlog ID | Date      | Author         | Recipient                  | CC                                            | BCC | Privilege Asserted                                    | Privilege Description                                                                                                                                                            | Redaction | Doc Type |
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| PRIV8668   | 3/20/2013 | Dillon, Andy   | Orr, Kevyn; Moore, Charles | Saxton, Thomas; Stibitz, Brom; Baird, Richard |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Labor Negotiation Issues.                | No        | Parent   |
| PRIV8694   | 3/18/2013 | Moore, Charles | Stibitz, Brom              |                                               |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Employee Pension Fund Obligation Issues. | No        | Parent   |
| PRIV8695   | 3/18/2013 | Stibitz, Brom  | Moore, Charles             |                                               |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Employee Pension Fund Obligation Issues. | No        | Parent   |
| PRIV8696   | 3/18/2013 | Moore, Charles | Stibitz, Brom              |                                               |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Employee Pension Fund Obligation Issues. | No        | Parent   |

Privilege log entries with no attorney identified

| Privlog ID | Date       | Author          | Recipient      | CC                                                      | BCC | Privilege Asserted                                           | Privilege Description                                                                                                                                                                                             | Redaction | Doc Type   |
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| PRIV8713   | 3/13/2013  | Pokorski, Jerry | Moore, Charles | Langan, Anne Marie;<br>Headd, Derrick;<br>Corley, Irvin |     | Attorney Client Work Product Common Interest (Joint Defense) | Email Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Labor Negotiation Contract Issues. | No        | Parent     |
| PRIV8823   | 12/31/2012 | Dillon, Andy    | Moore, Charles |                                                         |     | Attorney Client Common Interest (Joint Defense)              | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Restructuring Issues.                                                     | No        | Parent     |
| PRIV8825   | 12/29/2012 | Moore, Charles  | Dillon, Andy   |                                                         |     | Attorney Client Common Interest (Joint Defense)              | Email Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Employee Healthcare Obligation Issues.                                                                      | No        | Parent     |
| PRIV8826   | 12/28/2012 | Dillon, Andy    | Moore, Charles |                                                         |     | Attorney Client Common Interest (Joint Defense)              | Email Requesting Legal Advice And Reflecting Common Legal Interest Re: Employee Healthcare Obligation Issues.                                                                                                     | No        | Parent     |
| PRIV8890   | 9/12/2013  | Wong, Lisa      |                |                                                         |     | Attorney Client Common Interest (Joint Defense)              | Memorandum Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Solvency Issues.                                                     | No        | Attachment |

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| Privlog ID | Date       | Author         | Recipient      | CC          | BCC | Privilege Asserted                                    | Privilege Description                                                                                                                                         | Redaction | Doc Type   |
|------------|------------|----------------|----------------|-------------|-----|-------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------------|
| PRIV8894   | 9/12/2013  | Wong, Lisa     |                |             |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Memorandum Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Solvency Issues. | No        | Attachment |
| PRIV8900   | 12/12/2012 | Dillon, Andy   | Moore, Charles | Hichez, Amy |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Restructuring Issues. | No        | Parent     |
| PRIV8901   | 12/12/2012 | Dillon, Andy   | Moore, Charles | Hichez, Amy |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Restructuring Issues. | No        | Parent     |
| PRIV8902   | 12/12/2012 | Hichez, Amy    | Moore, Charles |             |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Restructuring Issues. | No        | Parent     |
| PRIV8903   | 12/12/2012 | Moore, Charles | Hichez, Amy    |             |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Restructuring Issues. | No        | Parent     |

Privilege log entries with no attorney identified

| Privlog ID | Date       | Author          | Recipient      | CC          | BCC | Privilege Asserted                                    | Privilege Description                                                                                                                                                 | Redaction | Doc Type   |
|------------|------------|-----------------|----------------|-------------|-----|-------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------------|
| PRIV8904   | 12/12/2012 | Hichez, Amy     | Moore, Charles |             |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Restructuring Issues.         | No        | Parent     |
| PRIV8905   | 12/12/2012 | Moore, Charles  | Dillon, Andy   | Hichez, Amy |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Restructuring Issues.         | No        | Parent     |
| PRIV8906   | 12/12/2012 | Dillon, Andy    | Moore, Charles | Hichez, Amy |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Restructuring Issues.         | No        | Parent     |
| PRIV8907   | 12/12/2012 | Moore, Charles  | Dillon, Andy   |             |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Restructuring Issues.         | No        | Parent     |
| PRIV8932   |            | Anderson, Janet |                |             |     | Attorney Client<br>Common Interest<br>(Joint Defense) | Draft Outline Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Restructuring Issues. | Yes       | Attachment |

Privilege log entries with no attorney identified

| Privlog ID | Date      | Author         | Recipient   | CC | BCC | Privilege Asserted                                           | Privilege Description                                                                                                                                                       | Redaction | Doc Type   |
|------------|-----------|----------------|-------------|----|-----|--------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------------|
| PRIV9018   | 3/27/2012 | Moore, Charles | Conway, Van |    |     | Attorney Client<br>Common Interest<br>(Joint Defense)        | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues. | No        | Parent     |
| PRIV9355   | 5/22/2013 | Ernst & Young  |             |    |     | Attorney Client Work Product Common Interest (Joint Defense) | Draft Report Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Restructuring Issues.   | No        | Attachment |
| PRIV9442   | 4/30/2013 | patrickbj      |             |    |     | Attorney Client Work Product Common Interest (Joint Defense) | Draft Letter Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Restructuring Issues.   | No        | Attachment |

# EXHIBIT D

Privilege log entries with no parties identified

| Privlog ID | Date      | Author | Recipient | CC | BCC | Privilege Asserted                                                 | Privilege Description                                                                                                                                                                                             | Redaction | Doc Type   |
|------------|-----------|--------|-----------|----|-----|--------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------------|
| PRIV0088   | 6/4/2013  |        |           |    |     | Attorney Client Work<br>Product Common<br>Interest (Joint Defense) | Draft Presentation Prepared in<br>Anticipation of Litigation Reflecting<br>Confidential Attorney-Client<br>Communications And Reflecting Common<br>Legal Interest Re: Solvency Issues.                            | No        | Attachment |
| PRIV0089   | 6/4/2013  |        |           |    |     | Attorney Client Work<br>Product Common<br>Interest (Joint Defense) | Draft Presentation Prepared in<br>Anticipation of Litigation Reflecting<br>Confidential Attorney-Client<br>Communications And Reflecting Common<br>Legal Interest Re: Solvency Issues.                            | No        | Attachment |
| PRIV0090   | 6/4/2013  |        |           |    |     | Attorney Client Work<br>Product Common<br>Interest (Joint Defense) | Draft Presentation Prepared in<br>Anticipation of Litigation Reflecting<br>Confidential Attorney-Client<br>Communications And Reflecting Common<br>Legal Interest Re: Employee Pension<br>Fund Obligation Issues. | No        | Attachment |
| PRIV0094   |           |        |           |    |     | Attorney Client Work<br>Product Common<br>Interest (Joint Defense) | Report Prepared in Anticipation of<br>Litigation Reflecting Confidential Attorney-<br>Client Communications And Reflecting<br>Common Legal Interest Re: Chapter 9<br>Bankruptcy Filing Issues.                    | No        | Attachment |
| PRIV0094   |           |        |           |    |     | Attorney Client Work<br>Product Common<br>Interest (Joint Defense) | Report Prepared in Anticipation of<br>Litigation Reflecting Confidential Attorney-<br>Client Communications And Reflecting<br>Common Legal Interest Re: Chapter 9<br>Bankruptcy Filing Issues.                    | No        | Attachment |
| PRIV0450   | 5/29/2013 |        |           |    |     | Attorney Client Common<br>Interest (Joint Defense)                 | Draft Memorandum Reflecting Confidential<br>Attorney-Client Communications And<br>Reflecting Common Legal Interest Re:<br>Restructuring Issues.                                                                   | No        | Attachment |
| PRIV0451   | 5/29/2013 |        |           |    |     | Attorney Client Common<br>Interest (Joint Defense)                 | Draft Memorandum Reflecting Confidential<br>Attorney-Client Communications And<br>Reflecting Common Legal Interest Re:<br>Restructuring Issues.                                                                   | No        | Attachment |
| PRIV0484   | 2/18/2013 |        |           |    |     | Attorney Client Work<br>Product Common<br>Interest (Joint Defense) | Draft Memorandum Prepared in<br>Anticipation of Litigation Reflecting<br>Confidential Attorney-Client<br>Communications And Reflecting Common<br>Legal Interest Re: Pre-Petition Litigation<br>Issues.            | No        | Attachment |



Privilege log entries with no parties identified

| Privlog ID | Date     | Author | Recipient | CC | BCC | Privilege Asserted                                           | Privilege Description                                                                                                                                                                  | Redaction | Doc Type   |
|------------|----------|--------|-----------|----|-----|--------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------------|
| PRIV10454  | 3/2/2013 |        |           |    |     | Attorney Client Work Product Common Interest (Joint Defense) | Draft Agreement Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Pre-Petition Litigation Issues. | No        | Attachment |
| PRIV10500  |          |        |           |    |     | Attorney Client Common Interest (Joint Defense)              | Agreement Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Contract Issues.                                                             | No        | Attachment |
| PRIV10509  | 8/8/2012 |        |           |    |     | Attorney Client Common Interest (Joint Defense)              | Draft Filing Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Solvency Issues.                                                          | No        | Attachment |
| PRIV10510  |          |        |           |    |     | Attorney Client Common Interest (Joint Defense)              | Draft Filing Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Solvency Issues.                                                          | No        | Attachment |
| PRIV10518  |          |        |           |    |     | Attorney Client Common Interest (Joint Defense)              | Draft Filing Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Solvency Issues.                                                          | No        | Attachment |
| PRIV10519  |          |        |           |    |     | Attorney Client Common Interest (Joint Defense)              | Draft Filing Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Solvency Issues.                                                          | No        | Attachment |
| PRIV10523  |          |        |           |    |     | Attorney Client Common Interest (Joint Defense)              | Draft Filing Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Solvency Issues.                                                          | No        | Attachment |
| PRIV10524  |          |        |           |    |     | Attorney Client Common Interest (Joint Defense)              | Draft Filing Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Solvency Issues.                                                          | No        | Attachment |
| PRIV10526  |          |        |           |    |     | Attorney Client Common Interest (Joint Defense)              | Draft Filing Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Solvency Issues.                                                          | No        | Attachment |
| PRIV10527  |          |        |           |    |     | Attorney Client Common Interest (Joint Defense)              | Draft Filing Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Solvency Issues.                                                          | No        | Attachment |

Privilege log entries with no parties identified

| Privlog ID | Date | Author | Recipient | CC | BCC | Privilege Asserted                              | Privilege Description                                                                                                         | Redaction | Doc Type   |
|------------|------|--------|-----------|----|-----|-------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------|-----------|------------|
| PRIV10545  |      |        |           |    |     | Attorney Client Common Interest (Joint Defense) | Draft Filing Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Solvency Issues. | No        | Attachment |
| PRIV10546  |      |        |           |    |     | Attorney Client Common Interest (Joint Defense) | Draft Filing Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Solvency Issues. | Yes       | Attachment |
| PRIV10553  |      |        |           |    |     | Attorney Client Common Interest (Joint Defense) | Draft Filing Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Solvency Issues. | No        | Attachment |
| PRIV10554  |      |        |           |    |     | Attorney Client Common Interest (Joint Defense) | Draft Filing Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Solvency Issues. | Yes       | Attachment |
| PRIV10563  |      |        |           |    |     | Attorney Client Common Interest (Joint Defense) | Draft Filing Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Solvency Issues. | No        | Attachment |
| PRIV10564  |      |        |           |    |     | Attorney Client Common Interest (Joint Defense) | Draft Filing Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Solvency Issues. | No        | Attachment |
| PRIV10566  |      |        |           |    |     | Attorney Client Common Interest (Joint Defense) | Draft Filing Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Solvency Issues. | No        | Attachment |
| PRIV10567  |      |        |           |    |     | Attorney Client Common Interest (Joint Defense) | Draft Filing Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Solvency Issues. | No        | Attachment |
| PRIV10597  |      |        |           |    |     | Attorney Client Common Interest (Joint Defense) | Draft Filing Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Solvency Issues. | No        | Attachment |
| PRIV10598  |      |        |           |    |     | Attorney Client Common Interest (Joint Defense) | Draft Filing Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Solvency Issues. | No        | Attachment |
| PRIV10599  |      |        |           |    |     | Attorney Client Common Interest (Joint Defense) | Draft Filing Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Solvency Issues. | No        | Attachment |

Privilege log entries with no parties identified

| Privlog ID | Date | Author | Recipient | CC | BCC | Privilege Asserted                              | Privilege Description                                                                                                         | Redaction | Doc Type   |
|------------|------|--------|-----------|----|-----|-------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------|-----------|------------|
| PRIV10600  |      |        |           |    |     | Attorney Client Common Interest (Joint Defense) | Draft Filing Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Solvency Issues. | No        | Attachment |
| PRIV10612  |      |        |           |    |     | Attorney Client Common Interest (Joint Defense) | Draft Filing Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Solvency Issues. | No        | Attachment |
| PRIV10613  |      |        |           |    |     | Attorney Client Common Interest (Joint Defense) | Draft Filing Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Solvency Issues. | No        | Attachment |
| PRIV10614  |      |        |           |    |     | Attorney Client Common Interest (Joint Defense) | Draft Filing Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Solvency Issues. | No        | Attachment |
| PRIV10625  |      |        |           |    |     | Attorney Client Common Interest (Joint Defense) | Draft Filing Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Solvency Issues. | No        | Attachment |
| PRIV10626  |      |        |           |    |     | Attorney Client Common Interest (Joint Defense) | Draft Filing Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Solvency Issues. | No        | Attachment |
| PRIV10627  |      |        |           |    |     | Attorney Client Common Interest (Joint Defense) | Draft Filing Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Solvency Issues. | No        | Attachment |
| PRIV10628  |      |        |           |    |     | Attorney Client Common Interest (Joint Defense) | Draft Filing Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Solvency Issues. | No        | Attachment |
| PRIV10631  |      |        |           |    |     | Attorney Client Common Interest (Joint Defense) | Draft Filing Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Solvency Issues. | No        | Attachment |
| PRIV10632  |      |        |           |    |     | Attorney Client Common Interest (Joint Defense) | Draft Filing Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Solvency Issues. | No        | Attachment |

Privilege log entries with no parties identified

| Privlog ID | Date      | Author | Recipient | CC | BCC | Privilege Asserted                                           | Privilege Description                                                                                                                                                                                                                  | Redaction | Doc Type   |
|------------|-----------|--------|-----------|----|-----|--------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------------|
| PRIV1955   | 7/11/2013 |        |           |    |     | Attorney Client Work Product Common Interest (Joint Defense) | Draft Memorandum Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues.                                            | No        | Attachment |
| PRIV2697   | 4/8/2013  |        |           |    |     | Attorney Client Work Product Common Interest (Joint Defense) | Chart Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues.                                                       | No        | Attachment |
| PRIV2698   | 4/8/2013  |        |           |    |     | Attorney Client Work Product Common Interest (Joint Defense) | Report Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues.                                                      | No        | Attachment |
| PRIV3060   | 5/8/2013  |        |           |    |     | Attorney Client Work Product Common Interest (Joint Defense) | Memorandum Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues.                                                  | No        | Attachment |
| PRIV3401   | 3/14/2013 |        |           |    |     | Attorney Client Work Product Common Interest (Joint Defense) | Draft Notes Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications with Byra, Michelle* And Reflecting Common Legal Interest Re: Pre-Petition Litigation Issues. Appointment of Kevyn Orr as EM | No        | Attachment |
| PRIV3417   |           |        |           |    |     | Attorney Client Common Interest (Joint Defense)              | Draft Letter Reflecting Confidential Attorney-Client Communications with Plawecki, Edward* And Reflecting Common Legal Interest Re: Restructuring Issues.                                                                              | No        | Attachment |
| PRIV4416   |           |        |           |    |     | Attorney Client Common Interest (Joint Defense)              | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Pre-Petition Litigation Issues.                                                                | No        | Attachment |
| PRIV5371   |           |        |           |    |     | Attorney Client Common Interest (Joint Defense)              | Draft Agreement Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Contract Issues.                                                                                                       | No        | Attachment |

Privilege log entries with no parties identified

| Privlog ID | Date      | Author | Recipient | CC | BCC | Privilege Asserted                                           | Privilege Description                                                                                                                                                               | Redaction | Doc Type   |
|------------|-----------|--------|-----------|----|-----|--------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------------|
| PRIV5372   |           |        |           |    |     | Attorney Client Common Interest (Joint Defense)              | Draft Agreement Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Contract Issues.                                                    | No        | Attachment |
| PRIV6131   | 4/5/2013  |        |           |    |     | Attorney Client Common Interest (Joint Defense)              | Report Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Restructuring Issues.                                                        | No        | Parent     |
| PRIV6139   | 4/17/2013 |        |           |    |     | Attorney Client Common Interest (Joint Defense)              | Memorandum Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Employee Healthcare Obligation Issues.                                   | No        | Parent     |
| PRIV6232   | 5/9/2013  |        |           |    |     | Attorney Client Work Product Common Interest (Joint Defense) | Report Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications with Jones Day* And Reflecting Common Legal Interest Re: Restructuring Issues. | No        | Parent     |
| PRIV6315   | 5/12/2013 |        |           |    |     | Attorney Client Work Product Common Interest (Joint Defense) | Memorandum Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Restructuring Issues.             | No        | Parent     |
| PRIV6390   | 4/10/2013 |        |           |    |     | Attorney Client Common Interest (Joint Defense)              | Draft Letter Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Pre-Petition Litigation Issues.      | No        | Parent     |
| PRIV6984   |           |        |           |    |     | Attorney Client Common Interest (Joint Defense)              | Email Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues.         | No        | Attachment |
| PRIV7148   | 6/24/2013 |        |           |    |     | Attorney Client Common Interest (Joint Defense)              | Email Reflecting Confidential Attorney-Client Communications with Bassett, Laura*; Ellman, Jeffrey* And Reflecting Common Legal Interest Re: Restructuring Issues.                  | No        | Parent     |

Privilege log entries with no parties identified

| Privlog ID | Date      | Author | Recipient | CC | BCC | Privilege Asserted                                           | Privilege Description                                                                                                                                                                                   | Redaction | Doc Type   |
|------------|-----------|--------|-----------|----|-----|--------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------------|
| PRIV7225   |           |        |           |    |     | Attorney Client Work Product Common Interest (Joint Defense) | Agreement Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Contract Issues.                                            | No        | Attachment |
| PRIV7505   |           |        |           |    |     | Attorney Client Common Interest (Joint Defense)              | Chart Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues.                             | No        | Attachment |
| PRIV7571   | 1/13/2013 |        |           |    |     | Attorney Client Common Interest (Joint Defense)              | Draft Report Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Restructuring Issues.                                    | No        | Parent     |
| PRIV7602   | 4/2/2012  |        |           |    |     | Attorney Client Common Interest (Joint Defense)              | Agreement Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues.                         | No        | Parent     |
| PRIV7680   |           |        |           |    |     | Attorney Client Common Interest (Joint Defense)              | Spreadsheet Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Restructuring Issues.                                     | No        | Attachment |
| PRIV8008   |           |        |           |    |     | Attorney Client Common Interest (Joint Defense)              | Letter Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues.                            | No        | Attachment |
| PRIV8339   |           |        |           |    |     | Attorney Client Work Product Common Interest (Joint Defense) | Draft Orders Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications with Jones Day* And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues. | No        | Attachment |
| PRIV8399   | 5/3/2013  |        |           |    |     | Attorney Client Common Interest (Joint Defense)              | Draft Spreadsheet Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Restructuring Issues.                                                                 | No        | Attachment |

Privilege log entries with no parties identified

| Privlog ID | Date | Author | Recipient | CC | BCC | Privilege Asserted                                           | Privilege Description                                                                                                                                                                                                         | Redaction | Doc Type   |
|------------|------|--------|-----------|----|-----|--------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------------|
| PRIV8431   |      |        |           |    |     | Attorney Client Common Interest (Joint Defense)              | Spreadsheet Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues.                                                                               | No        | Attachment |
| PRIV8432   |      |        |           |    |     | Attorney Client Common Interest (Joint Defense)              | Presentation Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues.                                                                              | No        | Attachment |
| PRIV8433   |      |        |           |    |     | Attorney Client Common Interest (Joint Defense)              | Presentation Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues.                                                                              | No        | Attachment |
| PRIV8534   |      |        |           |    |     | Attorney Client Work Product Common Interest (Joint Defense) | Draft Memorandum Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues. | No        | Attachment |
| PRIV8535   |      |        |           |    |     | Attorney Client Work Product Common Interest (Joint Defense) | Draft Memorandum Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues. | No        | Attachment |
| PRIV8537   |      |        |           |    |     | Attorney Client Work Product Common Interest (Joint Defense) | Draft Memorandum Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Restructuring Issues.               | No        | Attachment |
| PRIV8538   |      |        |           |    |     | Attorney Client Work Product Common Interest (Joint Defense) | Draft Memorandum Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Restructuring Issues.                                                 | No        | Attachment |
| PRIV8637   |      |        |           |    |     | Attorney Client Work Product Common Interest (Joint Defense) | Draft Chart Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues.                                             | No        | Attachment |

Privilege log entries with no parties identified

| Privlog ID | Date       | Author | Recipient | CC | BCC | Privilege Asserted                                           | Privilege Description                                                                                                                                                                                                    | Redaction | Doc Type   |
|------------|------------|--------|-----------|----|-----|--------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------------|
| PRIV8639   |            |        |           |    |     | Attorney Client Work Product Common Interest (Joint Defense) | Draft Chart Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues. | No        | Attachment |
| PRIV8648   |            |        |           |    |     | Attorney Client Common Interest (Joint Defense)              | Letter Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Restructuring Issues.                                                           | No        | Attachment |
| PRIV8650   |            |        |           |    |     | Attorney Client Common Interest (Joint Defense)              | Letter Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Restructuring Issues.                                                           | No        | Attachment |
| PRIV8699   | 3/15/2013  |        |           |    |     | Attorney Client Work Product Common Interest (Joint Defense) | Spreadsheet Prepared in the Course of Litigation Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* Re: Restructuring Issues.                                                      | No        | Attachment |
| PRIV8700   | 3/15/2013  |        |           |    |     | Attorney Client Work Product Common Interest (Joint Defense) | Report Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* Re: Restructuring Issues.                                                         | Yes       | Attachment |
| PRIV8785   |            |        |           |    |     | Attorney Client Common Interest (Joint Defense)              | Draft Presentation Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Employee Healthcare Obligation Issues.                              | No        | Attachment |
| PRIV8824   | 12/31/2012 |        |           |    |     | Attorney Client Work Product Common Interest (Joint Defense) | Draft Report Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Restructuring Issues.              | No        | Attachment |
| PRIV8895   |            |        |           |    |     | Attorney Client Common Interest (Joint Defense)              | Memorandum Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Solvency Issues.                                                            | No        | Attachment |



Privilege log entries with no parties identified

| Privlog ID | Date      | Author | Recipient | CC | BCC | Privilege Asserted                                           | Privilege Description                                                                                                                                                                                                  | Redaction | Doc Type   |
|------------|-----------|--------|-----------|----|-----|--------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------------|
| PRIV8954   |           |        |           |    |     | Attorney Client Work Product Common Interest (Joint Defense) | Agreement Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues. | No        | Attachment |
| PRIV8955   |           |        |           |    |     | Attorney Client Common Interest (Joint Defense)              | Draft Agreement Reflecting Confidential Attorney-Client Communications with Detroit Corporation Counsel* And Reflecting Common Legal Interest Re: Chapter 9 Bankruptcy Filing Issues.                                  | No        | Attachment |
| PRIV9443   | 4/30/2013 |        |           |    |     | Attorney Client Work Product Common Interest (Joint Defense) | Draft Agreement Prepared in Anticipation of Litigation Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Restructuring Issues.                                           | No        | Attachment |
| PRIV9733   | 6/5/2012  |        |           |    |     | Attorney Client Common Interest (Joint Defense)              | Memorandum Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Labor Negotiation Contract Issues.                                                                          | Yes       | Attachment |
| PRIV9750   |           |        |           |    |     | Attorney Client Common Interest (Joint Defense)              | Draft Agreement Reflecting Confidential Attorney-Client Communications And Reflecting Common Legal Interest Re: Contract Issues.                                                                                       | No        | Attachment |

# Exhibit B

# JONES DAY

51 LOUISIANA AVENUE, N.W. • WASHINGTON, D.C. 20001.2113  
TELEPHONE: +1.202.879.3939 • FACSIMILE: +1.202.626.1700

Direct Number: (202) 879-3768  
gsirwin@JonesDay.com

October 7, 2013

## **BY FIRST CLASS MAIL**

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Cohen Weiss and Simon  
330 West 42nd Street  
New York, New York 10036-6979

**Re: City of Detroit**

Dear Mr. Ciantra:

This letter responds to your letter of October 2, 2013, regarding documents which the City of Detroit withheld from its document production on the basis of a privilege, as identified on the accompanying privilege log. Rather than respond to the factual and legal assertions in your letter, with which we disagree, we believed the most productive approach was to again review the documents you identified, to determine whether the privilege claim was correct, and if so, whether the privilege log correctly reflected available information. As you know, you have asked us to investigate 423 documents in just a few days and we have done our best to oblige, but require additional time for certain documents. The size and exigent circumstances of this document production contributed to the mis-designation of some documents as privileged that were not, if fact, privileged. Indeed, some of the document you have identified have already been produced provided elsewhere in our own production. We will address the documents according to the categories to which you assigned them.

### **Exhibit A Documents**

Your letter describes these documents as dated before March 15, 2013, for which a common interest privilege was claimed.

The following Exhibit A documents have already been produced:

10568 DTMI00151454  
7219 DTMI00156103-6104  
7220 DTMI00156105-6107  
9830 DTMI00203649

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We are preparing the following Exhibit A documents for production, and no longer claim any privilege with respect to these documents.

|       |       |      |       |       |
|-------|-------|------|-------|-------|
| 0349  | 8901  | 2930 | 8931  | 7280  |
| 10482 | 8904  | 7232 | 9830  | 7287  |
| 10544 | 8910  | 7274 | 9732  | 8823  |
| 10592 | 8926  | 7284 | 0565  | 8900  |
| 10645 | 9749  | 7596 | 10509 | 8903  |
| 3401  | 8925  | 8898 | 10557 | 8906  |
| 7273  | 0405  | 8902 | 10621 | 8924  |
| 7283  | 10483 | 8905 | 2931  | 9733  |
| 7289  | 10556 | 8923 | 7242  | 10629 |
| 8824  | 10606 | 0484 | 8825  |       |

The City of Detroit is asserting attorney-client privilege, but not the common interest privilege, with respect to the Exhibit A documents listed immediately below. Although the date of these documents is earlier than the date Jones Day's retention agreement was reduced to writing, the City was involved in various efforts related to restructuring, with the advice of counsel both from the City of Detroit Law Department, and the firm of Miller Canfield, before Jones Day was retained. Further, the privilege can attach to pre-retention communications. *See, State Farm Mut. Auto. Ins. Co. v. Hawkins*, No. 08-10367, 2010 BL 125273, at \*4 (E.D. Mich. June 04, 2010) ("the privilege is not limited to fully consummated attorney-client relationships; it applies also to communications between a prospective client consulting with an attorney.") (citing *Devich v. Dick*, 143 N.W. 56, 58 (Mich. 1913).); *Kearns v. Fred Lavery/Porsche Audi Co.*, 573 F. Supp. 91, 94 (E.D. Mich. 1983) ("Communications in the course of preliminary discussions with a view to employing the lawyer are privileged . . .") (quoting McCormick on Evidence, 2d ed. 179 (West Publishing Co. 1972)).

| PRIV Number | Additional Information/Comments                                                                                     |
|-------------|---------------------------------------------------------------------------------------------------------------------|
| 7571        | The privilege log will be corrected to reflect that author is Ernst & Young.                                        |
| 8784        | Privilege log reflects that Michael McGee, an attorney from Miller Canfield, was a recipient of this communication. |

With respect to the remaining Exhibit A documents listed immediately below, the City of Detroit is assessing whether these documents are subject to the attorney-client privilege and common interest doctrine. We will get back to you shortly on these: 8826, 8841, 4959.

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### **Exhibit B Documents**

You described these documents as dated before the retention of Jones Day by the City, for which the attorney-client privilege was asserted. Of course, the city has and had retained many other law firms to advise it with respect to various matters prior to the time they retained Jones Day.

The following Exhibit B documents have already been produced:

0394 DTMI00166138-197

0414 DTMI00166198-200

5665 DTMI00146890-147206

Moreover, we are preparing the following Exhibit B documents for production, and no longer claim any privilege with respect to these documents.

|      |      |      |      |      |
|------|------|------|------|------|
| 0277 | 0348 | 0398 | 0512 | 5658 |
| 0296 | 0349 | 0399 | 0513 | 5660 |
| 0297 | 0359 | 0400 | 0514 | 5662 |
| 0298 | 0369 | 0405 | 0517 | 5663 |
| 0301 | 0370 | 0407 | 0519 | 5664 |
| 0302 | 0371 | 0408 | 0520 | 5665 |
| 0303 | 0372 | 0411 | 0521 | 5698 |
| 0304 | 0373 | 0414 | 0523 | 5710 |
| 0305 | 0375 | 0493 | 0524 | 9672 |
| 0306 | 0376 | 0494 | 0551 | 9685 |
| 0307 | 0377 | 0496 | 0553 | 9692 |
| 0308 | 0378 | 0497 | 0555 | 9719 |
| 0310 | 0380 | 0498 | 0565 | 9720 |
| 0321 | 0381 | 0499 | 0566 | 9726 |
| 0322 | 0382 | 0502 | 4890 | 9731 |
| 0333 | 0383 | 0505 | 5630 | 9738 |
| 0335 | 0386 | 0506 | 5637 | 9739 |
| 0339 | 0388 | 0507 | 5649 | 9740 |
| 0340 | 0394 | 0508 | 5650 | 9742 |
| 0342 | 0395 | 0509 | 5652 | 9745 |

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|      |      |      |      |      |
|------|------|------|------|------|
| 0344 | 0397 | 0511 | 5656 | 9749 |
| 0267 | 2930 | 2931 |      |      |

The following Exhibit B documents were included on our original privilege log as attachments. The city is still asserting a privilege for these documents as they reflect attorney markings.

| <b>PRIV Number</b> | <b>Additional Information/Comments</b>                                                                                                                                                                                                                     |
|--------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 5755               | This document is reflected in error on the privilege log as "Work Product." It should be reflected as "Attorney-Client Privileged." It reflects an attorney notation. The parent email, PRIV5754, reflects the attorneys involved with this communication. |
| 5968               | This is the same document as PRIV 5755, and reflects the same notation. The parent email, PRIV 5967, reflects the attorneys involved with this communication.                                                                                              |

The remaining Exhibit B documents were created in the period immediately prior to the date on which the City of Detroit engaged Jones Day as counsel, but nonetheless reflect attorney-client communications and thus remain privileged: 9660, 9661, 9664, 9667.

### **Exhibit C Documents**

According to your letter, these are documents for which the common interest privilege was asserted, yet which lack documentation on the privilege log sufficient to support that assertion. Specifically, you state that no attorney was identified in the description of these documents.

The following Exhibit C documents have already been produced:

|       |                   |      |                 |
|-------|-------------------|------|-----------------|
| 10730 | DTMI00217102      | 6275 | DTMI213740      |
| 2944  | DTMI00202331-2361 | 8405 | DTMI00203279-80 |
| 3012  | DTMI00210446      | 8406 | DTMI00203281-82 |
| 3415  | DTMI00211375      | 8407 | DTMI00203283    |
| 3795  | DTMI00212692      | 8530 | DTMI00203319    |
| 3798  | DTMI00212693      | 8531 | DTMI00203322    |
| 3979  | DRMI00213055      | 8532 | DTMI00203324    |

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|      |               |      |              |
|------|---------------|------|--------------|
| 3991 | DTMI00213056  | 8567 | DTMI00203376 |
| 4266 | DTMI002087093 | 8932 | DTMI00203650 |

We are preparing the following Exhibit C documents for production, and no longer claim any privilege with respect to these documents.

|       |      |       |      |       |      |
|-------|------|-------|------|-------|------|
| 0020  | 7287 | 10423 | 7267 | 10635 | 7516 |
| 10636 | 7523 | 10637 | 7283 | 10767 | 7525 |
| 10800 | 7540 | 10801 | 7289 | 10802 | 7679 |
| 10803 | 8005 | 10804 | 7524 | 10805 | 8152 |
| 2744  | 8153 | 3118  | 7674 | 3144  | 8223 |
| 3165  | 8390 | 3185  | 8006 | 3142  | 8393 |
| 3276  | 8543 | 3332  | 8220 | 3333  | 8542 |
| 3368  | 8647 | 3248  | 8542 | 3765  | 8636 |
| 3981  | 8696 | 4066  | 8544 | 4183  | 8695 |
| 4230  | 8894 | 4233  | 8694 | 4403  | 8890 |
| 4424  | 8902 | 4427  | 8713 | 4461  | 8901 |
| 4490  | 8905 | 6569  | 8900 | 7121  | 8904 |
| 7165  | 8932 | 7173  | 8903 | 7221  | 8907 |
| 7228  | 7260 | 7234  | 8823 | 7242  | 9442 |
| 7247  | 7274 | 7248  | 8906 | 7253  | 7284 |
|       |      |       | 9018 | 7268  | 8825 |

The City of Detroit is asserting attorney-client privilege, but not the common interest privilege, with respect to the documents listed immediately below. With respect to these documents, if the data on the privilege log was incorrect, or could be supplemented, we provide that information here. One recurring problem, especially with the documents in Category D, but also with the documents in this category, is that you have separated the parent email from the attachments. The information on the log with respect to the parent email (date, author, etc.) should inform your judgments as to the privileged nature of the attachment.

| PRIV Number | Additional Information/Comments                                                                                                                                                                                 |
|-------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 0086        | The entry on the log was undated, but should reflect a date of 05/22/2013. This is a draft spreadsheet authored b2744y Ernst & Young in the context of the restructuring, to aid Jones Day and Miller Canfield. |

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| <b>PRIV Number</b> | <b>Additional Information/Comments</b>                                                                                                                                                                                                                                                          |
|--------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 10848              | This email forwards an email from Dan Moss of Jones Day. If the privileged portion of the email were redacted, the resulting document would be non-responsive.                                                                                                                                  |
| 1351               | This draft spreadsheet was prepared by both Conway MacKenzie and Jones Day. The email is attached to a parent email (PRIV 1350) which is privileged itself, but that entry on the privilege log provides further information as to the lawyers and advisors drafting and using the spreadsheet. |
| 1527               | This is the same draft spreadsheet as 1351. The parent email is at PRIV 1526.                                                                                                                                                                                                                   |
| 2315               | This is a draft spreadsheet prepared by Ernst & Young, for Jones Day. The parent email (PRIV 2315) provides the identity of the lawyers communicating regarding the chart.                                                                                                                      |
| 2316               | This is a draft spreadsheet similar to PRIV 2315, with the same parent email.                                                                                                                                                                                                                   |
| 2317               | This is a draft spreadsheet similar to PRIV 2315, with the same parent email.                                                                                                                                                                                                                   |
| 2750               | This is a draft document authored by Jones Day. The privilege log erroneously identifies the author as Kevyn Orr.                                                                                                                                                                               |
| 2982               | This is an outline that was prepared by Conway MacKenzie. The parent email (PRIV 2981) provides the identity of the lawyers communicating regarding the chart.                                                                                                                                  |
| 3084               | This is a draft chart prepared by Ernst & Young in connection with work done by Jones Day for the City of Detroit. Please see parent email at PRIV 3083.                                                                                                                                        |
| 3208               | This is an email from B. Nowling to K. Orr forwarding another email from Abernathy MacGregor (a public relations firm working for the City) to all the advisors (including Jones Day) requesting advice.                                                                                        |
| 3210               | This was an attachment to PRIV 3208 above, and is a draft document sent to the advisors (including                                                                                                                                                                                              |



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| PRIV Number                                     | Additional Information/Comments                                                                                                                                                                                                                                                                                                                                                 |
|-------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                 | Jones Day).                                                                                                                                                                                                                                                                                                                                                                     |
| 3211                                            | This was an attachment to PRIV 3208 above, and is a draft document sent to the advisors (including Jones Day).                                                                                                                                                                                                                                                                  |
| 4022                                            | This is an email that forwards another email from S. Mays to K. Orr which discusses legal advice. We will produce a redacted version.                                                                                                                                                                                                                                           |
| 4334, 4335, 4336                                | These are the same documents as 3208 (not identical; this is the email forwarded by PRIV 3208), 3210, and 3212. In this instance of the parent email, the recipients of the email were not included in the privilege log. They are: Bill Nowling, Bruce Bennett*, Corinne Ball*, David Heiman*, Heather Lennox*, Jeffrey Ellman*, James Doak, Kenneth Buckfire and Kyle Herman. |
| 4406                                            | This is a draft document attached to an email sent by The Abernathy MacGregor Group (a public relations firm working for the City) to Jones Day and other advisors. See parent email at 4405 for identification of the attorneys that this was sent to.                                                                                                                         |
| 4407                                            | This is the same document as 4406 above.                                                                                                                                                                                                                                                                                                                                        |
| 4423                                            | The privilege log erroneously identifies Bill Nowling as the author of this document. It was authored by Jones Day.                                                                                                                                                                                                                                                             |
| 7566, 7567, 7569                                | These spreadsheets were all prepared by Ernst & Young for Jones Day.                                                                                                                                                                                                                                                                                                            |
| 7813                                            | This is an email between advisors at Conway MacKenzie and at Milliman regarding privileged matters.                                                                                                                                                                                                                                                                             |
| 7814                                            | This is the another version of the email string at PRIV 7813 above, and contains communications among the advisors regarding privileged matters.                                                                                                                                                                                                                                |
| 8411, 8412, 8413, 8414, 8415, 8416, 8417, 8418, | Emails, and an attached draft document, communicating among advisors about matters undertaken with the advice and on behalf of Jones Day.                                                                                                                                                                                                                                       |

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| <b>PRIV Number</b> | <b>Additional Information/Comments</b>                                                                                                                                                           |
|--------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 8419, 8420         |                                                                                                                                                                                                  |
| 8450               | Email reflects status of Jones Day legal advice.                                                                                                                                                 |
| 9355               | This is a draft spreadsheet prepared for Ernst & Young for Jones Day. The parent email, PRIV 9354, reflects the attorneys involved in the communication about this document.                     |
| 0732               | This document appears in error on the log to have been authored by Jones Day, and Rick Snyder (as does PRIV 0731, another attachment to the same parent email). Both were authored by Jones Day. |

With respect to the documents listed immediately below, the City of Detroit is asserting both attorney-client privilege and common interest privilege. Errors in the privilege log as well as additional information about the document are listed below.

| <b>PRIV Number</b> | <b>Additional Information/Comments</b>                                                                                                                                                                                           |
|--------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 0081               | This document appears undated on the log, but is dated 06/06/2013. The parent email, PRIV 0080, reflects the attorneys and Michigan state officials involved with this document.                                                 |
| 0093               | This document appears undated on the log, but is date 06/03/2012. This is a different version of PRIV 0081, above. The parent email, PRIV 0092, reflects the attorneys and Michigan state officials involved with this document. |
| 0224               | This document appears undated on the log, but is dated 04/08/2013. The parent email, PRIV 0223, reflects the attorneys and Michigan state officials involved with this communication.                                            |
| 0458               | This document appears undated on the log, but is dated 05/14/2013. The parent email, PRIV 0457, reflects the attorneys, advisors, and Michigan state officials involved with this document.                                      |
| 0979               | The parent email, PRIV 0977, reflects the attorneys and further contains an email string indicating that the document was sent to Andy                                                                                           |

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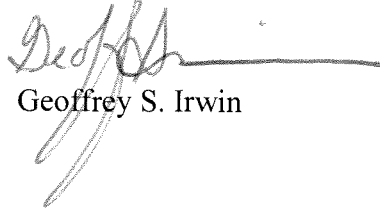
| PRIV Number | Additional Information/Comments                                                                                                                                                                                                                                                              |
|-------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|             | Dillon of the State of Michigan.                                                                                                                                                                                                                                                             |
| 0980        | The parent email, PRIV 977, reflects the attorneys involved with this communication and further contains an email string indicating that the document was sent to Andy Dillon of the State of Michigan.                                                                                      |
| 0981        | The parent email, PRIV 977, reflects the attorneys involved with this communication and further contains an email string indicating that the document was sent to Andy Dillon of the State of Michigan.                                                                                      |
| 3236        | This email forwards several emails from Brian Sedlak*, to K. Orr which reflect attorney-client privileged communications.                                                                                                                                                                    |
| 3460        | Email discusses attorney-client communications, and forwards an email to C. Ball*, J. Telpner *, D. Heiman*, and Miller Canfield attorneys.                                                                                                                                                  |
| 3602        | Email string building on PRIV 3460, above.                                                                                                                                                                                                                                                   |
| 4079        | Email forwards email from Jeffrey Ellman*, to Bill Nowling, Kevyn Orr, Sonya Mays, Shani Penn, Brom Stibitz, Andy Dillon, Thomas Saxton, Greg Tedder, with cc to C. Moore, G. Malhotra, B. Bennett*, C. Ball*, D. Heiman*, H. Lennox*, and K. Buckfire containing privileged communications. |
| 4338        | Email forwards email string among Jeffrey Ellman*, David Heiman*, cc Kevyn Orr, Corrine Ball,* and A. Dillon, reflecting privileged communications.                                                                                                                                          |
| 6483        | Email from Kevyn Orr to Andy Dillon reflecting privileged communications.                                                                                                                                                                                                                    |
| 6601        | Same email string as PRIV 3460 and 3602, above.                                                                                                                                                                                                                                              |
| 6645        | This is the same document as PRIV 4423 (for which attorney-client privilege is asserted, above). This document was shared with Michigan state officials.                                                                                                                                     |
| 8664        | Email reflects confidential communication with                                                                                                                                                                                                                                               |

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| PRIV Number | Additional Information/Comments |
|-------------|---------------------------------|
|             | attorney.                       |
| 8666        | Same email string as PRIV 8664. |
| 8667        | Same email string as PRIV 8664. |
| 8668        | Same email string as PRIV 8668. |

Due to the very tight time period you requested for our response, we are not yet finished with our analysis of the documents you categorized to Exhibit D, although we hope to have that completed by tomorrow. The major issue we are finding with the documents listed in Exhibit D is that you need to refer to the parent email to determine which lawyers were involved with the attachment. We will provide our response on those documents as soon as we can.

Sincerely,



Geoffrey S. Irwin

# Exhibit C

# JONES DAY

51 LOUISIANA AVENUE, N.W. • WASHINGTON, D.C. 20001.2113  
TELEPHONE: +1.202.879.3939 • FACSIMILE: +1.202.626.1700

October 7, 2013

## **BY FIRST CLASS MAIL**

Thomas N. Ciantra  
Cohen Weiss and Simon  
330 West 42nd Street  
New York, New York 10036-6979

**Re: City of Detroit**

Dear Mr. Ciantra:

In our letter yesterday, we informed you that we would get you the results of our analysis of the documents you categorized as Exhibit D documents in your letter of October 2, 2013, as soon as possible. This letter provides the results of that analysis.

## **Exhibit D Documents**

Your letter describes these documents as having no source or recipient listed on the privilege log.

The following Exhibit D documents have already been produced:

|                           |                           |
|---------------------------|---------------------------|
| 3417 - DTMI00211376-380   | 8537 - DTMI00203327-3328  |
| 8538 - DTMI00203329-3348  | 10518 - DTMI00150711-0855 |
| 10519 - DTMI00150856-1012 | 10553 - DTMI00151050-1071 |
| 10554 - DTMI00151072-1213 | 8824 - DTMI00234951-4956  |

We are preparing the following Exhibit D documents for production, and no longer claim any privilege with respect to these documents.

|       |       |       |       |       |       |
|-------|-------|-------|-------|-------|-------|
| 0094  | 0484  | 5371  | 5372  | 6131  | 3401  |
| 5317  | 5372  | 6984  | 7225  | 7505  | 7680  |
| 8008  | 8534  | 8535  | 8648  | 8650  | 8699  |
| 8700  | 8895  | 8954  | 8955  | 9443  | 9733  |
| 10500 | 10509 | 10510 | 10523 | 10524 | 10526 |
| 10527 | 10545 | 10546 | 10563 | 10564 | 10566 |
| 10567 | 10598 | 10599 | 10600 | 10612 | 10613 |
| 10614 | 10625 | 10626 |       |       |       |

The City of Detroit is asserting attorney-client privilege, but not the common interest privilege, with respect to the Exhibit D documents listed in the chart that follows. We have provided additional information when available, as well as identified corrections to the privilege log.

ALKHOBAR • ATLANTA • BEIJING • BOSTON • BRUSSELS • CHICAGO • CLEVELAND • COLUMBUS • DALLAS • DUBAI  
FRANKFURT • HONG KONG • HOUSTON • IRVINE • JEDDAH • LONDON • LOS ANGELES • MADRID • MEXICO CITY  
MILAN • MOSCOW • MUNICH • NEW DELHI • NEW YORK • PARIS • PITTSBURGH • RIYADH  
SAN DIEGO • SAN FRANCISCO • SHANGHAI • SILICON VALLEY • SINGAPORE • SYDNEY • TAIPEI • TOKYO • WASHINGTON

| <b>PRIV Number</b> | <b>Additional Information/Comments</b>                                                                                                                                                                                                                        |
|--------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 0450               | The privilege log erroneously reflects no date or author for this document. This draft report is dated 05/29/2013, and was authored by Jones Day. Reference to the parent email, PRIV 449, will reflect the lawyers and advisors involved with this document. |
| 0451               | The privilege log erroneously reflects no date or author for this document. This draft report is dated 05/29/2013, and was authored by Jones Day. Reference to the parent email, PRIV 449, will reflect the lawyers and advisors involved with this document. |
| 1955               | The privilege log erroneously reflects no author for this document. The author is Oliver S. Zeltner, a Jones Day lawyer. Reference to the parent email, PRIV 1953, will reflect the lawyer this document was sent to.                                         |
| 2697               | The privilege log erroneously reflects no author for this document. The author is Oliver S. Zeltner, a Jones Day attorney. Reference to the parent email PRIV 2696, will reflect the lawyer this document was sent to.                                        |
| 2698               | The privilege log erroneously reflects no author for this document. The author is Oliver S. Zeltner, a Jones Day attorney. Reference to the parent email 2696, will reflect the lawyer this document was sent to.                                             |
| 6139               | The privilege log erroneously reflects no author or date for this document. This document is dated 02/07/2013, and was authored by Michael McGee and Richard Warren of Miller Canfield.                                                                       |
| 6232               | The privilege log erroneously reflects no author for this document. This document was authored by Jones Day.                                                                                                                                                  |
| 6315               | The privilege log erroneously reflects no author for this document. This document was authored by Jones Day.                                                                                                                                                  |
| 6390               | The privilege log erroneously reflects no author for this document. This draft letter was authored by John Willems of Miller Canfield.                                                                                                                        |
| 10454              | The privilege log erroneously reflects no author or date for this document. The author is Cadwalader, a firm that does not represent the City. However, the document reflects comments by Miller Canfield. The date of the document is 03/02/2013.            |

With respect to the Exhibit D documents listed in the chart that follows, the City of Detroit is asserting both attorney-client privilege and common interest privilege. Errors in the privilege log as well as additional information about the documents are listed below.

| <b>PRIV Number</b> | <b>Additional Information/Comments</b>                                                                                                                                                                                                                                                                                                        |
|--------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 0088               | The privilege log erroneously reflects no author for this document. This draft presentation was created by Ernst & Young for Jones Day, and was shared with Michigan state officials. Reference to the parent email, PRIV 0087, reflects the attorneys and Michigan state officials involved with this document.                              |
| 0089               | The privilege log erroneously reflects no author for this document. This draft presentation was authored by Jones Day. Reference to the parent email, PRIV 0087, reflects the attorneys and Michigan state officials involved with this document.                                                                                             |
| 0090               | The privilege log erroneously reflects no author for this document. This draft presentation was authored by Jones Day, and was shared with Michigan state officials. Reference to the parent email, PRIV 0087, reflects the attorneys and Michigan state officials involved with this document.                                               |
| 3060               | The privilege log erroneously reflects no author for this document. This draft report was drafted by Jones Day. Reference to the parent email, PRIV 3058, reflects the attorneys and Michigan state officials involved with this document.                                                                                                    |
| 7148               | The privilege log erroneously reflects no author, recipient or cc's for this email. The document is an email string among Brom Stibitz, a Michigan state official, Shani Penn, Jeff Ellman*, Laura Bassett* and Michael McGee.* CCs include K. Orr, A. Dillon, T. Saxton, and G. Tedder (the last three are Michigan officials)               |
| 8339               | The privilege log erroneously reflects no author for this document. The author is Daniel Moss of Jones Day. Although the document is not dated, the parent email, PRIV 8338, reflects a date of 05/09/2013, and also reflects that the original email to which this document was attached was sent to Greg Tedder, a Michigan state official. |
| 8399               | The privilege log erroneously reflects no author for this document. The author is Ernst & Young. Reference to the parent email, PRIV 8398, reflects the lawyers and                                                                                                                                                                           |

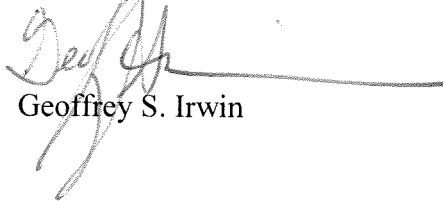


| PRIV Number | Additional Information/Comments                                                                                                                                                                                                                         |
|-------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|             | Michigan state officials, involved with this document.                                                                                                                                                                                                  |
| 8431        | The privilege log erroneously reflects no author or date for this document. The date is 04/25/2013, and the author is Ernst & Young. Reference to the parent email, PRIV 8429, reflects the lawyers and Michigan officials involved with this document. |
| 8432        | The privilege log erroneously reflects this document as undated. It is dated 04/26/2013. Reference to the parent email, PRIV 8429, reflects the lawyers and Michigan officials involved with this document.                                             |
| 8433        | The privilege log erroneously reflects this document as undated. It is dated 04/26/2013. Reference to the parent email, PRIV 8429, reflects the lawyers and Michigan officials involved with this document.                                             |

The City of Detroit is still assessing its position with respect to privileges applicable to the following documents: 7571, 8637, 8639, 8785, 8824. We will get back to you shortly on those documents.

In addition, we produced one document, PRIV 4416 – DTMI00209362, that we request you destroy all copies of, pursuant to the terms under which we produced these documents, because it is a privileged document, authored by a Jones Day attorney.

Sincerely,



Geoffrey S. Irwin

# Exhibit D

**From:** Geoffrey S Irwin [<mailto:gsirwin@JonesDay.com>]

**Sent:** Tuesday, October 15, 2013 10:49 PM

**Cc:** [slevine@lowenstein.com](mailto:slevine@lowenstein.com); [wjung@lowenstein.com](mailto:wjung@lowenstein.com); [pgross@lowenstein.com](mailto:pgross@lowenstein.com); [bceccotti@cwsny.com](mailto:bceccotti@cwsny.com); [pdechiara@cwsny.com](mailto:pdechiara@cwsny.com); [anthony.ullman@dentons.com](mailto:anthony.ullman@dentons.com); [lbrimer@stroblpc.com](mailto:lbrimer@stroblpc.com); [mtaunt@stroblpc.com](mailto:mtaunt@stroblpc.com); [mfield@stroblpc.com](mailto:mfield@stroblpc.com); [eeraman@ermanteicher.com](mailto:eeraman@ermanteicher.com); [czucker@ermanteicher.com](mailto:czucker@ermanteicher.com); [bpatek@ermanteicher.com](mailto:bpatek@ermanteicher.com); Gordon, Robert D.; Deeby, Shannon L.; Green, Jennifer K.; Feldman, Evan J.; [charlesidelsohnattorney@yahoo.com](mailto:charlesidelsohnattorney@yahoo.com); Gregory Shumaker

**Subject:** City of Detroit

Ms. Green:

I am in receipt of your email on Saturday night to Greg Shumaker regarding privilege claims. As to your general question regarding the production of attachments, each document in the review is analyzed as a stand-alone document for privilege purposes, unless there are circumstances in the cover email or attachment which would make the attachment privileged or work product in the context of the entire collection of documents (for example, the cover email reflects that the markings on the attachment are from an attorney; or the cover email is forwarding a set of documents and requesting attorney advice with respect to those documents). Each document on the privilege log, whether a parent email or an attachment, is designated with its own number, and when counsel sends us a request to produce a document on the privilege log with reference to a specific number, we analyze that document alone, not that document and all the attachments. Of course, the log also reflects if the document is a parent or attachment, to aid you in determining the relationship between the documents. The bottom line is that we did not analyze the privileged status of the documents that you did not request that we analyze, whether they were parents or attachments. Another reason we proceed in this way is that if we assume you are challenging the privileged status of all of the attachments to a document, it increases the time it takes to respond to your request, perhaps needlessly, if you have no intention of challenging the privileged status of the attachment.

The example you provided is a case in point (DTMI002333348-3349). This document has eight attachments. Based on your request that we produce those attachments, we have gone back and reviewed the status of the attachments. The attachments to this email, and the email itself, are all privileged. To the extent any of this email and any of its attachments have previously been inadvertently produced, we request that you return or destroy them pursuant to the reservation of rights regarding the inadvertent production of any documents protected by the work product doctrine, common interest doctrine, the attorney-client privilege or any other applicable privilege.

We will address the status of each of the parent email, as well as each attachment, as they are described at the bottom of the parent email:

(1) Email dated 06/05/2012 from Thomas A. Wilson to Heather Lennox; cc to Corinne Ball, and Jeffrey Ellman. This email appears as PRIV 9731 on our first privilege log, and 2677 on our second privilege log, and the attorney-client privilege is claimed for this document. After further investigation, we believe that this document is shielded from

production by the work product doctrine. The document was inadvertently produced at DTMI00233348, and we request its return or destruction.

(2) Document listed as "NYI\_4399007\_4\_Detroit\_Memo Re Public Act 4 and Chapter 9.DOCX." This document was listed on our first privilege log as PRIV 5621, and on our second privilege log as PRIV 2678. Both the attorney-client and work product doctrine were claimed with respect to this document. After further investigation, we believe that this document is shielded from production by the work product doctrine. The document has not been produced.

(3) Document \_1933683\_13\_Detroit - Memorandum Analyzing Various Aspects of Proposed DWSD Transaction.DOCX." This document was listed on our first privilege log as PRIV 1199, PRIV 9732, PRIV 1204, and PRIV 9681, and on our second privilege log as PRIV 2618. The attorney-client privilege was claimed, as well as the common legal interest doctrine. After further investigation, we believe that this document is shielded from production by the work product doctrine. It was inadvertently produced at DTMI00233350-3404, and we request its return or destruction.

(4) Document listed as "CLI\_1934731\_6\_Detroit - Cover Memo for DWSD Transaction Memo.DOCX." This document was listed on our first privilege log as PRIV 1201, PRIV 1205, PRIV 5625, and on our second privilege log as PRIV 2680. Both attorney-client privilege and the work product doctrine were claimed for this document. After further investigation, we believe that this document is shielded from production by the work product doctrine. It has not been produced.

(5) Document listed as "ATI\_2484061\_2\_City of Detroit - Memo on Michigan Constitutional OPEB Protections.DOC." This document was listed on our first privilege log as PRIV 5708 and on our second privilege log as PRIV 0077, and PRIV 2681, and attorney-client privilege was claimed. After further investigation, we believe that this document is shielded from production by the work product doctrine. It has not been produced.

(6) Document listed as ATI\_2483523\_2\_City of Detroit - Memo on Michigan Constitutional Pension Plan Protections.DOC." This document was listed on our first privilege log as PRIV 5709 and PRIV 5627, and on our second privilege log as PRIV 0076 and PRIV 2682. Both attorney-client privilege and the work product doctrine were claimed. After further investigation, we believe that this document is shielded from production by the work product doctrine. It has not been produced.

(7) Document listed as "CLI\_1933048\_2\_Detroit - Establishing Tri County Authority.DOCX." This document was listed on our first privilege log as PRIV 0482, PRIV 0563, and PRIV 0628 and on our second privilege log as PRIV 2683, PRIV 2619 and PRIV 0139. Claims of both attorney-client privilege and the work product doctrine were claimed. After further investigation, we believe that this document is shielded from production by the work product doctrine. It has not been produced.

(8) Document "Detroit - Seidman Email Memos.pdf." This document was listed on our first privilege log as PRIV 9733, PRIV 5630, PRIV 0399, and on our second privilege log as PRIV 2685. The attorney-client privilege was claimed. On further investigation, we believe that this document is shielded from production by the work product doctrine. It was inadvertently produced at DTMI00233405-3406, DTMI00233441-3442, and DTMI00234872-4873, and we request its return or destruction.

(9) Document "Ability of Various Entities to Enter into Interlocal Agreement.pdf." This document was listed on our first privilege log as PRIV 0564, and PRIV 5629, and on our second privilege log as PRIV 2620 and PRIV 2684. Both the attorney-client privilege and the work product doctrine, as well as the common interest doctrine were claimed. On further investigation, we believe that this document is shielded from production by the work product doctrine. It has not been produced.

Thank you.

Geoff Irwin



**Geoffrey S. Irwin** • Partner

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# Exhibit E

*In Re: City of Detroit, Debtor*

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*Governor Richard D. Snyder*  
*October 9, 2013*

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*Moretti Group*  
*471 W. South Street*  
*Suite 41B*  
*Kalamazoo, MI 49007*  
*800-536-0804*



Original File 100913RS.TXT

Min-U-Script® with Word Index

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1 UNITED STATES BANKRUPTCY COURT  
2 FOR THE EASTERN DISTRICT OF MICHIGAN  
3 SOUTHERN DIVISION - DETROIT  
4 In re: Chapter 9  
5 CITY OF DETROIT, MICHIGAN, Case No. 13-53846  
6 Debtor, Hon. Steven W. Rhodes  
7 V I D E O T A P E D D E P O S I T I O N O F  
8 WITNESS: GOVERNOR RICHARD D. SNYDER  
9 LOCATION: The Romney Building  
10 111 S. Capitol Avenue  
11 Lansing, Michigan  
12 DATE: Wednesday, October 9, 2013  
13 8:38 a.m.  
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| <p style="text-align: right;">Page 9</p> <p>1 The fourth production of documents was made<br/>2 under the State's continuing obligation to<br/>3 supplement its discovery responses. So the fact<br/>4 that our production was completed by the fifth,<br/>5 pursuant to the court order, is irrelevant to the<br/>6 fact that we have an ongoing duty to supplement, and<br/>7 that was the purpose for the additional document<br/>8 production yesterday.<br/>9 MR. WERTHEIMER: I'll leave further<br/>10 argument for later.<br/>11 VIDEO TECHNICIAN: Today's date -- hold on.<br/>12 I have to start over again. Give me a second.<br/>13 (A pause was had in the proceedings.)<br/>14 VIDEO TECHNICIAN: Today's date is<br/>15 October 9th, 2013, and we're on the record at<br/>16 8:42 a.m.<br/>17 This is the video deposition of Governor<br/>18 Richard Snyder. We're at the Romney Office<br/>19 Building, 111 South Capitol Avenue in Lansing,<br/>20 Michigan.<br/>21 Could the reporter administer the oath to<br/>22 the Governor, please.<br/>23 - - -<br/>24 -GOVERNOR RICHARD D. SNYDER-<br/>25 called as a witness, being first duly sworn, was</p>                                                  | <p style="text-align: right;">Page 11</p> <p>1 through the appropriations process with the<br/>2 legislature and the Governor.<br/>3 Q. My question was would you support an additional<br/>4 level of support?<br/>5 A. I said I've been supportive of improved services for<br/>6 citizens, not necessarily the repayment of debts.<br/>7 Q. That might have been responsive so I don't mean to<br/>8 be argumentative, but the narrower question is would<br/>9 you support an additional level of support for<br/>10 Detroit in order to help deal with the so-called<br/>11 underfunding pension issue?<br/>12 MS. NELSON: Asked and answered. Go ahead.<br/>13 Go ahead.<br/>14 THE WITNESS: Oh. I view that as a --<br/>15 that's a question that I couldn't answer because<br/>16 it's a hypothetical. It would depend on the entire<br/>17 situation for the facts depending on the potential<br/>18 plan of adjustment for the debts.<br/>19 BY MS. LEVINE:<br/>20 Q. Well, between March 28, 2013 and June 14, 2013, did<br/>21 you have discussions with Kevyn Orr about a business<br/>22 plan or a restructuring plan or a redevelopment plan<br/>23 for the City of Detroit?<br/>24 A. Kevyn Orr was building a plan for creditors they<br/>25 presented in June of this year.</p>                          |
| <p style="text-align: right;">Page 10</p> <p>1 examined and testified as follows:<br/>2 EXAMINATION<br/>3 BY MS. LEVINE:<br/>4 Q. Good morning, Governor.<br/>5 A. Good morning.<br/>6 Q. My name is Sharon Levine. I'm with the law firm of<br/>7 Lowenstein Sandler. I'm here on behalf of AFSCME,<br/>8 and we appreciate your appearing for your deposition<br/>9 today, so thank you.<br/>10 Just for the record, when did you take<br/>11 office as Governor of the State of Michigan?<br/>12 A. January 1, 2011.<br/>13 Q. And at the time you took office, was the State<br/>14 providing greater financial -- a greater level of<br/>15 financial support to the City of Detroit than it is<br/>16 today?<br/>17 A. I would have to check that.<br/>18 Q. Would you be willing to support having the State<br/>19 provide a greater level of financial support than it<br/>20 is today in order to help the City of Detroit with<br/>21 its plan of adjustment and particularly in order to<br/>22 help fund the pension issues?<br/>23 A. In terms of we have many competing interests for the<br/>24 State of Michigan with respect to our budget. I<br/>25 don't make those decisions by myself. It goes</p> | <p style="text-align: right;">Page 12</p> <p>1 Q. Did you have discussions with him with regard to<br/>2 that plan before the June presentation?<br/>3 A. I had discussions that would have been subject to<br/>4 attorney-client privilege.<br/>5 Q. Is it your understanding that that plan includes a<br/>6 two billion dollar note for unsecured creditors?<br/>7 A. Yes.<br/>8 Q. And what's your understanding of what that plan<br/>9 includes with regard to vested pension benefits for<br/>10 the citizens of Detroit?<br/>11 A. The proposal includes some portion of that note<br/>12 being allocated towards pensioners.<br/>13 Q. So the plan does not include just leaving the vested<br/>14 pension benefits alone, does it?<br/>15 A. Well, with respect to the funded piece of pension<br/>16 plans, that's available. There's an open question<br/>17 with respect to the unfunded portion.<br/>18 Q. Do you understand that in a Chapter 11 corporate<br/>19 bankruptcy case that the Pension Benefit Guaranty<br/>20 Corporation or the PBGC provides federal insurance<br/>21 for beneficiaries of a pension if a defined benefit<br/>22 plan is terminated?<br/>23 A. Yes.<br/>24 Q. And is it your understanding that in a Chapter 9<br/>25 bankruptcy case there is no similar protection for</p> |

| Page 13                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Page 15                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
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| <p>1 vested pension benefits?</p> <p>2 A. Yes.</p> <p>3 Q. What's your understanding of how the Detroit</p> <p>4 citizens, the AFSCME retirees will support</p> <p>5 themselves assuming that there's a diminution in the</p> <p>6 current level of pension benefit provided?</p> <p>7 A. Could you clarify your question because you had</p> <p>8 conflicting statements.</p> <p>9 You asked about the citizens of Detroit and</p> <p>10 then you asked about the retirees.</p> <p>11 Q. Well, let's go with the retired citizens of Detroit</p> <p>12 first.</p> <p>13 To the extent that their pensions are</p> <p>14 diminished and there is no PBGC or federal</p> <p>15 protection for them, what's your understanding under</p> <p>16 the plan of -- the proposed plan how they will</p> <p>17 support themselves?</p> <p>18 MS. NELSON: Objection; calls for</p> <p>19 speculation, form, foundation.</p> <p>20 THE WITNESS: Given that we're in the</p> <p>21 Chapter 9 process, there's been no plan presented at</p> <p>22 this point in time.</p> <p>23 BY MS. LEVINE:</p> <p>24 Q. We already had a little bit of a discussion that</p> <p>25 you're aware of the plan that was presented to</p>                                                                                                                               | <p>1 attorney and other bankruptcy professionals paid</p> <p>2 ahead of retirees in connection with the Chapter 9</p> <p>3 process?</p> <p>4 A. I view that as a legal matter because that's a</p> <p>5 subject matter of how Chapter 9 bankruptcies work.</p> <p>6 Q. The question I was asking was whether or not you</p> <p>7 believe it's fair. I'm not asking you whether or</p> <p>8 not it's a legal matter.</p> <p>9 A. Well, I view it as just speculation on my part</p> <p>10 because we're in Chapter 9, so that would be part of</p> <p>11 the legal process.</p> <p>12 Q. Is it your understanding that the Wall Street</p> <p>13 creditors, municipal bond holders will share in this</p> <p>14 two billion dollar note alongside of the retirees</p> <p>15 with regard to their unsecured claims?</p> <p>16 A. Again, there has been no plan presented in</p> <p>17 bankruptcy, so that would be a hypothetical. If you</p> <p>18 go back to the proposal to the creditors, that was</p> <p>19 to be part of good faith negotiations, and there was</p> <p>20 an attempt to do that so that would have all been</p> <p>21 consensual.</p> <p>22 Q. Do you believe it's fair to pay Wall Street-type</p> <p>23 municipal bond creditors ahead of retirees?</p> <p>24 A. Again, that's part of the mutual negotiations that</p> <p>25 were part of the proposal for creditors.</p> |
| Page 14                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Page 16                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| <p>1 creditors in June of 2013, correct?</p> <p>2 A. That was part of going through a process from the</p> <p>3 City of Detroit asking its creditors for good faith</p> <p>4 negotiations.</p> <p>5 Q. Right. And under that plan, to the extent there was</p> <p>6 an underfunding with regard to the pensions, there</p> <p>7 was going to be some change made to the pension</p> <p>8 benefits, correct?</p> <p>9 A. That would depend on mutual agreement between the</p> <p>10 parties.</p> <p>11 Q. Well, assuming that there is a reduction for the</p> <p>12 moment in pension benefits, have you had any</p> <p>13 conversations with Kevyn Orr with regard to whether</p> <p>14 or not there would be any other benefit or provision</p> <p>15 made to the retirees of the City of Detroit that</p> <p>16 were going to lose pension benefits as a result of</p> <p>17 that plan?</p> <p>18 A. Those discussions would have been subject to</p> <p>19 attorney-client privilege.</p> <p>20 Q. What's your understanding of the options that are</p> <p>21 available to the City of Detroit?</p> <p>22 A. Well, again, we're in bankruptcy now so there's been</p> <p>23 no plan presented by the City at this point in time,</p> <p>24 so that's a hypothetical.</p> <p>25 Q. Do you believe it's fair to have the bankruptcy</p> | <p>1 Q. Prior to the time that Detroit filed for bankruptcy,</p> <p>2 is it your understanding that House Speaker Bolger</p> <p>3 had any involvement or discussions with Kevyn Orr</p> <p>4 with regard to the bankruptcy filing?</p> <p>5 A. I don't recall.</p> <p>6 Q. Did he have discussions with you with regard to the</p> <p>7 bankruptcy filing?</p> <p>8 A. In terms of speaking to Speaker Bolger, occasionally</p> <p>9 I would give updates on what was going on with the</p> <p>10 City of Detroit.</p> <p>11 Q. And did he express any views with regard to the</p> <p>12 Chapter 9 filing?</p> <p>13 A. Not that I recall.</p> <p>14 Q. Did you have any conversations with Randy</p> <p>15 Richardville prior to the Chapter 9 filing?</p> <p>16 A. It would be the same with Speaker Bolger, that as</p> <p>17 part of the normal process I would give updates on</p> <p>18 where the situations stood.</p> <p>19 Q. Do you have any recollection of what he said to you</p> <p>20 with regard to those updates?</p> <p>21 A. No.</p> <p>22 Q. On or about July 18, when you authorized Detroit's</p> <p>23 Chapter 9 filing, what was your understanding of the</p> <p>24 dollar amount of the pension obligations that were</p> <p>25 underfunded?</p>                                                                                                                      |

| Page 41                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Page 43                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
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| <p>1 deferential to his partners or recent former<br/>2 partners at Jones Day?<br/>3 A. No. Because, in fact, the City of Detroit made the<br/>4 determination to hire Jones Day, and they went<br/>5 through with that process, and that was a separate<br/>6 independent process that I believe actually occurred<br/>7 prior to Kevyn Orr joining the City of Detroit as<br/>8 emergency manager.<br/>9 Q. Did you consider whether it would be difficult for<br/>10 Mr. Orr to favor the interests of the City over the<br/>11 interests of Jones Day?<br/>12 A. I don't understand your question because I don't<br/>13 understand why Jones Day would be in conflict with<br/>14 the City of Detroit. They're representing the City<br/>15 of Detroit.<br/>16 Q. And aren't they being compensated by the City of<br/>17 Detroit?<br/>18 A. They are being compensated by the City of Detroit.<br/>19 Q. Isn't there less of an appearance of conflict if it<br/>20 had been a different law firm that had been retained<br/>21 by the City of Detroit than Kevyn Orr's prior firm?<br/>22 A. And that's why it was important that he resigned and<br/>23 severed all ties.<br/>24 Q. During the discussions that you had with Kevyn Orr<br/>25 prior to the time that he was appointed as emergency</p>                                                  | <p>1 emergency manager or at any time during the period<br/>2 of time that he was appointed as emergency manager<br/>3 on July 18th with regard to outsourcing?<br/>4 A. I don't recall with respect to the interview<br/>5 process, and there has been discussions about<br/>6 looking at providers of services in both internal<br/>7 and external services for the City of Detroit since<br/>8 that date.<br/>9 Q. For that same period of time, during the interview<br/>10 process and up to and including July 18th or 19th,<br/>11 did you have any conversation with Kevyn Orr with<br/>12 regard to selling or monetizing assets such as the<br/>13 art, Belle Isle and water and sewer and other assets<br/>14 of Detroit?<br/>15 A. Those discussions would have been subject to<br/>16 attorney-client privilege.<br/>17 Q. Is it your understanding that the sale of assets are<br/>18 one of the things that are under consideration in<br/>19 connection with the restructuring plan that Kevyn<br/>20 Orr proposed during June of 2013?<br/>21 A. I don't recall that portion of the proposal.<br/>22 Q. What's your view on monetizing these assets as part<br/>23 of a restructuring plan including the art, Belle<br/>24 Isle and water and sewer and some of the other<br/>25 assets of Detroit?</p> |
| Page 42                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Page 44                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <p>1 manager or after he was appointed as emergency<br/>2 manager but before July 18th, did you ever discuss<br/>3 with Kevyn Orr outsourcing for the City of Detroit?<br/>4 A. Could you explain what you mean by outsourcing?<br/>5 Q. As part of the business plan for the City of<br/>6 Detroit, the City of Detroit is looking at --<br/>7 potentially looking at outsourcing some of the<br/>8 services that are currently performed by City<br/>9 employees; is that correct?<br/>10 A. They're looking at the most efficient ways to<br/>11 deliver services to the citizens of Detroit.<br/>12 Q. Is that yes?<br/>13 A. That would include that. In terms of looking at<br/>14 other alternatives, some of those were outlined, in<br/>15 fact, during the consent agreement in terms of<br/>16 looking at opportunities such as having the Detroit<br/>17 Economic Growth Corporation handle the planning and<br/>18 zoning activities of the City of Detroit, and that<br/>19 was done in the context of the Mayor and the City<br/>20 Council approving that consent agreement.<br/>21 Q. I'm going to try again.<br/>22 Did you have any conversations with Kevyn<br/>23 Orr prior to the time that he was appoint -- prior<br/>24 to the time that he was -- during the interview<br/>25 process, prior to the time that he was appointed as</p> | <p>1 A. Again, that's a hypothetical discussion because it<br/>2 would really come down to what's presented in the<br/>3 plan of adjustment within the context of the<br/>4 bankruptcy court, and it hasn't been done at this<br/>5 point.<br/>6 Q. Well, I'm asking your view of whether or not those<br/>7 items should be on the table in connection with the<br/>8 structuring of that plan?<br/>9 A. I view those as primarily Kevyn Orr's decisions<br/>10 because he's the emergency manager for the City of<br/>11 Detroit.<br/>12 Q. During the interview process, prior to Kevyn Orr's<br/>13 selection but during the period of time you were<br/>14 talking to him, did you ever express a view that<br/>15 vested pension benefits should not be modified by<br/>16 the emergency manager for the City of Detroit?<br/>17 A. I don't recall.<br/>18 Q. Did you have discussions prior to the time that<br/>19 Kevyn Orr was selected with regard to your views<br/>20 about whether or not vested pension benefits should<br/>21 be modified?<br/>22 A. I think that's just what -- what's different than<br/>23 the prior question?<br/>24 Q. Are you saying you don't recall?<br/>25 A. I don't recall.</p>                                                                                               |

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| <p style="text-align: right;">Page 57</p> <p>1 Q. Have you ever been involved in a business, Governor<br/>2 Snyder?<br/>3 A. Yes.<br/>4 Q. Isn't it true to assess the financial picture of a<br/>5 business you need to know both the assets and the<br/>6 liabilities of the business?<br/>7 A. This is a different situation in terms --<br/>8 Q. Could you answer my question?<br/>9 A. Yes.<br/>10 Q. The answer to my question is yes?<br/>11 A. Yes.<br/>12 Q. Okay. At the time you received Mr. Orr's July 16th,<br/>13 2013 letter, do you know whether Mr. Orr or his<br/>14 staff had undertaken an analysis such that they knew<br/>15 with specificity the City's cash flow?<br/>16 A. There had -- there was extensive work done doing<br/>17 cash flow analysis of the City. Some of that work<br/>18 was included in the proposal to creditors back in<br/>19 June --<br/>20 Q. Okay.<br/>21 A. -- in addition to reports that had been provided<br/>22 under his obligation as emergency manager.<br/>23 Q. But at the time that you received the July 16th,<br/>24 2013 letter, do you know whether Mr. Orr or his<br/>25 staff had done an analysis which allowed them to</p> | <p style="text-align: right;">Page 59</p> <p>1 A. Not that I recall.<br/>2 Q. Do you know whether a significant portion of<br/>3 Detroit's unfunded pension liability is allocable to<br/>4 the City's Water and Sewer Department?<br/>5 A. I'm not aware of that relationship.<br/>6 Q. Okay. Is that something that you think would be<br/>7 relevant to a determination about whether or not the<br/>8 City should pursue a bankruptcy?<br/>9 A. I haven't considered that as a question.<br/>10 Q. Okay. Let me now refer you to page six of<br/>11 Exhibit 1, and at the bottom paragraph of the page<br/>12 there's a reference to the June 14th creditor<br/>13 proposal. Do you see that?<br/>14 A. Yes.<br/>15 Q. Okay. And you were familiar with that proposal when<br/>16 you received this letter on July 16th?<br/>17 A. Generally familiar. It's a 128-page document.<br/>18 Q. Okay.<br/>19<br/>20 (Deposition Exhibit 2 was marked.)<br/>21<br/>22 BY MR. DeCHIARA:<br/>23 Q. I'd like to mark as -- well, I've already marked as<br/>24 Exhibit 2, and I'll ask you to identify what I'll<br/>25 identify for the record as a July 18th, 2013 letter</p> |
| <p style="text-align: right;">Page 58</p> <p>1 know with specificity the extent of the City's cash<br/>2 flow?<br/>3 A. I believe they had.<br/>4 Q. Okay. Did you ever discuss that with Mr. Orr?<br/>5 A. That would be a matter of attorney-client privilege.<br/>6 Q. Well, whether it's a matter of attorney-client<br/>7 privilege is a legal question, and you have counsel<br/>8 here who can object if she believes that a question<br/>9 infringes on the attorney-client privilege, so I<br/>10 would ask you to answer the question.<br/>11 MS. NELSON: You can answer yes or no.<br/>12 THE WITNESS: Yes.<br/>13 BY MR. DeCHIARA:<br/>14 Q. Yes, you did have discussions?<br/>15 A. Yeah.<br/>16 Q. And were those discussions -- were other people<br/>17 present other than you and Mr. Orr in those<br/>18 discussions?<br/>19 A. Yes.<br/>20 Q. Isn't it true you had one-on-one conversations with<br/>21 Mr. Orr prior to the bankruptcy filing?<br/>22 A. Yes.<br/>23 Q. Okay. In any of those one-on-one conversations with<br/>24 Mr. Orr did you ever have a discussion of the City's<br/>25 cash flow?</p>                                                               | <p style="text-align: right;">Page 60</p> <p>1 from you to Mr. Orr and Mr. Dillon.<br/>2 Is Exhibit 2 your response to what's been<br/>3 marked as Exhibit 1?<br/>4 A. Yes.<br/>5<br/>6 (Deposition Exhibit 3 was marked.)<br/>7<br/>8 BY MR. DeCHIARA:<br/>9 Q. Governor, I've had the court reporter mark as<br/>10 Exhibit 3 a document which bears the title City of<br/>11 Detroit Proposal for Creditors, June 14th, 2013.<br/>12 Let me represent to you that this document<br/>13 was attached to the Orr Declaration that was filed<br/>14 in the bankruptcy proceeding as the City's proposal<br/>15 for creditors.<br/>16 Let me -- did you see this document in any<br/>17 prior form before it was made public on or about<br/>18 June 14th, 2013?<br/>19 A. Yes.<br/>20 Q. And do you plan -- were you shown drafts of the<br/>21 document?<br/>22 A. I'd seen a draft or so. I can't recall whether it<br/>23 was one or more.<br/>24 Q. Okay. And who showed them to you?<br/>25 A. Again, I don't recall.</p>                                                                                                                                             |

| Page 65                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Page 67                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
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| <p>1 It doesn't say I agree with that or disagree with<br/>2 that. It simply says I authorized it to go forward<br/>3 where a plan would be presented to a judge that<br/>4 could be the result of further negotiations,<br/>5 mediations, all kinds of work that ultimately a<br/>6 judge would decide.<br/>7 Q. Okay. I'm not addressing your July 18th letter.<br/>8 A. Yeah.<br/>9 Q. I'm just pegging the question --<br/>10 A. Okay.<br/>11 Q. -- by time frame as of July 18th.<br/>12 A. Okay.<br/>13 Q. So as of July 18th, did you share Mr. Orr's view<br/>14 that there had to be significant cuts in pension<br/>15 liabilities?<br/>16 A. Based on the current situations with negotiations,<br/>17 that continued to be the position that would be on<br/>18 the table going into bankruptcy.<br/>19 Q. Again, I'm not sure that was responsive.<br/>20 A. Uh-huh.<br/>21 Q. As of July 18th, 2013, did you share Mr. Orr's view<br/>22 that whether through negotiation or other means that<br/>23 there as an end result had to be significant cuts in<br/>24 accrued pension liabilities?<br/>25 A. I wouldn't use the word had to be but likely could</p>                                                                       | <p>1 negotiation that would be satisfactory to the<br/>2 parties involved.<br/>3 That didn't happen in terms of that regard<br/>4 but I still had hope to say that as you go through<br/>5 the bankruptcy process I viewed it as likelihood<br/>6 that there was less flexibility under the bankruptcy<br/>7 process just because of the nature of federal<br/>8 bankruptcy law than there probably was before.<br/>9 Q. Was it your view that as of July 18th in the<br/>10 bankruptcy one way or another accrued pension<br/>11 liabilities would have to be reduced?<br/>12 A. Based on the facts going into it, it was one of<br/>13 those questions, as you said, there was a likelihood<br/>14 of that happening.<br/>15 Q. That's not my question.<br/>16 A. Yes. Yeah, I believe there's a likelihood there<br/>17 could be reductions in unfunded pension liabilities.<br/>18 Q. Okay. I'm not asking --<br/>19 A. Yeah.<br/>20 Q. Governor, I'm not asking you to predict the<br/>21 likelihood of what might have happened.<br/>22 A. Okay.<br/>23 Q. I'm asking you whether you believed that in<br/>24 bankruptcy there would have had to be one way or<br/>25 another reductions in Detroit's accrued pension</p>               |
| Page 66                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Page 68                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| <p>1 be.<br/>2 Q. Okay. Well, Mr. Orr used the word "there must be".<br/>3 A. Uh-huh.<br/>4 Q. Did you share that view that there had to be?<br/>5 A. Not necessarily.<br/>6 Q. Okay.<br/>7 A. Just as I said.<br/>8 Q. Okay. So did you think about this issue as of -- or<br/>9 as of the July 18th, 2013 time frame, had you given<br/>10 thought to whether or not there had to be cuts to<br/>11 accrued pension benefits?<br/>12 A. I gave thought to the issue because I have concern<br/>13 for the retirees, and that was why one of the<br/>14 important questions in my view was to have a retiree<br/>15 representative in the bankruptcy.<br/>16 Q. And what was your -- since you said you gave thought<br/>17 to it, can you articulate what your position was as<br/>18 to whether or not there had to be cuts in accrued<br/>19 pension liabilities? And I'm focusing on your views<br/>20 on the matter as of July 18th, 2013.<br/>21 A. My view going back prior to that is I had hoped<br/>22 that there would be negotiations to resolve this<br/>23 short of bankruptcy because bankruptcy was a last<br/>24 resort; that I hoped that people could come to the<br/>25 table and come up with a mutual understanding and</p> | <p>1 liabilities?<br/>2 A. I would say it's not a hundred percent belief.<br/>3 Q. But was it a less than 100 percent belief that there<br/>4 had to be reductions?<br/>5 A. Again, if you looked at the numbers, as we discussed<br/>6 earlier, those are significant numbers, and it would<br/>7 be hard to see how it could be a hundred percent.<br/>8 Q. Let me -- did you discuss with anyone other than<br/>9 your legal counsel and Mr. Orr whether there had to<br/>10 be cuts to Detroit's accrued pension liability?<br/>11 A. When you say other people, there would be people<br/>12 from the administration in the meetings that we had.<br/>13 Q. Who did you discuss that issue with?<br/>14 A. There could be any number of people that would<br/>15 include my chief of staff, Andy Dillon, and other<br/>16 people of the administration.<br/>17 Q. And what did you and Andy Dillon discuss on that<br/>18 issue?<br/>19 MS. NELSON: I'm going to object on the<br/>20 grounds of attorney-client privilege. These<br/>21 discussions occurred in the meetings with Mr. Orr<br/>22 and his counsel.<br/>23 MR. DeCHIARA: Well, there hasn't been<br/>24 testimony to that effect.<br/>25 MS. NELSON: He just said it.</p> |